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A Registered Limited Liability Partnership

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October 17, 2014

The Burns Agency
Attn: Wendy Lawlor
(Via Email - wplawlor@burnsagency.com)

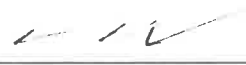
Re: **THE CHILDREN'S MUSEUM OF HISTORY, NATURAL HISTORY, SCIENCE & TECHNOLOGY OF UTICA, NEW YORK**
vs. Christopher J. Gordon
Index No. CA2014-000900
RJI No. 32-14-0399
Our File No. 7563-1

Dear Ms. Lawlor:

Please be advised that I am the attorney representing The Children's Museum of History, Natural History, Science & Technology of Utica, New York ("The Children's Museum") in a lawsuit which is currently pending against Chris Gordon. The lawsuit was filed by The Children's Museum because of the claim by Mr. Gordon that he was the Chair of the Board of Directors of The Children's Museum, the lawsuit seeks to enjoin him from presenting himself as the Chair of the Board. The Judge assigned to the case was Judge Hester and he granted a Temporary Order restraining Mr. Gordon from claiming or representing himself as the Chair of the Board. Based upon all of the facts that I am aware of, The Children's Museum is likely to be successful in proving that Mr. Gordon is not, and was never, the Chair of the Board, and that the current Chair of the Board is Celia Domser. I am not aware of any other lawsuits being contemplated by The Children's Museum against Mr. Gordon and I am unaware of any potential claims that Mr. Gordon would have against The Children's Museum or the current Board of Directors. I am also aware of certain allegations made by Mr. Gordon regarding financial improprieties of the Board and I have spoken to the District Attorney's office and do not believe that those claims have merit. The New York State Attorney General's office was served with a copy of our lawsuit and has appeared in that proceeding and has not taken any action and I do not think it is likely that they will take any action with regard to the pending lawsuit. I am attaching with this Email two Temporary Orders of the Court for your

reference. If you need any further information, please advise.

Sincerely,



Richard A. Cohen

RAC/np

cc: The Children's Museum of History, Natural History, Science &
Technology of Utica, New York (Via Email)

STATE OF NEW YORK
SUPREME COURT COUNTY OF ONEIDA

THE CHILDREN'S MUSEUM OF HISTORY,
NATURAL HISTORY, SCIENCE &
TECHNOLOGY OF UTICA, NEW YORK

Petitioner,

v.

CHRISTOPHER J. GORDON,

Respondent.

ORDER TO SHOW CAUSE

Index No. CA 2014 - 030900

RJI No. 32-14-0399

Judge

JUDGE HESTER

2014 APR 28 PM 12:56

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ONEIDA COUNTY
CLERK

Upon the annexed petition of The Children's Museum of History, Natural History, Science and Technology of Utica, New York ("Petitioner"), and the Exhibits annexed thereto,

on May 8, 2014

LET Christopher J. Gordon, Respondent above-named, **SHOW CAUSE** before Hon. **JUDGE HESTER** one of the Justices of this Court, at an IAS Special Term, thereof, to be held in and for the County of Oneida at the Oneida County Courthouse in the City of Utica, at 11:30 o'clock in the fore noon, or as soon thereafter as counsel can be heard, why an Order and Judgment should not be granted:

302 N. James St

- (i) Declaring and adjudging that he is not, nor has he ever been, the Chair of the Board of Directors of Petitioner and restraining and enjoining him from presenting himself as such;
- (ii) Declaring and adjudging that Celia Domser is the acting Chair of the Board of Directors of Petitioner;
- (iii) Declaring and Adjudging to be null and void any purported meeting of the Board of Directors of Petitioner chaired by Respondent, as well as any purported meeting of the Board of Directors of Petitioner held after March 17, 2014 not chaired by Celia Domser;
- (iv) Declaring and Adjudging that Respondent has been lawfully and properly removed from the Board of Directors of Petitioner;
- (v) Declaring and Adjudging that any directives submitted to the Bank of Utica or NBT Bank referencing Respondent as Chair of the Board of Directors of Petitioner, are null and void and shall be disregarded; and

- (vi) Granting Petitioner such other, further and different relief as the Court may deem just and proper, together with the costs and disbursement of this proceeding.

