

EXHIBIT A. See complete video titled “The Making of: Let’s Send an Email to Local 802” <https://vimeo.com/355947554> as well as article below located at at 11.46 final Paragraph - AFM International Musicians Article

Jazz for Peace, Helping Those Who Help Others

by Andrea Cohen, Local 7 (Orange County, CA)

September 11, 2001 was a transformative day for Rick DellaRatta of Local 85-133 (Schenectady-Amsterdam, NY), a jazz pianist who saw the Twin Towers fall in New York City on that tragic day. From his experience on 9/11 came a poem called “Jazz for Peace.” You can read the poem at www.jazzforpeace.com/poem.htm.

That poem became a song, as well as something of a motto for DellaRatta. The ideas in the poem inspired DellaRatta to create the nonprofit organization Jazz for Peace, in which he and his band use jazz music as a platform to raise funds for and publicize other nonprofits.

Jazz for Peace has played all over the country and traveled extensively around the world. The group partnered with UNICEF and played in Kigali, Rwanda, in May 2009 (15 years after the horrific Rwandan genocide).

When asked how jazz promotes peace, DellaRatta answers passionately: “Jazz is a universal language—a gift for all mankind that has contributed to so many people in so many different areas and it transcends so many boundaries. [Jazz] transcends religious boundaries, language boundaries, racial boundaries—everything! We

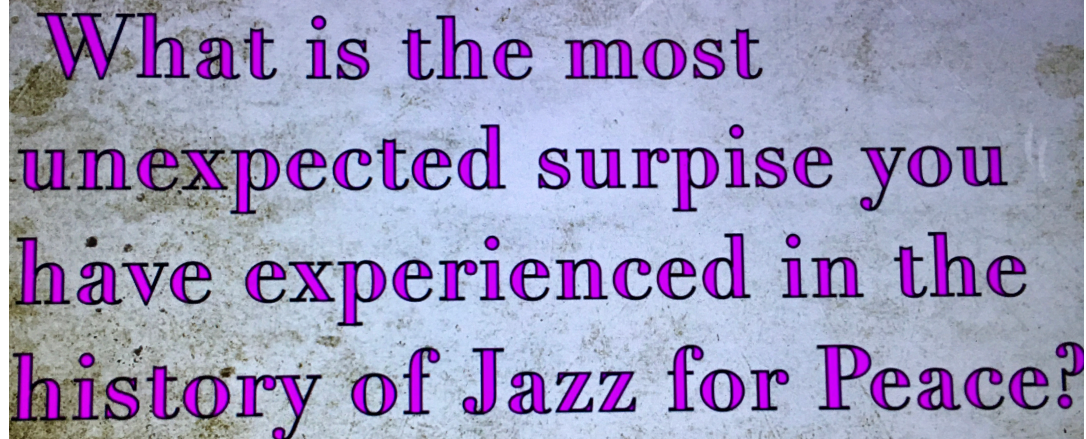
are able to unite people in a positive way and help those who help others.”

DellaRatta came to California, in April with Jazz for Peace to put on a benefit concert promoting Local 7 (Orange County, CA) member Bobby Joe Holman’s nonprofit, Heart to Harp. Heart to Harp Productions is a 501(c)3 nonprofit organization whose mission is to provide musical instrument instruction and performance, to low income families, physically impaired children, and senior citizens. For more information visit the website: www.bobbyjoeholman.com.

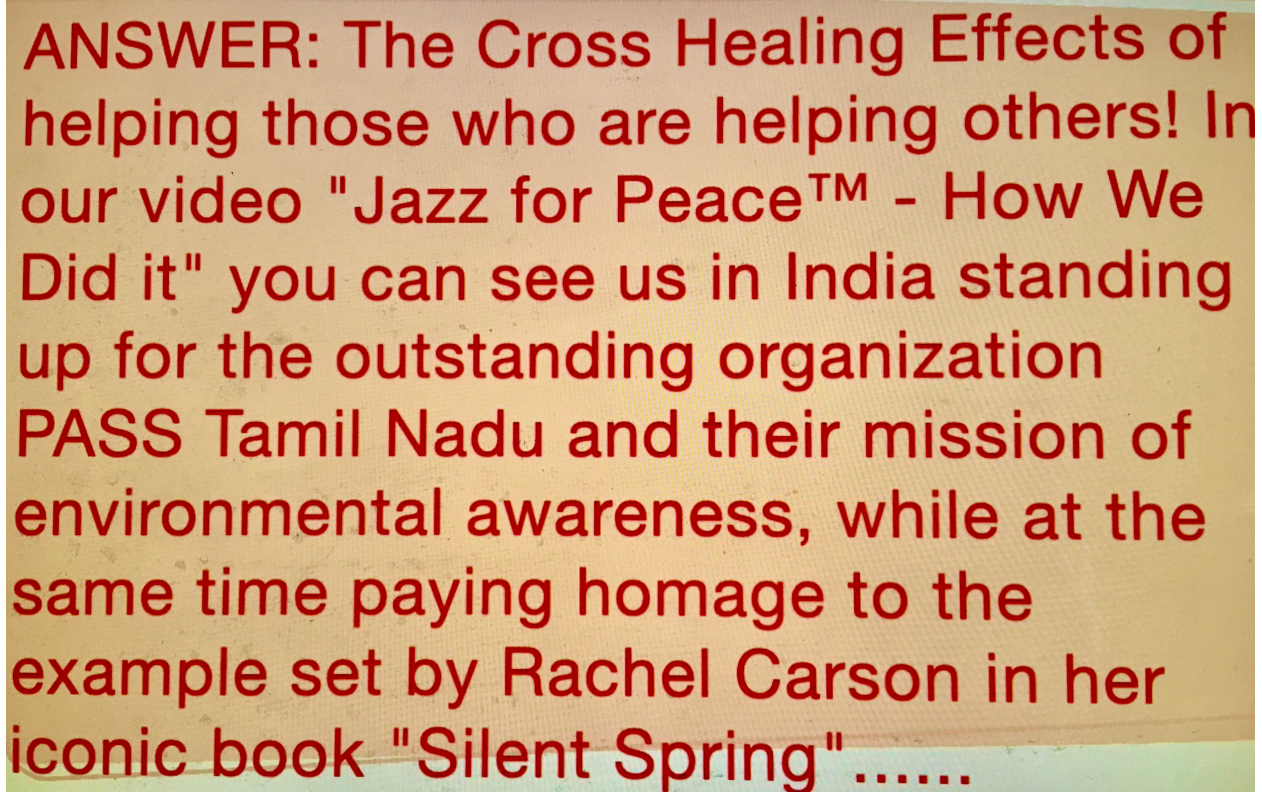
DellaRatta says every concert helps somebody else. He says Jazz for Peace is about more than just fundraising; it is growing an “empowerment tree.” The organization doesn’t just help musically oriented nonprofits, Jazz for Peace will do benefit concerts for any nonprofit.

