

39TH ENGINEER BATTALION ALUMNI NEWS



July, 2016

President	Bill Ray
Vice President	David Romans
Secretary	Jim Lewis
Treasurer	Jim Shamblen
Chaplain	Fr. Vasilios (Billy) Bassakyros
Sgt. at Arms	Mike Male

FROM THE PRESIDENT

Well, Brothers and Sisters, we are less than 60 days to the 2016 reunion; if you haven't made your reservations, please do so as soon as possible. 2016 has been quite a year; the Vietnam Welcome Home event held at the Fort Worth Naval Air Station went well and I was fortunate enough to win a ride in a P51 Mustang (what a ride it was). The first night of the event that was all Nam vets went very well but the next two days were overshadowed by the Blue Angels Air Show leaving the Vietnam exhibit somewhat abandoned and empty.

I was able to meet with five 39th vets I served with from Charlie Co. in Milwaukee, WI in June; it was like a mini reunion. Some were already members and now all are members of the Association. Funny how you can remember faces from back then but names have a habit of slipping away; but after a few beers all the memories and stupid things we did come back in vivid color. We had a good time during those two days going down memory lane and I would like to thank Dave Hazleberg and Terry Rossiter for getting us together. Hopefully, we will be able to have them attend one of our upcoming reunions. Of course, we had the tragedy in Dallas July 7th when 5 Dallas police officers were ambushed by a sniper; that will be something that only time will heal.

The 39th has deployed to Baghdad and at last report will be there for an 8-month tour. Haven't had any reports of their missions as of yet but when I do receive information, I will be sure and pass it on.

We have lost three more members: John "Frenchy" Evans, C Co. 67-68 passed on July 9, 2014. Howard R. Waugh, 39th WWII passed on March 18, 2016. Otis Rowland, HHC & A Co. 65-66 passed on March 19, 2016. Obituaries are located elsewhere in the newsletter.

Our membership is still growing although at a somewhat slower pace, but it is so good to talk with you guys when you find us. There is one special request - please let me know if you move, change phone numbers, etc. so that corrections can be made to the roster (this is the only way we have to stay in touch and keep you informed). We are still hoping that some of the 39th who served at Fort Devens will join us and help fill in the blanks from that part of our history; if you know any of these guys please tell them about us.

Webmaster.....Walter Lester Historian....Jerry Bright Member at Large.....Oly Guerra Past President....Bruce Fonnest Reunion Chair.....Gale Helser

Now for a big "Blue Bull Welcome" to our new members and Lifetime members.

NEW MEMBERS:

David Bergeron	Neil Bersinger	Bill Mann
C Co.70- 71	HHC/B Co. 68-69	HHC 65-66
Pete Moore	Ed Nielson	Chester Perdue
C Co. 68	HHC 66-67	39 th Bn. 78-81
James Ramsey	James Russell	Tom Senick
HHC 68-69	A Co. 67-68	HHC 66
Kenneth Smith 511 th PB 68-69	Alfredo Tovar C Co. 67-68	

LIFETIME MEMBERS:

David Hazleberg	Ray Wiatt
C Co. 68-69	C Co. 67-68

Take care, enjoy life and Carolyn and I hope to see each of you in Plano, TX this September for our 2016 reunion.

BROTHERS THEN, BROTHERS NOW, BROTHERS FOREVER

Bill Ray, President 3rd Plt. C Co. 67-68 bill39th@sbcglobal.net (817) 239-0787 (cell)

VICE PRES REPORT

Brothers and Sisters of the 39th Combat Engineer Battalion,

Here we are on the brink of another year almost gone and another reunion is almost here. Shirley and I are very excited to see everyone again. Our reunions always seem to go by so quickly but nowadays the rest of the year seems to pass pretty quickly also. I guess that has to do with age and the fact that we think that it should be slowing down instead of speeding up.

Speaking of age, I turned 70 this past January and my eyes decided to start acting up. I went to my optometrist thinking that I needed new glasses and learned I had cataracts. So for the last few weeks I have been dealing with eye surgeries. I'm sure some of you have been in the same boat or will one of these days. Point being my brothers, we are not getting any younger. Many of us have already passed into the next life, hopefully with the Lord Jesus Christ. Don't say, well I'll go next year because it's too far to drive or fly. Or I just don't have the money. I know sometimes it's a little tough. Just remember we never know when the Lord will bring us home. Come on out to Dallas my brothers and sisters, and let's plan on a great time together.

