

## ROCK ROW CONTRACT ZONE ORDINANCE

**Part 1.** Section 322 of the Westbrook Land Use Ordinance (“Ordinance”) is enacted to read:

### **322 Contract Zone -12 – Rock Row Contract Zone**

WHEREAS, the City Council finds that the materials submitted to the Planning Board to date on traffic and master planning are sufficient to allow the Council to make the legislative policy judgment that the requested rezoning is consistent with the Comprehensive Plan and is an appropriate zoning designation for the subject property, understanding that this rezoning does not approve a specific development project and that the specific development project will be reviewed by the Planning Board, at which time more detailed information concerning traffic and design will be required.

Now, be it therefore Ordered that the City Council hereby authorizes the establishment of the attached Rock Row Contract Zone and the rezoning of the Property (as defined below), as recommended by the Planning Board.

**322.1 Purpose.** The Rock Row Contract Zone consists of approximately 66 acres of currently undeveloped land located within Larrabee Road, the Westbrook Arterial, Main Street, and the Westbrook/Portland boundary line (the “Property”), more particularly shown on Exhibit A attached hereto. The purpose of this Contract Zone is to enable a high quality integrated, master-planned, mixed-use commercial development (the “Development”) that will serve as a gateway to Westbrook from Interstate 95 Exits 47 and 48, as a regional economic hub, and as a destination for visitors and shoppers to the City and the State. The kind of development intended for this zone is further described in the Rock Row Master Plan prepared by Waterstone Properties and Wakefield Beasley & Associates attached as Exhibit A (the “Master Plan”). At final build-out, the Development is anticipated to include a mix of the following uses: (a) retail; (b) office space; (c) hospitality and food; (d) sports and entertainment; (e) commercial; and (f) residential.

It is of critical concern to the City that the Development envisioned in this Contract Zone move forward in a way that protects and has minimal impact on traffic, surrounding neighborhoods, school facilities and currently active agricultural businesses.

**322.2 Permitted Uses.** All uses permitted in the Gateway Commercial District in Section 309 of the Land Use Ordinance (the “Ordinance”) are permitted in the Rock Row Contract Zone, and in addition, the following uses are permitted in the Rock Row Contract Zone as a matter of right:

Car Wash	Indoor or Outdoor Performing Arts Facility
Data Center	Intermodal Passenger Transportation

**322.3 Conditional Use.** All uses permitted in the Gateway Commercial District as conditional uses in Section 309 of the Ordinance are permitted as conditional uses in the Rock Row Contract Zone, and in addition, the following uses are permitted in the Rock Row Contract Zone as conditional uses under Section 204 of the Ordinance:

Water Park

**322.4 Phasing.** The Rock Row Contract Zone includes four phases as shown in the Rock Row Master Plan attached as Exhibit A. The Development may be further divided and developed in subphases without requiring amendment of this Contract Zone, so long as the overall development in subphases is consistent with the purpose and intent of this Contract Zone. The Planning Board will determine during site plan review what infrastructure improvements are required for the incremental development of each phase or subphase.

- A. Phase I is intended for retail development at Main Street and Larrabee Road.
- B. Phase II is intended for high density mixed use development in the center of the Property, including but not limited to retail, restaurants, entertainment, hotel, residential, and office space. (Because of the density of development and amounts of buildings and infrastructure in this Phase, it will be developed in subphases as Phases IIA and IIB.)
- C. Phase III is intended for higher density mixed use development, residential uses and an amphitheater, including but not limited to retail, residential, office (potential for office tower), amphitheater, performing arts center, and healthcare.
- D. Phase IV is the area south of Nasons Brook intended for health care office, office, commercial, and higher density residential use.

