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UNITY BANCORP INC /DE/
Form DEF 14A
April 19, 2001

SCHEDULE 14A

INFORMATION PROXY STATEMENT PURSUANT TO SECTION 14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Definitive Proxy Statement
 Definitive Additional Materials

Soliciting Material Pursuant to ss.240.14a-11(c) or ss.240.14a-12

UNITY BANCORP, INC.

(Exact name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fees paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

(4) Date Filed:

UNITY BANCORP, INC.
64 OLD HIGHWAY 22
CLINTON, NEW JERSEY 08809

April 20, 2001

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders (the "Annual Meeting") of Unity Bancorp, Inc. (the "Company") to be held on May 24, 2001 at 10:00 a.m. at the Holiday Inn Select of Clinton, 111 State Highway 173, Clinton, New Jersey.

At the Annual Meeting, stockholders will be asked to elect one member to the Board of Directors.

The Board of Directors of the Company believes that the election of its nominee to the Board of Directors is in the best interests of the Company and its stockholders, and unanimously recommends that you vote "FOR" the Board's nominee.

YOUR COOPERATION IS APPRECIATED SINCE A MAJORITY OF THE COMMON STOCK MUST BE REPRESENTED, EITHER IN PERSON OR BY PROXY, TO CONSTITUTE A QUORUM FOR THE CONDUCT OF BUSINESS. WHETHER OR NOT YOU EXPECT TO ATTEND, PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD PROMPTLY IN THE POSTAGE-PAID ENVELOPE PROVIDED SO THAT YOUR SHARES WILL BE REPRESENTED. IN ADDITION, PLEASE BE KIND ENOUGH TO NOTE ON THE PROXY CARD WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE ANNUAL MEETING.

On behalf of the Board of Directors and all of the employees of the Company, I thank you for your continued interest and support.

Sincerely yours,

DAVID DALLAS
Chairman of the Board

UNITY BANCORP, INC.
64 OLD HIGHWAY 22
CLINTON, NEW JERSEY 08809

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 24, 2001

Notice is hereby given that the 2001 Annual Meeting of Stockholders (the

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"Annual Meeting") of Unity Bancorp, Inc. (the "Company") will be held at the Holiday Inn Select of Clinton, 111 State Highway 173, Clinton, New Jersey, May 24, 2001 at 10:00 a.m. for the purpose of considering and voting upon the following matters:

1. The election of Allen Tucker to serve as a director of the Company for a term of three years and until his successor is elected and duly qualified; and
2. Such other business as may properly come before the Annual Meeting and at any adjournments thereof, including whether or not to adjourn the meeting.

Stockholders of record at the close of business on April 19, 2001 are entitled to notice of, and to vote at, the Annual Meeting.

All stockholders are cordially invited to attend the Annual Meeting. Whether or not you contemplate attending the Annual Meeting, please execute the enclosed proxy and return it to the Company. You may revoke your proxy at any time prior to the exercise of the proxy by delivering to the Company a later-dated proxy or by delivering a written notice of revocation to the Company. A return envelope, which requires no postage if mailed in the United States, is enclosed for your convenience.

By Order of the Board of Directors

DAVID DALLAS
Chairman of the Board

April 20, 2001
Clinton, New Jersey

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UNITY BANCORP, INC.
64 OLD HIGHWAY 22
CLINTON, NEW JERSEY 08809

PROXY STATEMENT
ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 24, 2001

SOLICITATION, VOTING AND REVOCABILITY OF PROXIES

This Proxy Statement and the accompanying Notice of Annual Meeting of Stockholders are being furnished to the stockholders of Unity Bancorp, Inc. (the "Company") in connection with the solicitation by the Board of Directors of the Company of proxies to be used at the annual meeting of stockholders (the "Annual Meeting") to be held at the Holiday Inn Select of Clinton, 111 State Highway 173, Clinton, New Jersey, on May 24, 2001, at 10:00 a.m. New Jersey time, and at any adjournments thereof. These proxy materials are first being mailed on or about April 20, 2001, to holders of record on April 19, 2001 (the "Record Date") of the Company's common stock, no par value (the "Common Stock").

