
4. MASTER DEVELOPMENT PLAN REVIEW §14-527(A)(3)(C)

The 58 Fore Street redevelopment program consists of multiple uses and has been designed in a cohesive and integral manner. Consideration was given to the integration of land uses, functional activities and major design elements such as buildings, roads, utilities, drainage systems and open space.

4.1 DESIGNATED TRACT OF LAND §14-524(A)(3)(C)(III)(A)

The Project Site consists of multiple parcels of contiguous land, totaling more than one acre. The land is approximately 10 acres in size and the parcels are identified as Tax Map 18A, Lots 1, 2, and 3. Lots 1 and 3 have frontage along Fore Street, while Lot 2 is located along the waterfront, separated from Lots 1 and 3 by the MDOT linear parcel.

4.2 DEVELOPED IN A COMPREHENSIVE, DESIGN INTEGRATED MANNER §14-524(A)(3)(C)(III)(B)

CPB2 LLC, site owner and project developer, developed the vision for this project based in part on the Eastern Waterfront Master Plan for the City of Portland. By bringing together a cohesive team of architects, landscape architects, traffic engineers, and civil engineers, the overall intention and focus is on inspiring the design and planning of a master development effort that focuses on a mix of uses with thoughtfully integrated historic components. To illustrate this vision, the development program identifies seven development blocks, each with their own potential future use and outcome, but evaluated and designed together from the very beginning of the redevelopment effort. The redevelopment program for the Project Site was conceived by considering new and redefined uses for these seven separate development blocks. Proposed uses for the development blocks will include residential, office, commercial, retail, hotel, marina and restaurant buildings as well as a plaza type feel for pedestrian use between the individual building components.

4.3 CONSISTENCY WITH THE OBJECTIVES OF THE ORDINANCE §14-524(A)(3)(C)(III)(C)

Section 7 of this application offers a detailed discussion on how the 58 Fore Street redevelopment is consistent with the objectives of the City's ordinance.

4.4 CONSISTENCY WITH THE CITY COMPREHENSIVE PLAN AND APPROVED MASTER PLANS §14-524(A)(3)(C)(III)(D)

The City of Portland's planning efforts to date have provided a solid and informative foundation for the master development planning for the 58 Fore Street redevelopment project. The proposed project is consistent with the plans outlined in this section.

4.4.1 City of Portland Comprehensive Plan (Updated 2005)

The City is currently in the process of updating its Comprehensive Plan. Included within the vision of the City of Portland Comprehensive Plan from 2005 are the following points that the 58 Fore Street redevelopment project embodies.

- "Portland has a vital working waterfront with diverse coastal commerce activities and water dependent uses."
- "Portland retains a small town feel with a built environment that is scaled for people, is pedestrian friendly, and is accessible to the community. Residents value and seek to enhance the safety of the community, the proximity of commercial uses near residences and the walkable nature of the city."
- "Portland has an active and vibrant downtown both day and night due to its interwoven mix of residential, commercial, institutional and cultural land uses."
- "Portland is a city of neighborhoods with a range of residential types such as high density areas on the peninsula..."

- “Portland is a historic maritime city which retains a rich historical character for both commercial and residential neighborhoods, offers a broad spectrum of architecture and distinctive landmarks, and maintains unifying features such as brick buildings and sidewalks, and established and traditional neighborhoods with narrow and interconnected streets.”

Future directions for the City of Portland identified in the Comprehensive Plan include:

- “Build upon the historic fabric of Portland’s built environment by rehabilitating historic resources and by developing new buildings that respect the scale and character of traditional development patterns. New development shall be pedestrian oriented and accessible.”
- “Strive for innovation and bold initiatives that increase the livability and quality of life in Portland.”
- “Support a dynamic downtown that embraces the intertwining of uses, including residential, business, retail, institutional, service, and arts and cultural uses.”
- “Capitalize on Portland’s economic assets and develop a strong economy based upon traditional industries, a strong retail and office center, and emergent opportunities in industry, business and coastal commerce.”
- “Create a sustainable community with vital neighborhoods, high quality infrastructure, a strong economy, and a healthy environment while keeping municipal taxes affordable.”
- “Preserve and enhance the park system with its trails, active recreation facilities and natural areas.”

