



SAN DIEGO & ARIZONA
EASTERN RAILWAY
COMPANY

A NEVADA NONPROFIT
CORPORATION

1255 IMPERIAL AVE., STE. 1000
SAN DIEGO, CA
92101-7490
(619) 231-1466

BOARD OF DIRECTORS
PAUL JABLONSKI, CHAIRPERSON
MATT DOMEN
JARED GOOCH

OFFICERS
PAUL JABLONSKI, PRESIDENT
MATT DOMEN, SECRETARY
ERIN DUNN, TREASURER

LEGAL COUNSEL
KAREN LANDERS

AGENDA

San Diego and Arizona Eastern (SD&AE)
Railway Company
Board of Directors Meeting

January 29, 2019

9:00 a.m.

Executive Committee Room
James R. Mills Building
1255 Imperial Avenue, 10th Floor

This information will be made available in alternative formats upon request. To request an agenda in an alternative format, please call the Clerk of the Board at least five working days prior to the meeting to ensure availability. Assistive Listening Devices (ALDs) are available from the Clerk of the Board prior to the meeting and are to be returned at the end of the meeting.

ACTION RECOMMENDED

1. [Approval of the Minutes of October 9, 2018](#) Approve
Action would approve the SD&AE Railway Company Minutes of October 9, 2018.
2. [Statement of Railway Finances \(Erin Dunn\)](#) Informational
3. [Report on San Diego and Imperial Valley \(SD&IV\) Railroad Operations \(Matt Domen\)](#) Informational
4. [Report on Pacific Southwest Railway Museum \(Diana Hyatt\)](#) Informational
5. [Report on the Desert Line \(Jorge Izquierdo\)](#) Informational
6. [Real Property Matters \(Tim Allison\)](#)
 - a. [Summary of SD&AE Documents Issued Since October 9, 2018](#) Informational
7. Board Member Communications
8. Public Comments
9. CLOSED SESSION - CONFERENCE WITH REAL PROPERTY NEGOTIATORS Pursuant to California Government Code Section 54956.8
Property: APNs 667-020-52, 54, 71, 86, and 88 in San Diego, CA
Agency Negotiators: Karen Landers, General Counsel; Tim Allison, Manager of Real Estate Assets
Negotiating Parties: United States of America
Under Negotiation: Price and Terms of Payment Possible Action
10. Next Meeting Date: April 9, 2019
11. Adjournment



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San Diego and Arizona Eastern Railway Company

January 29, 2019

Sign-in Sheet (VOLUNTARY)

Name	Company
1. <i>MITT Ogata</i>	<i>SDIV</i>
2. <i>Jared Good</i>	<i>SDIV</i>
3. <i>R. M. Ted Beauchamp</i>	<i>Tenn Mader Landung</i>
4. <i>Diana Hyatt</i>	<i>PSRM</i>
5. <i>Jorge Francisco</i>	<i>DJR</i>
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MINUTES

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

October 9, 2018

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 October 9, 2018, at 9:00 a.m.

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

San Diego Metropolitan Transit System:	Tim Allison, Erin Dunn, Karen Landers, Fred Byle
Pacific Southwest Railway Museum:	Diana Hyatt
Baja California Railroad (BJRR):	Jorge Izquierdo
Other:	R. Mitchel Beauchamp

1. Approval of Minutes

Mr. Domen moved to approve the Minutes of the July 10, 2018, 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 the Statement of Railway Finances for the third quarter of 2018 (attached to the agenda item). Karen Landers added that Baja California Railroad (BJRR) has engaged a contractor and therefore more expenses are expected in the next few quarters as MTS's engineer will have to review all of the plans.

Action Taken

Informational item only. No action taken.

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

Matt Domen reviewed the SD&IV Periodic Report for activities for the third quarter of 2018 (attached to the agenda item). In response to Mr. Terry's inquiry regarding the status of the absolute block between Tijuana Junction and Palomar, Fred Byle responded that the drawings are ready and he will contact the FRA today to schedule a review. Mr. Byle added that the FRA has recently had a lot of staffing changes, which may require re-reviewing the details of the project with the new personnel. Mr. Terry responded that the FRA review should move forward before the next SD&AE meeting.

