

91 EXPRESS LANES FUND
(An Enterprise Fund of the Orange
County Transportation Authority)

FINANCIAL STATEMENTS

Year Ended June 30, 2008

91 Express Lanes Fund
(An Enterprise Fund of the Orange County Transportation Authority)

Audited Financial Statements

For the Fiscal Year Ended June 30, 2008

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Board of Directors
Orange County Transportation Authority
Orange, California

INDEPENDENT AUDITORS' REPORT

We have audited the accompanying financial statements of the 91 Express Lanes, an enterprise fund of the Orange County Transportation Authority (OCTA), as of and for the year ended June 30, 2008, which collectively comprise OCTA's basic financial statements as listed in the table of contents. These financial statements are the responsibility of OCTA's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 1, the financial statements present only the 91 Express Lanes Fund of OCTA and do not purport to, and do not, present fairly the financial position of OCTA, as of June 30, 2008, and the changes in its financial position and cash flows, where applicable, for the year then ended in accordance with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the 91 Express Lanes Fund of OCTA as of June 30, 2008, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Mayer Hoffman McCann P.C.

Irvine, California
October 17, 2008

91 Express Lanes Fund
 (An Enterprise Fund of the Orange County Transportation Authority)
 Statement of Fund Net Assets
 June 30, 2008

Assets	
Current Assets:	
Cash and investments	\$ 52,833,188
Receivables:	
Interest	741,538
Violations, net	6,167,854
Other	927,972
Due from other governments	9,780
Other assets	319,172
Total current assets	<u>60,999,504</u>
Noncurrent Assets:	
Restricted cash and investments:	
Cash equivalents	15,349,021
Investments	18,634,792
Unamortized debt issuance costs	3,190,667
Capital assets, net:	
Depreciable and amortizable	171,802,416
Total noncurrent assets	<u>208,976,896</u>
Total Assets	<u>269,976,400</u>
Liabilities	
Current Liabilities:	
Accounts payable	4,007,098
Accrued interest payable	2,988,607
Due to other governments	282
Unearned revenue	4,279,264
Other liabilities	364,354
Bonds payable - due within one year	4,345,000
Total current liabilities	<u>15,984,605</u>
Noncurrent Liabilities:	
Advances from other OCTA funds - due in more than one year	42,772,242
Bonds payable - due in more than one year	159,156,032
Total noncurrent liabilities	<u>201,928,274</u>
Total Liabilities	<u>217,912,879</u>
Net Assets	
Invested in capital assets, net of related debt	30,126,843
Restricted for debt service	15,349,021
Unrestricted	6,587,657
Total Net Assets	<u>\$ 52,063,521</u>

See accompanying notes to the financial statements.

91 Express Lanes Fund
 (An Enterprise Fund of the Orange County Transportation Authority)
 Statement of Revenues, Expenses and Changes in Fund Net Assets
 For the Year Ended June 30, 2008

Operating revenues:	
User fees and charges	<u>\$ 46,236,247</u>
Operating expenses:	
Contracted services	5,887,842
Administrative services	1,851,123
Other	268,994
Insurance claims	389,687
Professional services	5,103,119
General and administrative	563,187
Depreciation and amortization	<u>9,332,703</u>
Total operating expenses	<u>23,396,655</u>
Operating income	<u>22,839,592</u>
Nonoperating revenues (expenses):	
Federal operating assistance grants	9,780
Investment earnings	4,629,113
Interest expense	(11,977,097)
Other	<u>173,890</u>
Total nonoperating revenues (expenses)	<u>(7,164,314)</u>
Change in net assets	15,675,278
Total net assets - beginning	<u>36,388,243</u>
Total net assets - ending	<u><u>\$ 52,063,521</u></u>

See accompanying notes to the financial statements.

91 Express Lanes Fund
 (An Enterprise Fund of the Orange County Transportation Authority)
 Statement of Cash Flows
 For the Year Ended June 30, 2008

Cash flows from operating activities:	
Receipts from customers and users	\$ 45,097,004
Payments to suppliers	(11,668,491)
Payments for interfund services used	(1,851,123)
Miscellaneous	<u>174,840</u>
Net cash provided by operating activities	<u>31,752,230</u>
Cash flows from capital and related financing activities:	
Payment on advances from other funds	(2,000,000)
Proceeds from sale of capital assets	(950)
Payment of long term debt	(4,225,000)
Interest paid	(8,638,082)
Acquisition and construction of capital assets	<u>(1,119,116)</u>
Net cash used for capital and related financing activities	<u>(15,983,148)</u>
Cash flows from investing activities:	
Interest received	<u>4,580,397</u>
Net cash provided by investing activities	<u>4,580,397</u>
Net increase in cash and cash equivalents	
	20,349,479
Cash and cash equivalents at beginning of year	
	<u>47,832,730</u>
Cash and cash equivalents at end of year	
	<u><u>\$ 68,182,209</u></u>
Reconciliation of operating income to net cash provided by operating activities:	
Operating income	<u>\$ 22,839,592</u>
Adjustments to reconcile operating income to net cash provided by operating activities:	
Depreciation expense	2,001,858
Amortization of franchise agreement	7,330,845
Amortization of cost of issuance	142,335
Miscellaneous	174,840
Change in assets and liabilities:	
Receivables	(383,915)
Other assets	(7,352)
Accounts payable	409,355
Due to other governments	(499,718)
Unearned revenue	(240,428)
Other liabilities	<u>(15,182)</u>
Total adjustments	<u>8,912,638</u>
Net cash provided by operating activities	
	<u><u>\$ 31,752,230</u></u>
Reconciliation of cash and cash equivalents to statement of net assets:	
Cash and investments	52,833,188
Restricted cash and cash equivalents	<u>15,349,021</u>
Total cash and cash equivalents	
	<u><u>\$ 68,182,209</u></u>
Schedule of noncash activities:	
Increase in interest expense incurred on advances from other OCTA funds	\$ 2,567,322

