

**PORT COVINGTON MASTER PLAN
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JUNE 1, 2016**

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PORT COVINGTON MASTER PLAN

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PORT COVINGTON MASTER PLAN

EXECUTIVE SUMMARY

Port Covington is currently one of the largest urban redevelopment projects in America and it will be transformational for Baltimore City. It will be the future home and global headquarters of Under Armour, one of the fastest growing brands in the world. In its present state, Port Covington is an aging, underutilized industrial area that covers over 260 acres and three miles of waterfront. It is disconnected from the rest of the City – but it has tremendous potential to be a thriving, active and inclusive waterfront neighborhood.

A redeveloped Port Covington will mean thousands of new jobs, new businesses, better transit to jobs, more than 40 acres of parks, new space for manufacturing, fresh opportunities for innovation and entrepreneurship, new ways to reach the waterfront and more. This redevelopment will have a fundamental and far-reaching positive impact on Baltimore, its economy and its future.

The redevelopment envisions a new street grid, new transit facilities and links, and new parks connecting people to the waterfront. In addition, there will be meaningful improvements throughout the area that will engage and educate Baltimore residents and visitors about the ecology of the Middle Branch of the Patapsco River.

Embedded in every element of the redevelopment plan is a deference to Baltimore's hardworking heritage, a dedication to environmental stewardship and a commitment to diversity and inclusion.

The Port Covington vision is bold. It is big – Baltimore Big -- and it will take thousands of people to plan, design and construct this new community and economic center for the future.

I. INTRODUCTION

Baltimore was established as a dynamic port and gateway, defined not by a single element, but as a mix of people and industries. Baltimore has a long history as a vibrant, diverse city with a strong cultural heritage. The redevelopment of Port Covington will build upon Baltimore City's innovative spirit. It will mean new businesses, better transit to jobs, more public parks, new ways to reach the waterfront and more.

The Port Covington Master Plan proposes to transform approximately 260 acres of underutilized industrial land into a dynamic mixed-use community where people can work, live, shop, recreate and enjoy the natural beauty of Baltimore and its waterfront.

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The catalyst for this transformational project is the relocation of Under Armour's global headquarters from a constrained collection of parcels in the Locust Point neighborhood to a 50-acre assemblage in Port Covington. Under Armour's future campus will accommodate over 10,000 employees in 3.9 million square feet of improvements at full build out.

Port Covington is well situated within the region. It has direct access to Interstate 95, which runs the length of the East Coast; is less than five minutes from downtown Baltimore; is within 15 minutes of BWI-Thurgood Marshall International Airport; and is planned to be connected to light rail and MARC rail service.

The proposed redevelopment of the Port Covington peninsula is complementary to Baltimore City's comprehensive planning efforts and the surrounding communities as outlined in the South Baltimore Gateway Master Plan, Middle Branch Master Plan, and the Comprehensive Plan. Port Covington will exceed the City's expectations on sustainability, ecological sensitivity, public open space access, multi-modal transportation and design excellence.

The Port Covington Master Plan embraces the goals of improving water quality, providing a natural environment for fish and waterfowl, and creating a public amenity in an urban setting. The plan will set a high bar to achieve these goals by creating a sustainable, mixed-use urban community where people want to live, work and play.

The City's plans emphasize urban villages surrounding the upper Middle Branch of the Patapsco River linked together by a publicly accessible greenway. Since the early 1980s, the City has created public parkland and encouraged private property owners to enhance the shoreline of the Middle Branch. The Middle Branch Master Plan, approved in 2007, formalized the requirements for enhancing the shoreline and creating public access to and along the waterfront. The Port Covington Master Plan embraces and expands on the City's comprehensive plan.

To enable the Port Covington redevelopment, Sagamore Development Company (SDC) requested tax increment financing (TIF) from the City for local (non-highway) public infrastructure including, streets, sidewalks, utilities, parks, resilient and green infrastructure such as bio-retention and stabilized shorelines, and ecological/habitat interventions. As a condition to the introduction of TIF legislation in the Baltimore City Council, SDC entered into three memoranda of agreement (MOU's) with the City setting forth requirements for local hiring, minority and women business inclusion in the project as well as inclusion of affordable housing in Port Covington.

These agreements and the public planning process will ensure this transformational redevelopment serves all of Baltimore City and contributes to economic prosperity and opportunity.

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II. COMMUNITY OUTREACH

For the past year, SDC has actively engaged and sought input and feedback on the future of Port Covington from the surrounding neighborhoods, government officials, clergy, union leaders, community advocates and organizations from all across Baltimore City. SDC has presented its vision and plans at community, civic, church, and business association meetings; held one-on-one meetings with residents and community leaders; attended sector-specific and social events; and utilized traditional and non-traditional channels to disseminate information, such as digital platforms and informational handouts.

Individual follow-up meetings and group presentations have enabled SDC to foster meaningful conversations with residents that serve to both inform and steer the master plan as it moves through the planning and implementation processes. SDC has concentrated efforts on reaching out to communities in South Baltimore adjacent to the site. The scope of the efforts, however, has not been limited to immediate stakeholders, but rather has comprised an all-inclusive approach.

SDC will continue community outreach efforts with more presentations, briefings and meetings, as well as going door-to-door in nearby neighborhoods, holding events that invite individuals to tour the property, and continually providing Port Covington's neighbors with opportunities to get involved and stay engaged. SDC places great value on the input of individual residents and community leaders, and looks forward to continue working hand-in-hand with all Baltimoreans to ensure the long-lasting success of Port Covington.

Additional information about outreach efforts is provided in APPENDIX I.

III. SITE HISTORY

Port Covington was historically endowed with rich marshes, wooded shoreline and a bucolic character. Its isolated location south of the Inner Harbor allowed it to become an important recreation destination for the growing city during the second half of the 19th century. The shoreline was dotted with rowing piers and resort beaches.

Bridges help define important historical context for Port Covington. The Long Bridge was built by Richard Cromwell in 1856 to move products from his orchard in Anne Arundel County to downtown Baltimore. It ran from the tip of Ferry Bar Park across the Middle Branch. In 1916, the Hanover Street Bridge was built to replace the Long Bridge. The Hanover Street Bridge (also known today as the Vietnam Veterans Memorial Bridge) is characterized as a Beaux Arts style reinforced cantilever bridge.

At the beginning of the 1900s, Port Covington transformed into a railroad terminal for stockpiling coal, grain, and other goods from Maryland, West Virginia and Pennsylvania destined for cities around the world. Throughout the 1900s industrial uses continued on the peninsula. By 1950, Port

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Covington included 75 miles of railroad track and room for 2,000 railroad cars. Piers could handle 23 oceangoing vessels simultaneously.

Since the mid-19th century, Port Covington has remained industrial zoned, with only one parcel zoned commercial. But in 1988, the area east of Hanover Street changed. The Tribune Company purchased 60 acres of land at Port Covington and built "Sun Park". The building houses a printing and packaging facility, as well as a distribution operation. At this time, the City established the Port Covington Urban Renewal Plan Area, which includes the area east of Hanover Street and south of I-95. One of the main objectives of this plan was to promote commercial, recreational and economic development and provide job opportunities for area residents.

Shortly after the approval of the Tribune Company project, the owners of approximately 68 acres of Port Covington's waterfront (south of Cromwell Street from West Peninsula Drive to the BGE facility) obtained approval for a Planned Unit Development (PUD). The 1990 Port Covington PUD provided for an industrial office campus or business park development with amenities including hotel, retail, and a marina. The PUD also provided for maritime uses, including boat repair and storage.

In 2000, the Port Covington PUD was amended to provide for a retail center on approximately 50 acres of Port Covington. A Sam's Club and Wal-Mart were constructed along East Cromwell Street, just east of West Peninsula Drive and NGK Locke Insulators. The Sam's Club closed in 2007. The former Sam's Club building, now known as Building 37, underwent a major adaptive reuse and rehabilitation and is now occupied by Under Armour for corporate office use. The Wal-Mart closed in 2016 and the building is now vacant.



Port Covington coal pier. Credit: Library of Congress, Prints & Photographs Division, HAER, HAER MD,4-BALT,190--9

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Port Covington coal pier. Credit: Library of Congress, Prints & Photographs Division, HAER, HAER MD,4-BALT,190—3

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Aerial photograph of Port Covington. Credit: Western Maryland Railroad

IV. EXISTING CONDITIONS

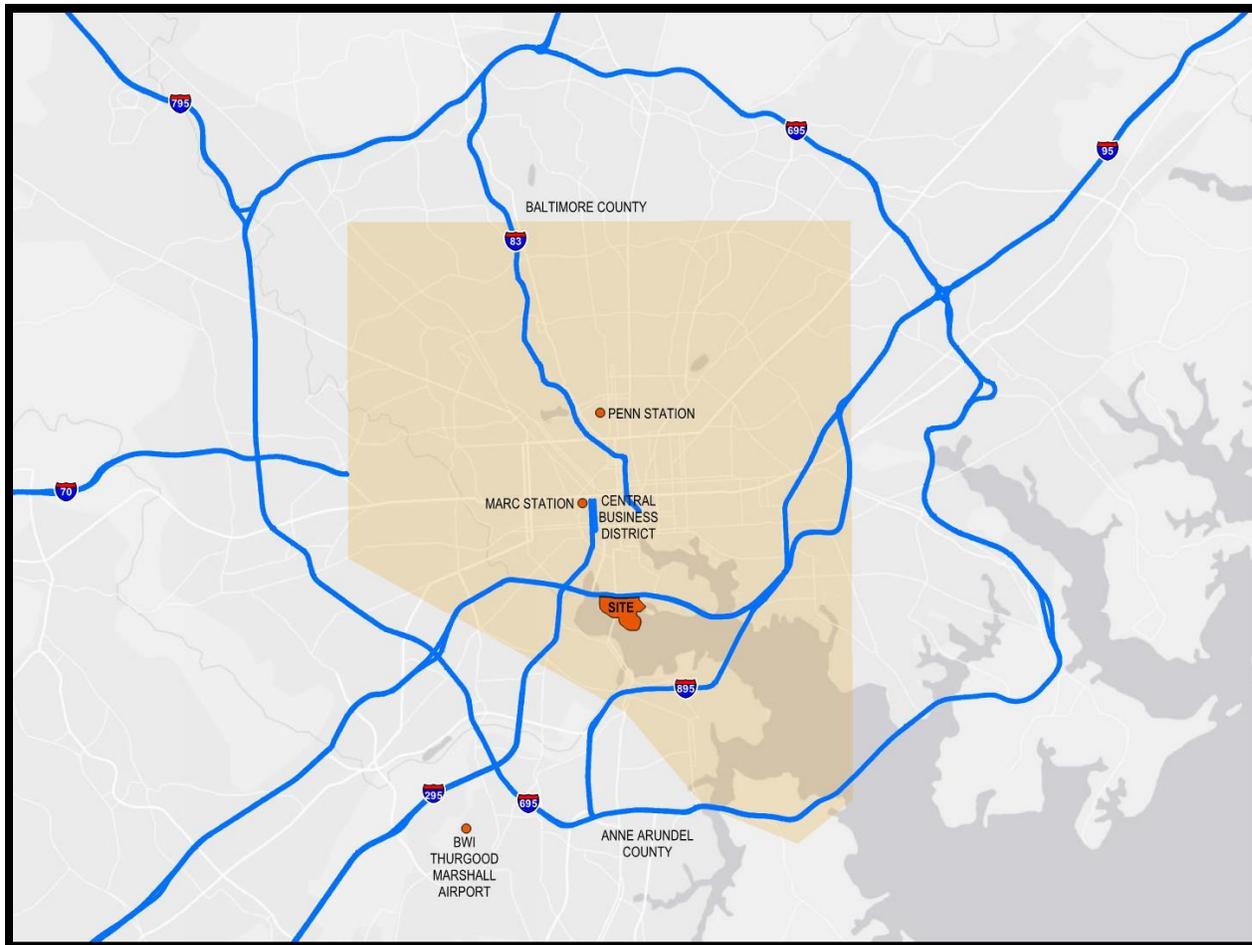
Regional Context

The 260-acre plan area is situated on the South Baltimore peninsula, surrounded by the Middle Branch of the Patapsco River. Beyond the Middle Branch are the City neighborhoods of Westport, Mount Winans, Lakeland, Cherry Hill, Brooklyn and Curtis Bay, then out to Anne Arundel County. To the north of the site are the neighborhoods of South Baltimore, Riverside, Locust Point, Sharp–Leadenhall, Federal Hill, and Key Highway. Further north is the Inner Harbor and the Central Business District.

The site is adjacent to I-95 and close to I-395 and MD-295, which promotes vehicular regional connectivity. In addition, the nearby light rail provides connections from northern Baltimore County through the City to Anne Arundel County and BWI-Thurgood Marshall Airport.

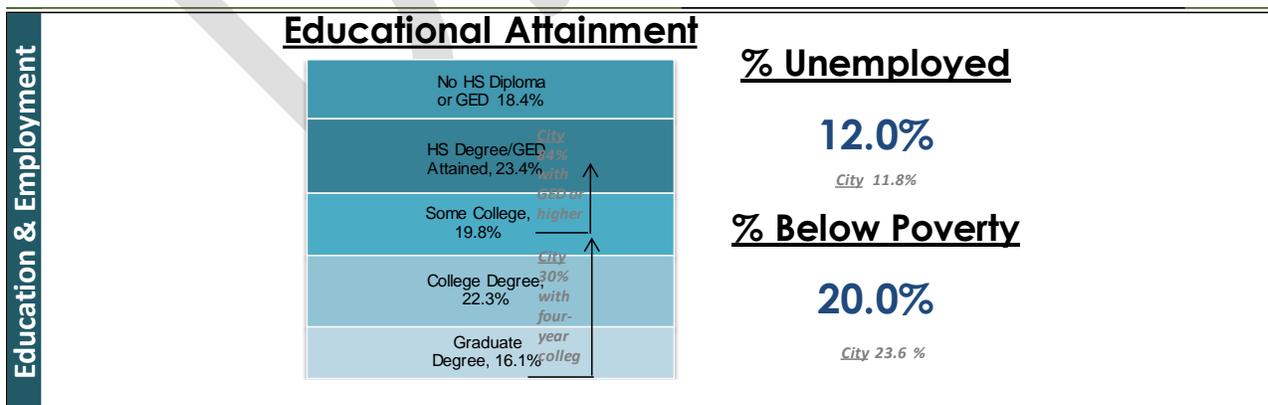
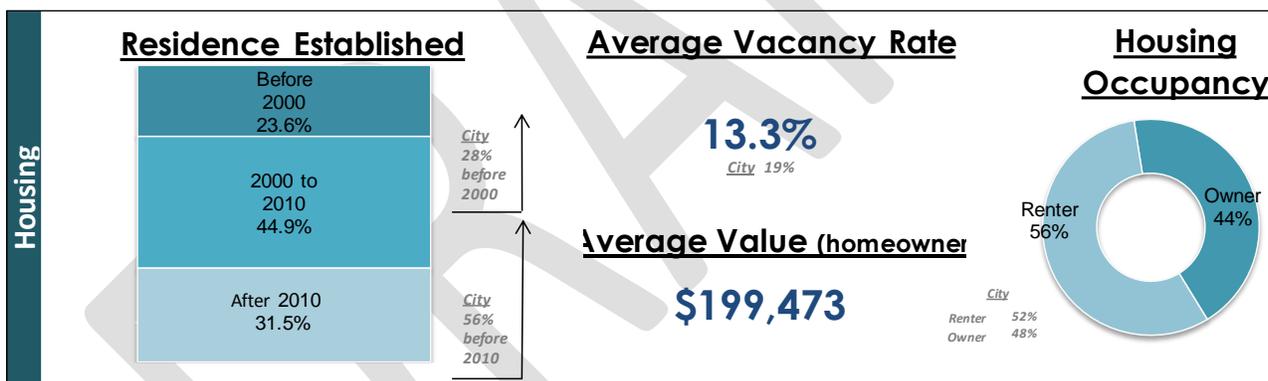
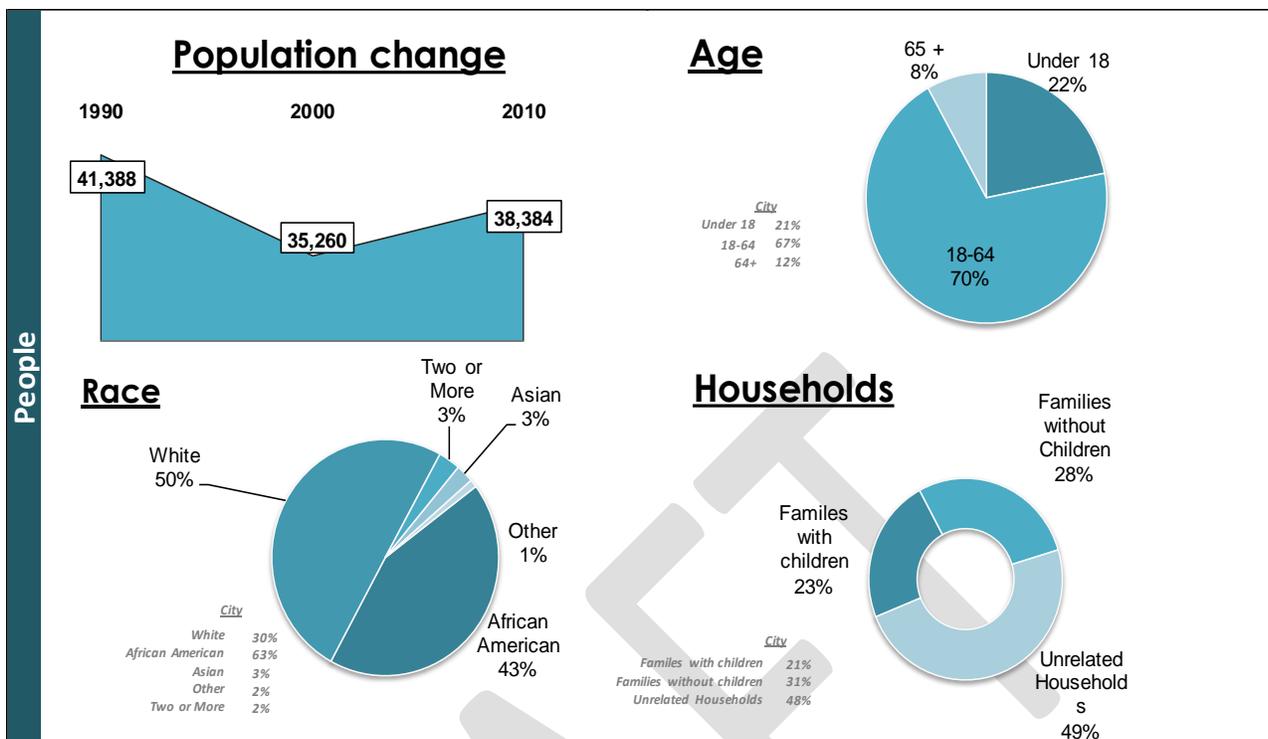
The site is also proximate to the Baltimore City stadiums, where there is a confluence of parking, and light rail connections to Penn Station (and to AMTRAK and MARC rail north along the I-95 corridor), as well as the MARC train commuter system connections to Washington D.C. (Baltimore County, Anne Arundel County and Prince George's County).

