



NATIONAL ASSEMBLY OF QUÉBEC

FIRST SESSION

FORTY-THIRD LEGISLATURE

Bill 87

**An Act respecting mainly the
development and enhancement of
industrial land and the governance of
the Société du parc industriel et
portuaire de Bécancour**

Introduction

**Introduced by
Mr. Christopher Skeete
Minister for the Economy**

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EXPLANATORY NOTES

This bill amends the Act respecting the Ministère de l'Économie et de l'Innovation to allow the Minister of Economy, Innovation and Energy, with the authorization of the Government and subject to the conditions the latter determines, to acquire any immovable and to lease or alienate an immovable the Minister has acquired where doing so is useful for the carrying out of projects. The Minister is also allowed, on the same conditions, to perform construction, maintenance, development or enhancement work on any immovable. The bill further provides that the estimate or negotiation for the acquisition of immovables by mutual agreement by the Minister is to be conducted without the intervention of the Minister of Transport and Sustainable Mobility or of the Société québécoise des infrastructures.

Adjustments to the governance of the Société du parc industriel et portuaire de Bécancour are proposed, in particular as regards the composition of the Société's board of directors and the rules governing conflicts of interest and the delegation of signing authority.

The territory of activity of the Société du parc industriel et portuaire de Bécancour is also modified, mainly to include within that territory an immovable already under the management of the Société, the ownership of which is transferred to the Société by this bill. The bill grants the Société various powers, among which

(1) the power to acquire, with the authorization of the Government, any immovable or any real right in an immovable in respect of which the municipal by-laws allow an industrial use and that is situated in the territory of Ville de Bécancour, where the Société considers that such an acquisition would foster the economic development of Québec;

(2) the power to assume, in whole or in part, the costs of infrastructure projects carried out by public bodies in the territory of Ville de Bécancour, to the extent that the projects contribute to the carrying out of the mission of the Société; and

(3) the power to exercise, on certain conditions, a pre-emptive right on any immovable within the Société's territory of activity.

The bill also provides for a set of rules governing the establishment and acquisition of subsidiaries by the Société. The bill specifies the powers conferred on those subsidiaries and the limits that apply to those powers.

Lastly, the bill contains consequential, transitional and final provisions.

LEGISLATION AMENDED BY THIS BILL:

- Cities and Towns Act (chapter C-19);
- Municipal Code (chapter C-27.1);
- Act respecting the Ministère de l'Économie et de l'Innovation (chapter M-14.1);
- Act respecting the Société d'habitation du Québec (chapter S-8);
- Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001);
- Act respecting public transit authorities (chapter S-30.01).

REGULATION AMENDED BY THIS BILL:

- Regulation respecting government contracts for the acquisition of immovable property (chapter C-65.1, r. 6).

ORDER IN COUNCIL REPEALED BY THIS BILL:

- Order in Council 1162-2023 dated 12 July 2023 (French only) concerning the management by the Société du parc industriel et portuaire de Bécancour of the industrial immovable designated as lot 3 530 188 of the cadastre of Québec, registration division of Nicolet (Nicolet 2).

Bill 87

ACT RESPECTING MAINLY THE DEVELOPMENT AND ENHANCEMENT OF INDUSTRIAL LAND AND THE GOVERNANCE OF THE SOCIÉTÉ DU PARC INDUSTRIEL ET PORTUAIRE DE BÉCANCOUR

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

CHAPTER I

ACQUISITION AND ENHANCEMENT OF IMMOVABLES

ACT RESPECTING THE MINISTÈRE DE L'ÉCONOMIE ET DE L'INNOVATION

1. Section 4 of the Act respecting the Ministère de l'Économie et de l'Innovation (chapter M-14.1) is amended

(1) by replacing “to that end, take” in the second paragraph by “for the purpose of carrying out his or her mission, take”;

(2) by inserting the following paragraph after the second paragraph:

“The Minister may also, for the same purpose, with the authorization of the Government and subject to the conditions the Government determines,

(1) acquire any immovable and lease or alienate an immovable the Minister has acquired where doing so is useful for the carrying out of projects; and

(2) perform construction, maintenance, development and enhancement work on any immovable where the work is useful for the carrying out of projects.”

