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Superior Court - Hampshire
Docket Number 2680CV00038

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HAMPSHIRE, SS.

SUPERIOR COURT DEPARTMENT
CIVIL ACTION NO. 2680CV00038

KEVIN HALE,
CATHERINE ROBINSON,
ANTIIONY FISHEL,
SIANNA LIEB,
ALAN BERKENWALD,
MIRYAM KABAKOV,
TAMAR SHADUR,
HERMINE ANTLMAN,
LYNN YANIS, and
AVIVA CHILL,
residents and taxpayers of the
City of Northampton,
Plaintiffs,

v.

CITY OF NORTHAMPTON,
NORTHAMPTON CITY COUNCIL,
and GINA-LOUISE SCIARRA,
in their official capacities,
Defendants.

DEFENDANTS' OPPOSITION TO PLAINTIFFS' MOTION TO VACATE, ALTER, OR AMEND JUDGMENT, AND LEAVE TO AMEND COMPLAINT

Now come Defendants, the City of Northampton, Northampton City Council, and Mayor Gina-Louise Sciarra, and submit this opposition to Plaintiffs' Motion to Vacate, Alter, or Amend Judgment, and for Leave to Amend Complaint. As set forth below, the Court correctly dismissed this action because Plaintiffs failed to establish standing under G.L. c. 40, § 53, and the Proposed First Amended Complaint does not cure that jurisdictional defect. Rather, Plaintiffs continue to attempt to conjure up a claim by relying on the theory that staff time, administrative activity, and anticipated transaction costs associated with review of a possible implementation of the Resolution

constitute an expenditure of municipal funds or the incurring of a municipal obligation under § 53. To the extent that any such actions were as a result of the Resolution, which they were not, they do not. Moreover, even if Plaintiffs could establish standing, the proposed amendment would be futile because the substantive claims fail to state a claim upon which relief may be granted.

I. INTRODUCTION

This action, brought by ten purported taxpayers and residents of the City of Northampton, challenges a non-binding Resolution adopted by the Northampton City Council, R-25.314, titled "Calling for the City of Northampton to Divest from Entities Complicit in Human Rights Violations in Israel and Palestine" (the "Resolution"). Plaintiffs' original Complaint alleged that the Resolution would result in the unlawful expenditure or management of municipal funds. Complaint ¶¶ 22–40. The Court dismissed the action on September 8, 2026, because Plaintiffs failed to allege the requisite expenditure of money or incurring of an obligation to establish standing under G.L. c. 40, § 53.

Plaintiffs now seek to amend their Complaint in an effort to cure that jurisdictional defect. The Amended Complaint's principal new allegations concern activities Plaintiffs claim occurred before and after the Resolution's adoption, including that salaried City officials reviewed investments, communicated with the City's investment adviser, participated in meetings, and coordinated regarding potential investment decisions. Proposed First Amended Complaint (FAC) ¶¶ 43–56. Plaintiffs allege that the officials' status as salaried employees makes their time spent on those activities an expenditure of municipal funds. Id. ¶¶ 52–55. They further speculate that additional costs will result from ongoing implementation, including investment-adviser and custodial fees, compliance screening, reporting, and potential Retirement Board expenses. Id. ¶¶ 64–66.

These allegations do not cure Plaintiffs' lack of standing. The Amended Complaint, which is based primarily on speculation rather than actual facts, identifies no appropriation to implement the Resolution, payment made pursuant to it, contract entered into because of it, or presently enforceable financial obligation. Instead, Plaintiffs point to existing and unchanged employee compensation and the use of existing City resources, together with hypothetical future costs. FAC ¶¶ 52–55, 64–66. Those allegations do not identify a discrete municipal expenditure or obligation that would be sufficient to confer standing under § 53.

The Supreme Judicial Court's intervening decision in *Fitzmaurice v. City of Quincy,* 284 N.E.3d 335 (Mass. 2026), does not compel a different result. *Fitzmaurice* involved undisputed, specifically identified expenditures to commission religious statues, as well as additional expenditures to transport and install them. The SJC held that those actual and prospective expenditures satisfied § 53. *Fitzmaurice* did not hold that ordinary administrative activity, staff time, or speculative future costs associated with developing municipal policy constitute an expenditure or obligation sufficient to confer taxpayer standing, which would have been in stark contravention to SJC precedent.

Because the Amended Complaint does not cure the jurisdictional defect, leave to amend should be denied. Further, even if Plaintiffs could establish standing, the proposed amendment would be futile because its substantive claims fail to state a claim upon which relief may be granted. The Court should therefore deny Plaintiffs' motion in its entirety.

