

APPENDIX A. COMPARISON TO OTHER MARKETS

The following comparative information is offered as reference to gauge Broadway Market's future strategies and plans against other large urban markets. At nearly 100,000 sf, Broadway Market is one of the largest indoor public markets in the United States. The Broadway Market has one of the highest ratios of rental area to parking spaces in the United States.

Trends emerging in these older markets include:

- a shift to more private style, entrepreneurial management;
- a renewed sense of local pride and acknowledgement of the role that markets play in developing local economies and places; and
- the cultural and social importance of markets in cities

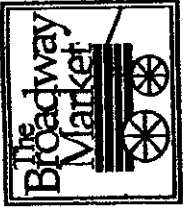
The following chart compares operational data from other urban, largely fresh-food public markets across the US, many in lower income areas or serving lower income clientele.

**BROADWAY MARKET
COMPARISONS WITH OTHER PUBLIC MARKETS**

<i>City</i> <i>MARKET NAME</i> <i>Population)</i>	<i>MKT. SIZE</i>	<i>AVG.</i> <i>RENTS</i>	<i># OF</i> <i>STAFF</i>	<i># OF</i> <i>VENDORS</i>	<i>ADVERT.</i> <i>BUDGET</i>
Buffalo BROADWAY MARKET 410,000	100,000 sf	\$13.25	9	55	\$65,000
Baltimore LEXINGTON MARKET 736,000	150,000 sf	\$30		130	\$200,000
Philadelphia READING TERMINAL MARKET 1,585,000	75,000 sf	\$35	20	80	\$100,000
St. Louis* SOULARD MARKET 400,000	49,000 sf	\$12	4	77	\$25,000
Cleveland* WEST SIDE MARKET 505,000	41,700 sf	\$14	18	112	\$25,000
Vancouver GRANVILLE ISLAND 471,000	40,000 sf	\$100	12	40	\$150,000
Toledo* ERIE STREET MARKET 332,000	32,000 sf	\$18	5	30	\$50,000
Portland, ME PORTLAND PUBLIC MARKET 65,000	29,000 sf	\$30	10	30	
Columbus* NORTH MARKET 630,000	24,000 sf	\$18	8	36	\$35,000
Little Rock* RIVER MARKET 175,000	15,000 sf	\$24	5	17	\$30,000
Seattle PIKE PLACE MARKET 516,000	8.5 acres	\$7-\$28	85	300	\$400,000

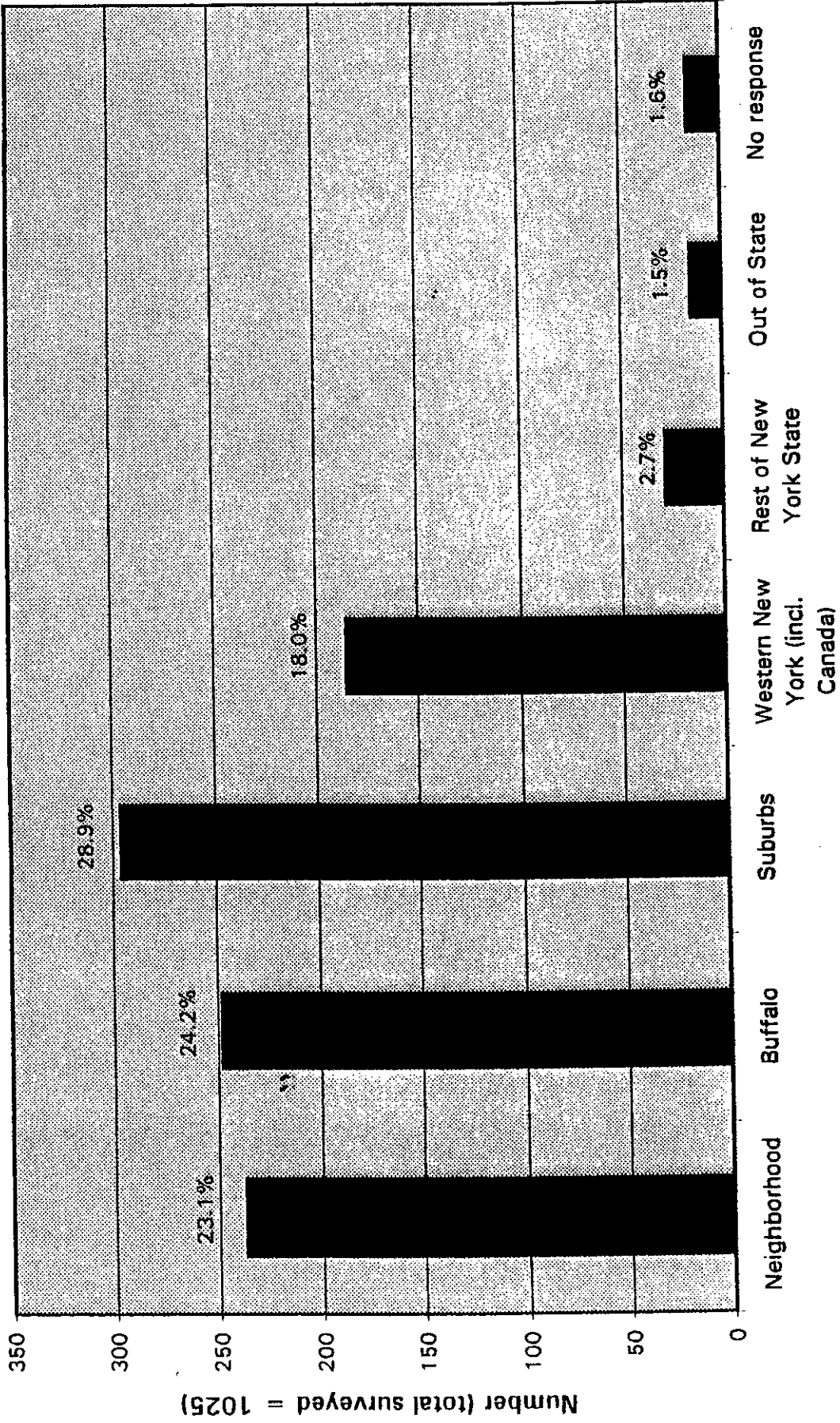
*indicates market with outdoor vending areas; sheds and openair