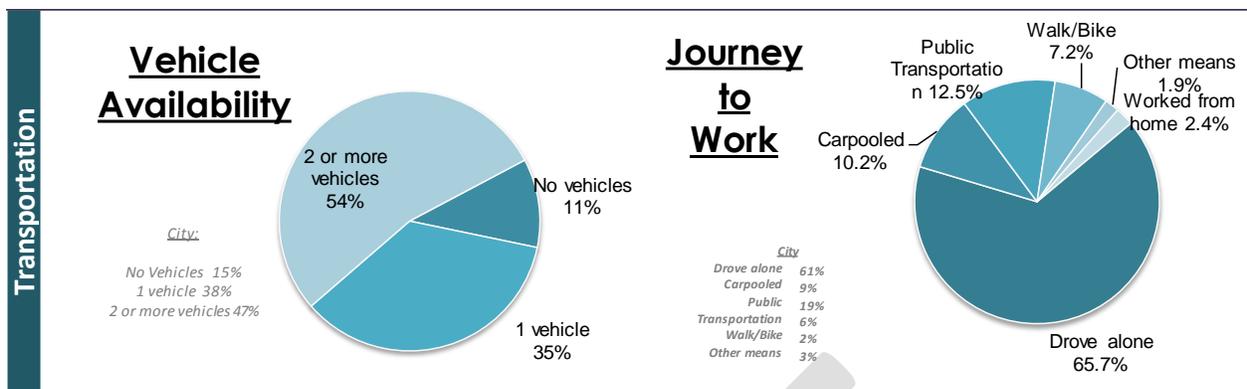
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Regional Map

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Source: U.S. Census Bureau, 2010-2014 American Community Survey 5-Year Estimates.

Site Ownership and Occupancy

There are more than 60 properties within the Port Covington Master Plan Area. The Port Covington Ownership Map in Appendix II shows the individual properties within the plan area. The corresponding chart provides information on the address, property identification, ownership and land use as of the date of this master plan.

In the Master Plan area, there are two large single-user properties in Port Covington with specific, intended uses: the 50-acre assemblage that will be the new Under Armour corporate headquarters campus, which includes labeled parcels 25, 26, 27, 27 and portions of 29 and 30; and, immediately to its west, a 25-acre manufacturing facility, NGK Locke Insulators, on labeled parcels 15 and 17.

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Site Analysis

The site is located on the Middle Branch of the Patapsco River, substantially within the Chesapeake Bay Critical Area. Portions of the site are located within the Critical Area 100-foot buffer. Port Covington is located within the Intensely Developed sub-area and is a designated Waterfront Industrial Area. There are no Resource Conservation Areas within the site; however, a small portion of the northwestern portion of Port Covington is designated Habitat Protection Area. More information regarding the ecological approach to shoreline stabilization and ecosystem planting are provided in the section on Parks and Ecology.

The Environmental Constraints map below shows the Critical Area, Critical Area 100-foot Buffer and floodplain area.



The Federal Emergency Management Agency (FEMA) establishes 100-year and 500-year floodplain tidal flood elevations for Port Covington. Elevations east and west of Hanover Street differ to account for a tidal storm surge up the Chesapeake Bay and Middle Branch to Port Covington.

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Many of the properties comprising Port Covington are considered brownfields and are at various stages of remediation. Some have been through the Maryland Department of the Environment Voluntary Cleanup Program and some are not yet enrolled. All properties will be required to meet the necessary cleanup standards for redevelopment.

Existing Baltimore City Master Plans

The City of Baltimore has multiple master planning documents that are applicable to the Port Covington Master Plan. Included below is a list of the City's Master Plans that were studied as part of the preparation of the Port Covington Master Plan.

The South Baltimore Gateway Master Plan (approved in 2015) and the Middle Branch Master Plan (approved 2007) are the two master plans that provide the most guidance for this area. Some of the major components of these plans with which Port Covington is consistent and/or will contribute to include:

South Baltimore Gateway Master Plan

The South Baltimore Gateway Master Plan includes more than a dozen distinct neighborhoods, extensive waterfront and three industrial areas. It outlines strategies for fostering a community that is economically strong and offers all residents a chance to live healthy lives and build vibrant futures.

The overarching principles of the South Baltimore Gateway Master Plan promote sustainability, innovation and transformative initiatives. These principles are in sync with the Port Covington Master Plan. The Port Covington Master Plan calls for improvements to neighborhoods, parks, the environment and sustainability. It calls for the Middle Branch Park to be a recreational and environmental amenity for surrounding neighborhoods and the City at large. It also envisions using the Middle Branch of the Patapsco River as a focal point to enhance the area's environment and expand the recreational opportunities, incorporating best sustainability practices.

The plan also stresses connectivity of all transportation modes to increase access while improving safety of non-motorized transportation and making connections within and between neighborhoods.

Middle Branch Master Plan

In general, the Middle Branch Master Plan provides for the redevelopment of five villages at the northern end of the Patapsco River's Middle Branch. Each of the five allows for the redevelopment of a unique, urban, mixed-use village. The villages are to be connected by a green shoreline open space and shared-use trail (pedestrian and bicycle). The plan has been explained as a "charm bracelet"; the villages are the charms and the greenway is the bracelet.

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The Port Covington Master Plan comprises two of these villages: Port Covington and the Dickman Street area within the Middle Branch Master Plan. The principle vision is to redevelop and revitalize the Middle Branch estuary and waterfront as a mixed-use community through economic and community redevelopment, ecosystem restoration and protection, recreation and education programs coordinated within a sustainable framework.

Many of the building principles within the Middle Branch Master Plan align with the goals of the Port Covington Master Plan. These include:

- Water Quality and Habitat: Restore degraded habitat for marine and upland species.
- Open Space and Recreation: Ensure public access along the waterfront, create a continuous open space system, protect and enhance natural resources, and create unique recreational opportunities.
- Design and Development: Facilitate more effective, sustainable infrastructure and capitalize on the unique presence of open space surrounding the water.
- Transportation: Promote new developments that produce vibrant, secure, public spaces; encourage walking, bicycling, water transportation and public transportation; enhance circulation within and between neighborhoods; improve regional access to Baltimore and metro areas for public and private transportation modes.
- Sustainable Communities: Increase employment; plan for human-scale development; provide for a well-planned, well-designed transportation system; and provide for open space and recreation along the waterfront and connect existing parks to the waterfront and surrounding communities.

In addition, the Port Covington Master Plan is consistent with the goals and objectives of the Baltimore Sustainability Plan (approved in 2009), the City's Bicycle Master Plan and Tool Kit, and the City's Comprehensive Plan.

The City's Maritime Master Plan – "A Plan for the Waters of Baltimore Harbor" (approved 2012) provides a framework for the safe and environmentally responsible management of competing interests in Baltimore Harbor in order to control growth of the recreational boating industry, while protecting the integrity and growth of the commercial shipping and industry of the Port of Baltimore.

The Maritime Master Plan approves locations for three recreational marinas within Port Covington:

- Port Covington along east Cromwell Street is approved for up to 400 slips. No slips have been constructed to date;
- Nick's Seafood off of Insulator Drive is approved for, and is documented as having, 197 slips; and
- Ferry Bar Park is shown as being permitting up to 34 slips. None currently exist.

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The Maritime Master Plan will require additional reviews prior to permits for several components of the Port Covington Master Plan. This review process would take place prior to building permit approval. The Planning Department would review the following elements as part of the Maritime Master Plan:

- Water taxi stops
- Kayak or small boat “take-out” locations
- Floating wetland locations

Data to analyze the suitability of shoreline for these uses is to be provided by a study funded by the local casino impact funding and also a study undertaken by SDC.

In addition to Citywide and area master plans, Baltimore also has neighborhood-specific master plans. Port Covington is not located within a particular neighborhood plan, but is surrounded by communities, many of which have their own master plans. As part of the development of the Port Covington Master Plan, these neighborhood plans were reviewed.

V. THE PLAN VISION

Port Covington has been the subject of planning efforts for decades. The inherent challenges to redevelopment, including poor environmental quality and lack of connectivity to other City neighborhoods, have resulted in an aging, underutilized industrial area. Under Armour’s need for a large global headquarters campus has resurrected planning efforts, leading to robust discussions about the tremendous potential of Port Covington and purposeful application of best practices in planning and design.

The goal of the Master Plan is to establish a vision and guidelines for the comprehensive redevelopment of Port Covington and provide for its transformation over multiple decades. The plan area is partially occupied with industrial users who will continue to operate through much of the redevelopment. The site area will transform incrementally and will provide for unimpaired, continued industrial operations while allowing for the introduction of a new Under Armour global headquarters campus and other retail, office, residential, manufacturing and entertainment development components.

A consistent theme of innovation and resiliency will be reflected in Port Covington’s mix of uses and the planning, development and operations of the area. The site will serve as a best-practices model for the public realm. Port Covington’s streets, utilities and parks will invite users to understand the ecology of the peninsula and Patapsco River. The site will be a modern example for transforming an area with aging infrastructure in disrepair to a smart, efficient and resilient green development for all to enjoy.

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Redevelopment of Port Covington begins with thorough environmental assessments and remedial planning. The Maryland Department of the Environment has been engaged on most of the parcels in Port Covington and is assisting with the environmental assessments, planning and regulatory guidance and oversight.

The plan envisions that users of the transportation network will modify their current transportation behaviors which today rely heavily on passenger automobiles, in favor of public transit, biking or walking. Transportation planning, facilities and information should enable consumers to make smart choices and foster seamless transitions among modes.

Planning & Design Principles

Planning principles were established as urban design goals at the outset.

- ***Create a sense of arrival and make it a destination.*** Emphasis should be placed on gateway streets and intersections to announce arrival at the redevelopment through use of planting, hardscape and pedestrian-friendly intersections. Vertical improvements should yield to place-making spaces that are enhanced with pedestrian and bike friendly design elements.
- ***Make strong connections between uses, ecology and people.*** Ecology is to be drawn into each block of development and not limited to the water's edge or large park spaces. Intentional planning and installation of trees, shrubs, bio-retention, and specific ecosystem services such as pollinator pathways should be deployed throughout the area.
- ***Induce multi-modal behaviors through great design and investment in the public realm.*** The transportation plan for Port Covington includes transit options for light rail, water taxi, and circulator, linking to superior pedestrian and bike facilities. Users should be able to transition between modes predictably, safely, efficiently and comfortably.
- ***Make it walkable.*** Street typologies are established to ensure pedestrian activity is accommodated throughout Port Covington and especially inviting on specific streets where curb cuts are discouraged or prohibited and sidewalks are wide with highly visible crossings.
- ***Include multiple points of view to ensure diversity and plan resiliency.*** The redevelopment will encourage and incorporate multiple points of view in design, construction and operations. Inclusion of many perspectives in design, aesthetics, users and typologies promotes stable neighborhoods, inclusive processes the inherent strength of diverse communities.
- ***Innovate.*** Port Covington will be home to innovation labs, maker-spaces and entrepreneurs. The built environment will demonstrate a commitment to best practices and willingness to deploy new technologies for environmental site design and transportation.

VI. PLAN COMPONENTS

The planning process has required engagement by multiple public agencies to ensure a cohesive, achievable vision for the redevelopment. Ongoing coordination with City, State and Federal agencies will be required to bring about the successful redevelopment, particularly transportation planning and projects in the Middle Branch of the Patapsco River.

Provided in this Plan Components Section is more detailed information on the following:

- Multi-Modal Connectivity;
- Ecology and Parks;
- Resilient Infrastructure;
- Land Use and Zoning; and
- Civic Uses.

Multi Modal Connectivity

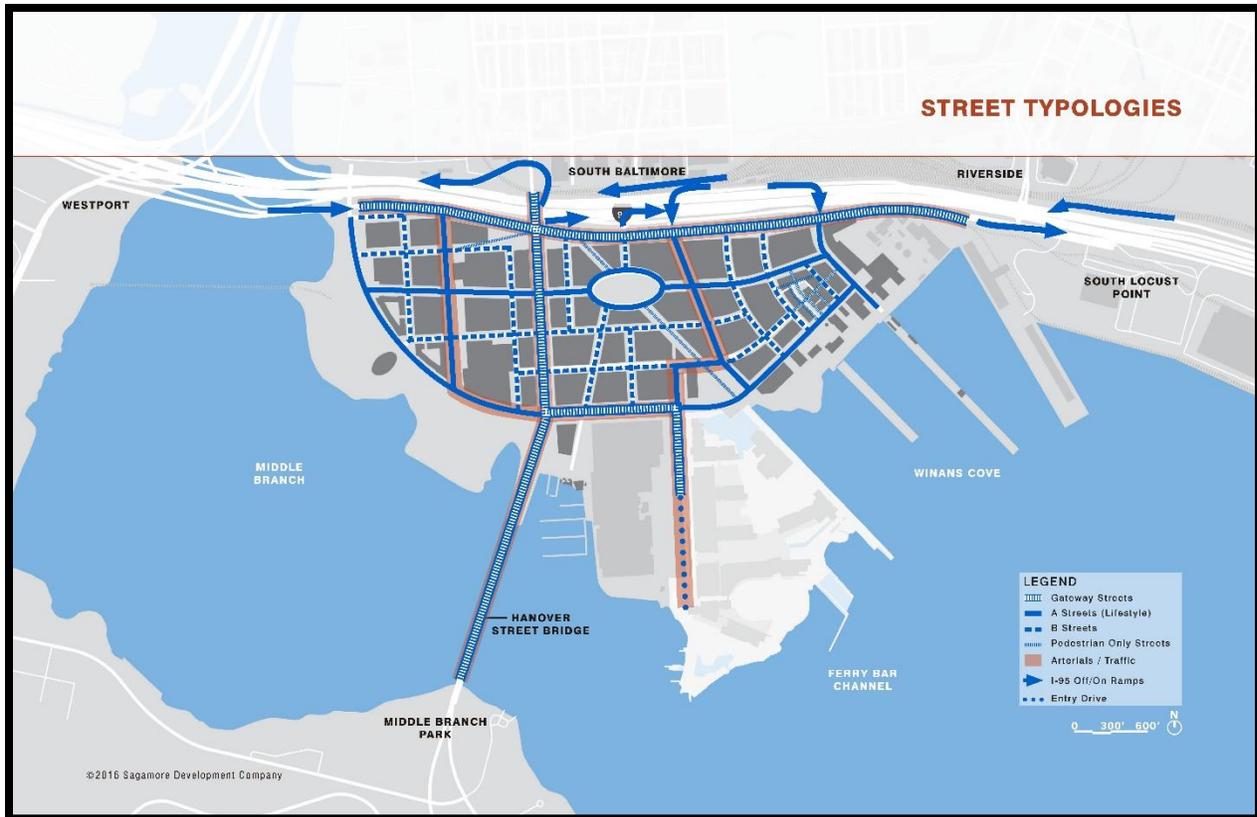
Port Covington's redevelopment will provide residents and visitors with multiple transportation options into, throughout, and within the site. The development will strive to achieve a modal split goal of 50 percent non-auto travel, though 30 percent has been assumed for the sake of conservative traffic analysis. This modal split goal will be achieved through inducing a change in travel behavior by providing a variety of mode choices rather than by limiting vehicular access.