II. ARGUMENT

a. Reconsideration Is Not Warranted Because *Fitzmaurice* Does Not Alter the Requirement of an Identifiable Municipal Expenditure or Obligation.

General Laws c. 40, § 53 permits at least ten taxable inhabitants to challenge municipal action when a town or its officers or agents "are about to raise or expend money or incur

obligations" for a purpose or in a manner for which the municipality lacks the legal and constitutional power to act. Although the statute broadly encompasses unlawful expenditures "for any purpose or object or in any manner," it still requires an actual or prospective expenditure of municipal funds or the incurring of a municipal obligation. *See Fuller v. Trustees of Deerfield Academy & Dickinson High School*, 252 Mass. 258, 260 (1925) ("A well grounded expectation of such conduct is not enough to confer jurisdiction under the statute."). That requirement was dispositive of the Court's September 8, 2026 decision. The Court concluded that Plaintiffs had not identified the requisite expenditure or obligation and specifically rejected Plaintiffs' reliance on staff time, transaction costs, and the alleged financial consequences of divestment, including increased risk, reduced diversification, and foregone returns.

Plaintiffs contend that the SJC's recent decision in *Fitzmaurice v. City of Quincy* requires a different result. It does not. It is true that *Fitzmaurice* held that § 53 is not limited to violations of specific "spending statutes," but applies more broadly to unlawful municipal expenditures. 284 N.E.3d at 342. However, the case nevertheless involved precisely what is missing here: identifiable and discrete expenditures of public funds. There, the City of Quincy had already spent at least $761,378.75 to commission the challenged statues and anticipated additional expenditures to transport and install them, bringing the anticipated total to approximately $850,000. *Id.* at 340, 343. Those expenditures were concrete, monetary, and directly attributable to the challenged municipal action.

The Proposed FAC alleges no comparable expenditure. Even if the Plaintiffs could allege a cognizable nexus between the Resolution and the administrative actions of other City officials, they identify no discrete appropriation specifically for implementation of the Resolution, no payment made pursuant to it, no contract entered into because of it, and no presently enforceable

financial obligation. Instead, Plaintiffs rely on allegations that salaried municipal employees attended meetings, reviewed investments, communicated with an investment adviser, and used existing City systems and records. FAC ¶¶ 43–56. Plaintiffs characterize the officials' existing compensation as an expenditure attributable to the Resolution. *Id.* ¶¶ 52–55. They also speculate about future advisory and custodial fees, compliance-screening costs, reporting expenses, and potential Retirement Board expenses. *Id.* ¶¶ 64–66. None of these allegations identify a discrete expenditure or existing obligation of the City. Rather, the Plaintiffs misplace reliance on basic administrative tasks of salaried municipal officials to a support a claim that somehow the City has expended funds or incurred obligations that are inconsistent with law. Stated differently, even if the City, at some indeterminate time in the future, may take an action that results in an illicit expenditure or obligation, the mere administrative study or review of such subject matter by salaried employees could not possibly rise to the level of an activity that would be sufficient to support a claim or establish standing.

This distinction is consistent with the cases relied upon in the Court's September 8 decision. In *Tax Equity Alliance for Mass. v. Commissioner of Revenue*, 423 Mass. 708, 712–13 (1996), the SJC distinguished an expenditure of funds to implement governmental action from an express authorization of expenditures and held that alleged "indirect expenditures" did not establish taxpayer standing. Likewise, in *North v. City Council of Brockton*, 341 Mass. 483, 484 (1960), an allegation that implementing an ordinance would require the City to incur $115,000 in additional annual payroll costs was insufficient to establish standing under § 53.

Nor can Plaintiffs bootstrap the anticipated consequences of their merits theory into standing. Their allegations that divestment might result in reduced diversification, increased risk, or foregone returns are not expenditures by the City; they are predictions concerning the

consequences of the City's decisions. *See North v. City Council of Brockton*, 341 Mass. at 484; *Quigley v. City of Newton,* No. 16-P-425, 2016 WL 7381735, at *2 (Mass. App. Ct. Dec. 19, 2016) (Rule 1:28 decision) (allegation that town would incur infrastructure-improvement costs was insufficient to confer standing in a challenge to the town's selection of a developer for a mixed-use redevelopment). The Court correctly distinguished those consequences from the expenditure requirement of § 53.

