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6 Attorneys for Plaintiffs
Dr. Viji Nakka-Cammauf and Tara Singh, individually, in their
7 capacities as trustees of Mills College

8 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
9 **COUNTY OF ALAMEDA**

10
11 DR. VIJI NAKKA-CAMMAUF, an individual, and
12 TARA SINGH, an individual,

13 Plaintiffs,

14 v.

15 DR. ELIZABETH HILLMAN, an individual,
KATIE SANBORN, an individual, MARIA
16 CAMMARATA, an individual, RENEE
JADUSHLEVER, an individual, ERIC ROBERTS,
17 an individual, DR. MARILYN SCHUSTER, an
individual, ELIZABETH PARKER, an individual,
18 OPHELIA BASGAL, DR. KAREN MAY, an
individual, and DOES 1 through 20, inclusive,

19 Defendants

20 -and-

21 MILLS COLLEGE, a California nonprofit public
benefit corporation,

22 Nominal Defendant.
23
24
25
26
27
28

CASE NO. RG21101875

[Hon. Stephen Pulido, Dept. 517]

**DECLARATION OF LISA MCCURDY IN
SUPPORT OF PLAINTIFFS' *EX PARTE*
APPLICATION FOR AFFIRMATIVE
RELIEF, TEMPORARY RESTRAINING
ORDER AND ORDER TO SHOW CAUSE RE:
PRELIMINARY INJUNCTION**

[Filed concurrently with Declarations of Thembisa
Mshaka, Jenny Varner, Dr. Viji Nakka-Cammauf,
and Tara Singh; *Ex Parte* Application;
Memorandum of Points and Authorities;
[Proposed] TRO and OSC]

Date: July 26, 2021

Time: 2:30 p.m.

Department: 517

1 DECLARATION OF LISA MCCURDY

2 1. I am an attorney in good standing and admitted to the California State Bar, and I am a
3 shareholder at the law firm of Greenberg Traurig, LLP, counsel of record for Plaintiffs Dr. Viji Nakka-
4 Cammauf and Tara Singh (collectively, “Plaintiffs”) in this action. I have personal knowledge of the
5 following facts and could competently testify thereto if necessary. I submit this declaration in support of
6 Plaintiffs’ *Ex Parte* Application for Affirmative Relief, Temporary Restraining Order and Order to Show
7 Cause Re: Preliminary Injunction (“Application”).

8 2. On April 16, 2021, I requested certain information from Defendants Dr. Elizabeth Hillman
9 and Katie Sanborn, on behalf of the Alumnae Association of Mills College (“AAMC”), including the
10 AAMC members who sit on the College Board of Trustees (Plaintiffs and Petitioners here). On April 28,
11 2021, I received an initial response from counsel for the College that largely left the inquiries unanswered,
12 stating that they were “matters for the trustees.” True and correct copies of the April 16 and April 28
13 correspondence are attached hereto as **Exhibits 1 and 2**.

14 3. After a subsequent phone call with counsel for the College, I sent a follow-up email request
15 on May 5, 2021, seeking information regarding a March 4, 2021 Board of Trustees’ meeting and,
16 specifically, seeking an understanding of what decisions were purportedly made during that meeting
17 regarding the future of the College. The inquiry was necessitated by the fact that announcements made by
18 the College President (Defendant Hillman) after the March 4 meeting different dramatically from what
19 Plaintiffs believed had taken place. On May 13, 2021, counsel for the College responded to certain of
20 these requests for information, but only general information was provided. For example, in response to
21 the question of whether the Board, in fact, voted in favor of Mills ceasing to function as a degree granting
22 institution, counsel for the College responded, among other things, that:

- 23 a. “[T]he Board deemed it advisable to communicate to students and prospective
24 students the nature of the College’s situation and the expectation that at a point in the future
25 the College will not continue to be a degree-granting institution”
- 26 b. “The Teach Out Plan has not been fully developed and remains subject to the
27 Board’s further consideration”
- 28 c. The board has not approved a transition to a specific Mills Institute.”

1 True and correct copies of my May 5, 2021 email, and the May 13, 2021 response are attached hereto as
2 **Exhibits 3 and 4.**

3 4. On July 7, 2021, I again requested that the College provide the required response to Ms.
4 Nakka-Cammauf's June 17, 2021 request for documents and information. Counsel for the College
5 responded on July 14, 2021, stating incorrectly, among other things, that it could only provide the
6 requested documents if Ms. Nakka-Cammauf agreed in writing not to share information and documents
7 provided by the College. True and correct copies of the July 7, 2021 letter and the July 14, 2021 letter are
8 attached hereto as **Exhibits 5 and 6.**

9 5. In response, Ms. Nakka-Cammauf did, at the College's insistence, agree in writing not to
10 share information and documents provided, on certain terms. A true and correct copy of my July 16, 2021
11 response letter and Ms. Nakka-Cammauf's certification are attached hereto as **Exhibit 7.**

12 6. On July 19, 2021, counsel for the College responded to my July 16, 2021 letter, offering an
13 impossible "solution": that Ms. Nakka-Cammauf, and only Ms. Nakka-Cammauf, come to the College at a
14 later date and time to physically inspect "hundreds of files comprising many thousands of pages" in hard-
15 copy form only, only in person, without anyone else with her and without the opportunity to share the
16 documents with a retained forensic accountant (who shares Ms. Nakka-Cammauf's attorney-client
17 privilege, rendering any confidentiality concern moot). A true and correct copy of the College's response
18 is attached hereto as **Exhibit 8.**

19 7. In response, I attempted to make the conditions more reasonable, while still working in
20 good faith to satisfy the College's concerns regarding confidentiality (despite the fact that Ms. Nakka-
21 Cammauf already signed a confidentiality provision at the insistence of the College), and requested that
22 Ms. Nakka-Cammauf receive the documents electronically as they were so numerous, and allow her
23 forensic accountant to examine them as he shared her confidentiality obligations. I further requested that,
24 as "thousands" of documents regarding the Northeastern partnership still needed to be reviewed, the vote
25 on the partnership be postponed 60 days. A true and correct copy of my July 20, 2021 response is
26 attached hereto as **Exhibit 9.**

27 8. In response, the College refused my July 20, 2021 requests, doubling down on its refusal to
28 do anything more than allow Ms. Nakka-Cammauf to *inspect* the records without making copies and

1 without the assistance of counsel or consultants, and stating that it does not matter that one of its voting
2 directors cannot make an informed decision because (1) she is but one voice; and (2) Defendants evidently
3 believe that whatever vote is to come already has been “overwhelmingly approved by the other Trustees,”
4 notwithstanding what further discourse might take place if all trustees – including Ms. Nakka-Cammauf –
5 were provided with the relevant information. A true and correct copy of the College’s July 21, 2021
6 response is attached hereto as **Exhibit 10**.

7 9. If Plaintiffs are not provided the information and documentation to which they are
8 unequivocally entitled, so that they (in their capacities as trustees) can properly and thoroughly evaluate
9 the situation and the decisions purportedly being made, and an injunction issues to temporarily halt actions
10 being taken regarding the future of the College so that the information and documentation can be
11 reviewed, Plaintiffs and the College itself will face immediate and irreparable harm.

12 10. No previous application has been made to any judicial officer for similar relief.

13 11. Proper notice of this Application was given by email, before 10:00 a.m. on July 22, 2021,
14 to the College’s counsel of record and to all defendants at their respective, last known email addresses. As
15 of this filing, Defendants have not indicated whether they plan to oppose the relief requested herein. A
16 true and correct copy of an email sent by my office providing proper notice of this Application is attached
17 hereto as **Exhibit 11**.

18 I declare under penalty of perjury under the laws of the State of California that the foregoing is
19 true and correct. Executed on July 22, 2021, at Los Angeles, California.