Street Network

The street network has been designed as an urban grid, with appropriately scaled blocks to readily disperse traffic and a hierarchy of street functions as shown in the Street Typologies diagram. Hanover and McComas Streets exist as major roadways, which currently service a substantial amount of regional traffic, and will continue to do so with the redevelopment of Port Covington. These streets will be rebuilt to function as gateway corridors, capable of providing multi-modal connections while still maintaining necessary traffic capacity to serve regional traffic and freight movement. These streets will also be designed to slow the speed of existing traffic, thereby enhancing the safety and comfort for all users. Enhanced connections to I-95, which runs parallel to the relocated McComas Street through the site, have also been identified.

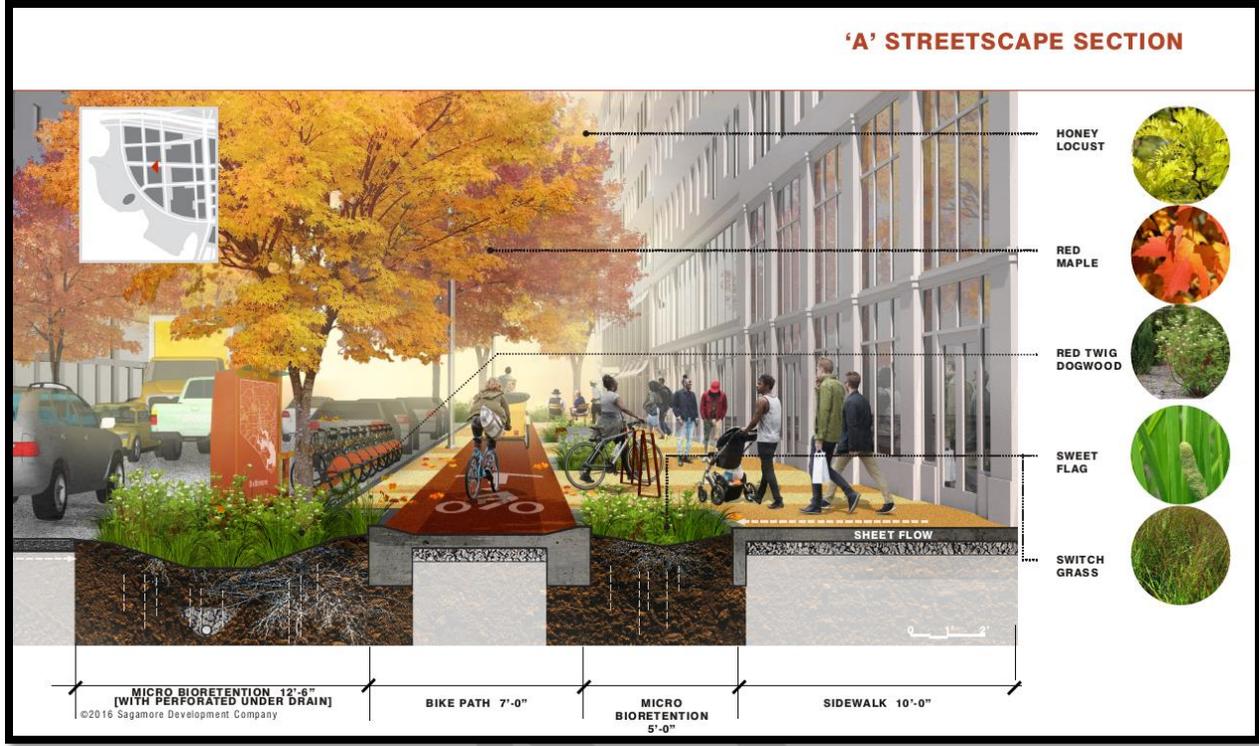
Within the site, the grid will operate on a backbone of designated 'A Streets,' which are intended as predominately active frontages with limited interruptions to the pedestrian realm. Garage access points, service, and loading will be generally located on the 'B Streets,' which will be designed as low-speed, neighborhood scaled, thoroughfares.

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The following perspectives illustrate the ‘A Street’ and ‘B Street’ designs distinctions. While “A Streets” have very generous sidewalk and furniture zones, indicating the pedestrian and bicycle experience is prioritized in both space planning and investment, ‘B Streets’ are quite walkable with extensive plantings.

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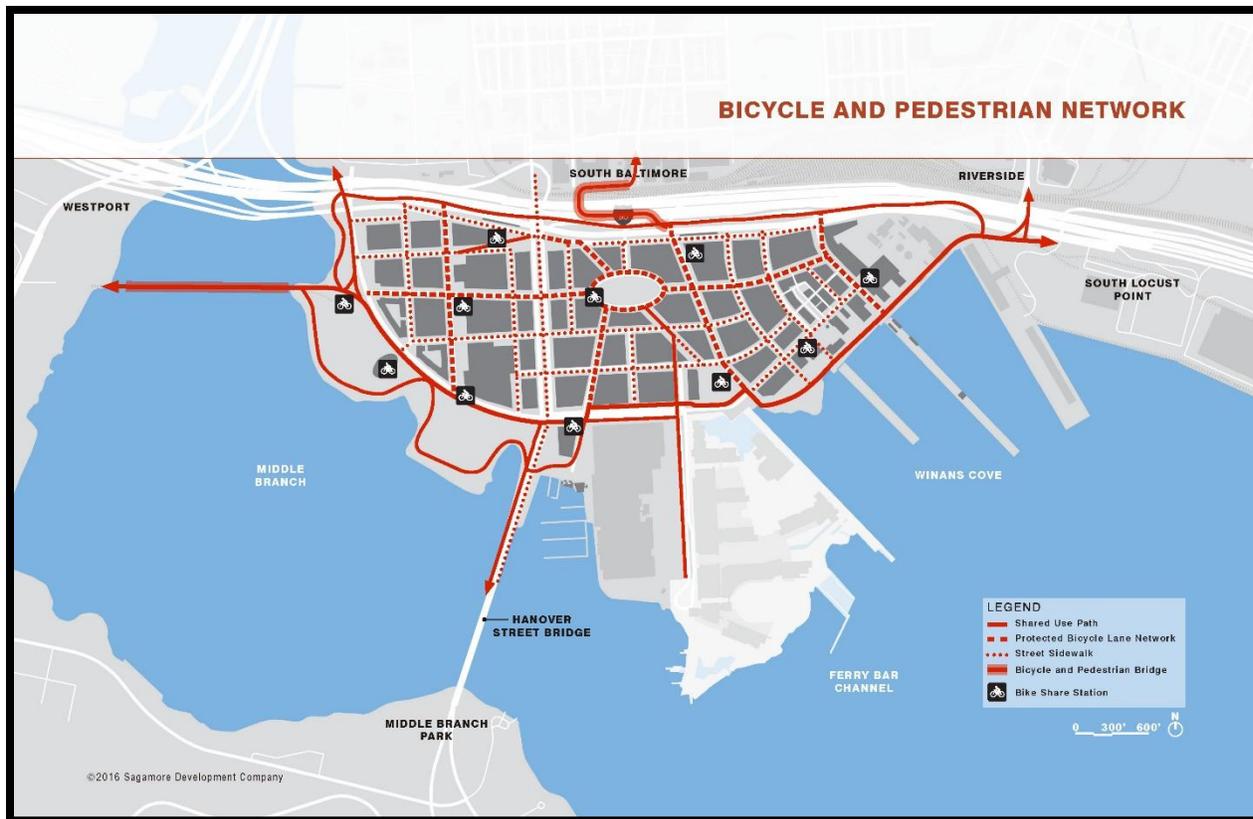
Pedestrian and Bicycle Connectivity

Pedestrian and bicycle connectivity will be a priority and be addressed in a street-by-street fashion with a variety of facilities. A fine grained pedestrian and bicycle network is necessary for local residents to utilize them; to facilitate pedestrian and bicycle trips between uses on the site; and to provide the vital “last-mile” connection for transit users and connect to existing and planned routes as designated in the City’s master plan. The bicycle network as shown on the Bicycle and Pedestrian Network diagram includes a system of dedicated bicycle facilities that will serve users of all ages and abilities.

New pedestrian and bicycle connections to the adjacent South Baltimore and Westport neighborhoods will be created in the following locations:

- A bridge under the I-95 viaduct and over the CSX rail yard connecting McComas Street to Light Street;
- A designated bicycle route in the Baltimore City Bike Master Plan incorporating the Spring Garden Swing Bridge alignment as a pedestrian and bike facility; and,
- Creating a connection to the Gwynns Falls Trail through Westport.

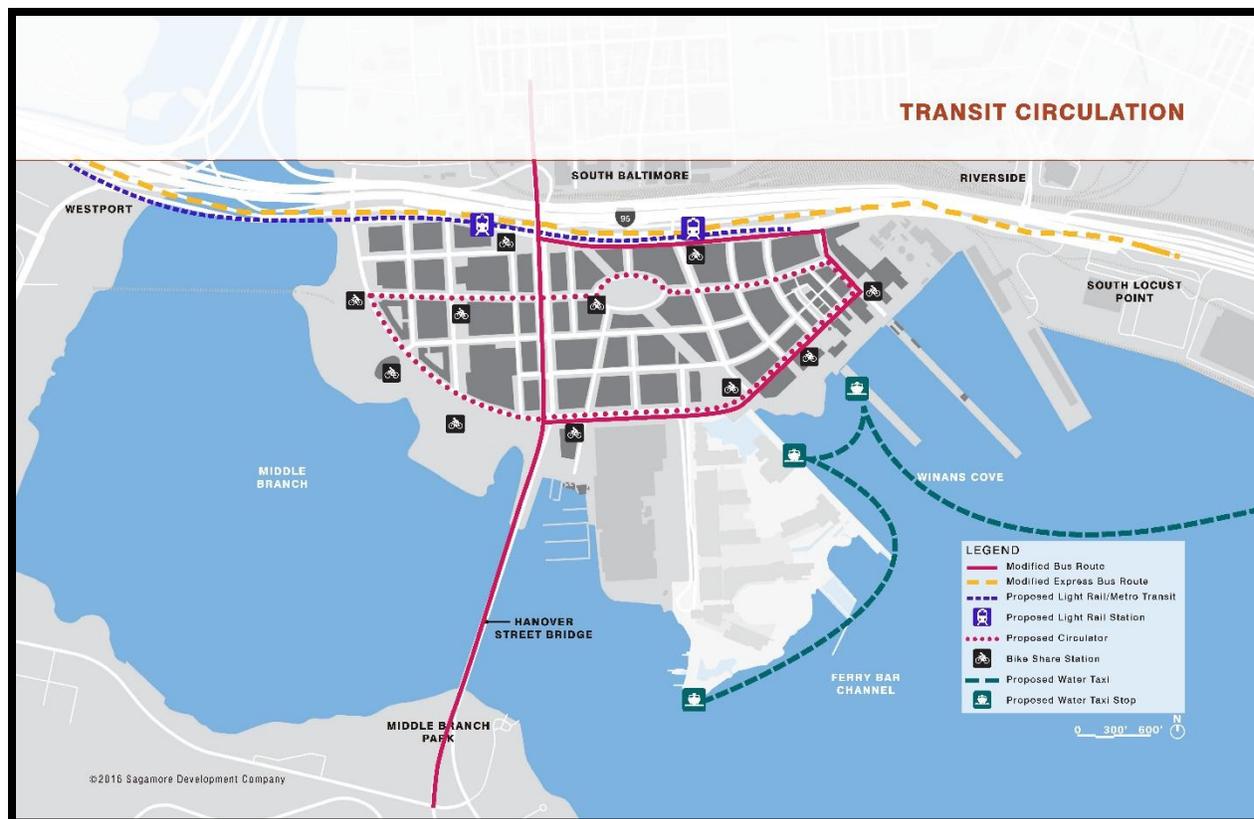
Shared use paths and two-way cycle-track type facilities will be provided through the park areas and along Cromwell Street on the perimeter of the site. Within the site-protected bicycle lanes are generally included on all ‘A Streets,’ where they are paired with wide sidewalks for pedestrians. ‘B Streets’ will be designed as low-speed travel lanes appropriate for on-road bicycle use, with sidewalks provided in all locations.



Transit

Transit connections will also be vital to the modal split goals for the site. Connections to all possible modes have been identified on the Transit Circulation diagram. The site includes space for a potential light rail spur for regional transit connections. It will also accommodate a modified version of the existing Maryland Transit Administration (MTA) bus routes that serve Port Covington, with potential to include additional local and express MTA routes as well as Baltimore City Circulator buses. Potential bike share station locations, as well as water taxi stops have also been considered. An on-site circulator will link the modes together and will provide last-mile connections to transit users, and encourage vehicular travelers to park as expeditiously as possible and move throughout the site via other modes. The fully developed pedestrian and bicycle network, as previously discussed, will connect all possible modes throughout the site, encouraging a variety of travel choices to achieve the multi-modal connectivity goals.

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Related Highway Improvements

Port Covington's infrastructure improvements are designed to enable the full potential of the redevelopment's transformative impact by inducing multi-modal behavior within the site. With a 50 percent modal-split goal, the site's infrastructure improvements are strategically proposed in order to generate a development that can accommodate future travel demands, while still being flexible enough to accommodate changes in the transportation industry. Even with a multi-modal design, the plan's improvements to the existing vehicular infrastructure are needed to accommodate an increase in travel into, and out of, Port Covington.

With existing site constraints posed by the elevated I-95 viaduct, the CSX rail yard to the north, and the Middle Branch, the goal to achieve increased capacity into and out of Port Covington can be achieved through improvements to I-95. Potential improvements along I-95 consist of a mixture of new construction and reconstruction of ramps for the I-95 interchanges with MD 295, I-395, Hanover Street and Key Highway. The improvements will reinforce, support, and enable the inducement of the aspired multi-modal behavior by providing substantial improvements to proposed local connections within the Port Covington site. Highway improvements will remove or reduce existing barriers to pedestrian and bicycle traffic while providing increased vehicular capacity in strategic locations that interface with the Port Covington local street grid.

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Ecology and Parks

The Port Covington Master Plan aims to increase environmental awareness and be a catalyst for ecological uplift. The plan builds on prior urban planning efforts, including the Middle Branch Master Plan and the South Baltimore Gateway Master Plan. It renews the commitment to restore this estuary as an urban wilderness and a recreational resource for all City residents and calls for a substantial increase in the quantity and quality of parkland.

Existing Conditions

For the past century, the shoreline of the Middle Branch of the Patapsco River has been degraded by adjacent land uses and neglect. The Port Covington peninsula consists of approximately three miles of shoreline along the Middle Branch. Low sloped intertidal marsh was filled to extend dry land, and armored with concrete rubble or rock, covering critical habitat for aquatic organisms and waterfowl. Stormwater outfalls ringing the tidal waterway bring trash directly from the metropolitan area streets, which are subsequently deposited on the mudflats and fringes of remaining marsh. Leaking sewage from failing infrastructure further degrades the quality of the waterway. A shoreline assessment of existing conditions found that much of the habitat within the intertidal and critical area buffer is in poor condition. For a century the site has been used for various types of industrial production and processing. Soils are contaminated and existing natural resources are limited to small fragments of canopy trees and large tracts of mown turf grass, along with weedy invasive plant species. Biodiversity is at a minimum.

