

NEW JERSEY RAILROAD ASSOCIATION

MINUTES

SPECIAL MEETING OF THE BOARD OF DIRECTORS

January 23, 2019 1:00PM

Lambertville, New Jersey

1. President John McCreavy called the Meeting to Order at 1:00PM and Jon Broder conducted a Safety Briefing
2. Roll Call was taken.

RAILROAD REPRESENTED IN PERSON (7)

Black River & Western Corp., Kean Burenga
Consolidated Rail Corp., Jonathan Broder
Dover & Rockaway River Railroad, Scott Harris
Jersey Marine Railroad, Ron Klempner
New York Susquehanna & Western, Nathan Fenno
Norfolk Southern, Michael Fesen
SMS Rail, John McCreavy

RAILROAD REPRESENTED BY PROXY (5)

Cape May Seashore Lines
CSX
Morristown & Erie Railway
New York & New Jersey
Winchester & Western R.R.

RAILROADS ABSENT (3)

East Jersey Railroad & Terminal, Shawn Gannon
Raritan Central, Eyal Shapira
Southern Railway of New Jersey, Steve Kerr

ALSO PRESENT (1)

NJRRA Treasurer, Steven Friedland

3. The minutes of the Special Meeting of the Board of Directors held **September 6, 2018**, were approved, as attached.

(Resolution 1901~Motion: Jon Broder, Second: Mike Fesen, For: 12, Against: 0, Abstain: 0)

4. The Action Without Meeting, December 2018 Election Results was confirmed.

(Resolution 1902~Motion: Steven Friedland, Second: Mike Fesen, For: 12, Against: 0, Abstain: 0)

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NJRRA Board of Directors

Special Meeting January 23, 2019

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5. A formal resolution was passed, as attached, ratifying the of Acts of Officers and Directors in 2018, including: the name change of the organization to the New Jersey Railroad Association; the representation of all common carrier railroads operating in the State if New Jersey, and being in good standing by paying the appropriate dues, on the Board of Directors; the adoption of a new set of Bylaws dated April 3, 2018 and amended August 6, 2018; the election of 2019 Officers: John McCreavy, President; Mike Fesen, Vice President; Steve Friedland, Treasurer; and Kean Burenga, Secretary; and other business which was properly conducted at meetings.

(Resolution 1903~Motion: Steven Friedland, Second: Mike Fesen, For: 12, Against: 0, Abstain: 0)

6. The Treasurer's Report was approved, as attached, and it was agreed that Kean Burenga should be added as a signatory to the checking account.

(Resolution 1904~Motion: Mike Fesen, Second: Scott Harris, For: 12, Against: 0, Abstain: 0)

7. A pro-forma operating budget was approved for 2019, as attached.

(Resolution 1905~Motion: Nathan Fenno, Second: Mike Fesen, For: 12, Against: 0, Abstain: 0)

8. The 2019 Association dues were approved at the same rate as last year: \$250 for Railroads, \$125 for Associate Members, and the Treasurer was authorized to issue invoices to 2018 members and any new members, for same.

(Resolution 1906~Motion: Nathan Fenno, Second: Mike Fesen, For: 12, Against: 0, Abstain: 0)

9. The engagement of Mark A. Comerota CPA to make IRS filings and advise on lobbyist expenditures was approved and the Treasurer was authorized to execute the attached engagement letter.

(Resolution 1907~Motion: John McCreavy, Second: Scott Harris, For: 12, Against: 0, Abstain: 0)

10. The engagement of Jon Bombardieri, CLB Partners, to provide legislative support was approved, subject to advice from the CPA on IRS rules regarding lobbying activities by not-for-profit corporations, and the President was authorized to execute the attached engagement letter at the appropriate time.

(Resolution 1908~Motion: John McCreavy, Second: Jon Broder, For: 12, Against: 0, Abstain: 0)

11. The engagement of a web designer/hosting service was approved, subject to the budgeted funds, and the Treasure was authorized to find an appropriate vendor.

(Resolution 1909~Motion: Nathan Fenno, Second: Jon Broder, For: 12, Against: 0, Abstain: 0)

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NJRRRA Board of Directors

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12. A discussion was held on engaging an Association Director/Administrator and it was decided to revisit this subject at a later meeting when the cope of required duties/services could be better outlined.

13. A discussion was held on the subject of insurance for the Association and the Treasurer was asked to explore the costs associated with same.

