

**Application for Recognition of Exemption
Under Section 501(a)
or for Determination Under Section 120**

OMB No. 1545-0057
Expires 5-31-96

If exempt status is approved,
this application will be open
for public inspection.

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 5 of the instructions.

**Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.**

Check the appropriate box below to indicate the section under which the organization is applying:

- a Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n Section 501(c)(20)—Trust/organization for prepaid group legal services (Parts I, II, and Schedule M, page 23) See **Change To Note** on page 1 of the instructions.
- o Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)
- p Section 120—Qualified group legal services plans (Part I and Schedule L, page 21) See **Change To Note** on page 1 of the instructions.

1a Full name of organization (as shown in organizing document) The Union County Alliance, Inc.		2 Employer identification number (if none, see Specific Instructions) 22 3283555
1b c/o Name (if applicable) c/o Lindabury, McCormick & Estabrook		
1c Address (number and street) 53 Cardinal Drive, P. O. Box 2369		
1d City or town, county, state, and ZIP code Westfield, NJ 07091	3 Name and telephone number (including area code) of person to be contacted during business hours if more information is needed Robert S. Schwartz (908) 233-6800	
4 Month the annual accounting period ends December	5 Date incorporated or formed February 23, 1994	6 Activity codes (see back cover) 200 403 404
7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? If "Yes," attach an explanation. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
8 Has the organization filed Federal income tax returns or exempt organization information returns? If "Yes," state the form numbers, years filed, and Internal Revenue office where filed. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

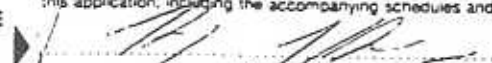
9 Check the box for the type of organization. BE SURE TO ATTACH A CONFORMED COPY OF THE CORRESPONDING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a Corporation—Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b Trust—Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c Association—Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE
SIGN
HERE

 _____
Signature) **President** (Title or authority of signer) **1/4/94** (Date)

RIDER NO. 2

The Alliance is currently being funded by a grant from Union County. Office space and secretarial and similar assistance is being provided by Kean College, the educational institution referred to above. The Alliance anticipates defraying some of its operating expenses from the dues of members. No dues have been set, however.

The principal officers of the Alliance consist of a Chairman, Vice Chairman, President, Secretary and Treasurer. The President, who is the Chief Operating Officer of the Alliance, is the only principal officer to receive remuneration for services. The President is assisted in his duties by a small administrative staff on loan to the Alliance on a part-time basis by a local educational institution. The Alliance, being a voluntary organization, does not anticipate any material number of employees or use of office space or costs and expenses associable with a large staff and the utilization of significant office space and equipment.

Part II. Activities and Operational Information (continued)

3 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
SEE RIDER NO. 3	

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

No predecessor organization to the Alliance.

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

The Alliance does not now nor does it plan to be connected with any other organization. Dues may be paid by organization members of the Alliance, who are the only permitted members, but the Alliance will not rely upon such dues to continue functioning.

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) whether any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.

No capital stock will be outstanding.

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

SEE RIDER NO. 4

8 Explain how your organization's assets will be distributed on dissolution.

SEE RIDER NO. 5

Part II. Activities and Operational Information (continued)

9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? Yes No
If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? . Yes No
If "Yes," state in detail the amount received and the character of the services performed or to be performed.

11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? Yes No
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? Yes No
If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? Yes No
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

14 Does the organization now lease or does it plan to lease any property? Yes No
If "Yes," explain in detail, include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement.

15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? . . Yes No
If "Yes," explain in detail and list the amounts spent or to be spent in each case.

16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? Yes No
If "Yes," attach a recent copy of each.

RIDER NO. 3

The names, addresses and titles of the officers of the corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
Kenneth L. Estabrook, Esq., Chairman	c/o Lindabury, McCormick & Estabrook 53 Cardinal Drive, P. O. Box 2369 Westfield, New Jersey 07091
Ann Baran, Vice Chairman	c/o Union Administration Bldg. Elizabethtown Plaza Elizabeth, NJ 07207
Dr. Henry J. Ross, President	c/o Kean College Morris Avenue, P. O. Box 411 Union, New Jersey 07083
Robert Kenney, Secretary	Elizabethtown Gas Co. One Elizabethtown Plaza Union, NJ 07083
Ed Zarnock, Treasurer	International Union of Operating Engineers Route 46 East Little Falls, NJ 07424

The names and addresses of the Board of Directors of the Alliance, known as the "Executive Committee," are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth L. Estabrook, Esq.	Same as above
Anne Baran	Same as above
Dr. Henry J. Ross	Same as above

Page 2 of Rider No. 3

George Albanese	Altman Management Group, Inc. 53 Cardinal Drive Westfield, NJ 07090
Neil Boyle	IBEW Local #675 470 North Avenue Elizabeth, NJ 07208
Mauro Checchio	Union County Administration Bldg. Personnel Department Elizabethtown Plaza Elizabeth, NJ 07207
Thomas Clausi	Ciba-Geigy Corporation Technical Operations 556 Morris Avenue Summit, NJ 07901
Joseph Coleman	Coleman and Pellet 2700 Rt. 22 East Union, NJ 07083
Robert Kenney	Same as above
Stephen Kukan	Public Service Electric & Gas Co. Area Development P. O. Box 570 Newark, NJ 07101
Frank H. Lehr	Union County Administration Bldg. Elizabethtown Plaza Elizabeth, NJ 07207
Albert McWilliams	Englehard Corp. 101 Wood Avenue Iselin, NJ 08830
Robert Navetta	General Motors Corporation Linden Assembly Plant 1016 West Edgar Road Linden, NJ 07036-0805
Dell Raudelunas	United Way of Union County 33 West Grand Street Elizabeth, NJ 07202

Charles Sales

Union County Chamber of Commerce
135 Jefferson Avenue, P.O. Box 300
Elizabeth, NJ 07208

A. Wayne Tamarelli

Dock Resins Corp.
1512 West Elizabeth Avenue
Linden, NJ 07036

Maureen Tinen

Union County Economic Development Corp
1085 Morris Avenue
Union, NJ

Ed Zarnock

Same as above

None of the foregoing persons will receive compensation for services aside from the President of the Alliance, who will be compensated at an annual estimated rate of \$25,000.00.

RIDER NO. 4

The Alliance will have members who will be limited to governmental agencies and authorities, educational institutions, trade, business and professional leagues, health organizations, civic and cultural organizations, labor unions, religious bodies and similar entities lawfully organized or functioning as not-for-profits organizations with an interest and desire to be a member of the Alliance. Entities meeting this description become members upon the affirmative vote of a majority of the Trustees present at a meeting of the Executive Committee. Members are not divided into classes, nor do they have the right to vote at any meetings of the Alliance or otherwise. There is no member solicitation material per se. Since membership is limited to certain institutions and organizations, which are limited in number, solicitation is by means of personal letter or via a personal telephone call. There is no type of membership certificate issued, although the by-laws do permit the Executive Committee to authorize and issue membership certificates.

RIDER NO. 5

In accordance with the New Jersey non-profit corporation law, the Certificate of Incorporation of the Alliance, as well as its by-laws, provides, upon dissolution, the assets of the Alliance shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government for a public purpose. In the event the Alliance would be unable to dispose of its assets upon dissolution, the assets shall be disposed of by the Superior Court of Union County for such purposes or to such organizations that are organized and at the time qualify as exempt organizations under Section 501(c) of the Internal Revenue Code.

Part IV. Notice Requirements (Sections 501(c)(9) and 501(c)(17) Organizations Only)
See Change To Note on page 1 of the instructions

1 Section 501(c)(9) and 501(c)(17) organizations:

Are you filing Form 1024 within 15 months from the end of the month in which the organization was created or formed as required by section 505(c)? Yes No

If "Yes," skip the rest of this Part.

If "No," answer question 2.

2 If you answer "No" to question 1, are you filing Form 1024 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "Yes," your organization qualifies under section 4.01 of Rev. Proc. 92-85, 1992-42, I.R.B. 32, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 3 through 5.

If "No," answer question 3.

3 If you answer "No" to question 2, has the organization been contacted by the IRS regarding its failure to file Form 1024 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "No," your organization qualifies for an extension of time to apply under the "reasonable action and good faith" requirements of section 5.01 of Rev. Proc. 92-85. Do not answer questions 4 and 5.

If "Yes," answer question 4.

4 If you answer "Yes" to question 3, does the organization wish to request relief from the 15-month filing requirement? Yes No

If "Yes," give the reasons for not filing this application prior to being contacted by the IRS. See Specific Instructions, Part IV, Line 4, before completing this item. Do not answer question 5.

If "No," answer question 5.

5 If you answer "No" to question 4, your organization's qualification as a section 501(c)(9) or 501(c)(17) organization can be recognized only from the date this application is filed with the key District Director. Therefore, does the organization want us to consider its application as a request for recognition of exemption as a section 501(c)(9) or 501(c)(17) organization from the date the application is received and not retroactively to the date the organization was created or formed? Yes No

Part III. Financial Data (Must be completed by all applicants other than those applying under section 501(c)(20) or 120.)
 Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

	(a) Current Tax Year		3 Prior Tax Years or Proposed Budget for Next 2 Years			
	From 2/23/94	To 12/31/94	(b) 19 95	(c) 19	(d) 19	(e) Total
Revenue						
1	Gross dues and assessments of members	0	5,000			
2	Gross contributions, gifts, etc.	25,000	50,000			
3	Gross amounts derived from activities related to the organization's exempt purpose (attach schedule)					
4	Gross amounts from unrelated business activities (attach schedule)					
5	Gain from sale of assets, excluding inventory items (attach schedule)					
6	Investment income (see instructions)	85,000	100,000			
7	Other revenue (attach schedule), grants	110,000	155,000			
8	Total revenue (add lines 1 through 7)					
Expenses						
9	Expenses attributable to activities related to the organization's exempt purposes	85,000	125,000			
10	Expenses attributable to unrelated business activities					
11	Contributions, gifts, grants, and similar amounts paid (attach schedule)					
12	Disbursements to or for the benefit of members (attach schedule)					
13	Compensation of officers, directors, and trustees (attach if heavier)	25,000	30,000			
14	Other salaries and wages					
15	Interest					
16	Occupancy					
17	Depreciation and depletion					
18	Other expenses (attach schedule)					
19	Total expenses (add lines 9 through 18)	110,000	155,000			
20	Excess of revenue over expenses (line 8 minus line 19)					

B. Balance Sheet (at the end of the period shown)

		Current Tax Year as of 12/31/94
Assets		
1	Cash	10,000
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (attach schedule)	
5	Corporate stocks	
6	Mortgage loans (attach schedule)	
7	Other investments (attach schedule)	
8	Depreciable and depletable assets (attach schedule)	
9	Land	
10	Other assets (attach schedule)	
11	Total assets	10,000
Liabilities		
12	Accounts payable	5,000
13	Contributions, gifts, grants, etc., payable	
14	Mortgages and notes payable (attach schedule)	
15	Other liabilities (attach schedule)	
16	Total liabilities	5,000
Fund Balances or Net Assets		
17	Total fund balances or net assets	5,000
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	10,000

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation.

Schedule B

Organizations described in section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in item 4 of Part II) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? Yes No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? Yes No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? Yes No

If "Yes," explain.

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

NOT APPLICABLE

Schedule A Organizations described in section 501(c)(2) or 501(c)(25) (Title holding corporations or trusts)

- 1 State the complete name, address, and employer identification number of each organization for which title to property is held and the number and classes of shares of the applicant organization's stock held by each organization.

- 2 State whether the annual excess of revenue over expenses is or will be turned over to the organization for which title to property is held and, if not, the purpose for which the excess (income) is or will be held.

- 3a In the case of a corporation described in section 501(c)(2), state the purpose of each organization for which title to property is held (as shown in its governing instrument) and the Code sections under which each is classified as exempt from income tax.

- 3b In the case of a corporation or trust described in section 501(c)(25), state the basis whereby each shareholder is described in section 501(c)(25)(C).

Instructions

Line 1.—Provide the requested information on each organization for which the applicant organization holds title to property. Also indicate the number and types of shares of the applicant organization's stock that are held by each.

Line 2.—For purposes of this question, "excess of revenue over expenses" is all of the organization's income for a particular tax year less operating expenses.

Line 3a.—Give the exempt purpose of each organization that is the basis for its exempt status and the Internal Revenue Code section that describes the organization (as shown in its IRS determination letter).

Line 3b.—Indicate if the shareholder is one of the following:

1. A qualified pension, profit-sharing, or stock bonus plan that meets the requirements of the Code;
2. A government plan;
3. An organization described in section 501(c)(3); or
4. An organization described in section 501(c)(25).

FILED

CERTIFICATE OF INCORPORATION

OF

FEB 23 1994

THE UNION COUNTY ALLIANCE, INC.

LONNA R. HOOKS
Secretary of State

The undersigned, being of ages 18 or older, pursuant to the provisions of Section 15A:2-8 of Title 15A of the New Jersey Statutes, do hereby execute this Certificate of Incorporation for the purpose of forming a nonprofit corporation:

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation is The Union County Alliance, Inc.

ARTICLE II
PURPOSES OF THE CORPORATION

The Corporation is organized exclusively for, and its activities shall be limited to, charitable, educational, civic, and social purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. More specifically, the purposes for which the Corporation is organized are as follows:

(a) To establish, develop, coordinate and maintain a coalition of business, finance, health, government, labor, housing, transportation, education, cultural and art organizations, existing and to be organized, having a presence in Union County, New Jersey, for the purposes of revitalizing, improving, enhancing, strengthening and maintaining the economy and quality of life in Union County, New Jersey.