See accompanying notes to the financial statements.

91 Express Lanes Fund
(An Enterprise Fund of the Orange County Transportation Authority)
Notes to the Financial Statements
Year Ended June 30, 2008

I. REPORTING ENTITY

On January 3, 2003, the Orange County Transportation Authority (OCTA) purchased from the California Private Transportation Company (CPTC) its interest in a franchise agreement for a toll facility on a 10 mile segment of the Riverside Freeway/State Route (SR) 91 between the Orange/Riverside County line and the Costa Mesa Freeway/SR 55. The purchase was enabled by State Assembly Bill 1010 (Correa), which was passed by the California legislature and signed by the governor in September 2002. The legislation provided the authority for OCTA to collect tolls and pay related financing costs no later than 2030 and eliminated noncompete provisions in the franchise agreement for needed improvements on SR 91. OCTA purchased the assets and liabilities of the franchise interest for \$207,500,000, consisting of cash of \$72,500,000 and certain assets and the assumption of certain liabilities.

The Franchise Agreement with the State of California's Department of Transportation (Caltrans) had granted CPTC the right to develop and construct the toll facility and to operate it for 35 years under a lease arrangement. Caltrans retains legal title to the real property components of the toll facility.

These financial statements include only the activities of the 91 Express Lanes Fund, an enterprise fund of OCTA. These financial statements are not intended to present the activities of OCTA.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the 91 Express Lanes Fund are in conformity with generally accepted accounting principles applicable to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing accounting and financial reporting principles.

BASIS OF ACCOUNTING

The financial statements of the 91 Express Lanes Fund are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues, consisting substantially of tolls and fees, are recorded when earned, and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Toll amounts are collected from customers on a prepaid basis, and unearned tolls are reported as deferred revenue.

Enterprise funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with an enterprise fund's principal ongoing operations. The principal operating revenues of the 91 Express Lanes Fund are charges to customers for use of the toll facility. Operating expenses for the 91 Express Lanes Fund include the cost of services, administrative expenses, and depreciation and amortization on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

Year Ended June 30, 2008

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989, generally are followed in enterprise fund financial statements to the extent that those standards do not conflict with or contradict guidance of GASB. The 91 Express Lanes Fund has elected not to follow subsequent private-sector guidance.

CASH AND INVESTMENTS

OCTA maintains cash and investments in accordance with an Annual Investment Policy (AIP) adopted initially by the Board on May 8, 1995, and amended May 23, 2008. The AIP complies with, or is more restrictive than, the California Government Code (Code). The majority of OCTA's investments are managed by four private sector investment managers. At June 30, 2008, the investment portfolios were maintained at The Bank of New York Trust Company, N.A. as custodial bank. Separate investment manager accounts are maintained for the proceeds of bond issues, with the earnings for each bond issue accounted for separately. Cash from other OCTA revenue sources is commingled for investment purposes, with investment earnings allocated to the different accounts based on average daily dollar account balances.

The AIP requires the assets in the portfolio to consist of the following investments and maximum permissible concentrations based on book value and are more restrictive than the Code for the following cases: OCTA notes and bonds (25%); commercial paper of a high rating of A-1 or P-1 as provided by one of the nationally recognized rating agencies, Standard & Poor's Corporation (S & P) or Moody's Investor Service (Moody's), and must be issued by corporations rated A3 or better by Moody's, A- or better by S & P and A- or better by Fitch Ratings (Fitch) with further restrictions to issuer size and maximum maturity of 180 days (25%); negotiable certificates of deposit issued by a nationally or state-chartered bank or state or federal association or be a state licensed branch of a foreign bank, which have been rated by at least two of the nationally recognized rating services with minimum credit ratings of A-1 by S & P, P-1 by Moody's, F1 by Fitch, with maximum maturity of 180 days (30%); bankers acceptances which have been rated by at least two of the nationally recognized rating services with minimum credit ratings of A-1 by S & P, P-1 by Moody's, F1 by Fitch and may not exceed the 5% limit by any one commercial bank (30%); mortgage or asset-backed securities rated AAA by S & P, Aaa by Moody's, or AAA by Fitch and issued by an issuer; repurchase agreements collateralized at 102% (75%), reverse repurchase agreements and securities lending are not permitted; medium-term notes (MTN's) rated A- or better by S & P, A3 or better by Moody's or A- by Fitch or an equivalent rating by two of the three nationally recognized rating services. MTN's may not represent more than ten percent (10%) of the issue in the case of a specific public offering. Under no circumstance can any one corporate issuer represent more than 5% of the portfolio.

