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**THIRD AMENDMENT TO THE AMENDED AND
RESTATED DEVELOPMENT AGREEMENT
BY AND BETWEEN
KIAWAH RESORT ASSOCIATES, L.P., ET AL AND
THE TOWN OF KIAWAH ISLAND**

WHEREAS, the Town of Kiawah Island and Kiawah Resort Associates, L.P. and its related entities (respectively referred to as "Town" and "Property Owner"), entered into an Amended and Restated Development Agreement on December 5, 2013 (hereinafter the "Agreement"), effective that same date, recorded at Book 0377, Page 802, in the Office of the Register of Deed for Charleston County; and

WHEREAS, the Town of Kiawah Island and Kiawah Resort Associates, L.P. and its related entities (respectively referred to as "Town" and "Property Owner"), entered the First Amendment to the Agreement on or about June 4, 2019, recorded at Book 0804, page 670, in the Office of the Register of Deed for Charleston County; and,

WHEREAS, the Town of Kiawah Island and Kiawah Resort Associates, L.P. and its related entities (respectively referred to as "Town" and "Property Owner"), entered the Second Amendment to the Agreement on or about August 6, 2019, recorded at Book 0820, page 516, in the Office of the Register of Deed for Charleston County; and,

WHEREAS, the Agreement provides in Section 22 that the Agreement may be amended by the Parties; and,

WHEREAS, the Parties desire to amend the Agreement to change the maximum number of Dwelling Units in a multifamily building on one portion of the Real Property, specify the maximum total number of Dwelling Units for that same portion of the Real Property, and prescribe supplemental development standards for that same portion of the Real Property.

NOW, THEREFORE, in return for the mutual promises herein and other valuable consideration, the Town and Property Owner agree to amend, and hereby amend, the Agreement as follows:

- a. "Parcel 13 Lot 1" as shown and designated in the graphics attached to replacement Exhibit 13.2, attached hereto, shall constitute a portion of Parcel 13 and shall be subject to the Agreement, as amended hereby; and,
- b. Existing Exhibit 13.2 is removed and replaced with the attached Exhibit 13.2 titled "Parcel-Specific Development Standards" dated 09.21.2020; and,
- c. Existing Exhibit 13.3 is hereby removed and replaced with the attached Exhibit 13.3 titled "Table of General Lot Standards" dated 09.21.2020; and,
- d. Notwithstanding any of the terms and conditions of the Agreement and Exhibits thereto, as amended, or of the Town's Land Development Regulations to the contrary:
 - i. The Property Owner may have up to a total of 100 Dwelling Units on Parcel 13 Lot 1, which shall be comprised of up to 100 Dwelling Units within up to 10 multi-family residential buildings, two (2) of which may contain up to but not more than fourteen (14) Dwelling Units per building, two (2) of which buildings may contain up to but not more than ten (10) Dwelling Units per building, and the remainder of which buildings may contain up to but not more than eight (8) Dwelling Units per building.
 - ii. Pursuant to Exhibit 13.2.4 attached to replacement Exhibit 13.2, portions of Parcel 13 Lot 1 shall be subject to a reduced "Limited Height Zone A"

described therein, the remainder of Parcel 13A Lot 1 being subject to the maximum height limitations for Parcel 13 as set forth in Exhibit 13.2.

All other terms, conditions, and provisions of the Agreement and First and Second Amendments shall remain in full force and effect.

Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Agreement.

The Agreement, as amended by the First, Second, and this Third Amendment shall be binding upon and inure to the benefit of Property Owner and its successors in title to the Real Property.

IN WITNESS WHEREOF, this Third Amendment to the Agreement has been entered and enacted this 3rd day of November, 2020.

[Signature pages to follow]

TOWN OF KIAWAH ISLAND

SIGNED, SEALED, AND DELIVERED
IN THE PRESENCE OF:

Cameron

Age

STATE OF SOUTH CAROLINA)
)
COUNTY OF CHARLESTON)

TOWN OF KIAWAH ISLAND (Town)
(SEAL)

By: *Craig Weaver*
Craig Weaver, Mayor

Attest: Petra Reynolds *Petra Reynolds*
Clerk of Council

ACKNOWLEDGMENT
(TOWN)

THE FOREGOING INSTRUMENT was acknowledged before me by the TOWN OF
KIAWAH ISLAND, by Craig Weaver, its Mayor, and Petra Reynolds, its Clerk of Council, this
4 day of November, 2020.