A stockholder may revoke a proxy at any time before the proxy is voted by

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written notice to the Secretary of the Company, by submission of another proxy bearing a later date, or by appearing and voting in person at the Annual Meeting. The mere presence at the Annual Meeting of the stockholder appointing the proxy will not revoke the appointment. If not revoked, the proxy will be voted at the Annual Meeting in accordance with the instructions indicated on the proxy by the stockholder, or, if no instructions are indicated, all shares represented by valid proxies received pursuant to this solicitation (and not revoked before they are voted) will be voted "FOR" the election of the Board's nominee for director named in this Proxy Statement. As to any other matter of business that may be brought before the Annual Meeting, all shares represented by valid proxies will be voted in accordance with the judgment of the person or persons voting the same.

All expenses of the Company in connection with the solicitation on behalf of the Board of Directors will be borne by the Company. Proxies may also be solicited personally or by mail or telephone by directors, officers and other employees of the Company and the Bank, without additional compensation therefor. The Company will also request persons, firms and corporations holding shares in their names, or in the name of their nominees, which are beneficially owned by others, to send proxy materials to and obtain proxies from such beneficial owners, and will reimburse those holders for their reasonable expenses in doing so.

Holders of record of Common Stock at the close of business on the Record Date are entitled to receive notice of, and will be entitled to vote at, the Annual Meeting. At the close of business on the Record Date, the Company had 3,706,708 shares of Common Stock issued and outstanding. Each share of Common Stock entitles the holder thereof to one vote on all matters that may come before the Annual Meeting.

As to the election of directors, the proxy card being provided enables a stockholder to vote "FOR" the election of the nominee proposed by the Board of Directors, or to "WITHHOLD AUTHORITY" to vote for the nominee being proposed. Under the Company's Bylaws, directors are elected by a plurality of votes cast.

The Board of Directors knows of no matters, other than those disclosed in the Notice of Annual Meeting, to be presented for consideration at the Annual Meeting. If, however, any other matters

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properly come before the Annual Meeting or any adjournments thereof, it is the intention of the persons named in the enclosed proxy to vote such proxy in accordance with their judgment on any such matters. The persons named in the enclosed proxy may also, if a quorum is not present, vote such proxy to adjourn the Annual Meeting from time to time.

The nominee standing for election as director was unanimously nominated by the Board of Directors. The nominee standing for election as director is not being proposed for election pursuant to any agreement or understanding between the nominee and the Company.

ELECTION OF DIRECTORS

In accordance with the Certificate of Incorporation and the Bylaws of the Company, the Board of Directors has fixed the number of directors constituting the Board at five. Directors are elected for staggered terms of three years each, with the term of office of only one of the three classes of directors expiring each year. Mr. Allen Tucker, the Board's nominee for director, is

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currently a director of the Company and the Bank. Mr. Tucker became a director of the Company in August 2000. Mr. Tucker has been a director of the Bank since 1995. There remains an additional vacant seat on the Board, which was formerly filled by Robert Van Volkenburgh, Sr., and which will not be filled at this time. Mr. Van Volkenburgh, the former Chairman of the Board and Chief Executive Officer, resigned his positions with both the Company and the Bank in August 2000.

Directors serve until their successors are elected and qualified. The Board of Directors has nominated and recommends the election of its nominee for the term set forth below and until his successor shall have been elected and qualified. Unless otherwise instructed by the stockholders, the persons named in the enclosed form of proxy will vote the shares represented by such proxy "FOR" the election of the nominee named below, subject to the condition that if the named nominee should be unable to serve, discretionary authority is reserved to vote for a substitute. No circumstances are presently known which would render the nominee named herein unable or unwilling to serve.