APPENDIX B. 1998 EASTER SURVEY RESULTS

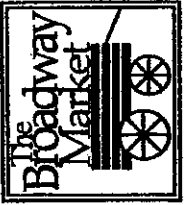


Broadway Market
999 Broadway
Buffalo, NY
14212

Where Easter Shoppers Live

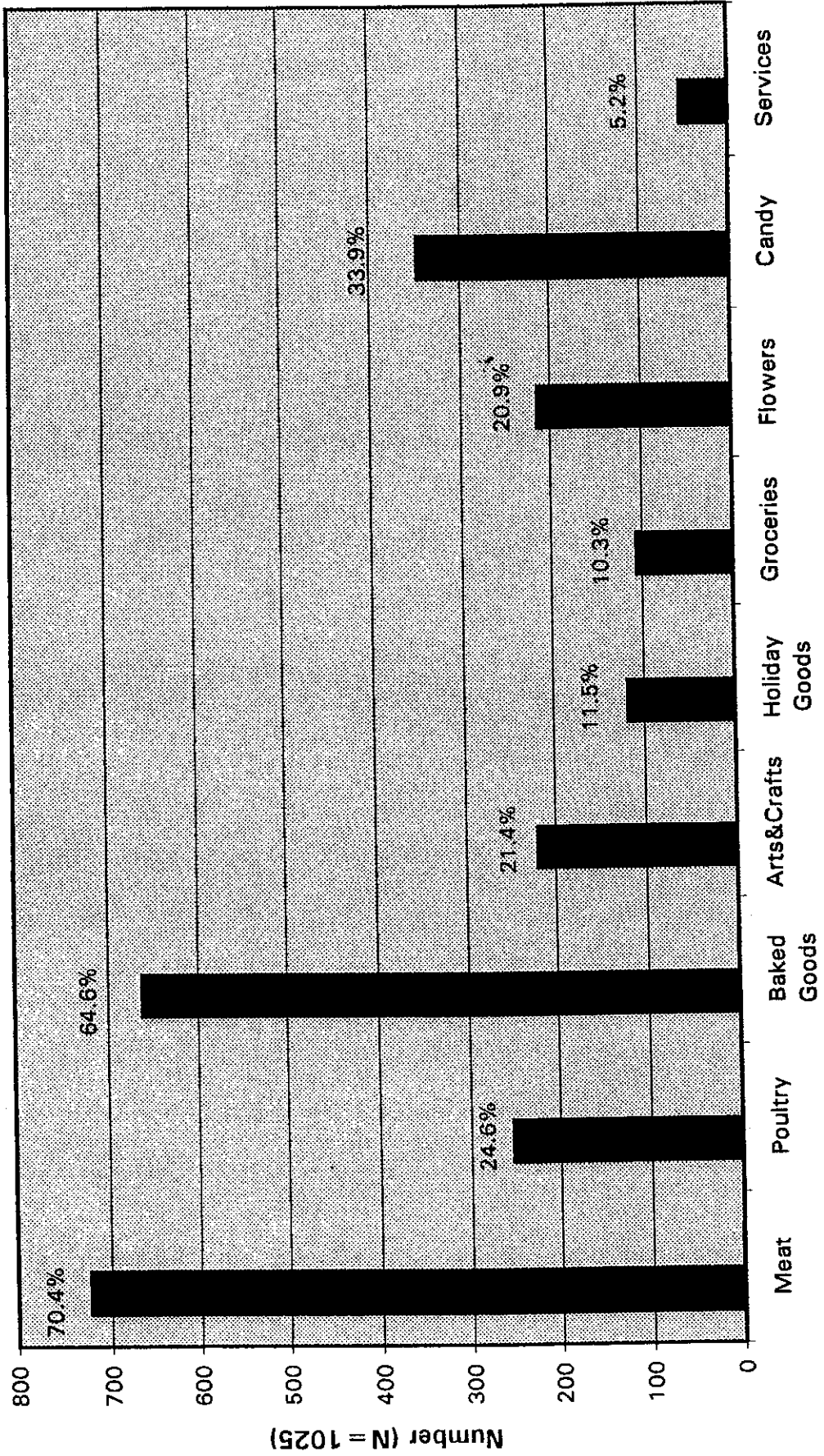


Source: 1998 Broadway Market Easter Shoppers Survey



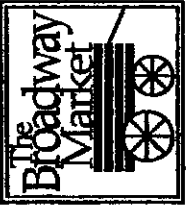
Broadway Market
999 Broadway
Buffalo, NY
14212

