

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ZACHARY R. CHERTOK, et al.,

Plaintiffs,

v.

CITY OF MEDFORD, et al.

Defendants.

C.A. No.: 1:26-cv-10589-GAO

Oral Argument Requested

**MEMORANDUM IN SUPPORT OF THE MOTION BY CLARE SHERIDAN,
MIRANDA BRISENO, CHADI SALAMOUN, BENJAMIN STEIN, PHOEBE
ECKART-LEE, CASSANDRA FOX, MICHAEL PRENTKY, JANET SASS
COLLINS, DWIGHT SCHAFFER COLLINS, NOAH BREWER-WALLIN, EMILY
NOLA SUNDQUIST, AND SAM COLLINS
FOR LEAVE TO INTERVENE**

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PRELIMINARY STATEMENT

Proposed Intervenor, Medford residents and municipal taxpayers, respectfully move to intervene as defendants in this action to ensure that the Values-Aligned Local Investments Ordinance (the “Ordinance”) is adequately defended and, if upheld, implemented as intended. Proposed Intervenor supported the Ordinance through its public readings, amendments, and/or ultimate passage by the Medford City Council. As municipal taxpayers, Proposed Intervenor have a direct and legally protectable interest in the lawful management of municipal funds, including ensuring that such funds are administered in accordance with duly enacted law. No existing party can be relied upon to adequately represent those interests.

Without Proposed Intervenor's entry into and assertive participation in this matter, there is reasonable and articulable fear that the named Defendants will fail to defend the Ordinance with all due diligence and competency. While Plaintiffs, in their Complaint, name three distinct parties as Defendants, namely the City of Medford, the Medford City Council, and acting Medford Mayor Breanna Lungo-Koehn (the “Mayor”), the practical reality is that only the Mayor can authorize the City of Medford to take up substantive defense of lawsuits levied against the City of Medford. At the outset of this litigation, Proposed Intervenor reasonably believed that Defendants would defend the Ordinance; however, subsequent developments in the context of the Mayor’s history vis-à-vis the Ordinance have made it clear that this assumption is no longer tenable. The Mayor, who exercises effective control over the City’s litigation posture, previously opposed the Ordinance, including through a formal veto¹ and continued to publicly comment strongly against the final passage of the Ordinance done by the Medford City Council via override.² In addition, the City’s legal strategy is being directed by counsel who

¹ See Mayor Lungo-Koehn's Letter to the City Council Outlining Reasoning for Vetoing the Medford Values-Aligned Local Investments Ordinance (“Veto Letter”), accessed on 2026-04-14 at <https://resources.finalsite.net/images/v1760120457/medfordmaorg/qzzhnq4qutkbdqu753we/20250805-MedfordCityCouncilRegularMeetingAgendaWithAttachmentsdragged.pdf>.

² See Medford City Council approves divestment ordinance, pushes Salem Street vote for next week, THE TUFTS DAILY, accessed on 2026-04-14 at <https://www.tuftsdaily.com/article/2025/11/medford-city-council-approves-divestment-ordinance->

previously issued a legal opinion critical of the Ordinance. These circumstances create both a divergence of interests and a structural risk that the Ordinance will not be meaningfully defended.

Now, due to the structure of municipal governance in Massachusetts, the Mayor is positioned to influence the City's litigation posture. Here, that authority creates a significant concern because the Mayor has previously expressed opposition to the Ordinance, including through a veto that was subsequently overridden by the Medford City Council. These circumstances raise substantial doubt that the Ordinance will be defended with the requisite diligence, notwithstanding both its lawful enactment and demonstrated public support. Moreover, even if the Mayor were to direct a defense of the Ordinance, the City's legal strategy is likely to be developed by the Mayor's primary legal counsel, KP Law—the same counsel that previously authored a legal opinion critical of the Ordinance.³ Regardless of the quality or competency of said legal opinion, there is a clear conflict in the motives of the drafters of such a legal opinion, were they to then go on to defend from litigation the target of legal opinion.

