II. SUMMARY

A. Project Description

1. Introduction

Del Webb Corporation is the nation's leading developer of active adult communities. Founded in 1928, the company is publicly held and traded on the New York Stock Exchange. In 1960, Webb pioneered the development of Sun City, the nation's first and largest active adult community. Designed for adults age 55 and older, the company's Sun Cities are carefully planned communities which offer a wide variety of recreational, social, cultural and volunteer opportunities for its residents.

Del Webb completed the original Sun City (population 46,000) in 1978 and began development of Sun City West that same year. Both communities are located near Phoenix, Arizona. When completed in the early to mid 1990's, Sun City West will have a population of 25,000. Del Webb is also building smaller Sun Cities near Tucson, Arizona and in Las Vegas, Nevada.

In 1988, Del Webb announced plans to restructure the company, divesting its gaming and leisure operations and discontinuing its commercial construction and real estate divisions. Today, Del Webb has focused its resources on the development of active adult communities. The company is committed to enhancing the quality of life for America's retirement-age population.

Del Webb California Corp.'s Sun City Palm Springs will be an age-restricted (55 years and older) community for active adults composed of approximately 5,078 homes on approximately 1678 acres.

The private residential community will have extensive recreational amenities in an environment that will take its character from the architecture of its housing and community facilities and from a network of open space which takes the form of two golf courses with support facilities, three recreation centers, parks and greenbelts. Areas for commercial development and public facilities are set aside at the periphery of the project where they will serve the residents of Sun City Palm Springs as well as the general public. Del Webb California Corp., a wholly owned subsidiary of the Del Webb Corporation, will be the developer as well as the builder of the residential units and recreational facilities.

2. Land Use Summary

Land Use Summary Table (see next page) shows the proposed land use and development pattern for the Sun City Palm Springs.

3. Location and Existing Use

The property is situated in the Coachella Valley north of Interstate 10, directly north of Bermuda Dunes, between Palm Desert and Indio. The site is largely vacant desert landscape, with approximately 240 acres of low yielding vineyards and approximately 125 acres of non-producing date palms.

4. Access and Circulation

Regional access to Sun City Palm Springs is provided by Interstate 10, which runs immediately south of the site and has a full interchange at Washington Street. The site fronts Washington Street on the west, Varner Road on the South, and Adams Street on the east. Washington Street will be the primary access to Sun City Palm Springs, which will be served by two gated entries along Washington Street. Secondary project access may be through one or more controlled access entries along Adams Street. All interior streets will be private, and will be designed to prevent through traffic which would disrupt the security and privacy of the Sun City Palm Springs Community. Commercial uses at the south end of the site will be accessed directly from Washington Street and from Varner Road, which serves as a frontage road for Interstate 10. Access to public facilities on Adams Street will be directly from Adams and/or 38th Avenue.

5. Phasing

The project will be built in two phases. One golf course and roughly half the housing units will be built in each phase, with an additional championship 9 hole golf course in the second phase, with the southern half of Sun City Palm Springs, closest to the freeway, being built as the first phase. A portion of the commercial and public facilities are anticipated to be built during the second phase of residential construction, but may be built earlier based on the market and demand. Depending on the number and magnitude of real estate cycles encountered during the project's life, it is estimated that buildout will take place over an 8 to 12 year period.

