

**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

**CLARE SHERIDAN, MIRANDA BRISENO, CHADI SALAMOUN, BENJAMIN
STEIN, SARAH CARLISLE, PHOEBE ECKART-LEE, CASSANDRA FOX,
MICHAEL PRENTKY, JANET SASS COLLINS, DWIGHT SCHAFER COLLINS,
NOAH BREWER-WALLIN, AND EMILY NOLA SUNDQUIST'S**

PROPOSED ANSWER TO PLAINTIFFS' COMPLAINT

Proposed Intervenor Clare Sheridan, Miranda Briseno, Chadi Salamoun, Benjamin Stein, Sarah Carlisle, Phoebe Eckart-Lee, Cassandra Fox, Michael Prentky, Janet Sass Collins, Dwight Schaffer Collins, Noah Brewer-Wallin, and Emily Nola Sundquist answer Plaintiffs' Complaint (ECF No. 1) as follows:

INTRODUCTION¹

1. Paragraph 1 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admit that the ordinance cited contains the quoted text. Proposed Intervenor otherwise deny the allegations.

2. Paragraph 2 contains legal contentions, characterizations, conclusions, and opinions to

¹ These headings are included because they appear in the Plaintiffs' Complaint and are duplicated to aid and assist in ease of comparison between the Plaintiffs' Complaint and the Proposed Intervenor's answer. They are not factual assertions in and of themselves and accordingly do not require a response. Their reproduction in this answer should not be understood otherwise, nor should they be understood to make any admission on behalf of the Proposed Intervenor.

which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

3. Paragraph 3 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

JURISDICTION AND VENUE

1.² Paragraph 1 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admit that this action has been brought under federal law. Proposed Intervenor otherwise deny the allegations.

2. Paragraph 2 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admit that this Court has supplemental jurisdiction over state claims such that they form part of the same constitutional case or controversy under Article III. Proposed Intervenor otherwise deny the allegations.

3. Paragraph 3 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admit that the named Defendants are municipal entities located within this country and the challenged ordinance was enacted and will be implemented in the aforesaid municipality. Proposed Intervenor otherwise deny the allegations.

PARTIES

4. Paragraph 4 contains legal contentions, characterizations, conclusions, and opinions to

² The paragraph numbering is presented as ordered because they appear as such in the Plaintiffs' Complaint and are duplicated to aid and assist in ease of comparison between the Plaintiffs' Complaint and the Proposed Intervenor's answer. They are not factual assertions in and of themselves and accordingly do not require a response. Their reproduction in this answer should not be understood otherwise, nor should they be understood to make any admission on behalf of the Proposed Intervenor.

which no response is required. To the extent a response is required, Proposed Intervenor admits this lawsuit is brought by Zachary R. Chertok as a Plaintiff. Proposed Intervenor otherwise denies the allegations.

5. Paragraph 5 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits this lawsuit is brought by Eliot Jokelson as a Plaintiff. Proposed Intervenor otherwise denies the allegations.

6. Paragraph 6 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits the City of Medford is a Defendant in this action and is a municipal corporation organized under the laws of the Commonwealth.

7. Paragraph 7 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits the Medford City Council is a Defendant in this action and is the legislative body that enacted the challenged ordinance.

8. Paragraph 8 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits Mayor Breanna Lungo-Koehn is a Defendant in this action and she is being sued in her official capacity only.

9. Paragraph 9 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits Plaintiffs bring this action under a claimed basis as municipal taxpayers. Proposed Intervenor otherwise denies the allegations.

10. Paragraph 10 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits

that Massachusetts statute provides a legislated right of action, in cases as proscribed by Massachusetts General Law, Chapter 40, Section 53, to sue a municipality. Proposed Intervenor otherwise deny the allegations.

11. Paragraph 11 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

FACTUAL BACKGROUND

12. Proposed Intervenor admit that, on or about August 5, 2025, the City enacted an ordinance entitled the “Values-Aligned Local Investments Ordinance.” Proposed Intervenor deny any characterization of the Ordinance as unlawful or improper.

13. Proposed Intervenor admit that the Ordinance directs municipal officials with respect to certain investment practices. Proposed Intervenor deny that the Ordinance is unlawful or exceeds municipal authority.

14. Proposed Intervenor admit that the Ordinance was passed by the City Council and that the Mayor issued a veto which was subsequently overridden. Proposed Intervenor deny any characterization of the Ordinance as legally or financially improper.

15. Proposed Intervenor admit that the Ordinance applies to certain categories of municipal funds. Proposed Intervenor deny the remaining allegations.

