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October 25, 2018

**URGENT AND TIME SENSITIVE**

Hon. Gurbir S. Grewal  
Attorney General of New Jersey  
Office of the Attorney General  
Hughes Justice Complex  
25 Market St.  
Trenton, New Jersey 08625

Re: "An Evening With Gurbir S. Grewal", Rider University, October 29,  
2018;

McMorris, et al v. Rider University et al; MER-C-69-18

Dear Attorney General Grewal:

I am counsel for Plaintiffs in the above-referenced litigation that seeks to enjoin the diversion by Rider University of the endowment and other property and goodwill of Westminster Choir College to a proposed Chinese-government affiliated purchaser, Beijing Kaiwen Education Technology Co, Ltd. (hereafter "Beijing Kaiwen").

An Amended Complaint was filed last week naming you in your official capacity as a necessary or indispensable party due to, inter alia, issues of mismanagement by Rider University as to the charitable foundation known as Westminster Choir College. A parallel action concerning related issues as to the sale of Westminster is also pending in the Chancery Division, Princeton Theological Seminary v. Rider University, MER-C-18-18.

A conflict of interest arises with your appearance at the headlined event at Rider University entitled "An Evening With Gurbir Grewal", scheduled for this Monday, October 29, 2018. The event features you as the subject of an extended discussion of a published work, How Does It Feel to Be a Problem? Being Young and Arab in America, by Moustafa Bayoumi. This work has been selected as the "Shared Read" this semester at Rider University. The event featuring you as the featured speaker/performer has been created by the Rebovitch Institute for New Jersey Politics, a division of Rider University.

As counsel for interested parties to this litigation, I request that you cancel and refrain from attending the Rider University event. This event will inevitably create the appearance that you will be unable to independently discharge your official responsibilities in evaluating whether Rider University is acting illegally in the proposed sale of Westminster Choir College, a matter in which you (and your office) are now a party and in which your office has certain regulatory and oversight responsibilities regardless of any litigation.

Rider University has also applied for licensure of Westminster Choir College post-sale to the New Jersey Department of Education, under N.J.A.C. §9A:1-1.5, et seq., a matter in which your office will be called upon to provide legal advice in that any such licensure will be subject to judicial challenge. For this further reason your participation in this event will compromise your office and its independence.

Significant and serious allegations within your Office's direct responsibilities are raised in the Amended Complaint, i.e., that the sale by Rider University will violate New Jersey law governing charities, universities and trusts, as follows:

- 1) The sale will violate the 1935 trust of Sophia Strong Taylor that gave rise to Westminster's Princeton campus;
- 2) The sale will violate the intent of the later donors to Westminster who understood their donations were to support an American college of higher education subject to traditional standards of academic and religious freedom;
- 3) The sale will cause Westminster to come into the control of an authoritarian foreign government that does not respect American principles of academic freedom in violation of licensure standards under Title 9A of the New Jersey Department of Education regulations;
- 4) The sale will illegally divert the value of the Westminster property for Rider University's separate purposes and not for use in Westminster's programming and mission as required under the 1991 Agreement of Affiliation and Merger under which Rider University assumed duties of stewardship for Westminster; and
- 5) The purchaser, Beijing Kaiwen, a commercial entity operating out of Beijing under Chinese law, will divert Westminster's \$20 million-plus endowment and place it on its corporate books and attribute it to shareholder equity, as Beijing Kaiwen has informed its Shenzhen Stock Exchange.

A copy of the Amended Complaint, previously served on your office, is annexed for your convenience.

These assertions of mismanagement of this charitable foundation by Rider University invoke the Attorney General's direct involvement and enforcement responsibilities. Our Supreme Court has expressly held that where allegations of mismanagement of a charitable property or foundation are raised in the Chancery Division, the Attorney General must be named as a necessary or indispensable party. See e.g. Crane v. Morristown Sch. Found., 120 N.J. Eq. 583 (Errors & Appeals 1936); Trenton Soc'y for Org. Charity v. Howell, 63 A. 1110 (Chan. Div. 1906).

