

Date: February 10, 2022

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

Present: Shawyn Patterson-Howard
Brian Johnson
Darren Morton
Stephanie Vanderpool

Absent: None

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 settlement of litigation entitled Universal Engineering Services, P.C. v. Industrial Development Agency of Mount Vernon, New York, Index 2019/69254, New York State Supreme Court, County of Westchester.

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

Voting Aye

Shawyn Patterson-Howard
Brian Johnson
Darren Morton
Stephanie Vanderpool

Voting Nay

None

RESOLUTION OF THE CITY OF MOUNT VERNON INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING A SETTLEMENT AGREEMENT IN THE MATTER KNOWN AS UNIVERSAL ENGINEERING SERVICES, P.C. v. INDUSTRIAL DEVELOPMENT AGENCY OF MOUNT VERNON, NEW YORK, INDEX 2019/69254, NEW YORK STATE SUPREME COURT, COUNTY OF WESTCHESTER

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 304 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the “Act”), the **CITY OF MOUNT VERNON INDUSTRIAL DEVELOPMENT AGENCY** (the “Agency”), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Universal Engineering Services, P.C. (“Universal”) commenced an action against the Agency on or about November 22, 2019 alleging that the Agency breached two separate agreements between Universal and the Agency dated November 7, 2016 and November 30, 2016, respectively; and

WHEREAS, following the filing of the Agency’s answer and assertion of various counterclaims and the engagement of discovery, a trial on liability was conducted; and

WHEREAS, a trial on the amount of damages has not yet been conducted; and

WHEREAS, following the trial on liability, but before the trial on the amount of damages, Universal and the Agency (collectively, the “Parties”) now wish to amicably resolve all of the claims against each other, as asserted in the foregoing described actions; and

WHEREAS, counsel to the Agency has recommended the settlement of this matter as being in the best interest of the Agency to avoid the continuing and escalating costs and uncertainty of litigation; and

WHEREAS, the Parties have determined that the resolution of their differences in a manner favorable to their respective interests are best obtained through a settlement as opposed to continued litigation, which will require the additional expenditure of significant funds and resources to both Parties; and

WHEREAS, the Parties have agreed to a settlement to be paid to Universal in the amount of ONE HUNDRED AND FIFTY THOUSAND DOLLARS AND NO CENTS (\$150,000.00) (the “Settlement”); and

WHEREAS, counsel requests authorization to approve the Settlement; and

WHEREAS, based on the recommendation of counsel, the Agency believes it is in its best interest to authorize and approve the Settlement; and

NOW, THEREFORE BE IT RESOLVED BY THE Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby approves the Settlement and authorizes the Secretary and counsel to the Agency to negotiate and execute a settlement agreement and all other instruments, certificates, agreements, and releases related thereto on behalf of the Agency.

Section 2. That the Treasurer is authorized to draw a warrant or its equivalent in the amount of ONE HUNDRED AND FIFTY THOUSAND DOLLARS AND NO CENTS (\$150,000.00) in favor of Universal.

Section 3. The members, officers, employees, counsel, and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required, and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee, counsel, or agent acting, desirable and proper, to effect the purposes of the foregoing resolution.

Section 4. This resolution shall take effect immediately.

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CERTIFICATION

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

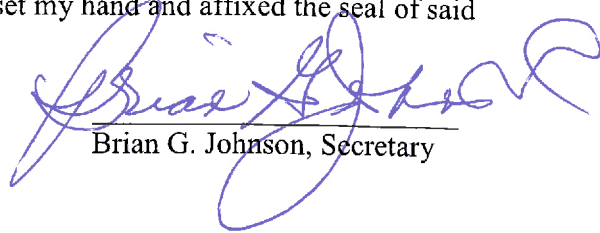
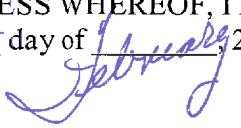
I, the undersigned, Secretary of the City of Mount Vernon Industrial Development Agency (the "Agency") DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Agency including the resolution contained therein, held on February 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 in accordance with such Article 7.

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 10th day of February 2022.



Brian G. Johnson, Secretary