

BOOK 1258 PAGE 1

This DEED, made this 6th day of April, 2021, by and between the CORPORATION OF HARPERS FERRY (hereinafter sometimes referred to as the “Town of Harpers Ferry”), a municipal corporation and political subdivision of the state of West Virginia, party of the first part and hereinafter sometimes referred to as “GRANTOR”; and SWAN HILL TOP OPERATING PARTNERS, LLC, a Delaware limited liability company, party of the second part and hereinafter sometimes referred to as “GRANTEE”.

WHEREAS, Grantee desires to acquire, develop, construct, equip, operate, and maintain a hotel within the corporate limits of the Corporation of Harpers Ferry (the “Hotel”);

WHEREAS, Grantee desires to acquire from Grantor the hereinafter described real property which comprises certain “paved” and “paper” streets which the parties hereto have agreed and determined are essential and necessary to support the development and redevelopment of the Hotel (collectively, the “Hotel Streets”), but subject to the restrictions, covenants, conditions, and reservations set forth herein;

WHEREAS, the Corporation of Harpers Ferry is authorized pursuant to Section 5a, Article 1, Chapter 8 of the Code of West Virginia, 1931, as amended, and Article 114.01 of the Codified Ordinances of the Town of Harpers Ferry Relating to the Disposition of Town Property Without Auction to enact an ordinance authorizing the conveyance of real or personal property valued in excess of \$1,000 for fair market value to private purchasers, without public auction, provided that the Town Council of Harpers Ferry (the “Town Council”) has made a factual determination that such property will facilitate specific economic development projects and/or provide a specific necessary and convenient resource to the benefit of the citizenry of the Town of Harpers Ferry (the “Town”);

WHEREAS, the Town Council has determined that the conveyance of the Hotel

Streets to Grantee will facilitate the development, construction, and operation of the Hotel, encourage the economic development and redevelopment of the Town and is in the best interest of the public to convey the Hotel Streets to Grantee;

WHEREAS, the Town Council has further determined that the consideration paid to Grantor by Grantee in exchange for the conveyance of the Hotel Streets to Grantee represents the fair market value for such property;

WHEREAS, on April 5, 2021, at a duly noticed special meeting, the Town Council enacted Ordinance 2021-02 on second and final reading authorizing and directing the sale of the Hotel Streets to Grantee, and further directing the Mayor and/or the Recorder of the Corporation of Harpers Ferry to execute and deliver a special warranty deed conveying the Hotel Streets to Grantee without public auction pursuant to Article 114.01 of the Codified Ordinances of the Town of Harpers Ferry.

NOW THEREFORE, WITNESSETH: That for and in consideration of the sum of Ten and 00/100 Dollars (\$10.00), cash in hand paid, and other good and valuable consideration, including performance by Grantee of its duties and obligations under the terms and conditions of the Street Agreement, the receipt and sufficiency of all of which are hereby acknowledged, the party of the first part does hereby grant, convey, vacate, annul, abandon, and release unto the party of the second part, with covenants of special warranty, but subject to the reservations, exceptions, and provisions hereinafter mentioned, described, or referred to, all those certain tracts, parcels of land, or rights of way, together with the improvements thereon and the appurtenances thereunto belonging, situate in the Corporation of Harpers Ferry, Harpers Ferry Corporation District, Jefferson County, West Virginia, and more particularly described as follows:

Parcel No. 1

East Ridge Street – (Paved – 50' ROW)

From the approximate midpoint of Lot 2 in Block "U" to the easterly end of the paved roadway

Being situated east of Gilmore Street located in the Town of Harpers Ferry and being shown on the Plat of Harpers Ferry, West Virginia, by S. Howell Brown, Surveyor of Jefferson County, among the land records of Jefferson County, West Virginia, more particularly described as follows:

Beginning at a point at the easterly end of the paved roadway and on the southerly line of the property now or formerly of Swan Hilltop Hotel, LLC, said point being S 82°15'35"E, 46.62 feet from a P.K. Nail found marking a southwesterly corner of said Swan Hilltop Hotel, LLC, said P.K. Nail also marking the intersection of the easterly right of way line of Lancaster Street with the northerly right of way line of Ridge Street; thence crossing Ridge Street at the easterly end of the paved roadway S 14°20'50" W, 50.37 feet to a point on the northerly line of Block "BB", Lot 10; thence with said northerly line Block "BB", Lot 10 N 82°12'03" W, 39.32 feet to a set re-bar and cap marking the northwesterly corner of said Block "BB", Lot 10, said re-bar also marking the intersection of the easterly right of way line of Lancaster Street with the southerly right of way line of Ridge Street; thence crossing said Lancaster Street N 82°12'03" W, 30.00 feet to a set re-bar and cap marking the northeasterly corner of Block "E", Lot 1, said re-bar also marking the intersection of the westerly right of way line of said Lancaster Street and with said southerly right of way line of Ridge Street; thence departing said westerly right of way line of Lancaster Street with the northern lines of said Block "E", Lot 1 and continuing with the northerly lines of Block "E", Lots 2 through 5 and 6B N 82°12'03" W, 345.00 feet to a set re-bar and cap marking the northeasterly corner of said Block "F", Lot 6B, said re-bar also marking the intersection of the easterly right of way line of Columbia Street and with said southerly right of way line of Ridge Street; thence crossing said Columbia Street N 82°12'03" W, 30.99 feet to a re-bar found marking the northeasterly corner of Block "F", Lot 8, said re-bar also marking the intersection of the westerly right of way line of said Columbia Street with said southerly right of way line of Ridge Street; thence departing said westerly right of way line of Columbia Street and with the northerly line of said Block "F", Lot 8 N 82°12'03" W, 61.97 feet to a re-bar found marking the northwesterly corner of said Block "F", Lot 8 and the northeasterly corner of Block "F", Lot 7; thence with the northerly line of said Block "F", Lot 7 N 82°17'56" W, 7.24 feet to a point; thence through Ridge Street; N 07°44'08" E, 43.76 feet to a re-bar found marking the southeasterly corner of Block "U", the westerly half of

Lot 2; thence with the easterly line of said Block "U", the westerly half of Lot 2 N 02°47'19" E, 4.38 feet to a point on the southerly line of Block "U", the easterly half of Lot 2 thence with said southerly line of Block "U", the easterly half of Lot 2 and Lot 1 S 82°26'32 E, 71.00 feet to a point marking the southeasterly corner of said Block "U", Lot 1, said point also marking the intersection of the westerly right of way line of Columbia Street with the northerly right of way line of Ridge Street; thence crossing said Columbia Street S 82°26'32 E, 30.00 feet to a point marking the southwesterly corner the Seminary Lot, said point also marking the intersection of the easterly right of way line of said Columbia Street with said northerly right of way line of Ridge Street; thence departing said easterly right of way line of Columbia Street and with the southerly line of said Seminary Lot S 82°26'32" E, 69.00 feet to a point and S 82°25'16" E, 274.07 feet to a point marking the intersection of the westerly right of way line of said Lancaster Street with said northerly right of way line of Ridge Street; thence crossing said Lancaster Street S 82°25'16" E, 30.00 feet to a PK Nail found marking a southwesterly corner of said Swan Hilltop Hotel, LLC, said PK Nail also marking the intersection of the easterly right of way line of said Lancaster Street with said northerly right of way line of Ridge Street; thence departing said easterly right of way line of Lancaster Street and with the southerly line of said Swan Hilltop Hotel, LLC S 82°15'35" E, 46.62 feet to the point of beginning containing 25,434 square feet or 0.5839 acres of land, more or less.

Parcel No. 2

Columbia Street – (Paved – 30' ROW)
South of Ridge Street and North of Washington Street

Being situated on the north side of Washington Street (U.S. Alternate Route 340) and on the south side of Ridge Street located in the Town of Harpers Ferry and being shown on the Plat of Harpers Ferry, West Virginia, by S. Howell Brown, Surveyor of Jefferson County, among the land records of Jefferson County, West Virginia, more particularly described as follows:

Beginning at a stone wall corner on the northerly right of way line of Washington Street (U.S. Alternate Route 340) marking the southeasterly corner of Block "F", Lot 1; thence departing said northerly right of way line of Washington Street and with the easterly line of said Block "F", Lot 1 N 07°34'17" E, 148.69 feet to an axle found marking the northeasterly corner of said Block "F", Lot 1 and the southeasterly corner of Block "F", Lot 8; thence with the easterly line of said Block "F", Lot 8; N 07°47'57" E, 115.15 feet to an iron re-bar found on the southerly right-of-way line of Ridge Street marking the northeasterly corner of said Block "F",

Lot 8; thence with said southerly right-of-way line of Ridge Street S 82°12'03" E, 30.99 feet to a set re-bar and cap marking the northwesterly corner of Block "E" Lot 6B; thence departing said southerly right-of-way line of Ridge Street and with the westerly line of said Block "E", Lot 6B and continuing with Block "E", Lot 6A; S 07°47'57" W, 264.00 feet to a set re-bar and cap on the aforementioned northerly right-of-way line of Washington Street marking the southwesterly corner of said Block "E", Lot 6A; thence with said northerly right-of-way line of Washington Street N 81°54'00" W, 30.40 feet to the point of beginning containing 8,167 square feet or 0.1875 acres of land, more or less.

