

STATE OF MICHIGAN
IN THE CIRCUIT COURT FOR THE COUNTY OF WAYNE

**VINCENT JOHNSON, an individual,
PISTON GROUP, LLC, a Michigan limited
liability company, PISTON AUTOMOTIVE,
LLC, a Michigan limited liability company,
DETROIT THERMAL SYSTEMS, LLC, a
Michigan limited liability company, and
IRVIN AUTOMOTIVE PRODUCTS, LLC,
a Delaware limited liability company,**

Plaintiffs,

-v-

**MICHIGAN MINORITY PURCHASING
COUNCIL d/b/a MICHIGAN MINORITY
SUPPLIER DEVELOPMENT COUNCIL, a
Michigan nonprofit corporation, and
MICHELLE ROBINSON, an individual,**

Defendant.

Case No. 21-006110-CB

Hon. Annette J. Berry

OPINION AND ORDER

At a session of said Court held in the Coleman
A. Young Municipal Center, Detroit, Wayne
County, Michigan,
on this: 8/27/2024

PRESENT: JUDGE ANNETTE J. BERRY
Circuit Judge

This matter was before the Court as a three-week bench trial held in December 2023. VINCENT JOHNSON, an individual, PISTON GROUP, LLC, a Michigan limited liability company, PISTON AUTOMOTIVE, LLC, a Michigan limited liability company, DETROIT THERMAL SYSTEMS, LLC, a Michigan limited liability company, and IRVIN AUTOMOTIVE PRODUCTS, LLC, a Delaware limited liability company (Plaintiffs) filed its trial summation on February 7, 2024. MICHIGAN MINORITY PURCHASING COUNCIL d/b/a MICHIGAN MINORITY SUPPLIER DEVELOPMENT COUNCIL, a Michigan nonprofit corporation, and MICHELLE ROBINSON, an individual, (Defendants) filed its trial brief and closing summation on February 7, 2024. Only a portion of the trial transcript was provided to the Court on August 21, 2024, due to a shortage of court reporters.

In civil actions tried without a jury, MCR 2.517(A)(1) requires the Court to “find the facts specially, state separately its conclusions of law, and direct entry of the appropriate judgment.” The Court’s findings are stated below.

I. STATEMENT OF FACTS

The dispute in the instant case centers on whether a minority person controls the day-to-day management of the business operations of the Piston Group. Vincent Johnson, Plaintiff, a minority group member, (Johnson) is the sole owner of the Piston Group and serves as its Chief Executive Officer and Chairman of the Board of Directors. The Piston Companies are subsidiaries of the Piston Group. Johnson owns and controls 100% of the Piston Group, Piston Automotive, Irvin Products, and AIREA. AIREA has since been dissolved. At trial, Plaintiff testified he formed Piston Automotive in 1996, and received Minority Business Enterprise (MBE) certification through the Michigan Minority Supplier Development Council (MMSDC) every year. In 2012, V. Johnson Enterprises,

LLC and Valeo formed a joint venture, Detroit Thermal Systems (DTS), where V. Johnson Enterprises owns 51% and Valeo owns 49%. DTS received MBE certification through the MMSDC which was renewed annually. In 2016, Johnson purchased Irvin Products out of the Takata bankruptcy and has been granted MBE certification through the MMSDC every year. Plaintiff testified at trial that the Piston Companies employ over twelve thousand employees worldwide with over half being ethnic minorities. Johnson testified that he runs the company. Specifically, on direct examination, Johnson stated at trial to the following:

Q. Are you involved in strategy decisions related to Piston Automotive?

A. Yes, I am.

Q. Are you involved in making financial decisions at Piston Automotive?

A. Yes.

Q. Are you involved in hiring and firing issues at Piston Automotive?

A. Yes.

Q. Are you involved in decisions of which business to quote and pricing of quoting for Piston Automotive?

A. Yes.

Q. Are you meeting with customers at Piston Automotive?

A. Yes, I am.

Trial transcript-pg. 35 lines 9-24. Johnson testimony

The company generates over three billion in gross revenue annually. Plaintiff stated that the employees are like a family, are intelligent, hardworking, and highly resolute. The company gives back to the community by supporting charitable

organizations and programs to the tune of up to \$900,000 annually. Before starting his companies, Johnson testified he grew up in Brooklyn, New York, and attended Baylor University. Johnson played professional basketball for thirteen years, then drafted by Seattle, where he played for two-and-a-half years, played for Detroit for ten years and finished in San Antonio. Johnson testified he moved back to Detroit to give back to the community that had supported him for ten years while he played professional sports. Johnson created jobs and made a conscience decision to hire minorities within his organization. He is proud of what he has accomplished and created.

Defendant, the Michigan Minority Purchasing Council d/b/a Michigan Minority Supplier Development Count (MMSDC) is a regional affiliate of the National Minority Supplier Development Council (NMSDC). The NMSDC is a nonprofit corporate membership organization that facilitates business dealings between minority business enterprises and a network of corporate members. MMSDC was founded in 1977. The primary mission of MMSDC per section 3.02 of the Bylaws, is to identify, recruit, and certify minority business enterprises, (MBE's) that are outlined in the NMSDC's guidelines. The mission per section 1.2 of the Bylaws is to assist with the development and enhancement of the capabilities, competency, and economic competitiveness of MBE's. Corporate membership and affiliation with the NMDSC and MMSDC are voluntary and require its members to adhere and accept the bylaws and other requirements. Kathryn Michelle Sourie Robinson (Robinson), defendant, testified that she is the MMSDC'S President and Chief Executive Officer as of 2015. The certification team was overseen by Lillian Lowery, COO at the time Robinson joined MMSDC, Dorian Tyus, Irma Salinas, Irma Lisk, and Sharon Crockett were also on the team. Robinson had

previously served as in-house counsel for Walmart, was employed by Home Depot as a buyer and legal counsel, and participated in an Executive Leadership Program at Babson College, while at Home Depot. Robinson also work in the Home Depot Supplier Diversity Program. She testified that she has served on multiple Regional Council Boards for both the minority and women suppliers, the National Minority Supplier Development Board, Women’s Business Enterprise Council, National Board.

Minority Business Enterprise (MBE) certification is the process by which a business is verified as being minority-owned, managed, and controlled according to the criteria set forth by the NMSDC. To be MBE certified, the NMSDC requires that an entity must be a for-profit business located in the United States that is at least 51% owned, controlled, and managed on a day-to-day basis by minority group members. As part of the automotive supplier sector, many of Plaintiffs’ customers are corporate members of the MMSDC such as Ford, Stellantis, and General Motors, all of which have designated board seats on the MMSDC.

