

MEASURE M2 TRIENNIAL PERFORMANCE ASSESSMENT

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TABLE OF CONTENTS

Executive Summary	p. 2
Triennial Performance Assessment Introduction	p. 4
Performance Assessment Background and Overview	p. 6
1) M2 Early Action Plan	p. 17
2) Plan of Finance	p. 24
3) Readiness and Market Capacity	p. 36
4) Outreach and Public Communications	p. 41
5) Taxpayer's Oversight Committee	p. 45
6) State Board of Equalization	p. 51
7) Environmental Oversight Committees	p. 53
8) Revenue Forecasting	p. 59
9) Project Controls	p. 68
10) Sampling of Change Orders	p. 77
11) Contractual Performance of Vendors	p. 79
12) Data Sources	p. 80
13) California County Transportation Sales Tax Measures	р. 83
14) Orange Freeway (SR-57) Case Study	p. 88

M2 TRIENNIAL PERFORMANCE ASSESSMENT EXECUTIVE SUMMARY

On November 7, 2006, almost 70% of Orange County voters approved the renewal of Measure M, a 3-year one-half per cent sales tax to fund a list of specific transportation projects. The countywide vote continued a transportation improvement plan originally authorized by voters in 1990 and set to sunset in the first quarter of calendar year 2011. The Renewed Measure M (called M2) continues countywide investment in freeways, transit, and streets and roads until 2041.

The M2 program includes a variety of taxpayer safeguards, including the formation of a special Taxpayer's Oversight Committee, a requirement that M2 funds be held in a special transportation trust fund, and strict requirements limiting sales tax expenditures to specifically-detailed transportation projects. The voter-approved M2 ordinance also includes a safeguard calling for an independent outside performance assessment every three years.

This is the first M2 performance assessment, covering the period from November 8, 2006 to June 30, 2009. During this time period, no M2 sales tax revenues were collected. M2 sales tax collections do not begin until the second quarter of 2011. The OCTA Board of Directors approved a five-year Early Action Plan (EAP) in August of 2007 to jump-start the M2 program. Funded with a tax exempt commercial paper program, some internal borrowings, M1 funds and some state and federal dollars, the EAP established nine major objectives for the early years of the M2 program. Substantial progress has been made towards achieving the EAP's nine objectives, despite a difficult local and national economy that has led to a significant reduction in anticipated M2 revenues over a 30-year period.

The OCTA artfully balanced the reduced local sales tax revenues with increases in state and federal transportation dollars (most notably funds from the federal America Recovery and Reinvestment Act) to keep the Early Action Plan progressing smoothly, although the five-year program approved in August 2007 will not be completed until a second M2 performance assessment is conducted in June 2012. OCTA managed admirably to a constantly shifting economic environment resulting in declining sales tax actuals and projections, as well as significant impacts to state and federal budgets.

During the initial stages of the M2 era, the OCTA has taken positive steps to form key M2-required committees, including the Taxpayer Oversight Committee, the Environmental Oversight Committee and the Environmental Allocation Committee. New project control software has been introduced. Staffing has been re-organized to focus on M2 projects. A \$400 million tax exempt commercial paper program was formed at lower than anticipated costs. In general, the OCTA's aggressive early steps have been successful. A series of M2 eligibility guidelines, and an M2 eligibility manual, have been prepared with the goal of making sure every city and the County of Orange have an uninterrupted flow of M2 local turnback funds when voter-approved M2 rules replace the old M1 rules in April of 2011.

The first months after M2's passage have spotlighted some significant future challenges. Reduced revenues and increasing costs may imperil some freeway projects, particularly the western stretch of Interstate 405 between Los Alamitos and State Route 55. Mindful of reduced revenues, the OCTA Board has taken a more deliberate approach in expanding high-frequency Metrolink rail transit services and launching the environmental mitigation program.

Since this assessment is being completed in the third quarter of 2010, many issues have extended beyond the June 30, 2009 project parameters described in the projects original Scope of Work. For example, many previous examinations of the Orange County Transportation Authority and the Measure M program have recommended creation of a focused Measure M Program Office. This program office was created in late 2009, outside of the parameters of this study. However, this assessment recognizes the formation of this office and includes it in this report. Similarly, in terms of the M2 Plan of Finance, expenditure data for the OCTA's Tax Exempt Commercial Paper Program is available through June 30, 2010, a year beyond the specific scope of this project. For this report, the freshest data available has been used to develop findings and recommendations.

Finally, because RFP 9-0885 for the first M2 assessment was issued after the close of the first assessment period and the award of contract was not made until 2010, there are unique circumstances that need to be considered. For example, a number of M2 reviews recommended creation of an M2 Program Office, an action that was not approved during the period of time covered by this assessment. However, the M2 Program Office was created before this assessment was completed and is recognized in this assessment, even if the timing of the OCTA action is not in strict conformance with the dates covered in the RFP 9-0885's Scope of Work.

Process suggestion about next M2 Triennial Performance Assessment:

To avoid this type of confusion in the future, the Request For Proposal for the Performance Assessment should be issued on or about June 30 of the third year of each assessment period. For the second Performance Assessment, the RFP should be issued by June 30, 2012. This prompt issuing of an RFP will allow a timely award of contract, a prompt review of M2 activities, and a fresh work product that allows a clear focus and appropriate array of topics for a sensible review that can benefit management and provide useful information and suggestions.

M2 Triennial Performance Assessment Introduction

The purpose of this report is to communicate the results of the Renewed Measure M (M2) triennial performance assessment. This assessment was undertaken by the Orange County Business Council (OCBC), an independent consultant, to evaluate the efficiency, effectiveness, economy and program results of the Orange County Transportation Authority (OCTA) in satisfying the provisions and requirements of the M2 Investment Summary, the Plan and the Ordinance.

This initial performance assessment of OCTA M2 examines the time period from November 8, 2006 through June 30, 2009. On November 7, 2006, the voters of Orange County approved, with 69.7 percent of the vote, a Renewed Measure M (M2) investment plan. The plan provides a revenue stream from April 2011 through April 2041 to fund a comprehensive program of transportation improvements that work in conjunction with, and are in addition to, the projects approved in the original Measure M (M1) investment plan that expires in April, 2011. M2 has an accompanying ordinance that provides for added safeguards.

The OCTA M2 program performance should build on, and benefit from, the experience OCTA gained in administering the M1 program. While M2 revenues will not be received until 2011, the OCTA Board of Directors approved an Early Action Plan so preparatory work on projects can begin, requiring several administrative functions to be adequately prepared for direct and indirect charges. At this point, the Early Action Plan is well established and will be updated or replaced for the next assessment cycle. According to the revised EAP adopted by the OCTA Board in June 2010, this will be an action item for the next review cycle, but not the current effort.

This performance assessment is designed to meet the *Safeguards of Use of Revenues* provision in Ordinance No. 3. The Investment Summary of the Plan mentioned in Ordinance No. 3 relates to page 31 of the voter's pamphlet, the "Measure M Investment Summary", that lists the 24 M2 projects/programs. Ordinance No. 3 states:

"A performance assessment shall be conducted at least once every three years to evaluate the efficiency, effectiveness, economy and program results of the Authority in satisfying the provisions and requirements of the Investment Summary of the Plan, the Plan and the Ordinance. A copy of the performance assessment shall be provided to the Committee."

OCBC conducted this initial Measure M2 triennial performance assessment as required by the Local Transportation Authority Ordinance No. 3 and outlined in RFP 9-0885 and the subsequent proposal, scope of work, and project work plan. In order to align future assessments with the OCTA fiscal year, this initial triennial performance assessment of M2 examines the period of November 8, 2006 through June 30, 2009. Subsequent performance assessment periods will span from July 1, 2009 through June 30, 2012 and then each subsequent three-year period.

This report represents the fulfillment of the above stated requirements.

Analysis relied primarily on documents from this period, and every effort was made to limit our findings to program performance during that time frame. However, because the assessment was conducted almost a year after the period ended, on-site analysis of management practices and procedures occurred in 2010. While it is unlikely that these procedures changed dramatically in the intervening year, the OCTA could consider conducting the assessment closer to the end of the three-year period in the future to better link the assessment to the desired time frame.

It is important to recognize that this report is not a performance *audit*, but is instead a performance *assessment*. The scope of our effort was focused on OCTA organizational performance and should not be considered an audit or evaluation/assessment of OCTA accounting controls. This assessment is specifically for the Renewed Measure M program (M2), and the scope of work is focused strictly and solely on OCTA's performance and appropriateness in delivery of M2 programs. The OCTA does carry out a triennial performance audit for the entire organization (most recently published in May 2010) as part of its State Transportation Development Act funding requirements. Matters involving accounting controls are handled under Internal Audit standards conformance.

Performance Assessment Background and Overview

Performance Assessment Definition:

"Assessment against a set of predetermined criteria of the economy, efficiency and effectiveness with which an organization carries out a particular activity or range of activities. Organizations may be set regular targets on particular aspects of their performance—financial returns, efficiency, quality of services supplied, etc.—against which their performance is monitored and evaluated."

However, actions taken in this 2006-2009 time period set the stage for M2's short and long range future. This assessment attempts to put the M2 program in a broad context, recognizing economic changes and new state and federal transportation policies. Our team has also strived to set a foundation and framework for future M2 Triennial Performance Assessments.

Subsection 6 of Ordinance 3's Section 9 specifies the rules for the triennial performance assessment. This assessment covers the first 32 months of the Measure M program, from November 8, 2006 to June 30, 2009.

The body of this report is organized by the 11 Triennial Performance Assessment tasks outlined in the RFP Scope of Work. In combination with our review and analysis, they provide a comprehensive picture of how well OCTA has performed M2 activities and strategies thus far; whether OCTA procedures and policies adequately support successful implementation; and where improvements can be made.

- 1: M2 Early Action Plan (EAP)
- 2. M2 Plan of Finance
- 3: Readiness and Market Conditions Studies and Follow-up
- 4: Outreach and Public Communications
- 5: Taxpayer Oversight Committee
- 6: State Board of Equalization (SBOE)
- 7: Environmental Committees Program Oversight
- 8: Revenue Forecasting

9: Project Management Controls

10: Sampling of Change Orders

11: Contractual Performance of Vendors

Background

On November 7, 2006, 69.7 percent of all Orange County voters cast ballots authorizing the Renewed Measure M, a countywide ballot measure calling for a one-half per cent countywide transportation sales tax dedicated to funding a set of clearly defined transportation projects and programs.

It was the first time an Orange County transportation tax measure surpassed the 2/3 voter threshold since 1912.

The 30-year, voter-approved Renewed Measure M program builds on an earlier voter-approved transportation program, a successful countywide ballot proposition also called Measure M that was approved by a simple majority of voters in November of 1990. The original Measure M (called M1) is a 20-year transportation program which will sunset on March 31, 2011.

By voter-approved ordinance, Renewed Measure M (called M2), although adopted in 2006, does not begin sales tax collection until M1 sales tax collections end. No M2 sales tax revenue will be collected until April 1, 2011.

However, armed with strong voter support and a growing list of needed transportation projects, the Orange County Transportation Authority (OCTA) decided to advance freeway, transit, and road projects specified before M2 revenues were collected. These transportation projects were approved in August 2007 as the M2 Early Action Plan.

After considering a number of financial options to advance the Early Action Plan (EAP) projects, the OCTA Board of Directors approved a financing plan built on a \$400 million tax-exempt commercial paper program on January 28, 2008. Within a week, a consortium of banks made money available to build the EAP projects.

Like M1, M2 has a series of safeguards to guide expenditure of locally-generated transportation sales tax dollars. According to the November 2006 voter's pamphlet, the safeguards are designed so "when new transportation dollars are approved, they should go for transportation and transportation alone. No bait and switch. No using transportation dollars for other purposes."

In the voter-approved ordinance, the OCTA was directed that, like M1, all M2 transportation sales tax revenues would be deposited in a special trust fund. Outside audits were required. An independent 11-member Taxpayers Oversight Committee was assigned to make sure M2 dollars were used only for voter-approved projects; and, different from M1, an additional level of oversight – a triennial performance assessment - was promised.

This is the first triennial performance assessment required by the voter-approved M2 ordinance. This report covers the period between November 8, 2006 – the day after voters approved M2 – and June 30, 2009.

During this 32-month period, the OCTA began winding down M1 and started gearing up for M2 and by adopting an Early Action Plan and Plan of Finance. The OCTA saw a significant drop in actual and anticipated sales tax revenues during this time frame and weathered a turbulent economy that shook M2's financial foundations.

During this transitional time, the OCTA also introduced a new M2 project management system, a new Chief Executive Officer, and a new Chief Financial Officer. The Authority also reorganized M2 project staff; lowered revenue expectations substantially; identified new funding sources for major projects; reset some priorities; and delivered some M2 projects prior to sales tax collection beginning in April 2011.

This performance assessment does not review all of the OCTA's activities during this period. Although mindful of cuts in the OCTA bus operations, the close-out of important M1 projects and a significant change in state transit priorities, this assessment focuses on how the M2 program performed during this transitional time in local, state and national transportation financing.

The centerpiece of this assessment is Early Action Plan and the Project Controls used to monitor the plan, the Plan of Finance and its \$400 million commercial paper program, and a

set of tasks identified in RFP 9-0885's Scope of Work). Within the context of this report, emphasis was placed on safeguarding M2 funds, using M2 funds in accord with the M2 Plan and ordinance, and reviewing M2 project controls.

The 30-year M2 program is in its earliest stages. In most instances, it is too early to completely evaluate preliminary outcomes. Timelines for the Five-Year EAP and this 32-month assessment do not match well, so success is not clearly definable, although OCTA is already ahead of schedule based on tax collections beginning in 2011. Similarly, the Plan of Finance, approved in 2008, is being redesigned in 2010 to meet changing financial realities.

However in some instances, actions taken in this 2006-2009 time period set the stage for M2's short and long range future. This assessment attempts to put the M2 program in a broad context, recognizing economic changes and new state and federal transportation policies. It also attempts to put the triennial assessment in a narrower context with a case study looking at a single project, improvements in State Route 57 (SR 57), and the impact national events have had on a large, complex freeway project.

During this early 32-month time frame, OCTA has take a number of management, financial, and project development steps to advance early and successful delivery of the M2 investment plan. These steps include:

- Developing an EAP to mobilize program delivery
- Updating project controls and systems to monitor the programs
- Implementing key M2 organizational requirements such as formation of the Taxpayers
 Oversight Committee and Environmental Committees
- Putting in place financing options to expedite project delivery
- Leveraging significant state and federal funding to fund early activities
- Implementing outreach and new communication methods to share M2 info and receive input
- Using private sector resources to get programs started on construction activity on M2 transit and freeway projects

In many ways, the SR 57 is a microcosm of how major transportation projects were being built during this assessment's time frame. The SR 57 project began before M2 was approved by

voters, was included in the M2 voter pamphlet, underwent the design phase of project development during this assessment period, and then saw its financing mix change because of economic considerations and new funding opportunities. Timelines referred to in this assessment reflect the broad national context influencing M2 projects, key M2 activities and milestones, and the impact M2 and the national economy had on a single, high-profile Orange County transportation project.

The M2 Early Action Plan (EAP), first presented to the OCTA Board of Directors about four months after M2 was approved by Orange County voters, initially called for \$250 million in M2 projects. The EAP portfolio was later expanded to \$350 million in projects and about \$50 million in anticipated costs of borrowing.

The initial EAP recognized that renewing M2 nearly four and a half years before the revenues became available was both an opportunity and a challenge.

An August 13, 2007 OCTA staff report explaining the ideas underpinning the EAP said acting to advance needed transportation projects could be achieved if appropriate funding could be found:

"This lead time enables significant project development work to be undertaken and projects to be delivered early, but only if sufficient funding is made available in a timely manner." Additionally, reports on readiness and market conditions by the Orange County Business Council pointed out that a strategy such as the EAP would take advantage of favorable market conditions and opportunities by accelerating projects through the EAP. Pay-as-you-go project funding is de-facto not possible for any M2 projects until after April 1, 2011. However, early action on M2 projects prior to April 1, 2011 can be undertaken using some combination of four principal funding sources:

- 1. Federal, state and local grants and/or matching funds
- 2. Unallocated M1 funds, in excess of what is needed to complete the M1 expenditure plan
- 3. Internal loans of qualifying non-M funds held by OCTA
- 4. Debt financing repaid by future M2 revenues"

Since the EAP was initially proposed, OCTA has chosen to pursue all four financing options for the first portion of a five-year EAP. This assessment focuses on the first stages of the 60month EAP.

The projects initially recommended in the EAP action and presented to rating agencies are detailed in Appendix B. It was estimated that \$250 million in debt financing would be required to deliver these and other projects such as \$14 million for streets and roads and \$80 million for M2 initial environmental investments, as well as an additional \$127 million from outside sources.

As the OCTA worked through its financing plans in 2007 and early 2008 and listened to the results of a public outreach program focused on city councils and citizen groups, an additional \$100 million was added to the Early Action Plan. As suggested by the Board of Directors Finance and Administration Committee, and approved by the full Board, these projects were generally described as extensions to Metrolink, grade separations, and other unspecified projects, adding the \$100 million increased the OCTA's borrowing plans to \$400 million. Additionally, the OCTA set nine objectives for the five-year EAP.

Nine Key Objectives of the M2 EAP:

- 1. Complete the first major milestone conceptual engineering for every freeway project in the plan.
- 2. Start construction on five major M2 freeway projects on SR-91, SR-57 and I-5.
- Enable every Orange County city and the county to meet eligibility requirements for
 M2 funds, including new pavement management and signal synchronization programs.
- **4.** Award up to \$165 million to cities and the county for signal synchronization and road upgrades.
- 5. Implement high-frequency Metrolink service within Orange County with associated railroad crossing safety and quiet zone improvements completed or under construction. Begin project development for at least five major grade separation projects to separate railroad tracks from major streets.
- 6. Award up to \$200 million in competitive funding for transit projects.
- 7. Complete development work and allocate funds for transit fare discounts and improved services for seniors and person with disabilities.
- **8.** Complete an agreement between OCTA and resource agencies detailing environmental mitigation of freeway improvements and commitments for project permitting. Begin allocation of funds for mitigation.
- **9.** Complete program development for road runoff/water quality improvements; begin allocation of funds to water quality projects.

The nine objectives were presented to the Board of Directors in March 2007, approved in August of 2007 and were included in the 2009 Measure M Progress Report, *Fulfilling Promises*. *Building a Better Tomorrow*.

Outside the scope of this assessment, the OCTA Board of Directors approved an updated M2 Early Action Plan on July 26, 2010, adding seven additional projects to the plan and providing

an update on progress toward achieving the EAP objectives. Appendix C is the June 2010 Measure M Early Action Plan Update.

Although the OCTA pursued a four-phased program to deliver the M2 EAP (seeking outside funding, tapping unallocated M1 funds, internal borrowing and debt financing), the Plan of Finance approved by the OCTA Board of Directors is centered on institutional borrowing that will be repaid with future M2 revenues.

The Plan of Finance was adopted after the OCTA staff recommended that the OCTA Board determine pay-as-you-go financing was not an available option for M2 projects and that the voter-approved Ordinance #3 allowed the Authority to use bond financing if "pay-as-you-go" financing was unfeasible. The Section 5 also allows the OCTA to issue debt "before, on or after the imposition of taxes."

On November 9, 2007 – about a year after M2 was approved and after a detailed internal review of financing options – the OCTA Board adopted plans for a \$400 million tax exempt commercial paper program to help finance an identified list of M2 transportation projects. The OCTA and its consultants were very familiar with tax exempt commercial paper programs that are generally similar to a credit card method of financing. The OCTA Finance and Administration team operated a \$100 million program through much of the M1 program.

Initially, the M2 program was sized to meet the cash requirements of a \$350 million EAP program. On January 28, 2008, staff said the \$400 million program met the anticipated funding requirements in this way:

Commercial Paper Program:	
Freeway Program	\$ 164.2 M
Transit Program	172.6 M
Streets & Roads Program	14.4 M
Total Project Requirements	\$ 351.2 M
 Commercial Paper Interest 	<u>48.8 M</u>
Total Authorized Amount	\$ 400.0 M

Staff stressed that the dollar amounts were estimates and could change over time, based on the overall economy, financing opportunities, and the timing of EAP projects. In the official February 1, 2008 offering Memorandum for Renewed Measure M Subordinate Sales Tax Revenue Commercial Paper Notes, the OCTA retained significant flexibility in how dollars

made available through the commercial paper would be spent. According to the memorandum: "The Notes are being issued to finance a portion of the costs of certain transportation projects identified in the Renewed Measure M Transportation Investment Plan adopted by the Board of Directors of the Authority on July 24, 2006." No specific projects were promised in the offering memorandum and no specific timelines were identified.

The Tax Exempt Commercial Paper (TECP) program was designed to provide the OCTA with maximum short-term flexibility so, as one Finance and Administration staffer said, "Money would not be a constraint in delivering M2 projects."

1.0 M2 Early Action Plan (EAP)

OCTA has initiated actions and procedures to start multiple projects now even before funding from M2 has commenced (starting in 2011). Early action of the magnitude contemplated in the M2 EAP is not without risks, especially because of the severe economic downturn.

Methodology

The OCBC team:

- Examined the appropriateness of advancing projects vs. "pay as you go."
- Assessed if the EAP was sufficiently defined to create a reasonable set of project initiation efforts.
- Assessed if an appropriate resource analysis to deliver the program was performed and what steps were taken to implement any recommendations.
- Evaluated OCTA's approach, procedures and actions taken to implement and/or allocate funds to advance specific programs or projects.
- Assessed whether OCTA utilized an adequate and open public process in determining the projects that were included in the Early Action Plan.
- Reviewed and assessed the EAP, both the plan, all related documents, reports, and presentations, and their associated approaches, procedures, and processes.
- Reviewed subsequent steps taken to implement EAP recommendations and made any course corrections.
- Examined if the EAP plan, assumptions, and projections indicate if the ability to deliver the full 30-year M2 plan is compromised in light of economic realities that have taken place after passage of M2.

Key Questions Asked: How effective, appropriate, and realistic was OCTA's effort in developing the M2 Early Action Plan? In light of new financial realities related to the economic downturn, has OCTA adapted appropriately its strategy regarding advancing projects vs. "pay as you go?"

Background: M2 builds upon a successful delivery of the original Measure M, which delivered even more than promised in the original voter pamphlet. A primary reason for the voters'

willingness to renew Measure M was that they saw and experienced tangible, timely results through freeway and other transportation improvements. Most of Orange County's freeway system was improved, including a major overhaul of the Santa Ana Freeway (I-5) right through the heart of Orange County. Solid positive economic and business opportunities contributed to M1's success. Completing the bulk of the freeway program within 10 years contributed to the ability to add an entirely new project — widening the Garden Grove Freeway (SR-22) — to the list of M1 accomplishments.

Pay-as-you-go project funding is not possible for any M2 projects until after April 1, 2011. However, early action on M2 projects prior to April 1, 2011 can be undertaken using some combination of four principal funding sources: government grants/matching funds, excess unallocated M1 funds (which have also taken a hit during the recession), internal loans of qualifying non-M funds held by OCTA, and debt financing repaid by future M2 revenues. Debt financing should only be used if pay-as-you-go is deemed infeasible, if the costs of financing do not imperil delivery of the balance of the voter-approved M2 Investment Plan, and if there are good business reasons, such as those outlined in OCBC's assessment of market conditions. Nearly all M2 transit, roads and environmental programs have matching requirements, which will eventually leverage additional funds to deliver the EAP. However, the economic downturn has affected the availability of those dollars, especially at the state level, causing OCTA to turn to more complex mixes of funding and make some programs scalable.

Both the M1 and M2 work plans express strong preferences for pay-as-you-go financing, while permitting debt financing under certain conditions. With M1, early action was positive and beneficial:

- 1. Projects cost less, providing more "bang for the buck" and allowing for additional projects to be delivered
- 2. Traffic congestion was relieved quicker
- 3. Took advantage of one-time opportunities such as purchase of Pacific Electric right-of-way
- 4. Positioned OCTA to leverage state and federal grants

Because of this positive experience with M1 early action, the OCTA Board of Directors requested that OCTA staff prepare a five-year plan, covering the years 2007 to 2012, to

advance the implementation of M2. A draft plan outlining the projects and programs with anticipated schedules and major milestones was approved by the Board of Directors and released in August 2007. Advancing projects through the M2 Early Action Plan (EAP) was designed to move key projects through the sometimes lengthy and unpredictable environmental and design process prior to the 2011 collection of sales tax revenue.

The M2 Early Action Plan is a five-year program covering all OCTA M2 activities between 2007 and 2012. The program is designed to begin before collection of M2 sales tax in April of 2011 and continues through the first 21 months of revenue collection. The OCTA Board of Directors released a draft of the Early Action Plan (EAP) on May 29, 2007 and, after receiving advice and comment, adopted the program August 13, 2007.

The M2 voter pamphlet represents the blueprint and promises of M2 to Orange County voters. The M2 EAP similarly commits to an ambitious and comprehensive set of objectives in the first five years of the plan. Subsequent work after Board adoption of the M2 EAP included detailed plans for the delivery of each project and/or program, including project or program scope, sequencing, milestones, cost estimates, cash flow and funding allocation. Both the Freeway Strategic Plan and Transit Strategic Plan were completed in 2007, but remain living documents as the economic downturn causes them to be constantly revisited. These strategic plan documents, along with subsequent quarterly updates and progress reports, are key benchmarks in our assessment of the process and progress made by OCTA to measure project and/or program development advancement.

Of course, our analysis of the internal and external factors that went into the ambitious EAP must reflect the impact of lower-than anticipated revenues. Changes in the Early Action Plan made after June 30, 2009 reflect reduced revenues and new economic assumptions. Many of these post-assessment period changes will be relevant to this discussion. The revised EAP added freeway projects, scaled back Metrolink service expansion, and scaled back environmental programs to address projected revenue shortfalls due to the unexpected economic downturn. It remains to be seen whether these are the final changes to the EAP or whether additional course correction may be necessary due to economic uncertainties.

The EAP includes action on every freeway project in M2, with actions ranging from preliminary project study reports to freeway construction. In 2009, the EAP listed progress on every element of M2, with a report that keyed progress to the letter description for the projects used in the M2 plan contained in the 2006 Voter's Pamphlet:

1.1 Freeways

Project A thru Project K (Appendix A). These freeway status descriptions, taken from the 2009 report to voters, gives a good snapshot of all M2 freeway projects status.

The OCTA's efforts on Interstate 405 in west Orange County illustrate both the challenges facing the OCTA in delivering M2. Listed in the Voter's Pamphlet as Freeway Project K, the improvements between the I-605 in Los Alamitos and the Costa Mesa Freeway (SR-55) has a Measure M budget of \$500 million, making it one of M2's premier freeway projects.

However, as the project has been more fully developed and has moved into environmental review, the costs of the 405 west project have increased to the \$1.7 to \$2.2 billion range, a far more expensive project than can be built in the next few years with a mix of state, federal, and M2 funds. Even with board direction to minimize all right-of-way takes by exploring narrower than standard lane widths and non-standard shoulders, building Project K may require innovative funding methods, including toll lanes or Express Lanes to aid in overall project funding.

Without additional funding from non-traditional sources, the OCTA cannot fund promised improvements on the western portion of Interstate 405.

1.2 Streets and Roads

In terms of Street and Roads Projects, the OCTA reported progress on traffic signal synchronization, saying, "During summer 2008, OCTA completed pilot signal synchronization projects along the Euclid Corridor and Oso Parkway/Pacific Park Drive in order to shape the final plan.

As of June 30, 2009, OCTA had not yet developed a countywide M2 traffic signal coordination plan. Funding for traffic signal synchronization came from sources other than M1 and M2, such as Prop 1B. The M2 ordinance-required adoption of a countywide signal synchronization program had not been adopted when the Oso Parkway Plan and Euclid Corridor pilot initiatives

were completed and the 10 corridors selected, but were in the 2006 M1 plan used to develop the M2 plan and were ultimately adopted in July 2010.

Later in 2010, plans for a countywide traffic signal coordination plan — a plan for the traffic signal coordination master plan required in Appendix A, under Attachment B, Section V. Allocation of Net Revenues, Street and Roads/Programs and Projects, and which must be added to the Master Plan of Arterial Highways — were adopted by the OCTA Board of Directors and forwarded to Orange County cities and the County of Orange as part of the M2 eligibility package. The package of actions needed to allow cities to receive M2 funds must be returned in sufficient time for the OCTA Board to declare jurisdictions M2 eligible.

1.3 Transit Projects

In November 2005, OCTA planned for a significant increase in Metrolink service, proposing to increase weekday service from 44 weekday trains per day to 76 weekday trains per day. However, reduced M2 operating revenue projections stalled this program, leading to plans to use M2 revenues to finance a more modest Metrolink expansion to 56 weekday trains per day.

Additionally, the OCTA and the Southern California Regional Rail Authority (the SCRRA or Metrolink) adopted plans to improve 50 rail crossings in Orange County to improve rail safety. Construction on the program began in August 2009, and is expected to take two years to complete.

OCTA is taking a primary construction role on several of the grade separation projects (5 out of 7); this is a somewhat new activity for the organization. During most of the M1 era, the OCTA contracted with partner agencies, most notably Caltrans and local jurisdictions, for right-of-way acquisition and construction management. In M2, the OCTA is taking a more expanded construction role such as it had with streets and roads projects and Orangethorpe Corridor Grade Separations, known as OC Bridges, through use of private sector services.

This new role is reflected in the reorganization of the Development Division into two major parts, a Planning Division and a Capital Programs Division. On most major projects, including M2 projects, the Planning Division will take a lead role for the initial scoping and project development efforts and then hand the project off to the Capital Programs Division when a project moves into the environmental assessment and design phases. Right-of-way acquisition

will be handled on a project-by-project basis, often by the right-of-way section that was expanded when the EAP was approved.

1.4 Other M2 Projects

Other M2 projects, including environmental projects tied to water quality and freeway mitigation, have moved through the internal planning process. Staff resources have been allocated to these projects, but major expenses have not yet been made. The initial efforts have focused on development of relationships and master agreements with resource agencies as called for in the M2 Ordinance.

In December 2007, OCTA staff and Board members told rating agencies that about \$350 million in M2 revenues would be used to fund projects in four areas. This was the anticipated five-year, \$376 million funding plan (including \$126 million in other funds but excluding interest) anticipated at that time:

Freeways Projects	\$211.1 million
Freeway Environmental Mitigation	\$80.0 million
	`
Transit Projects	\$71.1 million
Streets & Roads Projects	\$14.4 million
Sub-total	\$376.6 million
Other Funding Sources (Freeway)	(126.9 million)
Total Project Requirements	\$249.7 million
Future Potential Projects (Including Grade	\$100 million
Separations)	

In the 2010 Early Action Plan update and revision, these numbers were not revisited, but the total costs of all projects in the revised and expanded Early Action Plan were estimated to be \$4.7 billion. M2 costs were not specified. Additional projects, including environmental documents for sections of Interstate 5, Interstate 405, and State Route 55, were added to the Early Action Plan. About \$600 million in grade separation projects were added to the EAP. (Appendix B – chart from revised EAP)

Attachment B of Ordinance Number 3 (Appendix A) deals generally with the allocation of M2 net revenues and provides the broad outline for major capital spending programs.

Policy guidance for freeway project funding, for example (Appendix A, Attachment B, Section B (Requirements)), Subsection A-1 states clearly that "The Authority shall make every effort to maximize state and federal funds for Freeway Projects. Sub-section B uses nearly identical language in Sub-Section B -1, <u>Transit Projects</u>, saying, "The Authority shall make every effort to maximize state and federal funding for transit projects."

The practical application of these voter-approved policies is a serious effort by OCTA staff to protect M2 dollars by using other funds, whenever possible, to pay for major transportation projects. Once state and federal funds, and other OCTA-controlled funds, are exhausted, OCTA planning and programming staff turns to M2 funds to finance and build major capital projects.

Finding:

The earliest portions of the EAP covered by this assessment focus on getting projects ready for construction when M2 revenues commence. In some instances, the aggressive EAP schedules have for the most part been maintained despite the significantly lowered M2 revenue forecasts. Some anticipated M2 expenditures have not been made; however, other revenue sources such as federal American Recovery and Reinvestment Act (ARRA) funds became available and have been utilized to keep projects on track for the most part. At the same time the scope of the EAP was expanded early on to include development and delivery of OC Bridges grade separation projects.

The actions and procedures spelled out in the first EAP, and subsequent modifications, have been initiated and carried out in an appropriate and prudent manner by OCTA, especially in light of the challenging economic realities unexpected when M2 was designed, proposed, and passed by voters.

2.0 M2 Plan of Finance

The plan of finance was never intended to be a static document, especially during times of economic volatility such as this when sales tax revenues are down. Project costs, schedules, and revenue estimates need to be continuously monitored as circumstances change. OCBC's assessment examined whether OCTA's initial Plan of Finance was adequate to accomplish early action projects.

Methodology

The OCBC team examined and assessed the EAP plan of finance, reviewing:

- OCTA cost estimates for each EAP project and program;
- Adjustments made to cost and revenue estimates to year-ofexpenditure values
- Revenue estimates for state, federal and other non-M2 revenue sources
- Financing options, including major risk factors, and the recommended preferred strategy
- OCTA's initial Plan of Finance to determine if it was sufficiently complete to accommodate the EAP projects
- OCTA's process and assessment of:
 - Available local, state and federal matching funds and grants
 - o M1 reserves that could fund eligible M2 projects
 - Debt financing options, financing costs, and interest rate management strategies
- Any appropriate clarifications, expansions, or enhancements to make the Plan of Finance more useful and understandable

Key Question: Was OCTA's initial Plan of Finance adequate to accomplish early action projects?

