

**ORANGE COUNTY LOCAL
TRANSPORTATION AUTHORITY**

**Report on Agreed-Upon Procedures
Applied to Measure M2 Status Report**

Year Ended June 30, 2012

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY

**Report on Agreed-Upon Procedures
Applied to Measure M2 Status Report**

Year Ended June 30, 2012

Table of Contents

	<u>Page</u>
Independent Accountants' Report on Applying Agreed-Upon Procedures to the Measure M2 Status Report.....	1
Measure M2 Status Report (Unaudited):	
Schedule 1 - Schedule of Revenues, Expenditures and Changes in Fund Balance.....	4
Schedule 2 - Schedule of Calculations of Net Tax Revenues and Net Bond Revenues (Debt Service)	5
Schedule 3 - Schedule of Revenues and Expenditures.....	6
Notes to Measure M2 Status Report.....	9



**INDEPENDENT ACCOUNTANTS' REPORT ON
APPLYING AGREED-UPON PROCEDURES TO THE
MEASURE M2 STATUS REPORT**

Board of Directors

Orange County Local Transportation Authority
and the Taxpayers Oversight Committee of the
Orange County Local Transportation Authority

We have performed the procedures enumerated below, which were agreed to by the Taxpayers Oversight Committee (Committee) of the Orange County Local Transportation Authority (OCLTA), solely to assist you with your review of the Measure M2 Status Report, and to ascertain that the amounts have been derived from the audited financial statements or other published documents, Board of Director approved documents or internal documents, for the year ended June 30, 2012. The Measure M2 Status Report consists of the following three schedules (Schedules): Schedule of Revenues, Expenditures and Changes in Fund Balance (Schedule 1); Schedule of Calculations of Net Tax Revenues and Net Bond Revenues (Debt Service) (Schedule 2); and Schedule of Revenues and Expenditures (Schedule 3). Management of the OCLTA is responsible for the Measure M2 Status Report. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in the report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

The following summary of procedures related to the Measure M2 Status Report is separated into three sections: Section A describes our procedures applied to Schedule 1; Section B describes our procedures applied to Schedule 2; and Section C describes our procedures applied to Schedule 3. All amounts are reported in thousands.

A. We obtained Schedule 1 and performed the following procedures:

1. Compared year to date June 30, 2012 amounts (Column A) to the audited trial balances of the OCLTA special revenue fund 17 and the OCLTA debt service fund 72 and additional detailed information from the underlying accounting records.
2. Compared period from inception through June 30, 2012 amounts (Column B) by adding the prior year's period from inception through June 30, 2011 amounts with year to date June 30, 2012 amounts (Column A).
3. Re-computed totals and subtotals.

B. We obtained Schedule 2 and performed the following procedures:

1. Compared year ended June 30, 2012 (Columns C.1 and C.2) to Schedule 1, Column A. For professional services, non-project related amounts, we compared the sum of this caption allocated to tax revenues and to bond revenues at June 30, 2012 (C.1 and C.2) to Schedule 1, Column A. For environmental cleanup, we agreed this amount to the project job ledger.

