

EXHIBIT "H"

MAPS

**(INCLUDING AERIAL, WATER PARK, OVERALL MASTER PLAN, SITE PLAN,
FUTURE LAND USE, ZONING AND NARRATIVE)**



Site Plan
The Site Plan is a landscape architect's conceptual plan based on information available at the time of design. The information provided has been collected from a variety of non-engineering sources. The information is not intended to be used for engineering purposes. The information is provided for informational purposes only and is not intended to be used for engineering purposes. The information is provided for informational purposes only and is not intended to be used for engineering purposes. The information is provided for informational purposes only and is not intended to be used for engineering purposes.

AERIAL PHOTOGRAPH CLEARWATER CAY CLUB

Blumberg No. 5208

EXHIBIT

H



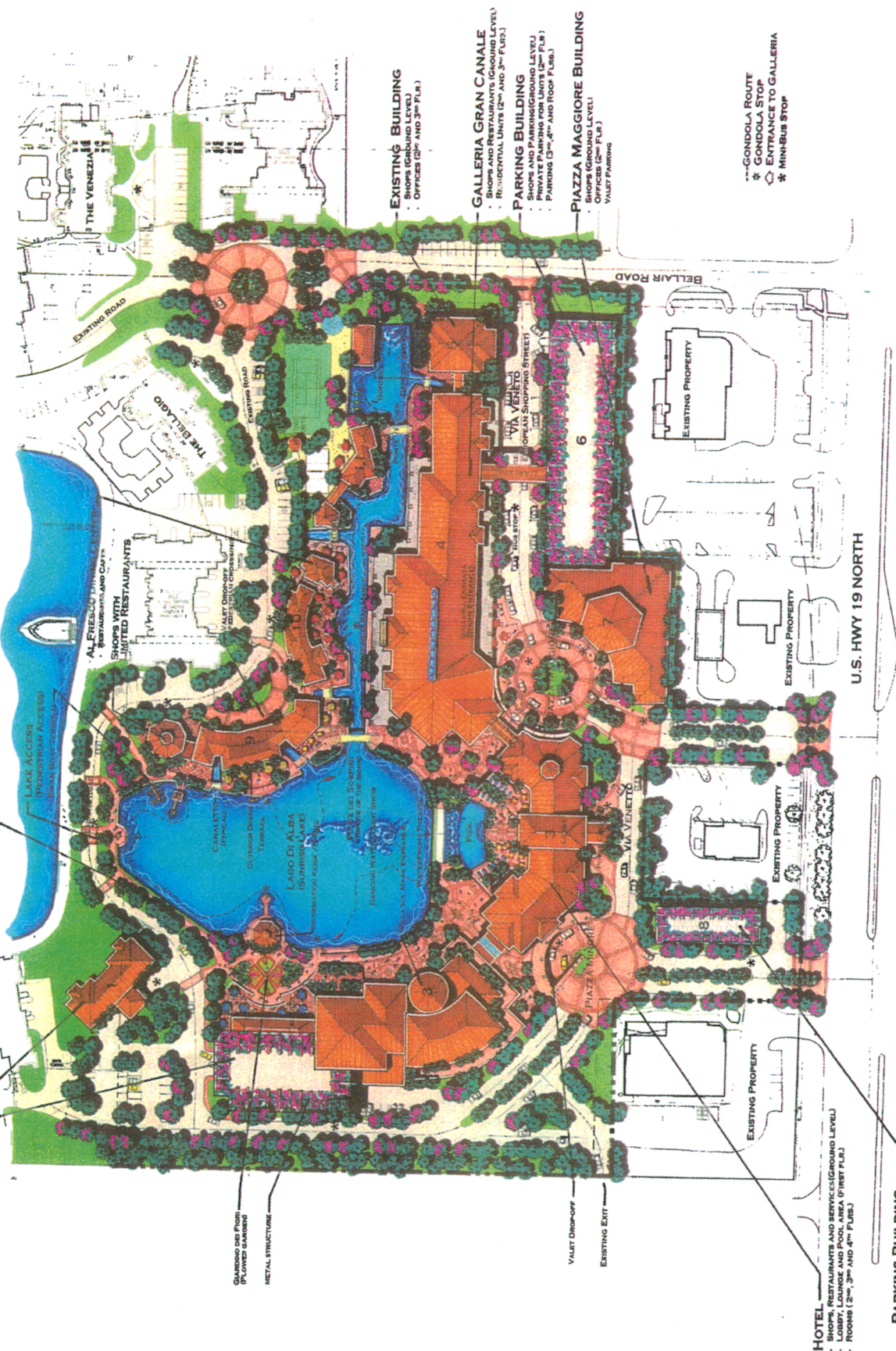
WATER PARK CLEARWATER CAY CLUB

Site Plan
The Site Plan is a landscape architect's conceptual plan based on information available at the time of design. Information given herein has been obtained from a variety of non-conforming sources to include aerial photographs, engineering drawings, etc., provided by other consultants. These are for general consideration only and are not engineering drawings. The configuration of water bodies, jurisdictional areas, alignment of roads, buildings, and other site conditions are shown as they presently exist or as they may exist when all development activities are completed.





SPA/RETAIL/RESIDENTIAL
VILLAS SUL MARE BUILDING
• SHOPS, RESTAURANTS AND SERVICES (GROUND LEVEL)
• RESIDENTIAL UNITS (2nd, 3rd, 4th AND 5th FLOORS)

