

**RESOLUTIONS
OF
THE MEMBERS
OF
CONGREGATION BETH ELOHIM
DATED: OCTOBER 28, 2020**

WHEREAS, Congregation Beth Elohim (“CBE”) and Union Temple of Brooklyn (“UT”), through their respective negotiating committees, have been in discussions regarding a proposed merger (the “Merger”) since early spring 2020;

WHEREAS, through a series of Town Hall meetings held on September 24, October 1, and October 7, 2020, CBE has provided information to, answered questions about and solicited input from the membership of CBE about the proposed Merger;

WHEREAS, the negotiating committees of CBE and UT finalized a Term Sheet dated October 12, 2020, regarding the proposed terms of the Merger, a copy of which is included with these Resolutions as Exhibit A;

WHEREAS, the Board reviewed and discussed the Merger and the Term Sheet at its meeting dated October 13, 2020, and unanimously voted to approve the Merger on such terms and recommend the Merger to the membership of CBE for approval, and

WHEREAS, notice of this special meeting of the membership was duly given in accordance with the Bylaws and the New York Religious Corporations Law.

NOW THEREFORE, it is:

RESOLVED, that the Membership of CBE has reviewed the terms of the Term Sheet and hereby approves the Merger in accordance with such terms, including authorizing the draft petition to the Supreme Court of the State of New York and its filing; and it is further

RESOLVED, that final approval of this Merger is contingent on approval by the membership of UT and approval by the Supreme Court of the State of New York, as provided in the New York Religious Corporations Law, and it is further

RESOLVED, that John Horowitz, President and Tomer Inbar, Secretary, are delegated authority to negotiate and enter into a final Agreement of Merger consistent with the terms of the Term Sheet; and it is further

RESOLVED, that upon completion of the foregoing membership approvals, John Horowitz, President and Tomer Inbar, Secretary, are hereby authorized, empowered and directed to take all such appropriate actions and execute, acknowledge, and deliver in the name on behalf of CBE, all such documents as they (acting individually or together) deem necessary or desirable to finalize the Merger and to conform the governing documents of CBE to the terms of the Merger as approved by the Membership.

Date: October 28, 2020

EXHIBIT "A"

PRIVILEGED AND CONFIDENTIAL

TERM SHEET
FOR
COMBINATION
OF
CONGREGATION BETH ELOHIM
AND
UNION TEMPLE
OCTOBER 12, 2020

The Parties having met regularly since April 2020, to discuss a proposed combination, desire to summarize the key terms of the combination for presentation to and approval by the Trustees and Members of both Parties. This term sheet ("Term Sheet") is intended to memorialize the intent and agreements of the Parties and form the basis for the definitive agreement and plan of merger to be entered into by the parties and submitted for approval by the Supreme Court of the State of New York. Binding obligations will only be created upon approval of the merger by the members of each congregation and will be superseded by the execution and delivery of definitive agreements, which are intended to be consistent with this Term Sheet. This Term Sheet does not attempt to define all of the terms and conditions of the transactions contemplated. Rather, it is intended to outline certain basic points and business understandings upon which definitive agreements would be based. Issuance of this Term Sheet shall not preclude further negotiations within the general scope of the terms herein.

Parties:	Congregation Beth Elohim, a New York religious corporation ("CBE"). Union Temple, a New York religious corporation ("UT").
Effective Date:	Upon approval of the Supreme Court of the State of New York.
Purpose:	To merge CBE and UT to create a united, vibrant center for progressive Jewish life as the only Reform Jewish Congregation in a ten-neighborhood area of Brooklyn, including Park Slope, Prospect Heights, Crown Heights, Prospect Lefferts Gardens,

Bedford-Stuyvesant, Bushwick, Clinton Hill, Fort Greene, Carroll Gardens, and Gowanus, that will respond to the evolving Jewish consciousness of today with a synagogue rooted in community and relationships, culture and ideas, learning for all ages, spirituality and wellness, food and gathering, and the quest for social justice and the healing of our earth.