Background: The M2 Plan of Finance provides key clues as to the appropriateness of the initial thinking behind the plan, as well as subsequent adjustments which have been made

because of reduced revenue projections. An advantage of the economic downturn has been an overall reduction in consultant and construction costs. However, a careful analysis needed to be conducted to see if these lower-than-anticipated costs match lower-than-anticipated revenues. The EAP Plan of Finance ensures that M2 cash flow requirements from FY 2007-08 through FY 2011-12 for the EAP are met. Significant expenditures were anticipated in the EAP during this period for highway project development, design, right-of-way, and construction and the programming of road, transit and environmental funds.

Although the OCTA is using four separate funding sources (seeking outside funding, tapping unallocated M1 funds, internal borrowing and debt financing) to deliver the Early Action Plan, staff reports and public discussions of the OCTA Plan of Finance for the most part have focused on debt financing and debt instruments. In most instances, the OCTA's Plan of Finance discussion has been confined to the OCTA's Tax Exempt Commercial Paper program.

OCTA Ordinance No. 3, Section 5 (Bonding) states that "Pay-as-you-go" financing "is the preferred method of financing transportation improvements and operations under the Ordinance. However, the Authority may use bond financing as an alternative method if the scope of the planned expenditures makes "pay-as-you-go" financing unfeasible." Section 5 of Ordinance No. 3 also allows the OCTA to issue bonds at any time "before, on or after the imposition of taxes."

On November 9, 2007, about a year after M2 was approved, three months after the Early Action Plan was approved and more than three years before any M2 sales taxes are collected, the OCTA Board of Directors approved a \$400 million interim Plan of Finance. According to a December 13, 2007 report to rating agencies, the plan was designed to support \$350 million of interim project expenditures expected to be funded before 2011. Additional dollars were needed for interest, fees, and expenses payable prior to receipt of M2 dollars.

2.1 Tax Exempt Commercial Paper Program

To accelerate the M2 projects before M2 revenues were received, the November 9 OCTA staff report identified "a tax-exempt commercial paper program as the preferred method of funding Early Action Plan projects."

The proposed Plan of Finance, according to an earlier October 2007 report, was designed to accelerate "...freeway projects, transit projects and street and roads projects in FY 2008 through FY 2011. These accelerated M2 projects can be funded today and repaid with M2 sales tax revenues collected after April 1, 2011, if OCTA capitalizes (or borrows) the interest payments necessary to pay investors before April 1, 2011 and provides for a long-term takeout financing for investors. The EAP-approved Measure M expenditures cannot be funded on a pay-as-you-go basis since M2 funds will not be received until fiscal year 2011."

A number of EAP financing options, including internal borrowing, were reviewed before OCTA staff recommended a tax exempt commercial paper (TECP) program as the centerpiece of the agency's debt financing program. This chart summarizes the OCTA's internal review of options.

Financing Alternative for EAP:

Financing Options	Considerations	Viable
Forward Delivery Bonds	Currently no market for 3.5 year forward	No
Convertible Capital Appreciation Bonds	 CABs product through 2011 with set conversion to current bonds in 2011 Costly and difficult market 	No
BANs with Capitalized Interest	 Multiple long-term projects requiring additional long-term debt issues allow compliance with IRS requirement that maximum capitalized interest period is limited to 3 years or 1 year after "in service date" of project Does not require credit enhancement 	Yes
Capital Appreciation Bonds (CABs)	 Interest accretes through 2011 Difficult and more expensive to market May require credit enhancement 	Yes
"Rolling" BANs	 Fund capitalized interest from subsequent not issuance Interest rate risk when BANs rollover Does not require credit enhancement 	Yes
"Rolling" TECP	 Fund capitalized interest from additional issuance of TECP Interest rate risk when TECP roll over Requires credit enhancement and liquidity 	Yes

Estimated dollar costs of specific options were not priced individually for comparison purposes in the summary material presented to the OCTA Board, but all financing alternatives profiled were estimated to be in the 3.5 to 3.8 percent annual range. Issuing and closing costs — including fees for brokers, rating agency fees, lawyer fees and some bank fees — are not included in the interest costs. Some of these additional costs are capitalized and were paid for with funds from the commercial paper program. Some TECP charges will be collected for the life of the program.

After reviewing options, four financial alternatives were given detailed consideration:

A single 3.5 year Bond Anticipation Note (BAN)
Capital Appreciation Bonds (CABs)
Rolling tax-exempt commercial paper (TECP)
Rolling BANs

After determining that pay-as-you go financing was not feasible and responding to favorable market conditions, OCTA staff recommended the TECP program option. This recommendation was made in part because all M2 accelerated expenditures had not been finalized; the OCTA was experienced in operating a similar, but smaller, M1 tax-exempt commercial paper program; and the TECP would provide the OCTA with financial flexibility. Additionally, OCTA staff said TECP was a debt instrument that could be designed, priced, and put in place very quickly.

Based on market conditions and results from other counties pursuing debt financing in this late 2007 to early 2008 period, the initial costs of the OCTA TECP program were very attractive. A comparison with other California transportation issuers paints the OCTA TECP program in a favorable fashion.

In fact, interest rates have been far less than the 3.5 to 3.8 percent rates anticipated in October 2007. Rates fluctuate, but, as of June 30, 2009, OCTA was paying about 1.4 percent interest on the TECP program. When "all-in" costs of issuing the debt are calculated, including paying bank stand-by fees on unused portions of the line-of-credit and other costs, OCTA's actual cost of borrowing is less than 2 percent for the first 16 months of the 45-month program.

The OCTA's action in winning Wall Street approval of a TECP program in a volatile marketplace, while securing an all-in cost that was less than anticipated, is a substantial achievement.

The OCTA developed and sold the TECP program in a turbulent environment. "With interbank markets across advanced economies becoming clogged in early August 2007, there was clear evidence of a flight to quality by investors," wrote one later review of the marketplace during this era. "For example, the gold spot price, which is often used as a crude measure of storage of value, started its continuous increase in early August 2007 from \$660 per ounce and reached its peak of \$1002 around the Bear Stearns rescue by JP Morgan and the Fed's announcement of the Primary Credit Dealer Facility on 16 March 2008. In addition, there was a strong demand for 10-year US Treasury notes as a "safe haven," and yields almost halved between the onset of the crisis in August 2007 and the Bear Stearns and Lehman episodes. The bid-ask spread deviated frequently from its usual pattern. The flight to quality was also accompanied by a flight to liquidity. With liquidity evaporating in many asset-backed securities, liquidity spirals occurred with both market and funding liquidity being significantly impaired."

In this difficult market, the OCTA, with a financial reputation fortified by the Authority's actions during the Orange County bankruptcy and strengthened by the equally influential reputation of the Orange County economy's ability to generate sales tax revenue, allowed the OCTA to provide nervous investors with a secure landing spot in their flight to quality and liquidity. In a rapidly-evolving marketplace, the OCTA was able to win approval for a TECP program with an "all-in" cost substantially lower than was initially anticipated while other deals, from other parts of California, were unable to match the OCTA overall success.

Costs of borrowing are only one part of the Plan of Finance equation. The amount borrowed also is a key variable in determining overall OCTA projects costs. Throughout the process of examining debt financing options, OCTA finance staff emphasized that the Authority would have to pay a reasonable premium to have significant amounts of money available to pay for M2 project costs; the actual cost of the premium would be determined in the marketplace.

In 2008, based on projected M2 EAP needs and preliminary schedules, OCTA staff recommended a three-year, nine-month TECP program be sized at \$300 million with about \$250 million earmarked for projects and about \$50 million set aside for interest payments, setting up and maintaining the program.

However, the costs and scheduled costs for the M2 projects were fluid and dynamic at the end of 2007 and early 2008. In a December 13, 2007 report to rating agencies, OCTA staff acknowledged the need for a Plan of Finance that "reflected an evolving political and economic environment."

Interest about building seven railroad grade separation projects was not initially covered in the EAP, but became a part of the evolving political and economic environment. Intrigued by anticipated low costs of borrowing, the OCTA's Finance and Administration committee increased the size of the staff-recommended tax exempt commercial paper program by \$100 million to \$400 million on October 24, 2007.

On November 9, 2007 the OCTA Board approved the \$400 million tax-exempt commercial paper program, selected JP Morgan and Lehman Brothers to serve as broker-dealers for the program, and authorized request for proposals from banks to provide issuing and paying agent services. Although Lehman Brothers was selected to serve as a remarketing agent on the TECP, it did not participate in developing or implementing the TECP program. No M2 TECP fees were paid to Lehman Brothers.

In 2008, the OCTA Board selected Dexia Credit Local, Bank of America, BNP Paribas and JP Morgan Chase as OCTA's Letter of Credit providers. The commercial paper program was fully authorized January 28, 2008 by Board Resolution No. 2008-07. Three days later, a February 1, 2008 Offering Memorandum for Renewed Measure M Subordinate Sales Tax Revenue Commercial Paper Notes was issued. Funds became available February 7, 2008.

The OCTA M2 interim Plan of Finance moved through the local and Wall Street approval processes during what was later called, in the widely-quoted words of Federal Reserve Chairman Alan Greenspan, a period of "irrational exuberance" in the credit market. On October 2007, the Dow Industrial Index peaked at 14,198. Interest rates for tax-exempt commercial debt were very low. However, the market changed dramatically during this period, a change symbolized by the September 15, 2008 bankruptcy of Lehman Brothers, a \$600 billion failure called the largest bankruptcy filing in United States history.

During this period, as interest rates declined, investment banks began to place greater emphasis on fees and other charges.

For example, in the M1 TECP program, no stand-by fees were charged. To explain the M1 commercial paper program, OCTA staff said it was roughly equivalent to a credit card with a \$100 million credit limit. Interest was paid only when something was purchased with the M1 commercial paper program. No fees were paid on the unused M1 balance. The municipal market practices had changed by the time M2 bank bids were received in January, 2008

The investment group led by Dexia bid 27 basis points (0.27 per cent) for the utilized portion of the \$400 million OCTA TECP program and 14.5 basis points (0.145 per cent) for the unutilized portion of the Letter of Credit (LOC). The OCTA's M1 TECP program did not have a fee for the unutilized portion of the LOC because the market did not require it at that time.

In reviewing TECP bids, staff determined the Dexia group's bid as the best one received, partially because another competitive bid from KBC bank of Nova Scotia, the runner-up for the OCTA business, offered a slightly lower rate on used dollars (26.5 basis points compared to the Dexia group's 27 basis point bid), but wanted to be paid 18.5 basis points (0.185 per cent) for the unutilized portion of the LOC. After a careful analysis, OCTA staff said the Dexia group was the low bidder on the \$400 million LOC.

In retrospect, the Dexia selection saved the OCTA hundreds of thousands of dollars. Fees for Letter of Credit (LOC) services increased shortly after the establishment of OCTA's LOC program. It was common to see increases in fees in the range of 150 to 175 basis points. If OCTA had delayed establishing the TECP program by two to three months, the increased cost to the M2 program would have been significant. Those savings, however, must be balanced with questions over the sizing of the TECP program and charges on the unutilized portion of the commercial paper program.

Market practices by leading financial institutions had changed since M1 to include fees on unused funds. Therefore, the new 14.5 basis point charge on the unutilized balance in the M2 program translates directly into additional dollars for financing being paid by the M2 program. Annually, the new cost of having \$100 million in unused dollars is \$145,000. For every \$100 million in TECP dollars that are unused throughout the three year, nine month program, the cost to M2 will be about \$544,000.

By June 30, 2009, the end of the period covered by this report, \$36.5 million in project expenses was paid for out of the \$400 million tax exempt commercial program. By March 31,

2010, the TECP program financed \$68 million in M2 expenditures. Lower than anticipated revenues slowed down and contracted the Metrolink and environmental programs. These dollar amounts are much lower than estimated expenditures, leaving a much larger than anticipated unused TECP balance. In some cases other funding sources were used that became available, such as ARRA, amounting to approximately \$805 million in non-M2 funding. In some cases, such as the SR-57, the actual expenses were higher than anticipated for that line item due to shortfalls in anticipated M1 revenues.

Measure M2 Tax-Exempt Commercia	al Paper Prog	gram	
Description	Expenses thru 6/30/2009	Projected Expenses thru 6/30/2009	Comments
I-5 El Toro Y to SR-55 I-5 South of El-Toro Y	22,028 534,239	1,300,000	Projections assumed Project Study Report cost of \$2 million. Actual Study cost \$955k
I-5 South Interchanges/Ortega Hwy	91,928	2,900,000	Design and ROW work being funded through STIP rather than M2-TECP
SR-55	36,988	800,000	Projection assumed funding for two studies. One study is complete and second study under way
SR-57	13,015,330	1,600,000	\$11.6 million of M2 substituted for lower than expected M1 revenues
SR-91 I-5 to SR-57 SR-91 SR-57 to SR-55	1,279,238 500,867	1,000,000 1,300,000	Environmental document under way Preliminary engineering being completed in two phases rather than initial single Project Study Report
SR-91 SR-55 to RCL	478,936	2,200,000	Project Study Report and Environmental document being completed as part of the RCTC 91 Corridor Improvement Project
I-405 SR-55 to I-605	354,396	2,100,000	PSR completed and EIR work underway funded with federal grants
I-405 I-5 to SR-55	595		grame
Freeway Environmental Mitigation	127,862	40,000,000	Program delivery rate and scope adjusted to allow time for policy development and to account for 40% lower M2 projections
Regional Traffic Synchronization Program	31,798		, ,
Grade Separations	2,974,661		Orangethorpe Corridor projects were initiated after M2 EAP adoption due to availability of one-time state funding grant
High Frequency Metrolink Service	14,853,250	26,000,000	Program roll out delayed to allow access to Prop 116 funding
Transit Extensions to Metrolink		700,000	Program development funded with M1 Go- Local funds

Convert Metrolink Station to Regional Gateways		1,300,000	Program development work funded with M1 Go-Local and federal funds
Expand Mobility Choices for Senior and Disabled		35,000	Program development work deferred to address changes in fixed-route service due to state funding cuts
Community Based Transit /Circulators		380,000	Program development work deferred to address changes in fixed-route service due to state funding cuts
Safe Transit Stops		40,000	•
Other Expenses	375,427	5,800,000	
Interest Charges &Fees	1,841,304		
Total	\$36,519,442	\$87,455,000	

Although the OCTA still has more than a year to drawdown remaining TECP funds, in hindsight it appears the sizing of the TECP program at \$400 million was excessive. The cost of having too large a commercial paper program is visible in the costs of unused dollars. By June 30, 2009, this charge was about \$740,000. By March 31, 2010, the full charge for unutilized funds had grown to about \$1.1 million.

Part of the growth in the costs of the unused TECP balance can be traced to the Board decision to add \$100 million to the program in October 2007. Part of the growth in these costs for unused funds was related to the OCTA taking a more conservative spending approach as sales tax revenues dropped. Additionally, TECP dollars were not fully utilized because other major project funding sources were becoming available. When the TECP program ends in April 2011, a clearer assessment of the full costs of the unused TECP dollars and the decision on sizing of the TECP program can be made.

2.2 Internal Borrowing

Besides M2 expenses charged to the TECP program, the OCTA has used some internal borrowing to finance M2 expenses. Certain M2 expenditures incurred were not allowed under the commercial paper program.

Initially, OCTA's October 2007 analysis of funding options rejected internal borrowing as an option, saying "OCTA's internal investment balances are currently yielding over five per cent and the financing options considered cost approximately 3.5 to 3.8 per cent."

For the hundreds of millions anticipated to be expended on the EAP, internal borrowing was not seen as a viable option. However, because of changing market conditions, since indirect costs are not eligible for payment using TECP funds and because the yield on some OCTA investments dropped, some internal borrowing for M2 projects has been used.

As of June 30, 2008, the OCTA has borrowed \$2.36 million from its internal Orange County Unified Transportation Trust (OCUTT) for M2 purposes. The largest M2 cost charged to OCUTT was an \$883,704 payment to the County of Orange for the November 2006 election. A summary of all M2-related costs charged to OCUTT is in the Appendix D.

OCUTT funds have been used to pay administrative expenses that generally cannot be charged directly to projects. The one percent is a limitation on OCTA administrative salaries and benefits costs, not all administrative costs. These in-direct costs are generally overhead costs that would be paid out of the one per cent administrative costs allowed under Section7 (Administration) of the M2 enabling ordinance. The OCTA plans to repay the OCUTT fund out of future M2 revenues or out of a future debt financing program.

Additionally, M2 project expenses in the TECP program were \$36.5 million through June 30, 2009, while the overall administrative costs were \$2.3 million. The limitation on administrative expenses is one percent of revenues (sales tax plus interest) on OCTA administrative salaries and benefits only, not one percent of expenditures. The one percent limitation does not include other administrative costs such as election costs and lease allocations.

2.3 Using unspent M1 funds and seeking new dollars

Since M2 was approved by voters, the OCTA has received substantial funds from outside agencies, including funds from Proposition 1B for signal synchronization, road improvements and grade separations. Freeway projects have received federal dollars through the American Recovery and Reinvestment Act. M1 dollars continue to be used on local street and road projects and select freeway projects. Because the provisions in Section 7 (Administration) require OCTA staff to carefully code salaries and benefits to projects and to strictly adhere to the voter-approved cap on M2 administrative expenses, card coding issues should be monitored carefully in the future.

For example, the 2007 EAP assumed availability of \$22 million of M1 funds for the SR-57 project. To implement this action, OCTA processed an amendment to the M1 expenditure plan to accommodate use of funding for the SR-57 project. However, in response to the slowdown in the economy and the related decline in sales tax receipts, OCTA took subsequent action to

adjust this assumption and modify the strategy to rely on the M2 TECP program to fund the SR-57 project development and construction funding.

In July 2010, OCTA staff presented the M2 EAP summary calling for \$4.7 billion in project expenditures. The updated EAP program (Appendix C) anticipates blending funds from many sources to construct the recommended projects. The mix of funds in each project will change based on the availability of local sales tax dollars as well as state and federal funds. If state and federal funds do not materialize, greater emphasis will be placed on using reduced M2 project dollars.

Finding #1:

OCTA was fortunate to establish a TECP program at the right time and secure extremely low LOC fees. Also, selecting a TECP program from the various financing alternatives appears to have been the right financing tool to accomplish the EAP, especially in given the slowdown in the expenditure of M2 funds. Going forward, the overall M2 funding program should continue to consider other sources such as Term BANs, Rolling BANs, and CABs. Additionally, because of changes in the banking and financial industry, fees and charges, like new costs for unused balances in the TECP program, will be more commonplace. As the OCTA moves towards a new M2 debt financing program, special focus should be placed on both the necessary size of a borrowing and the costs of fees and charges above the costs of historically low interest rates.

Finding #2:

Because the provisions in Section 7 (Administration) require OCTA staff to carefully code salaries and benefits to projects and to strictly adhere to the voter-approved cap on M2 administrative expenses, time card coding issues should be monitored carefully in the future. Future assessments should review the OCTA's full compliance with M2's one per cent administrative cap. Charges to administration and overhead should be carefully monitored in the future and OCTA employees should be monitored in making sure they charge their labor costs appropriately.

Finding #3:

One key project in the "seeking new dollars" group - the construction of Project "K"/I-405 widening between SR-55 and I-605 - appears at this point to require substantial supplemental funding.

3.0 Readiness and Market Conditions Studies and Follow-up

In 2008, OCTA engaged Parsons Brinckerhoff (PB) to conduct an "Organizational Readiness and Capacity Assessment", and OCBC to evaluate "Readiness and Absorption Capacity" and a "Market Conditions Analysis", to assess the competitive environment for labor and materials. Based upon these studies, OCTA put together a list of steps and activities to address the recommendations arising from each. The OCBC team assessed how and whether OCTA addressed these recommendations, succeeded in implementing the recommendations identified by the studies, and determined reasonable accomplishment dates for each recommendation.

Methodology: The OCBC team reviewed and analyzed the Readiness and Market Study reports, staff reports, presentations, and conducted staff interviews. Reports and their specific recommendations were examined and the progress made through the assessment period identified.

Key Question: How successfully has OCTA implemented recommendations identified by the Readiness and Market Condition Studies?

Background: The M2 EAP process identified that sales tax measures in surrounding counties, State infrastructure spending, and global pressures could result in increased competition and costs for human and commodity resources needed to deliver transportation projects. These outside elements could potentially increase competition for transportation infrastructure construction and related services, and drive up labor and materials costs. Another key concern was the capacity of local jurisdictions, internal OCTA staff capacity, state agencies such as Caltrans, and federal agencies to effectively manage the increased workload.

In order to determine whether the EAP could meet its goals, given these external factors, OCTA hired several consultants to research and analyze the Plan's ability to meet its goals within budget and on time. Three studies were prepared related to organizational capacity and readiness and market conditions.

In general, all three studies found no fatal flaws in the current OCTA M2 EAP, but saw room for improvement in many areas. The consultant teams found that OCTA has the basic

components in place for successful delivery of the M program; that market conditions and readiness support the EAP's aggressive schedule; and OCTA has the fundamental essentials to meet its operations and program delivery schedule.

The Organizational Readiness and Capacity Assessment found that improvements could be made in the areas of program management, delivery procedures, document management, internal reporting, human resource management, and strategic planning. Overall the report recommended a better integrated program that made use of standard procedures across all projects, and improved internal communication, while attracting and retaining talented staff. The OCBC reports also found M2 and the EAP adequate, but recommended improved collaboration with partners and regulatory agencies; specifically adding coordinator positions to liaise with key agencies, ensure good communication, and facilitate timely action.

Based upon these studies, OCTA put together a list of steps and activities to address the recommendations arising from each. The following tables, prepared by OCTA staff, illustrate this effort and the progress made through June 2009 and June 2010 on addressing the recommendations. This assessment sought to determine how successfully the OCTA has implemented the consultant recommendations identified in Readiness and Market Condition Studies.

	Parsons Brinkerhoff	6/09	Comments	6/10	Comments
	Recommendations	Status		Status	
1	Create a Program Management Office (PMO)	In progress	PMO charter complete; internal committee being explored	In progress	PMO Office integrated into Planning Division. Internal Committee in place; structure and operating procedures being developed
2	Adopt universal project delivery procedures	In progress	Specific procedures exist for Development projects and for procurement process. Procedures are being reviewed to ensure they are complementary to each other.	In progress	Procedures in place for all M2 major projects; scope to be expanded to include M2 transit & future non-M2 capital projects
3	Implement a document management system	In progress	The Development Division has implemented a document management system for highway & rail capital expansion projects. Data	In progress	M:drive being created; software options being explored (transitioning to econtrol document

	Est.		Classification Study (\$100k) completed.		management system). Internal task force formed
4	Enhance in-house reporting of actual project costs	In progress	The Development Division maintains & distributes a project job key listing; M2 codes established. Increased effort is needed to ensure all staff are applying correct job codes to assigned activities	In progress	Monthly report of staff charges prepared and distributed to managers to track charges. Staff training being developed to ensure correct coding on time sheets.
5	Design and implement an agency-wide training program	In progress	The Highways Department has developed a Program Management Academy but no agency-wide project management program exists.	In progress	HR assessing training needs
6	Assure that HR is involved in strategic implementation which includes a recruiting program for M2	In progress	An Executive Director has been added and the HR function has been consolidated.	Complete	Key positions have been filled
7	Develop an agency-wide strategic plan	In progress	Should leverage work being done on CBP, EAP & M2 strategic plans being developed	In progress	Began process in summer 2010; consultant on board. Target completion 12/2010
8	Hold a management retreat to build commitment and mutual support for delivery of M2	Complete	Done 11/25/08		
9	Review internal process for Board items	Complete	New staff report templates approved by Board		
10	Consider eliminating Board approval of RFPs/IFBs	Complete	Approved by Board Feb 2010 (Board chose to continue to receive RFP's over \$1M, by-passing committees)		
11	Review contract approval thresholds	Complete	Approved by Board Feb 2010 (Raised threshold from \$100,000 to \$250,000)		
12	Consider eliminating contract amendment approach	Complete	Approved by Board Feb 2010 (Chose to apply same thresholds as contract approvals)		
13	Clarify Board policy on -call contracts and task orders	Complete	Approved by Board Feb 2010 (CAMM procedures manual clarified)		

OCBC Recommendations	6/09 Status	Comments	6/10 Status	Comments
Consider funding a position at the Army Corps of Engineers	In Progress	Exploring options	In Progress	Negotiating an agreement to expedite evaluation of permits for freeway projects consistent with M2 freeway mitigation program
Consider funding a position at the State Fish and Game agency	In Progress	Exploring options	In Progress	In negotiations; have pending agreement for funding staffing for completion of HCP/NCCP contingent on Fish and Game authorizing an unfilled position
Consider funding a contracted position at the San Diego Regional Water Quality Board	In Progress	Staffing needs pending completion of cooperative agreements	In Progress	In partnership with TCA, negotiating a position
Consider funding entity travel and related attendance expenses at OCTA meetings	Complete	Considered, but not implemented		position
In collaboration with Caltrans District 12, aggressively engage ROW and Environmental consultants	Complete	Majority of environmental services under contract; engaging specialty services for ROW (i.e. appraisals to support Caltrans acquisition process)		
Consider funding a permanent OCTA position dedicated to coordinating entity relationships	In Progress		Complete	Considered, but not implemented
Address contracted consultant Quality Assurance and Quality Control issues with Caltrans	Complete	The Highways Department has an independent quality assurance program for its consultant work		
Consider expansion of joint location efforts of "Corridor" project teams with Caltrans	Complete	Considered on a project by project basis; West County Connectors will have joint location project team		
Partner with other entities on education and training programs geared towards engineering	In Progress	Outreach efforts with local universities under way	In Progress	

Assessment: It is difficult to gauge OCTA action on consultant recommendations during the assessment period, given the limited response time. However, we can examine whether action was initiated on recommendations contained in the readiness and market conditions reports.

By June 2009, OCTA had successfully implemented six of the 13 PB recommendations, and the remaining seven were progressing. One additional PB recommendation has been completed by June 2010. By June 2009, OCTA had successfully completed four of the nine OCBC recommendations, and the remaining five were progressing. One additional OCBC recommendation has been completed by June 2010. These activities and accomplishments indicate that OCTA took the recommendations seriously and made efforts to address them appropriately.

Finding:

During the time period of our assessment, OCTA was making good progress towards implementing recommendations and initiatives arising from both the Readiness and Market Conditions studies.

4.0 Outreach and Public Communications

Effective outreach and public communications were key to both the M1 and M2 campaigns. Marketing tools used in M1 have been the backbone of the M2 communication programs. This assessment examined M2 programs by:

- Identifying what steps were taken to communicate activities related to the EAP development, Plan of Finance Development and project activities
- Determining if reasonable measures are being utilized and whether changes are necessary.

Methodology: The OCBC team reviewed and analyzed staff reports, outreach publications, media coverage, presentations, meeting agendas and minutes, and conducted staff interviews:

- Reviewed OCTA communication activities related to the Early Action Plan development, Plan of Finance development and project activities
- Assessed performance of communication activities

Key Question: What steps has OCTA taken to communicate activities related to the Early Action Plan development, Plan of Finance development and project activities?

Background: The Renewed Measure M (M2) was passed by almost 70 percent of Orange County voters in November 2006, in large part because of successful public engagement since the 1990 adoption of the original Measure M. The public was kept informed about the status of transportation projects funded by M1 dollars and was able to provide feedback, and the OCTA successfully communicated the significant achievements of the program over the past 20 years.

Successful public outreach and communication are vital components of any effective publicly-financed program. Taxpaying voters are interested in assuring that the measures they approve at the ballot box translate into real benefits and that program management is transparent. Decisions made by agencies involved in spending public money ought to be open to public scrutiny and comment, and such agencies should communicate plans or goals to the public.

Thanks to an intensive campaign, M2 voters in Orange County understood that:

- Investments in local transportation improvements help preserve Orange County's quality of life and positive business climate
- Orange County must continue to take care of itself rather than rely on Sacramento or Washington D.C. to solve its transportation problems
- Stringent safeguards were built into the M2
- "Promises made" in M1 were "Promises kept"

Assessment and Findings: Analysis here focused on outreach and communication efforts for the first two-and-a-half years after voters passed Renewed Measure M in late 2006. In particular, efforts to engage the public in the Early Action Plan development process, Plan of Finance development, and to communicate the status of subsequent Early Action Plan transportation project activities, seeking to determine whether these outreach efforts were adequate and contributed to a transparent program that communicated openly, and was receptive to public comment.

This assessment examines whether OCTA public outreach and communication actions related to the M2 EAP, Plan of Finance, and project-specific activities, during the assessment period, were appropriate.

OCTA began the M2 EAP Outreach to local government and community stakeholders involved in the development of the Renewed Measure M Investment Plan (M2) shortly after its approval by the voters in November 2007. The principal message of these briefings was the need to plan for the increased workload that accompanied the close out of the current M1, what the passage of M2 meant for Orange County, as well as the development of the M2 Early Action Plan. In January 2007, OCTA staff began meeting with city and community groups, including city councils, chambers of commerce and transportation, business and development/engineering associations. All stakeholders were encouraged to provide suggestions and comments on the Early Action Plan.

In all, some 70 presentations to city councils and community/business organizations were conducted. In addition to presentations, the Early Action Plan was also posted on the OCTA website with a field for the public to provide feedback. This effort continued through the OCTA Board's approval of the Plan and then transitioned from presentations seeking input to informing stakeholders about what is included in the Final Early Action Plan. In addition,

significant upgrades are planned for the OCTA website to provide improved access to status and progress on implementing Renewed Measure M and the Early Action Plan.

1. Early Action Plan: Outreach and communication, both during the planning process for the EAP and for the individual transportation projects described therein, was extensive. OCTA staff conducted numerous outreach presentations at meetings with stakeholders, including local governments, public agencies, and various advocacy groups and organizations. Opportunity for comment was available at these meetings and presentations, and a significant effort was made to contact interested members of the public to solicit comment via mail, public notices, and the OCTA website.

The Early Action Plan process was initiated shortly after M2 passed at the ballot box in November of 2006. Public outreach for the EAP began in January 2007 and by August 2007 over seventy presentations had been given, primarily to local governments, public agencies, and interested organizations.

Public outreach was appropriate during the initial assessment period, with many opportunities for interested stakeholders to participate and provide input. Communication during this planning phase was also extensive, but there are several areas that could be enhanced:

- 1. Communication of how public input is incorporated into the planning process
- 2. Overall program status reporting in a snapshot/indicator format
- 3. The M2 web portal could be further refined

Finding 1:

While there was consistent and thorough updates on important events to both internal boards and committees and to external stakeholders, communication on how public input is addressed and incorporated in plans for the overall program could be improved. Better tracking and summary reports of public input can help make the program more transparent and maintain trust with voters.

Finding 2:

M2 and the EAP are complex programs that are constantly adapting to a changing environment to fulfill promises made to voters. Quarterly and annual reports on the status of

M2 EAP projects do provide updates, but could provide a shorter report card style fact sheet, and make better use of graphics or tables, to communicate the overall status of the program. The OCTA has prepared fact sheets for components of the M2 program such as the environmental committee and individual transportation projects, and also utilizes scheduling software that has excellent reporting capabilities, that could be used as a model for this purpose. Including an overall program snapshot on the website is a communication strategy that other transportation agencies have used. SANDAG's TransNet Dashboard snapshot allows for a single view of the overall program with the status of individual projects listed.

2. Project-Level Outreach and Communication:

In contrast to big picture program activities, project-level outreach and communication focuses on the details of specific projects funded by Renewed Measure M. Opportunity for public participation in the planning and implementation of projects is also required for the environmental assessment process and to allow for comment on the impacts of transportation infrastructure and services on residents in adjacent communities.

Finding 3:

The newly designed M2 portal on the OCTA website does an effective job of getting users to project-specific information. Overall M2 program information is less readily available. Linking of documents could be improved, as well as better document management and access. Reports are not easily accessed on the website. The M2 document library on the website could be better organized and linked. A stand-alone site may be easier to navigate.

5.0 Taxpayer Oversight Committee

An important component of the taxpayer safeguards built into M2, the Taxpayer Oversight Committee (TOC) was designed to insure integrity to voters and taxpayers of Orange County through oversight and safeguards. The committee upholds the integrity of the measure by monitoring and reviewing all M1 and M2 expenditures. The OCBC team assessed the process by which the TOC was formed and whether its activities are consistent with its objectives.

Methodology: The OCBC team reviewed meeting minutes, reports, correspondence and otherwise ascertained that all elements of TOC roles and responsibilities were fulfilled (i.e. annual certification from chair).

- Inventoried differences between the M1 Citizens Oversight
 Committee and the M2 Taxpayer Oversight Committee
- Assessed the process by which the TOC was formed and convened

The assessment studied differences between M1 and M2, the process whereby the TOC was formed, and the activities undertaken by the newly formed committee during the assessment period. This analysis relied on a review of the M2 voter pamphlet; Ordinance 3; Early Action Plan; TOC regular meeting agendas minutes, presentations, and staff reports; review of annual public hearing minutes; and OCTA staff interviews.