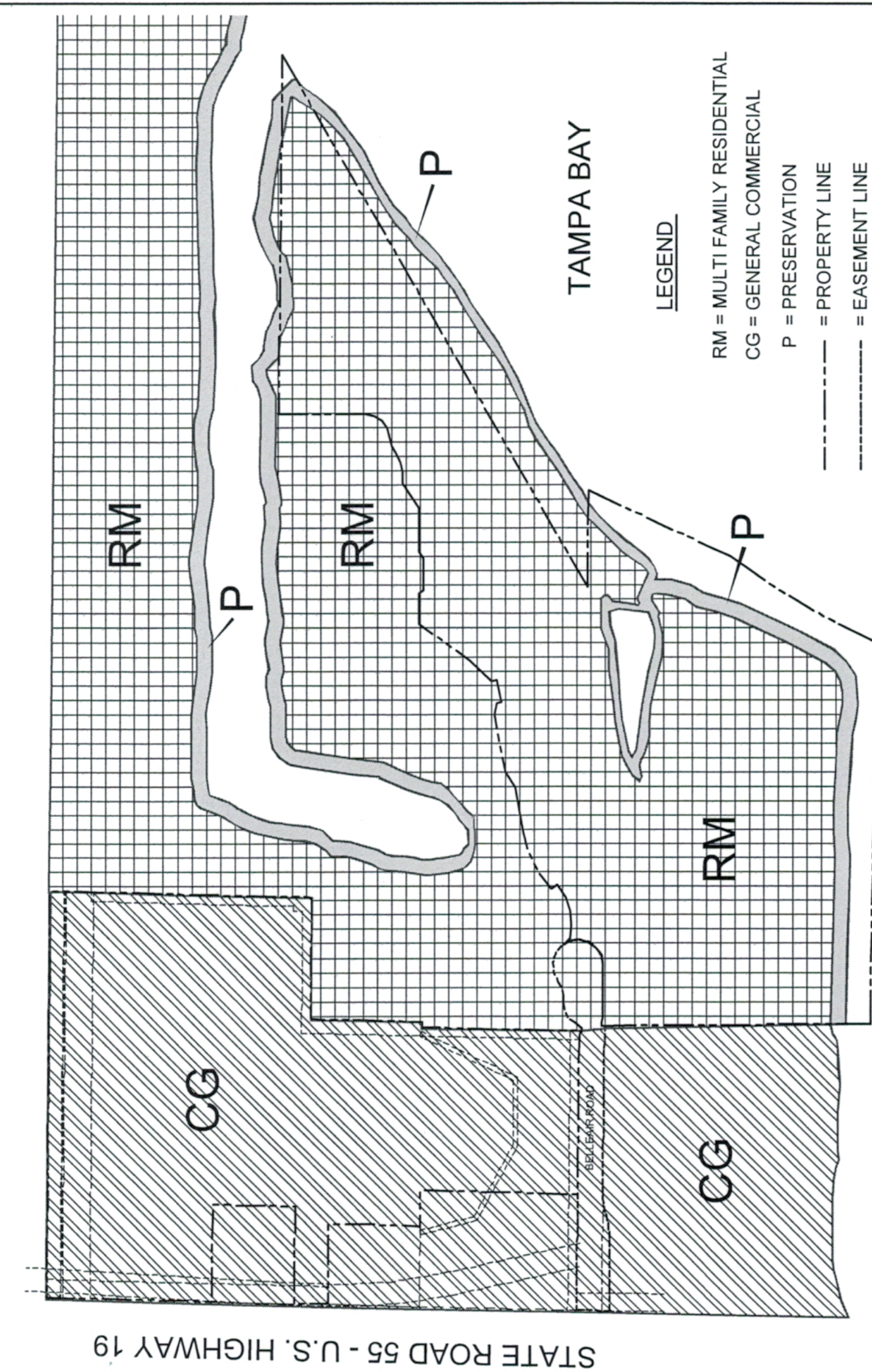


SITE PLAN CLEARWATER CAY CLUB

PARKING BUILDING
• PARKING/GROUND LEVEL (2nd, 3rd, 4th AND ROOF FLOORS)

HOTEL
• SHOPS, RESTAURANTS AND SERVICES (GROUND LEVEL)
• LOBBY, LOUNGE AND POOL AREA (FIRST FLOOR)
• ROOMS (2nd, 3rd, 4th AND 5th FLOORS)