Proposed Conditions

A central focus of the Port Covington redevelopment is to celebrate the water and the ecology of the Patapsco River. To that end, the plan aims to provide access to the water through a network of trails and parks for recreation. This will create local stakeholders that are more willing to help in preserving these resources. The parks will be successful only if the shoreline habitat and water quality can be improved.

Ecology

The Port Covington Master Plan was developed based upon the following Ecological Principles:

- ***Locally Attuned.*** An inspiring, innovative and ecologically sustainable community shaped by the natural landscape and cultural context of the Chesapeake Bay.
- ***A High Performance Landscape.*** Ecologically adaptive, resilient and high performance urban community.
- ***Celebrate Water.*** Holds water as a precious resource to be conserved, restored and celebrated.

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- ***A Community Catalyst.*** Serves as a catalyst for community actions that promote ecological rejuvenation, health, and stewardship throughout the Middle Branch and Gwynns Falls watershed.
- ***Authentic.*** A reflection of the gritty and tenacious character that defines the City of Baltimore and the rich and inspiring history and ecology of the Chesapeake Bay.

Recognition of the Middle Branch as a primary asset for the success of Port Covington is founded on the growing understanding that human wellbeing is deeply associated with the health of the environment as a whole.

These ecosystem services have been overlooked for decades. Implementation of the Port Covington Plan has the opportunity to correct this oversight. The plan calls for integrating these ecosystem services seamlessly into the development fabric. By making an investment in the local environment, Port Covington will be a more authentic and resilient living place.

While the landscape of Port Covington will never return to the dense woodland and marsh systems that were here prior to its original development, this new vision for the site integrates ecological function in multiple ways, from buildings to streets to parks and restored shoreline along the Middle Branch. Design interventions that embrace natural systems increase the overall benefits and create a space that more closely responds to and celebrates the ecological legacy of the site. Habitat corridors will be restored through landscape and streetscape design that promotes a native diversity of trees, shrubs, flowers and grasses along streets and in pocket parks of various sizes and shapes. These provide important habitat patches and corridors for native pollinators and birds. Restored shoreline habitat provides further connections for migratory birds and many aquatic wildlife species. Through these natural interventions, the urban fabric of Port Covington is interwoven with the ecology of the Chesapeake Bay, celebrating a sense of identity that is tied to the natural history that shaped this space.

This increase in ecosystem services is not limited to the ground plane. As buildings and new infrastructure are introduced into the site, there is the potential for water capture and reuse; green roofs that provide stormwater management; cycling of energy and water throughout the development to minimize waste of resources and cooling of the effects of urban heat island; and further green space for residents and visitors to enjoy. Active stewardship of this integrated ecological urban landscape will increase the connection and the understanding of ecological services.

Ecological Goals

To ensure that the goals of ecological uplift are being achieved, SDC has developed a framework to evaluate the various parameters of ecosystem services. By assessing current baseline conditions, each parameter can be reevaluated over time to determine if improvements have been realized. For example, most of the peninsula presently consists of paved or compacted fill. Rainfall generates surface runoff carrying pollutants from the air and ground into the Middle Branch. As Port Covington develops, integrated stormwater management practices will be installed to filter

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that runoff before it is discharged into the river. That water will also support native trees, the canopy of which will provide habitats that will increase biodiversity and shade that, in turn, will moderate ground level temperatures.

- ***Shoreline Enhancement.*** Restore and enhance shoreline habitats that promote connectivity to the Middle Branch of the Patapsco River, and life throughout the Chesapeake Bay.
- ***Integrated Water Strategies.*** Create a model for innovative water management that promotes responsible water use, drawing a strong connection to an active, functional and ecologically alive waterfront.
- ***Integrated Urban Ecology.*** Restore upland habitat to support a diverse biological community, with an emphasis on birds and pollinator species.
- ***Ecological Metrics for Success.*** Document existing baseline conditions to demonstrate future ecological improvements.
- ***Environmental Management.*** Reduce consumption, minimize the use of non-renewable energy sources, minimize pollution and wastes, and reuse, recycle and repurpose all materials.
- ***Regional Ecological Uplift.*** Support ecological restoration and enhancement initiatives throughout the Middle Branch and Gwynns Falls watershed.
- ***Sustainability.*** Explore national certification for sustainable design practices.
- ***Community Engagement.*** Connect with communities surrounding the Middle Branch and Gwynns Falls watershed to help promote positive environmental practices.

Overall Ecological Strategies at Port Covington

- ***Shoreline enhancement.*** Restore aquatic habitat along the shoreline and near-shore areas of the Middle Branch.
- ***Integrated Water Strategies.*** Implement water conservation strategies including rainwater harvesting, grey water reuse, and cooling water reuse. Explore treating all stormwater through an interconnected blue/green infrastructure network.
- ***Integrated Urban Ecology.*** Restore and maximize habitat for waterfowl, neo-tropical songbirds and indigenous resident birds and bats. Explore ecological function of parcels prior to development; create temporary landscape installations beneficial to wildlife and water management. Use biomimicry to design urban habitat and water features.

The redevelopment of Port Covington is an opportunity to simultaneously improve conditions of the shoreline and upland habitat by modifying the shoreline characteristics, softening hardened edges, reducing shoreline slope and replanting the buffer with native plants suitable for specific micro-habitats, and creating new upland habitat corridors and patches woven into the urban fabric over time.

Parks

Parks and open space along the shoreline and connecting to existing neighborhoods, creating a green edge to the Middle Branch of the Patapsco River, are major goals of the Middle Branch Master Plan, the South Baltimore Gateway Plan and for the Port Covington Master Plan.

Currently, there are two publicly-owned parks on the peninsula:

- Ferry Bar Park, which is approximately 1/3 of an acre, is owned by the City is used for respite and fishing. A portion of this property is submerged.
- Swann Park is approximately eleven acres and is improved with athletic fields.

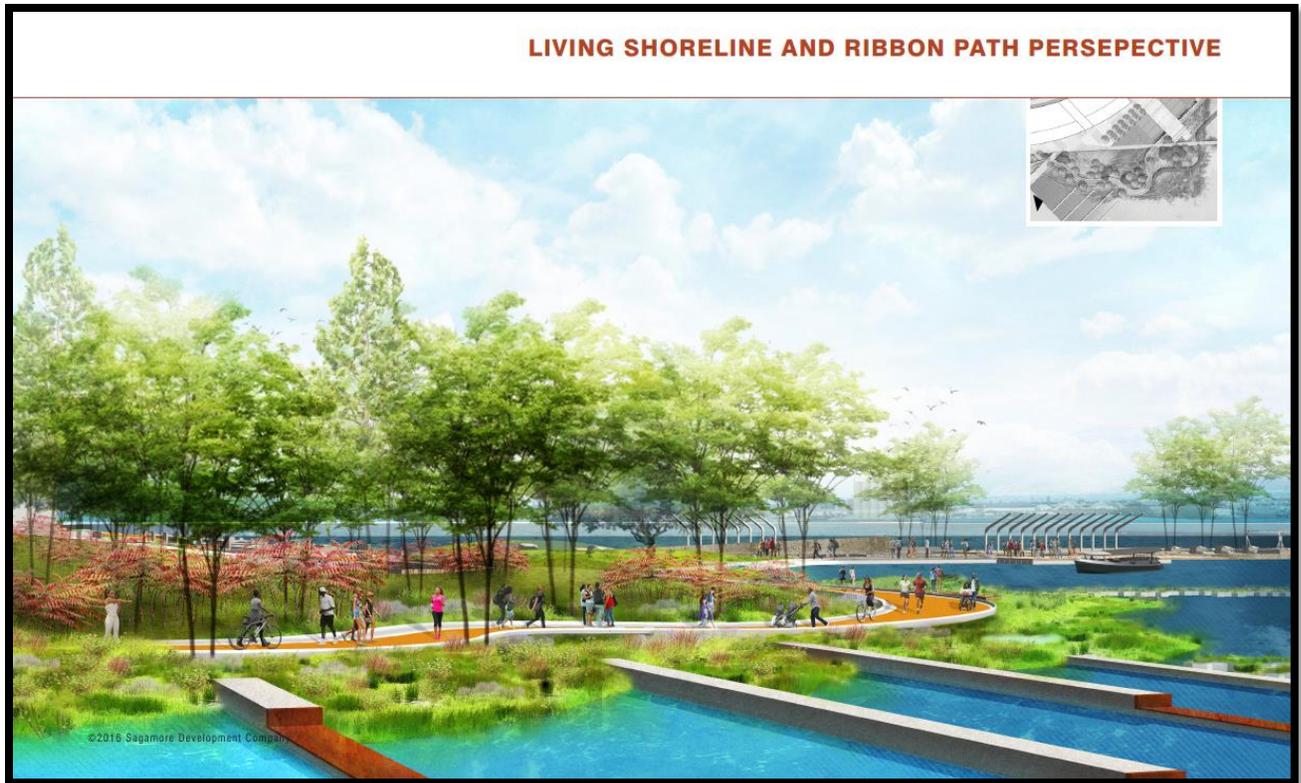
There is also one privately-owned publicly accessible park, West Covington Park, situated on a seven-acre lot.

Investment in the public realm is a priority planning principle and relates to both the walkable streets and the extensive park system. The Port Covington Master Plan envisions substantial improvements in both quantity and quality of public open space, including the following:

- Parks on both the east and west waterfronts will be publicly accessible and signage will invite visitors to experience the park amenities, both active and passive.
- The East Waterfront Park will be approximately eight acres of waterfront fastland and pier. The pier will be constructed as an engaging, educational and recreational amenity that also supports an adjacent water taxi landing.
- The West Shore Park will be approximately twenty-seven acres of waterfront fastland. The park will accommodate multiple sports fields and, in addition to recreational facilities, it may hold uses such as a music venue, stables and park operations buildings.
- Founders Park will be located centrally in the project and is approximately two acres. It is intended to be a more passive, lawn-like space, circled by mixed-use buildings and bike lanes.
- The Greenway will be a linear park stretching from Founders Park to the urban plaza and waterfront. It is approximately one and a half acres and will include lawn, bio-retention, a shared-use path and will be framed by buildings with ground-level uses.

Throughout Port Covington, there will be numerous pocket parks, major intersections featuring gateway parks intended to connect people, alternate modes of transportation, and provide for ecosystem services.

The City's master plans call for the shoreline of the Patapsco River to become a green shoreline that also provides for a dual use trail (biker/hiker) surrounding the Middle Branch and connecting to the Gwynns Falls Trail system. Both the East Waterfront and West Shore parks will provide for ecosystem shoreline improvements and the trail.



Resilient Infrastructure

Green or resilient infrastructure is a significant component of the Port Covington Master Plan. This includes environmental site design, flood resilience, Dark Sky compliance, smart lighting systems and district-based utilities – all of which take a sustainable approach to new infrastructure. The proposed resilient infrastructure will be in addition to traditional utility systems, including public utilities (stormwater management, sanitary sewer, and water) and private utilities (gas, electric and communications). The traditional facilities will be used in concert with, or as a redundant system to, the proposed district-based utilities.

The infrastructure planning process has incorporated certain technologies or strategies, such as dark sky compliant street lighting and micro-grid power, not yet accounted for in regulatory framework or all public agencies; however, planning efforts are underway to demonstrate the practical and sustainable nature of these strategies for incorporation in the final infrastructure design and construction.

Stormwater Management

Environmental site design practices are a priority for meeting stormwater management requirements in order to mimic predevelopment conditions for runoff. Preferred environmental site design practices are outlined below. Structural practices as outlined by the current regulations

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in effect by local and State authorities shall only be utilized after all environmental site design practices have been exhausted. There are three treatment methods to be used on Port Covington:

- The preferred method of stormwater treatment utilizing environmental site design is microbioretention. Microbioretention can be utilized across the site due to its flexibility in sizing and location, being able to be incorporated into almost any area that includes landscaping. Microbioretention provides the ability to treat smaller drainage areas with its flexibility, provides aesthetic value to the site, and is relatively low maintenance while still meeting stormwater management treatment goals.
- The secondary method for providing stormwater management treatment will be green roofs. Intensive and/or extensive green roofs can be utilized towards meeting the stormwater management requirements. Green roofs can be used as the sole source of treatment if all local and State requirements are met, or can be used in conjunction with other practices in order to meet the requirements. Inclusion of green roofs will help to provide biodiversity to the site, reduce impervious area, as well as provide other benefits to the buildings and the site.
- The final method for treatment of stormwater management treatment will be approved structural practices. These practices will only be used as a last resort should the above methods prove to be infeasible due to space and/or structural constraints (in the case of green roofs). Structural practices will be those approved by local and State authorities as outlined in current regulations in effect or proprietary practices that have local and State approval for use in providing stormwater management.

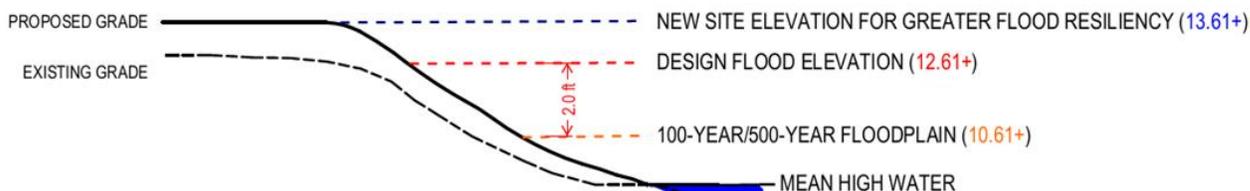
The master planning effort will exceed regulatory requirements for the treatment of stormwater as a principle of good planning and design and expects to positively impact the health of the Patapsco River by intensive treatment of runoff near the water's edge.

Flood Resiliency

The master plan design approach is to set all habitable space at least three feet above the 100- and 500-year floodplains to provide 50% greater flood resiliency than required by FEMA and Baltimore City, as depicted in the illustrations below.

EAST OF HANOVER STREET SECTION (N.T.S)

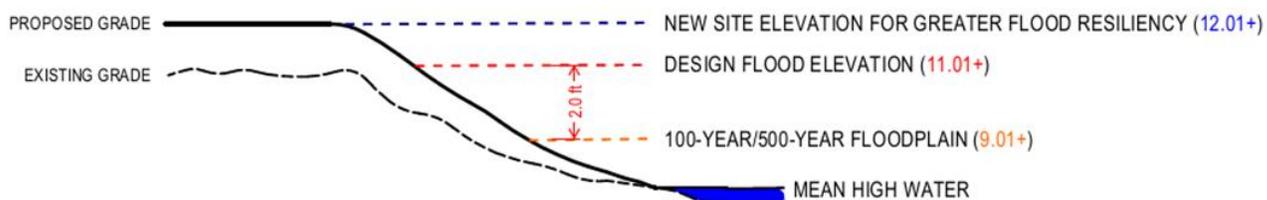
NOTE: ALL ELEVATIONS ARE PER NAVD88



The base flood elevation for the 100-year and 500-year floodplain east of Hanover Street within Port Covington reaches as high as elevation 10.61 (NAVD88). FEMA requires that all habitable space in buildings be set to the 100-year floodplain plus one-foot of freeboard. Baltimore City's new flood code regulations go above the FEMA regulations to regulate both the 100-year and 500-year floodplain plus two-feet of freeboard. This sets the Design Flood Elevation to 12.61 (10.61 + 2.0) east of Hanover Street.

WEST OF HANOVER STREET SECTION (N.T.S)

NOTE: ALL ELEVATIONS ARE PER NAVD88



The base flood elevation for the 100-year and 500-year floodplain west of Hanover Street within Port Covington reaches as high as elevation 9.01(NAVD88). FEMA requires that all habitable space in buildings be set to the 100-year floodplain plus one-foot of freeboard. Baltimore City's new flood code regulations go above the FEMA regulations to regulate both the 100-year and 500-year floodplain plus two-feet of freeboard. This sets the Design Flood Elevation to 11.01 (9.01 + 2.0) west of Hanover Street.

