8/25/87

FREMONT SHORES AUTO CENTER

Mr. Donald R. Signer

Presented by:

SANTA FE PACIFIC REALTY CORPORATION

PROJECT DESCRIPTION

IDENTITY OF DEVELOPER AND STATUS OF PROJECT

Santa Fe Pacific Realty Corporation (SFPR) is a new company created by the 1984 merger of Santa Fe Industries and Southern Pacific Company. A wholly-owned subsidiary of the resultant Santa Fe Southern Pacific Company, SFPR was created for the purpose of managing the parent's real estate assets.

As a result, the Company's 712-acre parcel of land adjacent to Durham Road in Fremont became the responsibility of SFPR in early 1985. SFPR, at the time, reevaluated the then existing industrial plan for the property and came to the conclusion that a property this size and location offered the opportunity for development of a wide variety of uses. During 1985 and 1986 SFPR, through its planning, traffic, marketing and engineering consultants, analyzed its possible development options which resulted in the formulation of the enclosed mixed-use development plan.

In December of 1986, SFPR made a formal application to the City of Fremont for a General Plan Amendment and appropriate rezoning. Subsequently, preparation of an Environmental Impact Report was initiated by the City and funded by SFPR. In discussions with City Staff it was agreed that a schedule allowing for City Council consideration in February, 1988, was realistic. The package to be considered by the Council will be comprehensive in nature, and include the General Plan Amendment, E.I.R., "Planned District" rezoning applications, job/housing study for the Fremont area, Redevelopment Agency impact analysis and Tentative Subdivision Maps. Compilation of this information will require the coordination of many consultants and represents many man-hours of work. However, the necessary consultant team is in place and committed to meeting our February target date.

A primary focus of our team over the coming months will be the development of a detailed plan for the proposed Fremont Shores Auto Center. The list of consultants set forth below details the names of the various firms and their expertise. It is our hope that through the joint efforts of the City of Fremont, the Fremont automobile dealer community and SFPR a development plan meeting the needs of all concerned can be realized.

Fremont Shores Auto Center Advantages:

SYNERGISM OF ACTIVITY

DEALER PARTICIPATION IN OPERATION OF CENTER

POTENTIAL SALES INCREASE 35 - 150%

GROUP ADVERTISING SAVINGS

SECURITY COSTS REDUCED

INCREASED CUSTOMER TRAFFIC

GUARANTEED ENVIRONMENT

PRIME I-880 ACCESS

I-880 EXPOSURE

I-880 TRAFFIC VOLUME: 123,000 DAILY TRIPS

I-680 TRAFFIC VOLUME: 69,000 DAILY TRIPS

LOCATED ADJACENT TO A NEW 800 ACRE PLANNED COMMUNITY

IMMEDIATE ACCESS TO SUPPORT SERVICES AND BUSINESSES

FREMONT AUTO CENTER

Proposed Time Schedule

Date

Description

August 25, 1987

Santa Fe Pacific Realty Corporation (Developer) presentation of Preliminary Plan to Fremont new car dealers (Dealers).

Within seven (7) days following meeting with Dealers Dealers provide Developer with written response to Preliminary Plan and sales terms.

Within ten (10) days following receipt of Dealers' response to Plan Revised Plan presented by Developer to Dealers.

Within five (5) days after revised Plan is presented to Dealers Dealers provide Developer with letters of interest.

Within five (5) days after Developer receives letters of interest from Dealers

Revised Plan presented to City staff.

Within seven (7) days after revised Plan is presented to City staff Developer begins factory contacts.

Not later than September 30, 1987 Developer files rezoning application.

Not later than November 16, 1987 Developer provides to Dealers draft Dealer Association Bylaws.

Not later than December 1, 1987 Dealers provide Developer with written comments to Dealer Association Bylaws.

Not later than December 14, 1987 EIR for entire Fremont Shores project becomes available.

Date

Description

Not later than December 31, 1987

Dealers and Developer meet to review tentative subdivision map, infrastructure cost estimates and Dealers' preliminary site plans and elevations.

January 1988

Submit tentative map, CC&R's and Design Guidelines to City.

February 1988

EIR and General Plan Amendment approval; and hearings on Development Agreement between Developer and City.

March 1988

Rezoning and tentative map approval.

June 1988

Developer begins site work.