Key Question: Is the TOC successfully performing its roles and responsibilities?

Background: The TOC has the responsibility to oversee that the strict taxpayer safeguards in the M2 Transportation Investment Plan are delivered as promised to the voters. Auditor-Controller David Sundstrom is, by ordinance, chairman of the TOC. M2 expenditures must be annually reviewed and certified by the TOC Chairman/Auditor Controller. TOC also regularly reviews independent audits and examinations conducted of the spending and implementation of M2.

OCTA staff administering the M2 program, and managing its many projects, are accountable to the committee. Staff submits various reports on the status of the overall program, the individual transportation projects it funds, and external factors with potential impacts on the success of the program's implementation. In addition, the committee reviews program-related documents and comments from participating municipalities, state and federal agencies, interest groups,

and individuals. Assessments and audits designed to measure the performance of the program are also evaluated by the committee, and the committee upholds the integrity of the measure by monitoring and reviewing M2 expenditures on a macro basis.

Assessment: Our assessment examined whether the process by which the TOC was formed was appropriate, and whether its activities are consistent with its objectives.

1) Differences between M1 COC and M2 TOC:

The Citizens Oversight Committee (COC) was formed in 1990 to provide oversight of the public tax dollars that were used to finance the original Measure M program (M1). For Renewed Measure M (M2), the OCTA made several changes to the composition and responsibilities of the committee. These changes are relatively minor and the fundamental character and purpose of the committee appears to remain unchanged. Perhaps most noticeable to the public is a name change to "Taxpayers Oversight Committee." The change is appropriate as it better reflects the reliance of the program on Orange County sales tax.

The most significant change to the composition of the committee is the addition of two membership positions, bringing the total membership to 11. This change balances the membership by requiring an equal number of members (two) from each of the five OCTA Supervisorial Districts. Previously, at least one, but no more than two, members were from each district. In addition to the ten district representatives, the County Auditor-Controller is the assigned chair of the committee. The following table details the differences between the original and renewed Measure M.

	Differences Between M1 and M2					
	M1 - Citizens Oversight Committee	M2 - Taxpayer Oversight Committee				
Responsibilities	Review local Growth Management Plans and Capital Improvement Plans.	Review documents from eligible jurisdictions, including: Congestion Management Plan; Mitigation Fee Program; Expenditure Report; Traffic Signal Synchronization Plan; and Pavement Management Plan.				
		Review a triennial performance assessment of the OCTA's M2 program.				

Membership Nine members with at least one, but no more than two, from each OCTA Supervisorial District, plus the elected County Auditor/Controller as Chairperson.	Eleven members, with two from each of the five Supervisorial Districts, plus the elected County Auditor/Controller as Chairperson.
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2. Process by which the committee was re-formed for M2 was appropriate:

The changes to the M1 Citizens Oversight Committee mentioned above necessitated a transition to the M2 Taxpayers Oversight Committee. Two membership positions were added, putting into action the committee member appointment process. The OCTA contracted with the Orange County Grand Juror's Association to form a Membership Recommendation Panel that reviewed applications and recommended candidates to the Citizen's Oversight Committee. This transition process was conducted appropriately and as required by Ordinance 3.

	Committee Structure					
Ordinance Section	Requirements	Status	Appropriate?			
	The TOC shall be governed by eleven members	As of 8/2007 there were eleven members	Yes			
	There shall be two members from each supervisorial district	There are two from each district (see below)	Yes			
	District 1	Narinder Mahal Charles Smith	Yes			
Appendix A; Attachment C:	District 2	Gilbert Ishizu Howard Mirowitz	Yes			
Section II	District 3	Edgar Wylie James Hillquist	Yes			
	District 4	Rose Coffin Frederick Von Coelin	Yes			
	District 5	Richard Gann Hamid Bahadori	Yes			
	The Auditor-Controller shall be a member and chair of the	David Sundstrom	Yes			

committee		
Members may not be an elected or appointed official	There are no elected or appointed officials	Yes
Each member shall be appointed for a term of no more than three years	Terms are three years	Yes
No person shall serve as a member in excess of six consecutive years	Maximum service is six years	Yes
Any member with three unexcused absences shall be removed	This requirement is monitored	Yes

Appointment of Members					
Ordinance Section	Requirements	Status	Appropriate?		
Appendix A;	OCTA shall contract with the OC Grand Juror's Association to form a Membership Recommendation Panel	GJAOC has formed the panel	Yes		
Attachment C: Section III	The Membership Recommendation Panel shall have five members	There are five members	Yes		
	The Panel shall solicit, collect and review applications for candidates	The panel fulfilled these duties	Yes		

3. Committee's actions are consistent with its objectives:

A review of meeting minutes, correspondence and reports revealed that the committee takes its role seriously and works to ensure strong oversight of Renewed Measure M and the Early Action Plan.

In terms of carrying out oversight of the M2 EAP, many of the M2-related documents from eligible jurisdictions that the committee is required to review were not completed during the assessment period. However, it appears that the committee is well positioned and ready to

review these plans and programs once they are available. Many members transitioned from the M1 Citizen's Oversight Committee and brought their experience and expertise to the newly formed Taxpayer's Oversight Committee.

Financial oversight of the program was achieved during the assessment period with the committee carrying out the required annual audit and holding OCTA staff accountable to delivering EAP projects on time and schedule. In terms of public participation, the committee held annual public hearings to allow for feedback on the program.

The following table summarizes the required duties and responsibilities of the committee and how they are being carried out.

	TOC Duties and Respons	sibilities	
Ordinance Section	Requirements	Status	Appropriate?
	The committee shall review the follo Jurisdiction	wing documents submitte	ed by each Eligible
	Congestion Management Program	N/A	N/A
	3. Mitigation Fee Program	N/A	N/A
	2. Expenditure Report	N/A	N/A
Appendix A;	Local Traffic Signal Synchronization Plan	N/A	N/A
Attachment C: Section IV	5. Pavement Management Plan	N/A	N/A
	The committee shall conduct yearly audits and an annual public hearing to determine if OCTA is proceeding in accordance with the plan	Annual public hearings were held	Yes
	The committee shall receive a performance assessment conducted by the Authority every three years	Not applicable. First assessment period.	Yes

Finding:

The transition from Citizens Oversight Committee to the Taxpayer Oversight Committee, as required by Ordinance 3, was completed in an appropriate manner. Subsequent committee activity during the assessment period was consistent with the committee objectives as described to taxpayers in the pre-vote information pamphlets, Ordinance 3, and the EAP.

6.0 State Board of Equalization (SBOE)

The SBOE acts as OCTA's collection agent for the tax funded revenue. The OCBC team reviewed the official requirements of the tax collection/distribution agreement and the existence and detail of the agreement.

Methodology: The OCBC team reviewed the official requirements of the tax collection/distribution agreement and report on the existence and detail of the agreement.

Key Question: Are the requirements, processes, and agreements with the State Board of Equalization sufficient for when collection activities begin in 2011?

<u>Background:</u> The cost of collection is set by statute. As required by law, an estimated 1.5 percent of the sales taxes generated must be paid to the California State Board of Equalization for collecting the one-half cent sales tax that funds the Renewed Measure M Transportation Investment Plan. Tax collection matters can be subsequently considered with items such as sales tax, but are not relevant to this effort until collection activities begin in 2011.

<u>Assessment:</u> The State Board of Equalization, by statute, charges the OCTA to collect transportation sales tax revenues. The SBOE fee is up to 1.5 percent of all M2 sales tax revenue. In 2005-06, the SBOE annual fee was almost \$4.2 million.

The OCTA and other agencies have, in past years, unsuccessfully lobbied to reduce the percentage rate charged by the SBOE. Over time, the OCTA has objected to the size of this fee, arguing that the SBOE is overcharging for services provided. Legislative attempts to lower the SBOE fees for M1 failed. However, the OCTA legislative efforts helped convince the Self-Help Counties Coalition to challenge the SBOE fee schedule, leading to a negotiated agreement where the SBOE agreed to lower their fees to 1 percent, beginning in fiscal year 2006-2007.

For the OCTA, the reduction in SBOE fees between 2005-2006 and 2006 -2007 was \$1.63 million. However, in recent years, transportation sales tax fees collected by the SBOE have been increasing, while M1 revenues have been decreasing (Appendix C). Estimated SBOE fees were almost 1.2 percent of transportation sales tax revenues collected in 2009-2010, with

a trend towards increased SBOE fees increases in the years leading up to M2 revenue collections.

Finding:

The OCTA should continue to monitor SBOE fees and, if the fees do not return to the 2006-2007 level of less than 1 percent, the OCTA should engage the Self-Help Counties Coalition and seek legislation capping SBOE fees at 1 percent. The on-going SBOE dispute, along with the status of the SBOE legislation, should be a part of subsequent M2 performance assessments.

7.0 Environmental Committees Program Oversight

M2 contains environmental tasks and provisions that were not a part of M1. The purpose of the *Environmental Oversight Committee* is to make recommendations to the Board of Directors on the allocation of environmental freeway mitigation funds and monitor the implementation of a master agreement between OCTA and state and federal resource agencies. The *Environmental Cleanup Allocation Committee* is designed to make recommendations to the Board of Directors on the allocation of funds for water quality improvements.

Methodology: The OCBC team reviewed and assessed ordinances, reports, meeting agendas, meeting minutes, correspondence, and conducted interviews, and followed up with relevant OCTA staff members in order to:

- Assess the appropriateness of the process by which the two committees were formed and convened
- Review and examine meeting minutes, correspondence, and other pertinent reports to assess if the requirements and responsiveness of both committees are being fulfilled consistent with their stated duties and responsibilities as appropriate

Key Question: How appropriate was the process by which the environmental committees were formed and how well are they carrying out their duties and responsibilities?

Background: M2 includes two new environmental funding programs that were not a part of the original M. Since the passage of M1 in 1990, the environmental impacts caused by transportation infrastructure construction and use are better understood and public policy to mitigate these impacts has become increasingly rigorous. Responding to this greater focus on preserving environmental quality, Renewed Measure M created two environmental programs:

- 1) The Freeway Mitigation and Resource Protection Program is funded with at least five percent of the total freeway budget and seeks to create and implement mitigation strategies for freeway project.
- 2) The Environmental Cleanup Program is designed to assist local agencies with efforts that clean up highway and street runoff and help projects meet Clean Water Act standards with a funding allocation of two percent of annual M2 revenues

In the original Voter materials and Ordinance No. 3, the estimated allocation based upon percentage allocations was a total of \$243.5 million (at least 5 percent of net freeway program revenue) designated to mitigate the environmental impacts of freeway improvements through the Mitigation and Resource Protection Program and \$237.2 million (two percent of gross revenues from the Measure M2 Transportation Investment Plan) to provide a competitive grant process through the Environmental Cleanup Program to help local agencies clean up highway and street runoff and meet Clean Water Act standards. However, responding to changing market and economic conditions, the December 2009 EAP update lowered the EAP allocations to be spent on M2 environmental programs.

Assessment: This assessment examined whether the process by which the two committees were formed, and carry out their duties and responsibilities, was appropriate during the initial assessment period. Both programs were launched in the fall of 2008 with the creation of two oversight committees to make recommendations to the OCTA Board of Directors on how each program is to be designed and implemented. The Environmental Oversight Committee makes recommendations to the Board of Directors on the allocation of environmental freeway mitigation funds and monitors the implementation of a master agreement between OCTA and state and federal resource agencies. The Environmental Cleanup Allocation Committee makes recommendations to the Board of Directors on the allocation of funds for water quality improvements.

The two environmental committees have been formed, a significant number of meetings have been held, and both are working towards setting goals, funding allocations and guidelines, and strategies. This is also an area where the "pay-as-you-go" question should be discussed and overall eligibility of municipalities must be reviewed. Concern over land acquisition strategies must be informed by questions of future land ownership and on-going maintenance and operations costs.

1. Environmental Oversight Committee:

<u>Background:</u> Renewed Measure M (M2) includes a Freeway Environmental Mitigation program related to mitigation of the environmental impacts associated with the 13 freeway projects created by M2. OCTA Ordinance No. 3, dated July 24, 2006, Appendix A, under Attachment B, Section II: A (5) describes the financing of "Programmatic Mitigation for Freeway Projects". The

Ordinance was approved by Orange County voters on November 7, 2006. The program requires the OCTA to produce a Master Agreement between the OCTA and state and federal agencies, and fund and monitor its implementation.

One of the requirements of the Master Agreement is that the OCTA appoint an Environmental Oversight Committee (EOC) to make recommendations to the OCTA Board of Directors on how M2 mitigation funds should be allocated. These funds are no less than five percent of net revenues allocated for M2 freeway projects. The EOC will also monitor the implementation of a master agreement between OCTA and state and federal resource agencies.

<u>Committee formation</u>: The assessment of whether the process whereby the committee was formed was appropriate involved comparing the voter-approved guidelines for the committees to the actual committee formation and charter. The following table provides details of this assessment.

Environment			
Ordinance Section	Requirements	Status	Appropriate?
	Appointment by the Authority of an Environmental Oversight Committee	Committee formed 11, 2007	Yes
	The EOC shall consist of no more than twelve members	The EOC has 12 members	Yes
	At least one member shall be from the OCTA	Patricia Bates; Gregory T. Winterbottom	Yes
Appendix A; Attachment	At least one member shall be from Caltrans	Sylvia Vega	Yes
B: Section II, A(5(v))	At least one member shall be from a state resource agency	Erinn Wilson (California Department of Fish and Game) Debbie Townsend (California Wildlife Conservation Board)	Yes

At least one member shall be from a federal resource agency	Jonathan Snyder (U.S. Fish and Wildlife Service)	Yes
At least one member shall be from an environmental NGO	Dan Silver (Endangered Habitats League)	Yes
At least one member shall be from the public	Melanie Schlotterbeck (Measure M Support Groups)	Yes
At least one member shall be from the Taxpayer Oversight Committee	Rose Coffin	Yes

<u>Committee Actions:</u> The Environmental Oversight Committee is tasked with developing an inventory of the potential environmental impacts of the M2-related freeway projects and a list of recommended mitigation opportunities. A thorough analysis of the impacts, mitigation opportunities and the interrelationship between impacts and mitigation opportunities will help define how the funds will be allocated.

Environmental Oversight Committee Actions					
Action	Status	Appropriate?			
Development of criteria for mitigation potential of properties	Underway as of September 2008	Yes			
Master Agreement between OCTA, USFWS, CDFG and Caltrans	Draft MOU approved in March 2009	Yes			
Planning Agreement for Natural Community Conservation Planning and Habitat Conservation Plan	Draft agreement between OCTA and CDFG. 300K approved in March 2009 for CDFG to prepare NCCP and HCP	Yes			

2. Environmental Cleanup Allocation Committee:

Renewed Measure M (M2) includes an Environmental Cleanup Program to meet federal Clean Water Act water quality standards for street and highway projects created by M2. OCTA Ordinance No. 3, dated July 24, 2006, Appendix A, under Attachment B, Section VII describes

the financing of the program. The Ordinance was approved by Orange County voters on November 7, 2006. The program requires the OCTA to create an Allocation Committee to make recommendations to the Board of Directors on the processes and procedures of environmental cleanup funding allocations.

Funding for the Environmental Cleanup Program is provided by an allocation of two percent of gross M2 sales tax revenues. The goal of the program is to protect Orange County beaches from transportation-generated pollution, or "urban runoff," and improve watershed and marine environmental quality.

<u>Committee Formation</u>: The process by which the committee was formed was appropriate. It involved comparing the voter-approved guidelines for the committees to the actual committee formation and charter. The following table provides the findings of this assessment.

Environmental Oversight Committee Formation				
Ordinance Section	Requirements	Status	Appropriate?	
Appendix A; Attachment B, Section VII	The Allocation Committee shall not include any elected public officer.	There is no elected public officer on the committee.	Yes	
	The committee shall have 12 voting members.	The ECAC has 12 voting members.	Yes	
	One voting representative from the County of Orange	Mary Anne Skorpanich	Yes	
Appendix A; Attachment B, Section VII	Five voting representatives from cities, with one voting representative from cities in each supervisorial district	1. Joe Parco (Santa Ana, District 1) 2. John Bahorski, City Manager (Cypress, District 2) 3. Gene Estrada (Orange, District 3) 4. Dick Wilson (Anaheim, District 4) 5. Tim Casey (Laguna Niguel, District 5)	Yes	
	One voting representative from Caltrans	Hector Salas	Yes	
	Two voting representatives from water or wastewater public entities	Karen Baroldi (Orange County Sanitation District) Tom Rosales (South OC Wastewater Authority)	Yes	
	One voting representative from the development industry	Satoru Tamaribuchi (The Irvine Company)	Yes	

One voting representative from the scientific or academic community	William Cooper (UC Irvine)	Yes
One voting representative from private or non-profit organizations involved in environmental and water quality protection/enforcement issues	Garry Brown (Orange County CoastKeeper)	Yes
The committee shall have two non-voting members.	There are 2 non-voting members	Yes
One non-voting representative of the Santa Ana Regional Water Quality Control Board	Mark Adelson	Yes
One non-voting representative from the San Diego Regional Water Quality Control Board	Chad Loflen	Yes

Committee Activities: The Environmental Cleanup Allocation Committee (Allocation Committee) is responsible for developing the Cleanup Program and making funding recommendations to the Board. Since November 2007, the Allocation Committee has been meeting on a monthly basis and working hard to develop criteria for the allocation of grants to municipalities to fund projects that control transportation-generated water pollution. By the end of the assessment period, the Allocation Committee was working to develop a grant funding approach, anticipating completion and funding approval by the end of 2010.

Finding:

The Environmental Oversight Committee and Environmental Cleanup Allocation Committee were created as required by the voter-approved OCTA Ordinance No. 3, Renewed Measure M. The process whereby the committees were formed, convene, and communicate is appropriate. Both committees are well-positioned to advise the Board of Directors on the allocation of M2 funds for freeway environmental mitigation and streets and highway environmental cleanup respectively, as required by OCTA Ordinance No. 3.

8.0 Revenue Forecasting

The economic and tax revenue environment in which OCTA operates has been turned upside down by the severe recession of the last three years. OCBC assessed the manner in which OCTA finance staff has responded in light of the significant economic and tax revenue declines.

Methodology

The OCBC team assessed the scope and appropriateness of OCTA's efforts to forecast revenues by examining the following questions:

- (1) Have the forecasting techniques been reasonable and have the techniques been updated to recognize changed economic conditions?
- (2) How has OCTA reacted to the economic realities in using the economic forecasts?
- (3) Do results imply that changes should be made in the way OCTA forecasts revenues?

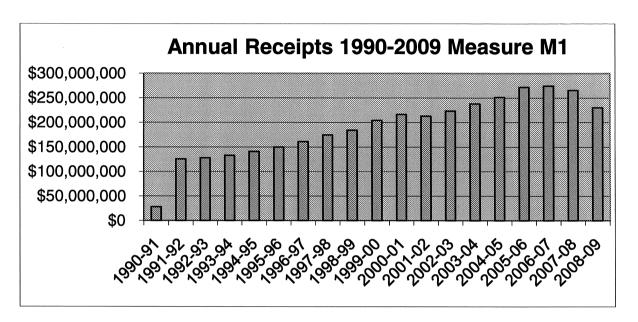
 Specific activities conducted by the team included reviewing, analyzing and assessing:
 - The appropriate university economic forecasts
 - Methods used by OCTA to translate these into tax revenue forecasts
 - o Any appropriate changes to the revenue forecasting process

Key Question: Has OCTA successfully implemented methods to accurately forecast revenues during this time of economic uncertainty and volatility?

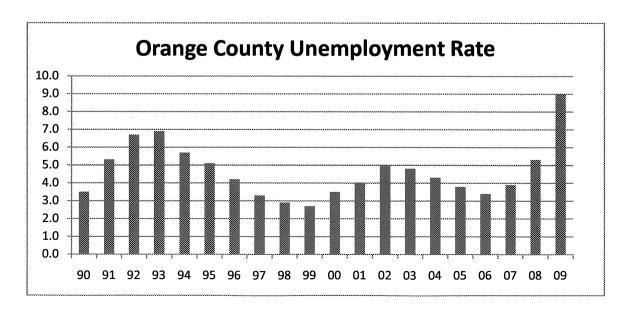
Background: Between the M1 program and renewed M2 program, OCTA changed its revenue forecasting approach, relying on a blend of three estimates (Chapman University, Cal State University Fullerton, and UCLA/Anderson School) rather than the former practice of using 95 percent of the Chapman University estimate.

Of course, the economic and tax revenue world in which OCTA operates has significantly changed due to the severe recession of the last three years. OCBC examined both the former and current approaches; compared the three forecasts individually: the Chapman/Cal State Fullerton/UCLA blended estimate performance versus the old Chapman-only method versus actual results; and assessed the manner in which OCTA finance staff responded in light of these significant economic and tax revenue changes. We also considered any additional measures that may be necessary as to how OCTA handles this crucial subject for the current and future performance and delivery of M2.

Assessment: Before M2 revenue forecasts were developed, OCTA's experience with revenue forecasting during M1 (1991-2006) coincided with a period that was overall an unusually stable period of steady positive economic and employment growth (and therefore sales tax revenue) in California, especially for Orange County.

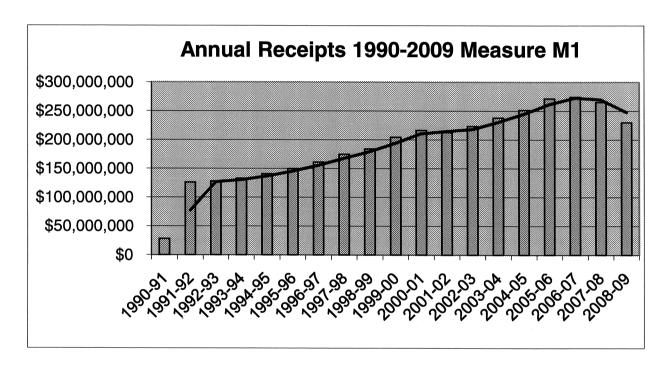


It was a period of steady growth with low year-over-year volatility, growing off of the deep recession that plagued Orange County in the early 1990s, M1's early baseline years. Unemployment was especially low and stable during significant periods of the M1 timeframe, leading to fairly stable revenue trends. For example, from January 1997 through December 2000 unemployment ranged from 2.2 - 4.0 percent and from January 2005 through December 2007, unemployment stayed in a range of 3.1 - 4.2 percent.

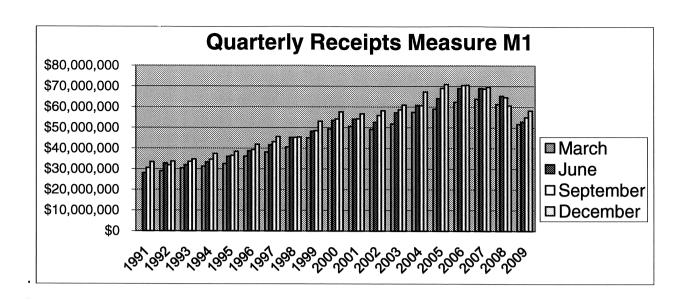


Due to its diversified industry cluster base, Orange County was even somewhat insulated to the dot.com downturn of 2000-2002 compared to other California counties. Because of low and predictable economic volatility, Chapman's M1 forecasts for OCTA sales tax revenue, even five years out, were fairly reliable and accurate, as were Cal State Fullerton's and UCLA's Anderson School forecasts during these time periods.

Assessment: With the onset of the unexpected and unprecedented financial crisis of 2007-2009, Orange County and OCTA experienced a sharp plunge in sales tax revenues for the first time since passage of the original M1 in 1990.



Orange County entered this prolonged, severe recession earlier than most counties and states due to a concentration of subprime and Alt-A mortgage lender employers. The accelerating layoffs in the financial service subsequently had ripple effects on the related local construction and development industries and finally throughout the Orange County economy. From November 2006 through June 2009, the period of this assessment, Orange County's unemployment rate rose from 3.4 percent to 9.4 percent.



This is reflected in data from the 2010 California Retail Survey, which summarizes the relative strength indices for each county retail market in California from 2005-2010. The "relative strength index" is calculated by dividing the five-year compound annual growth rate of retail sales for each county by the comparable statistic for the entire California market. For example, if County A had a five-year compound annual growth rate for retail sales of five percent and the statewide growth figure was four percent, the resulting relative strength index for County A would be 1.25. This index tells us that County A has been growing 25 percent faster than the statewide norm.

The column to the left ranks the relative strength indices for each of California's 58 counties. Mariposa County tops the list, with an index of 2.84. In other words, Mariposa retail sales have grown at a rate that is 184 percent higher than the statewide norm over the past five years. Conversely, the weakest performing county during the five-year period was Sierra, with an index of -0.24. Formerly one of the highest sales tax growth rate counties in California, Orange County, while having one of the relatively lower unemployment rates during this time period, ranked 31 out of 58 California counties in terms of retail sales strength.

Relative Strength Indices for California's 58 Counties

Rank	County	Relative Strength Rankings
1	Mariposa	2.84
2	Madera	2.64
3	Tehama	2.39
4	Imperial	2.35
5	Kern	2.24
6	San Francisco	3 2.15
7	Inyo	2.12
8	Napa	2.11
9	Alpine	2.10
10	Tulare	2.04
11	Kings	1.99
12	Yolo	1.85
13	Mono	1.77
14	Siskiyou	1.70
15	San Bernardii	no 1.67
16	Del Norte	1.58
17	Mendocino	1.52
18	Santa Clara	1.43
19	Trinity	1.43
20	Glenn	1.41
21	Riverside	1.41
22	Merced	1.39
23	El Dorado	1.27
24	Humboldt	1.25
25	Los Angeles	1.12
26	Colusa	1.08
27	Fresno	1.01

Rank	County Re	elative Strength Rankings
28	Plumas	0.99
29	San Luis Obisp	0.94
30	Nevada	0.93
31	Orange	0.93
32	Placer	0.90
33	Lake	0.89
34	Sutter	0.85
35	San Mateo	0.81
36	Butte	0.83
37	Modoc	0.79
38	San Diego	0.65
39	Alameda	0.64
40	Lassen	0.63
41	Calaveras	0.63
42	Shasta	0.59
43	Yuba	0.58
44	Marin	0.53
45	San Joaquin	0.51
46	Stanislaus	0.51
47	Contra Costa	0.45
48	Santa Barbara	0.44
49	Ventura	0.41
50	Monterey	0.38
51	Solano	0.35
52	Santa Cruz	0.30
53	Sonoma	0.20
54	Amador	0.17
55	Tuolumne	0.15
56	Sacramento	0.13
57	San Benito	-0.22
58	Sierra	-0.25

State:	Strength Ranking
California	1.00

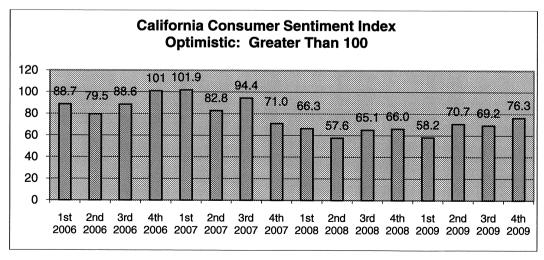
Even though Chapman's forecast proved adequate for projecting M1 revenues, for the M2 program OCTA prudently and conservatively expanded its revenue forecasting toolkit from relying on one economic forecast (Chapman) to a blended approach of three university forecasts — Chapman, Cal State Fullerton, and UCLA's Anderson School forecast. Such a blend is bound to smooth out differences in the forecasts and expands the number of data points available to OCTA. M2 projections were developed using a blended economic forecast from Chapman University, Cal State Fullerton and UCLA — the same respected institutions

commonly accepted and used in the Orange County and Southern California private sector for economic projections. In 2005, the three universities predicted an average growth in sales tax of five percent per year for the 30-year M2 time period.

What the three universities were not able to predict was the worst economic downturn that Orange County, California, and the United States have respectively experienced since the Great Depression. There is no question that OCTA — like nearly every individual, business and public agency in the country — has been significantly impacted by plunging economic activity, layoffs and rising unemployment, asset values plummeting, and most importantly retail sales dropping precipitously. Starting in 2008, real per capita and household incomes in Orange County fell for the first time since the Great Depression.

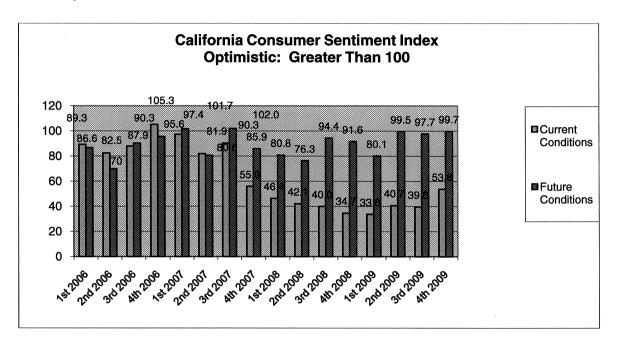
During the unprecedented downturn, sales tax revenue projections based on the blended average of the three forecasts have generally proven to be too optimistic during this severe recessionary period. Each of the individual forecasts has proven to be too optimistic as well. The forecasts are based upon general econometric models that are best used for overall trend and direction of employment and gross regional product projections, rather than single point estimates of consumer spending and taxable sales.

Consumer confidence has been hit particularly hard. Low consumer confidence also leads to a sharp drop in consumer discretionary spending, such as propensity to spend on travel, restaurant meals, and clothing, major sources of sales tax revenue.

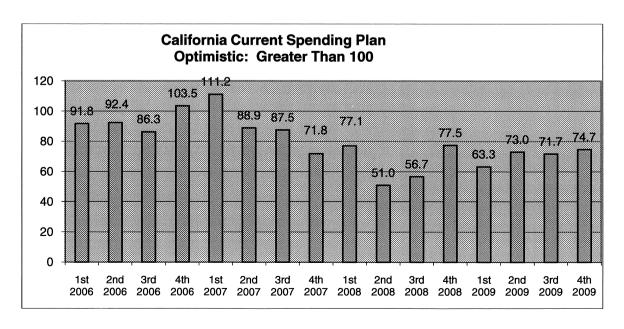


Short term consumer sentiment (current and 12-month outlook) experienced a particularly hard hit as households began to understand the depth and severity of the recession, and worried

about whether one or both of the wage earners would lose employment. Additionally, the severe impacts on Orange County housing values, a large source of funds for consumer spending in the period from 1999-2005, soon added to consumer woes and led to consumer sentiment spiraling to unprecedented low levels, finally hitting a bottom in the 4th quarter of 2008 and 1st quarter of 2009.



Declining consumer confidence was especially evident in sales of big-ticket consumer durables such as car sales, appliances, major electronics, another significant source of sales tax revenue.



Like the rest of the country, OCTA has had to adjust to a new economic reality. Under these very trying and unusual circumstances, and against a backdrop of profound uncertainty in our economic and financial systems not seen since the 1930s, OCTA responded by adjusting estimates to bring them in-line with deteriorating actual revenues. They also modified both base year and long-term growth assumptions with related adjustments in services, capital outlays, and administrative costs. M2 is now anticipated to bring in approximately 60 percent of the original \$24.3 billion.

Findings: Our assessment finds that OCTA Finance and Executive staff have responded appropriately to a very challenging and fluid/dynamic sales tax environment that resulted from the economic downturn. Projections and actuals provided by the California Department of Finance (DOF) and the California State Board of Equalization (SBOE) have proven to be more accurate during the downturn, and OCTA staff has prudently shifted to relying more on the DOF and SBOE projections and actual revenue receipts. Finally, OCTA staff has kept the OCTA Board and OCTA committees informed as sales tax revenues deteriorated, providing them with the tools to make necessary policy decisions to proactively respond to reduced revenues. Key M2 stakeholder groups were also informed.

Going forward, OCTA staff should continue to work closely with the three universities to try and bring their forecasts more in line with actuals. Because of the unprecedented nature of this downturn, and the critical importance of revenue forecasting to delivery of the M2 program, OCTA should seek outside advice from strategic partners and consultants to undertake a thorough review of the academic forecasts and their inputs, models, and assumptions. Until this is accomplished, OCTA should continue to conservatively rely on SBOE and DOF actual so that budgets based on revenue forecasting tools do not turn out to be too optimistic.

9.0 Project Management Controls

Proper and effective project management controls are crucial to any organization operating successfully. The 2008 Parsons Brinckerhoff (PB) study found that uniform policies and procedures for managing the Measure M program and its projects (as distinct from OCTA's procurement and contracting procedures) were not in place for all aspects of the Measure M program or non-Measure M projects.

Methodology: The OCBC team assessed the extent to which the OCTA has developed and implemented clear and concise project controls. Our team inventoried any changes between M1 and M2 and followed with an examination of the review process:

- Evaluated current OCTA project controls
- Evaluated internal control of approval of invoices
- Evaluated to what extent OCTA has accomplished clear and concise project controls beginning with development of program management procedures, including the appropriate split of roles between the project managers, finance and Contracts Administration and Materials
 Management (CAMM) for approvals (i.e. approval of invoices)
- Reviewed current performance measurements and specific measurements to be tracked and reported to the TOC
- Considered further additions or enhancements to the potential management controls to enable further a broader review scope including reporting frequency, formats, and general content

Key Question: To what extent has the OCTA developed and implemented clear and concise project controls?