Items Easter Respondents Purchased At Market Today

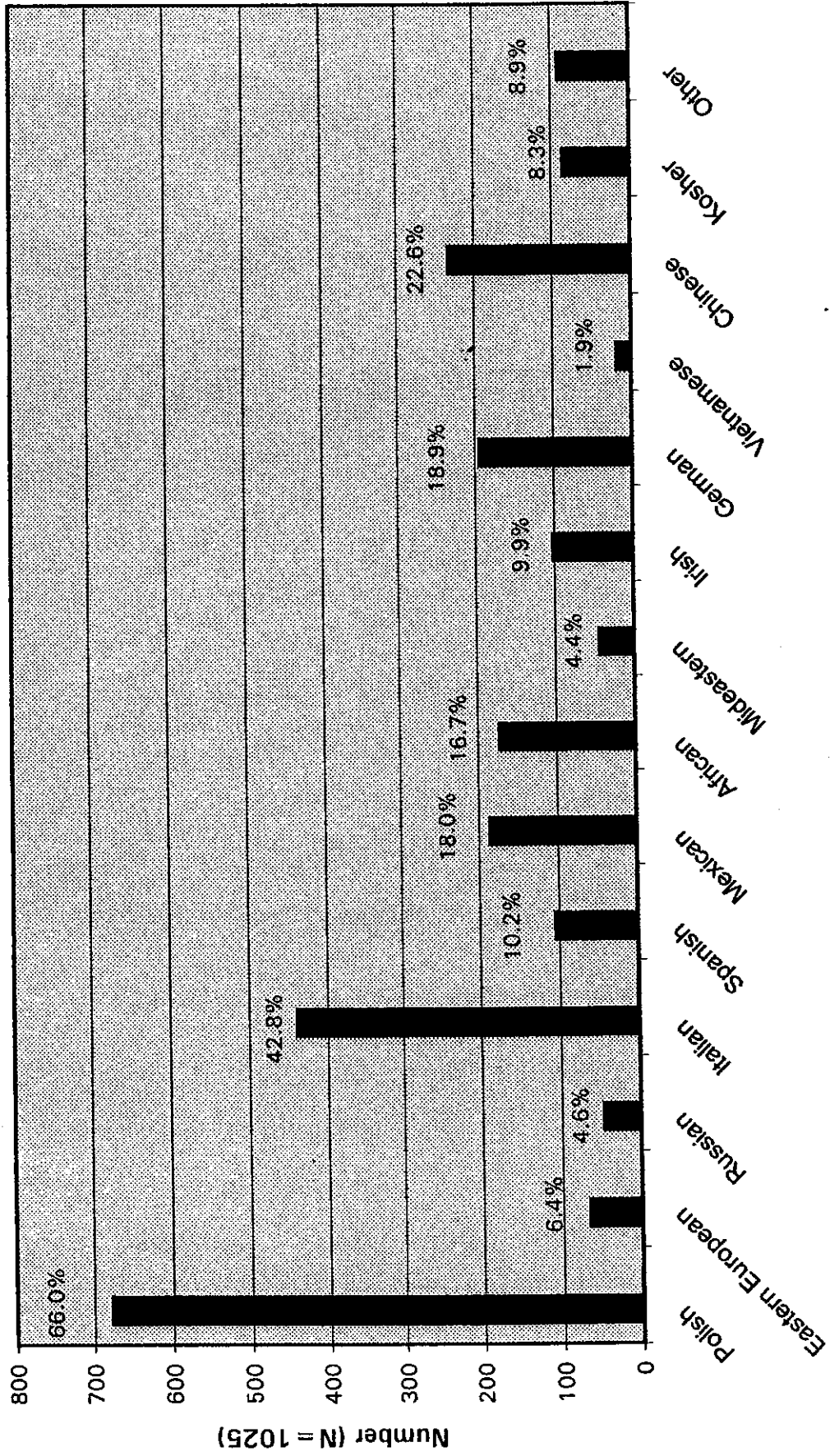


Item Purchased Today

Broadway Market
999 Broadway
Buffalo, NY
14212



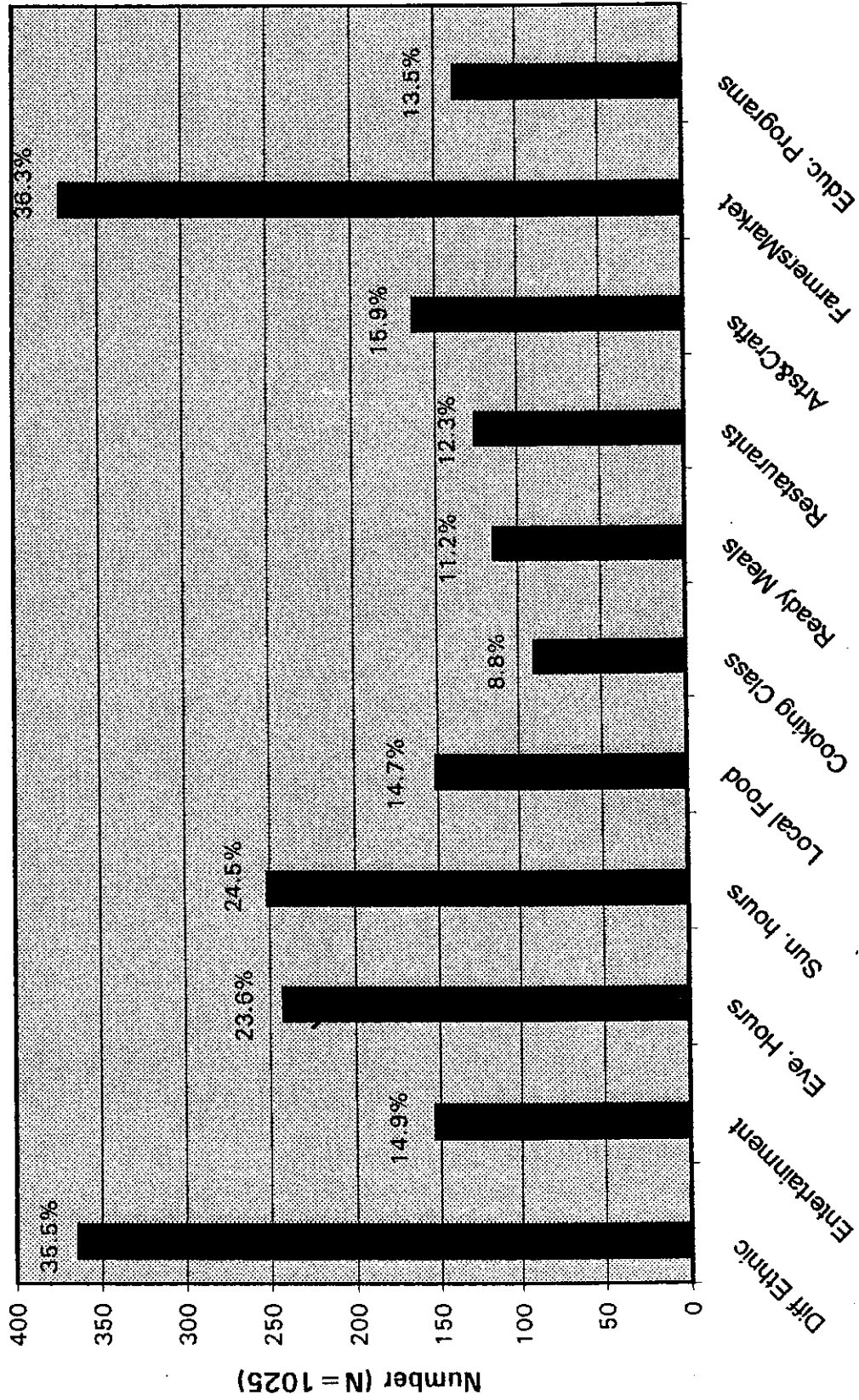
Favorite Ethnic Food Types for Easter Respondents





Broadway Market
999 Broadway
Buffalo, NY
14212

Reasons Easter Respondents Would Visit Market More Often



If Market had...

Shoppers Desiring Sunday Hours

by where they live and how often they shop at the Broadway Market
(%)

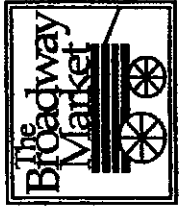
Where Shopper Lives	How Often Shopper Visits Market							Grand Total
	Daily	Weekly	Monthly	Holidays	Easter	1st time	No response	
Neighborhood	9%	9%	2%				1%	21%
Buffalo	4%	6%	5%	5%	2%	1%		23%
Suburbs	1%	3%	5%	13%	10%	3%		35%
Western New York			1%	10%	4%	2%		17%
New York State				1%	2%			3%
Out of state					1%			1%
Grand Total	14%	18%	13%	29%	19%	6%	1%	100%

In the 1998 Easter Survey, 248 of the 1025 shoppers surveyed (25%) responded that Sunday Hours would make them return more often.

Applied to Buffalo Police estimates of 600,000 shoppers this Easter, 150,000 shoppers would be projected to return more often if Sunday hours were offered by Broadway Market merchants.

Suburban and holiday shoppers represent the highest proportion of shoppers who desire Sunday hours.

Source: 1998 Broadway Market Easter Shoppers Survey



Broadway Market
999 Broadway
Buffalo, NY
14212