Lighting

High-efficiency LED lighting will be utilized in order to reduce energy consumption across the site, reduce maintenance requirements due to their long life expectancy, and provide increased flexibility for implementation of smart lighting options.

In addition, all luminaires shall be Dark Sky compliant, though International Dark Sky Association certification is not required. Dark Sky compliant illumination will be utilized in order to reduce light pollution and interruption to wildlife and the surrounding ecosystem. Smart lighting controls will be utilized to the extent practical and as coordinated with the local authorities and public utilities in order to further reduce energy consumption and light pollution.

Lighting will be implemented in districts as defined by the Master Plan. The district will define the type of lighting required, which can generally be separated into three categories: Vehicular lighting, pedestrian lighting, and public area lighting. Vehicular lighting will consist of taller

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fixtures (25'-30') in order to provide the most efficient use of light necessary for the roadways to be light to the local authority's standards. Major vehicular arteries through and across the site will be the main locations for these types of fixtures. Pedestrian lighting will be smaller in scale (10'-14'), providing lighting for smaller side streets, sidewalks, and pathways where the primary user is pedestrian and a low volume of vehicular traffic is expected. Public area lighting will consist of bollards used for lighting of plaza areas and public parks.

Innovative District Approaches

Utility services may be provided by using both traditional and non-traditional methods. The traditional services including public water, sewer and storm drain services; and private utilities company services (gas, electric and telecom) are all proposed within public rights-of-way and/or easements.

The planning team continues to study the feasibility and the resiliency benefits of a district water reuse system (purple pipe/gray water), a district heating and cooling system and a district electric distribution system (micro-grid).

Land Use and Zoning

The Port Covington Master Plan has many unique characteristics:

- The Plan is substantial in size, 190 acres of mixed-use proposed for Port Covington and an additional approximately 50 acres for the Under Armour Headquarters Campus.
- The site itself is buffered from surrounding uses. To the east, south and west is the Middle Branch of the Patapsco River. To the north, the neighborhoods are buffered by the physical barrier of an elevated I-95 and railroad tracks. These conditions allow the Port Covington site to accommodate height and mass without adverse impact to surrounding neighborhoods.
- The mix of uses proposed for Port Covington is wider than most mixed-use categories. Most mixed-use categories accommodate office, residential and retail. Port Covington is also focusing on innovative employment opportunities. The desire is to accommodate maker space, including artisans, manufacturers that use new techniques (3-D printers for example) as well as more traditional manufacturing in a mixed-use environment.
- This mixed-use site is along the waterfront, which creates an opportunity to provide for public access to the water and for uses that benefit from adjacency to the water. For the east side of the plan, this includes allowing maritime activity in keeping with the City's Maritime Master Plan and environmental efforts.
- The Under Armour headquarters is proposed for the peninsula. This campus is not a traditional office campus. In addition to the traditional office and development facilities found on a headquarters campus, it includes some light-manufacturing space (process innovation). The site also includes athletic amenities required for Under Armour and its

teammates, including limited accommodations for overnight stays by athletes and visiting teams for training or product testing.

Existing land use controls do not accommodate this wide variety of complex development. Currently, most of the peninsula is zoned M-3, heavy industrial, with only a small portion of the area zoned commercial (the intersection of McComas and Hanover Streets). The Port Covington Urban Renewal Plan covers the area east of Hanover Street, and a Planned Unit Development (PUD) encompasses approximately 68 acres on the eastern side of the peninsula.

DRAFT

EXISTING CONDITIONS AND PUD



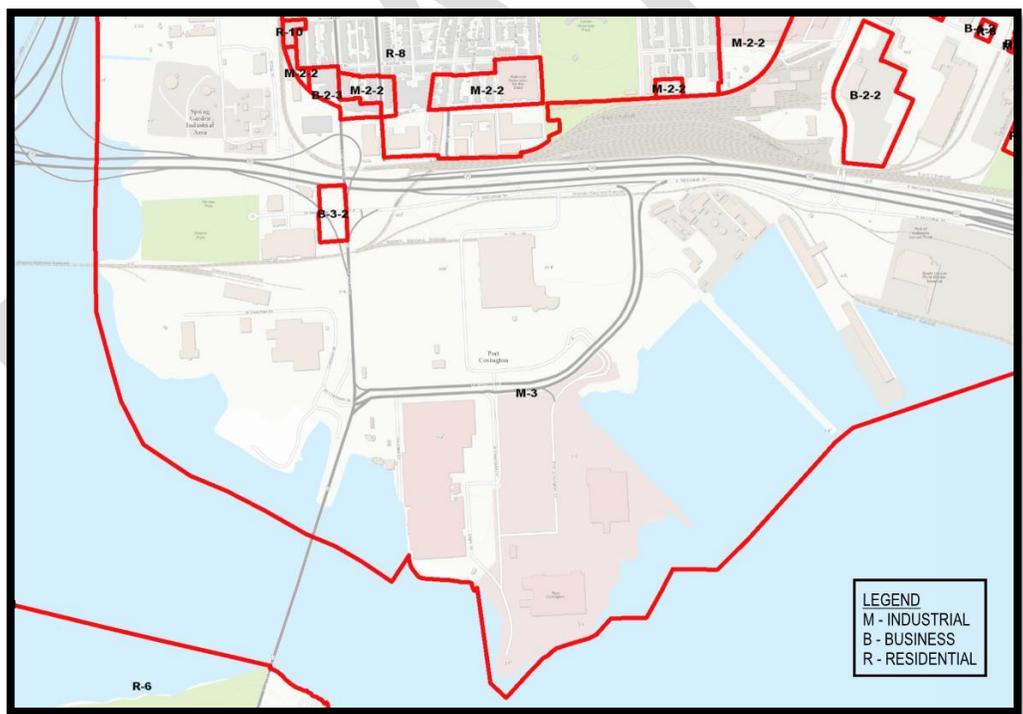
ORDINANCES

- 1990: #425 Established PUD for Business Headquarters Campus with Convention Amenities
- 2000: #57 Provided for Wal-Mart, Sam's Club Shopping Center in Area I
- 2002: #431 Use Amendment for Area I
- 2004: #884 Provided for Mixed-use Areas II, III, & IV

RECENT MINOR AMENDMENTS

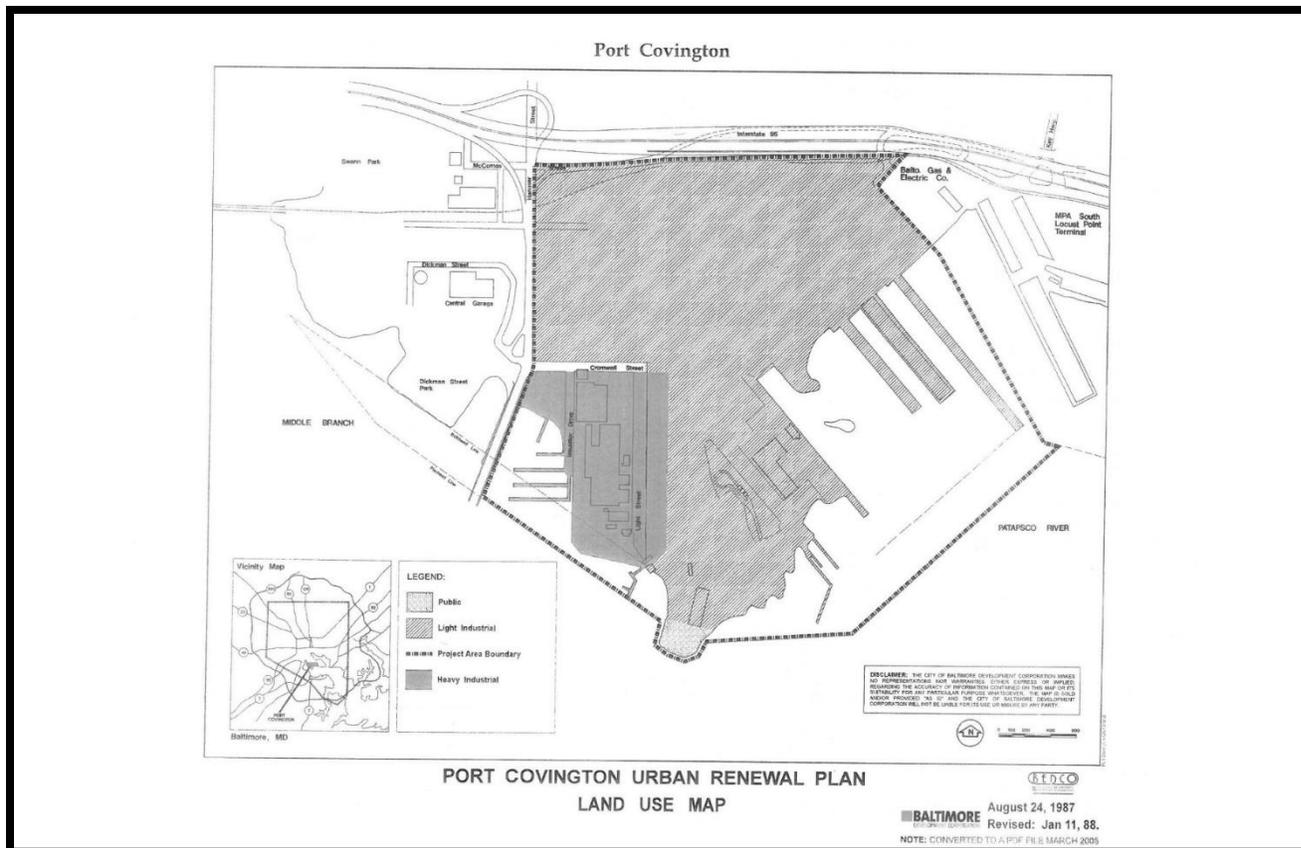
- 2014: Under Armour Building 37 renovation
- 2015: Sagamore Whiskey Distillery
- 2016: Under Armour Parking Expansion

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Existing Underlying Zoning

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Port Covington URP Map

The Port Covington Urban Renewal Plan does not allow for the variety of anticipated and desired uses, including retail, residential, and office. Additionally, the Urban Renewal Plan limits industrial uses for most of the area to M-1 (light industrial). The plan also provided for acquisition and disposition lots that are no longer relevant. Accordingly, this Plan should be repealed.

The Port Covington PUD contemplated approximately 50 acres of retail (including the now-closed Wal-Mart and recently-repurposed Sam's Club), as well as the existing Tidewater Marina. Under this Master Plan, the Sagamore Whiskey Distillery, now under construction, along with the proposed East Waterfront Park and mixed-use development are anticipated for the northeastern portion of the PUD area, while the Under Armour Campus is proposed for the approximately 50 acres contemplated for retail. Accordingly, the existing PUD does not promote redevelopment consistent with the Master Plan and should also be repealed.

Transform Baltimore

The City of Baltimore has undertaken a comprehensive citywide rezoning, Transform Baltimore. This has been a five year-effort and the legislation for this comprehensive rezoning is pending in City Council.

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At the time Transform Baltimore zoning categories were in development, the Port Covington Master Plan had not been developed. The City did, however, anticipate that the Port Covington area would be redeveloped in keeping with the Middle Branch and South Baltimore Gateway Master Plans; and would become an urban mixed-use area.

The Port Covington Master Plan is different than the mixed-use categories proposed in Transform Baltimore or as allowed by the current Zoning Code and is unique for several reasons:

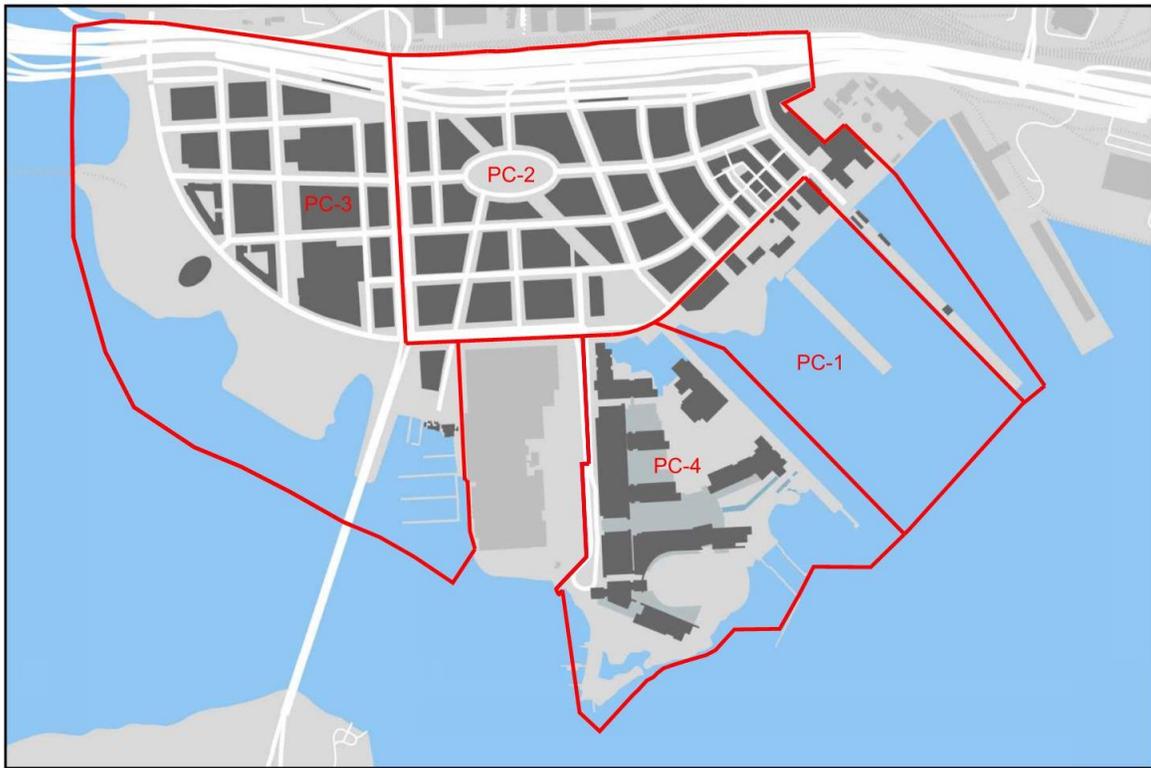
- The transformative nature of the plan, moving over time from the existing industrial uses to a fully-integrated, mixed-use community.
- The need to provide manufacturing and maritime uses in addition to the traditional office, retail and residential mix of uses.
- The need to provide for the height and massing that is not accommodated in many of the Transform Baltimore mixed-use zones that are responding to existing or established urban context. Many of the Transform Baltimore mixed-use zones are proposed adjacent to residential areas height is limited accordingly.
- The need to allow for provision of parking across zoning sub-districts and standards for the sub-districts that promote pedestrian connectivity.

Four sub-districts are being considered for the proposed Port Covington Zoning District. The differences in the sub-districts focus on use and massing.

- Port Covington Waterfront (PC-1): This area is proposed for a portion of the shoreline between the Under Armour Campus area and the Sagamore Whiskey Distillery. This area will allow for the distillery (a manufacturing use), retail, hotel, open space uses, waterfront and maritime uses. Buildings in this district would be limited in height.
- Port Covington East of Hanover Street (PC-2): This area allows for residential, office, a wide variety of retail, hotels, open space and industrial uses. The industrial use for this area includes maker space, the innovative manufacturing and light industrial uses. Height limits are not proposed for this area.
- Port Covington West of Hanover Street (PC-3): Allows more industrial uses than the area East of Hanover Street. This area also proposes height limits of 200 feet. One of the reasons for allowing more flexibility of industrial uses is to accommodate uses and structures that currently exist in this portion of the plan since this portion of the mixed-use project may be developed in later stages; and to accommodate the reuse of the City Garage and the Schuster buildings.
- Port Covington Under Armour Campus (PC-4): This proposed zoning district would accommodate the headquarters office and innovation space, the light industrial needed for prototype development, as well as open space, recreational facilities and other amenities for this unique campus. Height limits are not proposed for this area.

This legislative proposal will be considered in the Baltimore City Council.

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Proposed Port Covington Zoning Districts

Phasing

Improvements have already begun throughout Port Covington. Infrastructure phasing will commence first on the east side of Hanover Street, along Cromwell Street and north. The infrastructure development will be followed by construction of the East Waterfront District.

Following the East Waterfront District, infrastructure along Cromwell westerly toward Hanover Street and Hanover Street along the spine of the project will be constructed. Both the Cromwell and Hanover Street districts will follow this infrastructure completion.