Parcel No. 3.

Columbia Street – (Paper – 30' ROW)
North of Ridge Street

Being situated on the north side of Ridge Street located in the Town of Harpers Ferry and being shown on the Plat of Harpers Ferry, West Virginia, by S. Howell Brown, Surveyor of Jefferson County, among the land records of Jefferson County, West Virginia, more particularly described as follows:

Beginning at a point on the northerly right-of-way line of Ridge Street marking the southeasterly corner of Block "U", Lot 1; thence departing said northerly right-of-way line of Ridge Street with the easterly line of said Block "U", Lot 1 N 07°33'28" E, 131.89 feet to a point marking the northeasterly corner of said Block "U", Lot 1, said point also being on the southerly line of the property now or formerly of Swan Hilltop Hotel, LLC; thence with the southerly line of said Swan Hilltop Hotel, LLC; S 82°26'32" E, 30.00 feet to point marking the northwesterly corner of the Seminary Lot; thence with the westerly line of said Seminary Lot S 07°33'28" E, 131.89 feet to a point on the aforementioned northerly right-of-way of Ridge Street marking the southwesterly corner of said Seminary Lot; thence with said northerly right-of-way line of Ridge Street N 82°26'32" W, 30.00 feet to the point of beginning containing 3,957 square feet or 0.0908 acres of land, more or less.

Parcel No. 4

Lancaster Street – (Paper – 30' ROW)
North of Ridge Street

Being situated on the north side of Ridge Street located in the Town of Harpers Ferry and being shown on the Plat of Harpers Ferry, West Virginia, by S. Howell Brown, Surveyor of Jefferson County, among the land records of Jefferson County, West Virginia, more particularly described as follows: Beginning at a

point on the northerly right of way line of Ridge Street marking a southeasterly corner of the Seminary Lot thence departing said northerly right of way line of Ridge Street and with the easterly line of said Seminary Lot N 07°44'23" E, 39.86 feet to a point; to a point on the southerly line of the property now or formerly of Swan Hilltop Hotel, LLC thence with the southerly and westerly lines of said Swan Hilltop Hotel, LLC the following six (6) courses: S 81°52'50" E, 5.96 feet to a point; N 08°05'40" E, 54.00 feet to a point; S 81°52'50" E, 10.00 feet to a point; N 08°05'40" E, 38.29 feet to a point; S 82°26'32" E, 13.47 feet and S 07°44'23"W, 132.00 feet to a point on the aforementioned northerly right-of-way line of Ridge Street; thence with said northerly right-of-way line of Ridge Street N 82°25'16" W, 30.00 feet to the point of beginning containing 3,002 square feet or 0.0689 acres of land, more or less.

Parcel No. 5.

Lancaster Street - (Paper- 30' ROW)
South of Ridge Street and North of Washington Street

Being situated on the north side of Washington Street (U.S. Alternate Route 340) and the south side of Ridge Street located in the Town of Harpers Ferry and being shown on the Plat of Harpers Ferry, West Virginia, by S. Howell Brown, Surveyor of Jefferson County, among the land records of Jefferson County, West Virginia, more particularly described as follows:

Beginning at a set re-bar and cap on the northerly right-of-way line of Washington Street (U.S. Alternate Route 340) marking the southeasterly corner of Block "E", Lot 1; thence departing said northerly right-of-way line of Washington Street and with the easterly line of said Block "E", Lot 1 N 07°47'57" E, 264.00 feet to a set re-bar and cap on the southerly right-of-way line of Ridge Street marking the northeasterly corner of said Block "E", Lot 1; thence with said southerly right-of-way line of Ridge Street S 82°12'03" E, 30.00 feet to a set re-bar and cap marking the northwesterly corner of Block "BB", Lot 10; thence departing said southerly right-of-way line of Ridge Street and with the westerly line of said Block "BB", Lot 10 S 07°47'57" W, 264.00 feet to a set re-bar and cap on the aforementioned northerly right-of-way line of Washington Street marking the southwesterly corner of said Block "BB", Lot 10; thence with said northerly right-of-way line of Washington Street N 82°12'03" W, 30.00 feet to the point of beginning containing 7,920 square feet or 0.1818 acres of land, more or less.

