

Orange County Local Transportation Authority
(A Component Unit of the Orange
County Transportation Authority)

ANNUAL FINANCIAL AND
COMPLIANCE REPORT

Year Ended June 30, 2013

Orange County Local Transportation Authority
(A Component Unit of the Orange County Transportation Authority)

Audited Financial Statements

Year Ended June 30, 2013

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Orange County Local Transportation Authority
Orange, California

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of the Orange County Local Transportation Authority (OCLTA), a component unit of the Orange County Transportation Authority (OCTA), as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise OCLTA's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of OCLTA as of June 30, 2013 and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As described in Note 11 to the financial statements, OCLTA adopted Governmental Accounting Standards Board (GASB) Statement No. 62 – *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, GASB Statement No. 63 – *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position* and GASB Statement No. 65 – *Items Previously Reported as Assets and Liabilities*, effective July 1, 2012. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 9 and the budgetary comparison information on pages 34 and 35 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise OCLTA's basic financial statements. The debt service budgetary comparison schedule on page 36 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the debt service budgetary comparison schedule is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 31, 2013 on our consideration of OCLTA's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering OCLTA's internal control over financial reporting and compliance.



Laguna Hills, California

October 31, 2013

Orange County Local Transportation Authority
Management's Discussion and Analysis
(unaudited)
For the Fiscal Year Ended June 30, 2013

As management of the Orange County Local Transportation Authority (OCLTA), we offer readers of the OCLTA's financial statements this narrative overview and analysis of the OCLTA's Measure M financial activities for the fiscal year ended June 30, 2013. We encourage readers to consider the information on financial performance presented in conjunction with the financial statements that begin on page 10. All amounts, unless otherwise indicated, are expressed in thousands of dollars.

Financial Highlights

- Total net position of the OCLTA was \$310,122 and consisted of net investment in capital assets of \$723 restricted net position of \$18,974 and unrestricted net position of \$290,425.
- Beginning net position for Governmental Activities was restated \$2,432 due to the write off of debt issuance costs related to the implementation of GASB 65 and the contribution of donated land in fiscal year 2011-12 not recorded (see note 10). Net position decreased \$120,690 during fiscal year 2012-13. This decrease was primarily due to the transfer of land to the Commuter Urban Rail Endowment (CURE) fund offset by an increase in unearned revenue and sales tax revenue in excess of program costs.
- Total capital assets, net of accumulated depreciation, were \$723 at June 30, 2013. The decrease of \$183,343 is a direct result of the transfer of land to CURE.
- OCLTA's governmental funds reported combined ending fund balances of \$627,868 an increase of \$57,529 from the prior year. The increase is primarily due to an increase in sales tax revenue offset by a decrease in expenditures primarily related to the purchase of rolling stock in the prior fiscal year.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the OCLTA's basic financial statements, which are comprised of three components including government-wide financial statements, fund financial statements and notes to the financial statements. This report also contains required supplementary information in addition to the basic financial statements. Because the OCLTA is a governmental activity of the Orange County Transportation Authority (OCTA), governmental funds are used to account for its Measure M program activities. The basic financial statements include only the activities of the OCLTA.

Orange County Local Transportation Authority Management's Discussion and Analysis

Government-wide Financial Statements

The government-wide financial statements are designed to provide readers with a broad overview of the OCLTA's finances using the accrual basis of accounting, in a manner similar to a private-sector business.

The statement of net position presents information on all of the OCLTA's assets, deferred outflows, liabilities and deferred inflows, with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the OCLTA is improving or deteriorating.

The statement of activities presents information showing how the OCLTA's net position changed during the fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows.

The government-wide financial statements can be found on pages 10-11 of this report.

Fund Financial Statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. Fund accounting is used to ensure and demonstrate compliance with Measure M finance-related legal requirements. The OCLTA uses governmental funds.

Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements; however, governmental fund financial statements focus on near-term inflows and outflows of spendable resources and on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating the OCLTA's near-term financing requirements.