Accordingly, for the reasons set forth above, Proposed Intervenors have a well-established interest in the outcome of this litigation that is likely to be impaired absent their participation as parties to this action.

PROPOSED INTERVENORS

Clare Sheridan is a Medford resident of 26 years, and municipal taxpayer. Clare Sheridan has entered public comments in support of the Ordinance in at least the City Council Regular Meeting – June 24, 2025 and the City Council Special Meeting – April 14, 2026.^{4, 5}

[pushes-salem-street-vote-for-next-week](#); City Council [Regular Meeting] 11-12-25, recorded on YouTube (“Override Vote Recording”), beginning at timestamp 2:55:00, accessed at <https://youtu.be/JOz8NJmqO-Y?t=10500> on 2026-04-15.

³ See City Council - Amended Values Aligned Local Investments Ordinance- Legal Review (“September KP Law Memo”), accessed on 2026-04-14 at <https://resources.finalsite.net/images/v1760219730/medfordmaorg/prynswzhhgk6chk0wzyr/KP-997088-v1-Medford-Memo-to-City-Council-re-Investment-Ordinance.pdf>.

⁴ See, e.g., City Council [Regular Meeting] 06-24-25, recorded on YouTube (“Attempted First Reading Recording”), beginning at timestamp 2:37:39, accessed at <https://youtu.be/rov34HMcKiU?t=9459> on 2026-04-15; City Council Special Meeting 04-14-26, recorded on YouTube (“Special Meeting Recording”), beginning at timestamp 45:55, accessed at <https://youtu.be/u1Dt2VrL-v4?t=2755> on 2026-04-16.

⁵ See also Appendix A, Affidavit of Clare Sheridan

Miranda Briseno is a Medford resident of 7 years, and municipal taxpayer.

Chadi Salamoun is a Medford resident of less than a year, and municipal taxpayer. Chadi Salamoun has entered public comments in support of the Ordinance at least the City Council Special Meeting – April 14, 2026.⁶

Benjamin Stein is a Medford resident of 6 years, and municipal taxpayer. Benjamin Stein has entered public comments in support of the Ordinance in at least the City Council Regular Meeting – August 5, 2025.⁷

Phoebe Eckart-Lee is a Medford resident of 2 years, and municipal taxpayer.

Cassandra Fox is a Medford resident of 7 years, and municipal taxpayer.

Michael Prentky is a Medford resident of 1 year and 9 months, and municipal taxpayer.

Janet Sass Collins is a Medford resident of 42 years, and municipal taxpayer.

Dwight Schaffer Collins is a Medford resident of 42 years, and municipal taxpayer.

Noah Brewer-Wallin is a Medford resident of 2 years, and municipal taxpayer.

Emily Nola Sundquist is a Medford resident of 1 year, and municipal taxpayer.

Sam Collins is a Medford resident of 38 years, and municipal taxpayer.

BACKGROUND

While Proposed Intervenors understand that drafting of the Ordinance began as early as November 2024 and involved significant consultation with specialists, city staff, and community members, Proposed Intervenors were not themselves involved in or especially privy to that drafting process. Rather, Proposed Intervenors' primary interest in and support for the Ordinance began, as is typical for engaged municipal

⁶ See, e.g., Special Meeting Recording, beginning at timestamp 40:07, accessed at <https://youtu.be/u1Dt2VrL-v4?t=2407> on 2026-04-16.

