

ACREAGE +/- 520 ACRES
TAX PARCEL NOS. (See Devp. Standards for listing)
EXISTING ZONING

BP(CD) AND R-3 (FOR SMALL 3.1 ACRE PARCEL AND 10.2 ACRE PARCEL EACH ALONG I-485 AS SHOWN ON THE TECHNICAL DATA SHEET RZ-1)

(i) BP SPA (CD) FOR CORPORATE PARK WEST(AS DEFINED BELOW)
(ii) O-3 (CD) FOR CORPORATE PARK EAST (AS DEFINED BELOW)

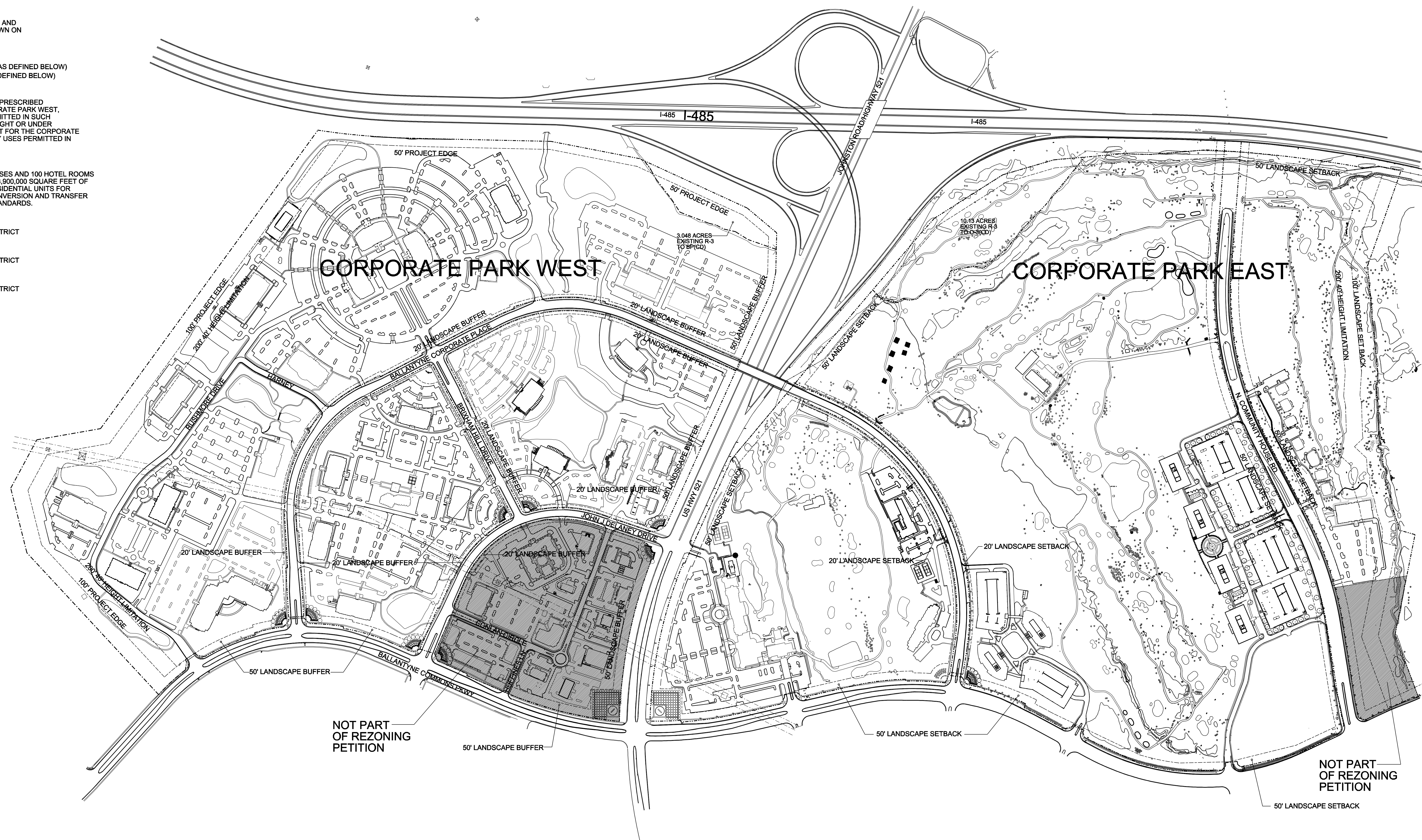
(i) ALL USES PERMITTED BY RIGHT OR UNDER PRESCRIBED CONDITIONS IN THE BP DISTRICT FOR CORPORATE PARK WEST, TOGETHER WITH ALL ACCESSORY USES PERMITTED IN SUCH DISTRICT; AND (ii) ALL USES PERMITTED BY RIGHT OR UNDER PRESCRIBED CONDITIONS IN THE O-3 DISTRICT FOR THE CORPORATE PARK EAST, TOGETHER WITH ALL ACCESSORY USES PERMITTED IN SUCH DISTRICT. (See Devp. Standards for detail)

(i) UP TO 2,625,000 SQUARE FEET OF OFFICE USES AND 100 HOTEL ROOMS FOR CORPORATE PARK WEST; AND (ii) UP TO 3,900,000 SQUARE FEET OF OFFICE USES, 600 HOTEL ROOMS AND 600 RESIDENTIAL UNITS FOR CORPORATE PARK EAST TOGETHER WITH CONVERSION AND TRANSFER RIGHTS SET FORTH IN THE DEVELOPMENT STANDARDS.