Structure:	Union Temple will merge with and into CBE. CBE will be the surviving religious corporation in the combination (the "Combined Synagogue").
Name:	The name of the Combined Synagogue will be Congregation Beth Elohim.
Governing Documents:	CBE's governing documents will be the governing documents of the Combined Synagogue. CBE will amend its Bylaws to reflect, recognize and pay tribute to the historical legacy of UT as part of the Combined Synagogue and to expand its Board, on a temporary basis, to accommodate the inclusion of legacy UT members as specified below.
Membership/Dues:	<p>All legacy UT members will be eligible for membership in the Combined Synagogue.</p> <p>Starting with the first fiscal year of CBE following the combination, legacy UT members in good standing will pay the pre-existing UT dues rate. Thereafter, UT legacy members will begin to pay CBE rates with equal access to the CBE dues relief process, including special consideration for long-term legacy Union Temple seniors.</p>
Board of Directors:	Following the Effective Date, the Board of Directors of CBE will be the Board of Directors of the Combined Synagogue. Starting with the first fiscal year of CBE following the combination, the Board of the Combined Synagogue will include 4 legacy UT members for the 3-year period following the combination
Officers:	Following the Effective Date, the officers of CBE as of the Effective Date will be the officers of the Combined Synagogue. Starting with the first fiscal year of CBE following the combination, one legacy UT member serving on the Board of the Combined Synagogue shall be appointed as a Vice-President of the Combined Synagogue to serve, at a minimum, during the 3-year period following the combination.
Executive Committee:	Following the Effective Date, the Executive Committee of CBE as of the Effective Date will be the Executive Committee of the Combined Synagogue, which, starting with the first fiscal year of

CBE following the combination and continuing, at a minimum, for the 3-year period following the combination, will include the UT legacy director who will be appointed Vice President.

Committees:

Legacy UT members will be encouraged to join the various committees of the Combined Synagogue and become a part of the leadership pipeline of the Combined Synagogue.

Clergy:

Rabbi Rachel Timoner will be the Senior Rabbi of the Combined Synagogue. Rabbi Stephanie Kolin will become an employee and member of the clergy of the Combined Synagogue with the title of Rabbi. Rabbi Emerita Linda Henry Goodman of Union Temple will be acknowledged as Rabbi emerita of Union Temple following the combination. All other clergy of CBE will retain their current titles and positions at the Combined Synagogue, subject to and in accordance with the terms and conditions of their employment and the needs of the Combined Synagogue.

Executive Director:

Alan Herman will be the Executive Director of the Combined Synagogue.

Religious School (Yachad)

CBE and UT Religious Schools will become one school, which is intended to take place in both the Garfield and Eastern Parkway campuses. Both communities value the full range of learners.

ECC:

The Combined Synagogue intends to maintain ECC in both locations, as a unified preschool, with an aligned fee structure and programs while allowing for compatible differences between the sites and maximizing options for families and to create staffing structure with clear lines of supervision.

17 Eastern Parkway:

The 17 Eastern Parkway building will be called "Union Temple House of CBE." That building will include a visual display honoring the history and legacy of Union Temple.

It is our shared intent that we will do exciting and important things in the Union Temple House and maintain this building as a valuable community asset long into the future. At the same time we recognize the need to incorporate the building into an overall vision for the entire campus of the Combined Synagogue and seek out opportunities to appropriately monetize the building to help secure and stabilize our combined future for generations to come. It is also an important value that we serve our many members who live to the north and east of Grand Army Plaza, and that those members will have a place that they can see and connect to that is geographically convenient to them.

In this way, the building is central to and a key component of the

programming, vision, and financial legacy of the Combined Synagogue and Legacy UT members have an important role to play in our collective planning about how best to use and effectively monetize that building, and will be included in the vision process.

Combination Plan:

The parties will develop a detailed plan to address issues relating to the combination of the two synagogues and their programs.

Confidentiality:

Each party will hold in confidence and not disclose or use any non-public information, documents, or materials relating to the other party that is received or learned by it from the other party ("non-public information"). If disclosure of non-public information is legally required, the disclosing party must notify the other party in advance and furnish the other party with a copy of the anticipated disclosure. Nothing in this section will prevent either party from communicating such information to any of its officers, directors, employees, lay leaders or professional advisors.