

APPLICATION FOR ADMINISTRATIVE MODIFICATION

TO

**THE SILVERTREE HOTEL PUD
and
SNOWMASS CONFERENCE CENTER PUD**

Submitted to:

Town of Snowmass Village
Post Office Box 5010
Snowmass Village, Colorado 81615

Applicant:

SILVERTREE PROPCO, L.L.C.

Revised December 27, 2011

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Section 1: Application

1.1 Introduction

Silvertree Hotel:

The Silvertree Hotel property is zoned PUD, Planned Unit Development.

Snowmass Village Town Council Ordinance No. 24, Series of 1986, granted Stage II (zoning) P.U.D. approval and established the zoning development parameters for the Silvertree Hotel Planned Unit Development.

Town Council Resolution Nos. 18, 28 and 48, Series 1988, granted Stage III (Architectural and Design) P.U.D. approval for Phases I, IA and IIB.

Town Council Ordinance No. 23, Series 1989, amended the PUD to permit a greenhouse enclosure to the Elbert Lane restaurant space with the Silvertree Retail and Ordinance No. 18, Series of 1990, approved a 95 square foot addition to said restaurant.

Town Council Ordinance No. 15, Series 2004, amended the PUD to permit a 1,752 square foot addition to the Executive Suite and a 93 square foot addition to a Mall Level retail space, and a landscape site redevelopment at the Mall Level.

The aforesaid ordinances and resolutions are collectively referred to hereinafter as the **“Original Silvertree PUD.”**

The current uses and existing improvements located within the Silvertree Hotel property are generally consistent with the Silvertree Hotel PUD approval ordinances and we are not aware of any existing violations of the approval ordinances or the provisions of the Original Silvertree PUD.

Snowmass Conference Center:

The Snowmass Conference Center property is zoned PUD, Planned Unit Development.

Snowmass Conference Center Land Use Plan Plat recorded October 14, 1983 in Plat Book 15 at Page 45 as Reception No. 253907 and Conference Center Subdivision, Lot 1, Filing 1 Plat, recorded October 14, 1983 in Plat Book 15 at Page 46 as Reception No. 253909.

Town of Snowmass Village Town Council Ordinance No. 12, Series of 1983, approved the Stage Two PUD Plan (Land Use Plan) for the Snowmass Conference Center, recorded October 14, 1983 in Book 453 at Page 402 as Reception No. 253906.

Town of Snowmass Village Town Council Resolution No. 65, Series of 1983, approving a Subdivision Exemption and a Final PUD Plan (building permit only) for the Snowmass

Conference Center, recorded October 14, 1983 in Book 453 at page 404 as Reception No. 253908.

The aforesaid ordinances and resolutions are collectively referred to hereinafter as the “**Original Snowmass Conference Center PUD.**”

The current uses and existing improvements located within the Snowmass Conference Center property are generally consistent with the Snowmass Conference Center PUD approval ordinances and we are not aware of any existing violations of the approval ordinances or the provisions of the Original Snowmass Conference Center PUD.

By submission of this Application for administrative modification to the Silvertree Hotel PUD, SILVERTREE PROPCO, L.L.C. (the “**Applicant**”) is requesting certain minor modifications to design features of the Silvertree Hotel and Snowmass Conference Center. These changes will improve the layout and function of the buildings while not altering the intent of the original PUD approval, as more fully addressed herein.

1.2 General Data Requirements

Date: December 27, 2011

Name, Address, Telephone Number of Owner:

SILVERTREE PROPCO, L.L.C.
c/o Bob Geimer
400 Galleria Parkway
Suite 1450
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With copy to:
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With copy to:
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SHERMAN & HOWARD L.L.C.
201 N. Mill Street, Suite 201
Aspen, Colorado 81611
(970) 925 6300
jkrabacher@sah.com

SILVERTREE HOTEL:

Physical Address of Property: 0100 Elbert Lane, Snowmass Village CO 81615

Legal Description:

LOTS 1 AND 1A,
SILVERTREE HOTEL P.U.D. (FINAL PLAT),
ACCORDING TO THE PLAT THEREOF RECORDED MAY 17, 1988 IN
PLAT BOOK 20 AT PAGE 84.

