



EXHIBIT D
Pittsburgh Public Market
Guiding Principles

I. Basic Philosophy of Operations

Pittsburgh Public Market (aka Public Market and/or Market) has been created to grow new businesses and support existing businesses in the Strip.

Pittsburgh Public Market operates within legal bounds and with concern for the welfare of the public as well as the Public Market merchants and Strip District businesses.

The rights of all businesses, merchants and patrons must be respected.

Pittsburgh Public Market merchants must comply with all federal, state, local and special statutes and ordinances regarding public health, safety and welfare, as well as with all terms of the Lease with the Urban Redevelopment Authority. Individual merchants are required to comply with all tax laws, including local/state sales taxes.

Pittsburgh Public Market welcomes all regardless of race, creed, color, sex, religion, sexual orientation, age, nationality or marital status, and will require all Public Market merchants to do the same.

The success of Pittsburgh Public Market and every merchant is inter-dependent and why these Principles are necessary. Working together, we will grow into a successful Public Market that gains notoriety as a regional attraction while complementing and expanding the existing Strip business district products.

The Pittsburgh Public Market is operated by the Strip District Public Market Council, Inc., (d/b/a/ Pittsburgh Public Market), a private, 501(c)(3) non-profit corporation governed by a volunteer Board of Directors and an established set of bylaws which are available upon request. The Strip District Public Market Council (aka Market Council) Board of Directors shall administer, manage, preserve and protect the property of Pittsburgh Public Market.

II. Merchant License Agreement

All merchants are required to sign and adhere to the Merchant License Agreement, including submitting a recent consumer credit history/score on the business owner.

III. Hours of Operation

Required open hours

During open hours, merchants must:

- be open for business
- be staffed at all times
- be fully merchandised (cases may be replenished, but not set, during open hours)
- offer a complete product mix

Open hours will be (for retail businesses with access only through the Public Market):

- Fridays 10:00 am to 4:00 pm (with optional 4:00 to 6:00 pm Twilight Hours)
- Saturdays 9:00 am to 5:00 pm
- Sundays 10:00 am to 4:00 pm

Hours and days of operation may be subject to change based on consumer trends, holidays, etc. Delivery times and set-up are detailed below in the Section IV entitled "Receiving and Deliveries."

Any Public Market business opening after the market is open to the public and/or closing their business prior to the market closing time will be issued fines as follows:

- 1st occurrence will incur a fine of \$50
- 2nd occurrence will incur a fine of \$75
- 3rd occurrence will incur a fine of \$100
- 4th occurrence the merchant license may be revoked

Being closed for an entire market day will be considered a late opening and an early closing, creating two occurrences in one day and fines may be imposed as stated.

Holidays

An annual holiday schedule will be prepared each year, but generally Pittsburgh Public Market will be closed on the following holidays should they fall on a day of operations:

- New Year's Day
- Easter Sunday
- July 4th (with some exceptions based on day of the week)
- Thanksgiving Day
- Christmas Day

Exceptions and Changes

Market management may temporarily or permanently change the open and closed hours and will provide written notice to all Market merchants prior to implementing any changes.

IV. Permitted Products for Sale by Pittsburgh Public Market Merchants

All products displayed for sale within each merchant space in the Pittsburgh Public Market needs to conform to the approved list submitted with the merchant's application. Should a merchant decide to add or delete products, such must receive prior approval by the Strip District Public Market Council, Inc. (aka Market Council).

The Market Council, in conjunction with the Market management, will maintain quality assurance responsibilities – assure all merchants are displaying and selling approved products and that these products and display of the products meet established standards.

In the event a merchant does not comply with the approved product list, the process for rules violations will be implemented as described in Section XV entitled, “Penalties for Rules Violations”.

V. Receiving and Deliveries

Designated Loading and Unloading Zones

All deliveries must be made from designated Loading/Unloading Zones on the truck throughway that extends from Railroad Street behind the building.

No standing, stopping, parking, or unloading is permitted on Smallman Street or along the building’s dock area that is not adjacent to the Public Market space.

Delivery Restrictions

Deliveries are restricted to the days of operation and during set-up time prior to the opening of the Public Market. If it is necessary to receive a delivery during Public Market operating hours, Market management must be notified and specific arrangements made.

Boxes, crates, or other containers may not be left on the docks or in the aisles of the Public Market. All containers are to be either taken off the premises or stored in the market booth.

