NON-EXCLUSIVE RECIPROCAL CROSS-ACCESS EASEMENT AGREEMENT

THIS NON-EXCLUSIVE RECIPROCAL CROSS-ACCESS EASEMENT AGREEMENT (the "Agreement") is dated this_____day of _____, 2013 by and between WEST END GROUP OF INVESTORS, LLC., a West Virginia limited liability company, party of the first part and hereinafter referred to as "WEST END", and HILLSIDE MEADOWS, LLC a Maryland limited liability company, party of the second part and hereinafter referred to as "HILLSIDE".

WHEREAS, WEST END owns property as depicted on Exhibit 'A' that is adjacent to property owned by HILLSIDE as depicted on Exhibit 'B'; and

WHEREAS, WEST END has expressed interest in developing an adjacent but not specifically determined portion of the HILLSIDE property for residential uses at a later date; however, WEST END and HILLSIDE have not entered into any separate agreement for WEST END to develop the adjacent but unspecified portion of the HILLSIDE property; and

WHEREAS, HILLSIDE have discussed their intentions to develop or have others develop an unspecified portion of their own property for non-residential and residential uses at a later date, a portion of which HILLSIDE property will likely include the same portion of interest to WEST END; and

WHEREAS, WEST END has discussed authorizing access over portions of its property with and to HILLSIDE, for the mutual benefit of both parties, for access to HILLSIDE future property developments, said access to be hereinafter referred to as the "Non-Exclusive Reciprocal Cross-Access Easement" described in Exhibit 'C'; and

WHEREAS, HILLSIDE desires to obtain assurances of an additional access point into their property from WEST END property, and therefore requests WEST END to execute this Agreement for access over a portion of WEST END property for the benefit of HILLSIDE property, with said access following the Non-Exclusive Reciprocal Cross-Access Easement; and

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WHEREAS, WEST END is willing to grant the Non-Exclusive Reciprocal Cross-Access Easement unto HILLSIDE under the terms and conditions hereinafter set forth, and the parties wish to memorialize their Agreement with regard to the mutual rights of the parties hereto, to use said Non-Exclusive Reciprocal Cross-Access Easement for the purpose of full and complete enjoyment of their respective Properties; and

WHEREAS, the parties wish by this Agreement to quit claim the expanded and entire Non-Exclusive Reciprocal Cross-Access Easement to their respective properties for access of all kinds to and from their respective properties.

NOW, THEREFORE, WITNESSETH: That for and in consideration of $10.00 paid by HILLSIDE to WEST END, and other good and valuable consideration exchanged between the parties hereto, the receipt of which is hereby acknowledged, and the performance of the mutual covenants and agreements set forth herein, WEST END hereby grants and conveys unto HILLSIDE, and their heirs, successors, and assigns, a Non-Exclusive Reciprocal Cross-Access Easement over and along the areas described in Exhibit 'C' herein, upon the lands of WEST END, for access to and from Shallow Creek Drive subject to the following conditions:

1. The parties hereto agree that WEST END, its heirs, successors, and assigns will incur any and all use and maintenance expenses along the Non-Exclusive Reciprocal Cross-Access Easement; and

In consideration of the above grant, WEST END hereby grants and conveys unto HILLSIDE, their heirs, successors, and assigns, for the purpose of the full and complete enjoyment of their property, a Non-Exclusive Reciprocal Cross-Access Easement as described in the aforementioned Exhibit 'C' herein, across the property of WEST END depicted on Exhibit 'A' herein, being a portion of the same real estate conveyed unto West End Group of Investors, LLC. by I.C.E. Properties, LLC, by deed dated November 13, 2003 and recorded in the Land Records of the Clerk's Office of Jefferson County, West Virginia, in Deed Book 982 at Page 137 on November 14, 2003.

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The parties hereto further covenant and agree, in the event WEST END, its heirs, successors and assigns annexes its property into any municipality, including the City of Charles Town or Ranson, and said Municipality agrees to accept the dedication of any streets within WEST END property that may include part or all of the areas described in the aforementioned Exhibit 'C' herein, then the parties hereto will execute the necessary deed of dedication to dedicate this property to the Municipality for public purposes.

DECLARATION OF CONSIDERATION OF VALUE

The undersigned West End Group of Investors, LLC. hereby certify that the agreement herein is a quit claim deed and is therefore exempt from the West Virginia Excise Tax on the transfer of real property.

WITNESS the following signatures and seals:

WEST END GROUP OF INVESTORS, LLC.

_____

Jeffrey Haymaker, Managing Member

STATE OF WEST VIRGINIA
COUNTY OF JEFFERSON, to-wit:

The foregoing instrument was acknowledged before me this___day of _____, 2013, by Jeffrey Haymaker, Managing Member of West End Group of Investors, LLC. on behalf of the limited liability company.