Parcel No. 6

East Ridge Street – (Paper – 50" ROW)

From the easterly end of the paved roadway to the terminus at the southwesterly right of way line of the CSX Railroad, formerly known as the Baltimore and Ohio Railroad

Being situated east of Lancaster Street located in the Town of Harpers Ferry and being shown on the Plat of Harpers Ferry, West Virginia, by S. Howell Brown, Surveyor of Jefferson County, among the land records of Jefferson County, West Virginia, more particularly described as follows:

Beginning at a point at the easterly end of the paved roadway and on the southerly line of the property now or formerly of Swan Hilltop Hotel, LLC, said point being S 82°15'35"E, 46.62 feet from a P.K. Nail found marking a southwesterly corner of said Swan Hilltop Hotel, LLC, said P.K. Nail also marking the intersection of the easterly right of way line of Lancaster Street with the northerly right of way line of Ridge Street; thence with said southerly line of Swan Hilltop Hotel, LLC S 82°15'35" E, 502.15 feet to a point; thence S 53°44'17" E, 9.78 feet to a set rebar and cap on the westerly right of way line of CSX Railroad marking the most northerly corner of the property now or formerly of DGE LLC (Deed Book 1047, Page 373); thence departing said westerly right of way line of CSX Railroad and with the northwesterly line of said DGE LLC S 36°01'40" W, 11.90 feet to a point; thence with the northerly lines of a boundary overlap into Ridge Street of Block "BB", Lots 2 and 3 N 84°36'38" W, 84.18 feet to a point and S 05°25'57" W, 31.91 feet to a point; thence with the northerly line Block "BB", Lot 4, and continuing with the northerly lines of Block "BB", Lots 5 through 9 and part of Lot 10 N 82°12'03" W, 428.08 feet to a point; thence crossing Ridge Street at the easterly end of the paved roadway N 14°20'50" E, 50.37 feet to the point of beginning containing 22,781 square feet or 0.5230 acres of land, more or less.

The aforesaid six parcels (collectively, the "Hotel Streets") are more fully shown and described on that certain Plat of Survey entitled Boundary Survey of the Properties of Swan Hilltop Hotel, LLC and DGE, LLC, dated December 20, 2007, and revised on March 28, 2021, as drawn by Kevin D. Nelson, P.S. No. 2084 of William H. Gordon Associates, Inc., said plat to hereafter be recorded in the Office of the Clerk of the County Commission of Jefferson County.

The Hotel Streets comprise a portion of the same real estate accepted by Grantor

pursuant to that certain Resolution of the Town Council of the Town of Harpers Ferry Accepting Offer by the United States Government to Dedicate Unused Portion of Streets in Harpers Ferry, West Virginia, dated the 2nd day of December, 1966, and of record in the said Clerk's Office in Deed Book No. 285, at page 44.

This conveyance of the Hotel Streets to Grantee is expressly made subject to the following restrictive covenants and conditions, all of which shall run with the land in perpetuity:

(1) Grantee shall not build any permanent structures on the surface of the Hotel Streets; provided, however, that this restriction shall not include landscaping, either vegetative or hard surface, or stone or brick walls which do not exceed three feet in height, or any parking structure, utilities or other necessary appurtenance constructed below the surface of the Hotel Streets;

(2) Grantee shall not provide, or permit any sublessee, franchisee, or licensee to operate, any form of gambling including, but not limited to, table games, video lottery machines or organized sportsbook anywhere on the Hotel Streets or any real property currently owned by Grantee adjacent to the Hotel Streets ("Hotel Property"); and

(3) Grantee shall not subdivide, abrogate, or sell the Hotel Streets separately from the other real property comprising the Hotel Property. Grantee shall grant a conservation easement prohibiting development upon the steep slope portion of the Lancaster Street, South (paper) Right of Way, south of the Armory House. Grantee shall in perpetuity be responsible for the maintenance of the conservation easement. Grantee may, however, install and maintain all such underground utilities as it shall deem necessary.

(4) Grantee shall grant a conservation easement upon the steep slope portion of the East Ridge Street (paper) Right of Way, providing an open viewshed to the public. Grantee shall in perpetuity be responsible for the maintenance of the conservation easement. Grantee may, however, install and maintain all such underground utilities as it shall deem necessary.