The West End district infrastructure relies heavily on nearby highway improvements and light rail installation for completion on its northern edge; however, much of the southern portion of the West End can be completed independently. This is one area already partially occupied with businesses.

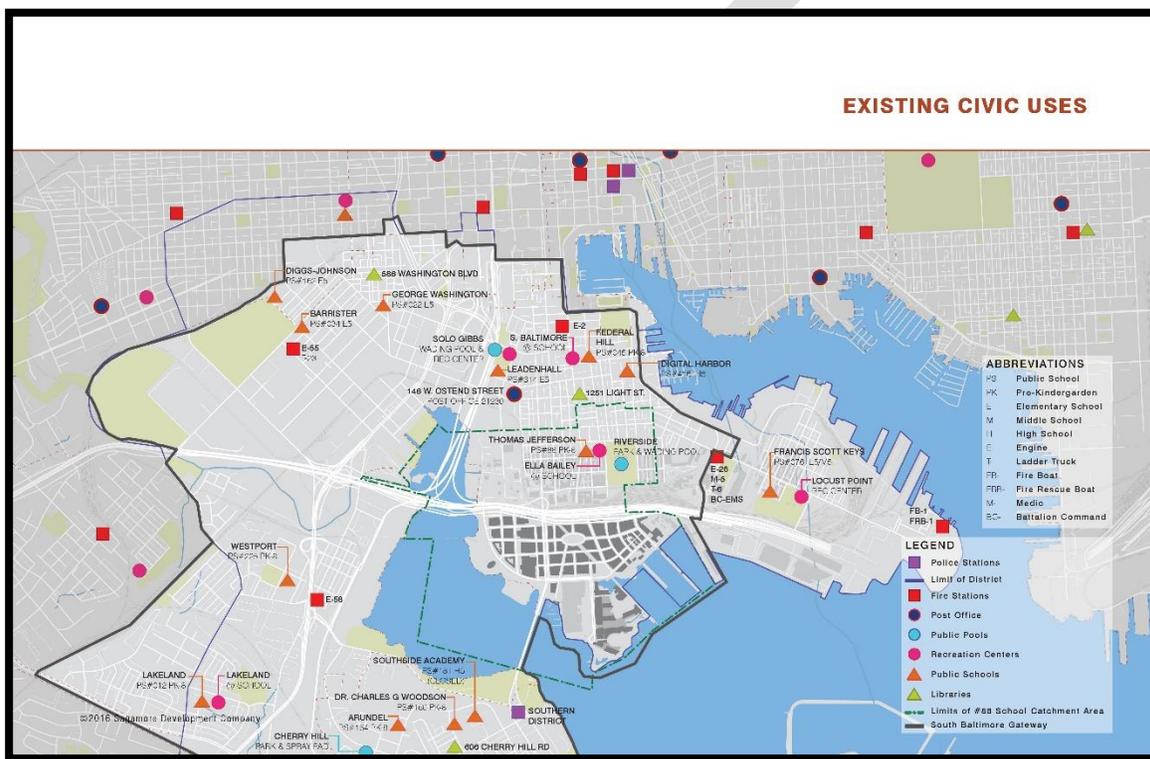
The final phase of the redevelopment is likely to be the Founders Park District, at the location of the existing Baltimore Sun printing and distribution facility.

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Civic Uses

Consideration for accommodating public services including public schools, emergency services and public libraries was suggested as part of the master planning effort. The plan itself provides for significant public open space and recreational facilities.

The Master Plan used the boundaries of the South Baltimore Gateway Master Plan and added the Locust Point community as the area to document existing conditions. The Existing Civic Uses diagram provides the locations for existing public schools, emergency services and public libraries.



Public Schools

The Baltimore City Department of Education has two master planning documents for tracking school population and projections and determining the need for school renovations/new construction: The Comprehensive Education Services Plan is an annual plan that provides for school population projections and facilities needed; and, 21st Century Schools provides an initiative for the renovation, replacement and consolidation of Baltimore City Schools. These combined documents allow decision makers to decide which schools will be renovated, replaced and where new schools will be constructed.

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Additionally, the South Baltimore Gateway Master Plan Education Goals include supporting community schools.

Decisions regarding school locations will be made by the Department of Education and elected officials. The Master Plan and zoning can accommodate educational uses. The location best suited to accommodating a Pre-K to 8th grade school would be in the West End District where students would be in close proximity to the West Shore Park's playfields. The Department of Education, in keeping with the South Baltimore Gateway Master Plan may also consider improving existing schools to accommodate the increased school population.

Emergency Services

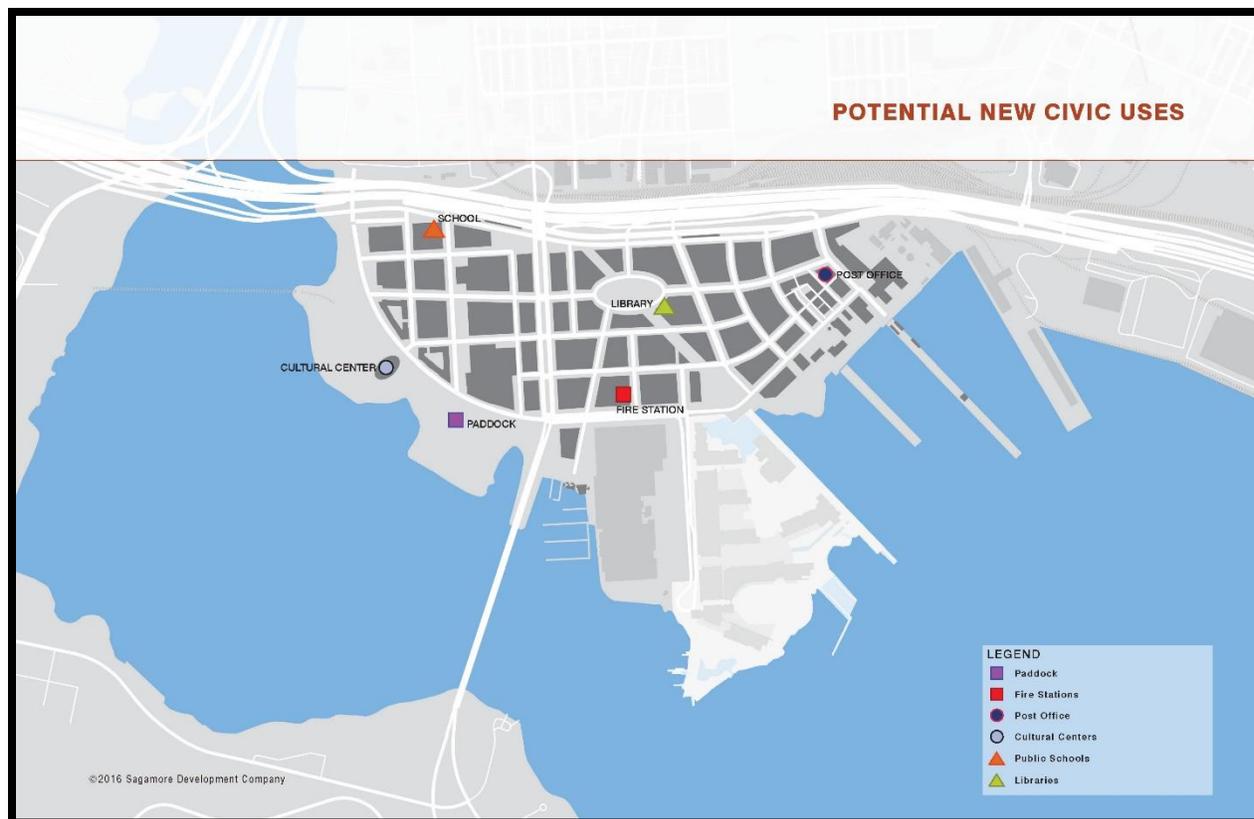
The Southern District Police Station is currently located directed across the Hanover Street Bridge from Port Covington. The Police Mounted Unit may have facilities located in Port Covington, though the nature and location have not been determined. The closest Fire Station is a super-station, located on Fort Avenue at Key Highway. This station includes Engine 26, Medic 5, Truck 6 and Battalion Command/Emergency Medical Services.

As part of the master planning process, locations that could accommodate emergency service stations were considered. An individual station location must be able to accommodate vehicle parking, truck turning movement and quick egress times. This includes the ability to turn on wide streets and locations where traffic signals can be timed for quick egress. The master plan has preliminarily identified a location that could meet these criteria.

When considering public safety, the City bases the locations of facilities on response times and often a study prepared by the City or their consultants.

Libraries

There are three public libraries located in the communities surrounding Port Covington. Should the Enoch Pratt Library system decide to establish a branch within Port Covington, the master plan has considered both criteria and a location for citing a public library. A preferred location for siting a library would: be in a more residential portion of the master plan; be adjacent to a major public open space; and, be along a major pedestrian/bicycle path.



Economic Development Impact and Market Analysis

The development contemplated under the Port Covington Master Plan significantly advances the City’s economic goals. Consistent with the City’s adopted economic development strategies outlined in the “Comprehensive Economic Development Strategy Plan (CEDS),” the plan builds on five of the six core economic development assets of the City. It is also directly supportive of all of the five economic and population trends impacting the City’s growth and development.

Additionally, the plan supports the development of space to house all six industry clusters identified in the CEDS as driving Baltimore’s economic future. The plan does this while promoting the transformation of the Port Covington area from underutilized industrial land into a vibrant, high-quality live-work-play environment.

The Port Covington Master Plan will not only allow for the expanded headquarters of Under Armour – itself a major component of Baltimore’s business environment – it will also support logistical operations, advanced manufacturing and product development for Under Armour and other firms. This promotes and allows for the incubation of makers and smart manufacturing firms that are identified as a growth sector for Baltimore. A range of space types and building environments will provide opportunities for the growth of local companies and for companies at all stages to locate in Baltimore.

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The plan supports the creation of spaces demanded by more traditional firms in the financial and professional services, health and bioscience technology, information and creative services; all of which are essential for Baltimore's future development. By including destination retail locations, Sagamore Distillery, and entertainment venues, all within walking distance of the Baltimore Cruise Terminal and in close proximity to the already strong downtown and the Inner Harbor, these retail and entertainment assets can facilitate the ongoing development of the City's vibrant arts, culture, and tourism economy.

Market Analysis

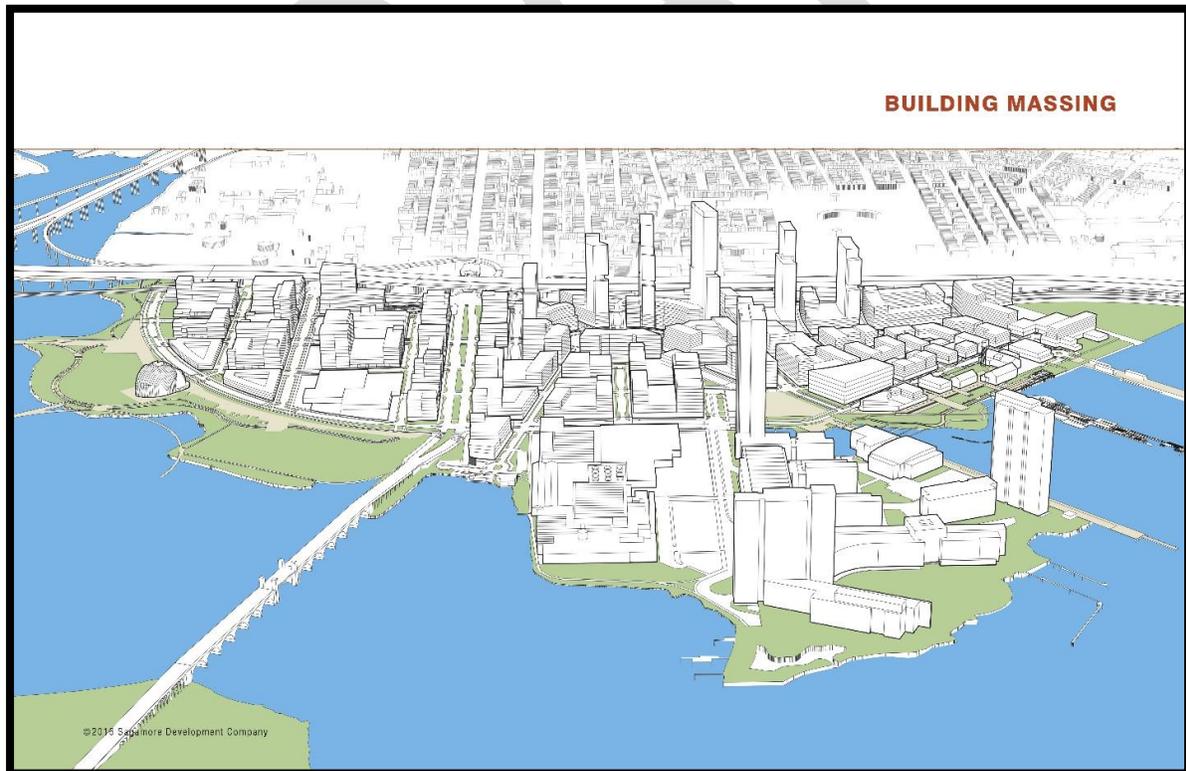
- The Port Covington redevelopment is consistent with seven broad trends in urban economics and real estate that are driving urban development in cities across the nation, which include:
 - The re-urbanization of both population and jobs;
 - The emergence of cities as the center of the entrepreneurial and innovation economy;
 - A trend toward urban mixed-use developments;
 - The rise of urban innovation districts;
 - The rise of super-commuters in urban areas;
 - The development of multi-nodal downtown business areas.
- All of these national real estate trends argue well for both the potential success and critical role that the Port Covington/Under Armour Headquarters Project can play in the ongoing transformation of Baltimore;
- The Port Covington redevelopment is highly consistent with the Comprehensive Economic Development Strategy (CEDS) for Baltimore City and will provide an attractive location for firms in nearly all of the industry clusters identified as the city's key industry sectors;
- The redevelopment of Port Covington is consistent with the broad economic and population changes reshaping the City of Baltimore. By combining the headquarters campus of a major innovation-driven firm with a mixed-use office, entertainment, retail, and residential development in close proximity to downtown, Port Covington will further the development of the live-work-play environment in Baltimore City that is already reshaping downtown and support the expanding attractiveness of downtown for employers in the business and professional services, financial services, and high-technology sectors that are driving City and regional growth; and
- The redevelopment of Port Covington will occur in, and can potentially sustain, a dramatically improving city real estate market. Baltimore City is experiencing a dramatic improvement in its construction permitting and office/retail markets driven by recent growth in both population and employment.
- The redevelopment of Port Covington provides an outstanding opportunity to invest heavily in human capital through job training and capacity-building programs during the construction and operations of the site. It also provides an unparalleled opportunity for investment in affordable housing, the public realm, and ecological uplift of the Middle Branch.

VII. THE BUILT ENVIRONMENT & DISTRICTS

Scale & Massing in the Built Environment

In addition to the urban design goals, the planning process resulted in clear direction for scale and massing that will be reflected in the built environment:

- Significant height will be centered in the north-central and Under Armour campus districts of the plan;
- Buildings on the west side of Hanover Street will be stepped in height away from the waterfront parks;
- The waterfront buildings east of Hanover Street will be spaced to allow and encourage pedestrian circulation to the waterfront;
- Parks on the waterfront will be publicly accessible, with signage both inviting and educating the public and nearby occupants or property owners on park rules and amenities; and
- Parks and open space will provide respite to people and ecosystem services throughout the site.
- Hanover Street is a primary gateway of the project and the street wall will be boulevard scale to balance the intensity of the Hanover Street transportation plan.

