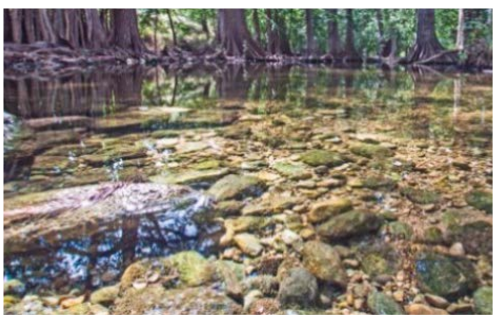
DOWNTOWN BOERNE

MARCH 28, 2016

STRATEGIC INITIATIVE

TABLE OF CONTENTS



THIS PAGE INTENTIONALLY LEFT BLANK.

COMMUNITY DESIRES + SUMMARY OF OUTCOMES

This Downtown Strategic Initiative creates a path for implementation by outlining steps that encourage catalytic redevelopment, prioritize actions to secure investment and provides an engagement process with TxDOT for Main Street.

The Gateway Planning Team initiated this work effort by simultaneously undertaking a market study and facilitating a leadership round table with Downtown owners, city staff and community leaders (detailed in the appendices). During that community discussion the following key observations were underscored:

- Downtown has enjoyed and continues to enjoy much success in terms of businesses, new events and a statewide brand. However, there is an opportunity to leverage this success through focused decision making and coordinated governance.
- Downtown remains disconnected from the adjacent neighborhoods in several ways, including through pedestrian access and a strong sense of neighborhood vitality or activity (especially after 5 pm). The types of businesses Downtown also need to find a balance between serving locals and serving visitors.
- Even if pedestrian connections are improved to and through Downtown, driving will still be the predominate mode of transportation in Downtown, and drivers need to be accommodated through a coordinated parking strategy.
- Main Street's physical characteristics, how it functions for local and regional traffic, as well as pedestrian accommodations and parking calls for a delicate balance that must be attained in order for Downtown to reach its full potential.

These observations and insights provide a strong sense of opportunity as long as the details are embraced systematically, and as long as those details are implemented in context.

From the work delineated in this initiative report—including a more nuanced way of looking at downtown's development potential and ideas to activate that potential, the opportunity going forward can be summarized as follows:

- Integrated housing in the core of downtown with connections to Cibolo Creek can provide a more activated context for expanding restaurant/retail opportunities.
- The large parcels—including the Boerne Independent School District (BISD) property—at the north end of downtown can leverage the public investment in the municipal complex and library, providing more meaningful connections to both Main Street and Cibolo Creek.
- Decisions on the redesign and ultimate function of Main Street should be made after a comprehensive engagement with TxDOT in order to mesh regional traffic priorities and downtown opportunities.

THE CONTEXT + THE OPPORTUNITIES

Downtown is a tremendous asset to the City and serves as the heart of Boerne, serving as a source for both local pride and a national reputation for the community's economic development. Downtown's future success, however, faces some key limitations including the functional design of Main Street, effective parking locations, pedestrian safety and the ability to manage the increasing popularity of downtown events. Those general challenges pose limitations; but they also offer opportunities if properly embraced and understood in context.

Downtown's adjacent context drives its success too.

The neighborhood to the east offers a stable and authentic context for downtown. The neighborhood's scale and non-residential uses—such as the churches—will likely remain a constant over time. Accordingly, pedestrian connectivity improvements both east-west and north-south will likely be the most significant opportunity to enhance downtown rather than wholesale redevelopment.

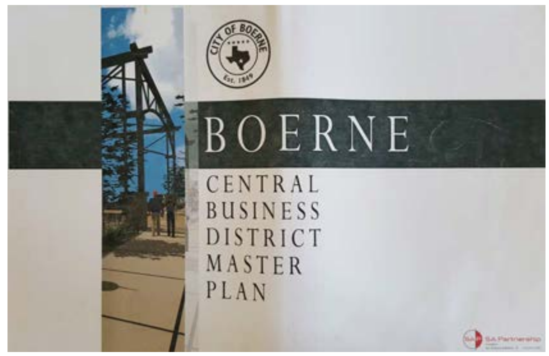
Several publicly and privately owned parcels frame the north end of downtown. The emerging city complex with a library and city hall, as well as the undeveloped land nearby, provides a strong future "bookend" for downtown. The BISD property on the west side of Main Street also provides an anchoring opportunity in terms of infill.

Cibolo Creek to the west contributes to Downtown's remarkable natural environment, and the benefits of the creek's water are irreplaceable. However, the creek does interrupt the street grid and creates blocks with edges that are not activated nor that take full advantage of the natural amenity or the newly constructed trail. Additionally, the creek is prone to flooding, and improvements may be needed to mitigate those issues and to develop areas facing on the creek.

Suggesting a reinvention of some of the BISD property, the Catalytic Plans provided below embrace Cibolo Creek. Consideration and implementation of those plans can recast some of the challenges of the creek in a realistic way, while providing beneficial development opportunities in terms of additional housing and activity.

Finally the pedestrian and traffic crossing function at River Road and the creek present questions of the effectiveness of extending downtown's reach south and the ability to manage the balance between local and regional traffic. Several proposals have been suggested—including as recently as the City's 2015 Main Street Study—for this area. The discussion about Main Street and the Texas Department of Transportation (TxDOT) provides a suggested process to incorporate the resolution of the question as to how to decide on the best solution at this critical gateway to downtown.

PRIOR PLANS ANALYZED A VARIETY OF OPTIONS



This initiative analyzes opportunities by building on the extensive planning that has already been undertaken. The following summary of those plans highlights the important analysis and conclusions the Gateway Team gleaned from those planning efforts:

Economic Development Work Plan (2015)

The 2015 Economic Development Work Plan is a guiding document for economic development strategies in Boerne. It provides an overview of the partners and business retention strategies of the Economic Development Corporation (EDC). The work plan also recognizes the central and critical role that Downtown plays in business retention, quality of life and retail activity. It states that infill development can create more utility revenue, while not creating a negative burden of new infrastructure capital costs. The work plan also discusses the importance of the EDC working with the Convention and Visitors Bureau and the Greater Boerne Chamber of Commerce to provide marketing support for the Hill County Mile and business support for the emerging Downtown Business Community Association. In addition, a grant program is recognized for helping with historic district restoration. A priority is to create a Strengths, Weaknesses, Opportunities and Threats (SWOT) analysis of the TxDOT turnback program to understand the implications for Main Street, which is discussed below.

RuDAT: Boerne by Design (June 2008)

The American Institute of Architect Regional Urban Design Assistance Team (RuDAT) plan represents the input of hundreds of stakeholder and participation from dozens of key community leaders and business owners. It is an aspirational plan that cements the desires of the community to grow in a way that maintains the important cultural heritage of Boerne and reinforces the asset that is Downtown. The RuDAT report centered on the development of three master plan areas: the Civic Campus, Central Business District and Cibolo Creek.

The three character zones introduced below attempt to refine those three master plan areas into a set that can be better aligned with a coordinate merchandizing and redevelopment strategy.

Boerne Central Business District Master Plan (April 2007)

This master plan by SA Partnership Architects provides a high level analysis of the central business district's existing conditions, including the physical constraints, ownership, uses and relative land values. The plan conceptualizes redevelopment between an improved Cibolo Creek and Main Street using three parking garages to service new development around the Mesquite and River Road area, the Saunders and Rosewood area and the Civic Campus. It depicts a series of pedestrian bridges across Cibolo Creek and gateway structures at key intersections. The plan also encourages the removal of on-street parking to widen sidewalks on Main Street.

City of Boerne Master Plan Update (2006)

This Comprehensive Plan creates a guiding document to help Boerne navigate the coming decades of projected growth. It includes an existing conditions report of the regional context, demographics, economics, land use, and infrastructure. The plan, guided by significant community input reinforced the community vision for Downtown as the heart of the community and expanded civic and private development in Downtown. This vision was later expanded on through the RuDAT report and the implementation continues to this day.

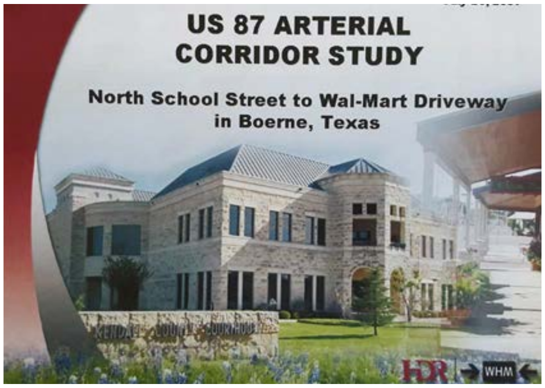
Boerne Historic Design Guidelines

The Historic Design Guidelines prepared for the Boerne Historic Landmark Commission provide a characterization of the architectural patterns and languages evident in the historic area of Boerne as well as suggestions on how to address common issues that arise during renovation and restoration.

MAIN STREET PLANS

There are two guiding documents focused on Main Street. The 2007 study focused primarily on traffic function. The 2015 staff-led study attempts to frame all of the options available for Main Street, providing support for the recommendations below. The detail of those studies includes:

US 87 Arterial Corridor Study (July 2007)



This 2007 corridor study examines US 87 (Main Street) from North School Street to the Walmart Driveway. This study by HDR evaluated the existing traffic counts in 2006, analyzed existing on street parking, crash history, conflict points and used projected 2011 ADT values to create options for Main Street.