(5) Grantee shall grant a conservation easement upon the steep slope portion of the Columbia Street (paper) Right of Way, providing an open viewshed to the public. Grantee in perpetuity shall be responsible for the maintenance of the conservation easement. Grantee may, however, install all such underground utilities as it shall deem necessary.

(6) Grantee shall grant a 24/7 pedestrian easement on the "paper" portion of Columbia Street Right of Way, for the public. Grantee shall design, build, and maintain, in perpetuity, this scenic viewpoint in a park like setting and attempt to expand the footprint of the viewing area to; offer maximum views of the river and mountain ridge, be harmonious with the natural surroundings, be ecologically sensitive and minimize the impact of construction. Grantee shall have the right to restrict such access to the public for reasons of security, life-safety, maintenance, or excessive noise/disturbances. Grantee shall provide the Town Recorder with at least 24-hour notice of the intent to restrict access when practicable.

(7) Grantee in perpetuity shall design, build and maintain a new overlook scenic viewpoint with a flagpole near the current elevation and location (located on the existing East Ridge Street Paper Right of Way) with similar landscaping which: maintains an intimate and secluded experience that is similar to what is currently in place at the overlook, maintains the scenic viewpoint near its current location, is in keeping with the historic nature of the Town, and offers maximum views of the confluence of the rivers and mountain ridge, all in a manner harmonious with nature, ecologically sensitive and minimizing the impact of construction on the land.

(8) Grantee in perpetuity shall grant a 24/7 pedestrian easement, with ADA-compliant access to the overlook, open to the public as provided, however, Grantee shall have the right to restrict such access to the public for reasons of security, life-safety, maintenance, or excessive noise/disturbances. Grantee shall provide the Town Recorder with at least 24-hour notice of the intent to restrict access when practicable.

(9) Grantee in perpetuity shall conserve and promote the planting and maintenance of native and/or native hybrid tree and plant species wherever and whenever possible and shall not intentionally introduce invasive species into the landscape. This restriction will not be applicable to a “chef’s garden” that will be used for the preparation of food and meals within the Hotel Property. Said “chef’s garden” shall be maintained in a way to prevent the non-native plants from being introduced into the native landscape.

(10) Grantee in perpetuity agrees to the following covenants with respect to Lot 31 as reflected on the Gordon TDD Map:

a) Grantee shall agree to design, build, and maintain a switchback trail for pedestrian access to the Promontory Overlook which shall supplement the East Ridge access on either Lot 31 or other real property which permits access to the “Lower Town,” as Grantee shall determine in its sole discretion (either option hereinafter referred to as the “Trail”), for the most part in the style proposed and presented in the 2018 Concept Plan (hereinafter defined), upon satisfaction of the following precedents:

1. The one-year anniversary of the commencement of operations at the Hotel;

2. Receipt by Grantee of an up to \$125,000 cash contribution by the Town towards up to 50% of the cost of design and construction of the Trail, not to exceed \$250,000.00;

3. A determination by Grantee that the total cost of design and construction of the Trail shall not exceed \$250,000, including the Town's cash contribution up to \$125,000.00; and

4. Grantee shall provide the Town with a dawn to dusk pedestrian easement for the Trail, provided that Grantee shall have the authority to restrict such public access for reasons of security, life safety, maintenance, or excessive noise/disturbance. Grantee shall provide the Town Recorder with at least 24-hour notice of the intent to restrict access when practicable.

b. Except as provided herein, Grantee in perpetuity shall agree to prohibit any permanent structures on the surface of Lot 31 with the goal of maintaining a conservation easement. This restriction does not include landscaping, both vegetative and hard surfaces, footbridge, or stone or brick walls which do not exceed three feet in height, or wing walls. Grantee may also, however, install and maintain all such underground utilities as it shall deem necessary.

c. Grantee in perpetuity shall agree not to subdivide, abrogate, or sell Lot 31 separately from the other real property comprising the Hotel Property.

d. Grantee in perpetuity shall grant a conservation easement upon Lot 31, provided however, that the construction, operation and maintenance

of the Trail, any landscaping, both vegetative and hard surfaces, provided in paragraph 10.b. above, and any underground utilities shall be expressly permitted. Grantee in perpetuity will be responsible for the maintenance of the conservation easement on Lot 31, including the Trail if built.

e. Grantee in perpetuity shall conserve and promote the planting and maintenance of native tree and plant species wherever and whenever possible and will not intentionally introduce invasive species into the landscape.

