

Loreti v 1466 E. Gun Hill Rd. Corp.

2020 NY Slip Op 35756(U)

August 18, 2020

Supreme Court, Westchester County

Docket Number: Index No. 56906/2019

Judge: Terry Jane Ruderman

Cases posted with a "30000" identifier, i.e., 2013 NY Slip Op 30001(U), are republished from various New York State and local government sources, including the New York State Unified Court System's eCourts Service.

This opinion is uncorrected and not selected for official publication.

To commence the statutory time for appeals as of right (CPLR 5513[a]), you are advised to serve a copy of this order, with notice of entry, upon all parties.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF WESTCHESTER

-----X
JOHN M. LORETI, as Administrator of the Estate
of JOHN LORETI,

Petitioner,

-against-

Index No.: 56906/2019

1466 E. GUN HILL RD. CORP., SEBASTIAN A.
LORETI a/k/a SAL LORETI, MARIA LORETI,
MARIA LORETI as custodian for SEBASTIAN
LORETI, MARIA LORETI as custodian for ANDREW
LORETI, GINA LORETI FORGIONE,

DECISION and ORDER

Motion Sequence Nos. 6 & 8

Respondents.

-----X
RUDERMAN, J.

The following papers were considered on the motion by respondent Gina Forgione for an order pursuant to CPLR 3212 granting partial summary judgment declaring her percentage of ownership of the corporate respondent 1466 E. Gun Hill Rd. Corp. (sequence 6), and petitioner's cross-motion for a judgment as to petitioner's percentage of ownership of the corporate respondent, and for summary judgment dissolving the corporation, compelling respondent Maria Loreti to account for unauthorized loans and distributions by the corporation, and holding her personally liable to the corporation and its shareholders for such loans and distributions, removing her as a director and an officer, and for related relief (sequence 8):

<u>Papers - Sequence 6</u>	<u>Numbered</u>
Notice of Motion, Affirmation, Affidavit, Exhibits A - K, and Memorandum of Law	1
Corporation's Affidavit in Opposition, Exhibits A - G, Memorandum of Law, Exhibit A	2
Maria Loreti Affirmation in Opposition, Affidavit, Exhibits A - N	3

Reply Affirmation, Affidavit, Exhibit A	4 ¹
<u>- Sequence 8</u>	
Notice of Cross-Motion, Affirmation, Affidavit, Exhibits 1 - 36 and Memorandum of Law	5
Forgione Affirmation in Support of Cross-Motion, Exhibits A - C	6
Maria Loreti Affirmation in Opposition Exhibits A - J	7
Corporation's Affidavit in Opposition, Exhibits A - G, Memorandum of Law, Exhibit A	8
Reply Affidavit, Affirmation, Exhibits 37 - 38, and Memorandum of Law	9

I.

Summary Judgment Regarding Ownership Percentages

This is one of three separate but interrelated proceedings, each involving a closely-held, family-owned corporation, all three of which are being litigated simultaneously by the same individuals (*see also Loreti v JLL Realty Corp. of New York*, Sup Ct, Westchester County Index No. 56905/2019 and *Loreti v Lorcross Enterprises, Inc.*, Sup Ct, Westchester County Index No. 53885/2019). While the claims are predominantly the same in all three proceedings, and discovery seems to be proceeding jointly, there are some facts and allegations that are unique to each proceeding, necessitating separate decisions. Nevertheless, some of the submissions on these motions carry all three captions, and combine their discussion of the three proceedings.

¹ This motion has been decided without consideration of the proposed sur-reply that is the subject of a noticed motion returnable on a future date, which respondent Maria Loreti filed over three weeks after this motion was submitted. This Court determined to proceed with this decision on the submitted motions before the return date of the new motion for leave to file a sur-reply, because (1) the timing of that application was excessively delayed, (2) the assertions that are cited therein as new allegations necessitating a further response are not significantly different than respondents' previous factual assertions, and (3) the 19-page proposed sur-reply affidavit and the eleven supporting exhibits contain substantial factual claims and assertions that go far beyond the extent of what is appropriate for a sur-reply.

The amended petition in this proceeding seeks a dissolution of corporate respondent 1466 E. Gun Hill Rd. Corp. (the "Corporation"), as well as other declaratory and equitable relief and money damages. The Corporation owns property at 1466 East Gun Hill Road in Bronx, New York, which a 2019 statement of assets and liabilities estimates to have a value of \$5,195,000.00.

