

10th Annual International ULI Conference

Reinventing Retail: Community, Lifestyle, and Entertainment

Off RODEAU

WHERE IS IT?



WHERE AM I?



Beverly Hilton Hotel
Beverly Hills, California
March 3–4, 2003

Urban Land
Institute



Conference Chair



Rick J. Caruso
Founder and Chief
Executive Officer
Caruso Affiliated
Holdings
Santa Monica, California

Caruso is founder and chief executive officer of Caruso Affiliated Holdings, a national diversified real estate company founded in 1980. He directs the firm's strategy and growth and leads its community outreach initiatives. Caruso has distinguished himself as the owner/developer of California's most distinctive and successful neighborhood and regional shopping centers. His hallmark is his community-sensitive development approach. Caruso's centers are noted for artful, appealing design; attractive public spaces; and an investment in quality material. These factors have enabled him to fully lease all his projects prior to ground breaking, attract top-tier quality leaders, and achieve above-market financial performance.

Keynote Speaker



Thomas Hine
Writer and Author
*I Want That! How We All
Became Shoppers*
Philadelphia, Pennsylvania

A writer on history, culture, and design, Hine is the author of five books and contributes frequently to Philadelphia Magazine, Atlantic Monthly, Architectural Record, and other well-known publications. For more than 20 years, Hine was the architecture and design critic for the Philadelphia Inquirer, where he wrote a weekly column and numerous articles on planning, preservation, and environmental aesthetic issues.

Recently, he was adviser to the Denver Art Museum for the exhibition titled U.S. Design—an exhibit on architecture, graphic design, decorative arts, and product design. This exhibit is currently on tour in museums in the United States and Europe.

Speakers

Ronald A. Altoon, FAIA
Partner
Altoon + Porter Architects, LLP
Los Angeles, California

Jill Bensley
President
JB Research Company
Ojai, California

Linda Berman
Principal
Shook
Los Angeles, California

Raymond E. Braun
Senior Vice President
Economics Research Associates
Los Angeles, California

Victor Castillo
Senior Vice President of Corporate
Development
Century Theatres
San Rafael, California

Gilbert W. (Wally) Chester
Principal
WDP Partners
Phoenix, Arizona

NormaLynn Cutler
Cutler Enterprises
Marina Del Rey, California

Brian Edwards
President and CEO
Edwards Technologies, Inc. (ETI)
El Segundo, California

Ron Harwood
Principal and Creative Director
Illuminating Concepts
Farmington Hills, Michigan

Roy H. Higgs
CEO and Managing Partner
Development Design Group, Inc.
Baltimore, Maryland

Joanne Kozberg
Regent
University of California
(Past Secretary of State and Consumer
Services Agency, State of California
Past Director of the California Arts
Council)
Beverly Hills, California

Why Attend This Conference

Shopping centers are being reinvented as life-styles become more sophisticated, consumers demand more entertaining retail environments, and urban lifestyles and amenities gain more attention in the marketplace. This year's conference focuses on the incredible array of new shopping experiences that are being created around the world as obsolete centers are overhauled and new product types emerge. Lifestyle and entertainment centers, urban mixed-use developments, new-age malls, and hybrids of all shapes and sizes are offering lethal competition to conventional retail developments.

Join the most innovative thinkers and doers in the shopping center and entertainment industries to hear why these new concepts are not limited just to niche players, and learn how your portfolio, your business, and your community can be strengthened by tapping into these exciting product trends. In-depth program sessions will explore how to overcome the very real challenges of getting these projects built as well as the secrets of success from those who are leading the charge.

David Malmuth
Managing Partner
Malmuth Ventures, LLC
San Diego, California

Patrick McBride
CEO
The Patrick McBride Company
Miami, Florida

Mark J. Rivers
President
Brix and Company
Bethesda, Maryland

Nicole Ronson
CEO
Nicon Productions &
Entertainment Director
Heron International
London, United Kingdom

Michael S. Rubin
President
MRA International
Philadelphia, Pennsylvania

Michael Russell
Senior Development Adviser
St. John's Hospital Foundation
Santa Monica, California

Shaheen Sadeghi
President
The Lab
Costa Mesa, California

Jay M. Shapiro
President
JMS Advisory
Waban, Massachusetts

Charles P. Stillel
President
AMC Realty, Inc.
Kansas City, Missouri

Lee H. Wagman
President and CEO
Trizec Retail & Entertainment Group
Los Angeles, California

Ian Watt
Managing Director
Old Mutual Properties
Pinelands, Republic of South Africa

Additional speakers to be announced. For updates, please visit ULI's Web site at www.conferences.uli.org.