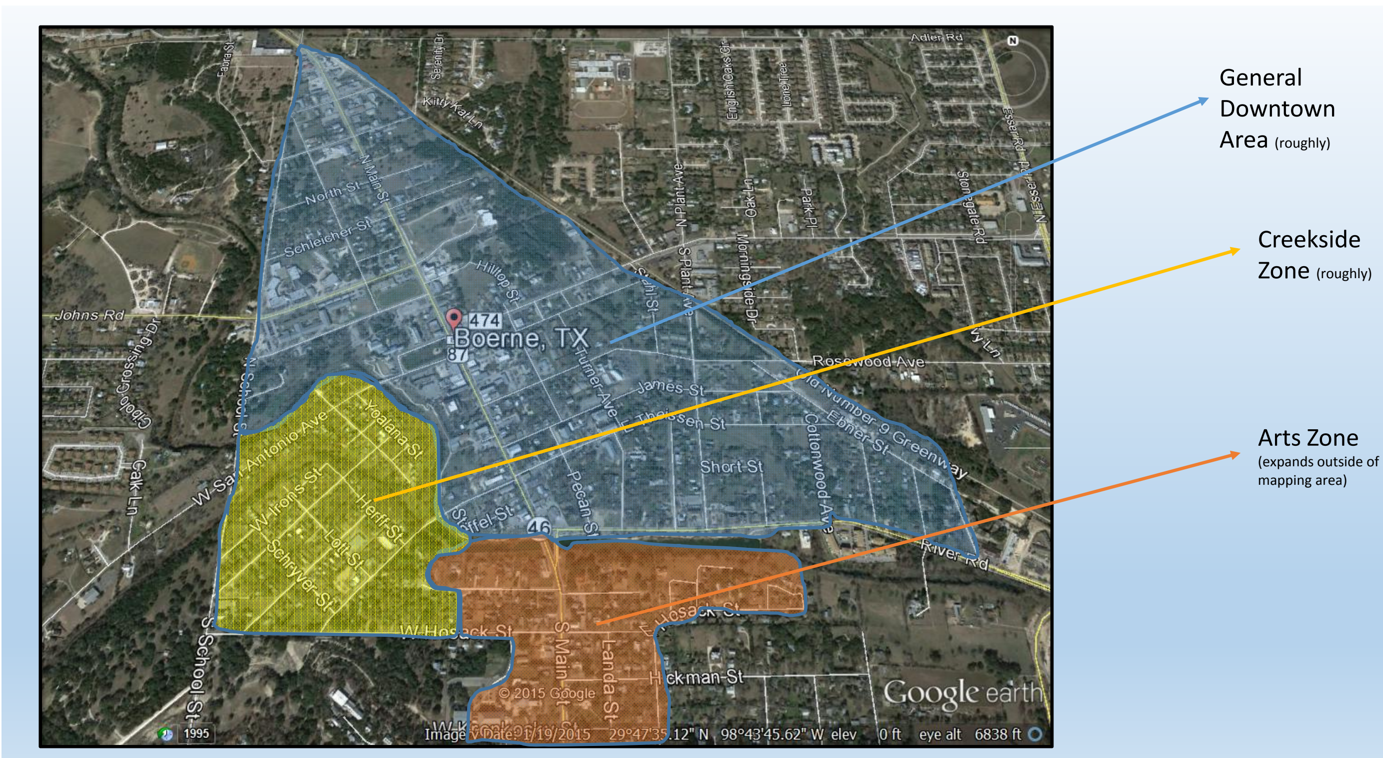
The proposal alternatives included: Alternative 1 to eliminate on street parking and add center turn lane and alternative 2 to eliminate on street parking and install raised medians. Both alternatives includes increasing turn bay storage lengths, removing parking, closing driveways, prohibiting turning movements, and coordinating signal timing and progression. The HDR study concluded that either of these alternatives would help to reduce network delay in anticipated traffic growth, remove parking and driveway access to reduce conflicts.

Main Street Study (May 2015)

This staff led study is a comprehensive look at previous studies and recommendations from the HDR Study, RuDAT plan, a 2012 staff analysis and other planning efforts. It attempts to catalogue all of the potential positive and negative outcomes from a turnback as well as an estimate of costs associated with various scenarios.

Building on RuDAT's three master plan areas and the Gateway Planning Team's more recent on-the-ground observations, three Character Zones are proposed in order to provide a way for Downtown Boerne to be understood through its greater context. This will enable downtown to better activate Main Street and downtown proper by relating its authentic structure and history to a more responsive regulatory regime on the public side and a more strategic merchandising strategy on the private side.

In order to facilitate those goals, the proposed Character Zones are then broken in to smaller Experience Districts based on the Gateway Planning Team's initial review of the opportunities for short-term and long-term activation. This two-level approach sets the stage for advancing downtown experiences at the most intimate level. Today, Boerne is well known for that kind of experience at the building and shopfront scale; but those experiences are still ad hoc. A more relatable approach can enable a better literal and programming connection for enhancement of existing businesses and the introduction of new businesses that are additive and not replacements.



The proposed Character Zones depicted above include the following:

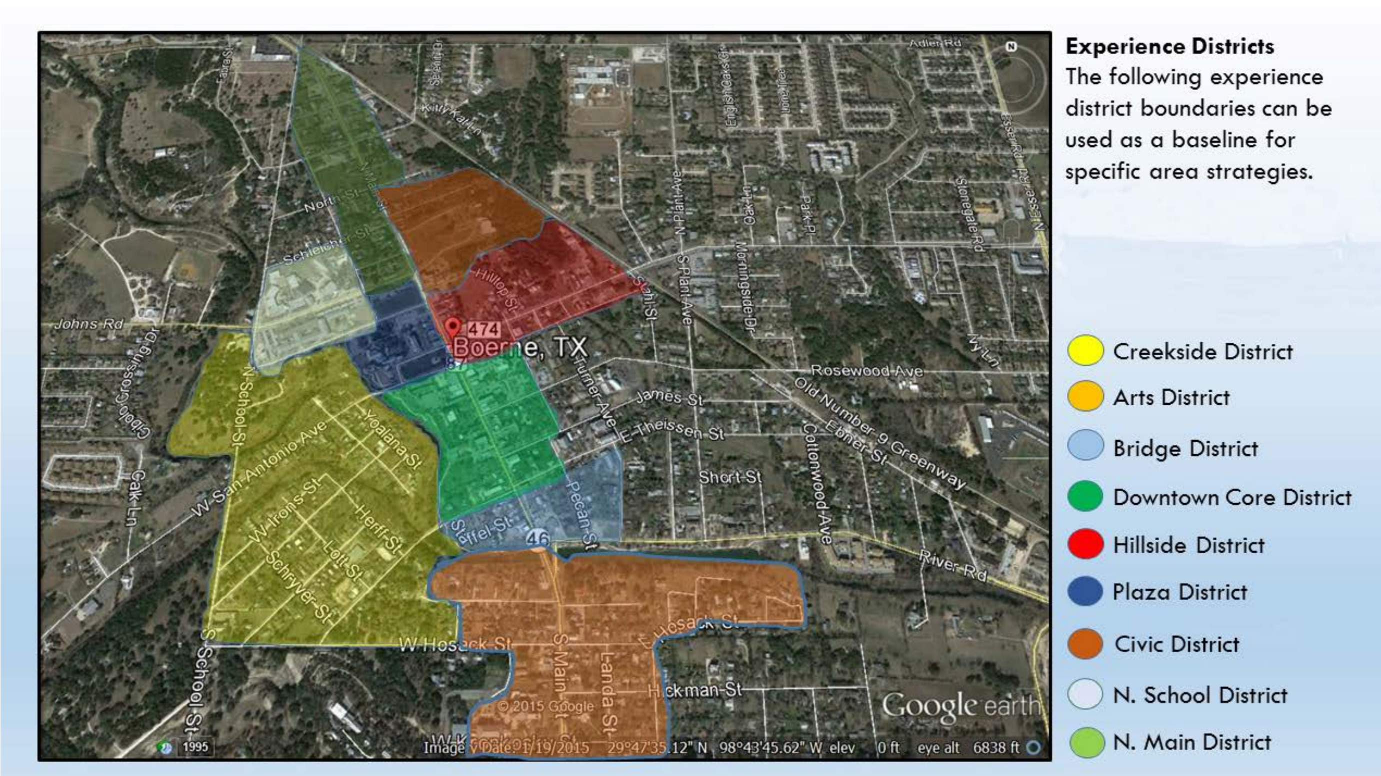
- **General Downtown** – The mixed use, core commercial and municipal area, with a diversity of housing options. The core of Downtown is considered the living room of the Downtown experience. Main Street is the spine, with initial key activating areas around Blanco Street and San Antonio Streets, as well as between Rosewood and James Streets and also around Hilltop Street.
- **Creekside District** – Focused on activating the creek, with a range of single family housing types from small scale multifamily, cottage homes and townhouses to modest scale and larger single family homes along the creek, along with carefully integrated appropriately scaled restaurants.
- **Arts District** – An opportunity to define and focus the area south of River Road and Cibilo Creek. Requiring more definition, this area will be dependent on a more compelling pedestrian connection to the rest of Downtown and a program that distinguishes itself while being viewed as complementary to the core of Main Street to the north, especially in terms of setting the stage as a gateway into downtown and down to South Boerne.

Those three Character Zones are then broken down further into Experience Districts™. More particularly, the General Downtown Character Zone is broken down into seven Experience Districts, while the Creekside and Arts zones are also essentially the same as the proposed experience districts.

Led by the Velocity Group, the Gateway Planning Team identified those Experience Districts within the larger respective Character Zones above through analysis of prior plans and limited on-the-ground site analysis and observations of how each location functions. Because the on-the-ground analysis was limited, the proposed Experience Districts are only initial suggestions that warrant additional study.

The intent of the Experience Districts is to tie daily connections to the particular place. In other words, what are the daily experiences that are—or could be—unique to a given part of downtown? These districts are defined by about no more than six city blocks and through transitions in the pedestrian experience, building on existing business clusters and the Gateway Planning Team's best sense future investment plans.

The respective Experience Districts set the stage for this block, street and building hierarchy. This hierarchy enables implementation that aligns ordinance modifications, merchandising strategies, activation tactics, property redevelopment and brand execution.



The Experience Districts can be broken down further to how a person experiences Downtown as they are moving through the public realm. While the passive customer interactions within the space will happen naturally, it is important to understand where curated elements—such as lit courtyards and paseos or street furniture—may be necessary to compel people to move through and discover the entire area. Some locations on Main Street already use these techniques.

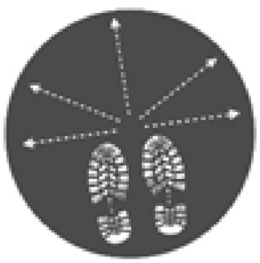
The next section describes the process for this activation and curation. Those steps include the identification of opportunities through observations through the "DNA of Place"; activating those opportunities through the "Theater of Cool"; and how to engage in a governance strategy to curate those opportunities through the "Cultivation of Place."

IDENTIFYING THE ACTIVATION OPPORTUNITIES THROUGH THE DNA OF PLACE

Well-designed and executed environments are an integral part of a vibrant human experience, but the essence of extraordinary places is far more than physical. It is a tapestry of history, culture and stories, woven into a personal journey through time, space and memory.

The DNA of Place™ is the dynamic interaction of these core elements.

Safety - A basic sense of ease and wellbeing within individuals and communities.



Selection - The ability to choose from a wide range of options, whether it's a mate, a network of friends or places to live, eat, shop.

Service - Opportunities for individuals to contribute to their community, as well as be served by quality public amenities, engaged elected officials and good businesses.

Surprise - The element of positive surprise coupled with a spirit of play. Constantly re-engages both citizens and visitors.

DNA OF PLACE OBSERVATIONS

The following observations were made as part of the Gateway Planning Team's visits to Downtown led by Velocity Group:

- While Downtown offers an overall safe environment, the speed in which cars travel along Hwy 87/Main Street creates a perception of concern by pedestrians.
- More entertainment venues and additional restaurants are needed throughout downtown to activate both the economy and compel customers to move beyond Main Street.
- More diversity of living options, price points and styles - including well placed and designed multi-family in the Downtown footprint - will help create a less volatile customer base for current and additional Downtown businesses and attract additional Millennials from San Antonio.
- An expanded trail system could tie together the emerging Arts District to the entire downtown and back to South Boerne, building on the regional system already in place.
- Basic services – such as a Downtown grocery store – should be recruited into the downtown core to support an expanded residential strategy.



