

**CITY OF FRESNO - DEVELOPMENT AND RESOURCE MANAGEMENT DEPARTMENT
REQUEST FOR COMMENTS, CONDITIONS, ENVIRONMENTAL ASSESSMENT,
AND ENTITLEMENT APPLICATION REVIEW OF
CONDITIONAL USE PERMIT APPLICATION NO. C-13-053**

Return Completed Form to:

Will Tackett

Email: Will.Tackett@fresno.gov

Telephone: 559-621-8063

Development & Resource Management

2600 Fresno Street, Third Floor

Fresno CA 93721-3604

PROJECT DESCRIPTION AND LOCATION:

Conditional Use Permit Application No. C-13-053 was filed by Brent McManigal of Gresham Savage Nolan & Tilden, on behalf of Tim Farrar of Walmart Stores Inc., and pertains to 4.72 acres of property located on the west side of North Willow Avenue between East Herndon and East Magill Avenues. The applicant requests authorization to establish a State of California Alcoholic Beverage Control Type 21 liquor license (*package store – sale of beer, wine, and distilled spirits for consumption off the premises where sold*) at the Willow Walmart Market. The property is zoned C-1/EA/cz (*Neighborhood Shopping Center/Expressway Area Overlay/conditions of zoning*).

APN: 410-031-17

ZONING: C-1/EA/cz

ADDRESS: 6855 NORTH WILLOW AVENUE

DATE ROUTED: May 7, 2013

COMMENT DEADLINE: May 31, 2013

If no response is received by the comment deadline, it will be assumed you have no comments to submit.

WILL THIS PROJECT AFFECT YOUR AGENCY/JURISDICTION? (If yes, specify.)

SUGGESTION(S) TO REDUCE IMPACTS/ADDRESS CONCERNS:

REQUIRED CONDITIONS OF APPROVAL:

IS ANY ADDITIONAL INFORMATION NEEDED FOR YOU TO COMPLETE YOUR REVIEW? (Be specific):

REVIEWED BY: _____

Name and Title

Telephone Number

Date

Master Application Form #:

C-13-053

Check all that apply:

<input type="checkbox"/>	Plan Amendment	<input type="checkbox"/>	Site Plan Review	<input type="checkbox"/>	Amendment	<input type="checkbox"/>	Major	<input type="checkbox"/>	Minor
<input type="checkbox"/>	Rezone	<input type="checkbox"/>	Variance	<input type="checkbox"/>	Revised Exhibit	<input type="checkbox"/>	Major	<input type="checkbox"/>	Minor
<input checked="" type="checkbox"/>	Conditional Use Permit	<input type="checkbox"/>	Minor Deviation	<input type="checkbox"/>	Easement Encroachment				
<input type="checkbox"/>	Tentative Tract Map	<input type="checkbox"/>	Tentative Parcel Map	<input type="checkbox"/>	Lot Line Adjustment				
<input type="checkbox"/>	Voluntary Parcel Merger	<input type="checkbox"/>	Fresno Green Project	<input type="checkbox"/>	Public Art Project				
<input type="checkbox"/>	Annexation	<input type="checkbox"/>	Other:						

Project Name: Conditional Use Permit for off-site sale of beer, wine and liquor at Grocery Store.

Project Address: 6855 N. Willow Avenue A.P.N. 410-031-03 17

Size of Site: 35,455 Sq. Ft. 4.72 Ac. Historical Project? (Building on registry and/or over 50 yrs. old) No

Project Description (attach additional pages if necessary): _____

Application for Conditional Use Permit to allow for off-site sale of beer, wine and liquor at a Grocery Store. The addition of alcoholic beverages will not result in any external changes to existing building.

Zoning Designation: Neighborhood Shopping Center (C-1) General Plan Designation: Commercial Neighborhood

List all previously approved and/or pending entitlements, associated with this project/site (provide application number(s), if available): CUP C-10-224 approved and took effect on April 5, 2011.

Please read carefully before signing or filing.

Submission of this application does not imply approval of this permit by the Planning and Development Department. Application approval will become null and void if it is determined that approval was based on omissions or inaccurate information submitted by the applicant.

PRIMARY CONTACT, check all that apply

Applicant Owner Other Agent

Name: Brent McManigal - Attorney-in-Fact Signature: [Signature]

Company/Organization: Gresham Savage Nolan & Tilden

Address: 550 E. Hospitality Lane Ste. 300 City: San Bernardino Zip: 92408

Email: Brent.McManigal@greshamsavage.com Phone: (909) 723-1807

Check all that apply

Applicant Owner Other

Name: Tim Farrar - Owner Representative Signature: [Signature] Attorney-in-Fact

Company/Organization: Wal-Mart Stores, Inc.

