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N. Thomas Connally, III (*Pro Hac Vice Application*
Forthcoming)
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KATHLEEN SANBORN, MARIA
CAMMARATA, RENEE JADUSHLEVER, ERIC
ROBERTS, DR. MARILYN SCHUSTER,
ELIZABETH PARKER, OPHELIA BASGAL, and
DR. KAREN MAY

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF ALAMEDA

DR. VIJI NAKKA-CAMMAUF, *et al.*,

Plaintiffs,

v.

DR. ELIZABETH HILLMAN, *et al.*,

Defendants,

-and-

MILLS COLLEGE, a California nonprofit
public benefit corporation,

Nominal Defendant.

Case No. RG21101875

**INDEXED EXHIBITS IN SUPPORT OF
DEFENDANTS' OPPOSITION TO
PLAINTIFFS' *EX PARTE* APPLICATION
FOR AFFIRMATIVE RELIEF,
TEMPORARY RESTRAINING ORDER
AND ORDER TO SHOW CAUSE RE:
PRELIMINARY INJUNCTION**

Filed concurrently with Declarations of Dr.
Elizabeth Hillman, Kathleen Sanborn, Eric
Roberts, Lyn Flanigan, and N. Thomas
Connally; Memorandum of Points and
Authorities

The Hon. Stephen M. Pulido

DATE: July 26, 2021
TIME: 2:30 p.m.
DEPT.: 517

Complaint filed: June 7, 2021

**TO THE HONORABLE COURT, PLAINTIFFS AND THEIR ATTORNEYS OF
RECORD:**

Pursuant to California Rule of Court 3.1110(f)(1), Defendants submit this Index of Exhibits supporting their Opposition to Plaintiffs' *Ex Parte* Application for Affirmative Relief, Temporary Restraining Order and Order to Show Cause re: Preliminary Injunction.

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	K. Sanborn	
	Declaration of Lyn Flanigan	

EXHIBIT 1
To Declaration of N.
Thomas Connally

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
To Declaration of N.
Thomas Connally



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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.

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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 dark ink, appearing to be '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
To Declaration of N.
Thomas Connally

From: mcurdyl@gtlaw.com
Sent: Wednesday, May 5, 2021 4:30 PM
To: Connally, N. Thomas
Subject: RE: Mills College

[EXTERNAL]

Tom,

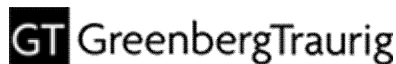
Further to our call last Friday, below is a list of questions pertaining to the status of the College and the decisions that have been made. We look forward to responses to these questions and further discussions regarding a potential meeting.

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

Greenberg Traurig, LLP
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T +1 310.586.6512 | F +1 310.586.0212
mcurdyl@gtlaw.com | www.gtlaw.com | [View GT Biography](#)



From: McCurdy, Lisa C. (Shld-LA-LT)
Sent: Thursday, April 29, 2021 9:22 AM

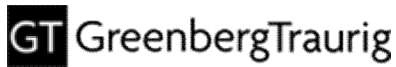
To: 'Connally, N. Thomas' <tom.connally@hoganlovells.com>

Subject: RE: Mills College

Yes, that's the one. Talk to you then.

Lisa C. McCurdy
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Sent: Thursday, April 29, 2021 9:21 AM

To: McCurdy, Lisa C. (Shld-LA-LT) <mccurdyl@gtlaw.com>

Subject: RE: Mills College

Great. I'll call you then. Number below work?

From: mccurdyl@gtlaw.com <mccurdyl@gtlaw.com>

Sent: Thursday, April 29, 2021 12:20 PM

To: Connally, N. Thomas <tom.connally@hoganlovells.com>

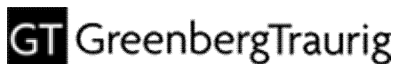
Subject: RE: Mills College

[EXTERNAL]

Tom, tomorrow I am available any time from 12:00 PM – 1:30 PM. Shall we say noon?

Lisa C. McCurdy
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Lisa, I'm out of the office today, but have availability to touch base tomorrow between 11-2 PDT. Would you have time then to talk? Thanks, Tom

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Cc: Gold, Stephanie J. <stephanie.gold@hoganlovells.com>
Subject: RE: Mills College

Lisa,

Please see the attached letter. Best, Tom

N. Thomas Connally
Practice Area Leader – Americas Litigation

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8350 Broad Street, 17th Floor
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Direct: +1 703 610 6126
Fax: +1 703 610 6200
Email: tom.connally@hoganlovells.com
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[EXTERNAL]

Tom,

Thank you for your email; following up on it, can you give me a sense of when we can expect a response to our letter?

Thank you and have a nice weekend,

Lisa

Lisa C. McCurdy
Shareholder

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GT GreenbergTraurig



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Sent: Wednesday, April 21, 2021 4:50 PM
To: McCurdy, Lisa C. (Shld-LA-LT) <mccurdy@gtlaw.com>
Subject: Mills College

EXTERNAL TO GT

Dear Ms. McCurdy:

We represent Mills College. President Hillman and Chair Sanborn have received your letter of April 16, 2021. We are working to respond soon.

Best regards, Tom Connally

N. Thomas Connally

Practice Area Leader – Americas Litigation

Hogan Lovells US LLP

8350 Broad Street, 17th Floor
Tysons, VA 22102

Tel: +1 703 610 6100

Direct: +1 703 610 6126

Fax: +1 703 610 6200

Email: tom.connally@hoganlovells.com
www.hoganlovells.com

If you would like to know more about how we are managing the impact of the COVID-19 pandemic on our firm then take a look at our brief [Q&A](#). If you would like to know more about how to handle the COVID-19 issues facing your business then take a look at our [information hub](#).

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EXHIBIT 4
To Declaration of N.
Thomas Connally

From: Connally, N. Thomas
Sent: Thursday, May 13, 2021 8:10 AM
To: mcurdyl@gtlaw.com
Subject: Mills College--Responses to AAMC's questions
Attachments: Mills Response to AAMC Questions (002) (002) (002).pdf

Lisa,

Responses to the AAMC's questions are attached.

Best, Tom

From: mcurdyl@gtlaw.com <mcurdyl@gtlaw.com>
Sent: Wednesday, May 5, 2021 7:30 PM
To: Connally, N. Thomas <tom.connally@hoganlovells.com>
Subject: RE: Mills College

[EXTERNAL]

Tom,

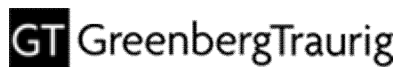
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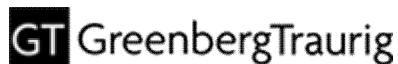


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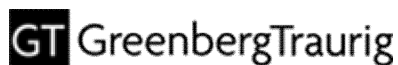
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[EXTERNAL]

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Lisa C. McCurdy
Shareholder

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N. Thomas Connally
Practice Area Leader – Americas Litigation

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8350 Broad Street, 17th Floor
Tysons, VA 22102
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[EXTERNAL]
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Thank you and have a nice weekend,

Lisa

Lisa C. McCurdy
Shareholder

Greenberg Traurig, LLP
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mccurdy@gtlaw.com | www.gtlaw.com | [View GT Biography](#)



From: Connally, N. Thomas <tom.connally@hoganlovells.com>
Sent: Wednesday, April 21, 2021 4:50 PM
To: McCurdy, Lisa C. (Shld-LA-LT) <mccurdy@gtlaw.com>
Subject: Mills College

EXTERNAL TO GT

Dear Ms. McCurdy:

We represent Mills College. President Hillman and Chair Sanborn have received your letter of April 16, 2021. We are working to respond soon.

Best regards, Tom Connally

N. Thomas Connally
Practice Area Leader – Americas Litigation

Hogan Lovells US LLP
8350 Broad Street, 17th Floor
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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.

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- 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.

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- 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
To Declaration of N.
Thomas Connally

From: mcurdyl@gtlaw.com
Sent: Thursday, May 6, 2021 4:42 PM
To: Connally, N. Thomas
Subject: RE: Mills College

[EXTERNAL]

Tom,

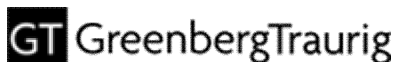
The Board of Governors of the Alumnae Association of Mills College has made a request for 30 minutes of time on the agenda at the upcoming Board of Trustees meeting (May 14th). The time would be divided by the AAMC, Save Mills, and UC MILLS for discussion of respective proposals regarding the future of the College. The request was submitted to Carrie Hall.

In addition to the below questions, we would appreciate your helping facilitate the addition of this agenda item.

Thank you,

Lisa C. McCurdy
Shareholder

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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:
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- 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?
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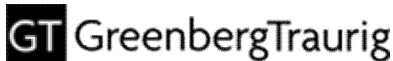


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Subject: RE: Mills College

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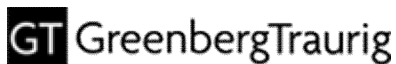
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Tom, tomorrow I am available any time from 12:00 PM – 1:30 PM. Shall we say noon?

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Cc: Gold, Stephanie J. <stephanie.gold@hoganlovells.com>
Subject: RE: Mills College

Lisa,

Please see the attached letter. Best, Tom

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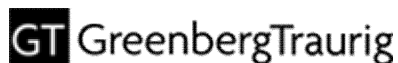
Thank you for your email; following up on it, can you give me a sense of when we can expect a response to our letter?

Thank you and have a nice weekend,

Lisa

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EXHIBIT 6
To Declaration of N.
Thomas Connally

From: mccurdyl@gtlaw.com
Sent: Friday, May 7, 2021 2:49 PM
To: Connally, N. Thomas
Subject: RE: Mills College

[EXTERNAL]

Tom,

This is in addition to the meeting you and I discussed, which would be between the Board of Trustees and certain members/representatives of the AAMC. Yes, they are intending to make proposals for the board's consideration; I was copied on an email this afternoon from Carrie Hall saying that time has been set aside.

Thank you,

Lisa C. McCurdy
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Sent: Friday, May 7, 2021 12:35 PM
To: McCurdy, Lisa C. (Shld-LA-LT) <mccurdyl@gtlaw.com>
Subject: RE: Mills College

Lisa, Is this request to present to the Board in lieu of, or in addition to, the AAMC's request for a meeting? Are the AAMC, Save Mills and UC Mills intending to make proposals? Thanks, Tom

From: mccurdyl@gtlaw.com <mccurdyl@gtlaw.com>
Sent: Thursday, May 6, 2021 7:42 PM
To: Connally, N. Thomas <tom.connally@hoganlovells.com>
Subject: RE: Mills College

[EXTERNAL]

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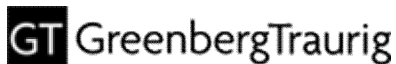
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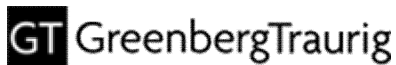


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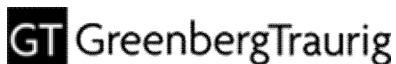
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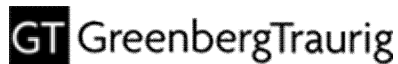
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EXHIBIT 7
To Declaration of N.
Thomas Connally

From: Connally, N. Thomas
Sent: Tuesday, May 18, 2021 2:07 PM
To: mcurdyl@gtlaw.com
Subject: Mills College

Lisa,

I am writing to touch base on two matters.