Action Taken

Informational item only. No action taken.

4. Report on Pacific Southwest Railway Museum Operations

Diana Hyatt reviewed the Pacific Southwest Railway Museum (PSRM) report for the third quarter of 2018 (attached to the agenda item). Mr. Terry asked about the status of acquiring the PCC cars. Ms. Hyatt responded that she will make some phone calls to interested parties and then contact MTS staff with an update.

Action Taken

Informational item only. No action taken.

5. Report on the Desert Line

Jorge Izquierdo gave a verbal report on the Desert Line (no written report was submitted). Mr. Izquierdo stated that on 8/8/2018, a visit was made to the Desert Line to close gates at Tunnels 5, 20, and 21 and install private-property signs. There was also reconnaissance patrol with a Sheriff's deputy on 8/10/2018 conducted by the County of San Diego. Mr. Izquierdo reported that there were no injuries, accidents, or environmental incidents during this reporting period and no freight activity.

Action Taken

Informational item only. No action taken.

6. Real Property Mattersa. Summary of SD&AE Documents Issued Since July 10, 2018

Since the July 10, 2018, SD&AE Railway Company Board of Directors meeting, the documents described below have been processed by staff.

- S200-18-684: Right of Entry Permit to Wilson and Company for surveying at the San Ysidro border crossing.
- S200-18-685: Right of Entry Permit to Jerusalem Construction to construct street improvements on north Spring Street in the City of La Mesa.

Action Taken

Informational item only. No action taken.

b. License for E Street At-Grade Crossing and Sweetwater Bicycle Path and Pedestrian Promenade

Tim Allison stated that there is a request from the San Diego Unified Port District (Port) to begin improvements on the Coronado Branch at E Street as part of the Bayfront Master Plan. He showed a map of the area and explained that the Port will eventually make the private crossing area into a city street similar to the project completed at H Street. This phase of the project includes a bike path and pedestrian promenade through an Urban Greening Grant. Pending SD&AE Board approval, the license

(attached to the agenda item) would be issued to the Port with some minor edits by General Counsel (which would not affect the substantial form of the agreement). Mr. Allison added that staff will come back at some point to the SD&AE Board for approval to issue an easement to upgrade the private crossing to a public crossing, and he clarified that the Port is funding the project.

Action Taken

Mr. Domen moved to approve issuing a license to the San Diego Unified Port District for an at-grade crossing and class 1 bike path and pedestrian promenade at the existing E Street crossing on the Coronado Branch in the City of Chula Vista. Mr. Terry seconded the motion, and it was unanimously approved.

c. License for Camera Tower Placement Near Mile Post 86.5 on the Desert Line

Mr. Allison stated that Customs and Border Protection (CBP) is requesting a license to put in a camera tower east of Hipass. The camera is a self-contained mobile unit with a tower that would be used as a demo. Mr. Allison reviewed the location on a map. He stated that the license would be terminable and has to meet all requirements, and that BJRR would need to agree with the location of the installation and the access to it.

Mr. Allison stated that depending upon the camera's success, CBP could move it to other locations. He clarified that the request is for a single unit, but CBP could be allowed to request additional units as per the agreement. Ms. Landers added that this is the type of infrastructure that could be used in BJRR's Customs inspection anti-smuggling plan in collaboration with CBP to address any potential issues at the Border and along the line during operations. She stated that there will be legal agreements for any equipment that CBP will be using. She added that the locations for the cameras will be mostly at CBP's discretion depending upon the problem areas that it identifies in relation to illegal activities, and this monitoring would benefit MTS and the rail operators.

Action Taken

Mr. Domen moved to approve issuing a license to the United States Customs and Border Protection (CBP) for a camera tower installation on the Desert Line near mile post 86.5. Mr. Gooch seconded the motion, and it was unanimously approved.