(b) To develop and serve as an information clearinghouse and an educational forum for, and to engage in short and long term planning, projects and studies, and conflict resolution, with respect to, health, cultural, social, economic, educational, transportation and political issues, interests and projects of relevance to Union County, New Jersey.

(c) To establish programs and develop resources to secure contributions, gifts, grants, devises or bequests from individuals, foundations, partnerships, associations, governmental bodies or public or private corporations, and to maintain, use and apply the whole or any part of the income therefrom and the principal thereof to support, by donation,

loan or otherwise, the efforts of organizations whose purposes and goals are consistent with the purposes of the Corporation in revitalizing, improving, enhancing, strengthening and maintaining the economy and quality of life in Union County, New Jersey

ARTICLE III
MEMBERS OF THE CORPORATION

The Corporation shall have members whose qualifications shall be set forth in the bylaws of the Corporation. The members shall not be divided into classes.

ARTICLE IV
BOARD OF TRUSTEES

The conduct and management of the affairs of the Corporation shall be vested in its board of trustees who shall be known as the Executive Committee. The method of electing trustees shall be set forth in the bylaws of the Corporation.

ARTICLE V
INITIAL BOARD OF TRUSTEES and INCORPORATORS

The names and addresses of the persons who constitute the first board of trustees and who are incorporators of the Corporation are as follows:

NAME	ADDRESS
Kenneth L. Estabrook, Esq.	c/o Lindabury, McCormick & Estabrook 53 Cardinal Drive P.O. Box 2369 Westfield, New Jersey 07091
Anne Baran	c/o Union County Administration Building Elizabethtown Plaza Elizabeth, New Jersey 07207
Dr. Henry J. Ross	c/o Kean College Morris Avenue P. O. Box 411 Union, New Jersey 07083

ARTICLE VI
INITIAL REGISTERED ADDRESS AND REGISTERED AGENT

The address of the Corporation's initial registered office shall be c/o Lindabury, McCormick & Estabrook, 53 Cardinal

Part II. Activities and Operational Information (Must be completed by all applicants other than those applying under section 120.)

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. Describe each activity separately in the order of importance. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

SEE RIDER NO. 1

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- 2 List the organization's present and future sources of financial support, beginning with the largest source first.

SEE RIDER NO. 2

RIDER NO. 1

The Union County Alliance, Inc. (the "Alliance") was organized as a non-profit corporation, pursuant to the laws of the State of New Jersey, on February 23, 1994. The broad purpose of the Alliance is to revitalize and strengthen the economy and quality of life in Union County, New Jersey. Union County is a high population suburban county within twenty-five (25) miles of New York City, and includes the City of Elizabeth as the county seat of government.

Membership in the Alliance is limited to government agencies and authorities, educational institutions, trade, business and professional leagues, civic and cultural organizations, labor unions, hospitals, religious bodies and the like. No individuals or private business corporations (aside from health care providers) may become members. The Alliance represents a joining together of these organizations who operate in or near Union County, New Jersey, in order to achieve the purposes of the Alliance.

The more particular purposes of the Alliance are reflected in the names of its subcommittees. Under the by-laws, subcommittees have been created in the areas of transportation and infrastructure, environmental, economic competitiveness, education and work force training, social services, cultural affairs and others. Presently, the Alliance is spearheading a project to build a train station on a busy commuter rail line, which is known as The Townley Station Project. Similarly, the Alliance is involved in a project to clear the way for much-needed dredging of the busy Port of Elizabeth Harbor.

In carrying out its mission, the Alliance intends to work closely with federal, state and local elected officials and heads of administrative agencies, as well as with persons in the business community, such as the heads of corporations doing business in Union County and the heads of trade groups such as the Union County Chamber of Commerce and the Linden Industrial Association.

The Alliance carries out its activities through active subcommittees operating within their respective subject matter areas. The chairman of the subcommittees, in turn, report to the Executive Committee, which functions as the Board of Trustees of the Alliance, and is composed of community leaders from the public and private sector in the Union County area. The Blue Ribbon Advisory Committee advises the Executive Committee on all matters of critical importance to the Alliance.

Drive, P.O. Box 2369, Westfield, New Jersey 07091 and the initial registered agent at such address shall be Kenneth L. Estabrook, Esq.

ARTICLE VII
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE VIII
RIGHTS, POWERS AND PRIVILEGES OF THE CORPORATION

In furtherance of the Corporation's purposes, and not for any other objects and purposes, the Corporation shall have and may exercise the following rights, powers and privileges to the extent permitted by law, in addition to those conveyed by law upon corporations organized under Title 15A of the New Jersey Statutes, as amended, supplemented and succeeded:

(a) In general, to do any and all acts and things, and to exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New Jersey for the purposes of accomplishing all purposes for which the Corporation was formed, subject to the limitations imposed on its actions under Article SECOND hereof.

(b) To receive, administer, hold and invest funds for the purposes of the Corporation as such purposes are expressed in Article SECOND, and to that end take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation or any other entity, any property, whether real, personal, tangible, or intangible or any undivided interest therein, without limitation as to amount or value; to sell, convey, transfer, donate, or otherwise dispose of any such funds or property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Trustees, will best promote the purpose for which the Corporation is formed without any limitation except those that may be contained in the instrument under which such property or funds is received, in Article SECOND hereof or in other Articles herein, the bylaws of the Corporation or any laws applicable hereto.

(c) To raise and distribute funds either directly, or through related organizations or other organizations in furtherance of the purposes of the Corporation expressed in Article SECOND, subject to limitations on the nature or extent of such activities applicable to organizations exempt from tax under Section 501(c) of the Code and to the terms and

limitations expressed in Article SECOND.

(d) To issue its own bonds, notes, debentures, certificates of indebtedness and other evidences of indebtedness, certificates of interest, or other exchanges therefore or in payment thereof or otherwise to make payment therefore; to give collateral for funds borrowed; to create or cause the creation of, to dissolve or cause the dissolution of, or to merge corporations or associations which have as their exclusive purposes purposes which qualify such as exempt organizations under Section 501(c) of the Code.

(e) To engage in businesses and activities either directly or through subsidiaries which support the purposes of the Corporation, subject to limitations of the nature and extent of such activities applicable to organizations exempt from tax under Section 501(c) of the Code and to the terms and limitations expressed in Article SECOND.

(f) To become a member in any nonprofit corporation or association not-for-profit and to exercise such powers as the governing instruments of such corporations and associations provide, and to control any such corporation as a subsidiary or otherwise, subject to limitations imposed on its actions under Section 501(c) of the Code and under Article SECOND.

ARTICLE IX TAX EXEMPT

It is the intention of the Corporation at all times to qualify and remain as exempt from income tax under Section 501(c) of the Code. Accordingly, the following limitations and restrictions shall apply to implementation of the Corporation's purposes set forth in Article SECOND above and to the exercise of the Corporation powers set forth in Article EIGHTH above:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article SECOND hereof. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X
INDEMNIFICATION

No trustee or officer of the Corporation shall be personally liable to the Corporation or its members for damages for breach of any duty owed to the Corporation or its members, except no trustee or officer of the Corporation shall be relieved from liability for any breach of duty based upon an act or omission (1) in breach of such person's duty of loyalty to the Corporation or its members, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such person of an improper personal benefit. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, Section 15A:3-4 of the New Jersey Statutes, and to the extent otherwise permitted by law.


ARTICLE XI
DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII
EFFECTIVE TIME

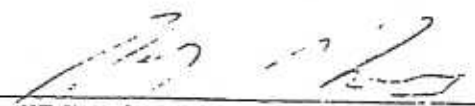
This Certificate of Incorporation shall be effective on the date of filing.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Incorporation to be executed on this 13th day of September, 1994.



KENNETH L. ESTABROOK, ESQ.


ANNE BARAN


DR. HENRY J. ROSS

O/1502

BY-LAWS OF
THE UNION COUNTY ALLIANCE, INC.

TABLE OF CONTENTS

ARTICLE I. NAME, PURPOSES AND POWERS, SEAL, AND OFFICERS

Section 1.	NAME.....	1
Section 2.	SEAL.....	1
Section 3.	PURPOSES.....	1
Section 4.	OFFICES.....	1

ARTICLE II. EXECUTIVE COMMITTEE

Section 1.	POWERS AND DUTIES.....	2
Section 2.	NUMBER OF TRUSTEES.....	2
Section 3.	CLASSES AND TERMS.....	2
Section 4.	RESIGNATION.....	3
Section 5.	ELECTION.....	3
Section 6.	REMOVAL OF TRUSTEES.....	3
Section 7.	VACANCIES.....	4
Section 8.	QUALIFICATION.....	4
Section 9.	CONFLICT OF INTEREST.....	4
Section 10.	TRUSTEE STEERING COMMITTEES.....	5

ARTICLE III. MEETINGS OF THE EXECUTIVE COMMITTEE

Section 1.	ANNUAL MEETING.....	7
Section 2.	REGULAR MEETINGS.....	7
Section 3.	SPECIAL MEETINGS	7
Section 4.	NOTICE.....	8
Section 5.	WAIVERS OF NOTICE OF MEETINGS; ADJOURNMENTS.....	8
Section 6.	MEETING BY TELEPHONE.....	9

Section 7.	QUORUM.....	9
Section 8.	VOTING.....	9
Section 9.	AGENDA.....	9
Section 10.	ACTION WITHOUT A MEETING.....	10

ARTICLE IV. OFFICERS

Section 1.	OFFICERS.....	10
Section 2.	ASSISTANT OFFICERS.....	11
Section 3.	CHAIRMAN.....	11
Section 4.	VICE-CHAIRMAN.....	13
Section 5.	PRESIDENT.....	13
Section 6.	SECRETARY.....	13
Section 7.	TREASURER.....	14
Section 8.	VACANCIES AND ABSENCES.....	14
Section 9.	SIGNATURE ON CHECKS.....	14
Section 10.	CORPORATE ACTIONS.....	14
Section 11.	REMOVAL.....	15
Section 12.	COMPENSATION.....	15

ARTICLE V. BLUE RIBBON ADVISORY COMMITTEE

Section 1.	BLUE RIBBON ADVISORY COMMITTEE.....	15
Section 2.	MEMBERSHIP.....	16
Section 3.	MEETINGS.....	16
Section 4.	NOTICE.....	16
Section 5.	QUORUM.....	16

ARTICLE VI. SUBCOMMITTEES OF THE BOARD

Section 1.	STANDING SUBCOMMITTEES.....	17
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Section 2.	MEMBERSHIP.....	17
Section 3.	MEETINGS.....	17
Section 4.	NOTICE.....	18
Section 5.	QUORUM.....	18
Section 6.	NOMINATING SUBCOMMITTEE.....	18
Section 7.	INFRASTRUCTURE/TRANSPORTATION SUBCOMMITTEE.....	19
Section 8.	ENVIRONMENTAL REFORM SUBCOMMITTEE.....	19
Section 9.	LONG-RANGE PLANNING SUBCOMMITTEE.....	19
Section 10.	ECONOMIC COMPETITIVENESS SUBCOMMITTEE....	20
Section 11.	EDUCATION/WORKFORCE SUBCOMMITTEE.....	20
Section 12.	HUMAN SERVICES SUBCOMMITTEE.....	20
Section 13.	CULTURAL AFFAIRS SUBCOMMITTEE.....	21
Section 14.	COMMUNICATIONS/PUBLIC RELATIONS SUBCOMMITTEE.....	21
Section 15.	AUDIT SUBCOMMITTEE.....	21
Section 16.	FINANCE SUBCOMMITTEE.....	22
Section 17.	SPECIAL SUBCOMMITTEES AND TASKFORCES.....	24
Section 18.	PROHIBITED ACTIONS.....	24
ARTICLE VII. MEMBERS		
Section 1.	QUALIFICATIONS.....	25
Section 2.	REMOVAL.....	25
Section 3.	MEETINGS.....	25
Section 4.	WAIVERS OF NOTICE OF MEETING.....	27
Section 5.	NON-VOTING.....	27

Section 6.	CERTIFICATES.....	27
ARTICLE VIII.	REMOVAL OR SUSPENSION OF TRUSTEES.....	27
ARTICLE IX.	CHARITABLE PURPOSE.....	28
ARTICLE X	CHARITABLE STATUS.....	29
ARTICLE XI. INDEMNIFICATION OF TRUSTEES AND OFFICERS		
Section 1.	THIRD PARTY ACTIONS.....	30
Section 2.	SCOPE OF BY-LAWS.....	31
ARTICLE XII.	PARLIAMENTARY GUIDE.....	31
ARTICLE XIII.	FISCAL YEAR.....	31
ARTICLE XIV.	AMENDMENT OF BY-LAWS.....	31
ARTICLE XV.	INDEPENDENT AUDIT.....	32
ARTICLE XVI.	NONDISCRIMINATION.....	32
ARTICLE XVII.	FORCE AND EFFECT.....	32

BY-LAWS
OF
THE UNION COUNTY ALLIANCE, INC.

ARTICLE I

NAME, PURPOSES AND POWERS, SEAL, AND OFFICES

Section 1. Name. The name of the Corporation is The Union County Alliance, Inc.

Section 2. Seal. The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "The Union County Alliance, Inc.," and in the center, the words and figures "A New Jersey Nonprofit Corporation Incorporated 1994." The Executive Committee may change the form of the seal or the inscription thereon at pleasure.

Section 3. Purposes. The Corporation shall be a nonprofit corporation organized under the laws of the State of New Jersey, and its purposes, powers, rights and authority shall be those set forth in its Articles of Incorporation. Reference is made to the Corporation's Articles of Incorporation for a more detailed statement of the Corporation's purposes, powers, rights and authority, which statement is hereby incorporated herein by reference. The Corporation shall have members.

