

**AGENDA FOR THE
BOARD OF DIRECTORS OF THE
SAN DIEGO NORTHERN RAILWAY, INC.**

North County Transit District
810 Mission Avenue, Oceanside, CA 92054
Thursday, September 18, 2008 at 2:00 P.M.

For individuals with disabilities, we will provide assistive services. To obtain such services or copies of documents in an alternate format, please call or write, a minimum of 72 hours prior to the event, to request these needed reasonable modifications. We will make every attempt to accommodate requests that do not give 72 hour notice. Please contact the Clerk of the Board at (760) 967-2808.

Persons with hearing impairment please use the California Relay Service (CRS): 800-735-2929 using TTY; 800-735-2922 using voice; 800-855-3000 for Spanish. CRS Customer Service: 800-735-0373 or 800-735-0193 TTY.

- A. CALL TO ORDER
- B. ROLL CALL OF BOARD MEMBERS
- C. MINUTES OF NOVEMBER 15, 2007 (ATTACHMENT 1 – Pages 3-4)
(NO ACTION REQUIRED – Minutes were approved at the December 20, 2007 meeting of the North County Transit District Board meeting)
- D. PUBLIC COMMUNICATIONS
(There is a time limit of 15 minutes for this section of Public Communications, and each speaker is limited to three minutes for their presentation.)
- E. FOR BOARD ACTION – DISCUSSION
 - E-1 ANNUAL MEETING AND ELECTION OF OFFICERS (Pages 5-6)

That the Board elect Tom Lichterman as President of the Corporation and
C. Michael Cowett as the Secretary.
- F. CORRESPONDENCE, BOARD MEMBER COMMENTS, AND OTHER MATTERS

- G. REMAINING PUBLIC COMMUNICATIONS (For any remaining speakers who have completed a “Request to Speak” form before the start of the meeting)
- H. ADJOURNMENT

All persons wishing to address the Board during the meeting must complete a “*Request to Speak*” form. These forms are provided in a box at the table in the hallway, and must be completed and given to the Clerk of the Board before that agenda item is called. All speakers are limited to three minutes for their presentation.

ATTACHMENTS

CERTIFICATIONS AND RULES (FOR BOARD AND PUBLIC INFORMATION)

Posting of Board Agenda (Page 7)

Certification by the Clerk of the Board as to compliance with the Brown Act in posting the Agenda.

Rules for Public Speakers (Pages 8)

Information item

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
THE SAN DIEGO NORTHERN RAILWAY, INC.
NOVEMBER 15, 2007**

OPENING OF MEETING

Chairman Ed Gallo opened the meeting at 2:36 p.m.

ROLL CALL OF BOARD MEMBERS

Ed Gallo (City of Escondido); David Druker (City of Del Mar); Jerome Stocks (City of Encinitas); Jim Wood (City of Oceanside); Chris Orlando (City of San Marcos); Dave Roberts (City of Solana Beach); Bob Campbell (City of Vista).

Absent: Julianne Nygaard (City of Carlsbad) and Bill Horn (County of San Diego).

Also present were Karen King, President, and C. Michael Cowett, Secretary.

APPROVAL OF MINUTES

No action was taken as the Minutes of the September 21, 2006 meeting were approved at the October 19, 2006 Board meeting for the North County Transit District.

PUBLIC COMMUNICATIONS

None

FOR BOARD ACTION – DISCUSSION

E-1 Annual Meeting and Election of Officers

That the Board elect Karen H. King, Executive Director, as President of the SDNR Corporation and C. Michael Cowett, Legal Counsel, as the Secretary.

MOTION BY JEROME STOCKS TO ELECT KAREN KING AS PRESIDENT OF THE SDNR CORPORATION AND C. MICHAEL COWETT AS SECRETARY, SECONDED BY BOB CAMPBELL. MOTION CARRIED UNANIMOUSLY.

CORRESPONDENCE, BOARD MEMBER COMMENTS, AND OTHER MATTERS

None

REMAINING PUBLIC COMMUNICATIONS

None

ADJOURNMENT

CHAIRMAN GALLO ADJOURNED THE MEETING AT 2:38 P.M.

DATED: _____

Secretary

Chairman



GOVERNANCE COMMITTEE REPORT

TITLE: SAN DIEGO NORTHERN RAILWAY, INC. ANNUAL MEETING AND ELECTION OF OFFICERS

Time Sensitive Consent

COMMITTEE RECOMMENDATION:

That the NCTD Board of Director’s elect Tom Lichterman, Director of Operations, as President and C. Michael Cowett, General Counsel, as the Secretary of the Corporation.