REGULATION RESPECTING GOVERNMENT CONTRACTS FOR THE ACQUISITION OF IMMOVABLE PROPERTY

2. Section 4 of the Regulation respecting government contracts for the acquisition of immovable property (chapter C-65.1, r. 6) is amended by inserting “to the Ministère de l'Économie et de l'Innovation for the acquisition of immovables where useful for the carrying out of projects under section 4 of the Act respecting the Ministère de l'Économie et de l'Innovation (chapter M-14.1)” after “(chapter M-14),” in the third paragraph.

CHAPTER II

SOCIÉTÉ DU PARC INDUSTRIEL ET PORTUAIRE DE BÉCANCOUR

DIVISION I

GOVERNANCE AND POWERS OF THE SOCIÉTÉ

ACT RESPECTING THE SOCIÉTÉ DU PARC INDUSTRIEL ET PORTUAIRE DE BÉCANCOUR

3. Section 5 of the Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001) is amended by replacing the second paragraph by the following paragraph:

“In addition, the board of directors must include an observer designated by the Minister. The observer participates in board meetings but does not have the right to vote.”

4. Section 9 of the Act is amended by replacing “constitutes a quorum at meetings of the board of directors” by “of the board of directors, including the chairman of the board or the president and chief executive officer, constitutes a quorum at board meetings” at the end.

5. Section 15 of the Act is amended by striking out “chairman of the board, the president and chief executive officer and the” in the first paragraph.

6. Section 17 of the Act is amended

(1) by replacing “legal person or the partnership that is controlled by” in the third paragraph by “subsidiaries of”;

(2) by striking out the fourth and fifth paragraphs.

7. Section 20 of the Act is replaced by the following section:

“20. No document binds the Société or may be attributed to it unless it is signed by the chairman of the board of directors, by the president and chief executive officer or by an employee of the Société, and in the latter case, only to the extent determined in the Société’s internal management by-laws.

Those by-laws may provide for subdelegation of the power to sign documents, and determine particulars as to how it is to be exercised.

Unless otherwise provided in the internal management by-laws, a signature may be affixed on a document by any means.

By-laws made under this section are published in the *Gazette officielle du Québec*.”

8. Section 21 of the Act is amended by replacing “in the part of the territory of Ville de Bécancour described in the Schedule” in the introductory clause by “in the parts of the territory of Ville de Bécancour described in Schedule I”.

9. Section 22 of the Act is amended by adding the following paragraphs at the end:

“The Société may also acquire by agreement, with the authorization of the Government, any immovable referred to in subparagraph 2 of the first paragraph in respect of which the municipal by-laws allow an industrial use, or any real right in such an immovable, where the Société considers that such an acquisition would foster the economic development of Québec.

Any acquisition made under the second paragraph operates to amend Schedule I accordingly. The Société publishes in the *Gazette officielle du Québec* the amended Schedule identifying the immovable concerned by the acquisition.”

10. The Act is amended by inserting the following section after section 22:

“**22.1.** The Société may assume, in whole or in part, the costs related to an infrastructure project carried out by a public body within the meaning of the Act respecting Access to documents held by public bodies and the Protection of personal information (chapter A-2.1) in the territory of Ville de Bécancour, to the extent that the project contributes to the carrying out of the mission of the Société.”

11. Section 24 of the Act is amended

(1) by striking out the last sentence of the second paragraph;

(2) by adding the following sentence at the end of the third paragraph: “If such is the case, the Government may determine the territory within which the mandate must be carried out.”

12. The Act is amended by inserting the following chapters after section 24:

“CHAPTER II.1

“PRE-EMPTIVE RIGHT

“**24.1.** The Société may, in its territory of activity, exercise a pre-emptive right to acquire any immovable, excluding immovables owned by a public body within the meaning of the Act respecting Access to documents held by public bodies and the Protection of personal information (chapter A-2.1).

That right may only be exercised to acquire an immovable the Société deems necessary for the development and operation of its territory of activity and in respect of which a notice of the Société’s pre-emptive right has been registered.

The right is exercised subject to the pre-emptive right provided for in section 572.0.1 of the Cities and Towns Act (chapter C-19), section 1104.1.1 of the Municipal Code of Québec (chapter C-27.1), section 56 of the Cultural Heritage Act (chapter P-9.002), sections 68.3 and 68.17 of the Act respecting the Société d'habitation du Québec (chapter S-8) and section 92.0.1 of the Act respecting public transit authorities (chapter S-30.01).

“24.2. The notice of the Société’s pre-emptive right must identify the immovable concerned and describe the purposes for which it may be acquired.