14. A discussion was held on recognizing Bob Bailey and Kel MacKavanagh and their service to the NJSLRRA and the President was asked to explore the several ideas and suggestions proffered.

15. The President created 2019 Committees and Chairpersons were appointed:
Legislative, Chairman McCreavy, Mike Fesen
Finance, Chairman Friedland, Kean Burenga
Membership, Chairman McCreavy, Harris
Bylaw, tabled
Nominating, tabled

16. There was no Other Business.

17. The next Special Meeting of the Board of Directors was set for Thursday March 14, 2019 at Lambertville Station, 1:00PM.

18. The meeting was adjourned at 2:10PM.

(Resolution 1910~Motion: Steven Friedland, Second: Jon Broder, For: 12, Against: 0, Abstain: 0)



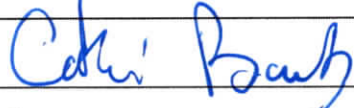
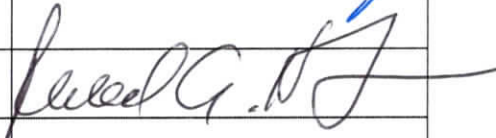
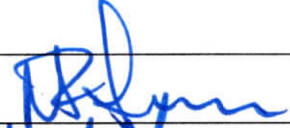
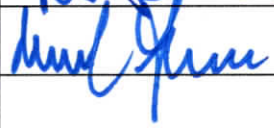

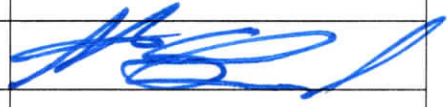
K.Burenga
Secretary

NEW JERSEY RAILROAD ASSOCIATION

BOARD MEETING ATTENDANCE

DATE & TIME: Wednesday January 23, 2019 100PM

PLACE: Lambertville Station, NJ

Railroad	Representative	Proxy	Signature
Black River & Western Corp.	Kean Burenga	Yes	
Cape May Seashore Lines	Tony Macrie	Yes	Unable to attend.
Consolidated Rail Corp	Jonathan Broder	Yes	
CSX	Rodney Oglesby	Yes	Unable to attend.
Dover & Rockaway River RR	Cathrin Banks SCOTT HARRIS	Yes	
East Jersey Railroad & Terminal	Shawn Gannon		
Jersey Marine Railroad	Ron Klempner	Yes	
Morristown & Erie Railroad	Chuck Jensen	Yes	Unable to attend.
New York & New Jersey	Donald Hutton	Yes	
New York Susquehanna & Western	Nathan Fenno		
Norfolk Southern	Michael Fesen	Yes	
Raritan Central	Eyal Shapira		
SMS Rail	John McCreavy	Yes	
Southern Railway of New Jersey	Steve Kerr		
Winchester & Western R.R.	Douglas Long	Yes	Unable to attend.
Non-voting Attendees			
NJRRA Treasurer	Steven Friedland		
			In Attendance 78
			By Proxy 54
			Absent 3

#1901

NEW JERSEY RAILROAD ASSOCIATION

BOARD MEETING MINUTES SEPTEMBER 6, 2018



THE NEW JERSEY RAILROAD ASSOCIATION IS AN ORGANIZATION MADE UP OF RAILROADS SERVING THE GREAT STATE OF NEW JERSEY. THE PURPOSE OF THE ASSOCIATION IS TO ADDRESS CONCERNS AND PROBLEMS WHICH FACE RAILROADS AND TO FIND MEANS OF MITIGATING PROBLEMS AND FINDING SOLUTIONS THROUGH COLLECTIVE EFFORT AND COOPERATION.

VISIT OUR WEBSITE: WWW.NJSHORTLINE.COM

ROBERT BAILEY—President
1764 Union Avenue
Hazlet NJ 07730
(732) 264-7264

JOHN McCREAVY
Vice President
PO Box 711
Bridgeport NJ 08014
(609) 868-1342

STEVEN FRIEDLAND—
Treasurer
5 Westminster Place
Morristown NJ 07960
(973) 769-6505

KELVIN MacKAVANAGH -
Secretary
PO Box 294
Cedar Brook NJ 08018-0294
(609) 704-1270

1. Call to Order and Safety Briefing

The meeting of the NJRRA Board at the Conrail offices in Mount Laurel, NJ took place on Thursday, September 6, 2018. Since President Bob Bailey was unable to attend, Vice President John McCreavy called the meeting to order at 10:07 a.m.