As part of the MBE certification application process, Johnson executed sworn statements attesting that each of the Piston Companies were “at least fifty-one percent (51%) owned by one or more minority individuals . . . and such individuals control, operate and manage the company.” Each of the affidavits contained the following provision:

The undersigned hereby agrees (agree) to hold [the MMSDC] free and harmless from any and all claims, demands, and damages whatsoever arising out of the presentation of this application and agrees to indemnify and hold [the MMSDC] harmless for any and all liability in connection with the certification of the information contained in this application.

The Bylaws of the MMSDC provide in pertinent part:

ARTICLE III — MEMBERSHIP

3.2 Minority Business Enterprises: An “MBE” is a business enterprise (sole proprietorship, partnership, corporation, limited liability company or other business entity) that is certified by a majority vote of the Board of Directors of the Council (“Board of Directors”) or other affiliate of NMSDC to be:

1. legally organized;
2. established for profit-making;
3. at least 51% owned, controlled and managed on a day-to-day basis by a minority group member, who is a U.S. Citizen; and
4. in compliance with the guidelines established by the NMSDC. Each MBE shall designate, from time to time in writing, a principal representative and, if applicable, one or more alternate representatives to act for the MBE in connection with affairs of the Council.

3.4 Termination of Membership: The Board of Directors, by affirmative vote of two thirds of all of the directors, may, after an appropriate hearing, suspend or expel a Corporate Member for cause, which shall include failure to abide by the policies and purposes of the Council or engaging in conduct detrimental to the mission of the Council. Membership in the Council may also be terminated for non-payment of dues without a hearing or vote of the Board of Directors.

3.5 Termination of MBEs: The Board of Directors, by affirmative vote of two-thirds (2/3) of all members of the Board of Directors, may, after an appropriate hearing, deny or suspend services to an MBE for cause, which shall include failure to abide by the policies and purposes of the Council or engaging in conduct detrimental to the mission of the Council. MBE status may also be terminated through (1) desertification according to guidelines established by the NMSDC and administered by the Council, or (2) nonpayment of appropriate certification or recertification fees.

...

ARTICLE IX

...

9.3 Certification Committee: The purpose of the Certification Committee is to ensure that businesses applying for MBE status are in fact owned, operated and controlled by members of minority groups in compliance with the NMSDC certification manual. This is done by evaluation and analysis of submitted application data, and by interviews and onsite inspections, as appropriate. ... Minority owned businesses which are approved for MBE status by the Certification Committee shall be submitted to the Board of Directors for approval. MBE status shall be granted by the Council when the minority owned business has been approved by the Board of Directors (or the Executive/Finance Committee between Board of Directors' meetings).

The policies of the NMSDC, which are embodied in an Affiliate Handbook ("the Handbook"), include the following relevant sections:

MBE CERTIFICATION

This section is to set forth the policies and procedures to certify minority business enterprises (MBES). These policies and procedures are the basic guidelines and minimum requirements for certification implementation and evaluation. All Affiliate Councils must adhere to these guidelines and requirements.

ETHNIC—MINORITY GROUP MEMBER

An MBE is a for-profit enterprise, regardless of size, physically located in the United States or its trust territories, which is owned, operated, managed, controlled, and governed by an ethnic-minority group member or members. Ethnic-minority group members are U.S. citizens who are African American/Black; Hispanic/Latino-American; Native American/Alaska Native; Asian-Pacific American and Asian-Indian American by birth and bloodline. "Ownership" by ethnic-minority individuals means the business is at least 51% owned by such individuals or, in the case of a publicly owned business, at least 51% of the stock or shares is owned by one or more such individuals. Further, those ethnic-minority group members control the governance of the business and manage its daily business operations.

Ethnic-minority applicants meeting the MBE certification criteria will be eligible for specified services provided by NMSDC and its Affiliate Councils.

GOVERNANCE & CONTROL

In determining whether applicant governs or controls an enterprise, NMSDC will consider all the facts in the record, viewed as a whole. Only an independent business may be certified as an MBE. An independent business is determined by its viability which must not depend on its relationship with another enterprise or enterprises.

RELATIONSHIP WITH NON-MBE

The applicants must possess the power or provide to another ethnic minority the power to direct or cause the direction of the management and policies of the enterprise and to make long term decisions on matters of management, policy, and operations. An applicant must hold the highest officer position in the business, for example, chief executive officer or President.

In a corporation, applicants must lead the board of directors.

In a partnership, one (1) or more ethnic-minority applicants must serve as general partners, with control over all partnership decisions.

MANAGEMENT DAY- TO- DAY

Managerial control means that the applicant has the ability to make independent and unilateral business decisions needed to guide the daily operations of the business. Governance and control may be demonstrated in many ways. For an applicant to demonstrate managerial control, the following criteria are put forth, but are not intended to be all-inclusive:

The applicant shall be able to show clearly through production of documents the areas of applicant managerial control, such as, but not limited to:

- Authority and responsibility to sign payroll checks and letters of credit

- Authority to negotiate and sign for insurance and/or bonds
- Authority/control of all Corporate, LLC/LLP or Partnership bank accounts
- Authority to negotiate and sign contracts (without permission of non-minority members)
- ...

Agreements for support services that do not lessen the applicant's control of the company are permitted as long as the applicant's power to manage the firm or enterprise is not restricted or impaired. The applicants of the enterprise may delegate various areas of the management, policymaking, or daily operations to other participants in the enterprise, regardless of whether these participants are applicants. Such delegations of authority must be revocable, and the applicants must retain the power to hire and fire any person to whom such authority is delegated.

The managerial role of the applicants in the enterprise's overall affairs must be such that NMSDC can reasonably conclude that the applicants actually exercise authority over the enterprise's operational direction and management.

[Handbook, p. 26] [Emphasis added].

Several witnesses including Robinson testified that corporate membership in and affiliation with the NMSDC and the MMSDC is voluntary and subject to acceptance of their bylaws and policies. Under the MMSDC Bylaws and the NMSDC Handbook, to be certified, a business must be 51% or more operated and controlled by ethnic minority group members who are U.S. citizens. The policy is that operation of the business is “[t]o be actively involved in the day-to-day management of the business.”

The MMSDC Bylaws also state that “[m]anagerial control means that the applicant has the ability to make independent and unilateral business decisions needed to guide the daily operations of the business.” Both parties agree that the NMSDC Affiliate Handbook

controls the MBE certification process. The structure of the MBE certification section of the “Handbook” consists of three sections which include ownership, control, and management. There is no dispute that MMSDC cannot change or modify the certification standards found in the “Handbook” without NMSDC’s approval and consent.

In December 2019, and January 2020, the MMSDC was advised that Amit Singhi, the Asian-American Chief Organizational Officer, and Chief Financial Officer of the Piston Group, would be leaving the company. In February 2020, Robinson requested a meeting with Singhi and Johnson to discuss the organizational structure of the Piston Companies. According to Johnson’s testimony at trial, until 2020, the MMSDC had certified each of the renewal applications submitted on behalf of the Piston Companies.