BACKGROUND INFORMATION:

The San Diego Northern Railway, Inc. (SDNR) was formed by the North San Diego County Transit Development Board as a subsidiary entity to have full responsibility for overseeing the operation of the Commuter Rail and the maintenance of the railroad right-of-way and the rail equipment. In the Spring of 1996, staff and legal counsel determined that it would be most efficient to discontinue the active operation of the SDNR. However, for a variety of reasons, such as on-going legal activities and the potential for future opportunities, general counsel recommended maintaining SDNR as an in-active corporate entity.

Toward that end, in July 1996, the Board of Directors of the SDNR approved the following actions: (1) Authorized the assignment of all contract rights and obligations held by the SDNR to the North San Diego County Transit Development Board (state law subsequently changed name to North County Transit District); (2) Set the regular meetings of the SDNR Board of Directors to occur annually; and (3) Directed staff to take such further actions, subject to the approval of the President, as necessary to maintain the corporation in good standing. Since these actions were taken, staff has done what has been necessary to maintain the formal corporate status of the SDNR, including the filing of appropriate reports and tax returns. No other business has been conducted by the SDNR.

In accordance with the prior action of the Board, it is necessary that a 2008 annual meeting of the SDNR Board be held. The only matter at this time that needs to be considered and acted upon by the SDNR Board is the election of President and Secretary. Historically, the Executive Director has had the role of President and the Board’s General Counsel, currently C. Michael Cowett, has fulfilled the role of Secretary. In light of the current pursuit of a permanent Executive Director, staff recommends assigning the role of President to Tom Lichterman, Director of Operations. Staff also recommends the continuation of C. Michael Cowett as Secretary.

ATTACHMENT: None

FISCAL IMPACT: None

COMMITTEE

REVIEW:

9/4/08

Staff reviewed the purpose of the continuation of SDNR and the recommended action to elect Tom Lichterman as President and C. Michael Cowett as Secretary to the SDNR Board. The Committee concurred with the recommended action and recommends Board approval as an action item.

STAFF CONTACT:

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Intergovernmental Affairs Officer

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September 18, 2008

TO: Board of Directors of the San Diego Northern Railway, Inc.
FROM: Clerk of the Board
SUBJECT: POSTING OF THE AGENDA

In Compliance with the Ralph M. Brown Act, as amended, the following information is provided.

The Agenda for this meeting of the Board was posted as follows:

Meeting Date and Time:	September 18, 2008; 2:00 p.m.
Posted At:	810 Mission Avenue, Oceanside, CA
Date & Time of Posting:	September 12, 2008; 5:00 p.m.
Posted By:	Clerk of the Board

TO: Board of Directors of the San Diego Northern Railway, Inc.

FROM: Ed Gallo, Chairman

SUBJECT: RULES FOR PUBLIC SPEAKERS AT MEETINGS OF THE BOARD OF DIRECTORS OF THE SAN DIEGO NORTHERN RAILWAY, INC.

Per Board policy, all public communications at meetings of the North County Transit District shall be made and received in accordance with the following procedures:

I. COMMENTS ON ITEMS NOT ON AGENDA

- A. Total time limit all speakers:
- Beginning of Meeting: 15 minutes
 - End of Meeting: No time limit.
- B. Time limit per speaker per meeting: 3 minutes
- C. Priority: First come first served. All Speaker Slips will be numbered as the Clerk of the Board receives them. Those not allowed to speak at the beginning of the meeting due to limit stated above, will be called at the end of the meeting.
- D. Order on agenda: Items will be heard at the beginning of the meeting and if the time limit stated in paragraph A is exhausted, those who filled out a speaker slip and have not yet spoken, will be given an opportunity to speak at the end of the meeting under "*Remaining Public Communications*".
1. Out of Order: Comments must address items not on the agenda.

II. TIME LIMITS FOR ADDRESSING MATTERS ON THE AGENDA

- A. Total time limit: None.
- B. Time limit per speaker: 3 minutes.
- C. These rules apply to both public hearing and non-public hearing items listed on the agenda.
1. Out of Order: Comments made must be germane to the subject matter listed on the agenda.

III. CUTOFF FOR TURNING IN SPEAKER SLIPS

Speakers wishing to speak to an item on the Board Agenda must submit a speaker slip to the Clerk of the Board before that agenda item is called.

Speakers turning in slips after discussion begins on an item will be heard at the end of the meeting under "*Remaining Public Communications*".

IV. MODIFICATION OF RULES BY CHAIR

The Board Chair may, in his or her absolute discretion, relax the requirements of the rules contained herein. However, a decision of the Chair to do so in one instance shall not be deemed a waiver of the rules as to any other instance or matter.