GREENSFELDER

COMMERCIAL REAL ESTATE LLC

IRVINGTON DISTRICT LAND USE STUDY

CITY OF FREMONT

AUGUST 11, 2014

DEVELOPMENT AND CONSULTING

- RETAIL
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EXECUTIVE SUMMARY

Many of the study areas identified for review in this report do not operate independently from each other. Rather, with two exceptions, they work together and are better analyzed and discussed as parts of two distinct clusters: The Five Corners Cluster, and the Fremont/Grimmer Cluster.

Primarily due to lack of substantially sized undeveloped parcels, there is not a lot of opportunity for retail growth in the Irvington District. For this reason it is particularly important to encourage the systematic adaptive reuse of key existing projects.

The City has developed a number of land use policies addressing this limitation. These are articulated in its most recent General Plan update. Two of the most important policies are to support the adaptive reuse of older, less viable shopping centers to "prune" existing retail space and to provide opportunities for more intense development (Land Use Policy 2-4.6), and to rezone projects that justify such a conversion based on apparent vacancy or lack of investment (Economic Development Implementation 6-2.3B). The eventuality of an Irvington BART station will be accretive to economic development activities in the Irvington District, and to the Five Corners Cluster in particular, however, from a retail growth perspective, it should be viewed as a "plus" and not as a game-changing catalyst.

Our evaluation and analysis revealed that retail pruning in all but the Five Corners Cluster (including the projects located at the intersection of Fremont, Washington, and Bay), and that planned obsolescence in some study areas to prepare them for redevelopment is appropriate and will encourage retail in the Five Corners Cluster which is seen as the strongest of the areas analyzed.

Specifically, the summary recommendations for each area are as follows:

> **Five Corners Cluster Summary Recommendation**: This study area should be the focal point for retail intensification in the Irvington District. We encourage policies that promote the repositioning of underutilized properties, the development of new projects, and the relocation of the viable retailers from other study areas identified as good candidates for conversion to other uses. Furthermore, we encourage a variety of uses, well designed projects that naturally encourage active uses in ground floor spaces, and connectivity between projects and to a future BART station. These policies will help attract specialty retail (and other compatible non-retail uses) to this area, and will cement this cluster's role as the de-facto downtown for the Irvington District, and to a lesser degree for the Mission District.

Fremont/Grimmer Cluster Summary Recommendation: This cluster is well located in the Irvington District, but in comparison to the Five Corners Cluster does not lend itself to retail. We recommend that preserving some retail in key locations (eg. hard corners with good site characteristics) while allowing the balance of properties to evolve to higher and better uses (eg. non-retail commercial and residential) is appropriate, and could be beneficial to the Irvington District as a whole and the nearby Five Corners Cluster in particular. The Connolly Center is not as well located as other study areas and suffers from poor access, lack of reciprocal access with adjacent projects, and inadequate parking by suburban shopping center standards and in comparison with other nearby projects. Many of the Connolly Center tenants could be expected to relocate and operate successfully elsewhere. Specific analysis of the Connolly Center can be found on pages 31 and 44.

Non-clustered Study Areas Summary Recommendation: The non-clustered study areas are not good candidates to protect for retail development, particularly when compared with other study areas addressed in this report.

With respect to the entire Irvington District, Fremont's geographic location and today's economy, particularly the economy in Silicon Valley, make Fremont a good place for investment. When considering a substantial investment such as in a real estate [re]development project, the cost of the project is not the only consideration. The entitlement process and time to market are equally important considerations, sometimes more important ones than cost. In order for the less viable study areas to be redeveloped, a clear statement by both staff and Council will lessen uncertainty about the entitlement process and the time to market. Such a clear statement is therefore recommended as one of the most important elements of jump-starting this process.

BACKGROUND

Fremont is an affluent, mature suburban community originally designed with the automobile as the primary mode of transportation and with a bifurcated retail sector: Daily needs and some commodity categories perform well, while other categories perform poorly or not at all. Fremont is located in the southern portion of Alameda County, just north of Santa Clara County. The City is well served by road infrastructure, BART, AC Transit, and VTA. The City is close to both San Jose and Oakland airports, Cal State East Bay, and San Jose State University.

After several decades of rapid growth, the City has limited land to expand, but is in a prime geographic location with respect to the growing technology sector in Silicon Valley. Meanwhile, consumer preferences and retail formats have been changing. As a consequence of these factors, the City's opportunities for maintaining and expanding its economic activity will likely come from a mix of re-positioning, revitalizing, and redeveloping existing properties.

The City appears to have adequate commodity shopping alternatives (commodity and specialty retail defined later) within its borders. For example, Target, Safeway, Whole Foods, Raley's, Walgreen's, CVS, Wal-Mart, Lowe's, Home Depot, Costco, Babies/Toys R' Us, and DSW operate within the City's borders. The City also is home to many specialty retailers including Any Mountain, Old Navy, and many food and beverage establishments, however, the City does not have a distinct specialty retail district, the specialty offerings being dispersed throughout the City. None of the well-known Bay Area specialty retail districts such as Santana Row in San Jose or 4th Street in Berkeley are located within a 15-minute drive of the City. While there are some stores in The Great Mall that fall into the definition of specialty retail (eg. Abercrombie, Bose, Forever 21, Hollister, Saks Outlet), the Great Mall lacks the sense of place and amenities that would lead it to be considered a specialty retail destination.

Retail barriers to entry such as lack of available land to build new retail projects (except on the outskirts of Fremont), and geologic barriers such as the East Bay Hills to the east and San Francisco Bay to the west will put constraints on the trade area that might be served by a given retail project. Taking these barriers and competitive factors into account, careful consideration should be given to the planning and redevelopment or repositioning of existing retail projects, and to how retail might be added to existing or new mixed-use projects. Consideration should also be given to whether a retail development or retail component of a mixed-use development should be designed and positioned as a "commodity" or a "specialty" project.

With respect to retail, the Irvington District generally mimics the description of the City. There are daily needs commodity retailers, and no notable specialty retail district. The retail nodes in the Irvington District are generally non-distinct and tend to be underdeveloped when a gap analysis and population density are taken into consideration. Certainly, some of the retail sites in the Irvington District could be converted to other uses without detriment to the community, and perhaps such a conversion would help spur others to become more robust.

The City of Fremont received a preliminary review application from Warmington Residential to convert two properties totaling 3.7 acres in the City's Irvington District from General Commercial to Medium Density Residential. Warmington Residential submitted an economic analysis that was discussed in a January 14, 2014 staff report and which supports the conversion of the two commercial properties to residential use. The current General Plan would allow a commercial or mixed-use (commercial/residential) project on the two subject properties but not a solely residential project. Staff brought the project to the Planning Commission and the City Council seeking preliminary support, and the City Council directed staff to prepare an additional study analyzing the broader context of a proposed conversion in relation to the larger Irvington commercial service area. The core question before the City Council is whether a redesignation from General Commercial to Medium-Density Residential is appropriate for the subject properties.

The General Plan includes the following policies that support converting the subject site, and potentially other sites, to residential uses:

> **Land Use Policy 2-4.6**: Support the adaptive reuse, renovation, or redevelopment of older shopping centers or commercial uses that are no longer viable due to changing market conditions, demographics, or retail trends. Such reuse or redevelopment should be planned to help sustain other retail centers in the City, provide opportunities for more intense housing and civic or group assembly uses while ensuring that residents continue to have convenient access to goods and services...recognize that some "pruning back" of existing retail space may be needed in Fremont.
>
> **Economic Development Implementation 6-2.3B**: Includes a plan for the City to conduct a comprehensive evaluation of underperforming retail centers and to support rezoning of such centers to other uses as appropriate, based upon evidence justifying the conversion, such as high vacancy rates, poor center sales, and/or lack of reinvestment.

The January 14, 2014 staff report states in part: "The Irvington Community Plan foresees opportunities for redevelopment of commercial properties with apartments and condominiums. Redesignating the two commercial properties for residential use would be consistent with the Irvington Community Plan."

The issues addressed in Land Use Policy 2-4.6, Economic Development Implementation 6-2.3B, and as just quoted from the staff report are issues many communities are trying to address. Even with the economy improving, the real estate market is improving only in certain sectors and geographic areas. Cities continue to struggle with vacancy rates. Complicating the analysis, there is an increasing tide of non-traditional (and non-sales tax generating) concepts anxious to fill vacant retail spaces. Many Cities grapple with whether to preserve commercial space (and sales tax-generating retail in particular), or to allow these commercial uses to evolve with market forces.

Land use conversion decisions need to be forward-looking, and consistent with a long-term vision for the municipality (in Fremont's case, as expressed in its General Plan and Land Use Policies). In addition, impacts on surrounding development, and infrastructure such as existing and planned transportation services need to be considered.

Looking forward, retail will change significantly over the next 20-plus years. Omnichannel retail (which refers to making the consumer experience across these multiple retail channels seamless and consistent), and internet retail are disrupting the "brick and mortar" retail model we have known for decades. More so-called big boxes will go dark. A trend among commodity retailers to differentiate their store types and to fit urban landscapes is already underway as can seen by many concepts such as Best Buy and Office Depot downsizing. More retailers will offer stores and products targeting growing ethnic groups, a trend that will almost certainly benefit Fremont. Finally, locally owned and temporary retail may be beginning to experience resurgence.

In Irvington's case, land use changes and integration of the anticipated BART station need to be considered in light of each other and with future growth in mind. The bottom line is to improve quality of life and livability of the community, to improve neighborhood welfare, and to enhance civic pride. The staff report goes on to say the following:

> In summary, various General Plan policies indicate that certain commercial sites may be appropriate for conversion from commercial to either mixed use or residential. In accordance with General Plan policies related to Community Character for Irvington and Fremont Boulevard, a future development would need to address the street while providing for transition between medium-density residential on the site and the adjacent single-family residential neighborhood. Through the transition from commercial to residential, live/work along the Fremont Boulevard frontage would provide an urban character without requiring commercial uses that may remain vacant.

This study will address this question.

HISTORY AND KEY RETAIL TERMINOLOGY

History

By way of background, a brief history of how retail has evolved over the past century will provide context for this Report and its findings. In the early 20th century, cars were a rarity. Most towns and cities had downtown districts that served as the community's commercial hub and were characterized by a massing of retail that evolved to serve the community's needs. Towns often had their own homegrown department stores that sold a wide variety of goods. The best known examples of these include Emporium and May Co. on the West Coast, Dayton's and Marshall Field in the Midwest, and Filene's and Macy's in the Northeast. These were department stores in the truest sense, having separate departments under one roof for a variety of goods including clothing and shoes, electronics, housewares, books and records, pets, home goods, and the like.

When retail was clustered in a downtown or town square environment, there was not a need for today's ubiquitous suburban shopping center. In contrast, by the 1950's, the automobile became commonplace, and started a trend towards suburbanization. The need for shopping centers was born. Over a period of time, these malls replaced downtown shopping districts in the increasingly decentralized urban landscape.

As the advent of shopping malls began to erode the downtown shopping district's market share, discounters began to erode the traditional department store's market share. Wal-Mart and K-Mart started nationwide expansions. Even traditional department store companies began to enter this world, perhaps the most notable example being Dayton-Hudson's Target division. At the same time, the suburban regional mall would often be anchored by department store chains that expanded their market share by focusing on suburbs.

The next step in the evolution away from traditional department stores was the advent of retailers who became more efficient by specializing in a particular "department." Clustered together in what have come to be known as power centers, these "big box" and "category killer" stores were more convenient, focused narrowly on one category, but offered a wide variety of merchandise within that category, developed supply and distribution advantages extending from their narrower focus, and offered everyday low prices. They also started killing off the departments in the department stores. In-turn, department stores increased their focus on soft goods, thereby limiting the overall variety of merchandise and giving the consumer fewer reasons to visit.

Like with many businesses, department store chains began to consolidate in order to increase scale, decrease expenses, and maintain competitiveness … or simply to avoid going out of business all together. By extension, the number and variety of regional mall anchor tenants contracted, and by the 1990's the contraction and consolidation trend of regional malls was in full swing. In some instances, even traditional department stores (Kohl's being one example) began to abandon malls and join the category killers in power centers. With fewer anchors, so-called "category killer" tenants finding each other in power centers, and the advent of the exurb (a district that lies beyond the suburbs, often inhabited by prosperous residents), fewer and fewer truly successful regional malls and even fewer downtown shopping districts remained.

Some department stores including Macy's, Sears, and JC Penney have evolved away from their all-things-under-one-roof model to more closely resemble commodity retailers. In other words, their product offerings are less distinguishable from what could be purchased in a variety of other places and through a variety of retail channels. Furthermore, with the exception of chains such as Nordstrom, Bloomingdale's, Neiman Marcus and the like, department stores have ceased to distinguish themselves for their service and environment.

With the homogenization of department stores has come the demise of many regional malls. While there are many high-performing malls such as Broadway Plaza in Walnut Creek or Valley Fair in San Jose, there are far more that, as retail has evolved to today's commodity versus specialty norm, have fallen by the wayside. [1]

Commodity and Specialty Retail

As downtown shopping districts and regional malls declined, and big box, category killer retailers proliferated, today's "commodity" versus "specialty" paradigm was born. [2] At its essence, today's environment is about convenience and price versus experience.

Commodity retail goods and services are those goods and services that are purchased and consumed on a regular basis from "primary" household funds, largely without emotional attachment by the consumer, and at retailers and retail shopping centers offering the consumer the combination of low price and convenience most suited to the consumer's needs at a particular moment. Examples of commodity retailers include local convenience stores to drug stores, grocery stores, discounters and warehouse stores. A "commodity shopping center's" primary purpose is the aggregation of a number of commodity retailers in one location, allowing for convenient cross-shopping. While habits may be developed over time (eg. shopping at the same grocery store), consumers tend to view these retailers as interchangeable and do not have a strong connection to a commodity retailer's brand or to a commodity shopping venue. For the most part, internet shopping is an option most consistent with purchasing commodity goods and services (see more in the discussion of omnichannel retail below).

Specialty retail goods and services, by contrast, are those goods and services that are purchased on an optional basis by consumers using "discretionary funds" (ie. funds not designated for basics like rent, food, and transportation), and selected and often consumed during "free" or "discretionary" time (ie. when not working or tending to daily responsibilities). Successful specialty shopping venues deliver a unique and attractive combination of tenant mix and environment (ie. a sense of place), often reflecting the character of consumers in the market or trade area in which they operate. Equally as important, these specialty shopping areas lend themselves to extended consumer stays. An emotional "feeling" or "pleasure" derived from the overall shopping "experience" is an important part of the consumer's point of reference. Successful specialty shopping venues, regardless of format, deliver a unique combination of "product" (ie. shops) and "place" (ie. physical and conceptual environment), unique and attractive to the consumer within the market or trade area in question.


The term "comparison goods," which are goods that consumers do not purchase on a frequent basis (ie. daily or weekly), and are more likely to cause consumers to compare price, quality, and features than everyday items is often used interchangeably with "commodity" goods. Shoppers are often willing to travel a greater distance to patronize destination retailers. Commodity and specialty retailers, and shopping districts and malls can fit the definition of "destination" retail. The distinction lies in the intent or desire to spend more time shopping to better understand the product or choice of products as opposed to specialty retail, which is specifically limited to instances where the shopping experience and environment are key, and quite likely involve an entertainment or dining component. The distinction may also be nuanced: For example, in the case of Whole Foods, the Apple Store, or Bass Pro sporting goods, each sells commodities, however, the product and brand positioning, merchandising strategies, and environment or "theater" are specialty in nature.

Active and Inactive Uses

Another important way to think about retail is in terms of active and inactive uses. "Active uses" refers to situations where shoppers or pedestrians interact with built spaces even if they don't go inside to buy a good or service. Examples would include specialty retailers, restaurants, some grocery or drug stores, and even a karate studio, art gallery, or real estate agency.

By contrast "inactive uses" refer to situations where the flow of a retail district is broken so there is a significant gap or in some other manner so that pedestrians don't interact with the built environment. Even active uses with limited hours may become inactive uses when they close and become "dark" during non-business hours. Examples include offices, medical facilities, auto repair, big box stores without outward-facing interactive displays (e.g. Costco, some supermarkets and drug stores, some big-box retailers). Inactive uses can also be created through poor design.



Gravity Side of the Trade Area

The "gravity side of the trade area" is defined as the general direction in the trade area from which residents and daytime workers enter the trade area and to which they travel in order to leave the area. From an operational definition perspective, the greatest concentration of retail goods and services in Fremont are located along I-880 and at the corner of Mowry and Fremont Boulevards. This means that the "gravity side" of the Irvington District trade area can generally be defined as the area to the north at Mowry and Fremont, and towards I-880. It should be noted that workers traveling to Downtown Fremont via I-680 often travel through the Irvington District.

Omnichannel Retail

Retail is now conducted through many channels (eg. traditional stores, catalogs, on-line, via mobile devices, television, etc.). Omnichannel retail refers to the trend where the consumer experience across these multiple retail channels is made seamless and consistent.

Omnichannel consumers frequently use more than one channel simultaneously. For example, a consumer might do research using a price check app or looking up product reviews while looking at a product in a traditional retail store. Likewise, omnichannel retailers will track customers across the various channels they utilize (catalog and on-line shopping, or on-line and mobile shopping for example) increasing sale opportunities and more precisely targeting marketing. Social media provides an opportunity to build relationships with consumers by constructing a detailed customer profile and capitalizing on merchandising and advertising initiatives.

"Simply put, it's the notion that consumers use more than one channel (web, catalog, mobile, store) to make a purchase. The idea reflects the fact that consumers don't see channels, they seek solutions: either a retailer satisfies a need or it doesn't. Increasingly, consumers use the digital channels to make a purchase decision even if that purchase is ultimately completed in a store." [3]

Omnichannel strategies work differently for commodity as opposed to specialty retailers. For example, multiple retail channels might be used by a consumer to research and assist in purchasing a particular commodity like a television, or to push out or target a promotion. By contrast, a specialty retailer might use omnichannel strategies to drive customer traffic to a brick-and-mortar store, restaurant, or shopping district. Applicable to both commodity and specialty retailers, the availability and use of multiple retail channels allow consumers to be better informed. A byproduct of this better educated consumer is retail salespeople's product and competitor knowledge must match this better-informed consumer.

Lifestyle and Hybrid Centers

With respect to so-called lifestyle and hybrid commodity-specialty projects, Urban Land Institute's Professional Real Estate Development manual states: "Early lifestyle centers successfully combined desirable retail shops with appealing architecture and a variety of outdoor settings spawning the lifestyle center. […] These early centers were, in part driven by a trend in which small specialty retailers faced a shortage of high quality specialty retail space at the same moment that regional mall failures were accelerating. The dominant new commodity retail and shopping center formats had, in fact, left small store specialty retailers with few reliable anchors, and developers with no clearly defined shopping center template to replicate, spawning the ill-defined and somewhat chaotic lifestyle center concept." As lifestyle projects proliferated, more and more frequently, they failed to incorporate a well-designed sense of place, the absence of which had helped hasten the demise of many malls.

The same text notes that hybrid commodity-specialty projects "…are generally a risky option for a shopping center developer because the elements of price and convenience that underlie optimal commodity shopping center development generally weaken the elements of better product and place-making essential to well-executed specialty retail centers. Likewise, the higher costs and place-making principles central to specialty retail degrade the price/convenience equation essential to commodity retailers." [4]

Challenges Incorporating Retail into Mixed-use Projects

Encouraging mixed-use projects is part of a larger trend of encouraging increased density. With respect to retail, this trend has challenges with both positive and negative implications. For example, in a suburban, auto-oriented environment that is just starting to experience the market and economic changes that make increased densities economically viable to pursue, incorporating all the facilities needed to successfully operate retail space (eg. parking, vertical transportation systems, loading including accommodating truck turning movements, trash and recycling areas, utilities, mechanical and venting systems, etc.) can be especially difficult for a developer to consider in a pro-forma. Furthermore, when retail uses are daily-needs or convenience-oriented uses, there are implications when designing space that does not compete with the visibility, parking, and access attributes enjoyed by existing projects that were designed primarily with automobiles and convenience in mind.

Often a newer mixed-use project is more expensive to build. Even when the location might be superior to alternative development sites or existing projects, it can still be difficult to attract quality retailers because of the facility compromises the retailer might need to make as compared with alternatives. At times a unique or highly sought after tenant might enable a project to overcome this issue, however, this is "the exception more than the rule."

Mixed-use projects can be designed with residential over commercial space, or adjacent to commercial space. Often it is easier and more cost effective to design horizontally integrated mixed-use projects where the intent is to house retail. As the City decides to rezone property, consideration should be given to if and how much retail is desired in higher density buildings, how the location fits into the larger retail pruning strategy, and how to accommodate desired uses while minimizing the implications of a more challenging facility for the retail end-user. For some retailers, there will be no overcoming certain mixed-use design issues.

Discussion

Complete neighborhoods include a robust commercial core. Where retail is dispersed throughout a neighborhood, or where a [longer] car trip is necessary to obtain daily needs items (food, consumables, medicine, etc.), residents, neighborhood character, and the environment are all disadvantaged. By adopting Land Use Policy 2-4.6, the City of Fremont has stated its objective to strengthen neighborhoods by focusing retail into the most robust and defensible nodes, and to let others evolve to other uses as market forces dictate.