First, did you want to discuss further another potential meeting?

Second, many of the Trustees are receiving mail at their home addresses that seems designed to harass and intimidate them. It's not clear, but it appears these mailings are coordinated. While we understand emotions are strong here, I think we can all agree that kind of conduct is unproductive and inconsistent with the passionate but respectful debate that the Mills community is known for.

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Thanks, Tom

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Sent: Friday, May 7, 2021 5:49 PM
To: Connally, N. Thomas <tom.connally@hoganlovells.com>
Subject: RE: Mills College

[EXTERNAL]

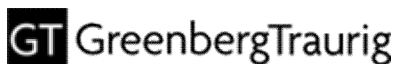
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Thank you,

Lisa C. McCurdy
Shareholder

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Sent: Thursday, May 6, 2021 7:42 PM
To: Connally, N. Thomas <tom.connally@hoganlovells.com>
Subject: RE: Mills College

[EXTERNAL]

Tom,

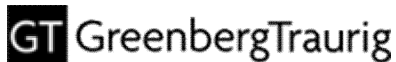
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In addition to the below questions, we would appreciate your helping facilitate the addition of this agenda item.

Thank you,

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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?
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 - 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?
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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?

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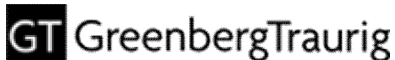


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Subject: RE: Mills College

Great. I'll call you then. Number below work?

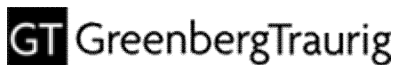
From: mccurdyl@gtlaw.com <mccurdyl@gtlaw.com>
Sent: Thursday, April 29, 2021 12:20 PM
To: Connally, N. Thomas <tom.connally@hoganlovells.com>
Subject: RE: Mills College

[EXTERNAL]

Tom, tomorrow I am available any time from 12:00 PM – 1:30 PM. Shall we say noon?

Lisa C. McCurdy
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From: Connally, N. Thomas
Sent: Wednesday, April 28, 2021 2:54 PM
To: 'mccurdyl@gtlaw.com' <mccurdyl@gtlaw.com>
Cc: Gold, Stephanie J. <stephanie.gold@hoganlovells.com>
Subject: RE: Mills College

Lisa,

Please see the attached letter. Best, Tom

N. Thomas Connally
Practice Area Leader – Americas Litigation

Hogan Lovells US LLP
8350 Broad Street, 17th Floor
Tysons, VA 22102
Tel: +1 703 610 6100
Direct: +1 703 610 6126

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Sent: Friday, April 23, 2021 6:50 PM
To: Connally, N. Thomas <tom.connally@hoganlovells.com>
Subject: RE: Mills College

[EXTERNAL]

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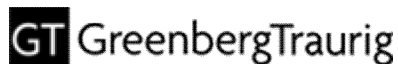
Thank you for your email; following up on it, can you give me a sense of when we can expect a response to our letter?

Thank you and have a nice weekend,

Lisa

Lisa C. McCurdy
Shareholder

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Subject: Mills College

EXTERNAL TO GT

Dear Ms. McCurdy:

We represent Mills College. President Hillman and Chair Sanborn have received your letter of April 16, 2021. We are working to respond soon.

Best regards, Tom Connally

N. Thomas Connally

Hogan Lovells US LLP

8350 Broad Street, 17th Floor

Tysons, VA 22102

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Direct: +1 703 610 6126

Fax: +1 703 610 6200

Email: tom.connally@hoganlovells.com

www.hoganlovells.com

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EXHIBIT 8
To Declaration of N.
Thomas Connally

From: mccurdyl@gtlaw.com
Sent: Tuesday, June 1, 2021 10:44 AM
To: Connally, N. Thomas
Subject: RE: Mills College

[EXTERNAL]

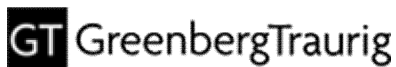
Tom,

As I imagine you're aware, President Hillman has reached out to certain of the trustees/alumnae trustees to potentially schedule a "facilitated conversation." The suggestion will be considered, but we will table it for now; there is a general sense, based on meetings and discussions to date, that such a conversation would not be productive.

Thank you,

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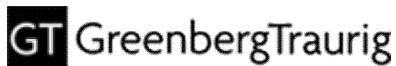
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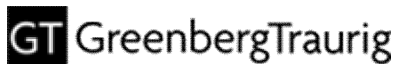


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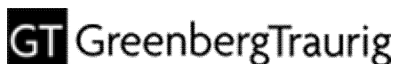
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Cc: Gold, Stephanie J. <stephanie.gold@hoganlovells.com>
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N. Thomas Connally
Practice Area Leader – Americas Litigation

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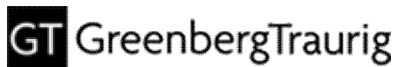
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Best regards, Tom Connally

N. Thomas Connally

Practice Area Leader – Americas Litigation

Hogan Lovells US LLP

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EXHIBIT 9
To Declaration of N.
Thomas Connally

From: **Viji Nakka-Cammauf** <vijinakka@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 10
To Declaration of N.
Thomas Connally



Donate

[Alumnae Trustees' Lawsuit](#) [For Generations Still Campaign](#) [Mills Transition](#) [Join Mailing List](#) [Merchandise](#)




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[Alumnae Trustees' Lawsuit](#) [For Generations Still Campaign](#) [Mills Transition](#) [Join Mailing List](#) [Merchandise](#)

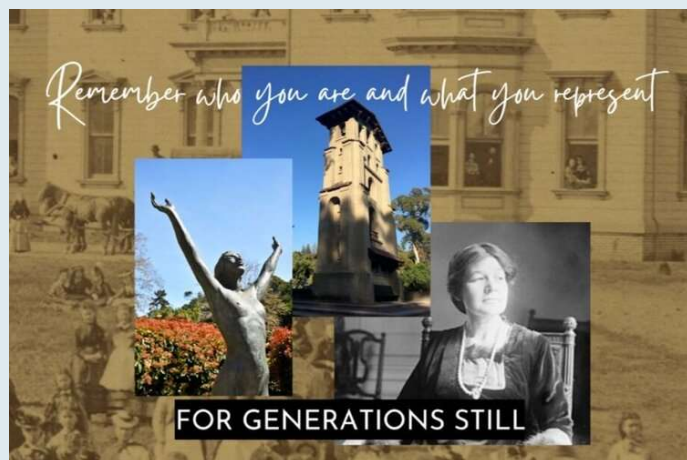
Breaking News:

Alumnae Trustees Sue Mills for Information They Need to Help Decide the College's Future

[About the Lawsuit](#)

Representatives of the Alumnae Association of Mills College (AAMC) who serve on the Mills College Board of Trustees say they and other trustees have not been granted the information they need to make informed decisions regarding the future of Mills College, including decisions leading to a [March 2021 announcement](#) that the College would stop functioning as a degree-granting college and become a "Mills Institute."

With support from the AAMC, these representatives filed a lawsuit in Alameda County Superior Court to gain access to information.



For Generations Still

AAMC's campaign for the future of Mills College

For Generations Still, a campaign of the Alumnae Association of Mills College (AAMC), seeks to strengthen our association to pursue several key goals:

- To better serve our members in the years to come;
- To advocate for transparency in decision-making about the College's future; and
- To keep Mills true to its values as a college dedicated to women's leadership, gender and racial equity, and social justice.

The campaign seeks to raise \$5 million from at least 5,000 alumnae and friends by the end of summer 2021. With these funds, the AAMC will invest in the following:

- Legal action to fight for transparency and shared governance in decision-making about the College's future; and
- Build AAMC staffing and systems to ensure the association can thrive as an independent organization serving Mills alumnae and students—now and in the future.

[Learn more about For Generations Still](#)


Mills is now blocking AAMC communication with alums

Mills College administrators, who control our shared email and website platform, have blocked content related to the alumnae trustees' lawsuit against Mills. They deleted our online archive of documents and town hall recordings related to the Mills transition — beginning with news of the College's partnership talks with UC Berkeley in 2020. As soon as we are able, the AAMC will re-create its Mills transition webpage on this site.

The main AAMC website still resides at aamc.mills.edu, which has more detailed information about the AAMC!

[Visit aamc.mills.edu](http://aamc.mills.edu)



Donate

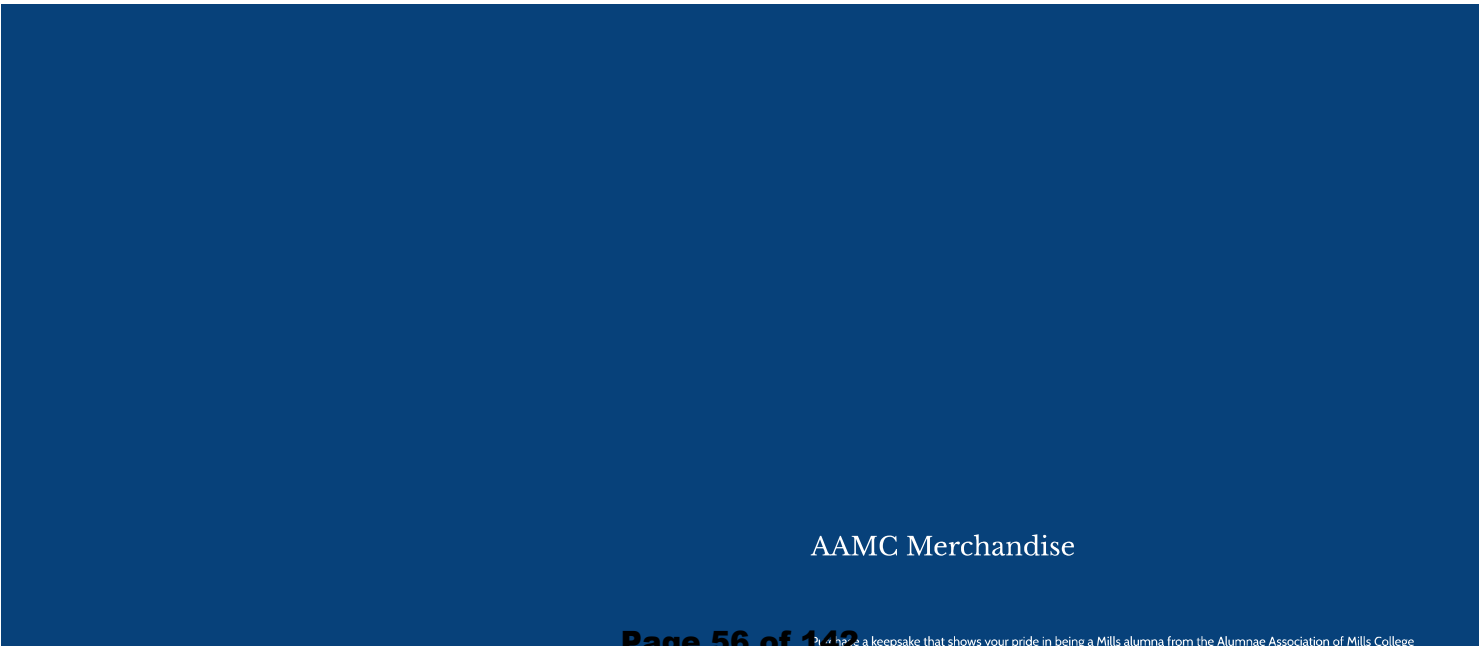
[Alumnae Trustees' Lawsuit](#) [For Generations Still Campaign](#) [Mills Transition](#) [Join Mailing List](#) [Merchandise](#)