CONDOLE ROUTE
CONDOLE STOP
ENTRANCE TO GALLERIA
MINIBUS STOP



TAMPA BAY

LEGEND

RM = MULTI FAMILY RESIDENTIAL
CG = GENERAL COMMERCIAL

P = PRESERVATION
—— = PROPERTY LINE
- - - - = EASEMENT LINE

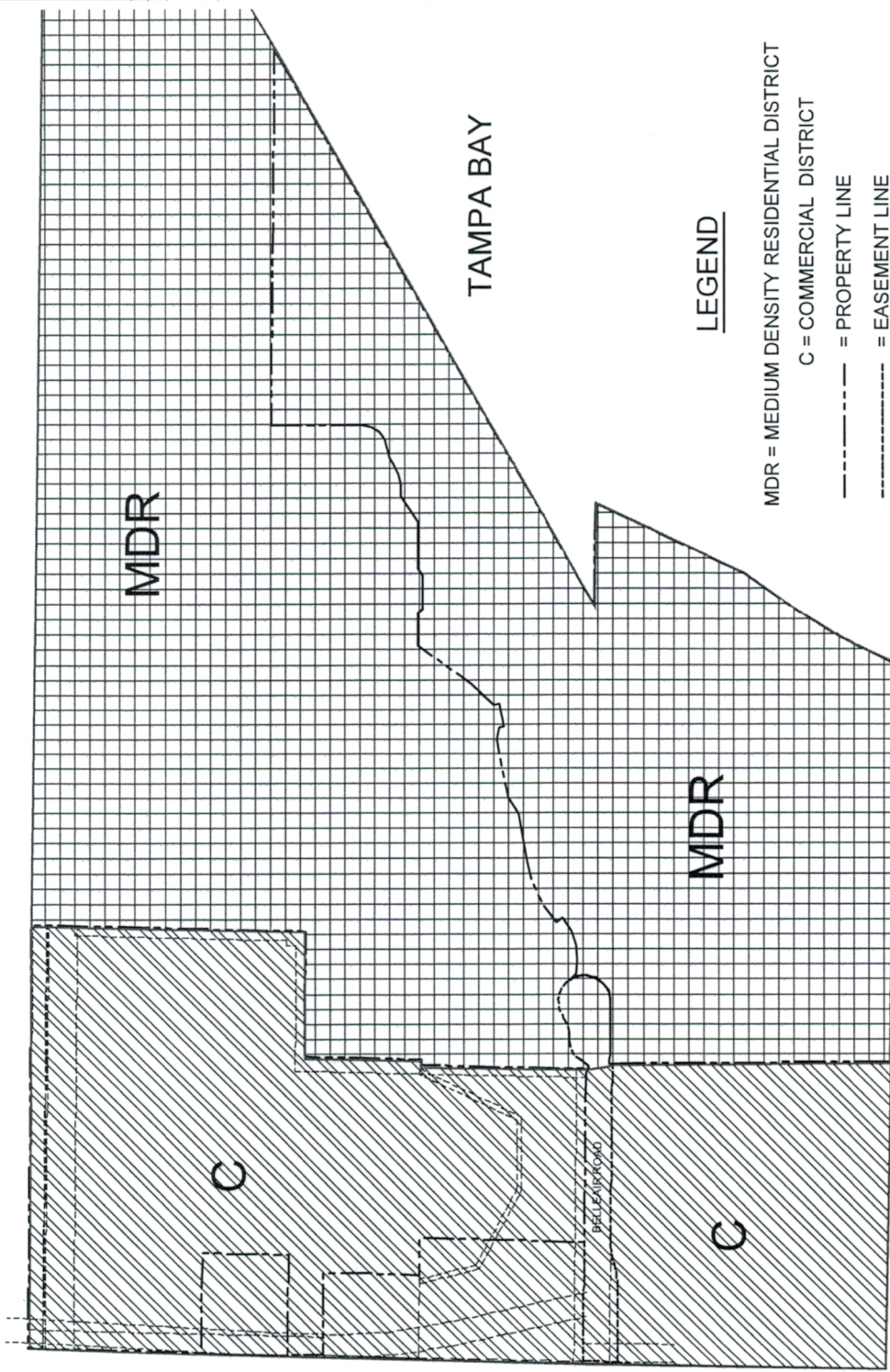


STATE ROAD 55 - U.S. HIGHWAY 19

PBS 5300 West Cypress Street, Suite 200 Tampa, Florida 33607-1764 Ph: (813) 285-7773 Fax: (813) 285-1207 LICENSED SURVEYOR IN STATE OF FLORIDA	CLIENT DC703, LLC 2704 VIA MURANO CLEARWATER, FL 33764	PROJECT CLEARWATER COMMUNITY DEVELOPMENT DISTRICT CAY CLUB	TASK FUTURE LAND USE MAP	DATE JANUARY 2005	DRAWING NO. 1 2 3	DOWNSIZED SCALE 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100	JOB NO. 10023.00 SHEET 1 OF 1
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STATE ROAD 55 - U.S. HIGHWAY 19



LEGEND

- MDR = MEDIUM DENSITY RESIDENTIAL DISTRICT
- C = COMMERCIAL DISTRICT
- = PROPERTY LINE
- - - = EASEMENT LINE

PBS&J <small>PLANNING & DESIGN, INC.</small>		<small>5300 West Cypress Street, Suite 200 Tampa, Florida 33607-1784 Tel: (813) 282-7215 Fax: (813) 282-7207</small>		<small>CLIENT</small> DC703, LLC 2704 VIA MURANO CLEARWATER, FL 33764	<small>PROJECT</small> CLEARWATER COMMUNITY DEVELOPMENT DISTRICT CAY CLUB	<small>TASK</small> ZONING MAP	<small>STUDIAL REVISIONS</small> 1. _____ 2. _____ 3. _____	<small>DATE</small> JANUARY 2005	<small>DRAWN BY</small> JAL <small>CHECKED BY</small> JAL <small>FIELD BOOK</small> _____	<small>JOB NO.</small> 110023.01 <small>SHEET</small> 1 OF 1
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Clearwater Cay Club
US Highway 19 North
Clearwater, Florida

Introduction