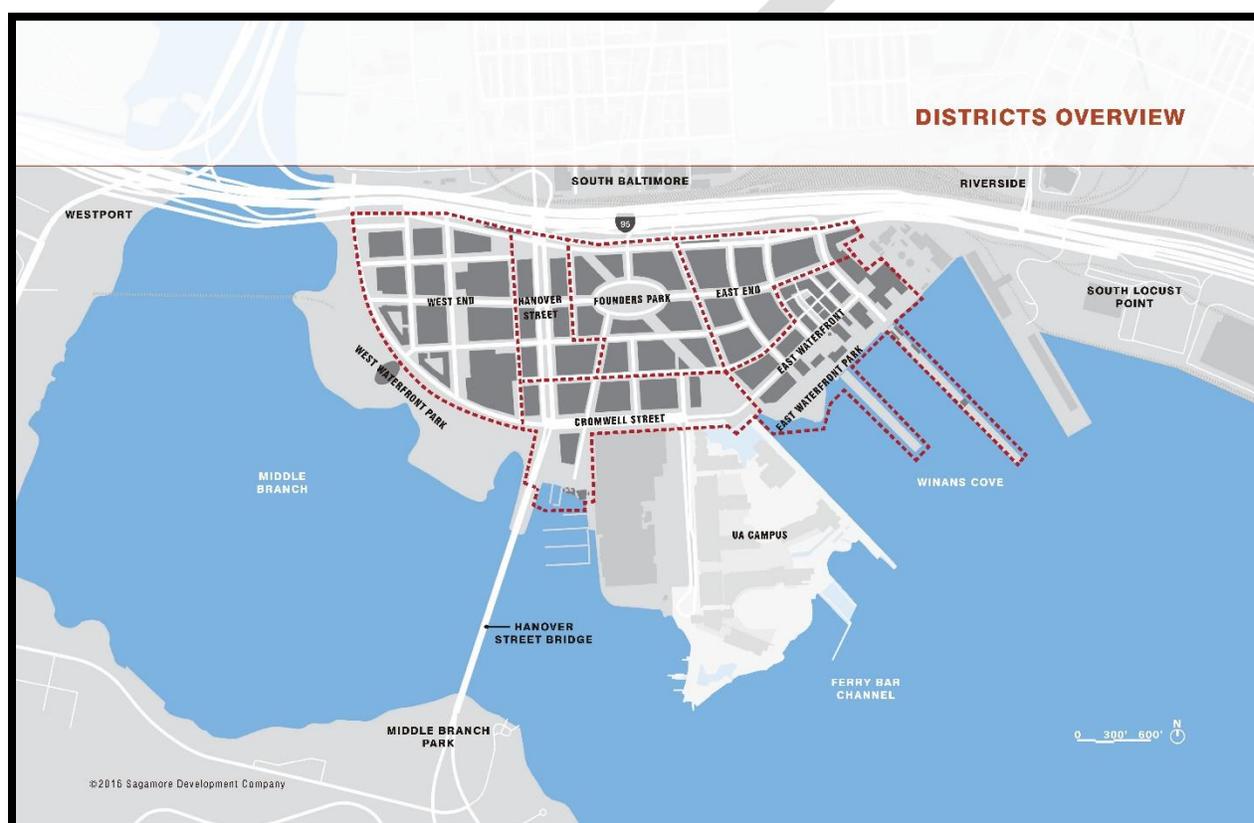


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Please note, massing renderings in this master plan are conceptual and illustrate intent, not final design.

The Districts in the Plan

The size of the Port Covington Master Plan and the characteristics of the districts warrant dividing the plan into districts. These include: East Waterfront, Hanover, Cromwell, Founders Park, East End, West End, and Under Armour Campus.

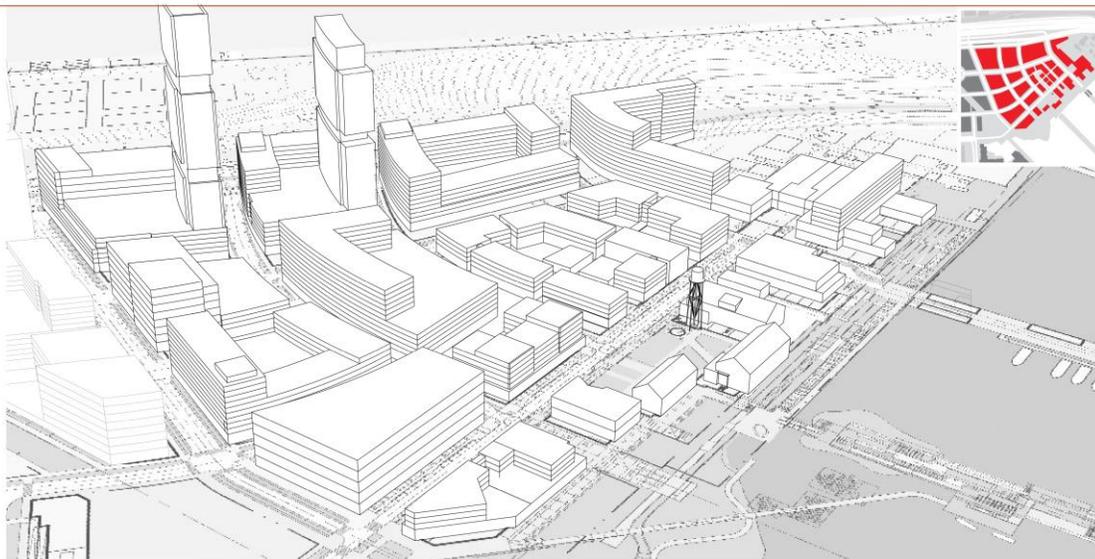


East Waterfront

Port Covington's East Waterfront district will be home to the development's signature mixed-use retail district and the urban plaza in the heart of the development. The district will feature world-class specialty retail and the Sagamore Spirit Distillery. This area includes a signature anchor that will draw the public to Port Covington: East Waterfront Park, including iconic archaeological and entertainment piers. At its heart, an intimate pedestrian street experience and a variety of uses create a unique sense of place on the waterfront. Buildings south of Cromwell Street will be spaced to invite public access to the waterfront. Buildings on the north side of Cromwell Street will be larger though scaled to balance, not dominate, the waterside buildings.

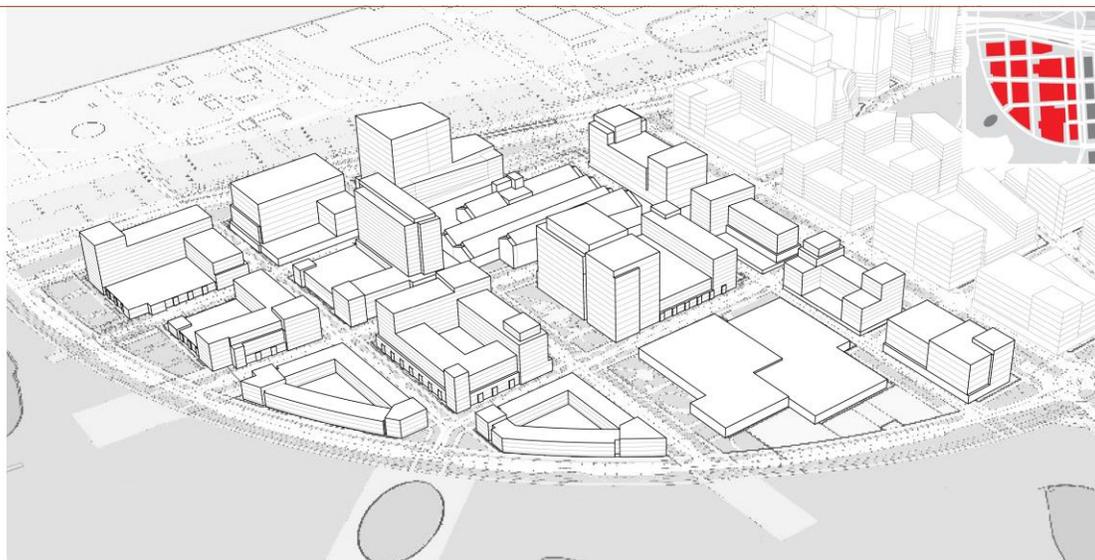
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EAST END & EAST WATERFRONT
MASSING



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HANOVER STREET & WEST END
MASSING



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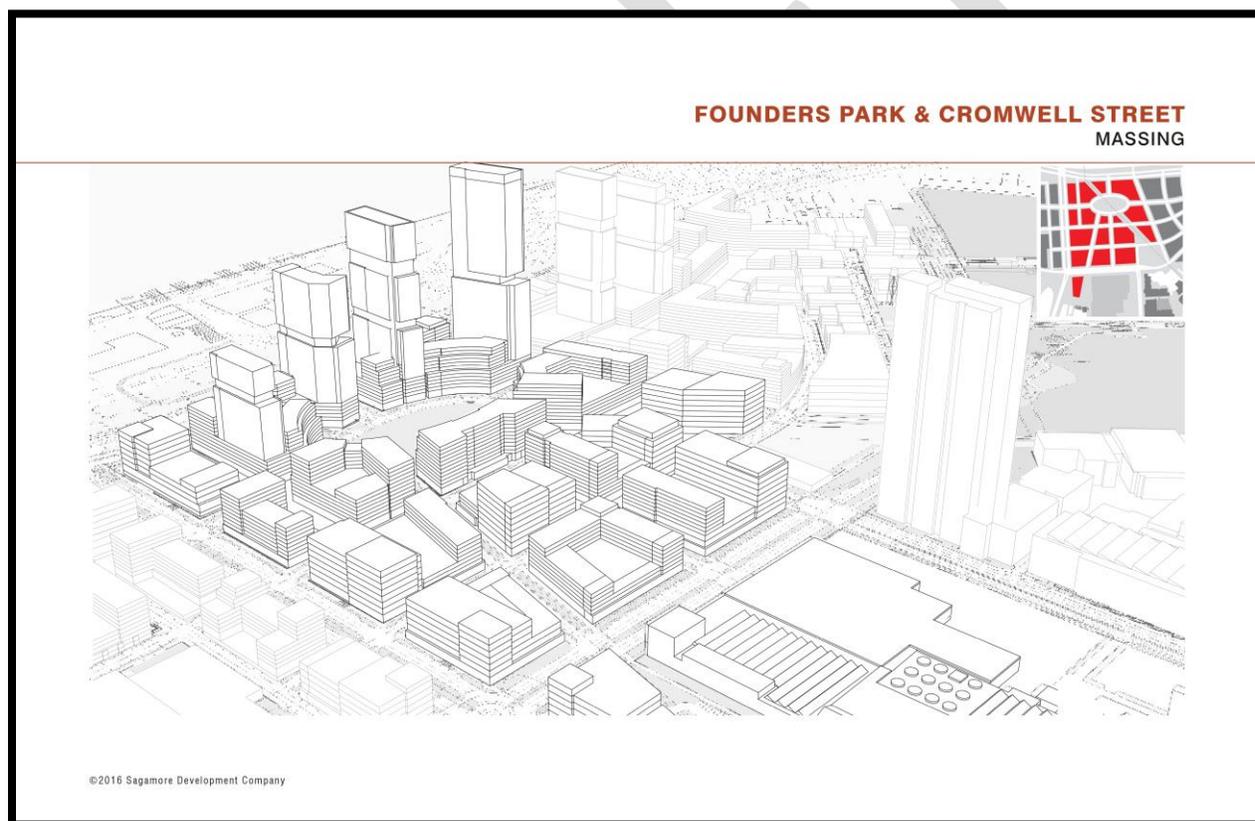
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Hanover

An active thoroughfare, Hanover Street connects Baltimore's Inner Harbor and Federal Hill to the north, to Cherry Hill to the south via the Vietnam Veterans' War Memorial Bridge. A rebuilt Hanover Street accommodates a high volume of traffic while offering pedestrians comfortable sidewalks. A mix of retail can be found at the street level with a mix of residential and office uses on the upper levels. The massing on Hanover Street should balance the boulevard transportation plan and hold a strong building edge.

Cromwell

Cromwell Street is the primary East-West corridor connecting the East and West End Waterfront parks. A generous green allée accompanies this primary route to the Under Armour Campus. Dedicated bicycle lanes along this ecological corridor are inspiration to the innovative maker spaces and residences, which line Cromwell Street.



Founders Park

The elliptical two-acre park forms a primary open space in the development enabling higher density development to take place over the long term. A diagonal greenway connects the district to the urban plaza and Under Armour Campus. The district's iconic towers will be seen from

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downtown Baltimore and by the thousands of travelers along the busy I-95 corridor. The massing of this district should be significant and iconic. Tall buildings should be designed to minimize shadows on adjacent properties (other than I-95) and maximize water and City views.

East End

The East End offers a mix of uses and vibrantly marks the northern edge of the site with interactive digital displays. With access to I-95 and the light rail station, the district is also adjacent to the urban playground under I-95. This district will include a lively mix of entertainment, shopping, living spaces and unique pedestrian streets. Massing should be varied and should be used to create pedestrian-only scaled spaces.

West End

The West End builds upon the existing fabric of City Garage and the Schuster building. A diversity of housing types including townhomes, lofts and maisonettes with immediate access to the recreational waterfront will be unique to the district. The district embodies the multi-modal nature of the development, with easy access to and from I-95 and Hanover Street, light rail station along McComas Street and strong pedestrian and bicycle trails running through the district. The buildings on the west end should be massed to step away from the waterfront parks and up toward Hanover Street.

Under Armour Campus

The campus will contain approximately 3.9 million square feet of office, studio, process innovation, sport and recreation, and other ancillary uses on 50 acres. This high-performance, global headquarters will be the home of one of the fast-growing brands in the world.

VIII. IMPLEMENTATION

The Port Covington Master Plan is anticipated to take 20 or more years to implement. The Master Plan provides the framework and guidance for development of approximately 240 acres of this peninsula. Implementing this plan will take time, involve many governmental agencies that will review and approve various elements of the plan, and require the engagement of individual development teams and the public. This section provides information on future efforts to implement this plan. This includes:

- Port Covington Master Plan
- Public Involvement
- Land Use and Zoning
- Multi Modal Transportation
- Parks and Open Spaces

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- Establishment of the Urban Grid
- Utility Infrastructure
- Development of Parcels

Port Covington Master Plan

This Master Plan is one of the first formal steps in the implementation process. It provides the vision for the site's transformation from underutilized industrial land to a dynamic mixed-use community and economic center anchored by Under Armour's headquarters campus.

Public Involvement

The involvement and engagement of the public during the implementation of the Master Plan is of paramount importance. Throughout the development of the Master Plan, the input of the proximate and greater communities has significantly shaped the substance of the Master Plan and their continued involvement during the implementation of the Master Plan will help to ensure its success. A system has been developed whereby community members are constantly engaged through Port Covington's electronic portal (www.buildportcovington.com) and kept abreast of plan developments. Throughout the implementation phase of the Master Plan, the proximate and greater communities will be further engaged to help shape and critique the implementation of the Master Plan as it progresses.

Land Use and Zoning

The purpose of land use and zoning regulations is to provide the parameters for land use and development in keeping with master plans and the City's overall goals and objectives.

In the case of Port Covington, there are three overarching reasons for needing to address land use and zoning regulations:

- The Port Covington Master Plan cannot be accommodated by the existing M-3 zoning or the industrial zoning currently proposed in the First Reader version of Transform Baltimore.
- The Port Covington Master Plan began after Transform Baltimore was developed by the Department of Planning and introduced as City Council Bill #12-0152. Therefore, the wide variety of uses and massing is not accommodated by the zoning categories proposed in Transform Baltimore, and the maps similarly do not accommodate the Port Covington Master Plan's proposed massing.
- The existing urban renewal plan and PUD include constraints on uses that conflict with the Port Covington Master Plan, and are no longer necessary if Transform Baltimore includes a zoning category that provides for the implementation of this Master Plan.

Three legislative actions are anticipated regarding land use regulations:

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- The amendment of Transform Baltimore to accommodate a zoning category that provides for the wide variety of uses and appropriate bulk regulations to implement the Port Covington Master Plan. This would be an amendment to the pending City Council Transform Baltimore legislation.
- Repeal the existing Port Covington Urban Renewal Plan.
- Repeal the existing Port Covington PUD (unless timing requires the redevelopment to proceed prior to Transform Baltimore, in which case the existing PUD should be amended to permit the redevelopment).

Multi Modal Transportation

Proposed multi-modal infrastructure improvements within Port Covington range from local infrastructure to interstate infrastructure. While the majority of the local improvements are not part of the National Highway System (NHS), a portion of Hanover and McComas Streets are considered part of this network. This classification plays an important role in defining funding eligibility for the various infrastructure improvements and implementation.

The proposed infrastructure improvements fall within the responsibility of the Baltimore City Department of Transportation (BCDOT), Maryland Transportation Authority (MDTA), and Maryland Transit Administration (MTA).