Join Our Mailing List

Mills College controls our shared email platform and has blocked us from sending messages related to the lawsuit to our membership. We need alums to subscribe so we can keep you up-to-date about what's happening with the AAMC.

Sign up to receive news and updates from the AAMC.

Subscribe



AAMC Merchandise



Donate

[Alumnae Trustees' Lawsuit](#) [For Generations Still Campaign](#) [Mills Transition](#) [Join Mailing List](#) [Merchandise](#)

Alumnae Association of Mills College

Founded in 1879, the Alumnae Association of Mills College (AAMC) is an independent nonprofit organization that promotes the interests of Mills College alumnae—who number more than 26,000—through action, information, and lifelong connections and learning. We link students and alumnae, help plan Reunion and other events that bring alumnae together, celebrate the outstanding achievements of Mills alumnae, and elect representatives to the Mills College Board of Trustees. We encourage the growth of Mills as an undergraduate college for women and gender nonbinary students and a graduate institution for all genders.

Donate to the AAMC

Contact

5000 MacArthur Blvd. MB #86
Oakland, CA 94613
aamc@mills.edu
[510-430-2110](tel:510-430-2110)



EXHIBIT 11
To Declaration of N.
Thomas Connally



Hogan Lovells US LLP
8350 Broad St.
17th Floor
Tysons, VA 22102
T +1 703 610 6100
F +1 703 610 6200
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June 30, 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 – Lawsuit

Dear Ms. McCurdy and Ms. Bishara:

As you know, we represent Mills College (“Mills” or the “College”). You previously informed us that you represent the Alumnae Association of Mills College (“AAMC”). Having received on Friday evening, June 25, a copy of a previously undisclosed lawsuit (“Lawsuit”) you filed on June 7 on behalf of four Trustees on the Board of the College, we now understand you also represent those Plaintiff-Trustees (Dr. Viji Nakka-Cammauf, Deborah Wood, Tara Singh, and Dr. Adrienne Foster) in their individual capacities as Trustees of the College (the “Plaintiff-Trustees”).

In your e-mail sent on June 25, you have asked us to accept service on behalf of each of the defendants. On behalf of the College and its officers, we expect to execute and return the Notices of Acknowledgement and Receipt within the statutory timeframe. We will respond further regarding the individual Trustee-Defendants.

As to the Plaintiff-Trustees’ request for more information asserted in the Lawsuit filed on June 7, we are aware of only one outstanding request sent by the Plaintiff-Trustees the evening of June 17, after the Board of Trustees meeting that day had ended. That request, attached hereto, seeks 21 broad categories of documents, and accepts the College’s prior invitation to meet. The College has provided a preliminary response and will provide a further response soon. If there are other requests made by the Plaintiff-Trustees that you believe are outstanding, please let us know.

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\\NORTHVA - 770983/000001 - 1306152 v1

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 Gold, Hogan Lovells US LLP

From: **Viji Nakka-Cammauf** <vijinakka@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 12
To Declaration of N.
Thomas Connally

June 30, 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 – Cease and Desist Disclosure of Confidential Information

Dear Ms. McCurdy and Ms. Bishara:

As you know, we represent Mills College (“Mills” or the “College”). You previously informed us that you represent the Alumnae Association of Mills College (“AAMC”). Having received on Friday evening, June 25, a copy of a previously undisclosed lawsuit you filed on June 7 on behalf of four Trustees on the Board of the College, we now understand you also represent those Plaintiff-Trustees (Dr. Viji Nakka-Cammauf, Deborah Wood, Tara Singh, and Dr. Adrienne Foster) in their individual capacities as Trustees of the College (the “Plaintiff-Trustees”). The College is not addressing the lawsuit, its claims, or its legitimacy in this letter.

It has come to the College’s attention that one or more of the Plaintiff-Trustees admittedly has shared with the AAMC confidential information regarding the College’s discussions with other institutions—discussions subject to non-disclosure agreements. Such disclosure is a breach of the Plaintiff-Trustees’ fiduciary duties to the College and their Statement of Commitment and Responsibilities of Board Members, hinders the College’s ability to negotiate and explore options, and exposes the College to potential liability. In addition, it appears that one or more of the Plaintiff-Trustees also has shared with the AAMC confidential communications from the College to its Trustees. This is likewise a breach of duty and hinders the ability of the College and the Trustees to communicate with each other openly and effectively. These breaches of duty by the Plaintiff-Trustees are inimical to the best interests of the College and the educational mission that it serves.

While the AAMC designated the Plaintiff-Trustees for appointment to the Board of the College, the fiduciary duties of the Plaintiff-Trustees (including their duties of loyalty and confidentiality) are no different than any other Trustee of the College. When acting as Trustees of the College, they must comply with the same standard of care as other Trustees and cannot put the AAMC above the College or the AAMC’s particular interests or agenda first. The AAMC is not in and of itself a Trustee of the College and the duties of the Plaintiff-Trustees do not run to or through the AAMC.

Information and documents made available to the Trustees are, unless otherwise indicated, confidential. The same is true with respect to communications between and among the College and its Trustees. The Plaintiff-Trustees must cease and desist further disclosure of confidential College information outside the Board, including to the AAMC. Should such improper disclosure re-occur, the College will have to take further measures to protect its interests.

Furthermore, we do not understand how you and your firm are in a position to represent the AAMC and the Plaintiff-Trustees, as the Plaintiff-Trustees may very well share confidential information of the College with you—information that by extension you cannot share with the AAMC or use in connection with your advice to the AAMC.

Please confirm that the Plaintiff-Trustees will cease and desist from further disclosure of confidential College information to the AAMC, and that you will not share or use any confidential College information that you may learn in your representation of the Plaintiff-Trustees with the AAMC.

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

cc: Stephanie Gold, Hogan Lovells US LLP

EXHIBIT 13
To Declaration of N.
Thomas Connally

July 3, 2021

Elizabeth Hillman
President
Katie Sanborn
Chair
Board of Trustees
Mills College
5000 MacArthur Boulevard
Oakland, California 94613

Dear President Hillman and Chair Sanborn:

We, Adrienne Foster and Deborah Wood, are submitting this letter as notification of our withdrawal from the lawsuit/complaint, Dr. Viji Nakka-Cammauf, et al. vs Dr. Elizabeth Hillman, et al. effective immediately.

We must state our discomfort with the aggressive tone and actions surrounding this lawsuit. This discomfort adds 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.

Together, we remain faithful to Mills College and the AAMC as we continue to uphold our responsibilities as Alumnae Trustees and Governors, continuing to be problem solvers and good stewards of both bodies.

Sincerely,



Adrienne Foster



Deborah Wood

EXHIBIT 14
To Declaration of N.
Thomas Connally

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,



Lisa C. McCurdy
Shareholder

EXHIBIT 15
To Declaration of N.
Thomas Connally



Hogan Lovells US LLP
8350 Broad St.
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Tysons, VA 22102
T +1 703 610 6100
F +1 703 610 6200
www.hoganlovells.com

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.

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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

July 3, 2021

Elizabeth Hillman
President
Katie Sanborn
Chair
Board of Trustees
Mills College
5000 MacArthur Boulevard
Oakland, California 94613

Dear President Hillman and Chair Sanborn:

We, Adrienne Foster and Deborah Wood, are submitting this letter as notification of our withdrawal from the lawsuit/complaint, Dr. Viji Nakka-Cammauf, et al. vs Dr. Elizabeth Hillman, et al. effective immediately.

We must state our discomfort with the aggressive tone and actions surrounding this lawsuit. This discomfort adds 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.

Together, we remain faithful to Mills College and the AAMC as we continue to uphold our responsibilities as Alumnae Trustees and Governors, continuing to be problem solvers and good stewards of both bodies.

Sincerely,



Adrienne Foster



Deborah Wood

EXHIBIT 16
To Declaration of N.
Thomas Connally

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)

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.

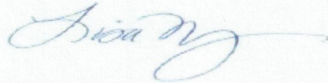
Viji Nakka-Cammauf

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.

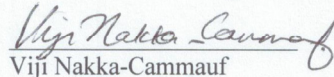

Viji Nakka-Cammauf

EXHIBIT 17
To Declaration of N.
Thomas Connally

Frequently Asked Questions About the Alumnae Trustees Lawsuit

 aamc-mills.org/lawsuit-faqs



What's happening?

On June 7, representatives of the Alumnae Association of Mills College who serve on the Mills College Board of Trustees (including* AAMC President Viji Nakka-Cammauf, MA '82, and Tara Singh '05, MBA '07, who served as an alumna trustee on the Mills board until July 1) filed a complaint in Alameda County Superior Court against Mills President Elizabeth Hillman, Board Chair Katie Sanborn '83, five additional trustees (Eric Roberts, Marilyn Schuster '65, Elizabeth Parker '85, Ophelia Basgal, and Karen May '86) as well as two college officers (Maria Cammarata and Renee Jadushlever).

Why is this happening?

In March, President Hillman announced that, due to financial and enrollment pressures, Mills would shift away from being a degree-granting college and become a Mills Institute. The announcement followed a vote of the Mills College Board of Trustees to begin developing a “teach out plan” which, if later approved by the trustees, would lead to the closure of the College.