“If they [nonprofits] were better publicized, more funded, more sponsored, more befriended—if they were given a helpful step forward then all the people they’re helping would benefit,” says DellaRatta. DellaRatta has been a member of the AFM for 30 years. He says, “I believe in the union, without the union, there is no one to support you.”

EXHIBIT B. See complete video titled “The Making of: Let’s Send an Email to Local 802” <https://vimeo.com/355947554> as well the 2 examples below located at 13.04 through 13.39.



What is the most unexpected surprise you have experienced in the history of Jazz for Peace?



ANSWER: The Cross Healing Effects of helping those who are helping others! In our video "Jazz for Peace™ - How We Did it" you can see us in India standing up for the outstanding organization PASS Tamil Nadu and their mission of environmental awareness, while at the same time paying homage to the example set by Rachel Carson in her iconic book "Silent Spring"



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While in Rwanda for UNICEF we were also privileged to stand in support of the great efforts of Dian Fossey (Gorilla's in the Mist). Two amazing people **who did everything right.....and got shafted.** Their greatness along with others just like them **needs to be recognized now more than ever!**

More My videos



EXHIBIT C: Chronology of Communication.

See entire thread at <https://jazzforpeace.org/j4ja.pdf>

1. Date: January 2, 2018

From: Jazz for Peace <info@jazzforpeace.org>

Subject: Attn: Andrew & all 802 Participants - Thread updated with New Jazz Mentorship Presentation Details.

Date: January 2, 2018 at 3:41:57 AM EST

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To: Andrew Schwartz <aschwartz@local802afm.org>, Tolcott@local802afm.org, Bettina Covo <bcovo@local802afm.org>, Ray Hair <rrbroadcast@afm.org>, Tino Gagliardi <tgagliardi@local802afm.org>, tweeks@local802afm.org
Cc: eoclass@irs.gov, public.integrity@ag.ny.gov, [cravath@cravath.com](http://cravath.com), Tim Peterson <tim@news lawyer.com>, Marlena Fitzpatrick-Garcia <mfitzpatrick@local802afm.org>

Dear Andrew & 802 Participants,

Happy New Year to all.

I apologize for the delay however I have updated our thread to include the latest Jazz Mentorship Presentation Details as follows:

<https://jazzforpeace.org/j4ja.pdf>

Please let me know if you have any questions or comments.

Looking forward to your reply.

In Solidarity,
Debra R Cerritelli, Senior Event Coordinator - Jazz for Peace™

Organization: Jazz for Peace™
Contact: Rick, John or Debra Phone number: +1 (646) 709-2950
Email: info@jazzforpeace.org
Address: 400 West 43rd Street, New York, NY 10036

2. Dates: January 3, 2018 4.11pm & 4.13pm

From: Harvey Mars [<mailto:hsmlaborlaw@harveymarsattorney.com>]
Sent: Wednesday, January 03, 2018 4:11 PM
To: info@jazzforpeace.org; board@jazzforpeace.org
Cc: Tino Gagliardi; Tom Olcott; Andrew Schwartz
Subject: FW: Jazz For Peace Cease and Desist Letter Final Draft

Dear Mr. DellaRatta:

This office is counsel to the Associated Musicians of Greater New York, Local 802, AFM (Union). It has come to my attention that for quite some time you have pressured Union representatives and employees to either endorse or have some involvement in “Jazz for Peace” (JFP), a non-profit organization in which you are involved. You have been repeatedly advised that the Union is not interested in assisting your organization at this time and that it is under no legal obligation to do so. Apparently you have continued to contact the Union in an effort to compel its involvement despite the Union’s desire not to. Such tactics include but are not limited to posting statements on Facebook and falsely attributing endorsements to Union staff members.