The Comprehensive Plan does acknowledge a potential public/private build-out scheme for the Eastern Waterfront that includes a portion of this site.

4.4.2 Eastern Waterfront Master Plan (EWMP) (Adopted into the Comprehensive Plan)

The Master Plan for Redevelopment of the Eastern Waterfront (amended September 2006) (EWMP) specifically acknowledges the vacant, underutilized land in the area of the Project Site. The development history of the area where the Project Site is located that was studied for the Master Plan notes that given the location and proximity to water views, urban amenities, vehicular access, port access and integration with the City trail system, significant redevelopment potential exists. Changes such as parking structures, more intensive reuse of historic buildings, replacement of non-historic structures and open space enhancement were all anticipated. The EWMP also contemplates the creation of additional public infrastructure in the means of new roadways to the East of the now existing Thames Street.

Several principles and associated objectives for redevelopment were identified during the Eastern Waterfront Master Planning effort, they include:

- *“Development within the eastern waterfront will be compatible with the surrounding areas, neighborhoods, natural environment and maritime uses.”* Objectives associated with this principle that are consistent with the 58 Fore Street redevelopment are the use of compatible architecture, historic preservation and adaptive reuse of contributing historic structures, establishment of a new street and pedestrian network that integrates with the surrounding street and trail network and preservation of significant view corridors to the water and along the waterfront.
- *“Development within the eastern waterfront will create a vital and active mixed use urban area that generates life and use every day of the year and all hours of the day.”* Objectives associated with this principle that are consistent with the 58 Fore Street redevelopment are the opportunity for mixed-used non-marine development and activities in locations in ways that are compatible with the use of maritime resources, the increase of the public’s use of the water, waterfront and shore through public access and maintaining and enhancing recreational trail access.

- *“Development in the eastern waterfront on piers, bulkheads and on land within 75’ of mean high water line, will give priority to compatible water-dependent and maritime uses.”* Objectives associated with this principle that are consistent with the 58 Fore Street redevelopment are preserving and encouraging long-term enhancement of emerging and traditional maritime and water dependent uses, utilizing the harbor’s deep-water resources to serve deep draft vessels, encouraging small boat berthing where water depth does not permit deep-water berthing, encouraging public physical and visual access to the water where appropriate and allowing non-marine mixed uses when compatible with water dependent and marine uses.
- *“Development in the eastern waterfront will provide a significant benefit to the City and the regional economy.”* Objectives associated with this principle that are consistent with the 58 Fore Street redevelopment are encouraging a positive economic return to City government, sustaining and strengthening water-related tourism, enhancing the economic viability of the eastern waterfront’s property and facilities, assuring that public investment and development benefit the residents of the greater Portland community, providing adaptable, flexible infrastructure that will allow the City to adjust to future technologies and trends and enhancing multi-modal transportation opportunities.

The vision for the redevelopment of 58 Fore Street was built on the foundation of the Eastern Waterfront Master Plan with the intention to deliver the waterfront to the City of Portland with inspiring design and planning focused on mixed uses and architectural styles, public spaces, revitalized historic structures and access to the water along with a continued marina operation.

4.4.3 Design Guidelines for the Eastern Waterfront

The Design Guidelines for the Eastern Waterfront were considered during master development planning of the 58 Fore Street project and will be further considered as components move into site plan review. In general, it was noted that for the Project Site, promoting the continuation of the boat yard and yacht support services, encouraging the adaptive reuse and sensitive rehabilitation of historic structures and increasing connections to Commercial Street and promoting shared parking with abutting uses were key points. For the Master Development Plan, the following components have been considered by the design team:

- **Streets**
 - **Appropriate Street Design** – New streets should be designed to accommodate expected vehicles and pedestrians safely and efficiently while encouraging appropriate speeds. Streets should provide on-street parking along curb lines wherever possible to provide a buffer between pedestrians and moving traffic and to serve the retail, residential and commercial uses in the area.
 - **Sidewalks** - Sidewalks should be provided along both sides of all streets and should be wide enough to accommodate visiting and residential pedestrians comfortably and safely. The pedestrian environment should be further enhanced through the use of fixed street furniture, compatible and consistent lighting, and street trees. Sidewalk cafes, temporary art installations, and seasonal lighting are encouraged along public sidewalks as a means to encourage the year round activity.
 - **View Corridors** - Street corridor placement and design should provide for views to and from the water, as well as for permanent installations of public art in key focal point locations.
 - **Railroad Right of Way** - The Commercial Street section drawing includes the Narrow Gauge Railroad adjacent to the Commercial Street corridor. The railroad could add a dynamic intermodal element to Portland’s transportation system if integrated with the surrounding streets, sidewalks, trails and private development.
 - **Underground Utilities** - Overhead utilities should be avoided within the Eastern Waterfront.

