ACKNOWLEDGMENTS

We wish to thank the City of Woodland, California for requesting and hosting our ‘By-Design’ Annual Charrette and inviting us to share our professional perspective on their County Fair Mall Retrofit study area.

City Staff Leadership Team
- Community Development Department
  - Mr. Stephen Coyle, Deputy Director
  - Public Works Department

Community Leadership Team
- Mayor Angel Barajas and Mayor Pro Tem Enrique Fernandez
  - Tom Stallard and other Council Members
  - Planning Commission

Sacramento Council of Governments (SACOG)
- James Corless, Executive Director

Yolo County Transportation District
- Terry Bassett, Executive Director
  - Mike Luken, Deputy Director,
  - Jose Perez, Senior Planner,

County Fair Mall Management and Staff

Citizens of Woodland

CNU-California Chapter

The Congress for the New Urbanism California Chapter (CNU-California) is a non-profit 501(c)(3) volunteer professional organization.

CNU-California’s mission is to advance the making of great places that are walkable, sustainable, and enjoyable.

The Congress for the New Urbanism (CNU) is an international nonprofit organization working to build vibrant communities where people have diverse choices for how they live, work, and get around. We believe that well-designed cities and neighborhoods are crucial for our health, economy, and environment. Our 2,600 members are diverse, global thought-leaders on design, development, policy, implementation, and activism. From our annual Congress to our strategic policy initiatives, CNU connects and empowers the professionals, leaders, advocates, and citizens building places where people and businesses can thrive and prosper.

Through 24 years of advocacy, CNU has changed the national conversation from a debate over sprawl to a discussion on how to reinvest in our cities and towns. CNU’s members are architects, urban designers, engineers, planners, developers, historic preservationists, bankers, small business people, health professionals, government officials, and everyday citizens who care about our communities. We all share the same goals: steering cities and towns away from sprawling development, building more beautiful and sustainable places, preserving historic assets and traditions, and providing a range of housing and transportation choices.

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THE CHARRETTE

The CNU-California Chapter hosts an annual CNU-By-Design charrette program that provides educational and membership engagement opportunities statewide. The Charrette is an interactive, multi-day workshop that helps the sponsoring city visualize a site-specific transformation that the CNU principles and processes can enable. Our board's selection of the city for the annual charrette project is based upon its relevance to CNU initiatives and expertise. Woodland's Mall Retrofit Project fits the Congress for the New Urbanism’s national initiative, Suburban Sprawl Retrofit (http://www.cnu.org/sprawlretrofit).

The complete, walkable neighborhood or community, a New Urbanist reinvention of a timeless and time-tested settlement pattern, requires a comprehensive and public design process, the Charrette. At its best, it brings all of the stakeholders together at all levels in a holistic, iterative process. It compresses the design-review-revision time so that decisions are made and competing interests can be resolved under short deadline pressures.

Working with City Staff, our charrette team engaged the public with the following outreach tools for a communication exchange with citizens in re-imagining of the mall:

- Notification fliers, marketing materials, and local press;
- Online websites and social media notification;
- Stakeholder and focus group committee meeting announcements;
- Educational lecture event (on retail shifts);
- Open house participation (the Charrette);
- Walking Tours; and
- Film Festival at the historic opera house.

Once we reached out and engaged citizen participation, our charrette used the additional tools to obtain their input on ideas, responses to others' ideas, and to explore which ones fit within their collective memories and expectations:

- Online Survey/Polling/Commenting Tools;
- In depth, one-on-one stakeholder interviews;
- Stakeholder and focus group committee meeting announcements;
- Educational lecture event (on retail shifts);
- Open house participation (the Charrette);
- Walking Tours; and
- Film Festival at the historic opera house.

Woodland Charrette Schedule

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RETROFITTING A DEAD MALL

The scope was organized by a three-step process beginning with a three-month Pre-Charrette data/information gathering phase, followed by the comprehensive five-day Charrette event phase, and then a ten-week Post-Charrette final report delivery phase. Engagement consisted of pre-charrette and charrette stakeholder education and dialog events with extensive market studies and declining mall research from across the nation. The Report presents a compelling vision and a frame to dialog, manage expectations, educate the citizens, local stakeholders, and the City on the issues and possible solutions for implementing the Project.

The deliverables intend to provide the city with zoning code ideas and implementation actions to fulfill the vision of how to approach the mall with a viable 21st century development model.

THE PROJECT

SACRAMENTO BEE - HUDSON SANGREE, 12/3/2017

“Twenty-five years ago, County Fair was a regional mall with Target, Mervyn’s and Gottschalk’s stores. The latter two went out of business when their chains declared bankruptcy in last decade’s recession, and Target moved to a newer and much larger location near Interstate 5 in Woodland.

The smaller chain stores that occupied malls in the 1980s and 1990s also closed. Orange Julius disappeared from the County Fair Mall. So did Foot Locker, PacSun and RadioShack. Now empty storefronts and local businesses such as hair salons and discount clothing shops occupy the mall. Payless ShoeSource is one of the only remaining chains.

It’s a story that has played out in malls across the nation since the mid-2000s as the recession, big-box stores and online shopping took huge tolls on more traditional brick-and-mortar retail. Enclosed shopping malls, which in many cases had replaced America’s small-town main streets as shopping and gathering places, were hard hit. Up to a quarter of the 1,200 or so malls in the U.S. will close by 2022, Credit Suisse predicted in a June 2017 report.

Nationally, some shuttered malls have been re-purposed as community college campuses or medical offices, but most have remained “dead malls.” The decaying shells of vacant malls have become the subject of documentary films and so-called “ruin porn” online.

In the Sacramento region, Downtown Plaza, which experienced a steep decline in the recession, was mostly demolished to make way for Sacramento’s new arena, Golden 1 Center. Country Club Plaza on Watt Avenue and Florin Mall in south Sacramento were turned into strip malls.

In Woodland, County Fair Mall was built in the mid-1980s beside what was then the main road between Davis and Woodland. It drew customers from up and down the rural Interstate 5 corridor, from communities such as Williams and Arbuckle that lacked their own shopping.

It also pulled business away from Woodland’s historic main street and older shopping centers closer to the city center. Then the mall, too, suffered from newer shopping options, including the Costco and Target built along I-5 as Woodland grew southeast toward Sacramento.

Today the County Fair Mall is a shell of its former self.

The mall is 30 percent leased...”
WHAT WE WERE ASKED TO DO

Our team was tasked with the following tasks and deliverables:

- Convene a public dialog on the future of the mall site;
- Generate big ideas and a vision plan derived from local citizen input;
- Produce a conceptual-level Master Plan and illustrative graphics;
- Include street plans and sections for key corridors and intersections; and
- Strategic recommendations for the planning vision incorporating the market opportunities and regulatory tools.

In collaboration with the city's Community Development Department, our team was asked to share our professional, new urbanist views on how to successfully retrofit the 40-acre struggling mall.

WHAT WE HEARD

Our team met with the following stakeholders prior to and during the public charrette to gather background information, memories and expectations for the area:

- City Community Development Staff
- City Public Works
- City Planning Commission
- Current and Former City Council Members and Mayor
- SACOG leadership and staff
- Yolo County Transit District leadership and staff
- Property and business owners, community leaders
- Local Citizens

We wish to thank the following citizens and elected officials for their time:

Matt Rexroad (Yolo County Supervisor), Chris Holt (Planning Commission), Ron Caceres (Local developer), Terry Bassett (Yolobus), Jose Perez (Yolobus), Skip Davies (City Council), Kevin Cowan (Chamber of Commerce), Kirby Wells (Planning Commission), Xochitl Rodriguez (City Council), Rita Moore (Yolo County Fairgrounds), Kevin Vaziri (Dignity Health), John Anagnostou (local developer), Paul Navazio (City Manager), Tom Stallard (City Council), Lisa Baker (Housing Authority), Diane Adams (Library Board), David Wilkinson (real estate finance; former Historic Preservation Commission), Nick Marin (Yolo County Association of Realtors), Ken Hiatt (Assistant City Manager), Angel Barajas (Mayor), Marco Lizarra (Planning Commission), Enrique Fernandez (Mayor Pro Tem), John Murphy (Planning Commission), Fred Lopez (Planning Commission), Victor Rodriguez (City Fair Mall Owner’s Representative), Store Manager and Assistant Manager (Walmart), Rochelle Gardner (JC Penney), and Bridget James (Cambridge Real Estate).

