

# CITY OF PORTLAND, MAINE

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## PLANNING BOARD

Elizabeth Boepple, Chair  
Sean Dundon, Vice Chair  
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David Eaton  
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December 22, 2016

CPB2, LLC  
c/o Jim Brady  
PO Box 7987  
Portland, Maine 04112

David Senus, PE  
Woodard & Curran  
41 Hutchins Drive  
Portland, ME 04102

Project Name: 58 Fore Street Master Development Plan Application  
Project ID: 2016-224  
Address: 58 Fore Street CBL: 018 A001, 018 A002, 018 A003  
Applicant: CPB2, LLC  
Planner: Christine Grimando

Dear Mr. Brady:

On December 20, 2016, the Planning Board considered the final Master Development Plan application for a mixed-use development on approximately 10 acres at 58 Fore Street, Portland. The Planning Board reviewed the proposals for conformance with the master development plan regulations of the City's Land Use Code and voted to approve the application with the following motions and conditions as presented below.

### **A. WAIVERS**

The Planning Board voted (6-0, Whited recused) to waive the Technical Manual standard Section 14.3.7, *Flooding*, for future site plan applications, due to direct discharge into the ocean, a great pond, or major river segment (Technical Manual 4.E.(2), waiver criteria).

### **B. MASTER DEVELOPMENT PLAN REVIEW**

On the basis of the application, plans, reports and other information submitted by the applicant; findings and recommendations contained in the Planning Board Report for the public hearing on December 20, 2016, for application 2016-033, relevant to the master development plan regulations; and the testimony presented at the Planning Board hearing, the Planning Board voted (6-0, Whited recused) that it finds that the plan is in conformance with the master development plan standards of the land use code, subject to the following conditions of approval:

- a. The design review contained in Attachment 1 shall serve as design guidance for this approval, and all future Site Plan submissions shall be responsive to the Areas of Focus and *Design Parameters* outlined in that December 15, 2016 document.
- b. Consistent with the December 7, 2016 finding and recommendation of the Historic Preservation Board (Attachment 2), the applicant shall provide revised plans reflecting the change to the Fore Street townhouses identified as needing to be removed from the Master Development Plan in order

to have the plan be consistent with Portland's Historic Preservation Ordinance. Future design proposals or substantive changes to the Master Development Plan may be considered for additional review provided they can demonstrate consistency with the Historic Preservation Ordinance and that they do not materially diminish the visibility and integrity of the historic district.

- c. The final revised Master Development Plan plan set shall label the street extension from Thames Street Extension to Fore Street as *Potential Fore Street Connector*, and strike the current label of *Connector Street (By City)*.
- d. The final revised Master Development Plan plan set shall clearly label current property lines, and indicate any areas of encroachment on abutting property lines.
- e. All documentation of Right, Title and Interest on property pending acquisition shall be included with application materials prior to any review of Level III Site Plan and/or Subdivision plan applications.
- f. Prior to review of any Level III Site Plan and/or Subdivision Plan applications, the terms of the December 5, 2016 Purchase and Sale Agreement for the Thames Street Extension, particularly with regard to section 10, *City Conditional Commitment to Construct Thames Street Extension*, shall be met.
- g. The applicant shall pursue a phased Traffic Movement Permit, the approval of which is required for any qualifying Level III Site Plan and/or Subdivision Plan application.
- h. The applicant shall coordinate with City regarding the design of the public access easement area and its transition to and integration with the adjacent City-owned waterfront parcel, to assure a well-designed public space that enhances the public access to and the enjoyment of the waterfront.
- i. Transportation review of Level III Site Plan applications to implement phases of this Master Development Plan will follow guidance provided in this document regarding specific focus areas.
- j. As part of future Site Plan approvals for the site, the applicant shall do one or a combination of the following to insure the input of wastewater into the City's system from the 58 Fore Street site is offset or mitigated to avoid additional contribution to combined sewer overflows (CSO's) at the India Street CSO:
  - Collect and store wastewater onsite, and regulate discharge to the City's combined sewer system during active wet-weather CSO conditions.
  - Perform offsite mitigation of stormwater input into the City's combined sewer system in proportion to the estimated amount of wastewater generated for that phase.
  - Make a financial contribution to a City project within the India Street CSO collection area that mitigates stormwater input into the City's combined sewer system in proportion to the estimated amount of wastewater generated for that phase.

Final wastewater impact mitigation strategies shall be approved by the City of Portland's Department of Public Works.

The approval is based on the submitted plans/documents and the findings related to master development plan review standards as contained in Planning Report for application #2016-224 which is attached.

## STANDARD CONDITIONS OF APPROVAL & REQUIREMENTS

Please note the following standard conditions of approval and requirements for all approved master development plans:

1. **Separate Level III Subdivision/Site Plan Approvals Required** This approval establishes the general parameters to be adhered to for the development, including the supporting documentation for floor area ratio and/or residential density, general types of uses, building coverage, generalized open space plans and infrastructure systems. This master development plan approval shall not be construed as final authorization of the development. Approval shall confer pending proceeding status upon the development with the effect of maintaining the applicability of regulations in effect at the time of approval for as long as the master development plan approval remains valid, including permissible extensions if granted. Separate Level III subdivision and site plan approvals are required. Level III subdivision and site plans for each phase shall be in general conformance with the master development plan.
2. **Master Development Plan Amendments** A minor amendment to a master development Plan shall be defined as a change which is generally consistent with the approved master development plan layout of buildings, circulation infrastructure, and open spaces, and:
  - i. Does not propose any new general type of use beyond those approved initially;
  - ii. Does not increase the building ground coverage, floor area ratio or residential density of the Master Development Plan;
  - iii. Does not decrease any specified area regulations or enumerated parking ratios; and
  - iv. Does not substantially change access, circulation, or infrastructure on or adjacent to the site.

The Planning Authority shall be authorized to approve such minor amendments to a master development plan upon written application and explanation of the change(s) by the owner (or its agent) of the property. No further public hearings shall be required.

3. **Master Development Plan Expiration** An approved master development plan shall expire six (6) years from the date of approval unless, prior to the expiration of the master development plan, a written request for an extension is submitted to the Planning Authority. Only two (2) such extensions may be granted by the Planning Authority, and each such extension shall be limited to two (2) years from the date of expiration of the master development plan. The Planning Authority may grant an extension provided there have not been substantial changes to the underlying zoning or site plan standards since the date of the master development plan approval that would have a substantial impact on the approval. The Planning Authority may condition the extension on an amendment of the master development plan to comply with such applicable ordinance or site plan standard changes per *Section 14-532(d)* of the city's land use ordinance. Approved major or minor amendments to a master development plan do not alter the expiration date for the master development plan.

If there are any questions, please contact Christine Grimando at 874-8608 or at [cdg@portlandmaine.gov](mailto:cdg@portlandmaine.gov).

Sincerely,



Elizabeth Boepple, Chair  
Portland Planning Board

**Attachments:**

1. Design Review (12-15-2016)
2. HPB Findings (12-14-2016)
3. Planning Board Report (12-16-2016)

**Electronic Distribution:**

cc: Jeff Levine, AICP, Director of Planning and Urban Development  
Stuart G. O'Brien, City Planning Director  
Barbara Barhydt, Development Review Services Manager  
Christine Grimando, Senior Planner  
Philip DiPiero, Development Review Coordinator, Planning  
Mike Russell, Director of Permitting and Inspections  
Ann Machado, Zoning Administrator, Inspections Division  
Jonathan Rioux, Inspections Division Deputy Director  
Jeanie Bourke, Plan Reviewer/CEO, Inspections Division  
Chris Branch, Director of Public Works  
Katherine Earley, Engineering Services Manager, Public Works  
Bill Clark, Project Engineer, Public Works  
Doug Roncarati, Stormwater Coordinator, Public Works  
Greg Vining, Associate Engineer, Public Works  
Michelle Sweeney, Associate Engineer, Public Works  
John Low, Associate Engineer, Public Works  
Rhonda Zazzara, Field Inspection Coordinator, Public Works  
Jeff Tarling, City Arborist, Public Works  
Jeremiah Bartlett, Public Works  
Keith Gautreau, Fire Department  
Victoria Morales, Corporation Counsel  
Thomas Errico, P.E., TY Lin Associates  
Lauren Swett, P.E., Woodard and Curran  
Rick Blackburn, Assessor's Department  
Approval Letter File

# CITY OF PORTLAND, MAINE

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## HISTORIC PRESERVATION BOARD

Scott Benson, Chair  
Bruce Wood, Vice Chair  
Ted Oldham  
Penny Pollard  
Julia Sheridan  
John Turk

**TO:** Chair Boepple and Members of the Planning Board  
**FROM:** Scott Benson, Chair, Historic Preservation Board  
Deborah Andrews, Historic Preservation Program Manager  
**DATE:** December 14, 2016  
**SUBJECT:** Historic Preservation Board Finding and Recommendation re:  
a) Conformance of 58 Fore Street Master Development Plan with Review Standards of Historic Preservation Ordinance  
b) Amendment of Portland Company Historic District Boundaries

### I. Introduction

On December 7, the Historic Preservation Board held a public hearing on CPB2's proposed Master Development Plan for its property at 58 Fore Street, within which is located the Portland Company Historic District. Although master development plans are addressed in the site plan ordinance and formal review authority rests with the Planning Board, the Historic Preservation Board's role in the review of the 58 Fore Street Master Plan was two-fold:

First, the Historic Preservation Board was charged with making a finding as to whether the scope and nature of development proposed in the master development plan--in particular proposed alterations, additions and new construction within or abutting the Portland Company Historic District--is in conformance with the review standards of the historic preservation ordinance.

Second, the Historic Preservation Board was charged with making a recommendation to the Planning Board regarding amending the boundaries of the Portland Company Historic District, as proposed by CPB2. Amending the district boundaries would make it possible to relocate Building 12 to another location on the property, just outside the current district boundary. As the relocation of Building 12 is an integral part of the proposed master development plan, the question of amending the historic district is to be taken up in conjunction with the master development plan review. The process for amending historic district boundaries is the same as for district designations. That is, the Historic Preservation Board makes a recommendation on the boundary change to the Planning Board. The Planning Board, in turn, makes a recommendation to the Council, which has final authority to amend the district.

### II. Background – Outstanding Issue Identified at November 16 Workshop

As Planning Board members will recall, the one aspect of the master development plan that raised significant concerns at the HP Board's November workshop was the proposal for

townhouses to be constructed along Fore Street, some of which were proposed to be built on top of contributing historic structures within the Fore Street alleyway. These concerns centered on the impact of the townhouses on the current view of the Portland Company complex from Fore Street and on the existing scale and historic character of development in the alleyway below.

During discussion, Historic Preservation Board members noted that the Portland's Company's location below the grade of Fore Street has historically allowed for views of the complex below. From Fore Street, one can appreciate the retainage required to create the site, the linear alignment of buildings required by the manufacturing process, the industrial nature of the complex, as well as the architectural character and scale of the individual historic structures within view. With the introduction of connected townhouses as shown in the proposed plans, this view of the complex would be virtually eliminated. (Board members did not find the provision of one 50' view corridor within the proposed townhouse row to be adequate in preserving this key view of the complex.).

Board members also expressed concern about the effect of the proposed townhouse construction on the historic scale and character of the alleyway adjacent to Fore Street. As viewed from the alley, plans called for a one-story rooftop addition adjacent to the vault tower (Building 24), new 5-story townhouses built on a portion of the footprint of Building 14 and the footprint of Building 15 (existing structures are 2 stories), and a 3-story addition built on top of Building 16 (the 2-story brass foundry). Immediately abutting the end wall of Building 16 and projecting further into the alleyway were proposed to be additional 5-story townhouses. In the Board's view, the fundamental change in scale, the absence of any building setback to distinguish the historic scale of development from the new and the total obstruction of the Fore Street retaining wall were found to fundamentally alter the historic character of the alleyway. Standards #1, 2 and 9 of the historic preservation ordinance's Standards for Review of Alterations were found applicable to this finding.

Based on drawings presented at the workshop, it was the consensus of Historic Preservation Board members that the townhouse construction along Fore Street (specifically, the townhouses proposed along the length of the existing alleyway development, up to and including Building 16) failed to meet the historic preservation ordinance standards as the construction would materially diminish both the visibility and integrity of the historic district. In summarizing the Board's discussion, Chair Benson indicated that an alternative solution for this area of the historic district would be necessary in order for the Board to forward a positive finding on the master plan's conformance with historic preservation review standards. In addition to this threshold concern, Historic Preservation Board members identified a number of other general issues and/or observations based on the elevations and renderings provided. Recognizing the preliminary nature of a master development plan and the fact that the drawings provided may be subject to change, these issues and observations were identified for the purpose of establishing a record to inform current or future applicants and Historic Preservation Board members when applications for Certificates of Appropriateness are reviewed in the future. *These observations and concerns were reiterated at the 12/7 public hearing and are listed in the following section of this report.*

### **III. December 7 Public Hearing – Potential Revisions Presented for Consideration, Board Response**

On December 7th, representatives of CPB2 presented two alternative design proposals for the Fore Street townhouse component of the master plan in hopes that one or both of the options would resolve the Historic Preservation Board's concerns about the impact of the Fore Street townhouses. While Board members noted that each option included measures that improved upon the previous proposal (for example, a building setback was provided to distinguish the historic scale of development along the alleyway from the new), neither proposal adequately resolved the concerns expressed at the November workshop. Ultimately, the Historic Preservation Board concluded that the extent and scale of proposed building additions and new construction along Fore Street--specifically, the portion of the Fore Street wall extending from the tower (Building 24) in easterly direction up to and including Building 16-- unduly diminished both the visibility and the historic integrity of the Portland Company Historic District.

In order to find that the proposed master development plan for 38 Fore Street is in general conformance with the review standards of the historic preservation ordinance, the Board stipulated that the building additions and new construction highlighted in ATTACHMENTS 1 and 2 be removed from the overall development program. Additionally, the Board stipulated that a separation (width to be determined) between the east end wall of Building 16 and the new townhouses east of Building 16 be provided to define the limits of the original complex and provide a view of the Fore Street wall. Note that the Board's decision does not preclude the proposed construction of a one-story rooftop addition adjacent to Building 24's vault tower or the proposed construction of 5-story townhouses east of Building 16 within the boundaries of the historic district.

### **IV. General Input for Future Reviews**

In addition to this threshold issue, the Historic Preservation Board reiterated at the 12/7 public hearing a number of general concerns and/or observations that were first identified at the workshop. They were highlighted to provide early input to the developers and consultant team and to communicate that some level of design modification will likely be required when projects are reviewed for a Certificate of Appropriateness.

- Given the limited number of historic buildings that remain to convey the history, visual character and significance of the Portland Company, care should be taken that any additions or infill construction not overwhelm, distract from or visually compete with the historic structures. While it is understood that building additions and added architectural elements may be necessary or desirable as part of the buildings' conversion to new uses, the number of proposed additions and the scale/architectural prominence of some of the additions as rendered in the master plan drawings require further consideration to ensure that the historic character of the remaining buildings is not diminished. In short, additions should be recessive and architecturally compatible with the subject structure, so that the historic form and architectural character of each contributing structure remains prominent.

Specific examples of additions identified as warranting modification include the continuous dormer proposed for Building 2, the proposed stair/elevator core addition to Building 6/6A and the rooftop addition adjacent to Building 24 (the vault tower). The proposed dormers on Building 2 will likely need to be pulled back from the edge of the roof and from the wall plane below so as to be more proportionate to the historic building. The stair/elevator core addition to Building 6/6A will likely need to be reduced in size or footprint so as not to dominate the historic building. The rooftop addition next to the vault will need to be set back from the existing building's wall plane and modified in design to ensure that the vault remains visually prominent.

- The historic structures within the district were built over time in response to changing needs or growth of the company. While the buildings share a common material palette, architecturally there are distinctions from one building to another, reflecting their period of construction and/or particular use. As such, care should be taken to avoid using the same design for added features (e.g. new entrance canopies) for every building.
- The east elevation of the proposed office building on Parcel 1 will face the entrance courtyard and will be surrounded by historic Portland Company structures. Given this close visual relationship, this elevation of the building should take visual cues from the historic structures around it so as to be generally compatible. Also, the point of connection between Building 12 and the new office building it adjoins should be given careful consideration.
- The Portland Company's pedestrian bridges were identified as important character-defining features of the complex. At least one bridge should be maintained over each alley.
- Given the location and alignment of the new building on Parcel 3, the building will have an important visual relationship to the historic structures directly across the access road. A contextual architectural treatment—one that reinforces the Portland Company's industrial design vocabulary—is encouraged. Also, consideration should be given to shifting this building toward the east to open up the view of the historic district from the water.
- It is important that any future rehabilitation/redevelopment within the Portland Company Historic District include provisions for "telling the story" of the Portland Company, including the history of the company, what it produced and its significance at the local, state and national level. Interpretation should not be left to chance.
- Given the industrial history of the property, the generally spare approach shown for the site treatment within the historic district is appropriate. Trees and other landscaping within the historic core should be limited so as to reinforce the industrial character.