Implementation of the proposed multi-modal infrastructure improvements can be broken down into two categories: elements eligible for federal funding and those that are not. Improvements to I-95, and the portions of Hanover and McComas Streets that are eligible for federal funding (part of the NHS) are included in a FASTLANE Grant submission. The first phase of improvements focuses on I-95 southbound as well as Hanover and McComas Streets. The FASTLANE Grant for Phase I was recently submitted for federal review with BCDOT and MDTA as joint sponsors. The anticipated construction schedule for Phase I is from 2018-2020. Similarly, Phase II of a FASTLANE Grant is proposed to consist of I-95 northbound and the remainder of McComas Street that was not part of Phase I. Similar to Phase I, BCDOT and MDTA would be the co-sponsor of this FASTLANE Grant submission. The anticipated construction schedule for Phase II is from 2019-2027. Separate coordination will be required between BCDOT and MTA regarding proposed infrastructure improvements to MTA transit facilities within the development. Separate funding mechanisms will be utilized in order to implement these proposed improvements.

The remainder of the local multi-modal infrastructure within the Master Plan falls within the non-federal eligible category. For these improvements, coordination with BCDOT will be required in order to implement the improvements. Local infrastructure improvements are anticipated to come online in phased construction, aligning with the progression of the development.

Understanding the traffic mitigation efforts necessary throughout the development process is an essential piece to the proposed infrastructure improvements. Understanding existing and future

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transportation needs, and the need for maintenance of traffic throughout the development of this Master Plan, will allow sequencing of construction to occur that will accommodate the impending redevelopment and existing users. Coordination between BCDOT, MDTA and MTA will be essential when defining the timing of the infrastructure improvements anticipated over the next 25 years.

Parks and Open Spaces

The Port Covington Master Plan provides for approximately 40 acres of open space and parks.

The Department of Recreation and Parks has an inventory of public parks, which constitutes the Parks Master Plan. Modifications to the inventory will need to be undertaken through a process that includes review and approval by the Department of Recreation and Parks, including the Park Board. Changes to the Parks Master Plan are also approved by the Planning Commission and Department of Real Estate.

Establishing the Urban Grid

The Port Covington peninsula currently has few streets. In order to create the urban street grid proposed for the Port Covington Master Plan, the land needs to be subdivided to create the rights-of-way (streets) and the developable blocks. The Planning Commission has the responsibility for approving subdivision.

The subdivision process for Port Covington will be based upon the Master Plan. The Planning Commission may approve an overall Preliminary Subdivision Plan showing all the properties within Port Covington. As phases of this master plan progress, Final Subdivision can be approved by the Planning Commission that sets the metes and bounds (property lines) for the development parcels/blocks and streets (rights-of-way).

When the new street grid is overlaid on the existing conditions, portions of existing streets will no longer be needed. These streets will be shifted or replaced by the new street grid. Portions of rights-of-way that are no longer needed will need to be closed. The closing process includes the Planning Commission confirming that the right-of-way is no longer needed for a public purpose; subsequently, legislation is introduced to be approved by the Mayor and City Council. Title work may show that some of the land within the right-of-way is owned by the City or by the abutting property owners. If the right-of-way property is shown as being owned by the City, legislation may also need to be approved to allow the sale of the City property.

Utility Infrastructure

As with any large-scale redevelopment, new public and private utilities are needed. Along with the street grid, a new utility grid will be implemented.

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Development teams are responsible for working with the City's Departments of Public Works and Transportation to ensure there is sufficient capacity for water and sanitary sewer service to accommodate the project throughout the construction phases. Additionally, the stormwater management master plan approach includes a comprehensive approach for the development meeting stormwater quantity and quality regulations.

Development teams are also responsible for coordinating with private utilities including BGE for gas and electric and telecommunications providers.

As outlined in the Resilient Infrastructure section, the Port Covington planning process includes work on innovative approaches to infrastructure that are not currently included within the City's design standards manuals. These innovative infrastructure elements include: Dark Sky lighting and district infrastructure among others, all of which will need to be approved and reviewed by the City of Baltimore. Some of the district systems may also need approval from the Public Service Commission.

Development of Parcels

Sagamore Development Company is the master developer for Port Covington. Multiple developers and teams may propose and construct projects within the master plan. All of the developers will need to abide by regulations and the City's development process:

While each project proposed will be different, and therefore trigger different reviews; the following is a general list of reviews for projects:

- **Design Review:** All Projects will be subject to review by the Department of Planning and may be presented to the Urban Design and Architecture Review Panel (UDARP). The panel members provide design advice to the Director of Planning.
- **Site Plan Review Committee:** This is an interagency committee that is chaired by the Planning Department and reviews plans to ensure they will function within the existing built environment or as part of the master plan. They also ensure reviews for other project elements are proceeding.
- **Environmental Review:** Early on in a project, the development team will work with the Department of Planning to ensure that the design approach meets floodplain requirements and Critical Area and/or Forest Conservation requirements as applicable. Critical Area plans are also reviewed by the State Critical Area Commission staff. The landscape plans for a project must meet the Critical Area or Forest Conservation regulations.
- **Stormwater Management:** In this case, the master developer will be establishing a master stormwater management approach. Each developer; however, will be required to meet their stormwater management requirements in accordance with the approved stormwater management master plan.
- **Zoning:** Each project will be reviewed to ensure it is in keeping with the zoning code.

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- Utility Connections: Each developer will need to work directly with the appropriate City Departments and private utility companies to obtain connections to the utility infrastructure.
- Building Permits: Each project will be required to obtain a building permit prior to construction.

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APPENDIX I: COMMUNITY OUTREACH

In addition to the groups listed below, SDC has engaged thousands of individuals through outreach and the www.buildportcovington.com website.

Group Name

Leadership of South Baltimore Community Associations

New Psalmist Baptist Church

Aploi

Baltimore Industrial Group

Federal Hill Neighborhood Association

Union Baptist Church

Baltimore Community Foundation

Vehicles for Change

Downtown Partnership

Center for Urban Families

One Baltimore

Humanim

Reach High / Baltimore Rowing Club

Waterfront Partnership

Alpha Phi Alpha

Baltimore Integration Partnership/ABAG

Cherry Hill Community Coalition

Reading Partners

Westport Neighborhood Association

Baltimore Rowing Club

Port Discovery Museum

Baltimore Industrial Group

Association of Baltimore Area Grantmakers

Created For So Much More Worship Center

Cherry Hill Community Coalition

The Links (3 local chapters)

Downtown Partnership

Associated Black Charities

Kappa Alpha Phi fraternity

Morgan State University

Coppin Heights CDC

Friendship Baptist Church

Living Classrooms

Visit Baltimore

Omega Psi Phi fraternity

Cherry Hill Ministerial Alliance

Interdenominational Alliance

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Delta Sigma Theta Board of Directors
Baltimore's Promise

Group Name

AFSCME Maryland Council 67
Boilermakers Local 193
IBEW Local 24
Roofers & Waterproofers Local 30
Key Highway Community Association
Iron Workers District Council of Mid-Atlantic States
Community of Curtis Bay
Ironworkers Local 16
LiUNA
Plumbers and Steamfitters Local 486
Macedonia Baptist Church
Southern Baptist Church
Presentation to 30 non-profit partners
Interdenominational Ministerial Alliance (Metropolitan Baltimore)
Our Daily Bread Employment Center
President's Roundtable
Baltimoreans United in Leadership Development
National Federation of the Blind
Riverside Neighborhood Association
Locust Point Civic Association
Freedom Temple AME Zion Church
Maryland Washington Minority Companies Association
Mt. Winans Community Association
Baltimore Greenway Trails Coalition
Living Classrooms
Blue Water Baltimore
Concerned Citizens for a Better Baltimore
Lakeland Community Coalition
Strong City Baltimore
Cherry Hill Trust
Carroll Camden Business Association
Concerned Citizens for a Better Brooklyn
Sharp-Leadenhall Planning Committee
Ronald McDonald House
Goldseker Foundation
France-Merrick Foundation
Downtown Sailing
YMCA
Chesapeake Bay Trust

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Pauls Place Outreach
Boys and Girls Clubs of Metro Baltimore
Maryland Non-Profits

Group Name

Israel Baptist Church
Mt. Zion Baptist Church
Sharp-Leadenhall Baptist Church
New Shiloh Baptist Church

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Property Information							
No.	Address	Block	Lot	SDAT Acreage	GIS Acreage	Owner Name	Land Use
1	101 W. Dickman Street	1060	1	6.774	7.104	DICKMAN PROPERTY INVESTMENT LLC	Office/Industrial
2	2400 Clarkson Street	1060	1A	4.299	4.217	CENTER FOR AQUATIC LIFE AND CONSERVATION INC.	Parking
3	ES Leadenhall Street	1060	2	1.168	0.978	BROWNING-FERRIS, INC.	Parking
4	111 W. Dickman Street	1060	2A	0.464	0.617	MAYOR & CITY COUNCIL	Municipal Salt Dome
5	SS Dickman Street	1060	3	0.816	1.345	BROWNING-FERRIS, INC	Parking
6	2300 S. Hanover Street	1060	4	1.039	1.052	CENTER FOR AQUATIC LIFE AND CONSERVATION INC.	Parking
7	2400 S. Hanover Street	1060	5	0.381	0.374	MAYOR & CITY COUNCIL	Right-of-Way
8	101 W. Cromwell Street	1060	6	7.043	9.373	CENTER FOR AQUATIC LIFE AND CONSERVATION INC	West Covington Park
9	120 W. Dickman Street	1058	5A	1.273	1.253	120-250 W. DICKMAN STREET, LLC	Industrial
10	NS W. Dickman Street	1058	5B	0.485	0.482	120-250 W. DICKMAN STREET, LLC	Industrial
11	NS W. Dickman Street	1058	5C	0.294	0.314	120-250 W. DICKMAN STREET, LLC	Industrial
12	150 W. Dickman Street	1058	1/5	1.234	1.239	120-250 W. DICKMAN STREET, LLC	Industrial
13	250 W. Dickman Street	1055	1/9	10.499	10.459	120-250 W. DICKMAN STREET, LLC	Industrial
14	260 W. Dickman Street	1055	10	16.775	17.286	BROWNING-FERRIS, INC	Industrial
15	11 W. Cromwell Street	1078	1	1.460	1.449	LOCKE INSULATORS, INC	Parking
16	2600 Insulator Drive	1078	2	2.460	7.669	2600 INSULATOR DRIVE, LLC	Restaurant/Marina
17	2525 Insulator Drive	1079	1	24.427	21.790	LOCKE INSULATORS INC	Manufacturer
18	300 E. Cromwell Street	1053	1	59.459	58.436	300 E. CROMWELL STREET, LLC	Industrial
18A	300 E. Cromwell Street	1053	1A	19.01	19.01	300 E. CROMWELL STREET, LLC	Unimproved - Parking
18B	300 E. Cromwell Street	1053	1B	18.33	18.33	300 E. CROMWELL STREET, LLC	Unimproved - Parking
19	ES S. Hanover Street	1053	9A	0.777	0.778	300 E. CROMWELL STREET, LLC	Unimproved
20	ES Hanover Street	1053	9	1.536	1.520	CSX TRANSPORTATION, INC. TAX DEPARTMENT	Unimproved
21	SS W. McComas Street	1053	8	0.111	0.114	MAYOR & CITY COUNCIL	Right-of-Way
22	ES Moale Alley	1053	7	0.024	0.024	MAYOR & CITY COUNCIL	Unimproved
23	ES Moale Alley	1053	6	0.023	0.023	MAYOR & CITY COUNCIL	Unimproved
24	ES Light Street 3871 FT	1053-2	3	0.378	0.353	MAYOR & CITY COUNCIL	Ferry Bar Park
25	101 E. Cromwell Street	1053-2	10	22.378	23.354	101 EAST CROMWELL STREET, LLC	Partially constructed Parking lot

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26	2701 Port Covington Drive	1053-2	10A	12.401	12.567	2701 PORT COVINGTON DRIVE, LLC	Vacated - formerly big box retail
27	2601 Port Covington Drive	1053-2	10B	10.589	10.583	2601 PORT COVINGTON DRIVE, LLC	Corporate Campus
28	2501 Port Covington Drive	1053-2	10C	1.218	1.284	2501 PORT COVINGTON DRIVE, LLC	Partially constructed Parking lot
Property Information (Cont'd)							

No.	Address	Block	Lot	SDAT Acreage	GIS Acreage	Owner Name	Land Use
29	2551 Port Covington Drive	1053-2	10D	9.091	9.638	2551 PORT COVINGTON DRIVE, LLC	Bulkhead and unimproved
30	201 E. Cromwell Street	1053-2	10E	3.038	3.177	201 EAST CROMWELL STREET, LLC	Port Covington Drive - private
31A	301 E. Cromwell Street	1053-3	11	1.51	N/A	SAGAMORE WHISKEY PROPERTIES, LLC	Sagamore Whiskey
31B	301 E. Cromwell Street	1053-3	11	0.19	N/A	301 E. CROMWELL STREET, LLC	Sagamore Whiskey
31C	301 E. Cromwell Street	1053-3	11	1.56	N.A	301 E. CROMWELL STREET, LLC	Sagamore Whiskey
31D	301 E. Cromwell Street	1053-3	11	1.95	N/A	301 E. CROMWELL STREET, LLC	Sagamore Whiskey
32	321 E. Cromwell Street	1053-3	11A	7.831	10.138	TIDEWATER HOLDINGS, LLC	Marina, Boat Storage & Repair
33	SS McComas St. SEC Leadenhall St.	1049	1	11.060	10.953	MAYOR & CITY COUNCIL	Swann Park
34	200 W. McComas Street	1040	1/2	0.647	0.647	200 WEST MCCOMAS STREET, LLC	Animal Kennel
35	SS I-95 R/W	1040	2A	3.390	3.610	MAYOR AND CITY COUNCIL OF BALTIMORE	Mayor & City Council lot
36	SS W. McComas Street	1050	1/6A	0.597	0.640	STATE OF MARYLAND	State Parcel
37	151 W. McComas Street	1050	7/8	0.308	0.309	MCCOMAS STREET 151, LLC	Industrial
38	201 McComas Street	1050	9	0.028	0.028	WEST MCCOMAS STREET HOMES, LLC	Residential
39	203 McComas Street	1050	10	0.028	0.028	COVINGTON, TRACY R.	Residential
40	205 McComas Street	1050	11	0.026	0.026	WEST MCCOMAS STREET HOMES, LLC	Residential
41	207 McComas Street	1050	12	0.026	0.026	BECKMAN SR, JOSEPH E BECKMAN, PATRICIA A	Residential
42	209 McComas Street	1050	13	0.026	0.026	BROWN ETAL, JR, JOSEPH R	Residential
43	211 McComas Street	1050	14	0.026	0.026	WEST MCCOMAS STREET HOMES, LLC	Residential
44	213 McComas Street	1050	15	0.026	0.026	WEST MCCOMAS STREET HOMES, LLC	Residential
45	2101 Race Street	1050	16	2.510	2.512	MCCOMAS STREET 151, LLC	Industrial
46	10 W. Cromwell St.	1073	1/4	1.136	0.887	CSX TRANSPORTATION, INC. TAX DEPARTMENT	Unimproved
47	2401 S. Hanover Street	1073	5	0.596	0.597	DTSS, LLC	Gas Station
48	2110 Gould Street	1053-3	2	1.316	1.372	BALTIMORE GAS & ELECTRIC CO TAX PLANNING & COMPLIANCE	BGE
49	N/A	1050	6	0.565	0.776	CSX TRANSPORTATION, INC. TAX DEPARTMENT	Active Rail
50	N/A	1053	N/A	7.502	7.500	CSX TRANSPORTATION, INC TAX DEPARTMENT	Active Rail
51	2105 Gould Street	1053	4/5	5.587	5.498	CONSTELLATION POWER SOURCE GENERATION INC.	BGE

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52	2001 Race Street	1028	7	2.351	3.259	STATE OF MARYLAND C/O REDGWAY PROPERTIES LLC	Industrial
54	WS S. Hanover Street NWC W. Dickman Street	1058	6	0.107	0.108	MAYOR AND CITY COUNCIL OF BALTIMORE	Unimproved
55	2051 S. Hanover Street	1036	12	1.561	1.690	MAYOR AND CITY COUNCIL OF BALTIMORE	Area under Interstate. Misc storage
56	N/A	PSCO	10	7.209	7.209	CSX TRANSPORTATION, INC. TAX DEPARTMENT	Area under Interstate. Misc storage
66	NS E. McComas Street	1045	1	2.183	2.310	MAYOR AND CITY COUNCIL OF BALTIMORE	Area under Interstate. Misc storage
67	SS W. McComas Street	1950	1	5.887	5.704	STATE OF MARYLAND	Area under Interstate. Misc storage

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