Sept/Oct 1988

Dealers commence construction.

First quarter of 1989

Dealers open for business.

*This proposed schedule sets forth important dates leading up to the sale of lots in the Fremont Auto Center to the automobile dealers, the commencement of construction of improvements on such lots and the opening of business by the dealers. The scheduled dates set forth above are target dates only and may need to be adjusted forward or backward depending upon responses received from the City of Fremont and the automobile dealers and other factors relevant to the development process.

SLF:D26:13 08/20/87

CONSULTANT TEAM

M.R. Farrell & Associates: Auto Center Consultants

Walker-Rancourt & Associates: Auto Center Architects

The Architects Collaborative: Master Plan Architects

Frisbie & Associates: Residential Element Planners

Aram Bassenian, AIA & Associates: Residential Element Architects

TJKM: Traffic Consultants

Gruen Gruen & Associates: Economic & Market Analysis

Mackay & Somps: Engineering

Edward L. Pack & Associates: Accoustic Analysis

AUTO CENTER ELEMENT

The Fremont Shores Auto Center is contemplated to be an approximately 75-100 acre project located within approximately 450 lineal feet of the I-880 Freeway. Such Auto Center sites, has excellent visibility and accessability. The Auto Center is an integral part of the larger 700+ acre Fremont Shores Development which is a planned community containing office, R. & D. Commercial and residential uses. Fremont Shores will be a major destination point in the east bay region. The exposure to Highway 880 should provide a substantial benefit to the Fremont Shores Auto Center. Present traffic counts for I-880 Freeway at this location is approximately 123,000 trips per day. California Department of Transportation estimates that this volume will increase to approximately 151,000 trips per day by the year 2005. In contrast, traffic counts for the 680 Freeway at Durham Road is presently only 69,000 trips per day.

The design concept for the Auto Center is to provide an area for approximately 25-30 new car dealerships oriented inwardly along a private street system allowing for maximum customer parking adjacent to the dealers car display area. the renderings (and signage) set forth in the enclosed brochure provide illustrative examples of possible designs of the Auto Center.

The intent of the design is to create a sales area similar to a regional shopping center which will allow customers to conveniently walk to four or five dealerships without having to get into their cars and drive from one dealership to the other. It is expected that an auto service center and other auto related uses will be provided thereby creating a regional one stop shopping area for automobile oriented uses. Other benefits to or advantages of the Auto Center are more particularly identified in Section IV of this brochure.

MARKET AREA

An indication of market support for the Auto Center can be demonstrated from the general demographic data for a 3, 5, and 10 mile radius. Population within a 3 mile radius is presently is estimated to be 78,968 and projected to increase to 84,334 by 1991. Median family income presently in this area is approximately \$38,500 per year and projected to increase to approximately \$50,000 per year by 1991. Over 50% of all family incomes are grouped in the above \$40,000 per year category.

In a five mile radius, the present population is approximately 163,854 and is projected to increase to 175,716 by 1991. Median family income presently in the five mile radius is approximately \$38,500 per year and projected to increase to \$49,875 per year in 1991. Over 50% of all family incomes are grouped in the above \$40,000 per year category.

In a ten mile radius, the population presently is estimated to be 465,323 and projected to increase to 493,122 by 1991. Median family income presently in this area is approximately \$36,000 per year and projected to increase to approximately \$46,000 per year by 1991. Once again, over 50% of all family incomes are grouped in the above \$40,000 per year category.

There are currently ten new car dealers representing twenty five franchises in the City of Fremont. Cadillac, Dodge, Isuzu, Jaguar, Porsche, Audi, Subaru, and Yugo are not presently represented in the area.

SALE PRICE OF SITES TO DEALERS

SFPR is interested in selling sites within the proposed Fremont Shores Auto Center (improved with certain off-site improvements) to new car dealership facilities for an initial price of \$6.00 per square foot (gross) less assessments allocated to the sites for common improvements. The specific details regarding sales terms and conditions are contained in Section VIII "Land Sales Information" of this brochure.

SUMMARY

The developer is extremely excited about the prospects for the Fremont Shores project and, in particular, the Fremont Shores Auto Center. It is expected that the Fremont Shores project will provide a new identity for the City of Fremont and a successful venture for the participants within the Fremont Shores Auto Center.