Shoppers Desiring Evening Hours

by where they live and how often they shop at the Broadway Market
(%)

Where Shopper Lives	How Often Shopper Visits Market							Grand Total
	Daily	Weekly	Monthly	Holidays	Easter	1st time	No response	
Neighborhood	11%	11%	2%				1%	27%
Buffalo	4%	7%	7%	6%	3%	1%		28%
Suburbs	3%	5%	6%	9%	5%			28%
Western New York		1%		6%	3%	3%		13%
New York State			1%		1%			1%
Out of state								1%
Grand Total	18%	24%	18%	23%	12%	4%	1%	100%

In the 1998 Easter Survey, 239 of the 1025 shoppers surveyed (24%) responded that Evening Hours would make them return more often.

Applied to Buffalo Police estimates of 600,000 shoppers this Easter, 144,000 shoppers would be projected to return more often if evening hours were offered by Broadway Market merchants.

Neighborhood, Buffalo and suburban shoppers are equally represented in desiring evening hours.

Source: 1998 Broadway Market Easter Shoppers Survey



Broadway Market
999 Broadway
Buffalo, NY
14212

APPENDIX C. FARM MARKET PROGRAM MEMO

MEMO TO: RODNEY HENSEL fax 716 893 2216
FROM: DAVID O'NEIL
OCTOBER 13, 1998
RE: FARM MARKET PROGRAM

Rodney, first of all, and I'm sure you know anyway, it usually takes more than a year to get a farmers market up and running. The first year is really a trial and you assess and build thereafter. So these recommendations are for funding to get you started and through the first critical year.