Don't Miss This Event if You Want to:

- Learn what's hot in retail development and what's not.
- Discover where new opportunities for value creation can be found.
- Explore how retail developers and communities are working together to revitalize neighborhood retailing.
- See how communities are exploiting their potential by reinventing suburban strips.
- Learn what new planning and design concepts are giving retail and mixed-use projects a jump start in the marketplace.
- Explore how real estate deals are getting done through innovative public and private financing techniques.
- And much more!

Who Should Attend:

Commercial developers; retail, entertainment, and cinema executives; mayors and tourism and economic development specialists; architects and urban planners; shopping center owners and managers; real estate consultants and property advisers; and cultural facility directors.

**Monday,
March 3, 2003**

8:00 a.m.–9:15 a.m.

Registration

9:15 a.m.–9:30 a.m.

Welcome and Opening Remarks

Rick J. Caruso

Founder and Chief Executive Officer
Caruso Affiliated Holdings
Santa Monica, California

9:30 a.m.–10:35 a.m.

New Strategies! New Opportunities!

Reinventing Retail and Entertainment: Risks and Rewards

While innovative retail and entertainment prototypes can offer more development and investment potential than formulaic projects, they also are more complicated, risky, and time-consuming to develop. Hear about the strategies that you can use to enhance project feasibility and long-term sustainability, and to manage the additional risks. Learn about the creative public partnerships and financing mechanisms that made these developments possible, and what long-term benefits accrued to the community. A freewheeling panel discussion among top developers will give you the inside story based on their own experience and lessons learned.

10:50 a.m.–12:00 noon

Concurrent Sessions: Creating the Magic!

I. Lifestyle Retailing: The Secret of Success?

The most popular buzzword in the shopping center industry today seems to be *lifestyle* retailing. But is this simply marketing hype for an upscale sliver of the overall retail market, or does lifestyle retailing represent a fundamental shift in how we create all types of shopping and entertainment environments? What is lifestyle retailing anyway, and how do we tap into—and reflect—customers' lifestyles? What combinations of anchors, side-space tenants, entertainment attractions, and amenities create a true lifestyle experience? What more does it take? How well have lifestyle centers performed, and what types of locations and tenants have worked best? A hard-hitting panel will address questions like these and discuss the ways that a lifestyle approach to retailing and entertainment can change the shopping experience and add value to retail properties and communities.

II. Transforming the Mall

In typical American style, the much-hyped de-malling of America, in short order, has become the remalling of America. Malls are being transformed around the country as developers unlock the value that has been trapped in a dying format. Hear about the most innovative and exciting development, design, and tenaning strategies, as malls successfully reconnect both with customers and with communities. Find out which retail tenants and entertainment venues prosper in new-age malls and which no longer fit, what level of sales, rents, and rates of return are being achieved, when outdoor configurations work and when they don't, how malls are becoming multifunctional hubs and leisure centers, and where the money comes from. A top-level panel of developers who are reinventing the mall will give you the inside story.



12:00 noon–1:45 p.m.

Luncheon and Featured Keynote Speaker

Thomas Hine, author of the new book, *I Want That! How We All Became Shoppers*, will share an insider's look into what he calls America's *buyosphere*—a set of physical and virtual places and states of mind that compel us to shop. Hine will present a lively and witty interpretation of the history of shopping, from the age of hunting and gathering to the Internet and beyond. Along the way, he will cover a lot of retail ground, share some engaging but lesser-known facts about how shopping is evolving, and speculate about its future!

2:00 p.m.–3:15 p.m.

Concurrent Sessions: On the Edge!

I. The Place-Making Dividend: How to Get It, How to Keep It

Much has been written about the importance of place making and of the visitor's experience in securing long-term value for pedestrian-oriented retail and entertainment developments. But what are the hard numbers? How are these developments actually performing in the marketplace? Are sales and rents really higher? Does the added return on investment justify the lengthy development horizon, the need to depend on a public partner, and the complexity of the development process? Are institutional developers as well suited to the place-making tasks as private entrepreneurial developers who often are willing to take more risk? Case studies will be presented by development teams whose members will candidly answer these questions as they talk about their own projects and how they achieved the place-making dividend.

