

2.0 SPECIFIC DEVELOPMENT PLAN

Hotel Circle is a master planned hotel development within the Anaheim C-R Area that includes both a Specific Plan and Future Expansion Plan development program. The Specific Plan provides for two (2) new hotels and integrates three (3) previously approved hotels to create a unified development plan in an attractive setting. The Future Expansion Plan would provide for the future consolidation of additional properties adjacent to the Specific Plan Area and set forth a program for complete redevelopment of a larger area, which is consistent with City policies. Details of these plans are described below and shown on the following exhibits.

Specific Plan - The Hotel Circle Specific Plan provides two (2) new hotels totalling 450 rooms while integrating three (3) previously approved hotel projects, consisting of 519 hotel rooms, for a total of 969 rooms. This integration of hotel uses is intended to establish a unified hotel-resort theme for a larger area than if each hotel were developed individually, as shown in Exhibit 15. This assemblage of small parcels is consistent with the City's goal for regional planning and implementation of a comprehensive master plan for the entire area consistent with the City's Zoning Code and Design Guidelines. The major components of the Specific Plan are described in Section 2.1.

2.1 LAND USE PLAN

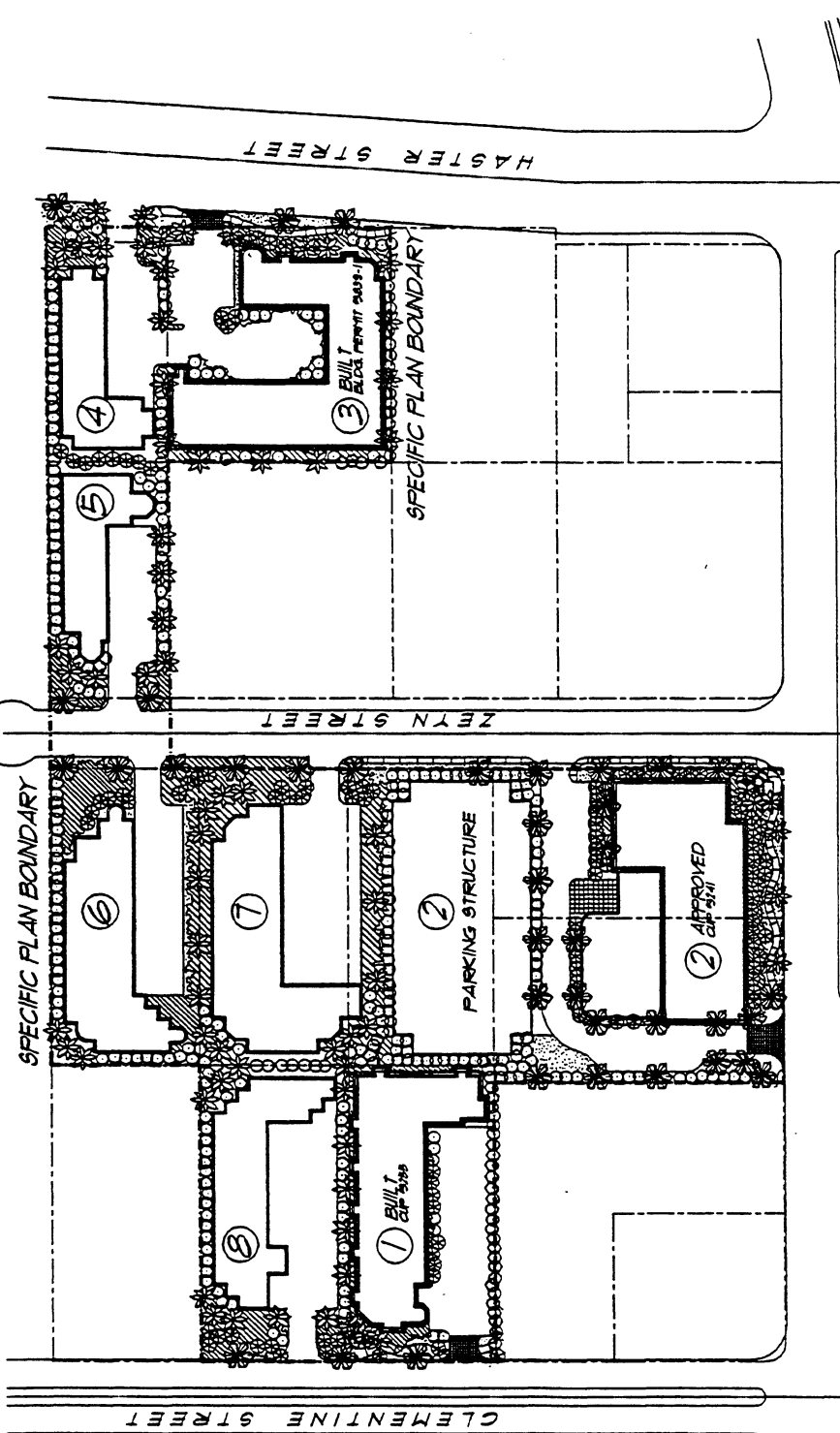
The Hotel Circle Specific Plan, as shown in Exhibits 16 and 17, will provide a variety of hotel accommodations and guest-oriented amenities including standard and suite style rooms, full service restaurants, conference room/banquet facilities, and pool and spa areas. Other features of the Hotel Circle development will include tour bus/shuttle facilities,

