

Date: March 10, 2022

At a meeting of the City of Mount Vernon Industrial Development Agency (the "Agency"), duly convened by the Chair of the Agency and held on March 10, 2022 at 10:00 AM in the Mayor's Office, 1 Roosevelt Square, Mount Vernon, New York 10550, the following members of the Agency were:

Present: Mayor Shawn Patterson-Howard  
Darren Morton  
Brian Johnson

Absent:

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to appointment of audit firm to complete the 2020 and 2021 annual audit of the Agency's financial statements.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

Shawn Patterson-Howard  
Darren Morton  
Brian Johnson

**RESOLUTION OF THE CITY OF MOUNT VERNON INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") APPOINTING RBT CPAs, LLP AS THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTING FIRM TO THE AGENCY FOR THE PURPOSE OF PREPARING THE INDEPENDENT AUDIT REPORT OF THE AGENCY FOR THE FISCAL YEARS ENDING DECEMBER 31, 2020 and December 31, 2021 AND TO OTHERWISE PROVIDE THE PROFESSIONAL SERVICES, AS DEFINED BELOW.**

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 785 of the Laws of 1976 of the State of New York, as amended (collectively, the "Act"), the **CITY OF MOUNT VERNON INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, the Agency is required by applicable law, including, without limitation, the Public Authorities Accountability Act of 2005 (as amended, the "PAAA"), to retain a certified public accounting firm to prepare an annual independent audit report in accordance with generally accepted auditing standards; and

WHEREAS, the Agency has reviewed the qualifications of RBT CPAs, LLP, certified public accountants (the "Audit Firm"), and recommended the hiring of the Audit Firm to prepare the annual independent audit report of the Agency for the fiscal year ending December 31, 2020 and December 31, 2021 and provide related services (collectively, the "Services") and has established the Audit Firm's proposed compensation for the Services; and

WHEREAS, proposed compensation for the Services shall be in the annual amount of \$25,000; and

WHEREAS, the Audit Firm's lead (or coordinating) audit partner (having primary responsibility for the audit) with respect to the Services and the audit partner having responsibility to review the audit report, have not performed audit services for the Agency in each of the last five (5) fiscal years of the Agency; and

WHEREAS, no officer or employee of the Agency has been employed by the Audit Firm during the one (1) year period preceding the adoption of this resolution; and

WHEREAS, the Agency desires to appoint the Audit Firm to prepare the Agency's annual independent audit report for the fiscal year ending December 31, 2020 and December 31, 2021 and otherwise provide the Services.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF MOUNT VERNON INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:**

Section 1. The Agency hereby ratifies and confirms all actions heretofore taken by the Agency's staff in connection with procuring the Services.

Section 2. The Agency hereby accepts (i) that the Audit Firm is qualified to perform the Services, (ii) that no further interviews of the Audit Firm are required, and (iii) as to the terms of compensation of the Audit Firm for performing the Services.

Section 3. RBT CPAs, LLP is hereby appointed the independent certified public accounting firm to the Agency for the purpose of preparing the independent audit report of the Agency for the fiscal year ending December 31, 2020 and December 31, 2021 and to otherwise provide the Services.

Section 4. The Audit Firm shall not perform any non-audit services for or on behalf of the Agency during the fiscal year ending December 31, 2020 and December 31, 2021 and unless approved in writing by the Agency.

Section 5. The Treasurer of the Agency shall exercise direct oversight of the Audit Firm in the performance of the Services.

Section 6. The Treasurer is hereby authorized and directed to negotiate and enter into a retainer agreement or similar agreement with the Audit Firm for the Services (the "Agreement"), on such terms and subject to such conditions as the Chairperson may deem advisable or necessary, subject to the terms of this resolution and the recommendations of the Treasurer of the Agency. The Chairperson or the Treasurer's execution of the Agreement shall evidence the Agency's approval of the terms thereof.

Section 7. This Resolution shall take effect immediately.

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**CERTIFICATION**

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

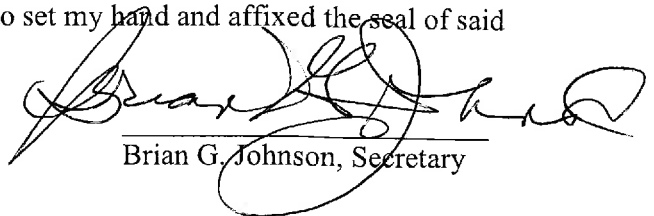
I, the undersigned, Secretary of the City of Mount Vernon Industrial Development Agency (the "Agency") DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Agency including the resolution contained therein, held on March 10, 2022 with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and that public notice of the time and place of said meeting was duly given.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 17<sup>th</sup> day of March, 2022.

  
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Brian G. Johnson, Secretary