Pending the further order of this Court, Respondent, and any person acting under his authority or direction, shall be, and hereby is, restrained from (i) making any reference to Respondent as Chair of the Board of Directors of The Children's Museum of History, Natural History, Science and Technology of Utica, New York, and (ii) calling any special or emergency meeting of the Board of Directors of The Children's Museum of History, Natural History, Science and Technology of Utica, New York.

Sufficient cause appearing therefore, Let service of a copy of this order, and the papers on which it is based, upon Respondent, personally, on or before the 1st day of May, 2014, be deemed sufficient service thereof.

Dated: Rome, NY
April 24, 2014


Justice of the Supreme Court

STATE OF NEW YORK
SUPREME COURT COUNTY OF ONEIDA

THE CHILDREN'S MUSEUM OF HISTORY,
NATURAL HISTORY, SCIENCE &
TECHNOLOGY OF UTICA, NEW YORK,

Plaintiff,

v.

CHRISTOPHER J. GORDON,

Respondent.

ORDER

Index No. CA2014-000900

RJI No. 32-14-0399

Judge Hester

COPY OF FILING

2014 JUL 21 11:12:58
ONEIDA COUNTY
CLERK OF COURT
FILED

Now, upon reading and filing Plaintiff's Order to Show Cause dated April 24, 2014, and the Petition dated April 21, 2014, and the exhibits annexed thereto, and the matter having been scheduled to be heard on June 16, 2014, and Plaintiff having appeared by its attorneys, Cohen & Cohen, LLP, Daniel S. Cohen, Esq., of counsel, and defendant having appeared pro se, and a copy of the transcript of the proceeding annexed hereto, it is

On motion of Cohen & Cohen LLP, attorneys for Plaintiff,

ORDERED, that the existing Order to Show Cause and the Temporary Restraining Order contained therein, shall be, and hereby are, amended to include a direction that pending this proceeding and further appearances and/or applications in Court, that Marlene Brown and Celia Domser are authorized signers for any bank account of Plaintiff, both signatures to be required with regard to any transaction, and it is further

ORDERED, that defendant shall have twenty (20) days from June 16, 2014, that being the date of service upon defendant of the Amended Complaint, to interpose an Answer to the Amended Complaint, and it is further

ORDERED, that plaintiff shall provide a copy of the Amended Complaint to the New York State Attorney General.

Dated: Rome, New York

July 16, 2014

ENTER



Justice of the Supreme Court

Hon. Samuel D. Hester

1 THE COURT: Please be seated. Good morning,
2 everyone. I think before we start, we need to identify
3 anybody that has appeared that wants to be recognized
4 today. So Mr. Cohen, we'll start with you, please.

5 MR. COHEN: Yes. Daniel Cohen on behalf of the
6 Children's Museum, petitioner.

7 THE COURT: And Mr. Gordon.

8 MR. GORDON: Christopher Gordon.

9 THE COURT: Anybody in the back want to
10 recognize your appearance here today? You don't have to.

11 MR. BROWN. I am Brad Brown, board member of
12 Children's Museum.

13 MS. CARDINALE: Mary Cardinale, recording
14 secretary.

15 DOMSER: Celia Domser, board chair.

16 MR. SHEERIN: William Sheerin, treasurer.

17 THE COURT: Now, housekeeping issue,
18 Mr. Gordon. If I recall, I adjourned this matter at a
19 previous meeting to give you an opportunity to hire an
20 attorney or retain an attorney to represent you. I
21 notice you're in court without one today. I gather
22 you've chosen not to do that.

23 MR. GORDON: Yeah, the sum cost was just a
24 little on the high side.

25 THE COURT: I'm well aware. So you're choosing

1 to proceed without an attorney?

2 MR. GORDON: Yes, Your Honor.

3 THE COURT: You recognize you have a right to
4 have one represent you in this court at all times?

5 MR. GORDON: Yes, sir, Your Honor.

6 THE COURT: Very well. The other issue,
7 Mr. Cohen, is that we required service of notice of this
8 meeting or I guess whatever we call it on all of the
9 potential I guess people on record as board members.