**322.5 Dimensional and Performance Standards.** The following dimensional and performance standards apply in the Rock Row Contract Zone:

**A. Dimensional Requirements:**

- 1. Minimum Building Setbacks:
  - (a) from Westbrook Arterial 20 feet
  - (b) from Main Street 20 feet
  - (c) from Larrabee Road 20 feet
  - (d) from side property lines and within the Property 0 feet

The Minimum Building Setbacks established in this Section 322.5.A.1. apply to the Contract Zone as a whole and not to individual lots within the Contract Zone. All buildings

must have adequate emergency access as reasonably determined by the Fire Inspector. Recreational trails, driveways, sidewalks, signs and other non-building structures and elements may be located within the Minimum Building Setbacks.

2. Minimum Front Setback from interior Private Ways. None
3. Minimum Lot Size. None
4. Minimum Lot Frontage. None.
5. Yard Depth. None.
6. Maximum Height. The greater of 180 feet or up to 12 stories (exclusive of architectural features which may, upon approval of the design by the Planning Board during site plan review, extend above the roof of the building provided such architectural features do not increase habitable space).
7. Maximum Building Footprint. The total, cumulative footprint of all buildings within each Phase or subphase of the Rock Row Contract Zone shall not exceed the percentage of the base site area shown in Table 1 below; the base site area shall include all land within the Phase or subphase in which the buildings are located.
8. Maximum Gross Density. The total, cumulative amount of building footprint and impervious surface within each Phase or subphase of the Rock Row Contract Zone shall not exceed the percentage of the base site area shown in Table 1 below; the base site area shall include all land within the Phase or subphase in which the buildings and impervious surface are located.
9. Minimum Landscaping. The minimum percentage of the base site area within each Phase or subphase of the Rock Row Contract Zone that must be landscaped is shown in Table 1 below the base site area shall include all land within that Phase or subphase in which the landscaping is located. Stabilized grass or vegetated surfaces and unpaved recreational trails shall be considered pervious landscaping from a Gross Density/Landscaped Factor definition.
10. Residential Density Factor. Residential density shall be a minimum of 500 square feet of base site area per dwelling unit within that Phase or subphase of the Rock Row Contract Zone in which the residential use is located; the base site area shall include all land within the Phase or subphase in which the dwellings are located, and the base site area that satisfies the residential density requirement may be used for other nonresidential buildings and uses. The building containing the residential use must be located on the land/lot encumbered by the density factor.

**Table 1**

	Phase I	Phase II A and B	Phase III	Phase IV
Maximum Building Footprint Factor	85%	100%	85%	85%
Maximum Gross Density Factor	85%	100%	85%	85%
Minimum Landscaping Factor	15%	None	15%	15%

**B. Performance Standards.**

1. **Lighting.** All permanent outdoor lighting fixtures, except those used for lighting displays, must be of the cutoff luminaire variety and must be installed so that no permanent direct lighting is directed beyond the Rock Row Contract Zone Property lines. No permanent lighting shall be permitted on architectural features above 180 feet in height except as otherwise required by FAA requirements.

- a. Lighting displays are permitted throughout the Contract Zone for special accents, special events, general information, and advertising for the Development or businesses and tenants within the Rock Row Contract Zone or for sponsorship of Development programming, and may be in the form of digital displays including, but not limited to, holographic signs, changeable signs (as defined in 23 M.R.S. §1914), water features, and light displays on the quarry walls and on other Development elements, provided, however, that such lighting displays not be directed beyond the Rock Row Contract Zone Property lines, and shall not constitute a distraction to operators of motor vehicles on public ways.

2. **Traffic Impact.** Access to the Rock Row Contract Zone shall be from the Westbrook Arterial, Main Street, and Larrabee Road in accordance with Traffic Movement Permits issued by the Maine Department of Transportation’s Rules and Regulations pertaining to Traffic Movement Permits, as such may be amended from time to time.

3. **Parking.** Because of the variety of uses proposed by the developers of Rock Row, various uses on the Property will have different operating hours and different peak-period parking demands. In keeping with principles of optimizing resources, shared parking can therefore be utilized. The Table of Off-Street Parking in Section 505.1.A and the provisions of Section 505.1.D and E of the Ordinance shall not apply within this Contract Zone. Instead, the number of parking spaces to be provided as each Phase or subphase of the Development is undertaken and in total shall be determined by the Planning Board by applying best-practice traffic engineering standards for shared parking and in accordance with a parking management plan. For Phases of the Development that are to be constructed primarily with residential uses, however, because the Development will be constructed with an emphasis on transportation alternatives to automobile and will feature mass transit, bicycle and pedestrian

transportation options, for multi-family dwellings within the Development, 1.0 parking spaces will be required for each dwelling unit.