(11) Grantee in perpetuity agrees to the following covenants with respect to Lots 14 and 16 as reflected on the Gordon TDD Map:

a. Grantee in perpetuity shall construct a realigned Columbia Street, similar in the design and manner proposed and presented in the 2018 Concept Design Plan and Conceptual LEP (collectively, the "2018 Concept Plan"), with all traffic to the Hotel (with exception for emergency vehicles) directed to use the realigned Columbia Street and to stay off of the residential section of East Ridge Street. The realigned Columbia Street shall be well maintained by Grantee in perpetuity.

b. Grantee in perpetuity shall agree to prohibit any above ground permanent structures on Lot 14. This restriction does not include landscaping, either vegetative or hard surface, or stone or brick walls which do not exceed three feet in height.

c. Grantee in perpetuity agrees not to sell Lot 14 and 16 separately from the other real property comprising the Hotel Property.

d. Grantee shall grant a public access easement for vehicular traffic to use the realigned Columbia Street.

e. Grantee in perpetuity shall agree that western boundary of Lot 14 shall be heavily landscaped as a natural, park-like setting, to create a buffer between the Hotel Property and the residential area. Lot 14 shall be landscaped with heritage, native or improved native hybrid plants species wherever and whenever practicable and shall not intentionally introduce any invasive species.

f. Grantee may install and maintain all such underground utilities as it shall deem necessary under Lots 14 and 16.

There is excepted and reserved from this conveyance a right of way and easement for storm water and sanitary sewer lines and water lines to be laid on, under, and through the property herein conveyed in a mutually agreed upon location, along with the right to operate, maintain, repair, and replace the same, and all existing rights of way or easements, if any, now owned by the Corporation of Harpers Ferry.

This conveyance is further made subject to all existing reservations, restrictions, exceptions, conditions, easements, rights of ways or other servitudes, if any, made, retained, or contained or referred to in prior deeds or other instruments of record affecting or pertaining to the Hotel Streets.

DECLARATION OF CONSIDERATION OR VALUE

Under the penalties of fine and imprisonment as provided by law, the undersigned declares that this transfer is exempt from the West Virginia Excise Tax on the privilege of transferring real property because it is a transfer by a political subdivision of the State of West Virginia.

[Signatures and Acknowledgments to follow]

WITNESS the following signature and seal:

CORPORATION OF HARPERS FERRY, a
West Virginia municipal corporation

[SEAL]

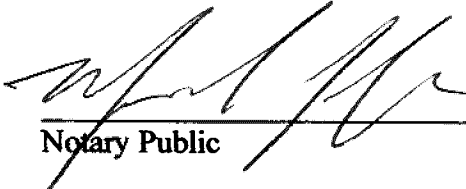
By: Kevin Carden.
Its: RECORDER

STATE OF WEST VIRGINIA,

COUNTY OF JEFFERSON, to-wit:

I, Michael J. Funk, a Notary Public in and for said County and State, do hereby certify that Kevin Carden the Recorder of the Corporation of Harpers Ferry, a West Virginia municipal corporation, who signed the writing above, bearing date the 6th day of April, 2021, has this day acknowledged the same before me in my said County to be the act and deed of said municipal corporation.

Given under my hand and seal this 6th day of April, 2021.



Notary Public

My commission expires: December 18, 2021

(NOTARIAL SEAL)



After recording mail to:

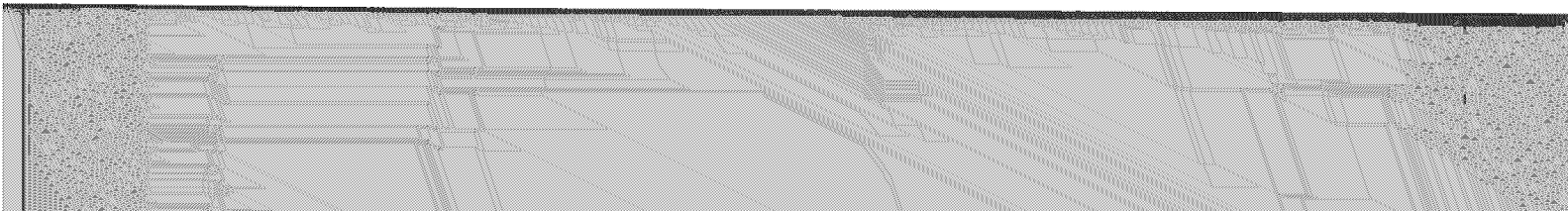
Joshua L. Jarrell, Esq.
Steptoe & Johnson PLLC
400 White Oaks Boulevard
Bridgeport, WV 26330