Our alumnae trustees believe that several trustees (not just alumnae trustees) did not receive all the information and documentation necessary to make an informed decision as to the financial health of the College and the future of the College.

They have asked individually and through their attorneys for documents that would allow them to assess fully the financial conditions of the College, as required by their fiduciary duties as trustees. The College has continually and systematically not granted them access to documents to which the Board of Trustees' own bylaws state that they are entitled. The alumnae trustees believe they cannot perform their duties effectively without all the information they are seeking. They wish to not only have access to the documents but for there to be full discussion in a Board of Trustee meeting about the contents of the financial documents and an opportunity to ask questions that would further add to the trustees' understanding. There are a number of other issues that are addressed in the complaint, but the withholding of information and important financial documentation is the key matter to be addressed first by the Court.

What is a complaint?

A complaint is a document that sets forth the basic facts as well as a legal basis for a claim and relief. The complaint begins the process for a lawsuit.

In a broader sense, it is important to remember the Court and the entire litigation process are designed to seek the truth.

In this case, the alumnae trustees, supported by the AAMC Board of Governors, believe that important information required for them to make an informed decision regarding the future of Mills College is being denied to them. After requesting and being denied the information, the next course of action was to take the issue to court in an effort to seek the truth: to determine the financial health of the College and establish a basis for making decisions about the College's future.

[Read the Complaint](#)

Is everything that happened in the complaint?

No. The complaint has the broadest information about the case. It starts the process of seeking the truth by asking the Court to direct the College to share the documents with the alumnae trustees that they are withholding.

If the complaint was filed on June 7, why are we just hearing about it now?

Due to COVID-related court closures and employee furloughs, the court did not begin processing the complaint until June 17th. A judge was not assigned until June 28th. This is not unique to our complaint; it is an across-the-board issue for all new lawsuits being filed. On the advice of counsel, the filing of the complaint was kept confidential until it appeared in the court's online registry of filed lawsuits.

Will the College continue to work with us if we are suing them?

This is simply a lawsuit seeking to determine the truth so that the decisions about Mills' future can be undertaken thoughtfully and with knowledge of all the available information. The alumnae trustees and the Board of Governors love and are dedicated to serving Mills. They take their fiduciary duties very seriously and are taking legal action to gain access to information they feel is essential to performing the due diligence required of them as trustees of the College.

Did the alumnae trustees not do their job?

No. Quite the contrary. The alumnae trustees have been put in the most untenable situation. They have been asked to decide on the very existence of Mills College and its 169-year-old mission without the proper tools, process, or information.

Does it matter that the alumnae trustees do not have all the information?

Yes. The very existence of the College is at the center of this complaint.

Important documents have not been shared and no full listing of the College's assets has ever been provided to several, if not all, trustees. How can the trustees perform their due diligence in understanding the overall financial health of the College without knowing what its assets and debts are?

Each trustee is bound to perform their fiduciary duty to the College, and the alumnae trustees are further bound to their due diligence in representing the wishes of the alumnae-at-large.

One question we're seeking to answer concerns the severity of the College's financial distress. While Mills may be facing cash-flow challenges, significant debt, and deferred maintenance, it holds substantial assets. To understand how liabilities and assets impact the College's future, alumnae trustees need to receive the supporting documents they have requested. Once we have these documents, we will engage an independent forensic accountant to validate the accuracy of what the trustees have been told by the College.

How much is this all going to cost?

A lot. We wish the College had simply given the information requested and engaged in a fair process that allowed the alumnae trustees to exercise their fiduciary obligations to the College and alumnae. It makes us wonder, Why hasn't the College shared what is being requested?

Actions to Date:

In April, AAMC governors voted to retain Greenberg Traurig, a prominent law firm with expertise in board governance issues, to investigate the rights of the alumnae trustees and whether they had been violated. Greenberg Traurig determined the alumnae trustees did have a claim.

In early May, when it appeared Mills College was heading toward closure, the governors approved a payment of \$100,000 for the amount over the retainer that was due and to continue with the work in progress, and an additional \$200,000 to be paid (in tranches of \$100,000) if we moved toward litigation or other legal action. It was discussed that the lawsuit itself could easily cost millions of dollars and that one should only begin litigation if they were committed to seeing it through. The motion passed. There was an additional motion asking for a survey to see whether our constituents supported legal action.

In June, the governors voted to approve Greenberg Traurig's hiring a forensic accountant for a sum not to exceed \$50,000 and a consultant in higher education for \$15,000 (\$5,000 per month for three months).

Total money spent thus far:

April 2021: \$61,113.50

May 2021: \$104,792.00

June's bill has not been received. It will be substantial, as the bulk of work was done in June.

How will we pay for it all?

Thus far the monies have come from the AAMC general fund.

There is a major fundraising campaign, *For Generations Still*, that is about to launch to raise the necessary funds. Even before the campaign's public launch, a few historically generous alums in the Los Angeles Mills College Alumnae branch have pledged to give more than the total of our costs to date. Fundraising events are being planned. Stay tuned for some exciting announcements.

Do all alumnae want this? Was a survey done? What were the results?

The AAMC conducted a survey in mid June that showed 87% of respondents (out of 1,208 total) wanted the AAMC to halt the process of dismantling Mills as a degree-granting college. Furthermore, 56% wanted the AAMC to spend as much as needed from the association's assets for this effort, and another 27% favored spending up to half of the AAMC's assets.

However, on June 17, while that survey was being conducted, the College announced that it was entering formal discussions to combine with Northeastern University. Because the possibilities being considered for Mills are different now than when the June survey launched, the AAMC fielded another survey on July 7 to get current information on alumnae opinions.

Will this end the negotiations with Northeastern University (NU)?

It shouldn't. There is no reason to believe NU should have a problem waiting 60 days (or more if needed). They are a top-notch school with professional officers and their own attorneys who understand basic litigation requests. Legal complaints are not unusual when there are negotiations between partners with many constituents. Additionally, NU needs land, and no other Bay Area campuses are on the market. Furthermore, the College announced in March that it was initiating a transition but would continue granting degrees through 2023. A couple months pause over the summer should not make a big difference in the negotiations. Again, the purpose of our legal action is to seek the truth. It is not about Northeastern University or any other potential partner.

How does this suit affect the Mills Institute?

The lawsuit is about seeking the truth about the College's finances and future prospects. If the College is healthier than we were told, it may be possible to still have an Institute in addition to a College. If the finances are as reported, the litigation will not affect the creation of the Institute.

** Alumnae trustees Adrienne McMichael Foster '74 and Deborah M. Wood '75, who are listed as plaintiffs in the complaint, withdrew from the lawsuit after it was filed.*

EXHIBIT 18
To Declaration of N.
Thomas Connally



Hogan Lovells US LLP
8350 Broad St.
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www.hoganlovells.com

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

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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,



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

Enclosure

cc: Stephanie J. Gold, Hogan Lovells US LLP

EXHIBIT 19
To Declaration of N.
Thomas Connally

Lisa C. McCurdy
Tel 310.586.6512
mccurdy@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*,

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 20
To Declaration of N.
Thomas Connally



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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.

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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.

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** <vijinakka@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 21
To Declaration of Dr.
Elizabeth L. Hillman



President's Office <president@mills.edu>

Mills: Message from President Hillman—March 25

President's Office <president@mills.edu>
To: President's Office <president@mills.edu>
Bcc: BOT Full Board <botfb@mills.edu>

Mon, Mar 25, 2019 at 4:55 PM

**From the desk of Elizabeth L. Hillman**

Dear all,

Today, we begin a new practice of sharing directly with trustees the weekly messages I send to the campus community each Friday. Please see below for our pre-spring break "Mills Inside and Out" campus message, and let me know if you have any questions or concerns. I hope this will help broaden trustees' engagement with campus life in between board and committee meetings.

And yet more Mills news: This [KTUV segment aired on Friday](#) afternoon. It celebrates the role of the Lokey School's Center for Transformative Action in the opening of a Women's Social Entrepreneurship Center a few blocks from campus. Also attached is the campus announcement of Dr. Wendi S. Williams, a nationally recognized scholar and leader, as the new dean of the Mills College School of Education. Many thanks to trustee Marilyn Schuster for serving on the search committee that brought Wendi to Mills at a transformative time for our programs in education.

Our search for partners to join us on campus to enrich our academic programs and accelerate our progress toward an economically and environmentally sustainable institutional model continues. More soon on the outreach we're planning to generate excitement about Mills' next steps.

All best,

Office of the President
www.mills.edu

From: **President's Office** <president@mills.edu>
Date: Fri, Mar 22, 2019 at 12:07 PM
Subject: Mills Inside and Out / March 22, 2019
To: President's Office <president@mills.edu>

Dear all,

During a week filled with activities and activism, perhaps the most powerful were vigils for Muslims and allies held in the chapel on Monday afternoon and evening. Organized by the Muslim Student Alliance and attended by students, faculty, staff, and community members, the vigils honored those who lost their lives in the New Zealand mosque massacre. Those who spoke demonstrated the resilience and hope of the Muslim community at Mills, as well as the terrible costs of that brutal violence. Many thanks to those of you who could join us, and to the campus leaders who planned the vigil. One way we can all respond and support those most affected by anti-Muslim violence is by learning more about the diversity and depth of the Muslim community in California, the United States, and the world. This [Pew Foundation report on Muslim Americans](#) is a good place to begin.

Our students are acknowledging and working to address injustice at the same time as they prepare for life and jobs after Mills. The new Advising, Career, and Global Learning office, led by Assistant Dean Inés Barbosa, is integrating Mills' approach to academic support and career success. Last fall, first-year students were introduced to academic resources, completed a career assessment, and discussed connections between their interests and career paths during visits to the LAB (Learning and Balance Center) as part of their first-year seminar course. Integrating career exploration and academics also involves our Community-Engaged Learning (CEL) core requirement; our Career Conversation series, which brings alums back to campus to share their insights and experiences in fields including public health, government, technology, and social justice with students; and [MillsConnect](#), a joint venture of the Alumnae Association of Mills College (AAMC) and Mills that provides an online mentoring and networking platform for students and alums launched four months ago. Already, we have almost 1,500 alum and 200 students on the platform. Not all connections are virtual, of course: The Spring *MillsConnect* Networking Night coming up on April 2 will provide students an opportunity to connect in person with personal and professional mentors.