A great deal of focus has been placed on using retail to activate streets, and in particular requiring retail on the ground floor of higher density projects. Certainly, there are more ways to activate streets than the use of retail. Requiring retail in locations where the fundamental, basic site attributes that make retail successful do not exist is destined to backfire. Furthermore, policies that promote building more retail than demand would dictate are commonplace, and if employed in Fremont would be contrary to the City's stated goals. Mixed-use projects can help promote vitality and even define a neighborhood. For example, they can facilitate an area transforming from a traditional suburban area to a town center. They can help promote pedestrian, business, and residential activity across more hours of the day resulting in sustainable economic development. These projects, however, need to be well designed, so the challenges designing mixed-use development need to be considered. Often these challenges are easier to overcome on larger sites than on smaller infill sites.

Active uses, well-articulated buildings, and a varied streetscape that incorporates features such as parks or parklets with commercial or residential uses are all strategies for having lively streets. As a rule, inactive uses can be incorporated with active ones so long as they do not create excessive voids that break the flow as one travels down a street. Clustering non-active uses in non-prominent locations or at one end of a commercial district can help minimize breaking this flow.

Complicating the analysis of how to incorporate non-active uses, there is an increasing tide of non-traditional (and non-sales tax generating) concepts anxious to fill vacant retail spaces. An excellent example is the trend of ambulatory care and specialty medical facilities locating in space traditionally occupied by retail uses. As Fremont grapples with deciding if and how to preserve commercial space (and sales tax-generating retail in particular), how to promote the right balance of retail pruning, or allowing commercial uses to evolve towards the non-traditional, considering how non-active uses will impact the retail nodes it encourages protecting will be a key question.

IRVINGTON DISTRICT RESEARCH AND ANALYSIS

Demographics

The City of Fremont is the fourth largest City in the San Francisco Bay Area. Following is a summary of key demographic attributes for both the City of Fremont and a one-mile radius surrounding the intersection of Fremont Boulevard and Bay Street. The full Nielsen report is in Exhibit A.

Category	City of Fremont	Fremont/Bay 1-mile radius
Population	224,642	26,960
Growth 2010-2014	4.93%	5.44%
Median Age	37.9 years	37.1 years
White	29.89%	32.77%
Asian	52.89%	46.92%
Percent of Total Asian Pop.		
Chinese ancestry	32.62%	34.83%
Indian ancestry	34.00%	24.95%
Average Household Income	$116,666	$99,421
Median Household Income	$94,336	$79,658
White/Blue Collar	74.92%/13.13%	66.31%/17.74%
Owner/Renter Occupied	62.24%/37.76%	55.25%/44.75%
Average Travel Time to Work	32.66 min	30.40 min

The Irvington District has a higher growth rate, lower incomes, somewhat less skilled workforce, and higher incidence of renters than the City as a whole.

ABAG/MTC projections indicate housing units in Fremont are expected to grow from 73,990 to 91,610 between 2010 and 2040, a 24% increase. The Irvington District is expected to grow from 7,280 to 10,260 units or 41% over the same period. At 3.06 persons per household, that equates to over 12,000 new residents between now and 2040.

Fremont has a strong, diverse economic base. Employers with over 1,000 employees include the Fremont Unified School District, Washington Hospital, Lam Research Corp, Tesla, Western Digital, Boston Scientific, and Seagate Magnetics. ABAG has made the following job projections:

	2010	2040	Difference
City of Fremont	89,900	119,870	29,970/33.3%
Irvington District	5,460	5,640	180/3.3%

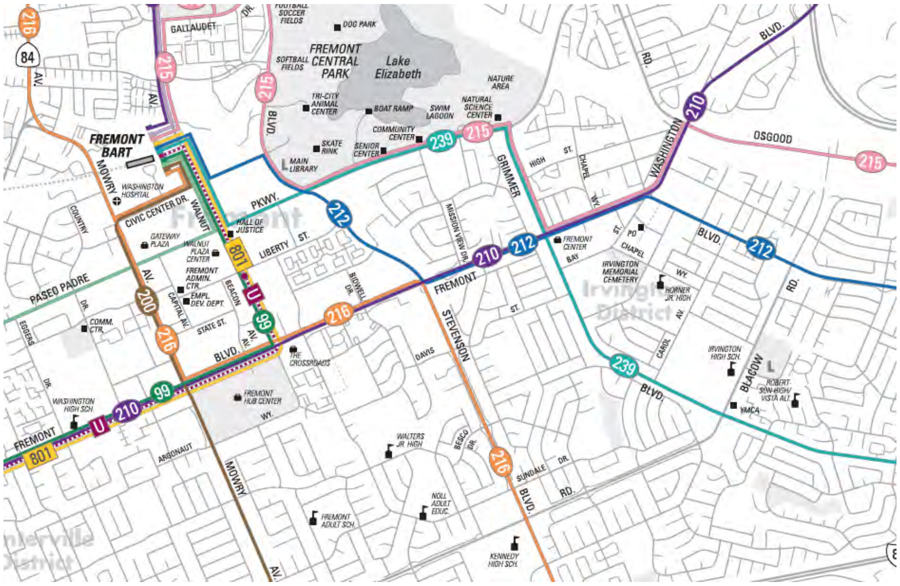
While not a part of the scope of work for this study, we felt that a gap analysis evaluating what retail sectors are over or under served would inform the discussion about whether to convert any of the study areas from retail to residential or mixed uses. The gap analysis is contained in Exhibit B. In sum, there are very few categories where the City of Fremont has an excess of retail in a given category, and even fewer where there is a surplus within a one or two-mile radius of the Irvington District. One notable exception is electronics and appliances, likely due to Fry's. With respect to demand, there is an oversupply of drug stores and pharmacies for the City, however, there is an undersupply for the Irvington District proper.

These findings are arbitrary in nature as they do not take into account traffic patterns, or other established areas to which residents of the Irvington District are in the habit of traveling to meet their shopping needs. They do, however, give insight into the demand created by local residents as this demand relates to the business outlets presently operating in the Irvington District. This demand does inform the discussion about whether retail should be converted to other uses, and, if so, to what extent. Also, thinking about the categories that represent commodity as opposed to specialty retail further refines the discussion.

For the Irvington District, there are several categories where there are not enough retail outlets to support demand created by the population living within a one or two-mile radius of the intersection of Fremont and Bay. Commodity categories of note include food retailers (as distinguished from food service establishments), pharmacies and drug stores, sporting goods and hobbies, office supplies, and general merchandise. Specialty categories include food service and drinking places, clothing retailers, jewelry stores, that portion of food and beverage retailers which sells specialty products, and that portion of hobby stores catering to specialized hobbyists as distinguished from stores selling widely available materials.

Transportation

The Irvington District is served by four AC Transit lines, three of which connect with the Fremont BART station. Connections can be made to VTA lines 120, 140, 180, and 181 at Fremont BART.



The Fremont/Grimmer and Five Corners clusters (details below) are each served by multiple lines while the Blacow/Grimmer and the Blacow/Fremont study areas are each served by one. The Warm Springs BART extension bisects the Irvington District, and an optional but as of yet unfunded station may be built at the intersection of Washington and Osgood, approximately one block away from Irvington Plaza.

Residential and Commercial (Retail) Real Estate Trends

Following is a recap of trends that inform the retail and apartment markets of which Fremont is a part. This information has been gathered from a variety of sources, each of which is identified in the narrative below.

Cassidy Turley's San Francisco Bay Area Commercial Real Estate 2014 Forecast contains the following predictions: "The East Bay shopping center marketplace entered 2013 with a vacancy rate of 6.3%, but had closed Q3 2013 at just 5.6%. While this doesn't sound like a momentous shift, it does represent net absorption in excess of 481,000 square feet of space during that time—easily making it the region's leader in terms of occupancy growth. We anticipate that Q4 tallies will boost that number to nearly 600,000 square feet—the largest amount we have tracked in a decade and that the East Bay will close 2013 with a vacancy rate of roughly 5.4%. Though retailer demand has been hottest on the other side of the Bay, it has still been extremely robust in the East Bay. The difference has been that in the East Bay these requirements have had somewhere to land. The East Bay added over 67,000 square feet of new space through the first nine months of the year."

Terranomics' East Bay 4th Quarter 2013 Retail Report states that vacancy is back to pre-recession levels. "As of the close of Q4 2013, shopping center vacancy in the East Bay stood at 5.7%. This reflects a decline from the 5.9% rate that was in place three months ago and occupancy growth in excess of 242,000 square feet during that period. One year ago local vacancy stood at 6.3%. In the intervening twelve months, the East Bay has seen occupancy increase by over 619,000 square feet. The last time that vacancy levels here were this low was in Q4 2008 when the impact of the near financial collapse of September 2008 and the Great Recession were just starting to work their way through the marketplace. Absorption in 2013 was driven largely by new construction, especially over the second half of the year. We saw over 292,000 square feet of new deliveries in 2013, most of which included new shopping centers that were 80% occupied (or more) upon delivery with nearly all reporting brisk lease-up times for space that was unaccounted for upon completion of construction. Retailer demand for new Class A and superior Class B product remains white hot."

Terranomics South Bay 4th Quarter 2013 Retail Report notes that at the end of 2013, shopping center vacancy in Santa Clara County stood at just 5.8%. "This is down from a reading of 6.1% three months ago and reflects the sixth consecutive quarter of occupancy growth in the region. The market posted 151,000 square feet of positive net absorption in Q4, bringing annual totals to just under 571,000 square feet. One year ago local vacancy stood at 6.7%. All submarkets in Santa Clara County have seen vacancy levels decline over the past year with the exception of the Santa Clara and Palo Alto/Mountain View/Los Altos trade areas. Santa Clara vacancy edged up from 6.8% to 7.6% in the past year thanks to some minor space givebacks (-18,000 square feet) in 2013. Meanwhile, the Palo Alto/Mountain View/Los Altos submarket saw vacancy climb from 2.8% to 5.2% in 2013 due to 166,000 square feet of new deliveries. It still remains one of the tightest markets in the County and with demand for new space at a premium, we anticipate that most—if not all—of the recently added product will be absorbed quickly heading into 2014. 2013's total occupancy growth of 571,000 square feet compares to 187,000 square feet of growth last year and is the largest total that the market has recorded since 2008. The difference has been that 2013 also has seen the largest levels of new construction since the recession with 261,000 square feet of new deliveries."

On the apartment front, Fremont is part of the Silicon Valley high tech economy. For this reason, South Bay apartment research has been uses in contrast to the retail reports that use East Bay as the comparative market. Hendricks Berkadia 2013 year end South Bay apartment data provides a good summary for the competitive environment. Hendricks Berkadia reported in its 2013 South Bay year end report that "hiring subsided last year compared to robust employment expansion of 3.9% during 2012, as San Jose-area businesses added 22,800 workers, a gain of 2.5%. Job losses were limited to the government sector where 600 jobs were eliminated, a reduction of 0.6%. White-collar employment provided an outsized boost to the economy. The professional and business services businesses hired more than 4,200 workers last year. In the information industry, 2,100 positions were created. More than 2,100 workers were hired in the educational and health services sector. Additionally, the construction and trade, transportation and utilities industries contributed 9,600 new jobs, supporting Class B/C rental demand. Leasing activity reignited in 2013 as 3,610 apartments were absorbed. In comparison, operators noted net absorption of 480 units in the preceding year, the lowest total since 2009 when there were 440 newly occupied units and 50,800 workers were cut. Development efforts rebounded measurably last year. Builders added 3,070 units to San Jose inventory in 2013 following 1,500 market-rate units in the prior 12-month period. Completions were particularly elevated in the Northeast San Jose submarket where nearly 2,000 units were added to stock. Permits for 5,080 multifamily units were issued last year, a 26.1% year-over-year increase, but well below the 94.5% acceleration during the previous one-year span."

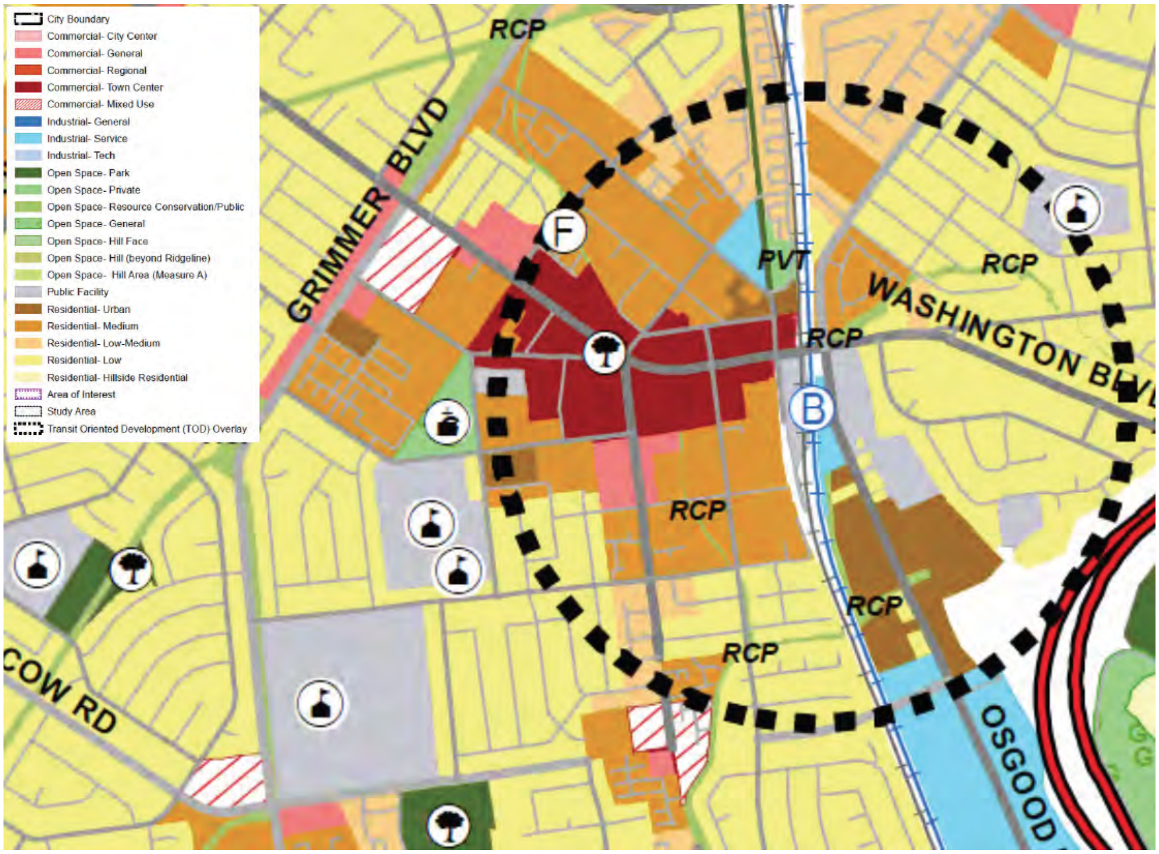
Marcus & Millichap issued the following East Bay Retail Report for the 2nd quarter of 2014: "Retail operations in the East Bay will be within reach of pre-recession levels in the next 24 months as the economic recovery proceeds. Vacancy has tightened by more than 200 basis points from the recessionary high and will finish the year in the low-4 percent range. Many retailers are following workers opting to seek housing in the East Bay near transit stops. Average apartment rents are 35 percent lower than in the city and 20 percent below effective rents in San Jose. The lower rent equates to an average annual savings of $10,000, which entices residents to commute and generates additional discretionary income. Retailers are attempting to capture some of these dollars by aggressively moving into dark space near BART stations or along major thoroughfares. In outlying communities, a resurgent housing market is also beginning to pay dividends for retail property owners. As home prices and sales in east Contra Costa County strengthen, population-serving retailers will move into the once-distressed communities."

Marcus & Millichap issued the following South Bay Apartment Report for the 2nd quarter of 2014: "The mobile technology boom is creating thousands of jobs across the South Bay and generating demand for high-end apartments from newly employed residents. Although overall employment will fall short of the dot-com boom for the next couple of years, the health of most of the current technology firms is significantly better, which should provide this boom with greater staying power. The resultant increase in jobs and wages is fueling demand for housing across the market. In fact, the median household income has jumped nearly 20 percent since the end of 2011, bucking a national trend in which household income growth has been slow to gain traction. Despite higher incomes, elevated home prices are pushing most new arrivals to the area into apartments. Developers have responded to the rise in demand, though a noteworthy impact from new construction on operating conditions will not be felt for several more quarters. As a result, vacancy will remain tight this year and rent growth will outpace inflation. Next year, new development and renter fatigue could begin to play a larger role in the apartment market."

To complete the picture for Fremont's apartment market, we are including Marcus & Millichap's research contained in its East Bay Apartment Report for the 2nd quarter of 2014: "The East Bay apartment market will perform well this year as demand remains high while development activity is limited to select, desirable areas. After a surge in effective rents in San Francisco and the South Bay, apartment tenants sought the relatively affordable apartments near Oakland transit stops. As a result, vacancy has declined to a very low level, enabling local operators to be aggressive with rent hikes. In fact, the East Bay has posted the largest increase in effective rents in the country over the past 12 months, followed by San Jose. While demand drivers are all positive, the threat of new construction remains limited. Developers are focusing their attention on San Francisco and San Jose, where local municipalities have relaxed opposition to construction and elevated rents support high construction costs. When the pipeline in those cities begins to run dry, builders may refocus on the East Bay, particularly the Tri-Valley area. In the meantime, construction and vacancy will remain low, facilitating strong revenue growth. Specifically, Fremont experienced a 1.9% vacancy rate, down from 2.1% a year earlier. Average monthly rents were $1,843, up 13.4% from a year earlier."

Irvington Land Use Designations

Following is the current City of Fremont General Plan land use diagram for the Irvington District (updated in 2011):



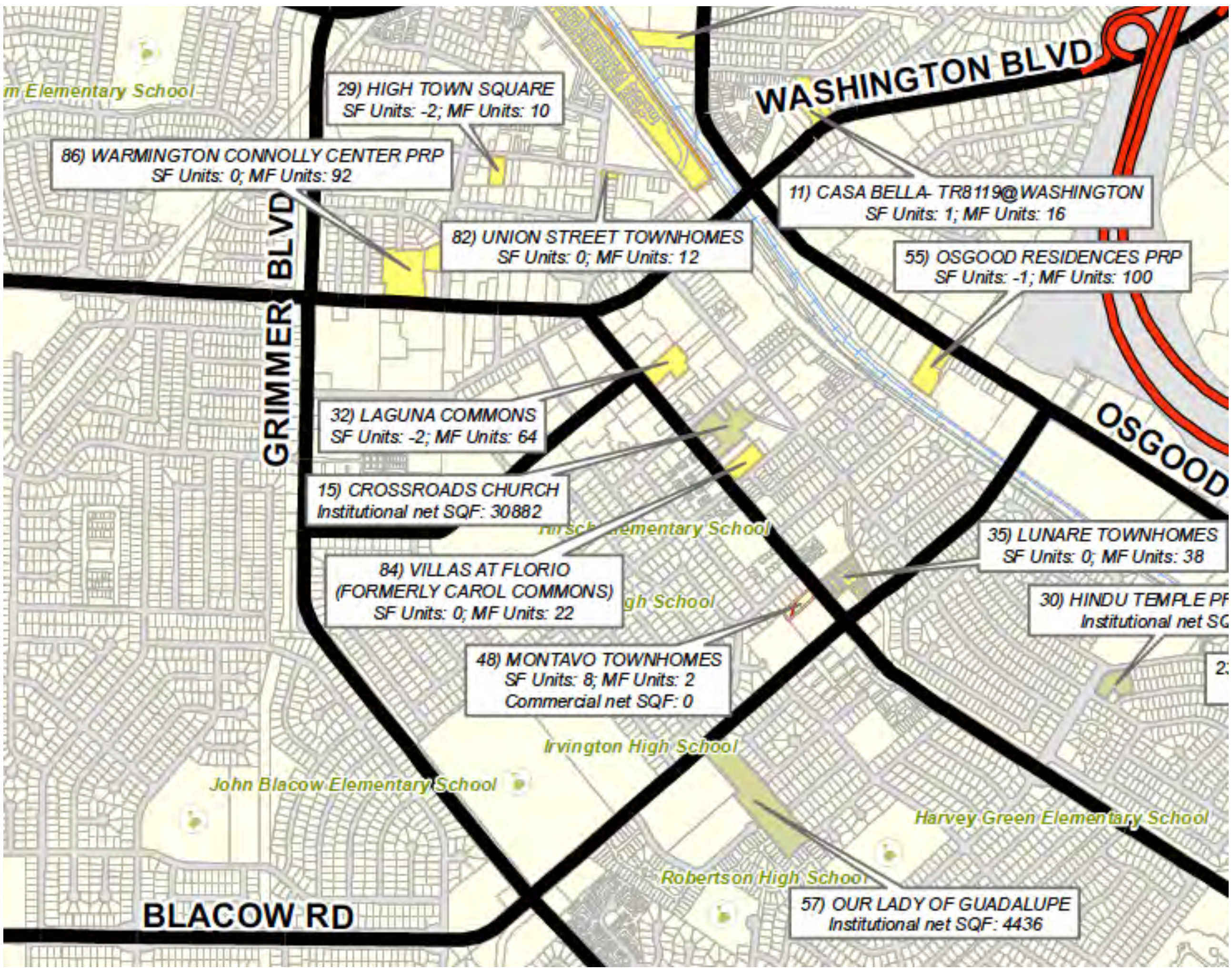
As can be seen on this map, the Five Corners cluster is designated as Commercial – Town Center while the Fremont/Grimmer cluster is designated a combination of Commercial – General and Commercial – Mixed-use. Meadow Square and Fremont and Blacow are both designated Commercial – Mixed Use. These designations allow for the wide variety of retail uses as follows:

> **Commercial Town Center** designated areas are intended to be pedestrian-oriented with an attractive and distinct identity, along with amenities such as small parks, public art, and plazas that creates a Main Street ambiance. In some centers, such as Niles and Mission San Jose, identity is already well established through the building fabric and streetscape. In others, such as Warm Springs, identity will need to be shaped by future planning decisions. Typical uses in Town Centers include local services, retail, eating and drinking establishments, civic facilities, housing, and mixed-use development.
>
> **Commercial General** designations generally correspond to neighborhood retail uses, office uses, and service commercial uses. Typical retail commercial uses might include supermarkets, drug stores, restaurants, and miscellaneous small local-serving stores and services. Typical office commercial uses might include banks, finance, real estate, medical and dental offices, and professional services. Typical service commercial uses

might include hotels, gas stations, fast food restaurants, used car sales, and minor auto repair businesses.