In March 2020, after the Piston Group announced that Gordon Fournier, a white male, had been named as its COO and CFO, Robinson and Johnson met to discuss the organizational structures of the Piston Companies. Following the meeting, the MMSDC reviewed the Piston Companies’ eligibility for continued MBE certification. In May 2020, the MMSDC determined that Piston Automotive and Detroit Thermal Systems qualified for MBE certification. However, the MMSDC also concluded that Irvin Automotive and AIREA did not qualify for MBE certification because they were not managed on a day-to-day basis by one or more minority group members.

In January 2021, the MMSDC informed Johnson that, although the Piston Companies were owned and controlled by a minority group member, none of the companies were managed on a day-to-day basis by one or more minority group members. The record revealed that the Piston Companies filed an appeal with the MMSDC appeals committee, which upheld the MMSDC’S decision. Plaintiffs continued to dispute

MMSDC'S findings, MMSDC followed NMSDC'S processes, and sought a second review and opinion from the NMSDC'S Field Services Committee. NMSDC concurred with MMSDC's findings.

Thereafter, on May 18, 2021, Plaintiffs filed a complaint and a motion for a preliminary injunction. The Court's predecessor¹ granted the preliminary injunction motion and the MMSDC appealed, and the Court of Appeals affirmed. *Johnson v Michigan Minority Purchasing Council*, 341 Mich App 1; 988 NW2d 800 (2022). Several extensions of the preliminary injunction were granted by the Court.

Plaintiffs have filed three amended complaints. Plaintiffs' third amended complaint includes the remaining counts: (1) Tortious Interference with Prospective and Existing Contracts and Business Relationships or Expectancies (Count I); (2) Breach of Contract as to Defendant MMSDC only (Count III); (3) Declaratory Judgment as to Defendant MMSDC only (Count VII); and (4) Declaratory Judgment as to Defendant MMSDC only (Count VIII).

As to the declaratory judgment counts, Plaintiffs request that the Court issue a declaratory judgment determining that MMSDC'S failure to recertify the Piston Companies was wrongful and improper and that the MMSDC must recertify the Piston Companies because they qualify for MBE certification. They also request that the Court order a permanent injunction requiring MMSDC to apply the proper criteria to all future applications for MBE certification submitted by any of Plaintiffs.

¹ This case was originally presided over by Hon. David A. Groner, who has retired.

II. DISCUSSION

COUNT I

TORTIOUS INTERFERENCE WITH BUSINESS RELATIONSHIPS OR EXPECTANCIES

Count I of Plaintiffs' Third Amended Complaint is a claim of tortious interference with prospective and existing contracts and existing contracts and business relationships or expectancies. Tortious interference with a contract or contractual relations is a cause of action, which is distinct from tortious interference with a business relationship or expectancy. *Relative Time Films, LLC v Covenant House Michigan*, ___Mich App___; ___NW2d___; 2022 WL 16858810 at 3. The elements of tortious interference with a contract are (1) the existence of a contract, (2) a breach of the contract, and (3) an unjustified instigation of the breach by the defendant. *Id.*

The elements of tortious interference with a business relationship or expectancy are: (1) the existence of a valid business relationship or expectancy; (2) knowledge of the relationship or expectancy on the part of the defendant; (3) an intentional interference by the defendant inducing or causing a breach or termination of the relationship or expectancy; and (4) resultant damage to the plaintiff. *Cedroni Ass'n, Inc v Tomblinson, Harburn Assoc, Architects & Planners Inc*, 492 Mich 40; 821 NW2d 1 (2012).

The Court of Appeals held that the first two elements of Plaintiffs' tortious interference claim have been satisfied. *Johnson v Michigan Minority Purchasing Council*, 341 Mich App 1 2022. The Court opined that the Plaintiffs had a valid business relationships or expectancies that were impacted by the Piston Companies' MBE

statuses,” and that MMSDC and Robinson “had knowledge of the business relationships or expectancies that could be impacted by the Piston Companies’ MBE statuses.” *Johnson, 341 Mich App at 13-14*. As such, under the doctrine of law of the case, the first two elements of Plaintiffs’ tortious interference claim have been met.

Testimony at trial established that the Piston Companies received MBE certification by MMSDC fifty-nine times since 1996 without interruption or threat of decertification. Trial testimony and trial exhibits show that the MMSDC sent a letter to Johnson on May 6, 2020, advising Johnson Piston Automotive and DTS had met the requirements for certification. However, the MMSDC also concluded that Irvin Automotive and AIREA did not qualify for MBE certification because they were not managed on a day-to-day basis by one or more minority group members. At trial, during direct examination, Johnson was questioned about the May 6, 2020, letter and recalls he had six months to replace certain executives or run the risk of being de-certified. Specifically, Johnson provided the following testimony:

Q. ...Did you interpret that letter as a threat?

A. Absolutely.

Q. And what was your perception of the threat?

A. It was taking control of my business, and how I ran my business, and who helped me to build my business. So, it was a total threat.

Q. And why didn’t you do what you were told that you had to do in the May 6th letter?

A. Because that was not important to my company, [or] my people. I’m going to protect my folks who helped me to get ...where we are today. And I am not going

to fire somebody just to replace them with a minority because some system says you have to do that. That is just not fair, and it's not right. I mean, I would not be here if it wasn't for those folks. And we run our business like a family, okay, and we all intertwine. So, you hurt one, you hurt the whole group. That would have destroyed my company. I couldn't allow that to happen.

Q. That kind of touches on my next question, which is what do you think the message would have been to employees if [you] had demoted or fired, Joe Finn or Bob Holloway?

A. Reverse discrimination because they're white.

Q. What do you think that message would have been to the –

A. It would have been negative. It would have destroyed my company.

Trial transcript-pgs. 61 lines 5-25 & 62 lines 1-10. Johnson's testimony.

Five months later, in October 2020, Johnson was advised AIREA was deemed by MMSDC to have met the criteria for certification. However, in November 2020, MMSDC advised Johnson that AIREA did not meet certification requirements. In January 2021, the MMSDC informed Johnson that, although the Piston Companies were owned and controlled by a minority group member, none of the companies were managed on a day-to-day basis by one or more minority group members. Johnson was advised by MMSDC that none of the Piston companies were certifiable. Plaintiffs argue that Robinson attempted to manipulate the certification process.

Robinson testified at trial that she did not commit any wrongful or intentional acts that induced or caused a breach or termination of the relationship or expectancy. Robinson

further stated that Plaintiffs have not identified a single breached contract or lost business relationship or expectancy and have failed to identify any damages that Plaintiffs suffered.