HOTEL LEGEND

- ① CRYSTAL SUITES HOTEL
(BUILT MID-RISE HOTEL, 190 SUITES)
SIX STORY, 65' TALL, 104 PARKING
- ② KATELLA HOTEL
(APPROVED HIGH-RISE HOTEL, 304 SUITES)
TWELVE STORY, 148' TALL, 360 PARKING
- ③ PEACOCK SUITES HOTEL
(BUILT MID-RISE HOTEL, 193 SUITES)
SIX STORY, 62' TALL, 110 PARKING
- ④ HASTER STREET HOTEL
(MID-RISE HOTEL, 75 ROOMS)
SIX STORY, 65' TALL, 70-75 PARKING
- ⑤ ZEYN STREET HOTEL -1
(MID-RISE HOTEL, 75 ROOMS)
SIX STORY, 65' TALL, 70-75 PARKING
- ⑥ ZEYN STREET HOTEL -2
(MID-RISE HOTEL, 75 ROOMS)
SIX STORY, 65' TALL, 70-75 PARKING
- ⑦ ZEYN STREET HOTEL -3
(MID-RISE HOTEL, 75 ROOMS)
SIX STORY, 65' TALL, 70-75 PARKING
- ⑧ CLEMENTINE STREET HOTEL
(MID-RISE HOTEL, 75 ROOMS)
SIX STORY, 65' TALL, 70-75 PARKING

PERMITTED GUEST ROOMS

APPROVED OR BUILT ROOMS	653 ROOMS
ADDITIONALLY PERMITTED ROOMS	315 ROOMS
TOTAL ROOMS	1028 ROOMS



KATELLA AVENUE

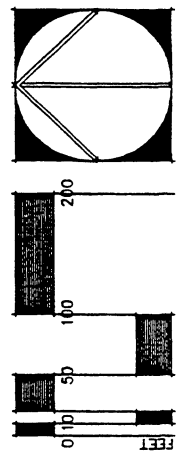
EXCLUDING THE PREVIOUSLY APPROVED OR BUILT HOTELS, 315 ADDITIONAL ROOMS CAN BE CONSTRUCTED BASED ON INDIVIDUAL DEVELOPMENT OF 15 ROOMS PER EACH OF THE FIVE SITES