The notice must be notified to the owner of the immovable and takes effect on being registered in the land register. It is valid for the period specified in the notice, which may not exceed 10 years.

The Société may not have a notice of pre-emptive right registered in respect of an immovable that is already the subject of such a notice registered by a municipal body under the Cities and Towns Act (chapter C-19), the Municipal Code of Québec (chapter C-27.1) or the Act respecting public transit authorities (chapter S-30.01) or by the Société d'habitation du Québec.

For the purposes of this section, a municipal body is a municipality, an intermunicipal management board or a public transit authority.

“24.3. The owner of an immovable in respect of which a notice of the Société’s pre-emptive right has been issued may not, on pain of nullity, alienate the immovable if the owner has not notified a notice of intention to the Société.

The owner’s notice must state the price of the proposed alienation, the conditions to which it is subject, and the name of the person who intends to acquire the immovable. If the immovable is to be alienated, in whole or in part, for non-monetary consideration, the notice must include a reliable and objective estimate of the value of that consideration.

The first and second paragraphs do not apply to an alienation made for the benefit of a person related to the owner within the meaning of the Taxation Act (chapter I-3) or for the benefit of a public body within the meaning of the Act respecting Access to documents held by public bodies and the Protection of personal information (chapter A-2.1).

“24.4. The Société may, not later than 60 days following notification of the notice of intention to alienate, notify a notice to the owner of its intention to exercise its pre-emptive right and to acquire the immovable at the price and on the conditions stated in the notice of intention to alienate, subject to any modifications subsequently agreed on with the owner. If the notice of intention to alienate contains an estimate of the value of a non-monetary consideration, the price must be increased by an equal amount.

The Société may, during that period, require from the owner any information allowing it to assess the condition of the immovable. It may also, after giving 48 hours' prior notice, access the immovable to conduct, at its own expense, any study or analysis it considers useful.

If the Société does not notify the notice provided for in the first paragraph to the owner within that 60-day period, it is deemed to have waived its pre-emptive right.

If the Société waives its pre-emptive right and the proposed alienation occurs, it must have the notice of its pre-emptive right removed from the land register.

“24.5. If the Société exercises its pre-emptive right, it must pay the price of the immovable within 60 days after notifying the notice of its intention to acquire the immovable. If the Société cannot pay the amount to the owner, it may deposit it, on the owner's behalf, at the office of the Superior Court.

Sections 133 to 135, 138 and 139 of the Act respecting expropriation (chapter E-25) apply, with the necessary modifications.

In the absence of a notarial contract, the Société becomes the owner of the immovable by registering a notice of transfer of ownership in the land register; the notice must include a description of the immovable, the price and conditions of its acquisition, and the date on which the Société will take possession of the immovable.

The notice of transfer must be served on the owner at least 30 days before it is registered in the land register.

To be registered, the notice must be accompanied by documents confirming that the amount has been paid to the owner or deposited at the office of the Superior Court and proof that the notice has been served on the owner.

“24.6. If the Société avails itself of its pre-emptive right, it must compensate the person who intended to acquire the immovable for reasonable expenses incurred during negotiation of the price and conditions of the proposed alienation.

“CHAPTER II.2

“SUBSIDIARIES

“24.7. The Société may, with the authorization of the Government, acquire or establish any subsidiary that may be useful in carrying out its mission.

The object of a subsidiary of the Société must be limited to carrying on activities that the Société may itself carry on.

Unless otherwise provided in this Act, a subsidiary has the same powers as the Société in carrying on its activities, except for the power of expropriation provided for in the second paragraph of section 22 and the pre-emptive right provided for in section 24.1.

“24.8. For the purposes of this Act, a legal person or partnership controlled by the Société is a subsidiary of the Société.

A legal person is controlled by the Société when the Société holds, directly or through legal persons it controls, more than 50% of the voting rights attached to the equity securities of the legal person or is in a position to elect a majority of its directors.

A partnership is controlled by the Société when the Société holds, directly or through legal persons it controls, more than 50% of the equity securities. However, a limited partnership is controlled by the Société when the Société or a legal person the Société controls is a general partner of the partnership.

“24.9. The provisions of section 4 apply, with the necessary modifications, to those subsidiaries of the Société in which the Société holds, directly or through legal persons it controls, all the voting rights attached to the equity securities.