Commission expiration date and seal:

_____

NOTARY PUBLIC

_____

DATE

DRAFT

HILLSIDE MEADOWS, LLC

_____

Christopher B. Schultz, Managing Member

STATE OF _____

COUNTY OF _____, to-wit:

The foregoing instrument was acknowledged before me this_____day of _____, 2013, by Christopher B. Shultz, Managing Member of Hillside Meadows LLC, on behalf of the limited liability company.

Commission expiration date and seal:

_____

NOTARY PUBLIC

_____

DATE

This Instrument was Prepared By:
Hillside Meadows LLC
c/o Christopher B. Shultz
Commercial Associates Real Estate, LLC.
767 E. Washington Street
Charles Town, West Virginia 25414
and
Michael T. Wiley
Piedmont Design Group, LLC
5283 Corporate Drive, Suite 300
Frederick, Maryland 21703

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EXHIBIT 'A'

DESCRIPTION OF A PORTION OF THE PROPERTY OF

WEST END GROUP OF INVESTORS, LLC.

Being a portion of the property conveyed from I.C.E. Properties, L.L.C. to West End Group of Investors, LLC. by deed dated November 13, 2003, and recorded in the office of the Clerk of the County Commission of Jefferson County, West Virginia, in Deed Book 982 at Page 137 on November 14, 2003.

All of the following pieces or parcels of land situate in Harpers Ferry District, Jefferson County, West Virginia, and more particularly shown on a Final Plat entitled *"FINAL PLAT BLOCKS A-M SHENANDOAH SPRINGS NEIGHBORHOOD, SINGLE FAMILY SECTION"* dated October 4, 2004 and recorded among the aforesaid Land Records in Plat Book 21 Page 91:

1. All that land shown as Lot 22.

The above described pieces or parcels of land are subject, however, to all reservations, easements, restrictions an rights-of-way of record found and enumerated in the chain of title to the real estate, particularly those set forth in the aforesaid Deed and to those appearing upon the aforesaid Final Plat, and to those reasonably apparent upon a view of the real estate herein described.

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EXHIBIT 'B'

DESCRIPTION OF THE PROPERTY OF

HILLSIDE MEADOWS, LLC

Being all of the property conveyed from Gerald Miller to Hillside Meadows, LLC by deed dated October x, 2013, and recorded in the office of the Clerk of the County Commission of Jefferson County, West Virginia, in Deed Book x at Page x on October x, 2013.

The above described property is subject, however, to all reservations, easements, restrictions and rights-of-way of record found and enumerated in the chain of title to the real estate, particularly those set forth in the aforesaid Deed and to those appearing upon the aforesaid Final Plat, and to those reasonably apparent upon a view of the real estate herein described.

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MTW/mtw

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THIS EXHIBIT IS A GRAPHIC REPRESENTATION ONLY OF THE INTENDED LOCATION OF THE NON-EXCLUSIVE RECIPROCAL CROSS-ACCESS EASEMENT ACROSS PART OF LOT 22, OWNED BY WEST END GROUP OF INVESTORS, LLC. REFER TO FINAL PLAT RECORDED IN PLAT BOOK 21 PAGE 91FOR DETAILS OF METES & BOUNDS ALONG PUBLIC ROAD RIGHTS-OF-WAY LINES.



MICHAEL T. WILEY
LICENSED
No. 1044
STATE OF
WEST VIRGINIA
PROFESSIONAL SURVEYOR

MICHAEL T. WILEY
PS #1044
FOR PIEDMONT DESIGN GROUP, LLC
COA#13-5804

EXHIBIT 'C'- (DRAFT)
NON-EXCLUSIVE RECIPROCAL CROSS-ACCESS EASEMENT

ACROSS A PORTION OF LOT 22 OF WEST END GROUP OF INVESTORS, LLC.
PLAT BOOK 21 PAGE 91, DEED BOOK 982 PAGE 137
SITUATED ALONG THE EAST SIDE OF SHALLOW CREEK DRIVE
NORTH OF MOUNTAIN LAUREL BOULEVARD
CHARLES TOWN 2 AND HARPERS FERRY 4 DISTRICT
JEFFERSON COUNTY, WEST VIRGINIA
1"=50'

OCTOBER 2013 SHEET 1 OF 1

PIEDMONT
Design Group, LLC
5283 Corporate Drive
Suite 300
Frederick, MD 21703
301-695-6614

PREPARED FOR
HILLSIDE MEADOWS, LLC.
767 E. WASHINGTON STREET
CHARLES TOWN, WV 25414
ATTN.: CHRISTOPHER SHULTZ
(304) 722-1491

PLANS AND DETAILS ARE EXCLUSIVE PROPERTY OF PIEDMONT DESIGN GROUP, LLC. UNAUTHORIZED USE OF THESE PLANS IS STRICTLY PROHIBITED.
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Plotted: Oct 09, 2013 at 1:23pm
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