Stephanie Braswell (SEAL)
Notary Public for South Carolina
My Commission Expires: 9-4-2022



PROPERTY OWNER

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

KIAWAH RESORT ASSOCIATES, L.P.
(SEAL)

By: Coral Canary GP, L.L.C.
a Delaware limited liability company
(CORP. SEAL)

Its: General Partner

By: Jordan Phillips

Its: Vice-President

Elisabeth F. Nimmons
Elisabeth F. Nimmons

STATE OF SOUTH CAROLINA)
COUNTY OF CHARLESTON)

ACKNOWLEDGMENT

THE FOREGOING INSTRUMENT was acknowledged before me by KIAWAH RESORT ASSOCIATES, L.P., by Coral Canary GP, L.L.C., a Delaware limited liability company, its General Partner, by Jordan Phillips, its Vice-President, this 4th day of November, 2020.

Elisabeth F. Nimmons (SEAL)
Notary Public for South Carolina
My commission expires: 12-10-2020

ELISABETH F. NIMMONS
Notary Public for South Carolina
My Commission Expires: 12-10-2020

Exhibit 13.2: Parcel-Specific Development Standards

11/4/2013

Revised 08.05.19 Revised 09.21.20

Parcel #	Parcel Description	Use Type (1)	Approx. Acres(2)	Maximum Gross Density (3)	Total Units (4)	Existing Units (5)	Maximum New Units (6)	Maximum F.A.R. W/Transfer (7)	Maximum Height Stories/Feet (8)	Parcel Open Space (9)
2	Minoo North	R-2, C	8.27	3	12	0	12	0.20	2.5/35	30
3	Minoo South	R-2, C	4.40	3	13	0	13	0.20	2.5/35	30
4	Little Rabbit	R-2, C	4.50	4	18	0	18	0.25	2.5/35	30
5	Rabbit North	R-2, C	6.20	3	19	0	19	0.20	2.5/35	30
6	Kiawah River Commons	R-2, C	9.16*	6	55	0	55	0.25	4/50	30
7	Sales Center	C	2.37	-	-	-	-	0.25	4/50	30
8	Parkway Gate	C	1.20	-	-	-	-	0.25	2.5/35	30
9	Beachwalker Office Park	R-2, C	1.75	6	10	0	10	0.25	2.5/35	30
10	Marsh Point Residual	R-2, C	0.66	6	4	0	4	0.20	2.5/35	30
11	Beachwalker Lagoon	R-3, C	5.94	10	60	0	60	0.25	4/50	30
12A	Beachwalker Park	R-3, C (15)	8.70	12	104	0	104	0.20	4/65 (10)	30
12B	Captain Sam's	R-1 (15) (16)	155.34 (20)	2.5	50	0	50	-	2.5/40	40
13	Beachwalker Ocean (31)									
	Parcel 13 Lot 1	R-3, C (15)	7.00	12	100	0	100 (32)	0.20	4/65 (10) (33)	30
	Parcel 13 Lot 2	R-3, C (15) (30)	11.28	12	84	0	84 (28)	0.20	4/65 (10) (29)	30
	Parcel 13 Lot 3	R-3, C (15)	3.54	12	21	21	0	0.20	4/65 (10)	30
15	Utility Tracts	U	34.38	-	-	-	-	0.25	2.5/35	30
16	Settlement (27)	R-2, C (14) (15)/PR	289.60	3	869	121	80	-	4/50	40
18	Captain Maynards	R-1	11.38	1.5	17	6	11	-	2.5	40
21	East Beach Lagoon	R-3	3.00	8	24	24	0	-	4/50	40
22	East Beach Interior (19)	R-2 (15)	33.22	6	199	23	176	-	4/50	40
23	Governor's Marsh	R-2 (15)	12.73	6	76	16	60	-	2.5/40	40
25	Vanderhorst Mansion	R-1	18.34	1.5	28	1	27	-	(11)	50
30	Preserve	R-1	278.30	2	557	163	0	-	2.5/40	50
31	Eagle Point	R-1	18.32	1.5	27	-	0	-	2.5/40	50
32	Eagle Point	R-1	14.96	1.5	22	-	0	-	2.5/40	50
34	Summer Islands	R-1	30.96	1	31	-	0	-	2.5/40	50
37	Club Cottage Lane	R-2 (15)	8.20	4	33	11	0	-	2.5/40	50
41	Osprey Beach 2	R-1, C (15)	21.73	2	43	21	2	(12)	2.5/45	40
42	Other Island	R-1	109.10	1	109	100	0	-	2.5/40 (21)	50
43	Ocean Park	R-2 (17) (15)	240.42	1.5	350	11	349	-	2.5/40 (21)	50
44	Bear Island	R-2 (17)	149.05	(13)	2	0	0	-	2.5/40	50
50	Freshfields Village PD	FVPD	57.06	(25)	200	0	200	(26)	3.0/55	30
60	Cassique (27)	R-2 (PD)/PR	343.45	4	275	98	177	-	2.5/40	30
70	Tract III-A (Freshfields Utility Tract)	U	4.28	-	-	-	-	0.25	2.5/35	30