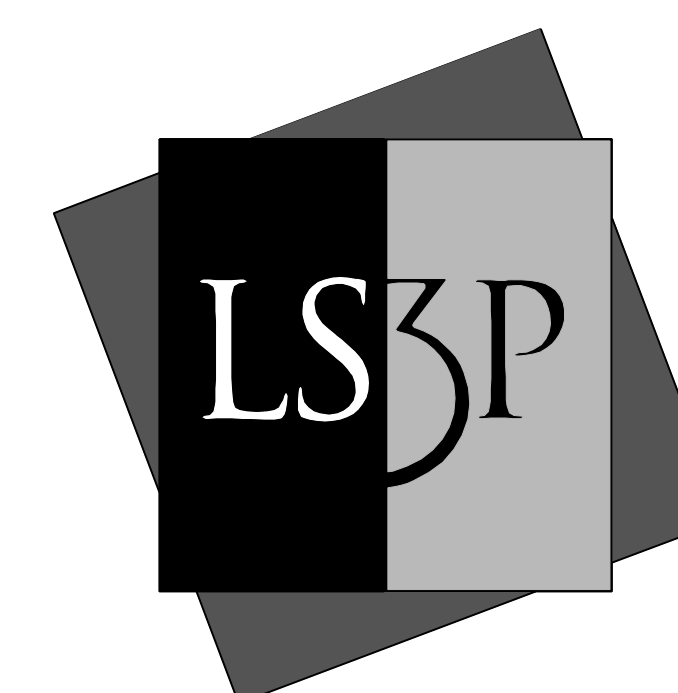
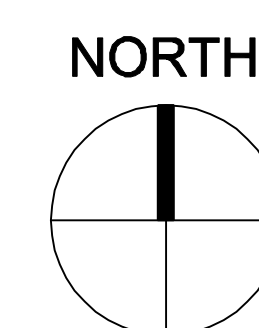
AS ALLOWED BY THE APPLICABLE ZONING DISTRICT

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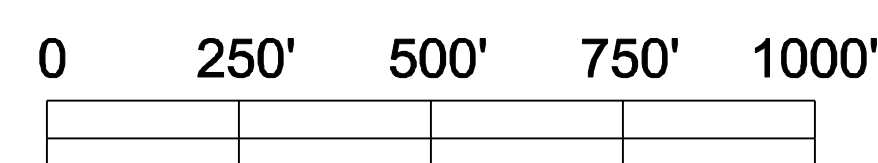
AS ALLOWED BY THE APPLICABLE ZONING DISTRICT



APRIL 25, 2011



RZ-1



NOTE: The following Development Standards relate to Rezoning Petition No. 2011 - _____ (the "Rezoning Petition") regarding that area generally known as the Ballantyne Corporate Park, and more specifically that certain approximately 520 acre property defined below as the "Corporate Park" or the "Site". The Rezoning Plan (as defined below and which includes these Development Standards) associated with the Rezoning Petition super-cedes in all respects, as to the Corporate Park, all prior rezoning plans, amendments and related administrative correspondence promulgated as part of the overall master planned community known as Ballantyne, including without limitation the initial Ballantyne Petition No. 93-23(c) approved by the Mecklenburg County Commission as of 10/18/93 and amendments/petitions approved by the Mecklenburg County Commission referenced as Petitions Nos. 94-23(c) and 96(c), as well as administrative amendments/approvals dated as of 7/28/93, 3/21/94, 9/26/95, 8/14/96, 12/31/96 (referencing Development Standards dated 12/20/96), and such other administrative approvals and amendment.

A. SITE DATA

- Acreage: ±520 acres
- Tax Parcel Nos.: 223-151-01, 08, 09, 11, 12, 13, 14, 15, 20, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37 & 38; 223-154-01, 03, 04, 05, 06, 07, 08 & 09; 223-155-01, 02, 03, 04, 05, 06, 07 & 11; 223-161-02, 05, 07, 08, 09 & 10; 223-165-01, 02, 03 & 04; 223-501-50, 53, 54, 55, 56, 57, 58, 59 & 60
- Existing Zoning: BP (CD) and R-4 (for small 3.1 acre parcel and 10.2 acre parcel each along I-485 as shown on the Technical Data Sheet)
- Proposed Zoning: (i) BP SPA (CD) for Corporate Park West (as defined below) and (ii) O-3 (CD) for Corporate Park East (as defined below)
- Proposed uses: (See Development Standards for detail) (i) all uses permitted by right or under prescribed conditions in the BP district for Corporate Park West; together with all accessory uses permitted in such district; and (ii) all uses permitted by right or under prescribed conditions in the O-3 district for Corporate Park East, together with all accessory uses permitted in such district.
- Development Limitations: (i) up to 2,625,000 square feet of office uses and 100 hotel rooms for Corporate Park West; and (ii) up to 3,900,000 square feet of office uses, 600 hotel rooms and 600 residential units for Corporate Park East together with conversion and transfer rights set forth in the Development Standards.
- Maximum Building Height: as allowed by the applicable zoning district.
- Parking: as allowed by the applicable zoning district
- Setbacks: as allowed by the applicable zoning district

NOTE: the provisions of the Development Standards set out below will control in the event of any conflicts between other aspects of the Rezoning Plan (including the Site Data and the provisions of the Development Standards.