Parking may be provided through a combination of surface parking and parking structures.

Low utilization, temporary surface parking may be provided on gravel or stabilized grass or vegetated surfaces utilizing materials including, but not limited to, “grasscrete.”

Except for Phase I of the Development, for which surface parking will be provided in accordance with the approved plans therefor, any surface parking, whether provided for an individual Phase or for final build-out, shall be adequately screened from pedestrian ways and public streets.

4. **Internal Roads.** Internal roads in the Development are “Private Ways” as defined and regulated by this Ordinance. Internal roads/Private Ways leased to public entities that count as “lots” for purposes of the State subdivision law are exempt from complying with dimensional and performance standards of the Ordinance, but shall comply with the applicable provisions of Section 502 C Design Standards for Streets and Private Rights of Way. Such internal roads/Private Ways will not be considered public ways for purposes of Maine sign, traffic and motor vehicle statutes and regulations and the Ordinance. The developer will provide for unified management responsibility for maintenance, plowing, and repair of the Private Ways.

5. **Noise.** The Planning Board shall establish maximum sound levels on a case-by-case basis for uses and activities in the Rock Row Contract Zone that will prevent undue adverse noise impact to neighboring properties. The developer shall conduct pre- and post-construction sound level testing and analysis to assist the Planning Board in establishing sound level standards. Operators of uses and activities in the Rock Row Contract Zone that generate noise shall undertake sound level testing at locations set with the approval of the Planning Board and shall comply with those standards. Noise standards for Development in the Gateway Commercial District previously approved by the Planning Board shall remain valid under this Rock Row Contract Zone enactment.

6. **Recreation and Conservation Commission Recommendation.** The Recreation and Conservation Commission shall review applications for site plan or subdivision approvals in each Phase or subphase of the Development subsequent to Phase I. The Committee shall have thirty (30) days to make its recommendation to the Planning Board on the open space-related recreation and the landscaping aspects of the application. If no recommendation is provided to the Planning Board within the thirty (30) day period, the Planning Board may proceed with a public hearing without the recommendation. However, this recommendation shall not be required for administrative changes under Section 504.

7. **Sections Specifically Not Applicable to Development.** Section 505.13 of the Site Plan provisions of the Ordinance do not apply to this Development. Section 20-50.B of the Ordinance, which limits outdoor dining hours for restaurant uses that abut a residential zone to 7 am to 11 pm, does not apply to this Development, and there are no limits on outdoor dining hours for such uses.

8. **Prior Development Approvals Remain Valid.** All previous City of Westbrook planning, land use and zoning approvals issued for this Development and Phases and portions thereof with conditions of approval and standards are still valid unless and until amended by the Planning Board or other permitting authority.

**C. Signage Standards.** The Sign Regulations of Section 404 of the Ordinance apply to signage in this Rock Row Contract Zone except as modified by this Section 322.5 C.; although the underlying zoning district for the Development is Gateway Commercial, signage in the Development shall be regulated as though it is located in the City Center District, under Section 404.3.1 of the Ordinance except as modified herein by this Section.

1. **General.**

- a. **Traffic Safety and illumination.** Section 404.3.1.1 B. of the Ordinance notwithstanding, 1) changeable signs shall be allowed as permitted under State law and subject to Section 322.5.C.2.k of the Ordinance, and 2) there is no limitation on the hours during which illuminated signs may operate.
- b. **Sign Height.** Section 404.3.1.1 G. of the Ordinance notwithstanding, the topmost element of any sign may not be higher than ten (10) feet above the cornice line of any building.
- c. **Temporary Signs.** Section 404.3.1.1 I. of the Ordinance notwithstanding:
  - 1) the maximum area of Real Estate Signs per lot is 144 square feet per lot or building proposed for lease, sale or rent, and such signs shall not be of a banner construction;
  - 2) the maximum area of a new business sign is 144 square feet and must be attached to the structure, and such signs shall not be of a banner construction; and
  - 3) construction signage may be placed continuously along fencing on public ways that the Development fronts upon so long as such signage does not exceed a height of four feet above the abutting street or sidewalk, whichever is taller, and may be of a banner construction.