The present motion by respondent Forgione (sequence 6) asserts that the parties' respective ownership interests in the Corporation can be determined at this time as a matter of law.² Specifically, she contends that the shareholder ownership interests in the corporation are as follows: John Loreti, 25% (50 shares), respondent Gina Forgione, 25% (50 shares), respondent Maria Loreti as custodian for Sebastian G. Loreti under the Uniform Transfers to Minors Act, 25% (50 shares), and Maria Loreti as custodian for Andrew Loreti under the Uniform Transfers to Minors Act, 25% (50 shares). Forgione submits stock certificates #1, 2, 3 and 4. The corporation's Certificate of Incorporation state that the corporation was authorized to issue 200 shares of no par stock.

One aspect of petitioner's cross-motion (sequence 8) similarly seeks a declaratory judgment as to his percentage of ownership interest in the Corporation, and supports Forgione's claim. He submits, in addition to the stock certificates, the Resolution of Shareholders dated February 11, 2002 and the minutes of the special meeting of shareholders on that date, both establishing that the Corporation would issue new share certificates in the amounts and percentages reflected above. He also refers to the Corporation's original Certificate of

² It is noted that Forgione previously made such a motion, which was denied by the previously-assigned judge (Hon. Gerald Loehr, J.) in an on-the-record court appearance on December 16, 2019; when pressed, the judge granted the movant leave to renew. This Court considers the present motion to have been brought pursuant to that grant of leave.

Incorporation, dated and filed September 30, 1992, stating, inter alia, that the corporation is authorized to issue two hundred shares of no par stock. Also submitted are the Annual Shareholder Lists for December 31, 2002 through December 31, 2009, reflecting the same share ownership.

Forgione and petitioner acknowledge that on February 9, 2010, Maria Loreti attempted to have issued to herself 100 additional shares of stock in 1466 E. Gunhill Road Corp., by stock certificates # 5 and # 6, each representing 50 shares of stock, all issued in the name of Maria Loreti. However, Forgione and petitioner contend, this purported issuance of stock is a nullity, because it constitutes an impermissible overissuance, in view of the Certificate of Incorporation authorizing issuance of only 200 shares. (The September 22, 2016 replacement of stock certificates # 3 and # 4, which had been issued in the name of Maria Loreti as custodian, with stock certificates # 7 and # 8, changing the entity acting as custodian from Maria Loreti to MSA Realty Group LLC, has no impact on the issues addressed here.)

In opposition, the Corporate respondent and Maria Loreti challenge the assertion that it was improper to issue more than 200 shares; they rely on a printout from the website of the New York Department of State, indicating that 1466 E. Gun Hill Rd. Corp. is authorized to issue 2000 shares of no par stock.

Respondent Maria Loreti also submits in opposition an 11-page document dated May 5, 2016, entitled "Consent of the Board of Directors of 1466 E. Gun Hill Rd. Corp.," signed by Maria Loreti as Director and Sebastian A. Loreti as Vice President and Secretary, containing a long list of resolutions which appear to be an attempt to ratify actions taken by the Corporation and its Board of Directors since its incorporation, including, inter alia, the following:

“FURTHER RESOLVED, on February 11, 2002 the Company's Board of Directors authorized an increase in the amount of shares to Two Thousand (2,000) shares of common stock, as provided in Exhibit V;”

and another, providing that

“FURTHER RESOLVED, that at the February 9, 2010 special meeting of the shareholders, the Company issued Maria Loreti One Hundred (100) new shares of common stock which amounts to Thirty-Three and One-Third (33.33%) of all the common stock, as provided in Exhibit AY.”

They also rely on a July 2018 deposition taken of Gina Forgione in the Surrogate's Court matter involving the estate of petitioner's father, in which she testified that “to the best of [her] knowledge” the respective ownership shares recited in the list provided by Maria Loreti were correct.