Section 4. Offices. The principal office of the Corporation shall be located at Lindabury, McCormick & Estabrook, 53 Cardinal Drive, Westfield, New Jersey 07091. The Corporation may also have offices at such other places as the Executive Committee may from time to time appoint as the purposes of the Corporation may require.

ARTICLE II

EXECUTIVE COMMITTEE

Section 1. Powers and Duties. The conduct and management of the affairs of the Corporation are vested in its governing body of corporate trustees known as the Executive Committee. All the corporate powers, except such as otherwise provided for in these By-Laws, in the Articles of Incorporation of the Corporation, and in the law of the State of New Jersey, shall be and are hereby vested in and shall be exercised by the trustees serving as the Executive Committee. The Executive Committee of The Union County Alliance, Inc. is hereinafter referred to as the "Executive Committee" and a member of such committee is hereafter referred to as a "Trustee".

Section 2. Number of Trustees. The number of persons serving on the Executive Committee shall be a minimum of thirteen (13) persons a minimum of eight (8) of whom shall be elected in accordance with this Article II of these By-Laws and five (5) of whom shall be the principal officers of the Corporation who shall serve on the Executive Committee ex officio.

Section 3. Classes and Terms. As to non-ex officio members, membership of the Executive Committee shall be divided into three (3) classes of as nearly an equal number as possible in each class. The terms of trusteeship of the three (3) classes shall expire at successive intervals of one (1) year. Except for those classes whose initial terms expire at the end

of the first and second one year intervals, respectively, the term of trusteeship of each class shall be for a period of three (3) years or until successors are elected. No Trustee of any class may serve on the Executive Committee for more than seven (7) consecutive years or until his successor is elected. At each annual meeting, the eligible successors to the Trustees of the class whose term shall expire in that year shall be elected to hold office for a term of three (3) years. The Trustees shall hold office for their respective terms and until their successors have qualified, unless prior thereto, they shall die, resign, or be removed from office.

Section 4. Resignation. Any Trustee may resign by delivering a written resignation to the Chairman or Secretary of the Corporation, and the remaining Trustees may fill the vacancy for the balance of said Trustee's term.

Section 5. Election. Subject to the provisions of Article II, Section 2 and Section 3 hereof, at the annual meeting of the Executive Committee each year, the Trustees shall elect Trustees to the terms expired at that time. Election shall be by a majority vote of the Trustees present. Any Trustee, upon the expiration of his term of office, may become eligible for re-election, subject to the provisions of Article II, Section 2 and Section 3 hereof.

Section 6. Removal of Trustee. Any Trustee may be removed from office, with or without cause, by the affirmative vote of two-thirds of the Trustees present at any meeting duly called and convened for such purposes.

Section 7. Vacancies. Any vacancy on the Executive Committee occurring during the year, including a vacancy created by an increase in the number of Trustees, may be filled for the unexpired portion of the term by the Trustees then serving, by affirmative vote of the majority thereof, at any regular or special meeting.

Section 8. Qualification. Subject to the provisions of Article II, Section 2 and Section 3 hereof, the Trustees shall be selected on the basis of their willingness to serve in an active capacity and their ability to contribute to the conduct of the affairs of the Corporation.

Section 9. Conflict of Interest. A Trustee shall have a duality of interest or possible conflict of interest only in the event a Trustee or any affiliate thereof shall be engaged or under consideration for engagement by the Corporation with respect to rendering services or providing goods on a compensated basis to the Corporation or any corporation which is or may become affiliated with the Corporation and such services or goods are or may become the subject matter of Executive Committee action. A duality of interest or possible conflict of interest of a Trustee shall be disclosed to the other members of the Executive Committee and made a matter of record when the pertinent matter becomes a matter of Executive Committee action.

Any Trustee having a duality of interest or possible conflict of interest shall not vote or use his personal

influence in the matter, and he shall not be counted in determining the quorum for the meeting in regard to any action by the Executive Committee on such matter, even where permitted by law. The minutes of the meeting shall reflect that disclosure was made, the abstention from voting, and making a quorum with respect to action by the Executive Committee on such matter.

The foregoing requirements shall not be construed as preventing the member of the Executive Committee from briefly stating his position in the matter, nor from answering pertinent questions of other Executive Committee members since his knowledge may be of great assistance.

This policy shall be reviewed annually for the information and guidance of members of the Executive Committee, and any new Trustee shall be advised of the policy upon entering the duties of his office.

Section 10. Trustee Steering Committees. The Chairman may appoint one or more of the Trustees to one or more steering committees of the Executive Committee. The steering committees shall perform such duties and carry out such activities as are assigned to them by the Chairman. Each steering committee shall be headed by a chairman appointed by the Chairman. Trustees may simultaneously serve on any steering committee and any subcommittee of the Executive Committee. No Trustee may serve on a steering committee after his term of trusteeship

shall have ended unless he shall be re-elected in accordance with these By-Laws.

a. Meetings. All steering committees shall meet at the place, dates and hours selected by each steering committee and special meetings may be called by the Chairman or the chairman of the steering committee when either deems it necessary. The chairman of each steering committee shall preside at the meetings thereof and, unless otherwise provided, each steering committee shall appoint a secretary. Minutes of all steering committee meetings shall be accurately kept.

b. Notice. Written notice of steering committee meetings stating the place, date and hour shall be given to members under the direction of the steering committee's secretary. Such notice shall be provided by mail or telephone at least two (2) days prior to any meeting. Notice may be waived orally or in writing by a steering committee member.

c. Quorum. At a steering committee meeting, a quorum for the transaction of any business shall be at least twenty-five percent (25%) of the number of members of the steering committee.

d. Prohibited Actions. No steering committee shall:

(i) make, alter or repeal these By-Laws of the Corporation; or

(ii) elect or appoint any officer or Trustee or remove any officer or Trustee; or

(iii) make any grants or distributions of funds; or

(iv) amend or repeal any resolution previously adopted by the Executive Committee.

ARTICLE III

MEETINGS OF THE EXECUTIVE COMMITTEE

Section 1. Annual Meeting. The annual meeting of the Executive Committee shall be held in May of each year or on such other date as may be designated by the Executive Committee, at a time and place elected by the Executive Committee, for the transaction of such business as may properly come before said meeting.

Section 2. Regular Meetings. The Executive Committee shall hold regular meetings quarterly, or at such other frequency as the Executive Committee shall determine, on such dates as may be designated by the Executive Committee. The annual meeting shall be considered one of these regular meetings.

Section 3. Special Meetings of the Executive Committee. Special meetings of the Executive Committee for any purpose or purposes may be called at any time by the President, the Chairman, or by any three (3) of the Trustees. Such meetings shall be held upon not less than two (2) days' notice given

personally or by telephone, facsimile, or telegraph, or upon not less than seven (7) days notice given by depositing notice in the United States mail, postage prepaid. Such notice shall specify the time and place of the meeting and the general purpose of the meeting.

Section 4. Notice. Subject to the provisions of Section 5 of this Article III, written notice for all meetings of the Executive Committee which are to be held or which have been adjourned, cancelled, or changed as to place, date, or hour, shall be given by or under the direction of the Secretary and mailed to each Trustee at the appropriate address appearing on the books of the Corporation. All notices shall state the place, date, and hour of the meeting. Notice of annual and regular meetings shall be given not less than ten (10) nor more than sixty (60) days before the date of such meeting, either personally or by mail to each Trustee.

Section 5. Waivers of Notice of Executive Committee Meetings; Adjournments. Notice of a meeting need not be given to any Trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Trustee of such meeting. Neither the business to be transacted at nor the purpose of any meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting except that notice or waiver of

notice of a special meeting shall specify the general purpose of the meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days in any one adjournment.

Section 6. Meeting by Telephone. The Executive Committee or subcommittee of the Executive Committee may participate in a meeting of the Executive Committee or such subcommittee by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 7. Quorum. A quorum for the transaction of any business at all meetings of the Executive Committee shall consist of not less than the majority of the Trustees. Unless otherwise provided by law or these By-Laws, action by a majority of those present at any duly authorized meeting shall constitute lawful action by the Executive Committee. If a quorum is lacking, a majority of these Trustees present may adjourn any such meeting from time to time until a quorum is acquired.

Section 8. Voting. At all meetings of the Executive Committee, each Trustee is to have one (1) vote.

Section 9. Agenda. The order of business to be transacted at meetings of the Executive Committee shall be fixed by the Chairman in consultation with the President.

Section 10. Action Without a Meeting. Other provisions of these By-Laws notwithstanding, any action that the Executive Committee may take at any meeting of the Executive Committee may be taken without a meeting if, prior to or subsequent to the action, all members of the Executive Committee consent in writing to such action and their written consents are filed with the minutes of proceedings of the Executive Committee.

ARTICLE IV

OFFICERS

Section 1. Officers. The principal officers of the Corporation shall be: A Chairman and Chief Executive Officer (herein "Chairman"), a Vice Chairman (herein "Vice Chairman"), a President and Chief Operating Officer (herein "President"), a Secretary and a Treasurer. All principal officers of the Corporation shall be ex officio members of the Executive Committee. All principal officers, except the President, shall be elected for a term of two (2) years by the Executive Committee at the annual meeting. The President shall be appointed by the Executive Committee and shall serve at the pleasure of the committee until his successor shall be named in his place and stead. An elected officer, upon the expiration of his term of office, may become eligible for re-election.

Section 2. Assistant Officers. The President, with the consent of the Chairman and of a majority of the Trustees, may appoint assistant officers to aid the principal officers of the Executive Committee. The assistant officers may be appointed at such times and for such terms as the President shall deem necessary for the proper management of the Corporation. Assistant officers may perform such duties as may be delegated to them respectively by the principal officers as they are appointed to aid and as may be assigned to them by the President.

Section 3. Chairman. A. The Chairman of the Executive Committee shall be the presiding officer of the Corporation. He shall provide direction in the development of the Executive Committee and its leadership, and in the review of decision-making processes which exert major influence on the conduct of the Corporation's business. His authority shall include power to sign documents on behalf of the Corporation, as may be authorized by the Executive Committee from time to time.

B. He shall preside at regular and special meetings of the Executive Committee and, together with the President, may develop items for inclusion in the agenda of such meetings.

C. He shall preside at annual meetings of the Executive Committee and shall assure the presentation of annual reports

on the condition and work of the Corporation by himself, the President, and the chairmen of subcommittees.

D. He shall appoint annually the chairmen of steering committees and standing and special subcommittees of the Executive Committee.

E. He shall serve exofficio as a member of all subcommittees and steering committees of the Executive Committee. He shall guide the subcommittees, steering committees and the Executive Committee in the development of objectives, plans, and policies.

F. He shall assign duties as may be appropriate to other officers of the Executive Committee in addition to those specified in the By-Laws of the Corporation and shall make all necessary appointments in accordance with the By-Laws to assure the uninterrupted progress of the work of the Executive Committee and its subcommittees.

G. He shall act in a general advisory capacity to the other officers and the President of the Corporation on all matters concerning the interest, management and long-range plans of the Corporation, and shall counsel collectively and individually with Executive Committee members, utilizing their capacities for the optimum benefits to the Corporation.

H. With the advice of the Executive Committee, he shall guide the President of the Corporation in the development of operating objectives, and shall evaluate the performance of the President against the agreed upon objectives. He shall include

the evaluation of the President in his report to the Executive Committee at its annual meeting.

Section 4. Vice-Chairman. The Vice-Chairman shall act on behalf of and with full authority in the absence of or at the request of the Chairman.

Section 5. President. The President shall be the chief operating officer of the Corporation and shall have general supervision over its affairs as authorized, either generally or specifically by the Executive Committee. He shall present a written report of the conditions and affairs of the Corporation at the annual meeting. He shall be, ex officio, a member of all steering committees and all subcommittees. He shall sign and execute, in the name of the Corporation, duly authorized deeds, leases, books, bonds, contracts, tax filings, or other instruments. He shall have and perform such other responsibilities and duties as may be required of him by the By-Laws or as may be assigned to him from time to time by the Executive Committee.

Section 6. Secretary. The Secretary shall give proper notice of all meetings of the Executive Committee and shall prepare a written record of proceedings of the Executive Committee and of all subcommittees of the Executive Committee to be retained permanently, or shall cause the same to be done. He shall have power to execute on behalf of the

Corporation such instruments as may come within his duties or as are authorized by the Executive Committee.

Section 7. Treasurer. The Treasurer shall be the principal fiscal officer of the Corporation and shall have the responsibility of insuring that a true and accurate accounting of the financial transactions of the Corporation is made in accordance with generally accepted accounting principals. He shall provide general direction to the development of the Corporation's financial objectives, plans and policies.

Section 8. Vacancies and Absences. A principal office which becomes vacant may be filled by the Executive Committee at the next regular or special meeting held by the Executive Committee for such purposes. Until such vacant office is filled by the election or appointment of an officer or whenever a principal officer is absent, the Chairman may appoint a principal or an assistant officer to assume all duties, powers and authority of the office the appointee is then occupying.

Section 9. Signature on Checks. All checks shall be signed by two principal officers of the Corporation or in such other manner as may from time to time be hereafter established and approved by resolution of the Executive Committee.

Section 10. Corporate Actions. Corporate actions requiring the filing of such action with other corporations or government authorities shall be signed by the President and

attested by the Secretary. In their absence such other officers shall sign and attest as designated by the Executive Committee.

Section 11. Removal. Any officer of the Executive Committee may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the other Trustees present at a duly called and convened meeting of the Executive Committee.