INFORMATION WITH RESPECT TO THE NOMINEE AND CONTINUING DIRECTORS

The following tables set forth, as of the Record Date, the name of the nominee and the names of those directors whose terms continue beyond the Annual Meeting and their ages, a brief description of their recent business experience, including present occupations and employment, certain directorships held by each, the year in which each became a director of the Company and the year in which their terms (or in the case of the nominees, their proposed terms) as director of the Company expire.

TABLE I -- NOMINEE FOR 2001 ANNUAL MEETING

NAME, AGE AND POSITION WITH COMPANY(1)	PRINCIPAL OCCUPATION DURING PAST FIVE YEARS	DIRECTOR SINCE (2)
Allen Tucker, 75 Vice-Chairman	President, Tucker Enterprises Real Estate Builder & Investor	1995

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TABLE II -- DIRECTORS OF THE COMPANY WHOSE TERMS CONTINUE BEYOND THIS ANNUAL MEETING

NAME, AGE AND POSITION WITH COMPANY(1)	PRINCIPAL OCCUPATION DURING PAST FIVE YEARS	DIRECTOR SINCE (2)	TERM EXPIRES
David D. Dallas, 46 Chairman and Corporate Secretary	Chairman and Corporate Secretary of the Company; Chairman of the Bank; Chief Executive Officer of Dallas Group of America (Chemicals)	1990	2002

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Peter P. DeTommaso, 75 Director	Retired President Home Owners Heaven, Inc. (Hardware and Lumber Retail)	1991	2002
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Charles S. Loring, 59 Director	Owner, Charles S. Loring, Certified Public Accountant	1990	2003
=====	=====	=====	=====

- (1) Each director of the Company is also a director of the Bank.
- (2) Includes prior service on the Board of Directors of the Bank.

No director of the Company is also a director of any other company registered pursuant to Section 12 of the Securities Exchange Act of 1934 or any company registered as an investment company under the Investment Company Act of 1940.

MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEE MEETINGS

During the fiscal year ended December 31, 2000, the Board of Directors of the Company held twenty (20) meetings. During the fiscal year, no director attended fewer than 75% of the aggregate of (i) the meetings of the Board of Directors and (ii) meetings of the Committees of the Board of Directors on which such director served.

The Company maintains an Audit Committee of the Board of Directors, which consisted of Messrs. C. Loring, P. DeTommaso and A. Tucker during the fiscal year ended December 31, 2000.

The Audit Committee met five (5) times in 2000. The Company does not maintain a separate Nominating Committee. The full Board of Directors acts as a Nominating Committee.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee meets periodically to consider the adequacy of the Company's financial controls and the objectivity of its financial reporting. The Audit Committee meets with the Company's independent auditors and the Company's internal auditors, have unrestricted access to the Audit Committee.

All Directors who serve on the Audit Committee are "independent" for purposes of the NASDAQ listing standards. The Board has adopted a written charter for the Audit Committee setting forth the audit-related functions the Audit Committee is to perform. A copy of the Charter is attached as Appendix A to this Proxy Statement.

In connection with this year's financial statements, the Audit Committee has reviewed and

discussed the Company's audited financial statements with the Company's officers and KPMG LLP, our independent auditors. We have discussed with KPMG LLP the matters required to be discussed by Statement on Auditing Standards 61 (Communication with Audit Committees). We also have received the written disclosures and letters from KPMG LLP, required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and have discussed with representatives of KPMG LLP their independence.

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Based on these reviews and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on form 10-SBK for the fiscal year 2000 for filing with the U.S. Securities and Exchange Commission.

COMPENSATION OF DIRECTORS

Directors of the Company do not receive cash compensation for their service on the Company's Board of Directors. However, directors of the Company are eligible to participate in the 1994 Stock Option and Stock Bonus Plans for Non-Employee Directors, the 1997 Stock Option and Bonus Plans, the 1998 Stock Option Plan and the 1999 Stock Option Plan, all as described below.