## V. Formal Finding and Recommendation of the Historic Preservation Board

Following a public hearing and final deliberations, the Historic Preservation Board voted on **two motions** as follows:

- 1) The Board voted 6-0 (Sheridan recused) that on the basis of plans, elevations and renderings of proposed development included in the Master Development Plan for 58 Fore Street and information included in the staff report for the December 7, 2016 public hearing, the Board finds that the proposed Master Development Plan for 58 Fore Street, specifically that portion of proposed development located within the boundary of the Portland Company Historic District, is in conformance with Portland's Historic Preservation Ordinance standards **subject to the removal of the proposed rooftop addition above Building 16, the reduction in scale of proposed infill construction on the footprint of Buildings 14 and 15 to a height not to exceed existing building heights, and the provision of an offset separating Building 16 and new townhouses to the east.** (See ATTACHMENTS 1 AND 2.)

Additionally, the Board finds that the proposed development adjacent to or within one hundred feet of the Portland Company Historic District will be developed so as to be generally compatible with the major character defining elements of the landmark or portion of the district in the immediate vicinity of the proposed development.

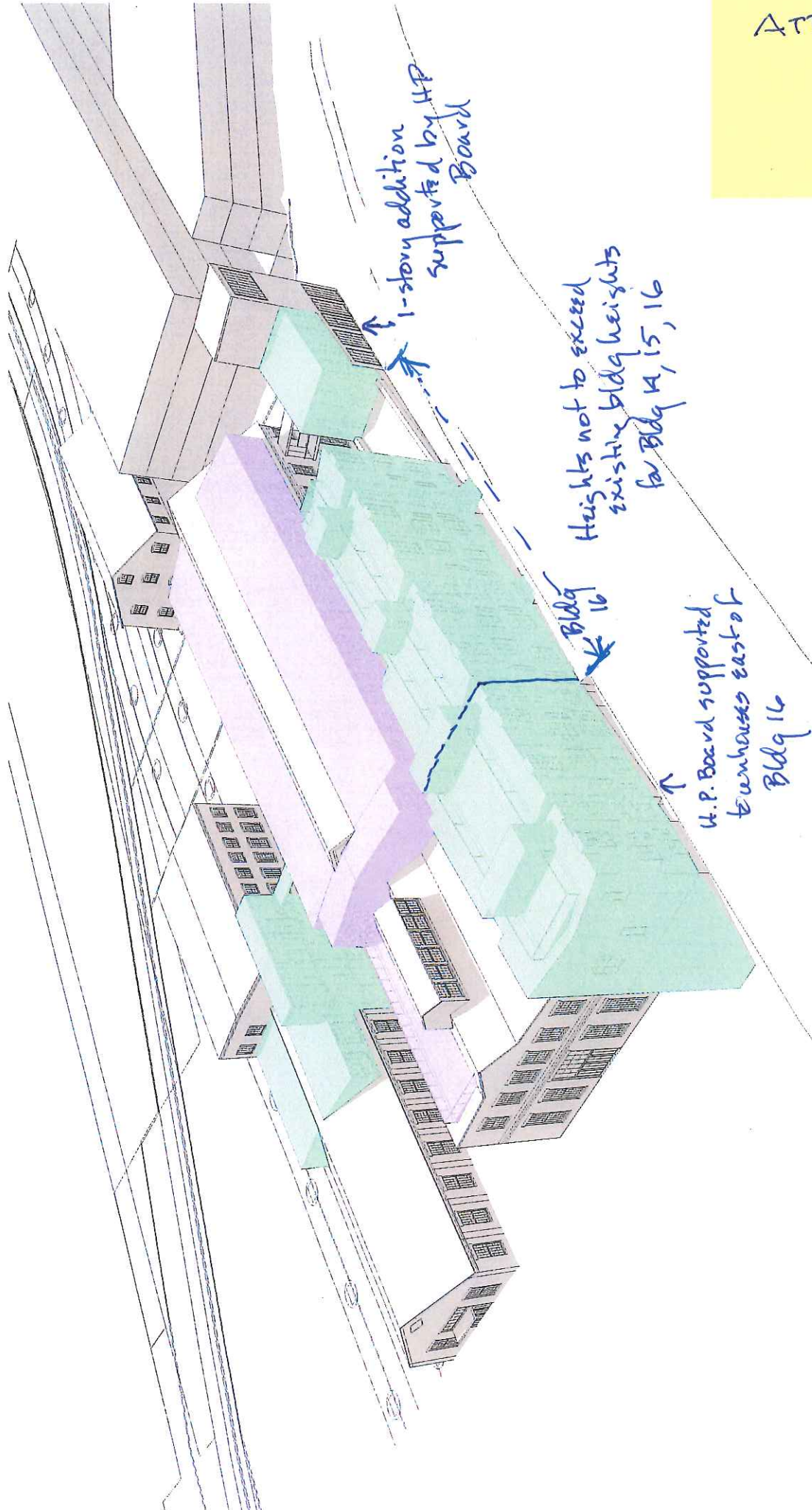
These findings do not preclude the Historic Preservation Board's authority as part of future reviews of Certificate(s) of Appropriateness to require reasonable adjustments in scale, massing or design of proposed additions, alterations or new construction to comply with ordinance requirements, as identified in the 12/7/16 staff report and as amended during Board discussion.

- 2) The Historic Preservation Board voted 5-0 (Sheridan recused, Oldham opposed) to recommend to the Planning Board and City Council that the boundaries of the Portland Company Historic district be amended as shown and described in Bernstein Shur's letter of November 10, 2016. (See ATTACHMENT 3.) This recommendation is based on the Board's finding that amending the boundaries of the Portland Company Historic District is necessary to fulfill a key objective of the Master Development Plan, that being the relocation of Building #12 to a position abutting the western edge of the 50' public access easement on site. Additionally, the Board finds that the district boundary amendment will create a single contiguous historic district and allow for the relocation of Building 12 to a position where it will continue to have a visual relationship with the other remaining Portland Company historic structures.

## **ATTACHMENTS**

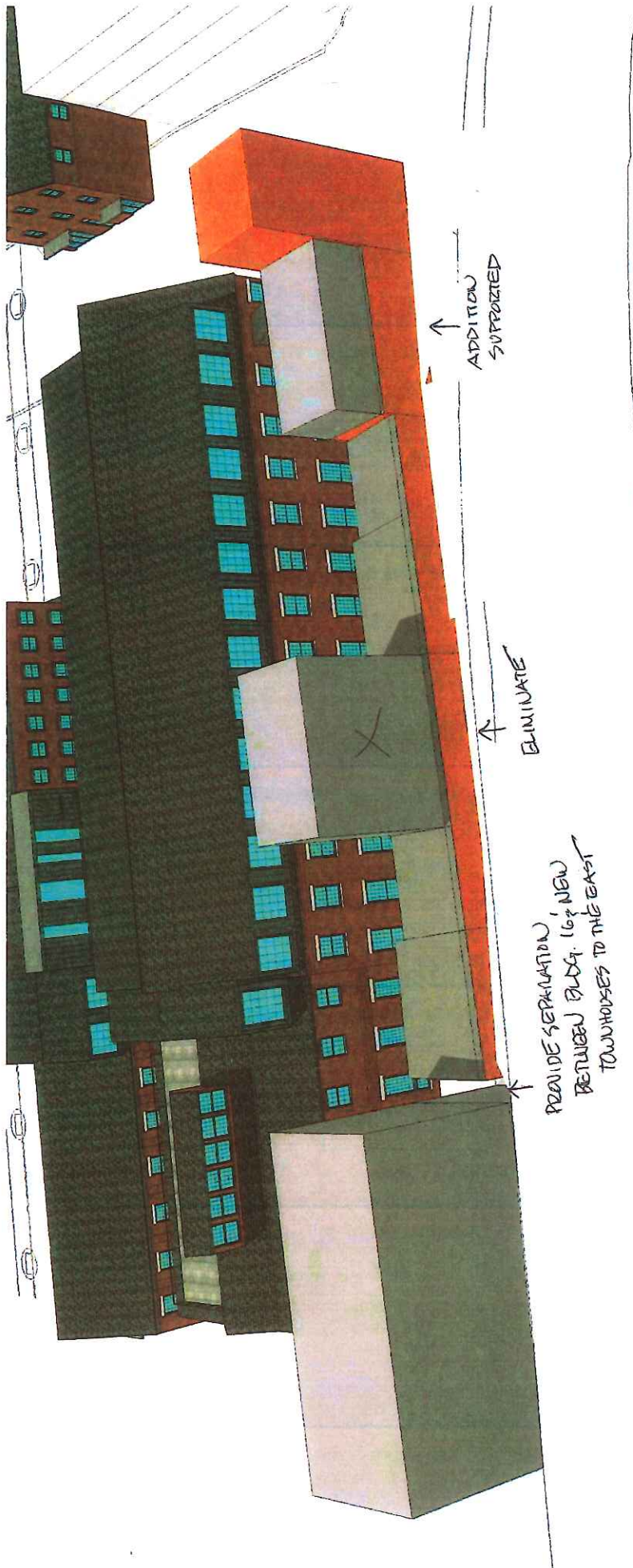
1. Marked-up axonometric view from 9/12/16 Master Development Plan showing additions and proposed infill construction required to be removed to satisfy historic preservation ordinance standards.
2. Marked up 12/2/16 axonometric view showing same.
3. 11/10/16 letter (with attached map) from Mary Costigan of Bernstein Shur requesting boundary amendment to Portland Company Historic District

# DEVELOPMENT BLOCK 2: HISTORIC CORE



ATT. 1

PROPOSED REVISION A



Att. 2



Att. 3

Portland, ME 04104-5029

T (207) 774-1200  
F (207) 774-1127

Mary E. Costigan  
(207) 228-7147 direct  
mcostigan@bernsteinshur.com

November 10, 2016

Portland Historic Preservation Board  
City of Portland  
389 Congress Street  
Portland, Maine 04101

**Re: Master Development Plan Review for 58 Fore Street & Proposed Amendment to Portland Company Historic District**

Dear Members of the Historic Preservation Board:

I am writing on behalf of CPB2, LLC, the owners of the ~10-acre property located at 58 Fore Street, which includes the Portland Company Historic District. As you are aware, CPB2 has applied for approval of a Master Development Plan (the "Master Plan"), which contemplates the relocation of Building 12. The purpose of this letter is to set forth the HP Board's process for review of the Master Plan as well as to request an amendment of the Portland Company Historic District, pursuant to section 14-623 of the Land Use Code.

As you are aware, the City's Site Plan ordinance sets forth the following standard of review for master development plans:

14-524(a)(3)(c)(iii)(f): Developed so as to be in conformance with Portland's Historic Preservation Ordinance standards for designated landmarks or for properties within designated historic districts or designated historic landscapes, if applicable. When proposed adjacent to or within one hundred (100) feet of designated landmarks, historic districts or historic landscapes, the Master Plan shall be developed so as to be generally compatible with the major character-defining elements of the landmark or portion of the district in the immediate vicinity of the proposed development.

As Deb Andrews will explain further, the HP Board's role is to provide input to the Planning Board for their consideration when making its determination as to whether the Master Plan meets this standard.


Concurrent with this review, we are asking that the HP Board also consider CPB2's request to amend the Portland Company District boundaries to accommodate the anticipated relocation of Building 12. The proposed relocation has been discussed with the HP Board in prior workshops and CPB2 relied on the positive feedback from the HP Board when developing the Master Plan. Pursuant to sections 14-623 and 14-615, CPB2, as the owners of all of the property within the Portland Company Historic District, hereby requests that the District be amended as shown on the attached Exhibit 1. As set forth in section 14-615(a)(3), two members of the HP Board must sponsor this request.

Due to the timing of the request to amend the District prior to relocating Building 12, we propose that the District boundary be amended as shown in yellow on Exhibit 1 and that the orange boundary around the existing location of Building 12 be removed from the District upon the relocation of Building 12. The proposed Building 12 relocation, proposed new boundaries for the Historic District, and the 100-foot review area are depicted on the attached Exhibit 1. CPB2 will apply for a Certificate of Appropriateness at such time when they are prepared to relocate Building 12.

The expected outcome of the HP Board's review is a two-part recommendation to the Planning Board: 1) a recommendation regarding whether the Master Plan meets the review standard set forth above; and 2) a recommendation to amend the Portland Company District boundaries.

We look forward to working with you through this process and as the site is developed in the (hopefully near) future.

Sincerely,

  
Mary E. Costigan

cc: CPB2  
Deb Andrews  
Christine Grimando  
Barbara Barhydt (for distribution to Planning Board for their information)

3a.



SCOTT SIMONS ARCHITECTS  
MICHAEL BOUCHER LANDSCAPE ARCHITECTURE  
WOODARD & CURRAN  
THORNTON TOMASETTI  
THE BULLOCK COMPANY  
MASON ARCHITECTS  
APPLIED TECHNOLOGY MANAGEMENT

# OVERALL SITE MASTER PLAN 58 FORE STREET MASTER PLAN

- LEGEND**
- [Symbol] TRUCK / FREIGHTING RECEIPT/VALE
  - [Symbol] BENCH
  - [Symbol] BRICK BACK
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  - [Symbol] BARREN LIGHT
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  - [Symbol] WATER-SHEDT BALUNTRY
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  - [Symbol] TRAIN TRACKS
  - [Symbol] CONTESTRING HISTORICAL BUILDING
  - [Symbol] PROPOSED BUILDING

PLANT LIST	TERRACE NAME	CROSS REFERENCE
✓	ALSO BERRY	REF 5017
✓	CHERRY BERRY	REF 5018
✓	LYNCH BERRY	REF 5019
✓	CHESTNUT LEAF	REF 5020
✓	GRAND PAVILION	REF 5021
✓	LAUREL STAMEN	REF 5022
✓	AMERICAN WILLOW	REF 5023
✓	WATER WILLOW	REF 5024
✓	SWAMP WILLOW	REF 5025
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✓	WATER WILLOW	REF 5100

Scale: 1" = 50'

DATE: 09/16/2016



## Planning and Urban Development Department Planning Division

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**Subject:** B6 Design Review for Master Development Plan – 58 Fore Street

**Written by:** Caitlin Cameron, Urban Designer

**Date:** Thursday, December 15, 2016

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### Design Review Criteria:

The Master Development Plan and future Site Plan applications are subject to the policies and standards listed below.

- Chapter 14 Site Plan Ordinance - Master Development Plan iii) *Standards of Review*
- Eastern Waterfront Master Plan - Design Guidelines for the Eastern Waterfront
- City of Portland Design Manual – (g) EWPZ Eastern Waterfront Port Zone and B6 Eastern Waterfront Mixed Use Zone

The Master Development Plan Standards of Review include:

- **Developed** in a comprehensive, design-integrated manner, according to an overall master development plan,
- **An efficient use of land** demonstrating full coordination of its own site development and surrounding context including, but not limited to, the land uses and functions contemplated, architecture, open space and pedestrian networks, . . .
- **Designed** as to create a cohesive identity through building scale, massing, and articulation; use of quality exterior materials, architectural detailing at pedestrian scale; consistency of design and materials for streetscape and pedestrian amenities; framing of outdoor open space and linkages; a clear conveyance of the function and significance of various buildings, entrances, and features; . . .

### Staff Review:

Based on the design review dated November 14, 2016, Planning Board workshop discussion, subsequent applicant submittals, and applicable design review criteria, staff finds the application for 58 Fore Street Master Development Plan to meet the applicable criteria. Staff identified three areas of focus as part of the Master Development Plan design review:

- **Internal organization including building placement, orientation, massing, and circulation**  
The site is constrained by a number of factors that lead to many of the layout decisions – the existing historic buildings and district, the public easement, the Eastern Promenade trail, the Narrow Gauge rail line, the topography, and the required view corridors. The new private street proposed through the site (parallel to the water) is in keeping with the Eastern Waterfront Master Plan objectives for internal alleys that relate to or continue the historic Portland Company pattern established through the site. The buildings at the western half of the site are placed to create a continuation of the internal alley system as desired in the Eastern Waterfront Master Plan and historic district review. The interior blocks have a strong orientation to the



water and the internal, private circulation patterns as well as the trail. In most cases, entrances appear to be oriented to the street or internal alleys. The buildings on the western half of the site have façade proportions that are low and long – similar to the longitudinal proportions of the historic industrial complex and working waterfront building typologies. Given these constraints, staff found in its review that the master plan is successful in its building placement, orientation, and massing, and the circulation interior to the site.