Section 12. Compensation. Neither Trustees nor officers shall receive any fee, salary or remuneration of any kind for their services as Trustees and/or officers, provided, however, that the Executive Committee may authorize and cause to be paid compensation to the President and to such other officers at the time and in the amounts as the Executive Committee shall determine.

ARTICLE V

BLUE RIBBON ADVISORY COMMITTEE

Section 1. Blue Ribbon Advisory Committee. The Blue Ribbon Advisory Committee shall be the principal advisory body to the Executive Committee and shall be responsible to the Executive Committee for enlisting corporate and governmental support for the purposes of the Corporation and for facilitating the activities of the Executive Committee and the standing and special subcommittees. The Blue Ribbon Advisory Committee shall provide advice and counsel to the Executive

Committee at the request of the Executive Committee. It shall act as liaison between the Executive Committee and the leaders of government and industry.

Section 2. Membership. The Chairman shall appoint the members of the Blue Ribbon Advisory Committee.

Section 3. Meetings. The Blue Ribbon Advisory Committee shall meet at the place, dates and hours selected by the Chairman. The Chairman, and in his absence the Vice-Chairman or the President, shall preside at the meetings thereof and, unless otherwise provided, shall appoint a secretary. Minutes of all committee meetings shall be accurately kept by the secretary so appointed and shall be submitted to the Executive Committee through its Secretary at its next meeting following any such committee meeting.

Section 4. Notice. Written notice of committee meetings stating the place, date and hour shall be given to the members under the direction of the Chairman. Such notice shall be provided by mail or telephone at least two (2) days prior to any meeting. Notice may be waived orally or in writing by committee members.

Section 5. Quorum. At a committee meeting, a quorum for the transaction of any business shall be at least 25 percent (25%) of the number of members of the committee.

ARTICLE VI

SUBCOMMITTEES OF THE EXECUTIVE COMMITTEE

Section 1. Standing Subcommittees. Standing subcommittees of the Executive Committee shall be the Nominating Subcommittee, the Infrastructure/ Transportation Subcommittee, the Environmental Reform Subcommittee, the Long-Range Planning Subcommittee, the Economic Competitiveness Subcommittee, the Education/Workforce Subcommittee, the Social Services Subcommittee, the Cultural Affairs Subcommittee, the Communications/Public Relations Subcommittee, and such other standing subcommittees as the Executive Committee may authorize by resolution such as an Audit Subcommittee and a Finance Subcommittee.

Section 2. Membership. The Chairman shall appoint the chairmen of all standing and special subcommittees. The subcommittee chairmen with the consent of the Chairman or President shall appoint the members of their respective subcommittees.

Section 3. Meetings. All subcommittees shall meet at the place, dates and hours selected by each subcommittee and special meetings may be called by the Chairman or the chairman of the subcommittee when either deems it necessary. The chairman of each subcommittee shall preside at the meetings thereof and, unless otherwise provided, each subcommittee shall appoint a secretary. Minutes of all subcommittee meetings shall be accurately kept.

Section 4. Notice. Written notice of subcommittee meetings stating the place, date, and hour shall be given to members under the direction of the subcommittee's secretary. Such notice shall be provided by mail or telephone at least two (2) days prior to any meeting. Notice may be waived orally or in writing by a subcommittee member.

Section 5. Quorum. At a subcommittee meeting, a quorum for the transaction of any business shall be at least twenty-five percent (25%) of the number of members of the subcommittee.

Section 6. Nominating Subcommittee. The Nominating subcommittee shall be appointed, and its chairman designated, by the Executive Committee, and shall consist of three (3) or more Trustees. It shall be the function of this subcommittee to submit to the Executive Committee at each annual meeting, or at any other meeting at which Executive Committee action is required, a written report of its selection of nominees for all positions which are to be filled by vote of the Executive Committee. This subcommittee shall also submit to the Executive Committee, at the annual meeting of the Executive Committee, a written report of its selection of nominees for the Trustees to be elected at the annual meeting of the Executive Committee. Nominations by this subcommittee shall not prevent nominations being made by members of the Executive Committee.

Section 7. Infrastructure/ Transportation Subcommittee.

The Infrastructure/Transportation Subcommittee is responsible to the Executive Committee for addressing issues, policies and programs concerning the development, improvement and coordinated utilization of Union County's transportational infrastructure such as the Newark International Airport, the Port of Elizabeth, freight and passenger rail lines and roads and highways.

Section 8. Environmental Reform Subcommittee.

The Environmental Reform Subcommittee shall be responsible to the Executive Committee for encouraging and promoting government environmental policies and programs that are consistent with and conducive to economic growth in Union County and surrounding regions.

Section 9. Long-Range Planning Subcommittee.

The Long-Range Planning Subcommittee shall be responsible to the Executive Committee for the development of a long-range strategic plan for the accomplishment of the purposes of the Corporation. The subcommittee shall interact with governmental and private sector bodies present in Union County and surrounding regions to assess their needs and shall periodically report its findings and recommendations to the Executive Committee. The subcommittee shall be responsible for updating the strategic plan in light of changing circumstances and conditions.

Section 10. Economic Competitiveness Subcommittee. The Economic Competitiveness Subcommittee is responsible to the Executive Committee for addressing the impact of governmental policies, laws and regulations on the business competitiveness of Union County and surrounding regions. The subcommittee shall be responsible for recommending to the Executive Committee ways in which governmental over-regulation may be curtailed and necessary regulation may be streamlined and harmonized with the goal of promoting economic development through the private sector. The subcommittee shall also make recommendations as to governmental tax and fiscal policies.

Section 11. Education/Workforce Subcommittee. The Education/Workforce Subcommittee is responsible to the Executive Committee for recommending and promoting ways in which public funds for education can be most effectively and efficiently spent to train and educate the citizens of Union County and surrounding regions. The subcommittee shall work with private and public educators and with industry to identify the education and skills that are needed by a modern Union County workforce to meet the challenges of a competitive global economy.

Section 12. Human Services Subcommittee. The Human Services Subcommittee shall be responsible to the Executive Committee for such affairs of the Corporation as involve social services such as family counseling, immigration assistance,

drug and alcohol abuse programs and projects and similar services to citizens of Union County and surrounding regions. The subcommittee shall be responsible for recommending to the Executive Committee the manner in which the welfare and unemployment insurance and compensation programs as administered in Union County and elsewhere may be reformed. The subcommittee shall act as liaison between the Executive Committee and public and private social service organizations.

Section 13. Cultural Affairs Subcommittee. The Cultural Affairs Subcommittee is responsible to the Executive Committee for promoting and encouraging the expansion of the arts in Union County and surrounding regions.

Section 14. Communications/Public Relations Subcommittee. The Communications/Public Relations Subcommittee shall be responsible to the Executive Committee for promoting the Corporation and for organizing the publicity affairs of the Corporation. The subcommittee shall interact with the Executive Committee and all subcommittees for purposes of gathering information and disseminating the same to the Executive Committee, the members, the press and the general public.

Section 15. Audit Subcommittee. If and when created and authorized by resolution of the Executive Committee, the Audit Subcommittee shall be responsible to the Executive Committee for monitoring the financial integrity of the Corporation.

This includes reviewing and monitoring the Corporation's system of internal controls. The subcommittee shall select and recommend to the Executive Committee independent accountants to be engaged as outside auditors, shall establish the audit scope and shall review the financial information on a timely basis.

Both management and the independent accountants will report significant findings or events to the subcommittee at each meeting, or to the Chairman. The subcommittee will conduct related activities as deemed appropriate by them in discharging their responsibilities.

The subcommittee will meet upon the call of the Chairman but no less than one time each year. Minutes of each meeting will be kept and submitted to the Executive Committee through the Secretary at the next regular meeting of the Executive Committee.

Section 16. Finance Subcommittee. If and when created and authorized by resolution of the Executive Committee, the Finance Subcommittee shall be responsible for the development of an annual budget of income and expense of the Corporation and shall submit the proposed budget to the Executive Committee for consideration and adoption. The subcommittee shall examine the Corporation's financial reports and ascertain and report to the Executive Committee the causes of variation therein from the budget and appraise the Corporation's operating performance. The subcommittee shall regulate the expenses of

the Corporation in line with the budgeted income. The subcommittee shall make available in auditable form accounts of all appropriations and expenditures not included in the Budget. The subcommittee shall supervise the custody, management, investment and reinvestment of all funds and securities of the corporation, restricted and non-restricted. The subcommittee shall initiate the investment of these funds in the interests of the Corporation and shall report on the performance of the Corporation's investments at regular meetings of the Executive Committee. The subcommittee shall be responsible for making recommendations regarding annual personnel budgets, salaries and fringe benefits. The subcommittee shall also have the responsibility to review any pension plan or other forms of employment benefit, retirement or deferred compensation plans, as may be maintained by the Corporation periodically and then recommend such changes or additions as may be necessary to comply with the applicable laws, rules and regulations and shall serve as the administrative authority for the operation of any pension plans or programs. The subcommittee shall determine the financial feasibility of corporate projects, acts and undertakings referred to it by the Executive Committee and make recommendations thereon to the Executive Committee. The subcommittee shall also consider the feasibility and the method of financing of all short and long term capital expenditures.

Minutes of the Finance Subcommittee shall be kept and submitted through the Secretary to the Executive Committee at the next regular meeting of the Executive Committee.

Section 17. Special Subcommittees and Taskforces. Additional and special subcommittees and taskforces may be appointed by the Chairman or the Executive Committee, for such purposes as the Chairman or the Executive Committee shall consider in the best interests of the Corporation or for the purpose of complying with any state or Federal law. Each additional and special subcommittee or taskforce shall limit its activities to the accomplishment of the purpose for which it is appointed and shall be advisory and have no power to act nor to bind the Corporation. On completion of the purpose for which appointed, a special subcommittee or taskforce shall stand discharged.

Section 18. Prohibited Actions. No subcommittee shall:

- (a) make, alter or repeal these By-Laws of the Corporation; or
- (b) elect or appoint any officer or Trustee or remove any officer or Trustee; or
- (c) make any grants or distributions of funds; or
- (d) amend or repeal any resolution previously adopted by the Executive Committee.

ARTICLE VII

MEMBERS

Section 1. Qualifications. The Corporation shall have members who shall be limited to governmental agencies and authorities, educational institutions, trade, business and professional associations, health organizations, civic and cultural organizations, labor unions, religious bodies and similar entities lawfully organized or functioning as not-for-profit organizations with an interest and desire to be a member of the Corporation. Any such entity shall become a member of the Corporation by the affirmative vote of a majority of the Trustees present at a duly called and convened meeting of the Executive Committee. Members shall not be divided into classes. Members may pay annual dues to the Corporation in such amount as may be determined by the Executive Committee. Once dues are set by the Executive Committee for any fiscal year of the Corporation, the Executive Committee may not increase such dues effective for any period earlier than the next succeeding fiscal year of the Corporation.

Section 2. Removal. Any member may be terminated from membership in the Corporation, with or without cause, by the affirmative vote of two-thirds of the Trustees present at any meeting duly called and convened for such purposes.

Section 3. Meetings. An annual meeting of the members shall be held in May of each year or on such other date as may

be designated by the Executive Committee, at a time and place elected by the Executive Committee, for the purposes designated by the Executive Committee in the notice of such meeting. The annual meeting of the members shall be held upon not less than ten (10) days' written notice given by depositing notice in the United States Mail, postage pre-paid. Such notice shall specify the time and place of the meeting and the general purposes of the meeting. The Executive Committee may call for special meetings of the members at such frequency as the Executive Committee shall determine on such dates and at such times as may be designated by the Executive Committee. A special meeting of the members may be called at any time by the President, the Chairman, or by any ten (10) of the Trustees. Such meetings shall be held upon not less than ten (10) days' written notice, given by depositing notice in the United States Mail, postage pre-paid. Such notice shall specify the time and place of the meeting and the general purposes of the meeting.

The order of business at the annual meeting of the members of the Corporation shall be as follows:

1. Roll Call
2. Approval of the Minutes of the Previous Meeting
3. Report of the Chairmen
4. Unfinished Business
5. New Business
6. Miscellaneous

Section 4. Waivers of Notice of Meeting. Notice of a meeting need not be given to any member who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to its conclusion, the lack of notice to such member of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourned and if the period of adjournment does not exceed ten (10) days in any one adjournment.

Section 5. Non-Voting. Members of the Corporation shall not have the right to vote at any meeting of the members or otherwise.

Section 6. Certificates. Membership in the Corporation may be, but may not be, represented by certificates or other written evidence of membership. The Executive Committee shall determine in its sole discretion whether the Corporation shall issue certificates of membership and the time and manner of issuance thereof.

ARTICLE VIII

REMOVAL OR SUSPENSION OF TRUSTEES

Unless otherwise provided by these By-Laws, the Executive Committee, at any duly organized meeting thereof and in the exercise of its sole judgment, and by the affirmative vote of two-thirds of its members present at said meeting may remove or suspend any person from membership on said Executive Committee

or from membership on the Blue Ribbon Advisory Committee or on any subcommittee, office or position held at any time and within any period for which said person may have been elected or appointed. Any membership, office or position shall be accepted and taken subject to the aforesaid provisions. The Executive Committee, upon vote of two-thirds of its members present at any regular or special meeting, may declare the office of any Trustee vacant.