⁷ See, e.g., City Council [Regular Meeting] 08-05-25, recorded on YouTube ("First Reading Recording"), beginning at timestamp 3:15:52, accessed at <https://youtu.be/cZff0fmztDw?t=11752> on 2026-04-15.

residents, when it was first brought before the Medford City Council at the regular meeting of June 24, 2025.⁸

In the days leading up to the attempted first reading of the Ordinance on Tuesday, June 24, 2025, it was placed on the Medford City Council agenda on the preceding Friday as usual. Relatively little opposition to the Ordinance was to be seen or heard online or otherwise until the day of the June 24th meeting, purportedly in response to a “leaked” email to the Medford for Palestine mailing list encouraging residents to turn out in support.⁹ Almost immediately, a deluge of opposition to the Ordinance flooded various channels, with some opposition also coming from municipal voices.¹⁰ Notably, a substantial portion of this opposition came from individuals who identified themselves as residing outside Medford, including from neighboring municipalities as well as multiple other states across the country, alongside some opposition from municipal voices. While public comment was open to all speakers, the Ordinance concerns the management of Medford municipal funds and governance, matters in which Medford residents and taxpayers possess a direct and legally cognizable interest. The influx of non-resident opposition therefore stands in contrast to the sustained and documented support from Medford residents, including Proposed Intervenors, whose interests are directly affected by the Ordinance and who are statutorily empowered under Massachusetts law to challenge or defend municipal financial decisions.

At the Medford City Council regular meeting of June 24, 2025, although Councilor George Scarpelli tabled the motion to first read and vote on the Ordinance, public comment was nonetheless taken due to the large number of interested individuals who had come to speak.¹¹ Proposed Intervenor Clare

⁸ See Attempted First Reading Recording, beginning at timestamp 2:15:39, accessed at <https://youtu.be/rov34HMcKiU?t=8139> on 2026-04-15.

⁹ See Agendas and Minutes City Council Regular Meeting – June 24, 2025 (“Attempted First Reading”), Agenda, MOTIONS, ORDERS, AND RESOLUTIONS, 25-105 - Offered by Isaac Bears, Council President, Values-Aligned Local Investments Ordinance.

¹⁰ See, e.g., First Reading Recording, beginning at timestamp 3:51:51, accessed at <https://youtu.be/rov34HMcKiU?t=13912> on 2026-04-22.

¹¹ See Attempted First Reading Recording, beginning at timestamp 2:37:05, accessed at <https://youtu.be/rov34HMcKiU?t=9425> on 2026-04-15.

Sheridan was among those who spoke in support of the Ordinance at that time.

Throughout the remainder of June and all of July following the tabling of the Ordinance, community members, city staff, and legal experts were consulted.¹² The resultant version of the Ordinance included significant amendment, reflecting advisement from myriad stakeholders, and set forth a focused, objective, and rules-based framework for managing the City of Medford's investing of permitted funds in the stock markets.¹³

The substantially amended second version of the Ordinance was brought to the vote of the Medford City Council during the regular meeting of August 5, 2025, in its first reading.¹⁴ The Medford City Council subsequently voted in favor, 5-1, with one Councilor abstaining due to travel at the time.¹⁵ Once again, substantial public comment was received in support, including by Proposed Intervenor Benjamin Stein.

The Ordinance then proceeded through a second reading via advertisement in local papers and gazettes.

The Ordinance received its third and final reading on September 30, 2025.¹⁶ At that meeting, the Medford City Council and the public were provided with a memorandum prepared by KP Law at the request of the Mayor.¹⁷ The memorandum raised legal concerns regarding the Ordinance but did not clearly explain the basis for those conclusions.¹⁸ The City Council nevertheless voted in favor of the

¹² See City Council [Regular Meeting] 09-30-25, recorded on YouTube ("Third Reading Recording"), beginning at timestamp 3:01:26, accessed at <https://youtu.be/L2PVZXRYAAI?t=10886> on 2026-04-15.

¹³ See Amended Values-Aligned Local Investment Ordinance, as entered into the Agendas and Minutes City Council Regular Meeting – August 05, 2025 ("First Reading"), accessed at <https://medfordma.portal.civicclerk.com/event/403/files/attachment/1406> on 2026-04-15.

