

FILED

OCT 27 2011

THOMAS P. OLIVERI, P.J.C.M.

THE TRUSTEES OF THE STEVENS
INSTITUTE OF TECHNOLOGY

Plaintiff,

v.

PAULA T. DOW*, IN HER OFFICIAL
CAPACITY AS ATTORNEY GENERAL
OF THE STATE OF NEW JERSEY,

Defendant.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION
HUDSON COUNTY

CIVIL ACTION

DOCKET NO. HUD-C-115-09

PAULA T. DOW*, ATTORNEY
GENERAL OF NEW JERSEY, on behalf
of her office and the STATE OF NEW
JERSEY,

Plaintiff,

v.

THE TRUSTEES OF THE STEVENS
INSTITUTE OF TECHNOLOGY, a New
Jersey nonprofit corporation, HAROLD J.
RAVECHE, LAWRENCE T. BABBIO,
etc.

Defendants.

SUPERIOR COURT OF NEW JERSEY
CHANCERY DIVISION
HUDSON COUNTY

DOCKET NO. HUD-C-114-09

CIVIL ACTION

SECOND CONSENT ORDER AMENDING
THE JUDGMENT

THIS MATTER, having come before the Court upon joint application by defendants, Trustees of the Stevens Institute of Technology ("Stevens" or the "Institute") and plaintiffs, Paula T. Dow, Attorney General of New Jersey, and the State of New Jersey (collectively, the "State") for entry of an Order modifying certain provisions of the Final Consent

* Pursuant to R. 4:34-4, Paula T. Dow, the current Attorney General, is "substituted in" for Anne Milgram on the caption. Id. ("When any public officer sues . . . and then . . . for any reason ceases to hold office, the successor in office shall be deemed to have been substituted in").

Judgment that was entered in this matter on January 15, 2010, and amended by Consent Order entered on December 10, 2010 (the Final Consent Judgment as modified by the Consent Order Amending Final Consent Judgment is referred to as the "Judgment") that relate to defendant Stevens and Stevens' Board of Trustees committee structure;

WHEREAS Stevens has requested certain additional modifications to the Judgment, which the Board of Trustees ("Board") has determined are in Stevens' best interests;

WHEREAS the modifications to the Judgment effected by this Consent Order have been reviewed by James R. Zazzali, special counsel ("Special Counsel") pursuant to the Judgment; and

With the Court having reviewed this Consent Order and ~~finding that good and sufficient cause has been shown~~; it is on this ~~31~~³¹* day of October 2011, **ORDERED, AGREED AND CONSENTED TO AS FOLLOWS:**

1. The parties' application to modify the Judgment is hereby GRANTED;
2. The original language of Article C.1.f. of the Judgment is removed and replaced in its entirety with the following:

Art. C., ¶ 1.f. The Board shall amend Stevens' Bylaws to provide that the Chairman shall not serve as the Chair of any committee or subcommittee (other than the reconstituted Executive Committee).

3. The following language is added to the Judgment as Article C., ¶1.g.:

The Board shall amend Stevens' Bylaws to include the following language: "In the event that any meeting of the Vice Chairmen of the Board is called, a secretary to the meeting shall be named to take minutes and such minutes shall be circulated to the entire Board of Trustees at or prior to its next regularly-scheduled meeting."

4. The following language is added to the Judgment as Article C., ¶5.l.:


Stevens shall include the following principle in its orientation program for Trustees: "In all decision-making on behalf of the

organization, a trustee should bring to bear all of the information, skills and abilities possessed by the trustee, and must disclose to the other Board or committee members information known by the trustee to be material to the decision-making or oversight function of the Board or committee, except in cases where the trustee reasonably believes that disclosure would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a rule of professional ethics."

5. This Consent Order modifies the Judgment by adding, amending, or deleting the paragraphs of the Judgment stated above, but has no other effect on the Judgment, which, as modified, embodies the entire agreement between the parties with respect to its subject matter. Any other modification, addition, deletion or change to the Judgment must be in writing and signed by the parties to be bound by the modification, addition, deletion or change.

6. The "General Provisions" stated in Article F of the Judgment are incorporated into this Consent Order as if stated herein.

7. A copy of this Order shall be served upon all counsel of record within 7 days of its receipt by Stevens' counsel.



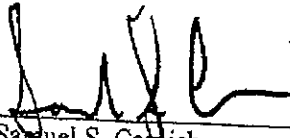
Honorable Thomas P. Olivieri, P.J.Ch.

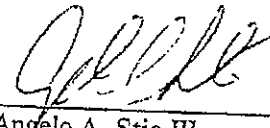
[Signatures on following page]

We hereby consent to the form and entry of the within Order:

PAULA T. DOW, Attorney General of State of New Jersey
Attorneys for Paula T. Dow and the State of New Jersey

PEPPER HAMILTON LLP
(A Pennsylvania LLP)
Attorneys for The Trustees of the Stevens Institute of Technology

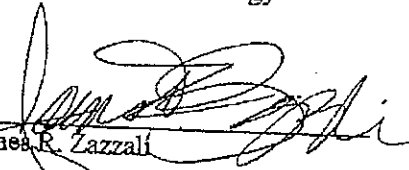
By: 
Samuel S. Cornish
Deputy Attorney General

By: 
Angelo A. Stio III

Dated: 10/24/2011

Dated: 10/24/11

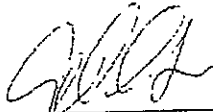
GIBBONS P.C.
Special Counsel for The Trustees of the Stevens Institute of Technology

By: 
James R. Lazzali

Dated: 10/27/11

CERTIFICATION PURSUANT TO R. 1:4-4

I certify that Samuel S. Cornish and The Honorable James R. Zazzali have acknowledged the genuineness of their signatures on the foregoing Consent Order. I further certify that a copy of the foregoing Consent Order with original signatures affixed will be filed if requested by the Court or by a party.



Angelo A. Stio III

Dated: October 24, 2011