Since the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. As a result, readers may better understand the long-term impact of the OCLTA's near-term financing decisions. Both the governmental funds balance sheet and related statement of revenues, expenditures and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The OCLTA maintains two individual governmental funds which are considered to be major funds. Information is presented separately in the governmental funds balance sheet and in the related statement of revenues, expenditures and changes in fund balances for the OCLTA's major governmental funds.

Orange County Local Transportation Authority Management's Discussion and Analysis

The governmental funds financial statements can be found on pages 12-15 of this report.

Notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 16-33 of this report.

The OCLTA adopts an annual budget for its two funds. A budgetary comparison schedule has been provided for the LTA special revenue fund as required supplementary information on page 34 and the LTA debt service fund as other supplementary information on page 36 to demonstrate compliance with the annual appropriated budget.

Government-wide Financial Analysis

As noted previously, net position may serve over time as a useful indicator of the OCLTA's financial position. At June 30, 2013, the OCLTA's assets and deferred outflows exceeded liabilities and deferred inflows by \$310,122, a \$120,690 decrease from June 30, 2012. Our analysis below focuses on the net position (Table 1) and changes in net position (Table 2) of the OCLTA's governmental activities.

Current and other assets increased by \$62,978 or 9% from June 30, 2012. The increase is primarily due to cash received from Prop 1B grants and increased sales tax revenue over expenditures.

Capital assets decreased \$183,343 primarily due to the transfer of land to the CURE fund.

Restricted net position, which is resources subjected to external restrictions on how they may be used, increased \$6,972 from June 30, 2012 due to activity in bond principal and interest accounts.

Unrestricted net position represents the portion of net position that is available for general use as specified in the M1 and M2 programs without constraints established by debt covenants, enabling legislation, or other legal requirements. Unrestricted net position from governmental activities changed from \$234,744 at June 30, 2012 to \$290,425 at June 30, 2013. This increase was primarily due to the increase in unearned revenue and sales tax revenue over expenditures.

**Orange County Local Transportation Authority
Management's Discussion and Analysis**

Table 1
Orange County Local Transportation Authority
Net Position

	Governmental Activities	
	2013	2012
Current and other assets, as restated	\$ 783,814	\$ 720,836
Capital assets, net	723	184,066
Total assets, as restated	784,537	904,902
Current liabilities	124,039	116,701
Long-term liabilities	350,376	357,389
Total liabilities	474,415	474,090
Net position:		
Invested in capital assets, net of related debt	723	184,066
Restricted	18,974	12,002
Unrestricted, as restated	290,425	234,744
Total net position, restated	\$ 310,122	\$ 430,812

Governmental activities decreased the OCLTA's net position by \$120,690. Sales taxes, which ultimately financed a significant portion of the OCLTA's net costs, increased by \$12,842, or 5%, from the prior year as a result of continued improvement in the economy. Operating grants and contributions decreased \$23,525, or 16.4%, from the prior year primarily due to reimbursements for rolling stock received in the prior fiscal year.

OCLTA expenses shown on the statement of activities consist of:

	Governmental Activities	
	2013	2012
Supplies and services	\$ 41,623	\$ 49,059
Contributions to other local agencies	117,138	179,647
Infrastructure	134,049	86,366
Depreciation expense	39	40
Interest expense, as restated	21,818	21,830
Transfer to other OCTA funds	186,124	2,683
Total expenses, as restated	\$500,791	\$ 339,625

Total expenses increased \$161,166, or 47% from the prior year primarily due to the transfer of land to the CURE Fund. The increase was offset by a decrease in contributions to other local agencies primarily related to the Anaheim Regional Transportation Intermodal Center (ARTIC) contribution in the prior fiscal year.