MMDSC and Robinson argue that plaintiffs have failed to demonstrate by a preponderance of evidence that they did anything illegal, unethical, or fraudulent. Indeed, Robinson testified that it was plaintiffs' counsel who had interfered in the certification process by reaching out to board members and customers of plaintiffs regarding certification. Both MMSDC and Robinson claim their actions were based on legitimate business reasons. They further argue that it was plaintiffs own actions, continued and repeated non-compliance with the minority management criteria, which lead to the de-certification.

In the Court's view, there is sufficient evidence that Robinson intentionally interfered with the certification process in retaliation against Johnson for declining her request for a \$300,000 contribution, whereby Johnson transferred his financial support to the NMSDC. Testimony from Johnson, Fournier, Singhi, Laymon, Fisher, Ervin, and Richardson revealed that no change in management occurred from May 2020 and January 2021 within the Piston Companies. Plaintiffs have demonstrated that the Piston Companies and Johnson were targeted by defendants, and their actions were both intentional and wrongful. The day-to-day management certification criteria were misapplied as defined by the Handbook. The Court in its October 2, 2023, Opinion and Order has previously ruled that Johnson "may delegate authority" over management "to anyone he pleases."

The evidence is uncontroverted that both MMSDC and Robinson manipulated the rules to obtain a desired result by arbitrarily changing the rules and applied the incorrect

standard for satisfying the management criteria of MBE certification. Indeed, Layton testified that to satisfy the management criteria, an applicant must satisfy the “minority/majority rule which requires the highest-ranking officer must be a minority and a majority of the executive team must be a minority. However, NMSDC’s corporate representative, Martinez testified that this is not a requirement for MBE certification, testimony that is supported by the testimony of former MMSDC President and CEO Louis Green.

Moreover, the testimony of Theresa LeFevre, former head of the MMSDC certification committee and current MMSDC board member was unable to locate such a requirement in the Handbook. Former MMSDC certification staffer, Irma Lisk confirmed that such a rule did not exist. Lisk’s deposition testimony was read into the record at trial. Lisk was employed at MMSDC for over eighteen years as a certification specialist and was subsequently removed from the Piston Companies’ certification process when she disagreed with Robinson’s interpretation of the rules. Lisk testified that Robinson “targeted” Plaintiffs. Lisk had served on the NMSDC certification task force for twelve years and oversaw the Piston Companies’ certification issues for eight to ten years. She performed a desk audit of Piston Automotive in 2017. She testified that she determined that Piston Automotive met certification requirements. She asserted that there never was a rule that “delegation” of daily operations had to be to a person who is a minority. After over ten years as the person at MMSDC responsible for the Piston Companies’ certifications, Lisk was removed from that position. Specifically, Lisk testified that an owner may delegate to either a minority or a non-minority and that she had never heard that delegation had to be a minority who is the highest officer in the company and that

such a rule would be inconsistent with the Handbook. If the minority owner retained the final word, the owner could delegate to anyone he wants to and that an “improper” delegation has never been the basis for decertifying another company.

Lisk’s testimony further established that in April 2021, information regarding a “new rule” appeared in the Gazette,” the publication issued to MMSDC’s members. The “new rule” was added and instituted by Robinson, which removed the words “guide” and “oversee” and replaced them with the phrase “actively involved.” Robinson changed the “rules” for certification by reinterpreting and/or deleting the word “guide” in the required certification criteria. Lisk stated that such language does not appear anywhere in the Handbook and if the standard was used to decertify the Piston Companies, it was the wrong standard. This “new rule” was that any delegation of day-to-day management had to be to a person who is a minority. The testimony of Adrienne Trimble and MMSDC’s certification expert, Mark Harrison indicates that, previously, there was no rule that a minority owner could only delegate day-to-day management to another minority.

However, Robinson testified that the decision to removed Lisk from the Piston account was made by Oliver and that she had no role in Lisk’s removal from the account. She stated that she was unaware that Oliver had removed Lisk from the Piston account. Conversely, Oliver testified that he would not have removed Lisk from the Piston account. From the testimony at trial, it is obvious that Robinson overruled Oliver and removed Lisk from the Piston account.

Jacqui Showers “Showers” is another MMSDC certification staffer. Showers testified that she believed that Robinson targeted and had a vendetta against her. She

testified that, after she had certified AIREA, Oliver told her that the certification decision had been revoked. Oliver told her that Robinson ordered the revocation.

Joe Laymon, “Laymon” is the former head of Human Resources for Ford Motor Company and is a member of several boards of publicly traded companies. He was also a former Vice President of Human Resources at Chevron and Xerox. He testified that Robinson was part of a group that was attempting to purchase Johnson’s companies. Laymon stated that Robinson tried to hide her interest in purchasing Johnson’s companies by using her husband as an interested party in a newly formed company, Atlantic Coastal Acquisition Corporation. Plaintiffs have argued that Robinson’s goal was to diminish the value of Johnson’s companies by de-certifying them. Robinson’s interest in any such purchase would constitute a conflict of interest in Robinson’s involvement in the certification process. Laymon’s testimony at trial presents was chilling. Specifically, Laymon testified that Robinson’s plan was to use the certification process to adversely affect the Piston Group thereby opening the door to acquire Johnson’s company. Robinson

Plaintiffs have presented sufficient evidence that Robinson intentionally targeted Plaintiffs to de-certify them as MBEs. Furthermore, the preliminary injunction prevented further harm to Plaintiffs’ relationships with Ford and Stellantis, which no doubt preferred MBE certified suppliers. Hence, Plaintiffs need not show actual damages or breached contracts. *Jim-Bob, Inc v Mehling*, 178 Mich App 71, 93–94; 443 NW2d 451 (1989). Indeed, the record supports a finding Robinson tortuously interfered with Plaintiffs’ business relationships or expectancies. Under the doctrine of “respondeat superior,” an employer is liable for the torts its employees commit within the scope of their

employment. *Hamed v Wayne Cnty.*, 490 Mich 1; 803 NW2d 237 (2011). Robinson's involvement with the certification process is within the scope of her employment. MMSDC is Robinson's employer and can be held liable for her alleged tortious interference with Plaintiffs' business relationships or expectancies. Plaintiffs seek under Michigan law equitable relief in lieu of damages, by way of a permanent injunction. Plaintiffs are entitled to a permanent injunction in this case. As noted in their final argument, Plaintiffs mitigated damages by seeking a preliminary injunction. The testimony at trial revealed that to participate in the OEM's supplier diversity programs the Piston Group needed to obtain MBE certification from MMSDC. Indeed, Johnson, Fournier, Fisher, and Colette Holt testified that said programs open doors for companies like the Piston Group. Receiving a MBE certification from MMSDC is considered the Gold Standard.