Background: While it will likely be the next review cycle before procedures and processes developed by local municipalities will be advanced sufficiently for audit review, tools and procedures are now being adopted to enable OCTA to better review program management as projects are deployed.

The 2008 PB study found that: "Uniform policies and procedures for managing the Measure M program and its projects (as distinct from OCTA's procurement and contracting procedures) are not in place for all aspects of the Measure M program or non-Measure M projects...outside of the Measure M highway program, project status is not reported in a consistent manner across the agency. For example, there are excellent project controls reports for the highway projects, but minimal project controls support for the transit capital projects....Uniform policies and procedures for managing the Measure M program and its projects (as distinct from OCTA's procurement and contracting procedures) are not in place for all aspects of the Measure M program or non-Measure M projects."

In response to these findings, OCTA staff has been making regular program delivery status reports to the OCTA committees on a regular basis for highway, rail, and streets and roads programs, although the integration of project controls procedures for all M2 capital projects should be continually pursued.

"A key control measure involves city and county progress reports on pavement management and signal synchronization; both projects involve significant financial impact for M2 and for the municipalities. As they are deployed, the OCTA team should adopt tools and procedures to better automatically review program management."

One of the earliest goals of M1 was to deliver major projects on time and under budget. For M2, the OCTA staff and the Taxpayer Oversight Committee both have emphasized that they want to build – and improve – on past successes.

The OCTA has attempted to strengthen M2 internal project controls by changing its staff organizational structure; upgrading and better defining project management tools; and forming an internal Program Management Office and an internal M2 Program Management Advisory Committee.

However, the impact of internal staff organization, including a split in the M1 Development Division's project delivery responsibilities between two new OCTA divisions, Capital Programs and Planning, is uncertain. With project control staff assigned to the new Capital Programs Division and the M2 Program Management Office assigned to the Planning Division, careful coordination will be needed for all projects to be successfully monitored across division lines of responsibilities.

9.1 Change in M1 Development Division structure

In early 2010, outside of the purview of this assessment, OCTA management reorganized its Development Division, dividing responsibilities into a new Capital Programs Division and a new Planning Division.

The new Capital Programs Division was assigned responsibilities for all capital projects, including M2 freeway, bus/rail transit projects and other OCTA Capital Projects. All existing project management staff, including staff charged with project oversight responsibilities, was assigned to this division, with the expressed management goal of ensuring that uniform project management procedures are applied to all OCTA capital projects.

The new Planning Division was assigned the M2 Program Office and, according to the Management Response to the Booz Allen Hamilton/PMC Performance Audit Report, was assigned "to monitor the overall M2 accomplishments and compliance as well as provide oversight of activities related to the M2 Program and coordinate required reports. Initially, the Program Office will be supported through contract professional services and staff resources from each division as necessary. As the M2 Program is better defined once collection of revenue begins April 2011, the resource needs of the Program Office will be reassessed and adjusted as appropriate."

Although the recommendations for an M2 Program Office were included in recommendations from Parsons Brinckerhoff, LMS Consulting and Booz Allen Hamilton/PMC, no manager of the M2 Program Management Office had been hired by the end of July 2010. In addition to his other duties, the Executive Director of Planning was serving as Manager of the M2 Program Office.

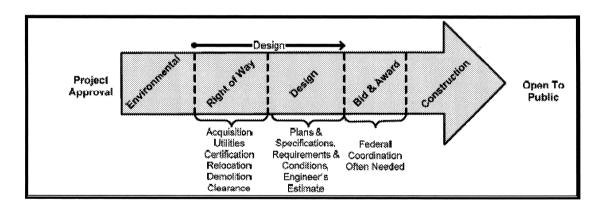
The impacts of dividing M2 internal oversight responsibilities between two OCTA divisions is uncertain, as is the role of Finance and Administration, the steward of OCTA M2 debt borrowings and revenue projections.

To clarify these roles, the Deputy Chief Executive Officer, has convened a Program Management Advisory Committee to review the policies, tools, and processes needed to ensure the success of M2 projects. Initially, the Director of Planning has taken the lead role in staffing this permanent internal committee.

The committee, recommended in a variety of studies since 2007, is in its earliest stages and cannot yet be assessed or evaluated for effectiveness.

However, the split of duties now puts all early M2 actions – planning, project reports, preliminary funding, programming responsibilities and project approval (up to environmental clearances) – in one division and all other M2 project management duties in another division. The advantages and disadvantages of this dual management alignment are yet to be defined.

In general, OCTA senior management foresees that the Capital Programs Division will receive a handoff of project responsibility from the Planning Division at the completion of scoping and conceptual engineering phase. The Capital Programs Division will be responsible for controlling costs and maintaining project schedule until a project is completed. Independent project management staff to oversee project managers, the Project Controls group, is placed in the new Capital Programs Division. Figure 1 illustrates the Capital Programs Division responsibilities graphically:



To illustrate the effectiveness of the program and OCTA responsiveness in the face of a declining economy and shifting funding mix, we conducted a case study on the SR-57 which is included as an appendix in this report, taking a single project through the process from thought to construction, beginning before M2 passes when the SR-57 was part of a feasibility study.

The split in duties between the Capital Programs Division and planning division also cannot be assessed at this time. Placing both Project Controls staff and Project Managers in the Capital Division, rather than placing all project oversight in the new Program Management Office, should be re-visited in the future as a method of providing internal M2 checks and balances.

Finding #1:

Placing environmental review in construction, and not planning, impacts the effectiveness of monitoring early M2 project definition efforts by the Capital Programs Division's Project Controls group, and the smoothness of project transition between divisions should be revisited when the duties of the M2 program office duties are reviewed.

9.2 M2 Project Management Controls

The OCTA has a Project Management Control Department now reporting to the Executive Director of the Capital Programs Division. For M1, this group reported to the Director of Development and controlled costs and schedules for a project from inception through completion of construction.

In 2008, the OCTA Development Division developed a Program Management Procedures Manual to support the delivery of the M2 program and the Early Action Plan. The manual defined the objectives of the capital improvement program, as well as the roles and responsibilities of the Highway Project Delivery group. This group has the goal of monitoring projects from preliminary engineering through project completion. The manual includes focused areas on managing projects, assuring quality, understanding risk and managing documents.

The precepts specified in the Program Management Procedures Manual were the subject of internal staff training and are used in regular meetings among staff responsible for major M2 highway projects. The manual also guides development of major rail projects.

The manual sets out five key measures of success for M2 project delivery:

- Establishing a comprehensive implementation plan
- Defining project improvements within available funding limits
- Completing projects within budget and schedule goals
- Keeping the Board, senior staff, and the public informed on project progress
- Establishing a fair and open procurement process

The manual emphasizes the OCTA strategy of maintaining a small, capable, core project management staff, augmented by consultants in a supporting role:

"The availability of adequate private industry resources to support the M2 program will be challenging given the competing demands of other transportation sales tax programs in Southern California, 'the manual states." An active effort to expand industry capacity in engineering and construction will need to be fostered by the Authority (OCTA), Caltrans and other regional agencies to meet these demands. A fair, open and streamlined procurement must be maintained by the Authority to help capture private industry support for our projects."

Monitoring consultants, as well as monitoring costs and project schedules, is the responsibility of the Project Control group. The group oversees how a project is administered, including schedule control, cost control, progress reporting and project changes.

In M1, Project Controls used an Excel-based project management system. For M2, the OCTA has shifted to Primavera P6 Web Version 6.2. Primavera is widely considered the state-of-the-art program for managing portfolios of large capital projects. In Southern California, Primavera is used by Caltrans and the San Diego Association of Governments (SANDAG), among others, to monitor large portfolios of major capital projects.

Primavera features a colorful dashboard display used to indicate project status at a glance. To make Primavera information more user-friendly, OCTA developed a high-level custom designed dashboard interface accessible to M2 project managers and their supervisors. This custom interface dashboard information is divided into four portlets, showing an individual project, Gantt chart (or project schedule and critical path), project statistics, project reports and a project narrative.

Project statistics, for example, details cost variances (forecast versus current budget) and schedule variances (current schedule versus baseline project completion expectation). Green, yellow and red dots appear next to key statistics, indicating a project is under budget, on forecast, slightly over budget forecast, on time, slightly behind schedule or three months or more behind schedule.

DRMcNatty & Associates of Mission Viejo, a Primavera-authorized representative, assisted OCTA staff in implementing the Primavera cost database structure, designing the interface, and deploying the web-based application.

A key element of the OCTA project management system is the Project Master Schedules. The Project Master Schedule is used to deliver a project in a timely manner by monitoring and reporting progress, analyzing delays and reporting solutions to project issues. The master schedule outlines critical project activities from the inception of the project to construction competition.

Working with the projects managers and others, the Project Controls group is responsible for the initial development and maintenance of the project master schedule. Project managers and others provide data on projects, but only Project Controls staff may modify the Project Master Schedule. Thirty OCTA staff members have access to the Primavera system and its project management material; only Project Control staff may modify the material. In other words, some OCTA staff may read the Primavera reports, but only Project Control staff may write or change schedules or cost data. The exception to this general rule is the project narrative portlet on the Primavera dashboard, where a Project Manager may provide information on upcoming issues or concerns.

The Primavera schedules now being used to monitor M2 projects had not been developed when the OCTA borrowed \$400 million in February of 2008. Instead of the dates and schedules used in Primavera, rough estimates incorporating industry typical timeframes were used.

When the more refined Primavera schedules and cost figures were developed, the initial rough estimates were dropped without explanation to the senior staff or the OCTA Board of Directors. The new dates, always generalized, appeared on the OCTA website and in OCTA informational materials without explanation. In many cases, the rough project estimates were ambitious, throwing off the synchronization of the anticipated drawdown of the Tax Exempt Commercial Paper Program and actual project needs. Because TECP dollars have been drawn down at a slower rate, M2 dollars spent on stand-by charges have increased, primarily because of delays in the M2 Environmental programs and use of Prop 116 funds to pay for M2 rail capital projects.

Of the 30 employees with access to the Primavera dashboard, all are within the Capital Programs and Planning Division except the Deputy CEO. The Deputy CEO has access to the program from his prior duties as head of the rail division. The CEO does not have access to the Primavera data, nor did previous Deputy CEOs.

Finding #2:

Although some senior staff expressed a strong desire to have access to Primavera data and reports, Development Division project management staff has resisted sharing unfiltered data internally, choosing instead to provide regular project summaries to other divisions. Project Management staff believes this allows better management of consultants, allows project staff to be more candid in the narrative segments, and improves overall project management. Others believe the close control of the project schedule and cost data hinders communication between project controls staff and other OCTA departments and on occasion allows the project management team to paint too rosy a picture of schedule and cost problems.

The Primavera project management program uses a simple red-light, yellow- light, green-light system as a visual representation of project status at any given moment. This red-yellow-green system should also be used as a more broadly-based, OCTA-wide early warning system on project status.

If a project has a yellow warning designation, for example, OCTA senior staff should be promptly notified of a potential problem. If a project moves into the red, a broader notification, including the OCTA Board of Directors and the TOC should be made aware, along with commentary on remedial steps planned to get the project on-budget and on-schedule. If the Executive Director of Capital Programs believes a schedule problem will require a re-thinking of the overall project schedule or cost figures in either of the yellow or red areas, key senior staff and the OCTA Board of Directors should be notified promptly.

9.3 Approval of Invoices

In general, the M2 program follows the OCTA's internal process for approval of invoices: an invoice is sent to the OCTA Accounts Payable department (and frequently copies to a Project Manager) for payment for services rendered. Accounts Payable asks the Project Manager to review the invoice for consistency with an approved contract. In terms of M2 and M1 projects, Accounts Payable has a second review of the invoice by Project Controls staff before an invoice is paid.

The invoice approval process has been the subject of some internal discussion at the OCTA, with some concerns raised about internal checks and balances and the time it takes to approve payments to vendors. Some believe Accounts Payable should be assigned to review

invoices against a contract, others believe a review by the project manager is sufficient. A third viewpoint is that the review of specific M2 invoices by Project Control staff is an unnecessary redundancy that slows payment to vendors without adding value to the approval process.

Finding #3:

A more comprehensive review of the OCTA's internal invoice approval process, with emphasis on the roles of Accounts Payable, CAMM and Project Managers, should be undertaken, with the goal of maintaining strong and consistent, internal controls.

10.0 Sampling of Change Orders

Because of the initial nature of this performance review and the timing in terms of being early

in the process in terms of the volume of contracts and agreements and early in the overall

duration of most contracts, the OCBC team's assessment was confined to a small sample that

focused mainly on professional service contracts. While it is still early in the processing cycle,

the OCBC team selected contracts and agreements to determine the appropriateness.

reasonableness and justification for change orders.

Methodology: The OCBC team evaluated the appropriateness of the process by which were

determined, review, and approved:

Selected representative contracts and agreements

Evaluated the appropriateness, reasonableness and justification for

change orders

Assessed the review and approval process for change orders

Key Question: Have M2 change orders been appropriate, reasonable and justified?

Background: Because M2 has only recently been adopted, our assessment was only able to

sample a small number of change orders that focused on professional service contracts. With

this small sample, the OCBC team reviewed and assessed the reasonableness and

justification underlying the orders themselves.

Assessment:

As a part of the Early Action Plan's financing decisions, fewer M2 dollars were used to finance

freeway and transit projects than was initially anticipated. The limited number of projects

funded with the Tax Exempt Commercial Paper program was substantially less than had been

predicted in 2008 and 2009.

By the end of the focus period for this project, about \$30 million out of a \$400 TECP million M2

program had been tapped.

Because fewer M2 dollars were used, fewer M2 change orders were brought to the Contracts

and Materials Management (CAMM) portion of the OCTA Finance and Administration Division

for action.

In most cases, change orders on projects once planned for M2 dollars were paid for with M1 dollars and federal dollars, including projects funded by the 2009 American Recovery and Reinvestment Act (ARRA), a bill designed to spur economic recovery and trigger investment in long term growth.

Because ARRA focused on "shovel-ready" projects – like the State Route 57 project – projects which could have relied on M2 funds instead were paid for with funds from other sources. In most instances, these projects using funds other than M2 relied on the CAMM procedures in place for M1 and other funding sources.

Because fewer M2 dollars were spent, fewer M2 change orders – even fewer than had been estimated when the Scope of Work for the M2 assessment was designed – were processed.

Most of the M2 modifications were very minor in nature, typically consisting of changes in the duration of contract. However, while no deficiencies were found during our assessment, our review does suggest that there currently is no standard, formal process for analyzing change orders, but rather each is handled in an individual manner.

Finding:

Consider developing a more formal process for analyzing change orders, perhaps an internal review committee made up of OCTA executive staff for change orders over a certain threshold in terms of increased contract dollar size and scope value, perhaps \$1,000,000.

11.0 Contractual Performance of Vendors

The OCBC team compared performance of vendors to standards employed by the Director of CAMM to determine if OCTA has consistent M2 procurement and purchasing actions and to assess if CAMM contract administration practices have been equivalently applied to be consistent with the broader OCTA rules and practices.

Methodology and Activities: The OCBC team reviewed CAMM's existing procedures, analyzed M2 procedures, and assessed if there are any differences by:

- Comparing vendor performance to ensure consistent M2 procurement and purchasing actions
- Assessing if CAMM contract administration practices are consistent with the broader framework of OCTA M2 rules and practices.

Key Question: Has vendor performance met standards established by the Director of CAMM and have standards been equivalently applied to be consistent with broader OCTA rules and practices?

Background: Parsons Brinckerhoff's 2008 "Organizational Capacity and Readiness" report on the M2 EAP found that "it is not clear if OCTA's detailed procedures for procurement and contract administration are appropriate for ensuring that the procurement process is not only transparent and fair, but is consistent, predictable and allows the organization to implement its programs in a timely and efficient manner."

OCBC conducted a brief review of CAMM existing procedures and contract administration practices, which all seemed appropriate. After discussions with the CAMM director, the Executive Director of Finance and Administration, and the triennial assessment project staff, on the number of M2 contracts approved and M2 change orders submitted prior to June 30, 2009, focus on M2 change orders was set aside and greater emphasis was placed on other elements of this assessment.

Finding: CAMM contract administration practices are consistent with the broader framework of OCTA M2 rules and practices and industry and government standards.

B. Data Sources Reviewed and Analyzed

Documents Reviewed:

Task 1 – M2 EAP

- ✓ EAP
- ✓ 8/13/07 Staff Report
- √ 11/09 Staff Report

Task 2 - M2 Plan of Finance

✓ Staff Reports related to the M2 Plan of Finance

Task 3 – Readiness & Market Studies and Follow-up

- ✓ RFP Staff Reports
- ✓ Reports
- ✓ Follow-up Staff Reports/Power Point Presentation

 Link to documents: http://www.ocya.net/m2readiness.aspx

Task 4 – Outreach & Public Communications

- √ Sample of M2 Website/screen shots
- ✓ Annual Reports
- ✓ Quarterly Reports

Task 5 - TOC

- ✓ Staff Report Changing COC to TOC
- ✓ Updated By-laws, Mission Statement & Responsibilities
- ✓ Annual Certifications (FY's 07, 08, 09)
- ✓ Minutes, TOC Staff Reports

Task 6 – SBOE

✓ Staff Reports and financial reports related to SBOE

Task 7 - Environmental Committees Program Oversight

- ✓ Committees' Charters
- ✓ Legal Guidelines
- ✓ Agenda packets through 6/09

Task 8 - Revenue Forecasting

- ✓ Staff Reports related to OCTA's efforts to forecast revenues.
- ✓ Chapman, CSUF, and Anderson School forecasts

<u>Task 9 – Project Management Controls</u>

- ✓ Program Management Controls
- ✓ Projects Status Report
- ✓ Procedures
- ✓ Eligibility Guidelines
 - On OCTA Website under agendas March 22, 2010, Measure M2
 Comprehensive Transportation Funding Program Guidelines

Task 10 - Sampling of Change Orders

- ✓ List of M2 Contracts (F17)
 - o Finance, Development, Outreach

Task 11 – Contractual Performance of Vendors

- ✓ CAMM Contract Administration Practices
- ✓ CAMM Procurement and Purchasing Procedures
- ✓ Any other items which can help the consultant compare the performance of vendors to standards employed by the Director of CAMM to determine if the Authority has consistent M2 procurement and purchasing actions

Additional Items Provided

- ✓ Ballot Card
- ✓ Voter Pamphlet
- ✓ PM Academy binder
- ✓ Staff reports and other materials authorizing the M2 commercial paper program
- ✓ Funding assumptions for TECP; Drawdown
- ✓ Revisions to the Early Action Plans
- ✓ Communications with the Attorney General's Office on M2
- ✓ Committee and Board actions on cities and county government M2 eligibility issues
- ✓ Staff reports related to contracts
- ✓ SR-57 documents
 - o project background, scheduling
 - o funding, when and what
 - o project controls reports
 - o outreach efforts
- ✓ M2 Charges to OCUTT (CAP Analysis)

Interviews Conducted:

Appendix - Staff Interviews

Darrell Johnson, Deputy Chief Executive Officer

Kia Mortazavi - Executive Director of Development

Ken Phipps - Executive Director, Finance and Administration

Kirk Avila - Treasurer and General Manager of 91 Express Lane

Ellen Burton - Executive Director, External Affairs

Alice Rogan - Community Relations Officer

Kurt Brotcke - Director, Strategic Planning

Dan Phu - Section Manager, Project Development

Andrew Oftelie - Manager, Financial Planning and Analysis

Norbert Lippert - Section Manager, Project Controls

Virginia Abadessa - Director, Contracts Administration and Materials Management

California County Transportation Sales Tax Measures:

Since the mid-1980s, voters in twenty California counties have approved local measures that increase county sales tax to pay for important local transportation projects.

These measures have provided an important and stable source of funding, collectively generating several billion dollars of revenue each year.

There are a number of features of these measures that make them accountable to the taxpayer, which has made them increasingly popular. First, the measures are ballot-driven and require direct voter approval. Second, revenues generated by the measures finance projects within the same county, allowing voters to experience their benefits directly. Third, almost all measures have a limited term, further providing a sense of accountability. Finally, measures specifically identify the transportation improvements to be financed.

Orange County has a transportation sales tax measure called Measure M (M1). This measure has been in place since 1990, and was renewed in 2006. This Renewed Measure M (M2) will begin collecting revenues in 2011.

For comparison purposes, the following tables describe transportation sales tax measures that were passed, renewed, or were set to expire at a similar time period to the Orange County Measure M.

California counties that succeeded in passing/renewing their transportation sales tax measures from 2004-2008:

County	First Passed	Renewed
Contra Costa		2004
Fresno		2006
Imperial		2008
Los Angeles		2008
Madera		2006
Marin	2004	
Orange		2006

Sacramento		2004
San Bernardino		2004
San Diego		2004
San Francisco		2003
San Joaquin		2006
San Mateo		2004
Sonoma	2004	
Tulare	2006	

California counties that had transportation sales tax measures that were expiring in the 2008-2012 time period that were renewed:

County	Expired	Renewed
Contra Costa	2008	2004
Imperial	2008	2008
Los Angeles	2010	2008
Madera	2010	2006
Orange	2010	2006
Riverside	2008	2002
Sacramento	2008	2004
San Bernardino	2009	2004
San Francisco	2009	2003
San Joaquin	2010	2006
San Mateo	2008	2004

Debt Financing Programs: Many local transportation agencies in California have used debt financing to support accelerated delivery of sales tax funded transportation programs and to provide contingency funding to keep projects on schedule in the event of unforeseen cost or funding impacts.

Los Angeles Metro:

LA Metro has not had to use Commercial Paper to finance 30/10 to date. Measure R does not have a CP program, but can use CP funds from Prop A and C.

Riverside:

RCTC issued \$110 million through May 2008 that was refinanced in the 2008 bond issue. Another \$137 million was issued through September 2009, of which \$53,716,000 was refinanced with the 2009 bond issue. That left a balance of \$83,284,000, which is still outstanding as of today. There have not been any additional issuances after September 2009. So, in total, RCTC issued \$247 million in commercial paper over the life of the CP program.

San Bernardino:

Subsequent to the approval of the Strategic Plan, SANBAG issued a \$250 million short term note, most of which was used to purchase State Proposition 1B bonds that are, in turn, to be used by the state to help fund selected SANBAG transportation projects. It is anticipated that this note will be rolled into a long bond in approximately 2012, and additional bonding may be considered at that time, depending on project delivery schedules. One of the requirements is that the revenue allocation for each individual Measure I program that uses bonding must be able to handle its own debt service over the 30-year life of Measure I.

San Francisco:

Favorable rates for existing \$150 million in outstanding commercial paper allowed SFCTA to avoid issuing long-term debt during the first five years of Prop K.

San Joaquin:

The SJCOG Board authorized the issuance of \$210 million in Bond Anticipation Notes (BAN's) to fund the Measure K Renewal Early Action Program and continued project delivery to complete the current Measure K. Lehman Brothers and JP Morgan served as co-dealers with

Public Financial Management serving as financial advisor and Nossaman, Guthner, Knox and Elliott providing bond counsel services.

The BAN structure was adopted as a result of the mortgage/credit crisis that made it extremely difficult to obtain the necessary letter of credit for the originally planned commercial paper authorization increase.

Under the BAN structure, SJCOG, acting as the San Joaquin County Transportation Authority, issues notes pledging to the note holders that by a specific date, April 1, 2011, SJCOG will issue additional bonds to repay their principle investment. In return for the use of the funds, between now and April 1, 2011, SJCOG will make semi-annual interest payments to the note holders at the rate of 3.18 percent. The total interest cost over three years will be \$19.4 million.

On May 7, 2008, the BAN's were priced and orders taken. The BAN's were priced at 3.18 percent in three coupon tranches of five, four and 3.125 percent. The net result of the premiums and discounts is that SJCOG only needed to issue \$203,355,000 in bonds to receive \$211,089,159.00 in proceeds. On the morning of the BAN's pricing, the robust marketing of Lehman Brothers and JP Morgan generated nearly \$428 million in orders which helped to keep the price of the bonds at a minimum. On May 21, 2008, the transaction closed.

Debt financing programs of California counties that had transportation sales tax measures expiring 2008-2012 that were renewed.

County	Sales Tax Program	Separate Early Action Plan	Debt Financing	Amount	Commercial Paper Issued To-Date
Contra Costa	Measure J	None	No Information	Ľ	
Imperial	Measure D	None	No Information	Ē	
Los Angeles	Measure R	Yes (30/10 Plan)	Commercial Paper	Prop A: 350M Prop C: 150M	Have not had to use Commercial Paper to finance 30/10 projects or other Measure R projects to-date.
Riverside	Measure A	None	Commercial Paper	247M	RCTC issued \$247 million in commercial paper over the life of the CP program.
Sacramento	Measure A	None	Revenue Bonds	65 percent of total program gross sales tax revenues	No information (\$491 million through 2009 estimated in 2007 Plan of Finance)
San Bernardino	Measure I	None	Short-term Bond	250M	SANBAG issued a \$250 million short term note.
San Francisco	Proposition K	None	Commercial Paper	150M	SFCTA avoided issuing debt during the first five years of Prop K.
San Joaquin	Measure K	Yes (Early Action Program)	Bond Anticipation Notes	210M	SJCOG issued \$203,355,000 in bonds to receive \$211,089,159.00 in proceeds.

Orange Freeway (SR-57) Case Study:

Background: The Triennial Assessment of Renewed Measure M (M2) is intended to examine the M2 program as a whole and assess whether it is being managed efficiently, effectively, and in accordance with the Early Action Plan (EAP) and Ordinance No. 3. There are over 20 projects or programs identified within the EAP, falling under four categories, each having their own unique characteristics and history. It is beyond the scope of this assessment to present a detailed analysis of each individual project in the EAP; however, a case study approach can provide a focused analysis of project level controls and highlight OCTA response to external factors during the assessment period.

The State Route 57 project was chosen because of its maturity and the fact that it highlights the challenges that many EAP projects faced.

SR-57 Project History: In March 2001, Caltrans, working cooperatively with OCTA staff under the OCTA's Freeway Chokepoint Program, conducted an Operations Enhancement Study (OES) of SR-57 between the I-5/SR-22/SR-57 interchange and the Los Angeles County border. This study recommended adding a northbound lane from Orangethorpe Ave. to Lambert Rd. to reduce northbound delay by 20 percent, and provide significant transportation benefits within the corridor and the regional freeway network. Some of these benefits include improved goods movement and fewer mobile source pollutants from reducing idling. The OES recommendations provided the initial parameters for what became the SR-57 Northbound Widening Project.

The project began with a Project Study Report (PSR) that was initiated in 2003. A PSR evaluates the feasibility of alternatives and includes conceptual design, a preliminary environmental assessment report and refined cost estimates. The purpose of the report is to provide sufficient information to assist governing entities in deciding if the project should proceed to the next phase, as well as allowing for application for funding of the future phases of the project. In 2005, the OCTA and CALTRANS agreed on the parameters and outcome of the project with the Project Approval/Environmental Document phase. By November 2007, a year after Renewed Measure M was passed at

the ballot box, the SR-57 project had been included in the M2 Early Action Plan, the environmental assessment process was completed, and the finished Project Study Report was approved.

Shortly thereafter, the project design phase was initiated. The project design and construction was split into two segments for competitive bidding reasons. The two segments are from Orangethorpe Ave. to just north of Yorba Linda Blvd, south segment. The north segment is from just north of Yorba Linda Blvd. to Lambert Road. Two separate design contracts were let out by OCTA to complete the design phase. The design phase was completed in December 2009 for the south segment and February 2010 for the north segment. The projects construction phase bid documents are prepared by Caltrans and the projects were advertised in May 2010. The construction bid opening took place in mid-July 2010 for both segments. The construction contract was awarded in August 2010. Construction is underway.

Funding Sources: Initially, the project plan called for a total of \$140 million dollars in equal funding from state and local sources. The Corridor Mobility Improvement Account (CMIA) provided \$70 million, as did the M2 Commercial Paper program. This initial funding mix would soon change as the economy slowed and was impacted by falling projections for M2 sales tax revenues as well as federal stimulus funding.

M1: \$22 million was anticipated at that point because of positive variances projected in M1 revenues.

<u>CMIA:</u> Proposition 1B was approved by California voters on November 7, 2006, and is also known as The Highway Safety, Traffic Reduction, Air Quality, and Port Security Bond Act of 2006. The Act includes a \$4.5 billion program of funding to be deposited in the Corridor Mobility Improvement Account (CMIA). The funds in the account are allocated by the California Transportation Commission for performance improvements on the state highway system or major access routes to the state highway system.

M2 Commercial Paper: In November 2007, the OCTA Board of Directors approved the establishment of a Tax-Exempt Commercial Paper program (TECP). The TECP is a

short-term loan to be paid back by future M2 sales tax revenues and is used to fund the accelerated implementation of the M2 projects outlined in the EAP.

Funding Changes: The economic downturn had important consequences for the M2 program. In early 2009, the American Recovery and Reinvestment Act (ARRA) was passed in an effort to stabilize the U.S. economy via fiscal stimulus. The Act provided public funding for projects that kept or created jobs, helped spur economic activity, and provided good long term investment. On March 9, 2009, the OCTA Board of Directors authorized staff to pursue ARRA grants and established guiding principles for implementation. In terms of the M2 program, these guidelines give EAP projects highest priority.

The OCTA applied for ARRA funds and was granted \$97.5 million for freeway projects. Although the SR-57 project was not eligible for ARRA funding, it received additional CMIA funds from the SR 91 project, which did receive ARRA money. CMIA funding for SR-57 almost doubled as a result, while M2 funding was halved. This example demonstrates how OCTA staff effectively managed changing funding sources to consistently keep the project on schedule.

OCTA staff were diligent in their efforts to explore all available funding options and pursue ARRA funds for eligible projects. The state funds made available due to the use of ARRA money were then transferred to finance high priority projects outlined in the M2 Early Action Plan, in accordance with the Board's wishes. One of the primary beneficiaries of this shifting of CMIA funds was the SR-57 project. The addition of CMIA funds for EAP projects reduced the amount of M2 dollars needed.

In sum, the OCTA was able to efficiently and effectively keep the SR-57 project on track despite significant and unpredicted events that heavily impacted funding.

Scheduling & Program Controls: Despite the fact that the Renewed Measure M program is in the early stages of implementation, the OCTA has already managed to put in place program controls and management practices that do a good job of keeping EAP projects on schedule and within budget. The SR-57 project provides a good example of this.

A review of program controls – including schedule control, cost control, and progress reporting – revealed that the OCTA has a robust program control system to manage the delivery of M2 funded transportation projects.

In order to control the cost and schedule of the overall EAP and its individual projects, OCTA uses software to manage project-level budget and schedule information. Automated scheduling software is used to pull together the large amount of data from individual tasks and track it against project milestones. A risk indicator built into the software alerts staff if calculations indicate that parameters, such as completion date, will be exceeded. The indicator feature could be used more effectively to enhance program controls and program communication.

Public Outreach: Providing opportunities for public participation in the project planning process is a key component of the M2 program and a requirement of many state and federal policies. The SR-57 project involved significant outreach efforts to solicit comments from stakeholder groups and individual members of the public. These involved presentations, publications and meetings to educate and inform attendees on project goals and objectives. In addition, press releases and web-based updates were used to keep those interested abreast of the project schedule, budget, and noteworthy events with impacts on project delivery.

Appendix A: OCTA Ordinance #3

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY ORDINANCE NO. 3 JULY 24, 2006

Orange County Local Transportation Authority 550 South Main Street P.O. Box 14184 Orange, CA 92863-1584 Tel: (714) 560-6282

TABLE OF CONTENTS

Ordinance N	o. 3	<u>Page</u>
Preamble		.1
Section 1.	Title	.1
Section 2.	Summary	.2
Section 3.	Imposition of Retail Transactions and Use Tax	.2 ,
Section 4.	Purposes	.2
Section 5.	Bonding Authority	.3
Section 6.	Maintenance of Effort Requirements	.3
Section 7.	Administration	.4
Section 8.	Annual Appropriations Limit	.4
Section 9.	Effective and Operative Dates	.5
Section 10.	Safeguards of Use of Revenues	.5
Section 11.	Ten-Year Comprehensive Program Review	.6
Section 12.	Amendments	.6
Section 13.	Request for Election	.7
Section 14.	Effect on Ordinance No. 2	.8
Section 15.	Severability	.8
ATTACHME	NT A – Renewed Measure M Transportation Investment Plan	.A-1
ATTACHME	NT B - Allocation of Net Revenues	
Section I.	Definitions	.B-1

Section II.	Requirements	B-4
Section III.	Requirements for Eligible Jurisdictions	B-7
Section IV.	Allocation of Net Revenues; General Provisions	B-10
Section V.	Allocation of Net Revenues; Streets and Roads Programs/Projects	B-12
Section VI.	Allocation of Net Revenues; Transit Programs/ Projects	B-14
Section VII.	Allocation of Net Revenues; Environmental Cleanup Projects	B-17
ATTACHME	NT C - Taxpayer Oversight Committee	
Section I.	Purpose and Organization	C-1
Section II.	Committee Membership	C-1
Section III.	Appointment of Members	C-2
Section IV.	Duties and Responsibilities	C-4

Ordinance No. 3

Renewed Measure M Transportation Ordinance and Investment Plan

PREAMBLE

- A. Pursuant to California Public Utilities Code Section 180050, the Orange County Transportation Authority ("Authority") has been designated as the Orange County Local Transportation Authority by the Orange County Board of Supervisors.
- B. There has been adopted a countywide transportation expenditure plan, referred to as the Orange County Transportation Investment Plan, dated July 24, 2006, pursuant to California Public Utilities Code Section 180206 ("Plan"), which will be administered by the Authority.
- C. The Plan provides for needed countywide transportation facility and service improvements which will be funded, in part, by a transactions and use tax of one-half of one percent (1/2%).
- D. Local Transportation Ordinance Number 2 ("Ordinance No. 2") funds transportation facility and service improvements through a transactions and use tax of one-half of one percent (1/2%) that will be imposed through March 31, 2011.
- E. Ordinance No. 3 ("Ordinance") provides for the continuation of the existing Ordinance No. 2 transactions and use tax of one-half of one percent (1/2%) for an additional period of thirty (30) years to fund transportation facility and service improvements.