16. Proposed Intervenor admit that the Ordinance contains language similar to the quoted text. The Ordinance speaks for itself. Proposed Intervenor deny any remaining allegations.

17. Proposed Intervenor deny that the Ordinance’s criteria are impermissibly vague or subjective.

18. Proposed Intervenor deny that the Ordinance requires unlawful investment practices or disregards the City’s financial obligations.

FEDERAL PREEMPTION

19. Paragraph 19 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

20. Paragraph 20 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admit that Article VI, Clause 2 of the United States Constitution contains language similar to that quoted. The Constitution speaks for itself. Proposed Intervenor otherwise deny the allegations.

21. Paragraph 21 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

22. Paragraph 22 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admit that Congress has enacted federal laws relating to sanctions. Proposed Intervenor deny the remaining allegations.

23. Paragraph 23 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

24. Paragraph 24 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

25. Paragraph 25 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

26. Paragraph 26 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admit

that *Crosby v. National Foreign Trade Council*, 530 U.S. 363 (2000), is a decision of the United States Supreme Court. The decision speaks for itself. Proposed Intervenor otherwise deny the allegations.

27. Paragraph 27 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

28. Paragraph 28 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

29. Paragraph 29 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

30. Paragraph 30 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

31. Paragraph 31 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

STATE PREEMPTION AND BREACH OF FIDUCIARY DUTY

32. Paragraph 32 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admit that municipalities derive their powers from state law. Proposed Intervenor otherwise deny the allegations.

33. Paragraph 33 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny

the allegations.

34. Paragraph 34 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits that Massachusetts statutes govern certain aspects of municipal finance and investment. Proposed Intervenor otherwise denies the allegations.

35. Paragraph 35 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits that Massachusetts law addresses the custody and management of municipal funds. Proposed Intervenor otherwise denies the allegations.

36. Paragraph 36 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits that Massachusetts law assigns responsibilities to municipal officials with respect to public funds. Proposed Intervenor otherwise denies the allegations.

37. Paragraph 37 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

38. Paragraph 38 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

39. Paragraph 39 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

40. Paragraph 40 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

41. Paragraph 41 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits that certain public officials may be subject to fiduciary obligations under state law. Proposed Intervenor otherwise denies the allegations.

42. Paragraph 42 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits that fiduciary standards generally require care and prudence. Proposed Intervenor otherwise denies the allegations.

43. Paragraph 43 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits that diversification may be a consideration in investment practices. Proposed Intervenor otherwise denies the allegations.

44. Paragraph 44 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

45. Paragraph 45 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

46. Paragraph 46 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

47. Paragraph 47 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

48. Paragraph 48 contains legal contentions, characterizations, conclusions, and opinions

to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

49. Paragraph 49 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

50. Paragraph 50 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

CLAIMS FOR RELIEF

COUNT I

Ultra Vires Municipal Action (G.L. c. 43B, Mass. Const. art. LXXXIX)

51. Paragraph 51 incorporates by reference the preceding paragraphs of the Complaint. To the extent a response is required, Proposed Intervenor repeat and incorporate their responses to the preceding paragraphs as if fully set forth herein.

52. Paragraph 52 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

53. Paragraph 53 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

54. Paragraph 54 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

COUNT II

Violation of Massachusetts Investment Statutes (G.L. c. 44B, §§ 54, 55B)

55. Paragraph 55 incorporates by reference the preceding paragraphs of the Complaint. To the extent a response is required, Proposed Intervenor repeat and incorporate their responses to the preceding paragraphs as if fully set forth herein.

56. Paragraph 56 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admit that Massachusetts law includes provisions governing municipal investment practices. Proposed Intervenor otherwise deny the allegations.

57. Paragraph 57 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

58. Paragraph 58 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

COUNT III

**Breach of Fiduciary Duty / Unlawful Interference with Fiduciary Duties (G.L. c. 32;
c. 32B § 20)**

59. Paragraph 59 incorporates by reference the preceding paragraphs of the Complaint. To the extent a response is required, Proposed Intervenor repeat and incorporate their responses to the preceding paragraphs as if fully set forth herein.

60. Paragraph 60 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admit that certain public officials may be subject to fiduciary obligations under Massachusetts law. Proposed Intervenor otherwise deny the allegations.

61. Paragraph 61 contains legal contentions, characterizations, conclusions, and opinions

to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

62. Paragraph 62 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

COUNT IV

Federal Preemption – Supremacy Clause (U.S. Const. art. VI)

63. Paragraph 63 incorporates by reference the preceding paragraphs of the Complaint. To the extent a response is required, Proposed Intervenor repeat and incorporate their responses to the preceding paragraphs as if fully set forth herein.