COUNT III

BREACH OF CONTRACT AGAINST MMSDC

In Count VII of Plaintiffs' Third Amended Complaint, they assert a breach of contract action against MMSDC. To prevail on a claim for breach of contract, Plaintiffs must establish (1) there was a contract, (2) the other party breached the contract, and (3) the breach resulted in damages to the party claiming breach.

As to the breach of contract claim, the governing documents are the MMSDC's bylaws and the MMSDC Handbook, which provide the requirements for MBE certification. These governing documents should be construed as contracts. *Conlin v*

Upton, 313 Mich App 243, 255; 881 NW2d 511 (2015).² Notably, Plaintiffs have submitted sufficient evidence that the MMSDC applied its standards, which are embodied in the bylaws and the Handbook, differently than it previously had done so in the past.

Examples of Johnson’s control over his companies is shown through his own testimony that, as Chairman of the Piston Group and its subsidiary companies, his role is to lead the companies, lead the business, drive decisions, make all major decisions.” Gordon Fournier, CEO of the Piston Group, also testified that Johnson guides his businesses, and all decisions require Johnson’s approval. Rob Fisher, Group Vice President over Sales, and Marketing for the Piston Group observed that Johnson manages each of the Piston Companies and Johnson has final authority over the direction and management of each Piston company. Amit Singhi, the former COO/CFO of Piston Group also stated that, “in the end Johnson reviewed and monitored to make sure everything was running on track.”

In its previous opinion, October 2, 2023, this Court concluded that the evidence is clear that MMSDC applied certification standards to Plaintiffs Companies differently

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When validly promulgated, an entity's bylaws or similar governing instrument will constitute a binding contractual agreement between the entity and its members. See *Mayo v Great Lakes Greyhound Lines*, 333 Mich 205, 214; 52 NW2d 665 (1952) (providing that the members of a voluntary association are bound by the association's constitution and general laws); *Kauffman v Chicago Corp*, 187 Mich App 284, 287; 466 NW2d 726 (1991) (stating that the constitutions, rules, and bylaws of the entity at issue “constitute[d] a contract by all members” of the entity “with each other and with the [entity] itself”); *Allied Supermarkets, Inc v Grocer's Dairy Co*, 45 Mich App 310, 315; 206 NW2d 490 (1973) (“The bylaws of a corporation, so long as adopted in conformity with state law, constitute a binding contract between the corporation and its shareholders.”).

Conlin v Upton, 313 Mich App 243, 255; 881 NW2d 511 (2015).

than in previous years. Therefore, there is sufficient evidence to conclude that MMSDC used “shifting” standards when it de-certified the Piston Companies and, as a result, have breached the contract, i.e., the bylaws and the Handbook. MMSDC breached the contract with the Piston Group by failing to evaluate the companies’ qualifications for MBE certification in accordance with the guidelines set forth by the NMSDC. Accordingly, the Court finds in favor of Plaintiffs that MMSDC’ actions resulted in a breach of contract.

COUNT VII

DECLARATORY JUDGMENT AS TO MMSDC

In Count VII of Plaintiffs’ third amended complaint, they request that the Court declare that the Piston Companies met the day-to-day management requirement for Minority Business Enterprise certification as of January 2021. Plaintiffs argue that MMSDC and Robinson inconsistently applied the NMSDC certification standards. Defendants deny that the day-to-day management requirements were applied evenly.

MCR 2.605(A) governs declaratory judgments. “The Declaratory Judgment rule was intended and has been liberally construed to provide a broad, flexible remedy with a view to making the courts more accessible to the people.” *Shavers v Kelley*, 402 Mich 554, 588; 267 NW2d 72 (1978). A court has authority to issue a declaratory judgment only “[i]n a case of actual controversy.” MCR 2.605(A). A case of actual controversy does not exist where the injury sought to be prevented is merely hypothetical. *Shavers, supra* at 589. The appropriate test is “whether the facts alleged, under all the circumstances, show that there is a substantial controversy, between parties having adverse legal interests, of sufficient immediacy and reality to warrant the issuance of a

declaratory judgment." *Maryland Casualty Co v Pacific Coal & Oil Co*, 312 US 270, 273; 61 S Ct 510; 85 L Ed 826 (1941). See also *State, Michigan Dept of Soc Services v Emmanuel Baptist Preschool*, 434 Mich 380, 411; 455 NW2d 1 (1990).

The purpose of a declaratory judgment is to enable the parties to obtain adjudication of rights before an actual injury occurs, to settle a matter before it ripens into a violation of the law or a breach of contract, or to avoid multiplicity of actions by affording a remedy for declaring in expedient action the rights and obligations of all litigants. *Rose v State Farm Mut Auto Ins Co*, 274 Mich App 291; 732 NW2d 160 (2006). "An 'actual controversy' exists where a declaratory judgment or decree is necessary to guide a plaintiff's future conduct in order to preserve his legal rights." *Groves v Dept of Corr*, 295 Mich App 1, 10; 811 NW2d 563 (2011).

Testimony at trial revealed that membership in the NMSDC and the MMSDC is voluntary. The governing documents are the MMSDC's bylaws and the NMSDC Handbook, which provide the requirements for MBE certification. These governing documents should be construed as contracts. *Conlin v Upton*, 313 Mich App 243, 255; 881 NW2d 511 (2015).³

3

When validly promulgated, an entity's bylaws or similar governing instrument will constitute a binding contractual agreement between the entity and its members. See *Mayo v Great Lakes Greyhound Lines*, 333 Mich 205, 214; 52 NW2d 665 (1952) (providing that the members of a voluntary association are bound by the association's constitution and general laws); *Kauffman v Chicago Corp*, 187 Mich App 284, 287; 466 NW2d 726 (1991) (stating that the constitutions, rules, and bylaws of the entity at issue "constitute[d] a contract by all members" of the entity "with each other and with the [entity] itself"); *Allied Supermarkets, Inc v Grocer's Dairy Co*, 45 Mich App 310, 315; 206 NW2d 490 (1973) ("The bylaws of a corporation, so long as adopted in conformity with state law, constitute a binding contract between the corporation and its shareholders.").

Conlin v Upton, 313 Mich App 243, 255; 881 NW2d 511 (2015).

“The primary goal of contract interpretation is to honor the parties' intent. When the contract is unambiguous, the parties' intent is gleaned from the actual language used.” *Prentis Family Found v Barbara Ann Karmanos Cancer Inst*, 266 Mich App 39, 57; 698 NW2d 900 (2005) [Citations omitted]. “A fundamental tenet of our jurisprudence is that unambiguous contracts are not open to judicial construction and must be *enforced as written*.” *Rory v Continental Ins Co*, 473 Mich 457, 468; 703 NW2d 23 (2005) [Emphasis in original].