Address: 702 SW 8th Street City: Bentonville Zip: 72716

Email: Tim.Farrar@wal-mart.com Phone: (479) 204-8820

Check all that apply

Applicant Owner Other

Name: _____ Signature: _____

Company/Organization: _____

Address: _____ City: _____ Zip: _____

Email: _____ Phone: _____

Note: This application will not be accepted for processing without the mandatory attachments. Please see the corresponding **Application Submittal Requirements** for the checklist(s) of required documents.

FOR INTERNAL USE ONLY

DEVELOPMENT PARTNERSHIP CENTER			
Received By:	<u>JZ</u>	Date:	<u>5-6-13</u>
Verification By:		Date:	
Application Fee:	<u>\$10,239.00</u>	EA Fee:	
PZ No:	<u>13-80000053</u>	Zone District:	<u>C-1/EA/CZ</u>

Environmental Assessment Application

<p>1. APPLICANT'S NAME: <u>Wal-Mart Stores, Inc.</u> ADDRESS: <u>702 SW 8th Street</u> CITY & ZIP: <u>Bentonville 72716</u> TELEPHONE: <u>(909) 723-1807</u> EMAIL: <u>Brent.McManigal@greshamsavage.com</u> SIGNATURE: _____</p>	<p>2. CONSULTANT'S NAME: <u>Brent McManigal</u> ADDRESS: <u>550 E. Hospitality Lane</u> CITY & ZIP: <u>San Bernardino 92408</u> TELEPHONE: <u>(909) 723-1807</u> EMAIL: <u>Brent.McManigal@greshamsavage.com</u> SIGNATURE: _____</p>
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Applicant's Consultant (if any) will only be sent a copy of the completed environmental findings. If box is checked, the applicant will also be sent a copy

3. DESCRIPTION OF PROPOSED PROJECT:

3a. Narrative Description – Describe outstanding characteristics, including architectural characteristics, type of construction, number of stories, activities resulting from the proposed project and other major features:

Application for Conditional Use Permit to allow for off-site sale of beer, wine and liquor at existing Walmart Neighborhood Market. No external changes to building being proposed.

3b. Area of Parcel: 4.72 Acres Acres or Square Feet _____

3c. Proposed Project is located on the: Southeast (side of) E. Herndon Avenue
 between N. Willow Avenue and N. Chestnut Avenue

Street Address: 6855 N. Willow Avenue

3d. Existing Zoning: C-1 3e. Assessor's Parcel Number: 410-031-03

3f. Related entitlement (indicate by)

- Rezoning: Proposed Zone(s) _____
- Tentative Tract Map; if known, TT Map No. _____
- Site Plan Review _____
- Conditional Use Permit C-10-224 effective April 5, 2011
- Parcel Map _____
- Other, Identify: _____

4. IF RESIDENTIAL USE is proposed, number of dwelling units: N/A

5. IF NON-RESIDENTIAL USE is proposed, identity: Walmart Market

5a. Non-residential Floor area: 35,455 sq. ft.

5b. Estimated total number of employees: 90 - 100

5c. Total Number of off-street parking spaces provided: 176 spaces

FOR STAFF USE ONLY

PLANNING & DEVELOPMENT DEPARTMENT – CITY OF FRESNO

Application No. C-13-053
 Date: 5-6-13
 P & Z No. _____
 Received By: _____

6. If this project involves a Site Plan Review and/or rezoning for an industrial use, describe in detail the use intended (such as sheet metal fabrication, auto body painting, warehouse, meat packing, frozen food processing, truck trailer assembly, etc.):

N/A

7. Identify probable sources of noise generated by the proposed project that affect the surrounding area. If noise is considered moderate or severe, describe measures to be taken to reduce the effect.

N/A

8. Describe known sources of noise in the vicinity that may impinge upon the proposed project site:

N/A

9. Describe other characteristics of the proposed project that will cause smoke, odors, or gases:

N/A

10. Describe existing structures on the site and other site characteristics:

11. Describe the existing use of the site and other site characteristics:

Walmart Neighborhood Market is located in a small commercial center with Walgreen's, a law firm and Maui Hawaiian BBQ.

12. Adjoining Land Uses: (Example: North – new single story apartments)

North Vacant Land.

South Single-family residences.

East Commercial and single-family residences.

West Single-family residences.