Thus, while the proposed Amended Complaint adds allegations concerning administrative activity and anticipated costs, it still does not identify the expenditure or obligation required by § 53. *Fitzmaurice* does not alter that requirement, and the Amended Complaint does not cure Plaintiffs' lack of standing.

b. Even if They Could Establish Standing, Plaintiffs' Amended Complaint Fails to State a Claim.

Although leave to amend under Mass. R. Civ. P. 15 (a) should be "freely given when justice so requires," such leave may be denied where amending the complaint would be futile. *Tocci v. Tocci*, 490 Mass. 1, 24, 189 N.E.3d 241 (2022). "An amended complaint is futile if the amended claims would not survive a motion to dismiss for failure to state a claim." *Chang v. Winklevoss*, 95 Mass. App. Ct. 202, 212 (2019).

To survive a motion to dismiss for failure to state a claim, a complaint must set forth the basis of the plaintiff's entitlement to relief with "more than labels and conclusions." *Iannacchino v. Ford Motor Co.*, 451 Mass. at 636, quoting *Bell Atl. Corp. v. Twombly*, 550 U.S. 544, 555 (2007). While factual allegations need not be detailed, there "must be enough to raise a right to relief above the speculative level … [based] on the assumption that all the allegations in the complaint are true (even if doubtful in fact)…" *Id.*, quoting *Bell Atl. Corp.*, 550 U.S. at 555-56. At the pleading stage, Mass. R. Civ. P. 12(b)(6) requires that the complaint set forth "factual

'allegations plausibly suggesting (not merely consistent with)' an entitlement to relief…" *Iannacchino*, supra, quoting *Bell Atl. Corp.*, 550 U.S. at 557.

Here, even if Plaintiffs could establish standing, their proposed Amended Complaint would be futile because the amendments do not cure the deficiencies in their claims. As set forth below, Plaintiffs identify no conflict between the Resolution and Massachusetts law, allege no actual breach of fiduciary duty, identify no federal law or policy that preempts the Resolution, and otherwise continue to challenge a non-enforceable policy statement that is not subject to a void-for-vagueness claim. Because none of the proposed claims would survive a motion to dismiss, leave to amend should be denied as futile.

i. Counts II and III Fail to Establish That the Resolution Exceeds Municipal Authority or Conflicts with State Law.

In their Amended Complaint, Plaintiffs continue to allege that the Resolution violates Massachusetts investment statutes, is preempted by state law, and is therefore ultra vires. FAC ¶¶ 68–88. Those allegations fail to state a claim. Plaintiffs identify no provision of Massachusetts law that expressly prohibits the City from adopting the Resolution or establishing investment-policy parameters for funds within its authority. Nor do they allege facts demonstrating that the Resolution creates the type of "sharp conflict" with state law necessary to overcome the presumption that municipal action is valid.

Under the Home Rule Amendment, municipalities retain broad authority to legislate on matters of local concern unless their action is inconsistent with the Constitution or general laws enacted by the Legislature. *Doe v. City of Lynn*, 472 Mass. 521, 528–29 (2015); *Connors v. City of Boston*, 430 Mass. 31, 35–37 (1999) ("Massachusetts has the 'strongest type of home rule,' … and municipal action is presumed to be valid."). The question is not whether the Legislature expressly authorized the municipality to adopt a particular local act, but "whether the Legislature intended

to deny [a municipality] the right to legislate on the subject [in question]." *Easthampton Sav. Bank v. City of Springfield*, 470 Mass. 284, 288–89 (2014) (quoting *Wendell v. Attorney Gen.*, 394 Mass. 518, 524 (1985)). Municipal enactments are presumed valid, and "[t]he burden is on the challenger to establish that the local enactment is 'inconsistent' with the Constitution or State law." *Doe v. City of Lynn*, 472 Mass. at 527.

A local enactment is invalid on preemption grounds where it creates a "sharp" conflict with state law, such that compliance with both is impossible or the local enactment frustrates the purposes of the state statute. *Easthampton Sav. Bank v. City of Springfield*, 470 Mass. at 289; *Grace v. Town of Brookline*, 379 Mass. 43, 54 (1979). A sharp conflict only exists where the Legislature's intent to preclude local action is clear. *Six Bros., Inc. v. Brookline*, 493 Mass. 616, 623 (2024). "[P]reemptive intent may be stated expressly by the Legislature, or it may be implied where 'the purpose of the statute cannot be achieved in the face of the local [rule].'" *Id.* (quoting *Tri-Nel Mgt., Inc. v. Board of Health of Barnstable*, 433 Mass. 217, 223 (2001)). "The existence of legislation on a subject, however, is not necessarily a bar to the enactment of local ordinances and by-laws exercising powers or functions with respect to the same subject." *Bloom v. Worcester*, 363 Mass. 136, 156 (1973). Where there is no express legislative intent to preempt, local action is not inconsistent with state law so long as the State's legislative purpose can be achieved despite the local action. *Roma, III, Ltd. v. Board of Appeals of Rockport*, 478 Mass. 580, 589 (2018).