21 /s/ Lisa McCurdy

EXHIBIT 1

Lisa C. McCurdy
Tel 310.586.6512
mccurdy@gtlaw.com

April 16, 2021

VIA U.S. MAIL AND EMAIL

Dr. Elizabeth L. Hillman, President of Mills College
Office of the President
5000 Macarthur Blvd
Oakland CA 94613
Email: ebeth@mills.edu

Katie Sanborn, Mills College Board of Trustees, Chair
PO Box 2693
El Granada, CA 94018-2693
Email: ksanborn@mills.edu

Re: Mills College

Dear President Hillman and Chairperson Sanborn:

This firm represents the Alumnae Association of Mills College (“AAMC”), including in connection with recent announcements and actions taken with respect to the future of Mills College, a California nonprofit public benefit corporation.

As you are aware, the AAMC has grown increasingly troubled in recent weeks by what appears to be unilateral and unvetted decision-making and related communications by certain members of the College Board of Trustees and Officers of the College. We leave room for the possibility that there has been a breakdown in communication, which — though problematic in itself — should be rectifiable. To that end, we request information and confirmation regarding the following matters.

First, we write to request confirmation of the position of the President of the College and Board of Trustees. We understand that certain officers of the Board of Trustees, as well as the President of the College, are taking the position that the Board of Trustees has voted to close the college as of the end of the academic year 2023, approved a “Teach-Out Plan,” and determined that the College will no longer function as a degree-granting institution. This is not the understanding of the AAMC Board of Governors (including the Alumnae Trustees) as to what has been presented to, considered, voted on, and approved by the College Board of Trustees. Indeed, the materials we have reviewed, including proposed board resolutions, indicate that the Board of Trustees was, instead, asked to authorize (1) *development* of a so-called “Teach-Out

Plan” for further consideration by the Board; (2) the *design and development* of a Mills Institute (including the development of a mission, vision and operating plan) for further consideration by the Board; and (3) *discussions and negotiations* with representatives of UC Berkeley regarding Mills Institute for further consideration by the Board.

The scope of Board approval sought and obtained to date has been limited. Thus, communications following the March 4, 2021 Board of Trustees meeting stating that *decisions* have been made to, among other things, (1) shift away from being a degree-granting college, (2) cease enrollment of new first year students after fall 2021, and (3) cease conferring degrees, are shocking and contrary to the decisions actually made. The result of the messaging and the concomitant lack of transparency has the dual effect of breeding distrust and potentially forging a predetermined path forward for the College at the expense of other viable options.

Therefore, we request confirmation of the fact that, to date, the Board of Trustees of Mills College has approved only the *planning* and *evaluation/consideration* of options for the future of Mills; there has been no vote to approve a Teach-Out Plan, cease issuing degrees, or to close the College.

Second, and relatedly, we write to address certain irregularities concerning the handling of Board business, focusing on the March 4, 2021 Board meeting.

The Board Packet itself was circulated just three days prior to the meeting, with additional materials distributed after that. This limited time to review the materials is problematic, and the problem is compounded by the fact that a “consent agenda” procedure was utilized for non-routine (indeed, critical) items that typically would not be found on a consent agenda, and was being used during a time when more fulsome in-person meetings are unavailable because of the pandemic. In the instance of the March meeting, the meeting agenda does not identify any specific items for the Consent Agenda. Instead, the agenda indicates that “Proposed board resolutions” are a discussion item on the regular agenda. It is only on the Consent Agenda itself, much later in the Board packet, that there is any reference to highly substantive and obviously controversial matters having been placed on the Consent Agenda. The clear takeaway is that, intentionally or not, the Board of Trustees was not afforded the requisite opportunity to meaningfully consider and vote on items of monumental importance to the exercise of their fiduciary obligations.

Further, within that same Board Packet, by way of Consent Agenda Item No. 002, was a recommendation to approve certain amendments to the College Bylaws. However, the College Bylaws can be amended only if “notice of the proposed changes have been given to each member of the Board in or prior to the notice for the meeting,” which must have been given at least seven calendar days in advance of the meeting. No such notice was provided and, thus, there was no valid amendment to the College Bylaws at the March 4 meeting.

On this second point, therefore, we request (1) confirmation that the proposed College Bylaws amendments proposed at the March 4, 2021 Board meeting were not duly approved, and

Dr. Elizabeth L. Hillman, President of Mills College
Katie Sanborn, Mills College Board of Trustees, Chair
April 16, 2021
Page 3

(2) that the AAMC be provided with all policies, rules or orders adopted by the Board of Trustees (at any time) concerning the use of consent agendas/calendars.

Third, the AAMC renews its request for a meeting with the Board of Trustees to engage in meaningful discussion regarding concerns and the path forward for Mills. This request is in keeping with the letter and spirit of the 2017 Memorandum of Collaboration and Agreement between Mills College and the Alumnae Association of Mills College (2017 MOC), which calls for “[r]egular and open exchange of information” and “mutual transparency.” We also request that the AAMC be provided with (or, at a minimum, shown at the requested meeting) (1) any planning documents, committee reports, consultant reports, feasibility studies, term sheets or similar documents regarding any contemplated partnership or programming with UC Berkeley, the Mills Institute, the “Teach-Out Plan,” and (2) current financial statements for the College (audited or unaudited), including balance sheets, income statements, statement of cash flows, endowment statements, and budgets. We remind you that, pursuant to Cal. Corp. Code section 6334 and Article 12.2 of the Mills College Bylaws, all Trustees are entitled to inspect and copy such records upon request.

Finally, we note that the Articles of Incorporation of Mills College specify that a purpose of the College is “to grant to its students and other persons such honorary testimonials and confer such honors, degrees and diplomas as are granted or conferred by any university, college or seminary of learning in this State.” [Article Third.] We trust that the Board of Trustees intends to honor that purpose, history and tradition of Mills.

The AAMC reserves all rights in connection with these matters. We look forward to your prompt response regarding the above requests, no later than close of business on Wednesday, April 21, 2021.

Best regards,



Lisa C. McCurdy
Shareholder

EXHIBIT 2



Hogan Lovells US LLP
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17th Floor
Tysons, VA 22102
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F +1 703 610 6200
www.hoganlovells.com

April 28, 2021

By Electronic Mail

Lisa C. McCurdy
Greenberg Traurig, LLP
1840 Century Park East, Suite 1900
Los Angeles, CA 90067
mccurdyl@gtlaw.com

Re: Mills College

Dear Ms. McCurdy:

We represent Mills College (“Mills” or the “College”) and are writing in response to your letter of April 16, 2021, sent on behalf of the Alumnae Association of Mills College (“AAMC”). Mills greatly values the input of the AAMC and that of all its alumnae. Indeed, most of the Trustees on the Mills Board of Trustees (“Board”) are alumnae.

As you may know, the Board declared a financial emergency in May of 2017. Since that time, despite continual efforts to improve the College’s financial position, including the adoption of a financial stabilization plan, restructured academic programs, expense reductions, efforts to monetize real estate and other assets, pursuit of philanthropic support, and pursuit of collaborations with other institutions, the College’s structural deficits remain and enrollment has declined. The Board has thus determined that a teach-out plan should be developed, and it has directed and authorized the officers of the College to take appropriate action with respect thereto, including communication regarding the College’s expectations going forward. As with all business of the College, development and execution of a teach-out plan proceeds subject to the ongoing direction and approval of the Board and its authorized committees. In the process of developing the teach-out plan, the Board and the College are seeking input from Mills stakeholders, including through the meeting with more than 300 Mills stakeholders on April 22, 2021, at which more than 30 shared their views.

The Board values the collaboration between the College and the AAMC as the Board charts a path in this challenging time. We will coordinate with you to arrange a meeting, subject to reasonable expectations and conditions, between representatives of the Board and representatives of the AAMC.

As to your questions regarding the operations of the Board, those are matters for the Trustees, not the AAMC.

We believe that the Trustees are well aware of their duties and responsibilities. Mills hopes that all its stakeholders can work together to honor the College's educational mission, history and tradition in this period of necessary transition.

Sincerely,

A handwritten signature in black ink, appearing to read 'N. Thomas Connally', written in a cursive style.