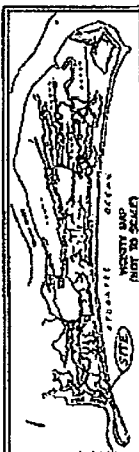
Parcel 6 Kiawah River Commons: The approximate area has been correct from an error in the 2005 DA to 9.16 acres. This does not have an impact on the maximum allowable vested unit count limit.

Notes Governing Exhibit 13.2: Parcel Specific Development Standards

- 1 Parcel with more than one use designation may be appropriate for other type of land use included in the above table. All uses shall comply with the appropriate standards for the use type as defined in this agreement.
- 2 Development consisting of more than one use shall be subject to approval of the Town in accordance with § 13.0.3.5. Mixed Use Development.
- 3 Acreage figures are approximate and may vary somewhat over time.
- 4 Gross Density equals the number of permitted Dwelling Units (existing and future) divided by the gross residential acreage of the parcel above mean high water, excluding Fresh Water and Salt Water Wetlands. Gross Density limits are not intended to discourage or limit the development of higher density types or clusters or residences within a parcel; provided, however, that maximum density limits are used to establish an absolute cap on the total number of Dwelling Units on a parcel. The above maximum densities can not be increased for every parcel as each parcel is placed or sold, the Property Owner shall clearly establish the maximum number of Dwelling Units which may be permitted on a parcel. In no instance shall the maximum number of Dwelling Units on Kowah Island established after October 12, 2009 exceed 1,194. In the event that density is limited by physical constraints, a bridge permit or other regulatory constraint beyond the Town's jurisdiction, said limits are not intended to be superseded by the agreement.
- 4 The total number of single family lots and non-single family Dwelling Units permitted in the parcel at maximum permitted densities.
- 5 The number of single family lots with an existing lot approved and the number non-single family densities are approved by the Town as of July 23, 2003.
- 6 The maximum number of Dwelling Units which may be approved on any parcel, subject to the limit of 1,194 total Dwelling Units on Kowah Island established after October 12, 2003. The total for this column is 1,284 units excluding Freshwater Village PD and Casique. Where existing units are indicated in the previous column, new/dwelling may be required prior to establishing any Dwelling Units.
- 7 Maximum floor area ratio (FAR) equals the building floor area divided by the non-residential or mixed use acreage above mean high water, excluding Fresh Water and Salt Water Wetlands. This column shows the maximum floor area ratio which may be developed on an individual parcel. In no event shall the total amount of non-residential development, exceed 210,000 square feet for the total Property.
- 8 No development shall exceed the maximum number of stories or the maximum height in feet listed in this column, subject to the height limitations described in § 13.0.3.1.4, provided however, that by reason of topographical irregularities, and the need for intermediate design for viewshed and hurricane safety purposes, the height limit on single family residences is forty (40) feet from ground floor level. A maximum height of 43 feet from ground floor level is permitted on Parcels 12A, 13, 41, 42 and 43 for single family. United height in feet applies to non-single family development.
- 9 Parcel open space as described in § 13.0.3.4. of this Agreement. Is the minimum percentage requirement of Parcels Coverage for a Parcel.
- 10 Height difference of 65 feet from existing floor level is to allow for alternative forms and configurations of existing to minimize the impact of a habitable floor. This would include but not be limited to increased roof pitches, dormers, and innovation in overall massing.
- 11 No structure on this Parcel shall be higher than the upper edge height of the Windward Marlin.
- 12 Non-residential uses shall be limited to the Beach Club and associated uses, including dining, refreshment preparation areas, public lobby, meeting rooms, lounge, club lounge/entertainment area, office, service and mechanical areas, locker rooms, restrooms, retail stores for beach/pool supplies and other uses normally associated with beach club operation and/or residential development for lodges. Total building floor area for non-residential habitation structures on this Parcel shall not exceed 27,000 square feet.
- 13 See § 14(4), JGR