Directors of the Bank receive \$300 for attendance at each Bank Board of Directors meeting, \$150 for attendance at each Bank Committee meeting, and \$75 for attendance at each meeting of the Compliance Committee. In addition, Bank directors also participate in the Company's various stock option plans.

The Company maintains the 1994 Stock Option Plan for Non-Employee Directors (the "Directors Plan") which provides for options to purchase shares of Common Stock to be issued to non-employee directors of the Company, the Bank and any other subsidiaries which the Company may acquire or incorporate in the future. Individual directors to whom options are granted under the Directors Plan are selected by the Board of Directors, which has the authority to determine the terms and conditions of options granted under the Directors Plan and the exercise price therefor. For the fiscal year ended December 31, 2000, no options were granted to non-employee directors under the Directors Plan.

The Company maintains the 1994 Stock Bonus Plan (the "1994 Bonus Plan"), under which 25,548 shares of Common Stock are currently reserved for issuance. Officers, employees and directors of the Company, the Bank and any other subsidiaries which the Company may acquire or incorporate in the future, may participate in the 1994 Bonus Plan. The Company's Board of Directors administers and supervises the 1994 Bonus Plan. The Board has the authority to determine the employees or directors who will receive awards under the 1994 Bonus Plan and the number of shares awarded to each recipient. During 2000, no members of the Company's Board of Directors received grants of Common Stock under the 1994 Bonus Plan.

The Company maintains the 1997 Stock Bonus Plan (the "1997 Bonus Plan") under which the Board of Directors may authorize grants of up to 78,750 shares of Common Stock in the form of bonuses. Members of the Board of Directors, officers of the Company, the Bank and any subsidiaries the Company may acquire or incorporate in the future are eligible to participate in the 1997 Bonus Plan. The 1997 Bonus Plan is administered by the Company's Board of Directors, which has the authority to determine the participants to whom bonuses will be granted, the amount of any bonus, and any terms and conditions which may be attached to any shares underlying a bonus. During 2000, no members of the Company's Board of Directors received grants of Common Stock under the 1997 Bonus Plan.

The Company maintains 1997, 1998 and 1999 Stock Option Plans, under which options to purchase shares of the Company's Common Stock may be granted to members of the Board of Directors, officers and employees of the Company, the Bank, and any subsidiaries which the Company may acquire

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or incorporate in the future. The terms of all three plans are substantially similar. These plans are administered by the Board of Directors of the Company, which has the authority to select the persons to whom stock options will be

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granted. Options granted under these plans may either be incentive stock options under the Internal Revenue Code of 1986, as amended (the "Code") or non-qualified options. Incentive stock options granted under the plans must have an exercise price of 100% of the fair market value of the Company's Common Stock on the date of grant. Non-qualified stock options may have an exercise price of not less than 85% of the fair market value of the Common Stock on the date of grant, with the actual exercise price determined by the Board of Directors. The 1997 Stock Option Plan provides for the grant of options for up to 78,750 shares of Common Stock; the 1998 Stock Option Plan provides for the grant of options for up to 236,250 shares of Common Stock; and the 1999 Stock Option Plan provides for the grant of options for up to 300,000 shares of Common Stock. In 2000, no members of the Board of Directors of the Company received grants of options to purchase shares of Common Stock under these plans.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth, as of March 15, 2001, certain information concerning the ownership of shares of Common Stock by (i) each person who is known by the Company to own beneficially more than five percent (5%) of the issued and outstanding Common Stock, (ii) each director and nominee for director of the Company, (iii) each named executive officer described in this Proxy Statement under the caption "Executive Compensation," and (iv) all directors and executive officers of the Company as a group.

