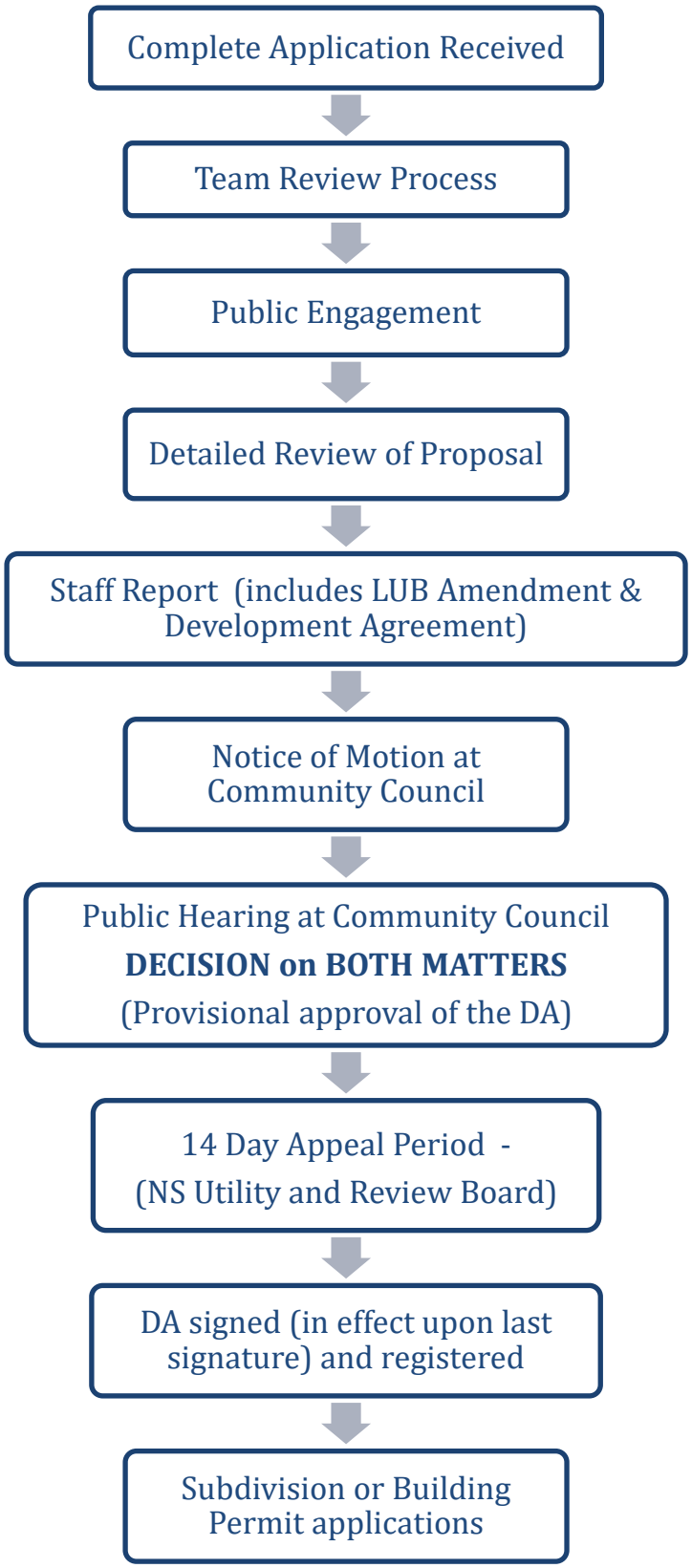LAND USE BY-LAW AMENDMENT and DEVELOMENT AGREEMENT