N. Thomas Connally

Partner
tom.connally@hoganlovells.com
D 703.610.6126

cc: Stephanie Gold, Hogan Lovells US LLP

EXHIBIT 3

From: McCurdy, Lisa C. (Shld-LA-LT)
Sent: Wednesday, May 5, 2021 4:30 PM
To: 'Connally, N. Thomas' <tom.connally@hoganlovells.com>
Subject: RE: Mills College

Tom,

Further to our call last Friday, below is a list of questions pertaining to the status of the College and the decisions that have been made. We look forward to responses to these questions and further discussions regarding a potential meeting.

1. Has the UC Berkeley at Mills First-Year Program been voted on and, if so, was the plan (or any attendant aspect of it) approved?
2. February 24, 2021 Communications Framework states that “[f]or any communication involving institutional change, only actions approved by the Mills College Board of Trustees will be communicated.” With that in mind:
 - a. Did the Board of Trustees vote to no longer enroll first year students after fall 2021?
 - b. Did the Board of Trustees vote to in favor of Mills transitioning to an Institute?
 - c. Did the Board of Trustees vote in favor of Mills transitioning to an institution that does not confer degrees?
 - d. Has the Board of Trustees, in fact, decided that Mills role as a degree-granting college will end (or any attendant aspect of such a plan)?
3. Has the Board of Trustees voted in favor of a so-called Teach Out Plan (or any attendant aspect of such a plan)? Or, is the so-called Teach Out Plan in development stages? If in the development stages, will the Plan be brought back to the Board of Trustees for further vote?
4. Is the Mills Institute in development stages? If so, will a proposed plan for the Institute be brought back to the Board of Trustees for further vote?
5. Has the Board voted to remove any restrictions on endowed funds to be used in connection with the transition, be it the Teach Out Plan, Institute, or other planning related to the transition or any attendant aspect thereof?

Thank you,

Lisa C. McCurdy
Shareholder

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EXHIBIT 4

1. *Has the UC Berkeley at Mills First-Year Program been voted on and, if so, was the plan (or any attendant aspect of it) approved?*

As part of the College's Board-authorized ongoing collaboration with UC Berkeley, and the College's Board-authorized efforts to obtain new sources of revenue, the Board has been apprised of plans for the UC Berkeley Changemaker-Oakland program.

2. *February 24, 2021 Communications Framework states that "[f]or any communication involving institutional change, only actions approved by the Mills College Board of Trustees will be communicated." With that in mind:*
 - a. *Did the Board of Trustees vote to no longer enroll first year students after fall 2021?*

The Board declared a financial emergency for the College in May of 2017. Since that time the Board has made continual efforts to improve Mill's financial position, including through the adoption of a financial stabilization plan, restructured academic programs, expense reductions, efforts to monetize real estate (through an extensive assessment and development process as well as campus rentals and shared use) and other assets (IP addresses, cell phone towers, rare books, manuscripts, art) to support academic costs, pursuit of philanthropic support from foundations and individuals, and collaborations with a variety of public and private organizations. The Board has determined that these actions taken were insufficient to remedy the College's structural deficit and that enrollment has declined approximately 30% over the past five years. After careful consideration of the financial condition and market opportunities of the College, and in consultation with the College's advisors and administration, the Board determined that the College is suffering from a severe financial crisis that makes long-term operation in its current form unsustainable.

The Board therefore deemed it advisable to declare that the College remains in a state of financial emergency, and that it expects to begin an orderly teach-out process of all its academic programs beginning in academic year 2021-22 and a related wind-down of all its operations directly related to those programs (the "Teach Out"). The Board authorized the officers of the College to develop for further consideration by the Board a Teach Out Plan in accordance with regulations and requirements of WASC Senior College and University Commission, other accreditors, state regulators and the U.S. Department of Education, and taking into consideration the stakeholders of the College. The Teach Out Plan has not been fully developed and remains subject to the Board's further consideration. The Board authorized and approved the announcement of the expectations around the Teach Out Plan, including the expectation that the first-year class enrolled for 2021-22 would be the last first-year class enrolled at the College.

- b. *Did the Board of Trustees vote in favor of Mills transitioning to an Institute?*

The Board declared a financial emergency for the College in May of 2017. Since that time the Board has made continual efforts to improve Mill's financial position, including through the adoption of a financial stabilization plan, restructured academic programs, expense reductions, efforts to monetize real estate (through an extensive assessment and development process as well as campus rentals and shared use) and other assets (IP addresses, cell phone towers, rare books, manuscripts, art) to support academic costs, pursuit of philanthropic support from foundations and individuals, and collaborations with a variety of public and private organizations. The Board has determined that these actions taken were insufficient to remedy the College's structural deficit and that enrollment has declined approximately 30% over the past five years. After careful consideration of the financial condition and market

opportunities of the College, and in consultation with the College's advisors and administration, the Board determined that the College is suffering from a severe financial crisis that makes long-term operation in its current form unsustainable.

The Board therefore deemed it advisable to declare that the College remains in a state of financial emergency, and that it expects to begin an orderly teach-out process of all its academic programs beginning in academic year 2021-22 and a related wind-down of all its operations directly related to those programs (the "Teach Out"). The Board determined that, in order to sustain the mission of Mills College beyond its current status as a degree-granting institution, a Mills Institute shall be designed to advance the educational legacy and vision of Mills College, including its embrace of gender and racial justice, academic excellence, and creative, community-engaged teaching.

The Board's approval was for the design and development of the Mills Institute. As the College previously announced, Mills' faculty, trustees, staff, students, alumnae, and other stakeholders across the College community are being asked to consider potential structures and programming for a Mills Institute. The Board has not approved a transition to a specific Mills Institute.

c. Did the Board of Trustees vote in favor of Mills transitioning to an institution that does not confer degrees?

The Board declared a financial emergency for the College in May of 2017. Since that time the Board has made continual efforts to improve Mill's financial position, including through the adoption of a financial stabilization plan, restructured academic programs, expense reductions, efforts to monetize real estate (through an extensive assessment and development process as well as campus rentals and shared use) and other assets (IP addresses, cell phone towers, rare books, manuscripts, art) to support academic costs, pursuit of philanthropic support from foundations and individuals, and collaborations with a variety of public and private organizations. The Board has determined that these actions taken were insufficient to remedy the College's structural deficit and that enrollment has declined approximately 30% over the past five years. After careful consideration of the financial condition and market opportunities of the College, and in consultation with the College's advisors and administration, the Board determined that the College is suffering from a severe financial crisis that makes long-term operation in its current form unsustainable.

The Board therefore deemed it advisable to declare that the College remains in a state of financial emergency, and that it expects to begin an orderly teach-out process of all its academic programs beginning in academic year 2021-22 and a related wind-down of all its operations directly related to those programs (the "Teach Out"). The Board authorized the officers of the College to develop for further consideration by the Board a Teach Out Plan in accordance with regulations and requirements of WASC Senior College and University Commission, other accreditors, state regulators and the U.S. Department of Education, and taking into consideration the stakeholders of the College. The Teach Out Plan has not been fully developed and remains subject to the Board's further consideration. Given the College's unsustainable financial situation, and the expectations around the Teach Out Plan, the Board deemed it advisable to communicate to students and prospective students the nature of the College's situation and the expectation that at a point in the future the College will not continue to be a degree-granting institution.

- d. Has the Board of Trustees, in fact, decided that Mills role as a degree-granting college will end (or any attendant aspect of such a plan)?*

The Board declared a financial emergency for the College in May of 2017. Since that time the Board has made continual efforts to improve Mill's financial position, including through the adoption of a financial stabilization plan, restructured academic programs, expense reductions, efforts to monetize real estate (through an extensive assessment and development process as well as campus rentals and shared use) and other assets (IP addresses, cell phone towers, rare books, manuscripts, art) to support academic costs, pursuit of philanthropic support from foundations and individuals, and collaborations with a variety of public and private organizations. The Board has determined that these actions taken were insufficient to remedy the College's structural deficit and that enrollment has declined approximately 30% over the past five years. After careful consideration of the financial condition and market opportunities of the College, and in consultation with the College's advisors and administration, the Board determined that the College is suffering from a severe financial crisis that makes long-term operation in its current form unsustainable.