Jon Broder then gave a safety briefing pointing out tripping hazards, the best exit route to evacuate the building, and the presence of an AED device on the first floor.

2. Attendance /Roll Call

The following persons attended the meeting:

Mike Fesen	Norfolk Southern
Jon Broder	Conrail
Rodney Oglesbey	CSXT (by phone)
Nathan Fenno	NYSW
Douglas Long	Winchester & Western Railroad (by phone)
Kean Burenga	Black River & Western Railroad
Cathrin O'Donnell	Dover & Rockaway River Railroad
Scott Harris	Dover & Rockaway River Railroad
John Fiorilla	NJRRA Agent
Bob Bailey	NYNJR (by proxy)
Kelvin MacKavanagh	Secretary (CR-retired)

Since there were eight of the fifteen Board railroad members present by phone or by proxy, there was a quorum for the meeting. We will send out proxies for the next meeting as well as giving members a call-in number.

3. Action(s) without a meeting.

Change to Bylaws, effective August 1, 2018.

Since 13 out of 15 Consents have been received, the Bylaws have been changed.

4. Approval of the Minutes of the April 3, 2018 Meeting

Kean Burenga said that these should show the change of name. With this change, the minutes were approved.

5. Approval of the Minutes of July 11, 2018 Meeting

These minutes were approved.

6. Treasurer's report.

In Treasurer Steve Friedland's absence, Kean Burenga reported a treasury balance of \$23,599 as of July 31, 2018.

7. Committee reports.

Legislative (John McCreavy)

Interviews with four lobbying firms were conducted in Trenton on August 20. As a result of these interviews, the Committee recommends that negotiations with CLB Partners for hiring as the lobbyist be progressed. CLB's fee would be \$2,500 per month. This firm has 50 clients; there are no conflicts. They will be asked about their experience in transportation.

The conduct of a Railroad 101 class for members of the NJ Legislature was recommended, as well as visit to the properties of individual railroads. We should also have a Railroad Day on the Hill in New Jersey.

Bylaws (Jon Broder)

The revised Bylaws have been approved.

Finance (Bob Bailey)

Since the estimated budget for 2019 may be \$36,000, there was some discussion about the dues structure for next year. Conrail, CSXT, and NS said that they would substantially increase their dues payments.

Membership (Kel MacKavanagh)

On account of the summer hiatus, no other railroads have been approached about joining the Association.

8. Approval of new NJRRA logo.

The new logo developed by Steve Friedland and Lisa Tackach was approved.

9. Process for the election of officers for 2019.

John Fiorilla will be in charge of the Nominating Committee. He will be assisted by Bob Bailey since Bob will not be a candidate for any position. Only paid members will be allowed to vote at the elections on November 14.

10. Other business.

a. Auditing

The Association will need an auditor. John McCreavy will reach out to a person who does audits for non-profits.

b. Insurance.

The Association will also need to have insurance. John Fiorilla will check on this.

11. Next meeting dates.

The next regular meeting of the Association will be on Wednesday, September 19, at the Conrail offices in Mount Laurel, NJ.

The final regular meeting of the year will be on Wednesday, November 14, at the Hilton Garden Inn-Raritan Center in Edison, NJ.

12. Adjournment

The meeting was adjourned at 11:10 a.m.

Respectfully submitted,

Kelvin MacKavanagh, Secretary
New Jersey Railroad Association
609-704-1270 (office)

#190Z

From: Broder, Jonathan <Jonathan.Broder@Conrail.com>
Subject: FW: NJRRA Officer Ballots
Date: January 15, 2019 at 8:54 AM
To: Kean Burenga (kburenga@chesapeakeanddelaware.com) (kburenga@chesapeakeanddelaware.com)
kburenga@chesapeakeanddelaware.com

This is what I sent out originally.