- **Project interface at its edges (Fore Street, the trail, the new street)**

The site has several edge conditions requiring different strategies and design approaches. The waterfront and trail are important public experiences of the site, especially the long-view visual approach and “gateway” nature of the project. Fore Street is a small-scale residential street – the MDP approach takes into account the scale, use, and design character of that street. The new street is considered a minor, less-active street. However, proposed buildings facing public streets are placed close to the street and continue a strong street wall. Sidewalk and street wall design detail should be further addressed in Site Plan applications and are listed as a consideration in the design parameters below.

- **Contextuality**

Staff recognizes, as does the *Eastern Waterfront Master Plan*, that the 58 Fore Street site is anomalous in its location, topography, former uses, and past development pattern compared with its surrounding context. The site mediates between the residential Munjoy Hill neighborhood defined by single family, two-family, and triple decker residential buildings, a small, pedestrian-scale street grid, and a “cinque terre” approach (meaning the development pattern follows the topography with Congress Street as the high point “spine” and Fore Street as the low point); the waterfront which currently includes a mix of transportation, industrial, and tourism uses and building typologies; and to the east, the context is the steep slope of the Eastern Promenade and public open space of Fort Allen Park and the Eastern Promenade Trail. Successful design development as presented in future Site Plan applications will provide respectful transitions between these varying contexts with the recognition that there is latitude to define a new and contemporary pattern of development and waterfront facing approach.

The street grid and building pattern of Munjoy Hill terminates at Fore Street and the dramatic slope and change in topography of the MDP site physically sets the rest of the site apart from that Munjoy Hill context. In this case, the proposed building type, massing, and scale on Fore Street is designed to relate to the residential fabric of Munjoy Hill. From the Commercial Street approach at the western side of the site, where Fore Street has sloped down to a lower elevation, the proposed building scale is also low, typically 3 to 4 stories, to relate to the historic Portland Company architecture on-site as well as an acknowledgement of the commercial waterfront building scale and orientation that exists along the waterfront (though that building context is not directly adjacent to the site). The project appropriately places the tallest buildings to the eastern portion of the site where the height is less noticeable due to the steep grade change.

The 58 Fore Street MDP proposes a new vision for contemporary development on the waterfront. Though the forms, scale, and placement of the buildings differ from other sections of the waterfront and from the pattern of development on Munjoy Hill, the site should be considered to have a unique context and latitude when it comes to the architectural approach. The proposed MDP sensitively creates an extension of the residential context on Fore Street. The placement, height, and massing of new structures at the western end of the site respond to the historic core pattern and scale of buildings while also extending the Commercial Street

context into the site. The master plan appropriately places the tallest and most contemporary new structures on the eastern end of the site where the topography creates a separation from the Munjoy Hill context to create a new urban neighborhood.

**Proposed Design Parameters:**

The following design parameters, developed from the *Design Guidelines for the Eastern Waterfront*, are provided as guidance for future Site Plan applications and should be taken into consideration in order to meet the design criteria at a Site Plan level of detail:

- **Appropriate Street Design:** The new internal street shall use design treatments that encourage flexible and shared-use space with the potential for frequent pedestrian crossing and occupation. Design development should treat the street as a shared space with slow vehicle speeds and pedestrian comfort, especially at those points where pedestrians will want to cross to the water's edge. Surface parking spaces should be adequately screened from public view.
- **Sidewalks:** Public sidewalk design shall be coordinated with City staff to ensure a cohesive and attractive public realm.
- **Contextual Design** – The MDP proposal presents a cohesive design approach to building forms, scale, massing, and façade treatment. The approval of this MDP does not indicate an approval of specific design treatments or detail. The design approach is clearly contemporary, which is encouraged. The review of materials, articulation, aesthetic or style will be a part of the Site Plan approval process with an emphasis on appropriateness in response to their context and compatibility with surrounding neighborhoods.
- **Clear conveyance of the function and significance of buildings** – Staff identified three opportunities to improve the legibility of the site in regards to building function and significance. First, the hotel use should be distinguished in character or form from the residential uses. Second, on Fore Street the transition from residential uses to the historic Portland Company buildings and public easement access should reflect in the streetscape experience the change of use, the historic fabric, and public open space components. Third, on the new street extension, the building edges should be designed to differentiate the residential from the office uses which will also provide some variation and visual interest to the less active streetscape.
- **Building Interface with Pedestrian Environment:** Buildings shall engage the street and be designed with consideration for the impact on the pedestrian environment, especially in the case of Fore Street, the new public street, and the trail. Massing, scale, and articulation should create comfortable and active spaces. Specifically, articulation can be used to provide a human scale, break up the length of the building at grade, and mitigate the impact of the building height making the space more comfortable. Articulation on the new street extension facades should also be employed to provide a visually interesting street wall. Comfort in the pedestrian environment should also consider wind and shadow impacts. The design development of garages should meet the guideline in terms of achieving a visually attractive pedestrian environment, with the expectation that the articulation and materials will be compatible with the new and existing buildings.
- **Entrances** – Pedestrian building entrances shall be oriented towards streets whenever possible. Service entrances should be internal to the site with shared infrastructure whenever possible.
- **Public Access Easement Design:** The public easement through the site provides visual and physical connections to and through the site and to the public trail and waterfront. Design of the public easement entrance on Fore Street shall be revised to provide accessibility and increased viewing opportunities in that location, as well as enhanced streetscape treatment for the public to appreciate and experience the historic building complex and the waterfront.

- **Water's Edge:** The MDP successfully meets the B6 design criteria regarding the water's edge. Future coordination will be required to integrate the design of the public and private waterfront properties in a way that is seamless and creates an enhanced public experience of the trail and waterfront access. Consideration shall be given to the pedestrian level facades, buffers, and other design techniques that shall be utilized to transition between the waterfront and the upland development.



## PLANNING BOARD REPORT PORTLAND, MAINE

58 Fore Street  
Master Development Plan  
Project #: 2016-224  
CPB2

Submitted to: Portland Planning Board Public Hearing Date: December 20, 2016 CBLs: 018 A001, 018 A002, 018 A003	Prepared by: Christine Grimando, Senior Planner Date: December 16, 2016
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### I. INTRODUCTION

CPB2 LLC has submitted for review a Master Development Plan (MDP) for the (+/-) 10 acre site at 58 Fore Street known as the Portland Company Complex. The proposed development includes retail, office, residential, hotel, restaurant, function space, a marina, and residential units. The site also contains a linear parcel owned by the Maine Department of Transportation that includes the Maine Rail/Trail corridor and the Eastern Promenade Trail, which will continue to traverse the site. In addition to the approximately 10 acres, the property includes a 13.2 acre submerged land lease, currently containing a marina. There are currently a variety of the uses on the developed site, including storage, office, a marina, event space and the Maine Narrow Gauge Railroad Museum.

The application is being reviewed under the MDP review standards (Section 14-524.a.3.ciii). Development proposals for the site are also subject to review under the B-6 Eastern Waterfront Mixed Use Zone, the Eastern Waterfront Port Zone, the Shoreland Zone, and flood plain standards. The following workshops have taken place to date on this application: October 12<sup>th</sup>, Planning Board and Historic Preservation Board joint workshop, October 18<sup>th</sup>, Planning Board held a site walk that included reconvening in Council Chambers for follow-up public comment and discussion. On November 15<sup>th</sup> the Planning Board held a third workshop which emphasized traffic, site layout and landscaping, stormwater management and infrastructure. The November 22<sup>nd</sup> workshop emphasized design considerations for the site.

A Master Development Plan is a regulatory option, at the discretion at the applicant, for sites with one acre or more in cumulative lot area that's designed as a cohesive and integral development program consisting of multiple buildings and associated site improvements built in phases over an extended timeframe (Sec. 14-522). An approved MDP establishes parameters to be adhered to for the full development, including total residential units, types of uses, lot coverage, open space, stormwater management, infrastructure, traffic, parking, site layout and circulation. It is a regulatory option, at the discretion of the applicant, with the intent of establishing a cohesive program for a site, while allowing the site to be built out over an extended time frame. MDPs may be developed concurrently with site plans and/or subdivisions, or independently. Approval does not constitute an authorization for development, but it does maintain the applicability of regulations in effect at the time of the approval for as long as the MDP approval remains valid (six years, with possible extensions up to a cumulative maximum ten years). Master Development Plan submission requirements are deliberately not as detailed as Site Plan and (when applicable) Subdivision requirements, which will be required before any development on the site can proceed. When reviewing and making the eventual decision of this application under the review standards of Section 14-524.a.3.ciii, Section 14-524.f.iv (*Planning Board Master Development Plan Decisions*) states that the Planning Board shall approve, approve with conditions, or deny a Master Development Plan application based upon the applicable review standards. An approval, including an approval of waivers, establishes the general parameters to be adhered to for the development, including the supporting documentation for floor area ratio and/or residential density, general types of uses, building coverage, generalized open space plans and infrastructure systems.

*A Master Development Plan approval shall not be construed as final authorization of the development. Approval shall confer pending proceeding status upon the development with the effect of maintaining the applicability of regulations in effect at the time of approval for as long as the master Development Plan approval remains valid, including permissible extensions if granted.*

*All Level III site plans for each phase shall be in general conformance with the Master Development Plan.*

This development is being referred to the planning board for compliance with the Master Development Standards standards of the land use code. A total of 352 notices were sent to property owners within 500 feet of the site and a legal ad ran in the *Portland Press Herald* on December 12<sup>th</sup> and December 13<sup>th</sup>.

A Neighborhood Meeting was held on October 4th, 2016 which was attended by approximately 140 people.

**Applicant:** CPB2 LLC, c/o Jim Brady

**Consultants:** David Senus/Mary McCrann, Woodard & Curran; Owen Haskell, Surveyor; Perkins+Will, Architect; Mary Costigan, Bernstein Shur

**II. REQUIRED REVIEWS**

<i>Waiver Requests</i>	<i>Applicable Standards</i>
Flooding Stormwater Standard	Technical Manual, 14.3.7

<i>Review</i>	<i>Applicable Standards</i>
Master Development Plan	14-527.a.3.c

**III. PROJECT DATA**

Existing Zoning	B-6 & Eastern Waterfront Port Zone, w/Shoreland & Floodplain overlays. Historic District on a portion of the site.
Existing Use	Mixed use, including full service marina, parking, warehouses, boat storage, a blacksmith facility and office space.
Proposed Use	Mixed use (including commercial, residential, office, marina)
Proposed Development Program	958,679 sf of mixed residential and commercial uses, 435,200 sf parking (736 spaces), and 638 residential units.
Property Size	+/- 10 acres

	<i>Existing</i>	<i>Proposed</i>	<i>Net Change</i>
Building Footprint	111,822 sf	215,306 sf	103,484
Building Floor Area	167,500 sf	958,679 sf	791,179
Impervious Surface Area	335,000 sf	409,000 sf	74,000
Parking Spaces (on site)	+/-105	736	631
Bicycle Parking Spaces	0	38 racks/78 spaces	78
Estimated Cost of Project	TBD		

**IV. EXISTING CONDITIONS & SITE CONTEXT**

The project is adjacent to Portland Harbor to the southeast and Fore Street to the northwest. The Eastern Promenade is adjacent to the east; bounded by the harbor on the southeast and by Fore Street on the northwest.

The property is contiguous with active waterfront uses to the west, bordered by the Ocean Gateway Terminal, and near the Maine State Pier, both serving deep water dependent large vessels, including cruise ships. To the east is the Eastern Promenade. The neighborhood to the immediate north is residential, with Waterville, St. Lawrence and Atlantic Streets perpendicular to the Fore Street-side boundary of the property, and abutted by Munjoy South apartments. Also to the north but immediately west of this residential area is the India Street neighborhood, which contains residential uses and a diverse mix of commercial uses – Shipyard Brewery, parking garages, the shops of India Street, a Marriot Residence Inn, and the Eastern Cemetery.

The majority of the site is located within the B-6 Eastern Waterfront Mixed Zone. The Eastern Waterfront Port Zone (EWPZ) has a depth of 75 feet, and encompasses approximately 1,000 feet of waterfront frontage. In addition to the two base zones, there are multiple other overlays on the property - a portion of the site is in the Shoreland Zone; a small area is partially in the A2 flood zone; and the B-6 portion of the site is included in the Building Height Overlay & Building Envelopes map. The property is a local historic district (as shown on Attachment P39). The immediately adjacent zones to 58 Fore Street are the R-6 residential zone to the east and north, ROS (Recreation and Open Space) to the east, B-6 to the west, and EWPZ to the west and south. As mentioned above, a portion of the property is a local historic district and is subject to review under Article X, Historic Preservation, in the City’s Land Use Code.

58 Fore Street had been in continuous use since 1846, when it was established as the Portland Company for the manufacture of railroad equipment. An industrial site at its inception, it continued as one well into the 20<sup>th</sup> century, continuing to manufacture steel until 1978. It’s now occupied by multiple tenants and uses, including a marina with associated parking and laydown areas, the Narrow Gauge Railroad, office, and storage. A 50’ wide strip of Maine Department of Transportation (MDOT) land that encompasses both the Maine Narrow Gauge Railway and a public, multi-use trail that is an extension of the Eastern Promenade, maintained by Portland Trails and the City of Portland, bisect the site. Two easements run with the MDOT land.

There are significant grade changes across the site, both north to south towards the waterfront and west to east up Fore Street. Retaining walls mark much of the Fore Street edge of the property. Access is currently through a steep Fore Street drive to the west on the site.

The applicant has performed a Phase I environmental assessment of the site in 2013, and will need to meet the requirements of the Maine DEP Voluntary Response Action Program (VRAP) during redevelopment.

**V. MASTER DEVELOPMENT PLAN PROGRAM**

The application proposes a mixed use center that includes a marina, retail, office, restaurant, and residential space. At +/-10 acres it would constitute a new mixed-use neighborhood for the city. It includes open spaces in the forms of plazas, a public access easement, a waterfront walkway as well as integration of the existing, public mixed-use trail. Buildings include a mixture of repurposed, existing, historic structures and new construction. The application frames the development program into seven blocks, B1-B7. The majority of parking will be enclosed in a common parking pedestal that connects B4, B5, and B6.

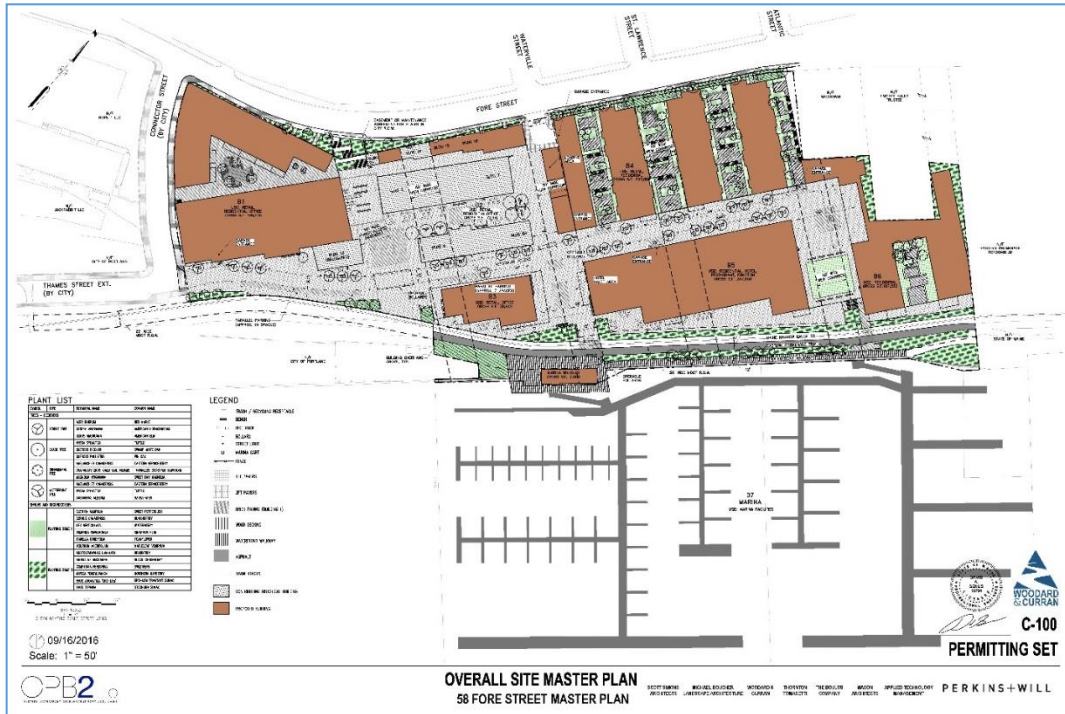


Figure 1, Revised Site Master Plan

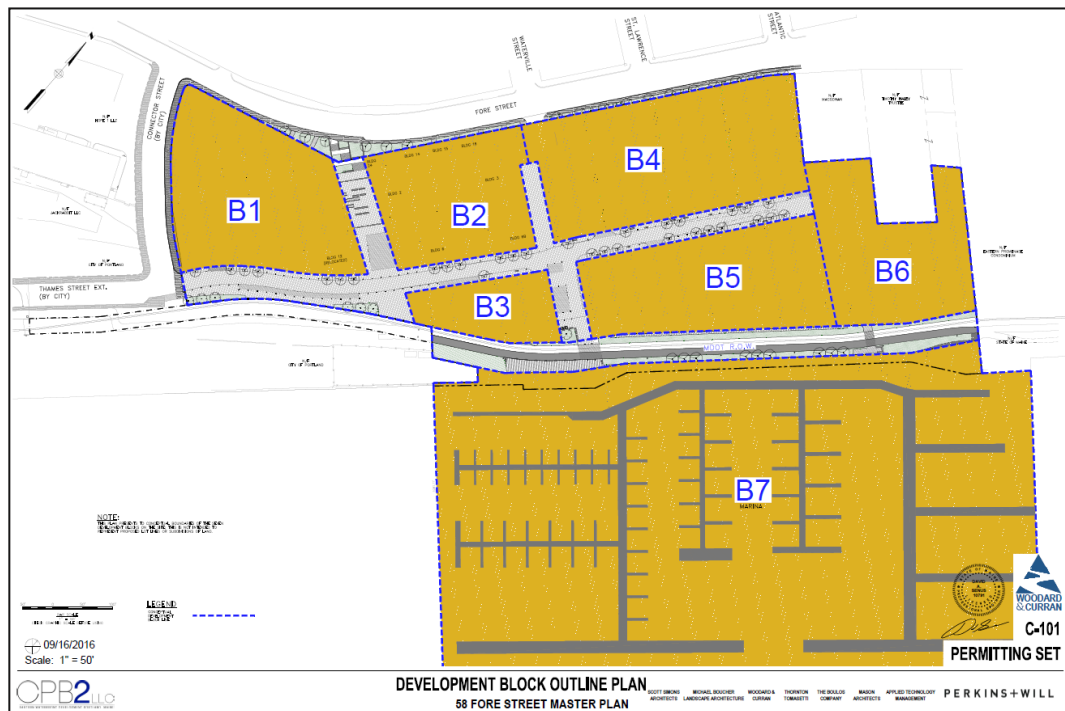


Figure 2, Development Blocks

The development program includes:

- 958,679 sf of mixed residential and commercial uses

- 435,200 sf parking to hold 736 spaces
- 638 residential units
- A marina for 220 slip spaces for seasonal and transient vessels, and a 2,600 sf building for marina facilities.
- Waterfront access that includes the Eastern Promenade Trail as well as a pedestrian walkway that runs for the length of the property. The property connects to the city-owned Amethyst lot, currently being discussed as eventual a newly designed public open space.
- Vehicular access to the site, currently from an access drive from Fore Street, will eventually be from an extension of the public Thames Street to the site, as well as a further extension of the same to Fore Street. A garage entrance to the structured parking is proposed along Fore Street. Pedestrian and bicycle access is from Fore Street, Thames Street extension, as well as via the Eastern Promenade trail.
- The project includes a proposed public access easement that runs from Fore Street to the water, on the southerly boundary of the property. The provision for the easement was made as part of the historic district designation, and final configuration will need to be determined over the course of review.
- The project includes view corridors, in accordance with the B6 Building Height & Building Envelope overlay. The view corridors, which require that no building occur above the grade of Fore Street, are 50 feet wide, and are aligned with Kellogg, Waterville, St. Lawrence, and Atlantic Streets.

The application includes a table of detailed specifications for each development block in Appendix C, Project Description.

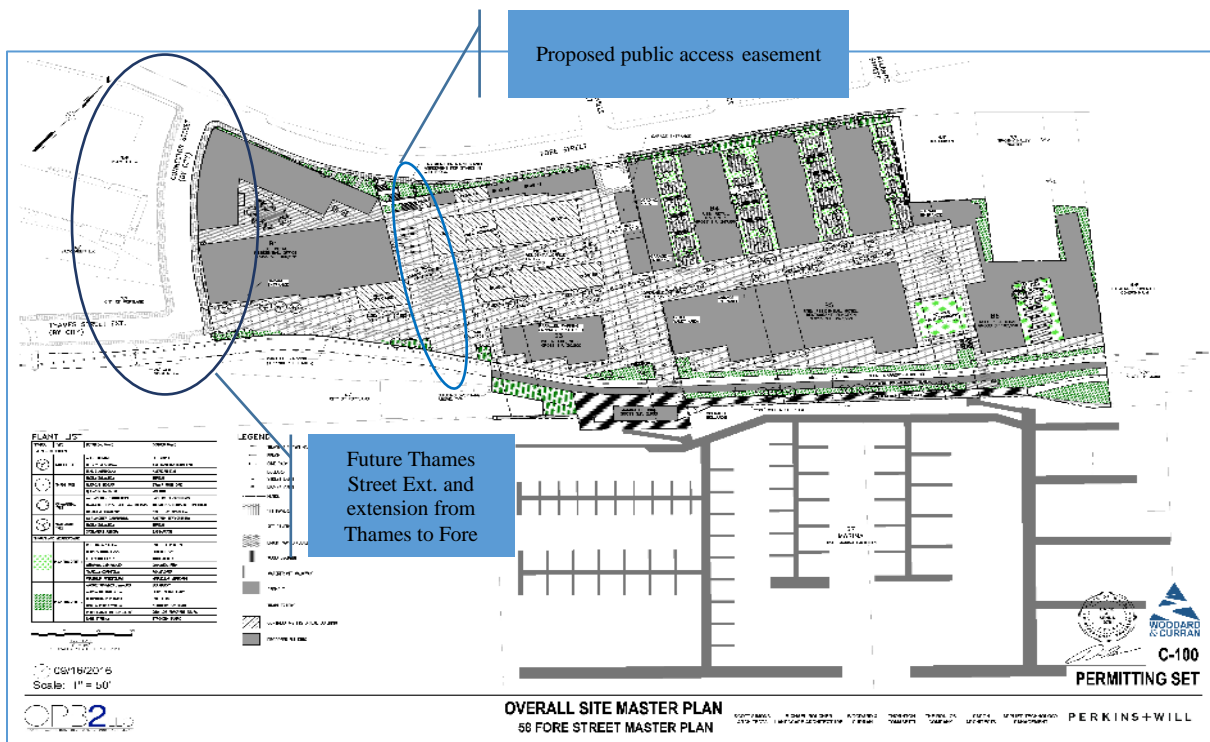


Figure 3, Overall Site Master Plan



**VI. PREVIOUS REVIEWS**

This MDP application is preceded in the previous three years by two significant review processes, involving the Planning Board, the Historic Preservation Board and the City Council. In February 2016, following a lengthy designation process by the Historic Preservation Board and Planning Board, the Portland City Council voted to designate a portion of the 58 Fore Street property as a local historic district subject to the provisions of Portland’s historic preservation ordinance. The Portland Company Historic District as approved by the Council ensured the preservation of seven of the sixteen Portland Company structures on site. Figure 4 is a visual of the historic core of the site and the current historic district in the context of the overall site master plan.

An application for zoning map and text amendments for this site was submitted in August 2014, with the final changes adopted by the City Council on June 1, 2015. The application included a map amendment to rezone the property from the Waterfront Special Use Zone to B-6 and Eastern Waterfront Port Zone, with accompanying text amendments and amendments to the existing Building Height Overlay & Building Envelopes overlay (Figure 6). There was an extensive, detailed review of the application in 2014 and 2015 leading to a Planning Board recommendation to the City Council on February 24, 2015, and the approval of the application in June 2015.

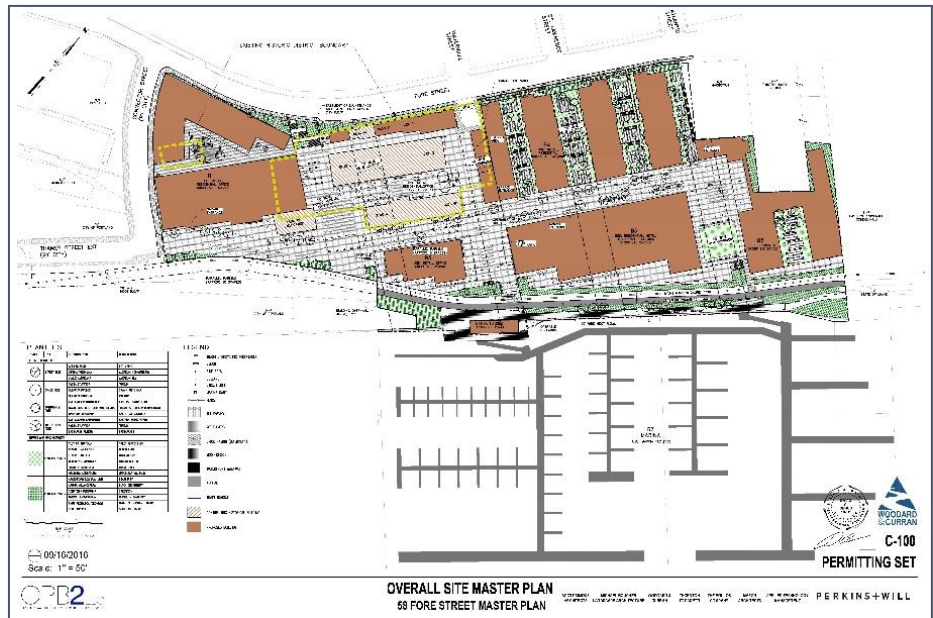


Figure 4, Historic District Boundary identified with dashed yellow line

Below is a chronology of the map and text amendments:

- August 22, 2014. Application submitted to Department of Planning & Urban Development
- September 17, 2014. Applicant’s Neighborhood Meeting
- October 21, 2014. Planning Board Workshop
- November 18, 2014. Planning Board Workshop and Site Walk
- January 8, 2015. Staff-Lead Neighborhood Meeting
- February 10, 2015 Planning Board Workshop
- February 24, 2015. Planning Board Public Hearing
- February 9, 2015, City Council Workshop
- March 30, 2015, City Council Workshop/1<sup>st</sup> Reading
- June 1, 2015, City Council Public Hearing

The property was rezoned from the now non-existent WSUZ to a combination of B-6 and EWPZ in June 2015. The rezoning application included text, map, and B-6 height overlay amendments. All three of these zoning elements were created to serve the specific needs of the Eastern Waterfront and were a direct result of the recommendations of the Eastern Waterfront Masterplan. The Eastern Waterfront Masterplan includes recommendations for zoning, height, and associated design for the entire Eastern Waterfront, including the 58 Fore Street site. The 2015 rezoning extended the existing height overlay, B-6 and EWPZ zones eastward to encompass 58 Fore Street. Previous to the rezoning of 58 Fore Street, these zones were in place on the land

immediately adjacent to the southwest, of 58 Fore Street, and in 2015 were extended eastward to encompass the property. The WSUZ was eliminated altogether.

The overlay amendment established view corridors, building envelopes with maximum heights, a massing break line, and specific restrictions on heights above Fore Street over the course of the 9-month review.

Details of the final, approved rezoning underwent numerous changes over the course of the extensive review, based on staff, Board, and public feedback on the application. The appropriate zone boundary of the EWPZ (75' in depth) to protect water dependent and maritime resources, as well as uses and dimensional standards within the zone were modified over the course of the review. Uses in the B-6 were also modified from the original proposal to insure sensitivity to the residential neighborhood on Fore Street and waterfront use compatibility within the site. Site plan standards regarding massing and permeability were included for these zones, as well, consistent with the content of the Eastern Waterfront Design Guidelines.

Both the designation of the historic district and the requirements of the B6/EWPZ/Height Overlay have directly shaped the site configuration of the current MDP proposal.

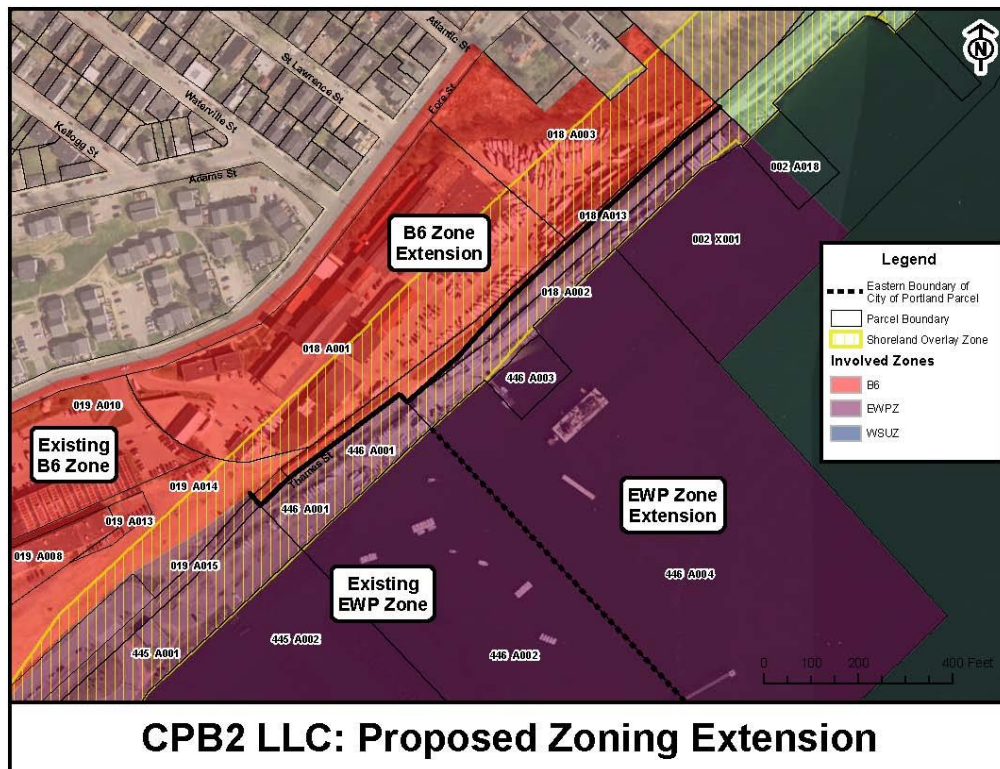


Figure 5, Area of Zoning Extensions, from Map Amendment Application

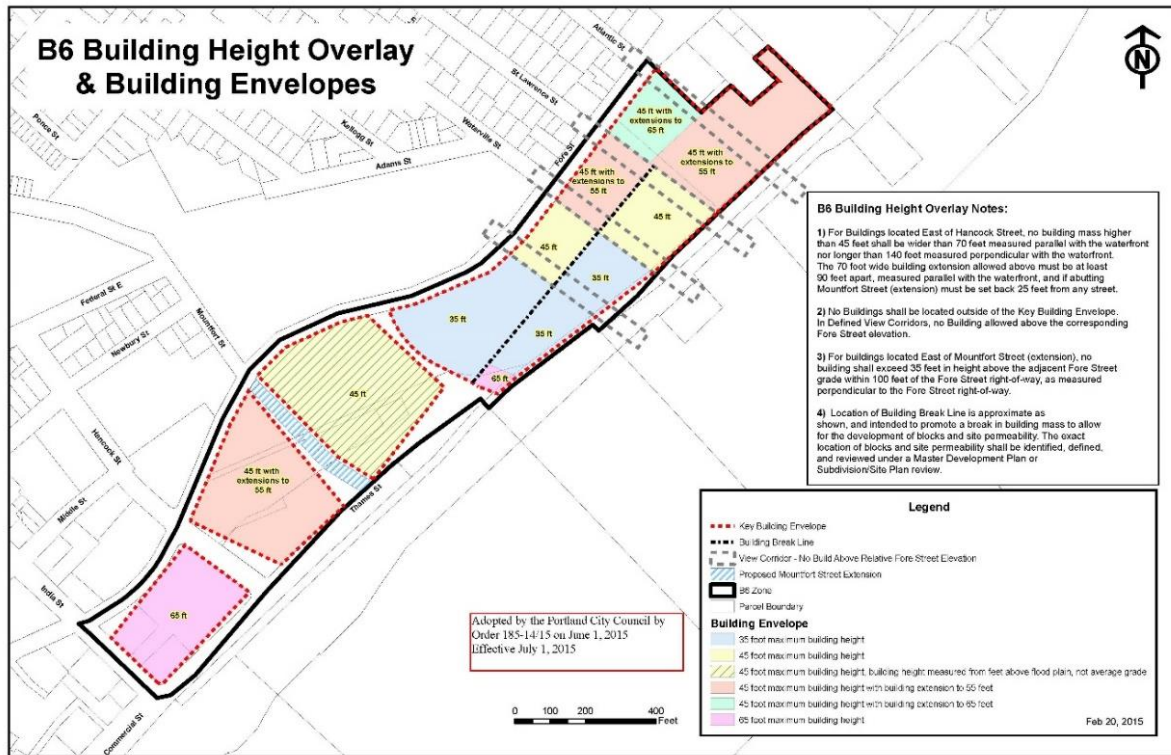


Figure 6, B-6 Building Height Overlay & Building Envelopes

**VII. PUBLIC COMMENT**

All public comment submitted via email has been included as attachments 1-14. These and comments made over the course of the workshops have touched on such items as the implications of the area being susceptible to flooding, height measurement methodology (addressed in section IX, below), adequacy of parking and parking management, scale and massing of the development, sensitivity of new construction to the historic core, wind impacts, questions regarding the MDP review process and scope, questions regarding road alignment, view impacts and traffic impacts. Though many of these questions have been answered during the course of the meetings, the applicant has submitted a written response to outstanding items (Attachments XXII). Other items raised for consideration were provisions to ensure that local businesses occupy the retail and commercial spaces, as well as concern for the impact of the project on overall housing affordability for the surrounding area. Many of these items will be addressed in much greater detail in the course of Level III reviews. Some, such the issue of local business tenants is not in the scope of Planning Board review to mandate. Another category of questions raised during public comment has had to do with construction management, such as how monitoring of parking, excavation, and construction-related vibrations will be managed; each of these will be specifically addressed in a required construction management plan in association with a Level III review.