Prior to and during the charrette, Matt Shannon interviewed over 30 Stakeholders whom shared the following information (partial list):

- The Mall continues to be offered for sale;
- Busiest bus terminal is located on mall property (94 buses per day);
- Railroad tracks located along west side of mall along East Street (north-south trajectory). These run south to Davis Downtown (UC Davis) and connect to Amtrak station in Downtown Sacramento and San Jose;
- Many state government and UC Davis workers and students live nearby;
- Railroad tracks located along Main Street (east-west trajectory); they start at East St go east toward airport (within about 2 miles of airport);
- Mini-storage facility across East Street from the mall’s west side could be an excellent location for a parking structure that supports park-and-ride to Davis/UC Davis/Downtown Sacramento/San Jose, in addition to event parking for the nearby Yolo County Fairgrounds;
- City’s renovated historic train station (wood) has already has been moved once, and could be moved again to the mini-storage site; and
- UC Davis will expand its student body by approximately 40%.

During the charrette, our ‘Dialog Wall’ generated 51 ideas and 172 votes. The highest supported ideas focused on Bike/Pedestrian Connections, Farm-to-Fork Food Vendors, and, Tie New Neighborhood-to-Community Center. The lowest supported ideas included the need for a Recreational Park; a Tuesday Morning Store; and a Job Readiness center.

Most often, we clearly heard that the demand for attainable and affordable housing is paramount to any discussion of new uses at the site along with the need to re-purpose the mall itself. We then understood these two issues are inseparable as solving for one must solve for the other. Our challenge was to create solutions that addressed both desires and needs.

New housing ideas included: Market rate rentals; affordable housing; senior housing; live/work units; student housing (UC Davis); high density, three-to-four stories; and, medium density buildings.

Re-purposing-the-mall ideas included: more restaurants such as a Food Hall and entertainment in a mixed-use pedestrian village with no roof.
WHAT WE SAW

We experienced a reinvigorated Main Street, new commercial power centers on the I-5 interchanges, new housing in the southeast corner of town, beautiful older housing stock in the neighborhoods adjacent to Downtown’s Main Street. We saw railroads, parkways, boulevards, neighborhood streets, and rural roads through vast agricultural fields surrounding the city of trees. A variety of neighborhood parks, regional sports fields, schools, and the Fairgrounds punctuated the streets and blocks with trees and open space.

The mall was important to the region before Vic Fazio Highway shifted the City of Davis traffic east of East Street. Located on the previous ‘edge’ of town, the regional mall was left behind when the market shifted to the east, accessible by Road 24 interchange and Highway 113 (Vic Fazio). This shift rendered the mall less accessible although it remains accessible to the adjacent, local neighborhoods. Once a regional-scaled commercial center can now be a community-scaled center with the opportunity to provide needed housing with a smaller commercial scale footprint of less intensity. The Market is telling the mall how much retail it can offer and to whom.

The addition of housing would provide more local shoppers who can walk, bike, bus, and drive to the stores and their neighbors. The bus network will retain its value as residents grow. The vacant shops and parking areas converted to housing will not displace any existing residents. The new housing can be built in a wide range of types and sizes to provide more attainable and affordable dwellings, retaining more residents from the region.

The issue to how to make a large site encumbered by mall buildings as economically viable as building housing on as open land on the edge of town.
Our approach

County Fair Fashion Mall has been identified as a special study area in the City's zoning ordinance update. These types of regional malls are failing across the nation. Just as many pedestrian-only malls of the 1950s and 60s have been retrofitted into Main Streets (for example, Fresno’s recent transformation of Fulton Street), many indoor shopping malls of the 1970s and 80s are in steep decline. Of the approximately 1,200 malls in the U.S. today, over a quarter of are at risk of closing over the next five years, according to estimates from Credit Suisse, and many more could fail in the decade that follows, squeezed out between online sales and the main street shopping preference.

In California and Woodland, the housing crisis is very real. Our residential market analysis by Zimmerman/Volk Associates found that, “from the market perspective, over a five-year time frame, 450 to 560 rental and for-sale housing units can be supported within the County Fair Fashion Mall Study Area. Based on market preferences, the optimum housing mix would be composed of 81 percent rental lofts and apartments, eight percent for-sale condominiums, and 11 percent for-sale single-family attached townhouses.”

Three-quarters of the market (younger singles and couples) will seek studio micro-units and one-bedroom “hard” lofts, of which approximately four out of five could qualify for the one-bedroom. Approximately 14 percent (empty-nester and retirees) would be in the market for one-bedroom and smaller-sized two-bedroom apartments or “soft” lofts, in a walkable context.

The New Urbanism approach consists of designing cities where human beings thrive in a diversity of habitats or places. Some people prefer urban centers while others seek out the rural or sub-urban zones. We advocate for American development patterns that are walkable within different physical environments, neighborhoods, villages, towns and cities that range from more urban to more rural in character. A prototypical American rural-to-urban continuum is divided into six Transect Zones that guide development. Rather than zoning an entire site as a single commercial zone, our team used a ‘Context-Sensitive’ or place type design approach that creates a neighborhood-scaled, walkable, drivable, bike-able, sit-able, shop-able, work-able and live-able mixed-use, village center.

We divided the mall site into three distinct, horizontal transition zones, (explained in more detail on Page 14):

**Neighborhood Center Zone (T5)** - The Corner of East Street and East Gibson Road is the 100% corner for Neighborhood Commercial serving adjacent neighborhoods north and west of this major intersection.

**General Neighborhood Zone (T4)** - The residential area supporting the corner and transitioning to the adjacent more Sub-Urban housing.

**Sub-Urban Zone (T3)** - The residential layer, one-lot deep.
Our team worked closely together with residents to formulate three overarching ideas to provide a vision for the site for design, coding and then implementation. Using our place-proven new urbanist design principles and public-oriented charrette processes to ground-truth these general principles, we believe this three ideas capture the big idea vision for the site.

1. Create a **Mixed-Use Village Center** on the 100% corner of East Street and East Gibson Road. The village center is not intended as another ‘Main Street’ in competition with downtown, but an urban center of four neighborhoods that create a place anchored by a core and defined edges.

2. For building more attainable and affordable housing in the city, purposely zone to allow "as-of-right", **Missing Middle** housing. A uniquely New Urbanist idea, the ‘Missing Middle’ includes historically identifiable building types and lots often prohibited by conventional zoning standards.

3. Use a **Form-Based Code (FBC)** to easily plan and build a complete, compact, and connected village center to the level of expectation found throughout the city. The mall site presents a unique opportunity to build in Woodland’s original character and pattern. The FBC offers the flexibility to make a place where residents can live, work, and play while protecting adjacent property values and providing the development industry with more predictable entitlement and permitting processes.

These three big ideas will address redevelopment of blighted suburban conditions without reliance on discontinued tax increment financing or eminent domain redevelopment tools. With malls closing across the country, we see this project as creating the tools for Redevelopment 2.0. Form-Based Coding is a place-based tool that makes it easier to entitle by-right and without Specific Plans, rezoning, or other discretionary, expensive and lengthy public reviews. Our recommendations to plan, process, and program a new development pattern will be easily recognizable to local residents.

