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EXHIBIT 1.1 DEFINITIONS

(a) "Adjacent" means next to or within 100 feet. Adjacent properties include those properties which abut a property, as well as properties with any portion being located within 100 feet of any boundary of the subject property.

(b) "Agreement" means this Amended and Restated Development Agreement, including the recitals and exhibits attached hereto.

(c) "ARB" for land on Kiawah Island means~~is~~ the Kiawah Architectural Review Board that is currently operational under the auspices of the Property Owner and/or as it may later function under the Declaration of Rights, Restrictions, Affirmative Obligations and Conditions applicable to all property in Kiawah Island (recorded in the Charleston County RMC office in book M114 Page 406, and amended by instrument recorded in Book Z-124, Page 305). "ARB" for the Parcel(s) in Cassique means the Cassique Architectural Review Board as may be established under the Declaration of Covenants and Restrictions for Cassique (recorded in the Charleston County RMC office in book K356 Page 612). The ARB for the Parcels in Freshfields means the Freshfields Architectural Review Board as may be established under a declaration of covenants for Freshfields.

(d) "Bridge" or "Causeway" means a raised roadway crossing naturally wet ground or water features.

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

(f) "Common Properties" means KICA Common Properties, Purchased Common Properties, and Restricted Common Properties as described under the KICA Covenants and excludes any land on Parcels in Cassique or Freshfields.

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(g) "Comprehensive Plan" means the master plan adopted pursuant Code Sections 6-7-510, et seq., 5-23-490 et seq., 6-29-310 et seq., or 4-27-600 and the official map adopted pursuant to 6-7-1210, et seq.

(h) "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.

(i) Intentionally omitted.

(j) "Development" means the planning for or carrying out of a building

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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 item.

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

(l) "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.

(m) "Dwelling Group" means two or more residential structures that are located on the same Lot.

(n) "Dwelling Unit" means one or more rooms, designed, occupied or intended for occupancy as a separate living quarter, with cooking, sleeping and sanitary facilities provided within the dwelling unit.

(o) "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.

(p) "Finished Grade" means the average elevation of a Lot after construction; provided, however, that Finished Grade shall not be more than 6 feet above Natural Ground elevation, and provided further that the Town may approve more than 6 feet.

(q) "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.

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(r) "General Covenants" means and refers to the Declaration of Rights, Restrictions, Affirmative Obligations and Conditions Applicable to All Property on Kiawah Island (recorded in the Charleston County RMC Office in Book M114, Page 406, and amended by instrument recorded in Book Z124, Page 305.)

(s) "Graphics Setbacks" means the table of setbacks for Lots owned by third parties as set forth on Exhibit 13.10.

(t~~s~~) "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 found in Section 14-101 of the Municipal Code), 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, Height is measured from Ground Floor Level.

(u~~t~~) "Gross Leasable Area" (GLA) means total floor area for which the tenant pays rent and that is designed for the tenant's occupancy and exclusive use. GLA does not include public or common areas, such as utility rooms, stairwells and malls.

(v~~u~~) "Guest Rooms" means a resort hotel room or suite designed for occupancy as a single unit by no more than four (4) persons in a single unit.

(w~~v~~) "Height" means elevation from Ground Floor Level as measured in feet and stories. Building height does not include chimneys, antennae or ventilation pipes. 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.

(x~~w~~) "Hotel Rooms and Support Space" means any Guest Rooms, public lobby, food and beverage, meeting and banquet, administrative service and mechanical areas attributable to hotel operation. ~~Hotel and Support Space permitted under this Agreement is limited to the 32 Guest Rooms and 5,200 square feet of floor area for support area, including lobbies, administrative space, eating areas, meeting rooms and service areas that were previously transferred under the terms of the Initial Agreement.~~ This definition does not prohibit the development of commercial space otherwise permitted in this Agreement from being developed on a hotel site, provided that any support space in excess of **[Insert number]** ~~5,200~~square feet shall be counted towards the total limit of commercial space permitted under this Agreement.

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~~(x)~~(y) "Kiawah Island" means the island of Kiawah ~~area within the Town of Kiawah Island,~~ including its surrounding marshes and nearby islands and includes all lands and areas encompassed within the boundaries of the low lands, high lands, marsh lands, and waterways depicted on Exhibit 1.2, and excludes the lands comprising Cassique and Freshfields and their surrounding marshes and nearby islands.