ARTICLE IX

CHARITABLE PURPOSE

No Trustee, officer or employee, member, member of a subcommittee or any other person connected with the Corporation, or any other person, shall receive at any time any of the net earnings or the pecuniary profits from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation as shall be fixed by the Executive Committee for services rendered to or for the benefit of the Corporation in effecting any of its purposes. No such person or persons shall be entitled to share in a distribution of any of the corporate assets upon the dissolution of the Corporation. Unless otherwise compelled or required by law, dissolution of the Corporation in accordance with this Article IX shall occur pursuant to a plan of dissolution adopted by three-fourths (3/4) of all of the Trustees of the Corporation.

All Trustees of the Corporation shall be deemed to have expressly considered and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the Trustees shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and which shall, at the time, qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Revenue law, as the Executive Committee shall determine. Any such assets not so disposed shall be disposed of by the Superior Court of New Jersey in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Revenue law.

ARTICLE X

CHARITABLE STATUS

Notwithstanding any other provisions of these By-Laws, no

Trustee, officer or employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI

INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 1. Third Party Actions. Any person who was, or is, or hereafter shall be a Trustee or officer (hereinafter referred to as "corporate agent") of the Corporation shall be indemnified by the Corporation against his reasonable costs, disbursements and counsel fees (hereinafter "expenses") and liabilities paid or incurred in satisfaction of any judgment, fine, penalty or settlement (hereinafter "liabilities") in connection with any pending, threatened or completed civil, criminal, administrative or arbitrate action, suit or proceeding, and any appeal therein (hereinafter "proceeding") involving the corporate agent by reason of his being or having been such a corporate agent, other than a proceeding by or in the right of the Corporation, to the full extent provided in the Certification of Incorporation of the Corporation. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent,

shall not of itself create a presumption that such corporate agent did not meet the applicable standards of conduct set forth in this paragraph.

Section 2. Scope of By-Laws. The indemnification provided by Article XI, Section 1 hereof (1) shall apply to the corporate agent and the legal representative or representatives of the corporate agent and (2) shall not exclude any other rights to which a corporate agent may be entitled under the Certificate of Incorporation or By-Laws of the Corporation or by agreement or otherwise.

ARTICLE XII

PARLIAMENTARY GUIDE

ROBERT'S RULES OF ORDER REVISED, shall be the Corporation's parliamentary guide, and shall govern procedures of the Executive Committee and members when not in conflict with the provisions of these By-Laws or any amendments thereof. The Chairman of the Corporation shall serve as parliamentarian.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Corporation will be the calendar year.

ARTICLE XIV

AMENDMENT OF BY-LAWS

These By-Laws or any part thereof, may be amended, revised

or rescinded at any annual, regular, or special meeting of the Executive Committee by the affirmative vote of two-thirds majority of the Trustees then present. A general statement of the proposal to amend, revise, or rescind as aforesaid shall be included in the notice of the meeting.

ARTICLE XV

INDEPENDENT AUDIT

An independent auditor appointed or approved by the Executive Committee shall at such times as the Executive Committee may determine conduct an examination of the financial statements of the Corporation. Such financial statements shall include a statement of capital assets, liabilities, a statement of income, expenses and distributions, and such other additional reports or information as may be ordered from time to time by the Executive Committee.

ARTICLE XVI

NONDISCRIMINATION

Whenever reference in these By-Laws is made to the masculine pronoun, it should be construed to include both the masculine and feminine gender. In addition to its affairs and conduct of its business, the Corporation shall not discriminate as to any person on account of age, race, creed, color, sex, marital status, national origin, or handicap.

ARTICLE XVII

FORCE AND EFFECT

These By-Laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Articles of Incorporation as they respectively may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision in the Act or the Articles of Incorporation, the provision of the Act or the Articles of Incorporation shall govern to the extent of such inconsistency.

Adopted: _____, _____, 1994

Revised:

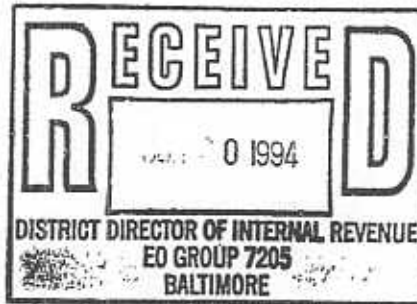


THE UNION COUNTY ALLIANCE

A COALITION FOR ACTION

June 29, 1994

Internal Revenue Service
EP/EO Division - Group 7205
PO Box 13163 - Room 817
Baltimore, MD 21203
Attn: T. Farr



RE: The Union County Alliance
Case No. 524125010
EI No. 22-3283555
Tax Exempt Status Determination

Dear Sir or Madam:

In reference to your letter of 5/27/94, we are enclosing the following:

1. A copy of your letter and list of interrogatories to us (Letter 1313)
2. Our answers to these interrogatories
3. A copy of our 4/18/94 letter (Lindabury, McCormick & Estabrook) to you (with enclosures)

If you require any additional information, please contact the undersigned at (908) 527-2386. In the event you will be unable to issue a favorable determination, the privilege of a conference is respectfully requested.

Very truly yours,

THE UNION COUNTY ALLIANCE

Henry Ross
Executive Director

HR/dg
encls. as listed



THE UNION COUNTY ALLIANCE

A COALITION FOR ACTION

ANSWERS TO IRS INTERROGATORIES

Re: Tax Exempt Status

PART I

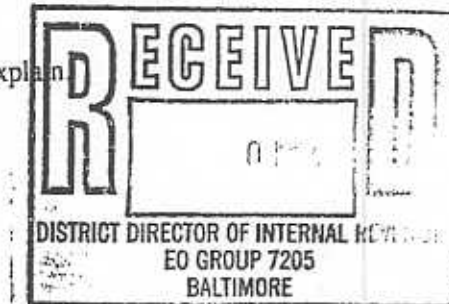
1. Does your organization provide stocks, if yes, explain

No

2. Do you pay dividends? Be specific.

No

3. Submit a detailed description of all the activities of the organization - past and present, and planned showing how you operate to achieve your purposes. Each activity should be separately described, and the description should include as a minimum, the following:



The Union County Alliance

- a) Its purpose and nature

(See Rider No. 1 attached for detailed information.)

The broad purpose of the Union County Alliance is to revitalize and strengthen the economy and quality of life in Union County, New Jersey. The more particular purposes of the Alliance are reflected in the names of its subcommittees. Under the by-laws (See Appendix A enclosed) subcommittees have been created in the areas of transportation and infrastructure, environment, economic competitiveness (government relations), education and workforce training, social services, cultural affairs, and others.

The answers to items b through g will be answered under the individual subcommittees (Again, refer to by-laws, Appendix A attached).

Blue Ribbon Advisory Committee

- a) Its purpose and nature

The Blue Ribbon Advisory Committee is the principal advisory body to the Executive Committee and is responsible to the Executive Committee for enlisting corporate and governmental support for the purposes of the Corporation and for facilitating the activities of the Executive Committee and the standing and special subcommittees. It also provides advice and counsel to the Executive Committee at the request of the Executive Committee.

- b) Frequency and duration

Meetings of the Blue Ribbon Advisory Committee are held on a semi-annual basis. Activities relating to the purposes of this committee are on an as needed basis.

- c) How, when, where and by whom it was, is, or will be conducted

Activities are conducted at the request of the Executive Committee. These activities include, but are not limited to advise and counsel of the committee members.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity

Members of the Blue Ribbon Advisory Committee include, but are not limited to business leaders such as Presidents, CEOs, Sr. Vice Presidents of corporations, Elected and Governmental Officials, and others whose position would lend credibility to the goals and objectives of the Corporation.

- e) The amounts of any charges or fees and the basis for the amount

Activities of any of the committees or subcommittees of the Union County Alliance will not charge the Corporation a fee, nor will the Corporation remunerate a fee to any members of a committee or subcommittee.

- f) What the activity has accomplished or will accomplish

Semi-annual meetings, formal and informal conferences, and support of the members of the Blue Ribbon Advisory Committee has provided guidance for the development of a long range plan for the County of Union, New Jersey.

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity

The Blue Ribbon Advisory Committee will be devoting its full efforts to provide advise and counsel for the development of strategies that will lead to the renewal and revitalization of Union County.

Currently, the Blue Ribbon Advisory Committee's efforts total approximately 5% of the total efforts of The Union County Alliance.

The Executive Committee

- a) Its purpose and nature

The conduct and management of the Corporation are vested in its governing body of the corporate trustees known as the Executive Committee.

- b) Frequency and duration

The Executive Committee formally meets every two months. By the nature of the Union County Alliance, individual members of the Executive Committee, however, also sit on other subcommittees. Therefore, Executive Committee members are actively engaged in the everyday operations of the Union County Alliance, and communicate on an almost daily basis with other members of the Executive Committee in order to further the goals of the Corporation.

- c) How, when, where and by whom it was, is, or will be conducted

Activities that are brought to the Executive Committee by members of the various subcommittees, for approval, resolution or action are voted upon by the entire membership of the Executive Committee. If an Executive Committee meeting is not scheduled at a time that would accomplish the goals of a particular pending issue, a special meeting of the Executive Committee will be called to address this issue.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity

The Executive Committee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount

No members of the Executive Committee receives any fee, salary or remuneration of any kind for their services as Trustees. The Executive Committee may, however, authorize and cause to be paid compensation to the Executive Director and to such other officers at the time and in the amounts as the Executive Committee determines.

f) What the activity has accomplished or will accomplish

The Executive Committee is actively involved in many issues that impact Union County. To cite a few examples, in its capacity as a coordinating and management committee, the Executive Committee has accomplished the following:

- Provided a neutral forum for discussion of issues concerning Union County
- Educated the public on issues of regional concern
- Bridged gaps between various levels of government and between the government and the public
- Coordinated efforts of existing organizations in Union County
- Urged support for changes in state legislation that will benefit the citizens of Union County

Specific topics of concern and interest include:

- Developing a Long-Range Plan for the County
- Development of a County Master Plan for Infrastructure/Transportation
- Resumption of dredging to keep Port Newark/Elizabeth open to commerce
- The Northeast Corridor Connection Project to connect Newark International Airport to existing rail lines
- The Automated People Mover at Newark Airport
- The Newark/Elizabeth Rail Link (NERL)
- The Goethals Bridge Extension
- The Townley Station Project to provide expanded rail service to Union County residents
- Placing the DEPE on the State Budget to improve agency accountability
- Monitoring pending legislation that impacts on Union County in both the Assembly and Senate
- Supporting improved cooperation and coordination among government agencies for economic development and investment in Union County

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity

The Executive Committee devotes its full efforts to provide management and direction to the subcommittees for the development of strategies that will lead to the renewal and revitalization of Union County.

Currently, the Executive Committee's efforts total approximately 15% of the total efforts of The Union County Alliance.

SUBCOMMITTEES

Nominating Subcommittee

- a) Its purpose and nature

It is the function of this subcommittee to submit to the Executive Committee at each annual meeting, or at any other meeting at which Executive Committee action is required, a written report of its selection of nominees for all positions which are to be filled by vote of the Executive Committee. This subcommittee also submits to the Executive Committee, at the annual meeting of the Executive Committee, a written report of its selection of nominees for the Trustees to be elected at the annual meeting of the Executive Committee.

- b) Frequency and duration

The nominating subcommittee will meet at least once a year in order to report its selection to the Executive Committee. It will also meet on an as-needed basis. Meetings normally last about two hours.

- c) How, when, where and by whom it was, is, or will be conducted

The nominating subcommittee is convened by its chairman, who is selected by the Chairman of the Alliance Executive Committee. The Nominating Subcommittee will normally meet during the month prior to the Annual Meeting of the Alliance (in June) and will meet in a location readily accessible in Union County. It is anticipated that this location will be the same as that for regular meetings of the Executive Committee.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity

Each subcommittee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Nominating Subcommittee.

- f) What the activity has accomplished or will accomplish

The Nominating Subcommittee has provided and will provide nominations for positions within the Alliance.

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.

The activities of the Nominating Subcommittee will take approximately five percent of the total time and efforts of the Union County Alliance.

Infrastructure/Transportation Subcommittee

- a) Its purpose and nature

The Infrastructure/Transportation Subcommittee is responsible to the Executive Committee for addressing issues, policies and programs concerning the development, improvement and coordinated utilization of Union County's transportational infrastructure such as the Newark International Airport, the Port of Elizabeth, freight and passenger rail lines and roads and highways.

- b) Frequency and duration

The Infrastructure/Transportation Subcommittee meets at least four times a year, and on an as needed basis if and when a specific issue arises that requires immediate attention.

- c) How, when, where and by whom it was, is, or will be conducted

The Infrastructure/Transportation Subcommittee is convened by its Chairman who is selected by the Chairman of the Alliance Executive Committee. The Subcommittee normally meets on a weekday at a location readily accessible in Union County.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity

Each subcommittee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Infrastructure/Transportation Subcommittee.

- f) What the activity has accomplished or will accomplish

Some of the activities that the Infrastructure/Transportation Committee are actively engaged in include: Light Rail Issues; Dredging of Port Newark/Elizabeth; Newark/Elizabeth Rail Link; Goethals Bridge System Improvement Project; Townley Station Project; Former Staten Island Railroad and Rahway Valley Railroad; Inter-County Coalitions with Route 78 Corridor and Harbor Counties; Chamber of Commerce Transportation

Committee; the Union County Master Plan - Transportation Element; and Light Rail Configuration of Elizabeth Port/"Airport City" Development.

Members of this committee and other committees of the Union County Alliance meet regularly with representatives of various agencies/corporations such as NJ Transit, the Port Authority of New York/ New Jersey, the State Department of Transportation, and others, to insure that the Union County Alliance's plans, goals and objectives for the improvement of the county's infrastructure is consistent with and included in the future strategic planning of those entities.