This narrative describes the intended improvements for the property, now called the Clearwater Cay Club. The existing project comprising 24.08 acres contains 336 apartments and attendant garages, known as *Venezia*, built in clusters along the waterside on Old Tampa Bay. These buildings, along with several support structures and clubs, have been previously designed and constructed using Venetian Italian architectural design influence. The color palette and certain fascia detailing enabled the previous owner to market these apartments under the label *Venezia*.

The new plan encompasses the *Venezia* Village as well as an adjunct new development directly adjacent to *Venezia*. This new develop provides a wide range of additional amenities, both for the residents and for visitors. In continuing the Italian theme and reinforcing the Italian Architectural character the current owners intend to enhance the stated vernacular with a more authentic Venetian inspired architectural approach. The new buildings will be designed with careful attention to proportion, style, material use and graphic-architectural detailing. Further, the placement of shops of Venetian Mediterranean character are located on, and will replace, the old Levitz shopping mall that is barely functioning and has out-dated architecture not in keeping with the style of the initial project.

Key Changes

Clearwater Cay Club is now being designed as a regional destination attracting local, national, and International users. Its site designed and location celebrates the water. Its landscape evokes a warm Floridian-Mediterranean environment. The master plan introduces a new shallow fresh water basin and small canal system that, while not connected to salty Clearwater Bay, will impart a strong visual impression that a water network is the project's integral component. Around this new lagoon (Lagoon di Alba) new Venetian inspired themed structures will contain spa, new residences, retail shops, offices and a hotel, all supported by new structured parking.