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B. STATEMENT OF INTENT

1. Portions of the Corporate Business Park have been developed into a high quality mixed-use community to known as "Ballantyne Corporate Park". Ballantyne Corporate Park offers opportunities for employment, hospitality and recreation and is a portion of the overall approximately 2,010 acre Ballantyne master planned community (the "Ballantyne Community") which includes beyond the Corporate Park, housing, town centers, planned developments, park improvements and other quality features. The Petitioner seeks to build on the success of the Ballantyne Community by providing for increased opportunities for employment within Corporate Park West and employment and housing within Corporate Park East more in keeping with the vision of this area as an important urban center consistent with Mecklenburg County and City of Charlotte's adopted centers and corridors growth strategy.
2. Reference is made to the approximately 520 acre property generally known as Ballantyne Corporate Park and more specifically shown on Sheet RZ-1 of this Rezoning Plan (the "Corporate Park" or the "Site"). The Corporate Park consists of that approximately 225 acre property located to the west of Highway 521 and north of Ballantyne Commons Parkway ("Corporate Park West") and that approximately 295 acre property located to the east of Highway 521 and north of Ballantyne Commons Parkway ("Corporate Park East") all as generally depicted on Sheet RZ-1 of this Rezoning Plan (it being understood that such property excludes those portions of areas within the area initially designated as part of the Corporate Business Park that are shown shaded on Sheet RZ-1 of this Rezoning Plan).
3. Although much of Corporate Park West has been developed since approval of the initial master plan of the Ballantyne Community, Petitioner plans to continue development of remaining portions of Corporate Park West and engage in redevelopment of portions thereof in a manner in keeping with the quality of existing development within the Corporate Park. Similarly, although portions of Corporate Park East have been developed since approval of the initial master plan for the Ballantyne Community, Petitioner plans to continue development of Corporate Park East and engage in redevelopment of portions thereof in a quality manner and in an manner more in keeping with an urban center consistent with the adopted centers and corridors growth strategy.
- C. GENERAL PROVISIONS
 1. These Development Standards form a part of the Technical Data Sheet associated with the Petition (as defined above) filed By the Bissell Companies. The Development Standards, Technical Data Sheet and other graphics attached hereto (collectively the "Rezoning Plan") together with the provisions of the City of Charlotte Zoning Ordinance (the "Ordinance") shall govern development of the Corporate Park (both Corporate Park West and Corporate Park East). Unless the Rezoning Plan establishes more stringent standards, the regulations established under the BP zoning classification shall govern development taking place in Corporate Park West and the regulations established under the O-3 zoning classification shall govern development taking place in Corporate Park East.

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2. As indicated, Petitioner plans to continue development of remaining portions of Corporate Park West and Corporate Park East and engage in redevelopment thereof in a high quality manner consistent with past development but in a manner that is more in keeping with the urban center vision reflected in the adopted centers and corridors plan. Accordingly in as much as planning for portions of the remaining development and redevelopment of the Corporate Park have not yet advanced beyond the formative stage, the ultimate layouts of the developments/ & redevelopments proposed for the remaining portions of the Corporate Park, the exact alignments of possible additional streets, and points of access, the configurations and placements of parking areas and the precise locations, heights and masses of buildings to be constructed have not been determined and as a consequence the Graphics which accompany the Rezoning Plan, among other site elements shown on the Rezoning Plan, are schematic in nature and are not to be considered as final development plans but rather as preliminary graphic representations of the types of development proposed for the various elements. As a result, various site elements are subject to alterations and modifications subject to the accompanying Development Standards and Section 6.207 of the Ordinance.

3. Since the Corporate Park is a large master planned community of over 550 acres to be developed and/or redeveloped over time, it is understood that specification and/or depiction of an exact number of buildings and locations of buildings is impractical. Accordingly, for the purposes of satisfying the provisions of Sections 6.206 and 6.207 of the Ordinance, and notwithstanding the depictions of buildings located on other portions of the Rezoning Plan, the Corporate Park may be developed and redeveloped for up to 100 principal buildings, and for such purposes, accessory buildings and structures shall not be considered in this limitation on the number of buildings and structures within the Corporate Park.

4. **Vested Rights.** Pursuant to the provisions of Section 1.110 of the Ordinance and N.C.G.S. Section 160A-385.1, due to the master planned large scale nature of the development and/or redevelopment, the level of investment, the timing of development/redevelopment and certain infrastructure improvements, economic cycles and market conditions, this Petition includes vesting of the approved Rezoning Plan and conditional zoning district associated with Petition for a five (5) year period, but such provision shall not be deemed a limitation on any other vested rights whether at common law or otherwise.