AND

LOTS 2 AND 3,
FIRST AMENDED PLAT OF SILVERTREE HOTEL P.U.D. (FINAL PLAT),
ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 27, 1989
IN PLAT BOOK 23 AT PAGE 46.

SNOWMASS CONFERENCE CENTER:

Physical Address of Property: 76 Elbert Lane, Snowmass Village CO 81615

Legal Description:

LOT 1, FILING 1, CONFERENCE CENTER SUBDIVISION, ACCORDING
TO THE PLAT THEREOF RECORDED OCTOBER 14, 1983 IN PLAT BOOK
15 AT PAGE 46 AS RECEPTION NO. 253909, LESS AND EXCEPTING
THAT REAL PROPERTY DESCRIBED IN DEED RECORDED DECEMBER
19, 1979 IN BOOK 380 AT PAGE 841 AS RECEPTION NO. 220410 AND
FURTHER LESS AND EXCEPTING THAT REAL PROPERTY DESCRIBED
IN DEED RECORDED SEPTEMBER 8, 2010 AS RECEPTION NO. 573343

1.3 Existing Condition Information

SILVERTREE HOTEL:

<u>Present Zoning:</u>	Planned Unit Development (PUD)
<u>Lot Area (sq. ft.):</u>	121,620 square feet
<u>Building Setbacks (ft.):</u>	See ALTA Survey – Appendix B
<u>Allowable FAR per PUD:</u>	2.082 : 1.0
<u>S.F. of All Areas Calculated as Floor Area per Code:</u>	255,217 square feet
<u>Existing Gross Building Area:</u>	210,103 square feet
<u>Existing Building Height:</u>	69 feet
<u>No. of Parking Spaces:</u>	9
<u>No. of Bedrooms:</u>	256 hotel bedrooms + 4 bedroom private penthouse

SNOWMASS CONFERENCE CENTER:

<u>Present Zoning:</u>	Planned Unit Development (PUD)
<u>Lot Area (sq. ft.):</u>	47,350 square feet
<u>Building Setbacks (ft.):</u>	See ALTA Survey – Appendix B
<u>Allowable FAR per PUD:</u>	0.75 : 1.0
<u>S.F. of All Areas Calculated as Floor Area per Code:</u>	35,512 square feet
<u>Existing Gross Building Area:</u>	35,512 square feet
<u>Existing Building Height:</u>	38 feet
<u>No. of Parking Spaces:</u>	None
<u>No. of Bedrooms:</u>	None

1.4 Proposal Data

SILVERTREE HOTEL:

<u>Proposed Building Setbacks:</u>	No change
<u>Proposed Floor Area:</u>	See Appendix E – Section 1
<u>Proposed Gross Building Area:</u>	210,127 square feet
<u>Proposed Building Height:</u>	69 feet (no change)
<u>Proposed Envelope Adjustment:</u>	No change
<u>No. of Parking Spaces:</u>	4
<u>No. of Bedrooms:</u>	254 hotel bedrooms + 4 bedroom private penthouse
<u>Proposed Admin Modification:</u>	See attached submission documents, matrixes and plans

SNOWMASS CONFERENCE CENTER:

<u>Proposed Building Setbacks:</u>	No change
<u>Proposed Floor Area:</u>	No change
<u>Proposed Gross Building Area:</u>	No change
<u>Proposed Building Height:</u>	No change
<u>Proposed Envelope Adjustment:</u>	No change
<u>No. of Parking Spaces:</u>	No change
<u>No. of Bedrooms:</u>	No change
<u>Proposed Admin Modification:</u>	See attached submission documents, matrixes and plans

1.5 Additional Information/Minimum Submission Contents

<u>Disclosure of Ownership:</u>	See Appendix A
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<u>Vicinity Map:</u>	See Appendix B
<u>Other Maps:</u>	See Appendix E
<u>Site Plan:</u>	See Appendix E
<u>Improvement Survey:</u>	See Appendix B
<u>List of Adjacent Property Owners:</u>	See Appendix C
<u>Base Fee:</u>	See Appendix D
<u>Other Information:</u>	See Appendix E

Section 2: Written Description of Proposed Administrative Modification

2.1 Applicant is seeking an administrative modification to a design feature of an approved PUD pursuant to Section 16A-5-250(a)(9). The proposed modifications to the design features do not change the overall character of the project, substantially increase trip generation or the demand for public facilities. Nor are the changes inconsistent with any condition or representation of the project’s original approval or require granting a further variation from that granted in the original approval.