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(z~~y~~) "KICA" means the Kiawah Island Community Association, Inc.

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(aa~~z~~) "KICA Covenants" means and refers to the Declaration of Covenants and Restrictions of the Kiawah Island Community Association, Inc. recorded in the RMC Office for Charleston County in Book M114, Page 407, and all amendments and supplements thereto, including those recorded a Book O-125 at page 163, Book K-139 at page 58, Book R-210 at page 748, Book W-243 at page 271, and Book W-243 at page 258.

(ab~~a~~) "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.

(ac~~b~~) "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 Code Section 6-31-140 (A).

(ad~~e~~) "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.

(ae~~d~~) "Lot" means Development Parcel identified in a Subdivision Plat recorded in Charleston County, RMC office.

(af~~e~~) "Membership Lodge" means residential Dwelling Units used by guests of the Property Owner or of the Kiawah Island Club, Inc. The Property Owner shall not lease more than **[insert number]**~~20~~ such residential Dwelling Units as set forth in Exhibit 13.2.**[Note: Revise to accommodate Club Cottages at Cassique]**

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(ag~~f~~) "Natural Ground" means the average elevation of a Lot or Development Parcel prior to Development activity.

(ah) "Neighborhood Dock" means a shared dock for the use of the residents of that specific community or neighborhood exclusively, and not open to the other members of the KICA.

(ai~~g~~) "Parties" are the Property Owner and Town.

(aj~~h~~) "Parcel" means any of those tracts of the Real Property constituting the Undeveloped Lands that are numbered and identified in Exhibits 1.3 and 13.2.

(ak~~i~~) "Pervious Cover" means land which permits the absorption of stormwater into the ground. This may include walkways and driveways which are pervious to stormwater.

(al~~j~~) "Private Club" means a privately-owned, by-invitation-only association of two or more members who may have the use of land and facilities owned or leased by the club and made available to members, their guests, and others as the club owner(s) may allow from time to time; membership may be for social, civic, recreational, and/or other lawful purposes with such membership conditioned upon the receipt of dues, fees, or other charges as are levied by the club owners.

(am~~k~~) "Project" is the development that has occurred and will occur on Kiawah Island, Cassique, and Freshfields.

(an~~l~~) "PDD1a" shall refer only to the Zoning Ordinance originally adopted by Charleston County and adopted by the Town on April 6, 1989, as part of the Town's Planning and Zoning regulations in 1989, as amended prior to September 26, 1994.

(ao~~m~~) "Property Owner" means Kiawah Resort Associates, L.P., a limited partnership organized and existing under the laws of Delaware, 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 Section 4 and includes Kiawah Resort Associates, L.P.'s successors in interest and successors in title and/or assigns by virtue of assignment or other instrument pursuant to ¶ 33 hereof. Additionally, Property Owner shall mean Kiawah Development Partners, LLC~~ Inc.~~, KDP II LLC Inc ~~Kiawah Land Development, LLC~~, Kiawah Island Utility, Inc., Kiawah Island Club Holdings, LLC, Atlantic Partners, LLC, Atlantic Partners II, LLC, ~~., Lodema R. Adams as Trustee of Bear Island Holding Trust, Charles P. Darby, III and John C.L. Darby as Trustees of the Charles P. Darby, Jr. Issue Trust, and Vanderhorst, LLC~~, and their successors in

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interest or successors in title and/or assigns by virtue of assignment or other instrument in accord with ¶ 33 herein, solely for purposes of the property owned by them that is submitted under this Agreement. Property Owner warrants that there are no other legal or equitable owners of the Real Property.

(apn) "Real Property" is the real property referred to in paragraph 4 and includes any improvements or structures customarily regarded as part of real property.

(aqo) "Sight Triangle" means a triangular-shaped portion of land established at street intersections in which nothing is permitted which limits or obstructs the sight distance of motorists entering or leaving the intersection. The sides of the triangle measure twenty-five (25) feet from the intersection of the projected pavement lines.

(arp) "Single Family Detached Dwelling" means a building containing one Dwelling Unit that is not attached to any other Dwelling Unit and is surrounded by yards or open space.