Apparently, you are under the mistaken impression that implicit in Union membership is the Union’s obligation to become involved in a private non-profit enterprise you are involved in. While Union membership has certain benefits this is not one.

At this point in time I am demanding on behalf of the Union that you and JFP cease and desist from having any further communications with the Union soliciting its assistance in any way.

If you and/or JFP fail to heed this demand, the Union will pursue any and all legal remedies available to it including filing a complaint with the New York State Attorney General’s Charity Division, in order to compel compliance.

I trust that you understand the gravity of this situation and will act accordingly and appropriately.

Harvey S. Mars

Law Office of Harvey S. Mars LLC
322 West 48th Street, 6th Floor
New York, NY 10036
Phone: (212) 765-4300
Fax: (212) 765-2775

hsmlaborlaw@harveymarsattorney.com

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On Jan 3, 2018, at 4:13 PM, Tom Olcott <Tolcott@local802afm.org> wrote:

Looks good to me.
Tom O.

Thomas B. Olcott
Local 802 Financial Vice President
Supervisor Concert, Opera, and Ballet
322 W. 48th Street, NY NY 10036
212-245-4802 ex 105
tolcott@local802afm.org

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3. Date: January 3, 2018 6.07pm

From: Jazz for Peace <info@jazzforpeace.org>
Subject: **Re: Jazz For Peace Cease and Desist Letter Final Draft**
Date: January 3, 2018 at 6:07:17 PM EST
To: Tom Olcott <Tolcott@local802afm.org>
Cc: Harvey Mars <hsmlaborlaw@harveymarsattorney.com>, "board@jazzforpeace.org" <board@jazzforpeace.org>, Tino Gagliardi <tgagliardi@local802afm.org>, Andrew Schwartz <aschwartz@local802afm.org>

Dear Harvey,

Great to hear from you.

I have no idea why you are writing to Rick DellaRatta as I am the person who sent this email below (see below) and it is also entirely my

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idea to begin using some of our Foundations resources to help AFM Musicians whose revenue streams may have been affected by the drop off in record sales due to streaming along with a variety of other well publicized adversities which have jeopardized their performance income.

I also stand by my assertion that this 3 and 1/2 minute Video fits the parameters of addressing many of their needs.

How to get a Grant in 3 and 1/2 minutes! <https://www.youtube.com/watch?v=axHe99bKbQ0>

However any such interest you may have to thwart such progress would only benefit the Jazz for Peace Foundation by helping us preserve our funding for others.

And you are more than welcome to do our Foundation this favor.

In addition, I would be delighted to speak with you further should there be any such interest on your behalf.

If so you can reach me at 201-233-3080.

Best Regards,

Debra R Cerritelli, Senior Event Coordinator - Jazz for Peace™

PS - Out of curiosity based on your reference to such I have checked our Volunteer created Jazz for Peace Facebook Pages (there are a few) and have found no postings regarding AFM or local 802.

Organization: Jazz for Peace™

Contact: Rick, John or Debra Phone number: +1 (646) 709-2950

Email: info@jazzforpeace.org

Address: 400 West 43rd Street, New York, NY 10036

4. Date: January 15, 2018 Excerpt offering additional clarification of the uncharacteristic behavior identified above along with Signature Stamp of Ms. Cerritelli.

From: Jazz for Peace <info@jazzforpeace.org>

Subject: Official request for complete list of 802/AFM salaried employees fitting description outlined in opening statement below.

Date: January 15, 2018 at 4:59:05 PM EST

AFM Local 802 Exhibits

To: Tom Olcott <tolcott@local802afm.org>

Cc: Harvey Mars <hsmlaborlaw@harveymarsattorney.com>, Tino Gagliardi <tgagliardi@local802afm.org>, Andrew Schwartz <aschwartz@local802afm.org>, <board@jazzforpeace.org>, Tim Peterson <tim@news lawyer.com>

Dear Andrew and all participants,

I wanted to let you know that I haven't heard from Mr. Mars since he inexplicably refused to credit me for my role in what so many former, current and hopefully (with our foundations help) future AFM members listed in this [mile long comments page](#) feel is nothing less than a real, tangible and proven opportunity to obtain a helpful step forward not only for over 850 outstanding causes, but also for outstanding AFM & 802 artists and their musical projects.

I would also like to respectfully convey to you that in our current **#METOO** environment (see latest issue of Allegro as well as current 802 [NOTES](#) detailing upcoming Women's Equality March), I couldn't help but notice at the moment I was slighted by Mr. Mars that all of the respondents in this thread happen to be men while I am the only woman. While I am perfectly willing if so to accept that this was just a matter of incompetence (and you let this person into a courtroom to represent our brethren musicians?), I have also decided "just in case" to make SURE this distasteful oversight doesn't happen again by adding my signature stamp at the bottom of this posting for each of you to please point out to him.

The bottom line - a powerful disconnect has been exposed resulting in this official request.