The overall business plan is to redevelop the Silvertree to a 4-star ski-in/ski-out resort at a level of quality in line with a major hotel’s brand standards. We believe that bringing in a major international brand and putting in the necessary capital to substantially improve the public space and room product, will enable us to capitalize on the strong demand underlying the most skied mountain in the Snowmass/Aspen area and capture higher rate group business and market share that is currently being lost to Aspen or other competing resort locations.

Our first crucial step in positioning this redevelopment for success, was to select Starwood Hotels and Resorts Worldwide as our manager. The property will be branded a Westin and will be named The Westin Snowmass Resort. The primary reasons we chose Westin are as follows:

- Westin is incredibly excited about having two newly renovated properties in Snowmass (Silvertree and Wildwood) with great meeting space and ideal location directly on Snowmass Mountain. These redeveloped facilities will fill a gap in the marketplace and provide an alternative for families who are now staying in Aspen but skiing in Snowmass because there are limited appropriate hotel accommodations. Westin has a significant amount of experience repositioning existing hotels and re-launching them to the market to attract a more affluent guest that will not only improve the performance of the hotel but create activity and revenue generating opportunities in the respective cities/towns.

- Strength in repositioning the resort with new/different group client base through Starwood's Sales Organization, Starwood Rendezvous (top sales associates and clients), Starwood Preferred Planner, and industry tradeshow with a focus on corporate, incentive markets, and high end social catering business like wedding or charity events. Starwood would plan to reduce the current lower rated SMERF business (the social, military, educational, religious and fraternal market segment) that does not currently pay a premium at the hotels or within the community.
- Starwood's global Public Relation platform will be an incredibly powerful tool in re-launching these two hotels as new Starwood properties in Snowmass selling not only our hotels but Snowmass as a destination providing instant excitement and enthusiasm for the project.

The next step for the redevelopment team was to overhaul the hotel's programming, including product and operations. We believe the areas that are being reprogrammed and redeveloped will not only enhance individual program offerings but will collectively improve the overall asset performance. In particular we will be reprogramming/redeveloping the following areas:

Guestrooms-With the extensive renovation and strength of the Westin Brand and Starwood systems, we are confident that we will be able re-mix the business to capture a higher rated group and transient customer. Because these rooms already exist in the marketplace, there will not be any additional supply, but rather a different clientele.

Every guestroom will be renovated to a brand standard and finish that a guest would anticipate with a 4-star hotel. We will change the mix between kings and doubles to brand operating standards, which is currently out of balance. In addition to the room upgrades and mix, we will provide a product mix that will best accommodate both group and transient business. Although the overall bedroom count will slightly change, we believe that adding suites will be attractive to those meeting planners and executives who are the decision makers of where to locate their group function. Currently the property has seven (7) existing suites and we will increase to seventeen (17) suites (including one (1) Presidential Suite located on level 2 where the hotel offices are currently located, two (2) Hospitality Suites including the renovation of an existing suite on level 4 and the combination of unit types N1 and O1 on level 5, Four (4) Deluxe Suites with one of them located at the existing office and spa area on level 2 and 3 located on level 5 in the existing Brother's Grille area, and ten (10) Executive Suites including existing Suite A, existing Suite B, existing Suite C, existing Suite D, existing Suite E, existing Suite F, and the combination of unit types S&T, A18&A15, U&A16, and V&A17 on the 6th floor). Each suite consists of a living area and a single bedroom. In addition to the group demand, we anticipate that transient demand throughout the year will result in higher occupancies for these rooms.

See Appendix E Sections 3 & 4 for more information.

