

THE CORPORATION OF THE TOWN OF AMHERSTBURG

BY-LAW NO. 2018-93

By-law to authorize the execution of an Amending Development Agreement
between 1681351 Ontario Inc., Helios Project IV Limited Partnership and
the Corporation of the Town of Amherstburg
191 Concession 3 North, Amherstburg

WHEREAS under Section 8 of the Municipal Act 2001, S.O., 2001, c. 25, as amended, a municipality has the capacity, rights, powers and privileges of a natural person for the purpose of exercising its authority under this or any other Act.

AND WHEREAS under Section 9. (1) (a) and (b) of the Municipal Act 2001, S.O., 2001, c. 25, as amended, Section 8 shall be interpreted broadly so as to confer broad authority on municipalities to enable them to govern their affairs as they consider appropriate and to enhance their ability to respond to municipal issues;

AND WHEREAS the Corporation of the Town of Amherstburg and the Owner have agreed to an amending Schedule 'A' in the Amended and Restated Development Agreement;

AND WHEREAS the Corporation passed By-law 2011-14 on January 24, 2011 providing for the execution of an Amended and Restated Development Agreement for a solar energy facility on the subject property at 191 Concession 3 North;

AND WHEREAS the Corporation of the Town of Amherstburg and owners of said property have agreed to the terms and conditions of an Amending Development Agreement in the form annexed hereto;

NOW THEREFORE the Corporation of the Town of Amherstburg enacts as follows:

1. THAT the Mayor and Clerk be hereby authorized to enter into an Amending Development Agreement between 1681351 Ontario Inc. and the Corporation of the Town of Amherstburg and HELIOS PROJECT IV LIMITED PARTNERSHIP, by its general partner, HELIOS PROJECT IV INC. for the amendment to Schedule 'A', said agreement affixed hereto;
2. THAT By-law 2011-14 is hereby amended in accordance with the attached agreement;
3. THAT all other provisions and regulations of By-law 2011-14 will apply;
4. THAT this By-law shall come into force and take effect immediately upon the final passing thereof at which time all by-laws that are inconsistent with the provisions of this by-law and the same are hereby amended insofar as it is necessary to give effect to the provisions of this by-law.

Read a first, second and third time and finally passed this 10th day of September, 2018.



MAYOR – ALDO DICARLO



CLERK – PAULA PARKER

AMENDING DEVELOPMENT AGREEMENT

THIS AGREEMENT made in triplicate this 23rd day of April, 2019

BETWEEN:

1681351 ONTARIO INC.
Hereinafter called the "**Owner**"

OF THE FIRST PART

-and-

THE CORPORATION OF THE TOWN OF AMHERSTBURG
Hereinafter called the "**Corporation**"

OF THE SECOND PART

-and-

Project AMBG2 LP, by its general partner, Project AMBG2 INC.
Hereinafter called the "**Tenant**"

OF THE THIRD PART

WHEREAS the Corporation and the Owner entered into a Development Agreement dated December 15, 2008 (the "**Original Development Agreement**") in respect of the development of the lands described in Schedule "A" attached thereto (the "**Lands**"), and the Corporation, the Owner and Helios Solar Star A-2 Company, as general partner of Helios Solar Star A-2, L.P. ("**Helios A-2**"), in its capacity as tenant of the Lands under a lease dated October 27, 2007, Notice of which has been registered as Instrument No. CE447655 (such lease as amended and assigned, the "**Lease**"), entered into an Amending Agreement dated September 28, 2009 to amend the Original Development Agreement (the "**Amending Agreement**");

AND WHEREAS pursuant to an agreement dated February 1, 2010, Helios A-2 assigned its rights and interests under the Lease to Helios Project IV, Limited Partnership, acting by its general partner Helios Project IV Inc. (together, the "**Original Tenant**"), and pursuant to a notice to the Corporation dated April 20, 2010, the Original Tenant advised the Corporation that as a result of such assignment the Original Tenant was a Successor Tenant as such term is defined in the Amending Agreement;

AND WHEREAS the Owner, the Corporation and the Tenant entered into an Amended and Restated Development Agreement dated January 24, 2011, notice of which was registered as Instrument No. CE459284 on February 11, 2011 (the "**Amended and Restated Development Agreement**"), which amended and restated the Original Development Agreement, as amended by the Amending Agreement;

AND WHEREAS on or about March 2, 2011, (i) Helios Project IV Limited Partnership changed its name to Project AMBG2 LP, and (ii) Helios Project IV Inc. changed its name to Project AMBG2 Inc.;

AND WHEREAS the Owner warrants that as of the date hereof, it is the registered owner of the Lands and the Tenant warrants that as of the date hereof it is a tenant under the Lease affecting a portion of the Lands;

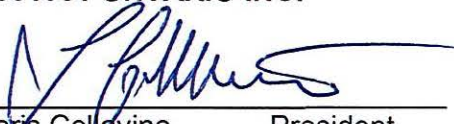
AND WHEREAS the Corporation, the Owner and the Tenant wish to amend the Amended and Restated Development Agreement;

AND WHEREAS in this Agreement each of the terms, "Owner" and "Tenant" includes and individual, as association, a partnership or corporation and, wherever the singular is used herein, it shall be construed as including the plural;

NOW THEREFORE THIS AGREEMENT WITNESSETH that in consideration of other good and valuable consideration and the sum of FIVE (\$5.00) DOLLARS of lawful money of Canada, now paid by each of the parties hereto to each of the other parties hereto, (the receipt of which is hereby acknowledged), the parties hereby covenant and agree as follows:

1. Schedule "A" of the Amended and Restated Development Agreement is hereby deleted and replaced with the Schedule "A" attached hereto.
2. The parties hereto confirm that all other terms and conditions of the Amended and Restated Development Agreement remain in full force and effect.
3. This Agreement may be signed in counterparts, including counterparts by facsimile or other electronic transmission, each of which shall be deemed an original and all of which when taken together shall constitute one instrument.

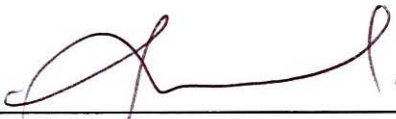
1681351 ONTARIO INC.



Per Louis Collavino, President

I have authority to bind the corporation.


THE CORPORATION OF THE TOWN OF
AMHERSTBURG


Per Aldo DiCarlo, Mayor


Per Paula Parker, Clerk

We have the authority to bind the corporation.

Project AMBG2 LP, by its general partner, Project AMBG2 INC.

Per: 
Name: _____
Title: _____
Jennifer M.H. Strain
Vice President, Corporate Law

Per: _____
Name: _____
Title: _____

I/We have the authority to bind the corporation.

Authorized and approved by By-law No. 2018-93
enacted the 10th day of September, 2018

SCHEDULE "A"

Legal Description of the Lands

Part of Lots 1 and 2, Concession 3 Anderdon designated as Parts 1 to 3 on Plan 12R-14374, Town of Amherstburg, County of Essex, save and except that part of Lot 1, Concession 3 Anderdon designed as Part 1 on 12R27454, Town of Amherstburg, County of Essex