10 MR. COHEN: I am not aware if --

11 THE COURT: Do you know if service was made?

12 MR. COHEN: I do not, Judge. The only thing
13 that I was advised that an amended complaint was supposed
14 to be prepared, and I have an amended complaint that was
15 given out for service with Mr. Schorr. He was not able
16 to locate Mr. Gordon.

17 THE COURT: All right. You may serve it on him
18 in open court.

19 MR. COHEN: Yes.

20 THE COURT: The Court will recognize that
21 Mr. Cohen is serving Mr. Gordon with an amended
22 complaint.

23 MR. COHEN: We did mail it from our office.

24 THE COURT: All right. Very well.

25 Well, we need to verify that all interested

1 parties --

2 MR. COHEN: If I could have a moment, I can
3 check with Richard.

4 THE COURT: Go ahead.

5 MR. COHEN: Because that was a detail that he
6 didn't advise me. So I will just step out, Judge.

7 THE COURT: We are taking a brief recess.

8 (A brief recess was taken.)

9 MR. COHEN: Judge, I am advised that there are
10 letters in my file to all board members. So if I could
11 just have a moment, I'll just pull out the --

12 THE COURT: No, that's fine. We'll take that
13 up afterwards. Just so you understand the Court's
14 position, you need to put everybody on notice that may or
15 may not be interested, anyone that has on record
16 identified themselves as a claimed board member or a
17 board member, whichever phrase you want to use.

18 MR. COHEN: Yes.

19 THE COURT: So just we need to make sure that
20 everybody that is interested in this proceeding is on
21 notice.

22 The other question -- And you don't have to
23 answer right now -- I wonder if the attorney general
24 should be on notice of these proceedings since this is a
25 not-for-profit and charitable organization; is that not

1 correct?

2 MR. COHEN: Yes.

3 MR. GORDON: Yes, Your Honor.

4 THE COURT: I don't know the answer to the
5 question I present, but someone needs to address it.

6 MR. COHEN: I assume that's what it is. It is
7 a museum chartered by the State of New York.

8 THE COURT: Right.

9 MR. COHEN: So I assume it falls into that
10 category.

11 THE COURT: It may be that we're going to
12 require notice on the attorney general. What the
13 attorney general does is obviously up to them.

14 Now, Mr. Gordon, as a procedural matter, you've
15 been served previously with papers which the Court has
16 deemed to be a complaint in an action for declaratory
17 judgment is the Court's interpretation of the documents.
18 I have not seen the amended complaint, so I am not sure
19 what changes may have been made.

20 But in the normal course of proceedings in this
21 Court, when you receive a written complaint, it is
22 necessary that you file a written answer. And the normal
23 time to do that is 20 days after you receive it. That
24 has to be served on the opposing party, which in this
25 case would be Mr. Cohen. You can serve it by mail. Any

1 questions about that part of the procedure?

2 MR. GORDON: No, sir.

3 THE COURT: So once, the term we use, once
4 issue has been joined, you've made a written position
5 with regard to the papers you've received, then the Court
6 will schedule the matter for appropriate proceedings,
7 whether it be a hearing or otherwise. Seems to be like
8 the main issue here is going to be identifying the duly
9 elected Board of Directors of this organization. That
10 seems to be what the crux of the issue is just so you
11 know my interpretation of what I've received.

12 Now, certainly, you can dispute that. But
13 right now, the posture of the thing is that we really
14 can't do anything until you submit a written response to
15 the papers you just received.

16 MR. GORDON: Okay.

17 THE COURT: Any questions about that?

18 MR. GORDON: No, no, sir.

19 THE COURT: Mr. Cohen?

20 MR. COHEN: Well, yes. The problem that we
21 have, Judge, is that although you granted an order
22 declaring that Mr. Gordon could not hold himself out to
23 be the chair of the board, we've presented --

24 THE COURT: At least temporarily.

25 MR. COHEN: At least temporarily, yes. That's

1 been presented to the banks. But Richard has been in
2 touch with the Bank of Utica, and they referred him to
3 their attorney, Steve Walthall, and he will not allow the
4 bank to allow use of the account simply on the basis that
5 it says that Mr. Gordon is not the chair. He wants an
6 order from the Court that temporarily at least Celia
7 Domser is to be recognized as the chair of the board.
8 And without that, the museum is unable to function.