13. Is the proposed project site within 200 yards of an existing or proposed freeway? Yes No;

Within 200 yards of a railroad? Yes No

14. It is the applicant's opinion that significant adverse effects on the environment will will not result from the proposed project.

15. Other comments or information. Attach additional sheets if necessary.

Operational Statement Template

Please use this template as a specific guide to explaining the scope of your project. This required information will assist all individuals, departments and agencies in their review and drafting of their comments, conditions and suggestions. Our goal is to facilitate an accurate and complete description of your project in order to avoid unnecessary delays in gathering additional information. If you have any questions about the requested information or need help completing any portions of this form please call the Development Partnership Center at (559) 621-8180. This form must be completed and submitted in order to process your application. If this operational statement is not submitted or incomplete your application will not be accepted for processing.

Project Description:

Conditional Use Permit Application is being submitted by Brent McManigal of Gresham Savage on behalf of Walmart and pertains to 4.72 acres of property located at 6855 N. Willow Avenue APN: 410-031-03 and is zoned C-1 with a planned land use of Commercial Neighborhood is requesting authorization to:

Allow for off-site sale of beer, wine and liquor at a Grocery Store.

The proposed development will consist of:

Conditional Use Permit to allow for off-site sale of beer, wine and liquor at a Grocery Store. No external changes to existing building being proposed.

The existing site currently exists of Walmart Market with 176 existing parking spaces. The proposed hours of operation are from _____ to _____ on Monday thru Sunday

Other facts pertinent to this project are as follows:

The Walmart Market engages in retail and grocery sales. The addition of beer, wine and liquor, as typically found in a grocery store, will enhance the "one-stop shopping" experience that customers have grown accustomed to. The store may operate 24 hours a day but sale of alcohol will be prohibited from 2:00am - 6:00am in conformance with ABC restrictions (see attached).

Operational Narrative: (This is your opportunity to communicate in detail all other characteristics of your property that would be important to consider when reviewing for completeness and contemplating approval. Describe your proposed operation/development in as much detail as possible including information such as name of business, product or service, anticipated traffic-customers, deliveries, etc., any special events, number of employees, required equipment, on-site storage, demolition or adaptive reuse of existing structures, noise generation, any hazardous materials, etc.)

See attached

Walmart's Procedures for Off-site Alcohol Sales

1. Products and services provided by Walmart that are different and unique to the area:

Retail store that provides its costumers with a wide range of products and services including groceries, electronics, home products, health care products, allowing its costumers the convenience of enjoying a "one-stop shopping" experience. Walmart would like to include beer, wine and liquor for off-site consumption, as typically found in a grocery store, to enhance the costumers' "one-stop shopping" experience.

2. Existing security at the Walmart store:

The Walmart store currently utilizes security cameras positioned at strategic locations throughout the store. Walmart secures the alcohol display by repositioning one or more security cameras to allow the alcohol display area to be monitored by Risk Management employees.

3. The sale of liquor will not contribute to or aggravate crime in the area:

State of the Art Cash Registers: Walmart's cash registers employ state of the art technology designed to help cashiers confirm a customer's age as part of every alcohol sales transaction. Enclosed is a copy of Walmart's Responsible Vendor of Alcohol policies, which lists the steps a cashier must complete during an alcohol sales-related transaction to comply with Walmart's responsible sale of alcohol policy. In addition, the cash registers are programmed by the home office to automatically prohibit the sale of alcoholic beverages between the hours of 2:00 a.m. and 6:00 a.m. If an associate attempts to sell alcohol during a prohibited time, the register will stop the transaction, which cannot be overridden.

Location of the Alcohol Display: Walmart displays alcohol away from the store entrance, which discourages theft. In addition, the size of the store and the parking lot will distinguish the Walmart Market from a neighborhood liquor store, and decrease the likelihood that customers will come to a Walmart to purchase alcohol only.

Security Cameras: As discussed above, Walmart will position security cameras over the alcohol display area and monitor the footage from the internal security post. Tapes of the camera footage will be stored on site and will be made available to the Police Department upon request.

Walmart positions security cameras above the cashier registers to monitor sales transactions. The cameras allow Walmart to confirm whether cashiers input the required driver's license information when prompted to do so by the cash register (see the attached Responsible Vendor of Alcohol policy). The cameras record cashiers who "override" the cash register instead of checking a driver's license, and provide Walmart a tape to use when disciplining a cashier. When Walmart hires a cashier, the employee is advised of Walmart's corporate policy, which provides for the termination of any cashier who sells alcohol to a minor.