Now, a special note to the sisters of the 39th. If your combat Vet and our brother has passed on you are still our sister. We still love you as we did when our brother was here. Please come and join us. Looking forward to seeing everyone in Dallas (Plano) Texas. Brothers Then, Brothers Now David E. Romans, Vice President 479- 883- 3777 (Cell) A Co. 66-67, usrome@live.com

SECRETARY'S REPORT

Just wanted folks to know that I will be in Arizona this month to be again re-certified as a Veterans Service Officer.

If members have any questions regarding what, if any, benefits they can apply for, I would be happy to speak with anyone in private at our reunion. Advice is based upon my experience in Indiana. Variations may occur in state.

Agent Orange is always a factor but there are many presumptives, i.e. diabetes, and certain forms of

cancer. It is ALWAYS best to have a CERTIFIED VSO file ALL your claims to avoid any pitfalls that may put your claim into question or subject it to further review.

Reviews and rejections are usually due to lack of proper and complete documentation.

Looking forward to seeing y'all at the reunion! Jim Lewis, Secretary Co. D, HHC 67-68 Veteran's Service Officer (VSO) Vietnam Veterans of America Cell 219-730-8140

CHAPLAIN'S WORDS

ELECTION YEAR!

It was some time ago that I was told a wonderful story about a man who had a vision of Heaven and Hell, and was told he had to decide which one he wanted to go to after death. You'd think that this decision would be easy to make because of all we have read and heard about these two places. However, God grants this person first-hand knowledge of both places in order for him to make an informed decision, and the story goes like this. Just for the story I will call him Charles.

Charles was getting ready for bed one night and while he was slipping under the covers, he heard a voice saying "Charles, this is God and this year you can choose where you want to go." Shocked and frightened, Charles responds: "Is this you God?" God answers, "Yes." "What do I have to do?" said Charles. "St. Peter will take you to the two places and you can make up your mind after that." Charles responds, "Okay."

At that instant Charles' bedroom was filled with a bright white light. Charles was almost blinded by the light, but he could see that something was within the light. He squinted to see what was in front of him, and behold it was an elevator with St. Peter waving for him to get in. The doors closed and it went down in a flash to Hell. As the doors opened, Charles found himself on the first tee of a beautiful golf course with his longtime friends ready to play golf.

What a shock to see his friends in such a great place playing golf and drinking beer along the way. He played two rounds with his friends and at the end of the eighteenth hole, in the distance he saw a very large and magnificent Clubhouse. So Charles, along with his friends, entered the Clubhouse and was greeted by Satan himself. Satan told them that they could eat and drink whatever they wanted from the bounty that was presented to them in the dining room. Charles was amazed at all the fine food and drinks he had access to. The dinner with his friends lasted all day and the party went on until St. Peter descended to Hell in the elevator. St. Peter told him it was time to go up to Heaven to see what it is like, and having his fill of Hell, they left.

When the elevator doors closed, Charles could feel the elevator going in a speedy upward direction. Then, within a few seconds, the elevator stopped, and the doors opened in Heaven. The air was sweet smelling and it was a beautiful sunny day with the birds singing and flying around with no cares in the world. St. Peter introduced Charles to a few people and others came up to him wishing him well and good tidings.

As Charles walked around Heaven, others introduced themselves to him with wonderful words of exultation. In his wildest dreams, he could have never thought that a place like this existed. All the stories and Bible passages were right, he thought to himself, sheer ecstasy. However, he missed his friends and the fun they had playing golf, drinking, and eating such sumptuous foods. So he thought, "Here in Heaven, it is so serene and calming, and you can feel the love that all have for each other. But to think that this was going to be forever, this would be a problem." The fun he had with his friends in Hell drove him to choose Hell as his permanent place of residence after his death.

Finally, the elevator appeared with God and St. Peter waiting for him. God asked him a few times if he had made up his mind, and he responded with an emphatic "Yes!" So down they went to Hell, but this time he could smell a horrible odor of sulfur and it started to get very hot. When the doors opened, he heard screaming and yelling coming from all around him. Satan greeted him with a welcoming smile, and took him by the hand. However, before Satan could do anything, Charles stopped abruptly and with fear and trepidation, he asked Satan, "What happened to the place I visited a little while ago?" Satan replied, "Did you forget that this year is an election year?"