II. Invisible Markets: The Frontier of Retailing

The age of formulaic, cookie-cutter shopping centers that lasted for 50 years in America is coming to a close. Traditional retail markets and locations are saturated with fading shopping centers that were built for another time and another generation. In their place, we are seeing the emergence of exciting new shopping and entertainment environments with innovative concepts, configurations, mixes of uses, and designs that are tailored to their specific locations, have strong points of view, and rely on unusual anchors and overlooked markets. In this session, you will hear about several exciting retail niches, and learn how imaginative developers are successfully exploiting these powerful markets and attracting the right demographic to their daring projects.



3:30 p.m.–5:30 p.m.

Interactive Workshops

ULI's popular interactive workshops will continue where they left off last year in New York. These expert-led sessions will focus on specific challenges and opportunities in the retail and entertainment development industry, and as always they are designed to let you participate in the discussion right from the start of the session. The workshops will provide you with a unique opportunity to meet with a range of practitioners from the worlds of real estate, retailing, entertainment, and the public sector; share real-world experiences and insights; and get informed opinions regarding your specific interests, questions, and problems.

Choose one of four interactive workshops.

Interactive Workshops (continued)

How Green Is My Shopping Center?

Sustainable development has become a serious concern for communities and for institutional and commercial developments, but a building type notably absent from the discussion has been retail and entertainment development. As shopping centers shift from emphasizing short-term profits to long-term investment, the issues surrounding sustainability are becoming more important. As a result, retail projects are now setting new “green” standards for shopping center development. Learn about these projects and discuss with the experts what their experience could mean for your project and your community.

Cinema Verité

Find out the facts about the state of the cinema industry today, and discuss what the situation means for your retail project and your community. Cinemas are being built again, but who is making the deals? Are the cinema industry’s troubles over? Find out the latest news about the rationalization and consolidation of the industry. What types of projects are the cinema operators looking for now, and how are shopping centers dealing with space vacated by dead cinemas? What effect will the new digital technology have and how is the “new” cinema industry different from the old one?

Culture Club

In a kinder time in American history, retail entertainment, culture, and social institutions were linked at the heart of the downtown landscape. Beginning in the 1950s, however, the flight to suburbia shattered the cohesiveness of this triad. A half century later, cities and suburbs all over the United States are putting the pieces back together. Discuss with the experts how it is being done, how public/private partnerships make it happen, and how real-world development challenges are being overcome.

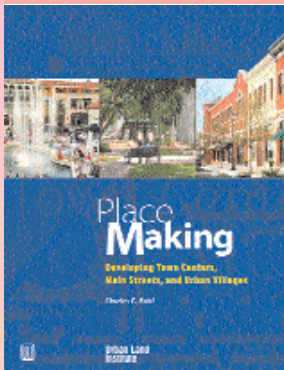
It’s the Experience, Stupid!

Creating an ever-changing public experience for customers is critical to the success of today’s retail and entertainment developments. In this workshop, participants will discuss how places for shopping can succeed in attracting people in spite of the many options available that offer the same goods and services. Hear about and discuss how successful shopping centers are creating the stimuli, information, and impressions that customers respond to and want to come back to, in spite of the daunting competition.

5:30 p.m. – 7:00 p.m.

Reception

Just Published!



Place Making: Developing Town Centers, Main Streets, and Urban Villages

Charles C. Bohl

One of the hottest trends in real estate is the development of town centers and urban villages with mixed uses in pedestrian-friendly settings. Illustrated in full color, this book describes the latest strategies for creating great places and provides case studies that show how these ideas have been put into action.

2002/150 pages/paperback/color/ISBN 0-87420-886-6

Order #P45 • \$59.95 ULI Members • \$69.95 List Price (plus shipping)

Order online at www.bookstore.uli.org or call 800-321-5011.

PURCHASE THE BOOK AT THE CONFERENCE AND SAVE 10%.

Tuesday, March 4, 2003

8:30 a.m.–9:30 a.m.