As revealed not only in the comments page above, but also in the many more examples that we have on file to be displayed forthcoming, is a powerful disconnect between the dues paying members who have viewed both the [3 minute video](#) in conjunction with [this thread](#) below and the long time salaried participants of this discussion who have now been revealed below to be clearly willing to go way out of their way to impose their extremely unpopular will while gleefully cashing paycheck after paycheck of extraordinarily substantial salaries derived entirely by these very members dues payments. With an implied concern that this dichotomy could continue or even be taken to an entirely new level of disgust and disrespect towards its members, it is only fair that

all current as well as future concerned members and interested parties find out who each and every one of you are.

Hence their request to me, Debra R Cerritelli, and now my request to you as listed participants, for a complete list of any additional names of 802/AFM salaried employees who after viewing both video & thread (see links above) are ALSO willing to agree with the bending over backwards behavior to boldly act against these and other members real and tangible interests outlined in my opening statement above.

To assist you even further I have also provided an **additional current example** (see below) for you to review and share with all applicable parties.

I look forward to your willingness to comply to this fair and reasonable request and thank you in advance for this opportunity to assist union members going forward.

In solidarity,
Debra R Cerritelli



EXHIBIT D: second example of female coercion/bullying.

1. Email received on 12/4/17 from Marlana Fitzpatrick-Garcia.

From: Marlana Fitzpatrick-Garcia <MFitzpatrick@local802afm.org>
Subject: RE: Marlana, help us choose (or make you!) our next Grant Recipient.
Date: December 4, 2017 at 4:08:03 PM EST
To: Jazz for Peace <info@jazzforpeace.org>

“In an era plagued by divisive rhetoric and constant conflict, it’s imperative to support institutions like Jazz For Peace. We need to build bridges instead of walls; cross cultural barriers in unity and peace. Jazz For Peace works tirelessly to achieve that through music.”

EXHIBIT E:

1. Third example of female bullying as detailed in ¶9.



2. Proposal submitted by Plaintiff at meeting above which was discriminatorily blocked.

“International Jazz Day could not happen without partners like Jazz for Peace...using concerts, community outreach and education programs to raise support and awareness for local and international charities...to promote charitable and service-based activities that help make a positive difference in the world...to unify and empower the vulnerable in our society. We are indebted to you for your steadfast support, and look forward to working with you...” ~ **Herbie Hancock**



Local 802 Jazz Committee or Executive Committee Proposal for Grant Presentation.

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Revised and submitted on November 1, 2018 / Revised again on March 13, 2019 to address current leadership.

Dear Local 802,

As we approach the 20th Anniversary Celebration of our landmark Event at the United Nations that launched our successful program of using the Art Form of Jazz to “Help those who are helping others”, I would like to thank Alvester Garnett specifically for inviting me and all of you at Local 802 for this wonderful opportunity to submit a proposal specifically tailored to fit the current goals of Local 802 in order to make a difference for our Union, our Members, and the community at large.

As we all know, every outstanding musical project needs the following in order to reach its full potential:

1. EXPAND your Donor and Support (Fan) Base
2. Thank, reward, honor and REJUVENATE the supporters you already have.
3. Obtain more Sponsors!
4. New & PRESTIGIOUS supporters.
5. Greater Publicity and Awareness.
6. And last but not least – to be better FUNDED.

For recipients of the Jazz for Peace™ Empowerment Grant, these are known as the 6 Branches of your Empowerment Tree that we grow for each Grant Recipient as detailed on our Grant Benefits Page (<https://jazzforpeace.wordpress.com/about/>).

And while funding opportunities for outstanding new music projects of any kind are extremely rare, even more rare is one with a proven track record nearly 20 years long and which has already involved the participation and support of such acclaimed jazz artists as Eddie Gomez, Lenny White, Paquito D’Rivera, Victor Lewis, Dave Valentin, Ray Mantilla, Jeff Chambers, Rick Margitza, Carlitos Del Puerto, and Herbie Hancock to name just a few.

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But perhaps what is most uncommonly rare about this proposal is the way it is has been **specifically amended to fit the current goals of Local 802 AFM as officially listed on their web-site [HERE](#).**

For this reason I would like to request an 802 Jazz Committee or 802 Executive Committee Vote that there be no additional delay regarding presentation of this proposal to be immediately followed by a proper, thorough, and fair review thereby giving union members a long overdue and much needed chance to explore this opportunity in keeping with the spirit and actual wording below of our outstanding local 802 mission as well as recent additional statements by both former local 802 President Tino Gagliardi and current President Adam Krauthamer as follows:

A. To unite "for the common interests of all musicians, organizing a community that advances fair standards that dignify our labor, celebrate our art, and honor the vital role music and culture play in the economic, cultural and social life of our communities";

B. "to ensure and promote the welfare of its members, to advance and protect their interests and enforce good faith, fair dealing and adherence to union principles"; and

C. in the most recent words of former 802 President Gagliardi (see Oct. 2018 Allegro) , to "use their music to add compassion, love and social justice to the world - in whatever way you can. Artists have always had a higher spiritual calling. Let's use our art to help heal the world and make it a better place. The world surely needs our help, now more than ever." along with even MORE supportive words for the merits detailed in this proposal from current president Krauthamer in the January, February and March editions of this same publication and numerous other instances far too plentiful to thoroughly mention here but will be happy to provide upon request if necessary.

Who Benefits?

1. Local 802 & AFM – the opportunities and publicity generated both in the short and long term will result not only in increased membership but also help promote Local 802, the AFM, its musicians, and the importance of live music along with specifically supporting current goals of Local 802 as listed [HERE](#).