- **Bicycle Safety** - Bicycles are a key mode of transportation in Portland's transportation system as well as providing important recreation and fitness opportunities. Accommodations for bicycle traffic and safety should be designed into new and reconfigured streets and intersections. Bicycle racks should be installed along public sidewalks where appropriate.
- **Buildings/Architecture**
 - **Contextual Design** - New buildings should be designed in response to their context and should be compatible with surrounding neighborhoods. The placement, height, massing, proportion, articulation, and materials of new structures should encourage a vision that supports the idea that the Eastern Waterfront develop into an extension of the surrounding areas while establishing its own identity as a new urban neighborhood.
 - **Pedestrian Environment** - New development should avoid large expanses of blank walls, should provide frequent street level entries, and should provide sidewalk amenities such as street furniture and lighting that encourage year-round pedestrian use.
 - **Primary Entrances and Service Entrances** - Service entrances and loading facilities should be located at the rear or side of structures.
 - **Parking Structures** - Parking structures should be compatible with adjacent uses and architecture.
 - **Historic Structures** - Historically and architecturally significant structures and sites should be inventoried and protected from demolition and carefully rehabilitated in a way that is consistent with their original architectural intent.
- **Open Space and the Public Realm**
 - **Public Open Space and Plazas** - Privately developed open space should contribute to the public realm through enhancement of the pedestrian environment and increased recreation opportunities.
- **Water's Edge**
 - **The Eastern Waterfront...** the function of this area as an intermodal transportation center must be designed into every building and infrastructure element, to facilitate integration and coordination of the various current and potential future modes of transportation.

4.5 BUILDING/IMPROVEMENT LOCATION IN CONSIDERATION OF OPEN SPACE, NATURAL FEATURES, TREE PRESERVATION §14-524(A)(3)(C)(III)(E)

The new buildings have been sited and configured to maximize useable open space and views to the water. The project preserves open view corridors at the ends of existing Munjoy Hill streets, as required, and provides additional open view corridors through B4. The buildings at the waterfront are set back from the EWPZ more than required, providing a sizeable open zone along the harbor. Each block incorporates significant public and/or private open space at ground or elevated levels. The property is a historically developed site, and there are no significant existing trees or other natural features that warrant preservation.

4.6 CONFORMANCE WITH PORTLAND'S HISTORIC PRESERVATION ORDINANCE STANDARDS §14-524(A)(3)(C)(III)(F)

The 58 Fore Street redevelopment project is in conformance with Portland's Historic Preservation Ordinance standards for designated properties within designated historic districts. The proposed development is adjacent to and within 100 feet of the Portland Company Historic District, which was designated by the City Council on February 17, 2016. The district boundary surrounds the historic core of six contributing structures, including Buildings 2, 3, 6, 6B, 16 and 24

and also traces the footprint of Building 12. The project has carefully considered and defined a development program that will be generally compatible with the major character defining elements of the district.

The 58 Fore Street team has designed a dynamic, world-class mixed-use development on the Eastern Waterfront in Portland, at the site of the former Portland Company. The plan envisions a diverse mix of uses including retail, restaurants, commercial offices, residential, and expanded marina. The unique character, history, and qualities of the site make it an especially good location for a development of this type, fully consistent with the vision set forth in the Plan for Redevelopment of the Eastern Waterfront. The blending of well-designed new, modern architecture buildings, in juxtaposition with renovated historic buildings, will create an even more compelling story about the history of the site and how historic buildings like these can be adapted and repurposed for modern day uses.