HOTEL CIRCLE

AUGUST 9, 1994

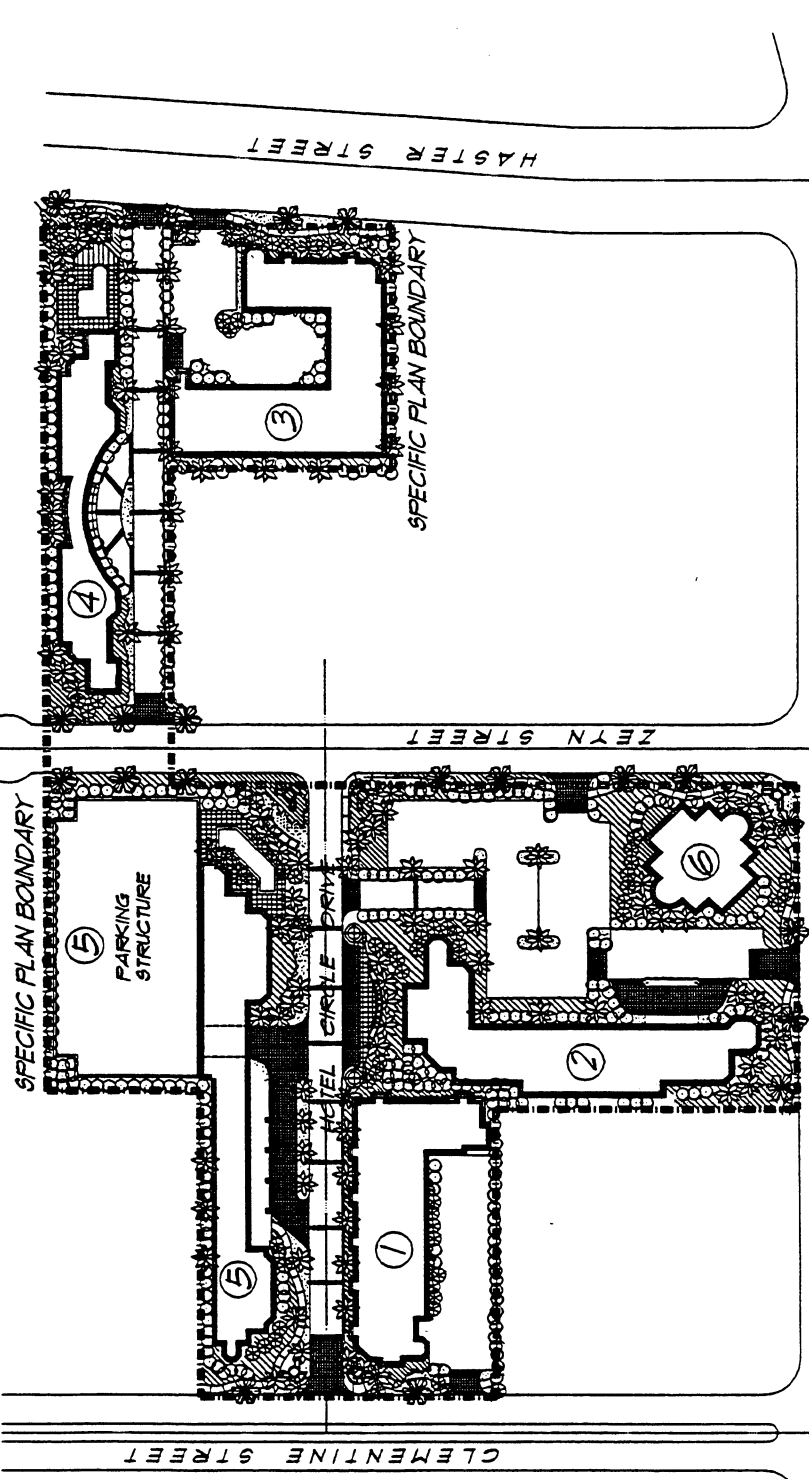
PERMITTED INDIVIDUAL DEVELOPMENT WITHIN C-R AREA

EXHIBIT 15



HOTEL LEGEND

- ① CRYSTAL SUITES HOTEL
(BUILT MID-RISE HOTEL 190 SUITES)
SIX STORY, 68' TALL, 104 PARKING
- ② KATELLA HOTEL ALTERNATIVE
(MID-RISE HOTEL 200-250 SUITES)
EIGHT STORY, 56' TALL, 200-250 PARKING
- ③ PEACOCK SUITES HOTEL
(BUILT MID-RISE HOTEL 193 SUITES)
SIX STORY, 62' TALL, 110 PARKING
- ④ ATRIUM COURT SUITES HOTEL
(MID-RISE HOTEL 100-150 SUITES)
SIX TO EIGHT STORY, 68' TALL, 100-120 PARKING
- ⑤ PARKVIEW HOTEL
(HIGH-RISE HOTEL 250-300 ROOMS)
NINE TO TWELVE STORY, 131' TALL, 250-300
- ⑥ PARK PLAZA DINNER/THEATER
(LOW-RISE RESTAURANT 10,000SF TO 15,000 SF)