2. Compared period from inception through June 30, 2012 amounts (Columns D.1 and D.2) to Schedule 1, Column B. For professional services, non-project related amounts, we compared the total of the amounts allocated to tax revenues and to bond revenues at June 30, 2012 (D.1 and D.2) to Schedule 1, Column B. For environmental cleanup, we agreed this amount to the project job ledger.
 3. Compared forecast amounts (Column E.1 and E.2) to Measure M2 Forecast Model Schedule.
 4. Re-computed totals and subtotals.
- C. We obtained Schedule 3 and performed the following procedures:
1. Compared net tax revenues program to date actual (Column H) and total net tax revenues (Column I) amounts to Schedule 2, Column D.1 and Column F.1, net tax revenues (Totals), respectively.
 2. Recalculated net tax revenues program to date actual (Column H) and total net tax revenues (Column I) amounts, by mode and project description, based on the Measure M2 Transportation Investment Plan (Investment Plan).
 3. Compared the project budget (Column J) for each project to total net tax revenues (Column I).
 4. Compared the estimate at completion (Column K) to total net tax revenues (Column I).
 5. Recalculated the variance total net tax revenues to estimate at completion (Column L) by subtracting Column K from Column I and the variance project budget to estimate at completion (Column M) by subtracting Column K from Column J.
 6. Reconciled expenditures through June 30, 2012 (Column N) to Schedule 1, Column B. Agreed environmental cleanup to Schedule 2, Column D.1. Agreed oversight and annual audits to the summary of Measure M2 administrative costs through June 30, 2012. Agreed Column N, by project description to the project job ledger by fiscal year.
 7. We haphazardly selected a sample of 40 expenditures from Column N and compared them to invoices and supporting documentation. We concluded that the sampled expenditures were properly accrued and classified.
 8. Agreed reimbursements through June 30, 2012 (Column O) to Schedule 1, Column B. Agreed oversight and annual audits to summary of Measure M2 administrative costs through June 30, 2012.
 9. Agreed Column O to the supporting revenue summary by project and fiscal year. We haphazardly selected a sample of fifteen (15) reimbursements from Column O and compared them to invoices and remittance advices. We concluded that the sampled reimbursements were properly calculated.
 10. Recalculated the net project cost (Column P) by subtracting Column O from Column N.
 11. Recalculated the Percent of Budget Expended (Column Q) by dividing Column P by Column J.
 12. Recalculated revenues program to date actual (Column J.1) and the total revenues (Column I.1) for environmental cleanup (2% of revenues) and oversight and annual audits (1% of revenues) by multiplying total tax revenues per Schedule 2, Column D.1 and Column F.1 by 2% and 1%, respectively.

13. Recalculated revenues program to date actual (Column H) and total revenues (Column I.1) for collect sales taxes (1.5% of sales taxes) by multiplying sales taxes per Schedule 2, Column D.1 and Column F.1 by 1.5%.

14. Re-computed total and subtotals.

Results: All of the above procedures were performed without exception.

We were not engaged to, and did not, conduct an audit, the objective of which would be the expression of an opinion on the Measure M2 Status Report. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you. The Notes to the Measure M2 Status Report (Notes) have been provided by the OCLTA to describe the purpose, format, and content of the schedules. We were not engaged to and did not perform any procedures on the Notes.

This report is intended solely for the information and use of OCTLA's management, the Board of Directors, and the Taxpayers Oversight Committee and is not intended to be and should not be used by anyone other than these specified parties.



Laguna Hills, California
December 14, 2012

Measure M2
Schedule of Revenues, Expenditures and Changes in Fund Balance
as of June 30, 2012
(Unaudited)

<i>(\$ in thousands)</i>	Year to Date June 30, 2012 (A)	Period from Inception through June 30, 2012 (B)
Revenues:		
Sales taxes	\$ 252,132	\$ 313,254
Other agencies' share of Measure M2 costs:		
Project related	44,805	58,964
Interest:		
Operating: non-project related	548	485
Bond proceeds	7,097	9,345
Debt service	9	18
Commercial paper	-	393
Right-of-way leases	238	238
Total revenues	<u>304,829</u>	<u>382,697</u>
Expenditures:		
Supplies and services:		
State Board of Equalization (SBOE) fees	2,476	3,112
Professional services:		
Project related	38,279	128,903
Non-project related	1,261	5,739
Administration costs:		
Project related	4,508	12,722
Non-project related	6,844	18,449
Other:		
Project related	312	468
Non-project related	148	3,410
Payments to local agencies:		
Project related	70,837	137,111
Capital outlay:		
Project related	71,149	120,560
Non-project related	5	31
Debt service:		
Interest on long-term debt and commercial paper	22,508	27,198
Total expenditures	<u>218,327</u>	<u>457,703</u>
Excess (deficiency) of revenues over (under) expenditures	<u>86,502</u>	<u>(75,006)</u>
Other financing sources (uses):		
Transfers out: project related	(2,683)	(3,061)
Transfers in: project related	2,803	26,502
Bond proceeds	-	358,593
Total other financing sources (uses)	<u>120</u>	<u>382,034</u>
Excess of revenues over expenditures and other sources (uses)	<u>\$ 86,622</u>	<u>\$ 307,028</u>