**Orange County Local Transportation Authority
Management's Discussion and Analysis**

Table 2
Orange County Local Transportation Authority
Changes in Net Position

	Governmental Activities	
	2013	2012
Revenues:		
Program revenues:		
Charges for services	\$ 371	\$ 664
Operating grants and contributions, as restated	119,894	143,419
General revenues:		
Sales taxes	264,974	252,132
Unrestricted investment earnings	9,617	12,158
Other miscellaneous revenue	20	-
Total revenues, as restated	<u>394,876</u>	<u>408,373</u>
Expenses:		
Measure M program, as restated	500,791	339,625
Indirect expense allocation	14,775	15,314
Increase/(decrease) in net position	(120,690)	53,434
Net position - beginning, as restated	430,812	377,378
Net position - end of year	<u>\$ 310,122</u>	<u>\$ 430,812</u>

Financial Analysis of the OCLTA's Funds

As of June 30, 2013, the OCLTA's governmental funds reported combined ending fund balances of \$627,868, an increase of \$57,529 compared to fiscal year 2011-12. The majority of fund balances, 90%, are assigned for transportation programs related to Measure M projects. Fund balance of \$18,974 is restricted for debt service on M2 sales tax revenue bonds issued to accelerate funding for M2 projects. The remaining fund balance of \$42,905 is considered nonspendable as the funds have been deposited with the State for condemnation deposits and an advance payment to the City of Anaheim for the ARTIC project.

OCLTA's major governmental funds include the following significant changes:

The LTA fund increased by \$50,557, primarily due to an increase Prop 1B grants and sales tax revenue due to the continued improvement in the economy, offset by a decrease in expenditures.

**Orange County Local Transportation Authority
Management's Discussion and Analysis**

Capital Asset and Debt Administration

Capital Assets

As of June 30, 2013, the OCLTA had \$723 net of accumulated depreciation. The investment in capital assets includes improvements and machinery.

A summary of the OCLTA's capital assets, net of depreciation, follows:

	Governmental Activities	
	2013	2012
Land	\$ -	\$183,304
Improvements	1,086	1,086
Machinery	32	32
Total capital assets	1,118	184,422
Less accumulated depreciation	(395)	(356)
Total capital assets, net	\$ 723	\$ 184,066

More detailed information about the OCLTA's capital assets is presented in note 6 to the financial statements.

OCTA has outstanding capital expenditure commitments, the most significant of which are: \$97,299 for the ARTIC, \$45,137 for the Orangethorpe Grade Separation project, \$28,068 for the Tustin Ave. Grade Separation project, \$41,193 for the MSEP, \$20,789 for an HOV lane on I-5 from PCH to San Juan Creek Road, \$14,263 for the Kraemer Boulevard Grade Separation project, and \$14,000 for the SR91/SR55/Tustin Interchange lane extension and reconstruction.

Debt Administration

As of June 30, 2013, the OCLTA had \$371,160 in sales tax revenue bonds and commercial paper notes outstanding, as follows:

	Governmental Activities	
	2013	2012
Sales tax revenue bonds	\$346,160	\$352,570
Commercial paper notes	25,000	25,000
Totals	\$371,160	\$377,570

The OCLTA maintains an "AA+" rating from Standard & Poor's Corporation (S & P), an "AA+" rating from Fitch Ratings (Fitch) and an "Aa2" rating from Moody's Investors Services (Moody's) for its M2 Sales Tax Revenue Bonds.

Additional information on the OCLTA's short-term debt and long-term debt can be found in notes 7 and 8 to the financial statements, respectively.

Orange County Local Transportation Authority Management's Discussion and Analysis

Economic and Other Factors

The OCLTA includes the Measure M program half cent sales tax which has delivered on promises made to the residents of Orange County in 1990, with over \$4 billion invested in improvements to freeways, streets and roads and transit services. M1 ended March 2011, and collection of sales tax under M2 began in April 2011. M2 was overwhelmingly approved by the voters of Orange County in 2006 because of the tangible results that were realized through M1. The passage of M2 has allowed for the continuation of transportation improvements for 30 more years. In an effort to expedite transportation projects, the OCTA Board approved the M2 Early Action Plan (EAP) in 2007, paving the way for financing projects in 2007 through 2012. In July 2010 the Board approved the comprehensive Capital Action Plan (CAP). The CAP expanded the scope of the EAP to include other priority OCTA capital projects.