Woodland’s General Plan Land Use Element states: “The goals and policies of this General Plan promote infill development and compact, sustainable growth. Compared to greenfield development, infill is generally perceived to be more difficult because of concerns raised by existing neighbors, concerns about compatibility with existing land uses, and regulations that may be more oriented to greenfield growth than infill situations.”

“This often means that infill growth is more expensive and less certain for the developer. Conversely however, infill growth typically allows current land use patterns to become more efficient, provides for maximum use of existing infrastructure investments, and is generally less expensive for ongoing public sector operations and maintenance. Infill also generally brings in more tax revenue for the City because the land is usually subject to less-onerous revenue sharing with the County”. Our plan will be consistent with these statements.
DESIGN IDEAS

The consecutive-day charrette is designed to compress time and conserve energy while providing three distinct, informational feedback loops. Public pin-ups and critiques were held daily to brainstorm the best ideas from the collective mind of many professionals with differing expertise. Our team considered a variety of design options with local citizens contributing ideas and feedback on designs to arrive at our best solutions. To the right and below are examples of plans presented and used to create the preferred plan.

Preferred themes: short, walkable blocks; retain a part of the mall building; transform the enclosed mall into an open-air plaza or paseo connecting north-to-south; and locate housing predominately on the south end with mixed-use commercial on the East Gibson Road and East Street corner.
To transform County Fair Mall into an urban village center, we envision a phased approach that begins with building housing on the southern half of the property on the empty parking lot and vacant anchor building. The second phase would be to fill in the gaps that front onto E. Gibson and East Street with commercial and residential multi-story buildings. Third, remove the roof of the mall’s remaining in-line shops and form an open-air Paseo with parks, plazas, and walkways that create small shop opportunities and tactical place making events. Finally, maintain the two commercial boxes that house JCPenney and Walmart today and into the future. A mixed-use, walkable, village center adds the following benefits:

**Allows for New Residential Housing** that provides built-in commercial space for those who shop at local stores without adding car trips. Fills the need for high-quality, small lot and small unit homes for students, professionals, single-parents, empty-nester, and young couples starting a family in the area. And, provides transit users without adding car trips.

**A Park Once Program** provide ample parking that shares spaces for customers, visitors, shoppers, employees, transit riders and local residents. A managed program provides a source of revenue to maintain and operate the site’s signage, lighting, landscaping, walkways, and place making programs.

**Complete and Walkable Streets** provides access to the entire neighborhood and beyond for those aged 8 to 80. A city’s best tool to provide social justice, walking, biking, transit, and auto access enables everyone equal access to jobs, commerce, goods and services safely.

**Enable the Updated General Plan** by implementing a pilot project for Mixed-Use Zoning and get a return on the city’s policy and regulatory investment to transform a dead mall into a vibrant village center.
VILLAGE CENTER

The aerial images of the existing mall and the preferred site plan describe the Village Center idea that may be expanded to adjacent infill sites. We understand the Yolo County Fair Grounds to the north might become the next 55-acre candidate for redevelopment 2.0 in the future.

The city’s General Plan promotes corridor revitalization along the East St. corridor where form-based zoning regulations can increase use-flexibility and improve urban design. Residential mixed-use projects are encouraged. Neighborhood revitalization is the focus along East Street near Gibson. Transit service could continue in a north-south staging area long East St.

Phasing redevelopment depends on the ability to acquire the key parcels owned by the Mall, then layering the mixed-use zoning into a walkable block pattern. Demolition and construction would begin at the south end of the site and move north in phases, protecting Walmart, JCPenney, and the other separately-owned buildings, parcels, parking and access.

Housing would likely emerge first and help buffer adjoining residences, followed by or coinciding with mixed-use buildings lining the corner of East Gibson and East Street between Chase Bank and Frenchy’s, with park, plaza and the more internal structures and amenities as a final phase.
A neighborhood-scaled mixed-use village center shifts the land use square footage from vacant retail to housing, retail and office. Missing middle housing is an urgent need in Woodland at price points necessary to spur redevelopment. Today, the mall area contains approximately 500,000 square feet of retail and 10,000 square feet of office. Tomorrow, we can fit up to 600 attached and detached homes including live-work units, totaling 1,200,000 square feet of housing. The new retail and office space is projected to be 177,000 square feet, retaining the two 50,000 square feet anchor stores and shifting the new retail and office to front on East Gibson Road and East Street.

The city’s General Plan enables our proposed mix of uses through its Corridor Mixed-Use designation, and states: "The General Plan envisions Woodland’s key corridors as lively and welcoming multi-functional streets that are destinations in and of themselves and prime opportunities for mixed use infill development and streetscape improvements. Overall, the intent is to promote corridor revitalization, but at lower intensities than in the Downtown core. Each of the corridors will tie together areas of disparate character into visually cohesive, bicycle-and-pedestrian-friendly “Complete Streets” with a stronger sense of place. Where appropriate, opportunities for adaptive reuse will be encouraged, particularly on East Street.”

Development Program | Number | Unit
--- | --- | ---
Site Size | 1,742,400 | Square Feet
Amount of area to be demolished | 409,000 | Square Feet
Floor Area Ratio | Coverage
Base building height | 15 Feet
Tower building Height | 65 Feet
Building Type | Type V Use
Construction Term | 18 Months
Building Footprint | 160,000 | Square Feet

Retail Gross Retail Area | 214,277 | Square Feet
Gross Retail Area in Base | 214,277 | Square Feet
Gross Retail Area in Tower | Square Feet
Leasable Retail Area | 192,849 | Square Feet
Office Gross Office Area | 50,880 | Square Feet
Gross Office Area in Base | 50,880 | Square Feet
Gross Office Area in Tower | Square Feet
Leasable Office Area | 45,801 | Square Feet

Residential Gross Residential Area | 706,468 | Square Feet
Gross Residential Area in Base | 706,468 | Square Feet
Gross Residential Area in Tower | Square Feet
Net Residential Unit Space | 551,045 | 22% Efficiency
Total Units | 648 | Units
Residential Absorption Period | Months

Hotel Gross Hotel Area | Square Feet
Net Room Area | 0 | Square Feet
Total Hotel Rooms | 0 | Keys

Parking Total Parking Area | 310,428 | Square Feet
Average Parking Space | 350 | Square Feet
Total Parking Spaces | 887 | Spaces
Pond Parking - Half Below Grade | Spaces
Pond Parking - Ground Floor / Above Grade | Spaces
Pond Parking - Mechanical System | Spaces
Parking Use Distribution
Retail | 193 | Spaces
Office | 46 | Spaces
Residential | 648 | Spaces
Hotel | - | Spaces

Land Use Types by Total Square Feet

<table>
<thead>
<tr>
<th></th>
<th>Future</th>
<th>Today</th>
</tr>
</thead>
<tbody>
<tr>
<td>Retail</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Office</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Residential</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