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.**

The activities of the Infrastructure/Transportation Subcommittee will take approximately ten percent of the total time and efforts of the Union County Alliance.

Environmental Reform Subcommittee

- a) Its purpose and nature

The Environmental Reform Subcommittee shall be responsible to the Executive Committee for encouraging and promoting government environmental policies and programs that are consistent with and conducive to economic growth in Union County and surrounding regions.

- b) Frequency and duration

The Environmental Reform Subcommittee will meet at least four times a year, and on an as need basis if and when a specific issue arises that requires immediate attention.

- c) How, when, where and by whom it was, is, or will be conducted

The Environmental Reform Subcommittee is convened by its Chairman who is selected by the Chairman of the Alliance Executive Committee. The Subcommittee normally meets on a weekday at a location readily accessible in Union County.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity.

Each subcommittee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Environmental Reform Subcommittee.

- f) What the activity has accomplished or will accomplish

The Environmental Reform Committee has worked diligently to develop a list of Broad Principles and Specific Projects that they oversee. These are updated on a regular basis as new environmental issues arise.

BROAD PRINCIPLES (LONG TERM)

1. Environmental policies should support sustainable economic growth in Union County.
2. Retention of manufacturing industry is vital to economic health of the County, and is especially important in providing high-paying jobs to its residents.
3. The Union County Alliance should speak out on NJDEPE or USEPA requirements (policies, regulations, bureaucratic practices, etc.) which harm the economic development of the County.
4. Environmental requirements must be based on facts and good scientific risk comparisons, as well as economic impact.
5. Regulations and policies for New Jersey should not be more stringent than Federal requirements without very unusual circumstances, and even then only after justification through formal rulemaking.
6. The policy of regulation by memorandum and informal and ad hoc procedures should be replaced by appropriate and formal rule making.
7. Communications to news media by the Alliance on environmental issues should counter overzealous emotionalism and be comprehensible to the general public.
8. State, County, and municipal governments should not duplicate regulations, fees or enforcement programs of any higher level of government.
9. Public entities such as the Port Authority and the sewerage authorities must become allies of the Alliance's environmental reform efforts.

SPECIFIC PROJECTS (SHORT TERM)

1. **Port Dredging:**
 - Support efforts of local permittees to obtain permits to keep port facilities open.
 - Work with the Marine Resources Council and the New Jersey Alliance for Action.
 - Organize the neighboring counties to present a united front.
2. **ECRA/ISRA:**

Urge NJDEPE and the Legislature to issue more sensible regulations and cleanup standards, and to correct problems with the ISRA Act.

Other onerous laws that make New Jersey and Union County non-competitive:

Support reform of such good-sounding but bureaucratic and costly laws as:

**Right-to-know Act
Pollution Prevention Act
Clean Water Enforcement Act**

3. Sewage Authorities Issues:

Support both industries and local sewerage authorities in their efforts to obtain practical regulations and permits.

4. NJDEPE Fines and Fees:

Continue to advocate that fines and fees should go into the General Treasury rather than NJDEPE.

5. Joint and several/strict liability:

Support efforts to reform laws that prevent site cleanups and land use.

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.**

The activities of the Environmental Reform Subcommittee will take approximately ten percent of the total time and efforts of the Union County Alliance.

Long Range Planning Subcommittee

- a) Its purpose and nature

The Long Range Planning Subcommittee shall be responsible to the Executive Committee for the development of a long-range strategic plan for the accomplishment of the purposes of the Corporation. The subcommittee interacts with governmental and private sector bodies present in Union County and surrounding regions to access their needs and periodically reports its findings and recommendations to the Executive Committee. The subcommittee is responsible for updating the strategic plan in light of changing circumstances and conditions.

- b) Frequency and duration

The Long Range Planning Subcommittee will meet at least four times a year, and on an as need basis if and when a specific issue arises that requires immediate attention.

- c) How, when, where and by whom it was, is, or will be conducted

The Long Range Planning Subcommittee is convened by its Chairman who is selected by the Chairman of the Alliance Executive Committee. The Subcommittee normally meets on a weekday at a location readily accessible in Union County.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity.

Each subcommittee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Long Range Planning Subcommittee.

- f) What the activity has accomplished or will accomplish

The Long Range Planning Committee, in its role in guiding the development and implementation of a long-range plan for Union County, seeks participation from existing organizations, seeks community input and involvement at various levels, seeks to integrate activities of existing groups that are consistent with long-range planning goals, and communicates its activities to the public.

The Long Range Planning Committee has completed approximately 50% of its action steps toward the development of a strategic plan. They include:

- Establishing a long Range Planning Committee to set objectives and time table
- Performing a situation audit, including historic and current economic profile

This was accomplished by telephone interviews of members of the Alliance. Open ended questions were asked of the respondents, including; What do you think are the major issues in Union County? What do you think are the barriers to correcting those issues? What do you think some of the assets of Union County are? What do you see or would like to see as the role of the Union County Alliance? What role do you think you can or would like to contribute in your involvement with the Alliance? What do you see as the role of the Long-Range Planning Committee? What would you like to see the Long-Range Planning Committee accomplish? What concerns/cautions do you have regarding the future of the Alliance?

The responses to these questions were analyzed, and the overriding themes of the analyses were discussed with two researchers from Rutgers University prior to retaining their services for the preparation of a foundation document for long range planning efforts.

- Performing an environmental scan including demographic trends and projections (See Appendix B attached.)

The Long Range Planning Committee has retained the services of Dr. James Hughes, Associate Dean and Mark Lapping, Dean of the Edward J. Bloustein School of Planning and Public Policy, of Rutgers University to prepare a draft document, a baseline report entitled, "Union County: Economic and Demographic Baselines," which will serve as a foundation for our planning efforts in Union County.

- Developing a process for community involvement and input

The Long Range Planning Committee in conjunction with the Union County Board of Chosen Freeholders held a Roundtable Breakfast Meeting/Discussion, hosted Schering-Plough Corporation, Kenilworth, NJ, to gather input on the Hughes/Lapping Document. Eighty individuals were invited and fifty-seven of the most prominent leaders in the County attended this function. Because of the overwhelming response and success of this meeting, at its follow-up meeting, the Committee decided to replicate the process by holding similar Roundtable Discussions over the summer and fall months to reach a wider audience and gather additional input before finalizing its document. The process of planning approximately eight additional sessions is now in progress.

In addition, the following action steps are currently being implemented:

- Establishing broad goals, including a vision for future 10 years
The input and suggestions from all the Roundtable Discussions will be incorporated into a long-range plan for Union County.
- Defining priority areas for action
- Developing 3-year strategic measurable objectives
- Identifying organizational structure/budget necessary for implementation of strategic objectives

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.

The activities of the Long Range Planning Subcommittee will take approximately fifteen percent of the total time and efforts of the Union County Alliance.

Government Relations Subcommittee - (formerly called Economic Competitiveness Subcommittee)

- a) Its purpose and nature

The Government Relations Subcommittee is responsible to the Executive Committee for addressing the impact of governmental policies, laws and regulations on the business competitiveness of Union County and surrounding areas. The subcommittee is responsible for recommending to the Executive Committee ways in which governmental regulation may be reformed and necessary regulation may be streamlined and harmonized with the goal of promoting economic development through the private sector. The subcommittee also makes recommendations as to governmental tax and fiscal policies that affect Union County's competitiveness and revenue base.

- b) Frequency and duration

The Government Relations Subcommittee will meet every second month and on an as needed basis.

- c) How, when, where and by whom it was, is, or will be conducted

The Government Relations Subcommittee is convened by its Chairman who is selected by the Chairman of the Alliance Executive Committee. The Subcommittee normally meets on a weekday at a location readily accessible in Union County.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity.

Each subcommittee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Government Relations Subcommittee.

f) What the activity has accomplished or will accomplish

The Government Relations Subcommittee is actively involved in issues, usually in the form of pending legislation, that address the impact of governmental policies upon the quality of life in Union County. Some of the legislation both passed and proposed include issues such as:

S-231	Federal regulatory exceedance
A-1521	Fast Track Compliance
A-1630 and	
A-1631	Environmental Opportunity Zones
A-440	Permit Applications
A-864	Sales & Use Tax Exemption/Pollution or Waste Control Equipment
S-212	Disposal of dredged materials
A-587	Expansion of waterway locations requiring licensed pilots
A-1420	Board of Regulatory Commissioners Promotion of Economic Development
A-862	New Jersey Foreign Trade Zone Incentive Act
S-235	New Jersey Business and Economic Development Act
S-234	Small Business Relief from certain environmental regulations

g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.

The activities of the Government Relations Subcommittee will take approximately ten percent of the total time and efforts of the Union County Alliance.

Education Workforce Subcommittee

- a) Its purpose and nature

The Education Workforce Subcommittee is responsible to the Executive Committee for recommending and promoting ways in which public funds for education can be most effectively and efficiently spent to train and educate the citizens of Union County and surrounding regions. The subcommittee works with private and public educators and with industry to identify the education and skills that are needed by a modern Union County workforce to meet the challenges of a competitive global economy.

- b) Frequency and duration

This subcommittee has not yet been convened. It is anticipated that it will be convened within three months. Then, four times a year and as needed.

- c) How, when, where and by whom it was, is, or will be conducted

The Education Workforce Subcommittee will be convened by its Chairman who is selected by the Chairman of the Alliance Executive Committee. The Subcommittee will meet on a weekday at a location readily accessible in Union County.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity.

Each subcommittee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Education Workforce Subcommittee.

- f) What the activity has accomplished or will accomplish

The activity of the Education Workforce Subcommittee is intended to promote educational programs and practices in Union County that meet the rapidly changing needs of Union County employers in a global workplace. This will be achieved by better coordination of public and private education providers in Union County, with State workforce programs, and with anticipated opportunities in the private sector (as identified in the County's Long Range Plan).

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.

The subcommittee has not yet been convened. When it is, it is anticipated that 10% of the total time and effort of the organization will be devoted to carrying out the subcommittee's objectives.

Human Services Subcommittee

- a) Its purpose and nature

The Human Services Subcommittee is responsible to the Executive Committee for such affairs of the Corporation as involve social services such as family counseling, immigration assistance, drug and alcohol abuse programs and projects and similar services to citizens of Union County and surrounding regions. The subcommittee is responsible for recommending to the Executive Committee the manner in which the welfare and unemployment insurance and compensation programs as administered in Union County and elsewhere may be reformed. The subcommittee acts as liaison between the Executive Committee and public and private social service organizations.

- b) Frequency and duration

This subcommittee has not yet been convened. It is anticipated that it will be convened within three months. Then, four times a year and as needed.

- c) How, when, where and by whom it was, is, or will be conducted

The Human Services Subcommittee will be convened by its Chairman who is selected by the Chairman of the Alliance Executive Committee. The Subcommittee will meet on a weekday at a location readily accessible in Union County.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity.

Each subcommittee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Human Services Subcommittee.

- f) What the activity has accomplished or will accomplish

The activity of the Human Services Subcommittee is intended to promote stronger and more responsive human service programs and practices in Union County during a period of regional economic dislocation and greater need by populations that require support services in areas such as health, housing, and family services. This will be achieved by identifying agencies for improved coordination by service providers and by advocating targeted State support for areas that require special support.

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.

The subcommittee has not yet been convened. When it is, it is anticipated that 10% of the total time and effort of the organization will be devoted to carrying out the subcommittee's objectives.

Cultural Affairs Subcommittee

- a) Its purpose and nature

The Cultural Affairs Subcommittee is responsible to the Executive Committee for promoting and encouraging the expansion of the arts in Union County and surrounding regions.

- b) Frequency and duration

This subcommittee has not yet been convened. It is anticipated that it will be convened within three months. Then, four times a year and as needed.

- c) How, when, where and by whom it was, is, or will be conducted

The Cultural Affairs Subcommittee will be convened by its Chairman who is selected by the Chairman of the Alliance Executive Committee. The Subcommittee will meet on a weekday at a location readily accessible in Union County.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity.

Each subcommittee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Cultural Affairs Subcommittee.

- f) What the activity has accomplished or will accomplish

The Cultural Affairs Subcommittee is intended to promote stronger and more expanded cultural programs to the citizens of Union County by working with the Union County Arts Center for this purpose. The Cultural Affairs Subcommittee will plan and advocate for greater levels of public and private support for the Union County Arts Center, a private non-profit organization, which has undertaken the conversion and preservation of a major arts and theater facility in Union County.

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.

The subcommittee has not yet been convened. When it is, it is anticipated that 10% of the total time and effort of the organization will be devoted to carrying out the subcommittee's objectives.

Communications/Public Relations Subcommittee

- a) Its purpose and nature

The Communications/Public Relations Subcommittee is responsible to the Executive Committee for promoting the Corporation and for organizing the publicity affairs of the Corporation. The subcommittee interacts with the Executive Committee and all subcommittees for purposes of gathering information and disseminating the same to the Executive Committee, the members, the press and the general public.

- b) Frequency and duration

The Communications/Public Relations Subcommittee meets at least four times a year, and on an as needed basis if and when a specific issue arises that requires immediate attention.

- c) How, when, where and by whom it was, is, or will be conducted

The Communications/Public Relations Subcommittee is convened by its Chairman who is selected by the Chairman of the Alliance Executive Committee. The Subcommittee normally meets on a weekday at a location readily accessible in Union County.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity.

Each subcommittee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Communications/Public Relations Subcommittee.

- f) What the activity has accomplished or will accomplish

The Communications/Public Relations Subcommittee has and will promote public awareness of Alliance objectives, activities, and achievements by identifying and monitoring a public relations program for the Alliance. The subcommittee focuses on public meetings of the Alliance to communicate its objectives and on press coverage of its activities. See attachments of press clippings.