2. **Sign Types Allowed.**

**a. Building Mounted Signs.**

**1) Storefront Fascia Sign. Section 404.3.1.3.A. of the Ordinance notwithstanding,**

- a) One fascia sign per tenant on the storefront façade fronting upon a public or private way or a parking area, and for tenants of building corners, an additional sign on the other storefront façade fronting upon another public or private way or parking area, is permitted.**
- b) Maximum sign area shall be at the ratio of one (1) square foot per one linear foot of tenant frontage, with a maximum sign area of 10% of the relevant façade wall area.**

**b. Ground Mounted Signs. Section 404.3.1.3.B. of the Ordinance notwithstanding, one ground-mounted sign is permitted per lot. The sign area for ground mounted signs shall be no more than one hundred (100) square feet, including all tenant signage, per side, may advertise the name of the Development or of tenants in buildings on that lot, and may include a message board or changeable sign in the 100 square feet of sign area. One ground mounted sign will be allowed at each of the four major entrances to the Development (one from Main Street, one from the Westbrook Arterial, and two from Larrabee Road); no additional ground mounted signs will be allowed in the area between Larrabee Road and the road named Rock Row, but additional ground mounted signs at the above ratio of one per lot will be allowed in the area that is east of the road named Rock Row except that no additional ground mounted signs will be allowed in the Phase I area that is east of the road named Rock Row.**

**1) Monument Signs. Ground mounted monument signs are signs mounted to the ground by a solid (opaque) base structure made of wood (painted or varnished and weather treated), brick, or stone. A monument sign shall be no taller than twenty-five (25) feet including the base and setback to avoid sight line issues for the motoring public.**

**2) Pylon Signs. Ground mounted pylon signs are signs mounted to the ground by poles made of materials consistent with this Zoning Ordinance. A pylon sign shall be no taller than twenty-five (25) feet including the base.**

**c. Blade Sign. Section 404.3.1.3.C. of the Ordinance notwithstanding, one blade sign per tenant is permitted; for tenants of spaces located in building corners with storefront façades fronting upon two or more public or private ways or parking areas, the tenant is permitted one blade sign along each façade or a single vertical blade sign at the corner, and blade signs may be spaced more closely than one**

every 25 feet of linear frontage on a freestanding building. Proof of general liability insurance to protect the City of Westbrook is not required.

- d. **Message Boards.** Message board signs are permitted where freestanding (ground-mounted) signs are allowed.
- e. **Sandwich Boards.** Sandwich Board signs are permitted in the Rock Row Development on sidewalks along internal roads at a frequency of no more than one per 20 feet of linear building frontage along the internal road, and these shall meet the Ordinance requirements for size and location, except that proof of general liability insurance to protect the City of Westbrook is not required.
- f. **Entry Point Tenant Directory Sign.** Section 404.3.1.3.D. of the Ordinance notwithstanding, an Entry Point Tenant Directory Sign is permitted for occupants located on the second floor and above for each multi-story building in the Development, which sign may be built similar to a monument sign, shall have a maximum sign height of 6 feet including the base, and shall have a maximum letter height for the building/development name or logo of 8 inches, and for all other lettering, of 4 inches.
- g. **Directional (Wayfinding) Signs.**
- h. **Window Signs.**
- i. **Canopy or Awning Sign.** Section 404.3.1.3.H. of the Ordinance notwithstanding, canopy or awning signs may include graphics and/or the tenant's logo if the tenant's storefront has no building mounted signs including but not to limited blade signs, and each such canopy or awning may have a length of up to the full length of the storefront. Proof of general liability insurance to protect the City of Westbrook is not required.
- j. **Marquee Sign (Amphitheater/Theater/Performing Arts Facility).** A marquee sign is permitted for each amphitheater, theater, or performing arts center in the Development. Each marquee sign may be up to 500 square feet in sign area.
- k. **Changeable Signs (as defined in 23 M.R.S. §1914).** One changeable sign with two sides is allowed for each public way that provides vehicular access to a business, facility or point of interest in the Development. The total area of the changeable board area shall not exceed sixty (60) square feet per side. The sign may include a changeable message but the message may not change more than once every five (5) minutes.
- l. **Menu Boards** – these may be placed alongside the entrances to eating or drinking establishments, and are not to exceed four (4) square feet.