Thanks too to Dean Kate Karniouchina and the Lokey School for bringing a KQED forum about higher education attainment to Mills this week, organized in partnership with KQED Community Action Panel members Janet Miller Evans and LaNiece Jones. The second event in a three-part regional series, it drew a crowd of community leaders and Mills educators and students. Joining me on the panel were the President of Merritt College, Dr. Marie-Elaine Burns, and the Dean of Education at Holy Names University, Dr. Kimberly Mayfield Lynch, as well as Mills alumna and current student, Anjele Underwood '16, MM '17. We also heard from District 6 Councilmember Loren Taylor. The discussion focused on the promise and perils of a "free college" movement, the public debates around higher education, and the ways in which independent colleges like Mills can work to complement the strengths of public higher education in California. The most powerful words came from Anjele as she described her support for individual students here at Mills and in California's community colleges. She reminded me how hard our students work to earn their degrees. May spring break give all of us, and especially our students, a chance to re-charge for the rest of the spring semester.



All best,



Dr. Wendi S. Williams_22MAR19.pdf

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EXHIBIT 22
To Declaration of Dr.
Elizabeth L. Hillman



President's Office <president@mills.edu>

Mills: President's Message // July 28, 2020

President's Office <president@mills.edu>
To: President's Office <president@mills.edu>
Bcc: BOT Full Board <botfb@mills.edu>

Tue, Jul 28, 2020 at 5:32 PM

**From the desk of Elizabeth L. Hillman**

Dear all,

I write to share the sad but not unexpected news that Mills College has had its first confirmed positive COVID-19 case. We received the news on Sunday, and since then have been following the protocols recently developed to support the individual, protect health care privacy, and complete contact tracing and notice procedures. Four persons who were in contact (while masked and practicing social distancing) with the staff member are isolating now, and we offered them resources and support as well.

In preparation for a town hall held this afternoon (and attended by more than 200 Mills employees), I shared the message below with the Mills community. It updates our staff on not only the first positive test within the campus community, but also our turn toward all-remote instruction this fall but for slight exceptions as well as Mills' ongoing, exploratory conversations with UC Berkeley.

Also, attached is a message from Dr. Chinyere Oparah, our provost and dean of the faculty, that describes our decision about academics and holds out the possibility that some in-person elements of courses could take place if health orders are modified to allow them; that is, some studio art, laboratory science, and dance classes might meet occasionally on campus. Our students are now weighing their options as they decide whether to return to their studies this strange COVID-19 fall. As a result, and because there is no longer an expectation among admissions counselors that they must cease actively recruiting students who have committed to attend another college after May 15, we won't have a solid enrollment number until after classes begin.

Meanwhile, no word from Governor Newsom's office yet about an expected executive order regarding higher education. As a result, our plan to open residences to students in low-density, single-occupancy rooms remains intact. We have more than 300 students who have expressed interest in residing on the Mills campus this fall, and our enrollment projections look roughly on track to meet the revenues we expected in the low enrollment estimate on which we based our FY21 budget.

Many thanks to everyone who joined for last week's abbreviated board meeting, and I look forward to sharing more soon at our next chance to meet. Meanwhile, please join me in sending good thoughts and get-well wishes toward the first Mills COVID-19 case, and to all others affected by the pandemic.

All best,

Office of the President
www.mills.edu

----- Forwarded message -----

From: **President's Office** <president@mills.edu>
 Date: Tue, Jul 28, 2020 at 8:59 AM
 Subject: Update regarding COVID-19 and Mills
 To: President's Office <president@mills.edu>

Dear all,

As we head into the last week of July, I write with updates on three key topics: the first positive test for COVID-19 on the Mills campus, our plans for fall instruction, and Mills' ongoing conversations with UC Berkeley.

1. COVID-19 positive test. This past weekend, we learned of the first confirmed positive COVID-19 test at Mills College. Our first concern is for the health and well-being of this individual. On behalf of the entire College, I wish this valued team member a speedy and complete recovery. We are following protocols developed by our emergency response and COVID-19 recovery teams to comply with public health guidance, respect health care privacy rights, and support this individual. Those protocols call for notifying the appropriate supervisor, completing contact tracing, and offering notice, guidance, and support to those at Mills who were in contact with the person who tested positive (albeit while masked and practicing social distance). Each instance of a confirmed positive test requires careful evaluation and an individualized response. We will continue to monitor and respond to this case, as well as to others that arise, and I'm grateful to everyone on Mills' team who is contributing to a supportive and risk-reducing response.
2. Fall 2020. This recent COVID-19 positive test is a sobering reminder of how dangerous the coronavirus pandemic remains as Mills prepares for the start of classes in just a few weeks. While we had planned to begin the fall semester with a combination of hybrid, low-density classes to complement a primarily online curriculum, we are now planning to hold all classes online but for a very few. Our plans for even the very few classes—some studio art, laboratory science, and dance classes—that we had hoped to offer with in-person elements remain uncertain because of ongoing limitations imposed by the orders of the Alameda County Health Department. Moreover, the absence of further guidance from the State of California, which issued guidelines in mid-July for K-12 schools but has not yet issued the rules that will govern college and university campuses this fall, adds another layer of uncertainty. Our housing plans for students this fall, which offer only single occupancy rooms with modified, COVID-19 risk-reducing protocols, could shift if state guidance limits the re-opening of residential campuses. In short, given this uncertainty, Mills is preparing for a variety of potential living and learning situations, as are our students.
3. UC Berkeley. The accelerating COVID-19 pandemic poses financial as well as health risks to individuals and institutions both. Mills' estimated financial loss for the fiscal year that ended June 30, 2020 is \$6 million. Unfortunately, because of declining enrollment and loss of other revenues, Mills' projected loss in the upcoming fiscal year is more than \$14 million. Mills has the resources to navigate this challenging year because of the resilience of its people and strength of its endowment. The financial impact and uncertainty of the year ahead will be overwhelming for many small colleges, some of which will face closure in the absence of significant transformation. Because we are determined to achieve a different outcome for Mills, we have broadened ongoing conversations with the University of California at Berkeley this summer. Strengthening our longstanding partnership with UC Berkeley could benefit the students, faculty, and staff of both institutions. A stronger integration with Berkeley could allow Mills to retain its identity as a unique and powerful educational institution committed to educating women, students of color, first-generation college students, and gender nonbinary students in an environment that celebrates diversity and demands equity, including better responses to anti-Black racism. Earlier this year, a Mills-Berkeley Program Design Task Force, led by Provost and Dean of the Faculty Chinyere Oparah and Vice Chancellor for Undergraduate Education Cathy Koshland, brought together Mills and UC Berkeley faculty to consider how Mills' values, strengths, and faculty expertise could contribute to academic programs that might enhance and complement UC Berkeley programs. UC Berkeley Chancellor Carol Christ and I are now reviewing the draft recommendations of that task force while studying other aspects of a potentially exciting integration. We are in the preliminary stages of these conversations, so many questions can't yet be answered definitively. We are committed to listening and sharing more, and to that end, will hold smaller group discussions for staff in the weeks and months ahead. The College officers and I will also answer questions at the town hall scheduled for this afternoon, Tuesday, July 28, from [3:00 pm - 4:00 pm via Zoom](#).

In the meantime, I'm grateful for all the ways you continue to support the mission of Mills College at this difficult time. I appreciate, too, everything that you are doing to stay safe and protect others, including wearing face coverings, maintaining social distance, washing your hands frequently and thoroughly, and avoiding social gatherings. As

Councilmember Loren Taylor, who represents District 6 here in East Oakland, said of public health guidance: "It's not just inconvenient, it's a challenge to adhere to this guidance. But, we must stay vigilant."

All best,



--

Elizabeth L. Hillman

President

Pronouns: she/her/hers

Mills College | 5000 MacArthur Blvd. | Oakland, CA 94613
510.430.2094 | ebeth@mills.edu

MILLS



Students_Shifting to a remote semester in fall 2020_27JUL20.pdf

114K

EXHIBIT 23
To Declaration of Dr.
Elizabeth L. Hillman

EXHIBIT 23

List of Public Interactions to Communicate Efforts to Mitigate Financial Loss and Explain the Financial Situation of the College

1. June 24, 2020 – Presidential Town Hall with faculty and staff regarding budget deficits and Mills-University of California, Berkeley (“UCB”) collaborative academic programs
2. June 25, 2020 – Presidential Town Hall with donors regarding Mills financial challenges
3. July 28, 2020 – Presidential message to faculty and staff regarding budget deficits and Mills- UCB collaborative academic programs
4. September 17, 2020 – Presidential Town Hall with alumnae
5. October 6, 2020 – Presidential message to students regarding Mills-UCB collaborative academic programs
6. October 16, 2020 – Presidential message to faculty, staff, students regarding budget deficits
7. November 11, 2020 – Presidential remarks at Alumnae Association of Mills College (“AAMC”) Board of Governors (“BOG”) meeting
8. December 16, 2020 – Presidential remarks at AAMC BOG meeting
9. February 17, 2021 – Presidential remarks at AAMC BOG meeting
10. March 2, 2021 – Vice President’s message regarding budget deficits and Mills-UCB collaborative academic programs
11. March 17, 2021 – College’s announcement to faculty, staff, students, and alumnae regarding a transition plan under which first year students as of the 2021-22 academic year would be the final first-year class enrolled at the College, subject to further action by the Board
12. March 17, 2021 – Presidential Town Hall with faculty and staff
13. March 17, 2021 – President, Provost, and Dean of Students Town Hall with students
14. March 17, 2021 – Presidential remarks at AAMC BOG meeting
15. March 18, 2021 – President, Associate Provost, and Dean of Students Town Hall with students
16. March 25, 2021 – Presidential message to faculty, staff, students, alumnae regarding UCB Changemaker program
17. March 25, 2021 – Presidential Town Hall with faculty and staff
18. March 31, 2021 – Presidential message to faculty and staff regarding Mills Institute design process and welcoming community feedback
19. April 1, 2021 – Presidential Town Hall with faculty and staff
20. April 5, 2021 – Provost and Dean of Students Town Hall with students
21. April 6, 2021 – Presidential Town Hall with alumnae
22. April 7, 2021 – President, Provost, and Dean of Students Town Hall with parents
23. April 13, 2021 – Presidential Town Hall with faculty and staff
24. April 22, 2021 – Board Listening Session with 300 participants on the future of Mills
25. May 4, 2021 – Presidential Town Hall with faculty and staff
26. May 12, 2021 – Presidential message to alumnae
27. May 12, 2021 – Presidential remarks at AAMC BOG meeting
28. May 14, 2021 – AAMC, Save Mills College Coalition, UC Mills present at Board meeting

EXHIBIT 24
To Declaration of Dr.
Elizabeth L. Hillman

Progress Toward a Mills College and Northeastern University Alliance

Oakland, CA—July 6, 2021

A Message from Mills President Elizabeth L. Hillman

Dear all,

I write to share our progress in exploring the potential of an alliance with Northeastern University. We will begin discussions between the Mills and Northeastern communities in the weeks ahead to identify educational opportunities that will continue Mills' legacy and expand our commitment to gender and racial justice. Our discussions will center on the topics shared in our [June 17 announcement](#) to ensure that Mills' mission, people, and campus thrive.