A contract will be susceptible to only one interpretation if it is clear and unambiguous, however inartful worded or clumsily arranged. *Farm Bureau Mut Ins Co*, 460 Mich 558, 566; 596 NW2d 915 (2003). On the other hand, a contract is ambiguous if its words may be understood in different ways. “When contractual language is unambiguous reasonable people cannot differ concerning the application of disputed terms to certain material facts, and summary disposition should be awarded to the proper party.” *Island Lake Arbors Condo Ass'n v Meisner & Assoc, PC*, 301 Mich App 384, 393; 837 NW2d 439 (2013) [Citations and quotation marks omitted].

As indicated above, the NMSDC handbook states the following criteria for MBE certification:

- In determining whether applicant governs or controls an enterprise, NMSDC will consider all the facts in the record, viewed as a whole...
- Managerial control means that the applicant has the ability to make independent and unilateral business decisions needed to guide the daily operations of the business. Governance and control may be demonstrated in many ways. For an applicant to demonstrate managerial control,

the following criteria are put forth, but are not intended to be all-inclusive:

The applicant shall be able to show clearly through production of documents the areas of applicant managerial control, such as, but not limited to:

1. Authority and responsibility to sign payroll checks and letters of credit
2. Authority to negotiate and sign for insurance and/or bonds
3. Authority/control of all Corporate, LLC/LLP or Partnership bank accounts
4. Authority to negotiate and sign contracts (without permission of non-minority members)

...

- The managerial role of the applicants in the enterprise's overall affairs must be such that NMSDC can reasonably conclude that the applicants actually exercise authority over the enterprise's operational direction and management.

The clear and unambiguous language of both the MMDSC bylaws and the NMDSC handbook states that to be certified, a minority person must “exercise authority over the enterprise’s operation direction and management.” The language is clear that “managerial control means that the applicant has the ability to make independent and unilateral business decisions needed to guide the daily operations of the business.”

Plaintiffs contend that, when Johnson refused to contribute \$300,000 to MMSDC, Robinson became offended and sought to decertify the Piston Companies. Plaintiffs also contend that Robinson changed the “rules” for certification by reinterpreting and/or deleting the word “guide” in the required certification criteria. Robinson denies that she sought to decertify the Piston Companies.

While the Piston Companies had no problem with MBE certification for the past twenty-five years, they lost certification when Johnson refused to replace his white COO/CFO with a minority CEO. Plaintiffs contend that Johnson, as sole or majority owner, had control of the daily operations of the companies.

Evidence at trial clearly demonstrated that Johnson had sufficient involvement in his business' daily operations so that the "NMSDC can reasonably conclude that the applicants actually exercise authority over the enterprise's operational direction and management." The organization's policy that allows for a minority member to delegate certain authority to a non-minority person is critical. At trial, Plaintiffs introduced evidence to demonstrate the "shifting" standards for MBE certification. The first letter dated May 6, 2020, from the MMSDC Team Michelle Sourie Williams and Vicki Richardson and addressed to Johnson. In that letter, the MMSDC Team concluded:

Irvin Automotive Products and Airea, Inc. do not meet the requirements for MBE certification because control and management of each company has been delegated to a non-minority individual. To address these issues, MMSDC requires a search to be implemented immediately for each company to identify a qualified minority or group of qualified minorities to assume the position and actual responsibilities of CEO or President within 6 months. Updates on your progress will be required every two months until the issues are remedied, but no later than 6 months from the date of today's notification.

Hence, the letter notified Johnson of the determination that two of the Piston companies were de-certified and required rectification for them to be re-certified. Plaintiffs argue that "the letter gives Johnson an impossible choice: fire or demote the white presidents of his companies, or face decertification." They further state that "[t]he message to his customers if he fired his presidents would be that this was a company in disarray."

Johnson introduced a second letter, dated January 14, 2021, to demonstrate that MMSDC'S view of the management prong for certification is wrong. The letter was from Charles E. Oliver to Johnson and explained its evaluation process as follows:

As part of the review process and based upon the Application, we have determined the following with respect to the Piston Group and certain affiliated companies of the Piston Group being considered for certification:

- The Piston Group is a holding company that is 100% owned by Vincent Johnson, a qualified ethnic minority person.
- The Piston Group, as a holding company, does not conduct business operations.
- The Board of Managers of the Piston Group (the "Piston Group Board") is comprised of a majority of ethnic minority persons and controls the Piston Group.
- Piston Manufacturing, LLC is 100% owned by the Piston Group and owns 100% of Piston Automotive. Piston Manufacturing is not an operating company and is controlled by the Piston Group Board.
- Irvin Acquisition, LLC is 100% owned by the Piston Group and owns 100% of Irvin Automotive Products. Irvin Acquisition is not an operating company and is controlled by the Piston Group Board.
- V. Johnson Enterprises, LLC is 90% owned by the Piston Group and 10% owned by Joe Layman, a qualified ethnic minority person, and has a 51% ownership interest in Detroit Thermal Systems. Vincent Johnson is the sole Manager of V. Johnson Enterprises and in conjunction With the Piston Group Board, controls the Company.

The three pillars for MBE certification of a company are that minorities (a) own at least 51% of the company, (b) manage the company day-to-day, and (c) control the company.

The managerial role of the minority or minority group in the company's overall affairs must be such that MMSDC can

reasonably conclude that the minority or minority group actually exercises authority over the company's operational direction and management on a daily basis.

The most significant issue raised in the letter regards the day-to-day management of the each of the Piston companies as follows:

AIREA, INC.

Day-to-day Management

Pursuant to the Application, three of the four Officers of AIREA, including the President (Melissa Price) and the COO/CFO (Gordon Fournier) are non-minority persons. Yet, AIREA'S organizational chart only lists Ms. Price as an officer, not Mr. Fournier which raises additional questions regarding organizational structure and management responsibilities. In addition, the organizational chart shows that five of the six direct reports to the President are non-minority persons. Likewise, the President's spending authority is limited to \$10,000, While Mr. Fournier is responsible for key managerial, business planning, and CapX decisions with spending authority up to \$1,000,000. Thus, AIREA does not meet the requirements for qualified ethnic minority day-to-day management.

PISTON AUTOMOTIVE. LLC

Day-to-day management

Pursuant to the Application, three of the four Officers of Piston Automotive including the President (Bob Holloway) and the COO/CFO (Gordon Fournier) are non-minority persons. Yet, Piston Automotive's organizational chart only lists Mr. Holloway as an officer, not Mr. Fournier which raises additional questions regarding organizational structure and management responsibilities. In addition, the Piston Automotive organizational chart shows that four of the eight direct reports to the President are non-minority persons. Likewise, the President's spending authority is limited to \$500,000, while Mr. Fournier is responsible for key managerial, business planning, and CapX decisions with spending authority up to \$ 1,000,000. Thus, Piston Automotive does not meet the requirements for qualified ethnic minority day-to-day management.