Here, Plaintiffs cite G.L. c. 44, §§ 53, 55, and 55B, and G.L. c. 41, § 35 in support of their contention that the City's non-binding Resolution is preempted by State law and therefore ultra vires. FAC ¶¶ 69-80. However, none of those statutes prohibit a municipality from adopting investment guidelines or considering additional criteria when selecting among otherwise lawful investments. Rather, the statutes establish mechanical requirements concerning the custody,

deposit, and prudent investment of municipal and retirement funds. Plainly, these statutes do not expressly occupy the entire field of municipal investment policy or prohibit the implementation of additional local investment policies. Plaintiffs therefore cannot establish field preemption merely by pointing to the existence of a state statutory framework that broadly touches on the same subject.

Count III fails for the same reasons. Plaintiffs allege no facts showing that acting in concert with the Resolution necessarily requires the City to violate any of those statutes. The fact that the policies suggested in the Resolution may, if adhered to, narrow the universe of permissible investments or affect potential returns does not establish an irreconcilable conflict with statutory requirements concerning prudent investment, safety, liquidity, or yield.

Plaintiffs' reliance on G.L. c. 32, § 23 likewise fails. Although § 23 imposes specific requirements on local retirement systems, Plaintiffs do not identify any provision of the Resolution that conflicts with those requirements. And while § 23 does prohibit certain investments (tobacco, e.g.), it does not prohibit any of the type of investment decisions that are the subject of the Plaintiffs' allegations. More fundamentally, Plaintiffs allege no facts establishing that the retirement board has implemented the Resolution, applied it to retirement-system investments, or made any investment decision pursuant to it. Further, as stated in Defendants' initial motion to dismiss, "a retirement board established under G.L. c. 32 is independent of the city or town whose employees it serves." *Everett Retirement Bd. v. Assessors of Everett*, 19 Mass. App. Ct. 305, 308 (1985). Thus, Plaintiffs have not alleged an actual violation of § 23, nor do they have any reasonable expectation of doing so.

Accordingly, Plaintiffs have alleged, at most, that they disagree with the City's potential investment policy and speculate about its potential effects. They have not pleaded facts to support

a statutory prohibition, a sharp conflict with state law, or an actual violation of Massachusetts investment statutes. Counts II and III, as amended, therefore fail to state a claim.

ii. Count V Fails to State a Claim for Federal Preemption

Count V fares no better. In that Count, Plaintiffs allege that the Resolution is federally preempted because it purportedly targets conduct with "substantial foreign policy implications," operates as a form of economic sanction or divestment based on foreign-policy objectives, and intrudes upon the federal government's exclusive authority over foreign affairs. FAC ¶¶ 107–121. Plaintiffs further allege that the federal government has established a comprehensive sanctions regime and that the absence of federal sanctions against particular foreign entities reflects a federal policy choice that the City may not countermand. Id. ¶¶ 112–18. These allegations, even taken as true, do not state a claim for federal preemption.

To demonstrate Federal preemption, Plaintiffs have the burden of showing that Congress intended to displace state or local law, either expressly or through field or conflict preemption. *Capron v. Office of the Attorney General of Massachusetts*, 944 F.3d 9, 21 (1st Cir. 2019). Federal preemption may be express, as evidenced through congressional statement or enactment. *Patel v. 7-Eleven, Inc.*, 489 Mass. 356, 366 n.15, (2022). Where Congress has not expressly preempted state or local law, "[p]reemption may be implied either through an actual conflict or through 'field preemption,' such as when a State law 'regulates conduct in a field that Congress intended the Federal Government to occupy exclusively.'" *Id.* (quoting *English v. General Electric Co.*, 496 U.S. 72, 78–79 (1990)).