UNITY BANCORP, INC.		
NAME AND POSITION WITH COMPANY(1)	NUMBER OF SHARES BENEFICIALLY OWNED (2)	PERCENTAGE OF COMMON STOCK OWNED (3)
David D. Dallas, Chairman and Corporate Secretary	497,279(3)	12.1%
Peter P. DeTommaso, Director	186,170(4)	5.0%
Charles S. Loring, Director	129,328(5)	3.5%
Allen Tucker, Director	86,109(6)	2.5%
Anthony J. Feraro, President and Chief Executive Officer of the Company and the Bank	18,925(7)	0.5%
James Hughes, Exec. V.P. and Chief Financial Officer of the Company and the Bank	0	0.0%
James Loney, Exec. V.P. and Chief Operating Officer of the Bank	0	0.0%
Kevin J. Killian, former Exec. V.P. and Chief Financial Officer of the Company and the Bank	32,627(8)	0.9%
Robert J. Van Volkenburgh, Sr., former Chairman and Chief Executive Officer of the Company and the Bank	523,377(9)	13.5%
Directors and Executive Officers of the Company as a Group (9 persons)	1,473,815(10)	36.0%
5% Shareholders:		

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Robert Dallas, Director of the Bank

451,557(11)

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- (1) The address for Kevin J. Killian is 43 Doyle Lane, Belle Mead, NJ 08502. The address for Robert J. Van Volkenburgh is P.O. Box 5301, Clinton NJ 08809. The address for all other listed persons is c/o Unity Bank, 64 Old Highway 22, Clinton, New Jersey 08809.
- (2) Beneficially owned shares include shares over which the named person exercises either sole or shared voting power or sole or shared investment power. It also includes shares owned (i) by a spouse, minor children or relatives sharing the same home, (ii) by entities owned or controlled by the named person, and (iii) by other persons if the named person has the right to acquire such shares within sixty (60) days by the exercise of any right or option. Unless otherwise noted, all shares are owned of record and beneficially by the named person.
- (3) Includes 50,925 shares issuable upon the exercise of immediately exercisable options held by Mr. Dallas and 6,900 shares issuable upon the conversion of preferred shares. Also includes 6,743 shares held by Jessica Lynn Dallas and 6,743 shares held by David Tyler Dallas, Mr. Dallas' minor children. Shares also disclosed as beneficially owned by Mr. Dallas include 35,147 shares held by Dallas Group of America, Inc. Employees' Profit Sharing Trust, 101,295 shares held by Dallas Group of America, Inc., 105,478 shares and 69,000 shares issuable upon the conversion of the Company's Series A Preferred Stock (the "Preferred Stock") held by Dallas Financial Holdings, LLC and 28,666 shares held by Trenton Liberty Ins. Co. These shares are also disclosed as beneficially owned by Mr. Robert Dallas.
- (4) Includes 163,210 shares owned jointly with Mr. DeTommaso's spouse. Also includes 8,474 shares issuable upon the exercise of immediately exercisable options and 9,660 shares issuable upon conversion of Preferred Stock.
- (5) Includes 9,898 shares held by Mr. Loring's spouse in her name, 21,600 shares owned jointly with his spouse, and 12,048 shares held by The Loring Partnership. Mr. Loring disclaims beneficial ownership of the shares held by his spouse. Also includes 7,340 shares issuable upon the exercise of immediately exercisable options and 6,900 shares issuable upon conversion of Preferred Stock.
- (6) Includes 12,443 shares issuable upon the exercise of immediately exercisable options, 6,900 shares issuable upon the conversion of Preferred Stock, and 18,427 shares held by his spouse in her name. Mr. Tucker disclaims beneficial ownership of the shares held by his spouse.
- (7) Includes 2,757 shares held by Mr. Feraro's spouse in her own name, and 13,800 shares issuable upon conversion of Preferred Stock.
- (8) Includes 6,900 shares issuable upon the conversion of Preferred Stock, and 23,925 shares issuable upon the exercise of immediately exercisable options.
- (9) The Company is not aware of whether Mr. Van Volkenburgh's ownership is of a direct or indirect nature.
- (10) Includes 79,182 shares issuable upon the exercise of immediately exercisable options and 202,860 shares issuable upon conversion of

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Preferred Stock.