See Notes to Measure M2 Status Report (Unaudited)

Measure M2
Schedule of Calculations of Net Tax Revenues and Net Bond Revenues (Debt Service)
as of June 30, 2012
(Unaudited)

<i>(\$ in thousands)</i>	Year Ended June 30, 2012 (actual) (C.1)	Period from Inception through June 30, 2012 (actual) (D.1)	Period from July 1, 2012 through March 31, 2041 (forecast) (E.1)	Total (F.1)
Tax revenues:				
Sales taxes	\$ 252,132	\$ 313,254	\$ 15,140,831	\$ 15,454,085
Operating interest	548	485	362,359	362,844
Total tax revenues	<u>252,680</u>	<u>313,739</u>	<u>15,503,190</u>	<u>15,816,929</u>
Administrative expenditures:				
SBOE fees	2,476	3,112	227,204	230,316
Professional services, non-project related	1,078	2,895	102,941	105,836
Administration costs, non-project related	6,844	18,449	144,595	163,044
Transfers out, non-project related	-	-	21,194	21,194
Other, non-project related	148	3,410	27,249	30,659
Capital outlay, non-project related	5	31	-	31
Environmental cleanup	401	1,983	310,064	312,047
Total expenditures	<u>10,952</u>	<u>29,880</u>	<u>833,247</u>	<u>863,127</u>
Net tax revenues	<u>\$ 241,728</u>	<u>\$ 283,859</u>	<u>\$ 14,669,943</u>	<u>\$ 14,953,802</u>
	(C.2)	(D.2)	(E.2)	(F.2)
Bond revenues:				
Proceeds from issuance of bonds	\$ -	\$ 358,593	\$ 740,000	\$ 1,098,593
Interest revenue from bond proceeds	7,097	9,345	53,700	63,045
Interest revenue from debt service funds	9	18	36,159	36,177
Interest revenue from commercial paper	-	393	-	393
Total bond revenues	<u>7,106</u>	<u>368,349</u>	<u>829,859</u>	<u>1,198,208</u>
Financing expenditures and uses:				
Professional services, non-project related	183	2,844	-	2,844
Bond debt principal	-	-	1,092,570	1,092,570
Bond debt and other interest expense	22,508	27,198	998,613	1,025,811
Total financing expenditures and uses	<u>22,691</u>	<u>30,042</u>	<u>2,091,183</u>	<u>2,121,225</u>
Net bond revenues (debt service)	<u>\$ (15,585)</u>	<u>\$ 338,307</u>	<u>\$ (1,261,324)</u>	<u>\$ (923,017)</u>

See Notes to Measure M2 Status Report (Unaudited)

Measure M2
Schedule of Revenues and Expenditures
as of June 30, 2012
(Unaudited)