MIXED LAND USES

Pro Forma Analysis - Development Costs

<table>
<thead>
<tr>
<th>Land Use</th>
<th>Base Land Costs</th>
<th>Cost to Sell</th>
<th>Total Development Costs</th>
</tr>
</thead>
<tbody>
<tr>
<td>Land Costs</td>
<td>$16,900,000</td>
<td>-</td>
<td>$16,900,000</td>
</tr>
<tr>
<td>Hand Costs</td>
<td>$2,045,000</td>
<td>-</td>
<td>$2,045,000</td>
</tr>
<tr>
<td>Site Work Cost</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Parking Cost</td>
<td>$1,775,877</td>
<td>-</td>
<td>$1,775,877</td>
</tr>
<tr>
<td>Land Costs</td>
<td>$16,900,000</td>
<td>$2,045,000</td>
<td>$18,945,000</td>
</tr>
<tr>
<td>Base Construction Costs</td>
<td>$13,674,000</td>
<td>-</td>
<td>$13,674,000</td>
</tr>
<tr>
<td>Retail Construction Costs</td>
<td>$32,141,510</td>
<td>-</td>
<td>$32,141,510</td>
</tr>
<tr>
<td>Office Construction Costs</td>
<td>$10,177,989</td>
<td>-</td>
<td>$10,177,989</td>
</tr>
<tr>
<td>Residential Construction Costs</td>
<td>$100,970,234</td>
<td>-</td>
<td>$100,970,234</td>
</tr>
<tr>
<td>Total Base Construction Costs</td>
<td>$184,675,249</td>
<td>-</td>
<td>$184,675,249</td>
</tr>
<tr>
<td>Tower Construction Costs</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Retail Construction Costs</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Office Construction Costs</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Residential Construction Costs</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Hotel Construction Costs</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Total Tower Construction Costs</td>
<td>$152,108,609</td>
<td>-</td>
<td>$152,108,609</td>
</tr>
<tr>
<td>Soft Costs</td>
<td>$11,121,710</td>
<td>-</td>
<td>$11,121,710</td>
</tr>
<tr>
<td>Architecture &amp; Engineering</td>
<td>$11,121,710</td>
<td>-</td>
<td>$11,121,710</td>
</tr>
<tr>
<td>Base Building</td>
<td>-</td>
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<td>-</td>
</tr>
<tr>
<td>Tower Building</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Total Architecture &amp; Engineering</td>
<td>$11,121,710</td>
<td>-</td>
<td>$11,121,710</td>
</tr>
<tr>
<td>Building / Permitting / Impact Fees</td>
<td>$17,197,720</td>
<td>-</td>
<td>$17,197,720</td>
</tr>
<tr>
<td>Property Taxes</td>
<td>$1,853,621.69</td>
<td>-</td>
<td>$1,853,621.69</td>
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<tr>
<td>Construction Loan</td>
<td>$5</td>
<td>-</td>
<td>$5</td>
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<tr>
<td>Construction Loan Points</td>
<td>$5</td>
<td>-</td>
<td>$5</td>
</tr>
<tr>
<td>Overhead/Other</td>
<td>$7,605,430</td>
<td>-</td>
<td>$7,605,430</td>
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<tr>
<td>Contingency</td>
<td>$45,000,237</td>
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<td>$45,000,237</td>
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<tr>
<td>Total Soft Costs</td>
<td>$152,108,609</td>
<td>-</td>
<td>$152,108,609</td>
</tr>
<tr>
<td>Total Development Costs</td>
<td>$201,208,841</td>
<td>-</td>
<td>$201,208,841</td>
</tr>
</tbody>
</table>

Annual Opportunity Cost of Providing Space for Public Benefit

| Average Capitalized Revenue per GFA | $232,688,911 |
| Capital Revenue by Building Use per GFA | $201,008,841 |
| Retail | $2,010,884 |
| Office | $2,010,884 |
| Residential | $2,010,884 |
| Hotel | $2,010,884 |
| Parking | $2,010,884 |

Source: Scott Watkins, CNU-California, 2017
STREET NETWORK

The state’s 2008 Complete Streets Act requires a balanced, multi-modal transportation network to reduce greenhouse gas emissions and improve public health by encouraging physical activity by shifting short trips in the automobile to biking, walking, and the use of public transit. These ideas conform with the following General Plan Transportation and Circulation Element goals and policies:

**Policy 3.B.1 Complete Street Requirements and Green Streets.**
All new street construction and reconstruction shall be designed to achieve complete streets. Designs should accommodate mobility for all users, including bicyclists, pedestrians, transit vehicles, and motorists.

**Policy 3.B.5 New Developments.**
Require new developments to provide interconnected street networks with walkable blocks.

**Policy 2.J.6 Multi-Modal Access.**
Require convenient, attractive, and safe pedestrian, bicycle, and transit connections both within commercial centers and neighborhoods.

The CNU-CA Team noted that the existing train tracks along East Street allow for a future rail or rails-to-trails link between downtown Woodland and Davis. Commuter rail could consist of a single car electric tram system or more significant passenger rail. Whether a new rail service and station or simply a more robust bus transit center at the mall, reinforcing the regional mobility will require Complete Street assemblies for East Gibson Road and East Street that support a regional network.

Illustration of Boulevard ‘Slip Lanes’ that allow for seamless transit flow into the thoroughfare. A mid-block crossing would allow for direct access from the transit station/stop into the Village Center. An alternative transit configuration along East Street at the southwest part of the site would allow buses to enter, load, and exit along a slip or frontage lane parallel to East Street.
MOBILITY NETWORK

Woodland is relatively compact compared to other suburban communities in the Sacramento region, making transit, walking, and bicycling viable. However, automobiles will remain the primary mode of travel in the city for the next decade. As the city’s General Plan looks forward in the next 20 years, the CNU supports a regional rail network that connects southern Woodland directly with Davis and the Capital Corridor to the northeast and Sacramento River Train Line to the north. The existing train tracks along East Street allow for a critical, future rail link between downtown Woodland and Davis.

Public bus transportation through the Yolo County Transit District is an essential service to many residents of the City of Woodland and its surrounding areas. Transit services provide mobility to residents, including access to important medical, recreational, social, educational, and economic services and opportunities including UC Davis students and faculty. Important to the quality of life of residents in the region, public transit services assist in the functioning of local schools, public and private employers, and social service programs throughout the region.

Through the use of small shuttles or autonomous-jitneys for local circulation and the “last mile”, transit will become more efficient and reinforce the city’s centers of activity and walkable neighborhoods. The train, the bus system, and shuttles will all reduce private vehicle miles traveled (VMT).

People must pay for the costs of both housing and transportation, and transportation costs can approach or exceed housing costs. Public investment in shared transportation services, from scheduled transit to future flexible on-demand shared vehicles, can significantly lower the cost of living, improve walkability, and in the case of transit increase the value of property. The proximity if this site makes it a good location for the provision of lower cost transportation options, and walking to trains, buses, and shuttles.

Autonomous Electric Bus Service

Prototypes of driverless buses or electric shuttles like Local Motors’ 3D-printed Olli, ply the streets in several countries and now as pilots within US cities. Scaled-down buses could reduce car ownership as people lose the need to purchase their own self-driving car.

Moving and especially parked cars consume enormous impervious land in our cities so introducing the concept of self-driving shuttles, vans, jitneys, taxi-buses, mini-buses could help transform parking lots into playgrounds and housing sites.
City of Woodland General Plan 2035 Land Use, Community Design and Historic Preservation Element Goals and Policies:

Policy 2.A.5 Complete and Well-Designed Neighborhoods.
Promote the development of complete neighborhoods with a physical layout and land use mix that allows for a diversity of incomes; puts residents in close proximity to services and amenities; promotes walking, biking, and transit use; fosters community pride; enhances neighborhood identity; ensures public safety; and meets the needs of all ages and abilities.

Policy 2.A.6 Infill Development.
Encourage infill, redevelopment of and development on underutilized sites, adaptive reuse, and the restoration of historic buildings in existing urbanized areas to enhance community character, promote pedestrian- and bicycle friendly neighborhoods, increase housing diversity, ensure integrity of historic districts, optimize city investment in infrastructure, support increased transit use, and enhance economic vitality.

Policy 2.C.1 Compact Form.
Promote compact development patterns, mixed land use, and higher-development intensities that conserve land resources, reduce vehicle trips, improve air quality, and facilitate walking, bicycling, and transit use. Achieving the benefits of compact development as supported in this General Plan may result in potential trade-offs related to traffic, noise, open space, and privacy. Sensitive design and appropriate performance standards may assist in mitigating these concerns.