On reply, petitioner sheds light on the issue of the number of shares the corporation was authorized to issue in 2010. He offers a document he recently obtained from the Department of State – not from defendants, despite demands for same – consisting of a Certificate of Amendment of Certificate of Incorporation dated November 12, 2019 and filed November 13, 2019 – that is, during this litigation – authorizing the corporation's issuance of 2000 shares of no par stock.³ Notably, that document, which was signed by Maria Loreti on November 12, 2019, acknowledges that “The Corporation is currently authorized to issue 200 common voting shares at no par value of which all 200 are issued.” It also asserts that the increase was approved by a majority of the shareholders, which does not appear to be accurate. This recently-obtained document clarifies how the printout from the Department of State website, on which respondents

³ Although Maria Loreti's affidavit dated December 11, 2019 stated that “[all] resolutions of the Corporations have been produced,” this filed amendment to the Certificate of Amendment was not provided in discovery.

relied in opposition here, recited that the Corporation is authorized to issue 2000 shares.

In Forgione's reply, she discusses the circumstances of her deposition in the Surrogate's Court matter, in which she was not represented by counsel, and did not understand the import of her answers or how they might be used. She explains that Maria Loreti had attacked her verbally, belittled her and attempted to pressure her, and had misrepresented the situation to her.

Discussion

To prevail on a motion for summary judgment under CPLR 3212, the moving party must show "sufficient evidence to demonstrate the absence of any material issues of fact" (*Alvarez v Prospect Hosp.*, 68 NY2d 320, 324 [1986]), such that summary judgment is appropriate "as a matter of law" (*Zuckerman v City of New York*, 49 NY2d 557, 562 [1980]). "Once this showing has been made, the burden shifts to the party opposing the motion for summary judgment to produce evidentiary proof in admissible form sufficient to establish the existence of material issues of fact which require a trial of the action" (*Alvarez v Prospect Hosp.*, 68 NY2d at 324).

The evidence submitted by petitioner and Forgione establishes that the shares and percentages of ownership of the Corporation as claimed by Maria Loreti and the corporate respondent is incorrect. The purported issuance of 100 additional shares to Maria Loreti on February 9, 2010, was improper, and must be treated as a nullity.

On February 9, 2010, the corporation was authorized to issue only 200 shares. The 100 additional shares purportedly issued then constituted an impermissible overissuance. When a corporation issues shares of stock beyond the maximum authorized by its certificate of incorporation, that action is void (*see Matter of Marino v Island Express Adv.*, 172 AD2d 525 [2d Dept 1991]). Respondents have not alleged or established that the "Consent of the Board of

Directors” dated May 5, 2016, or the amendment filed in November 2019 – even assuming those documents were valid and that the latter was in compliance with Business Corporation Law § 803 (a) – may be relied on to retroactively authorize the increase of shares in 2010.

Therefore, as a matter of law, petitioner’s and Forgione’s percentages of ownership of the Corporation’s stock are 25% each, based on stock certificates # 1 and # 2. There is no evidence that any valid corporate action taken since the November 13, 2019 involved an issuance of new shares.

Summary judgment on this point is not rendered premature by the incomplete discovery process. “A party who contends that a summary judgment motion is premature is required to demonstrate that discovery might lead to relevant evidence” (*Cortes v Whelan*, 83 AD3d 763, 764 [2d Dept 2011] [citation omitted]). “The mere hope or speculation that evidence sufficient to defeat a motion for summary judgment may be uncovered during the discovery process is insufficient to deny the motion” (*id.*). It is Maria Loreti and the corporate respondent who possess and have access to the relevant information regarding share ownership, and they offer no basis to claim that either petitioner or Forgione is in sole possession of documentation or information that they lack with regard to the relevant facts. The Court rejects their suggestion that summary judgment must be delayed until Maria Loreti and the Corporation inquire of Forgione with regard to what she knew, believed, or consented to, before summary judgment issues; Forgione’s beliefs or understanding regarding ownership of the shares in the Corporation cannot in any event change the established facts that are supported by the corporate records.

Nor have respondents presented any evidentiary materials creating an issue of fact as to any pleaded affirmative defense that would preclude summary judgment on the issue of

ownership percentages. Maria Loreti's first affirmative defense asserts that petitioner lacks standing, contending alternatively, that John Loreti's shares (1) were issued subject to a power of appointment held by Sebastian Loreti; and/or (2) were issued as nominee for Maria Loreti; and/or (3) were issued without consideration.