Project	Description	Net Tax Revenues Program to Date Actual	Total Net Tax Revenues	Project Budget	Estimate at Completion	Variance Total Net Tax Revenues to Est at Completion	Variance Project Budget to Est at Completion	Expenditures through June 30, 2012	Reimbursements through June 30, 2012	Net Project Cost	Percent of Budget Expended
(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	
<i>(\$ in thousands)</i>											
Freeways (43% of Net Tax Revenues)											
A	I-5 Santa Ana Freeway Interchange Improvements	\$ 11,188	\$ 589,406	\$ 588,740	\$ 588,740	\$ 666	\$ -	\$ 1,116	\$ -	\$ 1,116	0.2%
B,C,D	I-5 Santa Ana/San Diego Freeway Improvements	28,213	1,486,253	1,301,981	1,301,981	184,272	-	24,288	36	24,252	1.9%
E	SR-22 Garden Grove Freeway Access Improvements	2,857	150,487	150,486	150,486	1	-	4	-	4	0.0%
F	SR-55 Costa Mesa Freeway Improvements	8,713	458,984	456,857	456,857	2,127	-	2,879	-	2,879	0.6%
G	SR-57 Orange Freeway Improvements	6,159	324,471	304,094	304,094	20,377	-	28,917	4,886	24,031	7.9%
H,I,J	SR-91 Riverside Freeway Improvements	35,266	1,857,850	1,848,429	1,848,429	9,421	-	17,243	5,309	11,934	0.6%
K,L	I-405 San Diego Freeway Improvements	19,513	1,027,929	600,238	600,238	427,691	-	15,118	592	14,526	2.4%
M	I-605 Freeway Access Improvements	476	25,081	25,081	25,081	-	-	-	-	-	0.0%
N	All Freeway Service Patrol	3,571	188,108	188,108	188,108	-	-	11	-	11	0.0%
	Freeway Mitigation	6,104	321,566	297,983	297,983	23,583	-	29,036	-	29,036	9.7%
	Subtotal Projects	122,060	6,430,135	5,761,997	5,761,997	668,138	-	118,612	10,823	107,789	
	Net (Bond Revenue)/Debt Service	-	-	668,138	668,138	(668,138)	-	8,528	-	8,528	
	Total Freeways	\$ 122,060	\$ 6,430,135	\$ 6,430,135	\$ 6,430,135	\$ -	\$ -	\$ 127,140	\$ 10,823	\$ 116,317	34.7%
	%				43.0%						
Street and Roads Projects (32% of Net Tax Revenues)											
O	Regional Capacity Program	\$ 28,386	\$ 1,495,399	\$ 1,372,423	\$ 1,372,423	\$ 122,976	\$ -	\$ 115,813	\$ 20,810	\$ 95,003	6.9%
P	Regional Traffic Signal Synchronization Program	11,354	598,133	597,891	597,891	242	-	732	-	732	0.1%
Q	Local Fair Share Program	51,095	2,691,684	2,691,684	2,691,684	-	-	44,284	-	44,284	1.6%
	Subtotal Projects	90,835	4,785,216	4,661,998	4,661,998	123,218	-	160,829	20,810	140,019	
	Net (Bond Revenue)/Debt Service	-	-	123,218	123,218	(123,218)	-	7,435	-	7,435	
	Total Street and Roads Projects	\$ 90,835	\$ 4,785,216	\$ 4,785,216	\$ 4,785,216	\$ -	\$ -	\$ 168,264	\$ 20,810	\$ 147,454	44.0%
	%				32.0%						

See NOTES to Measure M2 Status Report (Unaudited)

Measure M2
Schedule of Revenues and Expenditures
as of June 30, 2012
(Unaudited)

Project	Description	Net Tax Revenues Program to Date Actual (G) (H)	Total Net Tax Revenues (I)	Project Budget (J)	Estimate at Completion (K)	Variance Total Net Tax Revenues to Est at Completion (L)	Variance Project Budget to Est at Completion (M)	Expenditures through June 30, 2012 (N)	Reimbursements through June 30, 2012 (O)	Net Project Cost (P)	Percent of Budget Expended (Q)
Transit Projects (25% of Net Tax Revenues)											
R	High Frequency Metrolink Service	\$ 25,411	\$ 1,338,688	\$ 1,282,009	\$ 1,282,009	\$ 56,679	\$ -	\$ 113,704	\$ 53,951	\$ 59,753	4.7%
S	Transit Extensions to Metrolink	25,058	1,320,074	1,311,736	1,311,736	8,338	-	303	120	183	0.0%
T	Metrolink Gateways	5,678	299,129	232,485	232,485	66,644	-	5	-	5	0.0%
U	Expand Mobility Choices for Seniors and Persons with Disabilities	8,515	448,561	448,561	448,561	-	-	7,384	-	7,384	1.6%
V	Community Based Transit/Circulators	5,676	298,997	298,997	298,997	-	-	-	-	-	0.0%
W	Safe Transit Stops	626	33,002	33,002	33,002	-	-	5	-	5	0.0%
	Subtotal Projects	70,964	3,738,451	3,606,790	3,606,790	131,661	-	121,401	54,071	67,330	
	Net (Bond Revenue)/Debt Service	-	-	131,661	131,661	(131,661)	-	4,323	-	4,323	
	Total Transit Projects	\$ 70,964	\$ 3,738,451	\$ 3,738,451	\$ 3,738,451	\$ -	\$ -	\$ 125,724	\$ 54,071	\$ 71,653	21.3%
	%				25.0%						
	Measure M2 Program	\$ 283,859	\$ 14,953,802	\$ 14,953,802	\$ 14,953,802	\$ -	\$ -	\$ 421,128	\$ 85,704	\$ 335,424	