- 14 Non-residential uses shall be limited to golf country club uses including golf pro shop, lounge per shop, locker room, restaurant, dining, refreshment preparation, public/lobby area, meeting room, lounge, swimming pool, tennis court, golf course, practice range, driving range, club lounge/entertainment area, office, service and mechanical areas, locker rooms, restrooms, retail stores for beach/pool supplies and other uses normally associated with golf country club operations. Total building floor area for non-residential habitation structures on this parcel shall not exceed 40,000 square feet for club operations and 15,000 square feet for golf course/grounds maintenance.
- 15 Currently there are three (3) Membership Lodge structures used by guests of Property Owner and/or Kowah Island Club, Inc. and located on Parcel 37. The Property Owner agrees on behalf of Kowah Island Club, Inc. that the Club will not lease more than 20 Membership Lodge structures on Kowah Island, and 20 Membership Lodge structures on Casique, including those currently existing at any one time, and further agrees that these structures will be limited to Parcels 12A, 12B, 13, 41, 42, 43 and 50.
- 16 Development subject to provisions of § 14(7).
- 17 Dwelling unit types means to single family detached units, including guest houses and zero lot line developments.
- 18 In accordance with.
- 19 Access to East Beach is limited to Green Dolphin Way and Turtle Point Lane. Existing tunnel connection between Parcels 16 and 22 to remain.
- 20 No greater than 20 acres of land may be developed for residential use plus land for infrastructure (roads, utilities, trash, paths, community recreation, etc.)
- 21 Maximum building height for parcels 42 (Outer Island lot -41) and 43 (Cottage Island) shall be increased to 65 feet on the water side of the road and are intended to be the ocean or Ponce Creek, as determined by ABE.
- 22 Maximum density of parcel 50 is 200 dwelling units overall.
- 23 Maximum non-residential is 180,000 square feet of retail sales, services and offices, as indicated in Exhibit 13.1: Table of Permitted Uses; and in addition no smaller than 100 hotel rooms.
- 24 Residential development shall be permitted in the 75 use type of Parcel 16 and 50 provided the total area used for residential purposes does not exceed 10 acres in each parcel. The intent is to provide the Property Owner the flexibility to integrate permitted residential within the grounds of the golf course. The maximum of 10 acres in The Settlement and 10 acres in Casique golf course may be in whole or in parts, whichever provides for the balance of golf play and allowable residential uses.
- 28 Maximum number of Dwelling Units within Parcel 13A, as indicated in Exhibit 13.2.1, shall not exceed 84 and shall be comprised of (i) up to 80 Dwelling Units within up to 6 residential buildings and (ii) up to 4 Membership Lodge Dwelling Units as part of a beach club amenity (which Private Club amenity facilities and 84 Dwelling Units together shall comply with the requirements hereof as a single residential use project). Within Parcel 13A, there shall be no more than Six (6) residential buildings in total containing the maximum eighty (80) residential Dwelling Units, two (2) of which buildings may contain up to but not more than twenty (20) Dwelling Units per building, two (2) of which buildings may contain up to but not more than twelve (12) Dwelling Units per building, and the remainder of which buildings may contain up to but not more than eight (8) Dwelling Units per building.
- 29 Maximum Height within Parcel 13A is limited within a specific area as delineated in Exhibit 13.2.2.
- 30 Building cover is limited to 25% on Parcel 13A. Exhibit 13.2.3 represents an approximate conceptual site organization for Parcel 13A, the location of residential and amenity or accessory buildings to be subject to Town site plan approval.
- 31 ~~Parcel 13 shall consist of two parts, shown as Parcel 13A and Exhibit 13.2.1 and the remainder of Parcel 13.~~
- 31 Parcel 13 shall consist of four parts, shown as Lots 1, 2, 3 and the extended ROW of Duneside Road on Exhibit 13.2.4
- 32 Maximum number of new Residential Dwelling Units within Parcel 13 Lot 1 shall not exceed 100 and shall be comprised of up to 10 multifamily residential buildings, related amenity buildings and parking. Within Parcel 13 Lot 1 there shall be no more than 10 multifamily residential buildings, two (2) of which may contain up to but no more than fourteen (14) Dwellings per building, two (2) of which may contain up to ten (10), and the remainder may contain up to but no more than eight (8) Dwellings per building.
- 33 Maximum Height within Parcel 13 Lot 1 is limited to 3 stories / 55 feet within a specified area as delineated in Exhibit 13.2.4