In addition to determining what Mills College at Northeastern University might become in terms of a shared academic vision, we are also focused on immediate ways we can support our current students, including:

- Degree completion pathways;
- Transfer opportunities to Northeastern or other institutions, including California-based institutions;
- New scholarship funding to supplement existing financial aid; and
- Access for Mills students to Northeastern experiential learning opportunities, including co-ops.

Our faculty are already engaged in conversations with Northeastern about a potential first-year program for 200 to 300 Northeastern students that would take place on the Mills campus during this upcoming academic year. This

gender-inclusive program—which would replace the previously anticipated UC Berkeley Changemaker in Oakland program—would be taught by Mills faculty and would leverage Mills' expertise in community-engaged learning, which aligns closely with the experiential approach that is the hallmark of a Northeastern education. We will also soon share an initial vision for the Mills Institute or Center, which is expected to serve as a hub of support for transformative teaching and learning, research, and career development for women, gender non-binary individuals, and historically marginalized racial and ethnic communities. While details of its structure are yet to be developed, we anticipate it will offer research and learning programs focused on a number of areas, including transitional moments such as from high school to college; from college to advanced study or career; from one career to another; or into any form of leadership (community, workplace, or organizational).

Given our progress toward an alliance with Northeastern University and our Board of Trustees' support for further development of the alliance, we now feel confident in implementing soon a staff and faculty compensation plan that will be retroactive to July 1, 2021. This plan recognizes the hard work and commitment that staff and faculty have demonstrated by providing a 3% increase in pay and a 3% match to Mills' 403(b) retirement plan contributions. We will communicate more about this soon, and we need to meet with the unions that represent some of Mills' workforce, since they are important parties as we undertake this first across-the-board pay increase at Mills in many years.

We also feel confident we can fulfill many of the goals that our alumnae have raised about Mills through an alliance with Northeastern, including providing continued access to the Mills campus and Reinhardt Alumnae House as well as opportunities to offer ideas and input about the future of the College. We anticipate being able to offer all graduates of Mills College the opportunity to pursue advanced degrees or lifelong learning paths throughout the Northeastern network with the generous tuition discounts offered to all graduates of Northeastern University.

To facilitate the discussions that will enable Mills to realize these opportunities with Northeastern, we are creating a cross-functional institutional transition team. It will be chaired by [Renée Jadushlever](#), vice president for strategic communications and operations, with [Beth Kochly](#), associate provost for curriculum and academic resources and associate professor of chemistry, as vice chair. Issue-specific teams will be formed to focus on key operational areas that impact academic programs, student services, human resources, financial sustainability, and other critical functions. The chair will work with those teams to ensure we stay on track and coordinate with our Northeastern colleagues, and our new interim provost and vice president for academic affairs, [Patricia L. Hardaway](#), will likewise be closely involved with the transition.

Over the summer months ahead, we will:

1. Develop transition teams to offer input into the structure of the alliance and to identify key issues;
2. Begin planning discussions between Mills and Northeastern faculty;
3. Review operational strengths, weaknesses, and opportunities between Mills and Northeastern; and
4. Develop a formal agreement for consideration by our governing boards.

We will share information soon regarding how the transition teams will be formed and how community members can provide input; many thanks to those of you who have already volunteered or offered ideas. Mills will regularly communicate on progress as appropriate to keep everyone informed and involved as the process unfolds.

Thank you for your continued support of Mills. We look forward to developing new ways of delivering a Mills education and exploring the exciting possibilities of an alliance with Northeastern University.

All best,

Beth

Elizabeth L. Hillman
President, Mills College

About Mills College

Located in Oakland, California, Mills is a nationally renowned independent liberal arts college for women and gender nonbinary students, with graduate programs for all genders. Ranked one of the top-tier regional universities in the West by *U.S. News & World Report*, Mills is also recognized by The Princeton Review as one of the *Best 386 Colleges* in the nation. As one of the most diverse liberal arts colleges in the country, Mills has a strong record of academic success with first-generation students, students of color, Latinx students, LGBTQ+ students, and other underrepresented students. The Mills experience is distinguished by small, interactive classes, one-on-one attention from exceptional faculty, a culture of creative experimentation, and cutting-edge interdisciplinary learning opportunities which empower students to make a statement in their careers and communities.

Media Contact

Tami Kelly
tkelly@mills.edu
925.640.9997

✓ **June 17, 2021: Mills College and Northeastern University Pursue New Alliance**

Oakland, CA—June 17, 2021

A Message from Mills President Elizabeth L. Hillman

Dear all,

I am excited to share that today, Mills will begin formal discussions to combine with [Northeastern University](#), a private, nonprofit, Boston-based research university with a global presence. Our goal is to combine our two institutions so that, together, we can expand Mills' core strengths, including advancing student access, women's leadership, equity, and social justice. This new alliance would allow for continued conferral of degrees on the Mills campus with the Mills name as part of those degrees; enhanced support for Mills' current students, faculty, and staff; and the future development of new educational programs.

Due to mounting financial challenges, on March 17 we announced that Mills would stop accepting first-year students after fall 2021 and would most likely confer its final degrees in 2023, pending further consideration and action by the Board of Trustees. The Board has authorized negotiations with Northeastern University because its leaders understand and support the vital contributions Mills offers, and because we share a vision of what education can and must be in the coming decades. The missions of Mills and Northeastern are aligned through our shared commitment to access, social justice, and urban engagement.

Northeastern University President Joseph E. Aoun shared his thoughts with us on the proposed alliance: "Together with our colleagues at Mills, we are seeking to create something truly unique in higher education. Northeastern's history and enduring focus on inclusion and empowering people from all backgrounds to realize educational and lifelong success is in perfect congruence with Mills and its ideals. Not only are our missions aligned, but by combining our signature strengths, we can create new and distinctive opportunities that extend and enhance our collective priorities."

As part of an anticipated alliance, Mills and Northeastern expect to realize the following outcomes, subject to continuing discussions and development of a finalized agreement:

- Mills would become Mills College at Northeastern University. Though Mills would not be an independent, standalone institution, undergraduate and graduate degrees would be offered through a Mills College at Northeastern University. Mills would become gender inclusive at the undergraduate level.
- Current Mills students will be able to complete their degrees at Mills or at Mills College at Northeastern University, depending on a student's degree path and timing of the alliance. Prior to finalization of the alliance, Mills students would also have the possible option to transfer to Northeastern at no additional cost, based on individual degree paths, or to transfer to other universities with which Mills has negotiated transfer agreements. More information is expected to be available this fall regarding specific pathways.
- Scholarship and financial aid commitments that Mills has made to current Mills College students would be honored by Mills College at Northeastern University.
- Subject to the results of collaborative efforts on academic program development that will be part of formal discussions, a significant number of Mills faculty and staff would be offered opportunities for continued employment either on the Mills campus at Northeastern University or at other Northeastern University campuses where their skills and experience would be aligned.
- Northeastern understands the importance of Mills receiving financial support to cover its operating expenses and to enable Mills to offer compensation increases for staff and faculty members.
- Northeastern would extend its tuition remission program, which covers tuition for employees and their eligible dependents who are admitted to Northeastern degree programs, to Mills employees.
- In addition to Mills College at Northeastern University, Northeastern would support the launch of a Mills Institute or Center as a hub for research and advocacy to advance women's leadership, educational access, social justice, and other causes embedded in the Mills mission and legacy.
- Mills College alumnae could continue to participate in Mills College reunions and maintain access to the College's Reinhardt Alumnae House on the Mills campus. They would be eligible to participate in an array of Northeastern alumni programs,

such as reduced cost access to educational programs across Northeastern's global network.

The recent outpouring of support for the mission of Mills College has been essential in developing the details of this new opportunity. Should Mills and Northeastern reach an agreement to realize the potential of this alliance, it will be a result of the passionate place the College holds in the hearts of our faculty, staff, students, and alumnae. Their stories and testimonies about lives that were changed by experiences at Mills are a legacy that can be sustained through a Mills College at Northeastern University.

This collaboration will enable the extraordinary legacy of Mills College to thrive within the global networked campuses of Northeastern University, an innovative and growing university. It will sustain Mills' educational mission as a college within Northeastern University, ensure the Mills campus continues to be a place of inspiration and learning, and expand Mills' impact into the future. I look forward to realizing this opportunity in collaboration with the Mills community, and I deeply appreciate the support of everyone whose hard work has helped to make it possible. I will continue to keep the Mills community informed as discussions with Northeastern proceed and more information becomes available.

Elizabeth L. Hillman

President, Mills College

✓ **March 17, 2021: President Hillman Announces New Path for Mills College**

Oakland, CA—March 17, 2021

A Message from Mills President Elizabeth L. Hillman

Since 1852, Mills College has brought transformative learning opportunities to many by breaking barriers, forging connections, and changing lives. Today, because of the economic burdens of the COVID-19 pandemic, structural changes across higher education, and Mills' declining enrollment and budget deficits, Mills must begin to shift away from being a degree-granting college and toward becoming a Mills Institute that can sustain Mills' mission. The Mills College Board of Trustees, after careful consideration, has decided that after fall 2021, Mills will no longer enroll new first-year undergraduate students. We will focus our resources on building degree pathways for our continuing students, and supporting the new first-year undergraduate, transfer, and graduate students who will join us this fall. Mills will most likely confer its final degrees in 2023, pending further consideration and action by the Board of Trustees.

We will begin to transition our academic programs by creating options and degree pathways for all Mills students. The Provost's Office, working under the guidance of Mills' accrediting agency, the WASC Senior College and University Commission, will develop plans for each degree program that Mills offers, enabling students to either earn a Mills degree or transfer to another college or university. Our Admissions Office will support students who choose to pursue transfer opportunities outside Mills through agreements with peer institutions. Mills is committed to working with these institutions to provide our students with streamlined admission processes, financial aid support, and pathways to degree completion.

While Mills' role as a degree-granting college will end, its mission will endure. Mills intends to continue to foster women's leadership and student success, advance gender and racial equity, and cultivate innovative pedagogy, research, and critical thinking by creating a Mills Institute housed here on campus. Over the next few months, Mills faculty, trustees, staff, students, alumnae, and other stakeholders across our community will consider potential structures and programming for a Mills Institute. We will provide regular updates as the design of the Mills Institute evolves. At the same time, Mills is pursuing promising discussions with other academic institutions to

continue the College's mission. We also will keep you informed about those discussions.

Our goal is to deliver an exceptional academic and co-curricular experience to our students for at least the next two academic years, with Mills faculty and staff at the heart of that experience. Additional information will be provided in the coming weeks regarding academic opportunities for students. Similar planning will be launched to develop transition plans and opportunities for faculty and staff.