Internal Roadway and Landscape Enhancements

The existing apartments will still be accessed as now from Bellair Road, with a major security access gatehouse for enhanced security and exclusivity. Clearwater Cay Club's internal roadways will be improved and enhanced by an appropriately themed streetscape (graphics, street trees, street furniture, etc.) as well as enhanced entry and exit points from US 19 N. Special paving materials and unique landscape themed plantings will unify the *Venezia* with the additional new properties and present the project as a unified design.

Via Veneto

Via Veneto serves as the main arrival visual by the creation of a central and newly created "Main Street." Via Veneto is conceived as a true European shopping street with access to shops, hotel, and adjacent parking structure at the ground level. This unique blend of exciting architecture and a European countenance will become the entire project's visual icon.

Galleria

Shops along the Via Veneto will be differentiated by Venetian striped gondola posts and banner awnings and will have streetside architecture again with a strong Venetian Architectural vernacular. Covered promenade walkways with regularly occurring side pedestrian vias will offer frequent merchandising corners and invite pedestrian traffic into the heart of the new project. Utilizing the southern footprint of the existing mall, and as much of the support structure as can be retained, an extended gallery of smart shop units will be developed using Venetian city design principles. Three stories high, with ceramic barrel tile roof and faux Venetian flared chimneys above, the Galleria can be accessed from Via Veneto, or from several pedestrian only *passigiata* (passageways) that pierce the building, or from the canal side to the east. A projecting arcade that is a sunscreen during the summer months will protect the façade of the Galleria on the east side. Concept drawings illustrate the use of canted shade awnings, radius arched entries, decorative lanterns and lighting, and sophisticated signage that will be controlled and defined in the owner-tenant design guidelines.

A small Bridge of Sighs (*Ponte dell Sopire*) spans Via Veneto at the second or third levels, connecting upper level parking with the Galleria. As well these upper

level pedestrian bridges serve to connect (on a N-S axis) living units with the hotel and shops.

A central feature of the building at an interruption point of the Golden Section levels by a tower was inspired by the *Torre dei Mori* on St Mark's Square. This façade detail carried an early clock design and other interesting details. This design is repeated on the west side. A major archway gives entrance to one of the passages. Internally, apartments and/or offices will be found at the second and third levels. The internal access to these has yet to be established but will probably be from escalators and steps off an internal covered courtyard than runs the axis of the structure.

