



Contact:

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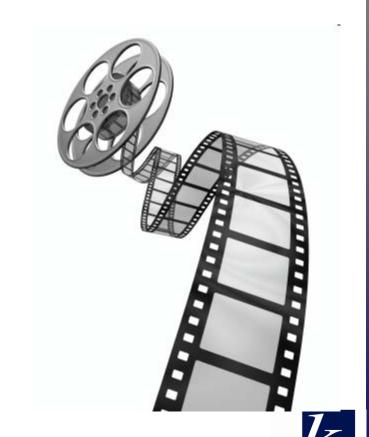
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THE SCRIPT

- The Great "Retail Recession"
- Retail Trends
- Stories of Demise and Rebirth
- Who will Survive and Thrive?



What Happened?

Financial meltdown



Job Loss (annual unemployment rate more than doubled)



Loss of income / Disposable Income



Loss of consumer confidence



Downsizing and curtailing spending on non-essentials (first YoY drop of consumer spending on record since Great Depression)

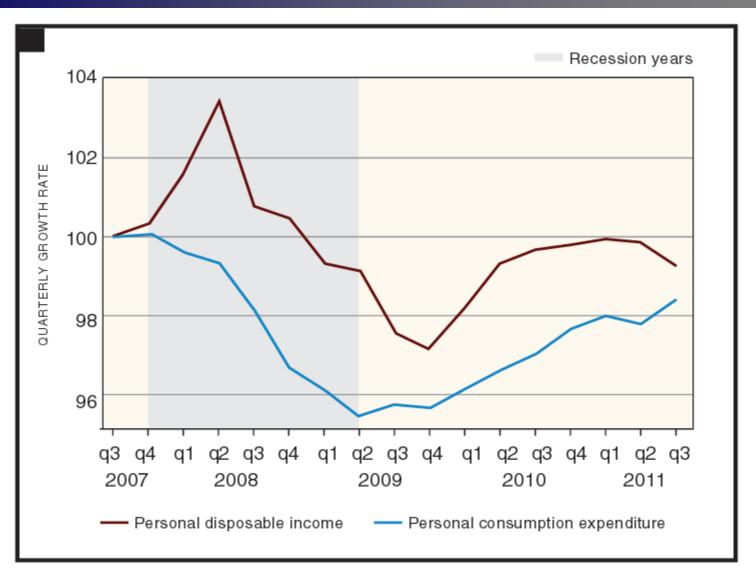
The outcome?

- We bought potatoes not plasmas.
- Grocers, basic necessity / value retailers did well.
- Most others did not.





The Great Retail Recession



Source: BEA, NIPA tables 2.1, 2.3.4, and 2.3.5.



The Structure of Retailing is Shifting

Less Brick & Mortar; More Online & Mobile

- Online Retailing
 - Brick & Mortar electronic retailers increasingly vulnerable
 - Borders gone, B&N closing 20 stores per year for a decade
 - Fulfillment Centers expanding
 - Increase in fulfillment centers may lead to more retail located in industrial areas as well as "B" and "C" locations
- "Showrooming" Browsing at stores then buying online
- "Geofencing" offering promotions via mobiles in or near store
- "Omni-channel" Shopping integration of all market pathways



The New Face of Retail - 2013

"Shrinkage"





Credit Retailers Lost from 2008-2010

Anchor Blue Bassett Furniture Bennigan's **Blockbuster Video Bombay Company Borders Books** Cala Foods Circuit City CompUSA **Dawahares** DEMO **Discovery Channel Stores** Famsa Geoffrey Beene G.I. Joe's Good Guys Goody's Family Clothing Gottschalks **Great Indoors** Harold's Hollywood Video

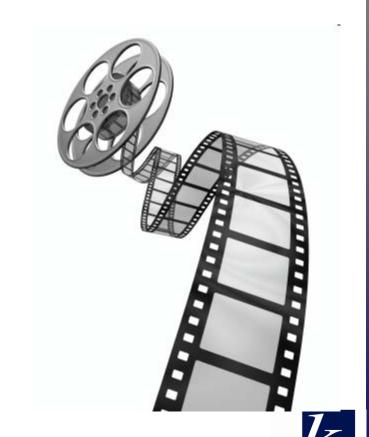
Home Expo **KB** Toys Linens N Things Linder's Furniture Maytag Stores Mervyns Petite Sophisticate Rent A Center Ritz Cameras Sharper Image **Shoe Pavilion** Smith & Hawken Steve & Barry Tower Records Value City Virgin Mega Stores Walden Books Wickes Furniture Wild Oats Markets Wilson's Leather Yard Birds

Partial list



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Retail Trends – Demographic Shifts

Aging Population

- Seniors on fixed incomes tend to spend less
- However, many forced to delay retirement after 401k's took hit