9 THE COURT: Well, since it's a bank, is that
10 the issue is the issue who's authorized to sign on the
11 account?

12 MR. COHEN: Well --

13 THE COURT: Isn't that the main issue with the
14 bank?

15 MR. COHEN: Yes. Yes.

16 THE COURT: I mean, I can name a dozen people,
17 and they would say: Well, it doesn't say that they're
18 authorized to sign.

19 MR. COHEN: Well, as I understand it at
20 present, the list with the bank includes the chair.

21 MR. BROWN: Executive director.

22 MR. COHEN: Okay. I'm sorry. Marlene Brown,
23 executive director is authorized.

24 THE COURT: Is that in any set of documents
25 that the Court's received, any meeting that did that, or

1 do we have the documents?

2 MR. COHEN: No. Just the authorization that's
3 at the bank. That's all I can tell you. I don't believe
4 any of the minutes that are attached to the moving papers
5 reflect that.

6 THE COURT: How is the Court to determine who's
7 authorized to sign on the account if there's been no
8 appropriate corporate action?

9 MR. COHEN: Well, there was appropriate --

10 THE COURT: But there was no written record of
11 it.

12 MR. COHEN: I don't know. Do we have any
13 minutes authorizing the person stating who's authorized?

14 (Discussion off the record.)

15 MR. COHEN: If I could just have a moment,
16 Judge.

17 MR. GORDON: Your Honor, may I speak as to why
18 the Bank of Utica wouldn't allow their accounts to be
19 handed over to these board members?

20 THE COURT: I understand that there is a
21 dispute and the bank probably doesn't want to do anything
22 because there's a dispute. What is your position?

23 MR. GORDON: Well, the bank has made donations
24 to the museum through the past, Your Honor. And because
25 we have some unethically handling of money of our

1 accounts and that we're missing -- We have a total of
2 nine bank accounts. And on last year's taxes -- or
3 actually 2012 taxes, only five of those accounts are
4 accounted for.

5 The Bank of Utica is not willing to work with
6 Miss Brown or Mr. Lewis because Mr. Lewis and Miss Brown
7 are the only two account signers. And, obviously,
8 Mr. Lewis is her boyfriend. He's not a museum treasurer.
9 He's not on the board. He's just simply a volunteer.

10 THE COURT: All right. So who's the other
11 person authorized to sign?

12 MR. GORDON: The other person is Earl Lewis,
13 which is Miss Brown's boyfriend.

14 THE COURT: Who's the other one besides
15 Mr. Lewis?

16 MR. COHEN: I don't know that Mr. Gordon has
17 any basis for making those statements.

18 THE COURT: Who?

19 MR. GORDON: Miss Brown.

20 THE COURT: Miss Brown?

21 MR. GORDON: That's with all our accounts, Your
22 Honor.

23 THE COURT: So your understanding is that the
24 only two persons authorized to sign now are Miss Brown
25 and Mr. Lewis?

1 MR. GORDON: Yes, sir.

2 THE COURT: Okay.

3 MR. COHEN: If I can just have a moment, Your
4 Honor. I am just looking for the April board meeting
5 minutes. If I can just have one second more.

6 (Discussion off the record.)

7 MR. COHEN: I have the April 2014 minutes, if I
8 may.

9 THE COURT: Are those attached to the original
10 papers?

11 MR. COHEN: They are not.

12 THE COURT: Oh, okay.

13 (Mr. Cohen handed the papers up to the Court.)