(asq) "Single Family, Patio Homes and Multi Family Covenants" means and refers to the Declaration of Covenants and Restrictions applicable to Single Family Housing at Kiawah Island recorded at Book T-108 at page 339 in the RMC Office for Charleston County; the Declaration of Covenants and Restrictions applicable to Patio Homes at Kiawah island recorded at Book T-108 at page 341 in the RMC Office for Charleston County; and the Declaration of Covenants and Restrictions applicable to Multi-Family Housing at Kiawah Island recorded at Book T-108 at page 340 in the RMC Office for Charleston County.

(atr) "Subdivision Plat" means a recorded graphic description of property prepared and approved in compliance with Article 12B, Subdivision Regulations of the Municipal Code, Town of Kiawah Island, South Carolina, as amended, or previously prepared in compliance with the then-applicable ordinances of Charleston County, or prepared in compliance with the standards set forth in Exhibit 10.4 (only as to the Cassique and Freshfields Parcels).

(aus) "Town" is the Town of Kiawah Island, South Carolina, a municipal corporation organized and existing under the laws of the State of South Carolina.

(avt) "Traffic Mitigation Measures" means improvements and/or transportation management strategies and/or financial payments to restore or maintain acceptable levels of service for a roadway segment or segments, including, but not limited to: turn lane additions, acceleration/deceleration lanes, a

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new off-island reception center/security checkpoint, other road widening alternatives, vanpools, and other alternatives to decrease traffic volume or increase roadway capacity.

(aw~~u~~) "Undeveloped Lands" in existence on the date of execution of this Agreement is the Real Property indicated on Exhibit 1.3. Undeveloped Lands shall, during the term of this Agreement, include only real property that either (i) has not received any plat approval or (ii) has received preliminary, conditional or final plat approval but fewer than 75% of the Lots in a specific Parcel as depicted on Exhibit 1.3 thereon have been sold to Type A Members under the KICA Covenants and fewer than 75% of the potential houses on such platted Lots (or less than 75% of the buildable commercial square footage on a plat of commercial property) have been permitted for construction by the Town. Also included within the definition of Undeveloped Lands is the Real Property made subject to a recorded master deed after the date hereof but fewer than 90% of the condominium units shown thereon have been sold to Type A members under the KICA Covenants. If the planning director of the Town and the ARB agree that a Lot or Parcel was inadvertently excluded from the description of the Undeveloped Lands, they may agree to add it to the Undeveloped Lands by written mutual concurrence without the need for a formal amendment to this Agreement.

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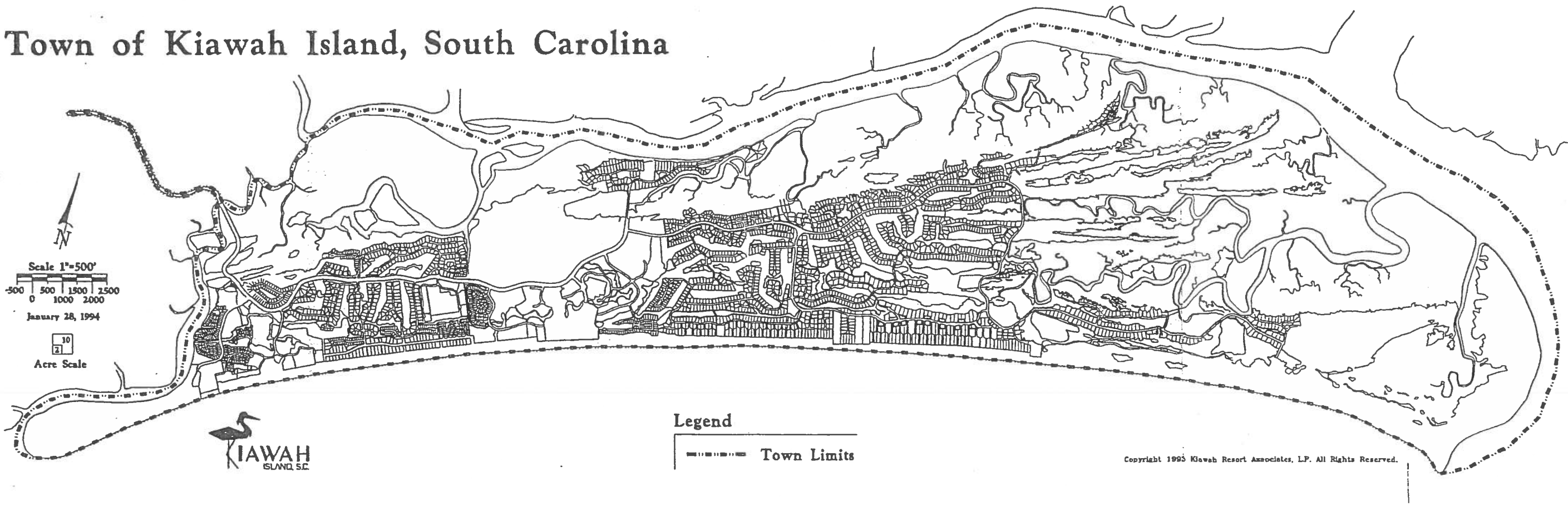
(ax~~v~~) "Vested Units" means and includes (1) the new single family Lots within the Undeveloped Lands which receive preliminary subdivision plat approval for the first time after October 12, 2005 ~~the effective date of this Agreement and the new non-single family Dwelling Units within the Undeveloped Lands that receive approval for the first times after the effective date of this Agreement; and, (2) Lots and Dwelling Units within the continuing vested rights of third persons under the Initial Agreement as defined in Section 10(b) of this Agreement~~.