The Act respecting Access to documents held by public bodies and the Protection of personal information (chapter A-2.1) applies to those subsidiaries of the Société.”

13. Section 25 of the Act is amended, in the first paragraph,

- (1) by inserting “or one of its subsidiaries” after “Société” in subparagraph 1;
- (2) by inserting “or one of its subsidiaries” after “Société” in subparagraphs 2 and 3.

14. Section 26 of the Act is amended by adding the following paragraphs at the end:

“The Government may determine that a provision of the first paragraph applies to all the Société’s subsidiaries or to only one of them.

However, the authorization of the Government is not required in respect of transactions between the Société and its subsidiaries or between subsidiaries.”

15. Section 27 of the Act is amended by replacing “the functions entrusted to it by law” in the first paragraph by “its activities under this Act”.

16. Section 36 of the Act is amended by inserting “and be accompanied by the separate financial statements of each of the Société’s subsidiaries” at the end of the second paragraph.

17. Section 37 of the Act is amended by inserting “of the Société as well as the separate financial statements of each of the Société’s subsidiaries” after “report”.

18. Section 41 of the Act is amended by inserting “and those of its subsidiaries” at the end.

19. Schedule I to the Act is replaced by the following schedule:

“SCHEDULE I

(Section 21)

TERRITORY OF ACTIVITY OF THE SOCIÉTÉ

The territory comprised in the territory of Ville de Bécancour, within which the Société carries out its mission, includes:

(1) all the lots or parts of lots of the cadastre of Québec comprised within the perimeter starting from the point situated at the intersection of lots 3 294 083 and 3 294 086 and the Fleuve Saint-Laurent; thence, in a southeasterly direction to the northwestern line of the right-of-way of lot 3 540 448 (Autoroute 30) and bounded to the northeast by the part of lot 3 294 086 described in subparagraph 2 and by lot 3 294 102; thence in an easterly direction along the northwestern line of the right-of-way of lots 3 540 448 and 3 540 447 (Autoroute 30) to the centre of the Rivière Gentilly; thence southerly along the centre of the Rivière Gentilly to the southwestern branch of the Rivière Gentilly; thence southwesterly along the centre of the southwestern branch of the Rivière Gentilly to the southeastern limit of lot 3 294 550; thence southwesterly and following the centre of the Rivière de Grand-Saint-Louis to the southwestern limit of lot 3 295 082; thence in a northwesterly direction to the southeastern limit of lot 3 294 469 and bounded to the southwest by lots 3 295 083, 3 294 480 and 3 294 479 and across lot 3 416 982 following the same direction; thence in a southwesterly direction and bounded to the southeast by lot 3 294 479; thence in a northwesterly direction to the northwestern line of the right-of-way of lot 5 991 590 (Chemin Louis-Riel) and bounded to the southwest by lots 3 294 479, 3 294 485, 3 294 486, 3 294 487, 3 294 488, 5 068 804 and 6 459 050 and across lots 3 294 467 and 5 991 590 (Chemin Louis-Riel) following the same direction; thence in a northeasterly direction along the northwestern line of the right-of-way of lot 5 991 590 (Chemin Louis-Riel) and bounded to the northwest by lots 3 294 588, 3 294 604, 3 294 587, 3 294 589, 3 544 463, 3 294 603 and 3 294 602; thence in a northwesterly direction to the northwestern line of the right-of-way of lot 3 295 200 (Rue Desormeaux) and bounded to the southwest by lots 3 294 602, 6 507 485, 6 507 483, 3 417 073, 3 535 673 and 3 295 200;

thence in a southwesterly direction along the northwestern line of the right-of-way of lot 3 295 200 (Rue Desormeaux) and bounded to the northwest by lots 3 294 848, 3 416 872, 3 294 890 and 3 294 892; thence in a northwesterly direction to the southeastern limit of lot 3 293 752 and bounded to the southwest by lots 3 294 884, 3 293 623, 3 293 606 and 3 293 609 and across lots 3 417 055 (Autoroute 30), 6 008 489, 3 295 196 (Avenue Nicolas-Perrot) and 3 293 947 following the same direction; thence in a southwesterly direction to the southwestern limit of lot 3 293 732 and bounded to the southeast by the Rivière Bécancour and by lots 3 293 961, 3 293 951 and 3 293 950; thence in a northwesterly direction to the centre of the Fleuve Saint-Laurent and bounded to the southwest by lots 3 293 738, 3 293 736 and 3 293 407 and across lot 3 295 206 (Boulevard Bécancour) following the same direction; thence northeasterly following the centre of the Fleuve Saint-Laurent to the meeting point of the extension of the northeastern limit of the part of lot 3 294 086 described in subparagraph 2; thence in a southeasterly direction along the extension of the northeastern limit of the part of lot 3 294 086 described in subparagraph 2 to the northwestern limit of that lot; thence in a southwesterly direction to the starting point and bounded to the south by the part of lot 3 294 086 described in subparagraph 2;