Land Use Plan

	P.A. #	Acres (SPA 281 #4)	Units (SPA 281 #4)	Density (SPA 281 #4)	Acres (SPA 281 #5)	Units (SPA 281 #5)	Density (SPA 281 #
PHASE I							
Pingle Femily Dwellings	"5"				14.6 AC.	59 D.U.	4.04 D.U./AC.
Single Family Dwellings	"6"	86.4 AC.	490 D.U.	5.67 D.U./AC.	86.4 AC.	444 D.U.	5.14 D.U./AC.
	"7"	111.4 AC.	600 D.U.	5.39 D.U./AC.	111.4 AC.	577 D.U.	5.18 D.U./AC.
	"8A"	75.1 AC.	325 D.U.	4.33 D.U./AC.	75.1 AC.	301 D.U.	4.01 D.U./AC.
	"9"	50.5 AC.	289 D.U.	5.72 D.U./AC.	50.5 AC.	277 D.U.	5.49 D.U./AC.
	"12"	32.5 AC.	152 D.U.	4.68 D.U./AC.	32.5 AC.	154 D.U.	4.74 D.U./AC.
	"13"	50.6 AC.	236 D.U.	4.66 D.U./AC.	50.6 AC.	169 D.U.	3.34 D.U./AC.
	"14"	30.0 AO.	200 0.0.	4.00 5.03/10.	29.9 AC.	109 D.U.	3.65 D.U./AC.
Subtotal		406.5 AC.	2092 D.U.	5.15 D.U./AC.	451.0 AC.	2090 D.U.	4.63 D.U./AC.
lulti-Family Dwellings	"5"	14.6 AC.	65 D.U.	4.45 D.U./AC.	14.6 AG:	59 D.U.	4.04 D.U./AC:
uni-ramily Dwellings	"10A"	9.2 AC.		7.17 D.U./AC.	9.2 AC.	59 D.U.	6.41 D.U/AC.
	"10B"	6.4 AC.		8.44 D.U./AC.	6.4 AC.	54 D.U.	8.44 D.U./AC.
	"11"	25.1 AC.	130 D.U.	5.18 D.U./AC.	25.1 AC.	128 D.U.	5.10 D.U./AC.
	"14"	29.9 AC.	170 D.U.	5.69 D.U./AC.	29.9 AG:	109 D.U.	3.65 D.U./AC
	"34"				39.4 AC.	251 D.U.	6.36 D.U./AC
Subtotal		85.2 AC.	485 D.U.	5.69 D.U/AC.	80.1 AC.	492 D.U.	6.14 D.U./AC.
olf Course	*15	205.6 AC.			205.6 AC.		
ec. Area, Phase I	"2"	13.7 AC.			13.7 AC.		- C. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.
odels, Phase I	"3"	4.5 AC	42 D.U.	9.33 D.U./AC.	4.5 AC.	42 D.U.	9.33 D.U./AC.
odels, Phase I	"4"	4.8 AC.		7.92 D.U./AC.	4.8 AC.	38 D.U.	7.92 D.U./AC
		WAY II				90 D.U	
Subtotal		228.6 AC.	80 D.U.	0.35 D.U/AC.	228.6 AC.	80 D.U.	0.35 D.U/AC.
TOTAL PHASE I	-	720.3 AC.	2657 D.U.	3.69 D.U./AC.	759.7 AC.	2662 D.U.	3.50 D.U./AC.
HASE II (A)					0 - 0 - 11 (0)		
ingle Family Dwellings	"20"	See Phase II (B)			See Phase II (B)		
	"21"	See Phase II (B)			See Phase II (B)		
	"22"	See Phase II (B)			See Phase II (B)	****	
	"23"	46.3 AC.		4.90 D.U./AC.	46.3 AC.	225 D.U.	4.86 D.U./AC.
	"24"	40.4 AC.		4.55 D.U./AC.	40.4 AC.	184 D.U.	4.55 D.U./AC.
	"25"	39.9 AC.			39.9 AC.	163 D.U.	4.09 D.U./AC
	"26"	28.1 AC.			28.1 AC. 56.0 AC.	162 D.U.	5.77 D.U./AC. 4.07 D.U./AC.
	"27"	56.0 AC.	271 D.U.	4.84 D.U./AC.	See Phase II (B)	228 D.U.	4.07 D.0.JAC
	"28" "29"	See Phase II (B) See Phase II (B)			See Phase II (B)		
Subtotal		210.7 AC.	980 D.U.	4.65 D.U./AC.	210.7 AC.	962 D.U.	4.57 D.U./AC.
olf Course	"18"	83.8 AC	Alteria .		83.8 AC.		
lodels, Phase II (B)	"31"	See Phase II (B)			See Phase II (B)		
ec. Center Phase II (B)	"19"	8.8 AC.			8.8 AC.		
ec. Center, Phase II (A)		See Phase II (B)			See Phase II (B)		
Subtotal		92.6 AC.			92.6 AC.		
TOTAL PHASE II (A)		303.3 AC.	980 D.U.		303.3 AC.	962 D.U.	
HACE II (B)	Hotoporteres						
HASE II (B)	"20"	41.7 AC	240 D.U.	5.76 D.U./AC	41.7 AC.	209 D.U.	5.01 D.U./AC.
	"21"	99.6 AC			99.6 AC.	442 D.U.	4.44 D.U./AC
	"22"	20.2 AC			61.6 AC.	349 D.U.	5.67 D.U./AC
	"28"	26.2 AC			26.2 AC.	109 D.U.	4.16 D.U./AC
	"29"	58.3 AC			76.3 AC.	321 D.U.	4.21 D.U./AC
Subtotal		246.0 AC.	1417 D.U.	5.76 D.U./AC.	305.4 AC.	1430 D.U.	4.68 D.U./AC
all Cauras	1401	107.1.10			89.4 AC.		
olf Course	"18"	167.4 AC		5.81 D.U./AC	4.1 AC.	24 D.U.	5.81 D.U/AC
odels, Phase II (B) ec. Center, Phase II (B)	"31" "30"	4.1 AC 6.0 AC		0.01 D.03AC	6.0 AC.	24 0.0.	J.OT D.OJAC.
lubhouse, Phase II (B)	"33"	2.2 AC			2.2 AC:	Deleted	
eenbelt/Drainage	"33"	E.E AO			51.6 AC,	Dollow	
Subtotal		179.7 AC.	24 D.U.		151.1 AC.	24 D.U.	
		The state of the s	The state of			The Strike	E 01 D II // 0
TOTAL PHASE II (B)		425.7 AC.	1441 D.U.		456.5 AC.	1454 D.U.	5.81 D.U./AC.
THERS	1450	070.40			20.0 40		
ommercial	"15"	27.0 AC			29.6 AC.		
ommercial	"16"	56.0 AC			19.0 AC.		
ublic Utility and Storage	"17"	16.5 AC.			16.5 AC.		
ublic Facility	"8B" "32"	4.1 AC. 12.5 AC.			4.1 AC. 12.5 AC.		
ublic Facility ajor Roads	32	77.1 AC.			77.1 AC.		
Subtotal		193.2 AC.			158.8 AC.		
	-			***************************************		EARS 5.11	
TOTAL PROJECT		1642.5 AC.	5078 D.U.	3.09 D.U./AC.	1678.4 AC.	5078 D.U.	3.03 D.U./AC.