7. Removal of Abandoned Track – Proposed Capital Project

Ms. Landers stated that MTS is working on its Capital Improvement Program (CIP) for fiscal year 2020. One area identified is the removal of some abandoned track in SD&AE's right-of-way (Commercial Street in San Diego, Cleveland Street in National City, and F & J Streets in Chula Vista). Ms. Landers gave a PowerPoint presentation and explained that the track in question is not intended for any future use; however, if it were, it would have to be removed and replaced to bring it to current standards. She stated that from a risk and mitigation standpoint, the condition of the tracks needs to be addressed. Staff is looking at available funding and also the costs of removing the track, paving over the track, or removing the track and ties and pulling everything out in addition to other options. The schedule would be prioritized to determine which work is completed and when based on funding. The current estimate is a little above 7,200 linear feet of track in addition to paving of 10 feet wide.

Ms. Landers reviewed the areas proposed for track removal, and she discussed some injury claims associated with a few of those areas.

Mr. Terry stated that a value has to be determined for this CIP and also whether to do it all at once or in stages. Based on the severity of the condition of some of the tracks, the contractor is recommending removing ties, which would cost more. Ms. Landers added that different funding sources will have to be identified, and a portion of those funds would ultimately come from the SD&AE reserves.

Mr. Domen asked if any of the cities have been contacted regarding cost-sharing. Ms. Landers responded that most have franchise agreements, which puts the financial responsibility on SD&AE. Mr. Allison added that the City of Chula Vista is working on its F Street Corridor and that project has some impact, so there may be cost-sharing opportunities. Discussion ensued regarding responsibility for construction projects and railroad right-of-way improvements.

Public Comments

- *R. Mitchell Beauchamp with San Diego Electric Railway Association – Mr. Beauchamp stated that he is the Director of the San Diego Electric Railway Association (SDERA), which runs the Historic Depot. He stated that one of SDERA's goals is to utilize the track in Cleveland Avenue. He provided some historical information about rail over the tracks. He relayed concern about the loss of the line and asked that the Board not approve the action to remove the track on the Coronado Belt Line. He suggested adding cautionary striping.*

Mr. Terry stated that the condition of the tracks and safety are the biggest concerns and confirmed with Ms. Landers that staff will come back to the SD&AE Board with funding, cost estimates, and a plan. Ms. Landers stated that it is her understanding that significant work would be necessary to restart rail operations. She clarified that at this point, staff is not proposing to abandon the right-of-way or the right to have tracks. The plan is to remove the tracks—which would not prevent any future reuse of that corridor—but it would mitigate potential risks for liability claims in the meantime.

Ms. Landers clarified for members that this is the first step for approving the concept and that some SD&AE reserve funds might be used. Staff will bring a specific plan to the SD&AE Board. She stated that any work that would cost over \$100,000 would have to go to the MTS Board, but staff wanted to get the SD&AE Board's consent beforehand to move forward. The plan would also go to the CIP Committee before the next SDAE meeting for consideration of inclusion into the CIP.

Action Taken

Mr. Gooch moved to approve the concept to use SD&AE reserve funds to remove unused track in Commercial Street in San Diego, Cleveland Street in National City, and F and J Streets in Chula Vista contingent upon further research of funding and costs associated with partial or complete removal of track and ties. Staff will present options to the SD&AE Board of Directors with subsequent final approval by the MTS Board of Directors. Mr. Domen seconded the motion, and it was unanimously approved.

8. Approval of the 2019 SD&AE Board Of Directors Meeting Schedule

Ms. Landers proposed the following SD&AE Board of Directors meeting schedule for 2019:

Tuesday, January 15, 2019	9:00 a.m.	(Fourth Quarter 2018 Reports)
Tuesday, April 9, 2019	9:00 a.m.	(First Quarter 2019 Reports)
Tuesday, July 9, 2019	9:00 a.m.	(Second Quarter 2019 Reports)
Tuesday, October 8, 2019	9:00 a.m.	(Third Quarter 2019 Reports)

Materials Due to Clerk:

Wednesday, January 9, 2019
Wednesday, April 3, 2019
Tuesday, July 2, 2019
Wednesday, October 2, 2019

Materials Posted:

Friday, January 11, 2019
Friday, April 5, 2019
Friday, July 6, 2019
Friday, October 4, 2019

Action Taken

Mr. Domen moved to approve the SD&AE Board of Directors meeting schedule for 2019.
Mr. Gooch seconded the motion, and it was unanimously approved.