Points for your meeting and issues to consider for funding:

Farmers Market Development Program

Establish Purpose

- Type of market, i.e. farmers only, county grown only
- Link urban residents with outlying county farmers
- Fresher foods, higher nutrition
- Nutrition education (this is a good funding area these days)
- Build urban and rural microeconomies
- Creates community gathering place
- Helps stabilize and preserve small farms, selling retail farmers get more \$
- Creates valuable amenity for urban residents
- Builds awareness and vehicle for local self sufficiency and sustainability
- Keeps dollars local

Hire Farm Coordinator

- Full time person
- Goal of opening market in 1999
- Set up schedule, plan and operating budget with breakeven threshold

Farmers Market Advisory Committee

- Bring neighborhood together to build consensus and support
- What would neighborhood buy from farmers?
- Build niche market opportunities
- Take this info to farmers
- Establish meeting schedule and responsibilities
- Include niche market segments, new immigrants and existing residents
- Is there a school connection, school lunches, education etc?

Organizational Policies

- Set up program within BSM
- Establish advisory committee
- Establish relationships and recruitment strategy with farmers
- Link with Coop extension, etc.
- Legal issues; rules and regs, licenses, lease, insurance, rents
- Schedule to open market
- Site issues; structure, layout, amenities, lease
- Establish feasible opening size and # of farmers to open market
- Customer research, what do people want?

Farmer Outreach

- Establish database of farmers in county
- Develop materials to contact farmer; market plan and schedule
- Send questionnaire; preferences for hours, day(s), products, setup, etc.
- Personal visits
- Market open houses for farmers (can get chefs and media involved for this)

Marketing and Promotion

- Devise campaign and budget
- Banners, market 'look', special events, tie-ins with other orgs., sponsorships
- Tie in with BSM campaign

Implementation

- Acquire market furniture; signs, trashcans, portapots,
- Finalize site issues and regulatory issues
- Space assignment policy
- Staff or volunteer assistance (Friends of BSM might incubate here)
- Schedule for farmer setup and customer sales
- Clean up, assess and keep going

APPENDIX D. CAM: COMMON AREA MAINTENANCE LEASE LANGUAGE

EXHIBIT "E"

Common Areas and Common Area Maintenance Costs

A. Landlord shall make available within the Market "Common Areas" as and to the extent Landlord shall alone from time to time deem appropriate. Common Areas shall be defined as including but not limited to any driveways, service areas, aisles seating areas sidewalks, fire corridors, meeting areas and public restrooms. Landlord shall operate, manage, equip, light, repair, and maintain said Common Areas for the intended purposes in such a manner as Landlord shall in its sole discretion from time to time determine and may from time to time, change the size, location, nature, and/or use of any Common Areas and make installations, structures, booths, therein or thereon and move or remove the same and shall have the right to retain revenue from income producing events whether or not conducted for promotional purposes.

B. Tenant, its officers, employees, customers and invites shall have the non-exclusive right in common with Landlord and all others to whom Landlord has or may hereafter grant rights, to use said Common Areas as designated by Landlord, subject to such rules and regulations as Landlord may impose. Landlord may at any time close any portion or all of Common Area to make repairs or changes or to prevent the acquisition of public rights in such area.

C. Tenant shall, pay to Landlord a "CAM Charge" as its proportionate share of the cost and expenses to Landlord of operating, maintaining and repairing said Common Areas (hereinafter sometimes referred to as "Common Area Maintenance Costs"). For these purposes, the term "Common Area Maintenance Costs" shall mean all sums incurred in a manner deemed by Landlord to be reasonable and appropriate for the best interest of the Market in connection with the operation, maintenance and repair of the Common Areas, and shall include, but not be limited to, the costs of and expenses of (the following paragraphs are for definition only and are not to be construed so as to impose any obligations on Landlord):

(1) snow, ice, garbage, and trash removal; maintenance, repair and replacement of service areas and courts, including cleaning, sweeping, painting, striping and repainting; maintenance, repair and replacement of Market identification signs, and traffic markers and signs;

(2) maintenance, repair, and replacement of the storm and sanitary drainage systems; electrical, gas, water and telephone systems; lighting systems (including lamps, fixtures and supports); emergency water and sprinkler systems; heating, ventilating, and air conditioning systems for the entire Market; and security systems, including any utility charges in connection with any of the foregoing systems and further including the installation, maintenance and operation of any computerized system for any of the foregoing;

(3) maintenance, repair, and replacement of all portions of the Market, both interior or exterior, (excluding the Premises and premises leased to other tenants, including but not limited to floors, floor coverings and finishes, ceilings, walls, roofs, and roof flashings, canopies, skylights, signs, planters, benches, elevators, and stairs, fire exits, doors and hardware, windows, glass, and glazing;

(4) premiums or contributions for insurance including without limitation, liability insurance for personal injury, death, and property damage; insurance against liability for defamation and claims of false arrest occurring in and about the Common Areas; workers's compensation; broad form peril insurance covering the Common Areas in the Market which may include flood insurance, earthquake insurance, boiler insurance and/or rent insurance (for the purpose of this provision subsection (4) only, Common Areas shall be deemed to include the Premises and the premises leased to other tenants); all personal property taxes and other charges incurred in connection with such security devices, machinery and equipment;

(5) personnel, including, without limitation, the Market Manager and staff, security and maintenance personnel of the Market (including, without limitation, the payroll taxes and employee benefits of such personnel).

D. Notwithstanding the foregoing provisions, Common Area Maintenance Costs shall not include:

(1) depreciation;

(2) costs of repairing and replacing to the extent that insurance or condemnation awards are received thereof; or

(3) costs of a capital nature to the extent they improve the Common Areas beyond their original condition or utility as they may be put from time to time by Landlord.

E. Tenant's CAM charge shall be computed by multiplying the total amount of the Common Area Maintenance Costs each year by a fraction, the numerator of which shall be the Rental Area of the Premises and the denominator of which shall be the average of the 39,400 square feet or the total rentable area of the Market.

