

**ATTORNEY GENERAL
DEPARTMENT OF JUSTICE**

33 CAPITOL STREET
CONCORD, NEW HAMPSHIRE 03301-6397

GORDON J. MACDONALD
ATTORNEY GENERAL



JANE E. YOUNG
DEPUTY ATTORNEY GENERAL

December 17, 2020

Sent via electronic mail (mconnolly@hinckleyallen.com)

Michael J. Connolly, Esquire
Hinckley Allen
28 State Street
Boston, MA 02109

Re: St. Paul's School

Dear Attorney Connolly:

I write to confirm the substance of yesterday's meeting between St. Paul's School – represented by you, President of the St. Paul's School Board of Trustees, Archibald Cox, Jr., and Rector Kathleen Giles, and the New Hampshire Department of Justice – represented by me, Attorney General Gordon J. MacDonald, and Senior Assistant Attorney General Geoffrey Ward. We requested yesterday's meeting to follow-up on our October 20, 2020 meeting, after the resignation of Independent Compliance Overseer Jeffrey T. Maher, so that we could address the still-vacant Independent Compliance Overseer position and also review St. Paul's School's compliance thus far with the terms of the Settlement Agreement. The meeting generated a number of requests to which we believe St. Paul's School accedes, as outlined below.

First, we cannot overstate the importance of identifying and hiring a new Independent Compliance Overseer. To date, St. Paul's School has not submitted to this Office the names of three qualified candidates. As we stressed yesterday, it is imperative that a replacement be identified and installed before students return to campus following their winter break in January 2021. Accordingly, we requested that the names of three qualified applicants be provided to this Office by December 30, 2020. To reiterate what you and your clients were told during our October 20 meeting, the up to five-year timeframe in which an Independent Compliance Overseer will be embedded on campus is tolled as of the date of Mr. Maher's resignation, and will not begin to run again until the date a new Independent Compliance Overseer is installed.

Second, in light of the circumstances of Mr. Maher's departure, we requested that St. Paul's School hire an additional person to support the work of the Independent Compliance Overseer. As Attorney General MacDonald made clear, given the difficulties and resistance Mr. Maher encountered as the Independent Compliance Overseer, this additional human resource, employed under the same terms the Settlement Agreement delineates for the Independent

Michael J. Connolly, Esquire
December 17, 2020
Page 2 of 3

Compliance Overseer, is necessary to ensure that St. Paul's School will fulfill the purpose and mission of the Independent Compliance Overseer position as the Settlement Agreement contemplates. I understand from our subsequent conversation last evening that St. Paul's School agrees to the installation of this second person and will propose installing the Independent Compliance Overseer first, so that he or she will have input regarding the role and identity of the additional person. This proposal is reasonable.

Third, and, again, given the circumstances of Mr. Maher's departure, we requested that St. Paul's School indemnify the Independent Compliance Officer and the additional person for actions taken in their official capacity. During our telephone call last evening, you informed me that St. Paul's School agrees to our request for indemnification. In addition, you assured me that you will consult with an attorney versed in this area of law to work on the mechanics of accomplishing this request.

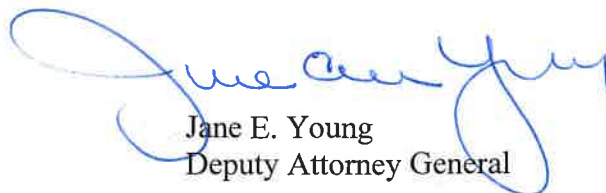
Fourth, we requested that St. Paul's School engage RAINN to complete a comprehensive program assessment of St. Paul's School's policies and procedures. You informed me that St. Paul's School has also agreed to this request. I look forward to your report to me that RAINN has been engaged, and I look forward to receiving RAINN's program assessment.

Finally, as we discussed, we received correspondence from Executive Director Jennifer Pierson at the Crisis Center of Central New Hampshire (CCCNH) on October 29, 2020. Director Pierson stated that, as a result of Mr. Maher's departure from the Independent Compliance Overseer position, CCCNH will not provide an on-campus advocate as called for by the Settlement Agreement until a new Independent Compliance Overseer has been named. When a new Independent Compliance Overseer has been named and RAINN engaged, we will re-approach Director Pierson about an in-person advocate on campus as required by the Settlement Agreement.

If I have misstated anything, please let me know. Consistent with the above, and your indication that St. Paul's School agrees to these reasonable requests, the September 11, 2018 Settlement Agreement must be amended to reflect these modifications. We will send proposed language under separate cover.

Thank you for meeting, for St. Paul's School's recognition of our significant concerns, and the School's stated commitment to the letter and spirit of the Settlement Agreement.

Sincerely,



Jane E. Young
Deputy Attorney General

Michael J. Connolly, Esquire
December 17, 2020
Page 3 of 3

Copy to: Gordon J. MacDonald, Attorney General .
Geoffrey W.R. Ward, Senior Assistant Attorney General
CCCNH Executive Director Jennifer Pierson