Restaurant-We have determined that is in the best interest of the Westin, the Snowmass Conference Center and the entire Snowmass community to relocate the three meal restaurant, Brothers Grille, from its current location to the "Cabaret" space located on the lower lobby level of the hotel. The Cabaret was created as a night club/restaurant and has in recent years been underutilized meeting space. We believe that the reprogramming of the Conference Center, the inclusion of private dining rooms in the restaurant, and other meeting space at the hotel will mitigate any negative impact of lost group business. The existing Brother's Grille provided 100 restaurant seats, 30 bar seats and 28 private dining seats. The proposed restaurant location will accommodate 173 restaurant seats, 20 bar seats, and 32 private dining seats. Locating a restaurant away from the retail hub is a challenge. This is demonstrated by the poor performance of Brothers Grille over the years. Asking people to stop their ski run before the natural stopping point for lunch or après ski (the slope side mall entrance just below the Silvertree) is problematic. In addition, the Brothers Grille was inconvenient and unworkable for night time access from the mall and lobby (and is actually very inconvenient to access from outside or from the lobby), so many opportunities were lost. Furthermore, relocating the restaurant would add needed life to the mall and to other retailers in the area. Moving one level down from the lobby and one level up from the mall permits:

- easy access from the slopes (the natural starting and stopping point from skiing)
- easy access from the lobby for the hotel guest either coming from or going to the mountain and the Snowmass mall
- easy access for convention attendees who are filtering throughout the hotel or simply enjoying the Snowmass mall. In addition, providing a private dining room/meeting space with a dramatic overlook of the base of the mountain is possible, which was never the case historically

For après ski, having on-mountain/mall accessibility creates an opportunity for us to program music and other après ski events, causing more people to congregate and creating an effective catalyst for other mall retailers and restaurants.

The existing Brothers Grille space will be converted into three (3) Deluxe Suites. There will be no significant change in the exterior look of the Brothers Grille space after redevelopment, as the existing glazing and fenestration will remain.

See Appendix E pages 80-82 for more information

Ski Valet-As with the hotel three-meal restaurant, the location of the existing ski valet is not appropriate for the hotel guests. The current location is on the 3rd floor in what is called the Club Room meeting space. Again asking people to stop their ski run before the natural stopping point at the slope side mall entrance is problematic. The proposed ski valet location will redirect our hotel guests to the mall level, which is more convenient and provides additional energy that is desired in the area. The relocated Ski Valet will be limited to use by the hotel guests only so as

not to cause any increase in public trip generation. The existing Ski Valet area is 1,435 sf while the proposed location allows for 1,077 sf of Ski Valet and 2,152 sf of Ski Valet Storage.

See Appendix E pages 88-91 for more information

Kids Club-The Kids Club is a brand requirement of Westin and obviously is an attractive amenity for our family guests. The relocation of the Ski Valet from the Club Room meeting space provides the perfect location for this operation with direct access to the outside with a small courtyard. The location allows parents to ski directly up to the facility to check in on their children. Although this area was called meeting space, it was rarely used for meetings and will not be needed space for meetings in the future. The existing building does not include a Kid's Club, the proposed Kid's Club is 1,435 sf.

See Appendix E pages 92-93 for more information

Spa and Fitness-The existing amenities are well below brand standards. The proposed locations (Fitness to lower level and Spa into existing fitness) provide the needed space for proper programming and will enhance the guest experience. The Spa and Fitness will be limited to use by the hotel guests only so as not to cause any increase in public trip generation. The existing spa and fitness center located on Level 3 is 1,920 sf, the proposed locations provide a 1,092 sf fitness center on the lower lobby level and a 2,194 sf spa at the existing level 3 location.

See Appendix E pages 84-85 and 94-95 for more information.

Administrative Offices-The existing lower level retail will be replaced with administrative offices. This retail, partially as a result of its inferior location, has underperformed for many years. As part of our overall retail repositioning strategy, we strongly believe having fewer retailers in this area combined with upgrading the existing retailers will enhance the shopping experience and result in higher per square foot sales.

Conference Center-The Conference Center will primarily receive cosmetic and technology upgrades to meet brand standards and requirements from higher rated group business. Due to the desire of the Town of Snowmass Village to have the facility open to the public by mid-June, we will embark to make all necessary improvements commencing April 1, 2012 and completed by the needed date.

See Appendix E Section 6 & 7 for new exterior canopy at Elbert Lane

Heart of House-The existing Heart of House area (also known as “back of house”) is in a state of disrepair and does not provide sufficient support space for staff services, deliveries, security, and the like. With the consolidation of the hotel’s kitchen spaces at the new lower lobby level restaurant location, the existing fourth floor kitchen adjacent to the Heart of House area can be converted to provide improved staff facilities, storage areas, access to the loading dock, and the like.