¹⁴ See First Reading, Agenda, MOTIONS, ORDERS, AND RESOLUTIONS, 25-105 – Offered by Isaac Bears, Council President, Values-Aligned Local Investments Ordinance.

¹⁵ See First Reading Recording, beginning at timestamp 4:16:58, accessed at <https://youtu.be/cZff0fmztDw?t=15418> on 2026-04-16.

¹⁶ See Agendas and Minutes of the City Council Regular Meeting – September 30, 2025 ("Third Reading"), accessed at <https://medfordma.portal.civicclerk.com/event/405/overview> on 2026-04-15.

¹⁷ See Third Reading Recording, beginning at timestamp 2:47:40, accessed at <https://youtu.be/L2PVZXRYAAI?t=10060> on 2026-04-15.

¹⁸ See, e.g., September KP Law Memo, accessed 2026-04-15 (A block quote of the raw text of Massachusetts General Law c. 44 § 55B precedes the entirety of the following purported actionable analysis, "Thus, in my opinion, Massachusetts state law

Ordinance’s passage, and it was transmitted to the Mayor for ratification.¹⁹

On October 9, 2025, the Mayor vetoed the Ordinance.²⁰ The veto was accompanied by a public letter containing broad assertions, as well as statements that Proposed Intervenor contend mischaracterized both the law and the factual history surrounding the Ordinance’s development and passage.²¹

The Medford City Council subsequently voted to override the Mayor’s veto of the Ordinance during its general meeting on November 12, 2025.²² Notably, the override vote occurred after the general election, in which proponents of the Ordinance retained their seats on the Medford City Council, further reflecting continued public support of Medford residents and voters and inherent interest for the Ordinance.²³

On April 14, 2026, the City Council convened a Special Meeting to consider a resolution requesting that the Mayor fund the legal defense in *Chertok v. City of Medford*.²⁴ This open meeting, which addressed issues related to ongoing litigation, was held at the Mayor’s request.²⁵ During the meeting, it became apparent that settlement discussions had not been initiated, that KP Law continued to direct the City’s legal strategy,²⁶ and that, to the City Council’s knowledge, little substantive preparation

requires the Treasurer to invest City funds that are not required to remain liquid in a manner that yields the highest possible rate reasonably available provided that such investments satisfy the requirements of G.L. c.44, § 55B.”).

¹⁹ See Third Reading Recording, beginning at timestamp 3:18:08, accessed at <https://youtu.be/L2PVZXRYAAI?t=11888> on 2026-04-15.

²⁰ See the Veto Letter, accessed at

<https://resources.finalsite.net/images/v1760120457/medfordmaorg/qzzhnq4qutkbdqu753we/20250805-MedfordCityCouncilRegularMeetingAgendaWithAttachmentsdragged.pdf> on 2026-04-15.

²¹ *Id.* See also Response and Corrections Regarding the Claims of the Mayoral Veto of the Values-Aligned Investment Ordinance [sic] (“M4P Submitted Document to Override Vote”), drafted by Medford activist group Medford for Palestine and submitted to the Medford City Council in the City Council General Meeting November 12, 2025.

²² See Override Vote Recording, beginning at timestamp 3:24:12, accessed at <https://youtu.be/JOz8NJmqO-Y?t=12252> on 2026-04-15.

²³ See LIVE UPDATES: Our Revolution Medford sweeps School Committee, maintains City Council majority, THE TUFTS DAILY, accessed at <https://www.tuftsdaily.com/article/2025/11/live-updates-medford-municipal-election> on 2026-04-15.

²⁴ See Agendas and Minutes of the City Council Special Meeting – April 14, 2026 (“Special Meeting”), accessed at <https://medfordma.portal.civicclerk.com/event/456/overview> on 2026-04-15. See also Special Meeting Recording, beginning at timestamp 25:57, accessed at <https://youtu.be/u1Dt2VrL-v4?t=1557> on 2026-04-15.