Other allowable investment categories include money market funds, mutual funds, and the state-managed Local Agency Investment Fund (LAIF). LAIF is regulated by Code Section 16429 under the oversight of the Treasurer of the State of California. Investment is also allowed in the Orange County Investment Pool (OCIP), but is limited to those funds legally required to be deposited in the County Treasury. The OCIP is managed by the Orange County Treasurer and oversight of the OCIP is conducted by the County Treasury Oversight Committee.

Year Ended June 30, 2008

All investments are subject to a maximum maturity of five years, unless specific direction to exceed the limit is given by the Board as permitted by the Code.

Investments in U.S. government and U.S. agency securities, repurchase agreements, variable and floating rate securities, mortgage and asset backed securities, and corporate notes are carried at fair value based on quoted market prices, except for securities with a remaining maturity of one year or less at purchase date, which are carried at cost. Guaranteed investment contracts are carried at cost. Treasury mutual funds are carried at fair value based on each fund's share price. The OCIP is carried at fair value based on the value of each participating dollar as provided by the OCIP. LAIF is carried at fair value based on the value of each participating dollar as provided by LAIF. Commercial paper is carried at amortized cost (which approximates fair value).

OCTA policy is to invest only in high quality instruments as permitted by the Code, subject to the limitations of the AIP.

Outside portfolio managers must review the portfolios they manage (including bond proceeds portfolios) to ensure compliance with OCTA's diversification guidelines on an ongoing basis.

- Issuer/Counter-Party Diversification Guidelines for all securities except Federal Agencies, Government Sponsored Enterprises, Investment Agreements, and Repurchase Agreements - any one corporation, bank, local agency, special purpose vehicle or other corporate name for one or more series of securities (5%).
- Issuer/Counter-Party Diversification Guidelines for Federal Agencies, Government Sponsored Enterprises and Repurchase Agreements - any one Federal Agency or Government Sponsored Enterprise (35%); any one repurchase agreement counter-party name if maturity/term is < 7 days (50%), if maturity/term is > 7 days (35%).

For the purpose of the statement of cash flows, OCTA considers all short-term investments with an initial maturity of three months or less to be cash equivalents. All deposits represent cash and cash equivalents for cash flow purposes.

RESTRICTED INVESTMENTS

Investments set aside in the Reserve Fund, Supplemental Reserve Fund, Major Maintenance Reserve Fund, and Operating Reserve Fund are pursuant to terms of the 2003 Indenture for the \$195,265,000 Toll Road Revenue Refunding Bonds and their use is limited by applicable debt covenants.

Permitted investments per the debt covenants include: Government Obligations, State of California and Local Agency Obligations, Bankers Acceptances, Commercial Paper, Negotiable Certificates of Deposit, Repurchase Agreements, Money Market Funds, Other Mutual Funds, Investment Agreements, Orange County Investment Pool and Variable and Floating Rate Securities.

91 EXPRESS LANES FUND
NOTES TO THE FINANCIAL STATEMENTS

Year Ended June 30, 2008

RECEIVABLES

Violations receivable represent an estimate of the total outstanding unpaid violations that the 91 Express Lanes anticipate to collect. This estimate is based upon twelve month average collections on outstanding unpaid violations for violations with a due date of 90 days or less. For violations over 90 days, this estimate is based upon a 3½ year average collections on outstanding unpaid violations. The 91 Express Lanes utilizes an outside collection agency to assist in the recovery of unpaid violations over 90 days.

Other receivables include amounts due from other California toll road agencies related to their customers who use the 91 Express Lanes as well as customer fees, interest, and other.

OTHER ASSETS

Other assets include prepaid expenses and refundable deposits.

COSTS OF ISSUANCE

Costs of issuance represent issuance costs associated with the 2003 Toll Road Revenue Refunding Bonds issued to refund the \$135,000,000 taxable debt and are deferred and amortized over the life of the debt.

CAPITAL ASSETS

Capital assets include the toll facility franchise, improvements, equipment, furniture and fixtures, and transponders. Capital assets are defined by the 91 Express Lanes Fund as assets with an initial, individual cost of more than \$5,000 and a useful life in excess of one year. Such assets are recorded at historical cost. The costs of normal maintenance and repairs that do not add value to the asset or materially extend asset lives are not capitalized.

