

**RESOLUTION DESIGNATING COMPANY
MOUNT WHITNEY MEADOWS, LLC n/k/a
CONNECTICUT AVE HOLDINGS, LLC PROJECT**

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session in the offices of the Agency located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York on May 17, 2021 at 12:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Kim Murray	Assistant Secretary
Mark Leta	Member
John VanNatten	Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

Keith Defayette	Treasurer
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Toni Moffat	Executive Assistant
Dorothy Brunell	Administrative Assistant
Christopher C. Canada, Esq.	Agency Counsel
George W. Cregg, Jr., Esq.	Agency Counsel

The following resolution was offered by D. Hoover, seconded by K. Murray, to wit:

Resolution No. 05-21-01

**RESOLUTION DESIGNATING CONNECTICUT AVE HOLDINGS, LLC AS
COMPANY WITH RESPECT TO A MANUFACTURING PROJECT.**

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial,

constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Mount Whitney Meadows, LLC, a New York State limited liability company (the “Original Company”), submitted an application (the “Original Application”) to the Agency, a copy of which Original Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Original Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 24.31 acre parcel of land located on the south side of Connecticut Road (Tax Map No. 233.-5-52) in the Town of Plattsburgh, Clinton County, New York (the “Land”), (2) the construction on the Land of an approximately 60,000 square foot pre-engineered, insulated, metal building (the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a manufacturing facility to be owned by the Original Company and leased to Sterrx, LLC (the “Tenant”) and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Original Company or such other person as may be designated by the Original Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on January 11, 2021 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on January 20, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on January 20, 2021 on a bulletin board located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York and on the Agency’s website; (C) caused notice of the Public Hearing to be published on January 22, 2021 in the Press Republican, a newspaper of general circulation available to the residents of the Town of Plattsburgh, Clinton County, New York; (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on February 4, 2021 at 9:00 o’clock a.m. via remotely rather than in person, local time, and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on January 11, 2021 (the "Preliminary SEQR Resolution"), the Agency (A) determined (1) to obtain an environmental assessment form relating to the Project (an "EAF") from the Original Company, to review the EAF with counsel to the Agency, and prepare proceedings to allow the Agency to comply with the requirements of SEQRA that apply to the Project, and (2) to investigate the advisability of undertaking a coordinated review with respect to the Project and (B) authorized the Executive Director of the Agency to contact all other "involved agencies" for the purpose of ascertaining whether such "involved agencies" were interested in undertaking a coordinated review of the Project and, if so, designating a "lead agency" with respect to the Project (as such quoted terms are defined in SEQRA) and to report to the Agency at its next meeting on the status of the foregoing; and

WHEREAS, further pursuant to SEQRA, by resolution adopted by the members of the Agency on March 22, 2021 (the "Final SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Plattsburgh Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated November 6, 2020 (the "Negative Declaration"), in which the Planning Board determined that the Project to be a "Unlisted action" that will not have a "significant environmental impact on the environment" and accordingly, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, by further resolution adopted by the members of the Agency on March 22, 2020 (the "Approving Resolution"), the Agency determined to grant the Financial Assistance and to enter into a lease agreement dated as of May 1, 2021 (the "Lease Agreement") between the Agency and the Original Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the "Basic Documents"). Pursuant to the terms of the Lease Agreement, (A) the Original Company will agree (1) to cause the Project to be undertaken and completed, and (2) as agent of the Agency, to undertake and complete the Project and (B) the Agency has leased the Project Facility to the Original Company. The Lease Agreement grants to the Original Company certain options to acquire the Project Facility from the Agency; and

WHEREAS, pursuant to correspondence dated April 29, 2021 (the "Request"), which Request is attached hereto as Exhibit A, the Original Company has informed the Agency that the Original Company has formed a new company, Connecticut Ave Holdings, LLC, a New York State limited liability company (the "Company") with the same members as the Original Company, to advance the succession interests of the membership and to provide a layer of protection for the members, to undertake the Project and desires the Agency to agree to the designation of the Company, as the Company with respect to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby agrees to the designation of Connecticut Ave Holdings, LLC as the Company.