The Board therefore deemed it advisable to declare that the College remains in a state of financial emergency, and that it expects to begin an orderly teach-out process of all its academic programs beginning in academic year 2021-22 and a related wind-down of all its operations directly related to those programs (the "Teach Out"). The Board authorized the officers of the College to develop for further consideration by the Board a Teach Out Plan in accordance with regulations and requirements of WASC Senior College and University Commission, other accreditors, state regulators and the U.S. Department of Education, and taking into consideration the stakeholders of the College. The Teach Out Plan has not been fully developed and remains subject to the Board's further consideration. Given the College's unsustainable financial situation, and the expectations around the Teach Out Plan, the Board deemed it advisable to communicate to students and prospective students the nature of the College's situation and the expectation that at a point in the future the College will not continue to be a degree-granting institution.

- 3. Has the Board of Trustees voted in favor of a so-called Teach Out Plan (or any attendant aspect of such a plan)? Or, is the so-called Teach Out Plan in development stages? If in the development stages, will the Plan be brought back to the Board of Trustees for further vote?*

The Board authorized the officers of the College to develop for further consideration by the Board a Teach Out Plan in accordance with regulations and requirements of WASC Senior College and University Commission, other accreditors, state regulators and the U.S. Department of Education, and taking into consideration the stakeholders of the College. The Teach Out Plan has not been fully developed and remains subject to the Board's further consideration.

- 4. Is the Mills Institute in development stages? If so, will a proposed plan for the Institute be brought back to the Board of Trustees for further vote?*

The mission, vision and operations of the Mills Institute are still to be designed and developed. The Board has authorized the officers of the College to develop for further consideration by the Board a mission, vision and proposed operating plan that takes into account the mission and educational legacy of Mills College.

5. *Has the Board voted to remove any restrictions on endowed funds to be used in connection with the transition, be it the Teach Out Plan, Institute, or other planning related to the transition or any attendant aspect thereof?*

The Board has authorized the officers of the College to take appropriate action to effectuate its resolutions. At this time, the College has not sought, through appropriate legal process, to remove existing restrictions on any of its endowed funds. Were the College to take such action, it would follow all legal requirements, including all requirements to provide notice to and seek consent from the Attorney General of California.

EXHIBIT 5

Lisa C. McCurdy
Tel 310.586.6512
mccurdy@gtlaw.com

July 7, 2021

VIA U.S. MAIL AND EMAIL

N. Thomas Connally
Hogan Lovells US LLP
8350 Broad St., 17th Floor
Tysons, VA 22102
tom.connally@hoganlovells.com

Re: Mills College

Dear Mr. Connally,

We are in receipt of your June 30, 2021 letters. We write to address several issues identified therein.

First, as an initial matter, we appreciate your agreeing to accept service on behalf of the College and its officers. As to the individual trustee-Defendants, we look forward to your further prompt response so that we may proceed with personal service if needed.

Second, we note that your letter regarding the “Cease and Desist Disclosure of Confidential Information” includes various veiled threats and accusations; they are not well taken. As we made clear to you from the outset, we represent the AAMC, which also includes individuals who sit on the College Board of Directors. This should come of no surprise to you. Any insinuation that we are unable to fully and adequately represent all of our clients, or that our clients have wrongfully disclosed allegedly confidential information, is patently false and completely unsupported by fact or reason. In the same vein, we ask that you please confirm whether your firm will purport to represent not only the College, but also its President and the individually named Defendants who sit on the Board of Trustees. If this is the case, please know that the irony of your accusation is not lost on us.

Third, we are puzzled by your reference to “confidential” information subject to non-disclosure agreements; our clients are not aware of any non-disclosure agreements nor have they signed any such agreements. Please inform us as to what agreements you are referring to, if any. Further, we are seeking clarity as to what exactly you believe constitutes confidential information. Is it your position that any and all information shared during Board of Trustee meetings is confidential and cannot be shared with any other constituency or interested party, including but not limited to the AAMC? If this is the case, please provide your basis for this

N. Thomas Connally

July 7, 2021

Page 2

position. Additionally, we understand that the Board of Trustees has been holding meetings and excluding Plaintiffs in order to have legal strategy discussions, but that there are individuals, including individual Board members, present at these meetings who are neither Plaintiffs nor Defendants in the action. We note that such meetings must lead to disclosures of “confidential” information, and potentially a waiver of the attorney-client privilege.

Next, we are informed that the College has attempted to block, and has blocked, our clients from communicating with the alumnae of the College. On what basis do your clients believe they have the right to stifle our clients’ communications with the very individuals whose interests they represent?

Lastly, you noted in your letter regarding the lawsuit that “the College will provide a further response [to Plaintiffs’ requests] soon.” Enough time has passed. We expect a response no later than close of business on Friday, July 9, in response to the full request for information submitted by our clients, including not limited to whether the documents and information will be provided and identification of any item as to which there is no responsive information and/or documentation. Again, as described in the Complaint, our clients are unequivocally entitled to this information and documents.

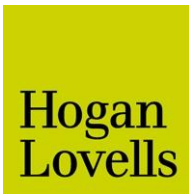
Our clients reserve all rights in connection with these matters. We look forward to your prompt response.

Best regards,

A handwritten signature in blue ink, appearing to read "Lisa C. McCurdy", with a stylized flourish at the end.

Lisa C. McCurdy
Shareholder

EXHIBIT 6



Hogan Lovells US LLP
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July 14, 2021

By Electronic Mail

Lisa C. McCurdy
Layal Bishara
Greenberg Traurig, LLP
1840 Century Park East, Suite 1900
Los Angeles, CA 90067

Re: *Nakka-Cammauf, et al. v. Hillman, et al. (the “Lawsuit”)*

Dear Ms. McCurdy and Ms. Bishara:

We write in response to your letter dated July 7, 2021 (“July 7 Letter”). We represent Mills College (“Mills” or the “College”) and its officers named as defendants in the Lawsuit.

Withdrawal of Plaintiff-Trustees. We trust you have seen the enclosed July 3 letter from plaintiffs Dr. Adrienne Foster and Deborah Wood providing notice to the defendants that they are withdrawing from the Lawsuit. We were surprised that there was no mention of this withdrawal in your letter sent on July 7. Please let us know how and when you intend to make an appropriate filing with the Court to reflect this withdrawal. We further note that plaintiff Tara Singh is no longer a Trustee of the College, as her term expired on June 30. Because Ms. Singh is no longer a Trustee, she has no standing to make demands as a Trustee for further records or information from the College. It thus appears that the only remaining Plaintiff-Trustee is Dr. Nakka-Cammauf, who is just one of 23 current voting Trustees of the College.

We believe the Lawsuit is factually incorrect and legally mistaken. As a prime example, we are aware of only one outstanding request¹ for information from the Plaintiff-Trustees: an e-mail sent the evening of June 17, ten days *after* the Lawsuit was filed and *after* that day’s Board meeting, at which pursuit of the alliance with Northeastern was approved. Our June 30 letter asked for confirmation of this fact—a request ignored in your letter.

Setting aside the lack of factual and legal merit, we are at a loss to understand what Dr. Nakka-Cammauf would hope to accomplish moving forward with the Lawsuit. The Trustees voted overwhelmingly in favor of pursuing the promising path the College is now on with Northeastern. This alliance, if realized, accomplishes so many of the stated goals of the AAMC and other constituents of the College. Dr. Nakka-Cammauf did not oppose the Board’s June 17 resolution to pursue the alliance with Northeastern, and it would not have changed the Board’s decision if she had. Beyond the Plaintiff-

¹ Ms. Singh did submit several detailed questions by e-mail dated May 3, to which the College provided fulsome responses to her and all the Trustees on May 13.

Trustees, the other Trustees, most of whom are also alumnae of the College, are confident in the ample sufficiency of the information they have received and considered in their deliberative process.