Capital assets are depreciated using the straight-line method over the following estimated useful lives:

<u>Capital Asset Type</u>	<u>Useful Life</u>
Improvements	10-30 years
Equipment, furniture, and fixtures	3-10 years
Transponders	5 years

The toll facility franchise is amortized over the remaining life of the franchise agreement through December 2030.

91 EXPRESS LANES FUND
NOTES TO THE FINANCIAL STATEMENTS

Year Ended June 30, 2008

RISK MANAGEMENT

The 91 Express Lanes Fund purchases commercial property insurance including business interruption, earthquake and flood coverage related to the toll facility. Additionally, the 91 Express Lanes Fund participates in OCTA's self-insurance general liability program. The liability claims are resolved by OCTA and are expensed against the 91 Express Lanes Fund.

NET ASSETS

Net assets represent the difference between assets and liabilities and are classified into three categories:

- *INVESTED IN CAPITAL ASSETS, NET OF RELATED DEBT* - This reflects the net assets of the 91 Express Lanes Fund that are invested in capital assets, net of related debt. Usually this indicates that these net assets are not accessible for other purposes; however, a deficit indicates that the related debt exceeds the capital assets.
- *RESTRICTED NET ASSETS* - This represents the net assets that are not accessible for general use, because their use is subject to restrictions enforceable by third parties. The statement of net assets reports \$15,349,021 of restricted net assets, all of which is restricted by enabling legislation.
- *UNRESTRICTED NET ASSETS* - This represents those net assets that are available for general use.

USE OF ESTIMATES

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures during the reporting period. As such, actual results could differ from those estimates.

3. CASH AND INVESTMENTS

Cash and investments are comprised of the following at June 30, 2008:

Deposits:	
Petty cash	\$ 150
Deposits	91,861
Total deposits	<u>92,011</u>

91 EXPRESS LANES FUND
NOTES TO THE FINANCIAL STATEMENTS

Year Ended June 30, 2008

Investments:	
With OCTA Commingled Investment Pool	52,552,846
With trustee	34,172,144
Total investments	<u>86,724,990</u>
Total cash and investments	<u>\$ 86,817,001</u>

Total deposits and investments are reported in the financial statements as:

Unrestricted cash and investments	\$ 52,833,188
Restricted cash and investments:	
Cash equivalents	15,349,021
Investments	18,634,792
Total restricted cash and investments	<u>33,983,813</u>
Total cash and investments	<u>\$ 86,817,001</u>

As of June 30, 2008, the 91 Express Lanes Fund had the following investments:

INVESTMENT	FAIR VALUE	PRINCIPAL	INTEREST	MATURITY	WEIGHTED
			RATE	RANGE	AVERAGE
			RANGE	RANGE	(YEARS)
OCTA Commingled Investment Pool	\$ 52,552,846	\$ 51,657,710	1.50%-7.50%	7/1/08-6/19/13	1.97
Held by Trustee:					
Money Market Mutual Funds	4,572,560	4,572,560	1.66%-1.98%	7/1/08	1 Day
Negotiable Certificates of Deposit	10,964,792	10,964,792	2.25%	7/1/08	1 Day
Investment Agreements	18,634,792	18,634,792	4.51%-5.125%	8/15/15-12/15/30	17.53
Total Investments	<u>\$ 86,724,990</u>	<u>\$ 85,829,854</u>			

INTEREST RATE RISK

OCTA manages exposure to declines in fair value from increasing interest rates by having an investment policy that limits maturities to five years while also staggering maturities, with the exception of investment agreements which are not subject to term restrictions due to the bond indenture. OCTA maintains a low duration strategy, targeting an estimated average portfolio duration of three years or less, with the intent of reducing interest rate risk. Portfolios with low duration are less volatile, therefore less sensitive to interest rate changes.

As of June 30, 2008, the 91 Express Lanes Fund was a participant in OCTA's Commingled Investment Pool which had asset-backed securities totaling \$61,808,994. The underlying assets are consumer receivables that include credit cards, auto and home loans. The securities have a fixed interest rate and are rated AAA by at least two of the three nationally recognized rating services.

91 EXPRESS LANES FUND
NOTES TO THE FINANCIAL STATEMENTS

Year Ended June 30, 2008

As of June 30, 2008, the 91 Express Lanes Fund was a participant in OCTA's Commingled Investment Pool which had the following variable rate notes:

INVESTMENT	FAIR VALUE	COUPON MULTIPLIER	COUPON RESET DATE
Allstate Life Global	987,890	LIBOR + 60 basis points	Quarterly
American Express Credit Corp	923,788	LIBOR + 170 basis points	Monthly
American Honda Financial Corp	1,228,270	LIBOR + 40 basis points	Quarterly
Bank New York Inc	499,680	LIBOR + 40 basis points	Quarterly
Caterpillar Financial Services	998,700	LIBOR + 45 basis points	Quarterly
Hewlett Packard Co	1,320,058	LIBOR + 40 basis points	Quarterly
John Deere Capital Corp	1,185,072	LIBOR + 45 basis points	Quarterly
JP Morgan Chase & Co	1,750,000	LIBOR + 3 basis points	Quarterly
PNC Bank NA	1,498,200	LIBOR + 40 basis points	Quarterly
PNC Bank NA	574,645	LIBOR + 22 basis points	Quarterly
USB AG	1,976,660	LIBOR - 1 basis point	Quarterly
VTB Capital SA LN Partnership	505,700	LIBOR + 170 basis points	Quarterly
Wachovia Bank NA	1,425,825	LIBOR + 7 basis points	Quarterly
Western Union	497,645	LIBOR + 15 basis points	Quarterly
TOTAL INVESTMENTS	<u>15,372,133</u>		