A question about the Fore Street retaining wall has been raised several times – the applicant addressed ownership in their November 2, 2016 memo (Attachment I). The memo states: *The Board inquired*

*about the existence of information regarding the Fore Street retaining wall. The City has a 4' wide easement along the full length of the retaining wall, which was built along the property line. The City is responsible for maintaining the wall and the purpose of the easement is for the City to be able to go onto the property in order to repair the wall if necessary. Preliminary geotechnical exploration will occur to inform the future design details related to the B2 and B4 development blocks, specifically how these foundation systems will interface with the retaining wall system. Future Level III Site Plans will identify the construction solutions for this area.*

**VIII. RIGHT, TITLE, & INTEREST**

Evidence of Right, Title & Interest is included in Attachment E. Attachment E includes deeds, a Submerged Lands Lease and a Memorandum of Understanding with MaineDOT which establishes the ability to alter the current alignment of Maine DOTs right of way across the site. Attachment XXI includes the Purchase and Sale Agreement for the real estate transaction recently approved by the Council. This land transaction allows for site access/connectivity to the City street network through extension and connection of Thames Street. It also establishes a first phase of road extension that will be concluded by the further extension of the street network from Thames Street to Fore Street.

The Master Development Plan shows the proposed connector road to Fore Street and a building with frontage along this potential street. As shown the building encroaches upon land not at this time held by the developers. The applicant will need to confirm ownership or permission of the current landowner to proceed when a site plan application is brought forward. Suggested MDP approval conditions asks for this area to be visually clarified on the final plans, and specifies that any application for development approvals in this area require clear of Right, Title and Interest prior to review.

**VIII. FINANCIAL & TECHNICAL CAPACITY**

Evidence of Financial & Technical Capacity is included in Attachment J. This includes an overview of other development projects successfully completed as well as a description of the consulting design team to address technical capacity, and a letter from Holliday Fenoglio Fowler, L.P. attesting to CPB2 LLC's financial and technical capacity for the proposed project.

**IX. ZONING ASSESSMENT (Sec. 14-527.c.6)**

The project is encompassed by the B-6 Eastern Waterfront Mixed Zone, the Eastern Waterfront Port Zone, the B-6 height overlay, and is partially located in both a Shoreland zone and in a flood zone. The site also contains the Portland Company Historic District. As mentioned above, the zoning for this site is the result of a recent and extensive rezoning process initiated by the applicant. The Master Development Plan is consistent with zoning, including individual zone purposes, uses and dimensional standards, and the B-6 Height Overlay. The proposal is also consistent with allowed activity in the shoreland flood plain standards. Each site plan and subdivision (if applicable) will be evaluated for conformance with zoning, site plan, and subdivision standards, shoreland and flood plain requirements as well as undergoing Historic Preservation reviews for Certificates of Appropriateness.

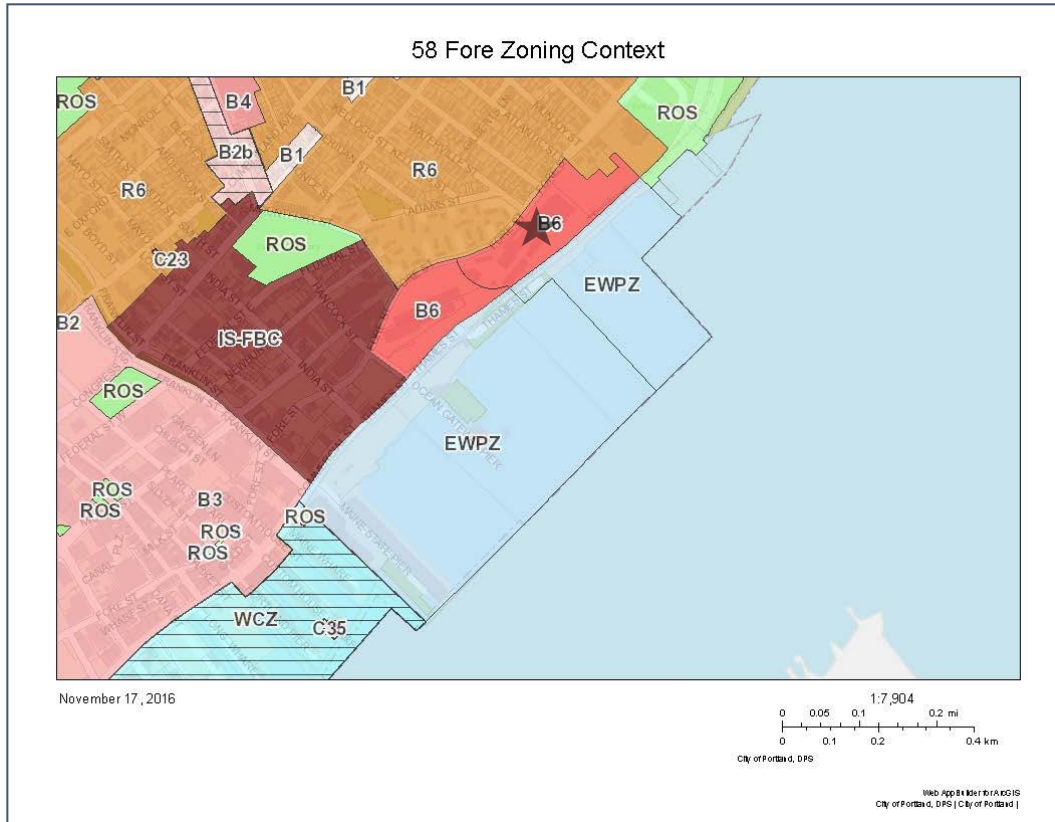


Figure 7, Zoning Context

The B-6 zone was specifically created to serve as a compatible zone for the upland portion of the Eastern Waterfront. The intent of the zoning standards for the B-6 is to provide for a mixed-use neighborhood that, according to the zone’s purposes statement, *emphasizes a quality pedestrian experience, promotes public transit, and demonstrates exemplary urban design. The zone promotes a range of uses to achieve twenty-four urban vitality and shared use of parking infrastructure as recommended in the eastern waterfront master plan for redevelopment.*

The purpose of the EWPZ is to nurture a wide range of deepwater-dependent industry and commerce, particularly the marine passenger industry and upland support for the marine passenger industry. Piers, uplands, and circulation patterns consistent with the transportation needs of marine facilities are included in the purpose of the zone, as well as the encouragement of non-marine uses that support deepwater activities, provided that they do not conflict or compete for limited space with existing or anticipated deepwater-dependent needs. It’s primary emphasis, however, is on the berthing and support of large vessels. A second priority is for shallow water-dependent uses. Consistent with the hierarchy of the City’s other waterfront zones, specified, non-marine dependent uses are permitted provided they do not interfere with and are not incompatible with higher priority uses.

Full purposes statements for both zones are included in Attachment VI.

The B-6 zone includes a wide range of permitted uses, including each of the uses mentioned for inclusion in the MDP:

The following uses are permitted in the B-6 zone (Sec. 14-269):

- (a) *Commercial:*
  - 1. Professional, business and general offices;
  - 2. Restaurants and other eating and drinking establishments, except that no drinking establishments as defined in section 14-47 that are located east of Waterville Street shall be permitted within fifty feet (50') of Fore Street, and provided that restaurants that are located east of Waterville Street and within fifty feet (50') of Fore Street must meet the following requirements:
    - a. The hours of operation shall be limited to between 5:00 a.m. and 11:00 p.m. each day; and
    - b. Food service and consumption are the primary function of the restaurant;
  - 3. Hotels and inns limited to no more than 150 rooms;
  - ...
  - 5. Retail and retail service establishments, excluding those with gas pumps;

Other permitted commercial uses include but are not limited to carpentry shops; theaters; brew pubs; marine supplies and services; bakeries, coffee roasters and commercial kitchens; combined living/working spaces, including but not limited to artist residences with studio space; mixed use residential and commercial structures; studios for artists, photographers and craftspeople including but not limited to, painters, sculptors, dancers, graphic artists and musicians; health clubs; museums and art galleries; educational facilities.

- (b) *Residential:*
  - 1. Attached dwellings including row houses, two-family and multifamily dwellings;
  - 2. Handicapped family units;
  - 3. Combined living/working spaces, including but not limited to artist residences with studio space;
  - 4. Mixed use residential and commercial structures.

The B-6 zone includes standards for parking that allow for surface parking while encouraging a site to ultimately incorporate mixed-use, structured parking, as this application does.

Allowed uses in the EWPZ zone are prefaced with language that no use in the zone may have an adverse impact on marine uses (Sec. 14-300.1). Permitted uses (Sec.14-301) allow for a host of marine uses, including marine passenger facilities, transient and long-term commercial berthing; boat and marine equipment storage; marine supplies and services such as fueling and bunkering of vessels; public, non-profit, or commercial marine transportation and excursion services, including captained charter services, sport fishing and water taxis. Residential is not allowed.

Pedestrian and multi-use trails are permitted in both zones.

The application also includes a zoning assessment, including allowed uses and dimensional requirements, in Attachment G.

Allowable heights are calculated, city-wide unless otherwise specified, from average finished grade. Building height is defined in Chapter 14 (Sec. 14-47) as the *vertical measurement from grade, or the predevelopment grade on the islands, to the highest point of the roof beams in flat roofs; to the highest point of the roof beams or the highest point on the deck of mansard roofs; to a level midway between the level of the eaves and highest point of pitched roofs or hip roofs; or to a level two-thirds of the distance from the level of the eaves to the highest point of*

*gambrel roofs. For this purpose, the level of the eaves shall be taken to mean the highest level where the plane of the roof intersects the plane of the outside wall on a side containing the eaves.*

Ann Machado, the City’s Zoning Administrator has confirmed that there are two acceptable methods for establishing average grade (Attachment XIV): averaging the elevation of the proposed abutting ground surface at the building corners, or by averaging the elevation of the abutting ground surface at consistent intervals around the perimeter of the building. The applicant is proposing a single building on the eastern portion of the site that has pedestal parking at the base, with connected and architecturally varied residential uses above. Attachment G includes the applicant’s calculations of average grade for each building proposed, which the Zoning Administrator has confirmed. She also states that if the parking base is built in phases, the average grade for each phase each phase will need to be evaluated for consistency with the B-6 Height Overlay. There are no final building designs in a MDP plan application, so this review addresses the feasibility of the site design concept as proposed.

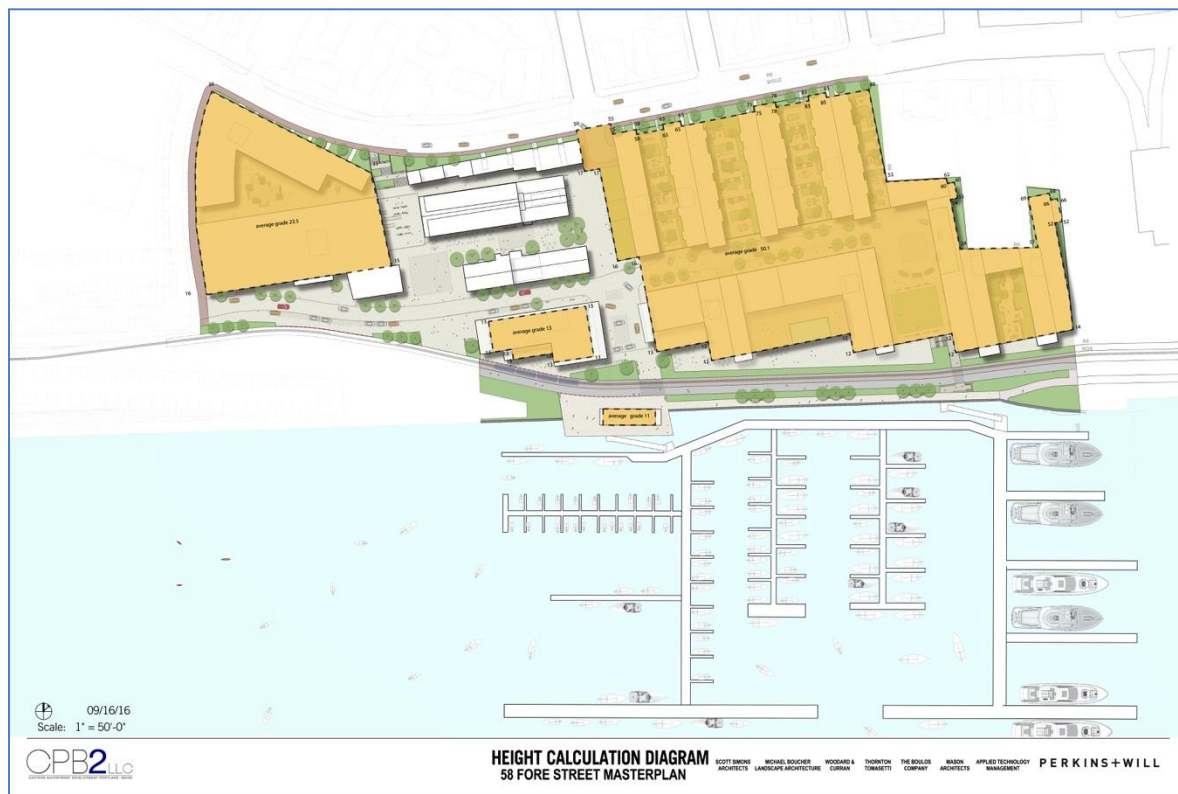


Figure 8, Average Grade Calculations

The MDP site layout and building heights have been proposed in accordance with the B-6 Height Overlay (Figure 6, and included in Attachment G), which not only determines allowable heights, but establishes the location and requirements for view corridors. Additional significant elements of the height overlay are varying allowable heights within the zone arranged in blocks ranging from base heights of 35 to 65 feet throughout the site. Many of the blocks include base heights with allowable extensions 10-20 feet above the base height. Further articulation of the permitted heights is stated in the overlay notes which set parameters for the height extensions, the view corridors, and restrictions on height at Fore Street. The overlay notes also include an explanation of the dashed building break line running east-west across the property:

1. For Buildings located East of Hancock Street, no building mass higher than 45 feet shall be wider than 70

feet measured parallel with the waterfront nor longer than 140 feet measured perpendicular with the waterfront. The 70 foot wide building extension allowed above must be at least 90 feet apart, measured parallel with the waterfront, and if abutting Mountfort Street (extension) must be set back 25 feet from any street.

2. No Buildings shall be located outside of the Key Building Envelope. In Defined View Corridors, no Building allowed above the corresponding Fore Street elevation.
3. For buildings located East of Mountfort Street (extension), no building shall exceed 35 feet in height above the adjacent Fore Street grade within 100 feet of the Fore Street right-of-way, as measured perpendicular to the Fore Street right-of-way.
4. Location of Building Break Line is approximate as shown, and intended to promote a break in building mass to allow for the development of blocks and site permeability. The exact location of blocks and site permeability shall be identified, defined, and reviewed under a Master Development Plan or Subdivision/Site Plan review.

The plan as shown in the Overall Site Masterplan and in the Height Calculation Diagram (Figures 1 & 8) is consistent with the definition of building height in Chapter 14, the allowed heights in the B6 Height Overlay, and established methodology. View corridors and the break in massing have been adhered to. All final building designs will be reviewed for compliance with the Height Overlay and other applicable sections of Chapter 14 over the course of Site Plan Review.