VI. Garbage and Trash

Market Trash Facilities, Services, and Procedures

Public Market trash facilities (outside dumpsters) are to be used only for trash generated through Public Market operations. Public Market trash facilities are provided for the sole use of Market merchants.

Market merchants are required to transport their own trash from their stands to the designated collection point outside. All trash and garbage must be securely bagged and tied shut before it is transported to the designated collection point. Trash may not drip, blow, or drop on the ground during transport or disposal.

All boxes must be broken down prior to putting them in the trash or recycling receptacles.

All trash brought to the designated collection point must be placed within the covered collection point container. No trash or garbage may be left on the streets, sidewalks, or ground around the designated trash collection point. Trash may not be piled on top of the container itself.

No pallets, skids, tires, machinery, or hazardous materials may be deposited at the designated trash collection point.

Recycling bins will be provided by the Public Market and all merchants and visitors are strongly encouraged to use these appropriately. Basic recycling items include plastic and glass that are not filled with or coated with any substances and corrugated boxes that have been broken down.

Within Market Stands / Merchant Areas

Open storage of garbage or trash in or around Market stands is prohibited. Trash must be stored in covered bins or carts. Trash bins and carts must be emptied before they reach capacity.

Temporary trash accumulation in public areas of the Market, on the street, or in any publicly visible place is prohibited. Trash removed from Market stands must be transported immediately to the designated trash collection point outside.

Seasonal Vending Area

Trash accumulation in or around the produce area in any publicly visible place is prohibited.

Spoiled inventory must be kept in covered bins or carts, which must be emptied before they reach capacity. Empty cardboard boxes must be broken down for disposal and other trash must be transported immediately to the designated trash collection point.

All trash, spoiled inventory, and empty boxes must be removed from the produce area by the close of each business day.

Food Service Merchants

Food service merchants must provide trash receptacles for public use. Indoor trash receptacles must be covered. Trash receptacles must be emptied before they reach capacity.

VII. Sanitation

General

All merchants are required to maintain their stands and all equipment in a clean and sanitary condition and meet all Allegheny County Health Department standards.

All merchants may need to sweep and mop their stands at the close of each business day, or more often as may be necessary.

Coolers, display equipment, tables, trash receptacles and walls need to be kept clean and sanitary at all times.

Smoking is not permitted in the Public Market.

Seasonal Vending Area

All refuse must be moved to the trash collection point at the close of each business day. Delivery pallets must be stored out of the public view or removed completely.

All food products must be stored off the floor at all times. No produce may be left in the produce aisle or merchant space outside of business hours.

VIII. Storage

Public Market and Retail Space

Storage of supplies and equipment needs to be handled in a neat, attractive, and unobtrusive manner that does not detract from merchandise displays nor obstruct views through the Public Market or through openings from the Market to the outside.

Temporary storage in public areas, on the street, in customer aisles, or in any publicly visible place is prohibited.

No storage is permitted on top of coolers, freezers or on top of display cases.

Seasonal Vending Area

Storage of supplies and equipment needs to be handled in a neat, attractive, and unobtrusive manner.

Supplies and equipment remaining in the produce aisle at the close of business must be stored neatly on shelves below the produce merchandising tables or in cabinets. Equipment and boxes left elsewhere are subject to removal by Market staff.

No storage is permitted on top of the produce merchandising tables.

IX. Signage

General

All merchants may purchase and display an identity sign for their business. Merchant identity signs need to be professionally designed and constructed of permanent materials such as wood, glass and metal. Identity signs will be limited to the merchant business name and logo only. Attachment A provides the sign guidelines for merchants.

Market management will approve all signs displayed by merchants prior to installation.

All signs displayed by merchants, permanent and temporary, must be of professional quality in design and craftsmanship.

All tenant signs must be constructed of quality materials. Chalkboards and materials such as wood, glass and metal are encouraged. Paper, cardboard, and poster board signs are discouraged and may not be permitted. No animated components, flashing lights, injection molded plastic, or box-type signs are permitted unless approved through the Market Council.

Signs may not contain specific brand names or manufacturer advertising. Use of Pittsburgh Public Market logo is limited to the Market itself and may not be imitated or duplicated for use as a merchant's logo.

Sandwich board signs are not permitted at this time due to the small footprint of the Public Market.

The use of antique-looking signs is encouraged.