(2) the part of lot 3 294 086 of the cadastre of Québec comprised within the perimeter starting from the point situated at the intersection of lots 3 294 083 and 3 294 086 and the Fleuve Saint-Laurent; thence in a northeasterly direction for a distance of approximately 800 metres and bounded to the northwest by the Fleuve Saint-Laurent, to the northeast by the residual part of lot 3 294 086, to the southeast by lot 3 294 102 and to the southwest by lot 3 294 083; and

(3) lot 3 540 188 of the cadastre of Québec.

It also includes the following lots and parts of lots concerned by an acquisition made under the second paragraph of section 22 of the Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001):”.

DIVISION II

AMENDING PROVISIONS CONCERNING THE EXERCISE OF A PRE-EMPTIVE RIGHT

CITIES AND TOWNS ACT

20. Section 572.0.3 of the Cities and Towns Act (chapter C-19) is amended by replacing “. In such a case, the municipality shall inform the Société d’habitation du Québec” in the fourth paragraph by “or by the Société du parc industriel et portuaire de Bécancour under the Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001). In such a case, the municipality shall inform the Société concerned”.

MUNICIPAL CODE OF QUÉBEC

21. Article 1104.1.3 of the Municipal Code of Québec (chapter C-27.1) is amended by replacing “. In such a case, the municipality shall inform the Société d’habitation du Québec” in the fourth paragraph by “or by the Société du parc industriel et portuaire de Bécancour under the Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001). In such a case, the municipality shall inform the Société concerned”.

ACT RESPECTING THE SOCIÉTÉ D’HABITATION DU QUÉBEC

22. Section 68.18 of the Act respecting the Société d’habitation du Québec (chapter S-8) is amended by inserting the following paragraph after the third paragraph:

“A notice of pre-emptive right may, however, be registered in respect of an immovable that was the subject of such a notice registered by the Société du parc industriel et portuaire de Bécancour under the Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001). In such a case, the Société informs the Société du parc industriel et portuaire de Bécancour, which then causes the notice to be removed from the land register. The Société reimburses the Société du parc industriel et portuaire de Bécancour for the expenses incurred with respect to the notice.”

ACT RESPECTING PUBLIC TRANSIT AUTHORITIES

23. Section 92.0.3 of the Act respecting public transit authorities (chapter S-30.01) is amended by replacing “. In such a case, the transit authority shall inform the Société d’habitation du Québec” in the fourth paragraph by “or by the Société du parc industriel et portuaire de Bécancour under the Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001). In such a case, the transit authority shall inform, as the case may be, the Société d’habitation du Québec or the Société du parc industriel et portuaire de Bécancour”.

CHAPTER III

GENERAL, TRANSITIONAL AND FINAL PROVISIONS

24. The Government transfers to the Société du parc industriel et portuaire de Bécancour, according to the value and on the conditions agreed upon in an agreement, the industrial immovable designated as lot 3 540 188 of the cadastre of Québec, registration division of Nicolet (Nicolet 2), covering an area of approximately 101.97 hectares, including the land and all the buildings and infrastructures erected on it, which immovable is under the management of the Société by virtue of a mandate entrusted by the Government by Order in Council 1162-2023 dated 12 July 2023 (French only).

The Act respecting duties on transfers of immovables (chapter D-15.1) does not apply to the transfer made under the first paragraph.

25. Order in Council 1162-2023 dated 12 July 2023 (French only) concerning the management by the Société du parc industriel et portuaire de Bécancour of the industrial immovable designated as lot 3 530 188 of the cadastre of Québec, registration division of Nicolet (Nicolet 2) is repealed.

26. Section 10 has effect from 1 January 2023.

27. The provisions of this Act come into force on (*insert the date of assent to this Act*), except those of section 25, which come into force on the date determined by the Government.