D. PERMITTED USES; DEVELOPMENT LIMITATIONS & OBLIGATIONS

1. **Uses & Limitations.** Corporate Park West shall be zoned BP(CD) SPA and BP(CD) (as to the current R-3 property), and Corporate Park East shall be zoned O-3 (CD). The following uses will be permitted within the Corporate Park, subject to and in accordance with the following limitations and provisions:

- a. Corporate Park West may be developed for all uses permitted by right or under prescribed conditions in the BP district together with all accessory uses as permitted in such district. Subject to conversion and transfer rights for the Corporate Park set forth in this Section D and to the transportation phasing limitations set forth in this Rezoning Plan, office uses within Corporate Park West shall be limited to 2,625,000 square feet and hotel rooms to 100 rooms. It is estimated that the existing office entitlement within Corporate Park West is approximately 2,365,000 square feet resulting in an increase of approximately 260,000 square feet of office square footage

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from the current entitlements for Corporate Park West in existence as of the date of these Development Standards.

- b. Corporate Park East may be developed for all uses permitted by right and under prescribed conditions in the O-3 district together with all accessory uses as permitted in such district; such uses include, without limitation, office, retail/restaurant uses, hotel uses, residential uses, institutional uses and recreational uses (both indoor and outdoor uses such as a golf course facilities, tennis facilities, health club facilities and the like). Subject to conversion and transfer rights for the Corporate Park set forth in this Section D and to the transportation phasing limitations set forth in this Rezoning Plan, office uses within the Corporate Park shall be limited to 3,900,000 square feet, hotel uses limited to 600 hotel rooms and residential uses limited to 600 residential dwelling units. It is estimated that the existing office entitlement within the Corporate Park East is approximately 3,100,000 resulting in an increase of approximately 800,000 square feet of office square footage from the current entitlements for Corporate Park East in existence as of the date of these Development Standards.

- c. Principal uses other than office, hotel or residential uses set forth above in this Section D will absorb office square footage at the rate of one to one.

- d. It is understood that structured parking facilities and outdoor dining areas shall not be included in the square footage limitations set forth above, and residential and hotel uses shall be limited only by the unit or room limitations set forth above without regard to areas devoted to accessory uses such as restaurants, banquet and meeting rooms, management offices, clubhouses, recreational uses and the like.

2. Other Development, Transfer Rights and Conversion Rights.

- a. Up to 300,000 square feet of office entitlement may be transferred to Corporate Park East from Corporate Park West and from Corporate Park West to Corporate Park East, provided that the total office entitlement within the Corporate Park does not change upon any such transfer.
- b. Entitlement for up to 250 hotel rooms may be transferred from Corporate Park East to Corporate Park West and from Corporate Park West to Corporate Park East.
- c. Additional hotel rooms may be developed within Corporate Park East by converting residential dwelling units into hotel rooms at the rate of one (1) residential unit converted into two (2) hotel rooms up to a maximum of 250 hotel rooms created by such conversion, and additional residential dwelling units may be developed by converting hotel rooms into residential dwelling units at the rate of two (2) hotel rooms into one (1) residential dwelling unit.
- d. Entitlement for up to 250 hotel rooms may be transferred from Corporate Park East to Corporate Park West and from Corporate Park West to Corporate Park East.
- e. If less than 700 hotel rooms are constructed within Corporate Park, then the permissible office square footage within Corporate Park may be increased at the rate of 1,000 square feet for each hotel room deleted.

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- f. Hotel uses are intended to include any accessory uses normally associated with a hotel use which are permitted in the BP district as to Corporate Park West and the O-3 district as to Corporate Park East.

- g. Residential dwelling units may include all residential types of units and uses (including any accessory uses) which are permitted in the O-3 district.

E. DESIGN GUIDELINES

The following design guidelines shall govern development within the Corporate Park in a manner generally consistent with the application of such guidelines to date for the Corporate Park under the existing rezoning plan and petition for the Ballantyne Community.

1. **Yard & Setback Restrictions.** Unless otherwise provided in the Rezoning Plan, the side yard, setback and rear yard requirements satisfy the BP standards with respect to Corporate Park West and the O-3 standards with respect to Corporate Park East.

2. Driveways and Streets.

- a. The Rezoning Plan is not intended to fix and determine the ultimate number and locations of roadway connections which Petitioners may have to thoroughfares nor to establish their precise locations but merely to establish the minimum number of roadways.

- b. Additional driveways and streets may be installed with approval from the appropriate governmental authorities subject to applicable statutes, ordinances and regulations.

- c. All streets and highways will be constructed in accordance with standards established by the governmental authorities having jurisdiction over their maintenance and operation.

- d. Shifts in street alignments may occur where dictated by engineering and site constraints.

3. Open Spaces.

- a. Open spaces have been designed to incorporate natural drainage-ways, heavily wooded areas and steep slopes.

- b. Petitioners reserve the right to use open space areas for pedestrian and bicycle pathways, streets, berms, walls, fences, signs and graphics, lighting fixtures, drainage, water quality, storm water detention, utility lines and facilities, golf courses and other types of recreational facilities.

- c. In open space areas where existing natural vegetation has been excessively cleared to accommodate pedestrian and bicycle pathways, streets, berms, walls, fences, signs and graphics, lighting fixtures, drainage, utility lines and facilities, the cleared, unimproved areas will be appropriately landscaped.

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4. Signs and Graphics.

- a. Master signage and graphics systems have been adopted and will conform to the applicable regulations.

- b. All freestanding building and tenant identification signs and graphics installed within building areas will be complementary in scale and appearance to the structures which they identify.