14 THE COURT: So according to this, Marlene Brown
15 is the authorized person to sign on the account?

16 MR. COHEN: Yes.

17 THE COURT: Mr. Gordon, are you familiar with
18 this set of minutes?

19 MR. GORDON: Your Honor, nonprofit
20 organizations should have two --

21 THE COURT: I don't need a discussion. Are you
22 familiar with those minutes? That's all I want to know.

23 MR. GORDON: No, Your Honor. Those minutes
24 should have been submitted in our paperwork.

25 THE COURT: That's fine. Well, there appears

1 to be a set of minutes on April 10th which the board at
2 that time, whoever it was, designate Marlene Brown to be
3 the person that's authorized to sign -- I'm quoting from
4 the minutes -- *to make deposits, payments of any debts*
5 *and bills incurred or owed by the Children's Museum, et*
6 *cetera.*

* 7 Now, I gather you're contesting the validity of
8 that resolution?

9 MR. GORDON: Yes, sir, Your Honor.

10 THE COURT: Okay. All right. Mr. Cohen, is it
11 correct that you want Ms. Brown to be authorized to sign?
12 Is that what you're saying?

13 MR. COHEN: Yes, we want her to sign. I have
14 no problem if you want to -- Miss --

15 MS. DOMSER: Celia Domser.

16 MR. COHEN: -- Celia Domser to also sign.
* 17 She's a chair of the board, and you have the minutes
18 showing that.

19 THE COURT: But the minutes don't authorize her
20 to sign on the account.

21 MR. COHEN: Right. I'm just saying.

22 THE COURT: But literally?

23 MR. COHEN: Yes.

24 THE COURT: And, Mr. Gordon, obviously, someone
25 has to sign checks so the corporation can operate. Who

1 do you think should sign, and what authority do you have
2 for that?

3 MR. GORDON: Well, I mean, as a board chairman,
4 these members have not shown up to any of the meetings as
5 far as my concern.

6 THE COURT: I have just seen a copy of the
7 minutes from April that authorized Marlene Brown to sign
8 on the account.

9 MR. GORDON: Right. And we submitted minutes
10 to the bank prior to that for authorization on the
* 11 accounts, and that's with --

12 THE COURT: Who's we?

13 MR. GORDON: Two board members. Two board
14 members of the board which was Paul Miscione and Deanna
15 DiNardo to be the authorized signer on the account.

16 THE COURT: Is that a quorum of the board?

17 MR. COHEN: Well, Your Honor --

18 MR. GORDON: I'm sorry? I'm sorry, Your Honor.
19 I didn't hear.

20 THE COURT: Is that a quorum of the board?

* 21 MR. GORDON: Yes, Your Honor.

22 THE COURT: Three people?

23 MR. GORDON: Yes, Your Honor.

24 THE COURT: Yourself and two other persons?

25 MR. GORDON: There was four total, Your Honor.

1 THE COURT: Oh, okay. Who were the other
2 parties?

3 MR. GORDON: Deanna DiNardo, David Gordon, Paul
4 Miscione and myself.

5 THE COURT: So who would you propose to be able
6 to be authorized to sign?

7 MR. GORDON: Deanna DiNardo and Paul Miscione.

8 THE COURT: Mr. Cohen, do you have any
9 objections to one of those persons also signing any
10 documents or checks along with Miss Brown?

11 MR. COHEN: I'm sorry. We do object to that
12 because, obviously, there would be a conflict, Your
13 Honor. And there's been no showing whatsoever of a board
14 consisting of those people. We've given you minutes.

15 THE COURT: I understand. All right. What I'm
16 going to do with regard to that problem, the Court
17 recognizes that it is necessary that there be a
18 functioning bank account because I assume there is maybe
19 payroll and/or other expenses that need to be handled in
20 the due course.

21 What the Court's ruling is going to be, the
22 Court will amend the existing Order to Show Cause and the
23 Temporary Restraining Order contained therein to include
24 a direction that pending this proceeding and further
25 appearances and/or applications in court that Marlene

1 Brown and Ms. Domser -- What's the first name? I'm
2 sorry.

3 MR. COHEN: Celia.

4 THE COURT: -- Celia Domser are authorized to
5 sign on the bank, any bank account. But it will require
6 both signatures with regard to any transaction.

7 Mr. Gordon, I understand your objection to
8 that. But at least until we get this resolved, we have
9 to conduct business as normal, and the Court believes
10 that if we have two signatures, that perhaps there won't
11 be any problems.