SECTION 1. TITLE

The Ordinance shall be known and may be cited as the Renewed Measure M Transportation Ordinance and Investment Plan. The word "Ordinance," as used in the Ordinance, shall mean and include Attachment A entitled "Renewed Measure M Transportation Investment Plan," Attachment B entitled "Allocation of Net Revenues," and Attachment C entitled "Taxpayer Oversight Committee," which Attachments A, B and C are attached hereto and incorporated by reference as if fully set forth herein.

SECTION 2. SUMMARY

The Ordinance provides for the implementation of the Orange County Transportation Investment Plan, which will result in countywide transportation improvements for freeways, highways, local streets and roads, bus and rail transit, transportation-related water quality ("Environmental Cleanup"), and transit services for seniors and disabled persons. These needed improvements will be funded by the continuation of the one-half of one percent (1/2%) transaction and use tax for a period of thirty years. The revenues shall be deposited in a special fund and used solely for the identified improvements authorized by the Ordinance.

SECTION 3. IMPOSITION OF RETAIL TRANSACTIONS AND USE TAX

Subject to approval by the electors, the Authority hereby imposes, in the incorporated and unincorporated territories of Orange County ("County"), in accordance with the provisions of Part 1.6 (commencing with Section 7251) of Division 2 of the California Revenue and Taxation Code and Division 19 (commencing with Section 180000) of the California Public Utilities Code, continuance of the existing retail transactions and use tax at the rate of one-half of one percent (1/2%) commencing April 1, 2011, for a period of thirty years. This tax shall be in addition to any other taxes authorized by law, including any existing or future state or local sales tax or transactions and use tax. The imposition, administration and collection of the tax shall be in accordance with all applicable statutes, laws, rules and regulations prescribed and adopted by the State Board of Equalization.

SECTION 4. PURPOSES

All of the gross revenues generated from the transactions and use tax plus any interest or other earnings thereon (collectively, "Revenues"), after the deduction for: (i) amounts payable to the State Board of Equalization for the performance of functions incidental to the administration and operation of the Ordinance, (ii) costs for the administration of the Ordinance as provided herein, (iii) two percent (2%) of the Revenues annually allocated for Environmental Cleanup and (iv) satisfaction of debt service requirements of all bonds issued pursuant to the Ordinance that are not satisfied out of

separate allocations, shall be defined as "Net Revenues" and shall be allocated solely for the transportation purposes described in the Ordinance.

SECTION 5. BONDING AUTHORITY

"Pay as you go" financing is the preferred method of financing transportation improvements and operations under the Ordinance. However, the Authority may use bond financing as an alternative method if the scope of planned expenditures makes "pay as you go" financing unfeasible. Following approval by the electors of the ballot proposition authorizing imposition of the transactions and use tax and authorizing issuance of bonds payable from the proceeds of the tax, bonds may be issued by the Authority pursuant to Division 19 of the Public Utilities Code, at any time before, on, or after the imposition of taxes, and from time to time, payable from the proceeds of the tax and secured by a pledge of revenues from the proceeds of the tax, in order to finance and refinance improvements authorized by the Ordinance.

SECTION 6. MAINTENANCE OF EFFORT REQUIREMENTS

It is the intent of the Legislature and the Authority that the Net Revenues allocated to a jurisdiction pursuant to the Ordinance for street and road projects shall be used to supplement existing local discretionary funds being used for transportation improvements. Each jurisdiction is hereby required to annually maintain as a minimum no less than the maintenance of effort amount of local discretionary funds required to be expended by the jurisdiction for local street and road purposes pursuant to the current Ordinance No. 2 for Fiscal Year 2010-2011. The maintenance of effort level for each jurisdiction as determined through this process shall be adjusted effective July 1, 2014 and every three fiscal years thereafter in an amount equal to the percentage change for the Construction Cost Index compiled by Caltrans for the immediately preceding three calendar years, providing that any percentage increase in the maintenance of effort level based on this adjustment shall not exceed the percentage increase in the growth rate in the jurisdiction's general fund revenues over the same time period. The Authority shall not allocate any Net Revenues to any jurisdiction for any fiscal year until that jurisdiction has certified to the Authority that it

has included in its budget for that fiscal year an amount of local discretionary funds for streets and roads purposes at least equal to the level of its maintenance of effort requirement. An annual independent audit may be conducted by the Authority to verify that the maintenance of effort requirements are being met by the jurisdiction. Any Net Revenues not allocated pursuant to the maintenance of effort requirement shall be allocated to the remaining eligible jurisdictions according to the formula described in the Ordinance.

SECTION 7. ADMINISTRATION

The Authority shall allocate Revenues to fund facilities, services and projects as specified in the Ordinance, and shall administer the Ordinance consistent with the authority cited. Revenues may be expended by the Authority for salaries, wages, benefits, and overhead and for those services, including contractual services, necessary to carry out its responsibilities pursuant to Division 19; however, in no case shall the Revenues expended for salaries and benefits of Authority administrative staff exceed more than one percent (1%) of the Revenues in any year. The Authority shall use, to the extent possible, existing state, regional and local transportation planning and programming data and expertise, and may, as the law permits, contract with any public agency or private firm for services necessary to carry out the purposes of the Ordinance. Expenses incurred by the Authority for administrative staff and for project implementation, including contracting with public agencies and private firms, shall be identified in the annual report prepared pursuant to Section 10, subpart 8, of the Ordinance.

SECTION 8. ANNUAL APPROPRIATIONS LIMIT

The annual appropriations limit established pursuant to Article XIII. B. of the California Constitution and Section 180202 of the Public Utilities Code shall be established as \$1,123 million for the 2006-07 fiscal year. The appropriations limit shall be subject to adjustment as provided by law. All expenditures of the Revenues are subject to the appropriations limit of the Authority.

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SECTION 9. EFFECTIVE AND OPERATIVE DATES

The Ordinance shall be effective on November 8, 2006, if two thirds of the electors vote on November 7, 2006, to approve the ballot measure authorizing the extension of the imposition of the existing tax. The continuance of the imposition of the existing tax authorized by Section 3 of the Ordinance shall be operative on April 1, 2011.

SECTION 10. SAFEGUARDS OF USE OF REVENUES

The following safeguards are hereby established to ensure strict adherence to the limitations on the use of the Revenues:

- 1. A transportation special revenue fund (the "Local Transportation Authority Special Revenue Fund") shall be established to maintain all Revenues.
- The County of Orange Auditor-Controller ("Auditor-Controller"), in the capacity as Chair of the Taxpayer Oversight Committee, shall annually certify whether the Revenues have been spent in compliance with the Ordinance.
- 3. Receipt, maintenance and expenditure of Net Revenues shall be distinguishable in each jurisdiction's accounting records from other funding sources, and expenditures of Net Revenues shall be distinguishable by program or project. Interest earned on Net Revenues allocated pursuant to the Ordinance shall be expended only for those purposes for which the Net Revenues were allocated.
- 4. No Net Revenues shall be used by a jurisdiction for other than transportation purposes authorized by the Ordinance. Any jurisdiction which violates this provision must fully reimburse the Authority for the Net Revenues misspent and shall be deemed ineligible to receive Net Revenues for a period of five (5) years.
- 5. A Taxpayer Oversight Committee ("Committee") shall be established to provide an enhanced level of accountability for expenditure of Revenues under the Ordinance. The Committee will help to ensure that all voter mandates are carried out as required. The roles and responsibilities of the Committee, the selection process for Committee members and related administrative procedures shall be carried out as described in Attachment C.

- 6. A performance assessment shall be conducted at least once every three years to evaluate the efficiency, effectiveness, economy and program results of the Authority in satisfying the provisions and requirements of the Investment Summary of the Plan, the Plan and the Ordinance. A copy of the performance assessment shall be provided to the Committee.
- 7. Quarterly status reports regarding the major projects detailed in the Plan shall be brought before the Authority in public meetings.
- 8. Annually the Authority shall publish a report on how all Revenues have been spent and on progress in implementing projects in the Plan, and shall publicly report on the findings.

SECTION 11. TEN-YEAR COMPREHENSIVE PROGRAM REVIEW

At least every ten years the Authority shall conduct a comprehensive review of all projects and programs implemented under the Plan to evaluate the performance of the overall program and may revise the Plan to improve its performance. The review shall include consideration of changes to local, state and federal transportation plans and policies; changes in land use, travel and growth projections; changes in project cost estimates and revenue projections; right-of-way constraints and other project constraints; level of public support for the Plan; and the progress of the Authority and jurisdictions in implementing the Plan. The Authority may amend the Plan based on its comprehensive review, subject to the requirements of Section 12.

SECTION 12. AMENDMENTS

The Authority may amend the Ordinance, including the Plan, to provide for the use of additional federal, state and local funds, to account for unexpected revenues, or to take into consideration unforeseen circumstances. The Authority shall notify the board of supervisors and the city council of each city in the county and provide them with a copy of the proposed amendments, and shall hold a public hearing on proposed amendments prior to adoption, which shall require approval by a vote of not less than two thirds of the Authority Board of Directors. Amendments shall become effective forty five days after

adoption. No amendment to the Plan which eliminates a program or project specified on Page 31 of the Plan shall be adopted unless the Authority Board of Directors adopts a finding that the transportation purpose of the program or project to be eliminated will be satisfied by a different program or project. No amendment to the Plan which changes the funding categories, programs or projects identified on page 31 of the Plan shall be adopted unless the amendment to the Plan is first approved by a vote of not less than two thirds of the Committee. In addition, any proposed change in allocations among the four major funding categories of freeway projects, street and road projects, transit projects and Environmental Cleanup projects identified on page 31 of the Plan, or any proposed change of the Net Revenues allocated pursuant to Section IV C 3 of Attachment B for the Local Fair Share Program portion of the Streets and Roads Projects funding category, shall be approved by a simple majority vote of the electors before going into effect.

SECTION 13. REQUEST FOR ELECTION

Pursuant to California Public Utilities Code Section 180201, the Authority hereby requests that the County of Orange Board of Supervisors call a special election to be conducted by the County of Orange on November 7, 2006, to place the Ordinance before the electors. To avoid any misunderstanding or confusion by Orange County electors, the Authority requests that the Ordinance be identified as "Measure M" on the ballot. The ballot language for the measure shall contain a summary of the projects and programs in the Plan and shall read substantially as follows:

"Measure "M," Orange County Transportation Improvement Plan

Shall the ordinance continuing Measure M, Orange County's half-cent sales tax for transportation improvements, for an additional 30 years with limited bonding authority to fund the following projects:

- relieve congestion on the I-5, I-405, 22, 55, 57 and 91 freeways;
- * fix potholes and resurface streets;
- * expand Metrolink rail and connect it to local communities;
- * provide transit services, at reduced rates, for seniors and disabled persons;

- synchronize traffic lights in every community;
- reduce air and water pollution, and protect local beaches by cleaning up oil runoff from roadways;

and establish the following taxpayer protections to ensure the funds are spent as directed by the voters:

- require an independent Taxpayer Oversight Committee to review yearly audits to ensure that voter mandates are met;
- publish an annual report to the taxpayers on how all funds are spent; and
- update the transportation improvement plan every 10 years, with voter approval required for major changes;

be adopted for the purpose of relieving traffic congestion in Orange County?"

SECTION 14. EFFECT ON ORDINANCE NO. 2

The Ordinance is not intended to modify, repeal or alter the provisions of Ordinance No. 2, and shall not be read to supersede Ordinance No. 2. The provisions of the Ordinance shall apply solely to the transactions and use tax adopted herein. If the Ordinance is not approved by the electors of the County, the provisions of Ordinance No. 2 and all powers, duties, and actions taken thereunder shall remain in full force and effect.

SECTION 15. SEVERABILITY

If any section, subsection, part, clause or phrase of the Ordinance is for any reason held invalid, unenforceable or unconstitutional by a court of competent jurisdiction, that holding shall not affect the validity or enforceability of the remaining funds or provisions of the Ordinance, and the Authority declares that it would have passed each part of the

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1	Ordinance irrespective of the validity of any other part.
2	APPROVED AND ADOPTED by the Orange County Local Transportation Authority
3	on the $\frac{\mathcal{J}^{\prime}}{2}$ day of $\frac{\mathcal{J}_{\prime}}{2}$, 2006.
4	
5	By:
6	Orange County Local Transportation
7	ATTEST:
8 9	By: Wends Lnowles
10	Wendy Knowles, Clerk of the Board Orange County Local Transportation Authority
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RENEMED MEASURE M

Transportation Investment Plan



ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
550 South Main Street
P.O. Box 14184
Orange, CA 92863-1584

(714) 560-5066 www.octa.net

ATTACHMENT B ALLOCATION OF NET REVENUES

I. <u>DEFINITIONS.</u>

For purposes of the Ordinance the following words shall mean as stated.

- A. <u>"Capital Improvement Program":</u> a multi-year-year funding plan to implement capital transportation projects and/or programs, including but not limited to capacity, safety, operations, maintenance, and rehabilitation projects.
- B. <u>"Circulation Element":</u> an element of an Eligible Jurisdiction's General Plan depicting planned roadways and related policies, including consistency with the MPAH.
- C. <u>"Congestion Management Program":</u> a program established in 1990 (California Government Code 65089), for effective use of transportation funds to alleviate traffic congestion and related impacts through a balanced transportation and land use planning process.
- D. <u>"Eligible Jurisdiction":</u> a city in Orange County or the County of Orange, which satisfies the requirements of Section III A.
- E. <u>"Encumbrance":</u> the execution of a contract or other action to be funded by Net Revenues.
- F. <u>"Environmental Cleanup":</u> street, highway, freeway and transit related water quality improvement programs and projects as described in the Plan.
- G. <u>"Environmental Cleanup Revenues":</u> Two percent (2%) of the Revenues allocated annually plus interest and other earnings on the allocated revenues, which shall be maintained in a separate account.
- H. <u>"Expenditure Report":</u> a detailed financial report to account for receipt, interest earned and use of Measure M and other funds consistent with requirements of the Ordinance.
 - I. <u>"Freeway Project":</u> the planning, design, construction, improvement,

operation or maintenance necessary for, incidental to, or convenient for a state or interstate freeway.

- J <u>"Local Fair Share Program":</u> a formula-based allocation to Eligible Jurisdictions for Street and Road Projects as described in the Plan.
- K. <u>"Local Traffic Signal Synchronization Plan":</u> identification of traffic signal synchronization street routes and traffic signals within a jurisdiction.
- L. <u>"Master Plan of Arterial Highways (MPAH)":</u> a countywide transportation plan administered by the Authority defining the ultimate number of through lanes for arterial streets, and designating the traffic signal synchronization street routes in Orange County.
- M. <u>"Net Revenues":</u> The remaining Revenues after the deduction for: (i) amounts payable to the State Board of Equalization for the performance of functions incidental to the administration and operation of the Ordinance, (ii) costs for the administration of the Ordinance, (iii) two percent (2%) of the Revenues annually allocated for Environmental Cleanup, and (iv) satisfaction of debt service requirements of all bonds issued pursuant to the Ordinance that are not satisfied out of separate allocations.
- N. <u>"Pavement Management Plan":</u> a plan to manage the preservation, rehabilitation, and maintenance of paved roads by analyzing pavement life cycles, assessing overall system performance and costs, and determining alternative strategies and costs necessary to improve paved roads.
- O. <u>"Permit Streamlining"</u>: commitments by state and federal agencies to reduce project delays associated with permitting of freeway projects through development of a comprehensive conservation strategy early in the planning process and the permitting of multiple projects with a single comprehensive conservation strategy.
- P. <u>"Programmatic Mitigation"</u>: permanent protection of areas of high ecological value, and associated restoration, management and monitoring, to comprehensively compensate for numerous, smaller impacts associated with individual transportation projects. Continued function of existing mitigation features, such as wildlife

passages, is not included.

- Q. <u>"Project Final Report":</u> certification of completion of a project funded with Net Revenues, description of work performed, and accounting of Net Revenues expended and interest earned on Net Revenues allocated for the project.
- R. <u>"Regional Capacity Program":</u> capital improvement projects to increase roadway capacity and improve roadway operation as described in the Plan.
- S. <u>"Regional Traffic Signal Synchronization Program"</u>: competitive capital and operations funding for the coordination of traffic signals across jurisdictional boundaries as included in the Traffic Signal Synchronization Master Plan and as described in the Plan.
- T. <u>"Revenues":</u> All gross revenues generated from the transactions and use tax of one-half of one percent (1/2%) plus any interest or other earnings thereon.
- U. <u>"State Board of Equalization":</u> agency of the State of California responsible for the administration of sales and use taxes.
- V. <u>"Street and Road Project"</u>: the planning, design, construction, improvement, operation or maintenance necessary for, incidental to, or convenient for a street or road, or for any transportation purpose, including, but not limited to, purposes authorized by Article XIX of the California Constitution.
- W. <u>"Traffic Forums":</u> a group of Eligible Jurisdictions working together to facilitate the planning of traffic signal synchronization among the respective jurisdictions.
- X. <u>"Traffic Signal Synchronization Master Plan":</u> an element of the MPAH to promote smooth traffic flow through synchronization of traffic signals along designated street routes in the County.
- Y. <u>"Transit"</u>: the transportation of passengers by bus, rail, fixed guideway or other vehicle.
- Z. <u>"Transit Project"</u>: the planning, design, construction, improvement, equipment, operation or maintenance necessary for, or incidental to, or convenient for transit facilities or transit services.
 - AA. "Watershed Management Areas": areas to be established by the

County of Orange, in cooperation with local jurisdictions, or by another public entity with appropriate legal authority, for the management of water run-off related to existing or new transportation projects.

II. REQUIREMENTS.

The Authority may allocate Net Revenues to the State of California, an Eligible Jurisdiction, or the Authority for any project, program or purpose as authorized by the Ordinance, and the allocation of Net Revenues by the Authority shall be subject to the following requirements:

A. Freeway Projects

- 1. The Authority shall make every effort to maximize state and federal funding for Freeway Projects. No Net Revenues shall be allocated in any year to any Freeway Project if the Authority has made findings at a public meeting that the state or the federal government has reduced any allocations of state funds or federal funds to the Authority as the result of the addition of any Net Revenues.
- 2. All Freeway Projects funded with Net Revenues, including project development and overall project management, shall be a joint responsibility of Caltrans, the Authority, and the affected jurisdiction(s). All major approval actions, including the project concept, the project location, and any subsequent change in project scope shall be jointly agreed upon by Caltrans, the Authority, and the project sponsors, and where appropriate, by the Federal Highway Administration and/or the California Transportation Commission.
- 3. Prior to the allocation of Net Revenues for a Freeway Project, the Authority shall obtain written assurances from the appropriate state agency that after the Freeway Project is constructed to at least minimum acceptable state standards, the state shall be responsible for the maintenance and operation of such Freeway Project.
- 4. Freeway Projects will be built largely within existing rights of way using the latest highway design and safety requirements. However, to the greatest extent possible within the available budget, Freeway Projects shall be implemented using

Context Sensitive Design, as described in the nationally recognized Federal Highway Administration (FHWA) Principles of Context Sensitive Design Standards. Freeway Projects will be planned, designed and constructed using a flexible community-responsive and collaborative approach to balance aesthetic, historic and environmental values with transportation safety, mobility, maintenance and performance goals. Context Sensitive Design features include: parkway-style designs; environmentally friendly, locally native landscaping; sound reduction; improved wildlife passage and aesthetic treatments, designs and themes that are in harmony with the surrounding communities.

- 5. At least five percent (5%) of the Net Revenues allocated for Freeway Projects shall fund Programmatic Mitigation for Freeway Projects. These funds shall be derived by pooling funds from the mitigation budgets of individual Freeway Projects, and shall only be allocated subject to the following:
- a. Development of a Master Environmental Mitigation and Resource Protection Plan and Agreement (Master Agreement) between the Authority and state and federal resource agencies that includes:
- (i) commitments by the Authority to provide for programmatic environmental mitigation of the Freeway Projects,
- (ii) commitments by state and federal resource agencies to reduce project delays associated with permitting and streamline the permit process for Freeway Projects,
- (iii) an accounting process for mitigation obligations and credits that will document net environmental benefit from regional, programmatic mitigation in exchange for net benefit in the delivery of transportation improvements through streamlined and timely approvals and permitting, and
- (iv) a description of the specific mitigation actions and expenditures to be undertaken and a phasing, implementation and maintenance plan.
- (v) appointment by the Authority of a Mitigation and Resource Protection Program Oversight Committee ("Environmental Oversight

Committee") to make recommendations to the Authority on the allocation of the Net Revenues for programmatic mitigation, and to monitor implementation of the Master Agreement. The Environmental Oversight Committee shall consist of no more than twelve members and be comprised of representatives of the Authority, Caltrans, state and federal resource agencies, non-governmental environmental organizations, the public and the Taxpayers Oversight Committee.

b. A Master Agreement shall be developed as soon as practicable following the approval of the ballot proposition by the electors. It is the intent of the Authority and state and federal resource agencies to develop a Master Agreement prior to the implementation of Freeway Projects.

c. Expenditures of Net Revenues made subject to a Master Agreement shall be considered a Freeway Project and may be funded from the proceeds of bonds issued subject to Section 5 of the Ordinance.

B. <u>Transit Projects</u>

- 1. The Authority shall make every effort to maximize state and federal funding for Transit Projects. No Net Revenues shall be allocated in any year for any Transit Project if the Authority has made findings at a public meeting that the state or the federal government has reduced any allocations of state funds or federal funds to the Authority as the result of the addition of any Revenues.
- 2. Prior to the allocation of Net Revenues for a Transit Project, the Authority shall obtain a written agreement from the appropriate jurisdiction that the Transit Project will be constructed, operated and maintained to minimum standards acceptable to the Authority.

C. <u>Street and Road Projects</u>

Prior to the allocation of Net Revenues for any Street and Road Project, the Authority, in cooperation with affected agencies, shall determine the entity(ies) to be responsible for the maintenance and operation thereof.

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III. REQUIREMENTS FOR ELIGIBLE JURISDICTIONS.

- A. In order to be eligible to receive Net Revenues, a jurisdiction shall satisfy and continue to satisfy the following requirements.
- 1. Congestion Management Program. Comply with the conditions and requirements of the Orange County Congestion Management Program (CMP) pursuant to the provisions of Government Code Section 65089.
- 2. Mitigation Fee Program. Assess traffic impacts of new development and require new development to pay a fair share of necessary transportation improvements attributable to the new development.
- 3. Circulation Element. Adopt and maintain a Circulation Element of the jurisdiction's General Plan consistent with the MPAH.
- 4. Capital Improvement Program. Adopt and update biennially a six-year Capital Improvement Program (CIP). The CIP shall include all capital transportation projects, including projects funded by Net Revenues, and shall include transportation projects required to demonstrate compliance with signal synchronization and pavement management requirements.

Traffic Forums.

Participate in Traffic Forums to facilitate the planning of traffic signal synchronization programs and projects. Eligible Jurisdictions and Caltrans, in participation with the County of Orange and the Orange County Division of League of Cities, will establish the boundaries for Traffic Forums. The following will be considered when establishing boundaries:

- a. Regional traffic routes and traffic patterns;
- b. Inter-jurisdictional coordination efforts; and
- c. Total number of Traffic Forums.
- 6. Local Traffic Signal Synchronization Plan. Adopt and maintain a Local Traffic Signal Synchronization Plan which shall identify traffic signal synchronization street routes and traffic signals; include a three-year plan showing costs, available funding

and phasing of capital, operations and maintenance of the street routes and traffic signals; and include information on how the street routes and traffic signals may be synchronized with traffic signals on the street routes in adjoining jurisdictions. The Local Traffic Signal Synchronization Plan shall be consistent with the Traffic Signal Synchronization Master Plan.

- 7. Pavement Management Plan. Adopt and update biennially a Pavement Management Plan, and issue, using a common format approved by the Authority, a report every two years regarding the status of road pavement conditions and implementation of the Pavement Management Plan.
- a. Authority, in consultation with the Eligible Jurisdictions, shall define a countywide management method to inventory, analyze and evaluate road pavement conditions, and a common method to measure improvement of road pavement conditions.
- b. The Pavement Management Plan shall be based on: either the Authority's countywide pavement management method or a comparable management method approved by the Authority, and the Authority's method to measure improvement of road pavement conditions.
 - c. The Pavement Management Plan shall include:
 - (i) Current status of pavement on roads;
- (ii) A six-year plan for road maintenance and rehabilitation, including projects and funding;
- (iii) The projected road pavement conditions resulting from the maintenance and rehabilitation plan; and
- (iv) Alternative strategies and costs necessary to improve road pavement conditions.
- 8. Expenditure Report. Adopt an annual Expenditure Report to account for Net Revenues, developer/traffic impact fees, and funds expended by the Eligible Jurisdiction which satisfy the Maintenance of Effort requirements. The Expenditure

Report shall be submitted by the end of six (6) months following the end of the jurisdiction's fiscal year and include the following:

- All Net Revenue fund balances and interest earned.
- b. Expenditures identified by type (i.e., capital, operations, administration, etc.), and program or project .
- 9. Project Final Report. Provide Authority with a Project Final Report within six months following completion of a project funded with Net Revenues.
 - 10. Time Limits for Use of Net Revenues.
- a. Agree that Net Revenues for Regional Capacity Program projects and Regional Traffic Signal Synchronization Program projects shall be expended or encumbered no later than the end of the fiscal year for which the Net Revenues are programmed. A request for extension of the encumbrance deadline for no more than twenty-four months may be submitted to the Authority no less than ninety days prior to the deadline. The Authority may approve one or more requests for extension of the encumbrance deadline.
- b. Agree that Net Revenues allocated for any program or project, other than a Regional Capacity Program project or a Regional Traffic Signal Synchronization Program project, shall be expended or encumbered within three years of receipt. The Authority may grant an extension to the three-year limit, but extensions shall not be granted beyond a total of five years from the date of the initial funding allocation.
- c. In the event the time limits for use of Net Revenues are not satisfied then any retained Net Revenues that were allocated to an Eligible Jurisdiction and interest earned thereon shall be returned to the Authority and these Net Revenues and interest earned thereon shall be available for allocation to any project within the same source program.
- 11. Maintenance of Effort. Annual certification that the Maintenance of Effort requirements of Section 6 of the Ordinance have been satisfied.
 - 12. No Supplanting of Funds. Agree that Net Revenues shall not be

used to supplant developer funding which has been or will be committed for any transportation project.

13. Consider, as part of the Eligible Jurisdiction's General Plan, land use planning strategies that accommodate transit and non-motorized transportation.

B. Determination of Non-Eligibility

A determination of non-eligibility of a jurisdiction shall be made only after a hearing has been conducted and a determination has been made by the Authority's Board of Directors that the jurisdiction is not an Eligible Jurisdiction as provided hereinabove.

IV. ALLOCATION OF NET REVENUES; GENERAL PROVISIONS.

- A. Subject to the provisions of the Ordinance, including Section II above, use of the Revenues shall be as follows:
- 1. First, the Authority shall pay the State Board of Equalization for the services and functions;
- 2. Second, the Authority shall pay the administration expenses of the Authority;
- 3. Third, the Authority shall satisfy the annual allocation requirement of two percent (2%) of Revenues for Environmental Cleanup; and
- 4. Fourth, the Authority shall satisfy the debt service requirements of all bonds issued pursuant to the Ordinance that are not satisfied out of separate allocations.
- B. After providing for the use of Revenues described in Section A above, and subject to the averaging provisions of Section D below, the Authority shall allocate the Net Revenues as follows:
 - 1. Forty-three percent (43%) for Freeway Projects;
 - 2. Thirty-two percent (32%) for Street and Road Projects; and
 - 3. Twenty-five percent (25%) for Transit Projects.
 - C. The allocation of thirty-two percent (32%) of the Net Revenues for

26

27

Street and Road Projects pursuant to Section B 2 above shall be made as follows:

- 1. Ten percent (10%) of the Net Revenues shall be allocated for Regional Capacity Program projects;
- 2. Four percent (4%) of the Net Revenues shall be allocated for Regional Traffic Signal Synchronization Program projects; and
- 3. Eighteen percent (18%) of the Net Revenues shall be allocated for Local Fair Share Program projects.
- D. In any given year, except for the allocations for Local Fair Share Program projects, the Authority may allocate Net Revenues on a different percentage basis than required by Sections B and C above in order to meet short-term needs and to maximize efforts to capture state, federal, or private transportation dollars, provided the percentage allocations set forth in Sections B and C above shall be achieved during the duration of the Ordinance.
- E. The Authority shall allocate Net Revenues for programs and projects as necessary to meet contractual, program or project obligations, and the Authority may withhold allocations until needed to meet contractual, program or project obligations, except that Net Revenues allocated for the Local Fair Share Program pursuant to Section C above shall be paid to Eligible Jurisdictions within sixty days of receipt by the Authority.
- F. The Authority may exchange Net Revenues from a Plan funding category for federal, state or other local funds allocated to any public agency within or outside the area of jurisdiction to maximize the effectiveness of the Plan. The Authority and the exchanging public agency must use the exchanged funds for the same program or project authorized for the use of the funds prior to the exchange. Such federal, state or local funds received by the Authority shall be allocated by the Authority to the same Plan funding category that was the source of the exchanged Net Revenues, provided, however, in no event shall an exchange reduce the Net Revenues allocated for Programmatic Mitigation of Freeway Projects.
 - G. If additional funds become available for a specific project or program

described in the Plan, the Authority may allocate the Net Revenues replaced by the receipt of those additional funds, in the following order of priority: first, to Plan projects and programs which provide congestion relief in the geographic region which received the additional funds; second, to other projects and programs within the affected geographic region which may be placed in the Plan through an amendment to the Ordinance; and third, to all other Plan projects and programs.

H. Upon review and acceptance of the Project Final Report, the Authority shall allocate the balance of Net Revenues for the project, less the interest earned on the Net Revenues allocated for the project.

V. <u>ALLOCATION OF NET REVENUES; STREETS AND ROADS PROGRAMS/</u> PROJECTS

- A. Regional Capacity Program.
- 1. Matching Funds. An Eligible Jurisdiction shall contribute local matching funds equal to fifty percent (50%) of the project or program cost. This local match requirement may be reduced as follows:
- a. A local match reduction of ten percent (10%) of the eligible cost if the Eligible Jurisdiction implements, maintains and operates in conformance with the Traffic Signal Synchronization Master Plan.
- b. A local match reduction of ten percent (10%) of the eligible cost if the Eligible Jurisdiction either:
- (i) has measurable improvement of paved road conditions during the previous reporting period as determined pursuant to the Authority's method of measuring improvement of road pavement conditions, or
- (ii) has road pavement conditions during the previous reporting period which are within the highest twenty percent of the scale for road pavement conditions as determined pursuant to the Authority's method of measuring improvement of road pavement conditions.
 - c. A local match reduction of five percent (5%) of the

eligible cost if the Eligible Jurisdiction does not use any Net Revenues as part of the funds for the local match.

- 2. Allocations shall be determined pursuant to a countywide competitive procedure adopted by the Authority. Eligible Jurisdictions shall be consulted by the Authority in establishing criteria for determining priority for allocations.
 - B. Regional Traffic Signal Synchronization Program.
 - 1. Traffic Signal Synchronization Master Plan.

The Authority shall adopt and maintain a Traffic Signal Synchronization Master Plan, which shall be a part of the Master Plan of Arterial Highways. The Traffic Signal Synchronization Master Plan shall include traffic signal synchronization street routes and traffic signals within and across jurisdictional boundaries, and the means of implementing, operating and maintaining the programs and projects, including necessary governance and legal arrangements.

2. Allocations.

- a. Allocations shall be determined pursuant to a countywide competitive procedure adopted by the Authority. Eligible Jurisdictions shall be consulted by the Authority in establishing criteria for determining priority for allocations.
- b. The Authority shall give priority to programs and projects which include two or more jurisdictions.
- c. The Authority shall encourage the State to participate in the Regional Traffic Signal Synchronization Program and Authority shall give priority to use of transportation funds as match for the State's discretionary funds used for implementing the Regional Traffic Signal Synchronization Program.
- 3. An Eligible Jurisdiction shall contribute matching local funds equal to twenty percent (20%) of the project or program cost. The requirement for matching local funds may be satisfied all or in part with in-kind services provided by the Eligible Jurisdiction for the program or project, including salaries and benefits for employees of the Eligible Jurisdiction who perform work on the project or programs.