Today's news signals the end of an era in Mills College's history. It may provoke a variety of reactions and emotions in you, as it has in me. I also expect you will have many questions, some of which I will not yet be able to answer. Mills takes seriously our obligation to keep you apprised as we assess options and build pathways for transition. Since it began as a small seminary in Benicia, California, Mills has brought learning and inspiration to those who might not otherwise have found it. The next chapter in Mills' history will do likewise, serving Mills' educational mission and sustaining its commitment to equity. We will need everyone's help to navigate a successful transition and write that next chapter.

Elizabeth L. Hillman

President, Mills College

About Mills College

Located in Oakland, California, Mills is a nationally renowned independent liberal arts college for women and gender nonbinary students, with graduate programs for all genders. Ranked one of the top-tier regional universities in the West by *U.S. News & World Report*, Mills is also recognized by The Princeton Review as one of the *Best 386 Colleges* in the nation. As one of the most diverse liberal arts colleges in the country, Mills has a strong record of academic success with first-generation students, students of color, Latinx students, LGBTQ+ students, and other underrepresented students. The Mills

experience is distinguished by small, interactive classes, one-on-one attention from exceptional faculty, a culture of creative experimentation, and cutting-edge interdisciplinary learning opportunities which empower students to make a statement in their careers and communities.

Media Contact

Tami Kelly

tkelly@mills.edu

925.640.9997

For More Information

Please visit our [Frequently Asked Questions](#) page for general questions about the transition plan at Mills. We are committed to sharing information on an ongoing basis as it becomes available.

Frequently Asked Questions

Mills College Facts

Get information, rankings, and statistics about Mills College today.

Mills College Milestones

Discover the rich history and impact that Mills College has made since 1852.

Mills College Graduates

Learn about some of the notable alumnae and alumni who have graduated from Mills.

Media Contact

Tami Kelly

tkelly@mills.edu

925.640.9997

EXHIBIT 25
To Declaration of Dr.
Elizabeth L. Hillman

TOWN HALL

Mills College: A Financial Snapshot

President Hillman

April 6, 2021

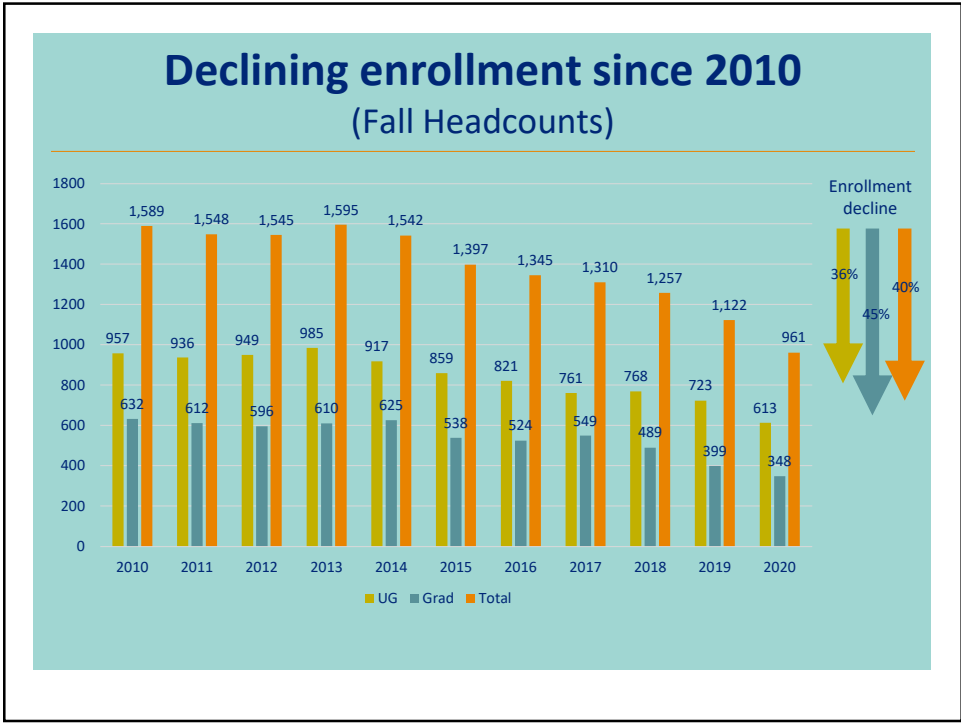
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1

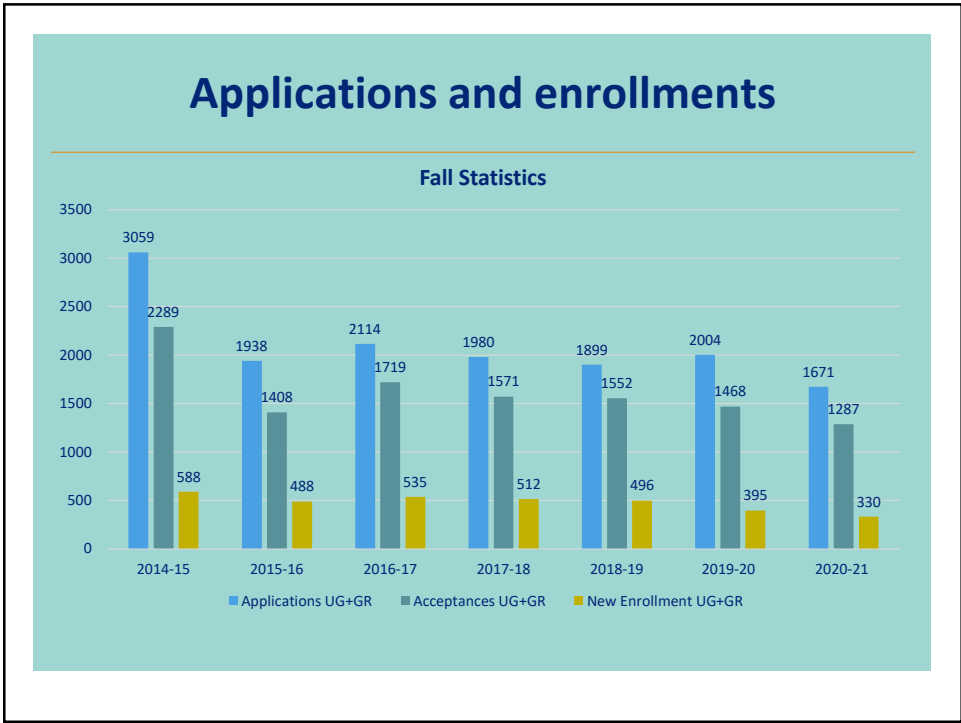
Overview

- Enrollment
- Operating losses
- Endowment and cash
- Consequences of long-term structural deficits

2



3



4

How enrollment translates into revenues

- Net revenue from tuition & fees, ~\$18,000 per student
- Net revenue from room & board, ~\$14,000 per residential student
- Lost revenue from 40% decline in enrollment: ~\$15M annually

5

Enrollment initiatives since 2016

- Tuition reset
- Going test optional
- [MPower: Signature Undergraduate Experience](#)
- New majors and programs, including online MA in Educational Leadership
- [Mills Promise Program](#) and scholarships
- Initiatives to attract BIPOC and first gen students
- [Transfer guarantee](#) and ADT alignment

6

Enrollment initiatives since 2016

- UC Berkeley-Mills co-branded pipelines to Mills graduate degrees
- [Joint UC Berkeley-Mills engineering program](#)
- Local, in-state, and regional recruiting, including Oakland Promise and community colleges
- Select international recruiting
- Expanded summer bridge programs
- Bachelors' degree completion program

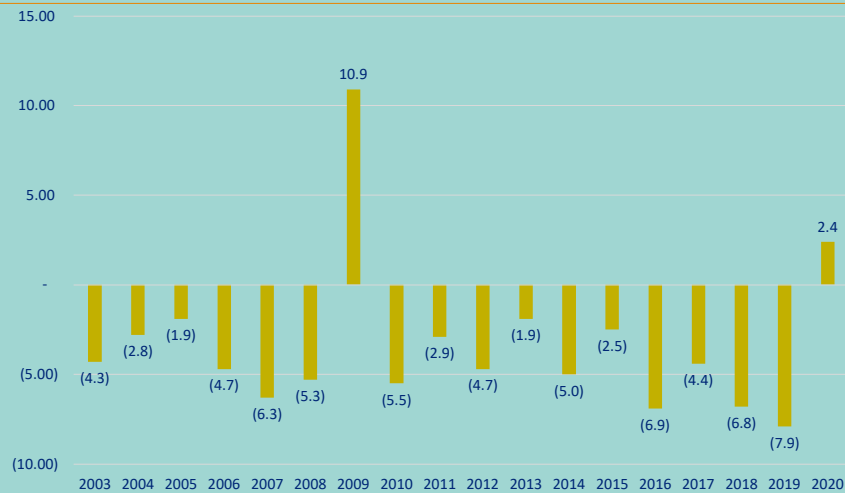
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Revenue enhancing/cost saving measures since 2016

- Monetization of singular assets (IP addresses, cell phone tower, rare book and manuscript)
- Reductions in operating expenses and instructional costs
- Reductions in employee benefits and executive compensation
- Hiring freeze except for critical positions
- Campus sharing and optimization/development of underutilized space
- Exploration of partnerships

8

History of unrestricted operating losses from FY2003 to FY2020 (in millions)



Source: Mills College audited financial statements.

9

One-time actions that mitigated operating losses

- Losses are understated by one-time, non-repeatable actions
- \$11.9 million from the sale of campus assets since 2019
- \$4.1 million in bequests to cover operations (instead of making them part of the endowment) since 2019

10

Challenges in maintaining an above-market endowment payout rate

FY10	6.00%
FY11	6.73%
FY12 to FY13	7.0%
FY14	6.5%
FY15	6.0%
FY16	5.25%
FY17 to FY19	5.0%
FY20 to FY22	7.0%

- Five percent is the generally accepted maximum sustainable endowment payout rate
- Future payouts would need to return to a more standard rate

11

Cash Crunch

- Historical reliance on lines of credit for cash needs
- Existing line of credit reduced from \$8 million to \$5 million over the past four years; expires in March 2022
- Obtaining credit lines as well as grants is more difficult because of operating losses
- Mills also owes the AAMC \$2 million for a loan
- Based on pre-announcement enrollment projections, FY22 and future likely to generate continued multi-million-dollar operating deficits
- Result: Insufficient cash to continue existing operations in the future

12

Consequences of structural deficits

- Deferred maintenance: Grounds, buildings, and other infrastructure maintenance and IT maintenance not kept up to date eventually result in very high costs
- Failing to raise funds or take on debt to cover those costs could eventually result in:
 - Buildings that must be closed,
 - Penalties for non-compliance, or
 - System degradation and dysfunction

13

Current and future deferred maintenance costs

- Rising future costs for campus maintenance
- Current compliance issues not yet in the budget:
 - \$3 million plus to improve accessibility, required under the ADA
 - \$3 to \$6 million for sewer improvements, required by EBMUD
 - \$1 million for boiler improvements, required by Bay Area Air Quality Management

14



QUESTIONS

15



MILLS

16

EXHIBIT 26
To Declaration of Dr.
Elizabeth L. Hillman

Board of Trustees

Mills College: Transition

President Hillman
April 22, 2021

MILLS

1

Institutional planning

The planning phase of Mills' transition is underway now because:

- Mills College faces grave financial challenges
- Transitions require resources
- Acting now helps to expand the range of positive outcomes

2

2

Academic partnerships

Conversations with potential academic partners continue, seeking ways to:

- Sustain Mills' educational mission and campus
- Provide more opportunities for students
- Expand opportunities for faculty and staff

Ongoing discussions with potential academic partners are generally subject to confidentiality agreements preventing the College from discussing details. The board has not yet approved terms or term sheets.