Commercial Mixed-use designated properties can be used for a range of commercial uses such as retail, restaurants, personal services and offices. Housing is permitted but not required; however, a substantially higher FAR is applied to incentivize mixed-use development on these properties.

Following is the most recent development activity map for the Irvington District:



City of Fremont Land Use Policies

The General Plan articulates "town center goals" best summarized in Policy 4-1.3, Centers: Develop Fremont's City Center and five Town Centers as focal points and destinations for the neighborhoods around them. Centers provide focal points for the City and its neighborhoods. Each of these areas should be a memorable place, imparting a positive impression shaped by high-quality architecture, dynamic and thoughtfully designed public spaces, and a street environment that is comfortable and welcoming to pedestrians…. Fremont also has a variety of neighborhood and regional shopping centers that have developed to serve its growing population. These auto-oriented shopping areas are typically located along major thoroughfares, with a design emphasis on vehicle access and visibility. Most are comprised of single-story multi-tenant buildings surrounded by large parking lots. Fremont's regional shopping centers are fewer in number but larger in scale. As Fremont matures, some of its neighborhood centers may transition to new uses. Others may retain their retail function but will become more pedestrian-oriented places, with better linkages to the residential areas around them. High-quality urban and architectural design will be required, with an emphasis on making centers more compact and walkable. City streetscape improvements will help reinforce and facilitate this transformation.

The City's General Plan also states: The General Plan Map assigns a Mixed Use designation to the shopping centers at Stevenson and Blacow, Grimmer and Blacow, Fremont Boulevard at Blacow, and Fremont Boulevard at Grimmer. This designation provides the flexibility for these centers to stay retail or transition to mixed use. Those centers that remain may need to adapt to emerging shopping trends and changing demographics. In some cases, this could mean replacement or major rehabilitation of existing structures. Shopping centers that are replaced by new uses are encouraged to become a mix of housing and retail uses. Retaining some local-serving retail and service uses as part of the mixed-use projects would be in the best interest of the neighborhood's long-term sustainability. At the same time, the amount of new retail space should be fairly small in these centers in order to foster the success of the Town Centers, City Center, and other established shopping districts.

As discussed, there are several land use policies articulated in the General Plan that are specifically applicable to this study, including those that address converting some retail sites to residential uses or mixed-use:

> **Land Use Policy 2-1.8**: Encourage mixed-use development combining residential and commercial uses in transit-oriented development areas and also in selected commercial areas as indicated on the General Plan Land Use Map. Mixed-use is encouraged in these areas to increase vitality and activity, provide housing opportunities, and advance sustainable development principles.
>
> In the context of the General Plan, "mixed use" refers to housing with commercial uses, rather than office/retail, industrial / office, or other combinations of uses. There are two principal forms of mixed use. "Vertical" mixed-use refers to multi-story projects where residential uses are located above ground floor commercial space. "Horizontal" mixed-use usually refers to projects where commercial and residential uses occupy the same

site, but in different buildings.

Land Use Policy 2-4.6: Support the adaptive reuse, renovation, or redevelopment of older shopping centers or commercial uses that are no longer viable due to changing market conditions, demographics, or retail trends. Such reuse or redevelopment should be planned to help sustain other retail centers in the City, provide opportunities for more intense housing and civic or group assembly uses while ensuring that residents continue to have convenient access to goods and services...recognize that some "pruning back" of existing retail space may be needed in Fremont.

Economic Development Implementation 6-2.3B: Includes a plan for the City to conduct a comprehensive evaluation of underperforming retail centers and to support rezoning of such centers to other uses as appropriate, based upon evidence justifying the conversion, such as high vacancy rates, poor center sales, and/or lack of reinvestment.

At first glance, Land Use Policy 2-1.8 and Economic Development Implementation 6-2.3B appear to be at odds, however, this conflict is not necessarily the case: The Economic Development Implementation goal merely is a statement of the City's intention to evaluate for rezoning properties that appear under utilized. By contrast, the Land Use Policy states the City's general intent to encourage mixed-use development to promote active, vital neighborhoods. For example, in more isolated areas such as the corner of Blacow and Grimmer, maintaining some general retail could easily be accomplished: If this study area were to be rezoned pursuant to 6-2.3B, it could be redeveloped as horizontal mixed-use project with general retail (eg. Walgreen's) retained on site with the majority of the study area becoming residential.

2005 Irvington Concept Plan

In 2005, DC&E led a team that drafted a Concept Plan for the Irvington District. This plan has since been incorporated into the most current Fremont General Plan. With the exception of some infrastructure projects such as the Washington Street grade separation and streetscape work, the then existing conditions outlined in that report are startlingly similar to today's conditions: Little has changed over the past decade in the Irvington District.

The City's General Plan notes that the Irvington Concept Plan included recommendations for the segment of Fremont Boulevard extending from Five Corners south to Carol Avenue. The future of Fremont Boulevard is particularly important to Irvington. It is both the northern and southern gateway into the Town Center. It is the primary arterial connecting Irvington to Central Fremont and Warm Springs and it is the area's major commercial thoroughfare.

Some of the Concept Plan's other key findings include:

- Most retail space in the Concept Plan Area serves primarily the local area, and does not attract users from outside Irvington.
- Drugstore sales in Irvington are not as high as they could be. Irvington could potentially support a full-size chain drugstore.
- Although there is little or no unmet demand for a typical large supermarket, there may be some potential for a smaller, specialty grocery store.
- Restaurants are a strong existing sector and currently attract sales from both inside and outside the Trade Area. If Irvington's strong restaurant base represents a "cluster" that would attract other operators, Irvington could possibly attract additional restaurant establishments.
- Local-serving and multi-cultural retailers are recommended Irvington tenants.

This report is not tasked with creating a supply-demand analysis for housing, however, there is no reason to believe based on limited market research, the gap analyses contained herein, and the analysis of current demographics as compared with those from 2005 that the following findings from the 2005 report are not still applicable:

- On average, single-family homes in the Trade Area are smaller and less expensive than single-family homes sold Citywide.
- The Concept Plan Area has a population that is younger than other parts of Fremont and more likely to live in renter households.
- The Trade Area contains a more affluent population than the Concept Plan Area, with larger households that are more likely to become homeowners.
- Rental units were at very high occupancy.

The report cited the five-corner intersection of Fremont and Washington as the heart of the Irvington District. The Concept Plan called for a walkable neighborhood with shopping and dining opportunities available to both local residents and the larger community, new commercial development including unique shops and restaurants offering a range of choices to residents of the district, the City of Fremont and the region, and integrating the new BART station into Irvington's overall fabric so as to be a positive influence on new development. The report developed twelve goals, and the following are particularly applicable to the subject of this report:

- **GOAL 2**: Improve the overall appearance of the neighborhood and commercial district.

  Comment: Some work has already been done. The appearance will improve, and at least to some degree, a "tide lifting all boats" can be expected as key parcels are redeveloped.

- **GOAL 3**: Protect and enhance Irvington as one of Fremont's key commercial centers.

Comment: It would serve both the City's goals and Irvington District for this goal to be enhanced to specify where exactly in the Irvington District the commercial center should be located.

- **GOAL 4**: Encourage revitalization of underutilized parcels and buildings.

  Comment: This goal, identifying commercial parcels ripe for redevelopment as residential or mixed-use projects, is the primary focus of this report.

- **GOAL 5**: Attract unique shopping, dining and neighborhood services to Irvington.

  Comment: The District is lacking a specialty retail focal point (see commodity vs. specialty retail discussion above). The Fremont-Washington intersection is the retail focal point in the District, however, it is generally developed with typical suburban-style retail shopping centers and a few interesting street front historical buildings. Some redevelopment of these older projects to provide a more pleasant and pedestrian-friendly environment is a likely pre-cursor to starting to achieve this goal.

- **GOAL 7**: Minimize the impact of vehicular through-traffic to the degree feasible while meeting circulation needs.

  Comment: Fremont remains an essentially suburban environment designed for automobiles as the primary mode of transportation. The Fremont-Washington intersection benefits from higher traffic counts as compared with other intersections. Minimizing traffic will likely hurt this area, so care should be taken not to undermine desired redevelopment by discouraging auto traffic. Rather, implementing traffic calming strategies with the aim of balancing accommodating today's traffic and tomorrow's anticipated traffic volume with encouraging a "downtown" environment should be considered. For example, limiting speeds in and around the District, implementing 60-degree street parking, and creating more and easier pedestrian crossings could benefit the area in and around the Fremont-Washington intersection in general.

- **GOAL 9**: Develop parking facilities that meet commercial and residential needs.

  Comment: In addition to the comments made to Goal 7, focusing on aggregating parking into areas that benefit the area in and around the Fremont-Washington intersection, that have easy ingress and egress, and that benefit from improved way-finding signage will be helpful. The best and most efficient option would be for already existing parking fields at Monument Center and Irvington Plaza to be used by the entire area in and around the Fremont-Washington intersection (we note that these are private property, and shared parking agreements would have to be negotiated and implemented).

- **GOAL 11**: Integrate a future BART station and accompanying residential and commercial development into Irvington.

  Comment: The BART station is not funded as of the date of this report. Impacts on the Irvington District are discussed below.

- **GOAL 12**: Add housing to central Irvington in a way that respects Irvington's role as one of Fremont's important commercial cores.

  Comment: Like Goal 4, this Goal is the central focus of this report.

The Concept Plan goes on to discuss development concepts for several of the sites studied as part of this report, as well as design guidelines and plan implementation. Developing and commenting on conceptual redevelopment plans, design guidelines, and plan implementation is not the focus of this effort, so, with one exception, commentary will be limited to study areas where active redevelopment proposals have been made. The exception is that the Concept Plan calls for a Business Improvement District to be established, and we believe that such a district would be beneficial both today, and, regardless of how quickly or slowly, as redevelopment progresses.

IRVINGTON DISTRICT EXISTING RETAIL CONDITIONS

The highest concentration of retail uses in the Irvington District is at the Five Corners area intersection of Fremont, Washington, and Bay. Various retail uses as well as smaller retail projects stretch along Fremont Blvd. from Bay towards Grimmer, along Washington opposite Irvington Plaza, and along Fremont below Irvington Street. The second densest cluster of retail is centered at the corner of Fremont and Grimmer, and includes the Connolly Center on Fremont Blvd. Meadow Square at Grimmer and Blacow, and a cluster of retail at Fremont and Blacow round out the notable retail projects in the Irvington District that are the focus of this study. Following is an aerial showing the study areas:

With the exception of food and beverage establishments, Irvington District retail tends to be commodity in nature, and generally daily-needs serving. Categories such as clothing, office supplies, pet needs and the like are located outside the Irvington District, and generally require a car trip to reach conveniently, although they are served by public transportation.

BART has the potential to create a positive impact on nearby study areas, however, a station's opening should not be seen as a game-changing event for retail attraction. The reason is that the number of passengers using outlying BART stations are not enough to support retail in and of themselves (see BART passenger counts by station in Exhibit C). The additional trips generated by BART are merely accretive to the residential and daytime population already being served. On the plus side of the ledger, a BART station does help define the area in which it is located as the focal point in the trade area, and would thusly further define the Five Corners cluster as the de facto "downtown" for the Irvington District. A BART station would also be a positive for nearby properties (beyond those located at the intersection of Fremont and Washington) being considered for residential or office redevelopment.

Void and Target Businesses Analysis

A void analysis was conducted to establish chain retailers not present in the various study areas addressed in this report. The detailed report is attached as Exhibit D. The following map gives a visual representation of chain retailers present in the immediate area:

This report does not take independent retailers into consideration, so, for example, it does not reflect Bharat Bazar being in Monument Center. It does, however, make clear that there are many commodity categories that are not represented at all while others are underrepresented.

One excellent example are drug stores. The only chain drug store operating in the Irvington District is Walgreen's in Meadow Square. There is certainly enough demand in the trade area to justify another similar operation. The likely reason one has not opened is the lack of space for a facility with the necessary attributes for its operator to determine it can be competitive with the existing Walgreen's. While not meant to advocate for or against promotion opportunities for chain retailers, it is interesting to note the following categories of chain stores are almost completely not represented in the Irvington District: Bookstores, clothing and shoe stores, electronics retailers, hobby/craft stores, gyms, health and beauty stores, home improvement stores, and sporting goods retailers, and casual dining restaurants. It should be noted, however, that some of these categories are represented by smaller independent retailers.

STUDY AREA ANALYSIS

Following are descriptions and a brief analysis of each of the significant retail projects in the Irvington District. Findings, conclusions, and recommendations are provided after this analysis.

Fremont/Grimmer Cluster

The Irvington Concept Plan notes that there may be opportunities to redevelop some of the Grimmer Boulevard parcels, and that some sites may be well situated for projects that combine residential uses above (or behind) ground floor retail uses. The following policies affecting this study area were incorporated into the General Plan:

> **Policy 11-6.13: Grimmer South** - Improve the quality and character of development along Grimmer Boulevard between Fremont Boulevard and Irvington Avenue. Support the reuse of underutilized commercial sites with new multi-family residential, commercial, or mixed-use development. Such development should support the goals for the adjacent Town Center, and help achieve the vision of Irvington as a more urban, pedestrian-oriented center.
>
> **Policy 11-6.14: Fremont Boulevard** - Enhance Fremont Boulevard as a multi-modal thoroughfare and gateway into the Irvington District. A mix of multi-family residential and commercial uses is encouraged along the corridor between Grimmer Boulevard and Carol Avenue. This area should become more pedestrian-oriented in the future, with connected sidewalks and crosswalks, buildings placed closer to the street, less prominent surface parking, and retail uses which complement those on Bay Street.
>
> **Policy 11-6.15: Mixed Use Development at Former Shopping Centers** - Support the reuse of older shopping centers in the Irvington Community Plan Area with new development that creates housing opportunities, improves visual quality and architectural character, and integrates these sites with the neighborhoods around them. The reuse of shopping centers for housing should be balanced with the desire to provide "complete neighborhoods" with shops and services close to all residents. Reuse plans should include a local-serving retail component to achieve this balance.

Following is an overview aerial of this cluster of study area sites:

Connolly Center

The 64,460 s.f. Connolly Center on 2.96 acres of land is centrally located in the Irvington District a few short blocks from the cluster of retail located at Fremont and Grimmer. Tenants include Connolly's Furniture, Kelly Moore Paint, Fitness 19, and Bob's Big Burger. The property does not share reciprocal access with existing Fremont Boulevard-facing retail projects adjacent on either side.

The site is mid-block without access to either Clough Avenue or Chapel Way, or reciprocal access through adjacent properties to reach those streets. Furthermore, some of the site's access points are median-bound with right-in, right-out access only to and from Fremont Blvd. Parking on the property is limited for a shopping center of this size. This amount of coverage is substantially above the .22-.23 FAR typically seen in suburban shopping centers. The property is surrounded on two sides with single-family residential homes exacerbating already difficult site attributes for a truly functional retail shopping center.

SWC Fremont and Grimmer

The 105,338 s.f. Fremont Shopping Center on 8.24 acres of land is well located in the Irvington Trade area at the heavily trafficked intersection of Fremont and Grimmer (combined 49,899 ADT). Tenants include Cloverleaf Family Bowl, a liquor store, Taco Bell, and Bank of America. Harvest House Church and Allied Auto Parts have recently left the center. This shopping center is also proximate to several other retail projects including the street front retail on the opposite side of Grimmer, and the Connolly Center. Together these projects create the "number two" retail cluster in the Irvington District.

Access to the shopping center is limited, being median bound on both Fremont and Grimmer. The only access point with all turning movements is via the signalized intersection of Grimmer and Bay. The project is under parked, particularly with respect to the demands various tenants place on the parking facilities at certain peak times. In particular, the bowling alley can inundate the parking areas (as could the church when it was a tenant), and this has been a deterrent to tenants considering the project. Further, the design of the parking lots and a lack of designated truck loading areas can further exacerbate issues created by peak parking demand. Visibility into the center is somewhat limited by the building layout. Several pad buildings limit visibility from the street to the in-line tenants. The center's tenancy, with an emphasis on independent retailers and non or quasi-retail tenants is easy to understand given the limitations described here. It should be noted that there is a history of owners considering repositioning strategies for this project, however, none have been implemented. At least two anchor credit tenants have decided against this project because of the issues noted here.

Grimmer Street Front Retail

Like the Fremont and Grimmer Shopping Center, the Grimmer Street Front Retail is centrally located in the Irvington Trade area with one side abutting the heavily trafficked intersection of Fremont and Grimmer (combined 49,899 ADT, only 18,976 ADT along Grimmer). Unlike the shopping center, this approximately 46,574 s.f. row of shallow street-facing commercial/retail buildings on 4.71 acres, whose ownership is vested in the hands of multiple parties, is not concentrated on the hard corner of Fremont and Grimmer, instead running along Grimmer from Fremont for two blocks past Bay Street to south of Davis Street. Tenants are all independent operators and include Aborn Pet Hospital, a gun shop, a tattoo parlor, Corner Store Market & Liquor, Gold Mill, Cartridge Express, Hillview Dental, and Pasta Presto.

While visibility from Grimmer is readily available, there is virtually no visibility from more heavily-trafficked Fremont Blvd. The commercial strip is paralleled by a PG&E transmission line easement, which doubles as parking for many of the businesses. Interior circulation is provided by reciprocal access between some but not all parcels, and parking is provided behind the various buildings. It is not known if formal reciprocal access and parking agreements are in place. Access is difficult with all turning movements being available only at the intersections of Grimmer and Bay, and Grimmer and Davis. Otherwise, Grimmer is median-bound the entire length of the study area.

Five Corners (Fremont/Bay/Washington) Cluster

This study area is the de facto town center for the Irvington District. Historically, this area started as a "Main Street" format with commercial buildings facing the street and parking on the street or behind the buildings. The development of Monument Shopping Center and Irvington Plaza moved the area in a more suburban direction, however, some of the original street-facing commercial buildings remain, helping give the area character. The Fremont General Plan states the vision for the Town Center is to link the historic business district to the new BART station along a pedestrian-oriented axis defined by Bay Street, and that the Washington Boulevard frontage is to retain its commercial character from Five Corners to the railroad overpass. The General Plan notes that as a result of the Washington overpass being completed, there is now sufficient clearance for a new street extending from the end of Main Street southward into the new BART station parking lot. We also note that the completion of the Washington overpass removes a significant barrier that has previously defined trade areas to the east and west of the railroad tracks. We anticipate that these trade areas and shopping patterns will blur and eventually merge, especially given the lack of retail in the Mission District.

Following is an overview aerial of this cluster of study area sites:

Some of the notable General Plan policies affecting this study area are:

> **Policy 11-6.1: Five Corners** - Strengthen Five Corners (Fremont Boulevard, Washington Boulevard, Bay Street, and Union Street) as the center of Irvington. Encourage new development on underutilized parcels, more active use of existing buildings, and architecture and site planning that creates a more vital, walkable town center.
>
> **Policy 11-6.2: Irvington's Development Focus** - Focus Irvington's future development along a pedestrian axis defined by Bay Street, Union Street, Main Street, and High Street, terminating on the east at the entrance to the new Irvington BART Station. Development along this axis should be complemented by new mixed use and commercial development along Fremont Boulevard and Washington Boulevard.
>
> **Policy 11-6.3: Retail Development** - Attract additional retail uses to the Irvington Town

Center, particularly restaurants, specialty shops, and uses which recognize the multi-cultural demographics of the surrounding neighborhoods.

Policy 11-6.6: Irvington Parking - Provide additional on-street and off-street parking to serve the Irvington Town Center. Off-street parking should be shared by multiple users where feasible, and should be placed to the rear of buildings or within structures to create a more pedestrian-friendly street environment.

Policy 11-6.7: Irvington BART Station - Develop a new BART station at Osgood Road south of Washington Boulevard. Land use decisions for the station's surroundings should reflect the need for BART parking, vehicle ingress and egress, pedestrian and bicycle access, and connections to the Irvington Town Center, as well as opportunities for transit-oriented development.