From: Broder, Jonathan
Sent: Tuesday, November 27, 2018 9:14 AM
To: Kean Burenga (kburenga@gmail.com); 'TONY MACRIE'; Rodney_Oglesby@csx.com; Cathrin O'Donnell (cathrin.odonnell@chesapeakeanddelaware.com); shawngannon@imtt.com; rklemper@verizon.net; CHARLES C JENSEN (CJensen@merail.com) (CJensen@merail.com); dhutton@nynjr.com; Fenno,Nathan...NYSW; michael.fesen@nscorp.com; 'Eyal Shapira'; 'John McCreavy'; TrainJct5@aol.com; douglas.long@winchesterwesternrr.com; TrainJct5@aol.com
Cc: Kel MacKavanaugh; 'sfriedland@sdsrocs.com'; Bob Bailey (pjrr1@aol.com); Broder, Jonathan
Subject: RE: NJRRA Officer Ballots

The voting for officers has now closed. We received ballots from 12 out of 15 board members, satisfying the quorum requirements of the By-Laws.

The results:

President – John McGreavy – 12 Votes

Vice President – Michael Fesen – 12 Votes

Treasurer – Steven Friedland – 12 Votes

Secretary – Kel MacKavanaugh – 2 Votes
Kean Burenga – 10 Votes

Thank you for everyone's participation.

Jonathan M. Broder
Vice President – Corporate Development and Chief Legal Officer
Consolidated Rail Corporation
1717 Arch Street
Suite 1310
Philadelphia, Pa 19103
Jonathan.Broder@Conrail.com
(215) 209-5020



From: Broder, Jonathan
Sent: Saturday, November 17, 2018 1:40 PM
To: Kean Burenga (kburenga@gmail.com); 'TONY MACRIE'; Broder, Jonathan; Rodney_Oglesby@csx.com; Cathrin O'Donnell (cathrin.odonnell@chesapeakeanddelaware.com); shawngannon@imtt.com; rklemper@verizon.net; CHARLES C JENSEN (CJensen@merail.com) (CJensen@merail.com); dhutton@nynjr.com; Fenno,Nathan...NYSW; michael.fesen@nscorp.com; 'Eyal Shapira'; 'John McCreavy'; TrainJct5@aol.com; douglas.long@winchesterwesternrr.com; TrainJct5@aol.com

NEW JERSEY RAILROAD ASSOCIATION

RESOLUTION BY THE BOARD OF DIRECTORS No. 1903 RATIFYING 2018 ACTS OF OFFICERS & DIRECTORS

WHEREAS the New Jersey Shortline Railroad Association (NJSLRRA) first assembled informally circa 1993 to address issues and concerns common to short line railroad in New Jersey, and

WHEREAS the NJSLRRA was incorporated as a not-for-profit corporation in the State of New Jersey on May 20, 2008, and

WHEREAS the original Bylaws of the organization, which were modified from time to time and most recently on February 25, 2015, vested the authority to make and take actions, by simple majority agreement among the Board of Directors, being one representative from each Class III railroad operating as a common carrier within the State of New Jersey, and being in good standing by paying the appropriate NJSLRRA dues, and

WHEREAS on April 3, 2018 the NJSLRRA Board of Directors met at Consolidated Rail Corporation's Offices, 1000 Howard Blvd., Mt. Laurel, NJ, where a quorum was present, and voted unanimously on three significant actions:

1. To change the name of the organization to the New Jersey Railroad Association (the "Association").
2. To include all common carrier railroads operating in the State of New Jersey, and being in good standing by paying the appropriate dues, with the right to have a representative on the Board of Directors.
3. To adopt a new set of Bylaws which incorporate the above changes as well as a more formal set of procedures for conducting Association business.

And

WHEREAS the NJSLRRA Board of Directors engaged John K. Fiorilla, Esq. to register the aforementioned name change with the New Jersey Secretary of State, which was filed on May 2, 2018, and

WHEREAS members of the NJRRA Board of Directors ("the Board") met informally on several occasions during the Spring and Summer of 2018, but were unable to take any formal action for lack of the 75% quorum demanded by the Bylaws ratified on April 3, 2018, and

WHEREAS on or about July 18, 2018 a proposed Action Without A Meeting was circulated among all of the Board members in accordance with, and amending the Bylaws to provide for a simple 50% quorum and other administrative corrections, and

**RESOLUTION BY THE BOARD OF DIRECTORS
RATIFYING 2018 ACTS OF OFFICERS & DIRECTORS
Page 2**

WHEREAS on August 6, 2018, the amended Bylaws were unanimously approved by twelve (12) respondents, of the fifteen (15) Board members, and

WHEREAS on September 6, 2018 the Board of Directors met at Conrail's Offices, where a quorum was present, and conducted business, and