- 4. An Eligible Jurisdiction shall issue a report once every three years regarding the status and performance of its traffic signal synchronization activities.
- 5. Not less than once every three years an Eligible Jurisdiction shall review and revise, as may be necessary, the timing of traffic signals included as part of the Traffic Signal Synchronization Master Plan.
- 6. An Eligible Jurisdiction withdrawing from a signal synchronization project shall be required to return Net Revenues allocated for the project.
 - C. Local Fair Share Program.

The allocation of eighteen percent (18%) of the Net Revenues for Local Fair Share Program projects shall be made to Eligible Jurisdictions in amounts determined as follows:

- 1. Fifty percent (50%) divided between Eligible Jurisdictions based on the ratio of each Eligible Jurisdiction's population for the immediately preceding calendar year to the total County population (including incorporated and unincorporated areas) for the immediately preceding calendar year, both as determined by the State Department of Finance;
- 2. Twenty-five percent (25%) divided between Eligible Jurisdictions based on the ratio of each Eligible Jurisdiction's existing Master Plan of Arterial Highways ("MPAH") centerline miles to the total existing MPAH centerline miles within the County as determined annually by the Authority; and
- 3. Twenty-five percent (25%) divided between Eligible Jurisdictions based on the ratio of each Eligible Jurisdiction's total taxable sales to the total taxable sales of the County for the immediately preceding calendar year as determined by the State Board of Equalization.

VI. ALLOCATION OF NET REVENUES; TRANSIT PROGRAMS/PROJECTS.

- Transit Extensions to Metrolink.
- The Authority may provide technical assistance, transportation
 planning and engineering resources for an Eligible Jurisdiction to assist in designing Transit

Extensions to Metrolink projects to provide effective and user-friendly connections to Metrolink services and bus transit systems.

- 2. To be eligible to receive Net Revenues for Transit Extension to Metrolink projects, an Eligible Jurisdiction must execute a written agreement with the Authority regarding the respective roles and responsibilities pertaining to construction, ownership, operation and maintenance of the Transit Extension to Metrolink project.
- 3. Allocations of Net Revenues shall be determined pursuant to a countywide competitive procedure adopted by the Authority. This procedure shall include an evaluation process and methodology applied equally to all candidate Transit Extension to Metrolink projects. Eligible Jurisdictions shall be consulted by the Authority in the development of the evaluation process and methodology.

B. Metrolink Gateways.

- 1. The Authority may provide technical assistance, transportation planning and engineering resources for an Eligible Jurisdiction to assist in designing Regional Transit Gateway facilities to provide for effective and user-friendly connections to the Metrolink system and other transit services.
- 2. To be eligible to receive Net Revenues for Regional Gateway projects, an Eligible Jurisdiction must execute a written agreement with the Authority regarding the respective roles and responsibilities pertaining to construction, ownership, operation and maintenance of the Regional Gateway facility.
- 3. Allocations of Net Revenues shall be determined pursuant to a countywide competitive procedure adopted by the Authority. This procedure shall include an evaluation process and methodology applied equally to all candidate Regional Gateway projects. Eligible Jurisdictions shall be consulted by the Authority in the development of the evaluation process and methodology.
 - C. Mobility Choices for Seniors and Persons with Disabilities.
- 1. An Eligible Jurisdiction may contract with another entity to perform all or part of a Mobility Choices for Seniors and Persons with Disabilities project.

- 2. A senior is a person age sixty years or older.
- 3. Allocations.
- a. One percent (1%) of the Net Revenues shall be allocated to the County to augment existing senior non-emergency medical transportation services funded with Tobacco Settlement funds as of the effective date of the Ordinance. The County shall continue to fund these services in an annual amount equal to the same percentage of the total annual Tobacco Settlement funds received by the County. The Net Revenues shall be annually allocated to the County in an amount no less than the Tobacco Settlement funds annually expended by the County for these services and no greater than one percent of net revenues plus any accrued interest.
- b. One percent (1%) of the Net Revenues shall be allocated to continue and expand the existing Senior Mobility Program provided by the Authority. The allocations shall be determined pursuant to criteria and requirements for the Senior Mobility Program adopted by the Authority.
- c. One percent (1%) of the Net Revenues shall be allocated to partially fund bus and ACCESS fares for seniors and persons with disabilities in an amount equal to the percentage of partial funding of fares for seniors and persons with disabilities as of the effective date of the Ordinance, and to partially fund train and other transit service fares for seniors and persons with disabilities in amounts as determined by the Authority.
- d. In the event any Net Revenues to be allocated for seniors and persons with disabilities pursuant to the requirements of subsections a, b and c above remain after the requirements are satisfied then the remaining Net Revenues shall be allocated for other transit programs or projects for seniors and persons with disabilities as determined by the Authority.
 - D. Community Based Transit/Circulators.
- 1. The Authority may provide technical assistance, transportation planning, procurement and operations resources for an Eligible Jurisdiction to assist in

designing Community Based Transit/Circulators projects to provide effective and userfriendly transit connections to countywide bus transit and Metrolink services.

- 2. To be eligible to receive Net Revenues for Community Based Transit/Circulators projects, an Eligible Jurisdiction must execute a written agreement with the Authority regarding the respective roles and responsibilities pertaining to construction, ownership, operation and maintenance of the Community Based Transit/Circulators project.
- 3. Allocations of Net Revenues shall be determined pursuant to a countywide competitive procedure adopted by the Authority. This procedure shall include an evaluation process and methodology applied equally to all candidate Community Based Transit/Circulator projects. Eligible Jurisdictions shall be consulted by the Authority in the development of the evaluation process and methodology.
- 4. An Eligible Jurisdiction may contract with another entity to perform all or part of a Community Based Transit/Circulators project.

VII. <u>ALLOCATION OF NET REVENUES; ENVIRONMENTAL CLEANUP</u> <u>PROGRAMS/PROJECTS.</u>

- A. An Eligible Jurisdiction may contract with any other public entity to perform all or any part of an Environmental Cleanup project.
 - B. Allocation Committee.
- 1. The Allocation Committee shall not include any elected public officer and shall include the following twelve (12) voting members:
 - (i) one (1) representative of the County of Orange;
- (ii) five (5) representatives of cities, subject to the requirement for one (1) representative for the cities in each supervisorial district;
- (iii) one (1) representative of the California Department of Transportation;
 - (iv) two (2) representatives of water or wastewater public
 - (v) one (1) representative of the development industry;

entities;

	(vi)	one (1)	representative	of	the	scientific	or	academic
community;								

(vii) one (1) representative of private or non-profit organizations involved in environmental and water quality protection/enforcement matters;

In addition, one (1) representative of the Santa Ana Regional Water Quality Control Board and one (1) representative of the San Diego Regional Water Quality Control Board shall be non-voting members of the Allocation Committee.

- 2. The Allocation Committee shall recommend to the Authority for adoption by the Authority the following:
- a. A competitive grant process for the allocation of Environmental Cleanup Revenues, including the highest priority to capital improvement projects included in a Watershed Management Area. The process shall give priority to cost-effective projects and programs that offer opportunities to leverage other funds for maximum benefit.
- b. A process requiring that Environmental Cleanup Revenues allocated for projects and programs shall supplement and not supplant funding from other sources for transportation related water quality projects and programs.
- c. Allocation of Environmental Cleanup Revenues for proposed projects and programs.
- d. An annual reporting procedure and a method to assess the water quality benefits provided by completed projects and programs.

ATTACHMENT C

TAXPAYER OVERSIGHT COMMITTEE

- I. <u>PURPOSE AND ORGANIZATION</u>. A Taxpayer Oversight Committee ("Committee") is hereby established for the purpose of overseeing compliance with the Ordinance as specified in Section IV hereof. The Committee shall be organized and convened before any Revenues are collected or spent pursuant to the Ordinance.
- II. <u>COMMITTEE MEMBERSHIP</u>. The Committee shall be governed by eleven members ("Member"). The composition of the Committee membership shall be subject to the following provisions.
- A. <u>Geographic Balance</u>. The membership of the Committee shall be geographically balanced at all times as follows:
- There shall be two Members appointed from each of the County's supervisorial districts (individually, "District"); and
- 2. The Auditor-Controller shall be a Member and chairman ("Chair") of the Committee.
- B. Member Term. Each Member, except the Auditor-Controller and as provided in Section III B 2 below, shall be appointed for a term of three years; provided, however, that any Member appointed to replace a Member who has resigned or been removed shall serve only the balance of such Member's unexpired term, and no person shall serve as a Member for a period in excess of six consecutive years.
- C. <u>Resignation</u>. Any Member may, at any time, resign from the Committee upon written notice delivered to the Auditor-Controller. Acceptance of any public office, the filing of an intent to seek public office, including a filing under California Government Code Section 85200, or change of residence to outside the District shall constitute a Member's automatic resignation.
- D. <u>Removal</u>. Any Member who has three consecutive unexcused absences from meetings of the Committee shall be removed as a Member. An absence

from a Committee meeting shall be considered unexcused unless, prior to or after such absence (i) the Member submits to each of the other Members a written request to excuse such absence, which request shall state the reason for such absence and any special circumstances existing with respect to such absence; and (ii) a majority of the other Members agree to excuse such absence.

E. Reappointment. Any former Member may be reappointed.

III. APPOINTMENT OF MEMBERS.

A. <u>Membership Recommendation Panel.</u>

- 1. The Authority shall contract with the Orange County Grand Jurors' Association for the formation of a committee membership recommendation panel ("Panel") to perform the duties set forth in this subsection III A. If the Orange County Grand Jurors' Association refuses or fails to act in such capacity, the Authority shall contract with another independent organization selected by the Authority for the formation of the Panel.
- 2. The Panel shall have five members who shall screen and recommend potential candidates for Committee membership.
- 3. The Panel shall solicit, collect and review applications from potential candidates for membership on the Committee. No currently elected or appointed officer of any public entity will be eligible to serve as a Member, except the Auditor-Controller. A Member shall reside within the District the Member is appointed to represent. Subject to the foregoing restrictions, the Panel shall evaluate each potential candidate on the basis of the following criteria:
- a. Commitment and ability to participate in Committee meetings;
- b. Demonstrated interest and history of participation in community activities, with special emphasis on transportation-related activities; and
- c. Lack of conflicts of interest with respect to the allocation of Revenues.
 - 4. For initial membership on the Committee, the Panel shall

recommend to the Authority at least five candidates from each of the two Districts that are represented by one member on the Ordinance No. 2, Citizens Oversight Committee ("COC") as of the date the Authority appoints the initial Members. Thereafter, the Panel shall recommend to the Authority at least five candidates for filing each vacancy on the Committee.

B. Initial Members.

- 1. The COC members, as of the date the Authority appoints the initial Members of the Committee, shall be appointed as initial Members of the Committee. These Members shall each serve until each of their respective terms as a member of the COC expires.
- 2. Two additional initial Members shall be appointed. The Authority shall place the names of the candidates recommended by the Panel on equally-sized cards which shall be deposited randomly in a container. In public session, the Chairman of the Authority will draw a sufficient number of names from said container to allocate Committee membership in accordance with the membership requirements and restrictions set forth in Section II hereof. The first person whose name is drawn shall be appointed to serve a term of three years. Thereafter, the person whose name is drawn who is not from the same District as the first person whose name is drawn shall be appointed to serve a term of two years.
- C. Member Vacancy. A member vacancy, however caused, shall be filled by the Authority. A Member shall be appointed on or about July 1 to replace a Member whose term has expired. A Member may be appointed at any time as necessary to replace a Member who has resigned or been removed. The Authority shall place the names of the candidates recommended by the Panel for the appointment on equally-sized cards which shall be deposited randomly in a container. In a public session, the Chairman of the Authority will draw one name from said container for each vacancy on the Committee. The person whose name is so drawn shall be appointed by the Authority to fill the vacancy.

IV. <u>DUTIES AND RESPONSIBILITIES</u>. The Committee is hereby charged with the following duties and responsibilities:

A. The initial Members shall convene to adopt such procedural rules and regulations as are necessary to govern the conduct of Committee meetings, including, but not limited to, those governing the calling, noticing and location of Committee meetings, as well as Committee quorum requirements and voting procedures. The Committee may select its own officers, including, but not limited to, a Committee co-chair who will be the primary spokesperson for the Committee.

- B. The Committee shall approve, by a vote of not less than two thirds of all Committee members, any amendment to the Plan proposed by the Authority which changes the funding categories, programs or projects identified on page 31 of the Plan.
- C. The Committee shall receive and review the following documents submitted by each Eligible Jurisdiction:
 - 1. Congestion Management Program;
 - 2. Mitigation Fee Program;
 - Expenditure Report;
 - 4. Local Traffic Signal Synchronization Plan; and
 - 5. Pavement Management Plan.
- D. The Committee shall review yearly audits and hold an annual public hearing to determine whether the Authority is proceeding in accordance with the Plan. The Chair shall annually certify whether the Revenues have been spent in compliance with the Plan. In addition, the Committee may issue reports, from time to time, on the progress of the transportation projects described in the Plan.
- E. The Committee shall receive and review the performance assessment conducted by the Authority at least once every three years to review the performance of the Authority in carrying out the purposes of the Ordinance.
- F. Except as otherwise provided by the Ordinance, the Committee may contract, through the Authority, for independent analysis or examination of issues within the

Committee's purview or for other assistance as it determines to be necessary.

G. The Committee may submit a written request to the Authority to explain any perceived deviations from the Plan. The Authority's Chair must respond to such request, in writing, within sixty days after receipt of the same.

RENEWED MEASURE M

Transportation Investment Plan



ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
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Table of Contents

Introduct	оп	2
Overview		3
Freeway	Projects	
Orange C	ounty Freeway Projects Map	6
1-5	Santa Ana Freeway Interchange Improvements	7
I-5	Santa Ana/San Diego Freeway Improvements	8
SR-22	Garden Grove Freeway Access Improvements	9
SR-55	Costa Mesa Freeway Improvements	9
SR-57	Orange Freeway Improvements	10
SR-91	Riverside Freeway Improvements	11
1-405	San Diego Freeway Improvements	13
1-605	Freeway Access Improvements	15
All	Freeway Service Patrol	15
Streets &	Roads Projects	
Overview		16
Orange C	ounty Streets and Roads Projects Map	17
Regional	Capacity Program	18
Regional	Fraffic Signal Synchronization Program	19
Local Fair	Share Program	20
Transit Pr		
	ounty Transit Projects Map	
	uency Metrolink Service	
Transit Ext	ensions to Metrolink	23
	Gateways	
	obility Choices for Seniors and Persons with Disabilities	
	y Based Transit/Circulators	
Safe Trans	iit Stops	25
	ental Cleanup	
Project De	scription	27
	Safeguards and Audits	
Descriptio	n	79
Macsura	M Investment Summary	-



Introduction

Measure M Promises Fulfilled

On November 6, 1990, Orange County voters approved Measure M, a half-cent local transportation sales tax for twenty years. All of the major projects promised to and approved by the voters are underway or complete. Funds that go to cities and the County of Orange to maintain and improve local street and roads, along with transit fare reductions for seniors and persons with disabilities, will continue until Measure M ends in 2011. The promises made in Measure M have been fulfilled.

Continued Investment Needed

Orange County continues to grow. By the year 2030, Orange County's population will increase by 24 percent from 2.9 million in 2000 to 3.6 million in 2030; jobs will increase by 27 percent; and travel on our roads and highways by 39 percent. Without continued investment average morning rush hour speeds on Orange County freeways will fall by 31 percent and on major streets by 32 percent.

Responding to this continued growth and broad support for investment in Orange County's transportation system, the Orange County Transportation Authority considered the transportation projects and programs that would be possible if Measure M were renewed. The Authority, together with the 34 cities of Orange County, the Orange County Board of Supervisors and thousands of Orange County citizens, participated during the last eighteen months in developing a Transportation Investment Plan for consideration by the voters.

A Plan for New Transportation Investments

The Plan that follows is a result of those efforts. It reflects the varied interests and priorities inherent in the diverse communities of Orange County. It includes continued investment to expand and



improve Orange County's freeway system; commitment to maintaining and improving the network of streets and roads in every community; an expansion of Metrolink rail service through the core of Orange County with future extensions to connect with nearby communities and regional rail systems; more transit service for seniors and disabled persons; and funds to clean up runoff from roads that leads to beach closures.

Strong Safeguards

These commitments are underscored by a set of strong taxpayer safeguards to ensure that promises made in the Plan are kept. They include an annual independent audit and report to the taxpayers; ongoing monitoring and review of spending by an independent Taxpayer Oversight Committee; requirement for full public review and update of the Plan every ten years; voter approval for any major changes to the Plan; strong penalties for any misuse of funds and a strict limit of no more than one percent for administrative expenses.

No Increase in Taxes

The traffic improvements detailed in this plan do not require an increase in taxes. Renewal of the existing Measure M one-half cent transportation sales tax will enable all of the projects and programs to be implemented. And by using good planning and sensible financing, projects that are ready to go could begin as early as 2007.

Renewing Measure M

The projects and programs that follow constitute the Transportation Investment Plan for the renewal of the Measure M transportation sales tax approved by Orange County voters in November of 1990. These improvements are necessary to address current and future transportation needs in Orange County and reflect the best efforts to achieve consensus among varied interests and communities throughout the County.



Overview

The Renewed Measure M Transportation Investment Plan is a 30-year, \$11.8 billion program designed to reduce traffic congestion, strengthen our economy and improve our quality of life by upgrading key freeways, fixing major freeway interchanges, maintaining streets and roads, synchronizing traffic signals countywide, building a visionary rail transit system, and protecting our environment from the oily street runoff that pollutes Orange County beaches. The Transportation Investment Plan is focused solely on improving the transportation system and includes tough taxpayer safeguards, including a Taxpayer Oversight Committee, required annual audits, and regular, public reports on project progress.

The Renewed Measure M Transportation Investment Plan must be reviewed annually, in public session, and every ten years a detailed review of the Plan must take place. If changing circumstances require the voter-approved plan to be changed, those changes must be taken to the voters for approval.

Freeways

Relieving congestion on the Riverside/Artesia Freeway (SR-91) is the centerpiece of the freeway program, and will include new lanes, new interchanges, and new bridges. Other major projects will make substantial improvements on Interstate 5 (I-5) in southern Orange County and the San Diego Freeway (I-405) in western Orange County. The notorious Orange Crush—the intersection of the I-5, the Garden Grove Freeway (SR-22) and the Orange Freeway (SR-57) near Angel Stadium—will be improved and upgraded. Under the Plan, major traffic chokepoints on almost every Orange County freeway will be remedied. Improving Orange County freeways will be the greatest investment in the Renewed Measure M program: Fortythree percent of net revenues, or \$4.871 billion, will be invested in new freeway construction.

Streets and Roads

More than 6,500 lane miles of aging streets and roads will need repair, rejuvenation and improvement. City streets and county roads need to be maintained regularly and potholes have to be filled quickly. Thirty-two percent of net revenue from the Renewed Measure M Transportation Investment Plan, or \$3.625 billion, will be devoted to fixing potholes, improving intersections, synchronizing traffic signals countywide, and making the existing countywide network of streets and roads safer and more efficient.





Public Transit

As Orange County continues to grow, building a visionary rail transportation system that is safe, clean and convenient, uses and preserves existing rights-of-way, and, over time, provides high-speed connections both inside and outside of Orange County, is a long term goal. Twenty-five percent of the net revenue from Renewed Measure M, or \$2.83 billion, will be dedicated to transit programs countywide. About twenty percent, or \$2.24 billion, will be dedicated to creating a new countywide high capacity transit system anchored on the existing, successful Metrolink and Amtrak rail line, and about five percent, or \$591 million, will be used to enhance senior transportation programs and provide targeted, safe localized bus service.

Environmental Cleanup

Every day, more than 70 million gallons of oily pollution, litter, and dirty contaminants wash off streets, roads, and freeways and pour onto Orange County waterways and beaches. When it rains, the transportation-generated beach and ocean pollution increases tenfold. Under the plan, two percent of the gross Renewed Measure M Transportation Investment Plan, or \$237 million, will be dedicated to protecting Orange County beaches from this transportation-generated pollution (sometimes called "urban runoff") while improving ocean water quality.

Taxpayer Safeguards and Audits

When new transportation dollars are approved, they should go for transportation and transportation purposes alone. No bait-and-switch. No using transportation dollars for other purposes. The original Measure M went solely for transportation purposes. The Renewed Measure M must be just as airtight. One percent of the gross Measure M

program, or \$118.6 million over 30 years, will pay for annual, independent audits, taxpayer safeguards, an independent Taxpayer Oversight Committee assigned to watchdog government spending, and a full, public disclosure of all Renewed Measure M expenditures. A detailed review of the program must be conducted every ten years and, if needed, major changes in the investment plan must be brought before Orange County voters for approval. Taxpayers will receive an annual report detailing the Renewed Measure M expenditures. Additionally, as required by law, an estimated one and a half percent of the sales taxes generated, or \$178 million over 30 years, must be paid to the California State Board of Equalization for collecting the one-half cent sales tax that funds the Renewed Measure M Transportation Investment Plan.

In this pamphlet, every specific project, program, and safeguard included in the Renewed Measure M Transportation Investment Plan is explained. Similar details will be provided to every Orange County voter if the measure is placed on the ballot.





Freeway Projects Overview

Every day, traffic backs up somewhere on the Orange County freeway system. And, every day, freeway traffic seems to get a little worse.

In the past decade, Orange County has made major strides in re-building our aging freeway system. But there is still an enormous amount of work that needs to be done to make the freeway system work well. You see the need for improvement every time you drive on an Orange County freeway.

Forty-three percent of net revenues from the Renewed Measure M Transportation Investment Plan is dedicated to improving Orange County freeways, the largest portion of the 30-year transportation plan.

SR-91 is the Centerpiece

Making the troubled Riverside/Artesia Freeway (SR-91) work again is the centerpiece of the Renewed Measure M Freeway program. The fix on the SR-91 will require new lanes, new bridges, new overpasses, and, in the Santa Ana Canyon portion of the freeway, a diversion of drivers to the Foothill Corridor (SR-241) so the rest of the Orange County freeway system can work more effectively.

And there's more to the freeway program than the fix of SR-91 — much more. More than \$1 billion is earmarked for Interstate 5 in South County. More than \$800 million is slated to upgrade the San Diego Freeway (I-405) between Irvine and the Los Angeles County line. Another significant investment is planned on the congested Costa Mesa Freeway (SR-55). And needed projects designed to relieve traffic chokepoints are planned for almost every Orange County freeway.

To make any freeway system work, bottlenecks at interchanges also have to be fixed. The notorious Orange Crush Interchange—where the Santa Ana Freeway (I-5) meets the Orange Freeway (SR-57) and

the Garden Grove Freeway (SR-22) in a traffic tangle near Angel Stadium—is in need of a major face lift. And the intersection of Interstate 5 and the Costa Mesa Freeway (SR-55) is also slated for major repair.

Pays Big Dividends

Local investment in freeways also pays big dividends in the search for other needed freeway dollars. Because of state and federal matching rules, Orange County's local investment in freeway projects acts as a magnet for state and federal transportation dollars—pulling more freeway construction dollars into the county and allowing more trafficreducing freeway projects to be built sooner.

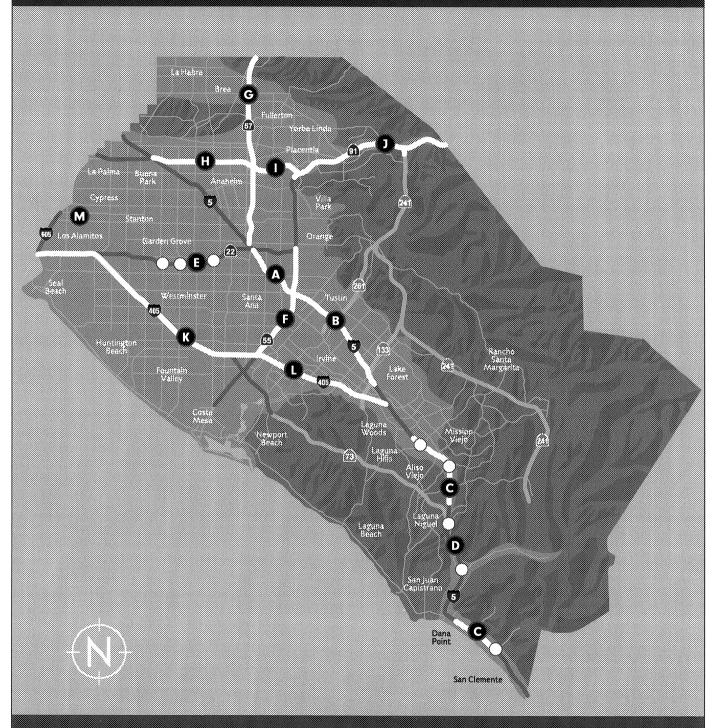
Innovative Environmental Mitigation

A minimum of \$243.5 million will be available, subject to a Master Agreement, to provide for comprehensive, rather than piecemeal, mitigation of the environmental impacts of freeway improvements. Using a proactive, innovative approach, the Master Agreement negotiated between the Orange County Local Transportation Authority and state and federal resource agencies will provide higher-value environmental benefits such as habitat protection, wildlife corridors and resource preservation in exchange for streamlined project approvals for the freeway program as a whole.

Freeway projects will also be planned, designed and constructed with consideration for their aesthetic, historic and environmental impacts on nearby properties and communities using such elements as parkway style designs, locally native landscaping, sound reduction and aesthetic treatments that complement the surroundings.



Orange County Freeway Projects



- (A B) Santa Ana Freeway (I-5)
 - C Santa Ana Freeway/San Diego Freeway (I-5) page 8
 - D Santa Ana Freeway/San Diego Freeway (I-5) page 8
 - E Garden Grove Freeway (SR-22)
 - **F** Costa Mesa Freeway (SR-55)
 - G Orange Freeway (SR-57)

page 7

page 9

page 9

page 10

- (H) (I) Riverside Freeway (SR-91)
 - Riverside Freeway (SR-91)
- (K) L) San Diego Freeway (1-405)
 - (M) Freeway Access Improvements (1-605)
 (not mapped)
 - (N) Freeway Service Patrol (not mapped)

page 11 page 12 page 13-14

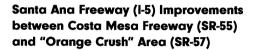
page 15

page 15



Santa Ana Freeway (I-5) Interchange Improvements

Project A



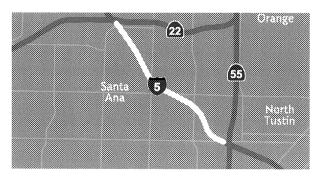
Description:

Reduce freeway congestion through improvements at the SR-55/I-5 interchange area between the Fourth Street and Newport Boulevard ramps on I-5, and between Fourth Street and Edinger Avenue on SR-55. Also, add capacity on I-5 between SR-55 and SR-57 to relieve congestion at the "Orange Crush". The project will generally be constructed within the existing right-of-way. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The project will increase freeway capacity and reduce congestion. The current daily traffic volume on this segment of the I-5 between SR-55 and SR-57 is about 389,000. The demand is expected to grow by more than 19 percent by 2030, bringing the daily usage to 464,000 vehicles per day. Regional plans also include additional improvements on I-5 from the "Orange Crush" to SR-91 using federal and state funds.

Cost:

The estimated cost to improve this section of the I-5 is \$470.0 million.



Project B



Santa Ana Freeway (I-5) Improvements from the Costa Mesa Freeway (SR-55) to El Toro "Y" Area

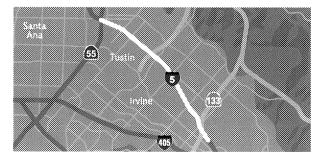
Description:

Build new lanes and improve the interchanges in the area between SR-55 and the SR-133 (near the El Toro "Y"). This segment of I-5 is the major route serving activity areas in the cities of Irvine, Tustin, Santa Ana and north Orange County. The project will also make improvements at local interchanges, such as Jamboree Road. The project will generally be constructed within the existing right-of-way. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The project will increase freeway capacity and reduce congestion. The current traffic volume on this segment of I-5 is about 356,000 vehicles per day and is expected to increase by nearly 24 percent, bringing it up to 440,000 vehicles per day. In addition to the projects described above, regional plans include additional improvements to this freeway at local interchanges, such as Culver Drive, using federal and state funds.

Cost:

The estimated cost to improve this section of I-5 is \$300.2 million.

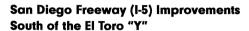






Santa Ana Freeway/San Diego Freeway (I-5)

Project C



Description:

Add new lanes to I-5 from the vicinity of the El Toro Interchange in Lake Forest to the vicinity of SR-73 in Mission Viejo. Also add new lanes on I-5 between Coast Highway and Avenida Pico interchanges to reduce freeway congestion in San Clemente. The project will also make major improvements at local interchanges as listed in Project D. The project will generally be constructed within the existing right-of-way. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The project will increase freeway capacity and reduce congestion. Current traffic volume on I-5 near the El Toro "Y" is about 342,000 vehicles per day. This volume will increase in the future by 35 percent, bringing it up to 460,000 vehicles per day. Regional plans also include construction of a new freeway access point between Crown Valley Parkway and Avery Parkway as well as new off ramps at Stonehill Drive using federal and state funds.

Cost:

The estimated cost to improve these segments of I-5 is \$627.0 million.





Santa Ana Freeway / San Diego Freeway (I-5) Local Interchange Upgrades

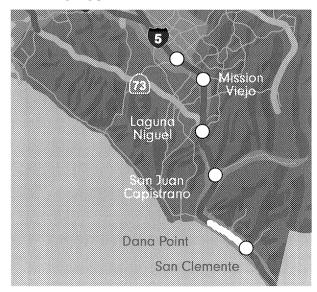
Description:

Update and improve key I-5 interchanges such as Avenida Pico, Ortega Highway, Avery Parkway, La Paz Road, El Toro Road, and others to relieve street congestion around older interchanges and on ramps. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

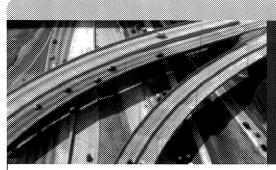
In addition to the project described above, regional plans also include improvements to the local interchanges at Camino Capistrano, Oso Parkway, Alicia Parkway and Barranca Parkway using federal and state funds.

Cost:

The estimated cost for the I-5 local interchange upgrades is \$258.0 million.







Garden Grove Freeway (SR-22)

Costa Mesa Freeway (SR-55)

Project (E)

Garden Grove Freeway (SR-22) Access Improvements

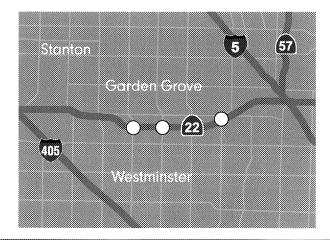
Description:

Construct interchange improvements at Euclid Street, Brookhurst Street and Harbor Boulevard to reduce freeway and street congestion near these interchanges. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

Regional plans also include the construction of new freeway-to-freeway carpool ramps to the SR-22/I-405 interchange, and improvements to the local interchange at Magnolia Avenue using federal and state funds.

Cost:

The estimated cost to improve the SR-22 interchanges is \$120.0 million.



Project (F)

Costa Mesa Freeway (SR-55) Improvements

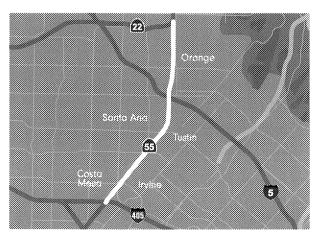
Description:

Add new lanes to SR-55 between Garden Grove Freeway (SR-22) and the San Diego Freeway (I-405), generally within existing right-of-way, including merging lanes between interchanges to smooth traffic flow. This project also provides for freeway operational improvements for the portion of SR-55 between SR-91 and SR-22. The project will generally be constructed within the existing right-of-way. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The project will increase freeway capacity and reduce congestion. This freeway carries about 295,000 vehicles on a daily basis. This volume is expected to increase by nearly 13 percent, bringing it up to 332,000 vehicles per day in the future. In addition to the projects described above, regional plans also include a new street overcrossing and carpool ramps at Alton Avenue using federal and state funds.

Cost:

The estimated cost for these SR-55 improvements is \$366.0 million.





Orange Freeway (SR-57)

Project G

Orange Freeway (SR-57) Improvements

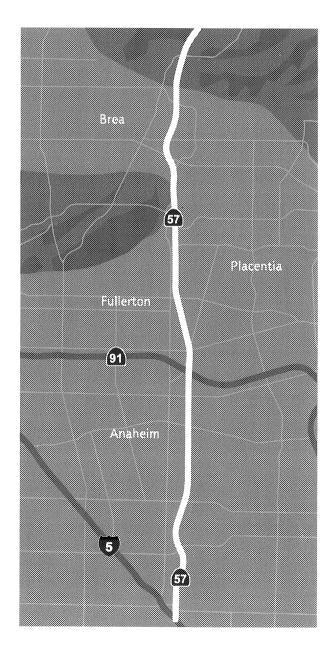
Description:

Build a new northbound lane between Orangewood Avenue and Lambert Road. Other projects include improvements to the Lambert interchange and the addition of a northbound truck climbing lane between Lambert and Tonner Canyon Road. The improvements will be designed and coordinated specifically to reduce congestion at SR-57/SR-91 interchange. These improvements will be made generally within existing right-of-way. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The project will increase freeway capacity and reduce congestion. The daily traffic volume on this freeway is about 315,000 vehicles. By 2030, this volume will increase by 15 percent, bringing it up to 363,000 vehicles per day. In addition to the project described above, regional plans include new carpool ramps at Cerritos Avenue using federal and state funds.