To the extent Maria Loreti contends that the shares issued to John Loreti were issued "subject to a power of appointment" or, in the alternative, as "nominee for Maria Loreti," she has not offered proof creating an issue of fact as to that claim. Nothing in the shares themselves, or in the corporate documents that provided for issuance of the shares to John Loreti or to Gina Forgione, makes their issuance subject to any power of appointment, or indicates that the named owner would be a mere nominee. As to the claimed failure to pay consideration for the shares of stock, petitioner has established the invalidity of this defense based on their status as "no par" shares, for which no consideration was required, and respondents have not offered any evidentiary materials in opposition to the motion that would establish the existence of an issue of fact precluding summary judgment on this defense.

Since respondents have not successfully demonstrated the existence of issues of fact as to either petitioner's or Forgione's ownership interest, summary judgment is granted on petitioner's first cause of action and Forgione's first cross-claim.

II.

Summary Judgment on Petitioner's Second Through Seventh, Ninth, and Tenth Causes of Action

Second Cause of Action

Petitioner's second cause of action seeks dissolution of the corporation pursuant to

Business Corporation Law §§ 1104-a (a) (1), (a) (2), and the common law. Business Corporation Law § 1104-a provides that an owner of at least 20 percent of the voting shares in a corporation may file a petition for its dissolution on grounds that “the directors or those in control have engaged in “illegal, fraudulent or oppressive actions toward the complaining shareholders” (§ 1104-a [a] [1]) or that the “property or assets of the corporation are being looted, wasted, or diverted for non-corporate purposes by its directors, officers or those in control of the corporation” (§ 1104-a [a] [2]). At the time this action was commenced, petitioner owned a sufficient number of shares of the corporation to seek dissolution under this statute.

Petitioner claims on this motion that undisputed documents and facts satisfy the grounds provided by Business Corporations Law § 1104-a (a) (1) and (a) (2) for dissolution, namely, that those in control of the corporation have been guilty of “illegal, fraudulent, or oppressive actions toward the complaining shareholders,” and that corporate property or assets are being “looted, wasted or diverted for non-corporate purposes by its directors, officers, or those in control of the corporation.” Specifically, he argues that Maria Loreti committed fraud in the context of an application to Emigrant Bank for a mortgage loan of \$1,200,000, dated December 20, 2017, when she certified that she was the 100% owner of the corporation, whereas a 2017 federal tax return for the corporation states that Sebastian Loreti is the owner of 100% of the shares. Petitioner contends that the misstatement in the application exposes the corporation to acceleration of the debt and penalties.

Petitioner also asserts that the evidence establishes oppressive conduct on the part of Maria Loreti based on (1) her email to petitioner dated September 14, 2016, appearing to deny that his father’s estate had any ownership interest in the Corporation, (2) her purported issuance

of 100 shares in the Corporation to herself in February 2010, without shareholder approval or proper authorization, in order to dilute the economic and voting interests of petitioner's father and Forgione, (3) her denial of petitioner's demands for access to the Corporation's books and records, (4) refusing petitioner's demand to hold an annual meeting to elect directors, and failing to hold such a meeting since November 2017, (5) causing the Corporation to hire her property management company, Costa Realty LLC and allowing it to collect excessive amounts in fees and payments.

Third Cause of Action

Petitioner's third cause of action seeks judicial dissolution of the Corporation on grounds specified in Business Corporation Law § 1104, because (1) the directors have failed to hold an annual meeting for at least two annual meeting dates, and therefore failed to elect directors as called for in the bylaws (§ 1104 [c]); (2) the shareholders are so divided that the votes required for the election of directors cannot be obtained (§ 1104 [a] [2]); and (3) there is internal dissension among two factions of shareholders who are so divided that dissolution would be beneficial to the shareholders (§ 1104 [a] [3]). He asserts that the Corporation has not held an election of directors for more than thirty months, despite Petitioner's demand to the Corporation in June 2019 to hold a special meeting for that purpose, and that the last annual meeting of the Corporation was held in November 2017.

Fourth Cause of Action

Petitioner's fourth cause of action is a derivative claim against Maria Loreti for violation of Business Corporation Law § 719 (a) (4), which applies to the making of loans contrary to section 714 (loans to directors). On this motion, to establish this cause of action, petitioner

relies on a loan of \$479,471.00, as reflected in the Corporation's 2017 federal tax return as "loans to shareholder," although petitioner observes that it was not disclosed on the Statement of Assets and Liabilities filed with this Court. Petitioner further alleges that there is no corporate record that these "loans" were approved by the shareholders as required by Business Corporation Law § 714. Petitioner alleges that these purported loans were not bona fide or authorized by the shareholders, but were an improper diversion of corporate funds for the personal benefit of Sebastian and Maria Loreti, which were improperly classified as loans to avoid income tax obligations, for which Maria Loreti should be liable to the Corporation and its shareholders.