F. Tenant's CAM Charge shall be paid in monthly installments on the first day of each month, in advance, in an amount estimated full by Landlord from time to time. Subsequent to the end of each calendar year or partial calendar year, Landlord shall notify Tenant of Tenant's CAM Charge for such subsequent full calendar year or partial calendar year. Landlord shall include in such notice a statement in reasonable detail setting forth the Common Area Maintenance Costs. Tenant's failure to object to any statement, invoice or billing rendered by Landlord within a period

of fifteen (15) days after receipt thereof shall constitute Tenant's acquiescence with respect thereto and shall render such statement, invoice or billing an account stated between Landlord and Tenant. If the CAM Charge paid by Tenant pursuant to this Article for any full or partial calendar year shall be less than the actual amount due from Tenant for such year as shown on such notice, Tenant shall pay to Landlord the difference between the amount paid by Tenant and the actual amount due, within ten (10) days after receipt of such notice. If the total amount paid by Tenant for any full or partial calendar year shall exceed the actual amount due from Tenant for such full or partial calendar year, such excess shall be credited against the next payment due from Tenant to Landlord pursuant to this Article. If the Commencement Date is a day other than the last day of the calendar year, or if the Term of this Lease shall end on a day other than the last day of the calendar year, then Tenant's CAM Charge shall be billed and adjusted on the basis of such fraction of a calendar year.

**APPENDIX E.
MARKET**

TENANT DESIGN CRITERIA: READING TERMINAL

Tenant Design Criteria Reading Terminal Market Philadelphia

1 Introduction

1.1 *History*

The Reading Terminal Market traces its roots back to the trading that occurred on the banks of the Delaware following confirmation of William Penn's land grant from Charles II in 1682. The first account of the market is recorded in 1693 when Markham's Council (Markham was William Penn's Lieutenant Governor) suggested numerous regulations for the establishment and management of a market to be located on High Street, later to be named Market Street, after the Market. In 1893 the Market opened at its present location, having moved from Market Street to allow for subway construction. Today the Market is both the heart and soul of the city, providing rich fare and a diverse regional and ethnic sampling of Philadelphia's multi-faceted culture.

1.2 *Historical Requirements*

Important historical artifacts have been identified in the *Reading Terminal Market Historical Survey* prepared by the Reading Terminal Market Preservation Fund. Items shown in that document may only be altered or removed with the written consent of the Owner and concurrence of the Philadelphia Historical Commission.

1.3 *The Market's Future*

As during the recent past, the Market's future sales will be balanced with 2/3 raw food items intended for preparation beyond the Market and no more than 1/3 prepared and served food items intended for consumption within the Market. The traditional close relationship between the merchant and customer that has characterized the Market's past is to be continued. The Tenant is encouraged to develop bold and creative designs for his stand within a set framework that ensures a lively but orderly character for the entire Market. The stand should allow open and clear contact between merchant and customer and generous and attractive display of all products.

2 Merchant Design Objectives Tenant Design Criteria

2.1 *General Character*

The regular layout of the Market's streets and avenues and the open plan of the stands are critical to easy orientation within the Market and clear accessibility to its offerings. The stand of unpretentious design that acknowledges the tradition and history of the setting has proven itself to be the greatest success for merchant and Market alike, and is highly recommended.

2.2 *Visibility and Open Plan*

Much of the visual excitement of the Market depends on the openness of each stand allowing simultaneous short and long views of the Market as a whole. Each separate stand must be laid out so that it is both an attractive statement in itself and a window providing views to the rest of the Market beyond.

2.3 *Merchandising Objectives*

The goal is the effective display of the full range of products, without clutter and confusion, while maintaining easy but secure access for both customer and merchant. The character of each stand should reinforce the basic product group it offers. A good design allows the product to speak for itself.

2.4 *Durability of Design and Materials*

The long success of the Market is itself one of its greatest strengths. Only durable design and materials will hold up under the high volume usage experienced on a daily basis over the long term. Like any business investment, the stand should be seen as a capital asset that will retain its value only if well planned and properly maintained.

2.5 *Relationship with Contiguous Stands.*

The optimum balance in the Market derives from individual stands that provide unity to the site as a whole while remaining unique unto themselves. Compatibility with adjacent counters, signage and presentation must be taken into consideration and will be reviewed during the approval process.

3 Approval Process Tenant Design Criteria

3.1 General Procedures

Each stand will be designed by the Tenant and is subject to the following approval process directed by the General Manager. The General Manager may make an exception to the Design Criteria for one party without allowing any other exception of a similar kind. Tenant design submissions and approvals will be required for the following three phases.

3.2 Schematic Phase

The following must be submitted for review and approval by the General Manager:

- A. Written Material: One page general description of the Tenant design, materials and approach to merchandising and how these complement the general character and function of the Market.
- B. Graphic Material: Plan of the Tenant premises and elevations of all aisle frontage and significant interior construction at $1/2" = 1'-0"$. Throughout the approval process drawings should include the first five feet of construction adjacent to the premises.

3.3 Design Development Phase

Drawings at $1/2" = 1'-0"$ scale representing each of the following disciplines shall be submitted for review and approval by the General Manager:

- A. Architectural
- B. Structural
- C. Mechanical
- D. Electrical and Lighting
- E. Plumbing

Additional submissions include:

- F. Cuts of all lighting fixtures, including means of attachment
- G. A drawing of the sign at no less than $3" = 1'-0"$, including means of attachment
- H. Samples of key materials such as tile and countertop

3 Approval Process Tenant Design Criteria

3.4 *Construction Documentation Phase*

Completed Construction Drawings noted above and Specifications must be submitted for review by the General Manager before being submitted for approvals by the Department of Public Health and permits issued by the Department of Licenses and Inspections.