2. 802 Union Members – not only by becoming Empowerment Grant Recipients themselves but also by the genuine potential to create new work opportunities for all members of this Local.

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3. The Current Local 802 Leadership – In Addition to being a perfect fit for the written and stated goals of Local 802, this proposal also supports the unified commitment of the Current Local 802 Leadership to address declining Local 802 membership rolls, Less and less union work under contract, and offer new ways to appeal to an entire younger generation of musicians who see no value in joining our union along with numerous options available to benefit our pension crisis.

4. The Local 802 Jazz Committee – What better way to possibly launch a committee based on “empowerment” than with the presentation of an actual Empowerment Grant which offers a proven helpful step forward to all musicians while also supporting specific Local 802 Jazz Committee Goals “supporting educational initiatives (<https://www.jazzforpeace.org/educationseries.html>), community outreach (<https://jazzforpeace.org/nycmayor.html>), and organizing in the jazz field (<https://jazzforpeace.org/herbie.pdf>).”

Summary: In keeping with all of the above, this presentation as partially outlined here (<https://jazzforpeace.org/easystepscomparison.pdf>) promises to show attendees how over 850 others so far and now each one of them as a project leader or representative in partnership with an outstanding cause can obtain funds; publicity and awareness; local and major corporate sponsors; new and prestigious supporters; and the essential guidance and expertise necessary to provide a Helpful Step Forward to AFM Members and their projects by giving them the proven tools and resources they need in order to use their musical talents to more effectively fight for social justice causes and provide much needed funding for their outstanding initiatives all while providing a perfect fit for the currently listed 802 goals.

With best wishes in solidarity,

Rick DellaRatta, Member – Local 802 AFM

Organization: Jazz for Peace™

Contact: Rick, John or Debra Phone number: +1 (646) 709-2950 Email: info@jazzforpeace.org

Address: 400 West 43rd Street, New York, NY 10036

Jazz for Peace Grants offer a real, tangible way to get much needed funds into your bank account while obtaining sponsors; publicity and awareness; new and prestigious supporters; rewarding benefactors and expanding your vital donor base! See how Jazz for Peace™ uses Jazz to fight Terrorism in Pakistan! <https://www.local802afm.org/allegro/articles/letter-from-lahore/> “Partnering with Jazz for Peace is...an opportunity for the community to experience world-class music, while raising much needed funds.” ~ **The American Red Cross** “We are honored to be receiving this benefit concert grant from the foundation, and to be bringing such a highly praised, culturally acclaimed event to Sun Valley.” ~ **Special Olympics** (See our Empowerment Tree and read all of our testimonials [HERE](#))

*****About Jazz for Peace Funding:** Jazz for Peace™ has received enough funding from **prestigious supporters, Grants,** and **every day people just like you** (see supporting hyperlinks at www.jazzforpeace.org) to give a Helpful Step Forward to over 850 outstanding causes along with countless Musical Instrument Donations, and Educational Presentations. In

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our quest to serve only those projects that are in immediate need and avoid an overload of requests, we would also like to especially thank those who are not in immediate need for your honesty which helps us preserve our funding. ***

Latest Award: ~ Jazz for Peace™ to receive the 2019 Funvic Europa Cultural Achievement Award September 14th in Rome, Italy. <https://jazzforpeace.org/award2019.pdf>

Breaking News: 7th Jazz for Peace™ Tour of Africa begins in Kenya as Jazz for Peace™ performs a selection from the Classic Miles Davis Album Kind of Blue: <https://www.youtube.com/watch?v=ee-yzGmwTSs>

More Breaking News: Jazz for Peace™ featured June, 2019 by GrantWatch (click [HERE](#)), The Jerusalem Post (click [HERE](#)), and in these latest interviews (click [HERE](#) for "Meet the Experts" and [HERE](#) for "Passionate World Radio").

EXHIBIT F: Amended proposal resubmitted Nov. 1, 2018 as detailed in ¶10.

From: Jazz for Peace <info@jazzforpeace.org>

Subject: **Alvester, Amended proposal fitting current Local 802 Jazz Committee Goals of "supporting educational initiatives, community outreach, and organizing in the jazz field."**

Date: November 1, 2018 at 7:14:38 PM EDT

To: vester7@msn.com

Cc: Mikael Elsila <melsila@local802afm.org>

Dear Alvester,

With much thanks for your clarification, below and attached is the new proposal now tailor-made to fit the current Goals of our AFM Local 802 Jazz Committee as officially stated on our [Local 802 Web-Site](#).

SEE ATTACHED PDF and also click here for link: <https://jazzforpeace.org/jazzcommitteeproposal.pdf>

Looking forward to your quick reply.

In Solidarity,
Rick DellaRatta, Member - Local 802 AFM

PS - With today's email from the opposition party (see below and I have also copied "the wonderful person behind Allegro") showing the extremely high level of scrutiny that a contested election can bring, I look forward to this opportunity to demonstrate with the progress we have just made how our current leadership can and WILL work together with its members for positive change; honor their word when changes are requested and thoroughly completed; and above all, honor the spirit and printed words of its mission and goals with respect to its legally binding fiduciary obligations. With so many jobs at stake, I would like to close this note by saying how truly honored I am to have the opportunity to be of service at this important time for our immediate future.