So the Lawsuit seems like an unfortunate waste of scarce resources in a challenging time, adding, as Dr. Foster and Ms. Wood stated in the enclosed letter, “another dimension of discord and divisiveness between the AAMC and Mills College, which only serves to exacerbate the fundamental problems of the College’s crisis.”

Plaintiff-Trustees’ Duties as Trustees Run to the College, Not the AAMC. We once again make clear that, as Trustees of the College (the capacity in which they seek relief in the Lawsuit), the Plaintiff-Trustees’ fiduciary duties (including their duties of loyalty and confidentiality) are to the College, not to the AAMC.

In charting the path forward since the declaration of financial emergency in May 2017, the Board has been open with, and welcomed input from, all the constituents in the Mills community, including the AAMC. The College has conducted numerous town halls and other information sessions. In addition to many other disclosures and presentations of financial information, the College has posted its most recent five years of audited financial statements on its public website. And the AAMC, Save Mills and UC Mills were invited to make presentations to the Board regarding their goals and desires for future of the College.

But the Board of Trustees alone has the legal responsibility to direct the College and its management. For the Trustees to do so effectively, and to exercise their independent judgment free from outside interference, much of the Board’s business, deliberations and communications are confidential, as is the sound practice followed by similar corporate entities, including nonprofit public benefit corporations.

So the notion that Trustees of the College could sue, in their capacity as Trustees, for confidential information from the College with the intent to turn that information over to the AAMC in violation of their fiduciary duties is fundamentally mistaken. Confidential information is shared with Trustees so that they can fulfill their fiduciary duties to the College, not breach them.

As we have discussed with you, and as the Trustees have been repeatedly reminded, information and documents made available to the Trustees are, unless otherwise indicated, confidential. Specifically, as the Plaintiff-Trustees should be well aware, the College’s discussions with other institutions, including Northeastern, are subject to non-disclosure agreements between the College and those institutions. Such non-disclosure agreements regarding potential transactions are standard, prudent, and necessary to effectively explore options and negotiate terms. Although the Plaintiff-Trustees have not signed those non-disclosure agreements themselves, they have an obligation as Trustees to abide by and actively uphold the College’s contractual obligations.

Your Representation of the AAMC. You have confirmed that you represent the AAMC in addition to (at least some of) the Plaintiff-Trustees. Our concern is that you have sought and/or obtained confidential information from the College through the Plaintiff-Trustees in their capacity as Trustees, and that you have or will share, or will assist the Plaintiff-Trustees in sharing, that confidential information with the AAMC in breach of the Plaintiff-Trustees’ fiduciary duties to the College as Trustees. Nothing in your response addresses this concern. Indeed, such improper sharing of confidential information appears to be the intended goal of the Lawsuit, which the AAMC is funding.

Contrary to your assertion, our representation of the College and its officers does not present a similar conflict of interest. The named defendants in the Lawsuit share a common interest in defending against the Plaintiff-Trustees' claims for damages and other relief. On the other hand, there is a clear conflict between the Plaintiff-Trustees' fiduciary duties to the College and the desire of the AAMC, which is publicly paying your bills, to obtain confidential information from them in breach of those duties.

Request for More Information. Through direct communication with Board Chair Sanborn, and consistent with their withdrawal from the Lawsuit, Dr. Foster and Ms. Wood have indicated that they are not seeking a meeting to review the information requested in the June 17 e-mail. Ms. Singh is no longer a Trustee. We are willing to discuss a time when the College could make additional requested records available to Dr. Nakka-Cammauf for review, but we would need a signed commitment from her that she will not share any confidential information with anyone outside the Board, including the AAMC. If Dr. Nakka-Cammauf is willing to make such a signed commitment, we are willing to discuss a meeting and the additional records the College can make available to her at that time.

Service on the Defendants. As to service of the Complaint in the Lawsuit on the individual Trustee-Defendants, we expect to return Notices of Acknowledgement and Receipt within the statutory timeframe on their behalf.

We look forward to your response. Mills sends this letter reserving and without waiving all rights and remedies.

Sincerely,



N. Thomas Connally
Partner
tom.connally@hoganlovells.com
D 703.610.6126

Enclosure

cc: Stephanie J. Gold, Hogan Lovells US LLP

EXHIBIT 7

Lisa C. McCurdy
Tel 310.586.6512
mccurdy@gtlaw.com

July 16, 2021

VIA U.S. MAIL AND EMAIL

N. Thomas Connally
Hogan Lovells US LLP
8350 Broad St., 17th Floor
Tysons, VA 22102
tom.connally@hoganlovells.com

Re: Mills College

Dear Mr. Connally,

We received your letter on Wednesday and, disappointingly, it scarcely responds to our July 7 letter at all. We are going to take one more shot at this before seeking the Court's assistance with a request that really should be quite simple.

Cutting to the chase, the withdrawal of Ms. Wood and Dr. Foster from the litigation, and the end of Ms. Singh's term as an alumnae trustee, do not change anything vis-à-vis the litigation and related request for information and documents. If even one trustee is being kept in the dark, it is one too many.¹ ***The request we are focused on now is, indeed, the request sent to the College by Ms. Nakka-Cammauf (not by the AAMC) on June 17 (nearly a month ago).***² That the request for information and documents on which we now are focused was sent after the lawsuit was filed is due *solely* to the fact that, as you and your clients know, the Northeastern proposal had been concealed until after the lawsuit was filed; until that time, the focus had seemingly been on a partnership or institute with UC Berkeley. Further, as you and your clients also know, my clients have been seeking information they were and are entitled to since April, before the lawsuit was filed.

The College cannot hide behind false allegations as a means to avoid its duty of candor and transparency, including to one of its own trustees. Your contention that "the improper

¹ We disagree with your assertions re Ms. Singh's standing, given this action is also being pursued in a derivative capacity, but we will leave that debate for a later time.

² Our July 7 letter did not mention the withdrawal of Ms. Wood and Dr. Foster because we were informed that the College already had been told. Obviously, that is correct. In any event, a withdrawal pleading was submitted on July 13 on their behalf and processed by the Court on Wednesday.

sharing of confidential information appears to be the intended goal of the Lawsuit” is baseless. Notwithstanding your statements to the contrary, our July 7 letter *did* address your accusation, stating that the College’s accusations regarding the disclosure of allegedly confidential information are “patently false.”³ Relatedly, your contentions regarding conflicts of interest defy law and logic. The interest of the AAMC is solely and fundamentally to further the interests of the College alumnae and the growth of Mills as an undergraduate institution; so, too, is the interest of an alumnae trustee. The Complaint states, among other things, a claim for breach of charitable trust on behalf of the College itself (a nominal defendant) against the individually-named defendants. It is hard to imagine a more direct conflict than dual representation (now confirmed) of a charitable trust and the very individuals charged with harming that trust (whose legal defense is presumably being paid for from the College’s coffers).

The point for today’s discussion, however, is that Ms. Nakka-Cammauf has not breached any duty of confidentiality under anyone’s definition, she remains a trustee, and is entitled to the information sought. Nonetheless, and even though it is wholly unnecessary, she is willing to state in writing that she will not share information and documents obtained with anyone other than counsel, until such time as a further agreement might be reached or the Court order otherwise. ***However, the College must do more than suggest it will perhaps consider a meeting and perhaps consider sharing documents and information with Ms. Nakka-Cammauf.*** We are aware that the Northeastern proposal will be put to some form of further vote in August. ***Thus, time is of the essence.*** The answer here is simple – if the College truly wants to avoid further legal action, provide the information and documentation requested. We agree this lawsuit never should have been necessary. But the clandestine nature with which the College has elected to handle this situation breeds nothing but distrust and the very acrimony about which it now complains.