ACTIVATION THROUGH THE THEATER OF COOL™

With the DNA of Place observations setting the stage, the Theater of Cool™ methodology fuses the tangible hardware of place with the intangible software of the human experience. This approach can make the difference between simply building structures and cultivating a transformative environment that generates buzz and ultimately drives higher values and rents.

The four steps of the story unfolding through the Theater of Cool are summarized below with example elements for each. The limited nature of the engagement of the Gateway Planning Team provides only an opportunity to demonstrate an example of how the story could unfold.

Designing the Stage *Outlining project context, identifying key experience anchors and development principles that reinforce the unique story of place.*	**Building the Set** *Identifying needed infrastructure improvements, aligning style and tone of the built environment and defining mood and atmosphere.*	**Placing the Props** *Strategically arranging business clusters, public art, street furniture, wayfinding, etc., in order to compel people (actors) to explore.*	**Engaging the Actors** *Providing a diverse range of choices that intrigues, captures and creates a hunger for more.*
• Expand definition of Downtown and incorporate Experience District definitions into overall Downtown strategy (see maps above) • Create a Creekside District and master plan that builds on prior plans and that advances greater Downtown identity and development with the Catalytic Plans delineated in the next section as the next iteration of thinking • Connect Arts District to greater Downtown area in a more pedestrian-friendly way	• Create a dynamic entry at the creek bridge • Create Creekside protection and architectural standards and promote development facing the creek based on the refined District Master Plan • Develop school property on Lohman Street with commercial frontage on N. Main Street and frontage on Lohman St. with mixed multi-family residential per Catalytic Plan in next section	• Develop a unique culinary brand for downtown to align existing restaurants with new concepts • Focus event locations in key areas and align themes with emerging (see maps) Downtown brand • Develop policy and recruit food truck days in plaza of W. Blanco and W. San Antonio • Relocate or produce partner Farmers Market in Downtown	• Establish an independent Downtown Association as curator and concierge for the Downtown vision, focusing on block, street and building economic development, a production season that drives positive attention for the area and the overall brand of Downtown

A GOVERNANCE STRUCTURE THROUGH THE CULTIVATION OF PLACE

Once a more robust writing of the story is undertaken for the Theater of Cool for Downtown Boerne, a more focused downtown governance approach should be considered. One options is based on the Catalytic Triad™. This approach identifies the alignment necessary between three community sectors to create great places.

The elements of the triad include:

- **Municipality** – Sets clear baseline rules and guidelines. Ensures barriers to investment and opportunity are removed. Priority is infrastructure, basic services and strategic long range thinking.
- **Civic Organization(s)** – Acts as curator of the respective Experience Districts and concierge of private market opportunities, as well as supports municipality in structuring rules and guidelines by providing real time feedback, while also managing the staging of strategic experiences and events.
- **Private Market** – Invests in and helps implement vision, develops relevant and quality projects, and services needs of consumers.

With this governance structure in mind, we recommended the creation of a Downtown Association to help guide and support the management of the greater downtown area, especially as city staff may be overburdened with the basic functions of planning, entitlement and infrastructure.

When creating an experience-based management structure and/or organization for a downtown, five key factors should be taken into consideration:

- Start-up financial investment, sustainable revenue structure and market relevance;
- Immediate and long term implementation demands of the project or district;
- Degree of necessary customization for services;
- Scope of needed activation strategies; and
- • Extent of face-to-face interaction with customers

Many facets are implicated for the initiation and ongoing function of a Downtown Association. Funding is always a key consideration. Revenues for operations typically can be derived from events, sponsorships, memberships and service contracts with both the municipality and other civic or private entities.

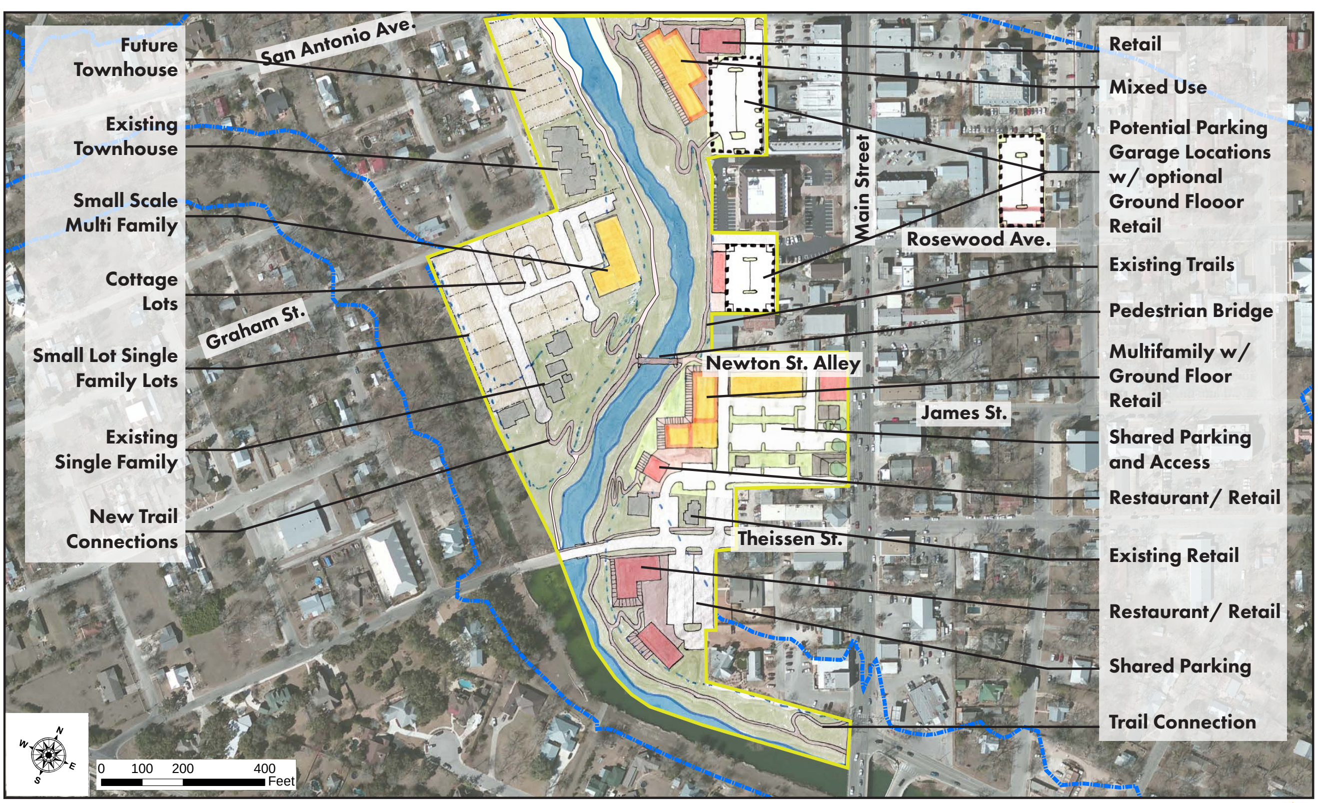
Through an analysis of the downtown context, market analysis (documented in Appendix B), and broad stakeholder feedback (documented in Appendix A), concepts were created for the two catalytic areas, Cibolo Creek area straddling the proposed Downtown Core Experience District and the Creekside Experience District as well as the BISD property in the North School Experience District.

The concept plans below provide a sketch level analysis of one possible development scenario of many. They demonstrate how a combination of new development, activation and public realm investment can provide one path to implementing the type of vision demonstrated through community input gathered from this and previous planning efforts. They are illustrative visions that show combinations of investment on private and public land. They are meant to provide a high level vision that still may require land owner participation and zoning changes to align the regulatory tools needed with the vision.

Based on the market analysis and the professional judgment of the Gateway Planning Team, both of the catalytic areas have the potential as a viable mixed-use development incorporating mixed-housing, office and some retail. Most important for the sites would be a strong mix of housing, likely incorporating some high-quality multifamily residential and single family townhomes and smaller plot homes alongside existing homes.

CIBOLO CREEK CATALYTIC SITE

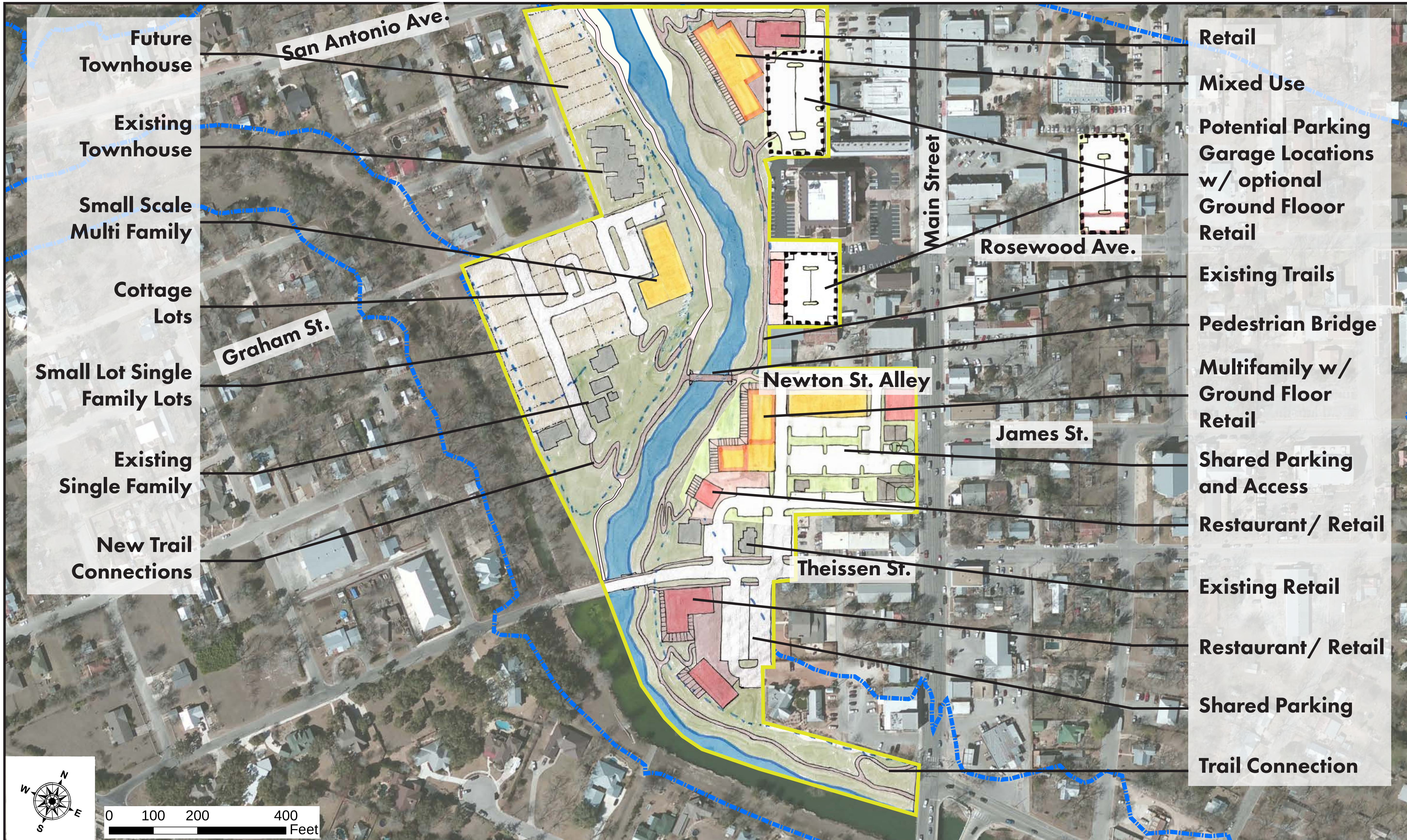
The current layout of the Cibolo Creek site is well-suited for infill housing with current mix of older and new homes. As the residential market continues to evolve with changing preferences of potential renters and buyers within the Boerne market—specifically, older families looking to downsize as well as Millennials looking to locate in non-traditional suburban areas—development(s) at this site should take into consideration the development of smaller and more affordable homes.