- c. Public information signs and graphics will be easily understood and complementary in scale and appearance.

- d. In addition, existing and new signage is allowed pursuant to the approved "sign flex option" plan for the Ballantyne Community, such plan and approval being incorporated herein by reference.

5. Storm Water Management.

- a. Storm water runoff from the Corporate Park will be managed through a variety of proven techniques which satisfy the standards imposed by the City of Charlotte and/or Mecklenburg County.

6. Architectural Controls.

- a. A coordinated inventory of streetscape elements will be utilized within the Corporate Park for various development elements so as to create a coherent image, identity and sense of community.

- b. All rooftop mechanical and electrical equipment and ground mounted utilities will be screened from view at grade.

- c. All perimeter loading and service areas will be screened from view at grade.

- d. The character of the office and residential elements within the Corporate Park will be compatible so as to provide a sense of community and continuity.

7. **Buffer Areas.** All buffers in the Corporate Park West will be subject to the regulations established for the BP district and in the Corporate Park East to the regulations in the O-3 district.

8. Landscaping and Screening.

- a. Landscaping and screening within the Corporate Park shall satisfy the minimum requirements of the Ordinance for the BP district as to Corporate Park West and the O-3 district as to Corporate Park East, in effect as of the date of the filing of the Rezoning Petition.

- b. Landscaping areas within the Corporate Park will be planted and improved in sequences which are keyed to the development taking place on each parcel.

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- c. All dumpsters and service areas will be screened from public streets and from adjacent properties.

F. TRANSPORTATION COMMITMENTS/PHASING

Substantial road improvements creating a roadway system for the Ballantyne Community have been undertaken over the many years since the initial approval of the master plan for the Ballantyne Community. Petitioner plans to provide or cause to be provided (including, without limitation, cooperation of third parties and governmental bodies by way of a public/private partnership or public sector efforts) certain other roadway improvements set forth below to benefit overall traffic patterns throughout the area in accordance with the following phasing and implementation provisions (it is understood that the references to entitlement square footage and hotel rooms below includes existing developed entitlement as well as proposed increases in entitlement):

1. **Phase I:** Up to (a) 2,365,000 square feet of office square footage (or other permitted non-residential and non-hotel development) and 100 hotel rooms may be developed on Corporate Park West and (b) 2,525,000 square feet of office square footage (or other permitted non-residential and non-hotel development), 300 residential units and 600 hotel rooms (subject to an increase or decrease in such units or rooms consistent with any permitted conversion rights) may be developed on Corporate Park East, without completion of additional roadway improvements beyond those improvements in existence as of the date of the approval of this Rezoning Plan.

2. **Phase II:** In addition to the development permitted in Phase I above, up to (a) an additional 260,000 square feet of office square footage (or other permitted non-residential and non-hotel development, subject to the transfer rights as to hotel rooms described in Section D above) may be developed on Corporate Park West, and (b) an additional 300 residential dwelling units (subject to applicable transfer/conversion rights in Section D) may be developed on Corporate Park East, upon completion of either (i) those roadway improvements referenced on Sheet RZ-4 of the Rezoning Plan as the "Additional John J. Delaney Improvements", or (ii) such other roadway improvements designed and intended as a suitable substitute to such Additional John J. Delaney Improvements set forth on Sheet RZ-4 as may be acceptable to the Petitioner, CDOT and NCDOT.

3. **Phase III:** In addition to the development permitted in Phases I and II above, up to an additional 375,000 square feet of office square footage (or other permitted non-residential and non-hotel development, subject to the transfer rights as to hotel rooms described in Section D above) may be developed on Corporate Park East upon completion of either (i) the roadway improvements referenced on Sheet RZ-4 of the Rezoning Plan as the "Ballantyne Commons Parkway/Highway 521 Improvements", or (ii) such other roadway improvements designed and intended as a suitable substitute to such Ballantyne Commons Parkway/Highway 521 Improvements set forth on Sheet RZ-4 as may be acceptable to the Petitioner, CDOT and NCDOT.

4. **Phase IV:** In addition to the development permitted in Phases I, II and III above, up to an additional 1,000,000 square feet of office square footage (or other permitted non-residential and non-hotel development, subject to the transfer rights as to hotel rooms described in Section

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D above) may be developed on Corporate Park East upon completion of either (i) roadway improvements referenced on Sheet RZ-4 as the "North Community House and I-485 Bridge Improvements", or (ii) such other roadway improvements designed and intended as a suitable substitute to such North Community House and I-485 Bridge Improvements set forth on Sheet RZ-4 as may be acceptable to the Petitioner, CDOT and NCDOT.

5. **Order of Improvements.** The improvement associated with Phases II, III and IV may be completed in an order different than set out above and in such event the applicable development permitted may be adjusted in a corresponding manner.

6. **CDOT/NCDOT Standards.** All of the foregoing roadway improvements will be subject to the standards and criteria of CDOT and NCDOT. It is understood that such improvements may be undertaken by the Petitioner on its own or in conjunction with other development or roadway projects taking place within the broad south Mecklenburg area, whether by way of a private/public partnership effort or public sector projects.