Monument Shopping Center – Fremont and Bay

The best and most centrally located shopping center in the Irvington District, this 71,853 s.f. shopping center on 6.57 acres of land is anchored by O'Reilly Auto Parts and Bharat Bazar (an Indian grocery store). In the past, this project has generated interest from various sponsors interested in redeveloping the project. Whole Foods and drug stores have expressed interest in this project in the past. If the various ownerships could agree on a master plan, as leases turn over, there is every reason to believe that both uses and facilities could be upgraded.

The Five Corners intersection has a combined traffic count of 50,516. Access to Monument Shopping Center is via all turns access points on Fremont Blvd., Bay Street (including a well established traffic pattern through the nearby Rick Mark Center), and Trimboli. Access to Irvington Avenue is blocked by a locked gate. Visibility is excellent from Fremont Blvd., but quite limited from the intersection of Fremont and Washington due to historic buildings on the hard corner, and from Bay Street due to the same buildings. The project has a prominent monument sign on Fremont Blvd south of Washington helping mitigate some of the visibility issues. Parking appears adequate based on several site visits.

Irvington Plaza – Fremont and Washington

Located across the street from Monument Shopping Center, 63,307 s.f. Irvington Plaza on 5.8 acres is almost as well located in the Irvington District. The subtle distinction between Irvington Plaza and Monument Shopping Center's locations is that Monument Plaza shares a synergy with several adjacent projects and also access to and from Trimboli and Bay Streets. Irvington Plaza is, however, the first daily needs serving shopping center shoppers coming from the Mission District encounter as they travel into Irvington on Washington.

Irvington Plaza has all turns access from both Washington and Fremont Blvd's, the only shopping center in this evaluation to claim this ease of access from both a primary and secondary arterial. Visibility is excellent from both streets, however, Safeway is not readily visible when approaching from Fremont, and pads do obscure visibility of in-line uses. Parking is acceptable, but can be busy at peak hours.

Irvington and Fremont Retail

Similar to the corner of Blacow and Fremont, the corner of Irvington and Fremont is a secondary intersection with several independent retail uses: Jack in the Box: 0.38 acre lot, 1,840 s.f. building; RV Storage (Roger's Camping Trailers): 1.37 acre, 1,900 s.f. building; Auto Zone: 0.97 acre lot, 6,954 s.f. building; and restaurant in hip-roof barn-style building: 0.55 acre lot, 1,800 s.f. building. Unlike Blacow and Fremont, this intersection has the benefit of being much closer to Monument Shopping Center and Irvington Plaza, giving it the potential to be an extension of those already established retail projects. The larger parcels at the southwest corner are underutilized with RV storage and an older Jack-in-the-Box restaurant with a drive-thru lane as tenants. These parcels, if combined, could accommodate a higher and better retail use than what presently exists. Irvington dead-ends into Fremont Blvd. meaning traffic at this intersection is further reduced beyond what would be expected at a comparable full intersection.

The retail at the intersection generally has good visibility due to buildings being set up on the street. Access is somewhat better than other study areas due to Irvington having no median, however, Fremont Blvd south of Irvington has a median resulting in right-in, right-out turning movements only. All retail at this intersection is under-parked by typical suburban retail parking standards.

Other Study Areas

There are two study areas that are not part of larger clusters of retail projects. The following policy noted above also affects these study areas:

> **Policy 11-6.15: Mixed Use Development at Former Shopping Centers** - Support the reuse of older shopping centers in the Irvington Community Plan Area with new development that creates housing opportunities, improves visual quality and architectural character, and integrates these sites with the neighborhoods around them. The reuse of shopping centers for housing should be balanced with the desire to provide "complete neighborhoods" with shops and services close to all residents. Reuse plans should include a local-serving retail component to achieve this balance.

Meadow Square

Anchored by a Walgreens (end cap with a single drive-thru lane) and a Thrift Town Thrift Store, 39,860 s.f. Meadow Square is located on 4.59 acres of land at a secondary intersection in the Irvington Trade Area (37,560 ADT combined). Located across the street from Irvington High School (2,032 students), it is in a secondary position to compete with the Lucky-anchored daily needs shopping center at Blacow and Mowry, or the Safeway-anchored center at Fremont and Washington. Given its position in the market, the fact that Meadow Square maintains tenancy is likely more a testament to the lack of other opportunities for retail development in the Irvington District than it is to the project's location in the trade area or strength as a shopping center.

The shopping center has hampered access, being median-bound on both Blacow and Grimmer (U-turns are allowed at signalized intersections). There are all turning movements on Robin Lane which is a secondary street but benefits from a signalized intersection at Blacow. The center appears to have ample parking (based on several site visits), and good visibility, however, the undeveloped and seemingly unmaintained parcel at the hard corner leaves the impression of blight. The positive impression generated by development of this vacant lot might well outweigh the impact on visibility to the balance of the project.

Blacow and Fremont

While better located than Meadow Square, Blacow and Fremont remains a secondary intersection (31,511 ADT combined) in the overall trade area, an in particular to the intersection of Fremont and Washington to the North. On the northwest corner, a 99 Cent Only store (16,938 s.f. building on 1.72 acres of land) has backfilled a former Smart & Final. A Union 76 gas station operates on the SWC (2,100 s.f. building on 0.62 acres of land); a liquor store and miscellaneous retail on the NEC (7,360 s.f. building on 0.46 acres of land); and tire store, sports bar, and liquor store on the SEC (4,694 s.f. building on 0.49 acres of land) are other notable tenants at the intersection. In total, these uses occupy approximately 31,092 s.f. of building space.

The buildings are generally close to the street with little to hamper visibility. Like with most study areas evaluated in this study, this intersection has medians on all streets (U-turns being allowed at the intersection), limiting access to right-in, right-out turning movements, thereby reducing convenient access to the generally daily-needs serving tenants clustered at the intersection. The northwest corner is adequately parked, however, the northeast and southeast corners are under-parked and/or do not benefit from reciprocal parking and access arrangements with neighboring properties.

CONVERSION OF STUDY AREA SITES – FINDINGS AND CONCLUSIONS

Many of the study areas are in close proximity to each other. Fremont Shopping Center, Connolly Center, and the Grimmer Street Front Retail are all essentially adjacent and form a cluster. Likewise, Monument Shopping Center, Irvington Plaza, and the corner of Irvington and Fremont are all adjacent and form another cluster. Meadow Square and retail at the corner of Blacow and Fremont are the two exceptions, each essentially being a stand-alone retail node on a secondary intersection. The impacts of converting any given site to a non-retail use is site specific. Similarly, when choosing to convert a site, the impacts on creating or maintaining a vibrant retail district in other study areas are also site specific.

Non-clustered Study Areas

***Summary Recommendation**: The non-clustered study areas are not good candidates to protect for retail development, particularly when compared with other study areas addressed in this report.*

Both Meadow Square and the retail at Blacow and Fremont are essentially stand-alone retail nodes. They are not served by multiple transportation options, and each has a lower traffic count than the Fremont/Grimmer node or the Five Corners node. Neither has particular notable tenancies, perhaps with the exception of Walgreen's at Meadow Square, nor does either have the potential to expand beyond its present size. The advent of an Irvington BART station would likely have minimal to no impact on either site.

While the conversion of one of these non-clustered study areas might cause some minor inconvenience to customers in the habit of shopping in these projects, the most likely "big picture" implication would be the relocation of the more viable tenants from Meadow Square or Blacow/Fremont to the other study areas. From the perspective of retail viability in the Irvington District generally, we see no reason that either the Meadow Square or the retail at Fremont and Blacow should not be identified as redevelopment sites. Likewise we see no reason a pre-emptive rezoning should not be undertaken if the City decides these sites are better suited for medium-density residential development than present uses. We have no opinion on residential densities or form if that direction is pursued.

There are implications, however, for retail in these non-clustered study areas. These areas are less viable areas for retail than the Five Corners cluster, and to a lesser extent the Fremont/Grimmer cluster. Furthermore, encouraging retail at these less viable non-clustered study areas could have the unintended consequences of undermining the City's retail pruning strategy, higher than desired retail vacancy, or even retail gravitating to the de facto Irvington town center at a slower rate.

If retail is to be part of either a horizontally or vertically integrated mixed use project at either of the non-clustered study areas, it is recommended that the projects of which they are a part are larger and also adjacent to signalized intersections so that the retail itself can be oriented to the hard corner. In order to meet these recommendations, it may be necessary for developers to assemble multiple parcels. Myriad smaller infill and especially mid-block projects are incompatible with successful retail, so while these recommendations may result in less retail in these areas, they are made so that what retail might be built will have the greatest chance of success.

Encouraging the viable retail in these areas to relocate to the nearby clustered study areas will help create stronger synergies in those areas. At the same time that the retail offerings will be preserved for the Irvington District as a whole, creating non-retail redevelopment opportunities that bring residents and/or new jobs will benefit the area.

Clustered Study Areas

The more complicated question is evaluating the impact of converting a given study area contained within one of the two retail clusters. Of the two retail clusters, the retail at Fremont and Washington is generally more vibrant and also has better long-term prospects than the retail clustered at Fremont and Grimmer. To the extent that the more vibrant retailers relocate within or to the other cluster, retail may in fact be strengthened overall, and the potential for place making and continuing to attract quality commodity and specialty tenants alike could be increased.

Five Corners Cluster

***Summary Recommendation**: This study area should be the focal point for retail intensification in the Irvington District. We encourage policies that promote the repositioning of underutilized properties, the development of new projects, and the relocation of the viable retailers from other study areas identified as good candidates for conversion to other uses. Furthermore, we encourage a variety of uses, well designed projects that naturally encourage active uses in ground floor spaces, and connectivity between projects and to a future BART station. These policies will help attract specialty retail (and other compatible non-retail uses) to this area, and will cement this cluster's role as the de-facto downtown for the Irvington District, and to a lesser degree for the Mission District.*

Of the two clusters, Five Corners features a more robust lineup of retailers, has the highest traffic counts of any of the study areas, and has better circulation, generally better visibility from the arterials, and more potential for further development and intensification of uses. In sum, these convenience-oriented, suburban-style shopping centers and adjacent street-facing retail work in concert with each other. The character provided by the older, historical, street-facing commercial buildings combined with the [re]development potential of Irvington Plaza or Monument Shopping Center (both of which represent large pieces of land already devoted to commercial uses) can help strike a balance between a pedestrian-friendly town center and convenience attributes. This cluster has the best potential for redevelopment and intensification of uses.

Major commodity retailers in this cluster include Safeway, O'Reilly Auto Parts, Bharat Bazar, quick serve restaurants such as Burger King, and a variety of services such as a car wash and a nearby United States Post Office. The area is also home to a variety of specialty uses including independent restaurants, boutiques, and services such as a martial arts studio. It should be noted that most of the retail uses are "active" as opposed to "inactive" thereby helping make the area more interesting and increasing engagement from passers-by.

Circulation is clearly superior for this cluster: There are fewer medians limiting turning movements in and out of the various projects. Bay, Trimboli, and Irvington Streets facilitate movement between projects as well as turning movements generally. The Rick Mark Center's design with a "street" bisecting the project not only helps make that project a more vibrant part of the overall mix, but also helps circulation for the cluster. Visibility is also generally better: Monument Shopping Center really only has visibility from Fremont while Irvington Plaza has reasonable visibility from both Washington and Fremont (although Safeway can only be seen from Washington).

While Irvington Plaza operates somewhat independently from the cluster of retail across the street and including Monument Shopping Center, it serves an important function as another de facto anchor of this cluster. Safeway is the only chain supermarket centrally located in the Irvington District, and also drawing from the Mission District which is generally underserved with respect to daily-needs retail.

The potential of an Irvington BART station on the far side of Irvington Plaza would generate additional destination trips to the immediate area, and an increased concentration of public transportation (BART stations become de facto intermodal hubs). While not a "game changer," a BART station would further establish this cluster as the dominant "downtown" retail area for both the Irvington and Mission districts.

While there is a trend towards density, it is the commodity retailers that anchor this cluster. To the extent that significant portions of the cluster change to non-retail uses, conversion from commercial to residential or mixed-use projects could undermine the cluster's role as the de facto downtown for the Irvington District. Care should be taken to insure that the redevelopment of any of these properties takes into consideration how place-making might be improved, how parking can be aggregated, how pedestrian connectivity between projects can be improved, and with a recognition that this is the highest traffic intersection studied in this report. Mixed-use projects that are horizontally integrated rather than vertically integrated may simultaneously serve the goals of increasing density while maintaining viable and competitive retail facilities.

Monument Shopping Center and the older, historic buildings at Fremont and Bay, and the Rick Mark Center already have "good bones" for place-making. Safeway-anchored Irvington Plaza has less place-making potential, however, it has the potential to be the bridge between this retail cluster and the Irvington BART station if and when it is built. Focus on connectivity between Irvington Plaza and other components of this cluster, and path-of-travel through Irvington Plaza should be thought through, especially if and as the Irvington BART station comes to fruition.

While multiple ownerships at Monument Shopping Center have made redevelopment difficult to achieve in the past (agreements governing changes to the Center are in place). There is a significant amount of land available. Of the various study areas in this cluster, Monument Shopping Center in particular would best be approached as a large, single effort if owners could be persuaded to cooperate or sell. In the alternative, unfortunately, development will happen incrementally over time.

Carefully designing the urban form will create an environment where daily-needs commodity retailers can continue to flourish, place-making can occur, and where specialty retailers can increasingly cluster, perhaps even in designated retail portions of higher density projects as those are built. Zoning redesignation should be carefully thought through so as not to undermine the area's retail potential. A wholesale redesignation from General Commercial to Medium-Density Residential or even mixed-use simply may not be appropriate for the subject properties.

Fremont/Grimmer Cluster

***Summary Recommendation**: This cluster is well located in the Irvington District, but in comparison to the Five Corners Cluster does not lend itself to retail. We recommend that preserving some retail in key locations (eg. hard corners with good site characteristics) while allowing the balance of properties to evolve to higher and better uses (eg. non-retail commercial and residential) is appropriate, and could be beneficial to the Irvington District as a whole and the nearby Five Corners Cluster in particular.*

By way of contrast and for a variety of reasons, the cluster at Fremont and Grimmer has less potential as a robust retail cluster. While generally well-located in the Irvington District, this cluster is at a disadvantage compared with the Five Corners cluster with respect to circulation, access, and visibility. Because of this comparative disadvantage, it is also at a disadvantage with respect to attracting quality retail tenants, and with respect to retail driving place-making.

Each of the three study areas in this cluster have more limited access due to medians in Fremont and Grimmer that limit turning movements and thereby make each development less convenient. Circulation between the various projects is non-existent. The Connolly Center and the Grimmer Street Front Retail are both essentially mid-block projects, lacking the identity and additional traffic counts that come from occupying a hard corner.

As the catalyst for this study, Connolly Center is of particular interest. Anchored by Connolly's Furniture, essentially a commodity retailer and certainly not a specialty shopping environment, the project is at a significant disadvantage due to poorer visibility as compared with projects located at busy intersections, and limited ingress and egress due to a partial median in Fremont Blvd. Circulation between Connolly Center and adjacent properties does not exist, putting all of these projects at a disadvantage. A somewhat recent memo authored by Dean Isaacs further articulates why the design and configuration of the Connolly Center is obsolete. We agree with Mr. Isaacs' conclusions.

There are businesses in the Connolly Center such as Connolly's Furniture, Kelly Moore Paint, Fitness 19, and Bob's Giant Burgers that have long-term viability to continue operating (Bob's has a particularly strong local following). All of these businesses are candidates for relocation. Some such as Bob's and Fitness 19 may want to remain in the Irvington District, and may benefit by finding a new location with better site attributes (eg. better access or visibility). By contrast, Connolly's Furniture and Kelly Moore Paint may choose to relocate to an area more easily accessed by customers coming from a wider radius, such as closer to a freeway and perhaps clustered with other like users, as the owners of Connolly's Furniture have suggested would be their preference.

Fremont Center has significant vacancy, lacks retailers with strong consumer franchises, and has non-retail tenants, all being consistent with an as of yet unarticulated redevelopment plan from ownership as well as poor access and visibility. The portion of the center closest to the corner of Fremont and Grimmer fares better than the portions further away and having less visibility. While it is understood that pushing retail to the street is a planning goal in many cities, doing so puts in-line tenants at a disadvantage. In addition to the decreased visibility that comes from mid-block locations, Fremont Center also has limited visibility due to the corner pads and the Cloverleaf Family Bowl being inward-facing, and turning their backs to the street (Note: This configuration is understandable given the location of parking). On the plus side, the Cloverleaf Family Bowl has a vibrant business (as can be seen among other ways through the impact it has on Fremont Center's parking field at peak times). This community resource could be the catalyst around which a redevelopment plan might be created.

The Grimmer Street Front Retail has significant vacancy, and occupancy is generally with one-off tenants with no particular franchise with the consumer. While there is often cross-access between parking lots, this benefit is in no way overcome as this study area suffers from a lack of identity (being both mid-block, and not having a common architectural theme). This retail would ideally come under a single ownership that would reface the buildings in a consistent manner, and remerchandise the two-block strip as professional office. Unfortunately, an underground Alameda County Flood Control line and overhead power lines limit other development possibilities such as for housing.

The question remains as to whether repurposing any of the Fremont/Grimmer cluster's retail projects would have an impact on creating or maintaining it as a vibrant retail district, or if converting it would have positive impacts elsewhere. The answer lies primarily in the Five Corners cluster's superior fundamentals for being a vibrant retail district. The intersection of Fremont and Washington, for reasons already discussed, will always be the favored choice between the two clusters.

An Irvington BART station, if built, would have more of a positive impact for the retail in closest proximity to the station. In other words, BART would first benefit the Five Corners Cluster, then this cluster to a lesser degree, and finally Meadow Square or the intersection of Fremont and Blacow the least, if at all. The Fremont/Grimmer cluster is close enough to the BART station, however, that BART would likely be seen as a positive attribute for residential or other commercial uses, namely office. In turn this increased density would benefit nearby retail at Fremont and Washington.

The question for the Fremont/Grimmer cluster is better reframed as: How much, if any, retail should be preserved, and in what form? The intersection is an important one in the Irvington District. Repurposing any or all of these projects as non-retail commercial (ie. office), residential, or mixed-use with a more limited retail component are all viable options. Of the various sites that make up this cluster, Fremont Center is the most viable for continued retail operation because it has the best (albeit not good) access, and a successful specialty destination use (the Cloverleaf Family Bowl). It may be worth considering this shopping center as a candidate for horizontally-integrated mixed-use, maintaining and improving the most viable portions of the project closest to the hard corner and including the bowl, and repurposing the balance as non-retail commercial or residential. Regardless of how much retail might remain at this site, it would benefit from improved access.

Conversion of retail projects in this cluster will likely result in the relocation of the more viable retails (ie. those with operating profits). As stated at the January 14, 2014 City Council meeting, Connolly's Furniture will likely relocate to a less expensive area near other furniture retailers and situated in a more convenient, destination-oriented environment. Viable specialty retailers would likely choose to locate in another viable nearby retail cluster serving the same or a similar clientele, Fremont and Washington being the most obvious option.

With respect to the Connolly Center specifically, the Connolly Center is not a strong retail location to begin with (mid-block, partial median in Fremont Blvd., poor ingress and egress, lack of cross-access with adjacent retail projects, inadequate parking, etc.). The site is probably well suited to be redeveloped into a residential or mixed-use project. If retail uses are to be part of a mixed-use project, the same attributes which disadvantage the site today will also disadvantage that ground floor retail. Careful consideration should be given to the amount of space devoted to retail, the sorts of uses that might occupy that space, and how a general lack of convenience would be overcome so that those retailers might have a fighting chance of success. Live-work has been proposed for the spaces facing Fremont Blvd. This live-work proposal recognizes the secondary nature of the real estate for retail uses, however, the potentially inactive nature of live-work uses needs to be reconciled with the City's stated goal of a vibrant Fremont Blvd. Since activating the ground level by having vibrant retail tenants is not a likely outcome, incorporating interesting design elements (for example, well articulated facades) could helps strike a balance between the City's goals and the sponsor's live-work proposal.

In summary, the January 14, 2014 staff report states in part: "The Irvington Community Plan foresees opportunities for redevelopment of commercial properties with apartments and condominiums. Redesignating the two commercial properties for residential use would be consistent with the Irvington Community Plan." We agree with this conclusion, and further see the City redesignating some or all of these study areas from General Commercial to Medium-Density Residential or Mixed-Use as appropriate.

Other Areas for Consideration

In conducting fieldwork and research for this report, several sites not designated by staff as study areas have been observed and evaluated. Examples include the Fremont Palms Shopping Center, the street front retail across Fremont Blvd. from Irvington Plaza, and the small retail projects adjacent to Connolly Center. On an individual basis, each of these sites are smaller in size with less potential for place making, and less implication for shaping the overall retail scene in the Irvington District. On the other hand, if several contiguous sites could be assembled, there may be some potential for place making.

As a rule, the closer these sites might be to the intersection of Fremont and Washington, the more thought should go into preserving them as retail as opposed to conversion to inactive or residential uses. In the alternative, if these sites were to be converted, carefully designed mixed-use should be considered with attention to designing functional retail as part of a mixed-use concept.