GATEWAY PLANNING catalyst

Boerne, Texas
Cibolo Creek Catalytic Development Area Concept Plan
March 2016
City of Boerne

THIS PAGE INTENTIONALLY LEFT BLANK.



GATEWAY PLANNING
A VIALTA GROUP PARTNER
catalyst

Boerne, Texas

Cibolo Creek Catalytic Development Area Concept Plan

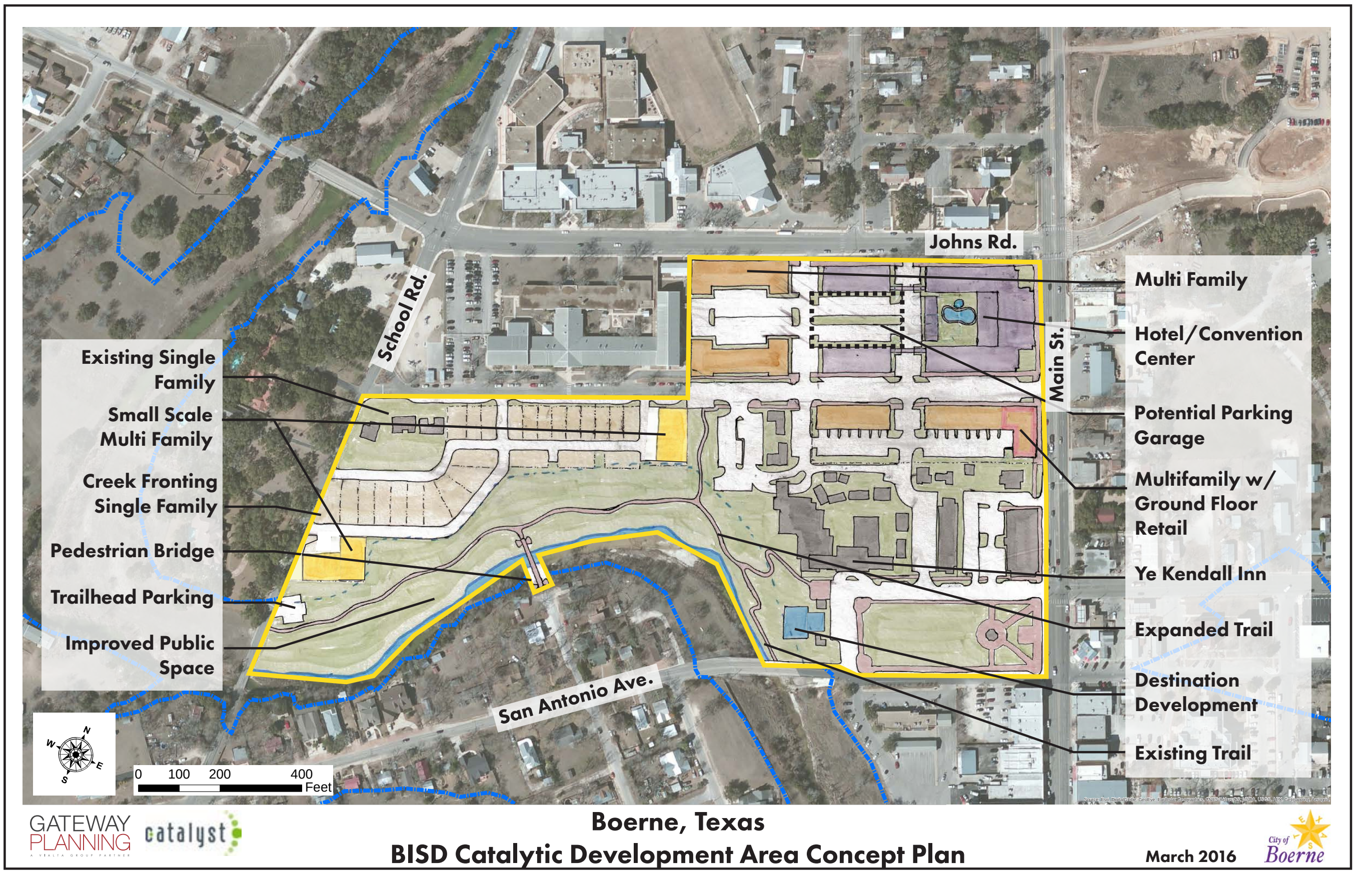
March 2016

City of Boerne

THIS PAGE INTENTIONALLY LEFT BLANK.

BISD CATALYTIC SITE

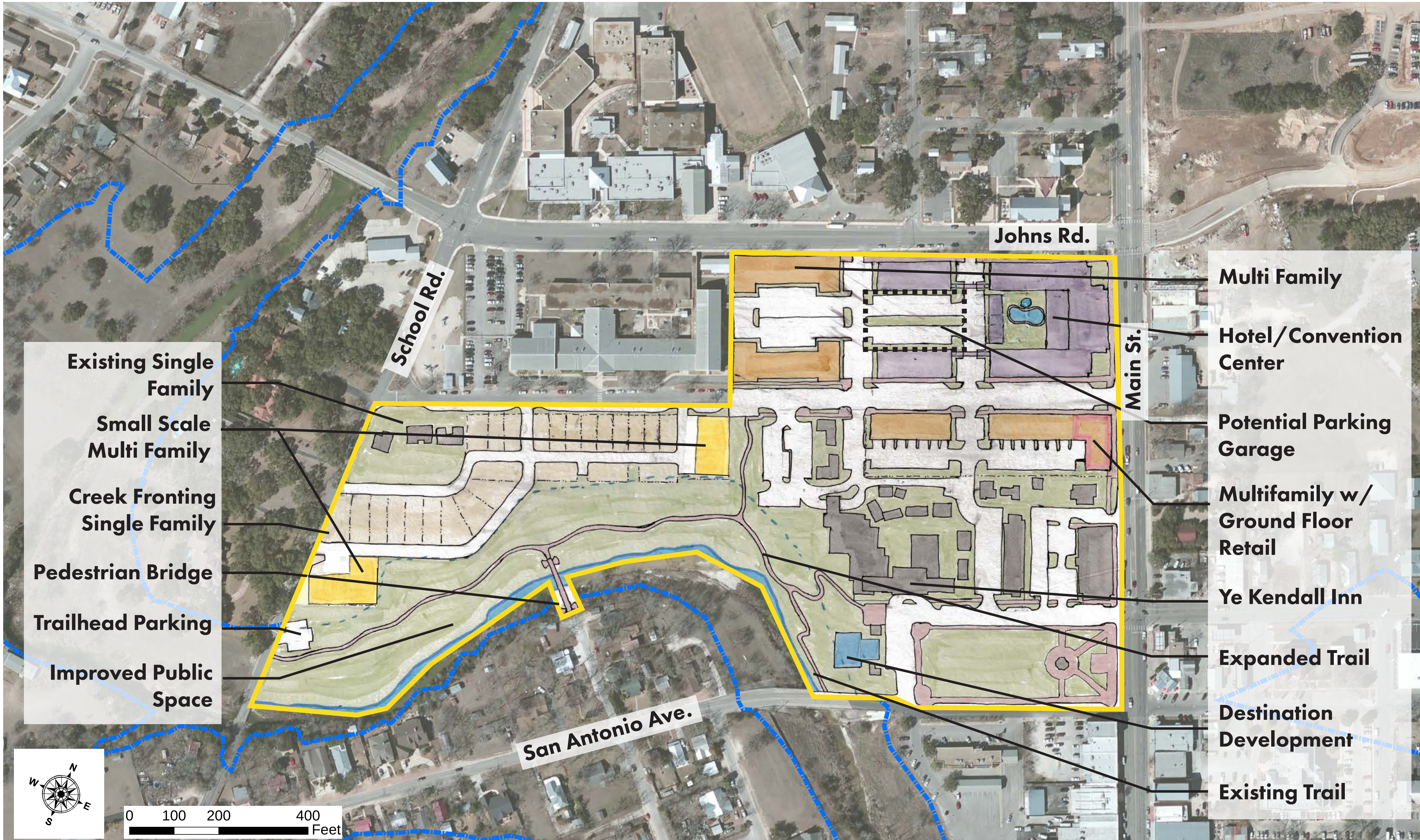
The BISD Catalytic site offers the potential to serve as a mixed-use development area incorporating a hotel/conference center, high quality multifamily, townhouse, office, and some retail. The BISD site also is suited well for a mixed product types that incorporates multifamily, townhomes, and smaller lot single family.



Other catalytic site opportunities were identified. Some of those that also could be analyzed and planned in some detail include:

- City's Lohman Surface Parking Lot
- Lohman Street Area
- Lehmann Properties across from Main Plaza
- Lehmann Downtown Surface Parking Lot

THIS PAGE INTENTIONALLY LEFT BLANK.



GATEWAY PLANNING

catalyst

Boerne, Texas
BISD Catalytic Development Area Concept Plan

March 2016

City of Boerne

THIS PAGE INTENTIONALLY LEFT BLANK.

The market analysis detailed in Appendix B indicates a leakage for various retail categories within a 10-minute drive time. The proximity of the Cypress Creek Cafe near the Cibolo Creek and the BISD sites could potentially be leveraged to help create a merchandising mix containing quality restaurants that would likely capture a sizable portion of the local shoppers and destination shoppers looking for niche retail items in the downtown area. These restaurants could range from fast-casual – restaurants that do not offer full table service, yet offer higher quality items than traditional fast-food establishments – to full-service restaurants. While numerous boutique full-service restaurants are already incorporated into the downtown area, fast-casual restaurants may fit into a mixed-use oriented development at either of these two sites; this is even more likely given the presence of workforce drivers near the sites.