Policy 2.E.2 Responsiveness to Context.
Encourage high-quality new development that enhances and blends with the established fabric of the natural, social and built environment, while allowing for innovative and appealing architectural styles.

Policy 2.E.4 Bike and Pedestrian-Orientation.
Create walkable, pedestrian-scaled blocks that feature sidewalks and bike-ways that are safe, comfortable, and inviting.

FORM-BASED CODE

Zoning implements the city’s General Plan policy designations. Woodland has applied a new and innovative ‘Corridor Mixed-Use’ designation on the mall site to provide flexible land uses that can transform the site from single-use commercial buildings and parking lots into a mixed-use village center. We recommend pilot, form-based zoning regulations to provide a clear and consistent set of procedures, actions, and administrative guidance to implement the Vision, Guiding Principles, and the goals and policies of the General Plan.

New Urbanists created the innovative Form-Based Codes (FBC) that makes mixed-use zoning more predictable and flexible. We propose a simple layering of three districts or subzones that allow for more urban mix of uses at the corner of East Street and East Gibson Road (CX-1 is equal to T3), that transitions halfway through the site to the south (CX-2 is equal to T4), with a suburban housing edge along the eastern and southern boundary to ensure compatibility with adjacent built and planned residential housing (CX-3 is equal to T3).

The Rural-to-Urban Transect Zones
FBC STANDARDS

This project’s pilot form-based code should fully comply with the city’s General Plan policies. These are excerpts from the 2035 General Plan:

City of Woodland General Plan:
The Corridor Mixed Use designation allows for both vertical and horizontal mixed use. Ground floor retail and service uses may be required in certain locations. Corresponding zoning will be performance- and/or form-based in order to promote flexibility and minimize non-conformance issues of existing uses.

Development Standards
- Allowable FAR is 0.25 to 2.0 for single-use developments and 0.5 to 3.0 for mixed-use developments (combined residential and non-residential uses)
- Residential density ranges from 20.0 to 40.0 dwelling units per gross acre. Lower densities may be allowed where proposed development abuts low density residential development.
- New development may be allowed to exceed FAR limits if it offers significant community benefit, such as the provision of publicly accessible open space, or the promotion of transit accessibility

Urban Form Characteristics
- Building entrances oriented toward the street
- Signature design qualities and attractive architectural features, including articulated facades, projections, and recessed entryways
- Adaptive reuse along East Street where existing buildings may have desirable characteristics
- Higher intensity development designed with sensitivity to adjacent lower-intensity residential development
- Parking located to the side and rear of buildings whenever possible
- Street design balancing pedestrian and bicycle use with vehicular circulation
- Consistent planting of street trees to provide shade and enhance character and identity
- Well-designed, publicly-accessible open space

Development Standards

<table>
<thead>
<tr>
<th></th>
<th>CX-1</th>
<th>CX-2</th>
<th>CX-3</th>
</tr>
</thead>
<tbody>
<tr>
<td>Height (max)</td>
<td>5 stories</td>
<td>4 stories</td>
<td>2 stories</td>
</tr>
<tr>
<td>Setback</td>
<td>0-10ft</td>
<td>0-15ft</td>
<td>10-20ft</td>
</tr>
<tr>
<td>Parking Setback</td>
<td>40ft</td>
<td>40ft</td>
<td>Not closer to the street than front of house</td>
</tr>
<tr>
<td>Frontage Coverage (min)</td>
<td>80%</td>
<td>60%</td>
<td>40%</td>
</tr>
<tr>
<td>Corner Build-to Line</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>Transparency and openings</td>
<td>1st floor - 60%</td>
<td>Upper floors – 25%</td>
<td>25%</td>
</tr>
<tr>
<td>Pedestrian entrance location</td>
<td>Street/sidewalk</td>
<td>Street/sidewalk</td>
<td>Street/sidewalk</td>
</tr>
<tr>
<td>Street Trees</td>
<td>30ft on Center</td>
<td>35ft on Center</td>
<td>40ft on Center</td>
</tr>
<tr>
<td>Parking Ratios</td>
<td>1.0 per Unit / 1.5 per 1000 sf</td>
<td>1.25 per Unit / 2 per 1000 sf</td>
<td>1.5 per Unit / 3 per 1000 sf</td>
</tr>
</tbody>
</table>

Land Uses

<table>
<thead>
<tr>
<th></th>
<th>CX-1</th>
<th>CX-2</th>
<th>CX-3</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ground floor</td>
<td></td>
<td>Multi-family residential</td>
<td>Single family residential</td>
</tr>
<tr>
<td>Restaurant</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Entertainment</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Salons, etc.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Office</td>
<td></td>
<td>Office</td>
<td>Duplex</td>
</tr>
<tr>
<td>Upper floors</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Office</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Multi-family residential</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lodging</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Corner commercial</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accessory units</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Building Frontages

<table>
<thead>
<tr>
<th></th>
<th>CX-1</th>
<th>CX-2</th>
<th>CX-3</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shopfront</td>
<td>Foreyard</td>
<td>Porch</td>
<td></td>
</tr>
<tr>
<td>Gallery</td>
<td>Dooryard</td>
<td>Stoop</td>
<td></td>
</tr>
<tr>
<td>Lightwell</td>
<td>Yard</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Form-based codes substitute building height, setbacks and other parameters for Floor-Area-Ratios (FAR), a measure of how much square footage can be built on a given piece of land. Metrics like “dwelling units per acre” and “floor area ratios” provide an artificial and misleading level of specificity and precision. A density of 20 dwelling units per acre can result in many different building forms. Although FAR requirements may be carried out to a decimal point, this density parameter will not tell you about the form of the building, or how it will relate to the street or to adjacent buildings.
FBC STANDARDS

Using rules to dictate how a building ‘fronts’ onto a street determines its context and ranges from more urban to less urban. Building types provide the same range of intensity as well as providing flexibility in the uses that are allowed within a building to fit predictably in its context. More urban building types, such as attached stacked flat apartments or townhouses, are different than single-story duplexes or freestanding detached homes.

FBCs more easily maintain the distinctive characteristics of neighborhoods developed in different eras, including those developed prior to WWII, during the post war years and in more recent decades. This type of zoning regulations requires new construction, additions, renovations, and infill to be physically compatible with neighborhood context, historic development patterns, and building form and scale.

FBCs require buildings located along corridors be designed to define the public realm and to promote multi-modal mobility and sidewalk activity that provides eyes on the street. Key components are a mix of building patterns; building frontages located directly adjacent to the sidewalk where appropriate, especially on main or high streets; minimal setbacks on other corridors; ground floor transparency to encourage activity; and, pedestrian-oriented elements, including public outdoor spaces.

FBCs encourage replacement of older, low-scale, auto-oriented development on mixed-use corridors with well-designed, higher-density, new projects that offer pedestrian orientation, more efficient use of land, and continued, productive economic value. This pilot FBC project will explore with property owners the possibility of adaptive reuse and redevelopment of the County Fair Mall.

The FBC is nuanced to ensure that uses within new commercial centers avoid competing directly with those more likely to be found Downtown, though specialty dining and entertainment can be scaled and designed to support Downtown establishments and attract a more local customer base. Promoting the incorporation of office uses in commercial centers enhances retail viability by creating attractive work spaces that generate a lunch and drinks/dining crowd who might ride transit and reduce vehicle trips. Important, FBCs land use flexibility allows for the re-purposing of commercial centers to accommodate future shifts in the retail and office markets.