- m. **Multi-story Business/Office Building.** Internally illuminated signs constructed of metal and plastic may be allowed on multi-story business and/or office buildings with over three (3) floors, as measured from street level, to identify up to three major tenants of the building. The following standards apply:
- 1) Only one (1) such sign is permitted per tenant per façade, identifying up to three major tenants of the building.
  - 2) Such signs may not be placed below the third (3<sup>rd</sup>) floor of the building, and the topmost element of any sign may not be higher than ten (10) feet above the cornice line of the building:
  - 3) Maximum signage area shall be determined by the height of the building:
    - 18' to 100': 200 square feet
    - 101' to 150': 300 square feet
  - 4) Maximum signage height shall be determined by the height of the building:
    - 18' to 100': 4 feet
    - 101' to 150': 6 feet
  - 5) Maximum signage width (maximum percentage of façade length): 66%.
- n. **Internal Special Events Signage.** Internal special events, special accent, general information, advertising for the Development or businesses and tenants within or outside of the Rock Row Contract Zone or for sponsorship of Development programming, and temporary signage is permitted along the internal roads and buildings within the Contract Zone in the form of freestanding and building signs and in the form of digital displays including, but not limited to, holographic signs, changeable messaging, LED screens, projections, water features, and light displays on the quarry walls and on other Development elements, provided, however, that such signage, lighting, and displays shall not be directed beyond the Rock Row Contract Zone Property lines, shall not be generally visible from public ways, and shall not constitute a distraction to operators of motor vehicles on public ways.
- o. **Murals/Painted Signs.** A large picture/image (including but not limited to painted art) which is painted, or affixed directly onto a vertical building wall, which contains text, logos, and/or symbols, shall be considered building mounted signage and be limited as per the building mounted signage section of this ordinance. A wall, facade, or surface that is used for a mural pertaining to the business on which it is located shall be counted as one sign. However, a large picture/image (including but not limited to painted art) which is painted, or affixed directly onto a vertical building wall which is devoid of advertising and does not contain text, logos and/or symbols intended to

advertise or indicate the name of the premises, products or services available shall not constitute a sign.

- p. Prohibited Signs. “Feather flag” and “Blow-up” signs are prohibited in the Development.

### **322.6 Conditions.**

#### **A. Master Plan**

1. All buildings within the Rock Row Contract Zone shall be designed and constructed pursuant to an overall plan for Development of the Property that contemplates an integrated, internally unified, mixed-use commercial development of a design, with uses, and at densities, consistent with the Master Plan attached as Exhibit A hereto. That Master Plan is a conceptual document that will include a design plan and narrative, and will incorporate the following design principles:
  - High quality public spaces will be an integral component of the development as a whole and of individual phases.
  - The Development as a whole and in individual Phases and subphases will be streetscape oriented and designed so that, except in Phase I, visitors will park in central facilities (surface parking and decks) and then walk to their destinations, with building entrances located along and oriented toward the internal roads.
2. The Master Plan is submitted as part of the Rock Row Contract Zone application. It is understood that the details of the Master Plan may be changed or modified as the developer applies for site plan review of each Phase or subphase, and the Master Plan shall not require modification by amendment to the Rock Row Contract Zone so long as the changes or modifications to the Master Plan for each individual Phase or subphase or to buildings or infrastructure therein are consistent with the purpose and intent of the Rock Row Contract Zone.
3. The development of the Property and of each Phase and subphase subsequent to Phase I shall be substantially consistent with the design principles articulated in the Master Plan and with the design concepts, including but not limited to landscaping, illustrated in Exhibit A attached hereto and incorporated herein.