CUSTODIAL CREDIT RISK

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party. OCTA's investment policy requires that a third party bank custody department hold all securities owned by OCTA. All trades are settled on a delivery versus payment basis through OCTA's custodial agent. At June 30, 2008, OCTA did not have any deposits or securities exposed to custodial credit risk and there was no securities lending.

CREDIT RISK

The AIP sets minimum acceptable credit ratings for investments from any of the three nationally recognized rating services S & P, Moody's, and Fitch. For an issuer of short-term debt, the rating must be no less than A-1 (S & P), P-1 (Moody's), or F-1 (Fitch), while an issuer of long-term debt shall be rated no less than an "A" by two of the three rating services. LAIF is not rated.

91 EXPRESS LANES FUND
NOTES TO THE FINANCIAL STATEMENTS

Year Ended June 30, 2008

The following is a summary of the credit quality distribution and concentration of credit risk by investment type as a percentage of each pool's fair value at June 30, 2008. (NR means Not Rated):

Investments	S & P	Moody's	Fitch	% of Portfolio
OCTA Commingled Investment Pool	NR	NR	NR	60.60%
Held by Trustee:				
Money Market Mutual Funds	AAA	Aaa	NR	5.27%
Negotiable Certificates of Deposit	AA	Aa2	AA	12.64%
Investment Agreements	NR	NR	NR	21.49%
Total				<u>100.00%</u>

As of June 30, 2008, the 91 Express Lanes Fund was a participant in OCTA's Commingled Investment Pool which held two investments in Lehman Brothers Holding Inc. Medium Term Notes. The par amount of the notes totaled \$3,000,000. One investment had a \$2,000,000 par maturing on July 26, 2010. The second had a \$1,000,000 par maturing on January 24, 2013. On September 15, 2008, Lehman Brothers Holding Inc. filed for bankruptcy. As of September 30, 2008, the market value of the securities were 15.000% of par for the July 26, 2010 Notes and 13.125% for the January 24, 2013 Notes.

CONCENTRATION OF CREDIT RISK

At June 30, 2008, OCTA did not exceed the AIP limitation that states that no more than:

- 5% of the total market value of the pooled funds may be invested in securities of any one issuer, except for obligations of the United States government, U.S. government agencies or government sponsored enterprises, investment agreements and repurchase agreements.
- 20% may be invested in money market mutual funds.

The AIP limitation excludes investment agreements pursuant to the 2003 Indenture. The 91 Express Lanes Fund had the following investment agreements outstanding as of June 30, 2008:

Investment Agreements	Amount	Ratings	
		S & P	Moody's
MBIA Incorporated	\$12,634,792	AA	A2
AIG Matched Funding Corporation	6,000,000	AA-	Aa3

On September 15, 2008, AIG Matched Funding Corporation (AIG) was downgraded to A- by Standard and Poor's and A2 by Moody's Investors Service. Additionally, AIG was placed under review by the rating agencies for possible further downgrades. On September 29 and 30, 2008, respectively, OCTA's Commingled Investment Pool and 91 Express Lanes Fund terminated and liquidated all investment

91 EXPRESS LANES FUND
NOTES TO THE FINANCIAL STATEMENTS

Year Ended June 30, 2008

agreements with AIG. The full balance of the agreements were received with no penalty assessed for early termination.

The 91 Express Lanes Fund's reserve fund investment agreement with MBIA Incorporated (MBIA) is fully collateralized at 104%. MBIA was downgraded to AA by Standard and Poor's and A2 by Moody's Investors Service. The downgrades occurred on June 5, 2008 and June 19, 2008, respectively.

4. CAPITAL ASSETS

Capital asset activity for the 91 Express Lanes Fund for the year ended June 30, 2008 is as follows:

	BEGINNING BALANCE	INCREASES	DECREASES	ENDING BALANCE
Capital assets, being depreciated and amortized:				
Toll facility franchise	\$ 205,263,668	\$ -	\$ -	\$ 205,263,668
Improvements	2,740,126	13,852	-	2,753,978
Communications equipment	5,237,105	285,829	-	5,522,934
Computer hardware and software	1,042,854	92,245	9,115	1,125,984
Transponders	5,208,521	727,190	1,306,908	4,628,803
Equipment, furniture and fixtures	107,891	-	-	107,891
Total capital assets, being depreciated and amortized	219,600,165	1,119,116	1,316,023	219,403,258
Less accumulated depreciation and amortization for:				
Toll facility franchise	(32,988,803)	(7,330,845)	-	(40,319,648)
Improvements	(374,250)	(172,942)	-	(547,192)
Communications equipment	(1,984,237)	(859,935)	-	(2,844,172)
Computer hardware and software	(807,107)	(119,515)	(9,115)	(917,507)
Transponders	(3,402,233)	(835,678)	(1,306,908)	(2,931,003)
Equipment, furniture and fixtures	(27,532)	(13,788)	-	(41,320)
Total accumulated depreciation and amortization	(39,584,162)	(9,332,703)	(1,316,023)	(47,600,842)
Total capital assets, being depreciated and amortized, net	\$ 180,016,003	\$ (8,213,587)	\$ -	\$ 171,802,416

Year Ended June 30, 2008

5. BONDS PAYABLE

TAXABLE SENIOR SECURED BONDS

On January 3, 2003, as part of the purchase agreement, the 91 Express Lanes Fund assumed \$135,000,000 of taxable 7.63% Senior Secured Bonds. On November 12, 2003, the taxable bonds were refunded as noted below. As required by the tax-exempt indenture, OCTA paid \$26,428,197 Yield Maintenance Premium which is deferred and amortized over the life of the tax-exempt bonds.

TOLL ROAD REVENUE REFUNDING BONDS

On November 12, 2003, OCTA issued \$195,265,000 in Toll Road Revenue Refunding Bonds (91 Express Lanes) Series 2003-A, Series 2003-B-1 and Series 2003-B-2 to refund the \$135,000,000 taxable 7.63% Senior Secured Bonds and to reimburse OCTA for a portion of its prior payment of the costs of acquiring the Toll Road and certain other property and interests associated with the Toll Road. The Series 2003-A Bonds were issued as fixed rate bonds, the Series 2003-B-1 Bonds and the Series 2003-B-2 Bonds were issued as adjustable rate bonds.

INTEREST RATE SWAPS

As a means to lower its borrowing costs, when compared against fixed rate bonds at the time of issuance in November 2003, OCTA entered into two parity interest rate swaps totaling \$100,000,000 in connection with its \$195,265,000 Toll Road Revenue Refunding Bonds. \$95,265,000 was issued on a fixed rate basis and \$100,000,000 was issued on a variable rate basis. The Series 2003-B-1 swap was for \$75,000,000 and the counterparty is Lehman Brothers Special Funding Incorporated (Lehman Brothers). The Series 2003-B-2 swap was for \$25,000,000 and the counterparty was Bear Stearns Capital Markets Incorporated. On May 30, 2008, JP Morgan completed its acquisition of The Bear Stearns Companies Incorporated. As a result of the merger, JP Morgan assumed the \$25,000,000 interest rate swap between OCTA and Bear Stearns Capital Markets Incorporated. The effective rate on the parity swaps was to effectively change OCTA's variable rate bonds to a synthetically fixed rate of 4.06227%.

On November 23, 2005, Lehman Brothers Holding Inc. named Lehman Brothers Commercial Bank as the counterparty for the interest rate swap replacing Lehman Brothers Special Financing Inc. On September 15, 2008, Lehman Brothers Holding Inc. declared bankruptcy. As of September 30, 2008, Lehman Brothers Commercial Bank had not declared bankruptcy.

On October 2, 2008, OCTA provided a Notice of Event of Default and Reservation of Rights letter to Lehman Brothers Special Financing and Lehman Brothers Commercial Bank regarding the rating downgrade and the missed counterparty payment of \$228,340 on October 1, 2008. OCTA is working with

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general counsel and bond counsel to determine the impact of the bankruptcy on OCTA's interest rate swap.

TERMS

The bonds and the related parity swap agreements mature on December 15, 2030. The parity swaps notional amount of \$100,000,000 matches the \$100,000,000 variable rate bonds. The parity swaps were entered into at the same time the bonds were issued (November 2003). Starting in fiscal year 2022, the notional amount of the parity swaps declines and the principal amount of the associated variable rate bonds declines an identical amount. Under the parity swaps, OCTA pays the counterparties a fixed payment of 4.06227% and the counterparties pay OCTA a floating rate equal to 67% of one month LIBOR index if one month LIBOR index is equal to or greater than 4.0% or the Securities Industry Financial Markets Association (SIFMA) Index if LIBOR is less than 4.0%.

FAIR VALUE

As of June 30, 2008, the negative fair value for the \$75,000,000 swap with Lehman Brothers was estimated by Lehman Brothers to be \$7,260,741. As of June 30, 2008, the negative fair value for the \$25,000,000 swap with JP Morgan was estimated by JP Morgan to be \$1,746,745. Therefore, if the swaps were terminated on June 30, 2008, OCTA would have made a termination payment of \$7,260,741 and \$1,746,745 to Lehman Brothers and JP Morgan, respectively. The termination payments that would have been owed by OCTA if the swaps were terminated on June 30, 2008 are a result of the change in interest rate levels and certain interest rate relationships. The rate used to calculate the fixed swap payment owed by OCTA to the swap providers is 4.06227%. As of June 30, 2008, this fixed rate was higher than the current rate for a swap of identical terms and conditions. The fair values were estimated by the counterparties using proprietary methodologies.