See Appendix E Section 5 for more information.

Front Entrance/Elbert Lane-One of the largest operating challenges for the hotel is the main entrance off of Elbert Lane. Significant time has been spent to reprogram this area and to provide an improved sense of arrival. Below is our identified issues and our proposed corrective actions:

	<p>Issue: The current entry off of Elbert Lane provides no sense of arrival or direction for guests or deliveries.</p>
	<p>Solution: We propose expanding the cul-de-sac dimension and removing the existing planter. We will install a curb cut lane in front of the north building for deliveries, bus loading/offloading and valet car staging when necessary. Pavement markers will be installed to assist with directional circulation.</p>
	<p>Issue: Single lane loading/offloading of guest vehicles under partially covered Porte Cochere.</p>
	<p>Solution: Expand existing Porte Cochere to include double lane loading/offloading. Operationally, typically inside lane will be designated for offloading and outside lane will be designated for loading. Additionally a canopy will be installed over the existing sidewalk providing a weather proof connection between the Hotel and the Conference Center which will improve the traffic flow by creating an additional drop off point which will help alleviate congestion at the Porte Cochere. The curb will be marked as a fire lane as required and the valet will serve to control traffic and keep traffic moving through the circle.</p>

	<p>periods. Valet parking, particularly during busy periods, can increase parking capacity by 20-40% compared with users parking their own vehicles. <i>Parking Management Best Practices</i> (PLANNERS PRESS 2006). Previously the hotel purchased and then re-sold parking permits for the numbered parking lots, allowing guests to self-park. Eliminating the self-parking option is expected to substantially maximize parking efficiency during peak times.</p> <p>In order to effectively manage traffic operations at the hotel, a member of the staff will be designated as the transportation coordinator. The coordinator will be responsible for ensuring that the number of valet attendants will serve the arrivals in a timely and efficient manner. Best practices will be implemented by Westin.</p>
<p>Parking Controls</p>	<p>As part of the overall coordinated transportation and parking plan, Ownership will implement rigorous parking controls to promote priority users (i.e., hotel guests) and prevent abuses, such as unauthorized use or improper parking. For example, the transportation coordinator will train hotel staff to monitor Elbert Lane on a regular basis to prevent unauthorized vehicular parking and enforcement of access restrictions for delivery vehicles during peak usage periods, which includes a complete ban on parking in front of the hotel. Any unauthorized vehicles will be tagged and then, if not removed within 30 minutes, booted and towed.</p>
<p>Solicit Fire Department and Public Works comments to entrance plans</p>	<p>Meeting with both departments regarding our proposed entrance changes occurred on October 25, 2011. Feedback. Public Works biggest issue was the shoveling of snow off the walkways and the Wildwood balconies after it has plowed the snow on off of Elbert Lane. They also have an issue with the planters being a catch point for snow to pile up. The seasonal planters will be deleted and operations will coordination snow removal at the Wildwood balconies with the snow removal activities take place by TOSV and the measures discussed below.</p>
<p>Snow Removal</p>	<p>TOSV provides snow removal services on their right-of-way. On Elbert Lane, a large front loader is used to</p>

1. The existing retail storefront adjacent to the Mall Level hotel lobby will be converted to a guest check in area for the Ski Valet service. The Ski Valet service will be available to guests only.
2. The existing retail storage area located behind the existing ski shop on the Mall Level will be converted to a storage facility for the Ski Valet equipment racks.
3. The existing restroom on the Mall Level does not provide any handicap accessible facilities. One fixture in each restroom will be deleted and one stall in each of the restrooms will be renovated to provide the necessary clearances needed to provide handicap accessibility.

