WHEREAS the Municipal Act, R.S.O. 1990, Chap.M. 45, s.208.2, as amended provides, inter alia, that by-laws may be passed by the Councils of local municipalities for establishing and maintaining and operating a waste management system, including the collection, removal, transfer, processing, storage, reduction, reuse, recycling and disposal of waste;

AND WHEREAS the Municipal Act, R.S.O. 1990, Chap. M. 45, s. 207, paragraph 5, as amended, provides, inter alia, that by-laws may be passed by the Councils of all municipalities for entering into Agreements with one or more municipalities to provide for the joint management and operation of garbage collection and disposal systems and for the establishment of joint boards of management thereof;

AND WHEREAS all of the parties hereto have passed by-laws pursuant to s. 207, paragraph 5, of the Municipal Act, relating to the Study Agreement and Schedule “A” thereto, and have passed by-laws pursuant to the same section relating to certain amending agreements as follows:

1. An Agreement (the “Study Agreement”) to support the expansion and operation beyond December 20, 1999 of the Alice & Fraser Landfill site located on part of Lots 23, 24, 26 and Lot 25, Alice Concession I in Renfrew county (the “Site”) dated October 15, 1998 together with Schedule “A” of the Study Agreement being an agreement with respect to the joint operation of the Waste management System through a Board of Management (the “Board”);

2. An Amending Agreement dated October 17, 2000 to obtain third party financing to meet the financial obligations pursuant to Schedule “A”;

3. An Amending Agreement dated the 24th day of April, 2001 to waive the notice requirement for establishing the Board and to forthwith constitute the Board and deal with other matters;

AND WHEREAS all of the parties have passed Resolutions agreeing that the Township of Laurentian Valley, on behalf of all parties to the inter-municipal agreement, enter into a contract for implementation of the key components of the waste management system, namely a Central Composting Facility and a Material Recovery Facility;
AND WHEREAS section 147(1) of the Municipal Act authorizes the municipality to borrow money or incur debt for municipal purposes;

AND WHEREAS the Study Agreement together with Schedule "A" provides that any amendments to the Study Agreement and Schedule "A" requires the unanimous written consent of the parties;

AND WHEREAS the Municipal Act, R.S.O. 1990, Chap. M. 45, s. 188(1) provides inter alia, that if a municipality has by by-law approved an undertaking to be financed in whole or in part by incurring long-term debt, the council may by by-law authorize temporary borrowing to meet expenditures made in connection with the undertaking;

AND WHEREAS the Township of Laurentian Valley has agreed to temporarily borrow the required funds to meet the obligations of the participating municipalities pursuant to contracts for implementation of the key components of the waste management system, namely a Central Composting Facility and a Material Recovery Facility;

NOW THEREFORE THE CORPORATION OF THE TOWNSHIP OF LAURENTIAN VALLEY ENACTS AS FOLLOWS:

1. The Township hereby agrees to be bound by all of the terms and conditions contained in the Amending Agreement attached hereto;

2. The Township hereby directs and authorizes that the Clerk and the Reeve of the Corporation of the Township of Laurentian Valley shall execute the Amending Agreement which is attached hereto on behalf of the Corporation of the Township of Laurentian Valley

3. THIS by-law shall come into force and take effect upon the date of the final passing hereof.

Read a FIRST and SECOND time this 4th day of September, 2001.

__________________________  ______________________________
REEVE                      CHIEF ADMINISTRATIVE OFFICER/CLERK

Read a THIRD time and FINALLY passed this 4th day of September, 2001.

__________________________  ______________________________
REEVE                      CHIEF ADMINISTRATIVE OFFICER/CLERK
AMENDING AGREEMENT

THIS AGREEMENT is dated the 28th day of September, 2001,

THE CORPORATION OF THE TOWNSHIP OF LAURENTIAN VALLEY
HEREINAFTER CALLED THE "TOWNSHIP"
OF THE FIRST PART,
- and -

THE CORPORATION OF THE TOWN OF PETAWAWA
OF THE SECOND PART,
- and -

THE CORPORATION OF THE CITY OF PEMBROKE
OF THE THIRD PART,
- and -

THE CORPORATION OF NORTH ALGONA WILBERFORCE TOWNSHIP
OF THE FOURTH PART
- and -

THE CORPORATION OF THE MUNICIPALITY OF BONNECHERE VALLEY
OF THE FIFTH PART

WHEREAS the Municipal Act, R.S.O. 1990, Chap.M. 45, s.208.2, as amended provides, inter alia, that by-laws may be passed by the Councils of local municipalities for establishing and maintaining and operating a waste management system, including the collection, removal, transfer, processing, storage, reduction, reuse, recycling and disposal of waste;