Responsible Alcohol Sales Training Program: Walmart trains all cashiers and managers to sell alcohol in compliance with California law using a computer-based training program. An employee must score 100 percent on the final test to begin working as a cashier, and must complete the training annually.

Security in the Walmart Parking Lot: The Walmart parking lot is well-lit, and the continual presence of employees returning carts to the cart corrals will discourage loitering. Furthermore, Walmart maintains a strict policy regarding the consumption of alcohol on the premises.

Wal-Mart Stores, Inc. – Responsible Vendor of Alcohol

Because Wal-Mart takes its responsibilities as a good corporate citizen seriously, Wal-Mart trains its associates and managers on responsible policies and procedures for selling alcohol to the public. The policy focuses on preventing sales to minors, to already intoxicated customers, and during prohibited times and days.

Summary of Alcohol Policy

Our policies prohibit underage sales and are reinforced with technology, training, monitoring, and discipline.

In order to prevent such sales, Wal-Mart has instituted the following procedures:

- Instruct store associates on Wal-Mart's Identification Policy, which outlines the following:
 - Approved forms of ID – all of which are government-issued
 - Pointers for spotting fake IDs and intoxicated customers.
 - "ACE" steps for complying with law:
 - **Assess** – Assess whether the customer appears under 27 (40 – After May, 1, 2008)
 - **Check** – Check for ID and birth date
 - **Enter** – Enter date of birth into register to determine age

Technology:

- **Registers perform an integral role in our alcohol sales compliance program by helping to prevent sales to minors and sales during restricted hours.**
- **Register Prompts in Place to Prevent Sales to Minors:**
 - When an alcoholic beverage is scanned:
 - The register stops the transaction and asks if the customer appears to be under 27 years old (under 40 in some markets).
 - The associate must then enter the customers' Date of Birth **before** the transaction can proceed.
 - Cashiers must require ID from any customer who appears to be under the age of 27. In some markets, the age to request ID is anyone under 40. The ID 40 Program will be in place nationwide by May 1, 2008.
- **Restricted Hours:**
 - Registers are programmed with applicable alcohol sales days and hours by the home office.
 - If an associate attempts to sell alcohol during a prohibited time, the register will stop the transaction.
 - Generally, these prompts are set according to state law.
 - If the locality in which a particular store has more restrictive hours of alcohol sales than the state, hours of sale are set based on the local rule.

Training:

- New employee orientation for store managers includes alcohol compliance training.
- When a store obtains an alcohol license, all associates who act, or might act, as cashiers must take an alcohol compliance computer-based training (CBL) program and score 100%.
- Associates are required to score 100% on the alcohol CBL within 15 days of the stores' license issuance or hire date.
- All associates who are coded as cashiers must retake the alcohol CBL yearly upon the anniversary of their date of hire. This ensures that associates are trained annually.
- *Training includes information on how to turn down alcohol sales.*

Monitoring:

- Where required by law, customer service managers (CSMs) must complete transactions for employees under 21.

Discipline:

Associates who violate this policy will be terminated and not eligible for rehire.

April 16, 2013

VIA FEDERAL EXPRESS

City of Fresno
Attn: Will Tackett, Supervising Planner
2600 Fresno St.
Third Floor, Room 3043
Fresno, CA 93721

Re: CUP Application for Type 21 Off-Sale General License
Walmart Market - 6855 N. Willow Avenue

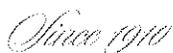
Dear Mr. Tackett:

Our firm represents Walmart Stores, Inc., the owner and operator of Walmart Market ("Store") located at 6855 N. Willow Avenue in the City of Fresno. Walmart has submitted an application to the California Department of Alcoholic Beverage Control for a Type 21 Off-Sale General (beer, wine and liquor) License. In addition, the City of Fresno's ("City") Municipal Code requires a Conditional Use Permit for the sale of alcoholic beverages.

Background

The Store is located on southwest corner of Herndon and Willow Avenue, and is expected to open for business in Spring 2013. There is a Walgreen's pharmacy and two retail buildings adjacent to the Store. Vacant land exists to the north of the site, across Herndon Avenue. Commercial and single-family residential uses exist to the east, and there are single-family residences to the south and west of the Store. The approval of this request will allow Walmart to add wine, beer and liquor to the already extensive inventory, and will enhance the value of the store as a destination for "one-stop shopping".

In addition to fresh groceries and general limited merchandise, Walmart Markets typically carry a wide variety of distilled liquor, wine, beer and malt-based wine coolers. Like other grocery stores, the alcohol display area will contain a refrigerated case containing beer, wine, and malt-based wine coolers.