7. **Existence of Right of Way Improvements.** It is understood that some of the roadway improvements referenced in this Section F may not be possible without the acquisition of additional right of way. If after the exercise of diligent good faith efforts, the Petitioner is unable to acquire any land necessary to provide for any such additional right of way upon commercially reasonable terms and at market prices, and to the extent that the applicable area in which the right of way is located is within the City of Charlotte, then CDOT, the City of Charlotte Engineering Division or other applicable agency or department agree to proceed with condemnation of any such land; in such event, the Petitioner shall reimburse the applicable agency or department for the cost of any such condemnation proceedings including compensation paid by the applicable agency or department for any such land and the expenses of such proceedings.

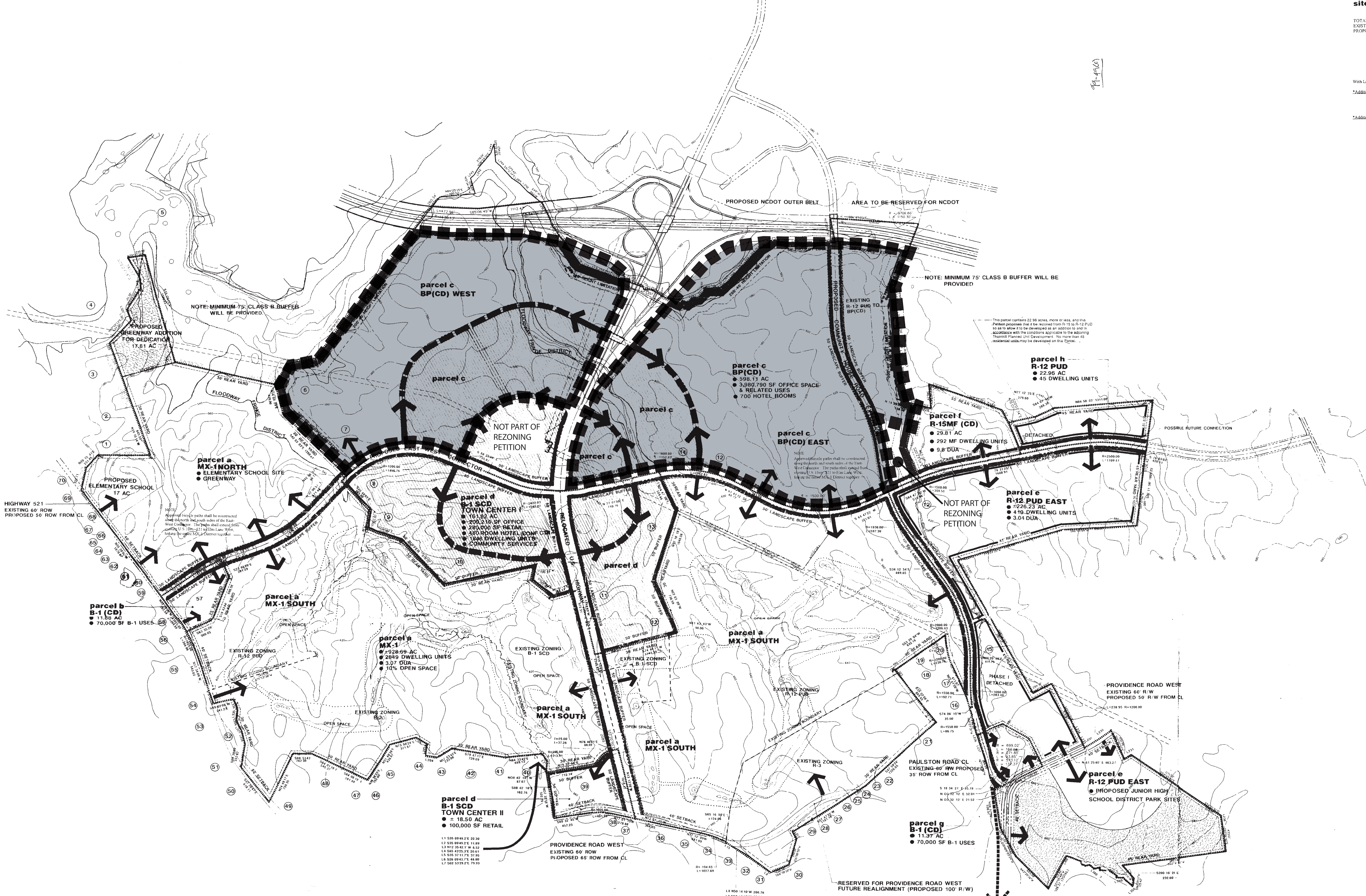
8. **Right of Way Abandonment.** The Petitioner reserves the right to pursue the abandonment of existing rights of way within the Site in accordance with normal right of way abandonment procedures.

G. BINDING EFFECT

1. If the Petitioners' Rezoning Petition is approved, the development program established under the Rezoning Plan and other supportive documents shall, unless amended in the manner provided under the then applicable ordinances, be binding upon and inure to the benefit of the Petitioners and their respective heirs, devisees, personal representatives, successors in interest and assigns.

2. Throughout this Rezoning Plan, the term "Petitioners" shall be deemed to include the heirs, devisees, personal representatives, successors in interest and assigns of the Petitioners.