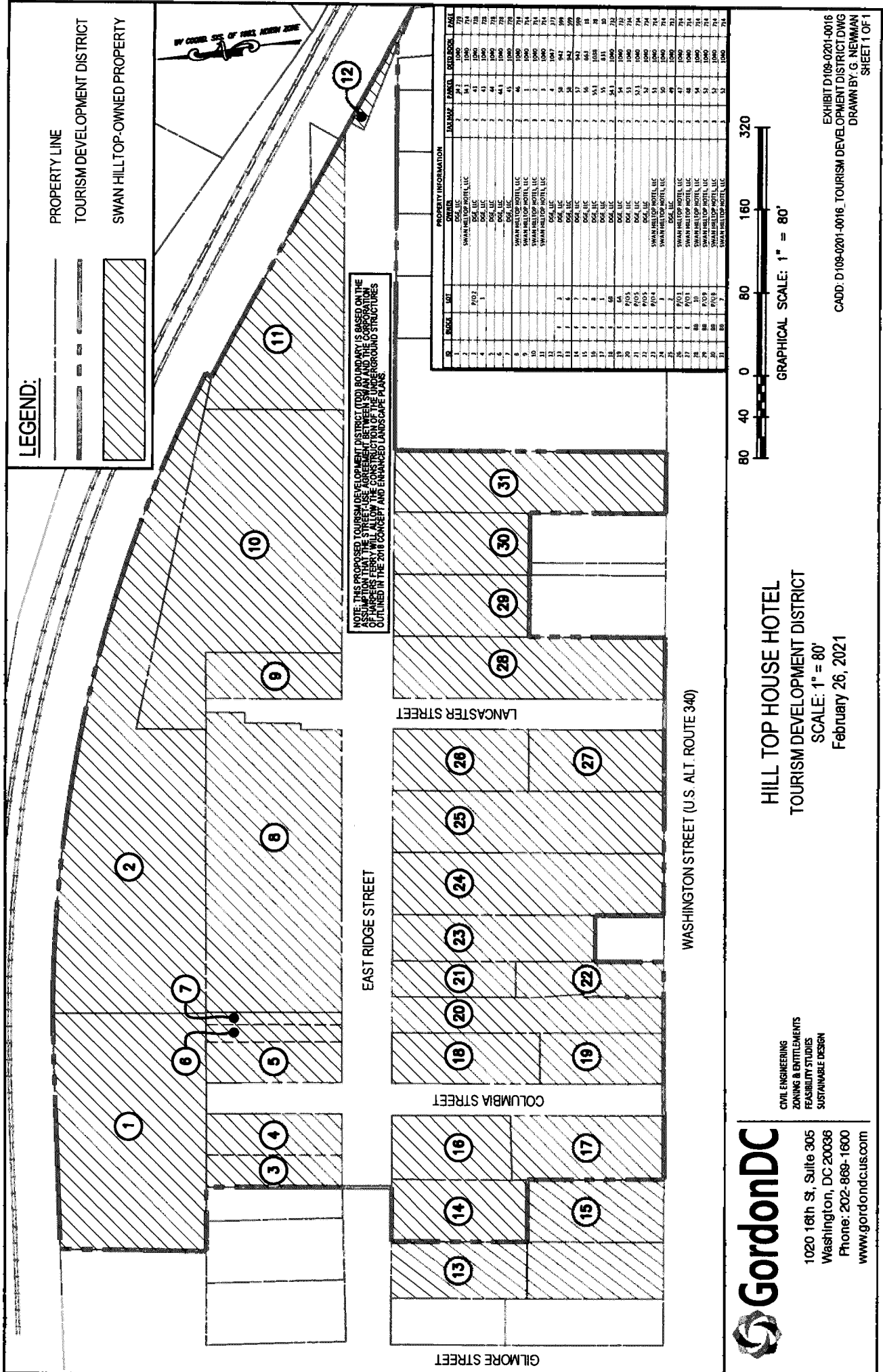
This instrument was prepared without benefit of title examination by:

Joshua L. Jarrell, Esq.
Steptoe & Johnson PLLC
400 White Oaks Boulevard
Bridgeport, WV 26330

EXHIBIT A

[ATTACH MAP OF BOUNDARIES OF TOURISM DEVELOPMENT DISTRICT]