Cost:

The estimated cost to implement SR-57 improvements is \$258.7 million.







Riverside Freeway (SR-91)

Project (1)



Riverside Freeway (SR-91) Improvements from the Santa Ana Freeway (I-5) to the Orange Freeway (SR-57)

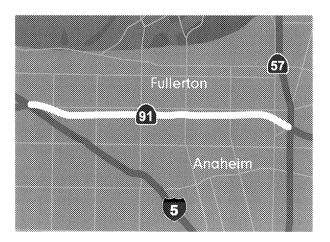
Description:

Add capacity in the westbound direction and provide operational improvements at on and off ramps to the SR-91 between I-5 and the Orange Freeway (SR-57), generally within existing right-of-way, to smooth traffic flow and relieve the SR-57/SR-91 interchange. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The current daily freeway volume along this segment of SR-91 is about 256,000. By 2030, this volume is expected to increase by nearly 13 percent, bringing it up to 289,900 vehicles per day.

Cost:

The estimated cost for improvements in this segment of SR-91 is \$140.0 million.



Project



Riverside Freeway (SR-91) Improvements from Orange Freeway (SR-57) to the Costa Mesa Freeway (SR-55) Interchange Area

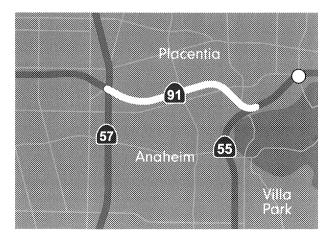
Description:

Improve the SR-91/SR-55 to SR-91/SR-57 interchange complex, including nearby local interchanges such as Tustin Avenue and Lakeview, as well as adding freeway capacity between SR-55 and SR-57. The project will generally be constructed within the existing right-ofway. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

Current freeway volume on this segment of the SR-91 is about 245,000 vehicles per day. This vehicular demand is expected to increase by 22 percent, bringing it up to 300,000 vehicles per day in the future.

Cost:

The estimated cost for these improvements to the SR-91 is \$416.5 million.







Riverside Freeway (SR-91)

Project 1

Riverside Freeway (SR-91) Improvements from Costa Mesa Freeway (SR-55) to the Orange/ Riverside County Line

Description:

This project adds capacity on SR-91 beginning at SR-55 and extending to I-15 in Riverside County.

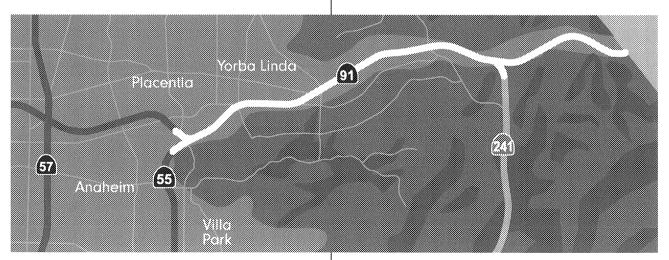
The first priority will be to improve the segment of SR-91 east of SR-241. The goal is to provide up to four new lanes of capacity between SR-241 and Riverside County Line by making best use of available freeway property, adding reversible lanes, building elevated sections and improving connections to SR-241. These projects would be constructed in conjunction with similar coordinated improvements in Riverside County extending to I-15 and provide a continuous set of improvements between SR-241 and I-15. The portion of improvements in Riverside County will be paid for from other sources. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

This project also includes improvements to the segment of SR-91 between SR-241 and SR-55. The concept is to generally add one new lane in each direction and improve the interchanges.

Today, this freeway carries about 314,000 vehicles every day. This volume is expected to increase by 36 percent, bringing it up to 426,000 vehicles by 2030.

Cost:

The estimated cost for these improvements to the SR-91 is \$925.0 million.







San Diego Freeway (I-405)

Project K



San Diego Freeway (I-405) Improvements between the I-605 Freeway in Los Alamitos area and Costa Mesa Freeway (SR-55)

Description:

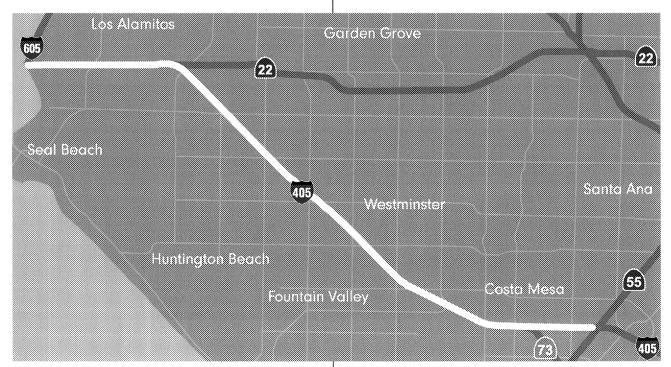
Add new lanes to the San Diego Freeway between I-605 and SR-55, generally within the existing rightof-way. The project will make best use of available freeway property, update interchanges and widen all local overcrossings according to city and regional master plans. The improvements will be coordinated with other planned I-405 improvements in the I-405/SR-22/I-605 interchange area to the north and I-405/SR-73 improvements to the south. The improvements will adhere to recommendations of the Interstate 405 Major Investment Study

(as adopted by the Orange County Transportation Authority Board of Directors on October 14, 2005) and will be developed in cooperation with local jurisdictions and affected communities.

Today, I-405 carries about 430,000 vehicles daily. The volume is expected to increase by nearly 23 percent, bringing it up to 528,000 vehicles daily by 2030. The project will increase freeway capacity and reduce congestion. Near-term regional plans also include the improvements to the I-405/SR-73 interchange as well as a new carpool interchange at Bear Street using federal and state funds.

Cost:

The estimated cost for these improvements to the I-405 is \$500.0 million.







San Diego Freeway (I-405)

Project (

San Diego Freeway (I-405) Improvements between Costa Mesa Freeway (SR-55) and Santa Ana Freeway (I-5)

Description:

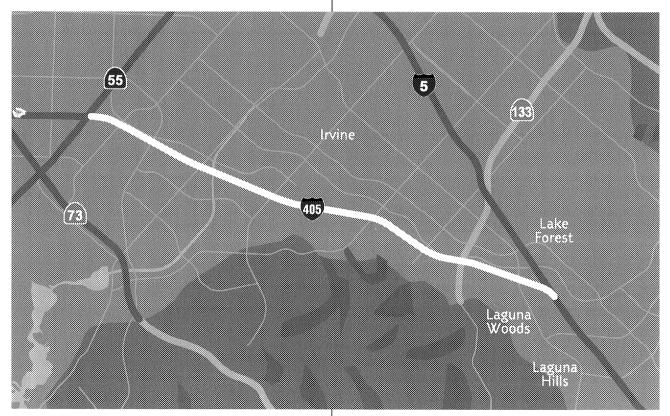
Add new lanes to the freeway from SR-55 to the I-5. The project will also improve chokepoints at interchanges and add merging lanes near on/off ramps such as Lake Forest Drive, Irvine Center Drive and SR-133 to improve the overall freeway operations in the I-405/I-5 El Toro "Y" area. The projects will generally be constructed within the existing right-of-way. Specific improvements will be

subject to approved plans developed in cooperation with local jurisdictions and affected communities.

This segment of the freeway carries 354,000 vehicles a day. This number will increase by nearly 13 percent, bringing it up to 401,000 vehicles per day by 2030. The project will increase freeway capacity and reduce congestion. In addition to the projects described above, regional plans include a new carpool interchange at Von Karman Avenue using federal and state funds.

Cost:

The estimated cost for these improvements to the I-405 is \$319.7 million.







I-605 Freeway Access Improvements Freeway Service Patrol

Project M

I-605 Freeway Access Improvements

Description:

Improve freeway access and arterial connection to I-605 serving the communities of Los Alamitos and Cypress. The project will be coordinated with other planned improvements along SR-22 and I-405. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

Regional plans also include the addition of new freeway-to-freeway carpool ramps to the I-405/I-605 interchange using federal and state funds. This improvement will connect to interchange improvements at I-405 and SR-22 as well as new freeway lanes between I-405 and I-605.

Cost:

The estimated cost to make these I-605 interchange improvements is \$20.0 million.

Project N



Freeway Service Patrol

Description:

The Freeway Service Patrol (FSP) provides competitively bid, privately contracted tow truck service for motorists with disabled vehicles on the freeway system. This service helps stranded motorists and quickly clears disabled vehicles out of the freeway lanes to minimize congestion caused by vehicles blocking traffic and passing motorists rubbernecking.

Currently Freeway Service Patrol is available on Orange County freeways Monday through Friday during peak commuting hours. This project would assure that this basic level of service could be continued through 2041. As demand and congestion levels increase, this project would also permit service hours to be extended throughout the day and into the weekend.

Cost:

The estimated cost to support the Freeway Service Patrol Program for thirty years beyond 2011 is \$150.0 million.





Streets and Roads Projects Overview

Orange County has more than 6,500 lane miles of aging streets and roads, many of which are in need of repair, rejuvenation and improvement. Intersections need to be widened, traffic lights need to be synchronized, and potholes need to be filled. And, in many cases, to make Orange County's transportation system work smoothly, we need to add additional lanes to existing streets.

Thirty-two percent of net revenues from the Renewed Measure M Transportation Investment Plan is dedicated to maintaining streets, fixing potholes, improving intersections and widening city streets and county roads.

Making the System Work

Making the existing system of streets and roads work better—by identifying spot intersection improvements, filling potholes, repaving wornout streets—is the basis of making a countywide transportation system work. That basis has to be the first priority. But to operate a successful, countywide system of streets and roads, we need more: street widenings and traffic signals synchronized countywide. And there's more. Pedestrian safety near local schools needs to be improved. Traffic flow must be smoothed. Street repairs must be made sooner. And, perhaps most importantly, cities and the county must work together—collaboratively—to find simple, low-cost traffic solutions.

Renewed Measure M provides financial incentives for traffic improvements that cross city and county lines, providing a seamless, countywide transportation system that's friendly to regional commuters and fair to local residents.

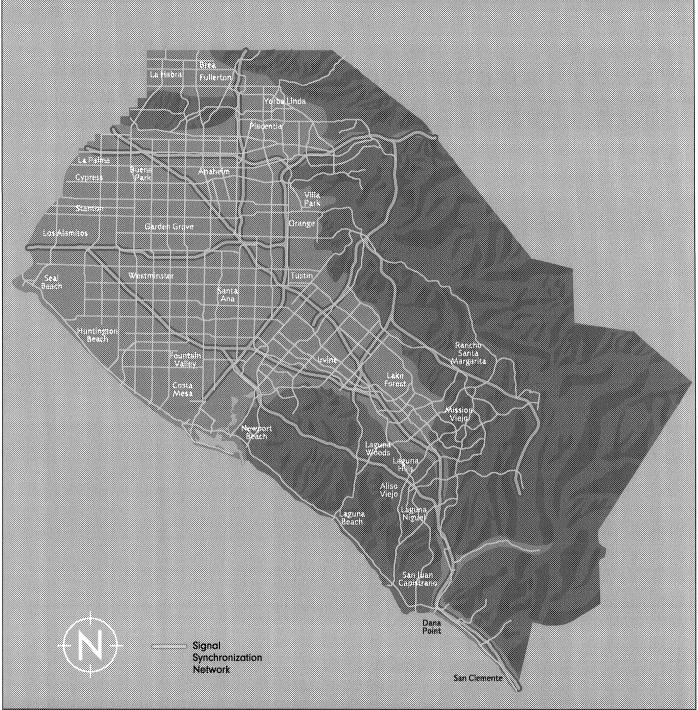
Better Cooperation

To place a higher priority on cooperative, collaborative regional decision-making, Renewed Measure M creates incentives that encourage traffic lights to be coordinated across jurisdictional lines, major street improvements to be better coordinated on a regional basis, and street repair programs to be a high priority countywide. To receive Measure M funding, cities and the county have to cooperate.

The Streets and Roads program in Renewed Measure M involves shared responsibilities—local cities and the county set their local priorities within a competitive, regional framework that rewards cooperation, honors best practices, and encourages government agencies to work together.



Orange County Streets and Roads Projects



page 18

- (not mapped)
 Nearly 1,000 miles of new lanes
- P Regional Traffic Signal Synchronization Program page 19 (see grid above)
 Over 750 miles of roadway
 Over 2,000 coordinated signals
- Local Fair Share Program
 (not mapped)
 Street maintenance and improvements

page 20



Streets and Roads Projects

Regional Capacity Program

Project O



Description:

This program, in combination with local matching funds, provides a funding source to complete the Orange County Master Plan of Arterial Highways (MPAH). The program also provides for intersection improvements and other projects to help improve street operations and reduce congestion. The program allocates funds through a competitive process and targets projects that help traffic the most by considering factors such as degree of congestion relief, cost effectiveness, project readiness, etc.

Local jurisdictions must provide a dollar-for-dollar match to qualify for funding, but can be rewarded with lower match requirements if they give priority to other key objectives, such as better road maintenance and regional signal synchronization.

Roughly 1,000 miles of new street lanes remain to be completed, mostly in the form of widening existing streets to their ultimate planned width. Completion of the system will result in a more even traffic flow and efficient system.

Another element of this program is funding for construction of railroad over or underpass grade separations where high volume streets are impacted by freight trains along the Burlington Northern Santa Fe railroad in northern Orange County.

Cost:

The estimated cost for these street improvement projects is \$1,132.8 million.





Streets and Roads Projects

Regional Traffic Signal Synchronization Program

Project P



Regional Traffic Signal Synchronization Program

Description:

This program targets over 2,000 signalized intersections across the County for coordinated operation. The goal is to improve the flow of traffic by developing and implementing regional signal coordination programs that cross jurisdictional boundaries.

Most traffic signal synchronization programs today are limited to segments of roads or individual cities and agencies. For example, signals at intersections of freeways with arterial streets are controlled by Caltrans, while nearby signals at local street intersections are under the control of cities. This results in the street system operating at less than maximum efficiency. When completed, this project can increase the capacity of the street grid and reduce the delay by over six million hours annually. To ensure that this program is successful, cities, the County of Orange and Caltrans will be required to work together and prepare a common traffic signal synchronization plan and the necessary governance and legal arrangements before receiving funds. In addition, cities will be required to provide 20 percent of the costs. Once in place, the program will provide funding for ongoing maintenance and operation of the synchronization plan. Local jurisdictions will be required to publicly report on the performance of their signal synchronization efforts at least every three years. Signal equipment to give emergency vehicles priority at intersections will be an eligible expense for projects implemented as part of this program.

Cost:

The estimated cost of developing and maintaining a regional traffic signal synchronization program for Orange County is \$453.1 million.





Streets and Roads Projects

Local Fair Share Program

Project 👩

Local Fair Share Program

Description:

This element of the program will provide flexible funding to help cities and the County of Orange keep up with the rising cost of repairing the aging street system. In addition, cities can use these funds for other local transportation needs such as residential street projects, traffic and pedestrian safety near schools, signal priority for emergency vehicles, etc.

This program is intended to augment, rather than replace, existing transportation expenditures and therefore cities must meet the following requirements to receive the funds.

- 1. Continue to invest General Fund monies (or other local discretionary monies) for transportation and annually increase this commitment to keep pace with inflation.
- 2. Agree to use Measure M funds for transportation purposes only, subject to full repayment and a loss of funding eligibility for five years for any misuse.
- 3. Agree to separate accounting for Measure M funds and annual reporting on actual Measure M expenditures.
- 4. Develop and maintain a Pavement Management Program to ensure timely street maintenance and submit regular public reports on the condition of streets.

- Annually submit a six-year Capital Improvement Program and commit to spend Measure M funds within three years of receipt.
- 6. Agree to assess traffic impacts of new development and require that new development pay a fair share of any necessary transportation improvements.
- 7. Agree to plan, build and operate major streets consistent with the countywide Master Plan of Arterial Highways to ensure efficient traffic flow across city boundaries.
- 8. Participate in Traffic Forums with neighboring jurisdictions to facilitate the implementation and maintenance of traffic signal synchronization programs and projects. This requires cities to balance local traffic policies with neighboring cities—for selected streets—to promote more efficient traffic circulation overall.
- 9. Agree to consider land use planning strategies that are transit-friendly, support alternative transportation modes including bike and pedestrian access and reduce reliance on the automobile.

The funds under this program are distributed to cities and the County of Orange by formula once the cities have fulfilled the above requirements. The formula will account for population, street mileage and amount of sales tax collected in each jurisdiction.

Cost:

The estimated cost for this program for thirty years is \$2,039.1 million.





Transit Overview

Building streets, roads and freeways helps fix today's traffic problems. Building a visionary transit system that is safe, clean and convenient focuses on Orange County's transportation future.

Twenty-five percent of net revenues from the Renewed Measure M Transportation Investment Plan is allocated towards building and improving rail and bus transportation in Orange County. Approximately twenty percent of the Renewed Measure M funds is allocated to developing a creative countywide transit program and five percent of the revenues will be used to enhance programs for senior citizens and for targeted, localized bus service. All transit expenditures must be consistent with the safeguards and audit provisions of the Plan.

A New Transit Vision

The key element of the Renewed Measure M transit program is improving the 100-year old Santa Fe rail line, known today as the Los Angeles/San Diego (LOSSAN) rail corridor, through the heart of the county. Then, by using this well-established, operational commuter rail system as a platform for future growth, existing rail stations will be developed into regional transportation hubs that can serve as regional transportation gateways or the centerpiece of local transportation services. A series of new, wellcoordinated, flexible transportation systems, each one customized to the unique transportation vision the station serves, will be developed. Creativity and good financial sense will be encouraged. Partnerships will be promoted. Transportation solutions for each transportation hub can range from monorails to local mini-bus systems to new technologies. Fresh thinking will be rewarded.

The new, localized transit programs will bring competition to local transportation planning, creating a marketplace of transportation ideas where the best ideas emerge and compete for funding. The plan is to encourage civic entrepreneurship and stimulate private involvement and investment.

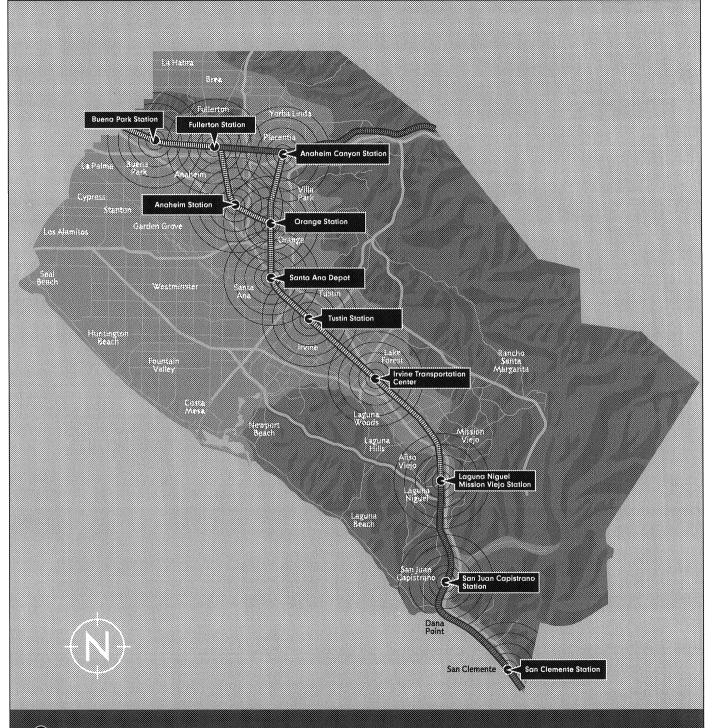
Transit Investment Criteria

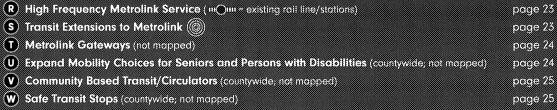
The guiding principles for all transit investments are value, safety, convenience and reliability. Each local transit vision will be evaluated against clear criteria, such as congestion relief, cost-effectiveness, readiness, connectivity, and a sound operating plan.

In terms of bus services, more specialized transit services, including improved van services and reduced fares for senior citizens and people with disabilities, will be provided. Safety at key bus stops will be improved. And a network of community-based, mini-bus services will be developed in areas outside of the central county rail corridor.



Orange County Transit Projects







High Frequency Metrolink Service Transit Extensions to Metrolink

Project R



High Frequency Metrolink Service

Description:

This project will increase rail services within the county and provide frequent Metrolink service north of Fullerton to Los Angeles. The project will provide for track improvements, more trains, and other related needs to accommodate the expanded service.

This project is designed to build on the successes of Metrolink and complement service expansion made possible by the current Measure M. The service will include upgraded stations and added parking capacity; safety improvements and quiet zones along the tracks; and frequent shuttle service and other means, to move arriving passengers to nearby destinations.

The project also includes funding for improving grade crossings and constructing over or underpasses at high volume arterial streets that cross the Metrolink tracks.

Cost:

The estimated cost of capital and operations is \$1,014.1 million.

Project



Transit Extensions to Metrolink

Description:

Frequent service in the Metrolink corridor provides a high capacity transit system linking communities within the central core of Orange County. This project will establish a competitive program for local jurisdictions to broaden the reach of the rail system to other activity centers and communities. Proposals for extensions must be developed and supported by local jurisdictions and will be evaluated against well-defined and well-known criteria as follows:

- Traffic congestion relief
- Project readiness, with priority given to projects that can be implemented within the first five years of the Plan
- Local funding commitments and the availability of right-of-way
- Proven ability to attract other financial partners, both public and private
- Cost-effectiveness
- Proximity to jobs and population centers
- Regional as well as local benefits
- Ease and simplicity of connections
- Compatible, approved land uses
- Safe and modern technology
- A sound, long-term operating plan

This project shall not be used to fund transit routes that are not directly connected to or that would be redundant to the core rail service on the Metrolink corridor. The emphasis shall be on expanding access to the core rail system and on establishing connections to communities and major activity centers that are not immediately adjacent to the Metrolink corridor. It is intended that multiple transit projects be funded through





Metrolink Gateways Expand Mobility Choices for Seniors and Persons with Disabilities

a competitive process and no single project may be awarded all of the funds under this program.

These connections may include a variety of transit technologies such as conventional bus, bus rapid transit or high capacity rail transit systems as long as they can be fully integrated and provide seamless transition for the users.

Cost:

The estimated cost to implement this program over thirty years is \$1,000.0 million.

Project T

Convert Metrolink Station(s) to Regional Gateways that Connect Orange County with High-Speed Rail Systems

Description:

This program will provide the local improvements that are necessary to connect planned future high-speed rail systems to stations on the Orange County Metrolink route.

The State of California is currently planning a high-speed rail system linking northern and southern California. One line is planned to terminate in Orange County. In addition, several magnetic levitation (MAGLEV) systems that would connect Orange County to Los Angeles and San Bernardino Counties, including a link from Anaheim to Ontario airport, are also being planned or proposed by other agencies.

Cost

The estimated Measure M share of the cost for these regional centers and connections is \$226.6 million.



Project U



Expand Mobility Choices for Seniors and Persons with Disabilities

Description:

This project will provide services and programs to meet the growing transportation needs of seniors and persons with disabilities as follows:

- One percent of net revenues will stabilize fares and provide fare discounts for bus services, specialized ACCESS services and future rail services
- One percent of net revenues will be available to continue and expand local community van service for seniors through the existing Senior Mobility Program
- One percent will supplement existing countywide senior non-emergency medical transportation services

Over the next 30 years, the population age 65 and over is projected to increase by 93 percent. Demand for transit and specialized transportation services for seniors and persons with disabilities is expected to increase proportionately.

Cost:

The estimated cost to provide these programs over 30 years is \$339.8 million.



Community Based Transit/Circulators Safe Transit Stops

Project V



Community Based Transit/Circulators

Description:

This project will establish a competitive program for local jurisdictions to develop local bus transit services such as community based circulators, shuttles and bus trolleys that complement regional bus and rail services, and meet needs in areas not adequately served by regional transit. Projects will need to meet performance criteria for ridership, connection to bus and rail services, and financial viability to be considered for funding. All projects must be competitively bid, and they cannot duplicate or compete with existing transit services.

Cost:

The estimated cost of this project is \$226.5 million.

Project



Safe Transit Stops

Description:

This project provides for passenger amenities at 100 busiest transit stops across the County. The stops will be designed to ease transfer between bus lines and provide passenger amenities such as improved shelters, lighting, current information on bus and train timetables and arrival times, and transit ticket vending machines.

Cost:

The estimated cost of this project is \$25.0 million.





Environmental Cleanup Overview

Every day, more than 70 million gallons of oily pollution, litter, and dirty contamination washes off streets, roads and freeways and pours onto Orange County waterways and beaches. When it rains, the transportation-generated pollution increases tenfold, contributing to the increasing number of beach closures and environmental hazards along the Orange County coast.

Prior to allocation of funds for freeway, street and transit projects, two percent of gross revenues from the Renewed Measure M Transportation Investment Plan is set aside to protect Orange County beaches from transportation-generated pollution (sometimes called "urban runoff") and improving ocean water quality.

Countywide Competitive Program

Measure M Environmental Cleanup funds will be used on a countywide, competitive basis to meet federal Clean Water Act standards for controlling transportation-generated pollution by funding nationally recognized Best Management Practices, such as catch basins with state-of-the-art biofiltration systems; or special roadside landscaping systems called bioswales that filter oil runoff from streets, roads and freeways.

The environmental cleanup program is designed to supplement, not supplant, existing transportation-related water quality programs. This clean-up program must improve, and not replace, existing pollution reduction efforts by cities, the county, and special districts. Funds will be awarded to the highest priority programs that improve water quality, keep our beaches and streets clean, and reduce transportation-generated pollution along Orange County's scenic coastline.





Environmental Cleanup

Project X

Environmental Cleanup

Description:

Implement street and highway related water quality improvement programs and projects that will assist Orange County cities, the County of Orange and special districts to meet federal Clean Water Act standards for urban runoff.

The Environmental Cleanup monies may be used for water quality improvements related to both existing and new transportation infrastructure, including capital and operations improvements such as:

- Catch basin screens, filters and inserts
- Roadside bioswales and biofiltration channels
- Wetlands protection and restoration
- Continuous Deflective Separation (CDS) units
- Maintenance of catch basins and bioswales
- Other street-related "Best Management Practices" for capturing and treating urban runoff

This program is intended to augment, not replace existing transportation related water quality expenditures and to emphasize high-impact capital improvements over local operations and maintenance costs. In addition, all new freeway, street and transit capital projects will include water quality mitigation as part of project scope and cost.

The Environmental Cleanup program is subject to the following requirements:

- Development of a comprehensive countywide capital improvement program for transportation related water quality improvements
- A competitive grant process to award funds to the highest priority, most cost-effective projects
- A matching requirement to leverage other federal, state and local funds for water quality improvements
- A maintenance of effort requirement to ensure that funds augment, not replace existing water quality programs
- Annual reporting on actual expenditures and an assessment of the water quality benefits provided
- A strict limit on administrative costs and a requirement to spend funds within three years of receipt
- Penalties for misuse of any of the Environmental Cleanup funds

Cost:

The estimated cost for the Environmental Cleanup program is \$237.2 million. In addition it is estimated that new freeway, road and transit projects funded by the Renewed Measure M Transportation Investment Plan will include more than \$165 million for mitigating water quality impacts.





Taxpayer Safeguards and Audits Overview

When new transportation dollars are approved, they should go for transportation and transportation alone. No bait-and-switch. No using transportation dollars for other purposes. The original Measure M went solely for transportation. The Renewed Measure M will be just as airtight.

And there will be no hidden costs in the program.

Prior to allocation of funds for freeway, street and transit projects, one percent of gross revenues from the Renewed Measure M Transportation Investment Plans is set aside for audits, safeguards, and taxpayer protection. By state law, one and one half percent of the gross sales taxes generated by Measure M must be paid to the California State Board of Equalization for collecting the countywide one-half percent sales tax that funds the Transportation Investment Program.

Special Trust Fund

To guarantee transportation dollars are used for transportation purposes, all funds must be kept in a special trust fund. An independent, outside audit of this fund will protect against cheaters who try to use the transportation funds for purposes other than specified transportation uses. A severe punishment will disqualify any agency that cheats from receiving Measure M funds for a five-year period.

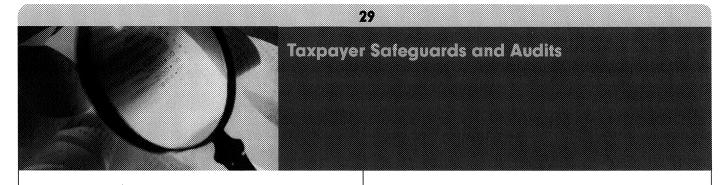
The annual audits, and annual reports detailing project progress, will be sent to Orange County taxpayers every year and will be reviewed in public session by a special Taxpayer Oversight Committee that can raise fiscal issues, ask tough questions, and must independently certify, on an annual basis, that transportation dollars have been spent strictly according to the Renewed Measure M Investment Plan.

Back to the Voters

Of course, over the next 30 years, things will change. Minor adjustments can be made by a 2/3 vote of the Taxpayer Oversight Committee and a 2/3 vote of the Orange County Local Transportation Authority Board of Directors. Major changes must be taken back to voters for authorization. And, every ten years, and more frequently if necessary, the Orange County Local Transportation Authority must conduct a thorough examination of the Renewed Measure M Investment Plan and determine if major changes should be submitted to the voters.

There are other important taxpayer safeguards, all designed to insure the integrity of the voter-authorized plans. But each is focused on one goal: guaranteeing that new transportation dollars are devoted to solving Orange County's traffic problems and that no transportation dollars are diverted to anything else.





Taxpayer Safeguards and Audits

Description:

Implement and maintain strict taxpayer safeguards to ensure that the Renewed Measure M Transportation Investment Plan is delivered as promised. Restrict administrative costs to one percent (1%) of total tax revenues and state collection of the tax as prescribed in state law [currently one-and-one-half (1.5%) percent].

Administration of the Transportation Investment Plan and all spending is subject to the following specific safeguards and requirements:

Oversight

- All spending is subject to an annual independent audit
- Spending decisions must be annually reviewed and certified by an independent Taxpayer Oversight Committee
- An annual report on spending and progress in implementing the Plan must be submitted to taxpayers

Integrity of the Plan

- No changes to the Plan can be made without review and approval by 2/3 vote of the Taxpayer Oversight Committee
- Major changes to the Plan such as deleting a project or shifting projects among major spending categories (Freeways, Streets & Roads, Transit, Environmental Cleanup) must be ratified by a majority of voters
- The Plan must be subject at least every ten years to public review and assessment of progress in delivery, public support and changed circumstances. Any significant proposed changes to the Plan must be approved by the Taxpayer Oversight Committee and ratified by a majority of voters.

Fund Accounting

- All tax revenues and interest earned must be deposited and maintained in a separate trust fund. Local jurisdictions that receive allocations must also maintain them in a separate fund.
- All entities receiving tax funds must report annually on expenditures and progress in implementing projects
- At any time, at its discretion, the Taxpayer
 Oversight Committee may conduct independent
 reviews or audits of the spending of tax funds
- The elected Auditor/Controller of Orange County must annually certify that spending is in accordance with the Plan

Spending Requirements

- Local jurisdictions receiving funds must abide by specific eligibility and spending requirements detailed in the Streets & Roads and Environmental Cleanup components of the Plan
- Funds must be used only for transportation purposes described in the Plan. The penalty for misspending is full repayment and loss of funding eligibility for a period of five years.
- No funds may be used to replace private developer funding committed to any project or improvement
- Funds shall augment, not replace existing funds
- Every effort shall be made to maximize matching state and federal transportation dollars





Taxpayer Safeguards and Audits

Taxpayer Oversight Committee

- The committee shall consist of eleven members—two members from each of the five Board of Supervisor's districts, who shall not be elected or appointed officials—along with the elected Auditor/Controller of Orange County
- Members shall be recruited and screened for expertise and experience by the Orange County Grand Jurors Association. Members shall be selected from the qualified pool by lottery.
- The committee shall be provided with sufficient resources to conduct independent reviews and audits of spending and implementation of the Plan

Collecting the Tax

• The State Board of Equalization shall be paid one-and-one-half (1.5) percent of gross revenues each fiscal year for its services in collecting sales tax revenue as prescribed in Section 7273 of the State's Revenue and Taxation Code

Cost:

The estimated cost for Safeguards and Audits over thirty years is \$296.6 million.