²⁵ See Special Meeting Recording, beginning at timestamp 26:37, accessed at <https://youtu.be/u1Dt2VrL-v4?t=1597> on 2026-04-15.

²⁶ See Special Meeting Recording, beginning at timestamp 1:05:03, accessed at <https://youtu.be/u1Dt2VrL-v4?t=3903> on

had been undertaken to defend the litigation.

The fact that these issues were discussed in a public meeting, initiated by the official with primary authority over the City's legal strategy, and that material aspects of the litigation were addressed openly, raises significant concerns regarding the adequacy and coordination of the City's defense in this matter.

ARGUMENT

I. Proposed Intervenors Are Entitled to Intervene as of Right in this Action

Proposed Intervenors are entitled to intervene as of right because they meet the requirements set forth in Federal Rule of Civil Procedure 24(a)(2).

Under First Circuit precedent, a party seeking intervention as of right must establish four elements: (1) that the motion is timely; (2) that the movant possesses a direct and legally protectable interest in the subject of the action; (3) that resolution of the case may, as a practical matter, impair or impede the movant's ability to protect that interest; and (4) that the existing parties may not adequately represent that interest. *Ungar v. Arafat*, 634 F.3d 46, 50 (1st Cir. 2011). Courts evaluate these factors in a flexible and practical manner, considering the circumstances of the litigation as a whole rather than applying the test rigidly. See *Mullane v. Portfolio Media, Inc.*, No. 19-11496-PBS, 2020 WL 1931525, at *3 (D. Mass. Feb. 28, 2020). Each of these requirements is satisfied here.

A. The Motion to Intervene is Timely

Proposed Intervenors have timely moved to intervene upon learning that their interests would not be adequately protected by Defendants. In addition, this litigation remains in its early stages, and intervention will not prejudice any party.

Courts in this Circuit consider three factors in determining the timeliness of intervention: "1) the length of time the intervenor knew her interest was imperiled; 2) the foreseeable prejudice to the existing parties if intervention is granted, or to the intervenor if it is denied; and 3) any idiosyncratic

circumstances which weigh for or against intervention.” *Geiger v. Foley Hoag LLP Retirement Plan*, 521 F.3d 60, 65 (1st Cir. 2008) (internal quotations omitted). Timeliness depends on “the totality of the relevant circumstances” and “[o]ne highly relevant circumstance” is “the status of the case” at the time of the motion. *Banco Popular de Puerto Rico v. Greenblatt*, 964 F.2d 1227, 1231-1232 (1st Cir. 1992). Ultimately, courts take their measurement from the time **“when the intervenor became aware that its interest in the case would no longer be adequately protected by the parties.”** *Public Citizen v. Liggett Group, Inc.*, 858 F.2d 775, 785 (1st Cir. 1988) (emphasis added).

At the outset of this action, Proposed Intervenors reasonably believed that Defendants would defend the Ordinance. That assumption is consistent with the general presumption that governmental parties adequately represent the interests of those who support duly enacted laws. See *Daggett v. Comm’n on Gov’t Ethics & Election Practices*, 172 F.3d 104, 111 (1st Cir. 1999). However, subsequent developments made clear that this assumption was no longer tenable. Following the April 14, 2026 Special Meeting described above, it became apparent that Defendants would not adequately represent Proposed Intervenors’ interests. That meeting revealed both a lack of substantive preparation to defend the action and the continued reliance on counsel who had previously advised against the Ordinance, raising substantial doubt that the Ordinance would be defended with the requisite diligence. While municipalities often rely on legal counsel for guidance, such advice is not binding and does not preclude the City from advancing a full and vigorous defense of a duly enacted law—particularly where the legal questions are subject to reasonable dispute. Here, the prior memorandum at issue did not purport to conclusively establish the Ordinance’s illegality, but instead offered a generalized and contested interpretation of state law, one that the City Council ultimately declined to adopt in proceeding with enactment. To the extent the City’s litigation posture remains influenced by that prior advisory position, it creates a structural risk that the Ordinance will not be defended with the independence and rigor required in this proceeding.