AND WHEREAS the Municipal Act, R.S.O. 1990, Chap. M. 45, s. 207, paragraph 5, as amended, provides, inter alia, that by-laws may be passed by the Councils of all municipalities for entering into Agreements with one or more municipalities to provide for the joint management and operation of garbage collection and disposal systems and for the establishment of joint boards of management thereof;

AND WHEREAS all of the parties hereto have passed by-laws pursuant to s. 207, paragraph 5, of the Municipal Act, relating to the Study Agreement and Schedule "A" thereto, and have passed by-laws pursuant to the same section relating to certain amending agreements as follows:

1. An Agreement (the "Study Agreement") to support the expansion and operation beyond December 20, 1999 of the Alice & Fraser Landfill site located on part of Lots 23, 24, 26 and Lot 25, Alice Concession I in Renfrew County dated October 15, 1998 together with Schedule "A" (the "Operating Agreement") of the Study Agreement being an agreement with respect to the joint operation of the Waste Management System through a Board of Management (the "Board");

2. An Amending Agreement dated October 17, 2000 to obtain third party financing to meet the financial obligations pursuant to Schedule "A";

3. An Amending Agreement dated the 24th day of April, 2001 to waive the notice requirement for establishing the Board and to forthwith constitute the Board and deal with other matters;

AND WHEREAS all of the parties have passed Resolutions agreeing that the Township of Laurentian Valley, on behalf of all parties to the inter-municipal agreement, enter into a contract
for implementation of the key components of the waste management system, namely a Central Composting Facility, a Material Recovery Facility, a new Garage/Administration Facility and associated site works;

AND WHEREAS section 147(1) of the Municipal Act authorizes the municipality to borrow money or incur debt for municipal purposes;

AND WHEREAS the Study Agreement together with Schedule “A” provides that any amendments to the Study Agreement and Schedule “A” requires the unanimous written consent of the parties;

AND WHEREAS the Municipal Act, R.S.O. 1990, Chap. M. 45, s. 188(1) provides inter alia, that if a municipality has by by-law approved an undertaking to be financed in whole or in part by incurring long-term debt, the council may by by-law authorize temporary borrowing to meet expenditures made in connection with the undertaking;

AND WHEREAS the Township of Laurentian Valley has agreed to temporarily borrow the required funds to meet the obligations of the participating municipalities pursuant to contracts for implementation of the key components of the waste management system, namely a Central Composting Facility, a Material Recovery Facility, a new Garage/Administration Facility and associated works.

NOW THEREFORE THE PARTIES agree that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The parties hereto agree that the “Township” is authorized to complete the implementation of the key components of the waste management system, namely a Central Composting Facility, a Material Recovery Facility, a new Garage/Administration Facility and associated site works, to sign contracts relating thereto as recommended by the “Board”, and to temporarily borrow funds on behalf of all of the parties hereto up to a maximum amount of Ten Million Dollars ($10,000,000.00) for the purposes of meeting financial obligations relating to the contracts pursuant to the terms and conditions of a commitment letter from the Bank of Nova Scotia dated the 28th day of September, 2001.

2. Each of the parties hereto agree to reimburse the “Township” for all principal, interest and costs relating to the interim financing, in accordance with the formula set out in Section 7, “Apportionment of Costs and Surplus” in the Schedule “A”, (“Operating Agreement”) previously signed.

3. The “Township” is authorized to negotiate long-term debenture financing. The debenture financing will not be finalized without the written agreement of each of the participating municipalities.

IN WITNESS WHEREOF the parties hereto have here set their corporate seals and the hands of their proper officers duly authorized in that behalf.

The Corporation of the Township of Laurentian Valley
Per: [Signature]
Per: [Signature]

The Corporation of the Town of Petawawa
Per: [Signature]
Per: [Signature]
The Corporation of the City of Pembroke
Per:

The Corporation of North Algona Wilberforce Township
Per: H. K. MacKworth
Per: H. W. Schneider

The Corporation of the Municipality of Bonnechere Valley
Per: Arlene Pelaher
Per: J. V. Poirier, CAO