The balance of your letter is off-point. Neither our letter nor the lawsuit takes issue with the decision to explore options, including the Northeastern option. Our letter was sent in furtherance of our client’s rights to information. The fact that you believe the Lawsuit is factually incorrect and legally mistaken is belied by your letter sent today, which agrees to do nothing more than “discuss” the possibility of a meeting and “the additional records the College can make available to her at that time.” Obviously, then, Ms. Nakka-Cammauf still has had no success to date in informally requesting the information sought.⁴

³ Notably, it was not until recently in an apparent strategic maneuver, and after the outcry following Dr. Hillman’s March 17, 2021 announcement regarding the closure of the College, that the Board began marking its board materials as “confidential.” Given the College’s choice to release information (including to the public) in dribs and drabs, it is no wonder that there is confusion (caused by the College and its officers) around what is (and is not) considered *legitimately* confidential by the College. Thus, we posed the question in our July 7 letter – “what exactly [do] you believe constitutes confidential information[?]” Your letter provides no response or guidance whatsoever. Even now, your letter merely says that “much of” the Board business is confidential.

⁴ It is disingenuous to state that all other trustees “are confident in the ample sufficiency of the information they have received” when the *actual* Northeastern proposal (nor any other proposal)

N. Thomas Connally

July 16, 2021

Page 3

With these clarifications, and now that there can be no confusion regarding the request for information and documents at issue, we provide below Ms. Nakka-Cammauf's written agreement to maintain confidentiality. ***Please provide a fulsome response to the request for information and documents by close of business on Monday, including not limited to a definitive answer as to whether the documents and information will be provided and identification of any item as to which there is no responsive information and/or documentation.*** Due to the time sensitivities, we will otherwise have no option but to seek relief from the Court.

Our clients reserve all rights in connection with these matters. We look forward to your prompt response.

Best regards,



Lisa C. McCurdy
Shareholder

I, Viji Nakka-Cammauf, agree to maintain as confidential any non-public information and/or documents provided to me in my capacity as a trustee of Mills College unless the College/its counsel states in writing that the information/documents can be shared or a Court orders otherwise. This agreement will not prevent my sharing of such information/documents with the following, on condition that those identified in Nos. 2-4 review and agree to also comply with these terms: (1) the Court; (2) attorneys of record in pending proceeding (Alameda County Superior Court Case No. RG21101875, the "Proceeding") and their affiliated attorneys, paralegals, clerical and secretarial staff; (3) outside experts or consultants consulted by me or my counsel in connection with the Proceeding, whether or not retained to testify at any oral hearing or trial; and (4) any other person the College agrees to in writing.

I declare under penalty of perjury, under the laws of the State of California, that the foregoing is true and correct. Executed this 16th day of July, 2021.


Viji Nakka-Cammauf

has yet to be finalized or put to a vote. It is equally disingenuous to suggest that the Board has been open with the Mills community and the AAMC. The College has done precious little other than pay lip service to the notions of collaboration and transparency, arranging Town Halls and "information sessions" consisting of nothing more than prepared, conclusory statements, no answers, and no meaningful discourse.

With these clarifications, and now that there can be no confusion regarding the request for information and documents at issue, we provide below Ms. Nakka-Cammauf's written agreement to maintain confidentiality. ***Please provide a fulsome response to the request for information and documents by close of business on Monday, including not limited to a definitive answer as to whether the documents and information will be provided and identification of any item as to which there is no responsive information and/or documentation.*** Due to the time sensitivities, we will otherwise have no option but to seek relief from the Court.

Our clients reserve all rights in connection with these matters. We look forward to your prompt response.

Best regards,



Lisa C. McCurdy
Shareholder

I, Viji Nakka-Cammauf, agree to maintain as confidential any non-public information and/or documents provided to me in my capacity as a trustee of Mills College unless the College/its counsel states in writing that the information/documents can be shared or a Court orders otherwise. This agreement will not prevent my sharing of such information/documents with the following, on condition that those identified in Nos. 2-4 review and agree to also comply with these terms: (1) the Court; (2) attorneys of record in pending proceeding (Alameda County Superior Court Case No. RG21101875, the "Proceeding") and their affiliated attorneys, paralegals, clerical and secretarial staff; (3) outside experts or consultants consulted by me or my counsel in connection with the Proceeding, whether or not retained to testify at any oral hearing or trial; and (4) any other person the College agrees to in writing.

I declare under penalty of perjury, under the laws of the State of California, that the foregoing is true and correct. Executed this 16th day of July, 2021.

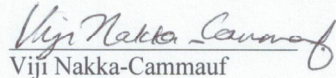

Viji Nakka-Cammauf

EXHIBIT 8



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July 19, 2021

By Electronic Mail

Lisa C. McCurdy
Layal Bishara
Greenberg Traurig, LLP
1840 Century Park East, Suite 1900
Los Angeles, CA 90067

Re: Mills College – Nakka-Cammauf Request to Inspect College Records

Dear Ms. McCurdy and Ms. Bishara:

We write in response to your letter dated July 16, 2021.

Withdrawal of Plaintiff-Trustees. Your failure to mention in your July 7 letter that two of the four plaintiffs, Dr. Foster and Ms. Wood, were withdrawing from *Nakka-Cammauf, et al. v. Hillman, et al.* (the “Lawsuit”) remains troubling, as is your failure to serve us with copies of the dismissal papers mentioned in your July 16 letter. Please do so immediately.

Ms. Singh No Longer a Trustee. As your letter appears to concede, because Ms. Singh’s term has expired, she has no standing to make demands as a Trustee for further records or information from the College.

Improper Sharing of Confidential Information. We understand that confidential information regarding the College’s communications with other institutions, subject to non-disclosure agreements with those institutions, was improperly shared by Plaintiff-Trustees with AAMC representatives and then disseminated. We do not know if Dr. Nakka-Cammauf shared the information herself, but we do believe she was aware of the improper disclosure and do not believe she made any efforts, as her fiduciary duty to the College would require, to halt or remediate this improper disclosure and dissemination.

Dr. Nakka-Cammauf’s Duties as Trustee Run to the College, Not the AAMC. In what appears to be a fundamental misapprehension, we once again make clear that, as a Trustee of the College (the capacity in which she seeks relief in the Lawsuit), Dr. Nakka-Cammauf’s fiduciary duties (including her duties of loyalty and confidentiality) are to the College, not to the AAMC.

Your Representation of the AAMC. We remain concerned that Greenberg Traurig has sought and/or obtained confidential information from the College through the Plaintiff-Trustees in their capacity as Trustees, and that you have or will share, or will assist Dr. Nakka-Cammauf in sharing, that confidential information with the AAMC in breach of her fiduciary duties to the College as Trustee. Again, such

improper sharing of confidential information appears to be the intended goal of the Lawsuit, which the AAMC is funding.¹

Information Provided to Dr. Nakka-Cammauf as Trustee. We categorically reject the notion that any information or records of the College have been “concealed” from Dr. Nakka-Cammauf. Along with the other Trustees, she received ample information regarding the College, its critical financial situation, and the consideration of various paths forward. Before Greenberg Traurig filed the Lawsuit on June 7, neither Dr. Nakka-Cammauf nor any other Trustee had made an unmet request for information or records from the College, raising questions regarding the good faith basis of the Lawsuit. Other than Dr. Foster and Ms. Wood (who have declined to participate further in the Lawsuit) and Dr. Nakka-Cammauf, all the other current voting Trustees, most of whom are also alumnae of the College, are confident in the ample sufficiency of the information they have received and considered in their deliberative process.

Your letter does not dispute that Dr. Nakka-Cammauf’s only unmet request for information was made on June 17, after that day’s Board of Trustees meeting had concluded. That request appears to us like a broad request for discovery in furtherance of a potential additional lawsuit against the College by the AAMC, not a sincere attempt by Dr. Nakka-Cammauf to fulfill her fiduciary duties as a Trustee of the College.

It is against the factual and legal backdrop above that we address Dr. Nakka-Cammauf’s request for inspection of records of the College.