Building 2: The three floors of Building 2 will be renovated to allow retail, residential and office uses. The exact distribution of uses has not yet been determined, as the market demand for the space is unclear at this time. The goal is to renovate the building while preserving the essential character and qualities that make the building so attractive, such as the red brick exteriors, gabled ends and corbeled brick work, the large, multi-paned windows, the exposed wood floor joists and roof trusses, and the interior columns and brick walls. One design consideration is to remove the cantilevered portions of the existing third floor dormers, which extend out beyond the masonry load bearing wall (as recommended by structural engineers) and reconstruct them to look similar to those shown on the C. Michael Lewis renderings. This would result in the creation of a shed dormer running just inside of gable-to-gable end, similar to many Commercial Street buildings. Another consideration is the dormer on the north side of the building being extended the full length of the building. In one or two sections (i.e. window bays) of the north dormer may have to have Mechanical louvers to hide mechanical equipment for HVAC. Additional considerations are to remove portions of the brick below the first floor windows on the south and north elevations of the building down to the plaza levels to facilitate inside/outside movement for possible café or restaurant tenants, providing use and connections between the existing alleyways and interior spaces.

Building 3: The two floors of Building 3 will be renovated to allow retail, office and residential uses. The exact distribution of uses has not yet been determined, as the market demand for the space is unclear at this time. The goal is to renovate the building while preserving the essential character and qualities that make the building so attractive, such as the red brick exteriors, the large, multi-paned windows, the exposed wood floor joists and roof trusses including the pop up clearstory windows, and the interior columns and brick walls. As discussed with Building 2, one consideration here is to remove portions of the brick below the first floor windows on the south and north side of building down to the plaza level to facilitate inside/outside movement for possible café or restaurant tenants.

Building 6B: This one-story building will be renovated for retail and/or office use. The plan would be to remove the red clad metal addition along the north side of the building, re-establishing the historic width of the alleyway and to add a 1/3 mezzanine level floor inside with shed dormers on both the north and south sides of the roof. In addition, a vertical core of Building 6, which currently juts out into the alley, will provide new entry access and vertical circulation solutions.

Building 12: Building 12's current location has a number of significant challenges going forward because the new "connector road" connecting Fore Street with the Thames Street extension will rise 6 to 8 1/2 feet above the base of Building 12, essentially putting it below grade on the first floor. In addition, this building which is well removed from the rest of the historic core, would potentially be lost at a low elevation within a larger development block (Block #1). We are proposing to stabilize the building so it can be lifted and relocated to another location within Block 1, on a new stable foundation adjacent to the extension of Thames Street on the western edge of the 50' public access easement, which enhances Building 12's proximity to the Portland Company's Historic Core, while still providing some separation from the core buildings. With the building stabilized and relocated, the goal would be to renovate it while preserving the essential character and qualities that make it so attractive, such as the red brick exteriors, the double-hung punched window openings, and the gable end walls and roofline. Dormers may also be a consideration for the future to further

enhance the use of the upper floors. Moving Building 12 was proposed to the Historic Preservation Board in June and August 2016. During the August meeting, a majority of the Historic Preservation Board offered their initial support for the relocation of Building 12 as depicted on the submitted plans for this project.

New buildings are proposed on Block 1 north and west of where Building 12 will be located. Because of the existing grading on that portion of the site, we are proposing building one level of parking under the portion of Block 1 that is north of the proposed location for Building 12. New buildings for offices, residential, or other commercial uses are planned to be built on top of this one level parking deck in accordance with the approved height limitations.

Alley Between Buildings 2/3 and Buildings 24/14/15/16: The goal is to create a lively urban space that creates a strong connection between Building 2 and the others along Fore Street (Buildings 14-16). We envision this space will be accessible to the public from the west end, and that it may turn into a retail corridor for small crafts shops, coffee shops, artist studios, etc.

Buildings 24/14/15/16: The multiple floors of Buildings 24, 14, 15, and 16 will be rebuilt to allow for retail and residential uses. Buildings 14/15 are badly damaged and will likely have to be rebuilt in their entirety. New buildings are being considered on top of the Buildings 14/15/16 footprint, respecting the existing historical alley and building footprints. These buildings will face Fore Street and will follow the approved height limitations. The 50' wide view corridor at the end of Kellogg Street will be maintained as per the approved height limitation guidelines.