The Store premises consist of 35,455 square feet of floor area, of which approximately 450 square feet, or less than 1.5% will be dedicated to alcoholic beverage sales display area (including refrigerated cases) as shown on the attached floor plan. Although the sale of alcoholic beverages generally comprises less than 2% of a store's total sales, customers have become accustomed to the wide variety of merchandise available at similar grocery stores. Walmart would like to include beer, wine and liquor in its product offerings, to provide convenience and enhance the customers' shopping experience.

Walmart's Procedures for Alcohol Sales

Many of Walmart's policies and programs are aimed at providing a safe and secure environment for both customers and the surrounding neighborhoods. We are providing the following information to assist you in considering Walmart's request for a Conditional Use Permit:

The Walmart store will utilize security cameras positioned at strategic locations throughout the store. Walmart will secure the alcohol display by repositioning one or more security cameras to allow the alcohol display area to be monitored by Risk Management employees.

Walmart's internal policies and procedures will further ensure that the sale of beer and wine will not cause or contribute to crime in the area, as follows:

State of the Art Cash Registers: Walmart's cash registers employ state of the art technology designed to help cashiers confirm a customer's age as part of every alcohol sales transaction. Enclosed is a copy of Walmart's Responsible Vendor of Alcohol policies, which lists the steps a cashier must complete during an alcohol sales-related transaction to comply with Walmart's responsible sale of alcohol policy. In addition, the cash registers are programmed by the home office to automatically prohibit the sale of alcoholic beverages between the hours of 2:00 a.m. and 6:00 a.m. If an associate attempts to sell alcohol during a prohibited time, the register will stop the transaction, which cannot be overridden.

Location of the Alcohol Display: Walmart displays alcohol away from the store entrance, which discourages theft. In addition, the size of the store and the parking lot will distinguish the Walmart Market from a neighborhood liquor store, and decrease the likelihood that customers will come to a Walmart to purchase alcohol only.

Security Cameras: As discussed above, Walmart will position security cameras over the alcohol display area and monitor the footage from the internal security post. Tapes of the camera footage will be stored on site and will be made available to the Police Department upon request.

Walmart positions security cameras above the cashier registers to monitor sales transactions. The cameras allow Walmart to confirm whether cashiers input the required driver's license information when prompted to do so by the cash register (see the attached Responsible Vendor of Alcohol policy). The cameras record cashiers who "override" the cash register instead of checking a driver's license, and provide Walmart a tape to use when disciplining a cashier. When Walmart hires a cashier, the employee is advised of Walmart's corporate policy, which provides for the termination of any cashier who sells alcohol to a minor.

Responsible Alcohol Sales Training Program: Walmart trains all cashiers and managers to sell alcohol in compliance with California law using a computer-based training program. An employee must score 100 percent on the final test to begin working as a cashier, and must complete the training annually.

Security in the Walmart Parking Lot: The Walmart parking lot is well-lit, and the continual presence of employees returning carts to the cart corrals will discourage loitering. Furthermore, Walmart maintains a strict policy regarding the consumption of alcohol on the premises.

For ease of reference, the following documents are attached for your review and consideration:

1. Completed, executed Master Application;
2. Operational Statement;
3. Environmental Assessment Application;
4. Grant Deed;
5. Floor Plan;
6. Site Plan;
7. Check in the amount of \$10,329.00 for application fees;
8. Walmart Stores, Inc. Responsible Vendor of Alcohol - Summary of Policies;

Will Tackett
April 16, 2013
Page 4

9. Special Power of Attorney from Walmart Stores, Inc. for Brent McManigal authorizing the processing of applications for the sale of alcoholic beverages; and
10. CD of submittal package.

Thank you for your consideration. If you have any questions or would like any additional information on this matter, please contact me or Brent McManigal at (909) 890-4499.

Very truly yours,



Tracy M. Owens, for
GRESHAM SAVAGE
NOLAN & TILDEN,
A Professional Corporation

TMO:mm

Enclosures

cc: Brent McManigal, Esq.
Tim Farrar, Walmart Licensing

DATE	DESCRIPTION
11/20/2011	REVISION 01
11/20/2011	REVISION 02
11/20/2011	REVISION 03
11/20/2011	REVISION 04
11/20/2011	REVISION 05
11/20/2011	REVISION 06
11/20/2011	REVISION 07
11/20/2011	REVISION 08
11/20/2011	REVISION 09
11/20/2011	REVISION 10
11/20/2011	REVISION 11
11/20/2011	REVISION 12
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11/20/2011	REVISION 19
11/20/2011	REVISION 20