Fifth Cause of Action

Petitioner's fifth cause of action is a derivative claim against Maria Loreti for violation of Business Corporation Law § 719 (a) (1), based on improper distributions. Section 719 (a) (1) provides that directors who vote for or concur in the declaration of any dividend or other distribution contrary to the provisions of Business Corporation Law § 510 (a) or (b) shall be liable to the corporation for the benefit of its creditors or shareholders, to the extent of any injury suffered by such persons as a result of such distributions. He argues that the amounts received by Maria Loreti and her husband that were called "loans," were actually corporate distributions, since where a shareholder refuses to repay a "loan," the "loan" may be treated as a constructive dividend or distribution (citing *Nazarov v Abramovich*, 85 AD3d 883, 885 [2d Dept 2011]). He contends that the minority shareholders were paid far lower, or no such distributions, referencing a corporation transaction ledger dated as of December 31, 2017.

Sixth Cause of Action

Petitioner's sixth cause of action, brought pursuant to Business Corporation Law § 713,

seeks to set aside the July 2, 2018 property management agreement the Corporation entered into with Costa Realty LLC, of which Maria Loreti is the principal. Petitioner asserts that the agreement was not validly disclosed to or approved by the shareholders, and that by its terms, it is not fair and reasonable to the Corporation, in view of its ten year term and its management fee of 8% of the gross income of the Corporation, which petitioner states is far in excess of the market rate for property management services. He contends that because Maria was interested in this transaction due to her economic interest in Costa Realty LLC at the time of the agreement, the agreement with Costa Realty must be approved in accordance with Business Corporation Law § 713, which provides that interested-director transactions must be approved by either (i) disclosure to and approval by a majority of disinterested directors or (ii) by disclosure to and approval by a vote of the shareholders.

Seventh Cause of Action

Petitioner's seventh cause of action is a derivative claim against Maria Loreti for breach of fiduciary duty. The claim is based on his showing that Maria Loreti has acted contrary to the best interest of all shareholders by: threatening to dissipate and conceal the assets of the Corporation; causing the Corporation to issue shares in her name in order to dilute the economic and voting interests of John Loreti and Gina Forgione; denying petitioner's interest as a shareholder of the Corporation and misrepresenting his and Forgione's respective ownership interests; denying him access to the books and records of the Corporation despite proper demand pursuant to Business Corporation Law § 624; and other alleged misconduct as director, set forth more fully in the context of other causes of action.

Ninth Cause of Action

Plaintiff's ninth cause of action seeks the removal of Maria Loreti as director for cause pursuant to Business Corporation Law § 706(d), based on his claims that she engaged in illegal, oppressive, and abusive conduct and flagrant self-dealing. The statute allows the holders of ten percent of the outstanding shares of a corporation to bring such a petition.

Tenth Cause of Action

Petitioner's tenth cause of action seeks the removal for cause of Maria Loreti as an officer of the Corporation, pursuant to Business Corporation Law § 716(c).

Discussion

Initially, the bare assertion that discovery is incomplete does not justify a denial of a summary judgment motion as premature, where the party relying on the claim is unable to establish the nature of the information to be obtained through discovery that is needed to oppose the motion. The corporate respondent and Maria Loreti are the parties in possession and control of virtually all relevant information. Nothing submitted in opposition to this motion establishes what information is anticipated that is not presently in the possession or control of those seeking to oppose it.

However, while petitioner creates a strong impression that Maria Loreti engaged in misconduct of various types, some of which was directed at him personally as the administrator of his father's estate, the submitted evidence and assertions do not convince this Court that the claims brought in this proceeding can be appropriately resolved as a matter of law.