9. Board Member Communications

There were no Board member communications.

10. Public Comments

There were no public comments.

11. Next Meeting Date

The next meeting of the SD&AE Railway Company Board of Directors is on Tuesday, January 15, 2019.

12. Adjournment

The meeting was adjourned at 9:36 a.m.

/s/ Paul Jablonski

President

/s/ Karen Landers

General Counsel

Agenda Item No. 2

San Diego and Arizona Eastern (SD&AE)
Railway Company
Board of Directors Meeting

January 29, 2019

SUBJECT:

STATEMENT OF RAILWAY FINANCES

RECOMMENDATION:

That the SD&AE Railway Company Board of Directors receive a financial report for the period ending November 30, 2018.

Budget Impact

None.

DISCUSSION:

SD&AE's financial results for the period ending November 30, 2018, are attached.

As of November 30, 2018, fiscal year-to-date revenues are \$368,000 favorable to budget primarily due to the Desert Line Lease revenue not included in the budget.

Expenses are \$32,000 favorable to budget primarily due to a favorable variance in Outside Services and Personnel Costs.

The year to date Net Income as of November 30, 2018, was \$411,000.

Attachment: SD&AE Operating Statement for period ending November 30, 2018.

SD&AE Operating Statement FY2019-18

	FY 2019					FY 2018	
	Q1 Actual	Oct - Nov Actual	YTD Actual (Jul - Nov)	YTD Budget (Jul - Nov)	Variance	Q1 - Q2 Actual (Jul - Nov)	Variance
Revenues							
Right of Entry Permits	\$ 750	\$ 1,500	\$ 2,250	\$ 12,500	\$ (10,250)	\$ 12,000	(9,750)
Lease Income	19,144	15,421	34,566	64,585	\$ (30,019)	37,122	(2,556)
Desert Line Lease Revenue	250,000	166,667	416,667	-	\$ 416,667	416,673	(6)
Operator Income - SD&IV 1% Freight Fee	10,000	6,667	16,667	25,000	\$ (8,333)	15,500	1,167
Total Revenues	279,894	190,255	470,149	102,085	368,064	481,295	(11,146)
Expenses							
Personnel Costs	7,671	6,239	13,910	22,220	8,310	14,678	768
Outside Services	5,030	11,299	16,328	37,791	21,463	53,822	37,494
Risk Management	3,533	3,176	6,709	8,460	1,751	56,309	49,600
Misc. Operating Expenses	4,290	18,352	22,641	23,490	849	21,001	(1,640)
Total Expenses	20,524	39,064	59,588	91,961	32,373	145,810	86,222
Net Income/(Loss)	\$ 259,370	\$ 151,191	\$ 410,561	\$ 10,124	\$ 400,437	\$ 335,485	\$ 75,076

Reserve Balance July 1, 2018	\$ 1,375,700
Allocated Interest Earnings - Estimate	10,417
Operating Profit/(Loss) - YTD	410,561
Less Desert Line Lease Revenue	(416,667)
Estimated Reserve Balance as of Nov 30, 2018	\$ 1,380,011

Agenda Item No. 3

San Diego and Arizona Eastern (SD&AE)
Railway Company
Board of Directors Meeting

January 29, 2019

SUBJECT:

REPORT ON SAN DIEGO AND IMPERIAL VALLEY (SD&IV) RAILROAD OPERATIONS

RECOMMENDATION:

That the SD&AE Board of Directors receive a report for information.

Budget Impact

None.

DISCUSSION:

An oral report will be given during the meeting.

Attachment: Periodic Report for the 4th Quarter of 2018



SD&AE Board
C/O MTS
1255 Imperial Avenue, Suite 1000
San Diego, California 92101

January 21, 2019

Periodic Report

In accordance with Section 20 of the Agreement for Operational Freight Service and Control through Management of the San Diego and Arizona Eastern Railway Company activities of interest for the 4th Quarter of 2018 are listed as follows:

1. Labor

At the end of December 31, 2018 the San Diego & Imperial Railroad had 8 employees:

- 1 General Manager
- 1 Manager - Marketing & Sales
- 1 Office Manager
- 1 Mechanical Manager
- 1 Maintenance of Way Employee
- 3 Train Service Employees

2. Marketing

Volume in the 4th Quarter had a 7% decrease as compared to the same quarter in 2017. Bridge traffic into Mexico was up about 3% while traffic terminating or originating on the SDIY was down about 20% versus last year. The primary driver for this was a temporary dip in the liquid bulk shipments to the transload.