It would be improper for you as Attorney General to attend the Rider University event that headlines you as the featured speaker and builds the event around you personally, reflecting a closeness and consanguinity to Rider University that is inappropriate to your status as the legal officer of the State who must weigh in on and address Rider University's proposed sale of Westminster Choir College. Such participation will create the appearance that you lack independence as Attorney General in violation of the New Jersey Conflicts of Interest Law that requires all State officials to avoid such the appearance of such conflicts:

"Public officials must. . . avoid conduct which is in violation of their public trust or which creates a justifiable impression among the public that such trust is being violated."

See N.J.S.A., §52:13D-12. In the leading decision interpreting the statute, the Appellate Division has interpreted the law generally to prohibit

"a State officer. . . from soliciting or accepting gifts which he knows or has reason to believe are offered to him with the intent to influence him in the performance or discharge of his official duties or which might reasonably be expected to create an impression or suspicion among the public having knowledge of his acts that he may be engaged in conduct violative of his public trust."

Executive Com'n on Ethical Standards v. Salmon, 295 N.J. Super. 86, 98-99 (App. Div. 1996) [emphasis added].

In Salmon, the Appellate Division concluded that a state official created the appearance of impropriety by failing to investigate adequately the source of private payments for dinners he attended funded by persons with business before his agency. Even though the official in Salmon did not know the source of such payments, an appearance of impropriety was still held to exist because he negligently failed to inquire as to the source of such funding. Here, the circumstances are even more compelling since you are already aware that the event is staged, promoted and paid for by Rider University and that you are the beneficiary of the event being the single, highlighted guest and featured speaker.

A fair inference will arise in the public perception that you or the Attorney General's office itself is being influenced in your official duties with respect to Rider University's sale of Westminster Choir College if you attend and benefit from the attention and public focus of this event. Salmon held that the state officer was not liable for receiving an illegal gift from basketball courts rented by a private party at a utility convention because the courts were for the use of the agency's employees generally and not specifically for the state commissioner. In contrast, the Rider University event directly and specifically highlights you as the featured speaker and is providing you with a personal public forum. Indeed, the very purpose of staging the event under the title "An Evening With Gurbil Grewal" is to provide an exclusive platform for you personally in your capacity as Attorney General.

While no judicial decision has yet had occasion to address the staging of an event by a non-profit institution featuring and highlighting an Attorney General as the sole speaker and performer, your attendance at this event will give rise to the appearance that the Court in Salmon sought to avoid, namely that as a result of this opportunity extended to you by Rider University you will not be able to independently discharge your duties as to whether Rider University is acting illegally in the proposed sale of Westminster Choir College. The focus of the Court's analysis in Salmon was the appearance to the public caused by the relationship between the private party and the official. It is clear that your attendance at this event will give rise to a question as to the neutrality of your office in carrying out the public duty of supervising improper treatment and management of charitable foundations.

Since this matter is sub judice and you are named as an indispensable party, your appearance at this event will compromise your office and your official standing. As noted above, in contrast to Salmon where the Court found the official was not the personal beneficiary of the rental payments for the basketball courts, the Rider University event is intended to benefit you directly, being focused entirely around you as the featured guest or performer. Your acceptance of the invitation may already have compromised the Attorney General's office in connection with this litigation but your attendance at the event will enhance the appearance of impropriety.

I recognize that the invitation may have been sent to you by the Rebovich Institute in its academic function without initial involvement by Rider University's administration. Nevertheless, the origin of the invitation will not mitigate against the inference and public perception that Rider University, the subject of your necessary review in this charities matter, has sought to influence you in your official capacity by providing you with this personal platform. Nor will such perception be altered if the State's interest in this litigation is handled by a deputy attorney general since the policy questions as to the sale of a college and abuse of a charitable foundation must normally be subject to higher level review.

While the cancellation of your appearance at Monday's event will cause inconvenience, the responsibility for such rests entirely with Rider University that has been well aware since last year that its proposed sale of Westminster will invoke questions under New Jersey's charities laws that will ultimately fall within the Attorney General's purview. In any event, others can step in and discuss with equal vitality the issues of diversity and stigmatization that arise in connection with Mr. Bayoumi's work.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Bruce I. Afran', written in a cursive style.

Bruce I. Afran,  
Counsel for Plaintiffs

Via Email