- B. Amendment Process.** Provisions of Section 504 of the Ordinance to the contrary notwithstanding, Planning Staff may exempt from Planning Board approval an unlimited number of administrative change approvals for development in the contract zone so long as all other criteria of the “Exemptions from Site Plan Review” provisions in Section 504 of the Ordinance are satisfied.

**Part 2.** Section 201 of the City of Westbrook Zoning Ordinance is amended by the addition of the following definitions:

**Data Center.** A facility used to store computer systems and associated components, such as telecommunications and storage systems.

**Indoor or Outdoor Performing Arts Venue.** An area designed and arranged so that it may be used for outdoor concerts or performances, including live or multimedia performances or showing of films or videos. It may include a bandstand, band shell, stage or other shelter for performers, and seating or seating areas for audiences, any of which may be permanent or temporary. This use category does not include drive-in theaters.

**Intermodal Passenger Transportation Facility.** A building, structure or location where two or more modes of transportation intersect and passengers can transfer between modes.

**Water Park.** A commercial recreation facility that features water play areas such as swimming pools, water slides, splash pads, and water playgrounds, as well as areas for bathing and swimming.

3-13-2019

# Rock Row Master Plan

Prepared by Waterstone and Wakefield Beasley & Associates

The Applicant proposes to develop the Property as a 2.5 million square foot mixed-use development, including a mixture of retail, restaurant, office, commercial, and related service uses and activities; residential dwellings; an intermodal passenger transportation facility; outdoor gathering spaces; and a performing arts venue.

The Rock Row development will be streetscape oriented and designed so that except for Phase 1, visitors, customers, workers and residents will park in central parking facilities (surface parking and decks) and then walk to their destinations, with building entrances located along and oriented toward the internal streets, ways and drives.

The Applicant has planned Rock Row as a mixed-use destination fusing the newest innovations and methods in building design with industry leading tenants, marketing, and programming strategies. For the thousands of office and residential tenants and estimated 5 million+ annual visitors, Rock Row will transform a 100-year-old quarry, and along with it, Westbrook and Portland, by combining healthy urban living, destination retail, modern workplaces, upscale hospitality, and exciting entertainment and dining options in a fun, immersive experience.

- To embrace the outdoors spirit of Maine, the Rock Row development includes onsite green spaces, seasonal water- and ice-based recreation activities in the quarry, and direct connections to Portland Trails' 70+ miles of local recreational paths. These high quality public spaces are included as integral components of the overall development and of the individual phases of Rock Row.
- To keep the site active and to build community, Rock Row will incorporate a vibrant media/programming element by hosting numerous smaller scale indoor and outdoor community events, including, but not limited to, face-painting, mimes, magicians, clowns, small bandstand concerts, outdoor movies, antique auto shows, a beach ball play area, skating, and holiday celebrations/events, promoted through digital platforms including email, social media, and live and recorded broadcast, that will not require City Public Safety coverage.
- To push the boundaries of placemaking, the Applicant is partnering with state-of-the-art augmented reality, virtual reality, and 3D projection mapping creators to produce spectacular visual effects that will draw crowds regularly.

- **Lastly, pulling together the entire experience, Rock Row will have a highly trained concierge program that overlays the entire site to ensure that all the tenants, residents, and guests receive an unparalleled level of hospitality and service at all times.**

**Attached please find:**

- **A Conceptual Site Plan depicting the complete Rock Row Development;**
- **Dimensioned Plans for Phases 1, 2A, 2B, 3 and 4 of the Development; and**
- **A spreadsheet listing buildings, their footprint and total area, and their intended use.**

**Together, these plans and the spreadsheet constitute the “plot plan” required by Section 107 of the Westbrook Zoning Ordinance as part of the application for a contract zone.**