Finally, FBCs nuances allow for new development to incorporate buffering and sensitive transitions or design techniques to minimize impacts on adjacent less intensive uses, particularly residential uses without overlay zones or use permits. These sensitivities are built into the FBC template.
IMPLEMENTATION

Market Considerations

CNU-California Member, Richard Hunt of Peloton Research Partners, conducted an initial market review for the prospects for new mixed-use development at the County Fair Mall site. We examined the existing conditions of the mall property and reviewed the current demand for a variety of uses that would complement the site as a re-purposed or redeveloped infill property. Some initial key findings of importance to the evaluation of the mall redevelopment opportunity are as follows:

- Vacancy rates at the subject mall property appear to be trending upward while net operating income has declined;
- Weekend foot traffic at the mall is very low and operators appear to have varied operating hours;
- The County Fair Mall is showing the normal signs of decline found for this asset class at this stage of its life. New regional retail and on-line shopping growth has helped accelerate the decline in the mall’s activity;
- The fate of major anchors at many mall locations is currently in question. This would include the Burlington Coat Factory anchor at the subject mall;
- The exception is the attached Walmart Neighborhood Market which appears to be well-supported by local shoppers and can stand alone;
- A clear shortage of housing exists across most housing types in the City of Woodland;
- Housing with the most demand includes both market-rate and affordable apartments (for-rent), entry-level single-family detached, and single-family attached homes (for-sale);
- Renter households make up at least 45% of the housing tenure in the City of Woodland and yet since 2011, less than 15% of new housing units have been multi-family units. The most immediate opportunity at the County Fair Mall site is the development of new multi-family units;
- Mall redevelopments tend to attract renewed interest in retail growth, though typically in a more entertainment and dining-oriented format. The County Fair Mall site is well-suited to attract these uses as well as both personal and professional service users; and
- A number of existing tenants at the County Fair Mall have expressed interest in staying at the mall location should the economic opportunity exist. Smaller-scale liner buildings with greater auto and pedestrian exposure could help increase the opportunity for greater retail success at this location.

These initial findings provide some initial insight into the redevelopment opportunity at the County Fair Mall site.

Implementation Context

CNU-California Board Member, Matt Shannon, Presented the Following Implementation Recommendations:

Some Fundamentals

The County Fair Fashion Mall represents an outstanding, once-in-generations major redevelopment opportunity to the City of Woodland. But this is not immediately apparent when one visits the mall today.

The mall shows multiple signs of being in a steep economic decline. Conventional malls like County Fair rely on strategically located department stores to drive the majority of the interior customer traffic and sales. Unfortunately, three of the mall’s four anchors are either closed (Gottschalks) or involve discounters that are not department stores, and one of which is partially vacant (Burlington Coat Factory) and thus does not qualify as a full anchor. The other discount anchor, a Walmart grocery store, does a strong business but unfortunately sealed-off its access point to the mall—with very negative ramifications to the center—and as such, does not function as an anchor for this enclosed mall.

This leaves only JCPenney to carry the burden of driving the mall’s interior traffic, which is too much to expect from one anchor, particularly one that is part of a chain that is facing challenges nationally (though this JCPenney store supposedly is performing at an above-average level relative to other JCPenney stores). The mall interior’s in-line stores reflect the above situation, with about a 70% vacancy rate. The in-line shops at the south end of the mall near the vacant Gottschalks and partially vacant Burlington are mostly dark, and lower-performing and frequently non-retail in-line stores and scattered vacancies prevail in the northern half of the mall. Malls with such a high percentage of non- or low-performing stores, and so few retail stores, tend to be on the verge of closing. County Fair Mall is functionally obsolete and at the end of its useful life in its current configuration, but its current challenges are setting the stage for the property’s Renaissance. In keeping with industry trends and best practices, it is time to aggressively explore alternative configurations and use mixes at the property—something that the CNU-CA team has done.

County Fair Fashion Mall is fortunate to have some significant assets:

1. **Location Works for Retail** – Since the mall’s opening over 30 years ago, the location has proven to be successful for retail. This is important and means that future visions for the property can include some quantity of retail with confidence. Indeed, the Walmart grocery store is performing strongly and would be a great amenity for new nearby residential units. In addition, the JCPenney should be able to survive as a standalone department store close to the Walmart.

2. **Significant Majority Owner** – The entire mall property, including all anchor parcels except Walmart and excluding three outparcels, has a single owner who owns around 75% of the site. Related to this, most mall tenants have relatively short-term leases. These two factors will simplify the disposition process should the current mall owner desire to sell or redevelop a major portion of the property.

3. **Reasonable Title Encumbrances** – The title encumbrances on the mall parcels, based on a preliminary investigation by CNU-CA, are relatively light and significantly less restrictive than at some other shopping centers, which again will help facilitate redevelopment.

4. **Busy Bus Terminal** – The mall is home to the busiest bus terminal in Woodland, with 94 buses per day. This impressive transit connectivity is important and should be integrated into any redevelopment plans.

5. **Great Location** – The mall is well-located from a regional standpoint by being adjacent to an active rail line and sandwiched between the Yolo County Fairgrounds and a vacant parcel (estimated 40 acres), with the Woodland Community & Senior Center and Woodland Sports Park also nearby. Downtown Woodland, a walkable mixed-use district, is a little over one mile to the north. A major interchange for Route 113 is less than half-mile to the east, and 113 connects to I-5, which is about two miles from the mall. UC Davis is less than 10 miles to the south, and Sacramento International Airport is about 11 miles east of the mall. Downtown Sacramento, the state capitol, is 20 miles to the Southeast. The last three destinations are accessible via highways.

6. **Short Drive to UC Davis** – The neighboring City of Davis has become resistant to growth, and the majority of the 10-mile drive to UC Davis is through farmland that the Cities of Woodland and Davis would like to preserve as agriculture rather than to fill-in with development. These factors in combination with the relatively fast-moving and direct Route 113 between Woodland and Davis mean that the mall site and the vacant parcel south of the mall realistically can contemplate redevelopment strategies that may be complementary to or support UC Davis’ aggressive growth plans.

7. **Ripe Market for New Residential Product** – There has been extremely little multi-family development in Woodland in recent years. The...
City has not participated in the apartment development boom that has been taking place around the country since the recession and now is beginning to cool a bit. This means that the Woodland market is starved for new high-density housing options, and that bodes well for the potential success of a major residential component to the mall's redevelopment program. A diversity of unit types and sizes is recommended.

Risk Management

County Fair Fashion Mall is at a pivotal moment in its existence. As noted, the property's initial enclosed-mall format has run its course over 30 years, and the noticeably asset needs to be repositioned. This is occurring at a time of unprecedented tumult and change in the retail sector, with the growth of Amazon.com and other online competitors threatening the survival of many bricks-and-mortar retailers. These trends are making clear that radically different solutions for struggling shopping centers like this mall must be envisioned.

With all of this change underway, there is much risk for failure. A wide range of outcomes is possible including further decline. The mall's current owner continues to intermittently list the property for sale while maintaining as much retail viability as possible. A developer with asset-repositioning savvy and resources will be required to return the property to prosperity. A solution involving a mix of uses to offset the reduction in retail is highly likely, and very few developers are expert at high-quality mixed-use development due to its complexity. The City has the power to establish land use and entitlement, and Woodland should not be shy about using all resources within its powers to ensure a positive outcome to the property's transition process. Only by being proactive will the City be in control of its destiny and reduce the likelihood of a bad outcome at this large, important site.