3. Reportable Injuries/Environmental

Days through year to date, December 31, 2018, there were no FRA Reportable injuries or Environmental incidents on the SDIV Railroad.

Days FRA Reportable Injury Free: **7940**

4. Summary of Freight

	018	2017	2016
Total rail carloads that moved by SDIY Rail Service in the quarter.	870	940	1440
Total railroad carloads Terminating/Originating Mexico in the quarter.	535	519	1110
Total railroad carloads Terminating/Originating El Cajon, San Diego, National City, San Ysidro, California in the quarter.	335	421	330
Total customers directly served by SDIY in the quarter	10	12	11
Regional Truck trips that SDIY Railroad Service replaced in the quarter	2610	2820	4320

Respectfully,

Matt Domen

General Manager

Agenda Item No. 4

San Diego and Arizona Eastern (SD&AE)
Railway Company
Board of Directors Meeting

January 29, 2019

SUBJECT:

REPORT ON PACIFIC SOUTHWEST RAILWAY MUSEUM

RECOMMENDATION:

That the SD&AE Board of Directors receive a report for information.

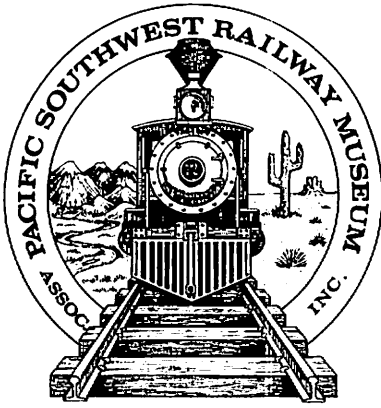
Budget Impact

None.

DISCUSSION:

A report will be presented during the meeting.

Attachment: Not submitted in time for the mail-out.



Pacific Southwest Railway Museum

La Mesa Depot 4695 Nebo Drive La Mesa, CA 91941 619-465-7776

January 28, 2019

SD&AE Board
c/o Metropolitan Transit System
1255 Imperial Avenue, Suite 1000
San Diego, CA 92101

Re: Fourth Quarter 2018

Dear SD&AE Board:

During the fourth quarter of 2018 and utilizing all volunteer crews, the Pacific Southwest Railway Museum operated 24 Pumpkin Express trains, 64 Valley Flyer trains and 16 North Pole Limited trains, carrying a total of 7,698 passengers during 24 operating days. There were no FRA reportable accidents or injuries during the fourth quarter, 2018. Earned revenue from SD&AE property for the fourth quarter, 2018 was \$288,547.45 our check for \$5,770.95 is enclosed.

7,698 passengers during the fourth quarter of 2018
7,153 passengers during the fourth quarter of 2017
6,736 passengers during the fourth quarter of 2016
7,110 passengers during the fourth quarter of 2015
6,765 passengers during the fourth quarter of 2014
6,535 passengers during the fourth quarter of 2013
6,889 passengers during the fourth quarter of 2012

Ridership for the fourth quarter 2018 increased by 545 passengers and revenue increased by \$21,144 from the same quarter of the previous year with the same number of operating days for both years. The month of October was filled with four weekends of Pumpkin Express Trains followed by four weekends of Valley Flyer trains during November and four weekends of North Pole trains commencing on the last day of November and extending through December 22nd.

PSRM continues to maintain both signalized railroad crossings within our right of way limits; PSRM signal maintainers perform the monthly, quarterly and annual inspections.