The Retail Entertainment Zone: A Showcase Breakfast

Senior executives from top retail and entertainment-related development companies, architects, designers, technology companies, and service providers will show and tell about their innovative projects, designs, opportunities, and capabilities. Displays will surround a sumptuous buffet breakfast, and conference participants are invited to wander informally through the displays, schmooze with new and old friends, and discuss emerging development plans, ideas, projects, and strategies.

9:30 a.m.–10:30 a.m.

Concurrent Sessions: New Retail Visions!

I. Rediscovering the City

Every decade or so, cities are rediscovered as shopping and entertainment destinations. But the track record of urban shopping centers has been mixed. After initially succeeding, urban centers sometimes fade as their uniqueness is replicated elsewhere. No one doubts that there are untapped markets for well-conceived shopping, dining, and entertainment development in many urban areas, but how are these markets being tapped today to avoid the problems that earlier centers experienced? How are communities partnering with developers in innovative ways to generate sustainable urban retail and entertainment development? What strategies are developers pursuing, and how have they created urban shopping and entertainment centers that have staying power?

II. Reinventing the Strip

Neighborhood and community shopping centers are the bread and butter of the shopping center industry—the steady performers, the ones that show a profit year after year. But today, many of these small centers—and the suburban strips where they are found—are at risk because of the accumulating problems of obsolescence, deteriora-

tion, inconvenience, and traffic congestion. How are suburban communities and shopping center owners fighting back and reimagining the future of their suburban strips? This session will present new visions and strategies for reinventing the strip and will describe how strips can remake themselves by introducing new retail environments, services, amenities, and a mix of uses to recapture much-needed convenience, investment sustainability, and customer appeal.

10:50 a.m.–12:00 noon

The Crystal Ball!

20-20 Vision: Next-Generation Trends for Lifestyle and Entertainment Development

As obsolescence rapidly overtakes thousands of shopping centers, developers are responding with an amazing range of new shopping and entertainment experiences and environments. Some of these ground-breaking projects will undoubtedly be more successful than others, but all will provide important lessons to be learned regarding the future direction of retail and entertainment development around the world. Join the visionaries of our industry who can help you plan strategically for the intensifying competitive challenges of today's retail and entertainment centers and hear what is coming next!

12:00 noon

Conference Program Ends

Optional Tours

1:00 p.m.–5:30 p.m.

See next page for tour descriptions.

Envision Retail Like Never Before— Optional Tours: Tuesday, March 4, 2003*

1:00 p.m.–5:30 p.m.

In conjunction with this year's conference, ULI has organized two optional tours of the area's most successful and unique retail projects. While touring the projects, you will meet those intimately involved with the development. They will share with you the project's history, financing, marketing plans, and much more.

**An additional fee applies: see registration form. Tours are limited to 50 registrants. A box lunch is included.*

I. The Grove: 3rd and Fairfax, Los Angeles

The Grove redefines outdoor retail and entertainment by creating a distinctive urban shopping village adjacent to the historic Farmers Market in Los Angeles. Developed by Caruso Affiliated Holdings, the 575,000-square-foot center comprises two- and three-story, individually designed shops, restaurants, and a grand movie palace set along a main street and town square that are enhanced by a lake with lively fountains, synchronized to music, a wide variety of food and beverage kiosks, and a trolley connecting it to the Los Angeles landmark, the historic Farmers Market. The old and the new blend seamlessly at The Grove, reflecting the architectural styles of the 1930s and 1940s, when the Farmers Market was built. Mature trees, shrubs, and flowering plants, common to southern California, reinforce the design and theme. The Grove has become the perfect choice for an evening out as well as a destination for a day of the most extraordinary shopping in the Los Angeles region and should be seen as an exemplary model for the future of retailing.



II. Downtown Disney

Downtown Disney, with its magnificent pedestrian esplanade, is the third element in Disney's lush gardenlike complex in Anaheim, California. It connects the two theme parks—Disney's California Adventure and Disneyland—with the Disneyland resort hotels, and



creates an extraordinary shopping, dining, and entertainment experience as visitors stroll from destination to destination within the complex. Downtown Disney showcases some of the nation's most inventive dining, entertainment,

and retail operations in its more than 300,000-square-foot setting, including House of Blues, La Brea Bakery, Naples Ristorante and Pizzeria, Rainforest Café, Catal, Brennan's, ESPN Zone, and World of Disney. At night, the clubs and restaurants come alive with music and entertainment, and day or night, Downtown Disney has become a very popular destination not only for resort guests and conventioners but also for local residents of Orange County.