Some small and specialty office would also be well suited for the sites, especially considering both sites access to Main Street. The planned mixed-residential and infill residential would provide easy access to the workplace for employees living in or near the development. Furthermore, some potential for both office and retail maybe leveraged by the planned city uses – such as the library – near the BISD site and the new and expanded trail through both sites.

Regarding retail opportunity, an oft-quoted mantra is "retail follows rooftops." The creation of residential development would have the potential to generate the most significant retail component; however, the incorporation of office would create the additional gravity many retailers seek. Retail that could potentially benefit from nearby office space would likely be everyday necessity expenditures, such as food, everyday services (e.g. small banks), and even medical uses. Moreover, medical uses are becoming increasingly common tenants in neighborhood-oriented retail districts. Not only is the increased traffic generated from such a use beneficial, but the merchandising mix of fitness centers, healthy food options, and medical tenants aligns well with office generated retail demand.

The Cibolo Creek and BISD sites are in a strong location with regards to Main Street access, as it serves as a major connection to Interstate 10, Highway 46, and Bandera Road. Some niche and boutique retail (e.g. Cypress Grille and Bear Moon Bakery and Cafe) are located adjacent to the sites. Given those strengths plus the strong downtown workforce presence, there is a strong opportunity for residential development if aligned with mixed-use products.

An important component of quality mixed-use developments is the incorporation of natural amenities, such as ample greenspace, pleasing aesthetics, and access to trails and pedestrian-friendly walkways. Although many urban mixed-use concepts struggle to incorporate greenspace due to the lack of available space, the Cibolo Creek and BISD sites could integrate all these components rather easily. The sites' proximity to Cibolo Creek and the Cibolo Creek trail adds an aesthetic dimension and would also help create valuable greenspace for uses such as exercise space, if there are public investment efforts to ensure the safety of patrons. The potential for residential will be enhanced with the incorporation of such an amenity strategy as demonstrated in the Catalytic Plans.

Another potential benefit working in favor of the Cibolo Creek and Boerne ISD sites is the cluster of existing community and neighborhood formatted operators in the area located southeast of both catalytic areas. Specifically, the concentration of municipal government employment will likely generate strong daytime usage. The gravity created by these operators could potentially help a small mixed-use development anchored by retail with restaurant space interspersed.

Nevertheless, a challenge with development of retail at the site is tying in future development into the existing cultural and historic fabric of the Downtown area, as any development would likely need to work in conjunction with the existing development patterns in the area. However, this challenge also provides a unique opportunity for any potential retail development at the two catalytic sites to be high quality development, in line with the existing Downtown Boerne fabric.

Given the leakage of the several retail categories (see Appendix B) and the strong fit of boutique retailers aligned with these retail categories (e.g. many small town downtown clothing stores are boutique rather than large-format stores), additional retail at the site can leverage the valued and unique historic fabric of Boerne's Downtown. Stakeholder input, for example, indicated a high level of interest in high quality clothing stores selling business casual menswear. Given the retail leakage of $4.8 million for clothing stores, it is conceivable that a strong suited operator within this retail category may succeed at the catalytic sites.

In conclusion, the combination of high-quality aesthetics at the sites in accordance with accessibility, existing operators, and evolving lifestyle desires (e.g. preference for mixed housing and changing retail trends) combine to help create the potential for a strong infill redevelopment program. This strategy would provide a tremendous platform for the activation of the Creekside Experience District and the North School Experience District, while at the same time strengthening the capacity of the Downtown Core Experience District.

COALESCING A VISION FOR MAIN STREET

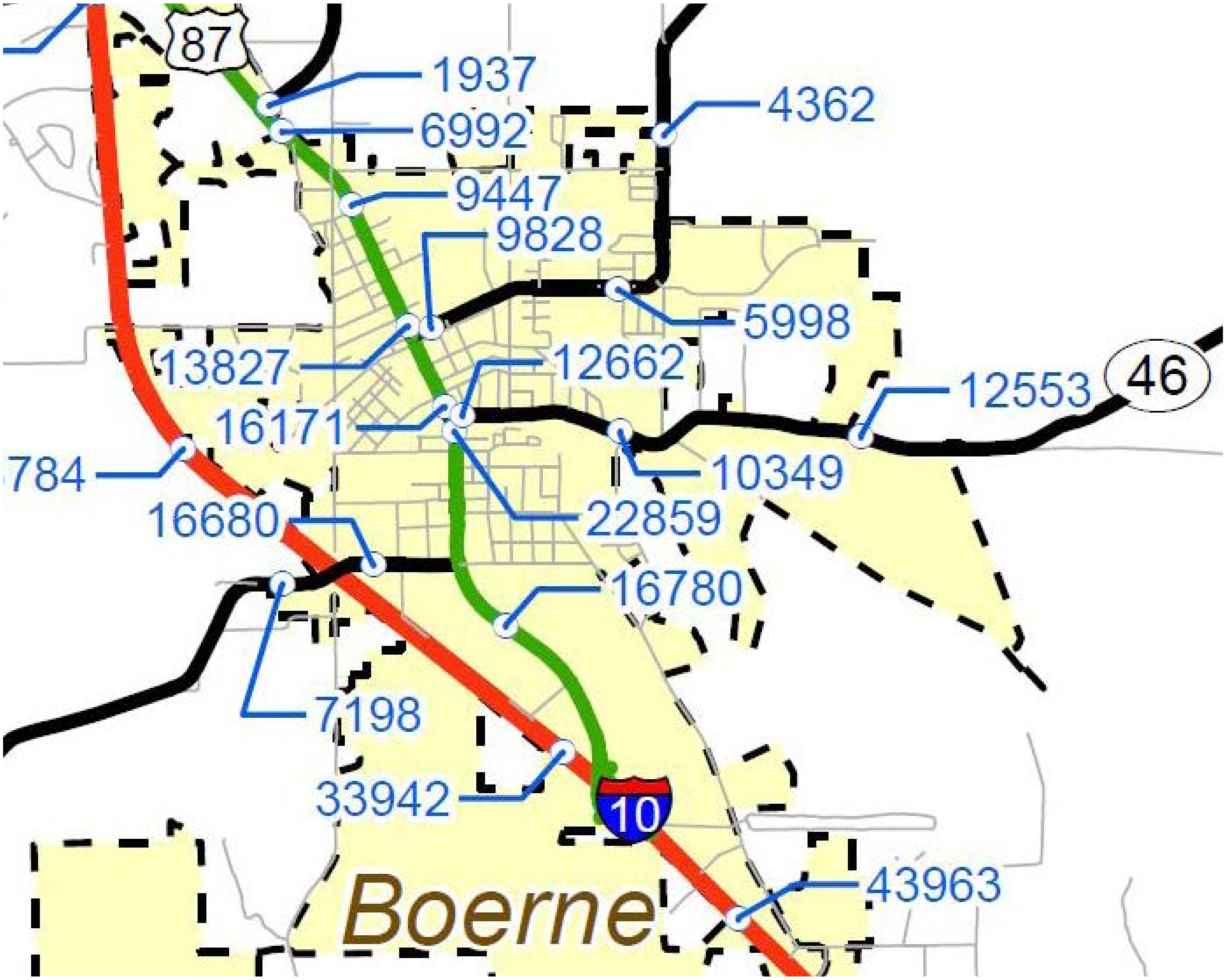
As well documented in the 2015 Main Street Plan and the prior 2007 US 87 traffic study, many options have been considered for the role, function and redesign of Main Street and the associated street network relative to River Road and potential parallel roads to Main Street. Those options also have been considered within the question of whether or not to undertake a transfer of ownership of Main Street from TxDOT to the City through the Turnback Program.

The Gateway Team suggests a three-step process to answer those questions:

1. Create a small ad hoc working group including one representative from the following: TxDOT, city council, city staff, the EDC, the County, a downtown landowner, a downtown business owner and a citizen at-large. That working group would work with the consultant team to frame the options relative to the opportunities delineated in this report. The analysis of options will necessarily provide an opportunity to undertake a SWOT analysis of a Turnback transfer and to frame the respective outcomes sought if such a transfer were undertaken including fiscal implications, functional Main Street implications and regional network implications.
2. Once a SWOT analysis is completed, undertake a Transportation & Investment study (framed and scoped through the SWOT analysis) to understand the impacts of changes on Main Street in relationship to the larger regional context. The study should take into consideration the following:
   - A decline in average daily trips (ADT) indicated from TxDOT traffic counts along Main Street (a decline from 17,000 in 2006, 14,000 in 2011, and 11,000 in 2013 [see next page]), indicating not that increases are not possible, but that assumptions about steep increases in traffic into perpetuity are not always the case;
   - The parallel routes of Plant Road, School Road, and I-10;
   - The bypass impacts of Herff Road;
   - The Pedestrian Level of Services (LOS) along with vehicular LOS;
   - Intersection improvements that improve both regional commute traffic flow but also local business and neighborhood access;
   - Revenues from the economic benefits of a vibrant downtown; and
   - Public investments necessary for the various options relative to both the traffic impacts but also local redevelopment investments in downtown.
3. Upon the completion of the Transportation & Investment Study, convene a worksession with the City Council and the working group to assess the results of the SWOT analysis and the study to determine whether pursuit of the Turnback transfer makes sense and what the limits of that proposed transfer might entail.

By undertaking this three-step process, an informed decision can be made so that even if a Turnback transfer is not pursued, the most effective redesign and investment strategy can be undertaken for Main Street.

TxDOT 2013 ADT



APPENDIX A: STAKEHOLDER MEETING

The Gateway Planning Team led a series of stakeholder meetings at the Boerne Convention and Community Center to have a candid conversation about issues facing downtown. The stakeholders were primarily Downtown business owners, property owners and citizens who were active in the RuDAT planning process. Scott Polikov of Gateway Planning moderated the discussion centered on three open ended questions:

- What are opportunities for redevelopment?
- What changes need to occur to Main Street itself?
- What would you do to Downtown if you could?

The discussion was wide ranging but the responses to those three open-ended questions have been categorized into the following topical categories based on key word feedback and analysis:

DOWNTOWN DEVELOPMENT

Discussion of redevelopment in Downtown centered on residential types. Ideas ranged from reintroducing two and three story residential buildings and residential above commercial. Housing types like small cottages and "tiny houses" were also discussed and that the price of lots has an impact on what can be built and velocity of what can be built. The point was made by several owners that local businesses should not just focus on tourists but also "home grown consumers" of whom about 48 percent are Millennial and Gen X. This group wants Downtown to be more urban and they are the next generation of spenders. The question was posited - how can growing the residential population Downtown help position for the next 25 years? It was discussed that there are not enough people that live Downtown to make it feel alive after 5 p.m. The types of businesses Downtown also need to focus on daily needs and a cluster of restaurants for locals. Enhancing the pedestrian environment will encourage a new residential population Downtown.