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.

The activities of the Communications/Public Relations Subcommittee will take approximately five percent of the total time and efforts of the Union County Alliance.

Audit Subcommittee

- a) Its purpose and nature

The Audit Subcommittee, if and when created and authorized by resolution of the Executive Committee, shall be responsible to the Executive Committee for monitoring the financial integrity of the Corporation. This includes reviewing and monitoring the Corporation's system of internal controls. The subcommittee shall select and recommend to the Executive Committee independent accountants to be engaged as outside auditors, shall establish the audit scope and shall review the financial information on a timely basis.

Both management and the independent accountants will report significant findings or events to the subcommittee at each meeting, or to the Chairman. The subcommittee will conduct related activities as deemed appropriate by them in discharging their responsibilities.

- b) Frequency and duration

The subcommittee will meet upon the call of the Chairman but no less than one time each year. Minutes of each meeting will be kept and submitted to the Executive Committee through the Secretary at the next regular meeting of the Executive Committee.

- c) How, when, where and by whom it was, is, or will be conducted

The Audit Subcommittee is convened by its Chairman who is selected by the Chairman of the Alliance Executive Committee. The Subcommittee normally meets on a weekday at a location readily accessible in Union County.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity.

Each subcommittee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Audit Subcommittee.

- f) What the activity has accomplished or will accomplish

The Audit Subcommittee is intended to ensure the financial integrity of the Alliance by establishing a system of internal controls and monitoring their effectiveness on a regular basis.

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.

The activities of the Audit Subcommittee will take approximately five percent of the total time and efforts of the Union County Alliance.

Finance Subcommittee

a) Its purpose and nature

If and when created and authorized by resolution of the Executive Committee, the Finance Subcommittee shall be responsible for the development of an annual budget of income and expenses of the Corporation and shall submit the proposed budget to the Executive Committee for consideration and adoption. The subcommittee shall examine the Corporation's financial reports and ascertain and report to the Executive Committee the causes of variation therein from the budget and appraise the Corporation's operating performance. The subcommittee shall regulate the expenses of the Corporation in line with the budgeted income. The subcommittee shall make available in auditable form accounts of all appropriations and expenditures not included in the Budget. The subcommittee shall supervise the custody, management, investment and reinvestment of all funds and securities of the corporation, restricted and non-restricted. The subcommittee shall initiate the investment of these funds in the interests of the Corporation and shall report on the performance of the Corporation's investments at regular meetings of the Executive Committee. The subcommittee shall be responsible for making recommendations regarding annual personnel budgets, salaries and fringe benefits. The subcommittee shall also have the responsibility to review any pension plan or other forms of employment benefit, retirement or deferred compensation plans, as may be maintained by the Corporation periodically and then recommend such changes or additions as may be necessary to comply with the applicable laws, rules and regulations and shall serve as the administrative authority for the operation of any pension plans or programs. The subcommittee shall determine the financial feasibility of corporate projects, acts and undertakings referred to it by the Executive Committee. The subcommittee shall also consider the feasibility and the method of financing of all short and long term capital expenditures.

b) Frequency and duration

The Finance Subcommittee meets at least four times a year, and on an as needed basis if and when a specific issue arises that requires immediate attention.

- c) How, when, where and by whom it was, is, or will be conducted

The Finance Subcommittee is convened by its Chairman who is selected by the Chairman of the Alliance Executive Committee. The Subcommittee normally meets on a weekday at a location readily accessible in Union County.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity.

Each subcommittee of the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. The County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Finance Subcommittee.

- f) What the activity has accomplished or will accomplish

The Finance Subcommittee is intended to ensure that the Alliance develops a budget that will enable it to achieve the major goals and objectives of the organization and that its sources of income are adequate to meet its projected expenditures.

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.

The activities of the Finance Subcommittee will take approximately five percent of the total time and efforts of the Union County Alliance.

Special Committees and Task Forces:

Purpose and Nature - In General:

Additional and special subcommittees and taskforces may be appointed by the Chairman or the Executive Committee, for such purposes as the Chairman or the Executive Committee shall consider it in the best interests of the Corporation or for the purposes of complying with any state or Federal law. Each additional and special subcommittee or taskforce shall limit its activities to the accomplishment of the purposes for which it is appointed and shall be advisory and have no power to act nor to bind the Corporation. On completion of the purpose for which appointed, a special subcommittee or taskforce shall stand discharged.

Task Force on Port Resources

a) Its purpose and nature

The Task Force on Port Resources has been established to ensure that Port Newark-Elizabeth functions in a manner that supports the goals of the Union County Alliance to revitalize the County and improve the quality of life. The Port is a key component of the region's transportation infrastructure and issues dealing with the Port are an essential component of the Alliance's Long Range Plan. These issues include integration of the Port with adjacent Newark International Airport, U.S. Foreign Trade Zone #49, the region's rail and roadway system, and most currently, the requirement to resume dredging of Port channels in order to keep the Port open to commerce.

b) Frequency and duration

The Task Force on Port Resources meets at least four times a year, and on an as needed basis if and when a specific issue arises that requires immediate attention.

c) How, when, where and by whom it was, is, or will be conducted

The Chairman and membership of this task force is appointed by the Chairman of the Alliance Executive Committee upon the recommendation of the Chairman of the Environmental Reform Committee. The Task Force on Port Resources normally meets on a weekday at a location accessible in Union County.

- d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity.

Each special committee or taskforce the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. Special Committees and/or Taskforces may also include those individuals who have been designated as having a particular specialty or expertise in the field of concern and whose expertise will aid in the accomplishment of the goals of the special committee or taskforce. Once again, the County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Task Force on Port Resources.

- f) What the activity has accomplished or will accomplish

The Task Force on Port Resources has developed a strategic plan to ensure that the Port remains open to commerce by identifying actions that will encourage the resumption of Port dredging. This strategy includes working with state organizations, Federal, State, and local officials, and Union County organizations that are represented in the Alliance (such as academic institutions, civic organizations, labor groups, and business organizations). The strategy, which is currently being implemented includes major public relations, technical, and legal components. The development of this broad coalition has markedly increased the likelihood that the Port will remain open and that an estimated 180,000 regional jobs will be preserved.

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.

The activities of the Task Force on Port Resources will take approximately ten percent of the total time and efforts of the Union County Alliance.

Task Force on the Staten Island Bridges System

a) Its purpose and nature

The Task Force on the Staten Island Bridges System has been established to ensure that the planned expansion of bridge links between Staten Island and New Jersey via the Port Authority-owned Goethals Bridge be achieved in a manner that will serve the interests of the citizens who reside in Union County. Major expansion of the Goethals Bridge, one of the major bridge links in the New York-New Jersey metropolitan region, will have a significant impact on the traffic patterns of Union County because one end of the bridge is located within the County. The Port Authority of New York and New Jersey has requested that the Union County Alliance serve as the lead organization within the County to coordinate local planning with the Authority.

b) Frequency and duration

The Task Force on the Staten Island Bridges System meets at least four times a year, and on an as needed basis if and when a specific issue arises that requires immediate attention.

c) How, when, where and by whom it was, is, or will be conducted

The Chairman and membership of this Task Force is appointed by the Chairman of the Executive Committee upon the recommendation of the Chairman of the Infrastructure/Transportation Subcommittee. The Task Force normally meets on a weekday at a location accessible in Union County.

d) The requirements a person or organization must meet in order to participate in or receive benefit from the activity.

Each special committee or taskforce the Union County Alliance is comprised of individuals who live or work in the County and are leaders in their respective fields including business, government, civic, labor and academic. Special Committees and/or Taskforces may also include those individuals who have been designated as having a particular specialty or expertise in the field of concern and whose expertise will aid in the accomplishment of the goals of the special committee or taskforce. Once again, the County of Union is the beneficiary of all activities of the Union County Alliance.

- e) The amounts of any charges or fees and the basis for the amount.

No charges or fees will be incurred by or provided to members of the Task Force on the Staten Island Bridges System.

- f) What the activity has accomplished or will accomplish

The Task Force has met formally with representatives of the Port Authority to establish a format for regular consultation and discussion of plans. Major concerns raised by the Alliance have been identified in testimony provided to the Port Authority and to the Army Corps of Engineers. The Alliance will be coordinating communications from local municipalities and the County of Union with Port Authority representatives as the bridge expansion project proceeds.

- g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.

The activities of the Task Force on the Staten Island Bridges System will take approximately five percent of the total time and efforts of the Union County Alliance.

PART II

If the organization pays, has paid or will pay compensation to or on behalf of persons who are officers, directors, or trustees or members of their families, or any other individual who is, or will be employed by your organization, submit the following:

Should the organization substantially expand its range of activities at a future date, the organization may consider payment to a chief operating officer and such other employees (not officers of the corporation) who may assist the chief operating officer in achieving the goals of the corporation. However, the organization has not paid, nor are there current plans to pay, compensation to or on behalf of persons who are officers, directors or trustees or members of their families, or any other individual who is, or will be employed by the organization.

6/29/94

LINDABURY, MCCORMICK & ESTABROOK

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

53 CARDINAL DRIVE

P.O. BOX 2369

WESTFIELD, NEW JERSEY 07091-2369

(908) 233-6800

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DONALD F. NICOLAI
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BRUCE P. OGDEN
JAMES K. ESTABROOK
JAMES D. DE ROSE
BARRY J. DONOHUE
ROBERT S. BURNLEY
DAVID R. MERCE
JAY LAVROFF

MARLENE BROWNE BERG
ROBERT W. ANDERSON
RAYMOND A. GRIMES
JOSEPH C. WOOD
RICHARD J. CINO
DINA C. KUGEL
TIMOTHY D. LYONS
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LISA A. FREIDENRICH
KURT D. OLENDER

ROBERT S. SCHWARTZ/
COUNSEL

FRANCIS X. MCCORMICK
ROBERT M. READ
OF COUNSEL

JOSEPH S. LINDABURY
(1908-1984)

April 18, 1994

Internal Revenue Service
EP/EO Division
P. O. Box 17010
Baltimore, Maryland 21203

Dear Sir or Madam:

The Union County Alliance, Inc., a New Jersey non-profit corporation, respectfully requests exemption from Federal taxation under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

In furtherance of its request for tax-exempt status, the Alliance encloses the following documentation in duplicate:

1. Form 2848, authorizing the undersigned and another to represent the Alliance;
2. Form 8718, User Fee For Exempt Organization Determination Letter, accompanied by a check payable to the IRS in the amount of \$465.00;
3. Form 1024, Application For Recognition of Exemption Under Section 501(a), etc., pursuant to which tax-exempt status is claimed under Section 501(c)(4) of the Internal Revenue Code;
4. Copy of Certificate of Incorporation and By-Laws of the Alliance.

If you require any additional information, please contact the undersigned at (908) 233-6800. In the event you will be unable to issue a favorable determination, the privilege of a conference is respectfully requested.

Very truly yours,

LINDABURY, MCCORMICK & ESTABROOK


Robert S. Schwartz

RSS:ls/RS236

Encl.

cc: K. L. Estabrook, Esq. - Chairman (w/o encl.)
Dr. Henry J. Ross - President (w/o encl.)



THE Mission of the Alliance

The focus of the Union County Alliance is to coordinate effective action for the recovery and progress of our county. The Alliance will do so by:

Providing vigorous support for the efforts of existing organizations which are consistent with the purposes of the Alliance

Acting aggressively to achieve objectives of benefit to the County that are not clearly within the jurisdiction of any single group

Working with existing groups to design and implement a long-range plan for the revitalization of Union County

**THE
UNION COUNTY
ALLIANCE**



A Coalition for Action

The Union County Alliance
c/o Kean College of New Jersey
PO Box 411
Union, NJ 07083-0411

Please
place
stamp
here

The Union County Alliance
c/o Kean College of New Jersey
PO Box 411
Union, NJ 07083-0411
(908) 527-2944

Introducing . . .



THE UNION COUNTY ALLIANCE
A Coalition for Action

All organizations in Union County need to join together in a common effort to revitalize the county's economic base and quality of life. The Union County Alliance will accomplish this by serving as a coalition with a shared, long-range vision of the county's major needs and priorities.

Current trends (flight of industry, loss of high-wage jobs, deterioration of the revenue base, reduced educational attainment, decline in the quality of life) impose unacceptable costs on all areas of the county. The price of continued inaction ensures that these conditions will inevitably worsen.

Responding to these concerns, a group of top business, labor, government, civic and academic leaders has established the Union County Alliance, a consortium designed to exercise "informed influence" on key economic and quality of life issues facing the county.

The new consortium is a coalition of existing organizations committed to the best interests of Union County.

The coalition will strengthen teamwork and cooperation among organizations already working to improve the county's economic base and quality of life.

The coalition will comprise the county's leaders in business, finance, government, labor, housing, education, culture and the arts.

No one can shape the future of Union County alone - not the state, not the county, not the municipalities, not the private sector. Strengthening the economic base of the county and improving the quality of life requires all levels of government and the private sector to cooperate in building a better future for Union County.