**X. MASTER PLAN SUBMISSION REQUIREMENTS (Section 14-527(e))**

Section 14-527 of the city’s site plan ordinance outlines master development plan submittal requirements. The applicant has met these requirements.

**XI. REVIEW OF MASTER DEVELOPMENT PLAN STANDARDS (Section 14-524(a)3.c(iii))**

An approved MDP establishes parameters to be adhered to for the full development, including total residential units, types of uses, lot coverage, open space, stormwater management, infrastructure, traffic, parking, site layout and circulation. It is a regulatory option at the discretion of the applicant for sites of one acre or more, with the intent of establishing a cohesive program for a site, while allowing a site to be built out over an extended time frame. MDPs may be developed concurrently with site plans and/or subdivisions, or independently. Approval does not constitute an authorization for development, but it does maintain the applicability of regulations in effect at the time of the approval for as long as the MDP approval remains valid (six years, with possible extensions). All Level III site plans and subdivisions for each phase are required to be in general conformance with the approved MDP.

MDP review criteria (§14-524.a.3.C.III.) establishes standards under which MDP applications must be reviewed. Per this section, MDPs shall adhere to the following general requirements and features:

- a. *A designated tract of land consisting of a parcel or parcels of contiguous land or land on both sides of a public street, totaling one (1) acre or more.*

The property, a (+/-) 10 acre site, meets this standard.

- b. *Developed in a comprehensive, design-integrated manner, according to an overall master development plan.*

The applicant has submitted a master plan for 58 Fore Street which incorporates all major aspects of the site, including site layout, stormwater, utilities, parking, traffic, architecture and landscape design, in a comprehensive manner.



c. *Consistent with the objectives of this ordinance.*

The application and development plan are generally consistent with the objectives of the city's ordinance, including the purposes of the B-6 and EWPZ. The B-6 exists as a mixed-use zone for the upland portion of the eastern waterfront which ...*encourages a distinctly urban form through development that emphasizes a quality pedestrian experience, promotes public transit, and demonstrates exemplary urban design.*

The EWPZ exists primarily to nurture deepwater dependent activity within the context of the established waterfront, shallow water-dependent and other marine uses, and other uses that are not incompatible with either. Each of the city's waterfront zones contain this hierarchy of water dependent, marine related, and compatible non-marine uses, across the respective purposes of the eastern, central and western waterfronts. The EWPZ is also the zone for Ocean Gateway and Maine State Pier and supports passenger ships, recreational boating, and other compatible uses.

d. *Consistent with the City's Comprehensive Plan and consistent with City Council approved master plans and facility plans for off-premise infrastructure, including but not limited to, trails, pedestrian and bicycle network, view corridors, environmental management, sewer and stormwater, streets, or other facilities (see Section 15 of the Technical Manual).*

Section 14-524.A.3.c.III.d requires that when reviewing a Master Development Plan application, the Planning find that the:

*Consistent with the City's Comprehensive Plan and consistent with City Council approved master plans and facility plans for off-premise infrastructure, including but not limited to, trails, pedestrian and bicycle network, view corridors, environmental management, sewer and stormwater, streets, or other facilities.*

Over the course of review of the rezoning application for this site, there was an extensive review of the map and text amendments for consistency with the Comprehensive Plan. The rezoning request was required to be consistent with the Comprehensive Plan in order for the zoning amendments to be approved. Any MDP application that complies with zoning that has been found consistent with the Comprehensive Plan is therefore, by extension, also broadly consistent with the Comprehensive Plan, particularly the sections that had direct application to the rezoning. With that as a starting place the role of the board in reviewing a MDP Application is to examine the Comprehensive Plan, and thus Eastern Waterfront Masterplan (EWMP) in relation to the particular MDP application before it, including elements not addressed in the zoning ordinance. The following is an overview of how the details of the MDP align with the varied goals of the EWDP.

In addition to the EWMP, Volume 1 of the Comp Plan gives an overview of the years of waterfront planning efforts of the City, and addresses redevelopment of the Eastern Waterfront specifically. It outlines four redevelopment principles for development in this area (these four principles are restated in the EWMP): Character and Impact of Development, with particular emphasis on compatibility with surrounding areas – residential, maritime, and natural environment; Mixed-use as a component of an active, vibrant urban area; maintaining Maritime Resources; and Economically Responsible Development that benefits the city and the region. The EWMP consists of three component parts that establish a vision for an area that includes the 58 Fore Street site (the entire Eastern Waterfront Masterplan in its 3 components can be accessed directly here: <http://www.portlandmaine.gov/DocumentCenter/Home/View/3391>). The three components of the document, adopted in 2002 and 2004, are *A Master Plan for Redevelopment of the Eastern Waterfront*, *Design Guidelines for the Eastern Waterfront*, and *Eastern Waterfront Building Height Study*.

*Design Guidelines for the Eastern Waterfront* touch on many aspects of the built environment – including but not limited to street design, open spaces, utilities, bicycle safety, parking, and building composition. The guidelines emphasize new development that respects surrounding neighborhoods while allowing for new design that furthers

the creation of a new neighborhood. These guidelines are the primary basis for the Design Review of the MDP and are addressed in Attachment XVI and XVII.

The *Eastern Waterfront Building Height Study* outlines the process and principles that informed the study’s recommendations for implementation, as summarized by that study’s *Illustration 33*. The document gives an overview of the process used in the study and the principles that guided it, including considerations of scale, topography, massing, the impact on adjacent neighborhoods to inform the eventual recommendations on view corridors, heights, parking structure orientation and design, setbacks, road alignments, alleyways, visual focal points, civic spaces, and others. Implementation of the Eastern Waterfront Building Height Study resulted in the adoption of the original B-6 Height Overlay, as well as the amendment of that map to include the 58 Fore Street property (Figure 6) over a 9 month public process outlined in section VI, above.

*A Master Plan for Redevelopment of the Eastern Waterfront* is the parent document to which the Design and Height studies were later appended, and establishes the vision for the area. It is intended to form the basis for rezoning of the Eastern Waterfront (pg. 3: *The Master Plan will provide the policy basis for future zoning amendments necessary to implement the plan*) to facilitate the redevelopment of vacant and underutilized land (pg. 6. *The area is blessed with water views, proximity to urban amenities, reasonable vehicular access, excellent port access, and integration into the City trail system. Given its location and proximate attractions, significant potential for redevelopment exists within the Eastern Waterfront.....*).

Specific mention of the Portland Company Complex includes:

*The Portland Company complex, a mid-nineteenth century manufacturing facility, occupies the easterly end of the Eastern Waterfront. As an early manufacturing center, the site is home to several large brick and granite industrial buildings of architectural significance with potential for adaptive reuse. The Portland Company property is currently designated as eligible for inclusion in the National Register of Historic Places.*

*The property is highly developed, but in need of significant structural and cosmetic repair. Importantly, the complex is the only private property in the study area with direct water access. Currently, the Portland Company houses a variety of commercial uses, including a marina, boatyard, boat repair, general office, exhibition space, and the Narrow Gauge Railroad Museum.*

*Future parking enhancements and better vehicular and pedestrian access to the central redevelopment area will better integrate the Portland Company complex with the Eastern Waterfront and the Commercial Street business district, spurring the adaptive reuse and restoration of the historic structures.*

*Development Considerations*

- *Historic 19th Century industrial complex.*
- *Promote the continuation of boat yard and yacht support services.*
- *Encourage the adaptive reuse and sensitive rehabilitation of historic structures.*
- *Increase connections to Commercial Street and promote shared parking with abutting uses.*
- *Expand recreational boating and active public use of the water.*

Objectives for the Eastern Waterfront are grouped according to four overarching themes: Character and impact of development, Mixed Use, Maritime Resources, and Economically Responsible Development. Specific objectives addressed by this MDP application:

- *Encourage compatible architecture.*

Overall site design is being addressed in Design Review comments, and final building designs will be further reviewed with submission of site plans.

- *Encourage historic preservation and adaptive reuse of historic structures.*

A portion of the site was designated a local historic district, insuring preservation of designated buildings and review of the district under the Historic Preservation Ordinance in perpetuity.

- *Establish a new street and pedestrian network that integrates with the surrounding street and trail network.*

There are no public streets within the site, but public street extensions of Thames and the connector to Fore are proposed in conjunction with buildout of this project. Overall the site increases connectivity to the surrounding street system at Fore Street, at Thames Street, as well as maintaining trail access. Additional public access will be provided through a public easement across the site, from Fore Street to the water. Private entrances to residences and rooftops along Fore Street will connect residents to Fore Street, as well. Access to the site is also increased from the water through the expanded marina. The interior of the site includes plazas and courtyards, not publicly owned, but intended for public access to the shopping, dining, working and otherwise utilizing the new commercial and residential space.

Overall this standard has been well met, though connections are stronger on the western end of the site than the eastern. The question of adequate permeability through the site was raised at a Planning Board meeting, drawing particular attention to the ability for pedestrians to move through the site along the eastern end, particularly in regard to access from Fore Street along block 4. There are topographical challenges to the eastern end that don't exist to the same extent at the western end of the property that will require alternative solutions for enhancing connections.

- *Preserve significant public view corridors to and from water and along the waterfront.*

The view corridors recommended by the plan were implemented into the B-6 Height Overlay. View impacts from the water, and from Fore Street are still being assessed, and the applicant has responded with renderings from various vantage points to address these questions (additional renderings are included in Attachment XII).

- *Manage traffic, noise, and air and water emissions to minimize the impacts on the surrounding community and users.*

Management of traffic impacts, transportation demand management, and parking are currently being reviewed. The stormwater plan for the site promises to significantly improve water quality leaving the site. The Master Development Plan calls for an overview to the approach for managing traffic and other impacts, and future site plans will be required to address these items in full detail.

- *Improve and protect the value and quality of natural resources.*

As noted above, the stormwater plan for the site will yield water quality benefits, as there is no treatment on site currently, and the application shows water quality treatment of approximately 6 acres of land.

- *Provide opportunity for mixed-use and non-marine development and activities in locations and in ways that are compatible with the use of maritime resources.*

The recent rezoning of the property directly allows the waterfront to be developed as a marina and the upland area to be a mixed use development consisting residential, office and commercial uses. Thus the MDP addresses this goal.

- *Increase public use of the water, waterfront and shore through public access and green space development.*

Public Access to the water will be improved through trail re-alignment, an additional waterfront walkway, and the public access easement.

- *Maintain and enhance recreational trail access.*

The trail will be maintained and realigned. The MDP’s proposed realignment of the trail to the water’s edge is specifically supported (*The Eastern Promenade Trail and the Narrow Gauge Railroad, with their linear orientation parallel to the shore, have a tendency to divide the uplands from the water’s edge. Some relocation and redesign of both of these corridors will be needed in order for the Master Plan to take advantage of the amenities provided by these features while retaining connectivity with the uplands and the functional utility of marine uses*).

- *Preserve and encourage long-term enhancement of emerging and traditional maritime and water dependent uses.*
- *Utilize the harbor’s deep-water resources to serve deep draft vessels.*
- *Encourage small boat berthing where water depth does not permit deep-water berthing.*

This area is supported in the zoning for recreational boating. The area of the EWPZ to the west of 58 Fore serves deep draft vessels – provisions were made in the course of the rezoning to insure no interference with this primary purpose of the zone.

- *Encourage public physical and visual access to the water where appropriate.*

This goal is met through required view protection, increased connectivity of the site to surrounding neighborhoods, and through the proposed public easement.

- *Allow non-marine mixed uses when compatible with water dependent and marine uses.*

The B-6 is written to be compatible with the EWPZ, allowing marine support uses in the mixed use zone.

- *Encourage a positive economic return.*
- *Sustain and strengthen water-related tourism.*
- *Enhance the economic viability of the eastern waterfront’s property and facilities.*
- *Assure that the public investment and development benefit the residents of the greater Portland community.*
- *Provide adaptable, flexible infrastructure that will allow the city to adjust to future technological trends.*
- *Enhance multi-modal transportation opportunities.*

Reinvestment in this site allows for retention and rehabilitation of historic resources, greater access to the water and expanded water-related tourism opportunities, and expanded economic activity.

The Eastern Waterfront Masterplan is a vision for the eastern waterfront’s transformation into a walkable, mixed use, connected part of the city that also supports an active waterfront. That process is underway in the eastern waterfront, and the rezoning of 58 Fore Street, and now this application, are a part of that vision. The EWMP places considerable emphasis on connectivity of the area to the water, to the trail, and to the surrounding neighborhoods, all of which are achieved by this proposal. The EWMP also places significant emphasis on minimizing negative impacts on existing and future residential neighborhoods, which is addressed through a thorough review of urban design, traffic impacts, stormwater and other performance standards required by the Land Use Code. These areas are under review for the MDP, and will continue to be scrutinized as greater levels of detail arrive with future applications. Staff analysis finds that the proposed development program advances the goals of the EWMP particularly successfully. Areas for further discussion and refinement are discussed in Ms. Cameron’s design review memos and in the review of site design and optimizing connectivity of the site to surrounding areas. Accordingly, the MDP application is generally and specifically consistent the EWMP.

- e. Developed so as to locate buildings and improvements in a manner that provides usable open space, preserves significant natural features, as defined by the site plan ordinance standards, and preserves existing trees to the maximum extent possible.*

The eastern end of the property currently includes some inaccessible vegetated area in the steepest areas of the property, but the remainder of the site has long been developed. The site is currently bisected by the Eastern Promenade trail, offering off-road travel across the property and visual access to the water. Significant natural features as defined by the site plan standards (14-526.b.1) include such things as endangered trees, plants or animals, high value bird habitat, wetlands and vernal pools. The standards also mention flood plains and the shoreland zone, portions of which are on this property – any new construction in either of these zones will be reviewed for consistency with these standards; there are no activities proposed on the MDP that would be prohibited in these overlay zones. There's an opportunity for stormwater quality improvements on the site with the inclusion of green infrastructure and Low Impact Development techniques mentioned in the Stormwater Management narrative (Attachment L).

The application proposes to formalize a significant amount more open space, public and private, than is currently on this developed, industrial site. The submission materials dated November 2nd (Attachment I) include several plan sheets that help visualize this component, with distinctions between ground level and rooftop, hardscape and planted areas. Hardscape includes plazas and courtyards for gathering spaces, as well as shared use streets that will accommodate pedestrian and vehicular circulation. The application calculates the open space for the site at 60% of total property area, including ground level hardscape and planted areas, and occupy-able roof terraces. The application estimates that 75% of that space will be accessible to the public.

In addition to ground level/rooftop, hardscape/planted, there are other categories the open space worth considering in assessing consistency with this standard. Waterfront access, for instance, is addressed in the form of the existing trail and an additional pedestrian walkway across the site, the expanded marina, and through the public easement option to the site. The trail continues to travel across the site (connecting the Eastern Promenade with the Amethyst Lot parcel), re-aligned from its current location for greater proximity to the water's edge, as well as a proposed extended walkway along the water. The proposed marina will increase transient berthing slips, offering additional possibility for accessing the site from Casco Bay. The 50' public easement option, exact location and configuration required at site plan review, includes provisions for physical and visual access across the site and to the water. Visual access is further provided through the four required view corridors in the Building Height Overlay.