Since the receipt of the June 17 e-mail request for 21 broad categories of documents, the College has been working diligently to gather records and has assembled hundreds of files comprising many thousands of pages. This is a heavily burdensome exercise at a time when the College’s resources are stretched thin. The College nonetheless is prepared to make these collected records available to Dr. Nakka-Cammauf for inspection at the College at a mutually agreeable time next week, on the following just and proper conditions:

- Dr. Nakka-Cammauf alone may inspect the records. Her inspection rights as a Trustee are to aid her in fulfilling her duties as a Trustee. She may not delegate those inspection rights to an attorney or other agent, including “experts” or the forensic accountants that the AAMC has publicly announced retaining. See *Dandini v. Superior Court*, 100 P.2d 535 (Cal. Ct. App. 1940) (“There are many sound reasons why” a director’s inspection rights “should not be delegated to an agent or attorney. The first suggesting itself is the customary effort of the minority director to cause trouble and litigation and stir up friction with the majority.”).
- Given the nature of the requests, the records are voluminous. If there are records for which, upon inspection, Dr. Nakka-Cammauf wishes to request copies, we can discuss the request at that time and with reference to those specific records, including just and proper conditions regarding the use of such copies.

¹ We once again make clear that our representation of the defendants does not present a similar conflict of interest. The named defendants in the Lawsuit share a common interest in defending against the claims for damages and other relief.

We again note that Dr. Nakka-Cammauf is but one of 23 current voting Trustees of the College. That said, if Dr. Nakka-Cammauf has sincere questions regarding information she feels is important for her to review in her deliberations and votes as a Trustee, the College, of course, wants to satisfy those requests within reasonable bounds and with just and proper conditions. But the AAMC and Greenberg Traurig may not use Dr. Nakka-Cammauf's Trustee inspection rights as a tool to interfere in the Board's independent direction of the College.

We look forward to your response. Mills sends this letter reserving and without waiving all rights and remedies.

Sincerely,

A handwritten signature in black ink, appearing to read 'N. Thomas Connally', is positioned above the typed name.

N. Thomas Connally
Partner
tom.connally@hoganlovells.com
D 703.610.6126

Enclosure

cc: Stephanie J. Gold, Hogan Lovells US LLP

EXHIBIT 9

Lisa C. McCurdy
Tel 310.586.6512
mccurdyl@gtlaw.com

July 20, 2021

VIA U.S. MAIL AND EMAIL

N. Thomas Connally
Hogan Lovells US LLP
8350 Broad St., 17th Floor
Tysons, VA 22102
tom.connally@hoganlovells.com

Re: Mills College

Dear Mr. Connally,

We write in response to your July 19, 2021 letter.

First, we provide here a copy of the withdrawal notice as requested.

In the interest of time, we will not address (yet again) all of the continuing accusations contained in your letter, save to note that we continue to reject them as wholly unfounded. The same is true regarding your baseless contentions regarding the purpose of the Complaint and Ms. Nakka-Cammauf's loyalties and understanding of her duties. Again, the purpose and aim of the Complaint is to enable her to fulfill her duties to the College and its constituents, period.

Jumping to the crux of your letter, you state that the College has been "working diligently to gather records and has assembled hundreds of files comprising many thousands of pages," and will make the records available to her for inspection next week, on certain conditions. We are hopeful that this is a step in the right direction. We have the following additional requests and points of clarification.

First, in light of Ms. Nakka-Cammauf's confidentiality agreement, as set forth in our prior letter, we request that the materials be provided electronically. This would alleviate the need for Ms. Nakka-Cammauf to sit in a room, review materials in a short window of time, and address the issuing of copying materials.

Second, Ms. Nakka-Cammauf is entitled to inspect the records with the assistance of an agent – whether an attorney or accountant. The case you cite, *Dandini v. Superior Court*,

N. Thomas Connally

July 20, 2021

Page 2

predates the enactment of Corporations Code section 1602, which codifies the right to utilize agents or attorneys in the inspection process and to make copies.¹

Therefore, we ask that you confirm either (1) that the records will be provided electronically to Ms. Nakka-Cammauf, or (2) your agreement that is entitled to conduct her inspection with the assistance of counsel or an appropriate consultant. Such assistance is imperative to Ms. Nakka-Cammauf's ability to understand and process the information and documents to be provided and, thereby, do her job. Of course, any such agent will also abide by the confidentiality terms agreed to by Ms. Nakka-Cammauf in our July 16, 2021 letter.

Finally, it is Ms. Nakka-Cammauf's understanding that the Northeastern partnership will be brought to a vote on August 12, 2021. In light of the fact that Ms. Nakka-Cammauf will not be provided access to relevant requested materials until next week, and in light of her need to review and understand the "hundreds" of files – including, presumably, financial records, data, and related analyses, we request that the College postpone any vote or other decision regarding the contemplated Northeastern partnership until at least sixty (60) days after the College has certified full compliance with the June 17, 2021 request. Given the gravity of the decision being posed, the request is most reasonable and the College should want all of its trustees (not just Ms. Nakka-Cammauf) to have the benefit of the documents and information that have been requested.

* * *

In summary, please confirm:

- Either (1) that the records will be provided electronically to Ms. Nakka-Cammauf, without limitation on viewing by agents/attorneys, or (2) your agreement that is entitled to conduct her inspection with the assistance of counsel or an appropriate consultant; and
- Whether the College will agree to postpone any vote or other decision regarding the contemplated Northeastern partnership until at least sixty (60) days after the College has certified full compliance with the June 17, 2021 request

Due to the time sensitivities, we look forward to your prompt response no later than close of business on Wednesday, July 21, 2021.

Best regards,



Lisa C. McCurdy

Shareholder

¹ Even the *Dandini* court acknowledged the right to use agents as necessary to make the right of inspection effective. (See also *Mihanpajouh v. Rico*, 2012 Cal. Super. LEXIS 732.)

EXHIBIT 10



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July 21, 2021

By Electronic Mail

Lisa C. McCurdy
Layal Bishara
Greenberg Traurig, LLP
1840 Century Park East, Suite 1900
Los Angeles, CA 90067

Re: Mills College – Nakka-Cammauf Request to Inspect College Records

Dear Ms. McCurdy and Ms. Bishara:

We write in response to your letter dated July 20, 2021. Thank you for sending the dismissal papers. Going forward, please serve us with all papers you file in the Lawsuit.

Your letter makes another conclusory rejection of the background facts and law without ever (much less again) making any substantive response thereto.

After filing the Lawsuit on June 7, Dr. Nakka-Cammauf (the President of the AAMC) made on June 17 what appears to be a broad set of discovery requests (see attached e-mail). These requests do not appear to us to be made in a good faith effort to fulfill Dr. Nakka-Cammauf's fiduciary duties to the College as a Trustee, but rather appear to be in aid of previously filed litigation—sponsored by the AAMC—against the College and several of its officers and Trustees seeking money damages from them.

The type and breadth of information requested at the operational levels of the College is certainly not the type and breadth of information typically considered by directors of nonprofit corporations. The vast majority of the Trustees, including many alumnae of the College and other experienced and sophisticated business persons, have not asked for such information and are more than satisfied with the information the College has provided to them in their deliberations. Indeed, you do not dispute that Dr. Nakka-Cammauf herself had made no unmet request for information before sending over these AAMC-sponsored discovery requests on June 17—ten days *after* the Lawsuit was filed.

The fact the College has worked to gather the requested information is a function of a nonprofit director's broad inspection rights under the College's Bylaws and the California Code, not in any way a concession that the request is reasonable or appropriate under the circumstances. To be sure, from any objective standpoint, Dr. Nakka-Cammauf's request is neither. The fact that the records gathered are so voluminous goes to the unreasonableness and inappropriateness of the requests.

That said, we acknowledge that a Trustee has a right to inspect records of the College, which is why the College has offered to make requested records available to Dr. Nakka-Cammauf for inspection next week. She cannot, however, delegate that inspection right to attorneys or other “experts” working for the AAMC. The College is a nonprofit corporation and you have cited the wrong code provision. The California Code provision providing directors of nonprofit corporations with inspection rights does not authorize the use of attorneys or agents. Cal. Corp. Code § 6334 (West 2014). Neither does the College’s Bylaws. The *Dandini* case interprets the identical language that is now found in § 6334 and the College’s Bylaws, and is thus controlling here. So, as a Trustee, Dr. Nakka-Cammauf herself may come and inspect the requested records. But she cannot delegate that right to others.