3.5 *Construction Phase*

Before construction may begin the following documents must be submitted to the General Manager: 1. A final set of drawings with all permits and approvals affixed. 2. Approval by the Philadelphia Historical Commission. 3. Certificates of Insurance for all trades. 4. A waiver of liens in recordable form from the general contractor, or a bond in lieu thereof in the amount of the construction contract. 5. The names and addresses of all contractors and subcontractors intended to be employed by the Tenant. These contractors must be accepted in writing by the General Manager. The Tenant shall not employ any person not qualified in the work he is performing, or anyone required by any ordinance to be licensed who is not, in fact, licensed or any workman that is incompatible with the balance of the work force, or who will cause labor disputes or work stoppages.

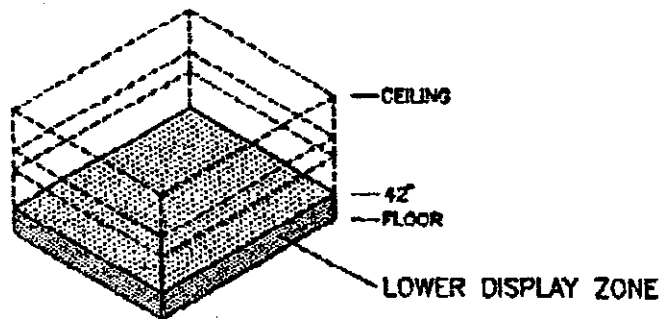
4 Design Criteria

Tenant Design Criteria

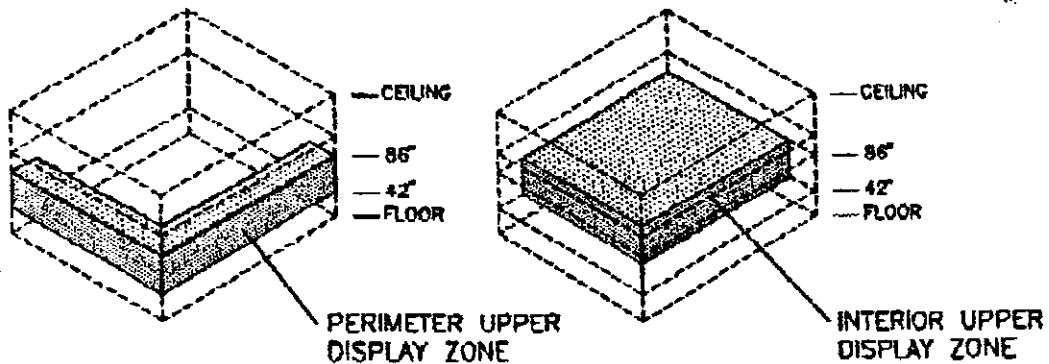
4.1 General Organization

The Design Criteria provide a framework within which the Tenant can plan and design his premises.

- 4.2 There are four Design Control Zones measured vertically from the aisle floor;
- A. Lower Display Zone - From the floor to 42 inches above the floor and with approval up to 56 inches above the floor: All permitted fixtures and equipment are allowed. All aisle frontage must be used for product display or service activity, with the exception of access openings. Goods within display cases should be maintained as presentation (not storage.)



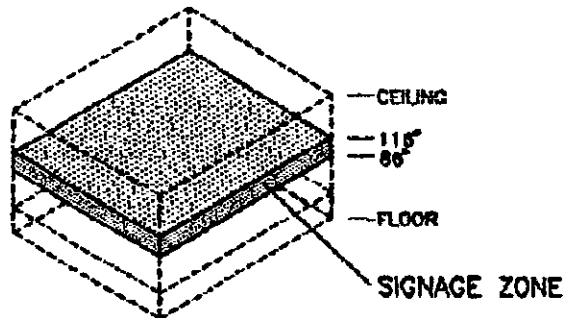
- B. Upper Display Zone - There are two subdivisions within this zone;
1. Perimeter Upper Display Zone, from the lease line to 42 inches in from the lease line on the east/west aisles and from the lease line to the column line on north/south aisles: no fixtures or equipment allowed except approved refrigerated display equipment. 2. Interior Upper Display Zone; remainder of Upper Display Zone, excluding Perimeter Upper Display Zone.



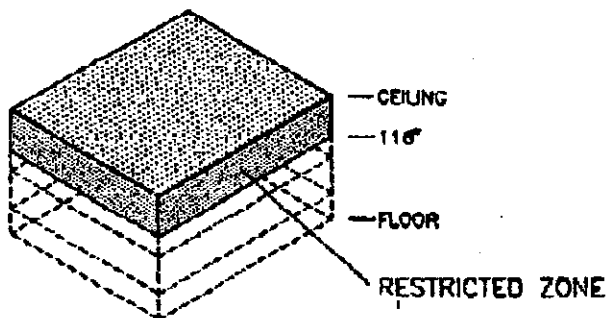
4 Design Criteria

Tenant Design Criteria

C. *Signage Zone* - From 86 inches to 116 inches above the floor and higher with written approval of the General Manager : See: 4.6 *Signage*.



D. *Restricted Zone* - More than 116 inches above the floor: Awnings, canopies and ceilings are specifically prohibited in this zone or anywhere else.



4.3 Materials

All fixtures, equipment and construction materials must be durable, easy to maintain and must comply with all codes and regulations.

