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Exhibit 1.1: Definitions

The "Act" means the South Carolina Local Government Development Agreement Act, codified at sections 6-31-10 to -160 of the South Carolina Code.

"Agreement" means this Development Agreement, including the recitals and exhibits attached hereto.

"Bedroom" means a room in a Dwelling Unit designed and intended as a residential bedroom.

"Bldg 3-7" means any building with a minimum of 3 and no greater than 7 Dwelling Units. Dwelling Units within such a building may be separately owned and conveyed.

"Building Height" means elevation from Ground Floor Level as measured in feet and stories. Building Height does not include chimneys, antennae or ventilation pipes. Building Height in stories is the number of habitable floors (stories) exclusive of the area below the first finished floor. One-half story is a habitable floor which has heated square footage that is no greater than one-half the heated square footage of the largest story.

"Building Development Standards" means standards for the area, width, building coverage, building setback, Building Height, and yard requirements for Lots or Development Parcels.

"Comprehensive Plan" means the Town of Kiawah Island Comprehensive Plan, adopted pursuant to sections 6-29-510 to -540 of the South Carolina Code, as well as the official map of the Town of Kiawah Island, adopted pursuant to sections 6-7-1210 to -1280 of the South Carolina Code.

"Density" means the number of Dwelling Units per acre. Parcel Density equals the number of Dwelling Units divided by the gross acreage above mean high water, excluding Fresh Water and Salt Water Wetlands.

"Development" means the planning for or carrying out of a building activity, the making of a material change in the use or appearance of any structure or property, or the dividing of land into three or more parcels, and is intended by the Parties to include all uses of, activities upon or changes to the Real Property as authorized by this Agreement. "Development," as designated in a land or development permit, includes the planning for and all other activity customarily associated with it unless otherwise specified. When appropriate to the context, "Development" refers to the planning for or the act of developing or to the result of development. Reference to a specific operation is not intended to mean that the operation or activity, when part of other operations or activities, is not development. Reference to particular operations is not intended to limit the generality of this term.

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“Development Parcel” means any tract of land on which Development may occur, including platted Lots and unplatted parcels, but excluding street rights-of-ways.

“Development Permit” includes a building permit, zoning permit, subdivision approval, rezoning certification, special exception, variance, certificate of occupancy or any other official action of Local Government having the effect of permitting the Development or use of property.

“DHEC” means the Department of Health and Environmental Control, as established pursuant to section 44-1-20 of the South Carolina Code.

“ Dwelling Unit ” means one or more rooms, designed, occupied or intended for permanent occupancy as a separate living quarter, with cooking, sleeping and sanitary facilities contained therein. The term “ Dwelling Unit ” does not include Guest Rooms or accessory buildings or structures.

“ Facilities ” means major capital or community improvements including, but not limited to, transportation, sanitary sewer, solid waste, drainage, and potable water. The Property Owner is specifically exempted from any Town requirement for the provision of facilities relating to public education, public health systems and facilities, libraries, public housing, jails and other detention sites, courts, police and trash or garbage disposal sites.

“ Fresh Water and Salt Water Wetlands ” means those properties with elevations below the mean high water line, and properties within a pond, lagoon or other Water Bodies.

“ Ground Floor Level ” means Natural Ground or the lowest floor elevation for structures as set forth in the Town of Kiawah’s floodplain management ordinance as amended, whichever is higher; provided, however, that Ground Floor Level shall not exceed 14 feet above Natural Ground. This definition shall not be construed to prevent an owner from constructing his first finished floor higher than Ground Floor Level, provided, however, Building Height is measured from Ground Floor Level.

“ Guest Rooms ” means a hotel room or suite designed for occupancy as a single unit.

“ Land Development Regulations ” means ordinances and regulations enacted by the appropriate governing body for the regulation of any aspect of Development and included Local Government zoning, rezoning, subdivision, building construction, occupancy or sign regulations or any other regulations controlling the Development or use of property.

“ Laws ” means all ordinances, resolutions, regulations, comprehensive plans, Land Development Regulations, policies and rules, custom and usage (formal or informal) adopted by a Local Government affecting the Development of property and includes laws governing permitted uses of the property, governing density, and governing design,

improvement and construction standards and specifications, except as provided in section 6-31-140(A) of the South Carolina Code.

“Local Government” means any county, municipality, special district, or governmental entity of the state, county, municipality, or region established pursuant to law which exercises regulatory authority over, and grants Development Permits for, land Development or which provides public Facilities.

“Lot” means Development Parcel identified in a Subdivision Plat recorded in Charleston County RMC Office.

“OCRM” means DHEC’s Office of Ocean and Coastal Resource Management.

“Natural Ground” means the average elevation of a Lot or Development Parcel prior to Development activity.

“Parties” are the Property Owner and the Town.

“Parcel” shall mean and refer to each of the eleven (11) separately numbered areas of land owned by Property Owner as shown on Exhibit 13.5 to the Agreement. Each numbered Parcel shall constitute a separate Parcel for purposes of this Agreement even if comprised of more than one tax map identification parcel.

“Planning Commission” means the Town of Kiawah Island Planning Commission, created and established pursuant to section 12A-105 of the Zoning Ordinance.

“Planning Director” means the Town of Kiawah Island Planning Director or the authorized designee or representative of the Planning Director.

“Project” is the Development that has occurred and will occur on the Real Property.

“Property Owner” means Kiawah Real Estate Company, LLC; Kiawah Island Inn Company, LLC; Kiawah Tennis Club, LLC; Cougar Point Golf Company, LLC; Turtle Point Golf Company, LLC; Osprey Point Golf Company, LLC; and The Ocean Course Golf Club, LLC, together with all subsidiaries thereof and other entities, which have a legal interest on the date of execution hereof in any of the Real Property as described in Paragraph 4 of the Agreement and includes their successors in interest or successors in title and/or assigns by virtue of assignment or other instrument pursuant to Paragraph 33 of the Agreement. The Property Owner warrants that there are no other legal or equitable owners of the Real Property on the Effective Date.

“Real Property” is the real property referred to in Paragraph 4 of the Agreement and includes any improvements or structures customarily regarded as part of real property.

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“Subdivision Plat” means a recorded graphic description of property prepared and approved in compliance with the Town’s Subdivision Regulations, codified in Article 12C of the Zoning Ordinance.

“Town” is the Town of Kiawah Island, South Carolina, a municipal corporation organized and existing under the laws of the State of South Carolina.

“Town Council” means the Town Council of the Town of Kiawah Island, South Carolina.

“Town Ordinances” means the Code of Ordinances of the Town of Kiawah Island, South Carolina.

“Water Body” means property determined to be under water no less than eleven (11) months of the year and under such standing water for a continuous period of no less than nine (9) months of the year.

“Zoning Ordinance” means the Zoning Ordinance or Zoning Regulations of the Town of Kiawah Island, South Carolina.