ULI Corporate Partners

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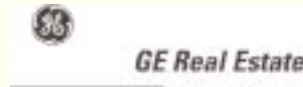


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Sponsors current as of 12/31/02.

Sponsorship Opportunities

For sponsorship information, contact Susana Romero at ULI Headquarters at 202-624-7153 or E-mail sromero@uli.org.

How to Register

Hotel Information

The Beverly Hilton Hotel
9876 Wilshire Boulevard
Beverly Hills, California 90210
310-274-7777 (telephone)
310-285-1313 (guest fax)

Room rate: Single/double \$179

The deadline for hotel reservations is Monday, February 10, 2003. When calling to reserve your room, identify yourself as a ULI conference registrant to receive our discounted group rates. The hotel requires a one-night deposit (credit card or check) to confirm a reservation. Contact the hotel directly for details on its cancellation policy. Check-in time is 3:00 p.m., and check-out time is 12:00 noon.

Airline Discounts

United Airlines
800-521-4041; refer to ULI file #581PT.

Registration

Follow the instructions on the attached registration form. Registrations must be received at ULI by Friday, February 21, 2003. Written confirmation will be sent to participants who register by February 21, 2003. After this date, you can fax your registration to 202-624-7147, or register on site. There will be an additional \$100 charge for registrations received after February 21, 2003, and for on-site registration.

Registrations can be confirmed only when payment is received.

Cancellations/Refunds

Cancellations, which must be made in writing to ULI's Events Management Department, will be subject to a \$100 administrative fee. No refunds can be made after Friday, February 21, 2003. You may, however, transfer your registration to another member of your organization. A \$50 transfer fee and member/nonmember fees will apply.

Transfer Policy

You may transfer your registration to another member of your organization. A \$50 fee will apply. If a registration is transferred to a ULI member, the ULI member fee applies. If registration is transferred to a nonmember, the nonmember fee applies.

ULI Membership

Membership in ULI is held by individuals, not companies. Membership benefits therefore cannot be transferred to other individuals with the same company or public agency. For information on ULI membership, call 800-321-5011 or 410-626-7500, or visit our Web site at www.joinuli.org.

Questions or Special Needs

- ☎ Call 800-321-5011 or 410-626-7505.
- ☎ Fax 410-626-7148.
- 💻 Visit our Web site at www.conferences.uli.org.

Conference Audio Recordings



Audio recordings of conference sessions are now available through ULI. To order, call 800-321-5011 (outside the U.S., call

410-626-7500) or visit the ULI Bookstore at www.uli.org. Conference recordings may be

purchased as complete sets only. Please specify cassette tape or CD. Each set includes a free MP3 CD that includes all sessions on one handy disk.

\$129/members and \$159/nonmembers, plus a \$6 shipping charge. Conference #580601.

REGISTRATION FORM • CONFERENCE #580603

Reinventing Retail: Community, Lifestyle, and Entertainment

MARCH 3–4, 2003 • THE BEVERLY HILTON HOTEL • BEVERLY HILLS, CALIFORNIA

You can register four ways before Friday, February 21, 2003; after that date, fax your registration or plan to register on site. (An additional \$100 fee will apply for registrations received after February 21, 2003.)

- Fax your form with credit card information to ULI at 202-624-7147.
Mail completed registration forms to ULI at Department 188, Washington, D.C. 20055-0188.
Call 800-321-5011 with credit card information.
Visit the ULI Web site and register online at www.conferences.uli.org.

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Emergency Contact Phone

Registration Fees

- ULI Member: \$995 ULI ID Number:
Nonmember*: \$1,145
Public Sector/Nonprofit: \$375
Student: \$125
Optional Tour #1: \$95 The Grove (includes box lunch)
Optional Tour #2: \$95 Downtown Disney (includes box lunch)

*Nonmembers who join ULI now pay the ULI Member registration fee. Check box below to join.

Sign me up for ULI Associate Membership \$320 NOW \$170!
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- Check—Please make check payable to ULI—the Urban Land Institute.
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