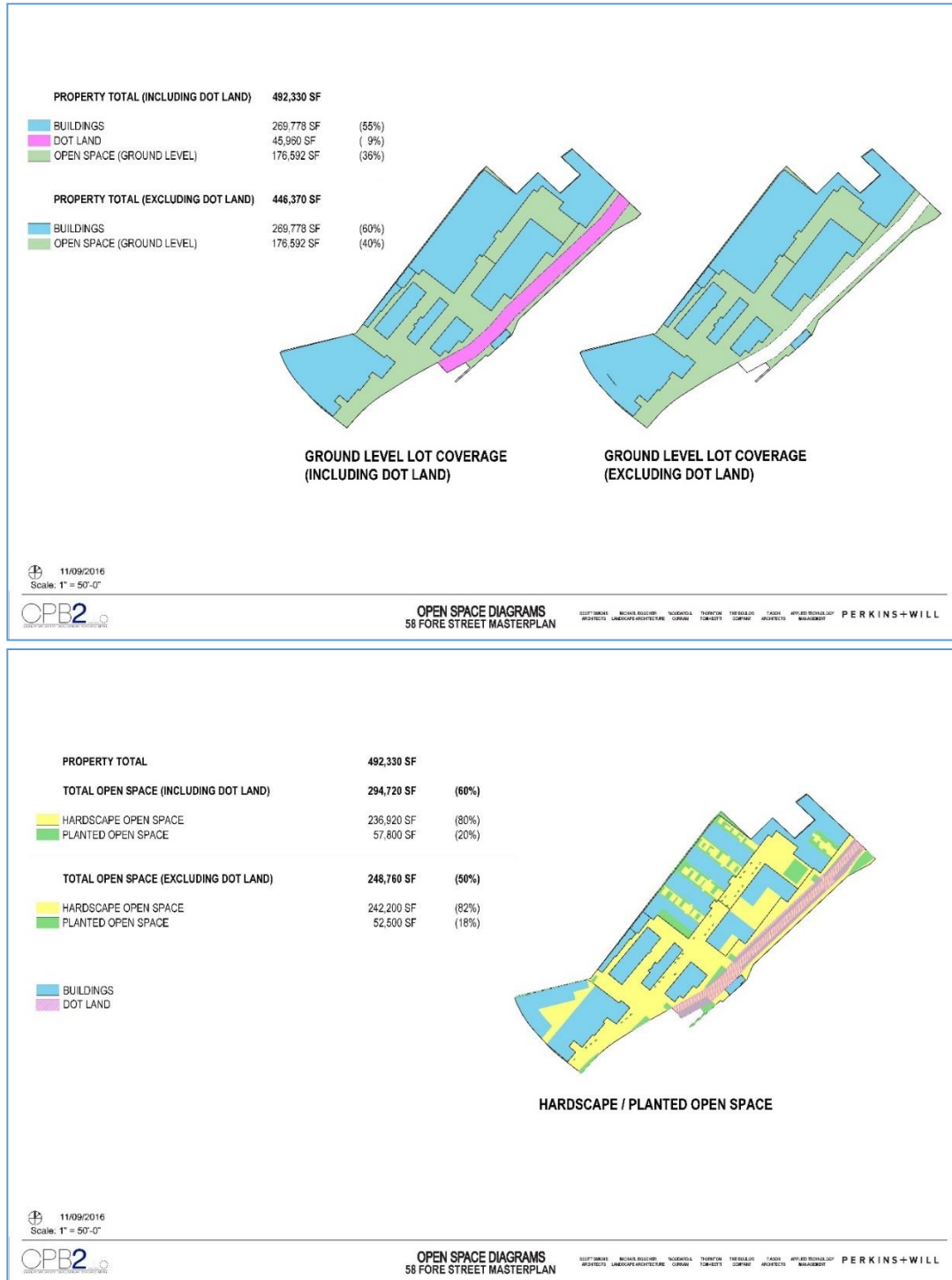


Figure 9, Open Space Diagrams

f. *Developed so as to be in conformance with Portland’s Historic Preservation Ordinance standards for designated landmarks or for properties within designated historic districts or designated historic landscapes, if applicable. When proposed adjacent to or within one hundred (100) feet of designated*

*landmarks, historic districts or historic landscapes, the Master Plan shall be developed so as to be generally compatible with the major character defining elements of the landmark or portion of the district in the immediate vicinity of the proposed development.*

Historic Preservation review of this aspect of the MDP criteria occurred concurrently with Planning Board review. Following the joint Historic Preservation and Planning Board workshop on October 12, the Historic Preservation Board reviewed the application at a workshop on November 16<sup>th</sup> and held a public hearing on December 7<sup>th</sup>. At the December 7<sup>th</sup> hearing the Historic Preservation Board made a determination of the MDP's consistency with this standard, determining visual compatibility of the proposal with the Portland Company Historic District Designation Report and consistency with the standards of the Historic Preservation Ordinance.

The Historic District's recommendation is included in Attachment XVIII. It contains a thorough overview of the review process, issues raised, input for future reviews, and the Board's formal finding.

The Historic Preservation Board found that the Master Development Plan is in conformance with Portland's Historic Preservation Ordinance standards, subject to the removal of the proposed rooftop addition above Building 16, the reduction in scale of proposed infill construction on the footprint on Buildings 14 and 15 to a height not to exceed existing building heights, and the provision of an offset separating Building 16 and new townhouses to the east. In addition, the Board found that the proposed development adjacent to or within one hundred feet of the Portland Company Historic District will be developed so as to be generally compatible with the major character defining elements of the landmark or portion of the district in the immediate vicinity of the proposed development.

Accordingly, a condition of approval has been recommended that any approval of the Master Development Plan include final revised plans that reflect the Historic Preservation Board's findings, so that the Planning Board can then affirm that the MDP application is consistent with review criteria **f**.

The Historic Preservation Board also detailed numerous input for future reviews (section IV, General Input for Future Reviews in Attachment XVIII), feedback that will impact future design of the site. These did not form the formal finding of the Board, but have been recorded as a record of Historic Preservation Board direction on future submissions (when new construction, additions or modifications are proposed that fall within the Historic Preservation Ordinance's purview, the applicant will be required to apply for a Certificate of Appropriateness, distinct from the advisory opinion required for the Master Development Plan).

*g. An efficient use of land which properly considers topography and protects significant natural features including, but not limited to, waterways, wetlands, floodplains and wildlife.*

The significant natural feature of the site is the water's edge. A currently developed waterfront parcel, it has been zoned to maintain 75 feet of waterfront zoning (EWPZ) along the water's edge to maintain water dependent, marine dependent, and limited compatible other uses. All construction within shoreland and floodplains will be reviewed for conformity with those sections. The site modifies the steep elevation changes of the site to allow for safe vehicular and pedestrian entrance, and also works with topography to the extent that view corridors from Fore Street to the water have been preserved (as required by the B-6 Height Overlay) so that no new construction breaks the elevation of Fore Street.



Figure 10, Rendering, Fore Street pedestrian entrance

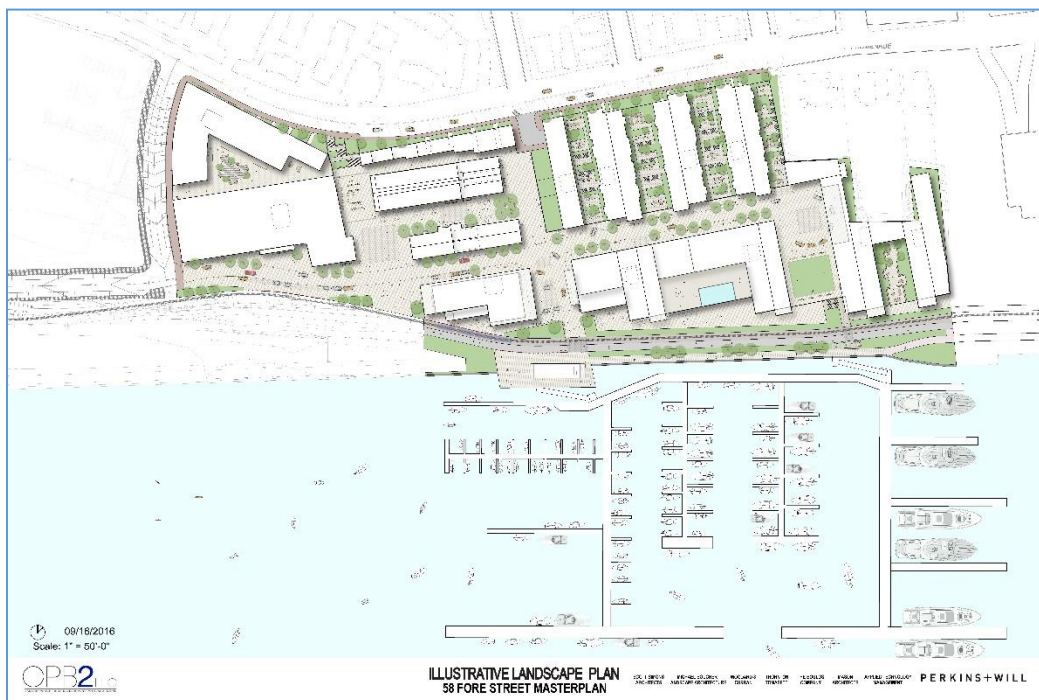


Figure 11, Illustrative Landscape Plan



The applicant has provided a conceptual drainage plan (Attachments L, P9 Stormwater) to address stormwater for the site, including water quality treatment areas, drainage infrastructure and a description of stormwater management measures. A waiver has been requested from the Flooding Standard, due to the fact that the project will discharge directly into the ocean – the stormwater review conducted by Stephen Bushey finds this waiver request justified (Attachment II). The conceptual plan indicates that existing drainage patterns will be largely maintained, with runoff from the development collected or directed to stormwater treatment systems located throughout the site. The project also proposes Best Management Practices such as tree box filters, rain gardens, green roofs, and related Low Impact Development (LID) measures.

Mr. Bushey’s stormwater review found the conceptual plan to be sound in its strategy. He emphasized that the site’s stormwater management will benefit from LID measures for water quality, aesthetics and visual appeal. Applicant presentations on stormwater techniques for the site indicate robust and creative inclusion of these techniques – the site at build out promises to be a gain over existing conditions for water quality leaving the site.

Mr. Bushey’s review also suggested that the site design take into consideration recent research on storm surges for Maine’s coast, attaching two the Maine Geological Survey Sea Lake and Overland Surges from Hurricanes (SLOSH) maps showing potential impact and inundation areas, included in Attachment II. These maps can inform discussion of site and building design – he includes such parameters as floor grades, exterior grades, waterproofing and related aspects for consideration. The maps he includes are informative for this review, but are not regulatory maps for the purposes of review and approval of the application. The application is in a flood zone (aerial w/flood overlay included below), an AE zone and a velocity zone, and this will impact design and construction in this area, but does not extend to an extensive deep into the site. Marine-related construction will need to meet the particular construction requirements for any building or structure in these zones.

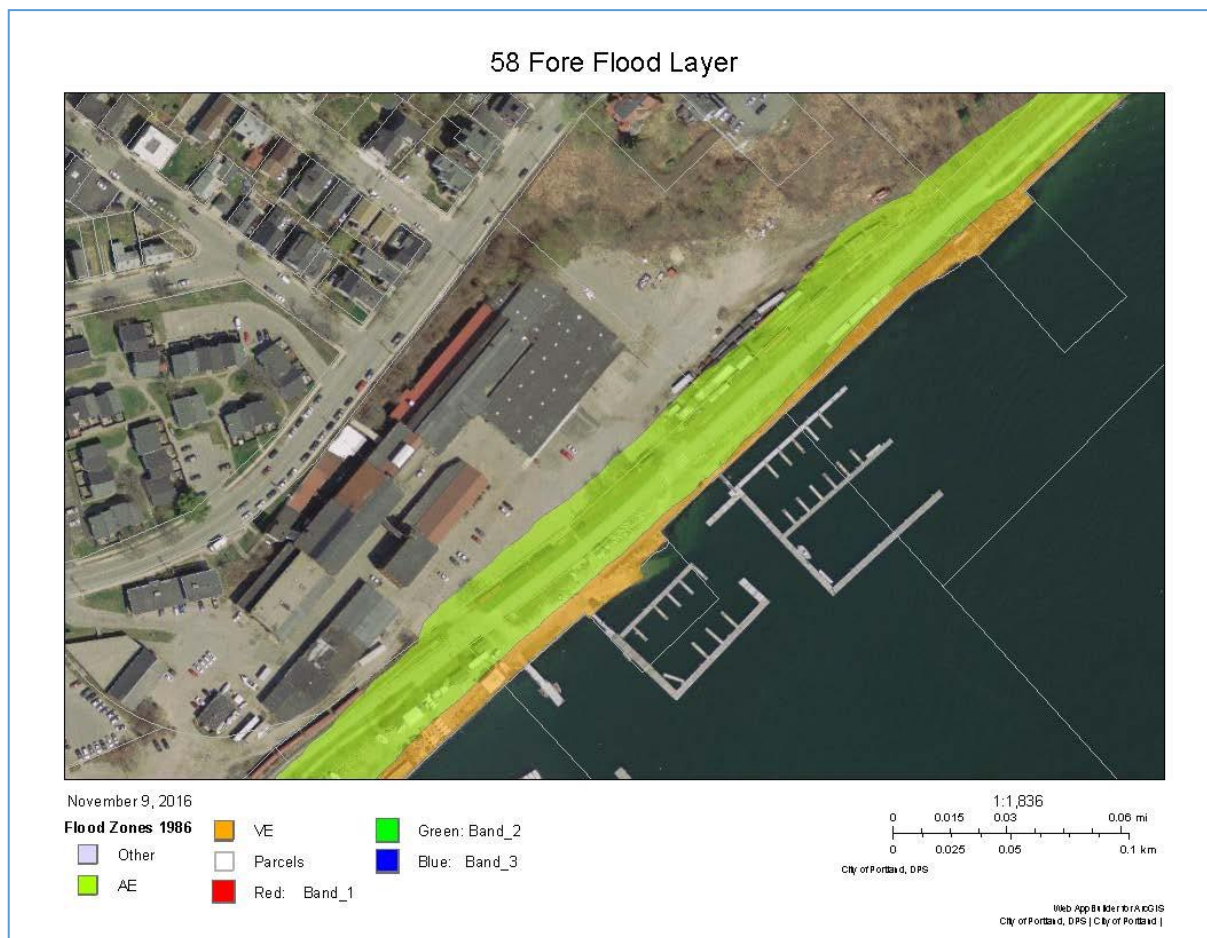


Figure 12, Flood Zones Layer Over Existing Conditions

Jeff Tarling, City Arborist, has commented that landscaping for the site should incorporate native plantings, particularly those suitable to salt water environments and potential storm inundations. This is an item that will receive more specific review when Level III site plans are brought forward.

Lastly, Mr. Bushey’s review noted the need for additional information regarding stormwater infrastructure phasing. The MDP does not include a phasing requirement, but each subsequent application for development will need to address how the increment relates to the whole, whether it be stormwater management, utilities, or traffic generation.

- h. An efficient use of land demonstrating full coordination of its own site development and surrounding context including, but not limited to, the land uses and functions contemplated, architecture, open space and pedestrian networks, vehicular access and circulation, and all other infrastructure.*

The MDP proposes to retain existing buildings within the historic core of the site, adaptively reusing existing buildings and maintaining historic patterns of open space between buildings. It also proposes redesigning areas outside of the district, incorporating new construction and design. The proposal follows recommendations of the Eastern Waterfront Masterplan for redevelopment, including re-use of historic resources, new construction, a mix of uses, infrastructure improvements and additional connections to the surrounding neighborhood. Vehicular and circulation plans have been submitted, as well as supplemental pedestrian circulation materials that were included in November.

Overall, site connectivity both benefits from existing conditions, including the presence of the Eastern Promenade trail, connection to the water, the adjacency to surrounding neighborhoods, abutting open space to the east and future open space in the form of the Amethyst Lot to the west. The proposal will also improve connectivity for the site, and for the surrounding neighborhoods. Vehicular access to the site will eventually come from an extension of Thames Street, as well as plans for an eventual, further extension of the street network from Thames to Fore Street. A garage entrance to the structured parking is proposed along Fore Street. Pedestrian and bicycle access is from Fore Street, Thames Street extension, as well as via the Eastern Promenade trail.

Areas where connectivity and circulation have been identified either for improvement or further articulation are marina pick-up and drop off areas, building entrances and building relationships to the street as they impact the pedestrian experience (addressed in Attachment XVII), and the ability of pedestrians to circulate on the eastern portion of the site where grade changes make pedestrian movement, particularly from Fore Street towards the water. Future reviews will evaluate vehicular, bicycle, and pedestrian circulation in greater detail as development proposals are brought forward. As phases of development emerge, each proposal will need to be evaluated for successful circulation and safety at interim phases, prior to the full site circulation plan being realized.

The Amethyst Lot, a City-owned parcel abutting 58 Fore Street and the waterfront on the western and southern edge of the site, is slated to be designed into a newly conceived public open space. The public access easement option from Fore Street connects with the Amethyst Lot, as well, creating another interface between 58 Fore Street and this public space. Design of both 58 Fore Street and the Amethyst Lot impact each other, with implications for the particulars of trail and waterfront access across both sites. Coordination between the City and the applicant on the interaction of these properties will be important, as each project unfolds, to optimize pedestrian and bicycle connections through the city, as well as to the water.

- i. Linked and coordinated with surrounding land uses, infrastructure and off-site public facilities, including but not limited to the public school system, where appropriate, in a manner that is safe, efficient, non-injurious to the public, and an improvement or benefit to the public where possible.*

The applicant has provided the required utilities analysis (Attachment N, Utility Plans P7 & P8). An engineering review from Stephen Bushey, consulting civil engineer is attached (Attachment II). Mr. Bushey found that the application demonstrates it can be served by sufficient infrastructure, including wastewater, water, drainage, power, natural gas, and communications. He notes that more detail and coordination will be necessary when a development proposal is brought forward:

*Ultimately it will be necessary for the developer's design team to complete significant coordination with all utility providers to verify that adequate capacity is in place and what, if any, improvements to these systems are necessary. However, as part of the Master Plan we see no particular issues with the utilities, except that the City of Portland and Portland Water District must address the project's potential impacts on their Combined Sewer Overflow Abatement plans and the capacity of the conveyance systems.*

The Department of Public Works has provided initial feedback on the need to mitigate impacts of any input of wastewater into the City's system. A condition has been added identifying several potential strategies to address this, with final determination of the most appropriate measures to be made by Portland's Department of Public Works.