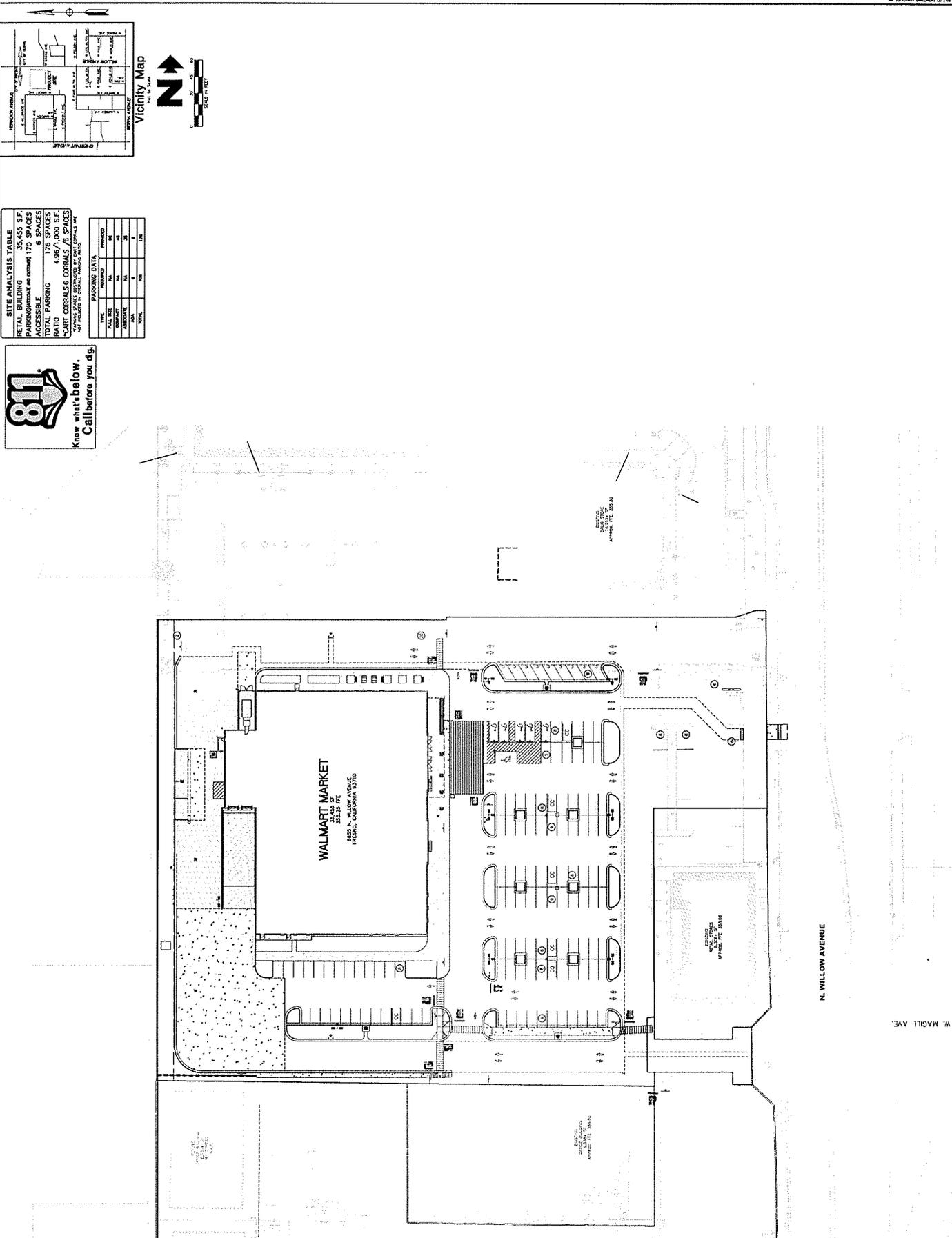
DATE	DESCRIPTION
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11/20/2011	REVISION 03
11/20/2011	REVISION 04
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11/20/2011	REVISION 19
11/20/2011	REVISION 20

WALMART MARKET
 SITE PLAN
 6855 N. WILLOW AVE
 FRESNO, CALIFORNIA

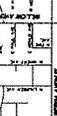
Engineering Associates, Inc.
 ENGINEERS
 PLANNERS
 LANDSCAPE ARCHITECTS - FRESHWATER SPECIALISTS
 7543 N. HIGHWAY AVE., SUITE 107
 FRESNO, CA 93711
 (559)437-3119
 (559)437-3128