My brothers and sisters, let us not forget that Satan will use whatever he can to steer us away from seeing the truth about something. So do not fall for what looks so good to be true and follow what seems to be real. Why? Because you are only going after what will, in the end, turn out to be "fool's gold."

Have a blessed day!

Fr. Vasilios (Billy) Bassakyros

REUNION UPDATE

Reunion Dallas/Fort Worth - Down to Days

We Want YOU!!! To be part of the activities and comradery at this year's Dallas/Fort Worth reunion. We have a lot of activities planned and you will have a great time with your brothers from the "Bluebull Battalion." Some of the activities include a tour of the TV set for the series "Dallas," a tour of the Dealey Center (The Texas Book Depository), an evening at Billy Bob's (the world's largest Honky Tonk), and much more.

Reunion 2016 is just around the corner and it's looking like another great turnout. The Comfort Inn & Suites still has rooms available for those who have not yet made their reservations. Call the hotel directly at 972-881-1881 and be sure to reference the 39th Eng Bn room block when making your reservation. Our cut off for the guaranteed rate is August 30, 2016, so make your reservations today.

If you have not sent your registration form in, please use the form in this newsletter to do so asap. We need your information so we can finalize all the details of the events and to assure that we have enough bus seats to get all of our group to each of the events that we have planned, enough dinners for the banquet and who is coming so we can make name badges, etc., etc., etc. Also note that we can now take credit card payments. You can still send a check if you prefer or even wait until arrival to make the final payment once you send the form with the \$100 deposit. We have extended the deadline for cancellations, meaning all payments are fully refundable as long as you notify us prior to September 14, 2016, should something prevent you from attending.

Gale Helser, Reunion Chair (956) 367-0999 941 W. Rio Guaymas Green Valley, AZ 85614 (galehelser@peoplepc.com)

FLYING IN?

There are 2 airports that serve the Dallas Fort Worth area - DFW and Love. Both are a distance from our reunion headquarters, and the hotel does not provide an airport shuttle.

For those who are not renting a car, here is the info on the shuttle services available. Super Shuttle is the most used and has a very competitive rate. You can contact them on line at www.supershuttle.com or by phone at 972-615-2410. Another source is www.airportshuttles.com which offers a variety of options to choose from. For those who are familiar with UBER, this too, is an option. If all else fails, please contact me and I will try to help make transportation arrangements.

Gale D Helser 956-367-0999

39[™] REACTIVATED

Thank you to Walter Gurbis for a couple more pictures from the visit with the newly reactivated 39 Battalion members.





Thomas Walker and LTC Chris Payant

John Lewis and Blayne Jones

Lt. Bonney Bradway, Lt. Kevin McCormick, 1st Sargent Byron Flakes, and Capt. Ryan Orbison.



A FELLOW 39THER REMEMBERS . . .

Due to the length of this history, only a portion is being reproduced in this newsletter. In order to see the entire history, we will have a few copies at the Reunion. As well, the entire copy will be available online on the 39th Engineer website.

<u>39th Engineer Battalion History Summer 1964 to Oct 1965 and then deployment to Viet Nam Nov. 1965.</u>

In the summer of 1964 I arrived at Fort Campbell. That is where my knowledge of the history of the 39th begins.

The 39th Engineer Battalion Combat



At the time it was commanded by a Lt. Col. Johnson. I learned later that he was ultimately promoted to general. About the end of June, Lt. Col. Earnest E. Lane took over the command of the 39th. Colonel Lane was a West Point graduate and very professional and also very likable. The 39th was one of 3 combat engineer

Colonel Lane

battalions and 3 separate companies that made up the 937 Engineer Group commanded by a Colonel Loesing (sp). The group had the 27 Engineer Battalion Combat, the 70 Engineer Battalion Combat along with the 39 Engineer Battalion Combat. We also had three individual companies. The 553 Float Bridge, the 511 Foot Bridge and the 597 Engineer Maintenance Company. I do not remember if the 572 Light Equipment Co. was part of the group then or not. The 39th was housed in old wooden barracks about one mile from the main gate.