Implementation Strategies

Short-Term Steps

Near-term steps that maintain and increase options for the mall's repositioning should be favored strongly over those that may limit options. For example, signing only short-term leases (one-year duration or shorter) is strongly preferred over signing longer-term leases. Avoiding major tenant-improvement expenditures, especially in the south half of the mall, also is highly recommended. Both of these steps will help facilitate the sale of the mall at a reasonable price to a developer that might want to demolish the majority of the mall in order to construct housing or other uses in its place. Ignoring the above guidance may drive-up the acquisition cost of this problem-plagued asset sufficiently to scare away buyers who now see a larger investment requirement in order to properly reposition the asset. The recently signed church tenant likely will not attract a significant amount of new retail to the mall's south end, and moving the church to a portion of the faltering nearby Cinemark 5 theatre, or elsewhere, would make sense. Similarly, spending a lot of money to build-out an expensive restaurant space near the middle of the mall, as has been proposed by one prospective tenant, would not be prudent if the mall's future points toward redevelopment.

Pivoting to more-proactive steps, the City should commission a dynamic vision for the Mall's future in order to set a general quality standard that it would like to see met. The CNU-CA has created such a vision on a conceptual basis as embodied by this report, and it can be expected to catalyze additional positive activity.

The City also should engage all five property owners including Mr. Zeng, Walmart, and the three separately owned parcels. JCPenney also should be part of the discussions because the department store is the most important current mall tenant with the future in mind and the only remaining significant anchor. The City needs to understand each property owner's (and JCPenney's) perspective, goals, aspirations, and willingness to cooperate with the needed revitalization process.

Long-Term Options

The City of Woodland has multiple options to consider for its next major steps involving County Fair Mall. The actions that the City can take are best ordered from high-risk to low-risk in terms of the probability for a low-quality, long-term solution resulting at the mall site. Option 1 – Do Nothing

The City could do nothing, including making no changes to the zoning and exercising no proactive approach to the mall ownership nor to the selection of the ultimate developer. In this scenario, the City would wait for Mr. Zeng to make a move and then see what the eventual developer would propose to do. Unfortunately, this “reactive” option would make it more likely that a lower-quality outcome will result. Most developers, both local and national, only build single-use projects, and most such projects rate less highly from the standpoints of design, pedestrian accessibility, and sometimes other metrics. Such projects also ignore the industry trend toward urban, walkable, mixed-use places that emphasize a great experience. CNU-CA does not recommend this option.

Option 2 – Unilaterally Rezone the Mall

Rezoning County Fair Mall to enable the development of an urban, walkable, mixed-use project consistent with the CNU-CAs plan would provide some of the needed entitlement to build this dynamic vision. Doing so would be better than doing nothing. However, on a risk-management scale, Option 2 is only marginally better than Option 1. While the City is being proactive by rezoning the property to encourage mixed-use and walkability, the City still will be reacting to whatever developer comes to the City with the desire to build a project. Since the strong majority of developers in suburban markets do not build high-quality, walkable, urban, mixed-use projects, despite significant market demand for them, the odds are fairly high that a residential developer will propose to build a residential component of lower-quality from the standpoint of pedestrian functionality and architectural quality than what this report would envision. The needed re-envisioned retail component may or may not get built at the same time by another developer, and if it is built, it may be more suburban in format than urban, which again would violate the pedestrian-friendly orientation of the plan. Urbanism enables walkability.

Furthermore, developers often do bait-and-switch with cities, either intentionally or unintentionally due to insufficient due diligence early in the process, leading to a disappointing development relative to initial, lofty expectations. The situation at County Fair Mall is even more tenuous because the current owner is not a developer and may simply desire to sell the investment. The City of Woodland should take additional proactive steps to guard against a bad outcome that is too likely to occur given the above circumstances, and thus CNU-CA does not recommend this option.

Option 3 – Negotiate Deal with Owner to Conditionally Rezone the Mall

It is recommended that the City not change the zoning of the property without an agreement with the owner that he will allow the City to spearhead a developer RFQ and RFP process. This way, the City ensures that all of the developers, or development teams, that come to the table by invitation are capable of developing a high-quality mixed-use project with strong walkability characteristics. Relatively few developers are capable of such projects, but the few that exist will be attracted to an above-average site in an appealing, well-located city that knows what it wants and that provides for a predictable outcome. While the City already may have told the owner that the City plans to rezone his property to accommodate the hot (but somewhat cooling) multifamily category, the City can go back to him and tell him that...
IMPLEMENTATION

doing so will be conditional upon him allowing the City to spearhead the
developer RFQ/RFP process to ensure a great project which— it must be
noted—should create more value for him than just allowing a developer of
typical suburban garden apartments to build their commonplace but non-
aspirational product.

If the City doesn’t make the zoning change conditional upon City control of
the developer RFQ/RFP process, there is a too-high probability that a lower-
quality, non-walkable product will get built. The rezoning in exchange for
City control of the developer RFQ/RFP process will be an excellent example of
a public-private partnership. It is needed to lessen the chance that the
owner, who likely is less motivated to build quality and primarily wants to rid
himself of this money-losing asset, sells to a mediocre developer or partners
with one. Clearly, the City will need to sign an agreement with the owner to
ensure that he won’t sell the property to a buyer outside of the City-controlled
RFQ/RFP process. If the potential for this Option 3 process to deliver more
value to him is explained properly, this option should be appealing to him.

Option 5 – City Options the Mall Prior to Rezoning

If the owner does not want to go with Option 3, above, then Option 5 will
reduce the risk of a poor-quality project even further by having the City
negotiate an option to purchase the owner’s portion of the mall property—
but without necessarily going through the full purchase process. Tying up
the property today should lock-in the value at close to today’s valuation,
before any zoning change, and then allow the City to rezone the property and
to spearhead the developer RFQ/RFP. When that process is completed, the
City’s option to purchase either can be sold to the eventual developer as part
of a new development agreement, or the City can close on the acquisition of
the property and then immediately sell the property to the chosen developer,
again as part of a new development agreement. Optioning a property costs
a tiny fraction of what it costs to close on the purchase of a property, but it
gives the City virtually the same control over the disposition of a property for
a specified period of time and it reduces the risk of a bad built outcome to the
maximum extent possible. The City may be able to identify an angel investor
from within the community who will provide the resources needed to enact
the option. If properly handled, the owner should be pleased by the option
to purchase in conjunction with the subsequent RFQ/RFP process (assuming a
reasonable timeline). This option gives the City the most control to ensure a
high-quality outcome.

The proactive leadership inherent in Options 3 and 5, or a smart, creative
variation of them, is what the City of Woodland should focus on providing if
it is serious about controlling its destiny and securing a high-quality outcome
at the County Fair Mall site. The City simply is providing a needed transitory
assist and the important predictability to ensure that a more sophisticated
private sector developer can reposition this mall asset appropriately. Option
4 also has the potential for a desirable outcome, albeit with higher risk for a
lesser result due to the presumed lack of a competitive RFQ/RFP process.

Offsite Enhancement to Attract and Leverage Investment

County Fair Mall’s adjacency to an active regional rail line is a particularly
exciting opportunity for the introduction of passenger rail service to the City
of Woodland that should be pursued aggressively by the City. Passenger rail
route(s) with multiple stations and frequent service reflect a regional
transportation-asset commitment that can catalyze very significant private
sector investment. By adding passenger rail service to this line, it will be
possible to travel from Downtown Woodland and the redeveloped mall site
to Downtown Davis, UC Davis, Sacramento, and San Jose and other cities
to the south. The current noisy freight service eventually can be moved to
a newly constructed line on the east side of town. A connection from the
East Street line to the east-west rail line that is parallel to Main Street, once
extended an additional couple of miles to the airport, would add convenient
rail access to the airport by Woodland residents. The strong national/international trend toward walkable, urban, mixed-use
environments dovetails perfectly with rail transit—resulting in Transit-
Oriented Developments (TODs)—and collectively, these trends are closely
aligned with millennial lifestyle aspirations. Millennials prefer less auto
dependence and low cost of travel, which rail travel between the above
destinations will provide far better than taxi and ride-sharing solutions.
Passenger rail transit will enhance the quality of life of the many Woodland
residents that commute to jobs and classes at UC Davis and in Downtown
Sacramento, plus improve regional access to the Yolo County Fairgrounds—
and to Downtown Woodland and to the mall site, which will be a boon to
both districts.