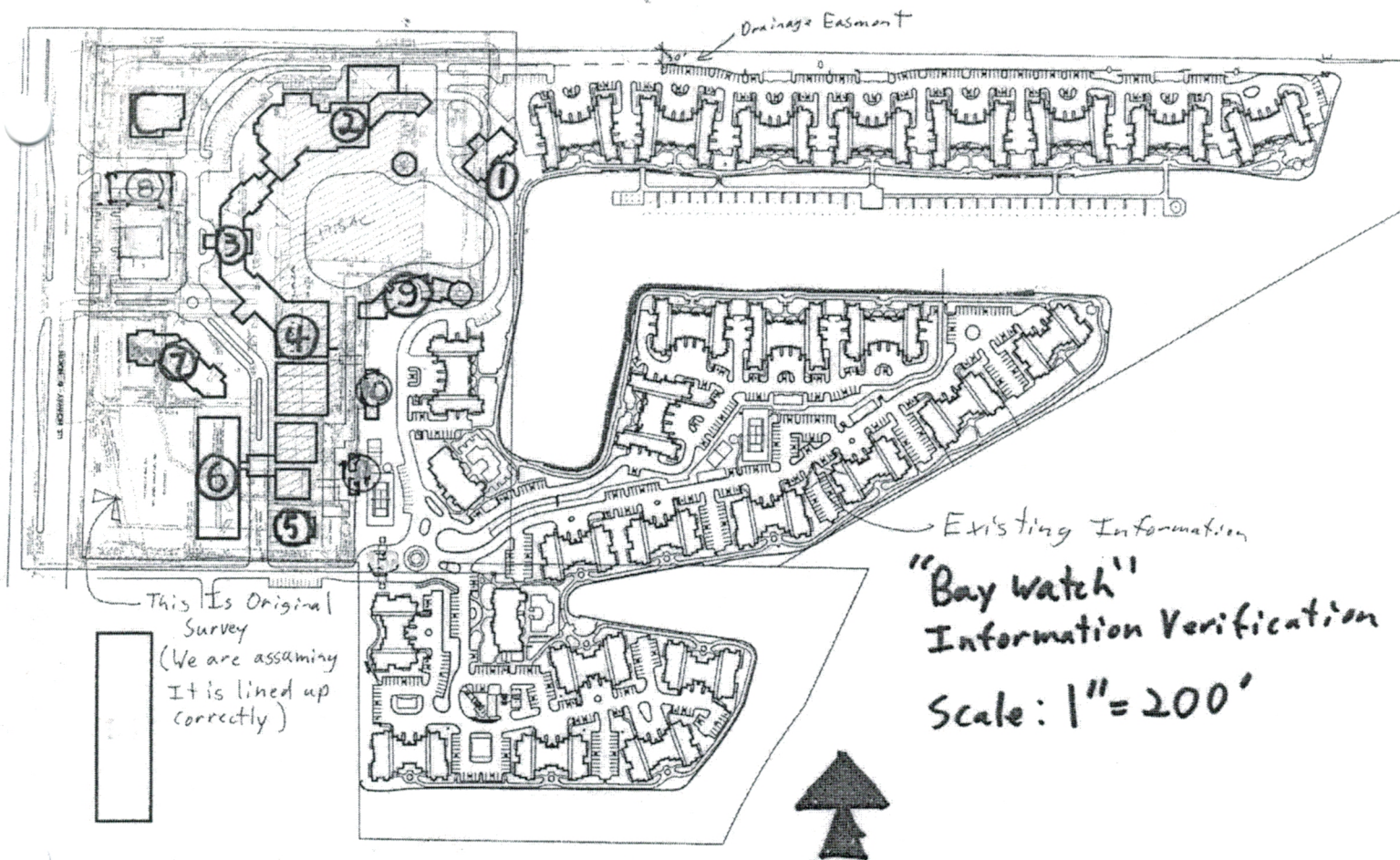
The Canal and the Lagoon

The small canal shown on the plan runs south to north. It is spanned in two places by small Venetian bridges that will give access to the east side of the Lagoon. These bridges contain archways of sufficient height and breadth to allow for the passing of a gondola below. The canal enters the Lagoon under one of these brick or stone-faced bridges. On this body of water evening shows are possible with water and light generated spectacles. Occasional processions of traditional Venetian boats that are highly decorated reinforce the theme. Around the edge of the Lagoon runs the *Cammino degli Andanti* - or Pedestrian Promenade - a walkway and strolling area which will be illuminated at night by appropriate cast iron street lanterns. The master plan illustrates a small covered performance gazebo that juts into the lake.

Restaurants and shops face the lake. There is sufficient plaza dimension to extend some of the restaurants into outdoor tables and chairs. As in Venice, these areas will be protected by kinetic shade structures.

Hotel

A five-story hotel is planned as the central anchor of the project. The intended footprint overlays the center and north part of the Levitz Mall demolished to provide the new footings. A *porte cochere* and valet drop off will be provided on the west side along the Via Veneto, or from the Piazza Minore, one of two traffic circles.



CLEARWATER CAY CLUB-ALTERNATIVE 4

SITE DATA

B #	TYPE	Total Area (s.f.)	# Flrs	Unit	RETAIL	RESTAURANTS	OFFICE	RES. AREA	PARKING	SPACE	Rms.	Sm.	Lg.	Stes.	UNITS	1B FLAT	STUDIO	2B FLAT	LOFTS
1	Spa	6,469	1																
2	Villas	161,522	5		25,706			78,643	37,513	101					113	44	56	9	4
3	Hotel/miniium	13,600	4		22,167	9,480		52,592			119	60	42	17					
4	Retail/villas	123,600	3		23,788			58,124							82	32	41	6	3
5	Office bldg.	17,278	3				17,278												
6	Parking	138,439	4+R		8,491				129,948	346									
7	Retail & offices	37,192	2		19,954		17,238												
8	Parking	64,822	4+R						64,822	172									
9	Restaurants	11,774	1			11,774													
10	Restaurants	4,145	1			4,146													
11	Restaurants	2,763	1		2,763	1,613													
Total		581,604			102,869	27,013	34,516	189,359	232,283	619	119	60	42	17	195	76	97	15	7

Note: 1) Figures do not include any program elements south of Bellaire Road

2) Parking does not meet Clearwater code minimum

3) All totals are +/- 10%

4) Refer to the small plan accompanying this chart for building location reference only! The actual master plan is different and much more complete.

5) Marina slips, etc., is forthcoming

6) R = "roof"