DATE	DESCRIPTION
11/20/2011	REVISION 01
11/20/2011	REVISION 02
11/20/2011	REVISION 03
11/20/2011	REVISION 04
11/20/2011	REVISION 05
11/20/2011	REVISION 06
11/20/2011	REVISION 07
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11/20/2011	REVISION 19
11/20/2011	REVISION 20



Vicinity Map
 1/4" = 100'

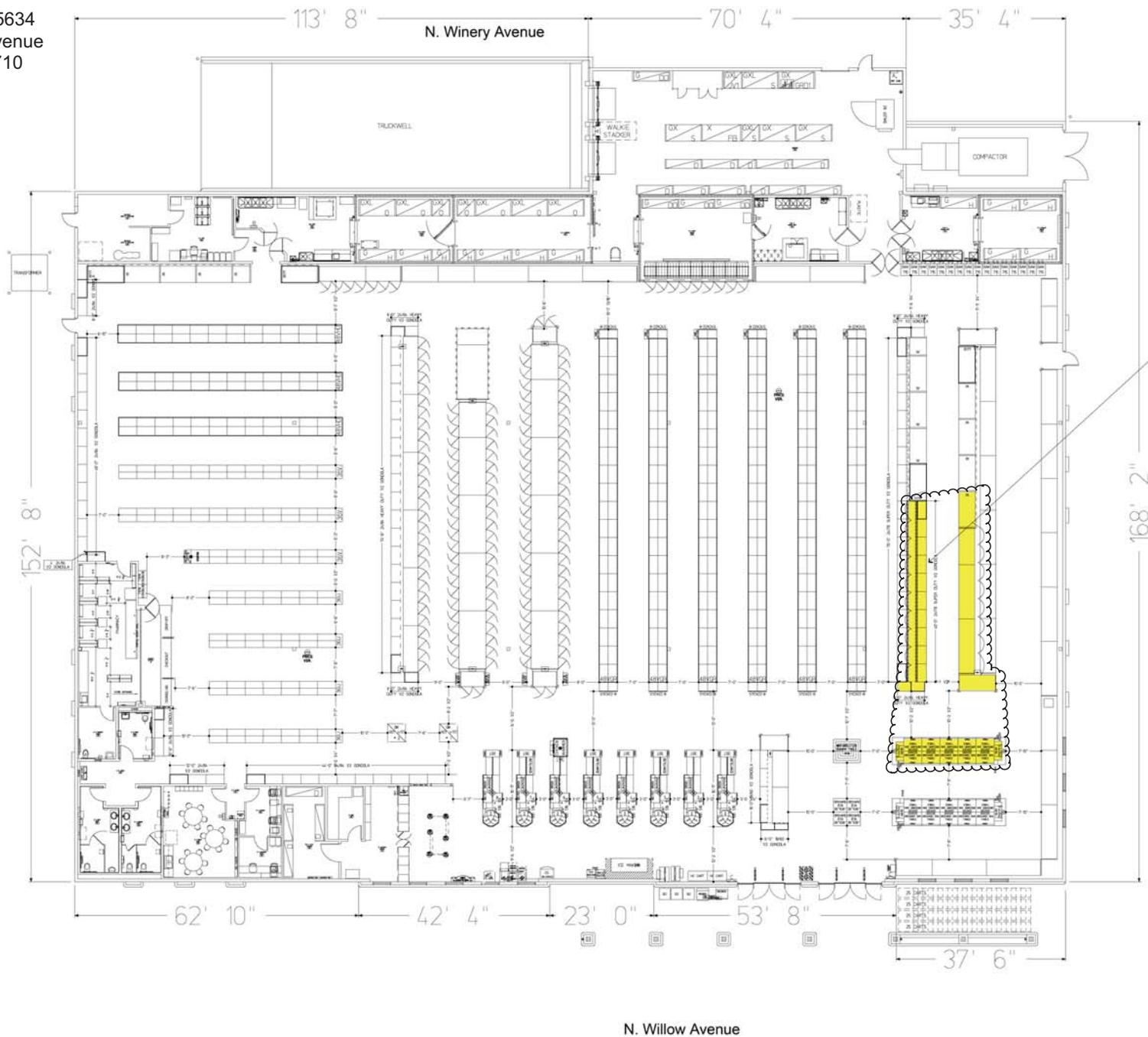


TYPE	PROPOSED	EXISTING
ALL USE	100	100
COMMERCE	100	100
INDUSTRIAL	100	100
RESIDENTIAL	100	100
OFFICE	100	100
RETAIL	100	100
RECREATION	100	100
UNDEVELOPED	100	100