1. <u>Trained our own AIT (summer of 1964).</u>

The battalion was in the process of training 300 candidates for their advanced individual training (AIT) in June of 1964. I was assigned to C Company commanded by Lt. Bob Greer. This was not a normal event for a line combat engineer battalion, but it was pretty successful I believe considering we were not set up to do this. I went to the field for 3 weeks immediately. All types of training were being conducted mainly by the NCO's from within the 937 Engineer Group and the two bridge companies. The training that went on while I was in the field with them consisted of everything from bridge building to convoy ambush (offense and defense) and night assault defense. They had already been involved with the other parts of AIT training before I got there. The graduates were assigned to the three combat engineer battalions, and the separate companies within the group. The group strength was down somewhat, so the boost in troop level was necessary. B Company was TDY to Alaska during all of this. I don't know exactly what their job was while there. They supposedly were providing construction support to the Arctic Test Board. They returned to Ft. Campbell later in the fall of 1964.

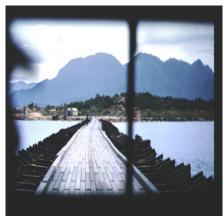
Fast forward to . . .

9. <u>In Country</u>

Immediately after getting our equipment, B Company deployed to Tuy Hoa along with most of the heavy equipment platoon from HQ. We moved most of the equipment on LST's that just happened to be parked right in front of our area. So that training at Little Creek paid off pretty quickly. A and C Companies started working on concrete pads for the hospital at the air base and also some fuel storage tanks right there at Cam Ranh.

"A" Company was involved in building the longest tactical bridge in Viet Nam. The trip from the Cam Ranh peninsula over to the mainland had been done with barges ever since the buildup was started. It was slow and tedious and really kept construction growth to a minimum. The bridge really opened up the traffic to the peninsula. It was over 1100 feet long and was made of M4T6 float

July, 2016



bridge material. I believe the float bridge was from a Vietnamese unit with advisors from the 553 Float Bridge Company. It was written up in the Stars and Stripes. It only took a few days to complete. The first weekend we had our equipment, we outfitted a duce and a half with a 50 cal. ring mount and took off to

Floating Bridge

Nha Trang for beer. We brought back more than beer. We had three truckloads of troops going with us. Doc McDonald said 85% brought back gonorrhea. Not sure how that happened in that short amount of time while I bought the beer at the air base.

We set up our battalion maintenance tent as a beer hall for the enlisted men. There was a shed on top of a hill that was called the officers club. The mess halls were screened in buildings with metal roofs. We were located right on the beach. It was a beautiful setting. We got some wing tanks from the air force and filled them with water and pressurized them and used them to feed water to our ice maker we bought back in the states with unit fund money.

We got some tanks the navy used as floats to mark off an area of water and made showers from them. The showers were right on the beach also.

We had a volley ball court and a movie screen on the beach. We had purchased an anamorphic lens (unit fund) for cinematic movies. We used to hit the ships as they came into port to get the best movies we could get. We also had a guard tower like a life guard tower on the beach. We would put an armed guard there to shoot sharks should the need arise. Cam Ranh Bay supposedly was the largest shark breeding ground in Southeast Asia.



Bn Area from Dune

The mission in Tuy Hoa was two-fold. We were supposed to support the 1st Brigade of the 101st Division and also work on the initial enlargement of the small civilian airfield there. Air Viet Nam flew some DC-3's out of there. We got a plane load of rolls of rubber one day. It was the same rubber we had used at Ft. Campbell back in the summer. This time we used it to make the tarmac area and used PSP to make the runway larger. Good thing we knew how to use it. We were told the rush to get Tuy Hoa up and running was to get the area secured. It supposedly had a large rice crop there and they did not want the VC to get it. The 101st and one brigade of the Korean Tiger Division were there to hold the area and protect the rice crop. The VC were active at night and would hit the outside perimeter



manned by the Koreans pretty regularly. Some of the heavy equipment was lightly damaged on one attack while out with the 101st working a road beside a rice paddy. Our guys were told not to bring weapons because the 101st would take care of everything. I told my troops not to listen to them anymore. If you go out, take a weapon. On one of the trips to Tuy Hoa, Col. Lane decided to do a little recon on the way back to Cam Ranh. They were flying low in a Huey and took some fire. He was the only one hit. He was taken to Nha Trang immediately where he died from blood loss that night. That was a pretty severe blow to the battalion personnel. Col. Lane was a very popular commander among everyone that worked with him. Major Schultz took over as CO of the 39th. I was told he was a battle field promotion back in WWII. He was pretty rough around the edges, but very colorful and pretty sharp.