6. Lifestyle and Amenities

Extensive recreational amenities are designed to promote an active adult lifestyle. Clubhouses will house the major functions of sports and fitness activities, arts and crafts activities, and community social learning center. The fitness center will provide for the personal fitness needs of the residents through the provision of a therapy spa, a large exercise floor for group aerobics, weight training and exercise machines. The facility will also include a large indoor swimming pool. Outdoor amenities may include such as night-lighted tennis courts, and boccie court, horseshoe pits, a jogging track, a tot lot, picnic grounds, bike and walking trails, and an outdoor amphitheater.

The arts and crafts center will offer a variety of classroom and crafts spaces, including areas devoted to specific uses (i.e., sewing and ceramics studios) as well as multi-purpose rooms. The social, learning and community center will include a large hall which will seat groups of 400 to 400 people, separate meeting rooms to accommodate smaller groups, as well as a reading lounge and other spaces for small informal gatherings. These buildings will accommodate such diverse activities as dancing, expanded aerobics classes, card playing, college extension programs, community volunteer group meetings and the facilities administration offices.

7. Golf Course and Greenbelts

Two golf courses interspersed within the residential community at Sun City Palm Springs will provide attractive landscapes throughout the project. The southerly golf course will be approximately 6,700 yard Championship 18-hole golf course with driving range and practice facilities. The northerly golf course will be approximately 6,700 yard Championship 9-hole golf course with practice facilities. Lakes, bunkers, sand traps and extensive landscaping will be intertwined among the fairways at both courses.