As noted above, the site's current, relative disconnection from its surrounding context will be improved by this proposal through its additional vehicular and pedestrian access points along Fore and Thames Streets. In the new uses on the site it will also create new connections, with residential uses predominating along Fore Street, mirroring the surrounding neighborhood, and mixed commercial uses predominating below Fore Street.

***j. Designed with sizing of street and other infrastructure systems to accommodate the overall service demand of the Master Plan.***

In November there was a discussion of the still in-process traffic review. Initially the applicant submitted materials for a Traffic Movement Permit for the entire site to address traffic analysis for the project. A Traffic Movement Permit is required for developments that trigger 100 or more passenger car trips per hour, but is not required for a Master Development Plan application. For a project of this scope, there was extensive discussion and review of data and methodology for the TMP, and it became clear after the November 15<sup>th</sup> workshop that the full TMP review and approval would extend beyond the timeframe of the MDP review. Therefore, the TMP has been decoupled from the MDP, and will come before the Planning Board as a separate item in the future. The applicant was requested by staff to submit a revised traffic analysis that spoke directly to the traffic-related submission requirements for the MDP (14-527.e.xii), which read: *A traffic analysis and recommendations prepared by a registered professional engineer qualified to conduct such studies, including current traffic counts for streets surrounding the project, analysis of the existing capacity of those streets, projections of the amount of traffic that will be generated by the proposed development, and the ability of the street system to absorb the increased traffic without decreasing the level of service below an acceptable level – said level to be determined by the Planning Authority in concert with the Department of Public Works. In cases where the Master Development Plan is subject to a Traffic Movement Permit (TMP) for all phases, the TMP submissions and review shall supersede these requirements.*

The final traffic review conducted by staff, with the aid of Tom Errico, consulting traffic engineer, is for the MDP standard, with the understanding that a TMP, and an associated Traffic Demand Management plan, will be brought forward in full prior to any Level III Site Plan and/or Subdivision Plan reviews that would trigger TMP thresholds.

Tom Errico provided the following review comments:

***A traffic analysis and recommendations prepared by a registered professional engineer qualified to conduct such studies.***

*The traffic study and analysis was performed by Randy Dunton, PE, PTOE and accordingly this requirement is met.*

***Current traffic counts for streets surrounding the project.***

*The applicant has collected traffic counts in the vicinity of the project and the methods and adjustments meet professional engineering methods. This requirement is met as part of the MDP, but revisions may be required as part of the Traffic Movement Permit.*

***Analysis of the existing capacity of those streets.***

*The applicant developed SimTraffic models for both the immediate study area and along Franklin Street between Commercial Street and I-295. The models are reasonably constructed for traffic mobility conclusions for the purposes of the MDP approval process. Refinement of the model and resulting existing conditions and future conditions analysis and reporting of that analysis will be required during the TMP process to account for pedestrian interaction with vehicles, calibrating the model to existing conditions (such as vehicle queue lengths, roadway geometry and traffic signal equipment) and other modeling and analysis details.*

***Projections of the amount of traffic that will be generated by the proposed development.***

*The applicant has conducted a trip generation estimate for the proposed project generally from data provided by the Institute of Transportation Engineers. Without any adjustments, the project would be expected to generate 733 AM peak hour trips and 885 PM peak hour trips. The applicant incorporated “shared use” adjustments to the ITE estimate to account for the interaction of trip activity between land uses. From national sources, the proposed project would be expected to have shared trip activity of between 12% and 18% (e.g. a resident shopping and working at 58 Fore Street). In addition, the project assumes ‘other modes reductions’: that 35.8% of the residential uses and 18% of the non-residential uses will be non-automobile trips and reductions. These reductions are based upon available information from American Community Survey data. Following these adjustments, the project is expected to generate 506 trips during the AM peak hour and 585 trips during the PM peak hour. City staff has reviewed the methods used to estimate traffic from the project and finds the methods to be reasonable.*

*I would note that a key assumption is the reduction of vehicle trips from the site due to non-motorized modes of transportation. Accordingly, the implementation and monitoring of a TDM plan and other potential mitigation that has achievable strategies linked to these assumed vehicle trip reductions of these magnitudes is critical and as such will be an important element of the TMP and Site Plan approvals.*

***The ability of the street system to absorb the increased traffic without decreasing the level of service below an acceptable level.***

- *The MDP traffic study documents that many localized intersections/roadways will operate at acceptable levels of service with the primary exception of Franklin Street from Commercial Street to I-295/Marginal Way. Accordingly, mitigation requirements may be required along Franklin Street and those will be determined through the TMP permitting and site plan approval process.*
- *Other locations including the Commercial Street/High Street intersection and the Congress Street/Washington Avenue/India Street area will need further evaluation during the TMP and Site Plan approval process which may include additional traffic analyses and identification of potential mitigation strategies.*

***MaineDOT Traffic Movement Permit***

*It is recommended that a phased TMP for this project be required given the location of the project in an area that is experiencing significant growth and that the project will likely be constructed over many years and with that the transportation context and infrastructure should be evaluated at a time when future conditions are better known when site-generated traffic is being added to the system.*

To Mr. Errico's final two subjects on mitigation and phasing, a condition of approval is proposed to require the TMP to be phased. Regarding off-site mitigation of any impacts related to this site, in order to guide mitigation, a menu of potential traffic-related public improvements will be developed for known areas of impact, to be evaluated as development proposals are brought forward. The final list may be altered based on the phased TMP review, and supplemented according to Site Plan Review transportation standards. Based on traffic analysis to date, Planning staff has identified the following focus areas:

- The design and construction of the Fore Street Connector;
- Franklin Street, particularly at the intersections of Franklin with Marginal Way/Fox/Somerset;
- The Commercial Street Corridor, particularly at the intersection of High and Commercial;
- The development of a robust Traffic Demand Management Plan to identify trip reduction targets and implementation strategies for reducing single occupant vehicle trips to this site.

It is anticipated that if new generators of traffic or significantly different circulation patterns emerge as subsequent phases are submitted, the menu and responses will be revisited. As a rubric for evaluating traffic impacts over the course of a full multi-year buildout of the site, this allows for flexibility and proportionate implementation. This menu of items has not yet been finalized, as it may be expanded or altered in the course of the Traffic Movement Permit review, but is listed here to establish expectations for future application phases.

***k. Designed to create a street grid pattern that reflects average city block sizes of the neighborhood for street connectivity.***

Due to historic development patterns, as well as topography, Eastern Waterfront policy direction, and the historic district, the internal circulation plan does not propose a traditional street grid. However, it does create multiple new connections to the adjacent street system. The internal, private street system both adheres to existing patterns on the site in the historic district by maintaining the linear presence and pattern of alleyways there, and connects to the street system at Fore Street and through pedestrian and vehicular entrances where currently there are none. The view corridors also align with the streets that intersect with Fore Street. These view corridors run perpendicular to the linear rhythm of the historic buildings and the spaces between them. The Eastern Waterfront masterplan anticipated this to allow for respect of the historic fabric while also allowing for greater connectivity to the surrounding residential neighborhood on the eastern portion of the property. The site also extends the existing street network from the west through the connection with Thames Street. Internally, the project proposes streets designed as shared spaces for vehicles and pedestrians.



Figure 13, Supplemental Circulation Plan

- l. Designed as to create a cohesive identity through building scale, massing, and articulation; use of quality exterior materials, architectural detailing at pedestrian scale; consistency of design and materials for streetscape and pedestrian amenities; framing of outdoor open space and linkages; a clear conveyance of the function and significance of various buildings, entrances, and features; and to generally comply with design and development standards of the zone in which it is located.*

Caitlin Cameron, Urban Designer, addresses this standard in her initial memo for the November 22<sup>nd</sup> workshop (Attachment XVI), and an updated memo for the December 20<sup>th</sup> Public Hearing (Attachment XVII). These final comments are central to the overall review of the Master Development Plan, respond to the Comprehensive Plan and adopted Design Guidelines, and also to comments received over the course of the review of the application. A recommended condition is for the design review comments to serve as guidance for future submissions for this site.

- m. Inclusive of provisions for the ownership and maintenance of usable open space as appropriate.*

As part of the Historic District designation, the City Council accepted a public easement option from CPB2 LLC to allow public visual and physical access across the site. The option is for a 50’ wide easement, with final location and configuration to be determined over the course of site plan review, with the agreement of the applicant and approval by the Planning Board and Corporation Counsel. This application precedes site plan review, the easement details are not required to be finalized at this stage, but the MDP review offers an opportunity to envision the easement’s role (as shown on Appendix P4, Overall Site Master Plan) in the context of the entire site.

The layout of the Eastern Promenade trail shifts towards to water’s edge, but public access to this public resource is unchanged.

The master development plan shows courtyards, plazas, landscaped areas, all with potential to serve as gathering spaces for residents, customers, and visitors. At this stage, the application narrative has indicated that the applicant anticipates definition of open space ownership, access and maintenance to be determined over the course of Subdivision review for the site.

- n. ***For areas proposed as future development phase(s), the proposed interim conditions shall be managed and maintained to ensure stable, safe and attractive site conditions.***

Phasing is not required at this stage. As site plans and/or subdivision applications are submitted, this standard will be applied to all increments of development for the site.

**XIV. STAFF RECOMMENDATION**

Subject to the proposed motions and conditions of approval listed below, Planning Division staff recommends that the Planning Board approve the master development plan for 58 Fore Street.

**XV. PROPOSED MOTIONS – MASTER DEVELOPMENT PLAN**

On the basis of the application, plans, reports and other information submitted by the applicant; findings and recommendations contained in the Planning Board Report for the public hearing on December 20, 2016 for application #2016-224 relevant to the master development plan regulations; and the testimony presented at the Planning Board hearing:

- a. The Planning Board (**waives/does not waive**) the Technical Standard for flooding as provided Technical Manual III. 4. E.(2) Waiver of the flooding standard due to direct discharge into the ocean, a great pond, or major river segment.
- b. The Planning Board finds that the plan **is/is not** in conformance with the master development plan standards of the land use code, subject to the following conditions of approval, which must be met prior to the submission of a Level III application unless otherwise stated.
- c. The design review contained in Attachment XVII, shall serve as design guidance for this approval, and all future Site Plan submissions shall be responsive to the Areas of Focus and *Design Parameters* outlined in that December 15, 2016 document.
- d. Consistent with the December 7, 2016 finding and recommendation of the Historic Preservation Board, the applicant shall provide revised plans reflecting the change to the Fore Street townhouses identified as needing to be removed from the Master Development Plan in order to have the plan be consistent with Portland’s Historic Preservation Ordinance. Future design proposals or substantive changes to the Master Development Plan may be considered for additional review provided they can demonstrate consistency with the Historic Preservation Ordinance and that they do not materially diminish the visibility and integrity of the historic district.
- e. The final revised Master Development Plan plan set shall label the street extension from Thames Street Extension to Fore Street as *Potential Fore Street Connector*, and strike the current label of *Connector Street (By City)*.

- f. The final revised Master Development Plan plan set shall clearly label current property lines, and indicate any areas of encroachment on abutting property lines.
- g. All documentation of Right, Title and Interest on property pending acquisition shall be included with application materials prior to any review of Level III Site Plan and/or Subdivision plan applications.
- h. Prior to review of any Level III Site Plan and/or Subdivision Plan applications, the terms of the December 5, 2016 Purchase and Sale Agreement for the Thames Street Extension, particularly with regard to section 10, *City Conditional Commitment to Construct Thames Street Extension*, shall be met.
- i. The applicant shall pursue a phased Traffic Movement Permit, the approval of which is required for any qualifying Level III Site Plan and/or Subdivision Plan application.
- j. The applicant shall coordinate with City regarding the design of the public access easement area and its transition to and integration with the adjacent City-owned waterfront parcel, to assure a well designed public space that enhances the public access to and the enjoyment of the waterfront.
- k. Transportation review of Level III Site Plan applications to implement phases of this MDP will follow guidance provided in this document regarding specific focus areas.
- l. As part of future Site Plan approvals for the site, the applicant shall do one or a combination of the following to insure the input of wastewater into the City's system from the 58 Fore Street site is offset or mitigated to avoid additional contribution to combined sewer overflows (CSO's) at the India Street CSO:
  - Collect and store wastewater onsite, and regulate discharge to the City's combined sewer system during active wet-weather CSO conditions.
  - Perform offsite mitigation of stormwater input into the City's combined sewer system in proportion to the estimated amount of wastewater generated for that phase.
  - Make a financial contribution to a City project within the India Street CSO collection area that mitigates stormwater input into the City's combined sewer system in proportion to the estimated amount of wastewater generated for that phase.

Final wastewater impact mitigation strategies shall be approved by the City of Portland’s Department of Public Works.

**XVI. ATTACHMENTS**

**MATERIALS ADDED SINCE OCTOBER WORKSHOPS**

- I. Applicant Response
- II. Engineering Review
- III. Fire Comments
- IV. Revised TIS
- V. TDMF

**MATERIALS ADDED SINCE NOV.15 WORKSHOP**

- VI. B6EWMP Purpose Statements
- VII. 11/10 Letter to HP Board
- VIII. 11/17 Applicant response Letter



- IX. 10/28 CMP Ability to Serve Letter
- X. 11/2 Unitil Ability to Serve Letter
- XI. 11/17 PWD Ability to Serve Letter
- XII. 11/17 Additional Renderings
- XIII. 11/15 Presentation Slides
- XIV. 10/11 Email from Zoning Administrator
- XV. DAndrews 11\_9 Memo
- XVI. Design Review

**MATERIALS ADDED SINCE NOV.22 WORKSHOP**

- XVII. Design Review 12\_15
- XVIII. Historic Preservation Board Findings 12\_15
- XIX. Wastewater Capacity Memo 12\_7
- XX. Traffic Review Comments
- XXI. Purchase & Sale Agreement
- XXII. Applicant’s Public Comment Response 12\_14
- XXIII. Applicant’s Additional Information Letter 12\_2
- XXIV. Applicant’s Traffic Submittal 12\_7

**PUBLIC COMMENTS**

- 1. Lowell 10\_3
- 2. Sawin 10\_4
- 3. Vestal 11\_15
- 4. GPL 12\_6
- 5. Millard 12\_9
- 6. GPL 12\_15
- 7. Adams 12\_15
- 8. Hamill 12\_15
- 9. Haley 12\_15
- 10. Vestal 12\_15
- 11. Oldham 12\_16
- 12. Stevens 12\_15
- 13. Murray 12\_16
- 14. Snyder 12\_16

**APPLICANT’S SUBMITTAL**

- A. Cover letter, TOC, Application Form
- B. Application Fees
- C. Project Description
- D. Master Development Plan Review
- E. Evidence of Right, Title and Interest
- F. Evidence of State, Federal Approvals
- G. Assessment of Zoning

**PLANS**

- P1. Cover Sheet
- P2 Existing Conditions Plan
- P3 Overall Existing Conditions Plan
- P4 Overall Site Master Plan
- P5 Concept Dev. Block Plan
- P6 Conceptual Grading Plan
- P7 Utility Plan 1
- P8 Utility Plan 2
- P9 Concept. SW Treat. Plan
- P10 Vehicle Circulation Plan
- P11 Land Transfer Proposal Plan
- P12 Boundary Survey
- P13 Pedestrian Circulation
- P14 Illustrative Landscape
- P15 Level 15
- P16 Level 25
- P17 Level 55
- P18 Level 85
- P19 Section Fore Street
- P20 Section Along Waterfront
- P21 Section Through Dev Block 4
- P22 Section Through Dev Block 1
- P23 Section Through Project Site
- P24 Fore Street Section Aerial

H. Easements and Other Burdens	Plan
I. Waiver Requests	P25 Rendering View Key
J. Evidence of Financial and Technical Capacity	P26 Rendering 1
K. Conceptual Site Plan	P27 Rendering 2
L. Stormwater Management	P28 Rendering 3
M. Traffic Analysis	P29 Rendering 4
N. Utilities Analysis	P30 Rendering 5
O. Boundary Survey	P31 Rendering 6
P. Site Law Determination Letter	P32 Rendering 7
Q. Neighborhood Meeting Invitation	P33 Rendering 8
R. Trip Generation – Bay House Supplement	P34 Rendering 9
	P35 Rendering 10
	P36 Rendering 11
	P37 Fore Street Marina
	P38 Average Grade Calculations Diagram
	P39 Historic District Boundary