SITE ANALYSIS TABLE
 RETAIL BUILDING 35,455 SF.
 PARKING SPACES 170 SPACES
 TOTAL SQUARE FEET 35,625 SF
 TOTAL PARKING 170 SPACES
 RATIO 4.98/1,000 SF.
 *CART CORALS & CORALS /# SPACES
 **BASED ON 2008 CALIFORNIA CIVIL CODE, TITLE 9, CHAPTER 10



Walmart Store #5634
6855 N. Willow Avenue
Fresno, CA 93710



ALCOHOL

E. Palo Alto Avenue

E. Herndon Avenue

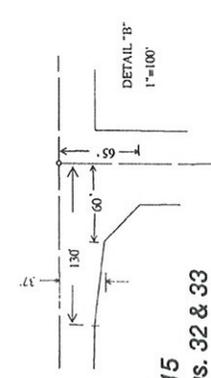
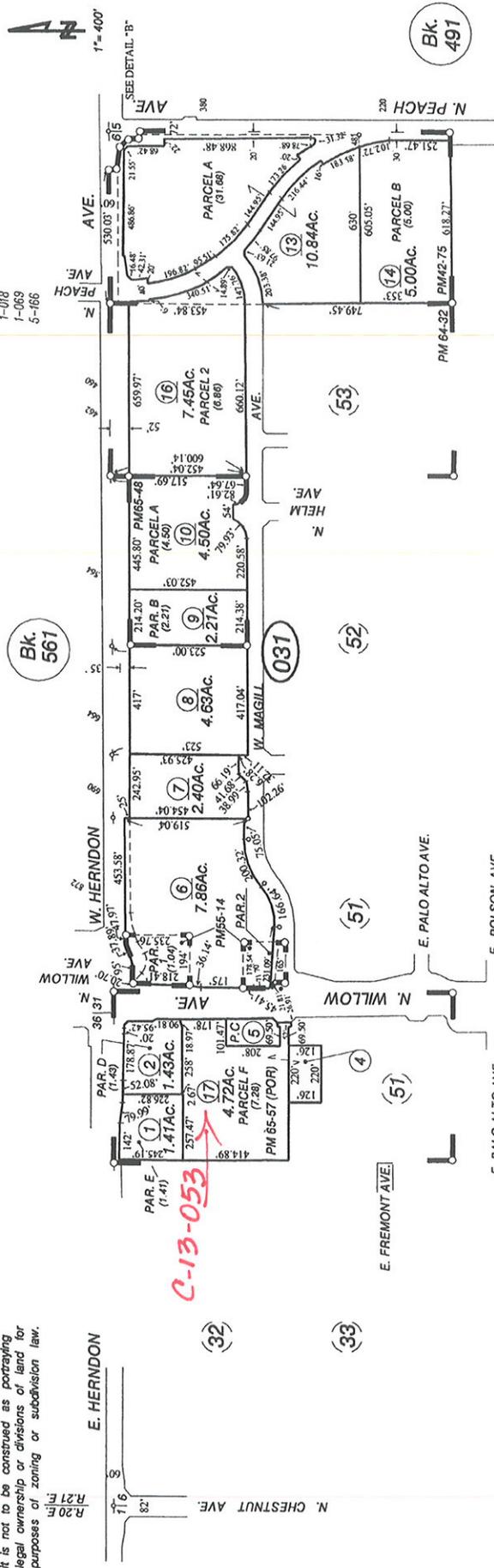
N. Willow Avenue

SUBDIVIDED LAND IN POR. SEC. 6, T. 13S., R. 21E., M.D.B.&M.

Tax Rate Area 410-03

- 1-011
- 1-018
- 1-069
- 5-166

NOTE ...
 This map is for Assessment purposes only.
 It is not to be construed as portraying
 legal ownership or divisions of land for
 purposes of zoning or subdivision law.



- Parcel Map No. 84-11, Bk. 42, Pg. 75
- Parcel Map No. 93-1, Bk. 55, Pg. 14&15
- Parcel Map No. 2004-06 - Bk. 64, Pgs. 32 & 33
- Parcel Map No. 2004-02 - Bk. 65, Pgs. 48 & 49
- Parcel Map No. 2005-04 - Bk. 65, Pgs. 57 & 58

Assessor's Map Bk. 410 - Pg. 03
 County of Fresno, Calif.

NOTE - Assessor's Block Numbers Shown in Ellipses.
 Assessor's Parcel Numbers Shown in Circles.