GRAPHIC SCALE

1 IN FOOT
2 MILS - 200 FT



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HEREIN IS UNCLASSIFIED
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AND FOR THE FBI ONLY

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24. The above information was obtained from the records of the FBI, New York City, and the FBI, New York State, and is being furnished to you for your information.



REVISED 09.21.2020

Exhibit 13.3: Table of General Lot Standards
11.15.2013

R-1 Residential ¹⁾

Single Family Detached Dwellings

Density: 3.0 D.U./Acre

Lot Size (sq. ft.)	Maximum % Coverage	Lot Dimensions		Setback ^{3) 4)}			Height ⁵⁾	
		Width ²⁾	Depth	Front	Side	Rear	Floors	Feet
8,000-11,999	40	60	100	25	10	25	2.5	40
12,000 +	33	75	100	25	20	25	2.5	40

R-2 Residential ¹⁾

Attached and Detached Dwellings (no greater than 6 D.U./Building)

Density: 6.0 D.U./Acre and 4.0 D.U./Acre ⁷⁾

Lot Size (sq. ft.)	Maximum % Coverage	Lot Dimensions		Setback ^{3) 4)}			Height ⁵⁾	
		Width ²⁾	Depth	Front	Side ⁶⁾	Rear ²⁾	Floors	Feet ¹⁰⁾
6,000-7,999	50	55	85	20	7/5	20/15	2.5	40/35
8,000-11,999	40	60	100	25	10/5	25/15	2.5	40/35
12,000 +	33	75	100	25	20/5	25/15	2.5	40/35

R-3 Residential ¹⁾

Attached and Detached Dwellings (no greater than 7 D.U./Building) **15) 16)**

Density: 12.0 D.U./Acre

Lot Size ⁶⁾ (sq. ft.)	Maximum % Coverage	Lot Dimensions		Setback ^{3) 4)}			Height ⁵⁾	
		Width ²⁾	Depth	Front	Side	Rear	Floors	Feet
2,000-3,999	60	20	85	10	3	10	2.5	40
4,000-5,999	50	30	75	15	7	15	2.5	40
6,000-7,999	50	55	85	20	7	20	2.5	40
8,000-11,999	40	60	100	25	10	25	2.5	40
12,000 +	33	75	100	25	20	25	2.5	40

CSQ-PD ¹⁾

Single Family Detached Dwellings

Density: 4.0 D.U./Acre ¹¹⁾

Lot Size ⁶⁾ (sq. ft.)	Maximum % Coverage ¹³⁾	Lot Dimensions		Setback ^{3) 4)}			Height ⁵⁾	
		Width ²⁾	Depth	Front ¹²⁾	Side ¹⁴⁾	Rear	Floors	Feet
6,000-7,999	60	60	85	10/5	5/0	10	2.5	35
8,000-11,999	50	60	100	10/5	5/0	10	2.5	35
12,000 +	40	75	100	25	5/0	25	2.5	35

C Commercial (Klawah Island)
All Uses as Permitted in Exhibit 13.1
F.A.R.: 0.20-0.25 ⁷⁾

Lot Size (sq. ft.)	Maximum % Coverage	Lot Dimensions		Setback			Height	
		Width	Depth	Front	Side	Rear	Floors	Feet
20,000	70	150	120	25	20	25	2.5	35

Notations:

- 7) F.A.R. Standards on Individual Parcels as Indicated in Exhibit 13.2.