EXHIBIT G: Document detailing breach of Duty of Fair Representation.

Accompanying Video address: <https://vimeo.com/355947554> or youtube search "email 802"

FAQ: Isn't this is a political issue and not a legal issue?

ANSWER: Our disclaimer (see below) makes this DFR violation strictly a legal issue, not political.

From a purely legal issue (not political), this is a AFM Local 802 [DFR violation](#) in that "conduct that is arbitrary, discriminatory, or in bad faith breaches the union's Duty of Fair Representation ["DFR"] to its members"

Below is our disclaimer removing this from being a political issue:

****** Jazz For Peace reaches out to individuals and organizations on both sides of conflicting issues, believing that if we as a species embrace qualities such as creativity, artistry, intellectuality, humanity, individuality, etc. we will all have a better chance at avoiding the behavior that leads to destruction.******

In addition, Jazz For Peace reinforces what history has proven, ...

"Jazz creates a positive effect that transforms & unites people; thus transcending the barriers of different cultures & beliefs."

"The art form of Jazz has the ability to effect people in profoundly positive ways"

["Click for Example"](#)

Pro Union Labor Friendly Complaint for the purpose of strengthening our Union against AFM Local 802 for false advertising, dereliction of duty and gross violations of the Business Judgment Rule of case law doctrine encompassing each of the triads of their [fiduciary duty](#) — [good faith](#), [loyalty](#), and [due care](#).

On February 1, 2019 AFM Local 802 [announced](#) a \$600,000 budget shortfall just for calendar year 2018 alone; an immediate "stopping" of their only woefully inadequate [Grant program](#); and a warning that they are about to announce along with the parent company AFM massive cuts to their pension fund which has now come to fruition as detailed [HERE](#) along with many more painful cuts to come. All while running a [brazen false advertising scam](#) to cover it up in addition to a [failed smear campaign](#) using membership dues that they did not have budgeted against one of their most highly acclaimed members whose only crime was the success of an

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empowering philanthropic model designed to help the Union and its Members obtain much needed funding for each of these initiatives via a 17 year old proven Grant program bestowed by his foundation. And this set of unlawful actions are only the tip of the iceberg regarding “the shameful failure to fulfill one's obligations” by exhibiting “conduct that is arbitrary, discriminatory, or in bad faith” and thereby “[breaches the union's Duty](#) of Fair Representation [“DFR”] to its members.”

The information below confirms that AFM Local 802 violated laws protecting citizens and consumers (members) from False Advertising, Violation of Fiduciary Duty and DFR.

In addition, such illegal actions have also damaged their “Business” or perhaps more accurately their “non profit services” (thereby in violation of the Business Judgment Rule) in the following ways:

1. Declining Local 802 membership rolls
2. Less and less union work under contract
3. An entire younger generation of musicians who see no value in joining the union
4. A pension fund in crisis
5. Misuse of member dues to run a failed smear campaign.

In addition, with the 17 year old services our Foundation offers having now earned its place as “[One of the most significant Cultural Events of our time.](#)”, (to give you just one example of over 850, [CLICK HERE](#) to see the work we have done with Veterans, and the extraordinary need for this work as outlined in [TODAYS ARTICLE](#) from the Washington Post) and thereby causing my work as founder to become at least double the amount of any salaried Local 802 Employee, it would be nearly impossible for me find the time to do “janitorial” type services for Local 802 as a way of “Schmoozing” or to somehow find a way to budget the amount of time and energy that it would take to organize and run a political campaign in order to oust an irresponsible employee and take over his position as has been advised as a way to avoid litigation.

The **business judgment rule** is a [case law](#)-derived doctrine in [corporations law](#) that courts defer to the business judgment of corporate executives. It is rooted in the principle that the "directors of a corporation... are clothed with [the] presumption, which the law accords to them, of being [motivated] in their conduct by a [bona fide](#) regard for the interests of the corporation whose affairs the stockholders have committed to their charge".^[1] The rule exists in some form in most [common law](#) countries, including the United States. To challenge the actions of a corporation's [board of directors](#), a plaintiff assumes "the burden of providing evidence that directors, in reaching their challenged decision, breached any one of the triads of their [fiduciary duty](#) — [good faith](#), [loyalty](#), or [due care](#)".

Put simply, a director owes a [duty](#) to exercise good business judgment and to use ordinary care and prudence in the operation of the business. They must discharge their actions in good faith and in the best interest of the corporation, exercising the care an ordinary person would use

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under similar circumstances. Directors' decisions are typically protected under the [business judgment rule](#), unless they breach one of these duties or unless the decision constitutes waste. A breach of fiduciary duty will typically remove a director's decision from business judgment protection and require that the director show [entire fairness](#).

AFM Local 802 should be denied business judgment protection for the following reasons detailing how they have clearly breached the triads of their [fiduciary duty](#) — [good faith](#), [loyalty](#), and [due care](#).