Here, Plaintiffs do not identify any federal statute, regulation, treaty, or other federal law that explicitly prohibits the City from adopting the Resolution or requires the City to invest in or refrain from investing in any particular entity, let alone the entities that are the subject of the

Resolution. Nor do they identify any federal law with which compliance with the Resolution is impossible. Their claim instead rests principally on the assertion that the Resolution intrudes upon an area of exclusive federal authority because it may have foreign-policy implications. That theory is insufficient. The Resolution does not regulate foreign relations, impose sanctions on a foreign state or entity, restrict foreign commerce, or purport to establish foreign policy. It governs the City's own independent investment decisions concerning municipal funds. The fact that the Resolution references concerns over foreign matters, or that its preferred investment criteria may relate to matters of international concern, does not transform a local investment policy into a regulation of foreign affairs.

Plaintiffs' reliance on *Crosby v. National Foreign Trade Council*, 530 U.S. 363 (2000), is misplaced. *Crosby* involved a Massachusetts statute that imposed economic sanctions on Burma and directly conflicted with a comprehensive federal sanctions regime governing the same subject. *Id.* at 372–73. The Supreme Court held that the state law was preempted because it imposed restrictions that stood as an obstacle to the federal government's carefully calibrated approach to Burma. *Id.* at 372–74. Here, Plaintiffs identify no comparable federal law governing the City's investment decisions or establishing a federal prohibition against either municipal investment strategy generally or the investment criteria suggested in the Resolution more specifically.

Further, the existence of federal sanctions authority, standing alone, does not establish preemption. In an ongoing effort to prove a negative, Plaintiffs allege that the federal government has chosen not to impose sanctions against certain entities and characterize that absence of sanctions as a deliberate federal policy choice to preclude any local action that might indirectly impact such entities. FAC ¶ 114. The mere existence of a federal sanctions regime does not persuasively establish that Congress has occupied every investment decision that may relate to

foreign affairs, much less that federal law precludes a municipality from establishing criteria for the investment of its own funds.

Plaintiffs' allegation that the Resolution could result in different investment policies among jurisdictions likewise does not establish preemption. FAC ¶ 117. The possibility of differing local investment policies does not demonstrate a conflict with federal law or establish that Congress intended to displace local authority over municipal investments. Nor can Plaintiffs establish preemption merely by characterizing the Resolution as an effort to influence foreign conduct through economic pressure. FAC ¶ 116. The relevant question is whether the Resolution or any action in concert therewith, actually conflicts with, or is preempted by, federal law, not whether Plaintiffs characterize its purpose or effect in foreign-policy terms.

Plaintiffs have not identified a federal law with which the Resolution or any action with respect thereto conflicts, a federally occupied field governing the City's investment decisions, or a federal policy that the Resolution impermissibly frustrates. Count V therefore fails to state a claim for federal preemption, and because the proposed amendment does not cure that deficiency, amendment would be futile.

iii. Count IV Fails to State a Claim for Breach of Fiduciary Duty

Count IV fails because Plaintiffs do not allege an actual breach of any fiduciary duty. Instead, they ask the Court to infer that implementation of the Resolution will necessarily result in imprudent investment decisions and expose municipal officials to liability. Those allegations are speculative and do not identify any particular fiduciary act that violated Massachusetts law.

Plaintiffs rely on G.L. c. 41, § 35 and G.L. c. 44, §§ 55 and 55B[1], but those provisions do not establish that the adoption of an investment policy containing additional criteria necessarily constitutes a breach of fiduciary duty. The statutes impose standards governing the custody and prudent investment of municipal funds. Plaintiffs identify no provision that categorically prohibits the City from adopting investment guidelines, provided that officials continue to comply with those statutory obligations. Nor do the Plaintiffs advance any facts to support a conclusion that acting in concert with the Resolution would be categorically imprudent. Indeed, given the enormous breadth of investment choices that the City would have available to it, it would be impossible for the Plaintiffs to make such a showing.

Relatedly, the Plaintiffs cannot demonstrate that acting in accordance with the Resolution would compel a fiduciary breach. The Resolution does not require municipal officials to make an investment that fails to satisfy applicable prudence requirements. Rather, Plaintiffs' theory depends on the assumption that any investment decision made pursuant to the Resolution necessarily will be inconsistent with safety, liquidity, yield, or diversification. Plaintiffs plead no facts establishing that proposition. Nor could they. Stated differently, the Plaintiffs would have this Court believe that a failure to keep the investments identified in the Resolution in the list of possible investments that the City may make is a breach of fiduciary duty. Such an argument is absurd.