CREDIT RISK

To mitigate the potential for credit risk, the \$75,000,000 swap with Lehman Brothers and the \$25,000,000 swap with JP Morgan require collateralization with U.S. government securities at all times if a termination payment is required. Due to the fact that interest rates declined since the swaps were executed, the counterparties did not owe OCTA a termination payment as of June 30, 2008.

BASIS RISK

Basis risk is the risk that the variable rate paid to a borrower by a swap counterparty does not completely offset, or equal the borrower's variable rate payment to bondholders. This may result in positive or negative basis differential. In order to minimize basis risk, OCTA selected a swap structure that pays a variable receiver rate based on a percentage of LIBOR in high interest rate environments where rate

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compression should be less of an issue, but pays a SIFMA receiver rate in low interest rate environments, where rate compression has historically been at its highest.

Under the parity swap agreements, OCTA pays the counterparties a fixed payment of 4.06227% and the counterparties pay OCTA a floating rate equal to 67% of LIBOR if LIBOR is equal to or greater than 4.0% or the SIFMA Index if LIBOR is less than 4.0%. As of June 30, 2008, OCTA experienced \$478,033 in cumulative negative basis differential. This negative amount was funded with toll road revenues.

TERMINATION RISK

Termination risk is the risk that an event occurs that causes a termination of the parity swaps and OCTA would incur replacement costs. As of the June 30, 2008 valuation, there had not been a termination event.

SWAP PAYMENTS AND ASSOCIATED DEBT

As of June 30, 2008, debt service requirements of outstanding variable-rate debt and net swap payments, assuming current interest rates remain the same, for their term are as follows:

YEAR ENDING JUNE 30	\$75,000,000 SERIES 2003-B-1 (1)			\$25,000,000 SERIES-B-2 (1)			TOTAL
	PRINCIPAL	INTEREST	INTEREST RATE SWAPS, NET	PRINCIPAL	INTEREST	INTEREST RATE SWAPS, NET	
2009	\$ -	\$4,500,000	\$1,884,203	\$ -	\$1,500,000	\$628,068	\$8,512,271
2010	-	4,500,000	1,884,203	-	1,500,000	628,068	8,512,271
2011	-	4,500,000	1,884,203	-	1,500,000	628,068	8,512,271
2012	-	4,500,000	1,884,203	-	1,500,000	628,068	8,512,271
2013	-	4,500,000	1,884,203	-	1,500,000	628,068	8,512,271
2014-2018	-	22,500,000	9,421,013	-	7,500,000	3,140,338	42,561,351
2019-2023	11,100,000	21,558,300	9,026,712	3,695,000	7,186,500	3,009,071	55,575,583
2024-2028	37,240,000	12,666,300	5,303,528	12,420,000	4,221,900	1,767,759	73,619,487
2029-2031	26,660,000	1,646,700	689,493	8,885,000	548,400	229,621	38,659,214
	\$75,000,000	\$80,871,300	\$33,861,761	\$25,000,000	\$26,956,800	\$11,287,129	\$252,976,990

(1) Assumes an interest rate swap rate of 4.06227% per annum for the Series 2003-B-1 Bonds and the Series-B-2 Bonds based on the Series 2003-B Parity Swap Agreements.

As rates vary, variable-rate bond interest payments and net swap payments will vary. The variable rate on the 2003 B-1 and B-2 debt was 6.00% on June 30, 2008. As part of the swap agreement, OCTA receives the SIFMA Index which was 1.55% on June 30, 2008.

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A summary of the terms of the Toll Road Revenue Refunding Bonds is as follows:

Issuance date	11/12/03
Original issue amount	\$195,265,000
Cash reserve requirements	\$31,584,792
Cash reserve balance	\$33,983,813
Interest rate	2.0% to 5.375% *
Maturity	December 2030
Principal payment date	August 15
Current balance	\$179,285,000
Unamortized premium	\$5,661,136
Deferred amount on refunding	(\$21,445,103)

* 2003 Series B-1 and B-2 were issued as variable rate bonds with a floating-to-fixed interest rate swap transaction in place. Refer to interest rate swap description within this footnote. Both the \$75,000,000 Series B-1 Bonds and the \$25,000,000 Series B-2 Bonds were swapped to a fixed rate of 4.06227%.

The Toll Road Revenue Refunding Bonds contain certain financial covenants, and management believes the 91 Express Lanes Fund is in compliance with such covenants as of June 30, 2008.