With respect to sites farther from the intersection of Fremont and Washington and a potential BART station, the need to preserve retail becomes less of an imperative, and residential or office-only projects, or mixed-use projects with very limited commercial space are more appropriate. Further, this increased density could be accretive to place making efforts, benefitting the nearby Fremont and Washington retail core by adding new customers, and helping improve the overall feel of the area.

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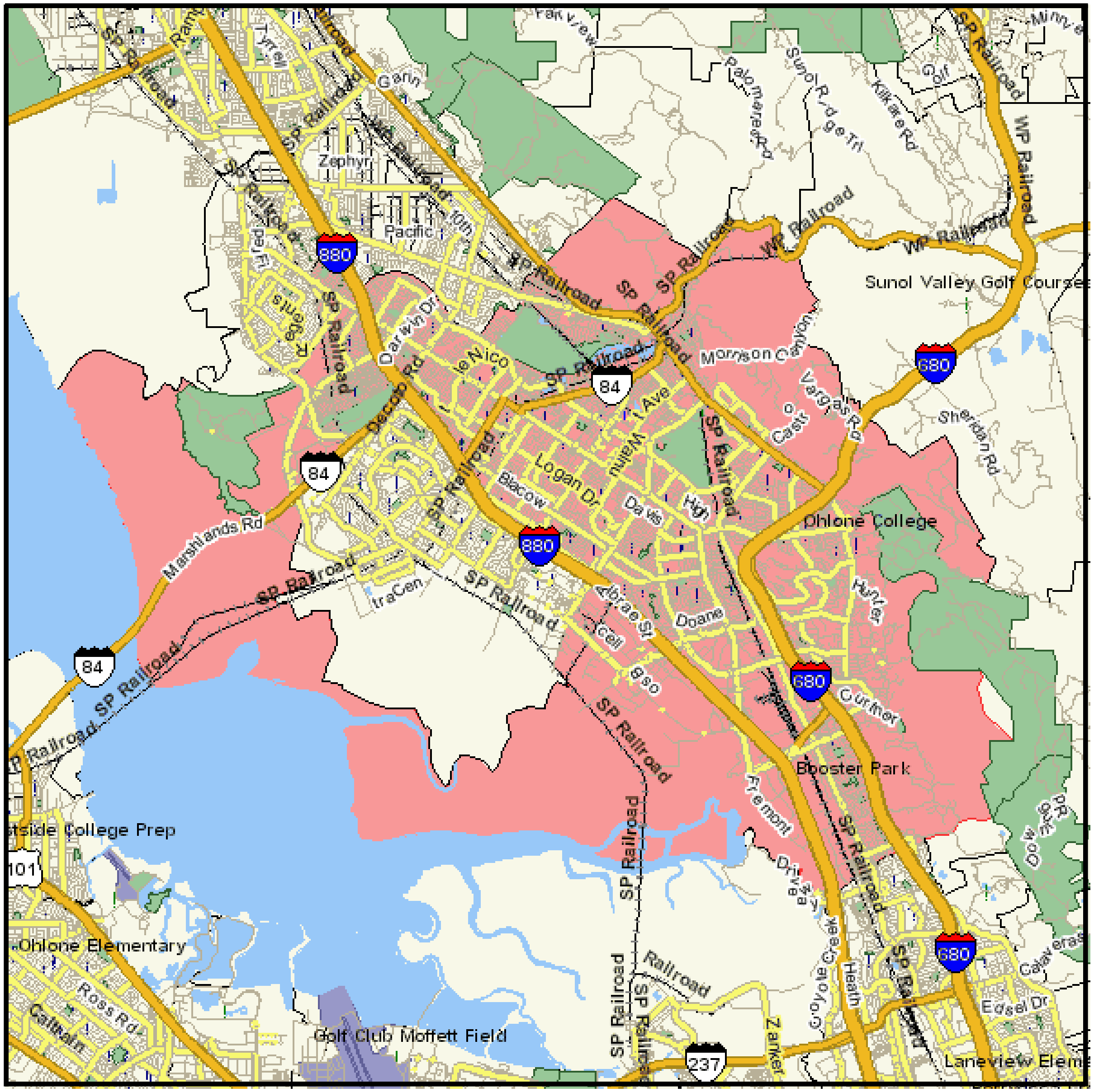
EXHIBIT A – DEMOGRAPHICS

Pop-Facts: Demographic Snapshot 2014 Report

Description	City of Fremont Total	%	0.00 - 0.50 miles Radius 1	%	0.00 - 1.00 miles Radius 2	%	0.00 - 2.00 miles Radius 3	%
Population								
2019 Projection	237,726		8,799		28,681		90,991	
2014 Estimate	224,642		8,196		26,960		85,572	
2010 Census	214,089		7,688		25,570		81,100	
Growth 2014-2019	5.82%		7.35%		6.38%		6.33%	
Growth 2010-2014	4.93%		6.61%		5.44%		5.51%	
Growth 2000-2010	5.25%		17.52%		10.13%		6.51%	
2014 Est. Households by Household Type	74,520		2,978		8,756		28,565	
Family Households	58,230	78.14	1,986	66.69	6,660	76.06	21,916	76.72
Nonfamily Households	16,290	21.86	993	33.34	2,095	23.93	6,650	23.28
2014 Est. Average Household Size	2.99		2.72		3.06		2.98	
2014 Est. Pop by Single Race Class	224,642		8,196		26,960		85,572	
White Alone	67,153	29.89	2,669	32.56	8,835	32.77	25,603	29.92
Black or African American Alone	7,723	3.44	556	6.78	1,132	4.20	2,952	3.45
Amer. Indian and Alaska Native Alone	1,103	0.49	35	0.43	128	0.47	424	0.50
Asian Alone	118,803	52.89	3,498	42.68	12,650	46.92	44,193	51.64
Native Hawaiian and Other Pac. Isl. Alone	1,191	0.53	82	1.00	141	0.52	477	0.56
Some Other Race Alone	14,883	6.63	807	9.85	2,628	9.75	6,927	8.09
Two or More Races	13,786	6.14	548	6.69	1,445	5.36	4,996	5.84
Not Hispanic or Latino	190,211	84.67	6,403	78.12	21,023	77.98	70,140	81.97
Hispanic or Latino:	34,431	15.33	1,793	21.88	5,937	22.02	15,432	18.03
2014 Est. Pop. Asian Alone Race by Cat	118,803		3,498		12,650		44,193	
Chinese, except Taiwanese	38,758	32.62	875	25.01	4,406	34.83	14,484	32.77
Filipino	16,209	13.64	723	20.67	2,099	16.59	5,764	13.04
Japanese	2,613	2.20	86	2.46	308	2.43	920	2.08
Asian Indian	40,392	34.00	1,089	31.13	3,156	24.95	14,042	31.77
Korean	4,180	3.52	150	4.29	428	3.38	1,565	3.54
Vietnamese	5,673	4.78	148	4.23	623	4.92	2,114	4.78
Cambodian	293	0.25	2	0.06	100	0.79	213	0.48
Hmong	99	0.08	1	0.03	2	0.02	2	0.00
Laotian	502	0.42	0	0.00	0	0.00	414	0.94
Thai	139	0.12	13	0.37	19	0.15	30	0.07
All Other Asian Races Including 2+ Category	9,945	8.37	412	11.78	1,510	11.94	4,645	10.51
2014 Est. Population by Sex	224,642		8,196		26,960		85,572	
Male	111,684	49.72	4,035	49.23	13,437	49.84	42,671	49.87
Female	112,958	50.28	4,161	50.77	13,523	50.16	42,901	50.13
2014 Est. Population by Age	224,642		8,196		26,960		85,572	
Age 0 - 4	15,154	6.75	609	7.43	1,750	6.49	5,527	6.46
Age 5 - 9	15,480	6.89	602	7.35	1,773	6.58	5,515	6.44
Age 10 - 14	15,294	6.81	540	6.59	1,860	6.90	5,655	6.61
Age 15 - 17	8,584	3.82	289	3.53	1,137	4.22	3,349	3.91
Age 18 - 20	7,587	3.38	262	3.20	1,012	3.75	2,999	3.50
Age 21 - 24	9,609	4.28	354	4.32	1,295	4.80	3,852	4.50
Age 25 - 34	30,496	13.58	1,301	15.87	3,782	14.03	13,278	15.52
Age 35 - 44	35,457	15.78	1,361	16.61	4,101	15.21	12,896	15.07
Age 45 - 54	34,780	15.48	1,208	14.74	4,328	16.05	13,384	15.64
Age 55 - 64	26,832	11.94	805	9.82	3,065	11.37	9,770	11.42
Age 65 - 74	14,722	6.55	447	5.45	1,565	5.80	5,173	6.05
Age 75 - 84	7,580	3.37	283	3.45	944	3.50	3,006	3.51
Age 85 and over	3,067	1.37	134	1.63	347	1.29	1,169	1.37
2014 Est. Median Age	37.9		36.0		37.1		37.0	
2014 Est. Average Age	37.50		36.40		37.10		37.40	

Description	City of Fremont Total	%	0.00 - 0.50 miles Radius 1	%	0.00 - 1.00 miles Radius 2	%	0.00 - 2.00 miles Radius 3	%
2014 Est. Pop Age 15+ by Marital Status	178,714		6,444		21,577		68,876	
Total, Never Married	46,772	26.17	1,969	30.56	6,284	29.12	19,166	27.83
Males, Never Married	25,938	14.51	1,051	16.31	3,377	15.65	10,483	15.22
Females, Never Married	20,834	11.66	918	14.25	2,906	13.47	8,684	12.61
Married, Spouse present	100,933	56.48	2,999	46.54	11,288	52.31	37,342	54.22
Married, Spouse absent	9,754	5.46	529	8.21	1,472	6.82	4,305	6.25
Widowed	8,090	4.53	356	5.52	892	4.13	3,057	4.44
Males Widowed	1,465	0.82	98	1.52	213	0.99	626	0.91
Females Widowed	6,625	3.71	259	4.02	679	3.15	2,431	3.53
Divorced	13,165	7.37	591	9.17	1,641	7.61	5,005	7.27
Males Divorced	5,819	3.26	220	3.41	646	2.99	2,021	2.93
Females Divorced	7,346	4.11	370	5.74	996	4.62	2,984	4.33
2014 Est. Pop. Age 25+ by Edu. Attainment	152,934		5,540		18,133		58,676	
Less than 9th grade	7,155	4.68	507	9.15	1,373	7.57	3,101	5.28
Some High School, no diploma	7,455	4.87	376	6.79	1,098	6.06	2,915	4.97
High School Graduate (or GED)	30,405	19.88	1,502	27.11	4,529	24.98	12,894	21.97
Some College, no degree	21,650	14.16	923	16.66	2,884	15.90	8,618	14.69
Associate Degree	10,136	6.63	332	5.99	1,156	6.38	3,943	6.72
Bachelor's Degree	42,850	28.02	1,096	19.78	4,120	22.72	15,076	25.69
Master's Degree	26,023	17.02	613	11.06	2,292	12.64	9,576	16.32
Professional School Degree	2,897	1.89	55	0.99	195	1.08	946	1.61
Doctorate Degree	4,363	2.85	137	2.47	487	2.69	1,607	2.74
2014 Est. Average Household Income	$116,666		$80,923		$99,421		$109,904	
2014 Est. Median Household Income	$94,336		$63,415		$79,658		$90,384	
2014 Est. Pop 16+ by Occupation Classification	109,740		3,755		12,955		41,992	
Blue Collar	14,408	13.13	757	20.16	2,298	17.74	6,268	14.93
White Collar	82,216	74.92	2,311	61.54	8,591	66.31	30,010	71.47
Service and Farm	13,116	11.95	688	18.32	2,067	15.96	5,714	13.61
2014 Est. Households by Number of Vehicles	74,520		2,978		8,756		28,565	
No Vehicles	3,420	4.59	324	10.88	535	6.11	1,515	5.30
1 Vehicle	19,028	25.53	869	29.18	2,022	23.09	7,437	26.04
2 Vehicles	33,247	44.61	1,219	40.93	3,870	44.20	12,761	44.67
3 Vehicles	12,686	17.02	427	14.34	1,554	17.75	4,599	16.10
4 Vehicles	4,212	5.65	79	2.65	457	5.22	1,440	5.04
5 or more Vehicles	1,927	2.59	61	2.05	317	3.62	813	2.85
2014 Est. Average Number of Vehicles	2.04		1.77		2.07		2.01	
2014 Est. Workers Age 16+, Transp. To Work	102,221		3,425		11,978		39,005	
Drove Alone	77,328	75.65	2,785	81.31	9,349	78.05	29,167	74.78
Car Pooled	10,652	10.42	195	5.69	1,080	9.02	4,031	10.33
Public Transportation	7,657	7.49	252	7.36	931	7.77	3,299	8.46
Walked	1,209	1.18	63	1.84	176	1.47	657	1.68
Bicycle	452	0.44	1	0.03	26	0.22	94	0.24
Other Means	1,184	1.16	37	1.08	140	1.17	544	1.39
Worked at Home	3,739	3.66	91	2.66	275	2.30	1,213	3.11
2014 Est. Workers Age 16+ by Travel Time to Work *								
Less than 15 Minutes	18,579		951		3,027		8,307	
15 - 29 Minutes	30,781		1,031		3,412		11,151	
30 - 44 Minutes	28,119		678		2,963		10,215	
45 - 59 Minutes	10,703		427		1,283		4,000	
60 or more Minutes	10,324		259		993		4,084	
2014 Est. Avg Travel Time to Work in Minutes	32.66		29.56		30.40		32.21	
2014 Est. Tenure of Occupied Housing Units	74,520		2,978		8,756		28,565	
Owner Occupied	46,381	62.24	974	32.71	4,838	55.25	15,881	55.60
Renter Occupied	28,139	37.76	2,004	67.29	3,918	44.75	12,685	44.41
2014 Owner Occ. HUs: Avg. Length of Residence	18.4		16.8		19.2		19.0	
2014 Renter Occ. HUs: Avg. Length of Residence	6.3		6.8		6.9		6.4	
2014 Est. Median All Owner-Occupied Housing Value	$556,376		$467,094		$518,488		$541,105	

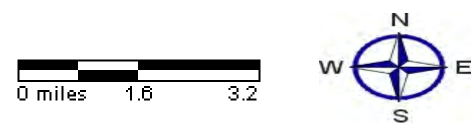
Area Map



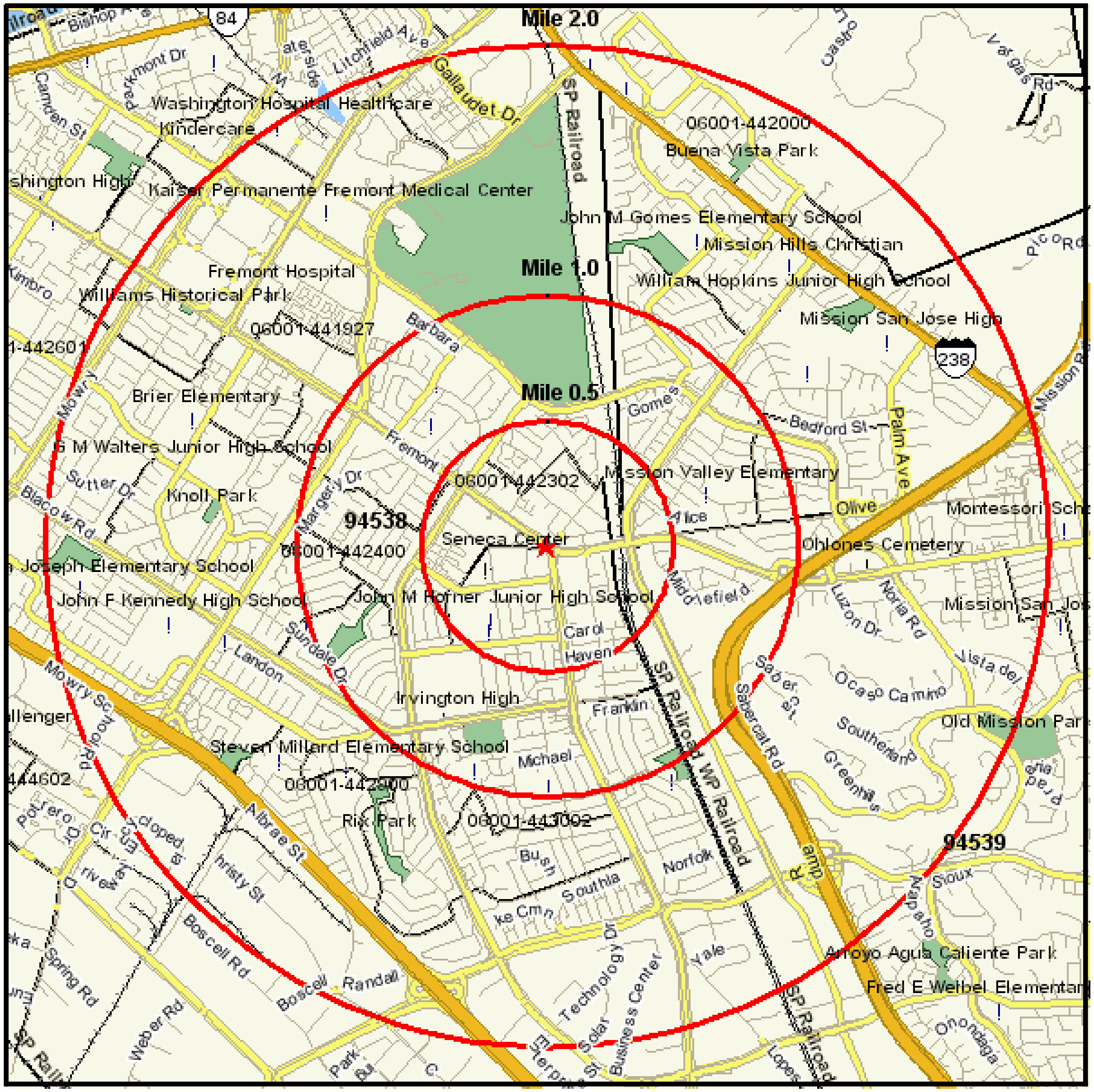
Place
See Appendix for Geographies

Legend

- Interstate Highways
- US Highways
- State Highways
- Major Highways
- Major Roads
- Roads
- Railroads
- Landmarks
- Parks
- Hydrography
- Airports
- Places
- State



Area Map



FREMONT BLVD AT BAY ST
FREMONT,CA 94538
Coord: 37.533004, -121.959353
Radius - See Appendix for Details