Public Access Easement / Public Plaza: In addition to achieving the critically important goals of Historic Preservation on the former Portland Company site, the project strikes a balance with the principles of the Eastern Waterfront Master Plan that focus more broadly on public benefit, including physical and visual public access to the waterfront, enhancement of trail access and increased public use of the waterfront through public access and green space development. The restoration of the original John Poor, Building 2 façade, (c. 1847) the oldest and most architecturally significant building of the former Portland Company, creates a truly iconic focal point for the Historic Core of the site. The removal of Building 1 allows for a public plaza creating pedestrian access across the site from Fore Street to the waterfront. A hardscaped plaza, immediately in front of the western façade of Building 2, would result in the nearly aligned exposures of Building 24, the narrow back alley, Building 2's facade, the larger waterside alley, and then Building 6. This plaza, with its Fore Street termination located strategically at a bend or funneling point on Fore Street, will channel the public into the heart of the complex and will showcase the linear alignment of the Portland Company buildings and alleys. The 58 Fore Street design team believes that this is the most appropriate way to provide the narrative, telling the story of the former Portland Company, through visual connection with the facades of three historic buildings and the two alleys viewed from a beautifully designed public space.

4.7 EFFICIENT LAND USE CONSIDERING TOPOGRAPHY AND SIGNIFICANT NATURAL FEATURES §14-524(A)(3)(C)(III)(G)

Consideration has been given with regard to topography and significant natural features of the Project Site including waterways, wetlands, floodplains, and wildlife. The Project Site is a historically developed site and there are no sensitive wildlife habitats or animals associated with this site. Portland Harbor directly abuts the Project Site and the project has been designed to continue to use this resources as it has been historically used for a marina and yacht support services and public access to the waterfront. The Project Site is also partially within and adjacent to a FEMA flood zone (A2 and V2, respectively). The only portion of the project that will be within either of these zones is the marina building and dock space, which are water dependent uses. The buildings at the waterfront are set back from the EWPZ more than required, providing a sizeable open zone along the harbor.

Existing topography is shown on the Drawings attached to Section 3 of this Report. Proposed topography will be finalized as part of future Site Plan Submissions, but existing drainage patterns will be largely maintained. There are currently three stormwater outfall discharges on the Project Site. Stormwater runoff from the development will be

collected or directed to discrete stormwater treatment systems located throughout the Project Site prior to ultimately discharging to the ocean. A more detailed discussion of the proposed stormwater management plan is provided in Section 12 of this Report. No stormwater runoff from the Project Site is proposed to enter the City's combined sewer system in the future buildout condition.

4.8 EFFICIENT LAND USE DEMONSTRATING COORDINATION OF SITE DEVELOPMENT AND SURROUNDING CONTEXT §14-524(A)(3)(C)(III)(H)

The proposed 58 Fore Street redevelopment project seeks to maximize an efficient use of land while ensuring that the pieces are integrated with each other and the surrounding area in an economically viable development scheme. The land uses proposed are consistent with what the site is currently being used for and the adjacent neighborhood (commercial, residential, retail, office, restaurant, marina).

The redevelopment effort utilizes an integrated design approach with regard to space and connections that are considerate of and responsive to the site's context and will support the year round use of the neighborhood. The seven development blocks were conceptualized to complement the existing landscape while allowing for flexibility and a mix of uses. The neighborhood was designed to be pedestrian oriented and easily accessible by cars, bikes, service and emergency vehicles, as well as the narrow-gauge train.

The architecture for the site specifically builds upon the Portland Company's origins, designated view corridors which help connect the development to the waterfront, the extension of Thames Street which allows for a vibrant retail district, the designated historic district and Portland's waterfront which will also be home to a redeveloped 13-acre marina.

Throughout the site, landscaped courts and hard scape plazas provide active gathering spaces for residents, visitors, retail and yearly celebrations to occur as the Eastern Promenade trail is integrated into this system. A variety of public access is encouraged throughout the site. On the hill side, housing and planted courtyards step down the hill providing residents active and passive landscaped courts and mews to soften and enliven the architecture and to provide a lush ground plane which serves to maximize the view corridors.

A detailed discussion of the how utilities have been considered for the site development and surrounding context is included in **Section 14** of this Report.