* 12 MR. GORDON: But that leaves our side of the
13 board, Your Honor, without a fiduciary responsibility.

14 THE COURT: I understand that. And we'll try
15 to resolve this matter as soon as possible once we get
16 the paperwork in order. This is only going to be a
17 temporary order until such time as we determine who is
18 the appropriate Board of Directors and that sort of
19 thing.

20 With that, Mr. Gordon, you can file your
21 Answer. I believe that, technically, we still have
* 22 pending an application for a preliminary injunction once
23 you file your answering papers. If you will provide the
24 Court with a copy of those, and we will schedule a
25 further hearing or a motion I guess to determine the

1 preliminary injunction. You can include any documents in
2 there you wish so the Court has the documentation that
3 you're relying upon.

4 MR. GORDON: Okay, Your Honor.

5 THE COURT: You understand that?

6 MR. GORDON: Yes, sir.

7 THE COURT: Any questions?

8 MR. COHEN: Your Honor, I'm sorry. As to the
9 amended complaint that was served today?

10 THE COURT: I haven't seen it, so --

11 MR. COHEN: No. I gave it to Mr. Gordon.

12 THE COURT: I understand.

13 MR. COHEN: But what I am wondering is, what's
14 the timeline for, 20 days?

15 THE COURT: He has 20 days to answer it.

16 MR. COHEN: Okay. I just --

17 THE COURT: And once he's answered it and
18 provided the Court with a copy of his Answer, we will
19 schedule a motion term or motion for the purpose of
20 deciding whether or not a preliminary injunction should
21 continue under any circumstances.

22 In the meantime, the Court's going to require
23 you to put the attorney general on notice by serving a
24 complaint, a copy of your amended complaint on the
25 attorney general so they will be aware.

1 And, Mr. Gordon, you probably would be well
2 served to also serve your answer on the attorney general
3 so that they know both sides of the story.

4 MR. GORDON: Your Honor, one question though.
5 I see in here that they have a lot of statements --

6 THE COURT: *In here*, I don't know what that
7 means.

8 MR. GORDON: In our paperwork for Mr. Cohen.

9 THE COURT: The ones you just got?

10 MR. GORDON: No. From the previous one.

11 THE COURT: The original application?

12 MR. GORDON: Yes.

13 THE COURT: Okay. I just wanted to make sure I
14 knew what you were talking about.

15 MR. GORDON: Okay. They have a Gloria Vescera
16 in here as the recording secretary but stated that she
17 didn't take any minutes. I don't know why Mr. Cohen
18 hasn't brought in Miss Vescera to explain --

19 THE COURT: Well, we're going to go through all
20 of those issues at some point in time.

21 MR. GORDON: Okay.

22 THE COURT: We're going to have a full-blown
23 hearing with witnesses if we have to.

24 MR. GORDON: Okay.

25 THE COURT: That's how these things get

1 resolved.

2 MR. GORDON: Okay.

3 THE COURT: So you can call any witnesses you
4 want to, including her, if you decide she should be a
5 witness, if we get to that point just so you know my
6 position on that.

7 There are a lot of technical issues here. One
8 of them obviously is the history of this corporation and
9 who is the duly elected Board of Directors based on the
10 corporate documents I guess and any other evidence we
11 have. So that appears at the moment to be the crux of
12 the problem here. Any questions about how we're to
13 proceed?

14 MR. COHEN: No.

15 MR. GORDON: No.

16 THE COURT: Very well. Have good day.

17 Mr. Cohen, you can have your document back.

18 MR. COHEN: Can I get a transcript?

19 (Whereupon, the proceedings were concluded.)
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C E R T I F I C A T E

I, **THERESE B. PLANTE**, a New York State Certified Court Reporter, Senior Court Reporter and Notary Public in and for the State of New York, **DO HEREBY CERTIFY** that the foregoing is a true and accurate transcript of my stenographic notes in the above-entitled matter.

Dated: June 17, 2014.

A handwritten signature in cursive script, reading "Therese B. Plante", is written over a horizontal line. The signature is positioned to the right of the center of the page, between lines 14 and 16 of the margin.