ZONING

Related to redevelopment downtown, stakeholders expressed the need to address Downtown zoning.. The point was made by a stakeholder currently building residential units that the code can be limiting and that newer codes need to have "creative alternative" options. For example, zoning should allow cottage housing – which would work well on infill lots in neighborhoods, a point that was also brought up when discussing downtown development in general. Another stakeholder mentioned that compatibility zoning could allow three story buildings on Main Street and then blend it back into the neighborhood. They went on to say that since Boerne does not have form-based codes there needs to be improved guidance on compatibility between buildings. There was also some mention of the importance of maintaining Main Street's character by regulating building materials that can be used and requiring materials that have some basis in the historic buildings found in Downtown.

MAIN STREET

Much of the stakeholder discussion focused on Main Street and the issues related to its function with traffic and parking. Some near term and low cost ideas were discussed to an address issues like improving signage, speed enforcement and mounted digital signs that indicate how fast a driver is going. Longer term improvements were also suggested, for example adding Downtown gateway monuments or adding bulb-outs and/or medians to slow traffic. Another stakeholder mentioned that there needs to be a buffer between parking and travel lanes because the parking lanes are narrower than what is typically used. A three lane section with a center turn lane and right turns at some intersections was suggested as a possible way to improve traffic flow. There may also be the need to add lighted intersections in some areas to improve pedestrian crossing and to slow traffic down. Several Downtown business owners pointed out that a strategy to better manage traffic during special events is also needed. Many stakeholders mentioned how the current pedestrian experience along Main Street was not pleasant – there are opportunities to add trellises, awnings and to improve crosswalks. Additionally, if café seating is desired along Main Street then the noise from traffic nearby needs to be mitigated. It was also pointed out that if parking is off-site then there needs to be good sidewalks to connect the parking with the storefronts.

MAIN STREET TXDOT PROCESS

Any changes to Main Street implicate TXDOT and larger city-wide and regional traffic patterns. Stakeholders expressed concern over how the increased number of residential subdivisions would affect Main Street. They also discussed if projects under construction or those currently in planning stages like Highway 46, Herff Road extension and the new school would change traffic patterns. There was some consensus that it would be appropriate to have an updated nuanced traffic study of the overall area to provide context for changes to Main Street as a part of the larger system. It was also mentioned that there would need to be larger considerations when it came to potentially removing Main Street from TxDOT's system, especially with the added cost of annual maintenance and upkeep. Finally, consideration will need to be given to the large daily vehicle counts on Main Street and the potenal alternate routes to accomodate that traffic.

PARKING

The perception of parking availability and ease in any Downtown community is always a concern for citizens and neighborhoods, oftentimes the perceived parking problem is simply a perceived one, but it is important that appropriate considerations are taken when addressing parking issues in a community. It is often better to have a parking problem, than to not have one simply because it means that there is population and activity occurring in the community. Nonetheless, addressing parking with the stakeholders aroused concern that several times business employees will take prime parking spots in front of businesses that customers typically look for when driving into Downtown. Some Downtown store owners acknowledged that they have good parking, but that higher demand uses, like restaurants, would need more available parking should they move into Downtown. Some business owners also recognized that there needs to be a paradigm shift for customers – altering the expectation to be able to park in front of the door of the business the customer is visiting.. Another business owner commented that people walk further from a parking space to the front door at Walmart than they do in Downtown.

Some solutions that were discussed ranged from less expensive short term options to longer term investments. Short term solutions included improving wayfinding and signage to existing parking and formalizing shared parking agreements. It was also suggested to implement remote parking programs for customers and employees at a nearby location with a shuttle service into Downtown. Eventually this shuttle could become a circulator throughout central Boerne. Coordinated parking between business owners and the City needs to be a priority. The current city leased public parking is for sale and so there needs to be a more detailed parking strategy under taken. This could be coordinated shared parking agreements on a publicly owned lot or a church parking lot with or without a shuttle circulator. One property owner talked about using vacant sites just outside of Downtown for parking as a stop for a shuttle or circulator as a temporary use. Also a relationship with VIA could be cultivated to have a commuter connection to San Antonio or to work with local partners to do a pilot project for a Downtown circulator.

The discussion for longer term parking solutions centered on finding centralized parking garage locations. Some suggested locations were on top of old swimming pool by the Ye Kendall Inn, the Civic Campus behind the Library, and between Theissen and Cibolo Creek. One stakeholder mentioned that in order to maintain compatibility the consideration of below grade parking should also be considered. A parking structure could be built to with design standards that would be a good neighbor to business.

Parking suggestions on Main Street itself ranged from the suggestion of back-in angled parking to provide a buffer between the parallel parking and the travel lanes. Some people do not feel safe parking on Main Street due to traffic speed and the chance of doors or mirrors being hit. These suggestions, however, do require a more detailed discussion with TxDOT about Main Street's design and future improvement plans.

GOVERNANCE/ COORDINATION

One of the primary concerns discussed among the key stakeholders regarding governance and coordination in Downtown was aligning business hours to establish consistency for visitors.

Major events held Downtown are generally good for businesses but the benefit is not shared evenly across businesses. Events where Main Street is closed need to be well-managed and well-communicated, especially for businesses that see less benefit from these events. It was also mentioned that the creation of a Downtown Director position to bring someone in who can help manage the details would be very beneficial, however, there is currently no capacity among the business owners themselves to take on such a role and that role would need to be outlined and defined to coordinate with the various nonprofit and governmental organizations that overlap in Downtown to ensure consistency and effectiveness.

As part of a larger discussion on improvements to Main Street it was discussed that if the street is closed down for construction there needs to be coordination with businesses on construction management on access and temporary signage.

MARKETING DOWNTOWN

Several business owners expressed concern on the need for a coordinated Downtown marketing effort. For example, one business owner mentioned that Downtown could use a targeted event calendar. There are currently disparate marketing efforts from various governmental and non-profit groups as well as the private effort undertaken by CE Group who is marketing and rebranding Downtown with young families as the Hill Country Mile. With all the new residents there should also be marketing to the locals to inculcate new residents in Downtown culture immediately. A suggestion was made that this could be done by providing welcome kits for new residents featuring Downtown businesses.

OVERVIEW

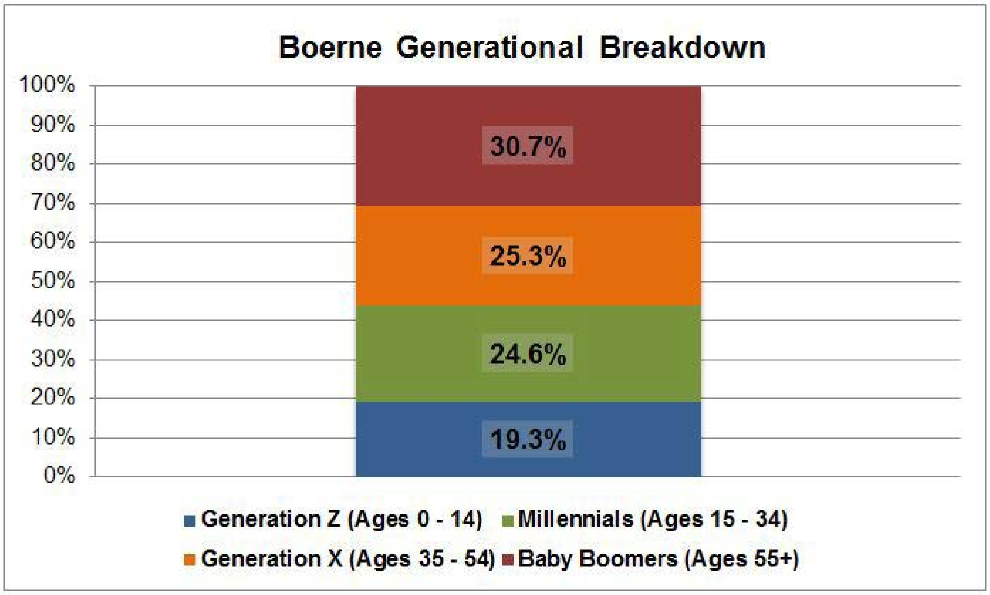
The Downtown Boerne market analysis allowed for the extrapolation of the potential for a variety of uses in the downtown area including restaurant, specialty retail, quality residential and specialty office.

Situated approximately 30 miles northwest of San Antonio, Boerne is located in an area primed for significant development within the coming years. The combination of rapid population growth, favorable economic characteristic, and quality aesthetics in the area are all factors that are working in Boerne's favor for quality development potential. The rapid growth of the San Antonio – New Braunfels MSA (the fourth fastest growing MSA in the nation) is spilling over into Boerne, and residents who prefer a more rural residence with a manageable work commute are continuing to locate in Boerne. Continuing to capture this robust and high-quality residential growth will be important in the coming years.

The City of Boerne recorded a population of 10,471 in 2010, and the estimated 2015 population for the city is 12,836, a total growth of 22.6% (ESRI). By 2020, the population of the city is expected to be 15,307, a projected increase of 19.3% (ESRI). The ten-year projections show a total population growth of over 46%, highlighting the rapid population influx to the city of Boerne. There are 5,033 households estimated in the City of Boerne as of 2015, and an additional 1,000 households are projected within the next five years.

Income levels within the City Boerne are high, especially when compared to San Antonio - New Braunfels MSA and the State of Texas. The estimated 2015 median household income for the city is over $77,300 (ESRI). The median household income is projected to increase 9% by 2020 to over $84,300 (ESRI). For comparison, the 2015 median household income for the San Antonio – New Braunfels MSA is $52,900 and $53,600 for the State of Texas (ESRI). Over 52% of households within the city of Boerne earn more than $100,000 annually (ESRI). More notable is the exceptionally high median household income within the 21 minute drive time trade area. The 2015 median household income for this geography is $98,411 and is expected to increase to $111,701 by 2020. The 2015 per capita income for the city of Boerne is estimated to be over $36,000; this is compared to $50,598 for the 21 minute drive time trade area (ESRI).

The median age for the City of Boerne (40.2) is significantly higher than the San Antonio – New Braunfels MSA (34.8) and the state (34.3) (ESRI). The largest age segment of the Boerne population (30.7%) belongs to the 55+ age group (i.e. Baby Boomers) (ESRI). The second largest age segment of Boerne's population (25.3%) belongs to the 35-54 age group (i.e. Generation X) followed closely by the 15-34 age group (i.e. Millennials) with 24.6% of the population (ESRI). The 0-14 age segment (i.e. Generation Z) completes the remaining 19.3% (ESRI).