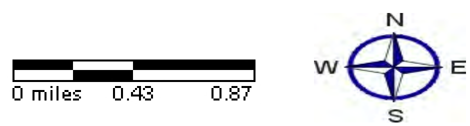


EXHIBIT B – GAP ANALYSIS

RMP Opportunity Gap - Retail Stores
City of Fremont

Retail Stores	Fremont City 2014 Demand (Consumer Expenditures)	Fremont City 2014 Supply (Retail Sales)	Fremont City Opportunity Gap/Surplus	Fremont rings - Fremont at Bay Radius 1: 0.00 - 0.50 Miles, Total 2014 Demand (Consumer Expenditures)	Radius 1 2014 Supply (Retail Sales)	Radius 1 Opportunity Gap/Surplus	Radius 2: 0.00 - 1.00 Miles, Total 2014 Demand (Consumer Expenditures)	Radius 2 2014 Supply (Retail Sales)	Radius 2 Opportunity Gap/Surplus	Radius 3: 0.00 - 2.00 Miles, Total 2014 Demand (Consumer Expenditures)	Radius 3 2014 Supply (Retail Sales)	Radius 3 Opportunity Gap/Surplus
Total Retail Sales Incl Eating and Drinking Places	4,273,591,544	2,404,386,842	1,869,204,702	136,889,294	62,328,772	74,560,522	473,773,279	225,480,027	248,293,252	1,597,706,877	545,976,662	1,051,730,215
Motor Vehicle and Parts Dealers-441	882,971,731	634,456,106	248,515,625	26,396,070	8,353,497	18,042,573	98,035,398	13,250,761	84,784,637	329,055,514	19,936,252	309,119,262
Automotive Dealers-4411	736,375,260	600,372,502	136,002,758	22,446,012	757,156	21,688,856	82,118,393	2,721,230	79,397,163	275,043,149	7,158,966	267,884,183
Other Motor Vehicle Dealers-4412	82,297,424	7,414,832	74,882,592	1,981,295	889,094	1,092,201	9,014,343	2,651,096	6,363,247	30,101,026	3,331,866	26,769,160
Automotive Parts/Accsrs, Tire Stores-4413	64,299,047	26,668,772	37,630,275	1,968,763	6,707,247	(4,738,484)	6,902,662	7,878,435	(975,773)	23,911,339	9,445,420	14,465,919
Furniture and Home Furnishings Stores-442	100,440,595	28,770,280	71,670,315	2,868,743	6,008,748	(3,140,005)	10,367,783	8,218,217	2,149,566	36,800,898	10,108,380	26,692,518
Furniture Stores-4421	56,435,082	17,649,060	38,786,022	1,566,797	5,448,150	(3,881,353)	5,731,774	6,863,526	(1,131,752)	20,592,655	7,789,241	12,803,414
Home Furnishing Stores-4422	44,005,513	11,121,220	32,884,293	1,301,946	560,598	741,348	4,636,009	1,354,691	3,281,318	16,208,244	2,319,139	13,889,105
Electronics and Appliance Stores-443	85,999,077	145,976,895	(59,977,818)	2,705,749	1,653,854	1,051,895	9,298,119	40,877,923	(31,579,804)	32,187,132	48,393,550	(16,206,418)
Appliances, TVs, Electronics Stores-44311	63,392,512	81,004,392	(17,611,880)	1,995,284	1,323,425	671,859	6,854,785	36,633,337	(29,778,552)	23,717,904	41,164,129	(17,446,225)
Household Appliances Stores-443111	11,171,030	10,982,457	188,573	339,867	19,692	320,175	1,202,755	750,013	452,742	4,140,407	1,365,906	2,774,501
Radio, Television, Electronics Stores-443112	52,221,482	70,021,935	(17,800,453)	1,655,416	1,303,732	351,684	5,652,030	35,883,323	(30,231,293)	19,577,497	39,798,223	(20,220,726)
Computer and Software Stores-44312	20,533,813	64,972,503	(44,438,690)	654,786	330,430	324,356	2,221,154	4,244,587	(2,023,433)	7,696,548	7,229,421	467,127
Camera and Photographic Equipment Stores-44313	2,072,752	0	2,072,752	55,680	0	55,680	222,180	0	222,180	772,680	0	772,680
Building Material, Garden Equip Stores -444	444,618,754	187,252,363	257,366,391	12,785,995	3,066,421	9,719,574	47,210,263	18,543,069	28,667,194	162,897,610	43,725,701	119,171,909
Building Material and Supply Dealers-4441	382,674,067	178,003,086	204,670,981	11,003,911	2,998,491	8,005,420	40,506,771	14,382,205	26,124,566	140,095,845	39,242,331	100,853,514
Home Centers-44411	157,431,832	67,150,013	90,281,819	4,589,585	41,451	4,548,134	16,658,660	1,100,818	15,557,842	57,798,054	1,362,857	56,435,197
Paint and Wallpaper Stores-44412	6,292,081	9,401,018	(3,108,937)	167,640	1,586,503	(1,418,863)	656,242	2,089,116	(1,432,874)	2,271,733	4,377,877	(2,106,144)
Hardware Stores-44413	38,265,441	28,358,308	9,907,133	1,177,468	0	1,177,468	4,141,546	0	4,141,546	14,173,001	20,008,539	(5,835,538)
Other Building Materials Dealers-44419	180,684,713	73,093,747	107,590,966	5,069,218	1,370,537	3,698,681	19,050,324	11,192,271	7,858,053	65,853,058	13,493,059	52,359,999
Building Materials, Lumberyards-444191	68,041,809	27,354,237	40,687,572	2,022,619	512,905	1,509,714	7,237,909	4,188,544	3,049,365	25,141,649	5,049,580	20,092,069
Lawn, Garden Equipment, Supplies Stores-4442	61,944,687	9,249,277	52,695,410	1,782,083	67,930	1,714,153	6,703,491	4,160,864	2,542,627	22,801,765	4,483,370	18,318,395
Outdoor Power Equipment Stores-44421	19,891,842	1,370,962	18,520,880	495,790	67,930	427,860	2,126,203	91,396	2,034,807	7,224,525	94,659	7,129,866
Nursery and Garden Centers-44422	42,052,845	7,878,315	34,174,530	1,286,293	0	1,286,293	4,577,288	4,069,468	507,820	15,577,240	4,388,710	11,188,530
Food and Beverage Stores-445	473,552,125	199,729,003	273,823,122	16,541,976	17,081,138	(539,162)	54,168,531	22,342,344	31,826,187	178,683,330	90,813,284	87,870,046
Grocery Stores-4451	316,430,125	189,135,636	127,294,489	11,109,168	16,435,087	(5,325,919)	36,444,370	21,346,295	15,098,075	119,360,188	87,901,420	31,458,768
Supermarkets, Grocery (Ex Conv) Stores-44511	297,662,496	181,064,952	116,597,544	10,428,589	16,080,332	(5,651,743)	34,255,231	20,870,851	13,384,380	112,250,998	86,535,099	25,715,899
Convenience Stores-44512	18,767,629	8,070,684	10,696,945	680,579	354,755	325,824	2,189,139	475,444	1,713,695	7,109,191	1,366,321	5,742,870
Specialty Food Stores-4452	39,801,363	3,552,667	36,248,696	1,401,442	54,793	1,346,649	4,586,864	129,660	4,457,204	15,015,985	786,506	14,229,479
Beer, Wine and Liquor Stores-4453	117,320,637	7,040,700	110,279,937	4,031,365	591,257	3,440,108	13,137,297	866,388	12,270,909	44,307,156	2,125,358	42,181,798
Health and Personal Care Stores-446	194,854,134	197,576,746	(2,722,612)	6,493,851	2,178,470	4,315,381	22,231,815	16,190,586	6,041,229	73,259,673	45,500,170	27,759,503
Pharmacies and Drug Stores-44611	153,324,270	178,683,352	(25,359,082)	5,123,832	1,663,547	3,460,285	17,501,600	12,357,057	5,144,543	57,640,317	38,984,220	18,656,097
Cosmetics, Beauty Supplies, Perfume Stores-44612	13,472,638	8,849,225	4,623,413	450,069	483,133	(33,064)	1,539,219	3,228,004	(1,688,785)	5,064,688	4,066,199	998,489
Optical Goods Stores-44613	10,607,676	2,738,500	7,869,176	333,649	11,793	321,856	1,196,454	257,635	938,819	3,993,269	517,572	3,475,697
Other Health and Personal Care Stores-44619	17,449,550	7,305,669	10,143,881	586,302	19,997	566,305	1,994,543	347,890	1,646,653	6,561,400	1,932,180	4,629,220
Gasoline Stations-447	360,733,434	102,610,411	258,123,023	12,830,293	100,881	12,729,412	41,725,473	4,821,788	36,903,685	136,776,141	78,945,916	57,830,225
Gasoline Stations With Conv Stores-44711	258,493,781	63,779,685	194,714,096	9,259,383	0	9,259,383	29,996,128	0	29,996,128	98,063,540	63,779,685	34,283,855
Other Gasoline Stations-44719	102,239,653	38,830,726	63,408,927	3,570,910	100,881	3,470,029	11,729,345	4,821,788	6,907,557	38,712,601	15,166,231	23,546,370
Clothing and Clothing Accessories Stores-448	233,750,246	42,792,676	190,957,570	7,007,916	1,910,533	5,097,383	24,869,387	4,120,071	20,749,316	86,607,435	12,435,902	74,171,533
Clothing Stores-4481	119,423,537	14,405,646	105,017,891	3,724,392	419,604	3,304,788	13,138,941	1,995,135	11,143,806	44,601,282	3,055,700	41,545,582
Men's Clothing Stores-44811	6,304,321	2,282,910	4,021,411	193,838	180,559	13,279	690,268	1,030,991	(340,723)	2,369,647	1,035,958	1,333,689
Women's Clothing Stores-44812	28,961,444	1,410,306	27,551,138	887,913	134,317	753,596	3,180,142	134,317	3,045,825	10,832,668	658,589	10,174,079
Children's, Infants Clothing Stores-44813	6,670,649	3,142,175	3,528,474	223,637	20,880	202,757	743,139	554,502	188,637	2,452,739	740,201	1,712,538
Family Clothing Stores-44814	62,014,296	6,641,245	55,373,051	1,943,378	12,112	1,931,266	6,826,001	156,267	6,669,734	23,156,715	228,645	22,928,070
Clothing Accessories Stores-44815	5,297,955	418,543	4,879,412	161,684	0	161,684	580,108	0	580,108	1,981,576	87,947	1,893,629
Other Clothing Stores-44819	10,174,872	510,467	9,664,405	313,940	71,737	242,203	1,119,282	119,058	1,000,224	3,807,937	304,360	3,503,577
Shoe Stores-4482	16,212,476	2,511,265	13,701,211	543,917	171,117	372,800	1,837,744	805,125	1,032,619	6,105,165	1,004,862	5,100,303

Jewelry, Luggage, Leather Goods Stores-4483	98,114,233	25,875,765	72,238,468	2,739,607	1,319,811	1,419,796	9,892,702	1,319,811	8,572,891	35,900,987	8,375,340	27,525,647
Jewelry Stores-44831	89,604,032	25,736,324	63,867,708	2,473,282	1,319,811	1,153,471	8,960,396	1,319,811	7,640,585	32,717,067	8,375,340	24,341,727
Luggage and Leather Goods Stores-44832	8,510,201	139,441	8,370,760	266,325	0	266,325	932,307	0	932,307	3,183,920	0	3,183,920
Sporting Goods, Hobby, Book, Music Stores-451	92,907,683	20,251,250	72,656,433	2,868,415	240,159	2,628,256	9,999,831	974,389	9,025,442	34,553,206	4,025,615	30,527,591
Sporting Goods, Hobby, Musical Inst Stores-4511	78,941,367	13,543,095	65,398,272	2,440,626	228,150	2,212,476	8,534,957	579,870	7,955,087	29,398,239	1,994,246	27,403,993
Sporting Goods Stores-45111	41,843,133	8,635,830	33,207,303	1,278,704	98,632	1,180,072	4,537,833	307,274	4,230,559	15,566,349	1,059,279	14,507,070
Hobby, Toys and Games Stores-45112	20,254,193	3,971,231	16,282,962	657,632	104,764	552,868	2,204,782	201,924	2,002,858	7,581,684	760,901	6,820,783
Sew/Needlework/Piece Goods Stores-45113	7,204,193	762,747	6,441,446	210,534	0	210,534	765,111	0	765,111	2,655,475	66,464	2,589,011
Musical Instrument and Supplies Stores-45114	9,639,848	173,287	9,466,561	293,755	24,754	269,001	1,027,231	70,672	956,559	3,594,732	107,602	3,487,130
Book, Periodical and Music Stores-4512	13,966,316	6,708,155	7,258,161	427,789	12,009	415,780	1,464,874	394,519	1,070,355	5,154,966	2,031,370	3,123,596
Book Stores and News Dealers-45121	12,023,803	4,541,845	7,481,958	367,607	12,009	355,598	1,257,130	394,519	862,611	4,430,188	1,239,192	3,190,996
Book Stores-451211	10,948,875	4,358,773	6,590,102	332,019	12,009	320,010	1,138,810	326,600	812,210	4,028,771	1,056,120	2,972,651
News Dealers and Newsstands-451212	1,074,928	183,072	891,856	35,588	0	35,588	118,320	67,918	50,402	401,417	183,072	218,345
Prerecorded Tapes, CDs, Record Stores-45122	1,942,513	2,166,310	(223,797)	60,182	0	60,182	207,744	0	207,744	724,778	792,177	(67,399)
General Merchandise Stores-452	494,153,995	242,232,437	251,921,558	16,293,968	1,841,883	14,452,085	55,393,604	45,492,526	9,901,078	185,154,388	62,352,230	122,802,158
Department Stores Excl Leased Depts-4521	222,585,259	230,942,495	(8,357,236)	7,126,413	1,608,175	5,518,238	24,668,055	42,708,543	(18,040,488)	83,127,187	58,314,143	24,813,044
Other General Merchandise Stores-4529	271,568,736	11,289,942	260,278,794	9,167,555	233,707	8,933,848	30,725,549	2,783,983	27,941,566	102,027,202	4,038,087	97,989,115
Miscellaneous Store Retailers-453	105,528,746	87,364,566	18,164,180	3,403,781	631,147	2,772,634	11,558,421	4,271,947	7,286,474	39,333,950	7,930,834	31,403,116
Florists-4531	4,415,825	2,775,454	1,640,371	129,810	57,706	72,104	471,894	89,373	382,521	1,622,183	376,141	1,246,042
Office Supplies, Stationery, Gift Stores-4532	56,845,775	70,118,750	(13,272,975)	1,773,568	217,269	1,556,299	6,120,115	1,542,889	4,577,226	21,142,383	3,408,074	17,734,309
Office Supplies and Stationery Stores-45321	27,664,534	63,925,520	(36,260,986)	845,608	10,794	834,814	2,944,197	552,520	2,391,677	10,282,710	1,827,920	8,454,790
Gift, Novelty and Souvenir Stores-45322	29,181,241	6,193,230	22,988,011	927,961	206,475	721,486	3,175,918	990,370	2,185,548	10,859,673	1,580,154	9,279,519
Used Merchandise Stores-4533	9,873,644	7,368,935	2,504,709	303,671	103,787	199,884	1,062,905	1,582,101	(519,196)	3,666,472	2,218,608	1,447,864
Other Miscellaneous Store Retailers-4539	34,393,502	7,101,427	27,292,075	1,196,731	252,385	944,346	3,903,507	1,057,584	2,845,923	12,902,912	1,928,010	10,974,902
Non-Store Retailers-454	342,073,023	232,992,746	109,080,277	11,053,160	898,451	10,154,709	37,879,262	19,084,833	18,794,429	127,971,952	29,763,905	98,208,047
Foodservice and Drinking Places-722	462,008,001	282,381,363	179,626,638	15,639,378	18,363,590	(2,724,212)	51,035,393	27,291,574	23,743,819	174,425,648	92,044,922	82,380,726
Full-Service Restaurants-7221	210,767,072	139,137,308	71,629,764	7,113,265	11,918,224	(4,804,959)	23,223,363	13,835,051	9,388,312	79,554,039	47,683,621	31,870,418
Limited-Service Eating Places-7222	184,566,997	125,647,955	58,919,042	6,276,857	6,033,186	243,671	20,452,213	11,933,455	8,518,758	69,739,013	42,005,276	27,733,737
Special Foodservices-7223	49,435,909	13,783,438	35,652,471	1,675,804	0	1,675,804	5,472,849	271,981	5,200,868	18,667,271	626,148	18,041,123
Drinking Places -Alcoholic Beverages-7224	17,238,023	3,812,662	13,425,361	573,451	412,180	161,271	1,886,967	1,251,086	635,881	6,465,325	1,729,877	4,735,448
GAFO *	1,064,097,371	550,142,288	513,955,083	33,518,360	11,872,445	21,645,915	116,048,839	101,226,015	14,822,824	396,445,442	140,723,751	255,721,691
General Merchandise Stores-452	494,153,995	242,232,437	251,921,558	16,293,968	1,841,883	14,452,085	55,393,604	45,492,526	9,901,078	185,154,388	62,352,230	122,802,158
Clothing and Clothing Accessories Stores-448	233,750,246	42,792,676	190,957,570	7,007,916	1,910,533	5,097,383	24,869,387	4,120,071	20,749,316	86,607,435	12,435,902	74,171,533
Furniture and Home Furnishings Stores-442	100,440,595	28,770,280	71,670,315	2,868,743	6,008,748	(3,140,005)	10,367,783	8,218,217	2,149,566	36,800,898	10,108,380	26,692,518
Electronics and Appliance Stores-443	85,999,077	145,976,895	(59,977,818)	2,705,749	1,653,854	1,051,895	9,298,119	40,877,923	(31,579,804)	32,187,132	48,393,550	(16,206,418)
Sporting Goods, Hobby, Book, Music Stores-451	92,907,683	20,251,250	72,656,433	2,868,415	240,159	2,628,256	9,999,831	974,389	9,025,442	34,553,206	4,025,615	30,527,591
Office Supplies, Stationery, Gift Stores-4532	56,845,775	70,118,750	(13,272,975)	1,773,568	217,269	1,556,299	6,120,115	1,542,889	4,577,226	21,142,383	3,408,074	17,734,309

* GAFO (General merchandise, Apparel, Furniture and Other) represents sales at stores that sell merchandise normally sold in department stores. This category is not included in Total Retail Sales Including Eating and Drinking Places.

Nielsen' RMP data is derived from two major sources of information. The demand data is derived from the Consumer Expenditure

Survey (CE Survey), which is fielded by the U.S. Bureau of Labor Statistics (BLS). The supply data is derived from the Census

of Retail Trade (CRT), which is made available by the U.S. Census.Additional data sources are incorporated to create

both supply and demand estimates.

The difference between demand and supply represents the opportunity gap or surplus available for each retail outlet in the

specified reporting geography. When the demand is greater than (less than) the supply, there is an opportunity gap (surplus)

for that retail outlet. For example, a positive value signifies an opportunity gap, while a negative value signifies a surplus.

EXHIBIT C – BART STATION PASSENGER COUNTS

BART Fiscal Year Weekday Average Exits

Station	FY99	FY00	FY01	FY02	FY03	FY04	FY05	FY06	FY07	FY08	FY09	FY10	FY11	FY12	FY13
Richmond	2,905	3,441	3,977	4,106	3,636	3,264	3,289	3,251	3,257	3,468	3,468	3,284	3,426	3,658	3,898
El Cerrito Del Norte	7,537	8,362	8,962	7,746	6,863	7,279	7,398	7,707	7,831	8,213	7,971	7,352	7,511	7,965	8,494
El Cerrito Plaza	3,886	4,095	3,932	3,733	3,677	3,696	3,704	3,852	4,087	4,268	4,290	4,120	4,242	4,464	4,690
North Berkeley	3,269	3,536	3,876	3,516	3,254	3,436	3,512	3,674	3,819	3,963	4,019	3,817	3,967	4,223	4,511
Berkeley	9,729	10,197	10,769	10,875	10,555	10,529	10,393	10,703	11,175	11,814	12,019	11,317	11,749	12,369	13,131
Ashby	3,648	4,085	4,325	4,002	3,719	3,797	3,933	4,141	4,286	4,522	4,355	3,943	4,129	4,603	4,999
MacArthur	5,425	6,035	6,527	5,905	5,688	6,044	6,230	6,622	6,968	7,559	7,781	7,596	8,015	8,576	9,125
19th Street Oakland	7,019	7,594	8,352	8,092	7,663	7,623	7,899	8,416	8,454	8,891	9,305	9,161	9,675	10,636	11,401
12th Street / Oakland City Center	10,535	11,966	12,523	12,075	12,016	11,899	11,783	12,038	12,290	12,705	12,617	11,856	12,181	12,578	12,979
Lake Merritt	3,919	4,239	4,656	4,573	4,644	4,803	4,756	5,012	5,306	5,704	5,848	5,490	5,618	6,016	6,441
Fruitvale	6,712	7,116	8,228	7,195	6,293	6,232	6,687	7,048	7,250	7,479	7,317	6,893	7,180	7,700	8,127
Coliseum / Oakland Airport	5,392	6,155	6,862	6,671	6,588	7,308	6,921	7,339	7,813	7,492	6,919	6,191	6,564	6,594	7,809
San Leandro	4,442	4,925	5,138	4,828	4,687	4,803	4,836	4,908	5,118	5,282	5,211	4,933	5,124	5,367	5,696
Bayfair	4,284	4,873	5,185	4,829	4,632	4,769	4,757	4,995	5,185	5,465	5,453	5,039	5,154	5,389	5,739
Hayward	4,295	4,593	4,982	4,606	4,353	4,261	4,320	4,452	4,553	4,670	4,641	4,275	4,451	4,838	5,131
South Hayward	2,626	2,873	3,100	2,869	2,762	2,729	2,757	2,860	2,894	3,076	2,974	2,727	2,966	3,073	3,255
Union City	3,647	3,943	4,187	3,885	3,740	3,719	3,725	3,898	4,011	3,981	3,841	3,787	3,853	4,100	4,474
Fremont	5,423	5,929	6,300	5,834	5,694	5,868	6,099	6,495	6,818	7,164	7,175	6,932	7,332	7,702	8,167
Concord	5,533	5,804	6,010	5,624	5,279	5,154	5,118	5,250	5,384	5,545	5,359	4,978	5,196	5,485	5,829
Pleasant Hill	6,069	6,613	6,742	6,178	6,036	6,160	5,962	6,044	6,030	6,246	6,081	5,782	5,924	6,185	6,579
Walnut Creek	5,567	5,803	6,310	5,746	5,551	5,520	5,616	5,771	5,887	6,124	6,114	5,920	6,104	6,337	6,612
Lafayette	2,862	3,061	3,207	3,012	2,957	3,018	3,034	3,132	3,226	3,392	3,413	3,316	3,417	3,535	3,715
Orinda	2,688	2,769	2,804	2,635	2,558	2,563	2,612	2,651	2,716	2,831	2,841	2,763	2,766	2,826	2,917
Rockridge	4,436	4,724	4,916	4,470	4,488	4,552	4,587	4,820	4,921	5,168	5,324	5,120	5,267	5,603	5,933
West Oakland	3,904	4,393	4,980	4,606	4,190	4,227	4,309	4,516	4,695	5,053	5,094	4,895	5,050	5,395	5,937
Embarcadero	26,059	31,983	34,594	31,174	29,254	29,438	30,012	31,584	33,453	36,094	35,486	34,310	35,603	37,700	41,059
Montgomery Street	33,755	36,039	36,409	31,760	29,417	29,706	30,233	31,276	33,052	34,472	34,098	32,163	33,711	36,517	39,167
Powell Street	18,764	21,466	25,391	25,019	22,141	22,491	22,691	23,272	26,170	27,897	27,064	24,676	25,139	26,400	28,295
Civic Center	13,424	15,528	17,753	17,570	17,486	18,609	18,645	18,463	19,061	20,313	20,088	18,432	18,119	18,739	20,342
16th Street Mission	7,625	8,749	9,186	8,436	7,903	8,469	8,813	9,529	10,177	10,907	11,221	10,546	10,461	11,096	12,011
24th Street Mission	10,233	11,365	11,433	10,926	10,500	11,004	11,119	11,579	12,178	12,500	12,479	11,576	11,590	12,130	12,597
Glen Park	6,675	7,339	7,431	7,014	6,799	6,559	6,514	6,941	7,418	7,633	7,564	6,931	6,823	7,081	7,407
Balboa Park	10,658	11,731	11,784	12,512	11,845	11,864	11,734	12,251	13,302	13,827	14,122	12,414	11,464	11,768	12,123
Daly City	6,919	7,537	8,101	7,722	7,650	7,319	7,275	7,879	8,257	8,590	8,096	7,513	8,159	8,750	9,219
Colma	6,270	6,741	7,096	6,530	6,332	3,770	3,221	3,181	3,350	3,632	3,759	3,487	3,640	4,134	4,332
Castro Valley	1,728	2,003	2,142	2,010	1,987	2,080	2,129	2,234	2,388	2,478	2,452	2,311	2,389	2,519	2,743
Dublin / Pleasanton	4,682	5,525	6,411	5,916	5,854	6,365	6,572	6,995	7,503	7,858	7,913	7,561	7,481	6,866	6,972
North Concord / Martinez	1,462	1,698	2,019	1,827	1,674	1,625	1,606	1,648	1,832	2,115	2,093	1,843	2,015	2,218	2,499
Pittsburg/BayPoint	3,995	4,378	4,986	4,697	4,597	4,752	4,818	4,868	4,986	5,117	5,102	4,792	5,000	5,290	5,570
South San Francisco					1,198	1,910	2,589	2,540	2,565	2,837	2,940	2,748	2,833	2,977	3,226
San Bruno					1,117	1,470	1,773	2,007	2,142	2,451	2,698	2,611	2,865	3,288	3,612
San Francisco Airport					3,399	3,084	3,505	3,773	3,981	4,859	5,569	5,068	5,380	5,996	6,417
Millbrae					2,306	2,802	3,229	3,349	3,570	4,124	4,535	4,516	5,069	5,506	6,093
West Dublin													652	2,373	3,022
Total	**274,681**	**309,205**	**331,586**	**310,725**	**295,158**	**306,570**	**310,717**	**322,965**	**339,359**	**357,775**	**356,712**	**334,984**	**345,256**	**366,565**	**392,293**

Note:

1) FY99 average weekday exits reported here are slightly different from the actual FY average weekday exits due to a change in reporting methods.