Proposed Intervenors acted promptly in response, filing this motion within approximately two

weeks of those developments. Courts in this Circuit routinely find such prompt action sufficient, particularly where the case remains in its early stages and intervention will not prejudice any party.

That is the case here. The Complaint was filed in February, and service was completed in early March. Initial deadlines are only now approaching, and no substantive litigation has yet occurred. Under these circumstances, intervention will not delay the proceedings or prejudice any party.

Considering the totality of the circumstances, the motion is timely.

B. Proposed Intervenorors Possess a Direct and Protectable Interest, and Disposition of This Action Would Impair That Interest

Proposed Intervenorors satisfy both the second and third requirements for intervention as of right under Rule 24(a)(2). The First Circuit has explained that the “interest” required to intervene under Rule 24(a)(2) eludes “precise and authoritative definition.” *Public Service Co. Of N.H. v. Patch*, 136 F.3d 197, 205 (1st Cir. 1998). A movant need only show that “it has a significantly protectable interest ... that is direct, not contingent.” *Id.* (internal quotations omitted). The impairment requirement is likewise met where the disposition of the action may, as a practical matter, impair or impede the movant’s ability to protect that interest. *Daggett v. Comm’n on Gov’t Ethics & Election Practices*, 172 F.3d 104, 110 (1st Cir. 1999).

Proposed Intervenorors have such a direct and legally protectable interest here. They are Medford residents and municipal taxpayers who are expressly authorized under Massachusetts law to challenge or restrain unlawful municipal expenditures and obligations. M.G.L. c. 40, sec. 53. Their interest is not abstract or generalized; rather, it arises from their statutory role in ensuring that municipal funds are raised, managed, and expended in accordance with duly enacted law. That interest is directly implicated in this action, which seeks to invalidate or prevent enforcement of the Values-Aligned Local Investments Ordinance. Moreover, notably unlike Plaintiffs, Proposed Intervenorors fulfill the requirement of M.G.L.

c. 40, sec. 53 that the respective class of claimants comprise at least 10 municipal resident taxpayers to perfect the legislated right of action. In addition, many of the Proposed Intervenor are on the public record as being in support of the ordinance at issue, as thoroughly documented above, and those that are not share an inherent interest as municipal residents in the municipality's execution of its duly and lawfully passed and enacted laws, only further exacerbated by the overwhelming popular support garnered by the Ordinance here at issue.

Moreover, Proposed Intervenor have a direct and legally protectable interest in both the management of taxpayer funds and the enforceability and legality of the laws under which their municipality operates. This interest is directly in conflict with Plaintiffs' claims and requested relief. Put simply, Plaintiffs seek to nullify the Ordinance, which Proposed Intervenor, in concurrence with the overwhelming democratic majority of residents and elected officials, rightfully expect to be put into effect and force. Courts have recognized that such interests are sufficient for purposes of Rule 24(a)(2). See *Johnson v. Mortham*, 915 F.Supp. 1529, 1538 (N.D. Fla. 1995) (finding that finding that the NAACP had a "protectable legal interest" in challenging a redistricting map where it represented voters in the affected district and sought to intervene in support of the challenged map). As a practical matter, an unfavorable disposition of this action would harm the interests set forth above. Plaintiffs seek relief that would prevent enforcement of the Ordinance, and there are few plausible outcomes in which Plaintiffs prevail without undermining the Ordinance as a whole. Plaintiffs' requested relief would effectively enjoin the City from enforcing the Ordinance in its entirety, despite identifying at most a single subsection as allegedly unlawful. If the Ordinance were broadly enjoined on that basis, the practical effect would be to render the City unable to comply with its own duly enacted law.