-7-

See NOTES to Measure M2 Status Report (Unaudited)

Measure M2
Schedule of Revenues and Expenditures
as of June 30, 2012
(Unaudited)

Project	Description	Revenues Program to Date Actual	Total Revenues	Project Budget	Estimate at Completion	Variance Total Revenues to Estimate at Completion	Variance Project Budget to Est at Completion	Expenditures through June 30, 2012	Reimbursements through June 30, 2012	Net Project Cost	Percent of Budget Expended
(G)	(H.1)	(I.1)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	
	(\$ in thousands)										
	Environmental Cleanup (2% of Revenues)										
X	Clean Up Highway and Street Runoff that Pollutes Beaches	\$ 6,275	\$ 316,339	\$ 316,339	\$ 316,339	\$ -	\$ -	\$ 1,983	\$ -	\$ 1,983	0.6%
	Total Environmental Cleanup	\$ 6,275	\$ 316,339	\$ 316,339	\$ 316,339	\$ -	\$ -	\$ 1,983	\$ -	\$ 1,983	0.6%
	%				2.0%					0.6%	
	Taxpayer Safeguards and Audits										
	Collect Sales Taxes (1.5% of Sales Taxes)	\$ 4,699	\$ 231,811	\$ 231,811	\$ 231,811	\$ -	\$ -	\$ 3,112	\$ -	\$ 3,112	1.3%
	%				1.5%					1.0%	
	Oversight and Annual Audits (1% of Revenues)	\$ 3,137	\$ 158,169	\$ 158,169	\$ 158,169	\$ -	\$ -	\$ 8,321	\$ 5,184	\$ 3,137	2.0%
	%				1.0%					1.0%	

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY

Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2012

Measure M2 Summary

In November 1990, Orange County voters approved the Revised Traffic Improvement and Growth Management Ordinance, known as Measure M (M1). This implemented a one-half of one percent retail transaction and use tax to fund a specific program of transportation improvements in Orange County. On November 7, 2006 (inception), Orange County voters approved the renewal of Measure M, known as Renewed Measure M (M2) for a period of 30 more years from April 1, 2011 to March 31, 2041. In August 2007, the Orange County Local Transportation Authority Board of Directors approved the M2 Early Action Plan to advance the completion of projects prior to the start of sales tax collection in April 2011. A Plan of Finance was adopted in November 2007 identifying a tax-exempt commercial paper program as the preferred method of funding Early Action Plan projects.

The Orange County Local Transportation Authority (OCLTA) is responsible for administering the proceeds of the M1 sales tax program, which commenced on April 1, 1991 for a period of 20 years, and the M2 sales tax program, which commenced on April 1, 2011 for a period of 30 years. This report includes only the activities of M2 and is not intended to present the activities of M1. Under M2, funds are required to be distributed to freeways, streets and roads projects, transit projects and environmental cleanup.

Demonstrating accountability for the receipt and expenditure of M2 funds is accomplished by the issuance of annual reports on M2 activities. The reports for M2 activities through June 30, 2012 are included as Schedules 1-3. The following is a summary of the purpose, format and content of each schedule. All amounts, unless otherwise indicated, are expressed in thousands of dollars.

Schedule 1—Schedule of Revenues, Expenditures and Changes in Fund Balance

This schedule presents a summary of revenues, expenditures and changes in fund balance of the combined M2 special revenue and debt service funds. Such financial information is derived from the trial balance with additional detailed information from the underlying accounting records. The schedule is presented for the latest fiscal year and for the period from inception through the latest fiscal year.

Year to Date June 30, 2012 (Column A)

This column presents the revenues, expenditures, and other financing sources (uses) of the combined M2 special revenue and debt service funds for the fiscal year ended June 30, 2012. Amounts for individual revenue sources, expenditures by major object, and other financing sources (uses) are derived from the trial balance, while detailed amounts for certain revenue sources and expenditures by major object are obtained from the general ledger.