One of the projects the 39th worked on at Tuy Hoa was building a port that could be used to off load small ships to supply the area. It was a few miles south of the main part of Tuy Hoa. The port was named Port Lane after Col. Lane.

I departed Viet Nam and only have spotty information on what happened after that. In 1971 while on a business trip to Atlanta, I boarded a plane for home in Charlotte, NC. I heard a voice I recognized. It was Lt. Coulter the CO of A Company. We got together on that flight and planned an officer reunion. We were able to get about 10 officers together for a reunion in Gatlinburg, Tenn. We said we would do it every 5 years but were not able to keep it going. I have only seen one of the guys since then. **Richard Hill**

Former CO of HQ and HQ Company 39th Engineers, June 1964 to March 1966

OBITUARIES

John Wayne Evans, 68, died on July 9, 2014 at the VA Medical Center in Manchester, NH. He was born in Wolfeboro, NH on May 15, 1946, son of Elmer Evans, Jr. and Jeanette (Orfield) Evans Cote.

John served proudly in the US Army during the Vietnam War. He was a former longtime resident of Epping and had resided in Raymond for the last 18 years. He was formerly employed as a custodian and maintenance worker for the Nottingham School District. An avid sports fan, he loved the Boston Red sox and enjoyed many outdoor activities, including hunting and fishing. He was also a lifetime member of the American Legion Post 51 in Epping. John was predeceased by his son, John Wayne Evans, Jr.,

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his father Elmer Evans, Jr. and his longtime companion Lena Castle. He is survived by his mother Jeanette (Evans) Cote of Epping; two brothers Leon Kaminsky and his wife Susan of Ft. Johnson, NY, and Ronald Evans and his wife Marie of Epping; one sister Geraldine Pelletier and her husband Ron Of Epping; one son John Martin and his wife Carmen of Dover, NH, two daughters Tanya Tetu of Rochester, and Jaime Bamford-Edwards of Rochester, NH, 5 grandchildren; and several nieces and nephews. Burial with Military Honors was at Prospect Cemetery in Epping.

Otis Eugene Rowland, 80, of Quinlan, went to be with his Lord and Savior Saturday, March 19, 2016 in Dallas. Funeral Services with full military honors were held at Ingram Funeral Home in Quinlan with Judge Hershey Barnett officiating. Burial was at DFW National Cemetery in Dallas.

Mr. Rowland was born August 14, 1935 in Winona, Mississippi. He is the son of the late John Lewis Rowland and Alma Farrell Rowland. He was raised and educated in Mississippi. He entered the United States Army in 1959 and served two tours of duty in Vietnam where he received the Vietnam Service Medal and 1 Silver and 1 Bronze Stars, the Republic of Vietnam Gallantry Cross with Palm, the Republic of Vietnam Civil Actions Medal, the First Class Army Commendation Medal and the Meritorious Service Medal. He also spent 2 years in Germany. After honorably serving our country for 20 years, he retired and moved to the Lake Tawakoni Community where he made his home. Otis was a life member of the VFW in West Tawakoni. He married Jackie Browning September 2, 1995 and she preceded him in death on September 12, 2012. His hobbies included, NASCAR, UFC Fighting, and fishing. He was an avid fan of the Dallas Cowboys and John Wayne movies. He is loved and will be missed by his daughters, Betty Joyce Rowland and Quinlan, Brenda Jean Genuske of Foutain, CO; son, James Edward Rowland of Quinlan; stepsons, Larry Therford & wife Shenna of Senton, Texas and John Therford of San Antonio; stepdaughter, Pattie Therford of Quinlan; 7 brothers and 4 sisters, 11 grandchildren, 14 great-grandchildren and 3 great-greatgrandchildren.

Howard R. Waugh, 94, of Gallipolis, passed away Wednesday, March 16, 2016, at Holzer Medical Center. Howard was born Jan. 2, 1922, in Lancaster, son of the late Homer and Lulu Sims Waugh Sr. He was a 1940 graduate of Mercerville High School and a 1948 graduate of the Columbus Barber School. Howard partnered with Harry McGhee and Ted Wiseman to barber in downtown Gallipolis from 1948 to 1965; from 1965 to 1984, he worked out of his barbershop at 1044 Second Ave. where he resided. He also worked at the Gallipolis State Institute from 1945 to 1983 as a psychiatric aide.