C Commercial (Freshfields Village PD)
All Uses as Permitted in Exhibit 13.1

Lot Size (sq. ft.)	Maximum % Building Coverage	Lot Dimensions		Setback			Height	
		Width	Depth	Front	Side	Rear	Floors	Feet
4,000	40	50	-	0	0	0	3.0	55

Notations:

- 1) For residential districts R-1, R-2, R-3 and CSQ-PD only (not including C-Commercial), the ARB shall prescribe and determine Lot area, Lot width, Lot depth, Lot coverage, setback and yard requirements, and may adjust the criteria set forth in the Table of General Lot Standards attached as Exhibit 13.3 provided the ARB determines that exceptional circumstances exist with respect to a particular Lot based on unusual configuration, topographic conditions or unique tree cover, or other material considerations. The ARB approved deviation from a particular standard on Exhibit 13.3 shall not:
 - A. Exceed 20% of the standards for lot dimensions and setbacks.
 - B. Exceed 10% of the standards for maximum % coverage and height in feet, excluding number of floors.
- 2) Lot width may be reduced to a minimum of 20 feet at street R.O.W. for flag lots, or 15 feet for lots on cul-de-sacs.
- 3) A minimum distance between structures, on adjoining properties, must be no less than 20 feet for lots greater than 8,000 sq. ft. and 14 feet for lots 4,000-7,999 sq. ft. Zero lot lines are permitted at the discretion of the ARB.
- 4) On corner and double frontage lots, front setback standards will apply to each lot line that borders a street right-of-way, the remaining lot lines will be subject to side setbacks standards, except when the lot adjoins open space of a minimum of 23 feet, then corner side yard may be reduced to 3 feet.
- 5) Height standards are determined by individual parcel guidelines as indicated on Exhibit 13.2. A maximum height of 45 feet from Ground Floor Level is permitted on lots meeting specific criteria in Exhibit 13.2 on Parcels 12A, 12B, 13, 41, 42 and 43.
- 6) Lot area required for each Dwelling Unit may be reduced to 2,000 square feet provided that open space is provided equivalent to the amount by which each Lot is reduced. Such equivalent open space shall be provided within 1,000 feet of each such Lot so reduced.
- 7) Density limit of 4.0 D.U./Acre pertains to Cassique Parcel 60.
- 8) Setback of 5 ft. pertains to Cassique Parcel 60.
- 9) Setback of 15 ft. pertains to Cassique Parcel 60.
- 10) Height of 35 ft. pertains to Cassique Parcel 60.
- 11) Total dwelling unit cap not to exceed 120 for parcels with CSQ-PD designation. Any parcel not to exceed 4 D.U./Acre.
- 12) Any wall up to 8 ft. above finish grade may be located within any of the required setbacks, provided vision site triangles at street intersections are maintained. Setback of 5 ft. pertains to the garage/studio units.
- 13) The garden courtyard concept coverage includes house, garage, and pool cavity.
- 14) Setback of 0 ft. pertains to the garage/studio units.
- 15) Number of Dwelling Units within a building may be increased to no greater than 20 D.U./Building within Parcel 13A as described with specific conditions in Exhibits 13.2, 13.2.1, 13.2.2 and 13.3.3.
Parcel 13 Lot 2
- 16) Number of new Dwelling Units within a building may be increased to no greater than 14 D.U./Building within Parcel 13 Lot 1 as described with specific conditions in Exhibits 13.2, and 13.2.4

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NOTE: This page MUST remain
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Michael Miller, Register
Charleston County, SC

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JOHNS ISLAND SC 29455 (BOX)

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TOWN OF KIAWAH ISLAND

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