The net change in fund balance of \$86,622 agrees with the combined change in fund balances of \$84,815 in the M2 special revenue fund and \$1,807 in the M2 debt service fund in the trial balance for the year ended June 30, 2012.

Non-project related revenues, expenditures, and other financing sources (uses) are included in the net tax revenues and net bond revenues (debt service) calculations in Schedule 2.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY

Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2012

Period from Inception through June 30, 2012 (Column B)

This column presents the revenues, expenditures, and other financing sources (uses) of the combined M2 special revenue and debt service funds for the period from inception through June 30, 2012. Amounts for individual revenue sources, expenditures by major object, and other financing sources (uses) are summarized from the trial balance, while detailed amounts for certain revenue sources and expenditures by major object are obtained and summarized from the general ledger.

The net fund balance of \$307,028 agrees with the combined ending fund balances of \$295,026 in the M2 special revenue fund and \$12,002 in the M2 debt service fund, as presented in the trial balance for the year ended June 30, 2012.

Non-project related revenues, expenditures, and other financing sources (uses) are included in the net tax revenues and net bond revenues (debt service) calculations in Schedule 2. Project related revenues and other financing sources are presented as "Reimbursements" (Column O) in Schedule 3. Project related expenditures and other financing uses are included as "Expenditures" (Column N) in Schedule 3.

Schedule 2—Schedule of Calculations of Net Tax Revenues and Net Bond Revenues (Debt Service)

This schedule presents calculations of net tax revenues and of net bond revenues (debt service), which are allocated in Schedule 3 to transportation projects specified in the Orange County Transportation Investment Plan (Investment Plan). Actual revenues, expenditures, and other financing sources (uses) in this schedule were obtained from non-project related amounts on Schedule 1. Environmental cleanup expenditures were obtained from the project job ledger. Forecast amounts were obtained from the Orange County Transportation Authority Forecast Model. The schedule is presented for the latest fiscal year, for the period from inception through the latest fiscal year, for subsequent years going forward, and for the combined total of actual and forecast amounts for the period from inception going forward.

Calculation of Net Tax Revenues

Year Ended June 30, 2012 (actual) (Column C.1)

This column presents net tax revenues, consisting of total tax revenues less total administrative expenditures, capital outlay, and environmental cleanup, for year ended June 30, 2012. Tax revenues, administrative expenditures, and capital outlay for the year ended June 30, 2012 were obtained from Column A in Schedule 1. Environmental cleanup expenditures were obtained from project amounts accumulated in the project job ledger. Tax revenues, administrative expenditures, and capital outlay utilized in the calculation of net tax revenues are non-project and non-financing related. Tax revenues consist of sales taxes and operating interest. Administrative expenditures include State Board of Equalization (SBOE) fees, professional services, administration costs, and other expenditures. Non-project related professional services are distributed between administrative expenditures and financing expenditures and uses based on the job ledger code.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY

Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2012

Period from Inception through June 30, 2012 (actual) (Column D.1)

This column presents net tax revenues, consisting of total cumulative tax revenues less total cumulative administrative expenditures, capital outlay, and environmental cleanup, for the period from inception through June 30, 2012. Tax revenues, administrative expenditures, and capital outlay for the period from inception through June 30, 2012 were obtained from Column B in Schedule 1. Environmental cleanup expenditures were obtained from project amounts accumulated in the project job ledger. Total net tax revenues for the period from inception through June 30, 2012 are presented in Schedule 3 as "Net Tax Revenues Program to Date Actual" (Column H). Tax revenues, administrative expenditures, and capital outlay utilized in the calculation of net tax revenues are non-project and non-financing related. Tax revenues consist of sales taxes and operating interest. Administrative expenditures include SBOE fees, professional services, administration costs, and other expenditures. Non-project related professional services are distributed between administrative expenditures and financing expenditures and uses based on the job ledger code.