1. A [pension plan in crisis](#). Since the inception of the Jazz for Peace™ Benefit Concert Series Grant Program in 2003 the AFM pension has been in a continuous demise taking it all the way down to the [current announcements](#) on January 25 and February 27, 2019 informing us that we are now on brink of inevitable and radical cuts that will effect the Pension amounts of every Local 802 Member along with AFM members nationwide and internationally. However, Jazz for Peace™ events going as far back as 2006 have been known to raise as much as \$250,000.00 in a single evening for organizations and causes that had less than a fraction of Local 802's knowledge of how to make the most out of a World Class Cultural Event using the Art Form of Jazz as the main entertainment and cultural attraction. By denying a good faith presentation of this program followed by the question & answer period that combined offers the bare minimum needed to understand this program well enough to even begin the process to fully identify its potential and set the process for funding approval in motion, AFM Local 802 did not act in good faith and "in the best interest of the corporation" in this case being Local 802 and the AFM as a whole. Yet year after year after year as the pension crisis grew ever more dire the Union increased its pleas in its member outreach publications to the point of literally begging for "New and Fresh Ideas" from Members and offering an "open door policy" to review such while in private doing completely [the opposite](#). And in addition to the dire pension news, an article on Page 4 of the February 2019 edition of Local 802 publication Allegro has the current 802 President (Adam Krauthamer) admitting that "the prior administration left us with a budget deficit of over \$600,000.00 for calendar year 2018 alone".
2. Steady Year over Year declines in Membership [dating all the way back to 2002](#). In addition to its proven record of helping outstanding causes, organizations [and artist projects](#), Jazz for Peace™ offers free Grant Administration services in order to assist all Local 802 & AFM Members who wish to have the opportunity to qualify, thereby bringing added value for current members to continue their yearly dues as well as a bonafide selling point to an entire younger generation of musicians who see no value in joining our union. It is for this and many other reasons that a reply from a Local 802 Employee that the opportunity "[Sounds too good to be true](#)", as told to Jazz for Peace [in this email](#) (see Exhibit 1 Page 2) sent by the Local on October 10, 2013, without ever scheduling any sort of in person meeting or presentation in order to meet the minimum requirements necessary for understanding and implementation, simply does NOT qualify Local 802 for Business Judgement Rule Protection from justice in this matter.
3. [Less and Less work under contract](#). Less work under Union contract means less performance monies going to the pension fund, less incentive for current members to renew, less opportunities to consider

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for new members to join, less membership money being paid to the union, etc. The combination of which setting off a domino effect of negative results in every aspect of Union function from influence to bargaining power. Yet the Jazz for Peace proposal was the only such opportunity presented to the union that creates completely new Union contract performance opportunities without competing with or replacing already existing ones. In light of the problems facing our Union with regards to this deficiency, there is simply no possible justification of **fiduciary duty** which includes **good faith, loyalty, or due care** that could possibly ignore, undermine or prevent such legitimate opportunities to provide MORE work under contract as [this proposal](#) has offered for so many years.

4. This complaint which includes [well documented](#) communications spanning over a decade in combination of all three points above convincingly reveals the decisions of directors in some instances given by them UNDER OATH who have not performed their duties (1) in **good faith**; (2) with the care that an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the directors reasonably believe to be in the best interests of the corporation. **This meticulous archive and the fact that these officers have actually admitted to committing these offenses UNDER OATH when combined with all of the additional reasons outlined above thoroughly disqualifies AFM Local 802 from Business Judgement Rule Protection.**

SUMMARY: While it is indeed true that Jazz for Peace is [not the first to notice](#) (and thereby for which precedent exists) this blatant disregard by AFM for the laws which govern fiduciary duties and obligations, the evidence I refer to in this document shows that no reasonable business could take the actions that this business took. Business judgment cases are very difficult because there are thousands of ways to exercise such judgment and even though they may not be the best way, as long as they are reasonable the court will not find against the business. However, in this extraordinary instance, AFM Local 802 intentionally went down this path and in doing so each of these actions contributed to in the worst case the demise and in the least worst instances had a clearly negative impact on their own business. None of the decisions they made regarding this matter would be reasonable in the business world and the detailed information above is proof that no reasonable business person would have done so.

Lastly, one final [FAQ](#): Do you really think this highly acclaimed Empowerment Grant that has already helped over 850 of the worlds most outstanding causes ([Click HERE to see](#)), **as well as outstanding musical artists from as far away as Helsinki, Finland** ([Click HERE to see](#)) **should NOT be presented to Union members right here in NYC** so that possibilities can be explored via this Grant to:

- A. Give membership more value (by offering the opportunity to all members and their artistic projects)
- B. Create more union work under contract
- C. Generate much needed income for Union programs
- D. Appeal to an entire younger generation of musicians who see no value in joining the union

and MORE

to a Union that not only readily admits they are in grave decline in each of the above areas but also routinely pleads to the general membership for exactly such help?

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Your answer is very much appreciated.

Rick DellaRatta, Member - AFM local 802 / Founder, Jazz for Peace™ - Watch or Read: See how Jazz For Peace funding can help outstanding causes on the Bruce Hurwitz Show "[MEET THE EXPERTS!](#)" or simply [Click HERE](#) to read the Easy ABC Steps for funding approval and complete Easy Letter A now in minutes.