Property values within a 5-10-minute walk of passenger train stations
usually increase. The top mixed-use developers greatly prize sites with rail
access, and tend to boost the level and quality of investment when an
active train station is present or planned. Consideration should be given to
relocating the City’s historic train station to a new location at the northwest
corner of the mall property, perhaps with the addition of an adjacent parking
structure, or across the street from this location on the west side of East
Street, close to the tracks. A new structure can be built near the mall, moving
the existing historic station closer to the tracks and the Downtown.

The vacant 40-acre parcel to the south of the mall presents an opportunity
to do a coordinated project with the mall’s redevelopment. This would allow
for a walkable mixed-use district that would be twice the size of the mall site
alone, and it would allow for a wider variety of housing types, which would
increase sales velocity (generally speaking, the more residential unit types
on the market at one time, the faster the absorption rate will be). Additional
civic and cultural uses such as a next-generation library and an arts venue
(Yolo Arts is looking for space) could be contemplated on a larger site.
Integrating the development of the two parcels also would allow for a strong
pedestrian connection from the mall parcel to the Woodland Community &
Senior Center and Woodland Sports Park.

Summary

Securing control of the property by optioning it with the intent to turn
around and sell the property to the eventual developer is the preferred option
if the City wishes to minimize the risk of a bad outcome and maximize
the likelihood of the creation of a desirable community amenity to the
maximum extent possible. But other options also can improve the chances
of success. Revisiting the potential for passenger rail service along the East
Street line will, if successful, attract greater investment to the site, elevate
nearby property values, and will provide measurable quality of life benefits
to Woodland residents and to visitors.
Market and Implementation Tactics

The following are a collection of ideas prepared by CNU-California Member, Scott Watkins, to serve as a short-term plan to increase the mall’s economic activity, decrease vacancy rates, and increase the return on short-term investments.

The CNU has developed a strategy to accomplish quick, often temporary, inexpensive interventions to increase activity of underutilized space. Our Tactical Urbanism initiative consists of a short range plan to increase activity by applying low-cost, temporary changes that could increase business activity and result in significant national recognition as forward thinking in the face of a dynamic, volatile retail environment.

Three customer segments could generate an immediate up tick in current economic activity with a few strategic improvements: Silver (senior) Shoppers, millennial public transit riders, and the cross-sales between current and future tenants.

A Tactical Urbanism starts with a scrape and scrub action to improve the Mall’s digital presence and boost services offered by the Mall. Each initiative would likely involve two levels, a “surface” layer to improve existing conditions and a deeper one, to improve the overall mall experience.

A scrape and scrub initiative seeks to improve existing storefronts from re-imaging window signs and displays; to replacing outdated vending machines; from dusting and rotation of merchandise and updating all existing outdoor signs; to repairing all kiosks; replacing burnt out lighting, and repairing HVAC, plumbing and bathroom fixtures.

On a deeper level, add more interactive art, wall murals, improved/active sidewalks, creative seating, and reconfigure certain areas of the parking lot into a more active public space. Activities that could fit within parking lots include a dog park, a pop-up cafe, converting pavement into plazas, drone racing, guerrilla gardening, mobile vendors, and bike parking, street fairs or entertainment events. It’s 2018, not 2008.

Improving the digital presence within the County Fair Mall provides a major opportunity to increase economic activity, decrease vacancy, and increase return on investment. Of the vast majority of American citizens, 95% own a cell phone of which 77% are smart phones. This level of ownership and use of connected devices is already happening within the County Fair Mall. Unfortunately, cell phone service within the mall can be spotty and WiFi is not currently offered throughout the mall. This limits customers in their ability to stay digitally connected and share their experience with friends, family and the greater community.

County Fair Mall established a social media presence, along with an abandoned website at countyfairfashionmall.com. Each of these outlets is vital in gaining and keeping customers engaged in shopping at the County Fair Mall. Improved marketing of the shopping mall requires rebuilding the website and taking ownership of and engaging with reviewers of Google and Yelp reviews. Additionally, increase activity on social media where many Woodland residents actively share information, resources and advice. Good neighbors of Woodland, a closed group of 8,809 Woodland area residents, represent a very active community with the County Fair Mall being a frequent topic of conversation. Unfortunately, the conversations that are currently taking place are more often unflattering.

Boosting the County Fair Mall’s services can follow a re-commitment to the services already offered. Adding free, encrypted Wifi, upgrading the current speaker system and establishing a music playing program, upgrading security cameras, re-imagining the allocation of space to businesses, and integrating interactive art and emerging technologies, are examples of services with high return on effort.

Recently, WiFi was ranked as the #1 essential amenity for retailers, as important as water or electricity. The County Fair Mall can connect with customers as they are shopping with WiFi systems positioned as revenue neutral, or even revenue positive, by incorporating localized advertising from Mall stores. Providing mall customers with free encrypted WiFi allows each to promote Mall activities. Customers can “check-in” at stores on Facebook, “Pinterest” the engaging activities, and “Tweet” sales and promotions with one click.

When choosing music to influence shopping behavior, pace and tempo are the easiest ways to control shopping behavior. Scientific findings generally agree that slower, more leisurely music causes shoppers to spend more time contemplating their purchases and enjoying the atmosphere. It also leads to a significant increase in sales. Up tempo or fast-paced music encourages quicker shopping and fewer purchases.

During our charrette, the team learned from the Woodland Economic Development Department’s Business Survey of existing businesses, that entrepreneur friendliness is important when re-imagining possible uses for existing retail space. During an impromptu meeting, the Dean of CTE and Workforce Development at Woodland Community College expressed a firm desire for retail space that was flexible in retail leases, including short term, seasonal and multi-tenant shared space.

Business incubation, shared office and complementary businesses foster a healthy business mix and strong potential for cross-sales between businesses. A multi-tenanted retail store can reduce the cost of starting a business and create a ladder for business to grow. Entrepreneurs can start small and grow into larger spaces as their business grows, effectively becoming long-term tenants in short-term leases, which also may be more profitable per square foot of space.

Integrating interactive public art to create complexity and an ever changing dynamic of the mall is an effective strategy for capturing more silver shoppers and millennials. Interactive installations are designed to respond to touch, movement and sound. Many interactive installations are accessible and intuitive for people of any age, ability level or cultural background.

Interactive installations help increase pedestrian comforts in unfamiliar public places through sound, music and movement. Travelers feel more connected to the community and residents find new opportunities for collaboration in a shared and positive experience. Strangers can become best friends in a matter of moments when teens and techies pocket their phone and become instantly more engaged in the physical surroundings.

When interactive public art is connected with the physical web, or Internet of Things (IoT), several new layers of usability and functionality are created. A combination of Bluetooth beacons and sensors, from motion, light, weight or pressure to touch and sound provide an ideal mechanism for generating a steady and reliable stream of data we can analyze for trends of how people interact in the mall.

Connected devices and interactive public art make great backdrops for selfies with interesting destinations and experiences for silver shoppers, who may find the interactivity a great physical activity to accompany walking the mall.

We recommend the integration of tactics, ideas, and intervention above for the short-term survival of the mall until the mall property transforms into the forms and uses described in the CNU-California Charrette Report.
CNU VOLUNTEERS

The following are our diverse team of California-based CNU experts in architecture, design, planning, engineering, market analysis and redevelopment strategy who participated on this 2017 ’By-Design’ Charrette:

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(Special Thanks to Father Paddy for clarity at https://fatherpaddyspub.com/)

(B) Indicates CNU - California Board Member

Thank you CNU-California Volunteer Charrette Team for your time, hard work and dedication.