Period from July 1, 2012 through March 31, 2041 (forecast) (Column E.1)

This column presents net tax revenues, consisting of total projected tax revenues less total projected administrative expenditures and environmental cleanup expenditures, for subsequent years from July 1, 2012 through March 31, 2041. Tax revenues and administrative expenditures for subsequent years from July 1, 2012 through March 31, 2041 were obtained from the Orange County Transportation Authority Forecast Model, which is updated quarterly. Tax revenues and administrative expenditures utilized in the calculation of net tax revenues for subsequent years from July 1, 2012 through March 31, 2041 are non-project and non-financing related. Tax revenues consist of projected sales taxes and operating interest. Administrative expenditures consist of projected SBOE fees, professional services, administration costs, transfers out, and other expenditures.

Total (Column F.1)

This column presents total net tax revenues, calculated as the sum of columns D.1 and E.1. Total net tax revenues are presented in Schedule 3 as "Total Net Tax Revenues" (Column I).

Calculation of Net Bond Revenues (Debt Service)

Year Ended June 30, 2012 (actual) (Column C.2)

This column presents net bond revenues (debt service), consisting of total bond revenues less total financing expenditures and uses, for year ended June 30, 2012. Bond revenues and financing expenditures and uses for the year ended June 30, 2012 were obtained from Column A in Schedule 1. Bond revenues and financing expenditures and uses utilized in the calculation of net bond revenues (debt service) are non-project and non-operating related. Bond revenues consist of interest revenue from bond proceeds and debt service funds. Financing expenditures and uses consist of professional services and bond debt and other interest expense. Non-project related professional services are distributed between administrative expenditures and financing expenditures and uses based on the job ledger code.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY

Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2012

Period from Inception through June 30, 2012 (actual) (Column D.2)

This column presents net bond revenues (debt service), consisting of total cumulative bond revenues less total cumulative financing expenditures and uses, for the period from inception through June 30, 2012. Bond revenues and financing expenditures and uses for the period from inception through June 30, 2012 were obtained from Column B in Schedule 1. Bond revenues and financing expenditures and uses utilized in the calculation of net bond revenues (debt service) are non-project and non-operating related. Bond revenues consist of proceeds from issuance of bonds and interest revenue from bond proceeds, debt service funds, and commercial paper. Financing expenditures and uses consist of professional services and bond debt and other interest expense. Non-project related professional services are distributed between administrative expenditures and financing expenditures and uses based on the job ledger code.

Period from July 1, 2012 through March 31, 2041 (forecast) (Column E.2)

This column presents bond revenues (debt service), consisting of total projected bond revenues less total projected financing expenditures and uses, for subsequent years from July 1, 2012 through March 31, 2041. Bond revenues and financing expenditures and uses for subsequent years from July 1, 2012 through March 31, 2041 were obtained from the Orange County Transportation Authority Forecast Model. Bond revenues and financing expenditures and uses utilized in the calculation of net bond revenues (debt service) are non-project and non-operating related. Bond revenues consist of proceeds from issuance of bonds and interest revenue from bond proceeds and debt service funds. Financing expenditures and uses consist of bond debt principal and bond debt and other interest expense.

Total (Column F.2)

This column presents total net bond revenues (debt service), calculated as the sum of columns D.2 and E.2. The total net bond revenues (debt service) are presented in Schedule 3 as a component of "Project Budget" (Column J) and "Estimate at Completion" (Column K). Net bond revenues (debt service) are allocated to each mode in Schedule 3 based on bond and commercial paper proceeds used, and projected to be used, to fund the projects.

Schedule 3—Schedule of Revenues and Expenditures

This schedule presents a summary of actual and projected revenues and expenditures, by mode and project description, as specified in the Investment Plan. Total M2 program amounts agree with amounts on Schedules 1 and 2. Amounts by mode and project description are based on proportionate calculations or are obtained from other documents.

Project Description (Column G)

This column presents project descriptions by mode in accordance with the Investment Plan.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY

Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2012

Net Tax Revenues Program to date Actual (Column H)

This column presents total M2 program net tax revenues for the period from inception through June 30, 2012, which agrees with net tax revenues in Column D.1 in Schedule 2. Such net tax revenues are allocated to each of the three modes based on the allocation percentages specified in M2. The net tax revenues for each mode are allocated to each project based on the proportionate share of each project's estimated cost to the total estimated cost per mode as presented in the Investment Plan.