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site data

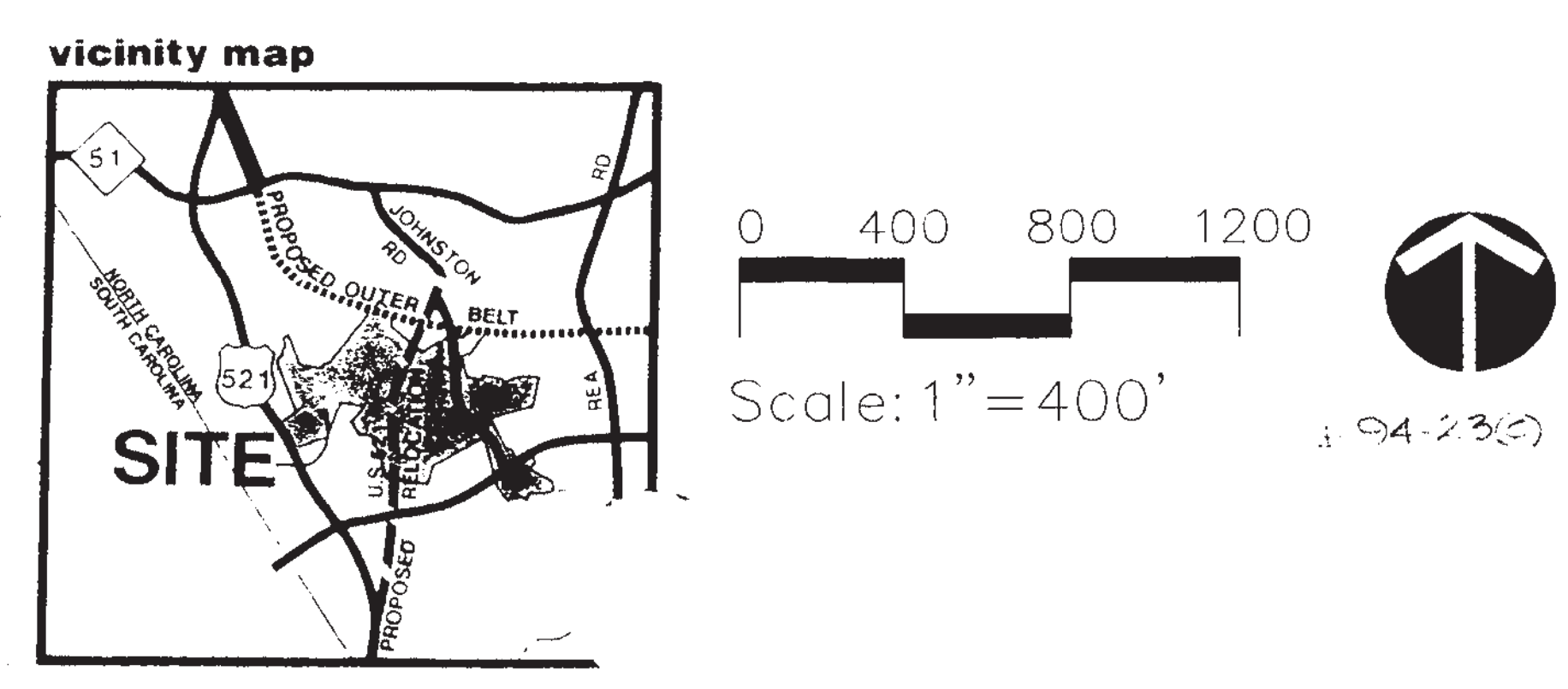
TOTAL AREA	2,069.27 AC
EXISTING ZONING	R-12 PUD, B-1 SCD, R-3
PROPOSED ZONING	PARCEL A: MX-1 • 128.69 AC • 349 DWELLING UNITS • 1.07 DUA • 10% OPEN SPACE PARCEL B: B-1 (CD) • 11.88 AC • 70,000 SF B-1 USES PARCEL C: BP(CD) • 598.11 AC • 3,980,790 SF OFFICE, RELATED USES • 700 HOTEL ROOMS PARCEL D: B-1 SCD - TOWN CENTER I • 161.82 AC • 200,000 SF RETAIL • 450 ROOM HOTEL/CONFERENCE CENTER • 144 DWELLING UNITS • COMMUNITY SERVICES PARCEL E: B-1 SCD - TOWN CENTER II • 218.50 AC • 100,000 SF RETAIL PARCEL F: R-15MF (CD) • 29.81 AC • 292 MF DWELLING UNITS • 9.8 DUA PARCEL G: B-1 (CD) • 11.37 AC • 70,000 SF B-1 USES PARCEL H: R-12 PUD • 22.95 AC • 45 DWELLING UNITS

- legend**
- ZONING BOUNDARY
 - YARDS & SETBACKS BUILDING ENVELOPE
 - PROPOSED PUBLIC ROAD FOR DEDICATION
 - PROPOSED ACCESS POINT & INTERNAL CIRCULATION
 - FLOODPLAIN
 - PROPOSED PUBLIC PARK SYSTEM DEDICATION
 - EXPANDED MIXED-USE CORE WITH LIGHT RAIL OR MASS TRANSIT
 - COMMON OPEN SPACE
 - PHASE LINES