WHEREAS on November 14, 2018 an Annual Meeting of the Association was held at Hilton Garden in Raritan Center, Edison, NJ, without the required quorum to conduct business or elect officers for 2019, and

WHEREAS on November 17, 2018 a proposed Action Without A Meeting for the election of 2019 Officers was circulated among all of the Board members, and

WHEREAS on or before November 27, 2018, twelve (12) respondents, of the fifteen (15) Board members, voted in the majority for the following officers to serve the NJRRA for 2019:

John McCreavy (SMS), President
Mike Fesen (NS), Vice President
Steve Friedland (SDS), Treasurer
Kean Burenga (BRW), Secretary

NOW THEREFORE let it be Resolved at this Meeting of the New Jersey Railroad Association, held on January 23, 2019 at Lambertville, New Jersey, with proper Notice provided on January 9, 2019, and where a quorum is present, that the 2018 Actions of the Officers & Directors be formally ratified, including but not limited to:

1. The name change of the organization to the New Jersey Railroad Association
2. The representation of all common carrier railroads operating in the State of New Jersey, and being in good standing by paying the appropriate dues, on the Board of Directors.
3. The adoption of a new set of Bylaws dated April 3, 2018 and amended August 6, 2018.
4. The election of 2019 Officers: John McCreavy, President; Mike Fesen, Vice President; Steve Friedland, Treasurer; and Kean Burenga, Secretary.
5. Other business which was properly conducted at meetings.
6. Excepting fraud and unlawful acts.

RESOLUTION BY THE BOARD OF DIRECTORS
RATIFYING 2018 ACTS OF OFFICERS & DIRECTORS
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MOTION: Steven Friedland

SECOND: Mike Fesen

IN FAVOR: 12

AGAINST: 0

ABSTAIN: 0

CARRIED.

K.Burenga
Secretary



w/Attachments:

Bylaws of the NJSLRRA revised February 25, 2015
Minutes of the April 3, 2018 Meeting of the NJSLRRA Board of Directors
Bylaws of the NJRRA adopted April 3, 2018
Amended Certificate of Incorporation May 2, 2018
Action Without A Meeting, August 6, 2018 amending the Bylaws
Bylaws of the NJRRA amended August 6, 2018
Minutes of the September 6, 2018 Meeting of the NJRRA Board of Directors
Action Without A Meeting, November 27, 2018, Election of 2019 Officers

NEW JERSEY RAILROAD ASSOCIATION

TREASURER'S REPORT SPECIAL MEETING OF THE BOARD OF DIRECTORS

January 23, 2019 1:00PM
Lambertville, New Jersey

#1904/#1905

Current Position

TD Checking Account Balance, 12/31/18	\$14,771.80
Payables, obligations, and reserves	\$0.00
Balance of Funds Available for Activities	\$14,771.80

2019 Income Budget

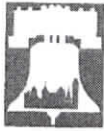
2019 Dues Pending, Railroads 16 @ \$250	\$4,000.00
2019 Dues Pending, Associates 16 @ \$125	\$2,000.00
2019 New Funds Expected for Activities	\$6,000.00

2019 Operating Expense Budget

Insurance	\$2,000.00
Taxes	\$2,000.00
Website, Maintenance and hosting	\$1,000.00
Professional, Accountant	\$1,000.00
Professional, Legal	\$ 500.00
Total 2019 Expenses	\$6,500.00

Current Period Surplus/(Shortfall) (\$ 500.00)

Steven Friedland
Treasurer



MCA Accounting & Consulting
1315 Walnut St, Ste 320
Philadelphia PA 19107

#1907

CONTINUOUS ENGAGEMENT LETTER

New Jersey Shortline Railroad
Steven Friedland
8000 Midlantic Drive, Suite 3005
Mt. Laurel, NJ 08054

Subject: 2018 Continuous Engagement

Dear Steven,

Scope of the Engagement

MCA Accounting & Consulting (hereafter "MCA") is responsible for only the initial return for each period. Changes to the return that are initiated after the return has been processed are subject to an additional rerun fee.

All tax returns are subject to review by taxing authorities. The fee for this engagement does not include any assistance you may need in connection with inquiries, examinations, or any subsequent assessments by such authorities.