PSYCHOGRAPHIC OVERVIEW

Psychographic Overview (STI Landscape)		
Segment	Percent of Total	Description (STI)
Kindred Spirit	29%	This is a relatively young segment, with ages typically in the lower 30s. Most households are married and show incomes around the U.S. average. Typically found in mature suburban areas, most of the population within this segment works in white collar industries. This group lives typically suburban lifestyles with above average expenditures on activities and retail items such as dining out, baby items and sporting goods.
Hard Hats and Hair Nets	20%	This segment is in their 30s and exhibits a mix of married and single family households. Household incomes are below the national average, as reflected by their blue collar jobs. This group tends to live in mature suburban areas and can be described as the "do-it-yourself" type. Outdoor activities are the norm, and non-necessity expenditures tend to be low.
Wizards	18%	An older segment, this group is well into their career and their high median household incomes reflect their high-level white collar job status. There are a significant amount of single households within this segment, so expenditures on baby items are fairly low. However, what is saved on family expenditures is typically spent on nice clothes, nice cars, and items such as country club memberships.
Managing Business	17%	Very similar to the "Wizards" segment, although "single households" could be replaced with "married" households; (that does not necessarily mean children are present) however, as many of these households are also empty-nesters. Household incomes are high, as are education levels. Pastimes include traveling and portfolio management
Sublime Suburbia	16%	Another older segment living what can safely be called "quintessential suburbia" lives. These are married family households, although children are typically absent from the households. Household income levels are higher than the median average and white collar occupations are the norm. This group is likely to own pets, live comfortable lifestyles, and spend their weekends spending time near the BBQ or attending concerts.

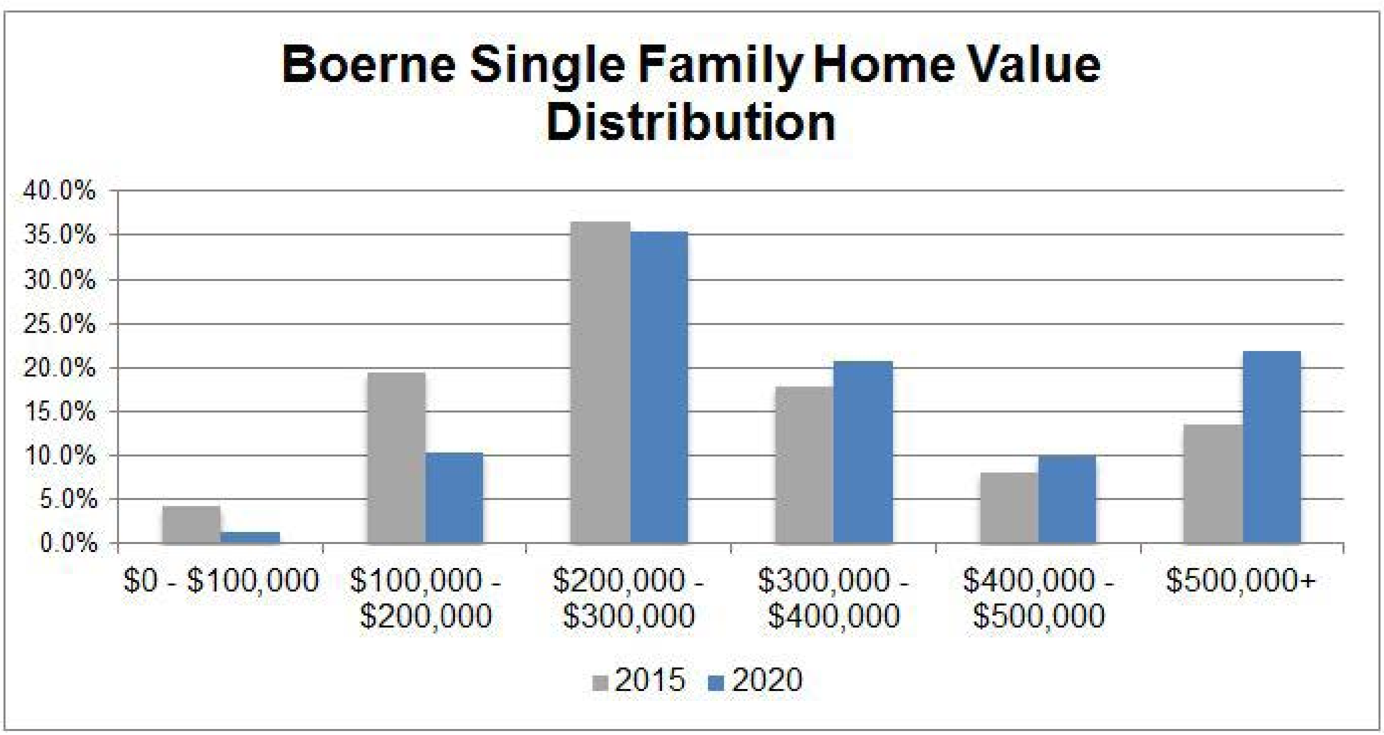
RESIDENTIAL

According to Nielsen research, approximately two-thirds of Millennials are renters and the majority of these renters are choosing to live in suburban areas. Aligning with this desire to live in so called "suburban New Urban" areas, Millennials are a highly mobile population, which is driving further demand for a broader residential mix. Nielsen research also shows that almost half of the Baby Boomer population is choosing to downsize. The highly mobile Millennial generation coupled with the large percent of Baby Boomers looking to downsize will create the need for high quality mixed residential in the coming years.

Boerne is dominated by high value single-family residential, with a median home value of $270,000 compared to a median value of $190,000 within the entire San Antonio – New Braunfels MSA (ESRI). More than 62% of homes in the city are valued above $200,000 and almost 40% are valued above $300,000. The largest percentage of homes fall within the $200,000 - $300,000 range (36.6%). The segment of homes valued between $100,000 and $200,000 are expected to see the greatest decrease within the next five years, from 19.5% in 2015 to 10.5% in 2020. Alternatively the $500,000+ range is anticipated to increase 8.4% over the next five years (ESRI).

While single family residential values are high in Boerne, there is a notable percent of the population that chooses to rent; in 2015, just over 49% of occupied households were owner-occupied with almost 42% renter-occupied. The balanced mix of owner-occupied and renter-occupied homes shows there may be some mixed residential supportable within the city.

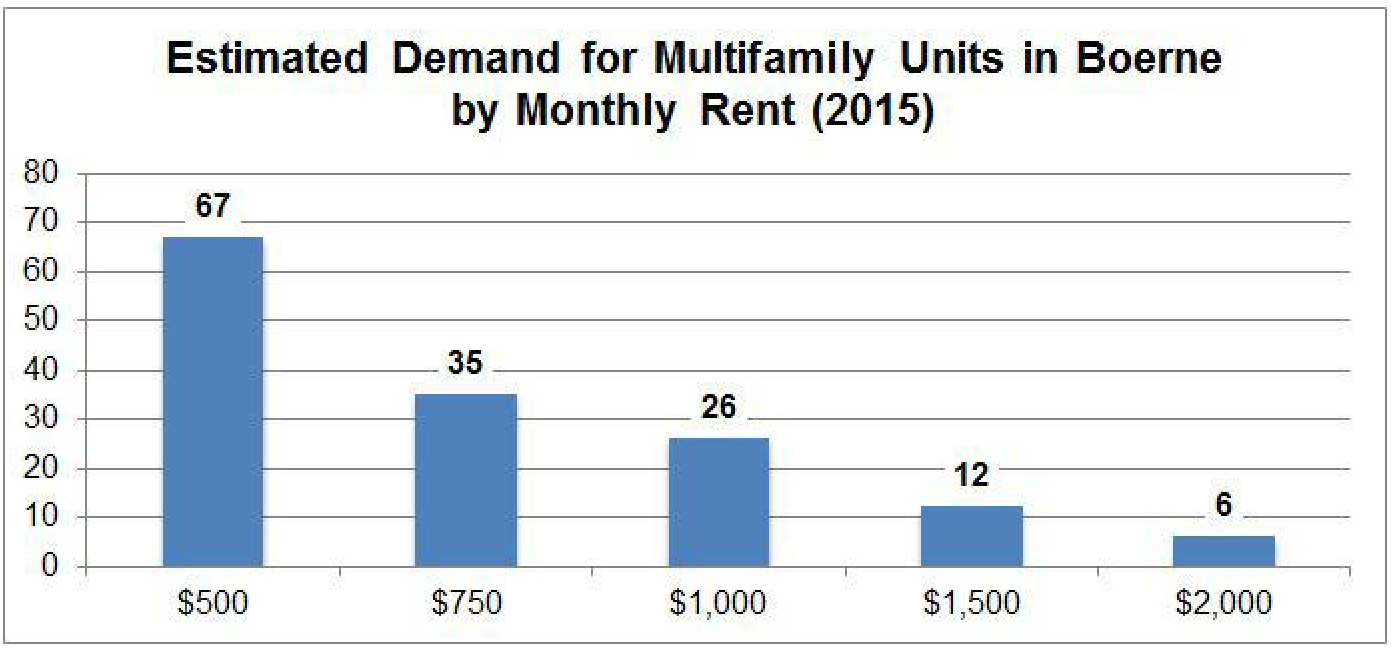
According to ALN Apartment Data, there are currently 11 multifamily properties in Boerne totaling over 1,240 units. The average monthly rent for these properties is $919. The average size for these units is approximately 919 SF making the effective rent $1.00/SF (ALN). The high occupancy rate (98% on average) shows the multifamily market is currently well supported.



There are currently four properties in Boerne generating effective rents at or over $1.00/SF (Boerne Townhomes, Carrington Place, Ranch at Cibolo Creek, and Woodland). Ranch at Cibolo Creek and Carrington Place are generating rents of $1.20/SF which highlights the existing demand for high quality residential in the city.

This multifamily demand analysis takes into consideration population growth within the county, the percent of multifamily development the city can anticipate capturing, and income categorization. The income categorization is important as the breakdown of anticipated renters across income categories yields the estimated demand based on rental rates.

The Gateway Planning Team's demand analysis found there is an estimated demand for 146 total multifamily units within Boerne. Of the 146 units, 44 units (or approximately 30% of the total) would generate monthly rents greater than $1,000. It should be mentioned this is based on the assumption that 100% of all new multifamily developments within the county would be built within Boerne; however, given Boerne has almost all the multifamily activity for the county this 100% capture is not unreasonable.