2) SFO Extension service commenced on June 22, 2003. The FY03 weekday average is based on the time period when the Extension was in service.

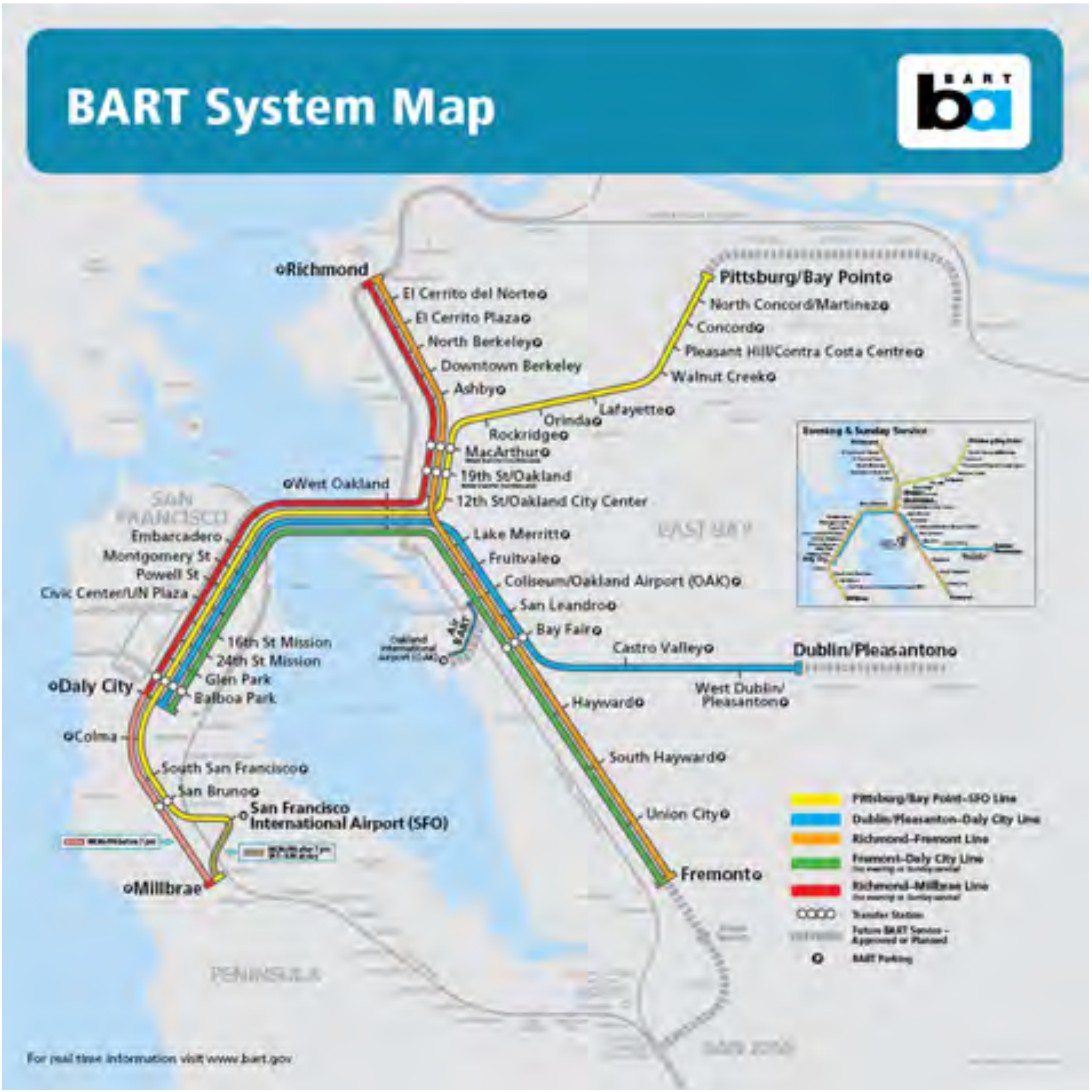
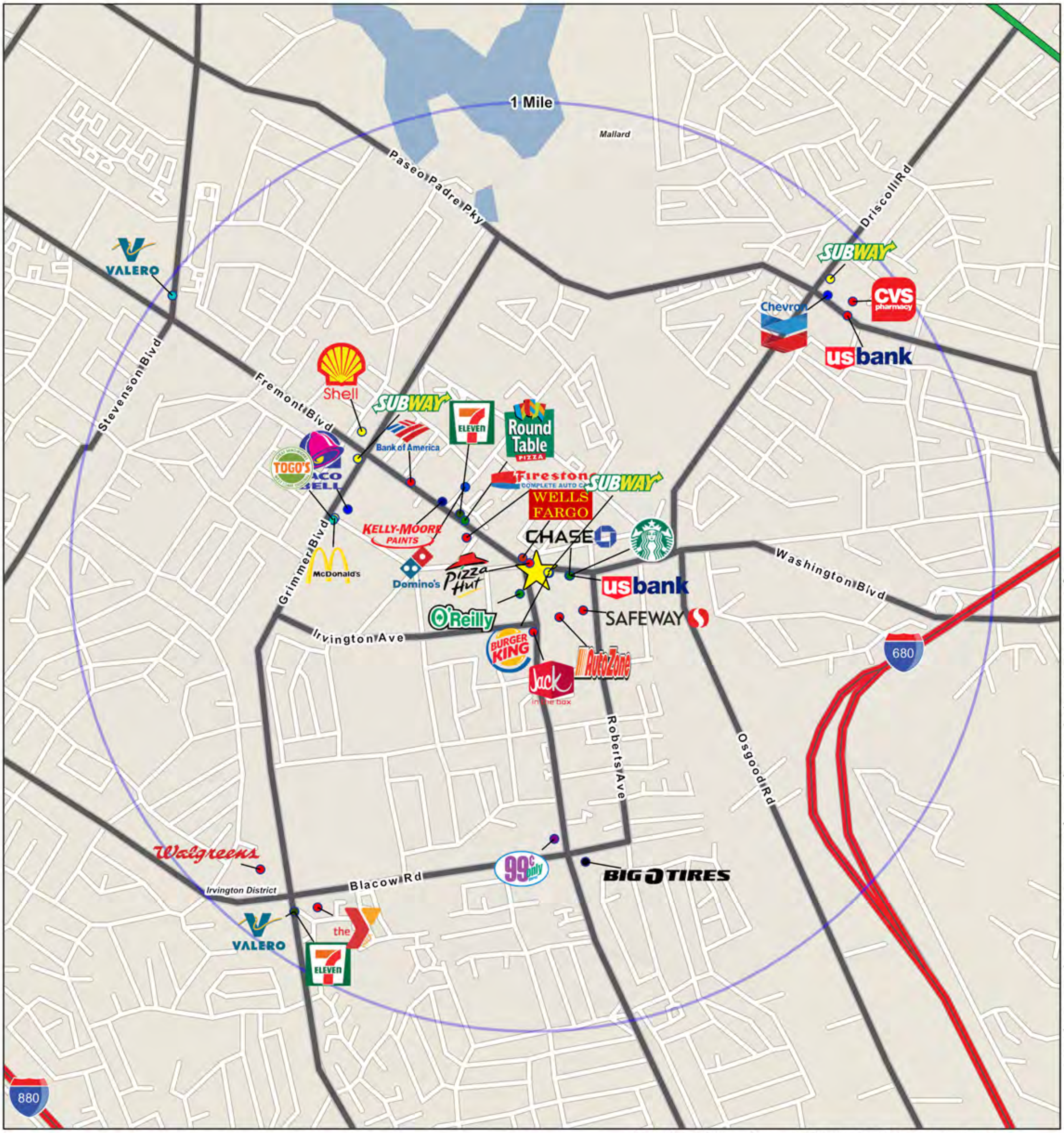

BART System Map
BART
Richmond
El Cerrito del Norte
El Cerrito Plaza
North Berkeley
Downtown Berkeley
Ashby
MacArthur
19th St/Oakland
12th St/Oakland City Center
West Oakland
Pittsburg/Bay Point
North Concord/Martinez
Concord
Pleasant Hill/Contra Costa Centre
Walnut Creek
Lafayette
Orinda
Rockridge
SAN FRANCISCO
Embarcadero
Montgomery St
Powell St
Civic Center/UN Plaza
16th St Mission
24th St Mission
Glen Park
Balboa Park
Daly City
Colma
South San Francisco
San Bruno
San Francisco International Airport (SFO)
Millbrae
EAST BAY
Lake Merritt
Fruitvale
Coliseum/Oakland Airport (OAK)
San Leandro
Bay Fair
Castro Valley
Dublin/Pleasanton
West Dublin/Pleasanton
Hayward
South Hayward
Union City
Fremont
Oakland International Airport (OAK)
Air BART
PENINSULA
SAN JOSE
Evening & Sunday Service
Pittsburg/Bay Point–SFO Line
Dublin/Pleasanton–Daly City Line
Richmond–Fremont Line
Fremont–Daly City Line
Richmond–Millbrae Line
Transfer Station
Future BART Service – Approved or Planned
BART Parking
For real time information visit www.bart.gov

EXHIBIT D – VOID ANALYSIS



Lat: 37.5329 Lon: -121.9592 Zoom: 2.28 mi

Logos are for identification purposes only and may be trademarks of their respective companies.

Fremont Blvd & Bay St
Fremont, CA

July 2014

Merchant Void Analysis

Lat/Lon: 37.5329/-121.9592

VOID DISTANCE

	Fremont Blvd & Bay St Fremont, CA	**Closest Location**	**Locations Within 1 Mile**	**Locations In San Francisco-Oakland-Hayward MSA**
	Auto Parts Tires			
VOID	America's Tire	1.65 Mi NW	-	10
	AutoZone		1	32
	Big O Tires		1	30
VOID	CARQUEST	11.76 Mi NW	-	7
	Firestone		1	19
VOID	Goodyear	14.85 Mi NW	-	2
VOID	NAPA	3.45 Mi NW	-	25
	O'Reilly		1	58
VOID	Pep Boys	8.04 Mi NW	-	4
VOID	Tires Plus	25.44 Mi NW	-	3
VOID	Wheel Works	1.63 Mi SW	-	21
	Banks			
	Bank of America		1	150
VOID	Bank of the West	1.42 Mi NW	-	57
VOID	California Bank-Trust	1.66 Mi NW	-	13
	Chase Bank		1	142
VOID	Citibank	1.81 Mi NW	-	93
VOID	Comerica Bank	1.91 Mi NW	-	18
VOID	Compass Bank	1.63 Mi NW	-	7
VOID	East West Bank	3.34 Mi SE	-	23
VOID	First Bank	20.16 Mi NW	-	9
VOID	First Community Bank	22.21 Mi NW	-	3
VOID	HSBC	1.52 Mi NW	-	9
VOID	Sterling Savings Bank	26.22 Mi NW	-	4
	U.S. Bank		2	91

Merchant Void Analysis

Lat/Lon: 37.5329/-121.9592

VOID DISTANCE

	Fremont Blvd & Bay St Fremont, CA	**Closest Location**	**Locations Within 1 Mile**	**Locations In San Francisco-Oakland-Hayward MSA**
	Banks Continued...			
VOID	Umpqua Bank	25.82 Mi NW	-	5
VOID	Union Bank	1.72 Mi NW	-	40
	Wells Fargo		1	164
VOID	Westamerica Bank	11.07 Mi NE	-	19
	Banks Minor			
VOID	Bank	1.27 Mi NW	-	240
	Book Stores			
VOID	Barnes & Noble	12.59 Mi NE	-	10
VOID	Half Price Books	1.76 Mi NW	-	4
	Clothing Apparel			
VOID	Abercrombie & Fitch	11.40 Mi NE	-	4
VOID	Aeropostale	2.28 Mi SW	-	5
VOID	American Eagle Outfitters	2.28 Mi SW	-	7
VOID	Ann Taylor	11.26 Mi NE	-	5
VOID	Ann Taylor Factory	16.64 Mi NW	-	1
VOID	Ann Taylor Loft	11.37 Mi NE	-	6
VOID	Anthropologie	18.60 Mi NE	-	6
VOID	Banana Republic	11.46 Mi NE	-	14
VOID	BCBG Max Azria	11.17 Mi NE	-	6
VOID	bebe	11.32 Mi NE	-	5
VOID	Buckle	11.46 Mi NE	-	3
VOID	Catherines	11.35 Mi NW	-	1
VOID	Charlotte Russe	2.54 Mi SW	-	4
VOID	Chico's	11.35 Mi NE	-	9
VOID	Citi Trends	25.73 Mi NW	-	1
VOID	Coldwater Creek	11.36 Mi NE	-	4

Merchant Void Analysis

Lat/Lon: 37.5329/-121.9592

VOID DISTANCE

Fremont Blvd & Bay St **Fremont, CA**	**Closest Location**	**Locations Within 1 Mile**	**Locations In San Francisco-Oakland-Hayward MSA**
Clothing Apparel Continued...			
dd's DISCOUNTS	9.37 Mi NW	-	5
Dress Barn	12.62 Mi NE	-	6
Express	2.17 Mi SW	-	11
Factory 2-U	14.43 Mi NW	-	2
Fallas Paredes	32.81 Mi NE	-	2
Forever 21	2.20 Mi SW	-	15
Fossil	11.11 Mi NE	-	4
Gap	11.52 Mi NE	-	19
H And M	11.11 Mi NE	-	11
Hollister Co.	2.17 Mi SW	-	7
J. Crew	11.37 Mi NE	-	8
J. Jill	11.11 Mi NE	-	6
Jos. A. Bank	13.03 Mi NE	-	8
K&G Superstore	22.29 Mi NW	-	1
Lane Bryant	1.84 Mi NW	-	9
Last Call	19.69 Mi NE	-	1
Loehmann's	16.89 Mi NW	-	2
Lucky Brand Jeans	11.26 Mi NE	-	8
maurices	30.76 Mi NE	-	1
Men's Wearhouse	2.25 Mi SW	-	18
New York & Company	2.34 Mi SW	-	4
Nordstrom Rack	2.12 Mi SW	-	6
Old Navy	2.09 Mi SW	-	13
PacSun	16.66 Mi NW	-	7
Rainbow	11.57 Mi NW	-	6
Rue21	33.29 Mi NE	-	1

Merchant Void Analysis

Lat/Lon: 37.5329/-121.9592

VOID DISTANCE

	Fremont Blvd & Bay St Fremont, CA	Closest Location	Locations Within 1 Mile	Locations In San Francisco-Oakland-Hayward MSA
	Clothing Apparel Continued...			
VOID	Saks OFF 5TH	13.08 Mi NE	-	2
VOID	Talbots	13.03 Mi NE	-	5
VOID	The Childrens Place	11.25 Mi NE	-	11
VOID	The Limited	11.35 Mi NE	-	1
VOID	Urban Outfitters	25.67 Mi NW	-	6
VOID	Victoria's Secret	2.17 Mi SW	-	15
VOID	Wet Seal	2.17 Mi SW	-	4
VOID	White House | Black Market	11.40 Mi NE	-	8
	Computers Electronic			
VOID	Apple Store	11.55 Mi NE	-	10
VOID	Best Buy	7.44 Mi NW	-	13
VOID	Fry's Electronics	1.50 Mi SE	-	2
VOID	RadioShack	1.93 Mi NW	-	73
	Convenience Stores			
	7-Eleven		2	157
VOID	ARCO AmPm	1.34 Mi SW	-	35
	Chevron		1	179
VOID	Circle K	2.30 Mi W	-	9
	Shell		1	153
VOID	Texaco	18.44 Mi NE	-	2
	Valero		2	108
	Craft Fabric Stores			
VOID	Aaron Brothers	11.95 Mi NE	-	10
VOID	Hobby Lobby	32.15 Mi NE	-	1
VOID	Jo-Ann	2.32 Mi SW	-	11
VOID	Michaels	1.79 Mi NW	-	12

Merchant Void Analysis

Lat/Lon: 37.5329/-121.9592

VOID DISTANCE

	Fremont Blvd & Bay St Fremont, CA	Closest Location	Locations Within 1 Mile	Locations In San Francisco-Oakland-Hayward MSA
	Custom			
VOID	Sephora	11.40 Mi NE	-	12
	Department Stores			
VOID	Barneys New York	13.03 Mi NE	-	2
VOID	Bloomingdale's	13.03 Mi NE	-	2
VOID	JCPenney	2.24 Mi SW	-	10
VOID	Macy's	2.35 Mi SW	-	18
VOID	Neiman Marcus	25.69 Mi NW	-	2
VOID	Nordstrom	11.37 Mi NE	-	6
VOID	Saks Fifth Avenue	30.27 Mi NW	-	1
	Discount Department Stores			
VOID	Babies R Us	2.13 Mi SW	-	10
VOID	Burlington Coat Factory	2.24 Mi SW	-	8
VOID	David's Bridal	29.53 Mi NW	-	2
VOID	Kmart	10.00 Mi NW	-	7
VOID	Kohl's	2.05 Mi SW	-	12
VOID	Marshalls	1.70 Mi NW	-	13
VOID	Ross	1.87 Mi NW	-	35
VOID	Sears	2.45 Mi SW	-	10
VOID	Target	1.65 Mi NW	-	26
VOID	TJ Maxx	2.30 Mi SW	-	13
VOID	Toys R Us	2.01 Mi SW	-	11
VOID	Tuesday Morning	1.90 Mi NW	-	12
VOID	Wal-Mart	1.69 Mi SW	-	12
	Dollar Stores			
	99 Cent Only		1	10

Merchant Void Analysis

Lat/Lon: 37.5329/-121.9592

VOID DISTANCE

	Fremont Blvd & Bay St Fremont, CA	Closest Location	Locations Within 1 Mile	Locations In San Francisco-Oakland-Hayward MSA
	Dollar Stores Continued...			
VOID	Big Lots	3.81 Mi NW	-	10
VOID	Dollar General	31.76 Mi NE	-	1
VOID	Dollar Tree	1.33 Mi SW	-	36
	Drug Stores			
	CVS		1	99
VOID	Rite Aid	1.88 Mi NW	-	38
	Walgreens		1	141
	Fitness			
VOID	24 Hour Fitness	1.62 Mi S	-	37
VOID	Anytime Fitness	5.14 Mi NW	-	6
VOID	Bally Total Fitness	4.32 Mi NW	-	5
VOID	Crunch	15.31 Mi SW	-	9
VOID	Curves For Women	4.89 Mi NW	-	24
VOID	Equinox Fitness	20.18 Mi NW	-	2
VOID	In-Shape	28.12 Mi NW	-	5
VOID	Planet Fitness	2.22 Mi SW	-	5
VOID	Powerhouse Gym	15.10 Mi SW	-	1
VOID	World Gym	29.14 Mi NW	-	1
	YMCA		1	30
	Furniture Household			
VOID	Anna's Linens	1.84 Mi NW	-	8
VOID	Ashley Furniture	31.18 Mi NW	-	1
VOID	Bassett	2.09 Mi SW	-	4
VOID	Bed Bath & Beyond	1.78 Mi NW	-	13
VOID	Cost Plus	1.71 Mi NW	-	8
VOID	Crate and Barrel	25.65 Mi NW	-	4