Product pricing signage is encouraged. Pricing signs need to be mounted as close to the merchandise priced as possible.

Merchant signs may not be suspended between or strung across the iron structural elements of the Public Market.

No merchant signs are permitted in the windows/garage doors.

X. Fair and Honest Trade

Merchants shall at all times conduct business fairly, honestly, and legally.

All products sold must be truthfully identified and properly labeled. Products may not be misrepresented. Fraudulent, dishonest, or deceptive practices are prohibited and may result in suspension or expulsion from the Public Market.

Merchants must accurately weigh and measure all products sold by weight or measure. Merchants must utilize a properly certified scale for all sell-by-weight transactions.

The use of false packs, or the concealment of poor product beneath a topping or facing of better product is prohibited.

Merchants must provide customers with receipts upon request.

Market management has the right, and obligation, to require merchants to immediately remove from the premises any product that is not honestly and accurately identified, labeled, weighed, or measured.

XI. Merchant Booths – Assignment and Modifications

Merchant booth location will be assigned by Market Management based on the requested booth size as stated on their application. If a merchant wishes to change their assigned space, the request must be put in writing indicating the spot to which they would like to move and the reasons for this change.

Merchants are permitted to make some modifications to their stands once their design/build specs are submitted and approved by Market Council. Design guidelines for merchant booths are provided to each incoming merchant.

If legally (or code) required, merchant modifications to stands must be properly permitted and made by licensed professionals approved by the Market Council.

XII. Parking

There are no specified areas for merchant parking at this time. Parking is available in the public parking area behind the building on the other side of the concrete barriers. Other surface parking lots are on Smallman Street and 15th Street.

There is no market business parking provided with the market space at this time. Parking at the market docks is prohibited – these docks must be available for merchants to load and unload. If you park in any of the tenant spaces attached to the building or along the concrete barrier, there is a risk of being towed. Pittsburgh Public Market assumes no liability or risks for any merchant vehicles wherever they may be parked.

XIII. Care and Maintenance of Equipment

Merchants are responsible for all repairs and maintenance of personal property within their Market stands and should keep all such property in good condition.

Merchants need to promptly report to Market management all repair and maintenance problems in their premises or with the refrigeration equipment or other leasehold improvements in their stands

Merchants must maintain the equipment and facilities within their stands in good condition and immediately make any repairs for which the merchant is responsible upon written notice from Market management.

Subject to ordinary wear and tear, merchants must return the premises and equipment in their stands to Market management in good condition at the conclusion of their occupancy.

XIV. Operation of Public Market Facilities

Only Market management may operate Market facilities including, but not limited to, Public Market doors, locks, general lighting, heat, air conditioning, water heating systems, exterior lighting, and audio systems.

XV. Courteous Family Environment

Merchants are obligated to assist Market management with providing a safe, family environment at the Public Market. Merchants and their employees are expected to be courteous to customers, and to dress, speak, and behave in a manner suited to a clean family environment.

Violence and threats of violence are prohibited. Public criticism of other merchants or their products that can be heard by customers is prohibited. Profane or offensive language unsuited to a family environment is prohibited.

XVI. Penalties for Rules Violations

Merchants will be informed in writing of any violations of the Public Market's Rules of Operation. The written notice of violation will indicate the period of time in which the violation must be remedied. Some violations, such as parking, product mislabeling, or health and safety violations, will need immediate correction.

Repeat or uncorrected violations of the Public Market's Rules of Operation will result in the assessment of additional fees, which shall be due from the violator prior to opening on the next operating day for that merchant.

Violations will be considered repeat violations each time they occur within a 90-day period following issuance of a written notice of violation.

Additional rent due resulting from repeat or uncorrected violations of the Market's Rules of Operation will be assessed at \$50.00 per day per violation.

Market management may suspend a merchant's business within the Market for one or more days, at Market management's discretion, for the following reasons.

- chronic repeat violations of the Rules of Operation
- failure to correct violations of the Rules of Operation following written notice
- failure to pay assessments of additional fees due resulting from rules violations
- violations of health, safety, sanitation, or honest trade rules

Appeal

Merchants may appeal notices of rules violations, and or management's interpretation or enforcement of the Market's Rules of Operation, to the Market Council.

Merchants must correct violations and abide by Market management's enforcement of the Rules of Operation until the Market Council reaches a decision regarding any appeal.

Decisions of the Market Council are final.