Petitioner relies on case law that in a close corporation, a minority shareholder's "reasonable expectations" may be used to measure and identify oppressive conduct (*Matter of*

Kemp & Beatley [Gardstein], 64 NY2d 63, 73 [1984]). He argues that according to this “reasonable expectations” test, “[o]ppressive conduct is generally found when a minority shareholder has been excluded from participation in corporate affairs or management for no legitimate business reason or [based on] personal animus” (*Matter of Maybaum*, 6 Misc 3d 1019(A) [Sup Ct, Nassau County 2005]; see *Matter of Wiedy’s Furniture Clearance Ctr. Co., Inc.*, 108 AD2d 81, 84 [3d Dept 1985] [conduct “freezing out” or “squeezing out” the petitioner due to family animosity, constituted oppressive conduct warranting application of Business Corporation Law § 1104-a (a) (1)]).

However, “[t]he appropriateness of an order of dissolution pursuant to Business Corporation Law § 1104-a is in every case vested in the sound discretion of the court considering the application,” (*Matter of Fancy Windows & Doors Mfg. Corp.*, 244 AD2d 484 [2d Dept 1997], quoting *Matter of Kemp & Beatley, Inc.*, 64 NY2d at 73). The question of reasonable expectations is by its nature one of fact. Petitioner cites *Matter of Neville v. Martin* (29 AD3d 444, 445 [1st Dept 2006]) and *Matter of Goodman v Lovett* (200 AD2d 670, 671 [2d Dept 1994]) for the proposition that judgment should be awarded in a corporate dissolution matter without a hearing where the record demonstrates sufficient dissension and animosity between the shareholders to prevent the continued efficient operation of the corporation, and there is no contested issue determinative of the application. However, there are underlying facts and circumstances here that must be clarified before final determination of this petition.

Notably, some of the factual claims underlying the causes of action for corporate dissolution occurred before petitioner’s decedent passed away, and this Court is unable to determine whether and to what extent petitioner’s decedent knew of and consented to the

complained-of conduct. Indeed, if the shareholders accepted, from the outset, the use of the Corporation to pay Maria and Sebastian Loreti's personal expenses, and the characterization of such payments as loans on the Corporation's financial records, that historical approval is a relevant consideration in the determination of petitioner's complaints that respondents continued to do so, without his approval, after his decedent passed away. Although oppressive conduct is not excused by its longstanding nature, the history of the practice may be relevant to a determination of the appropriate form and manner of relief to be awarded in a proceeding such as this.

The derivative claims against Maria Loreti, and the claims seeking her removal, also require this Court to make fact-findings when her conduct is considered at a hearing against the backdrop of the history of the Corporation's shareholder-approved actions.

As to petitioner's claim regarding the property management agreement, his submissions fail to establish as a matter of law his claim that its terms are not fair and reasonable to the Corporation or that its management fee is far in excess of standard market rates for such services.

Even those factual assertions that appear to be undisputed, such as petitioner's claim that the Corporation has not held an election of directors for more than thirty months, despite demand, and that the last annual meeting of the Corporation was held in November 2017, do not clearly establish the appropriate form or manner of relief.

Without further addressing each individual cause of action, this Court concludes that it will be necessary to hold a hearing following the completion of discovery, for the Court to render its finding of facts in order to fully address and determine petitioner's claims against respondents.

Conclusion

Accordingly, it is hereby

ORDERED that the motion by respondent Gina Forgione for order pursuant to CPLR 3212 granting partial summary judgment declaring her percentage of ownership of the corporate respondent 1466 E. Gun Hill Rd. Corp. (sequence 6), is granted, and it is determined and declared that Gina Forgione owns 50 shares in the Corporation, based on stock certificate # 2 issued in her name, representing a 25% interest in the Corporation; and it is further

ORDERED that the portion of petitioner's cross-motion for a declaration as to petitioner's percentage of ownership of the corporate respondent (sequence 8) is granted, and it is determined and declared that the petitioner John M. Loreti as administrator of the estate of John Loreti is the owner of 50 shares of 1466 E. Gun Hill Rd. Corp stock, as reflected in certificate # 1, representing a 25% interest in the corporation; and it is further

ORDERED that the portion of petitioner's cross-motion seeking an award of summary judgment on his second through seventh, ninth and tenth causes of action, is denied, and it is further

ORDERED that the parties are shall appear in the Compliance Conference Part of the Westchester County Courthouse located at 111 Dr. Martin Luther King Jr. Boulevard, White Plains, New York, 10601, on a date and in a manner directed by that Part.

This constitutes the decision and order of the Court.

Dated: White Plains, New York
August 18, 2020


HON. TERRY JANE RUDERMAN, J.S.C.