Latino Market continues to expand

- National retailers beginning to respond
- Ground up Centers and Value-Add Rehab growing in majority Latino communities

Asian neighborhoods catering to wealthy tourists with targeted retail, hotels, and restaurants

Millennials have different behaviors and value than predecessors

- Living in more compact, urban and shared spaces
- Socially connected online Yelp, Facebook, Twitter
- "Sharing economy" growing Airbnb, Lyft, Zipcar



Retail Trends – The Changing Formats

- 1. Retailer formats getting smaller and smaller and smaller
- 2. Big Box Retailers with small formats to penetrate urban markets City Target; Wal-Mart Neighborhood Market; Best Buy Mobile
- "Discount" & Dollar stores are taking over 4 biggest dollar chains operate more locations than 3 biggest drugstore chains.
- 4. 300+ years of retailing at a fork in the road
 JC Penney, Sears, and Radio Shack suffering identity crisis
- 5. Outlet Malls Major retailers want to be in them
- 6. Consolidation Office Max + Office Depot to fight Staples



Retail Trends – The Changing Landscape

- Non-Retail Reuse: Gyms & medical offices in vacated big boxes; compatibility with traditional retail is the wildcard
- 2. Coffee & Donuts Starbucks expanding (1,000 in 5 years)
 - McDonalds & Dunkin' Donuts remain chief national foes in Coffee wars
 - Dunkin' Donuts to expand 300+ stores in California by 2016
- 3. Burger Wars Five Guys with bad Habits sit at the Counter and are In & Out of different burger joints daily ...
- 4. Stores open on Thanksgiving. What's next Christmas?
- 5. Virtual 365 day a year shopping opportunities
- 6. Anti Credit Card sentiment Debit Cards IN VOGUE and Layaway is BACK

Retail Trends – Development & Investment

- 1. Large Scale Ground up Development less prolific due to economic contraction, supply overhang and shift to internet sales
- Brick and Mortar will continue to be in demand in underserved and urban markets and in more urban formats
- 3. Lenders requiring extensive pre-leasing for construction loans
- 4. Transactions: Quality over Quantity; Urban over Suburban
- 5. Grocery evolution: Fresh & Easy is leaving us
- 6. Recent housing recovery: may speed retail recovery



Don't Panic

"Show Me the Money!"





Ten Relevant Retailers – This Year's Celebrities

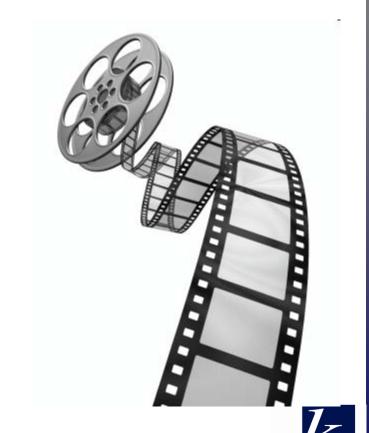
Our nation's most relevant retailers based on practicality, values, sensory appeal and social appeal according to Brodeur Partners:

- 1. Amazon.com
- 2. Target
- 3. Wal-Mart
- 4. Best Buy
- 5. Costco
- 6. Kohl's
- 7. J.C. Penney
- 8. Macy's
- 9. Walgreen
- 10. Apple



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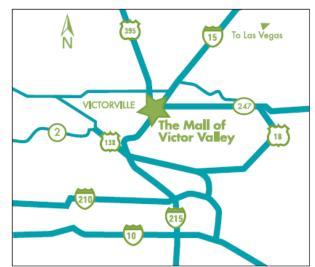
Macerich – Mall of Victor Valley

The Location

- Top Regional Location for High Desert
- Strong economic development driver

The Project

- Extreme Mall Makeover: Net increase of 47,000 retail SF (531,000 total SF)
- New Macy's, JC Penney & Dick's Sporting Goods (replacing shuttered Gottschalks and Mervyns)
- JCP opened in October 2012. Macy's opened March 2013. Dick's coming soon





Mall of Victor Valley – The Fallen

Gottschalks



- Western US department store chain founded in 1904
- Went bankrupt during Great Recession in 2009.
- Created large vacant anchor space.

Mervyn's



- Mid-level department chain founded in San Lorenzo, CA in 1949.
- Acquired by Dayton Hudson chain that included the emergent retail leader Target.
- Target prevailed and Mervyn's chain lived its useful life and died in Great Recession (Mervyn's went bankrupt in 2008 and gone by 2010)
- Created large vacant anchor space.



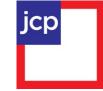
Mall of Victor Valley – The Survivors

JCPenney

- Brand founded in 1913
- Long term decline in dept store format + recession pushed chain to brink
- Reinvented itself replete with new image & logo in 2012
- In Victor Valley, expanded from 50 ksf and relocated into Mervyn's to become new 100 ksf anchor.