The Woodward School for Girls, Inc. v. City of Quincy, 469 Mass. 151 (2014), cited by Plaintiffs in their opposition to Defendants' motion to dismiss, does not cure that deficiency. *Woodward* involved an actual challenge to the City's management of trust assets and evidence concerning the City's concrete investment practices, including its failure to preserve the trust

[1] Plaintiffs also cite G.L. c. 32, § 23, applicable to the Retirement Board. As discussed above, the Amended Complaint contains no facts suggesting that the Retirement Board has taken any steps to implement, follow, or give effect to the Resolution.

principal against inflation and its management of the portfolio. *Id.* at 161–67. The decision does not establish that a fiduciary-duty claim may be based on speculation that a future investment policy that excluded a very thin slice of potential investments might eventually produce imprudent results. Moreover, Plaintiffs identify no investment that was improperly made or divested, no actual loss, no failure to diversify, and no other completed conduct constituting a breach.

Plaintiffs' duty-of-loyalty theory is equally deficient. Plaintiffs allege that the Resolution reflects political or moral considerations, but they do not allege that any municipal fiduciary has actually placed an impermissible interest ahead of the interests of a fund or its beneficiaries. The mere existence of policy considerations in an investment framework does not, without allegations concerning a particular fiduciary decision, establish a breach of loyalty. The alleged risk of future surcharge, audit findings, civil liability, reduced diversification, or foregone returns is likewise insufficient. None of those consequences is alleged to have occurred, and Plaintiffs identify no facts demonstrating that any consequence is inevitable.

In sum, Plaintiffs have not alleged a fiduciary breach; they have alleged only that the Resolution could potentially be implemented in a manner that violates fiduciary duties. That is insufficient to state a claim.

iv. Count VI Fails to State a Claim Because a Non-Binding Resolution Is Not Subject to the Void-for-Vagueness Doctrine.

Count VI likewise fails because Plaintiffs seek to apply the void-for-vagueness doctrine to a Resolution that does not impose any legally enforceable requirements. As discussed at length in Defendants' motion to dismiss, the Resolution is a non-binding statement of preferred municipal investment policy; it is not an ordinance, regulation, or other enactment that prohibits conduct, imposes penalties, or authorizes enforcement. Plaintiffs therefore cannot plausibly allege that the

Resolution fails to provide constitutionally adequate notice of prohibited conduct or permits arbitrary enforcement.

The void-for-vagueness doctrine is grounded in due process principles requiring laws to be sufficiently definite to provide fair notice of prohibited conduct and to prevent arbitrary or discriminatory enforcement. *See Commonwealth v. Williams*, 395 Mass. 302, 303–04 (1985). Those concerns have no application here. The Resolution does not regulate conduct or establish an enforcement mechanism. It simply sets forth recommended policy parameters concerning the City's investments and does not subject Plaintiffs, or anyone else, to penalties or other legal consequences for failing to comply with its terms.

Plaintiffs' arbitrary-enforcement theory fails for the same reason. Because the Resolution does not authorize enforcement against any person, there is no enforcement discretion for the Court to evaluate. Plaintiffs' claim therefore depends on treating the Resolution as an enforceable law when, by its terms, it is not.

Accordingly, Plaintiffs have not alleged facts establishing a plausible vagueness or arbitrary-enforcement claim, and amendment as to Count VI would be futile.

III. CONCLUSION

For these reasons, Defendants request that Plaintiffs' motion be denied in its entirety.

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Respectfully submitted,

Defendants,
City of Northampton,
Northampton City Council,
and Gina-Louise Sciarra,

By Their Attorneys,

/s/ Jason R. Talerman
Jason R. Talerman (BBO#567927)
Aileen C. Bartlett (BBO#688041)
MEAD, TALERMAN & COSTA, LLC
227 Union Street, Suite 606
New Bedford, MA 02740
(978) 463-7700
978-463-7747 (fax)
jay@mtclawyers.com
aileen@mtclawyers.com

/s/ Alan Seewald
Alan Seewald, BBO # 546790
Northampton City Solicitor
P.O. Box 126
Northampton, MA 01061
(413) 584-4455
aseewald@northamptonma.gov

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CERTIFICATE OF SERVICE

Pursuant to Superior Court Rule 9A, I hereby certify that on September 30, 2026, I have forwarded a copy of *Defendants' Opposition to Plaintiffs' Motion to Vacate, Alter, or Amend Judgment, And Leave to Amend Complaint*, to counsel of record, via email, to:

Douglas S. Brooks
LIBBY HOOPES BROOKS &
MULVEY, P.C.
260 Franklin Street
Boston, MA 0211 0
(617) 338-9300
dbrooks@lhbmlegal.com

/s/ Aileen C. Bartlett