BOERNE MULTIFAMILY DEMAND ANALYSIS

Estimated Annual Demand Potential for Multifamily

Based on 2015 - 2020 County Demographic Trends

Monthly Rent	$500 $750	$750 $1,000	$1,000 $1,500	$1,500 $2,000	$2,000 And Up	
Qualifying Income	Less Than $35,000	$35,000 $50,000	$50,000 $75,000	$75,000 $100,000	$100,000 And Up	Total
2015 Total Households[1]			**15,128**			
2020 Total Households[1]			**18,042**			
Avg. Annual Household Growth			**583**			
New Household Growth						
Total Annual New Households[1]	583	583	583	583	583	583
% Income Qualified	31%	15%	16%	11%	26%	99%
# Income Qualified	181	87	93	64	152	577
Renter Propensity	37%	40%	28%	19%	4%	25%
Qualified New Households	67	35	26	12	6	146
Existing Owner Household						
Total Households[1]	15,128	15,128	15,128	15,128	15,128	15,128
% Income Qualified[2]	31%	15%	16%	11%	26%	99%
Owner Propensity[2]	65%	52%	60%	69%	87%	68%
Total Owner Households	3,048	1,180	1,452	1,148	3,422	10,251
Annual Turnover Rate[2]	11%	1%	8%	11%	3%	7%
Qualified Owners in Turnover	335	12	116	126	103	692
Estimated % Rent vs. Purchase[3]	81%	71%	34%	27%	25%	55%
Estimated Owners in Turnover that Rent	272	8	40	34	26	379
Existing Renter Households						
Total Households[1]	15,128	15,128	15,128	15,128	15,128	15,128
% Income Qualified[2]	21%	15%	19%	18%	26%	99%
Renter Propensity[2]	37%	40%	28%	19%	4%	24%
Total Renter Households	1,175	908	805	517	157	3,563
Annual Turnover Rate[2]	39%	68%	52%	31%	23%	47%
Qualified Renters in Turnover	458	617	419	160	36	1,691
Estimated % Rent vs. Purchase[3]	85%	78%	65%	44%	38%	73%
Estimated Renters in Turnover that Rent	390	481	272	71	14	1,227
Income Qualified Households						
Total Potential Demand	728	525	338	117	45	1,753
Percent New Renters[3]	9%	7%	8%	10%	13%	8%
Total Potential Demand for New Units	67	35	26	12	6	146
City Capture Rate[3,4]	100%	100%	100%	100%	100%	100%
Total Potential New Multifamily Demand	67	35	26	12	6	146

1. ESRI
2. US Census American Community Survey
3. US Census American Housing Survey
4. US Census Building Permits Survey

WORKFORCE AND OFFICE DEMAND

According to ESRI, there are 1,208 businesses in Boerne and 9,663 employees within the city or approximately 8 employees per business. The top industries in terms of total establishments in Boerne are Retail Trade (166 total establishments), Health Care & Social Assistance (126 total establishments), Construction (112 total establishments), and Finance & Insurance (111 total establishments). The Health Care & Social Assistance industry employs the greatest number of employees with 17.2% of the total workforce, followed closely by Retail Trade with 17.0% of the total workforce. The next largest industry based on percent of total workforce employment is the educational Services industry with 8.6% of the total workforce.

The Gateway Planning Team also completed an inflow/outflow analysis for the city based on the most recent Census data from 2012. The Census inflow/outflow analysis is useful because it highlights regional workforce commuting trends. The 2012 data shows there were 5,385 people employed in Boerne that live outside the city. This is compared to 4,110 who live in the city and work outside the city. Just over 830 are employed and live in the Boerne. These figures show a healthy balance of local workers and commuters within Boerne.
Not only is the city showing some regional workforce gravity by attracting and retaining local employees, it's conceivable a large portion of those living in Boerne and working outside the city are commuting to San Antonio which highlights Boerne's advantageous position.
The office market in San Antonio has seen vacancy rates drop in recent quarters, and Q2 2015 reflected a vacancy rate of 10.2% (CoStar). Additionally, quoted rental rates have increased slowly, and the average quoted rate for suburban San Antonio office space in Q1 2015 was $19.62 (CoStar).

Boerne falls within the Kendall County submarket, as defined by CoStar. These submarket classifications are useful because they provide a micro-level of analysis which reflects local trends more accurately. CoStar reports 127 office buildings in Kendall County totaling 721,731 SF of rentable building area (RBA). Just over 8% of the total RBA is vacant with 92% occupied. There has been year to date absorption of 8,960 SF, and the quoted rate for office space is $21.73 for the submarket. The vacancy rate for Kendall County of 8.1% is lower than the San Antonio rate of 10.2%. The submarket is currently drawing the highest quoted rates within the entire San Antonio office market, signaling demand for high-quality office space within the submarket.

As part of the market assessment, the Gateway Planning team estimated the demand for small office space within Boerne. This involved assessing existing inventory and market trends to project demand for additional office space. The Gateway team found demand for an additional 7,802 SF of small office space in Boerne.

US Census Inflow/Outflow Job Counts (2012)	Employees Totals
Employed in Boerne, Live Outside	5,385
Live in Boerne, Employed Outside	4,110
Live and Work in Boerne	834

Boerne Small Office Firms			
	Firms	Employees	Employees/Firm
Finance & Insurance	73	320	4
Real Estate	63	230	4
Professional, Scientific, and Technical Serv	149	477	3
Management of Companies and Enterprise	5	10	2
Health Services	10	65	7
Arts & Entertainment	21	67	3
Total	**321**	**1,169**	4

Avg. SF per Employee	200
Total Small Office SF	233,800
Total Office SF	721,731
Small Office Portion of Office Space	32%
Avg. Submarket Class A + B SF Absorptior	15,077
Potential Small Office Class A +B SF Absor	4,884
Estimated Subject Site Capture Rt.	50%
Potential Capture SF from Absoprtion	**2,442**
Potential Turnover	5%
Potential Turnover SF	11,690
Avg. Vacancy Rate	8%
Total Occupancy from Turnover	10,720
Estimated Subject Site Capture Rt.	50%
Potential Capture SF from Turnover	**5,360**
Total Potential SF	**7,802**

Source: ESRI, CoStar

RETAIL

The existing retail in Boerne contains a mix of regional and national chain retailers, as well as a multitude of smaller format boutique retailers. Generally speaking, retailers closer to Interstate 10 in the southern and western parts of town are the big name regional and national retailers. Some of the most notable retailers are Home Depot, Walmart Supercenter, and H-E-B Plus!. These retailers serve as hyperlocal anchors and help support a number of other chain retailers. The two major retail nodes in the city are located near the intersection of Interstate 10 and West Bandera Road (Home Depot to the west of Interstate 10 and H-E-B Plus! to the east of the highway), and Walmart Supercenter southeast of the intersection on South Main Street.

While it's important to consider all retail within the city, the Cypress Grille retail node located northwest of the site is particularly important given its implications for retail merchandising on the site. This node contains a number of standard neighborhood uses, including Ella Blue, Carousel Antiques & Pickles, Boerne Epicure, Daily Grind, and Soda Pops-Patio Grill. Determining a strategic and beneficial merchandising mix at the site that aligns with current Downtown business practices will be important in the near future.

The initial market analysis estimates the retail demand for Boerne based on the demand generated from local workforce, commuters, and residents. In total, an estimated 298,000 SF of supportable retail demand was found for the city. Of the 298,000 SF, more than 268,000 (90%) comes from the residential population. Commuter generated retail demand accounted for an additional 21,000 SF of retail, and workforce-generated demand could potentially support an additional 8,000 SF of retail demand.

The retail demand analysis broke down potential demand per retail category. The categories with the largest unmet demand are Department Stores with over 67,000 SF, General Merchandise Stores with over 56,000 SF, and Grocery Stores with more than 37,000 SF supportable. When combined, all restaurant formats (i.e. quick service, fast food, etc.) were found to have over 32,000 SF in unmet demand.

A leakage analysis was completed to highlight the retail categories that are oversupplied and undersupplied in the Boerne community using a 10 minute drive time. The results of the leakage analysis can be found in the appendix. The leakage analysis highlights a few key categories. The categories with the largest retail gap (i.e. the most retail leakage) are Clothing Stores ($4.8 million), Shoe Stores ($1.3 million) and all restaurant formats combined ($3.5 million). Book, Periodical, and Music Stores ($1.1 million) is another retail category experiencing retail leakage greater than $1 million.

LEVERAGING LOCAL ENTERTAINMENT

In addition to a standalone leakage analysis, it is important to consider retail potential leveraging local entertainment drivers, most notably the Cypress Grille, located just east of the Cibolo Creek area and southeast of the Boerne ISD area. The Cypress Grille is a Downtown anchor restaurant retailer and therefore should be taken into consideration when assessing merchandising mix. Leveraging this Downtown asset from an entertainment perspective could galvanize the Downtown area and create an evening atmosphere thereby encouraging businesses to stay open past 5 p.m. by attracting local residents to visit Downtown for extended periods of time.

Boerne 10-Minute Drive time Leakage Analysis			
Industry	Industry Demand	Industry Supply	Industry Gap
Auto Parts, Accessories & Tire Stores	$3,170,407	$2,200,496	$969,911
Furniture & Home Furnishings Stores	$4,783,423	$13,056,812	-$8,273,389
Furniture Stores	$2,733,462	$9,667,692	-$6,934,230
Home Furnishings Stores	$2,049,961	$3,389,120	-$1,339,159
Electronics & Appliance Stores	$5,706,068	$9,530,461	-$3,824,393
Bldg. Materials, Garden Equip. & Supply Stores	$7,290,644	$10,322,637	-$3,031,993
Bldg. Material & Supplies Dealers	$6,419,278	$6,967,289	-$548,011
Lawn & Garden Equip & Supply Stores	$871,366	$3,355,349	-$2,483,983
Food & Beverage Stores	$35,702,183	$52,076,308	-$16,374,125
Grocery Stores	$32,814,634	$46,837,559	-$14,022,925
Specialty Food Stores	$1,181,163	$1,482,533	-$301,370
Beer, Wine & Liquor Stores	$1,706,387	$3,756,216	-$2,049,829
Health & Personal Care Stores	$15,010,677	$17,655,956	-$2,645,279
Gasoline Stations	$19,371,052	$28,500,193	-$9,129,141
Clothing & Clothing Accessories Stores	$12,867,035	$5,946,868	$6,920,167
Clothing Stores	$9,333,793	$4,491,882	$4,841,911
Shoe Stores	$1,503,171	$156,799	$1,346,372
Jewelry, Luggage & Leather Goods Stores	$2,030,071	$1,298,187	$731,884
Sporting Goods, Hobby, Book & Music Stores	$4,997,565	$4,532,228	$465,337
Sporting Goods/Hobby/Musical Instr. Stores	$3,855,583	$4,528,793	-$673,210
Book, Periodical & Music Stores	$1,141,981	$0	$1,141,981
General Merchandise Stores	$34,874,009	$91,264,898	-$56,390,889
Department Stores Excluding Leased Depts.	$11,855,825	$28,863,783	-$17,007,958
Other General Merchandise Stores	$23,018,184	$62,401,115	-$39,382,931
Miscellaneous Store Retailers	$5,925,957	$8,081,980	-$2,156,023
Florists	$237,283	$514,040	-$276,757
Office Supplies, Stationery & Gift Stores	$1,310,967	$836,798	$474,169
Used Merchandise Stores	$1,292,730	$4,004,282	-$2,711,552
Other Miscellaneous Store Retailers	$3,084,978	$2,726,860	$358,118
Nonstore Retailers	$12,783,487	$24,715,716	-$11,932,229
Electronic Shopping & Mail-Order Houses	$10,416,023	$23,846,653	-$13,430,630
Vending Machine Operators	$555,820	$0	$555,820
Direct Selling Establishments	$1,811,645	$865,875	$945,770
Food Services & Drinking Places	$23,579,705	$21,703,226	$1,876,479
Full-Service Restaurants	$8,592,007	$7,210,847	$1,381,160
Limited-Service Eating Places	$12,648,445	$12,322,505	$325,940
Special Food Services	$576,228	$1,019,078	-$442,850
Drinking Places - Alcoholic Beverages	$1,763,026	$1,150,796	$612,230