Moreover, the risk of impairment is not limited to a final judgment. The possibility of settlement—particularly in light of the concerns described above regarding the current direction of the City's defense—creates a substantial risk that the Ordinance will not be meaningfully defended or implemented.

In such a scenario, Proposed Intervenor's interests in the enforcement and legality of the Ordinance would be impaired.

C. Defendants Do Not Adequately Represent the Proposed Intervenor's Interest

Particularly in light of what has already transpired in this litigation, Proposed Intervenor has more than satisfied their burden to show that Defendants may not adequately represent their interests. See *Conservation Law Found. of New England, Inc. v. Mosbacher*, 966 F.2d 39, 44 (1st Cir. 1992) (explaining that a movant “need only show that representation may be inadequate, not that it is inadequate”) (emphasis added).

As noted above, when a governmental entity is defending a legislative enactment, it is generally presumed to represent the interests of those who support that law. See *Daggett v. Comm’n on Gov’t Ethics & Election Practices*, 172 F.3d 104, 111 (1st Cir. 1999). That presumption, however, is not dispositive and may be overcome by a showing of adversity of interest, divergence in litigation objectives, or nonfeasance. *Id.*; see also *State v. Director, U.S. Fish & Wildlife Serv.*, 262 F.3d 13, 19 (1st Cir. 2001). Ultimately, the adequacy of representation must be assessed in light of the practical realities of the litigation. *Id.*

To overcome it, a movant “ordinarily must demonstrate adversity of interest, collusion, or nonfeasance.” *Daggett*, 172 F.3d at 111. But this “trilogy of grounds ... is only illustrative.” *B. Fernandez & Hnos., Inc. v. Kellogg USA, Inc.*, 440 F.3d 541, 546 (1st Cir. 2006). “The facts of these cases vary greatly and whether the proposed intervenors’ explanation of inadequacy suffices must be determined ‘in keeping with a commonsense view of the overall litigation.’” *U.S. Fish & Wildlife Serv.*, 262 F.3d 13, 19 (1st Cir. 2001) (quoting *Patch*, 136 F.3d at 204).

Here, those realities demonstrate that Defendants may not adequately protect Proposed Intervenor's interests. First, there is a clear divergence of interests between Proposed Intervenor and

the municipal officials responsible for directing the City's defense. The Mayor, who exercises effective control over the City's litigation posture, previously opposed the Ordinance, including through a formal veto. That history raises substantial doubt that the Ordinance will be defended with the diligence and commitment required in this litigation. Second, the City's defense is being directed by counsel who previously issued a legal opinion criticizing the Ordinance. This creates a structural conflict that further undermines confidence that the Ordinance will be meaningfully defended. While municipalities may appropriately consider the advice of legal counsel, such advice is not binding and does not obligate the City to adopt or adhere to counsel's prior adverse assessment as its litigation position. Nor does it relieve the City of its obligation to ensure that duly enacted laws are defended in good faith, particularly where the underlying legal issues are subject to reasonable dispute. To the extent the City's defense remains shaped by counsel's earlier critical opinion, that dynamic reinforces—rather than mitigates—the risk that the Ordinance will not be defended with the independence and rigor required in this proceeding. Third, the record reflects a lack of substantive preparation to defend this action. As described above, little to no meaningful litigation strategy had been developed, and key issues were publicly discussed in a manner that raises serious concerns about the adequacy and effectiveness of the City's defense. Finally, the possibility of settlement or non-defense presents an additional and independent risk. Where, as here, the party charged with defending a law may instead seek to limit or avoid that defense, courts have recognized that intervention is warranted to ensure that the interests of affected parties are adequately protected. See *Mosbacher*, 966 F.2d at 44 (noting that evidence of inaction or settlement discussions may support a finding of inadequacy). Taken together, these circumstances demonstrate both a divergence in interests and a risk of nonfeasance sufficient to overcome any presumption of adequate representation. Viewing the litigation as a whole, Defendants cannot be relied upon to adequately represent Proposed Intervenor's interests.