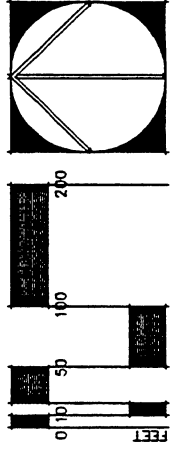
KATELLA AVENUE

HOTEL CIRCLE SPECIFIC PLAN

WITH KATELLA HOTEL REDESIGN

AUGUST 9, 1994

EXHIBIT 16



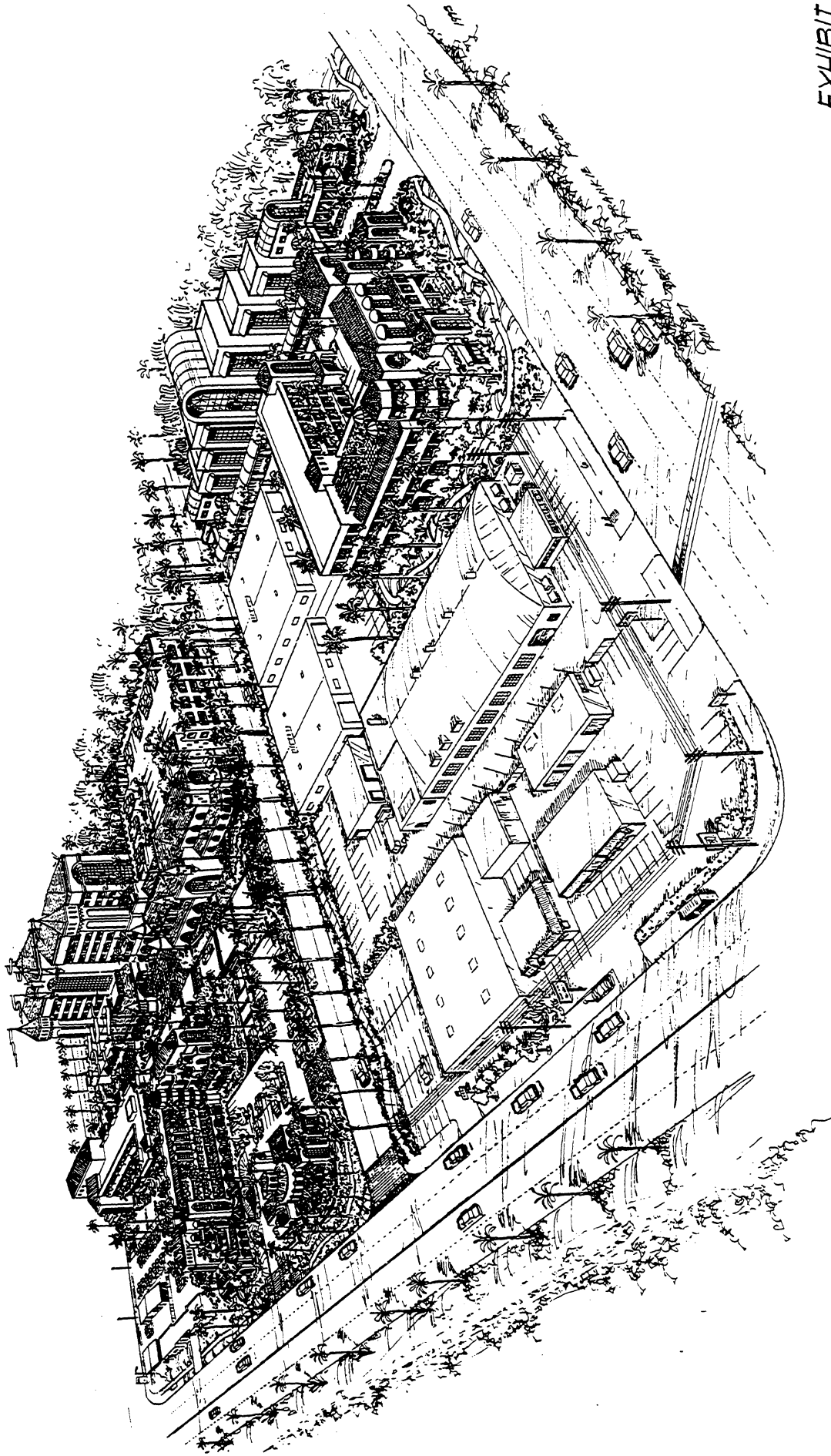
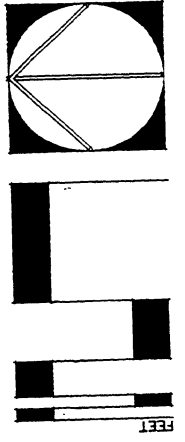


EXHIBIT 17



AUGUST 9, 1994

WITH KATELLA REDESIGN ALTERNATIVE

HOTEL CIRCLE SPECIFIC PLAN PERSPECTIVE

pedestrian promenades and plaza areas with comprehensive landscaping. A complete description of each hotel and related site design features is provided below.