Please mark your calendars and plan on joining us at Campo on Saturday, September 7, 2019 to celebrate the Groundbreaking of the SD&A and again on Saturday, November 16, 2019 for SD&A Centennial Day in Campo. At both events, we welcome the participation of members of the SD&A board and key personnel of MTS as speakers at the events. Other 2019 events celebrating the centennial year of the completion of the railroad include hikes to China Camp, Dos Cabezas and the Goat Canyon Trestle, slide shows at various San Diego venues, SD&A Centennial exhibits around town and at select museums in Balboa Park and SD&A silent movie night at the Spreckels Organ Pavilion. The centennial celebration calendar is updated frequently and more information can be found at <https://www.psrn.org/centennial/calendar/>

I would like to extend my thanks to this board and the MTS board for continuing to support our efforts in educating our community on the history and importance of passenger and freight rail through our preservation efforts and living history train ride.

Sincerely,



Diana Hyatt
President

Agenda Item No. 5

San Diego and Arizona Eastern (SD&AE)
Railway Company
Board of Directors Meeting

January 29, 2019

SUBJECT:

REPORT ON THE DESERT LINE

RECOMMENDATION:

That the SD&AE Board of Directors receive a report for information.

Budget Impact

None.

DISCUSSION:

A report will be presented during the meeting.

Attachment: Not submitted in time for the mail-out.

Agenda Item No. 6a

San Diego and Arizona Eastern (SD&AE)
Railway Company
Board of Directors Meeting

January 29, 2019

SUBJECT:

SUMMARY OF SD&AE DOCUMENTS ISSUED SINCE OCTOBER 9, 2018

RECOMMENDATION:

That the SD&AE Railway Company Board of Directors receive a report for information.

Budget Impact

None.

DISCUSSION:

Since the October 9, 2018, SD&AE Railway Company Board of Directors meeting, the documents described below have been processed by staff.

- S200-19-687: Right of Entry Permit to Segni Construction for potholing In La Mesa west of Jackson Drive.
- S200-19-688: Easement to San Diego Gas & Electric for underground electric facilities at North Avenue in the City of Lemon Grove.
- S200-19-689: Right of Entry Permit to HMS Construction, Inc., for traffic control at Palomar Street in the City of Chula Vista.
- S200-19-891: Right of Entry Permit to Segni Construction, Inc. for landscaping and slope repair west of Jackson Drive in La Mesa.



REQUEST TO SPEAK

Agenda Item No. ☐

Order Request Received ☐

PLEASE SUBMIT THIS COMPLETED FORM (AND ANY WRITTEN STATEMENTS) TO THE CLERK OF THE COMMITTEE PRIOR TO DISCUSSION OF YOUR ITEM¹.

1. INSTRUCTIONS

This Request to Speak form must be filled out and submitted in advance of the discussion of your item to the Clerk of the Committee (please attach any written statement to this form). Communications on hearings and agenda items are generally limited to three (3) minutes per person unless the Committee authorizes additional time. However, the Chairperson may limit comment to one or two minutes each if there are multiple requests to speak on a particular item. General public comments on items not on the agenda are limited to three (3) minutes. Please be brief and to the point. No yielding of time is allowed. Subjects of previous hearings or agenda items may not again be addressed under General Public Comments.

Please Print

NAME	R Mitchell Beauchamp
Address	1434 East 24 th St National City
Telephone	619 477 5333
Organization represented (if any)	Tierra Madre Ranch
Subject of your remarks	Derail Lim Station
Regarding Agenda Item No.	6 Public Comment
Your comments are presenting a position of:	<input type="checkbox"/> SUPPORT <input type="checkbox"/> OPPOSITION

2. TESTIMONY AT NOTICED PUBLIC HEARINGS

At public hearings of the Committee, persons wishing to speak shall be permitted to address the Committee on any issue relevant to the subject of the hearing.

3. DISCUSSION OF AGENDA ITEMS

The Chairman may permit any member of the public to address the Committee on any issue relevant to a particular agenda item.

4. GENERAL PUBLIC COMMENTS ON MATTERS NOT ON THE AGENDA

Public comment on matters not on the agenda will be limited to five (5) speakers with three (3) minutes each under the Public Comment agenda item. Additional speakers will be heard at the end of the Committee's agenda.

¹ REMEMBER: Subjects of previous hearings or agenda items may not again be addressed under General Public Comments.