A. Construction materials used for vertical surfaces are limited to ceramic, stone or earthen tile, glass and finished solid wood siding. Solid wood siding may only be used in non-food areas.

B. Construction materials used for horizontal surfaces are limited to stainless steel, natural butcher block, polyethylene cutting board, glass, ceramic, stone and earthen tile, marble and corian-type materials.

C. Particle board, plywood and plywood paneling are prohibited anywhere in the public view.

D. Plastic laminates are not permitted and may not be used in work area countertops or in high wear or high visibility areas.

E. Steel or other hard metal corner guards are required at all intersecting aisles.

4 Design Criteria

Tenant Design Criteria

4.4 Floor

- A. Floors must be made of masonry material with an epoxy or approved industrial grade finish, durable trowelled synthetic resin material or wet laid tile and should have a non-slip finish.
- B. Stall floors must be designed so as to be drained within their own area.
- C. No grey brick paver in the aisle may be removed or altered for any purpose. No grey brick paver inside the lease line may be removed or altered without written approval.
- D. Raised floors are not permitted.
- E. Smooth, durable, cleanable surfaces are required between the floor and 4 inches above the floor. Wood, wood composite materials and non-factory painted finishes are not permitted in this area.

4.5 Signage

- A. Tenant must provide at least one permanent sign per stall, to be located within the signage zone (see: 4.2 C, Signage Zone.)
- B. Two types of permanent stand signage are permitted, all limited to the signage zone: 1. Within and parallel to the lease line, not to exceed 8 feet per panel on large frontages, not to exceed 6 feet per panel on smaller frontages, and 2. Projecting from the lease line, not to exceed one per tenant and not to exceed four square feet in area nor 3 linear feet in any one dimension.
- C. All permanent signs shall contain only the store name and logo or a design representing the goods or services offered for sale. No listing of merchandise or services will be permitted unless it is part of the name.
- D. Pictographic, carved, neon and similar special signage types are encouraged.
- E. No animated component, flashing light, fabric, canvas, formed plastic, back-lit glass, plexiglass or injection molded signs are permitted.
- F. Temporary signs for the announcement of special, daily or seasonal items are permitted with the following restrictions: 1. They should be used only for truly temporary purposes and not as a substitute for a permanent sign or menu board. 2. They are only permitted within the primary or secondary display zones and should not be attached to the permanent sign or menu board. 3. They are not to exceed 100 square inches and are to be made of card stock or better material. 4. They must be clean and orderly.

4 Design Criteria

Tenant Design Criteria

4.5 Signage (continued)

G. Permanent window signage for stands that are located at an exterior window are permitted with the following restrictions: 1. One per window is allowed, not to exceed 4 square feet, and with all applicable restrictions of permanent stand signage noted above. 2. In addition, the sign is to be located 6 inches from the face of the window, must be mounted on transparent material and hung with stainless steel or similar cable.

4.6 Window Treatment

A. Stands that are located at an exterior window must maintain those windows as though they are presentation areas for their stand and the Market as a whole. No storage or similar uses may be made of the window spaces.

4.7 Lighting

The Landlord will provide common area general illumination only. It is the responsibility of the tenant to provide area and focus lighting within his premises. Brightness of illumination is subject to landlord approval. Light sources creating glare in the common area are not allowed. While general illumination may be used in task areas, focus lighting with dramatic effect is encouraged for display areas within the primary and secondary display zones.

A. Light sources must be equipped with baffles or diffusers to shield lamps from view from the common area at 5'-6" eye level, unless otherwise approved by the landlord.

B. The Landlord reserves the right to adjust or call for baffles or diffusers after fixture installation is complete.

C. Light color should be as close to natural light color as possible. Fluorescent lighting shall be deluxe warm white lamps only.

D. No animated or flashing lighting may be used.

4 Design Criteria

Tenant Design Criteria

4.8 Storage

Experience shows that storage needs are frequently underestimated and can become a significant problem in the efficient operations of the stand if not properly accommodated in the initial design. Two general locations for storage are permitted: 1. In-stand Storage - enclosed by cabinets within the stand. 2. Remote Storage - located within designated areas in the Market and leased to the Tenant specifically for the purpose. In both areas the appropriate capacity should be carefully determined in order that appearance and efficiency are maintained. Areas for designated storage must appear on the submitted drawings and will be reviewed for approval during the design process.

4.9 Utilities

The Landlord will provide at the Tenant's expense within the Tenant's lease line the utilities listed below. It is the Tenant's responsibility to have related equipment connected by installers licensed by the City of Philadelphia. All necessary permits as required by the City of Philadelphia must be acquired in advance of construction and be posted as mandated. All permits that are issuable after the completion of the improvements must be obtained in a timely fashion following completion of construction.

- | | | |
|-------------------|--------------|--------------|
| A. Electrical | C. Sanitary | E. Telephone |
| B. Domestic Water | D. Sprinkler | F. Gas |
- G. Exhaust Ducts (may be supplied subject to constraints)

4.10 Codes

The Tenant has total responsibility for compliance with all Federal, State and Local Codes and Ordinances which relate to the use and occupancy of his stand in the Market.

A. The following checklist is offered for general reference only and should not be regarded as exhaustive: 1. State of Pennsylvania Uniform Construction Code. 2. BOCA Basic Building Code. 3. National Electric Code. 4. Philadelphia Building Code. 5. City of Philadelphia Public Health Department Regulations. 6. Philadelphia Plumbing Code.

B. All Tenants selling food must submit drawings and equipment lists to the Food Protection Services section of the Department of Public Health.