

MINUTES

BOARD OF DIRECTORS MEETING OF THE SAN DIEGO & ARIZONA EASTERN RAILWAY COMPANY

January 17, 2017

A meeting of the Board of Directors of the San Diego & Arizona Eastern (SD&AE) Railway Company, a Nevada corporation, was held at 1255 Imperial Avenue, Suite 1000, San Diego, California 92101, on January 17, 2017, at 9:04 a.m.

The following persons, constituting the Board of Directors, were present: Paul Jablonski, Matt Domen, and Jared Gooch. Also in attendance were members from:

San Diego Metropolitan Transit System:	Tim Allison, Erin Dunn, Karen Landers, Wayne Terry
Pacific Southwest Railway Museum:	Diana Hyatt
RailPros	Dan Davis

1. Approval of Minutes

Mr. Domen moved to approve the Minutes of the October 11, 2016, SD&AE Railway Board of Directors meeting. Mr. Gooch seconded the motion, and it was unanimously approved.

2. Statement of Railway Finances

Erin Dunn reviewed Statement of Railway Finances for the period ending November 30, 2016 (attached to the agenda item). Ms. Dunn stated that after the report was produced, approximately \$8,000 in additional expenses were located that pertain to this reporting period. These expenses will be added to the next quarterly report. Due to these additional expenses, the Year-to-Date Actual for July through November reflects \$449k but should be adjusted downward to \$441k. Ms. Landers reminded the Board to anticipate expenses paid to RailPros in the next quarter for Desert Line reconstruction fees.

Action Taken

Mr. Domen moved to receive the report. Mr. Gooch seconded the motion, and it was unanimously approved.

3. Report on San Diego & Imperial Valley Railroad (SD&IV) Operations

Matt Domen reviewed the SD&IV Periodic Report for activities for the fourth quarter of 2016 (attached to the agenda item).

Action Taken

Mr. Gooch moved to receive the report. Mr. Domen seconded the motion, and it was unanimously approved.

4. Report on Pacific Southwest Railway Museum Operations

Diana Hyatt reviewed the Pacific Southwest Railway Museum (PSRM) report for the fourth quarter of 2016 (attached to the agenda item). Ms. Hyatt noted corrections to the ticket revenue amount in the quarterly report for the fourth quarter 2016: the original amount of \$234,413 was revised to \$259,360, and a check in the amount of \$5,187.20 was submitted to MTS. Ms. Hyatt added that the recent heavy rains have affected the fire-damaged areas of Potrero, particularly in the area of Division.

Action Taken

Mr. Jablonski moved to receive the report. Mr. Domen seconded the motion, and it was unanimously approved.

5. Report on the Desert Line

Karen Landers noted there were no representatives from PIR, and she gave a report. Ms. Landers stated that PIR filed for Chapter 11 reorganization, and there is an action in the bankruptcy court currently to sell assets, including the Desert Line Lease. An entity that Baja Rail, the sublessee, is a part of has put in what is called a Stalking-Horse Bid to take over. Under the lease, Baja Rail currently has the first 60 miles for which it is responsible for performing the milestones. Baja Rail submitted an updated Reconstruction Plan to MTS last Friday. Dan Davis with RailPros will begin reviewing the plan and dialoging with Baja Rail regarding any questions or additional information that he needs. It is hopeful that by the next meeting, there will be a better idea of when construction can begin (if it hasn't already by then). Ms. Landers stated that MTS has bankruptcy counsel representation. She noted that PIR is technically in default under some of its performance milestones for the 10 miles of rails and bridges that were supposed to be completed first. It is concerning that due to the bankruptcy action, PIR is not taking any action to perform its lease obligations, which could jeopardize Baja Rail's performance. MTS is reviewing its options with bankruptcy counsel in the matter. Ms. Landers stated that if policy changes are needed, it would have to be done in closed session. She added that the MTS Board will be given a briefing.

Ms. Landers stated that there is a renewed management fight for control within PIR and its shareholders. One group is saying that the transfer of majority shareholder interests that happened last fall is invalid, and they've rescinded it and are back in control of PIR. Randall Polcyn is saying that he has been appointed by the group as back in control. Ms. Landers has reviewed this information with the bankruptcy attorney and until the bankruptcy court takes any action, MTS is not accepting any new direction in regard to a change in control of PIR. Everything that PIR does now is somewhat supervised by the bankruptcy court. MTS is pursuing its options and making sure that its rights are protected. Under the sublease, if PIR is in default, then Baja Rail has the right to come in and cure that default. MTS wants this process to move smoothly to get the line operating.

Ms. Hyatt asked who is authorized to request track warrants over the Museum's portion of the line. Ms. Landers responded that the Museum should be working with Baja Rail. She explained that under the sublease, Baja Rail has the first 60 miles and has somewhat exclusive rights to operate there. Ms. Landers requested that she be informed if PIR requests any independent access to do anything on the line.

Ms. Landers informed the Board that there is another separate lawsuit between Gary Sweetwood and PIR, which was recently stayed for a few months due to the pending bankruptcy action.

Action Taken

Mr. Jablonski moved to receive the report. Mr. Domen seconded the motion, and it was unanimously approved.

6. Real Property Mattersa. Summary of SD&AE Documents Issued Since October 11, 2016

Since the October 11, 2016, SD&AE Railway Company Board of Directors meeting, the documents described below have been processed by staff.

- S200-16-635: Right of Entry Permit to the HP Communications Inc. to install aerial fiber at 32nd Street and Harbor Drive in the City of San Diego.
- S200-17-647: License to Crown Castle NG West LLC for aerial fiber at 32nd Street and Harbor Drive in the City of San Diego.
- S200-17-648: Right of Entry Permit to AirX Utility Surveyors, Inc. for utility location at Elm Street in the City of San Diego.

Action Taken

Mr. Jablonski moved to receive the report. Mr. Domen seconded the motion, and it was unanimously approved.

7. Board Member Communications

Ms. Landers responded to a comment about allowing Board members to call in remotely to meetings as opposed to physically attending. She explained that Board members can call in remotely and would need to make their location and call-in information public in the event that anyone from the public would like to sit in on that call at that location.

8. Public Comments


There were no public comments.

9. Next Meeting Date

The next meeting of the SD&AE Railway Company Board of Directors is on Tuesday, April 11, 2017.

10. Adjournment

The meeting was adjourned at 9:21 a.m.



President

General Counsel