IRVIN AUTOMOTIVE PRODUCTS, LLC

Day-to-day Management

Pursuant to the Application, two of the four Officers of Irvin Automotive Products including the President (Joseph Finn) and the COO/CFO (Gordon Fournier) are non-minority persons. Yet, Irvin Automotive Products organizational chart only lists Mr. Finn as an officer, not Mr. Fournier which raises additional questions regarding organizational structure and management responsibilities. In addition, Irvin Automotive Products' organizational chart shows that seven of the eight direct reports to the President are non-minority persons. Likewise, the President's spending authority is limited to \$500,000, while Mr. Fournier is responsible for key managerial, business planning, and CapX decisions with spending authority up to \$1,000,000. Thus, Irvin Automotive Products does not meet the requirements for qualified ethnic minority day-to-day management.

DETROIT THERMAL SYSTEMS ("DTS")

Day-to-day Management

The Operating Agreement for DTS provides that the President shall be the Chief Operating Officer. Other documentation from external sources has revealed that Joseph Finn is now President and Chief Executive Officer. In any case, certification guidelines require that a qualified ethnic minority holds the highest officer position in the business responsible for day-to-day operations. The President, CEO and/or COO of DTS is not a qualified ethnic minority person. In addition, DTS' organizational chart shows that three of the five direct reports to the President, CEO and/or COO are non-minority persons. Thus, DTS does not meet the requirements for qualified ethnic minority day-to-day management.

As noted in this Court's October 2, 2023 opinion, the letter states that Johnson's authority over each company is sufficient to establish qualified ethnic minority control for purposes of MBE certification. Thus, the letter concluded "that in light of the departure of the qualified ethnic minority leading the day-to-day management, the four operating

companies do not meet the threshold requirement for day-to-day management by a qualified ethnic minority (which is separate and distinct from the control requirement).”

Testimony established that Robinson’s statement that she did not draft the letter is not credible, and that it is clear from the record the Robinson “made last-minute material changes to the letter including removing the key word ‘guide’ from the operative sentence in the Manual regarding the criteria for management.” When questioned on this issue at trial, Robinson’s demeanor was defensive and argumentative.

The interpretation of the certification requirements is subjective particularly when an applicant may delegate authority to others in the day-to-day management of the enterprise. The Handbook states in relevant part:

Agreements for support services that do not lessen the applicant’s control of the company are permitted as long as the applicant’s power to manage the firm or enterprise is not restricted or impaired. The applicants of the enterprise may delegate various areas of the management, policymaking, or daily operations to other participants in the enterprise...

[Emphasis added].

Because Johnson is the majority owner and highest ranked person in the Piston companies and has 100% ownership of the Piston Group, he is not “restricted” and is not “impaired” in his ability to manage the companies. Johnson testified at trial that he was responsible for delegating certain officials who oversee the operations of each company.

Clarence Oliver, legal counsel at MMSDC, also testified. Originally, Oliver was hired as head of certification and later became legal counsel. He testified that he was unaware of Johnson’s role in managing the companies. In May 2020, Oliver determined that two of the Piston Companies were certifiable. He was then placed on a performance improvement plan in August 2020. In January 2021, all four of the Piston Companies

were decertified. Plaintiffs contend that Robinson overruled Oliver and that the decertifications demonstrate inconsistent decisions particularly considering the twenty-five-year uninterrupted certification.

In addition, Adrienne Trimble, former president NMSDC, which controls the regional affiliates such as MMSDC, testified that certification rules for all MBE's should be applied consistently and stated that she had never heard of a rule that a minority could only delegate to another minority. Trimble further stated that she was aware that there were other MBEs that had minority owners but had non-minorities who were in the highest officer position in the company.

The Court finds that the testimony of Johnson at trial clearly demonstrates that by virtue of his ownership of the Plaintiff entities, he delegates authority over their 'management, policymaking, and daily operations.'

In the case at bar, the facts demonstrate that there is a substantial controversy of "sufficient immediacy and reality to warrant the issuance of a declaratory judgment." *Maryland Casualty Co, supra*. Plaintiffs have proven that MMSDC and Robinson inconsistently applied the NMSDC certification standards. Thus, the Court concludes that MMSDC and Robinson inconsistently applied the NMSDC certification standards to the Piston Group and Johnson. As such, the Court declares that the Piston Companies met the day-to-day management requirement for Minority Business Enterprise certification as of January 2021.

Count VIII

DECLARATORY JUDGMENT

Count VIII of Plaintiffs' Third Amended Complaint seeks a declaration that certain provisions of the Amended Declaration of Certification of Minority Status are unenforceable as contrary to public policy. A court has authority to issue a declaratory judgment only "[i]n a case of actual controversy." MCR 2.605(A). A case of actual controversy does not exist where the injury sought to be prevented is merely hypothetical. *Shavers, supra* at 589. The appropriate test is "whether the facts alleged, under all the circumstances, show that there is a substantial controversy, between parties having adverse legal interests, of sufficient immediacy and reality to warrant the issuance of a declaratory judgment." *Maryland Casualty Co v Pacific Coal & Oil Co*, 312 US 270, 273; 61 S Ct 510; 85 L Ed 826 (1941). See also *State, Michigan Dept of Soc Services v Emmanuel Baptist Preschool*, 434 Mich 380, 411; 455 NW2d 1 (1990).

The purpose of a declaratory judgment is to enable the parties to obtain adjudication of rights before an actual injury occurs, to settle a matter before it ripens into a violation of the law or a breach of contract, or to avoid multiplicity of actions by affording a remedy for declaring in expedient action the rights and obligations of all litigants. *Rose v State Farm Mut Auto Ins Co*, 274 Mich App 291; 732 NW2d 160 (2006). An 'actual controversy' exists where a declaratory judgment or decree is necessary to guide a plaintiff's future conduct to preserve his legal rights. *Groves v Dept of Corr*, 295 Mich App 1, 10; 811 NW2d 563 (2011). As stated in the previous section, the facts demonstrate that there is a substantial controversy of "sufficient immediacy and reality to warrant the issuance of a declaratory judgment." *Maryland Casualty Co, supra*. Plaintiffs

have proven that MMSDC and Robinson inconsistently applied the NMSDC certification standards and that such actions are against public policy. Lisk's testimony established that in April 2021, information regarding a "new rule" appeared in the Gazette, the publication issued to MMSDC's members. The "new rule" was added and instituted by Robinson, which removed the words "guide" and "oversee" and replaced them with the phrase "actively involved." Robinson changed the "rules" for certification by reinterpreting and/or deleting the word "guide" in the required certification criteria. Lisk stated that such language does not appear anywhere in the Handbook and if the standard was used to decertify the Piston Companies, it was the wrong standard. This "new rule" was that any delegation of day-to-day management had to be to a person who is a minority. Moreover, as noted in Amended Declaration, applicants are required to acknowledge that "once certified, continued certification will be according to the guidelines, rules, and regulations administer by the MMSDC and NMSDC, which may be amended from time to time without prior notice." As argued by plaintiffs, language in the Amended Declaration "effectively allows MMSDC to unilaterally change the certification guidelines at any time and for any reason, and then use these new guidelines to revoke an MBE's certification before the expiration of its one-year certification period. This provision is not mutually binding, and therefore does not create an enforceable agreement."