Given (1) Dr. Nakka-Cammuf’s position as President of the AAMC, (2) her past participation in communications with the AAMC where confidential information obtained by Trustees of the College was improperly disclosed, (3) the fact that she is suing the College, its officers and other Trustees for money damages, and (4) the fact that the AAMC is funding her litigation, the College is not willing at this time to release copies of the requested records to Dr. Nakka-Cammauf. We believe that her Trustee inspection rights are improperly being used as a tool by the AAMC in furtherance of an AAMC-funded lawsuit seeking damages from the College and its officers and Trustees.

Specifically, we believe that the point of the Lawsuit is to obtain confidential documents that will be improperly shared with the AAMC in violation of Dr. Nakka-Cammauf’s fiduciary duties to the College, which is a just basis to refuse any inspection, and certainly to refuse releasing copies to her. See *Tritek Telecom, Inc. v. Superior Court*, 169 Cal.App.4th 1385, 1390 (Cal. Ct. App. 2009). It is also clear that Dr. Nakka-Cammauf (or the AAMC) intends to use the records to advance her suit for money damages against the College, its officers and Trustees, thereby putting her personal interest (and that of the AAMC) over the interest of the College. This is another just basis to refuse her any inspection, and certainly to refuse releasing copies to her. *Id.* at 1391.

That said, upon her personal inspection, if Dr. Nakka-Cammauf can articulate why she needs copies of any specific records to fulfill her fiduciary duties to the College, the College is willing to have a discussion regarding those specific records and whether there are just and proper conditions under which the College would agree to release copies to her.

As to the request for the College to postpone its decision-making, we again note that Dr. Nakka-Cammauf is but one of 23 voting trustees. Her inspection rights, whatever they may be in these circumstances, certainly do not provide her a basis to hold up the business of the College overwhelmingly approved by the other Trustees. To allow her to do so would mean any dissenting director could paralyze a nonprofit corporation simply through assertion of their inspection rights. So the College will not agree to any postponement.

Please let us know if Dr. Nakka-Cammauf would like to coordinate an inspection of the requested records next week.

Lisa C. McCurdy
Layal Bishara

- 3 -

July 21, 2021

Mills sends this letter reserving and without waiving all rights and remedies.

Sincerely,

A handwritten signature in black ink, appearing to be 'N. Thomas Connally', written in a cursive style.

N. Thomas Connally
Partner
tom.connally@hoganlovells.com
D 703.610.6126

Enclosure

cc: Stephanie J. Gold, Hogan Lovells US LLP

From: **Viji Nakka-Cammauf** <vijnakka@mills.edu>

Date: Thu, Jun 17, 2021 at 7:43 PM

Subject: Meeting

To: Carrie Hall <cmilliga@mills.edu>

Dear Carrie:

We accept the invitation for, and hereby request, a meeting with President Hillman, Katie Sanborn, myself, and Alumnae Trustees Debi Wood, Adrienne Foster and Tara Singh.

We would like to request the meeting in order to discuss various concerns we have regarding the future of Mills and the items we are being asked to consider as trustees and fiduciaries of the College. **We would like to schedule this meeting to take place as soon as possible, on either Friday, June 25, or Monday, June 28.** In advance of the meeting, we also request that we be provided with the following information and documentation that we in good faith need in order to exercise our fiduciary duties to act in the best interest of Mills and evaluate the matters being presented to us for consideration and vote:

1. A copy of materials provided to each of the potential Mills partners, including but limited to UC Berkeley and Northeastern;
2. A copy of all correspondence sent to each of the potential Mills partners;
3. A timeline of interactions and communications with Northeastern and any other potential partners;
4. A list of all institutions/entities contacted regarding potential future partnership with the College and all materials provided to any of them;
5. Relatedly, a list of other potential partners who have come forward since the March 2021 announcement;
6. Any assessments/reports pertaining to the recommendation to close/Teach Out;
7. Weekly or monthly cashflow projections for Fiscal Years 2022, 2023, and 2024, adjusted for 7% endowment payout and \$15 million endowment loan;
8. Bank statements for the last 3 years;
9. Recent communications with First Republic Bank;
10. detailed projections of insurance monies due, HEERF draw down, and other assistance either already granted to available to the College;
11. Comprehensive list of Mills assets and valuations, including catalog of assets and insured items of Mills College Art Museum; and catalog of assets and insured items of Center for Contemporary Music;
12. any correspondence with Christie's in relation to estimating a financial value of Mills' assets, such as Diego Rivera Mother and Child, 2 Matisse Paintings, Moholy-Nagy, and Ruffino Tamayo;
13. any Correspondence with Governor Gavin Newsom, Lieutenant Governor Eleni Kounalakis, Attorney General Rob Bonta, or Congresswoman Barbara Lee related to the teach out or future of the College;
14. any correspondence with WSCUC since the March 4, 2021 Board Meeting;
15. details of marketing and advertising efforts since June 2020 for enrollment;
16. conflict of interest statements from all board members;
17. details of Mills College Portfolio (MICL) Public and Private Equity positions, marked to market;

18. details of all transactions within Mills Portfolio Accounts since Hall Capital took over in 2010 and details of what Hall Capital has done since being granted Power of Attorney;
19. minutes, board packets, and other notes from the Subcommittee on Negotiations;
20. minutes and board packets of the following Mills-UCB Committees: Mills-UCB Joint Steering Committee, Adjunct Faculty Working Group, Mills Transition and Accreditation Team, and Student Transition Team;
21. details of business continuity or other related insurance policies that pay out in the event of unexpected circumstances; detailed cost estimates for ADA Compliance Phase 3, for seismic compliance; and for sewer tunnel maintenance.

Please let us know, no later than Monday, June 21, whether the meeting will take place and whether the College will provide us with the information we have requested here.

Thanks.

Warmly.

Viji Nakka-Cammauf

Debi Wood

Adrienne Foster

Tara Singh

EXHIBIT 11

From: [Bishara, Loyal L. \(Assoc-LA-LT\)](#)
To: [Connally, N. Thomas](#); [Gold, Stephanie J.](#); [Yonekura, Stephanie](#); ["Gbe, Harmony A."](#)
Cc: [McCurdy, Lisa C. \(Shld-LA-LT\)](#)
Subject: Dr. Viji Nakka-Cammauf, et al. v. Dr. Elizabeth Hillman, et al. -- NOTICE OF EX PARTE APPLICATION AND JULY 26, 2021 HEARING
Date: Thursday, July 22, 2021 8:53:00 AM
Attachments: [image001.png](#)
[image002.png](#)

Counsel,

This email shall serve as notice that on Monday, July 26, at 2:30 PM, or as soon thereafter as the matter may be heard in Department 517 of the Alameda County Superior Court, Rene C. Davidson Courthouse, 1225 Fallon St, Oakland, CA 94612, Plaintiffs Dr. Viji Nakka-Cammauf and Tara Singh will apply ex parte (via remote appearance) for (1) an order requiring the production of the information and materials requested by Ms. Viji Nakka-Cammauf on June 17, 2021, in a manner and with such reasonable assistance to her as is appropriate for the magnitude of the review at hand; and (2) a temporary restraining order (and issuance of an OSC re preliminary injunction) enjoining the College and Defendants from taking any definitive action, vote, or execution of contract or agreement regarding the future of the College (including with Northeastern University) for a period of at least sixty (60) days so that an appropriate review of produced materials can take place.

The application will be made pursuant to Code of Civil Procedure sections 526 and 527, Rules 3.1150 and 3.1200 et seq. of the California Rules of Court, and Corporations Code sections 1602 and 6334.

Plaintiffs will file their papers prior to 10:00 a.m. this morning, July 22, 2021. We will send you courtesy copies of the filing via email.

Please let us know whether Defendants plan to oppose the application. Thank you.

Loyal L. Bishara
Associate

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