(ay~~w~~) "Water Bodies" means property to be 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.

(az~~x~~) "Zoning Board of Adjustment" or "BZA" means the duly-appointed Zoning Board of Adjustment for the Town of Kiawah Island.

EXHIBIT
1.2

Town of Kiawah Island, South Carolina



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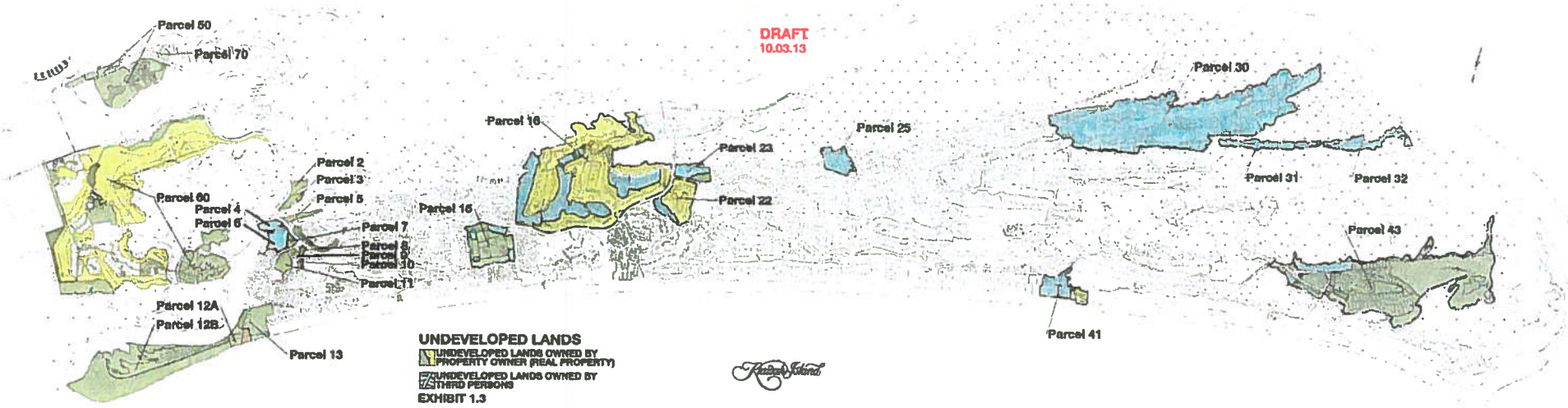
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Parcel 50
Parcel 70
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Parcel 5
Parcel 7
Parcel 8
Parcel 9
Parcel 10
Parcel 11
Parcel 12A
Parcel 12B
Parcel 13
Parcel 16
Parcel 15
Parcel 23
Parcel 22
Parcel 25
Parcel 30
Parcel 31
Parcel 32
Parcel 43
Parcel 41
UNDEVELOPED LANDS
UNDEVELOPED LANDS OWNED BY PROPERTY OWNER (REAL PROPERTY)
UNDEVELOPED LANDS OWNED BY THIRD PERSONS
EXHIBIT 1.3