LOCATOR MAP - BALLANTYNE COMMUNITY

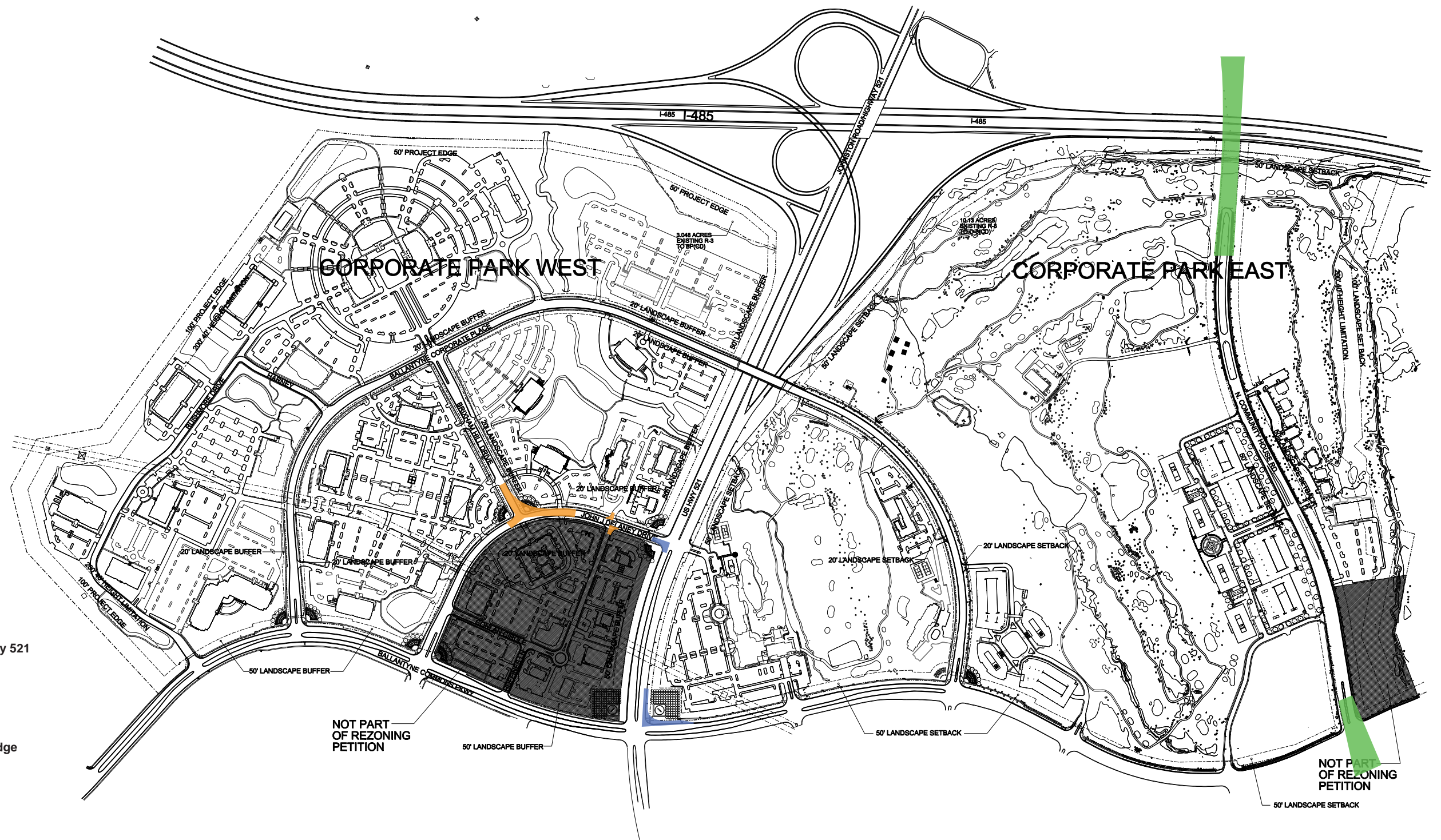
roadway classification

Roadway	South Mecklenburg Interim District Plan Transportation Classification	Mecklenburg County Subdivision Ordinance Classification	Class	ROW	Number of Lanes
Outerbelt (I-485)	Outerbelt	Freeway/Expressway	I	350'	4 Lane
Relocated U.S. 521	Major Thoroughfare	Major Arterial	III	160'	4 Lane, Outer Loop to EastWest Connector Road
EastWest Connector Road (U.S. 521 Connector Road) (Realigned Providence Road)	Minor Thoroughfare/Minor Thoroughfare	Major Arterial	III	130'	4 Lane, EastWest Connector Road to State Line
Community House Road (Paulston Road)	Minor Thoroughfare	Minor Arterial	IV	70'	2 Lane, Providence Road West to EastWest Connector Road



APPROVED BY COUNTY COMMISSION
DATE August 15, 1994
FOR PUBLIC HEARING
PETITION NO. 94-23(c)
94-23(c)
PROPOSED ZONING AMENDMENT
BALLANTYNE
MECKLENBURG CO., NORTH CAROLINA

- PHASE II**
Additional John J. Delaney Improvements
- PHASE III**
Ballantyne Commons PKWY/ Highway 521 Improvements
- PHASE IV**
North Community House & 1-485 Bridge Improvements



BALLANTYNE CORPORATE PARK PHASING/TRANSPORTATION IMPROVEMENTS

APRIL 25, 2011