Annual debt service requirements on the tax-exempt bonds as of June 30, 2008, are as follows:

<u>YEAR ENDING JUNE 30</u>	<u>PRINCIPAL</u>	<u>INTEREST</u>	<u>TOTAL</u>
2009	\$4,345,000	\$7,909,876	\$12,254,876
2010	4,515,000	7,742,901	12,257,901
2011	4,740,000	7,517,170	12,257,170
2012	4,980,000	7,274,170	12,254,170
2013	5,245,000	7,008,711	12,253,711
2014-2018	30,730,000	30,543,838	61,273,838
2019-2023	39,525,000	21,823,420	61,348,420
2024-2028	49,660,000	12,442,733	62,102,733
2029-2031	35,545,000	2,221,689	37,766,689
Total	<u>\$179,285,000</u>	<u>\$104,484,508</u>	<u>\$283,769,508</u>

The interest rate used to determine the future annual debt service requirements for the variable rate bonds was 4.06227% at June 30, 2008.

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CHANGES IN LONG-TERM LIABILITIES

Long-term liabilities activity for the year ended June 30, 2008, was as follows:

	BEGINNING			ENDING	DUE
	BALANCE	ADDITIONS	REDUCTIONS	BALANCE	WITHIN
					ONE YEAR
Tax-exempt bonds	\$183,510,000	\$ -	\$ 4,225,000	\$179,285,000	\$4,345,000
Unamortized premium	5,913,677	-	252,541	5,661,136	-
Unamortized deferred amount on refunding	(22,512,909)	-	(1,067,806)	(21,445,103)	-
TOTAL LONG-TERM LIABILITIES	\$166,910,768	\$ -	\$ 3,409,735	\$163,501,033	\$4,345,000

6. ADVANCES FROM OTHER OCTA FUNDS

In connection with the purchase of the toll facility franchise, to fund the debt service payment required on February 15, 2003, and to establish operations, the 91 Express Lanes Fund borrowed \$83,640,595 from other OCTA funds at an interest rate, adjusted each January, representing OCTA's rate of return on short-term investments (6.76% at June 30, 2008). Interest accrues monthly, and the advances from other OCTA funds plus accrued interest will be repaid on an annual basis with net revenues or as a result of a refinancing. Total interest of \$2,567,322 accrued on the advances for the year ended June 30, 2008. At June 30, 2008, these advances were \$42,772,242 and are reported as advances from other OCTA funds.

7. COMMITMENTS AND CONTINGENCIES

OPERATOR AGREEMENT

In connection with the purchase of the toll facility interest, OCTA entered into an operating agreement with Cofiroute Global Mobility (Cofiroute), to provide operating services in the annual amount of \$4,994,000 plus inflation for three initial years with two one-year extension options, subject to Board of Directors approval. The agreement was in effect from January 3, 2003 through January 2, 2006. Cofiroute is responsible for the day-to-day operations of the toll facility. On January 6, 2006, OCTA entered into a second operating agreement with Cofiroute, effective January 3, 2006 through January 2, 2011. The annual amount of the base contract is \$5,448,768 plus inflation adjustments after the first year. The agreement carries two two-year extension options through January 2, 2015, subject to Board of Directors approval.

LEASE COMMITMENTS

The 91 Express Lanes Fund is committed under two leases for office space. These leases are considered for accounting purposes to be operating leases. Lease expenses for the year ended June 30, 2008 were \$396,218.

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Future minimum payments for these leases approximate the following:

For the year ending June 30		
2009	\$	378,991
2010		387,953
2011		117,756
2012		121,293
2013		124,929
2014		31,461
	\$	<u>1,162,383</u>

8. SUBSEQUENT EVENTS

As mentioned in footnote 3, the OCTA Commingled Investment Pool held investments in Lehman Brothers Holding Inc. Medium Term Notes (MTN). As of September 30, 2008, the market value of the securities was 15.000% of par for the July 27, 2010 MTN and 13.125% for the January 24, 2013 MTN. Additionally, the OCTA Commingled Investment Pool and the 91 Express Lanes held investments in AIG and MBIA. On September 29 and 30, OCTA terminated and liquidated all investment agreements with AIG with no penalty. The MBIA investment was downgraded to AA by Standard and Poor's and A2 by Moody's Investor Services. The downgrades occurred on June 5, 2008 and June 19, 2008 respectively.

As mentioned in footnote 5, Lehman Brothers Holding Inc. filed for bankruptcy on September 15, 2008. As of October 1, 2008, Lehman Brothers did not fulfill its swap counterparty payment obligation in the amount of \$228,340 and is considered in default. OCTA is working with general counsel and bond counsel to determine the impact of the bankruptcy on OCTA's interest rate swap.

On August 11, 2008, the OCTA investment policy was amended to reflect investments in the 91 Express Lanes debt. Specifically, Issuer/Counter-Party Diversification Guidelines for OCTA's 91 Express Lanes Debt - OCTA can purchase all or a portion of the Orange County Transportation Authority's Toll Road Revenue Refunding Bonds (91 Express Lanes) Series B Bonds maturing December 15, 2030 providing the purchase does not exceed 25% of the maximum portfolio.