Section 2. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Trent Trahan	VOTING	YES
David Hoover	VOTING	YES
Michael E. Zurlo	VOTING	YES
Kim Murray	VOTING	YES
Keith Defayette	VOTING	EXCUSED
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF CLINTON)

I, the undersigned (Assistant) Secretary of County of Clinton Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 17th, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law") except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 17th day of May, 2021.


(Assistant) Secretary

(SEAL)

EXHIBIT A

REQUEST

- SEE ATTACHED -



LAW OFFICES OF
DEAN C. SCHNELLER

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Plattsburgh, NY 12901

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April 29, 2021
Via E-Mail and US Mail

Clinton County IDA
Attn: Chair Trent Trahan
137 Margaret Street; Suite 209
Plattsburgh, NY 12901

**Re: Request for Company Change from Mount Whitney Meadows, LLC to
Connecticut Ave Holdings, LLC Involving Resolution 03-21-06**

Dear Chairperson Trahan:

As you may be aware, I represent Mount Whitney Meadows LLC ("MWM") in their development project impacting tax map parcel 233.-5-52 on Connecticut Road in the Town of Plattsburgh. During the IDA meeting held on March 22, 2021, the IDA adopted a final resolution approving the MWM project. The purpose of this letter is to request IDA approval, preferably at your next meeting on May 17th, 2021, to change the company so that, upon the impending conveyance of the underlying parcel from MWM to Connecticut Ave Holdings, LLC ("CAH") all IDA benefits authorized by your March 22nd resolution, will extend to CAH in place of MWM.

The full, legal name of the new company is Connecticut Ave Holdings, LLC ("CAH"). CAH was formed as a New York State Limited Liability Company on March 26, 2021. The ownership structure of MWM will be the same as CAH, in that its members will remain Patrick Murnane Sr., Patrick Murnane II, and Michael Murnane.

The reason for this transition from MWM to CAH, is two-fold: to further an ongoing succession transition from Pat Murnane Sr. to his sons Patrick Murnane II and Michael Murnane; and to provide additional liability protection with respect to MWM and CAH. This change will provide a layer of liability protection with respect to this development and the potential lease with SterRx. If acceptable, CAH will be the property owner; borrower with a lender with respect to a construction loan; and entity bound by the IDA benefits. Finally, my clients have outstanding mortgages on other MWM properties, so they prefer to avoid issues with respect to inter-creditor agreements.

Clinton County IDA
April 29, 2021
Page 2

It is our understanding and request that this change in company—from MWM to CAH—will not alter the benefits being requested under the application nor the project costs.

Accordingly, we respectfully request that the IDA approve this company change at your next meeting on May 17th. If you have any questions or concerns, please do not hesitate to contact my office.

Thank you for your consideration.

Respectfully submitted,



Dean C. Schneller

DCS/lw

cc: Mount Whitney Meadows, LLC
Renee McFarlin
Nadene Zeigler, Esq.



Department of State

Existing Corporations and Businesses

Corporation & Business Entity Database Search

Selected Entity Name: CONNECTICUT AVE HOLDINGS, LLC

Selected Entity Status Information

Current Entity Name: CONNECTICUT AVE HOLDINGS, LLC

DOS ID #: 5974113

Initial DOS Filing Date: MARCH 26, 2021

County: CLINTON

Jurisdiction: NEW YORK

Entity Type: DOMESTIC LIMITED LIABILITY COMPANY

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

CONNECTICUT AVE HOLDINGS, LLC
104 SHARRON AVENUE
PLATTSBURGH, NEW YORK, 12901

Registered Agent

NONE

This office does not require or maintain information regarding the names and addresses of members or managers of nonprofessional limited liability companies. Professional limited liability companies must include the name(s) and address(es) of the original members, however this information is not recorded and only available by [viewing the certificate](#).

*Stock Information			Name History		
# of Shares	Type of Stock	\$ \	Filing Date	Name Type	Entity Name
No Information Available					
*Stock information is applicable to domestic corporations.			MAR 26, 2021	Actual	CONNECTICUT AVE HOLDINGS, LLC
<			>		
			<p>A Fictitious name must be used when the Actual name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.</p>		

NOTE: New York State does not issue organizational identification numbers.

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