GordonDC
 CIVIL ENGINEERING
 ZONING & ENTITLEMENTS
 FEASIBILITY STUDIOS
 SUSTAINABLE DESIGN

1020 18th St, Suite 305
 Washington, DC 20036
 Phone: 202-869-1600
 www.gordondc.us.com

HILL TOP HOUSE HOTEL
 TOURISM DEVELOPMENT DISTRICT
 SCALE: 1" = 80'
 February 26, 2021

GRAPHICAL SCALE: 1" = 80'
 80 40 0 80 160 320

EXHIBIT D109-0201-0016
 TOURISM DEVELOPMENT DISTRICT DWG
 DRAWN BY: G. NEWMAN
 SHEET 1 OF 1

STC 12:39

STATE TAX COMMISSIONER OF WEST VIRGINIA
SALES LISTING FORM

The Instrument May Not Be Recorded If This Form Is Not Completed In Its Entirety

West Virginia Code §§11-22-6, 11A-3-2 & 11A-3-3 (Amended 3-11-95)

Revised 8/12

County: Jefferson Taxing District: 5 - Harpers Ferry Corp.
 Tax Map No.(s): 2 Parcel(s): N/A - Streets (no parcel #s)
 Tax Map No.(s): 3 Parcel(s): N/A - Streets (no parcel #s)
 Account #: None - Streets currently exempt
 Mineral ID #: N/A
 Grantor's Name: Corporation of Harpers Ferry Phone No. (304) 535-2206
 Grantee's Name: SWAN Hill Top Operating Partners, LLC Phone No. (703) 728-4160
 Mailing Address of New Owner: P.O. Box 6247, Leesburg, VA 20178
 Mailing Address for Tax Statements: P.O. Box 6247, Leesburg, VA 20178
 Most Recent Previous Deed Book No.: N/A Page No.: _____
 Grantor's Source of Title: Dedication by Plat - accepted by Resolution @ DB 285 / 44
(If not by "Previous Deed" referenced above.)

(a) Real Estate: (b) Other Valuable Goods/Services: (If Applicable)
 Consideration/Value: \$ 257,300 \$ N/A
 Lot Size or Acreage Involved: Total - 1.6308ac (#1-0.5839, #2-0.1875, #3-0.0857, #4-0.0689, #5-0.1818, #6-
 Estate(s) Transferred: Fec 0.5230
(Examples: Fee, Surface, Mineral, Coal, etc.)

- (1) Was this transaction on the open market? Yes / No (Circle One)
- (2) Does this transaction involve more than one parcel? Yes / No (Circle One)
- (3) Was this sale between related individuals or related corporations? Yes / No (Circle One)
- (4) Was this a liquidation, foreclosure or other "Forced" sale? Yes / No (Circle One)
- (5) Is this transaction pursuant to a land contract or owner financing? Yes / No (Circle One)
- (6) Does this transaction include personal property? Yes / No (Circle One)
- (7) Does this transaction include minerals and/or timber? Yes / No (Circle One)
- (8) Any other financing arrangements materially affecting consideration? Yes / No (Circle One)
- (9) Is this a mineral sale only? Yes / No (Circle One)

If "No" to Question 1 or "Yes" to Questions 2 - 8 above, please explain below:

Explanation: Transfer by municipality under Home Rule Ordinance; multiple streets (no tax parcel #s)

Printed Name Michael J. Funk Signature [Signature] Phone Number 304-671-5583
 Filed By (check one): Buyer Seller Agent/Attorney Other

LIENHOLDER INFORMATION (OPTIONAL)

Check if change of name or address

Name: _____
 Address for Notice: _____

INTEREST IN PROPERTY

_____ Surface Owner's Rights Deed Book: _____ Page No.: _____
 _____ Fiduciary Interest Relationship to Owner: _____
 _____ Lienholder Trust Deed Book No.: _____ Page No.: _____
 _____ Other

To Be Completed By County Clerk:	
Stamp Fee Paid:	<u>04/06/2021</u>
Date Recorded:	<u>1258</u>
New Deed Book No.:	<u>1</u>
New Deed Book Page No.:	
Date of Transaction:	

Sheriff's Use Only	
Date Received:	
Effective Dates of Lien:	
Date Entered:	
Entered By:	
Tax Ticket No.:	

RELEASE OF LIEN

COMPLETE THIS SECTION IF YOU ARE RELEASING THIS LIEN

Date Lien Is Released: _____
 Signature of Lienholder: _____

COPIES: WHITE - ASSESSOR CANARY - SHERIFF PINK - TAX COMMISSIONER GOLDENROD - PREPARER