Blue Ribbon Advisory Committee

*Alan Augustine
NJ Assembly, 22nd District*

*Richard Bagger
NJ Assembly, 22nd District*

Neil Boyle

President, Elizabeth Building Trades Association

*President, Summit Bancorporation
Robert Cox*

*President, Summit Bancorporation
David A. Fietler*

*President, Elizabeth General Medical Center
Anne Evans Gibbons*

*President, Elberton Development Company
Elsa Gomez*

*President, Kean College of New Jersey
Cerald Green*

*NJ Assembly, 17th District
Robert Kenny*

*President, Elizabeth/Kean Gas Company
Andrew Routolo*

*Union County Prosecutor
Douglas Walton*

*President, CBA-CECY
George Albanese*

*Alman Management Group
Ann Barran*

*Union County Manager
Neil Boyle*

*Elizabeth Building Trades Association
Mauro Cicchitto*

*Union County Government
Joseph Coleman*

*Coleman and Pellet
Kenneth Estrabrook, Esq.*

*Lindabury, McCormick & Estrabrook
Robert Kenny*

*Elizabeth/Kean Gas Company
Frank H. Lehr*

*Union County Freeholder
Albert McWilliams*

*Plainfield Development Corp.
Dell Raudelunas*

*United Way of Union County
Henry Ross*

*Kean College of New Jersey
Charles Sales*

*Union County Chamber of Commerce
A. Wayne Tamarelli*

*Chemical Industry Council of New Jersey
Maureen Tinen*

*Union County Economic Development Corp.
Ed Zamock*

Union County Central Labor Council

I would like to participate in The Union County Alliance.

Name

Title

Organization

Address

Phone Number

Fax Number

My special interest is:

ALLIANCE UPDATE

A report on the progress of The Union County Alliance

*Prepared especially for the New Jersey Chamber of Commerce
"Annual Train Trip and 56th Congressional Dinner."*

February 1994

Who We Are ...

The Union County Alliance, a coalition for action, was formally inaugurated in June 1993. Its mission is twofold - to fight for the survival and recovery of Union County and to formulate a long-range vision of the County's major needs and priorities. Leading political, business, civic, academic and labor leaders have joined forces as a result of the current trends (flight of industry, loss of high wage jobs, deterioration of the revenue base, reduced educational attainment, and decline in the quality of life) that have imposed unacceptable costs on all parts of Union County.

It has become crystal clear to those of us who live or work in Union County that continued inaction guarantees that these conditions will inevitably worsen. This is why major organizations and groups within the County decided to strengthen teamwork and cooperation.

Through the Alliance, Union County has committed itself to developing an economic development plan and we consider ourselves uniquely positioned to participate with others throughout the State in partnerships for economic renewal.

FOR MORE INFORMATION CONTACT
THE UNION COUNTY ALLIANCE
(908) 527-2944
PO BOX 411
UNION, NJ 07083

HONORARY CO-CHAIRS

Senator Donald T. DiFrancesco
Senator Raymond D. Lesniak

ALLIANCE CHAIRMAN

Kenneth Estabrook

STANDING COMMITTEE CHAIRPERSONS

Long Range Planning

Dell Raudelunas

Infrastructure/Transportation

Mauro Checchio

Economic Competitiveness

Charles Mancuso

Environmental Reform

Wayne Tamarelli

Communications/Public Relations

Joseph Coleman

Education and Workforce Readiness

Fran Sabatino

Human Services

Frank Guzzo

Nominating

Ted Brickley

Cultural

Alan Gardiner
Robert Taylor

EXECUTIVE DIRECTOR

Henry Ross

What We Are Doing ...

The Union County Alliance, in partnership with Union County government, led by County Manager Ann Baran and Freemaker Chairman Frank Lehr, will be sponsoring a countywide symposium at the end of April. A full report of our progress to date will be presented at that time.

An immediate short term goal of the Alliance is the development and implementation of a comprehensive strategic plan for the future of Union County. This plan will focus on jobs and taxes as key elements in a strategy to improve the business climate and the quality of life.

Ensuring that the county receives its fair share of dollars for investment in the infrastructure, helping businesses take advantage of emerging regional opportunities, expanding support for more aggressive and comprehensive development efforts, and creating new opportunities by expanding enterprise zones are just a few strategies that are on the table.

TRANSPORTATION/ INFRASTRUCTURE

Guiding the development of an emerging transportation/infrastructure master plan is critical. The Alliance is actively involved in several projects including:

(see What We Are Doing - on back page)

What We Are Doing...

continued from front page

NORTHEAST CORRIDOR CONNECTION PROJECT

Union County officials have challenged the FAA to dramatically expand the economic impact of this project by amending the original design. We proposed that a connection be established between the Raritan Valley Line and Newark International Airport. This connection would provide direct rail access to the State's only international airport to citizens from Hunterdon, Somerset, and Union counties. The connection would help business and industry comply with the mandates of the Clean Air Act and would contribute to the State's economic development.

AUTOMATED PEOPLE MOVER

The City of Elizabeth has recommended that the APM be extended into the industrial sector of the City to serve several key development sites. An additional station stop is also recommended. Union County officials agree that such an extension would create major development opportunities for the City of Elizabeth, our county seat and largest urban center.

NEWARK/ELIZABETH RAIL LINK (NERL)

Union County officials have recommended that this line be studied for extension westward. This would provide rail access to the airport for residents in the western portion of the county. It would also provide job opportunities for one of our major urban population centers - Plainfield.

GOETHALS BRIDGE EXTENSION

The expansion of the Goethals bridge is key to the economic well-being of the region due to its pivotal role in our goods-movement transportation network.

TOWNLEY STATION PROJECT

There is a strong consensus that a rail station on the Raritan Valley Line at Townley is highly desirable for several reasons. A station in this location would meet the mandates of the Clean Air Act, encouraging the use of rail transit in an effort to decrease vehicular traffic while increasing convenience for both employees in the neighboring industries and students at Kean College. It would meet the requirements for ISTEAFunding, and ties in nicely to an emerging master plan for transportation in the County.

ENVIRONMENTAL

PLACING THE DEPE ON STATE BUDGET

A goal of the *Union County Alliance* is to work vigorously to fully place the New Jersey Department of Environmental Protection and Energy on the State budget. While the *Alliance* believes DEPE should be funded by State appropriations at a level commensurate with achieving the State's environmental goals, to strengthen legislative oversight and accountability it is essential that all funds collected from DEPE fees, permits, and penalties be returned to the State's General Fund.

DREDGING OF PORT ELIZABETH/NEWARK

The *Alliance* has undertaken a collaborative effort to ensure that Port Elizabeth-Port Newark is not shut down as a result of moratoriums imposed on ocean dumping of dredged materials. It has petitioned the new governor to take a leading role and work with the State's forty industrial permit holders, maritime interests, and affected municipalities and counties to ensure the preservation of vital port resources.

PORT AUTHORITY OF NY & NJ

The *Alliance* is working with the Port Authority to ensure that Union County has real and early involvement in the infrastructure planning process, thereby providing an effective voice in the development of projects which will contribute to the revitalization of the region as part of the global marketplace economy.

SUMMARY

By lobbying for changes in state legislation, advocating regional interests, educating the public on issues of regional concern, providing a neutral forum for special interest groups, bridging gaps among various levels of government and between the government and the public, and coordinating efforts of existing organizations, the *Union County Alliance* will increase opportunities for growth and revitalization of the area.

Prepared by:

Denise Gallaro and Joanne Morris

Form **8718**
(Rev. May 1993)

Department of the Treasury
Internal Revenue Service

**User Fee for Exempt Organization
Determination Letter Request**

▶ Attach this form to determination letter application.
(Form 8718 is NOT a determination letter application.)

For IRS Use Only

Control number 97833
Amount paid 465.00
User fee screen 82 (11)

1 Name of organization

The Union County Alliance, Inc.

Caution: Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

2 Type of request.

Fee

- a Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years, or
 - A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years.
- \$150

Note: If you checked box 2a, you must complete the Certification below.

Certification. Complete if you checked box 2a above.

I certify that the annual gross receipts of _____
name of organization

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶

Title ▶

- b Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years, or
 - A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years.
- Application postmarked before July 1, 1993 \$ 375
- Application postmarked after June 30, 1993 \$ 465
- c Private foundation that has completed a section 507 termination and seeks a determination letter that it is now a public charity. \$ 200
- d Group exemption letters \$ 500

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed in item 2 above.

Check the box in item 2 for the type of application you are submitting. If you check box 2a, you must complete and sign the certification statement that appears under line 2a.

Attach to Form 8718 a check or money order payable to the Internal Revenue Service for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

To avoid delays, send the determination letter application and

Form 8718 to the applicable IRS address shown below. Use the address below even if a different address appears in another form or publication.

If the organization is in:

Send fee and request for determination letter to:

Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, Vermont

Internal Revenue Service
EP/EO Division
P. O. Box 1680, GPO
Brooklyn, NY 11202

Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, Virginia, any U.S. possession or foreign country

Internal Revenue Service
EP/EO Division
P. O. Box 17010
Baltimore, MD 21203

Indiana, Kentucky, Michigan, Ohio, West Virginia

Internal Revenue Service
EP/EO Division
P. O. Box 3159
Cincinnati, OH 45201

Arizona, Colorado, Kansas, Oklahoma, New Mexico, Texas, Utah, Wyoming

Internal Revenue Service
EP/EO Division
Mail Code 4950 DAL
1100 Commerce Street
Dallas, TX 75242

Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee

Internal Revenue Service
EP/EO Division
P.O. Box 941
Atlanta, GA 30370

Alaska, California, Hawaii, Idaho, Nevada, Oregon, Washington

Internal Revenue Service
EO Application
EP/EO Division
McCaslin Industrial Park
2 Cupena Circle
Monterey Park, CA
91754-7406

Illinois, Iowa, Minnesota, Missouri, Montana, Nebraska, North Dakota, South Dakota, Wisconsin


Internal Revenue Service
EP/EO Division
230 S. Dearborn
DPN 20-5
Chicago, IL 60604

Attach Check or Money Order Here

- 7 Notices and Communications.**—Notices and other written communications will be sent to the first representative listed in line 2.
- a** If you also want the second representative listed to receive such notices and communications, check this box
- b** If you do not want any notices or communications sent to your representative, check this box
- 8 Retention/Revocation of Prior Power(s) of Attorney.**—The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here.
- 9 Signature of Taxpayer(s).**—If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner/person, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

▶ IF THIS POWER OF ATTORNEY IS NOT SIGNED AND DATED, IT WILL BE RETURNED.

Signature:  Date: 4/13/94 Title: Chairman

Print Name: Kenneth L. Estabrook, Esq. Title (if applicable):

Signature: _____ Date: _____ Title (if applicable): _____

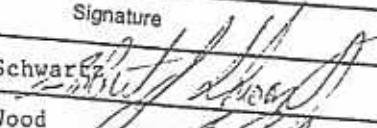
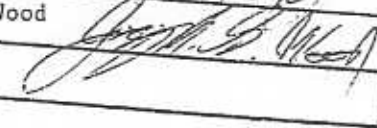
Print Name: _____

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a** Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b** Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c** Enrolled Agent—enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d** Officer—a bona fide officer of the taxpayer organization.
 - e** Full-Time Employee—a full-time employee of the taxpayer.
 - f** Family Member—a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g** Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d)(1) of Treasury Department Circular No. 230).
 - h** Unenrolled Return Preparer—an unenrolled return preparer under section 10.7(a)(7) of Treasury Department Circular No. 230.

▶ If this declaration of representative is not signed and dated, the power of attorney will be returned.

Designation —Insert above letter (a-h)	Jurisdiction (state) or Enrollment Card No.	Signature	Date
a	NJ	Robert S. Schwartz 	4/13/94
a	NJ	Joseph G. Wood 	4/13/94

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
31 HOPKINS PLAZA
BALTIMORE, MD 21201

DEPARTMENT OF THE TREASURY

Date: 11/11/81

THE UNION COUNTY ALLIANCE INC
C/O LINDABURY, MCCORMICK &
ESATBROOK
53 CARDINAL DRIVE PO BOX 2369
HESTFIELD, NJ 07091

Employer Identification Number:
22-3283555
Case Number:
524125010
Contact Person:
T FARR
Contact Telephone Number:
(410) 962-9431

Internal Revenue Code
Section 501(c)(4)
Accounting Period Ending:
December 31
Form 990 Required:
yes
Addendum Applies:
yes

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c) of the Internal Revenue Code as an organization described in the section indicated above.

Unless specifically exempted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$100 or more during a calendar year. And, unless exempted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$10 a day is charged when a return is filed later unless there is reasonable cause for

Letter 946 (10/80)

THE UNION COUNTY ALLIANCE INC

the delay. However, the maximum penalty charged cannot exceed \$5,000 or 5 percent of your gross receipts for the year, whichever is less. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

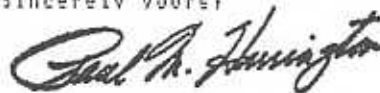
If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



District Director

Enclosure:
Addendum

THE UNION COUNTY ALLIANCE INC

You are required to make available for public inspection a copy of your exemption application, and supporting documents, and this exemption letter. If you are required to file an annual information return, you are also required to make a copy of the return available for public inspection for three years after the return is due. Failure to make these documents available for public inspection may subject you to a penalty of \$10 per day for each day there is a failure to comply (up to a maximum of \$5,000 in the case of an annual return). See Internal Revenue Service Notice 88-120, 1988-2 C.B. 454, for additional information.

Contributions to your organization are not deductible by donors under section 170(c)(2) of the Code.

Under section 513, any fund-raising solicitation (including a solicitation for membership dues payment) you make must include an express statement in a conspicuous and easily recognizable format that contributions and gifts are not deductible as charitable contributions for federal income tax purposes. This express statement does not apply, however, if your annual gross receipts are normally \$100,000 or less, or if your solicitations are made to no more than ten persons during a calendar year. The law provides penalties for failure to comply with this requirement, unless the failure is due to reasonable cause. See Internal Revenue Service Notice 88-120, 1988-2 C.B. 454, for additional information.