D. Proposed Intervenor's Meet the Rule 24 Criteria

For at least the reasons stated above, Proposed Intervenor submit that the criteria of Rule 24(a) for intervention as a matter of right are firmly met and exceeded. The motion is timely, Proposed Intervenor have a compelling and significant interest in the subject of the action, and the existing parties utterly fail to adequately represent this interest.

In the alternative, Proposed Intervenor meet the requirements for permissive intervention under Rule 24(b)(1)(B), which permits intervention where a movant “has a claim or defense that shares with the main action a common question of law or fact.” Courts are afforded broad discretion in applying Rule 24(b) and may consider any factor bearing on whether intervention will assist in the fair resolution of the case. See *Daggett v. Comm’n on Gov’t Ethics & Election Practices*, 172 F.3d 104, 113 (1st Cir. 1999). One such factor is whether the proposed intervenors may contribute to the development of a more complete record. *Id.*

That standard is satisfied here. Proposed Intervenor contend that the Ordinance is lawful and enforceable, an issue that lies at the core of this action. Their claims and defenses therefore share common questions of law and fact with the underlying litigation and are directly intertwined with the issues before the Court. Permissive intervention will not prejudice any party. As discussed above, this case remains at an early stage, and Proposed Intervenor’s participation will not delay the proceedings. Finally, Proposed Intervenor are well positioned to assist the Court in developing a more complete record. Many Proposed Intervenor participated in the public process leading to the Ordinance’s adoption, including attending hearings and submitting public comment. Their participation provides relevant factual context regarding the Ordinance’s development, purpose, and implementation—issues central to this litigation.

Accordingly, even if intervention as of right were denied, permissive intervention is warranted.

REQUEST FOR ORAL ARGUMENT

Proposed Intervenors respectfully request oral argument on this Motion, as the issues presented—including the adequacy of representation and the circumstances surrounding the City’s defense—may benefit from further clarification and discussion with the Court.

CONCLUSION

For the foregoing reasons, Proposed Intervenors respectfully request that the Court grant their Motion for Leave to Intervene and permit them to intervene as of right pursuant to Rule 24(a), or, in the alternative, allow permissive intervention pursuant to Rule 24(b).

Dated: April 28, 2026

/s/ Micah-Shalom Kesselman

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APPENDIX A

DECLARATION

I, Clare Marie Sheridan, declare under penalty of perjury that the following facts are true and correct:

1. I am a homeowner residing at 190 High St. (Unit 110), Medford, MA, 02155.
2. I have lived in Medford for over 14 years and pay taxes to and within the municipality.
3. I have submitted comments in regards to the Values-Aligned Local Investing Ordinance to the Medford City Council in-person in August 2025 and April 2026 in support of the Ordinance.
4. I believe it is important that Medford be able to manage its investments under the rules of the Ordinance because as a taxpayer I want to see the City of Medford invest in corporations and entities that reflect my values and morality. Corporations that contribute to pollution, human rights violations and crimes against humanity are not moral entities. There are hundreds of alternative strategies to choose from in the city's portfolio. If I can modify my personal financial portfolio, the City can do the same.

Signed: Clare Marie Sheridan Dated: April 26, 2026

CERTIFICATION PURSUANT TO LOCAL RULE 7.1(A)(2)

The undersigned counsel for Proposed Intervenors hereby certifies that they have conferred in good faith with counsel for the Plaintiffs and Defendants by email on April 27, 2026, to narrow or resolve the issues raised in this motion, specifically relating to the request to intervene in this matter. Plaintiffs have indicated that they oppose this Motion. Defendants have not stated a position on this Motion.

/s/ Micah-Shalom Kesselman

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CERTIFICATION OF SERVICE

I hereby certify that, on April 28, 2026, a copy of the foregoing document was filed electronically. Notice of this filing will be sent by email to all parties by operation of this Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF system.

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