- (11) Includes 6,587 shares held by Mr. Dallas' son, 31,238 shares issuable upon the exercise of immediately exercisable options held by Mr. Dallas and 6,900 shares issuable upon the

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conversion of Preferred Stock. Also disclosed as beneficially owned by Mr. Dallas are 35,147 shares held by Dallas Group of America, Inc. Employees' Profit Sharing Trust, 101,295 shares held by Dallas Group of America, Inc., 105,478 shares and 69,000 shares issuable upon the conversion of Preferred Stock held by Dallas Financial Holdings, LLC and 28,666 shares held by Trenton Liberty Ins. Co. These shares are also disclosed as beneficially owned by Mr. David Dallas.

EXECUTIVE COMPENSATION

The report of the compensation/benefits committee and the following stock performance graph shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be filed under such Acts.

PERSONNEL COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Company and the Bank maintain a Personnel Committee. During 2000, the Personnel Committee was comprised of Robert Dallas and Sam Stothoff, who are both directors of the Bank, and Peter DeTomasso, a director of the Company and the Bank. None of the members of the Personnel Committee are or at any time have been an employee of the Company or the Bank.

PERSONNEL COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Personnel Committee is responsible for establishing the compensation levels and benefits for executive officers of the Company and the Bank. The Personnel Committee has the following goals for compensation programs impacting the executive officers of the Company and the Bank:

- o to align the interests of executive officers with the long-term interests of shareholders through awards that can result in ownership of Common Stock;
- o to retain the executive officers who the Board of Directors believes will increase the Company's level of performance and to allow the Company to attract high quality executive officers in the future by providing total compensation opportunities which are consistent with competitive norms of the industry; and
- o to maintain "fixed" compensation at competitive amounts for the industry and the geographic area of the Company.

Anthony J. Feraro is the Company's President and was the President and Chief Executive Officer of the Bank during 2000. Mr. Feraro's total compensation is the result of the negotiations undertaken in connection with Mr. Feraro's hiring in 1999. Under the terms of his agreement, Mr. Feraro was to receive a \$125,000 bonus assuming he satisfied certain criteria during his first six

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months of employment. The Board concluded that Mr. Feraro had satisfied these criteria, and that he was, therefore, entitled to the \$125,000 bonus provided for under his employment agreement.

On a going forward basis, the Personnel Committee believes that compensation should be tied to the Company's performance and the achievement of goals. During 2001, these goals will include improvement in the Company's regulatory standing, a return to profitability and continued compliance with the Company's regulatory agreements and capital requirements. The Personnel Committee may also take into account that Mr. Feraro voluntarily waived his right to receive certain commission compensation of up to \$75,000 per year commencing on January 1, 2000, in light of the Company's regulatory situation and performance. As with the Company's other executive officers, Mr. Feraro's total compensation

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involves certain subjective judgments and is not based solely upon any specific objective criteria or weighting.

Robert Dallas
 Samuel Stothoff
 Peter P. DeTommaso

PERFORMANCE GRAPH

Set forth below is a graph and table comparing the yearly percentage change in the cumulative total shareholder return on the Company's Common Stock against (1) the cumulative total return on the SNL Bank Index for banks with under \$500 million in assets and (2) the NASDAQ Composite Index for the period commencing December 29, 1995 and ending on December 31, 2000.

[GRAPHICAL REPRESENTATION OF DATA CHART]
 --[Plot Points Below]--

	Fiscal Year Ending				
	12/29/95	12/31/96	12/31/97	12/31/98	12/31/99
Unity Bancorp, Inc.	100	111.52	167.33	151.56	82.67
SNL Bank Index	100	126.29	211.96	191.96	174.35
(