The MCA will also help and oversee the accounting and bookkeeping of the business. This assistance will include but not be limited to:

- Set up and maintain QBO account.
- Bank reconciliations.
- Balancing balance sheet accounts.
- Prepare and record all necessary journal entries.
- Prepare and process form 1099 and 1096.
- Review, analyze and reconcile general ledger accounts for accuracy and confer with you regarding any items not fully understood.

Responsibility of the Client

This engagement is subject to your furnishing adequate documentation for the current year and copies of your prior years' tax returns if they were not prepared by MCA. Returns are prepared on the basis of information supplied by the client with no independent verification (receipts, records, etc.) by MCA.

Before MCA accepts the engagement, Client must inform MCA of any correspondence Client has received from any taxing authority during the past year. Client shall inform MCA promptly of any correspondence from any taxing authority related to returns prepared by MCA.

Responsibility of MCA Accounting & Consulting

The work completed represents our best efforts and professional judgments. Tax return preparation often involves application of conflicting authorities and interpretations that present varying possibilities of challenges from the IRS or state taxing authorities. Opinions of various IRS or government personnel and

of various courts are often conflicting. Judicial and legislative thought is subject to continual change. Therefore, we can only guarantee our very best efforts to help you arrive at the lowest legal tax liability.

If there are any penalties caused by errors made by MCA, MCA will pay such penalties subject to the terms below; an error is not defined as a result of a choice by Client to pursue an aggressive stance on a matter in which Client was informed of the potential challenge. MCA limits its liability to the tax preparation fee charged by MCA or the amount of the penalty, whichever is less. Any tax liability and interest assessment remain the responsibility of the client.

Fees

Per phone conversations a flat monthly fee \$25 will be charged for Quickbooks online subscription. Bookkeeper fees of \$35 to \$45 per hour will be charged for all catch up work for the 2018 tax year in order to provide stated services. Year end tax preparation can range from \$1,500 - 1,800. Once caught up we will transition to a Flat monthly fee of \$275 - \$300. This fee will be analysed and adjusted annually to insure proper billing. Fees are based upon the established fee schedule of MCA, with additional fees for any extensive bookkeeping necessary for the preparation of the return. Accounting, audit, representation, planning, phone conversations, or meetings are billed when the monthly billing is analysed as a separate charge. If this document is signed by an owner, partner, officer, or member of a business entity (sole proprietorship, partnership, corporation, limited liability company, limited liability partnership, or nonstock/nonprofit organization) signer accepts all conditions of this agreement for the entity and assumes all personal liability for conditions, billing, and payments for services provided as set forth above.

The client acknowledges and agrees that we are not required to continue work in the event of failure to pay on a timely basis for services rendered as required by this engagement letter. The client further acknowledges and agrees that in the event we stop work or withdraw from this engagement as a result of the client's failure to pay on a timely basis for services rendered as required by this engagement letter, MCA shall not be liable for any damages that occur as a result of ceasing to render services.

This document remains in effect until client or Tax Firm cancels this contract in writing.

Sincerely,
MCA Accounting & Consulting
Mark Comerota, CPA




ACCOUNTANT IN CHARGE

Accepted By:

Title

Date:


Treasurer - MD Railroad Association
1/24/17

January 15, 2019

John McCreavy
New Jersey Short Line Railroad Association (NJSLRA)

Dear Mr. McCreavy:

This is to acknowledge and thank you for contracting CLB Partners, LLC. ("CLB") as public affairs counsel to the New Jersey Short Line Railroad Association ("NJSLRA"), regarding government relations and public affairs services in New Jersey and to set forth the terms and conditions of our relationship.

As discussed, CLB will provide its professional services for a monthly fee of \$2,500 beginning February 1, 2019 through December 31, 2019. The fee shall include all incidental expenses. During this time if either party wishes to terminate this agreement, they may do so without cause and penalty.


During the term of this engagement, CLB shall not advocate a position that is substantially adverse to NJSLRA or its members, or which conflicts with any position CLB is advocating on behalf of NJSLRA.

This agreement may be modified by mutual consent of the parties.

This agreement is governed and construed in accordance with the laws of the State of New Jersey. If the foregoing meets with your approval, we would appreciate you signing and returning one copy of this letter for our files.

We look forward to working with you, and appreciate your confidence in our firm. Thank you.

CLB Partners, LLC

By: 
(signature)

Managing Partners
(title)

1/15/19
(date)

Accepted and Approved by:

New Jersey Short Line Railroad Association

By: _____
(signature)

(title)

(date)