Thus, the Court concludes that MMSDC and Robinson inconsistently applied the NMSDC certification standards to the Piston Group and Johnson. Moreover, such an agreement, as written, appears to be one-sided and as such is unenforceable. Using Robinson's own words at trial, the work the MMSDC requires credibility and trust with both corporate members and MBEs. It is clear from the record that the Amended

Declaration was used as a basis to de-certify the Piston Group, and the conduct exhibited by Robinson and the MMSDC in this case leaves no doubt that such actions are against public policy and run contrary to the mission of the MMSDC.

III. CONCLUSION

The dispute in the instant case centers on whether Johnson, a minority person, manages the day-to-day operations of the Piston Group. What is clear from the record and testimony presented on behalf of the parties is that Johnson should be commended for his ability to lead one of the most successful minority owned businesses in the world. He earned success by hard work, perseverance, and a drive to succeed against all odds. Johnson is the sole owner of the Piston Group and serves as its Chief Executive Officer and Chairman of the Board of Directors. The Piston Companies are subsidiaries of the Piston Group. Johnson owns and controls 100% of the Piston Group, Piston Automotive, Irvin Products, and AIREA. AIREA was dissolved. Johnson owns 51% of Detroit Thermal Systems (DTS).

Equally clear is the fact that Johnson, in running his companies, faithfully honored the spirit of the mission of both the NMSDC and MMSDC, “to assist with the development and enhancement of the capabilities, competency, and economic competitiveness of MBE’s.” Johnson’s testimony at trial left no doubt his role in his companies, as Chairman, he is running the companies daily with the Piston Companies employing over 12,000 employees worldwide with over half being ethnic minorities. The company generates over \$3 billion in gross revenue annually. Johnson stated that the

employees are like a family, are intelligent, hardworking, and highly resolute. The company gives back to the community by supporting community organizations and programs.

Indeed, Johnson testified that he is proud of what he has built as a minority business owner, and he should be. The evidence does not support Defendants argument that Johnson has delegated the “entire” day-to-day operations of his companies to others including non-minorities in leadership positions. Rather, what is apparent from the testimony is that once Robinson became aware of Johnson’s successful business ventures, she wanted him to make a \$300,000 financial contribution to MMSDC. When Johnson questioned what the money would be used for, he was met with resistance and fury. Not satisfied with MMSDC’s answers, Johnson refused to contribute additional financial support. It is clear from the evidence in this case that Robinson and others from the MMSDC sought to target Johnson and the Piston Group by inserting themselves in the business operations of the Piston Group. Plaintiffs have successfully established that Robinson’s goal was to diminish the value of Johnson’s companies by de-certifying them. The reasons proffered by Robinson and MMSDC for de-certifying the Piston Group were merely pretextual.

Robinson and others from MMSDC knew of the importance of having the MBE recognition. Testimony established the MBE certification provides a greater opportunity for a minority owned business to succeed. Indeed, automotive companies look favorable on suppliers that bear the MBE designation when awarding contracts. By de-certifying the Piston Group, Robinson, through the MMSDC, sought to destroy Johnson and his company. Testimony at trial revealed that Robinson and others colluded to steal Johnson’s

company. Laymon testified that Robinson was part of a group that was attempting to purchase Johnson's companies. Laymon stated that Robinson tried to hide her interest in purchasing Johnson's companies by using her husband as an interested party in a newly formed company, Atlantic Coastal Acquisition Corporation. It is unfortunate that an organization with a mission to lift minority business owners to the pillars of success, sought to destroy Johnson, who epitomizes the core values of the MMSDC. To be sure, the mission of MMSDC to uplift and provide opportunities to minority business owners is a worthy goal, and the MMSDC should be commended and recognized. However, unfortunately, the facts in the case at bar reveal a pattern of wrongful and vindictive conduct, conduct that undermines the core values of the organization. Robert F. Kennedy once stated, "Each time a man stands up for an ideal, or acts to improve the lot of others, or strikes out against injustice, he sends forth a tiny ripple of hope." This case may have been a long journey for Mr. Johnson and the people who show up every day to work for him and the Piston Group. But in the end, Johnson can take solace in knowing that he will undoubtedly bring hope to those who follow him and believe in the American dream to build a company.

IT IS ORDERED with respect to Count I, the Court finds that the MMSDC and Robinson committed an intentional tort of interference with existing and prospective business relationships through wrongful conduct;

IT IS FURTHER ORDERED with respect to Count III, the Court finds that the MMSDC committed a breach of contract against Plaintiffs;

IT IS FURTHER ORDERED as to the declaratory judgment counts, Counts VII & VIII, the Court finds in favor of the Plaintiffs and will issue a declaratory judgment determining that MMSDC'S failure to recertify the Piston Companies was wrongful and improper and that the MMSDC must recertify the Piston Companies because they qualify for MBE certification;

IT IS FURTHER ORDERED that the Court **WILL** dissolve the preliminary injunction and **GRANT** a permanent injunction requiring MMSDC to apply the proper criteria to all future applications for MBE certification submitted by any of the Plaintiffs;

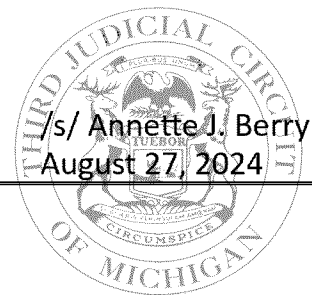
IT IS FURTHER ORDERED that Plaintiffs request for cost and attorney fees is hereby **GRANTED**; Plaintiffs will submit for the Court's consideration an outline of costs and a detailed outline of attorney fees incurred. Defendants may file a response to Plaintiffs request. The Court will schedule a hearing should one be necessary.

IT IS FURTHER ORDERED that this order **DOES** resolve the last pending claim and **DOES** close the case.

It is so ordered.

DATED: 8/27/2024

Circuit Judge



/s/ Annette J. Berry
August 27, 2024