

SION A. DAVID, D.D.
RABBI

Temple Israel

406 W. MAIN STREET
UNIONTOWN, PA 15401

R. SCOTT POLLOCK
PRESIDENT

July 20, 1999

Mr. Herald Cohen
President
Tree of Life Synagogue
Pennsylvania Avenue
Uniontown, PA 15401

Dear Herald:

On behalf of Temple Israel and our Merger Exploratory Committee members, I thank you and the members of the Synagogue's Merger Committee for the time and efforts extended in completing the terms of the Merger Document. I believe that our committee's final work product (copy attached) was a good document and that it would have gone a long way in helping us to achieve our goal of extending the life of Judaism in Uniontown.


Furthermore, I believe that the proposed terms of the Merger Document were effective guidelines to a true merger. I am confident that the proposed agreement terms and the committee structure were generated with the best interest of all members of both congregations. Most assuredly, the Merger Document was created in an effort to attract younger community members to the congregation by involving all members in determining the policies of the new congregation.

It is disappointing that the Board of Directors of the Tree of Life declined to offer the document to its members. However, I am pleased to inform you that on July 19, a motion to forward the document in its present form to the members of the Temple for their vote was approved. In the event that the Synagogue elects to do likewise, please contact me.

Please accept this letter as our sincere thanks for your efforts. Since we firmly believe that the current Terms to Merge Document is acceptable, we must decline the invitation to further negotiate.

Good luck to you,

TEMPLE ISRAEL


R. Scott Pollock
President

cc: Temple Israel Merger Exploratory Committee
Committee of 15 Members

TO: The Board of Directors, Tree Of Life Synagogue
The Executive Committee, Temple Israel

From: Scott Pollock, Merger Exploratory Committee Co-Chairman

Date: July 12, 1999

Re: Proposed Merger Terms

On July 11, 1999, the Merger Exploratory Committee (comprised of a total of nine members from both congregations) and the Committee of 15 (a subcommittee of the Merger Committee comprised of "younger" members of both congregations) voted to recommend the following "merger terms" to both congregations.

1. The Mission Statement developed by the 1995 Merger Committee (modified slightly and listed below).
 - All members of the greater Jewish Community would be best served by belonging to one congregation.
 - This congregation should serve the religious needs of all the Jewish people in the area, in one facility and with one spiritual leader.
 - Strong leadership and unswerving commitment will be necessary to accomplish the merger. Compromises of procedure, but not spiritual ideals may be required. The process should be considered an opportunity, not a crisis. The goal should be to create a stronger and united Jewish Community and extend the lifetime of Judaism in the Area.
 - Timeliness is important. The merger of the Congregation Tree of Life and Temple Israel should be targeted to occur by January 1, 2000.
2. The following list of terms will be voted on as the basis of a merger agreement.
 - Name: The new congregation will be called Tree of Life/Temple Israel Congregation.
 - Place of Worship: Tree of Life Synagogue will be the place of worship of the new congregation.
 - Memorials: All memorials from Temple Israel to be relocated to Tree of Life.
 - Cemetery: Two independent organizations will operate the two separate cemeteries and burial societies.
 - Sisterhoods: Sisterhoods will become one merged organization. Kosher kitchen will be maintained.
 - Torahs and Religious Paraphernalia: Excess will be gifted to new or needy congregations or sold. Temple Israel's arc will be moved to the Synagogue and installed in the Social Hall.
 - School/Education: Currently handled by tutoring. Future to evolve with new Rabbi based on need of community.
 - Governance: An interim Board of Directors consisting of 12 members, equally represented from the Temple and the Synagogue, will include each president, treasurer and four additional members from each organization to serve for one year. This interim Board will

elect its own chairman and secretary. Both treasurers shall serve jointly. One year following the merger, a new Board will be elected to serve staggered terms.

3. If the vote to merge is passed by a super majority of voting members, the following policies will be determined by open committees:
 - By-laws: A By-laws committee will be formed to integrate and incorporate the bylaws of both congregations'.
 - Dues, Budget, Fund Raising: Both treasuries will be merged. A new dues structure will be established. Both treasurers will work together to establish a budget for the new congregation.
 - Membership: A membership committee will be formed to retain of all current membership and outreach to non-affiliated Jews in county area.
 - Rabbi: A Rabbi search committee will be formed to obtain a Rabbi who would serve the combined organization, understanding the sensitivities of the backgrounds of the membership.
 - Rituals: A ritual committee will be formed to work out services, combining traditional with liberal new. Services should be evolved to "combine" rather than "separate". New prayer book may be considered. Holidays and Festivals to be observed on traditional calendar, but should encourage changes to make attractive to combined membership. Requirement for Yarmulkes and Tallesim to be determined.
 - Affiliation: Committee members will determine affiliation with any national religious body.

4. Proposed Process for Merger: Following is the proposed process for a merger:
 - Step One: The above listed terms are presented to the board each congregation with a motion to present these terms to the general membership for a vote.
 - Step Two: A **joint meeting of the congregations** will be held to discuss and vote on the terms of the proposed merger. Congregation members will asked to accept or reject the basic terms of the merger. The vote will be binding. A super majority (of total votes) will be required to pass the merger proposal.
 - Step Three: Committees will be formed to complete the search for a Rabbi, by-laws, dues/budget/fundraising, membership, and affiliation policies of the new congregation.
 - Step Four: Both congregations are dissolved and the new congregation is formally dedicated.