The Atrium Court Hotel is proposed as a six to eight story, 88 foot tall, mid-rise, 60,000 - 80,000 square foot, 120-150 room all-suites hotel featuring the following guest oriented amenities: continental breakfast room, pool and spa area, exercise room, gift shop and parking for 100-120 vehicles, dependent upon the number of rooms provided.

The Atrium Court Hotel is located between Haster and Zeyn Streets in the northeast corner of the Specific Plan. Surrounding land uses include the Peacock Suites Hotel, vacant land, previously occupied by various industrial uses, industrial buildings and Motel 6. Approximately 66 feet separate the Atrium Hotel Court from the Motel 6 building.

The Parkview Hotel is proposed as a nine to twelve story, 132 foot tall, 250-300 room hotel that will include the following features: meeting/banquet rooms, restaurant, exercise area, gift shop, pool and spa area, and a top floor executive level. Parking for approximately 250-300 vehicles will be provided in a parking structure, and adjacent surface parking area, dependent on the number of rooms provided.

The Parkview Hotel is proposed adjacent to Clementine Street and the existing Crystal Suites Hotel, in the northwest portion of the Specific Plan. The Parkview Hotel will be located 117 feet from a seven (7) story, 75 foot, 12,500 space parking garage for the Disneyland Resort project.

Approved Hotel Projects

As discussed earlier, the Specific Plan integrates three (3) approved hotel projects located on adjacent properties. Provided below is a description of each hotel and related guest oriented amenities.

The Crystal Suites Hotel which is open for business, is a six-story, 68 foot tall, 130 room all-suites facility that includes a pool and spa area, exercise room, continental breakfast area, and an underground parking structure for 104 vehicles.

The Peacock Suites Hotel which was recently completed and open for business, is a six-story, 62 foot tall, 139 room all-suites hotel, includes the following features: pool and spa areas, exercise room, gift shop, continental breakfast area, and surface and underground parking structure for 110 vehicles.

2.1.1 Katella Hotel Redesign

This plan, as shown in Exhibits 16 and 17, provides for the reconfiguration of the previously approved twelve story, high-rise, 148 foot tall, 384 room all-suites Katella Hotel, to a smaller scale, mid-rise, 96 foot tall, 250 suite hotel along with an adjacent freestanding 15,000 square foot restaurant. This reconfiguration would also replace the approved four level parking structure with a two level parking structure.

As compared to the previously approved project, implementation of this redesign would result in the following environmental effects:

- o Decrease in the approved density of 134 hotel rooms (35% decrease).
- o Decreased building mass, height, and visual intensity of the project.
- o Increased landscape setback along Katella Avenue.
- o Increased landscaping within the project site.

2.1.2 Circulation and Parking Facilities

The Specific Plan includes direct access from the surrounding arterial street system in addition to a private drive that provides onsite access to hotel and parking facilities. Parking structures are provided within or adjacent to each hotel. Tour bus and shuttle passenger loading facilities and bus parking areas will also be located at centralized locations within the Specific Plan Area. A complete description of the project circulation system is included in the Public Facilities Plan.

2.1.3 Layered Landscaping

The Hotel Circle Specific Plan includes a comprehensive layered landscaping plan to provide a consistent theme and character for all open space setback areas, parkways, pedestrian walkways and plaza areas. The Conceptual Landscape Plan for the Hotel Circle property, which is more fully described in Section 4.0 of this report, will create an attractive setting for all onsite facilities and provide a compatible interface with surrounding land uses.

2.2 PHASING PROGRAM

This section of the Specific Plan is intended to describe the general time frame of development and indicate the probable sequence of infrastructure improvements. The phasing program is guided by the following objectives:

- o To provide a variety of quality guest accommodations during each phase of development;
- o To phase the dedication and development of public facilities and amenities to meet the needs of the Hotel Circle development; and
- o To provide an orderly and cost-effective extension of infrastructure systems.

The project phasing program is dependent upon several factors including the processing of necessary approvals and permits; construction scheduling; and necessary infrastructure improvements.

Development of the Hotel Circle Specific Plan is anticipated to be completed in two phases. Phase One will consist of the three hotels previously approved by the City of Anaheim including the completed Crystal Suites, the Katella Hotel and the recently completed Peacock Suites projects. The buildout of Phase One, which includes 519 rooms, is anticipated to extend through 1995.

Phase Two of the Specific Plan includes the proposed Atrium Court and Parkview Hotels (approximately 450 rooms), and the completion of Hotel Circle Drive, which provides direct access between Zeyn Street and Clementine Street. The completion of

Phase Two is anticipated in late 1997, depending on economic conditions.