Total Net Tax Revenues (Column I)

This column presents total actual and projected net tax revenues (total net tax revenues) during the life of M2, which agree with total net tax revenues in Column F.1 in Schedule 2. Such total net tax revenues are allocated to each of the three modes based on the allocations specified in M2. The net tax revenues for each mode are allocated to each project based on the proportionate share of each project's estimated cost to the total estimated cost per mode as presented in the Investment Plan.

Project Budget (Column J)

In accordance with M2, bond financing authority was approved as an alternative to the "pay as you go" financing method. As a result, certain freeways, street and roads, and transit mode projects are being accelerated using bond financing, while other projects are funded on the "pay as you go" financing method. Total project budget for each "pay as you go" project are based on the total net tax revenues presented in Column I. Total project budget for projects accelerated using bond financing are based on the total net tax revenues presented in Column I, less net (bond revenue)/debt service costs. The total net (bond revenue)/debt service project budget agrees with the total amount from Column F.2 in Schedule 2. Net (bond revenue)/debt service is allocated to each mode in Schedule 3 based on bond and commercial paper proceeds used, and projected to be used, to fund the projects.

Estimate at Completion (Column K)

Estimate at completion is based on the total net tax revenues less net (bond revenue)/debt service costs presented in Column J.

Variance Total Net Tax Revenues to Estimate at Completion (Column L)

This is a calculation of Column I minus Column K.

Variance Project Budget to Estimate at Completion (Column M)

This is a calculation of Column J minus Column K.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY

Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2012

Expenditures through June 30, 2012 (Column N)

This column presents total expenditures plus net (bond revenue)/debt service. Total expenditures, excluding oversight and annual audit expenditures, agree with the sum of project related expenditures, SBOE fees and transfers out from Column B in Schedule 1. Oversight and annual audit expenditures agree with the administrative costs for salaries and benefits derived from the annual cost allocation plan. Total net (bond revenue)/debt service agrees with the total net bond revenue (debt service) expenditures from Column D.1 in Schedule 2. Project related expenditures are comprised of professional services, administration costs, other expenditures, payments to local agencies, and capital outlay. Such expenditures are distributed to the projects based on project amounts accumulated in the project job ledger.

Reimbursements through June 30, 2012 (Column O)

This column presents total reimbursements for the period from inception through June 30, 2012, which agrees with the sum of project related revenues from Column B in Schedule 1. Project related revenues consist of other agencies' share of Measure M2 costs, right-of-way leases, and transfers in. Such revenues are distributed to the related projects based on project amounts accumulated in the project job ledger. Reimbursements for oversight and annual audits agree with the principal balance of the amount advanced from the Orange County Unified Transportation Trust (OCUTT) to cover administrative costs for salaries and benefits exceeding more than one percent of revenues.

Net Project Cost (Column P)

Net project cost is a calculation of Column N minus Column O. For each mode, a percentage is calculated as the net project cost per mode divided by the total M2 Program net project cost. Such percentage can be compared to the required percentage included in M2 as an indication of the progress to date for each mode.

Percent of Budget Expended (Column Q)

Percent of budget expended is a calculation of Column P divided by Column J.

Revenues Program to date Actual (Column H.1)

The total environmental cleanup revenue for the period from inception through June 30, 2012, represents two percent (2%) of the tax revenues in Column D.1 in Schedule 2. The total oversight and annual audits revenues for the period from inception through June 30, 2012, represent one percent (1%) of the tax revenues in Column D.1 in Schedule 2. Tax revenues consist of all gross revenues generated from the transactions and use tax of one-half of one percent plus interest or other earnings. The total collect sales taxes revenue for the period from inception through June 30, 2012, represents one and one-half percent (1.5%) of the sales tax revenues in Column D.1 in Schedule 2.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY

Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2012

Total Revenues (Column I.1)

The total environmental cleanup actual and projected revenues during the life of M2 represent 2% of total tax revenues found in Column F.1 in Schedule 2. The total collect sales taxes actual and projected revenues during the 30-year life of M2 represent 1.5% of sales tax revenues found in Column F.1 in Schedule 2. The total oversight and annual audits actual and projected revenues during the 30-year life of M2 represent 1% of total tax revenues found in Column F.1 in Schedule 2.