64. Paragraph 64 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

65. Paragraph 65 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admit that *Crosby v. National Foreign Trade Council*, 530 U.S. 363 (2000), is a decision of the United States Supreme Court. The decision speaks for itself. Proposed Intervenor otherwise deny the allegations.

66. Paragraph 66 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

COUNT V

State-Law Preemption & Ultra Vires Municipal Divestment (G.L. c. 44, § 54)

67. Paragraph 67 incorporates by reference the preceding paragraphs of the Complaint. To the extent a response is required, Proposed Intervenor repeat and incorporate their responses to

the preceding paragraphs as if fully set forth herein.

68. Paragraph 68 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits that Massachusetts law governs certain aspects of municipal custody and management of public funds. Proposed Intervenor otherwise denies the allegations.

69. Paragraph 69 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits that Massachusetts law includes provisions regarding the deposit and safeguarding of municipal funds. Proposed Intervenor otherwise denies the allegations.

70. Paragraph 70 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor admits that Massachusetts law assigns responsibilities to municipal officials with respect to public funds. Proposed Intervenor otherwise denies the allegations.

71. Paragraph 71 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

72. Paragraph 72 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

73. Paragraph 73 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

74. Paragraph 74 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor denies the allegations.

75. Paragraph 75 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

76. Paragraph 76 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

77. Paragraph 77 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

COUNT VI

Void for Vagueness and Arbitrary Enforcement (Mass. Const.; U.S. Const. amend. XIV)

78. Paragraph 78 incorporates by reference the preceding paragraphs of the Complaint. To the extent a response is required, Proposed Intervenor repeat and incorporate their responses to the preceding paragraphs as if fully set forth herein.

79. Paragraph 79 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

80. Paragraph 80 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

81. Paragraph 81 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

COUNT VII

Federal Declaratory Judgment Act (28 U.S.C. § 2201)

82. Paragraph 82 incorporates by reference the preceding paragraphs of the Complaint. To the extent a response is required, Proposed Intervenor repeat and incorporate their responses to the preceding paragraphs as if fully set forth herein.

83. Paragraph 83 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

84. Paragraph 84 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

COUNT VIII

Massachusetts Declaratory Judgment Act (G.L. c. 231A)

85. Paragraph 85 incorporates by reference the preceding paragraphs of the Complaint. To the extent a response is required, Proposed Intervenor repeat and incorporate their responses to the preceding paragraphs as if fully set forth herein.

86. Paragraph 86 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

87. Paragraph 87 contains legal contentions, characterizations, conclusions, and opinions to which no response is required. To the extent a response is required, Proposed Intervenor deny the allegations.

Immediately following Paragraph 87, the Complaint contains a request for relief, including sub-paragraphs (A)–(D), demanding equitable and declaratory relief. Proposed Intervenor deny that Plaintiffs are entitled to any relief in this action.

GENERAL DENIAL

Proposed Intervenor deny every allegation in Plaintiffs' Complaint that is not expressly admitted herein.

AFFIRMATIVE DEFENSES

1. Plaintiffs have failed to state a claim upon which relief can be granted.
2. Plaintiffs' claims are barred in whole or in part by equity, including on the basis of laches and unclean hands.
3. Plaintiffs have failed to establish entitlement to injunctive relief.
4. The relief sought by Plaintiffs is inconsistent with the U.S. Constitution and federal law.
5. Plaintiffs lack authority to bring one or more causes of action asserted in the Complaint.
6. Plaintiffs lack standing to assert one or more of their claims.
7. Plaintiffs' claims are barred because the challenged Ordinance is not preempted by federal or state law.
8. The challenged Ordinance constitutes a lawful exercise of municipal authority.
9. The challenged Ordinance does not violate or interfere with any fiduciary duties under applicable law.
10. Plaintiffs have failed to state a claim for violation of the United States Constitution or the Massachusetts Constitution.
11. Plaintiffs are not entitled to declaratory or injunctive relief.

PROPOSED INTERVENORS' PRAYER FOR RELIEF

WHEREFORE, having fully answered Plaintiff's Complaint, Proposed Intervenor pray for judgment as follows:

- A. That the Court dismiss the Complaint in its entirety with prejudice;
- B. That judgment be entered in favor of Proposed Intervenor and against Plaintiffs on Plaintiffs' Complaint and that Plaintiffs take nothing thereby;

C. That Proposed Intervenors be awarded reasonable attorneys' fees and costs under any applicable statute or equitable doctrine; and

D. For such other and further relief as the Court deems appropriate.

Respectfully submitted,

Dated: April 28, 2026

/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.

Dated: April 28, 2026

/s/ Micah-Shalom Kesselman

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