4.9 LINKED AND COORDINATED WITH SURROUNDING LAND USES, INFRASTRUCTURE AND OFF-SITE PUBLIC FACILITIES §14-524(A)(3)(C)(III)(I)

The purpose of the proposed project is to create a safe mixed-use development intended to encourage increased year-round use by the greater community, as described throughout this Report. The proposed developed is expected to have minimal impact on the City's public school system and will revitalize the former Portland Company Complex to create opportunities to benefit the local economy and add much-needed housing to improve the quality of life for Portland residents. The project has been designed to complement the adjacent land uses, providing residential condominiums and apartments abutting to the existing residential neighborhoods to the north and east, while blending into a variety of mixed uses on the south and west sides of the project, in line with the vision of the Eastern Waterfront Master Plan. The project interfaces with existing Fore Street, the City's proposed Thames Street extension, and a future proposed City roadway between Thames Street extension and Fore Street in a manner that distributes the project's use of infrastructure. The design focuses on utilizing new infrastructure installed in the Thames corridor, which was intended to serve and facilitate redevelopment along the waterfront, and sized appropriately to accommodate redevelopment of the eastern waterfront.

4.10 DESIGNED WITH STREET SIZING AND INFRASTRUCTURE TO ACCOMMODATE SERVICE DEMAND §14-524(A)(3)(C)(III)(J)

The proposed development has been designed with consideration of the existing street systems, as demonstrated by the Traffic Analysis Report attached to Section 13. The proposed development has also been designed with consideration of utility service needs for the site, as described in Section 14. The existing infrastructure systems have sufficient capacity to accommodate the overall service demands of the proposed development.

4.11 DESIGNED TO CREATE A STREET GRID PATTERN REFLECTING CITY BLOCKS OF THE NEIGHBORHOOD §14-524(A)(3)(C)(III)(K)

The design team gave full consideration for how to set up the larger site for urban block renewal by creating a block network of streets, existing alleyways for all modes of transportation including vehicular, pedestrian and bike. This grid network allows human interaction and connection to the broader site and provides for a block plan promoting both the rehabilitation of the existing historic structures, but also new ground up development. A proposed concept of the site's plan by block showcasing the 6 potential blocks is included with the design drawings (the seventh block being the Marina). Note: the historic core is virtually all contained within Block 2.

The existing view corridors on Kellogg, Waterville, St Lawrence and Atlantic Street have helped connect this new development on Portland's waterfront with the street grid from the historic Munjoy Hill neighborhood. To further connect to this important neighborhood, the buildings along Fore Street are two and three story structures in a town house configuration which provide entries directly to units on Fore Street. The architecture of these buildings emulates the scale and massing of the Munjoy Hill neighborhood. The eastern portions of the site are proposed as residential to reflect and support the character of adjacent, existing residential uses. The uses transition to more commercial and public spaces moving west throughout the site which are more consistent with the existing uses and create a natural and consistent transition with that section of the City. The shared use project roadway serves as a vehicular and pedestrian entry into the core of the site with an alignment that acts as a natural extension of Thames Street. The City's initiative to extend Thames Street and provide a future connection between the end of Thames Street and Fore Street, defining the western edge of the development, is consistent with the City Block pattern envisioned in the Eastern Waterfront Master Plan.

4.12 DESIGNED TO CREATE COHESIVE IDENTITY THROUGH BUILDING SCALE, MASSING, ARTICULATION §14-524(A)(3)(C)(III)(L)

The proposed development builds off the strength of the historic Portland Company's early 19th century industrial brick buildings. The overall expression of the site, the landscape and the architecture, is to build on the scale and character of the neighborhood and adjacent Old Port while infusing it with a contemporary language. In accordance with the height overlay study associated with the Project Site, building massing and scale accommodates the change in topography of the land and provides a transition to the adjacent neighborhood with scale along Fore Street's existing grade consistent with the Munjoy Hill neighborhood. Internal to the site, building massing is broken up by numerous public plazas and a highlighted historic core that articulates both older design features and new architectural styles. Building articulation will be incorporated into the architecture to provide a distinct separation of building form and context.

4.13 INCLUSIVE OF PROVISIONS FOR OWNERSHIP AND MAINTENANCE OF USABLE OPEN SPACE WHERE APPROPRIATE §14-524(A)(3)(C)(III)(M)

Throughout the site, landscaped courtyards and hard scape plazas provide active gathering spaces for residents, visitors, retail and yearly celebrations to occur as the Eastern Promenade is integrated into this system. The developer anticipates going through the Subdivision process in the future where further definition of open space ownership with responsibilities for maintenance and cost will be defined and discussed.