Measure M Investment Summary

	LOCATION	PROJECTS	COSTS 2005 estimates in millions	
Freeway I	Projects (in millions)			\$4,871.1
I-5 I-5 SR-22 SR-55 SR-57 SR-91 I-405	Santa Ana Freeway Interchange Improvements Santa Ana/San Diego Freeway Improvements Garden Grove Freeway Access Improvements Costa Mesa Freeway Improvements Orange Freeway Improvements Riverside Freeway Improvements San Diego Freeway Improvements	A B D B B B B B B B B B B B B B B B B B	\$470.0 1,185.2 120.0 366.0 258.7 1,481.5 819.7	
I-605 All	Freeway Access Improvements Freeway Service Patrol		20.0 150.0	
Streets &	Roads Projects (in millions)			\$3,625.0
Regional	l Capacity Program l Traffic Signal Synchronization Program ir Share Program	000	\$1,132.8 453.1 2,039.1	
Transit Pr	ojects (in millions)			\$2,832.0
Transit E Metrolin Expand Commu	equency Metrolink Service Extensions to Metrolink ak Gateways Mobility Choices for Seniors and Persons with Disabilities nity Based Transit/Circulators nsit Stops	8600	\$1,014.1 1,000.0 226.6 339.8 226.5 25.0	
Environme	ental Cleanup (in millions)			\$237.2
Clean U	p Highway and Street Runoff that Pollutes Beaches	•	\$237.2	
Taxpayer	Safeguards and Audits (in millions)			\$296.6
Oversigl	Sales Taxes (State charges required by law) ht and Annual Audits		\$178.0 118.6	¢11.0/1.0
[O(d]] (2005	dollars in millions)			\$11,861.9



Orange County Transportation Authority Attn: Measure M Investment Plan PO Box 14184 Orange, CA 92863-9831 (714) 560-5066 • www.octa.net

Appendix B: Projects Funded from Early Action Plan

Projects Funded from EAP

The EAP will fund \$211.1 million for freeway improvements and \$71.1 million for transit. EAP funding for freeways assumes \$126.9 million in external funding and \$84.2 million in M2 funding.

Freeway Projects State Route 91	National Assessment	
SR-91 Eastbound, SR-241 to SR-71	\$71.3 M	
SR-91, SR-55 to Weir Canyon	15.2 M	
SR-91 Westbound, I-5 to SR-57	4.5 M	
SR-91, SR-241 to Riverside Co. Line	3.5 M	
SR-91, SR-57 to SR-55	1.9 M	
State Fourte 57		
SR-57 Northbound, SR-91 to Lambert	\$46.5 M	
SR-57 Northbound, Katella to Lincoln	7.5 M	
Interstate 5		
I-5 / Ortega Interchange	\$32.0 M	
I-5, SR-73 to El Toro "Y"	2.0 M	
I-5, Pacific Coast Hwy to Pico	1.3 M	
I-5. El Toro "Y" to SR-55	M 6.0	
I-5, South Orange County Interchange	0.8 M	
inforction Sh		
SR-55, I-5 to SR-22	0.5 M	
SR-55, I-405 to I-5	0.5 M	

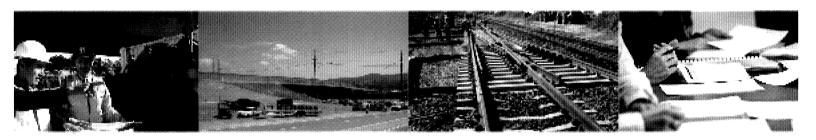
Freeway Projects (cont.)	Amount
Interesting AAC	
District the contract of the c	
I-405, SR-55 to I-605	\$6.6 M
I-405, I-5 to SR-55	1.1 M
Interstate 605	
I-605 Access Improvements	\$0.3 M
Other Expenditures	
Administrative Costs	\$9.0 M
Program Management Consultant	5.7 M

Transit Projects (cont.)	Amount
High Frequency Metrolink Service	\$54.4 M
Transit Extensions to Metrolink	6.7 M
Convert Metrolink Stations to Regional	
Gateways	7.9 M
Expand Mobility Choices for Seniors and	
Disabled	0.1 M
Community Based Transit/Circulators	1.0 M
Safe Transit Stops	0.1 M
Program Support	0.8 M

Appendix C: Updated Early Action Plan



Early Action Plan



ORANGE COUNTY TRANSPORTATION AUTHORITY





July 2010

On November 7, 2006, Orange County voters, by a vote of almost 70 percent, approved the renewal of the Measure M (M1) one-half cent sales tax for transportation improvements. M1 was originally passed in 1990, with a sunset in 2011. With the approval of Measure M2 (M2), the voters agreed to continued investment of local tax dollars in Orange County's transportation infrastructure for another 30 years, to 2041.

After voter approval in 2006, the Orange County Transportation Authority (OCTA) Board of Directors (Board) requested that staff prepare a five-year plan, covering fiscal years 2007-08 to 2011-12, to advance the implementation of M2. A draft plan outlining the projects and programs that could be advanced, along with anticipated schedules and major milestones, was approved by the Board and released in May 2007. Input was actively sought from city officials and key stakeholders, and recommendations on financing and budget needs were added before approval of the final Early Action Plan (EAP) by the Board in August 2007.

The 2010 update to the EAP charts OCTA's progress against the anticipated schedules and major milestones. In addition, new projects are recommended to be added to the EAP to further advance necessary improvements to Orange County's transportation infrastructure.

July 2010

Measure M2 Work Program Summary

Freeway	Advertise for Construction	(\$ x millions)
Riverside Freeway (State Route 91), Foothill Transportation		
Corridor (State Route 241) to Corona Expressway (State Route 71)	June 2009	65
San Diego Freeway (Interstate 405)/Garden Grove Freeway		
(State Route 22) WCC	February 2010	131
Interstate 405 (I-405)/San Gabriel Freeway (Interstate 605) WCC*	May 2010	177
Orange Freeway (State Route 57), Orangethorpe Avenue to		
Yorba Linda Boulevard	May 2010	76
State Route 57 (SR-57), Yorba Linda Boulevard to Lambert Road	May 2010	79
State Route 91 (SR-91), Costa Mesa Freeway (State Route 55) to		
State Route 241 (SR-241)	June 2011	128
SR-91, SR-241 to County Line (EIR completion date)	May 2011	100
SR-57, Katella Avenue to Lincoln Avenue	May 2011	54
San Diego Freeway (Interstate 5), Ortega Highway (State Route 73)		
Interchange	June 2012	78
SR-91, Interstate 5 to SR-57	August 2012	78
SR-91, Tustin Avenue/SR-55	February 2013	91
Interstate 5, Avenida Pico to Pacific Coast Highway	August 2015	249
I-405, SR-55 to Interstate 605** (EIR completion date)	March 2013	2,200
Sub-Total		3,506

Streets/Grade Separations		
Signal Synchronization Program	July 2009	8
Placentia Avenue Undercrossing	August 2010	78
Kraemer Boulevard Undercrossing	September 2010	70
Lakeview Avenue Overcrossing	January 2011	70
Orangethorpe Avenue Overcrossing	May 2012	117
Tustin Avenue/Rose Drive Overcrossing	May 2012	103
State College Boulevard Undercrossing	November 2012	74
Raymond Avenue Undercrossing	November 2012	77
Sub-Total		597

Rail		
Metrolink Service Expansion Capital Projects	Underway	95
Metrolink Service Expansion Rolling Stock	Underway	144
Grade Crossing Safety Program	Underway	86
Fullerton Parking	2010	42
Tustin Avenue Parking	June 2010	18
Sand Canyon Avenue Undercrossing	January 2011	56
Anaheim Regional Transportation Intermodal Center	2011	179
Orange Station Parking	June 2013	24
Sub-Total		644

4,747 **Total**

WCC – West County Connector EIR – Environmental impact report

* WCC Project funded with state and federal funds with partial contribution from Measure M

** I-405 figure project alternatives cost are in the range of \$1.7 billion to \$2.2 billion

July 2010

▶ Objective 1: Complete the first major milestone – conceptual engineering – for every freeway project in the plan; ensuring that all projects are eligible for matching funds and ready to enter into environmental review, design, and construction.

OCTA has completed the conceptual engineering for all EAP projects. All nine of the EAP freeway projects plus an additional project, the West County Connectors (WCC) Project are in the environmental, final design, or construction phases as further described in Objective 2 below. In addition, OCTA and the California Department of Transportation (Caltrans) District 12 completed conceptual engineering on several M2 projects. These projects include improvements on the Costa Mesa Freeway (State Route 55) from the San Diego Freeway (Interstate 405) to the San Diego Freeway (Interstate 5), Interstate 5 (I-5) from the San Joaquin Transportation Corridor (State Route 73) to the El Toro Y area¹, and the I-5 from State Route 55 (SR-55) to the Orange Freeway (State Route 57). Overall, OCTA and Caltrans have made significant progress to date and are on track to complete conceptual engineering work for all M2 projects by 2012.

With completion of conceptual engineering work and continued progress on projects in the environmental and design phase, it is proposed OCTA begin further development of three projects; SR-55 improvements between Interstate 405 (I-405) and the I-5, I-5 improvements between State Route 57 (SR-57) and the SR-55, and I-5 improvements from State Route 73 (SR-73) to the El Toro Y. These projects are recommended to be advanced into the environmental phase.

These projects represent the next potential set of freeway projects based on past investment decisions by the Board, current and future congestion levels, and project readiness. For example, the Riverside Freeway (State Route 91) and SR-57 corridors are among the most congested freeways in Orange County, but upcoming construction projects will help manage this congestion. Conversely, the SR-55 (southbound in the morning) is routinely among the most congested freeways Orange County, and getting improvements ready for future construction should be a top priority for this corridor.

Similarly, the I-5 carpool lanes from the SR-55 to the Garden Grove Freeway (State Route 22)/SR-57 are the most congested high-occupancy vehicle lanes in Orange County, and more capacity is needed in this critical section of the I-5 corridor. I-5 in south Orange County, from SR-73 to the El Toro Y, is expected to experience high traffic growth over the next 20 years based on the recently completed South Orange County Major Investment Study. OCTA has the opportunity to prepare for this growth now and address increasing congestion on this key trade and travel corridor.

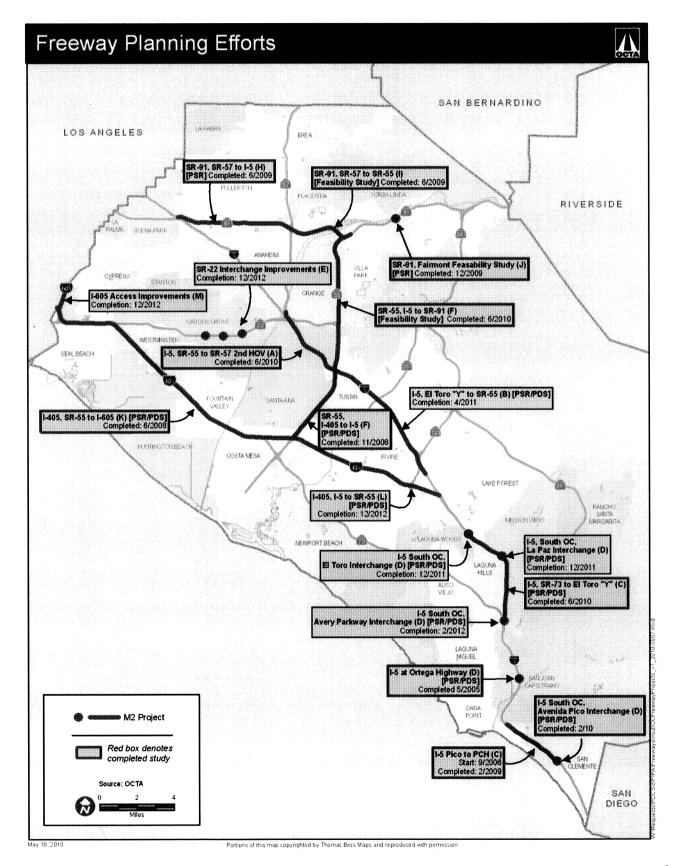
¹ Technical work is 100 percent complete. Caltrans is expected to sign the document in June 2010.

July 2010

Finally, all three projects have completed conceptual engineering and are ready for the next step in project development which is the environmental clearance phase.

Action:

Begin work on the environmental documents for the SR-55 project between the I-405 and I-5, I-5 project between the SR-57 and the SR-55, and I-5 improvements between SR-73 and El Toro Y. Assess funding options for the design and construction phases (Estimated overall budget for environmental studies is \$18 million for all three projects).



July 2010

▶ Objective 2: Start construction on five major M2 freeway projects on the SR-91, SR-57, and the I-5, valued at \$445 million.

In addition to the conceptual engineering work noted above, nine freeway projects were included in the EAP for implementation. Despite the drop in sales tax revenue, external funding from the State of California (Proposition 1B) and the federal government (American Recovery and Reinvestment Act) has helped to ensure that all six freeway projects specified in the EAP are, or will be, under construction within the five-year window of the EAP. These projects are:

- SR-57 northbound lane Orangethorpe Avenue to Lambert Road
- SR-57 northbound lane Katella Avenue to Lincoln Avenue
- State Route 91 (SR-91) eastbound lane Eastern Transportation Corridor (State Route 241) to the Corona Expressway (State Route 71)
- SR-91 SR-55 to State Route 241 (SR-241)
- I-5 interchange at Ortega Highway (State Route 74)
- SR-91 I-5 to SR-57

Three other freeway projects are in the environmental review phase and OCTA needs to develop a funding plan for the construction phase. These projects include:

- I-5 Pacific Coast Highway (PCH) to Avenida Pico, and the Avenida Pico interchange reconstruction
- SR-91 SR-241 to the County line
- I-405 SR-55 to the San Gabriel River Freeway (Interstate 605)

Staff is currently reviewing the latest M2 sales tax forecasts and will be working with the financing underwriting team to develop a plan of finance for the above M2 projects. However, there are unique circumstances that pertain to the above projects that warrant discussion and consideration.

The I-5 project from Avenida Pico to PCH is currently in the environmental phase. To expedite this project, staff is proposing to begin the design work concurrent with processing of the environmental document. The project has made significant progress and the Board recently directed staff to include reconstruction of the Avenida Pico interchange in the project scope. Mobilization of preliminary design work concurrent with processing of the environmental document can save up to one year of time from the project schedule. In addition, staff will develop funding options for the design and construction phases of the I-5 project, Avenida Pico to PCH.

Addition of one lane in each direction on the SR-91, between the SR-241 and the County line, is one of the other EAP projects. Currently, this project is in the environmental review process that is being prepared for the larger Riverside County Transportation Commission (RCTC) SR-91 Corridor Improvement Project (CIP). RCTC expects to have the final environmental

July 2010

document for the project in September 2011. The EAP project needs to be coordinated with the RCTC-CIP, as the continuation of the added lanes are within Riverside County.

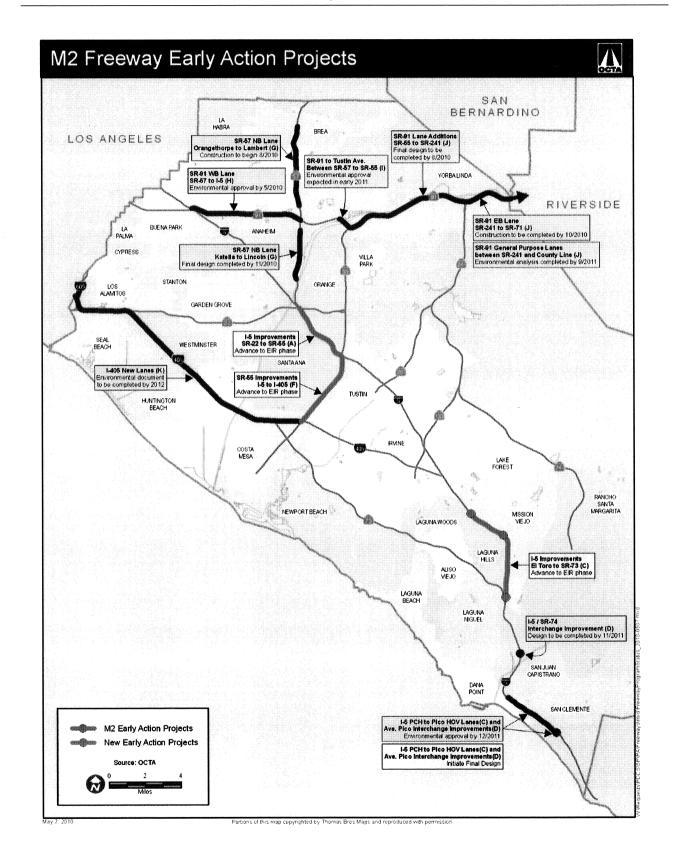
The I-405 widening between SR-55 and Interstate 605 (I-605) presents OCTA with a significant challenge because the estimated cost of the alternatives (\$1.7 billion to \$2.2 billion) is significantly greater than the approximately \$600 million in M2 revenues that will be available for this projects over the life of M2. OCTA is exploring the possibility of an express-lane project alternative that adds a general-purpose lane as well as an express lane. The express lane, when combined with the existing carpool lane, provides a two-lane express toll facility, similar to the 91 Express Lanes, to generate revenues to offset a portion or the entire funding shortfall. OCTA is continuing to study project alternatives at this time.

OCTA is currently preparing a more detailed traffic and revenue analysis of the express-lane alternative, which is expected to be complete in fall of 2010. Upon completion of this work, staff will present more detailed information on the express-lane concept to the Board. If the OCTA Board approves further development of the express-lane concept, staff can begin work on next steps, such as a public-private partnership approach.

By starting work on the delivery options concurrent with the environmental process, OCTA could save a minimum of one year of time in the delivery of the project. Staff intends to present the Phase II Traffic and Revenue Study for the I-405, SR-55 to the I-605, to the Board in fall 2010.

Staff is also proposing to amend the EAP to add improvements on the SR-91, in the vicinity of the SR-55, to reflect a SR-91 congestion relief project. This project provides additional westbound transition capacity on the SR-91, between the SR-55 and Tustin Avenue. OCTA was able to secure state funding for this project, and the project is expected to be ready for construction in February 2013.

Lastly, OCTA has successfully advanced the development of the WCC projects. The construction contracts for State Route 22/I-405 and the I-405/I-605 connectors have come in at considerable savings due to the competitive bidding market. The WCC projects are not part of the M2 program; however, given the magnitude of the improvements, relation to future I-405 M2 project and congestion relief benefits, the Board has included these projects in the EAP.



July 2010

► Objective 3: Enable Orange County local agencies to meet eligibility requirements for M2 funds, including new pavement management and signal synchronization programs.

Thirty-two percent of net revenues from M2 are dedicated to maintaining streets, fixing potholes, improving intersections, and widening city streets and County roads. OCTA is currently working to assist each Orange County local agency to ensure they are eligible to receive M2 funds starting in fiscal year 2010-11, which coincides with the start of M2 revenues.

In January 2010, the M2 Local Agency Eligibility Procedures Manual was approved by the Board. This M2 eligibility procedure builds on past M1 requirements with a few enhancements. Two significant changes relate to pavement management and signal synchronization. The pavement management requirements call for use of a common pavement management system to assess street conditions and plan the necessary improvements, as well as be used to track improvements. The specific requirements of this program element were finalized and adopted by the Board in May 2010.

The goal of the signal synchronization program is to develop a countywide approach to signal coordination and ensure continuity of traffic flow across city boundaries. Program development has been underway with input from local agencies and guidance of the Transportation 2020 Committee (T2020). The program guidelines are planned for review and action by the T2020 in July 2010.

Fiscal year 2010-11 spans both the M1 and M2 periods and the programs transition on March 31, 2011. As such, the cities submitted an initial eligibility package for M1 requirements in June 2010, and will provide the supplemental information required by M2 by March 2011.

July 2010

► Objective 4: Award up to \$165 million to cities and the County for signal synchronization and road upgrades.

In April 2008, \$4 million Proposition 1B funds were awarded to OCTA for signal synchronization projects. These funds, combined with \$4 million of matching funds from M1, provided the necessary resources to synchronize signals along ten significant street corridors over the next three years. These corridors cover nearly 160 miles of roadway and include 533 signalized intersections.

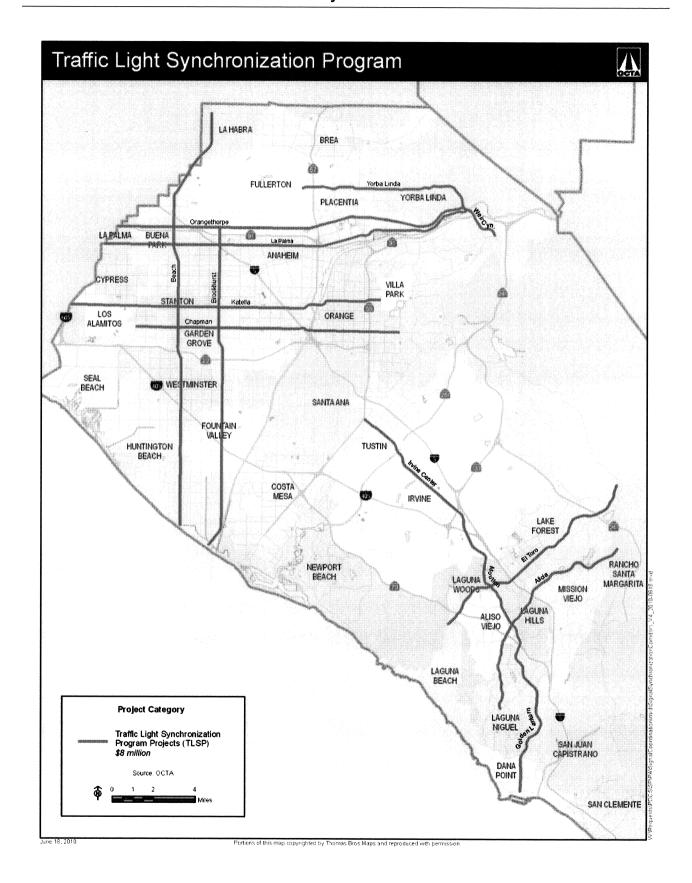
M2 provides grant funding for improvements to the streets that are part of the countywide Master Plan of Arterial Highways (MPAH). The improvements could include intersection and other capacity projects. Guidelines for the M2 – Regional Capacity Program have been developed and were approved by the Board in March 2010. M2 also includes competitive grant funding for regional signal synchronization projects. Guidelines for this program are under development and planned for adoption by the Board in fall 2010.

Lastly, as a precursor to award of M2 grant funding to cities, OCTA is assessing similar grants provided to cities under M1. Currently, approximately \$84 million of M1 allocations to local jurisdictions through the Combined Transportation Funding Program (CTFP) remain unobligated, resulting in a potential fund balance. Staff has been working with local agencies to ensure timely delivery of the M1 CTFP projects and reduce the balance. Staff recommends that evaluation of this balance occur prior to the allocation of competitive streets and roads funds to local jurisdictions under M2. This issue will be presented to the Board in July 2010, as part of the March 2010 semi-annual review process.

On April 10, 2008, the California Transportation Commission approved programming \$183 million to Orange County under the Trade Corridors Improvement Program for seven railroad grade separation projects in Fullerton and Placentia. This amount is matched with \$74 million of federal funding and \$160 million of local funding. The local funding will come primarily from the Regional Capacity Program within M2, with \$101 million of commercial paper being utilized to advance projects to meet the timelines required under the state program. The Board has directed OCTA to lead the effort for implement five of the seven grade separation projects. The environmental documents for the projects are complete and final design work is progressing. The program cost estimates and funding have been updated to account for latest right-of-way, construction, and railroad cost information. Approval of the program budget is pending Board review on July 26, 2010.

It should be noted that the development and advancement of the grade separation projects is supported through an existing program management consultant contract. The work is consuming contract resources at a faster pace than assumed. Staff is monitoring the contract closely.

Action: Add seven grade separation projects to the EAP to account for Board action to date.



July 2010

➤ Objective 5: Implement high-frequency Metrolink service within the County with associated railroad crossing safety and quiet zone improvements completed or under construction. Begin project development for at least five major grade separation projects.

Originally approved in November 2005, the Metrolink Service Expansion Program (MSEP) increases weekday rail service from 44 weekday trains per day to 76 weekday trains per day beginning in fiscal year 2009-10. Accommodating this level of service requires a significant capital investment in new rolling stock, station improvements, and track improvements. With M1 providing the primary source of revenue, the Board has authorized a \$420 million capital investment to provide the necessary improvements to increase service. Although sharp declines in sales tax receipts have reduced the anticipated revenues to fund this program, the infusion of Proposition 1B funds, Proposition 116 funds, and State Transportation Improvement Program funds have kept the MSEP capital program funded.

However, the only ongoing source of funding for Metrolink operations is M2. Due to the projected 40 percent decline in sales tax projections, planned initial service levels were adjusted to match available revenues. The Board approved a revised operating plan in early 2010 for the reduced planned service levels, from 76 weekday trains per day to 56 trains per day, to match projected revenues. The expansion to 76 trains would occur as a later phase at such time as revenues are sufficient to support the higher level of service.

In a related but separate effort, in August 2007, the Board approved an implementation strategy for the grade crossing safety enhancement program and quiet zone improvements at 51 grade crossings in Orange County. In partnership with the Southern California Regional Rail Authority (SCRRA), construction began in August 2009, and is expected to take slightly more than two years to complete.

Improvements to railroad crossings can cover a wide spectrum; from basic safety improvements (improving crossing surfaces, reapplying pavement markings, and enhancing signage), to the installation of supplemental safety measures that allow for quiet zones where locomotives are no longer required to sound horns.

Construction continues on railroad crossing safety enhancements in Orange and Anaheim. Signal crews are working at night and on weekends installing conduits and foundations in preparation for pedestrian safety treatments at the crossings and synchronizing traffic signals with railroad signals. Civil construction crews also are working during the week installing new medians and sidewalks, resurfacing pavement, re-striping lines, and installing new signage.

Construction for all 51 railroad crossings in the eight participating cities is anticipated to be completed by the end 2011. OCTA staff and SCRRA construction teams continue to meet weekly with partner cities to coordinate construction activities and to ensure that any issues are resolved early to avoid possible delays. Once construction is completed, cities will be eligible to establish a quiet zone through the Federal Railroad Administration (FRA)

July 2010

should the cities choose. A quiet zone is an area along the train tracks where trains are not required to sound horns. Many of the cities have already completed the first step of this process by submitting a Notice of Intent to implement a quiet zone to the FRA, California Public Utilities Commission, and appropriate railroad agencies.

Installation of pedestrian gate foundations, sidewalk improvements, raised medians, handrails, and pedestrian swing gates have been completed for most of the crossings in Orange. In Anaheim, signal foundations and conduits have been installed at several specific crossings, and civil construction of medians and sidewalk improvements began in October 2009.

OCTA has also agreed to implement the Sand Canyon Grade Separation Project along the Metrolink corridor in the City of Irvine. This project is funded with a mix of City of Irvine, M1, M2, Proposition 1B, and Proposition 116 funds. The M2 program, which provides funding for more frequent Metrolink service between Fullerton and Laguna Niguel (Project R), also includes provision for grade separations.

Action: Add the Sand Canyon grade separation to the EAP to reflect prior Board action.

July 2010

▶ Objective 6: Award up to \$200 million in competitive funding for transit projects.

In April 2009, the Board approved the use of \$82.3 million in M2 Project T funds (Convert Metrolink Stations to Regional Gateways) towards completion of Phase 1 of the Anaheim Regional Transportation Intermodal Center (ARTIC). Phase 1 is the initial phase of the project and consists of the relocation of the existing Anaheim station to the ARTIC site, including the necessary infrastructure improvements to the tracks, platforms, roadway, parking, and utilities to accommodate the new facility. The total Phase 1 project cost is \$178.9 million and is fully funded via Project T funds, combined with a mix of other local, state, and federal funds. An environmental review of the project is currently underway and is estimated to be completed in October 2010, with the station operational in 2013.

Development work is also underway for two fixed-guideway projects, as well as several mixed-flow bus/shuttle projects as part of the Go Local Program. The detailed planning efforts associated with these projects are funded through M1, in preparation for the implementation phase which will be competitively awarded through M2 - Project S (Transit Extensions to Metrolink) and Project V (Community Based Transit). In May 2008, the Board approved \$11.8 million of M1 funds, \$5.9 million for the City of Anaheim and \$5.9 million for the City of Santa Ana (in partnership with the City of Garden Grove), to undergo an alternative analysis and environmental clearance of each city's respective fixed-guideway projects. Both cities are expected to complete these activities in 2011.

The bus/shuttle projects are currently undergoing detailed service planning; however, the Board approved a systemwide bus transit study. This study needs to recognize the Go Local bus/shuttle services. As a result, the schedule for Step Two service planning has been extended through December 2010, to allow coordination with the systemwide study and to ensure there is an adequate evaluation of both regional and community transit needs.

Development of policy guidelines for a call for projects and award of Project S and V funds are underway and will be presented to the Board for consideration by summer 2010. The call for projects itself is anticipated to occur in late 2010, with the initial award of funds occurring in 2011.

July 2010

▶ Objective 7: Complete development work and allocate funds for transit fare discounts and improved services for seniors and persons with disabilities.

Development work has begun on these transit programs under M2. This development work, including the establishment of a policy framework and funding guidelines, as well as the development and execution of cooperative agreements with participating agencies, is anticipated to be complete prior to the receipt of revenue in April 2011.

July 2010

► Objective 8: Complete an agreement between OCTA and resource agencies detailing environmental mitigation of freeway improvements and commitments for project permitting. Begin allocation of funds for mitigation.

The M2 Freeway Environmental Mitigation Program (Mitigation Program) is designed to streamline the permit process through partnerships with Caltrans, the California Department of Fish and Game, and the United States Fish and Wildlife Service. The Mitigation Program Environmental Oversight Committee (EOC) makes recommendations to the Board on the allocation of environmental freeway mitigation funds and monitors the implementation of a master agreement between OCTA and state and federal resource agencies.

The master agreement will provide higher-value environmental benefits such as habitat protection, wildlife corridors, and resource preservation, in exchange for streamlined project approvals and greater certainty in the delivery of the 13 M2 freeway projects. To support the master agreement, a Natural Community Conservation Plan/Habitat Conservation Plan/Master Streambed Alteration Agreement along with a Joint Programmatic Environmental Impact Report/Environmental Impact Statement needs to be prepared. In March 2010, OCTA retained consultant support to prepare these documents.

Concurrent with work on the master agreement, OCTA has been developing the framework for acquisition and restoration of properties. Since winter 2008-09, property owners, local government agencies, and environmental groups have had the opportunity to make presentations to committees and provide information regarding potential conservation properties and restoration projects that could be funded through the freeway mitigation program. During the first quarter of 2010, the Board approved the acquisition property evaluation results and authorized OCTA staff to proceed with the appraisal process with a subset of the acquisition proposals which generally possess higher value biological resources.

July 2010

► Objective 9: Complete program development for road runoff/water quality improvements. Begin allocation of funds to water quality projects.

Development of program guidelines for the water quality program is currently underway and on schedule. The M2 Environmental Cleanup Allocation Committee (Allocation Committee) makes recommendations to the Board on the allocation of funds for water quality improvements. These funds will be allocated on a countywide competitive basis to assist jurisdictions in meeting the Clean Water Act standards for controlling transportation-generated pollution.

During the first quarter of 2010, the Allocation Committee recommended approval of the draft funding guidelines to the T2020 and the Board. The recommended program includes a two-tier funding approach to projects that have a transportation pollution nexus. The development of the funding guidelines for the Tier 1 Grant Program, a localized capital program for best management practices (BMPs) for catch basins, has been completed. The Tier 1 Grant Program's initial funding call is anticipated in fall 2010, with the onset of funding in summer 2011.

The Tier 2 Grant Program, a regional capital intensive program for larger BMPs, will require additional planning and research. This will include modeling by a study to help determine the most strategically effective areas and types of investments necessary to reduce transportation-related runoff impacts within Orange County. It is anticipated the guidelines for the Tier 2 Grant Program will be recommended in winter 2010, with the onset of funding in summer 2011.

Appendix D: M2 Analysis of Claim due to OCUTT

Orange County Transportation Authority M2 Analysis of Claim due to OCUTT Inception (Fiscal Year 2007) to June 30, 2009

	Total	Less Program Direct Salaries	Total Non-Program CAP Allocation	Total Non-Program	Total Non-program
Support Service Department	Allocation	& Benefits	(Funded by OCUTT)	Salaries & Benefits	Other Costs
General Fund Redistribution	•				
Executive Office	118,297	•	118.297	115.382	2 915
Clerk of the Board	57 351	•	F7 3F1	100,5.	5.0°
Safety	40,767	ř	100,10	100,66	7,350
odict)	10,'0	•	10,767	966'8	1,771
Government Relations	44,166	•	44,166	37,331	6,835
Internal Audit	27,860	•	57,860	39,423	18.437
Accounting and Financial Reporting	132,820	•	132,820	107,473	25,347
Financial Planning and Analysis	118,173	•	118,173	115,047	3,126
I oliroad / Treasury	70,212	•	70,212	41,786	28,426
Contracts Administration and Materials Management	351,687	•	351,687	265,908	85,779
Information Systems	539,518	•	539,518	194,445	345,073
General Services	614,501	•	614,501	99,946	514,555
Human Resources & Organizational Development	95,191	•	95,191	75,279	19,912
Kisk Management	2,472	•	2,472	2,190	282
Development / Rail Programs	2,021,939	(1,876,857)	145,082	144,063	1.019
External Affairs	973,362	(238,475)	734,887	732,866	2,021
Total Non-Program CAP Allocation to M2	\$ 5,208,316 \$	(2.115.332)	3 092 984	2 035 136	* \$ 1057 848
* Amount adjusted			Election	Election Costs, March 2007	883,704
		June 2007dire	June 2007 direct program salaries not reimbursed by TECP	reimbursed by TECP	4,374
		Direct pro	Direct program salaries reimbursed by TECP in FY10	sed by TECP in FY10	280,377
		<u>In</u>	Interest charged by OCUTT through 6-30-2009	T through 6-30-2009	139,007
		Additio	Additional balance M2 owed OCUTT as of 6-30-09	OCUTT as of 6-30-09	\$ 2,365,310