Lower Lobby Level

4. The existing retail space located on the Lower Lobby Level will be converted to hotel administrative offices. There are no changes planned to the wall layout in this area, there will only be a change in use.
5. The existing administrative offices on the Lower Lobby Level will be converted into the Fitness Room. The Fitness Room is an amenity available to guests only.
6. The existing Cabaret nightclub area will be converted to a new 3-meal restaurant. The new restaurant will have approximately 230 seats. The existing Brother's Grille on Level 5 will be removed. The existing Brother's Grille provided 100 restaurant seats, 30 bar seats and 28 private dining seats in 3,500 sf. The proposed restaurant location will accommodate 173 restaurant seats, 20 bar seats, and 37 private dining seats in 5,643 sf. The existing service kitchen at the Cabaret will be expanded into a 4,433 sf central kitchen serving the 3 meal restaurant, in-room dining, lobby bar, etc. The storefront in the existing pre-function area will be replaced with sliding glass storefront doors to match existing and juliet balcony rails will be added at the sliding door openings.
7. The existing Board Room located on the Lower Lobby Level was originally planned and used as a standard guestroom and is being returned to a standard guestroom use.
8. The existing restrooms on the Lower Lobby Level do not provide any handicap accessible facilities. One fixture in each restroom will be deleted and one stall in each of the restrooms will be renovated to provide the necessary clearances needed to provide handicap accessibility.

Lobby Level

9. The existing lobby, bar, and front desk office areas are being reconfigured to open up the views to the mountain, provide for the front office program required by Westin, and make the floor one level. There is no change to the overall use of this space. The exterior railing at the deck off the lobby will be replaced with a code compliant railing.

10. The existing Elbert meeting room will be converted to hotel administrative office space.
11. 3 guestroom (130, 132, and 134) currently isolated from the rest of the building will be used as model units during construction and converted to hotel administrative offices in the long term.

12. The existing retail tenant space on the Lobby Level will be converted into additional conference space. The substantive changes are planned for the layout of this space, only a change in use.

Level 2

13. The existing spa treatment rooms and hotel administrative offices on Level 2 will be returned to guestroom use in the form of a Presidential Suite and a Deluxe Suite.

14. The open stair between the Lobby Level and Level 2 is being deleted.

Level 3

15. The existing Spa and Fitness area is being converted to a 4 treatment room 2,194 sf spa, as noted above the fitness room has been relocated to the Lower Lobby Level. Both the Spa and Fitness areas are for hotel guest use only.

16. The existing Club Room is being converted to a Westin Kid's Club. The Kid's Club has existing direct access to the exterior. The existing building does not include a Kid's Club, the proposed Kid's Club is 1,435 sf.

Level 4

17. The existing Heart of House (BOH) is being renovated to accommodate the Westin Standard level of Service. The existing service kitchen for the Eldorado Conference Room will be eliminated and the conference room will be served from the new 3-meal a day restaurant on the Lower Lobby Level. The new Heart of House area consists of new housekeeping offices, new clean and soiled linen storage, a new staff cafeteria, new uniform distribution, enlarged staff locker room facilities, a new security office, and new HR offices all other maintenance and storage areas to remain. Deliveries for the Westin and the Wildwood will be directed to the existing loading dock off of Fall Lane.

18. Convert an existing suite on Level 4 into a hospitality suite consisting of a living area and a bedroom.

Level 5

19. Two standard guestrooms (N1 & O1) adjacent to the deck outside the guest elevator lobby on Level 5 will be converted into a Hospitality Suite consisting of a living area and a bedroom. The new hospitality suite will be provided with a new door out onto the existing deck.

20. As noted above, the existing Brother's Grille and associated commercial kitchen is being eliminated. This area is being converted to 3 Deluxe Suites. The new suites consist of a living area and a bedroom. A storefront door will be removed and replaced with fixed storefront, all other exterior elements in this area to remain as is.

21. The public restrooms and telephone area adjacent to the existing Brother's Grille will be eliminated and the space converted to Housekeeping Services.

Level 6

22. The 6th floor guestrooms located above Brother's Grille are being converted to Executive Suites. Four suites will be provided by combining 2 guestrooms each, these will be the result of combining guestroom types S&T, A18 & A15, U & A16, and V & A17. All suites consist of a living room and one bedroom.

Conference Center

23. The conference center will receive upgraded interior finishes, i.e. wall covering and carpet, and minor technology upgrades. No substantive change is planned for the exterior or interior partitioning of this space.

Front Entry / Elbert Lane

24. The existing planter at the main hotel entry will be eliminated and the entry turn around will be revised to accommodate the fire truck turn, define lanes of traffic and provide a delivery pull out clear of the fire department turn around. A new porte cochere and pedestrian canopy will be provided at the hotel entry and connection to the Conference Center.