Merchant Void Analysis

Lat/Lon: 37.5329/-121.9592

VOID_DISTANCE

	Fremont Blvd & Bay St Fremont, CA	**Closest Location**	**Locations Within 1 Mile**	**Locations In San Francisco-Oakland-Hayward MSA**
	Furniture Household Continued...			
VOID	Ethan Allen	12.27 Mi NE	-	4
VOID	HomeGoods	2.33 Mi SW	-	5
VOID	IKEA	11.07 Mi SW	-	2
VOID	Jennifer Convertibles	1.88 Mi NW	-	6
VOID	La-Z-Boy	7.74 Mi NW	-	5
VOID	LAMPS PLUS	11.91 Mi NE	-	5
VOID	Pier 1	1.71 Mi NW	-	14
VOID	Pottery Barn	11.11 Mi NE	-	7
VOID	Relax The Back	2.00 Mi NW	-	4
VOID	Sur La Table	21.54 Mi NW	-	7
VOID	The Container Store	25.61 Mi NW	-	3
VOID	Thomasville	11.99 Mi NE	-	1
VOID	Williams-Sonoma	11.36 Mi NE	-	8
VOID	Z Gallerie	29.92 Mi NW	-	3
	Grocery Stores			
VOID	Food Maxx	1.50 Mi NW	-	13
VOID	Foods Co	14.50 Mi SW	-	5
VOID	fresh&easy	7.36 Mi NW	-	12
VOID	Grocery Outlet	1.33 Mi SW	-	18
VOID	Lucky	1.64 Mi NE	-	37
VOID	Neighborhood Market	13.65 Mi NE	-	1
VOID	Nob Hill	13.84 Mi NE	-	6
VOID	Raley's	1.81 Mi NW	-	7
	Safeway		1	98
VOID	Save Mart	32.41 Mi NE	-	2
VOID	Sprouts	1.88 Mi NW	-	3

Merchant Void Analysis

Lat/Lon: 37.5329/-121.9592

VOID DISTANCE

	Fremont Blvd & Bay St Fremont, CA	Closest Location	Locations Within 1 Mile	Locations In San Francisco-Oakland-Hayward MSA
	Grocery Stores Continued...			
VOID	Trader Joe's	1.68 Mi NW	-	32
VOID	Whole Foods	15.36 Mi SW	-	17
VOID	WinCo Foods	32.33 Mi NE	-	2
	Health Beauty			
VOID	Bath & Body Works	2.18 Mi SW	-	14
VOID	Claire's	2.17 Mi SW	-	19
VOID	Cost Cutters	13.62 Mi NE	-	3
VOID	Fantastic Sams	12.43 Mi NE	-	4
VOID	Great Clips	1.73 Mi NE	-	39
VOID	M-A-C	2.41 Mi SW	-	24
VOID	Regis Salon	11.53 Mi NE	-	8
VOID	Sally Beauty Supply	2.13 Mi SW	-	20
VOID	Sephora	11.40 Mi NE	-	12
VOID	Sport Clips	2.01 Mi SW	-	12
VOID	Supercuts	1.57 Mi SE	-	56
VOID	ULTA	1.74 Mi NW	-	9
	Home Improvement			
VOID	Ace Hardware	2.09 Mi SE	-	57
VOID	Do It Best	19.85 Mi NW	-	17
VOID	Dunn-Edwards	12.80 Mi NW	-	6
VOID	Home Depot	1.68 Mi SE	-	23
	Kelly-Moore		1	36
VOID	Lowe's	2.13 Mi SW	-	10
VOID	Orchard	2.21 Mi NW	-	19
VOID	Restoration Hardware	25.73 Mi NW	-	5
VOID	Sherwin-Williams	2.08 Mi SW	-	19

Merchant Void Analysis

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VOID DISTANCE

Fremont Blvd & Bay St Fremont, CA	Closest Location	Locations Within 1 Mile	Locations In San Francisco-Oakland-Hayward MSA
Home Improvement Continued...			
True Value	3.38 Mi NW	-	17
Office Supply			
Office Depot	10.88 Mi SW	-	18
Office Max	7.73 Mi NW	-	9
Staples	1.80 Mi NW	-	18
Pet Stores			
Petco	1.88 Mi NW	-	20
PetsMart	1.61 Mi NW	-	10
Restaurants Bakery Bagels			
Corner Bakery	9.23 Mi NE	-	3
Einstein Bros	10.05 Mi NW	-	1
Manhattan Bagel	29.85 Mi NW	-	1
Noah's	1.92 Mi NW	-	25
Panera Bread	2.00 Mi NW	-	16
Restaurants Casual			
Applebee's	2.17 Mi SW	-	13
Baja Fresh	9.23 Mi NE	-	11
BJ's Restaurant & Brewery	2.62 Mi SW	-	7
Buca Di Beppo	29.81 Mi NW	-	1
Buffalo Wild Wings	12.93 Mi NE	-	4
California Pizza Kitchen	11.11 Mi NE	-	10
Carino's	31.98 Mi NE	-	1
Chevys	7.59 Mi NW	-	8
Chili's	1.78 Mi NW	-	11
Chipotle	1.99 Mi NW	-	41
Claim Jumper	2.12 Mi SW	-	2

Merchant Void Analysis

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VOID DISTANCE

Fremont Blvd & Bay St Fremont, CA	Closest Location	Locations Within 1 Mile	Locations In San Francisco-Oakland-Hayward MSA
Restaurants Casual Continued...			
Coco's	11.97 Mi NE	-	3
Denny's	2.25 Mi NW	-	23
Dickey's	2.25 Mi SW	-	9
Elephant Bar	1.72 Mi NW	-	7
Famous Dave's	11.65 Mi NW	-	1
Five Guys	2.09 Mi SW	-	11
Fleming's	25.75 Mi NW	-	1
Fuddruckers	7.51 Mi NW	-	5
Hooters	11.76 Mi NE	-	2
Houlihan's	25.65 Mi NW	-	1
IHOP	5.00 Mi NW	-	22
Joe's Crab Shack	31.43 Mi NW	-	1
Johnny Rockets	15.26 Mi SW	-	3
Macaroni Grill	18.61 Mi NW	-	2
McCormick & Schmick's	29.71 Mi NW	-	2
Mimis Cafe	11.43 Mi NW	-	5
Morton's	30.29 Mi NW	-	1
Olive Garden	2.20 Mi SW	-	4
On The Border	12.45 Mi NE	-	1
Outback Steakhouse	1.56 Mi SW	-	8
P.F. Chang's	2.02 Mi SW	-	5
Rainforest Cafe	31.37 Mi NW	-	1
Red Lobster	1.53 Mi NW	-	3
Red Robin	2.29 Mi SW	-	6
Rubio's	2.05 Mi SW	-	9
Ruth's Chris	25.66 Mi NW	-	2

Merchant Void Analysis

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VOID DISTANCE

	Fremont Blvd & Bay St Fremont, CA	Closest Location	Locations Within 1 Mile	Locations In San Francisco-Oakland-Hayward MSA
	Restaurants Casual Continued...			
VOID	Ryan's	2.32 Mi SW	-	5
VOID	Sizzler	11.72 Mi NW	-	9
VOID	Smashburger	41.26 Mi NW	-	2
VOID	T.G.I. Friday's	7.69 Mi NW	-	2
VOID	Texas Roadhouse	7.51 Mi NW	-	1
VOID	The Cheesecake Factory	11.30 Mi NE	-	5
VOID	Uno	31.48 Mi NE	-	1
	Restaurants Coffee Donuts			
VOID	It's A Grind	31.04 Mi NW	-	1
VOID	Krispy Kreme	2.26 Mi SW	-	5
VOID	Peet's	1.99 Mi NW	-	86
	Starbucks		1	358
VOID	The Coffee Bean	30.04 Mi NW	-	3
VOID	Tully's Coffee	9.82 Mi NE	-	2
	Restaurants Fast Food Major			
VOID	Arby's	2.60 Mi SW	-	4
	Burger King		1	82
VOID	Dairy Queen	11.19 Mi NW	-	8
	Jack in the Box		1	72
VOID	KFC	2.16 Mi NW	-	60
	McDonald's		1	126
VOID	Sonic	7.26 Mi NW	-	1
	Taco Bell		1	85
VOID	Wendy's	2.03 Mi NW	-	27
	Restaurants Fast Food Minor			
VOID	A&W	3.33 Mi NW	-	12

Merchant Void Analysis

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VOID_DISTANCE

Fremont Blvd & Bay St Fremont, CA	Closest Location	Locations Within 1 Mile	Locations In San Francisco-Oakland-Hayward MSA
Restaurants Fast Food Minor Continued...			
VOID Boston Market	1.93 Mi NW	-	6
VOID Carl's Jr.	1.96 Mi SW	-	28
VOID Chick-fil-A	27.55 Mi NW	-	1
VOID Church's Chicken	19.97 Mi NW	-	7
VOID Del Taco	5.06 Mi NW	-	2
VOID El Pollo Loco	11.31 Mi NW	-	5
VOID Green Burrito	13.81 Mi NE	-	15
VOID In-N-Out	2.13 Mi SW	-	17
VOID Long John Silver's	26.28 Mi NW	-	4
VOID Panda Express	1.47 Mi NW	-	43
VOID Popeyes	1.74 Mi NW	-	23
VOID Taco Del Mar	20.79 Mi NW	-	2
VOID Wienerschnitzel	3.37 Mi NW	-	9
VOID Wing Stop	2.28 Mi SW	-	24
Restaurants Ice Cream Smoothie			
VOID Baskin-Robbins	1.93 Mi NW	-	38
VOID Ben & Jerry's	25.19 Mi NW	-	7
VOID Cold Stone Creamery	1.80 Mi NW	-	22
VOID Jamba Juice	1.93 Mi NW	-	61
VOID MaggieMoo's	12.79 Mi NW	-	2
VOID NRgize	16.63 Mi NW	-	2
VOID Orange Julius	11.19 Mi NW	-	4
VOID Pinkberry	16.87 Mi NW	-	4
VOID Red Mango	27.65 Mi NW	-	1
VOID Rita's	13.04 Mi NW	-	1
VOID Robeks	14.71 Mi NE	-	1

Merchant Void Analysis

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VOID_DISTANCE

	Fremont Blvd & Bay St **Fremont, CA**	**Closest Location**	**Locations Within 1 Mile**	**Locations In San Francisco-Oakland-Hayward MSA**
	Restaurants Ice Cream Smoothie Continued...			
VOID	Surf City Squeeze	1.74 Mi SE	-	8
	Restaurants Pizza			
VOID	Chuck E. Cheese's	1.93 Mi SW	-	8
	Domino's Pizza		1	43
VOID	Godfather's Pizza	4.33 Mi SW	-	1
VOID	Hungry Howie's	11.09 Mi NW	-	1
VOID	Little Caesars	1.45 Mi NW	-	38
VOID	Papa John's	2.18 Mi SW	-	12
VOID	Papa Murphy's	2.23 Mi NW	-	21
	Pizza Hut		1	22
	Round Table		1	72
VOID	Sbarro	2.17 Mi SW	-	4
	Restaurants Sandwich			
VOID	Blimpie	1.74 Mi SE	-	1
VOID	Capriotti's	30.90 Mi NW	-	1
VOID	Charley's Grilled Subs	2.17 Mi SW	-	5
VOID	Firehouse Subs	2.26 Mi SW	-	1
VOID	Great Steak	18.75 Mi NW	-	5
VOID	Jersey Mike's	20.09 Mi NW	-	1
VOID	Jimmy John's	30.05 Mi NW	-	1
VOID	Quiznos	1.45 Mi NW	-	26
	Subway		3	308
	Togo's		1	39
	Shoes Footwear			
VOID	DSW	2.10 Mi SW	-	7
VOID	Famous Footwear	11.50 Mi NW	-	3

Merchant Void Analysis

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VOID_DISTANCE

Fremont Blvd & Bay St Fremont, CA	Closest Location	Locations Within 1 Mile	Locations In San Francisco-Oakland-Hayward MSA
Shoes Footwear Continued...			
VOID Foot Locker	2.16 Mi SW	-	16
VOID Johnston & Murphy	13.03 Mi NE	-	2
VOID Nike	13.11 Mi NE	-	4
VOID Nine West	30.04 Mi NW	-	2
VOID Nine West Outlet	13.11 Mi NE	-	2
VOID Payless ShoeSource	1.87 Mi NW	-	40
Sporting Goods			
VOID Big 5	1.91 Mi NW	-	22
VOID Dick's	13.32 Mi NE	-	1
VOID Golfsmith	12.24 Mi NE	-	4
VOID Play It Again Sports	11.17 Mi NE	-	2
VOID REI	1.67 Mi SE	-	8
VOID Sport Chalet	12.25 Mi NE	-	1
VOID Sports Authority	7.50 Mi NW	-	14
Wholesale			
VOID Costco	2.29 Mi SW	-	15
VOID Sam's Club	31.39 Mi NW	-	1
VOID Smart & Final	1.73 Mi NW	-	15
Wireless Stores			
VOID AT&T	1.79 Mi NW	-	28
VOID Sprint	1.86 Mi NW	-	21
VOID T-Mobile	1.78 Mi NW	-	49
VOID Verizon Wireless	2.09 Mi SW	-	24

EXHIBIT E – QUALIFICATIONS AND BIOGRAPHY

GREENSFELDER COMMERCIAL REAL ESTATE QUALS

ABOUT GREENSFELDER COMMERCIAL REAL ESTATE

Greensfelder Commercial Real Estate is a Bay Area-based consulting and real estate services firm specializing in retail and mixed-use oriented assignments. David Greensfelder, Managing Principal, is an expert on market analysis and on how to evaluate competition for retail, residential, and mixed-use projects. Greensfelder emphasizes quickly understanding factors affecting project implementation, and how retailers evaluate local and regional markets and make their expansion decisions. Skilled at managing community and public meetings, Greensfelder knows how to navigate large organizations, how to diffuse opposition, and values transparency and open communication.

PRIMARY CONSULTING TOPICS

- Market Analysis, Market Entry
- Retail Positioning/Repositioning and Strategy
- Due Diligence and Risk Assessments
- Integrating Commercial Uses in Mixed-Use Environments
- Transformative Retail Planning and Strategy for Public Agencies
- Commodity Versus Specialty Retail
- Multichannel and Omnichannel Retail
- Reposition Projects That Once Worked but Now Don't
- Litigation Support and Expert Witness Services

SELECTED PROJECTS

- Anchor Retail Tenant Negotiation of Business and Lease Terms (new deal and repositioning)
- Chicago (South Side) Trade Area Population and Retail Sales Potential Analysis
- Creation of New Development Financial Modeling Templates for Multi-family Developer
- Cupertino General Plan Amendment and Retail Market/Focus Sites Feasibility Study
- CVS/CareMark Integration Analysis for Long's Drug Stores Acquisition
- CVS/CareMark San Francisco Bay Area New Market Entry Analysis and Strategy
- Foster City Commercial Real Estate Market Analysis and Opportunity Site Review
- Kansas City MSA Retail Market Evaluation Investment Potential Analysis
- Mixed-use/Affordable Housing Projects – Analyze Potential for Commercial Components (various)
- MTC/ABAG SB375 Implementation Retail Expert Panel
- Peninsula Shopping Center Remodel: Scope-of-Work, Budget, and Site Planning
- Retail Opportunity Site Analysis and Implementation Strategy as Part of a GPA for a Bay Area City
- Santa Clara Retail Market Assessment
- WestGate San Leandro Shopping Center Repositioning Study

REPRESENTATIVE CLIENT LIST

- Association of Bay Area Governments/ Metropolitan Transportation Commission
- BAE Urban Economics
- Bridge Housing
- Burlingame Plaza Owner's Association
- City of Chicago Planning and Urban Design Division, Department of Housing and Economic Development (pro-bono)

- City of Cupertino
- City of Foster City
- City of Santa Clara
- DCG
- Draper & Kramer
- The Irvine Company
- LandMark Retail Group
- MIG
- The Prado Group
- Ramco Gershenson
- Scanlan Kemper Bard
- Scannell Properties
- Site Works
- Private Family Trusts (various)
- **Hedge Funds**: Angelo Gordon, Bain & Company, Inc., DB Zwirn, Harris Associates, HIG Capital, Karsch Capital, QVT Financial LP, SAC Capital, Scout Capital, Sheffield Management, Sigma Capital Management, Teton Capital, Wellington Management, and Whale Rock Capital Management LLC.

TEACHING AND SPEAKING ENGAGEMENTS

- UC Berkeley Haas Graduate School of Business
- UC Berkeley College of Environmental Design
- USC Lusk Center for Real Estate Studies
- ULI School of Professional Development
- ULI Urban Plan Volunteer
- Non-Profit Housing Association of Northern California (NPH)
- California League of Cities
- KB Home Corporation Community Advisory Board
- Oakland Chamber of Commerce Retail Advisory Committee (ORAC)
- ICSC Programs: Northern California Alliance Program (chair/speaker/ moderator), San Francisco Idea Exchange (chair/speaker/moderator), Monterey Idea Exchange (speaker/moderator), ReCon (moderator), Bay Area Local Programs (chair), Los Angeles Local Programs (speaker), University of Shopping Centers (faculty)
- California Building Conference
- City of Hercules
- City of Merced
- City of Morgan Hill
- City of Suisun City

RECENT PRESENTATIONS AT PROFESSIONAL CONFERENCES

- The ABC's of the XYZ Generations: The Essential Guide to Understanding, Communicating and Marketing to Demographic Alphabet Soup
- Exploring the Feasibility of a Merger, the AHA/Satellite Experience
- Maximizing Retail During Changing Times – A Post Redevelopment Primer
- The New Normal…How Retailers Think: A Public Sector Primer on the Retailer Decision Process
- Omni-channel Marketing: A Seamless Approach to Retailing Across Channels, from Social Media to Bricks & Mortar.

OTHER PROFESSIONAL AFFILIATIONS AND INVOLVEMENT

- International Council of Shopping Centers Member / Various Officer Roles
- Satellite Affordable Housing Associates' Chair of Board Housing Development Committee
- Bay Area Council Member Representative and Legislative Retreats
- Shopping Center World Editorial Advisory Board

CONTACT INFORMATION

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BIO – DAVID GREENSFELDER

As a developer, consultant, and an experienced corporate real estate executive, David has driven more than 325 projects spanning 6.3 million square feet with an aggregate acquisition and construction value exceeding $700 million. During the recent real estate recession, David built a $100 million development pipeline, helped a client acquire a publically-traded competitor, and developed plans to reposition over 1 million square feet of retail and mixed-use projects valued at over $115 million.

Greensfelder Commercial Real Estate develops retail and mixed-use projects, provides fee-based project management services, and consults on market strategy, economics, and land use for institutional, private and public-sector clients across the U.S., and on retail real estate for financial institutions and hedge funds. Prior to forming his own firm, David was Director/VP and Principal of LandMark-NewMark's Northern California office, managed relationships with Fortune 20 companies such as CVS/pharmacy, led acquisition and development programs for programmatic JV's with publically-traded REITs such as Weingarten Realty Investors, and successfully oversaw real estate strategy and implementation for national promotional, and daily needs retailers such as CVS, Longs Drugs, Super Crown Books, and specialty retailers such as Eatzi's (Brinker International), Chuck Jones Showroom, and High Tech Burrito.

In addition to strategic vision, market/trade area analysis and site selection, and managing client relationships, David's expertise includes overseeing due diligence, acquisition, entitlements, project management (including design, leasing, and construction oversight), asset management (including administration of existing store portfolios), and managing national retail tenant representation programs. Project types have ranged from mixed-use to specialty shopping center development, and retail concepts from specialty to promotional to daily needs. David has managed and interfaced with professional teams spanning disciplines from land use to architecture and engineering, public affairs, brownfield remediation, and various legal disciplines.

David graduated from Pitzer College (Claremont Colleges) with a degree in Business Economics. David lectures at UC Berkeley's College of Environmental Design and at the Fisher Center for Real Estate and Urban Economics-Haas School of Business, USC's Lusk Center for Real Estate Development, and ICSC's University of Shopping Centers. He serves on Berkeley-based Satellite Affordable Housing Associates' Board of Directors as Chair of the Housing Development Committee, is a founding member of the Oakland Retail Advisory Group, volunteers in ULI's Urban Plan program where he works with high school students in their senior year economics and civics curriculum, and is a member of ICSC's national Alliance Program advisory board where he has served in various officer roles for over a decade. Recent presentations include Omni-channel Marketing: A Seamless Approach to Retailing Across Channels, from Social Media to Bricks & Mortar; The ABC's of the XYZ Generations: The Essential Guide to Understanding, Communicating and Marketing to Demographic Alphabet Soup; and The New Normal…How Retailers Think: A Public Sector Primer on Site Selection.

CONTACT INFORMATION:

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GREENSFELDER

COMMERCIAL REAL ESTATE LLC

DEVELOPMENT AND CONSULTING