Above and beyond the landscapes provided by the two golf courses, Sun City Palm Springs will also include some greenbelts. Like the fairways, these areas will serve as retention basins and drainage ways during rainstorms, and will recharge ground water supplies as the collected storm water percolates down through the earth. The greenbelts will also provide an attractive landscape amenity and offer passive and perhaps active recreational opportunities. It is also intended that some of these spaces may incorporate walking trails.

8. Landscaping

Extensive landscaping will accent the overall feeling of the community as a desert oasis. Trees, shrubs and other plantings will consist of predominantly drought sensitive varieties, but not exclusively. Thematic planting of desert trees such as Palo Verde, Mesquite Ironwood, Desert Willow and Acacias will be interwoven with popular low-water non-indigenous trees such as African Sumac, Carob and Jacaranda. In suitable locations an emphasis may be made with evergreen trees and, in keeping with the surrounding desert community, palm trees will be interspersed throughout Sun City Palm Springs to further the oasis appeal of the community. The unfarmed date palms which currently exist on site will be incorporated, to the extent possible, by being replanted into the common areas.

9. Architecture

Architecturally, the character of the homes will respect the natural, cultural and climatic environment of the desert southwest. Homes will be characterized by predominantly one-story horizontal massing with hip or gable tile roofs. Walls will convey a "thick" appearance with recessed openings in smooth planes as well as roof and architectural overhangs to provide shade. Colors will emphasize light natural earth tones of the region and the subtle colored hues of the desert with brighter or darker colors used as accents in moderation. The architectural theme is to be used throughout all aspects of Sun City Palm Springs to provide a sense of continuity by unifying the landscape treatment. Elements may include walls, monuments, signs, lighting and graphics to create an aesthetically pleasing homogenous community throughout. The use of different but compatible architectural styles may also be used to accommodate market demand as the community evolves.

10. Residential Facilities

There will be a variety of housing styles to met diverse market needs, with a primary emphasis on single family detached homes complimentary to the extent dictated by market conditions with duplexes, triplexes, and townhomes. A variety of plans will focus on designs for energy efficiency and generous storage. Golf cart storage will be incorporated in the design of many of the garages. Energy conservation features will meet or exceed Title 24 requirements.

As part of a marketing program, vacation villas will be built. The vacation villas will be small one- or two-bedroom attached units with kitchens and garages or carports. These facilities initially will be used as accommodations for out-of-town visitors opting for a short stay in conjunction with a promotional program. These facilities will allow many prospective buyers the opportunity to sample the Sun City Palm Springs lifestyle. There will be approximately 54 units. At some point in time, the units may be sold as fee-simple or condominium homes, or operated on a continuing basis as rentals. Also, if sold, Del Webb may lease back these units and utilize them as vacation villas.

11. Commercial and Public Facilities/Storage

Due to its proximity to Interstate 10 and Washington Street, the commercial areas along the southern periphery of the project will include facilities to serve as off-site users as well as provide needed support services to the residents of Sun City Palm Springs. Facilities may accommodate automotive service stations, restaurants, neighborhood retail including a grocery and drugstore, banking facilities, real estate offices, some professional and medical office space (probably including an urgent care facility and/or outpatient facility), personal care, various service facilities and religion/worship facilities.

Sun City Palm Springs residents will have access to the commercial areas by sidewalks along Washington Street. Access will be from the Main Project Entry to the commercial areas (See Figure IV-17) and golf cart and pedestrian access may be provided from southerly residential property.

Land for Public Facilities Area will be reserved at the periphery of the project. Possible uses include a fire station, religious facilities, electrical substation, mini and RV storage, and temporary construction yard. The sites will be developed with careful consideration given to harmonizing with the architectural style of the residences within the project.

12. Security

Because security will be of primary importance to Sun City Palm Springs residents, the community will be walled and a gated-access system will be employed at all project entrances.

13. Homeowners Association

The golf courses, recreation centers, greenbelts, common areas, and street system within the perimeter walls will be deeded to a master homeowner's association for administration, operation and maintenance. The master homeowner association will also administer and enforce the CC&R's which will include architectural review and approval of all architectural changes front and back yard landscaping.