EXHIBIT H: Response by Jazz for Peace to Local 802 BBB Complaint in its entirety -

<https://jazzforpeace.org/listofviolations&responsestodeclarationofsupport.pdf>

EXHIBIT I: Original Complaint filed by Local 802 against Jazz for Peace in its entirety -

<https://jazzforpeace.org/bbbmars.pdf>

EXHIBIT J: Sworn testimony shows knowledge of Grant opportunity as far back as October of 2013 See ¶13 at bottom of page with complete document available at: <https://jazzforpeace.org/bbbmars.pdf>

Exhibit K:

#1. See Page 2 along with complete document available at: <https://jazzforpeace.org/happynewyeargreeting.pdf>

#2. See "Testimonials" section along with complete document available at: <https://jazzforpeace.wordpress.com/about/>

EXHIBIT L:

#1. Win Grant Form Excerpt: See complete form at: <https://jazzforpeace.org/wingrantformnigeria.pdf>

Date: December 16, 2019

Official Jazz for Peace™ Board Request for \$1,460.00 Quick Confirmation Discount

Letter to affirm confirmation on or before January 5, 2020 of the first ever Jazz for Peace™ Event in Nigeria.

Dear Jazz for Peace™ Board,

I would like to apply for the Quick Confirmation Super Discount for the first ever Authentic and fully Board Authorized Jazz for Peace™ Event in the History of Nigeria for Guild of Adjudicators in Nigeria (GAIN); The Peace Agenda; Mediators & Advocates of Peace (LAMPAIX); The Values String (A book on Transitional Life, Compelling Fulfillment, and Profound Peace); and the newly founded Abuja arts project titled Youth Empowerment through Music; to take place on Saturday February 29, 2020 at a convenient and appropriate venue (tentatively scheduled to be held at the Shehu Musa Yar'Adua Centre, One Memorial Drive, Central Business District. Abuja. Federal Capital Territory. Nigeria) so that we can raise an additional \$1460 for our outstanding causes and "confirm our event with funds already raised for our mission QUICKLY!" thereby giving your team maximum time to Grow the important Branches of my Empowerment Tree for maximum results!

If approved we will be able to confirm this event immediately (no later than December 23rd, 2019) using event confirmation funds from an anonymous VIP

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Ticket Sponsor (as outlined in Point #1 at <https://jazzforpeace.org/roots.pdf>) while at the same time we will be collecting \$30 per ticket (\$50 per PAIR of tickets) from the 101 VIP Guests listed on my Grant Application (see below) with each VIP purchasing at least a pair of tickets each. 101 VIPs purchasing a pair of tickets each (101 X \$50) equals a total of \$5050.00 IN ADDITION to the funds we will receive from our VIP Ticket Sponsor!

With the quick confirmation discount we will be able to confirm this event immediately via our VIP Ticket Sponsor and then put an additional \$5050.00 into my account thereby confirming our historic Jazz for Peace event “with funds already raised for us as detailed here (<https://jazzforpeace.org/quickconfdiscountukpeme&patrick.pdf>) thereby giving your team maximum time to Grow the important Branches of my Empowerment Tree!

As part of this “Super Discount Approval” we agree to work together with Jazz for Peace™ to quickly obtain a convenient and appropriate venue utilizing their special Venue Letter that they have provided, as well as lodging and accommodation for Rick DellaRatta using the Hotel/Lodging Sponsorship info that you will also provide as well as follow their proven fundraising techniques as detailed at FAQ #9 (<https://jazzforpeace.org/grant>) and by also following their expertise and guidance provide the bare minimum basics for the Jazz for Peace™ performance as detailed HERE – <https://jazzforpeace.org/rider.pdf>.

If approved we will be able to confirm this event immediately using our VIP TICKET SPONSOR Funds as well as collect the already pledged VIP ticket funds from our VIPs and others using the special invitation and receipt (see Example here: <https://jazzforpeace.org/baltimoreevent.pdf>) provided for us by this date: DAY 23 MONTH December YEAR 2019 and ASSURE you that we will have no problem meeting your Dec. 23rd, 2019 Quick Confirmation Super Discount deadline so that you and your team can begin working quickly to offer us the maximum effort to Grow our Empowerment Tree.

Sincerely,

Ukpeme Akpan Okon – Ambassador for Peace, Author of award-winning The Values String: A book on Transitional Life, Compelling Fulfillment, and Profound Peace. www.thevaluesstring.com and Patrick E. Eteng – Youth Empowerment Through Music. Phone # and skype name: +1(240) 507-2374 and +234 81 40035225 values@thevaluesstring.com

#2. Proof of Payment: See complete form at: <https://jazzforpeace.org/proofofpayment.pdf>

A. See below

From: "service@paypal.com" <service@paypal.com>
Subject: You've got money
Date: January 25, 2020 at 4:41:25 PM EST
To: Rick DellaRatta <info@jazzforpeace.org>

Ukpeme Akpan Okon (author of The Values String) sent you \$1,793.10 USD

Note from Ukpeme Akpan Okon (author of The Values String): Abuja 2020 Jazz for Peace
Concert Confirmation Payment

B. See below

From: "service@paypal.com" <service@paypal.com>
Subject: You've got money
Date: February 11, 2020 at 3:44:16 PM EST
To: Rick DellaRatta <info@jazzforpeace.org>

Ukpeme Akpan Okon (author of The Values String) sent you \$707.00 USD

Note from Ukpeme Akpan Okon (author of The Values String): Abuja 2020 Jazz for Peace
Concert Confirmation Balance Payment.