Howard served in the U.S. Army 39th Combat Engineers Battalion during World War II from September 1942 through September 1945 when he was honorably discharged. Howard was the recipient of a Bronze Arrowhead, European African Middle Eastern Service Medal with Five Bronze Stars, a Good Conduct Medal, and World War II Victory Medal. Howard served with General Patton's 3rd Army and was with the invasion force at Anzio Beachhead, where one of the bloodiest battles of World War II occurred. He was a lifetime member of V.F.W. Post 4464, where he served as junior vice post commander from 1979 to 1980, post senior vice commander from 1980 to 1981, and post commander from 1981 to 1982. He was also a member of the American Legion Lafayette Post 27. Howard proudly wore his uniform to participate with the honor guard for funeral detail and the color guard at local parades, Memorial Day and Veterans Day ceremonies. Howard received an Honorary Military Hero Award in 2011 and numerous awards for his service to our country and to his community. He was a faithful member of the First Baptist Church in Gallipolis.

He married Jessie Mae Hill Waugh on April 10, 1948, in Catlettsburg, Ky., and she preceded him in death on Oct. 3, 2003. He was also preceded in death by a stepson, Michael E. Reapp; a stepgrandson, Patrick Reapp; three brothers: Homer L. Waugh Jr., Merrill S. Waugh and Carl B. Waugh; and one sister, Jewell F. Steele.

He is survived by his daughter Ellen (Kevin) Werry, of Gallipolis; granddaughter Jessica Mills, of Gallipolis; stepgrandsons Kaleb Werry, of Gallipolis, and Brian Reapp, of New Port Richey, Fla.; two great-grandchildren: Colton and Savannah Mills, whom he adored; sisters-in-law Maxine Waugh, of New Albany, Mary Emma Waugh, of Crown City, and Emma Lee Waugh, of Rodney; and a host of nieces and nephews.

Funeral services were held at First Baptist Church, with Pastor Alvis Pollard officiating. Entombment followed in Chapel of Hope Mausoleum at Ohio Valley Memory Gardens. Military honors were conducted at the cemetery by V.F.W. Post 4464. Pallbearers included David Mills Jr., Ryan Shafer, Trevor Shafer and Bruce Waugh. In lieu of flowers, contributions may be given to the National World War II Museum, 945 Magazine St., New Orleans, LA 70130; First Baptist Church in Gallipolis, or to the U.S. military organization of your choice.

Howard was a true soldier and patriot who loved his country, family and especially his fellow veterans. Although he can now rest from his duties, his memories will live on in all those touched. Please visit www.funeralhome.com to send email condolences.



<u>39th ENG BN Reunion 2016 – Dallas/Ft. Worth, TX – Sept. 21-25</u> COMFORT SUITES, Plano, Texas

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39th Engineer Battalion Alumni 941 W. Rio Guaymas Green Valley, AZ 85614 PRESORT STD U.S. POSTAGE PAID McALLEN, TX PERMIT NO. 333

THEN AND NOW . .



Terry Rossiter, Alfredo Tovar, Joey Kappel, Pete Moore, Paul Mitchell



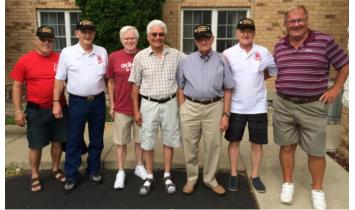
Terry Rossiter, Alfredo Tovar, Joey Kappel, Pete Moore, Dave Hazelberg (standing in Paul's place, who has since passed)



Dave Hazelberg and Joey Kappel



Jensen and Ray Wiat



C Co. left to right: Dave Hazelberg, Bill Ray, Terry Rossiter, Alfredo Tovar, Joey Kappel, Pete Moore, Ray Wiat



September 21 - 25, 2016 **Dallas/Ft. Worth**

Book your hotel room TODAY; there is no risk involved and you do not have to pay any deposit. Just call **972-881-1881** which is a direct line to our hotel – the Comfort Inn and Suites is located just north of Dallas on Hwy 75 in Plano, Texas. Be sure to let them know you are booking under the **39th Engineer Battalion Reunion Block**. They are offering a very affordable rate of \$79.00 per night and they are accepting reservations right now. This is a newly renovated hotel and the rate includes breakfast. Should circumstances prevent you from attending, you can cancel right up to 24 hours prior to arrival.

Reserve Today before our block of rooms fills up!