Macy's

- Founded in 1858
- Survived past few decades in part through acquisitions + strong brand
- Took advantage of department store void in Victor Valley trade area and expanded Gottschalks building to become 100 ksf fashion anchor.





Mall of Victor Valley – The Survivors

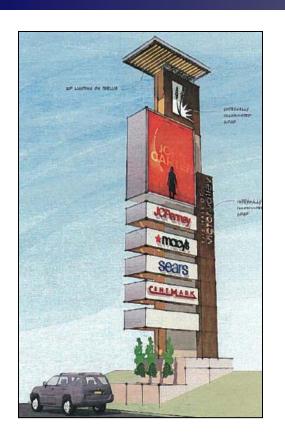
Dick's Sporting Goods

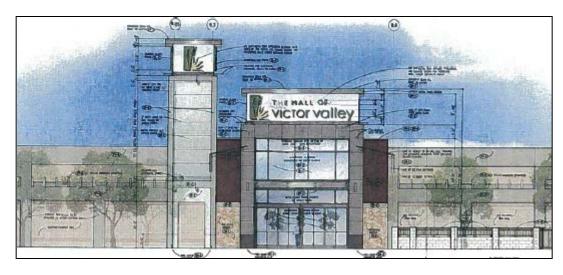
- Fortune 500 retailer founded in 1950s in Binghamton, NY
- 451 stores in 42 states (2011)
- Surpassed Sports Authority in both store number and total revenue
- Managed losses during recession via cost control: reducing inventory, cutting shipping costs and scoring opportunistic land deals for new stores
- Filling a sporting goods void in the Victor Valley trade area
- Steps into a new format as a mall anchor.
- Good sales tax generator for City of Victorville





Mall of Victor Valley – The ReDesign









City of South Gate – "azalea" Retail Center

The Location

- An unpredictable reinvention of old pipe manufacturing plan in urban infill setting.
- Void of retail east of Alameda and West of 710 Freeway.



The Project

- 372,000 sf regional retail destination
- Public Plaza & Events Center, City Hall/Police Annex
- Under construction; Opening Mid-2014





City of South Gate – The "azalea" Retailers



Walmart

- Founded in 1962; World's largest retailer with nearly ½ trillion in annual revenue
- South Gate represented huge void for retailer's trade area.
- Demographics are a perfect match -- \$50-\$75K household incomes.

T.J. Maxx



- Founded in 1976; later absorbed by TJX Companies after acquisition by Ames
- TJX Companies has been one of the strongest value discount chains during downturn – owns TJ Maxx, Marshalls and Home Goods brands
- Aggressive expansion plan, taking advantage of market share involuntarily relinquished during recession by more vulnerable brands



City of South Gate – The "azalea" Retailers

PetSmart

- Pet business exploded during recession.
- Downsized the house but not the dog house.
- Trend for spoiling dogs has increased
- PetSmart has shrunk in its format, but not going anywhere.



In N Out

- Burger Wars rage on (Five Guys is new on the California scene)
- But name recognition and brand loyalty of In N Out is second to none
- History of slow expansion has built pent-up demand esp. in South Gate

CVS

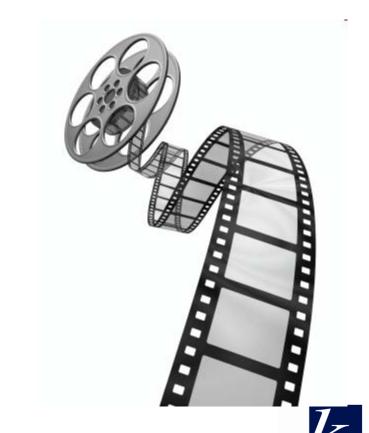
CVS/pharmacy

- Founded in 1964; growth through acquisitions across 4 decades
- Second largest pharmacy in the US after Walgreens with more than 6000 stores
- Everyone needs pharmacies well-stocked with essentials
- Wanted to locate in South Gate for several years; waited for Atlantic and Firestone location



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Approach To Retail

"Help Me Help You"





And That's a Wrap

- 1. Size matters
- Retail real estate is about 3 things: Urban location, Urban location, Urban location.
- 3. California's Budget Structure Still Favors Retail but land use decisions may shift as online retail changes "points of sale" to distribution ctrs.
- 4. Less premium retail and more value retail (e.g. outlets)
- Internet retailing rising fast, but still market for "bricks", especially in underserved and urban markets (i.e. South Gate)
- 6. Basic necessities will thrive in brick & mortar fashion
- 7. Entertainment and experiential retail is the anti Internet antidote
- 8. You can't eat over the internet; you can't drink online either



CHEERS!