3

3

What might a Mills Institute be?

- Located on the Mills campus
- Rooted in Mills' proven strengths, mission, and core values
- An Oakland-based hub for women's leadership, gender and racial justice, and access and success for women and non-binary students
- Initially defined through wide outreach and deep thinking among small groups of faculty, students, staff, alums, trustees and Oakland residents, led by Professor Ajuan Mance and Trustee Marilyn Schuster '65 during spring 2021
- Shaped by faculty, open to ideas sent to co-create@mills.edu

4

4



MILLS

5

EXHIBIT 27
To Declaration of
Eric Roberts

**MORRISON
FOERSTER**

Eric R. Roberts

Co-Director of Forensic Accounting Services | San Francisco

eroberts@mofo.com | (415) 268-6894

Mr. Roberts is the Co-Director of Morrison & Foerster's Forensic Accounting Services Group and specializes in cases involving the securities laws and in providing assistance with internal investigations. He is a Certified Public Accountant, a Certified Fraud Examiner, and is certified in financial forensics by the American Institute of CPAs.

Mr. Roberts has assisted in the representation of hundreds of companies, officers, directors, and other institutions in all types of securities cases, including class actions, derivative actions, enforcement proceedings commenced by the Securities and Exchange Commission and white-collar defense cases. He has conducted or assisted in more than 20 internal investigations for public companies and their directors, including investigations relating to companies located in Japan, China, Taiwan, Mexico and Russia.

Typical issues Mr. Roberts deals with include revenue recognition, excess and obsolete inventory, impairment of long-lived assets and goodwill, and the adequacy of reserves. In addition, Mr. Roberts provides assistance and guidance regarding generally accepted accounting principles, audit standards, and internal controls. He also performs financial analyses including the calculation and evaluation of economic damages.

Prior to joining Morrison & Foerster, Mr. Roberts spent 29 years, including 19 as an audit partner, at the Big Four accounting firm of Deloitte where he served as the head of the Northern California Litigation Support and Reorganization Group. While at Deloitte, Mr. Roberts was an expert witness and a litigation consultant on accounting matters and on economic damages in addition to being an accounting arbitrator. Prior to that, he was the lead audit partner for companies in various industries and was partner-in-charge of the San Francisco High Technology/Emerging Growth Group.

Mr. Roberts is a member of the American Institute of Certified Public Accountants and the Association of Certified Fraud Examiners. He has served on the board of the Association of Insolvency Accountants and as a member of the California State Society of CPAs Committee on Litigation Support.

Mr. Roberts contributes his time and expertise to a number of not-for-profit organizations. He is Chairman of the Boards of Pangaea Global AIDS Foundation and of Stiles Hall and is a member of the Audit Committee of the San Francisco AIDS Foundation. Previously, he was a trustee and Chairman of the Finance Committee of Mills College.

Mr. Roberts graduated from the University of California, Berkeley with a B.S. degree and an M.B.A.

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EXHIBIT 28
To Declaration of
Kathleen Sanborn



BOARD OF TRUSTEES OF MILLS COLLEGE
Resolutions on Northeastern University
June 17, 2021

WHEREAS, in March 2021, the Board of Trustees (the “**Board**”) of Mills College (the “**College**”) expressed its belief that the College is suffering from a severe financial crisis that makes long-term operation in its current form unsustainable, declared that the College remained in a state of financial emergency and deemed it advisable to begin an orderly teach-out process of all of the College’s academic programs beginning in academic year 2021-22 and a related wind-down of its operations directly related to those academic programs (the “**Teach Out**”);

WHEREAS, at that time, the Board also determined that in order to sustain the mission of the College beyond its current status as a degree-granting institution, a Mills Institute shall be designed to advance the educational legacy and vision of the College, including its embrace of gender and racial justice, academic excellence, and creative, community-engaged teaching and learning;

WHEREAS, in connection with the announcement by the College of the nature of the College’s situation and the expectation that the College will not continue to be a degree-granting institution, other educational institutions provided inbound interest in potential transactions with the College;

WHEREAS, representatives of the College had previously discussed a Mills Institute with UC Berkeley (“**UCB**”) and the Board had previously authorized discussions and negotiations with representatives of UCB and the University of California System with respect to the proposed plans for the Mills Institute, the potential integration of the Mills Institute with UCB and related transactions and arrangements;

WHEREAS, the Executive Committee of the Board (the “**Executive Committee**”) formed a Subcommittee on Negotiations (the “**Subcommittee**”) to direct and advise the President as the College negotiates with potential institutional partners and navigates its transition, including with respect to legal and other challenges;

WHEREAS, the Executive Committee charged the Subcommittee with examining critical issues, assessing strategies, and considering short- and long-term advantages and risks, as well as the suitability and sustainability of potential partnerships, and charged the Subcommittee with recognizing the imperative of alignment with the College’s mission and core values and financial sustainability;

WHEREAS, representatives of the College and, in some instances, representatives of the Executive Committee met with institutions that had indicated interest in a transaction and continued to engage in discussions with UCB;

WHEREAS, the Subcommittee asked institutions that had indicated an interest in a potential transaction with the College to deliver Expressions of Interest to the College, specifically addressing topics related to the College's mission, people, campus, legacy and transition;

WHEREAS, the College received expressions of interest with varying detail from a number of the institutions and engaged in further discussions with a number of these institutions, including UCB;

WHEREAS, the Subcommittee considered the perspectives provided by relevant stakeholders, including those shared in multiple town hall meetings and those shared with the President and directly with the Board;

WHEREAS, the Subcommittee established a rubric for evaluating expressions of interest, shared that rubric with the Executive Committee and the Board and received feedback from Trustees on the rubric and related questions;

WHEREAS, the Subcommittee, using a variety of factors, including those set forth on the rubric attached to these Resolutions as Exhibit A (the "**Evaluative Factors**"), evaluated the expressions of interest it received, together with information presented to the Board from the "Save Mills College Coalition" and "UC Mills" regarding their respective proposals;

WHEREAS, the Subcommittee presented to and discussed these matters with the Executive Committee and the Antiracism Working Group and considered the feedback from those discussions;

WHEREAS, the Subcommittee determined that the expression of interest provided by Northeastern University, and attached to these Resolutions as Exhibit B (the "**Northeastern Expression of Interest**"), provides the most viable path for sustaining the legacy of the College;

WHEREAS, the Subcommittee recommended to the Executive Committee and the Board that the College continue discussions with Northeastern University to further develop and refine the Northeastern Expression of Interest, develop and enter into a letter of intent, term sheet or similar document with Northeastern University to formalize the intention of the parties to pursue a combination of the College with Northeastern University consistent with the Northeastern Expression of Interest, and cause to be prepared definitive transaction documents for further consideration by the Board consistent with the foregoing; and

WHEREAS, the Executive Committee endorsed and adopted the Subcommittee's recommendation;

WHEREAS, at its meeting on June 10, 2021, the Board considered the recommendation of the Subcommittee, reviewed, and discussed the Northeastern Expression of Interest and discussed other proposed paths for the College, including expressions of interest from other institutions and the proposals from the “Save Mills College Coalition” and “UC Mills”;

WHEREAS, the Board scheduled a “study session” for members of the Board to further discuss the Northeastern Expression of Interest and considerations relevant to proposals received by the College; and

WHEREAS, the College administration has provided the Board with a draft operating budget for academic year 2021/2022 that shows significant and increasing operating deficits and provided additional information regarding the College’s financial condition, including with respect to communications with the College’s lender;

NOW, THEREFORE, BE IT RESOLVED, that, at the direction of the President, the officers of the College are authorized to continue discussions with Northeastern University to further develop and refine the Northeastern Expression of Interest, develop a letter of intent, term sheet, or similar document with Northeastern University for the purpose of formalizing the intention of the parties to pursue a combination of the College with Northeastern University consistent with the Northeastern Expression of Interest, and cause to be prepared definitive transaction documents; and

RESOLVED FURTHER, that prior to the College entering into any letter of intent, term sheet, or similar document with Northeastern University, the President shall obtain the approval of the Executive Committee;

RESOLVED FURTHER, that prior to the College entering into definitive transaction documents with Northeastern University, the President shall obtain the approval of the Board;

RESOLVED FURTHER, that the Subcommittee on Negotiations is charged with continuing to advise the President as the College negotiates with Northeastern University, and with continuing to examine critical issues, assess strategies, and consider short- and long-term advantages and risks, as well as the suitability and sustainability of the proposed relationship with Northeastern University; and

RESOLVED FURTHER, that all actions taken and all agreements, instruments, reports, and documents executed, delivered, or filed through the date hereof by any officer of the College in the name of and on behalf of the College in connection with, and consistent with, any of the foregoing resolutions hereby are approved, ratified, and confirmed in all respects.

EXHIBIT 29
To Declaration of
Kathleen Sanborn

July 3, 2021

Elizabeth Hillman
President
Katie Sanborn
Chair
Board of Trustees
Mills College
5000 MacArthur Boulevard
Oakland, California 94613

Dear President Hillman and Chair Sanborn:

We, Adrienne Foster and Deborah Wood, are submitting this letter as notification of our withdrawal from the lawsuit/complaint, Dr. Viji Nakka-Cammauf, et al. vs Dr. Elizabeth Hillman, et al. effective immediately.

We must state our discomfort with the aggressive tone and actions surrounding this lawsuit. This discomfort adds 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.

Together, we remain faithful to Mills College and the AAMC as we continue to uphold our responsibilities as Alumnae Trustees and Governors, continuing to be problem solvers and good stewards of both bodies.

Sincerely,



Adrienne Foster



Deborah Wood