All major elements of the Board directed EAP and CAP are nearing completion. In September 2012, the Board adopted a new plan, M2020, outlining the projects and programs for all modes that can be accomplished between now and the year 2020.

M2020 presents strategies to accelerate Measure M2 improvements by delivering early on promises made to the voters. Accelerating projects offers advantages including leveraging today's favorable bidding environment and low debt costs, minimizing the risk of future inflation, and bringing mobility improvements sooner. This plan also sets OCTA on a course to go beyond the early implementation projects if additional external funds can be secured.

M2020 projects include freeway improvements projects, transit capital projects, and rail transit projects. These and other critical capital projects will be captured in a more comprehensive capital program document that will continue to ensure coordinated project delivery and decision making with respect to resource management, funding, and procedures.

The OCLTA adopted its fiscal year 2013-14 annual budget on June 10, 2013. This \$728.6 million balanced budget includes both M1 and M2. The M1 budget totals \$66.7 million and includes payments to cities and the County of Orange competitive programs and construction on the West County Connectors. The M2 budget totals \$661.9 million and includes funds for the grade separation projects, payments to cities and the County of Orange for the fair share, environmental mitigation, ARTIC projects and work related to several freeway projects that have been identified in the Board-approved CAP and M2020.

Contacting the OCLTA's Management

This financial report is designed to provide a general overview of the OCLTA's finances for all those with an interest in the OCLTA's finances and to demonstrate OCLTA accountability for the money it receives. Questions concerning any of the information provided in this report or requests for additional information should be addressed to the Finance and Administration Division of the Orange County Transportation Authority, 550 South Main Street, P.O. Box 14184, Orange, California 92863-1584.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
(A Component Unit of the Orange County Transportation Authority)
Statement of Net Position
June 30, 2013

<i>(amounts expressed in thousands)</i>	Governmental Activities
Assets	
Cash and investments	\$ 630,088
Receivables:	
Interest	1,527
Operating grants	11,301
Other	395
Due from other governments	86,542
Condemnation deposits	36,905
Other assets	6,000
Assets held for resale	11,056
Capital assets:	
Depreciable, net	723
Total Assets	784,537
Liabilities	
Accounts payable	28,588
Accrued interest payable	8,276
Due to other OCTA funds	333
Due to other governments	35,638
Unearned revenue	21,541
Other liabilities	25
Advance from other OCTA funds	4,638
Commercial paper notes	25,000
Noncurrent liabilities:	
Due within one year	6,600
Due in more than one year	343,776
Total Liabilities	474,415
Net Position	
Net Investment in capital assets	723
Restricted for:	
Debt service	18,974
Unrestricted for:	
Measure M program	290,425
Total Net Position	\$ 310,122

See accompanying notes to the financial statements.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
(A Component Unit of the Orange County Transportation Authority)
Statement of Activities
Year Ended June 30, 2013

<i>(amounts expressed in thousands)</i>	Expenses	Indirect Expense Allocation	Program Revenues		Net (Expense) Revenue and Changes in Net Position
			Charges for Services	Operating Grants and Contributions	
Program governmental activities:					
Measure M program	\$ 500,791	\$ 14,775	\$ 371	\$ 119,894	\$ (395,301)
Total governmental activities	500,791	14,775	371	119,894	(395,301)
General revenues:					
Sales taxes					264,974
Unrestricted investment earnings					9,617
Other miscellaneous revenue					20
Total general revenues					274,611
Change in net position					(120,690)
Net position - beginning as restated					430,812
Net position - ending					\$ 310,122

See accompanying notes to the financial statements.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
(A Component Unit of the Orange County Transportation Authority)
Balance Sheet - Governmental Funds
June 30, 2013

<i>(amounts expressed in thousands)</i>	LTA	LTA Debt Service	Total OCLTA
Assets			
Cash and investments	\$ 611,115	\$ 18,973	\$ 630,088
Receivables:			
Interest	1,526	1	1,527
Operating grants	11,301	-	11,301
Other	395	-	395
Due from other governments	83,947	-	83,947
Condemnation deposits	36,905	-	36,905
Other assets	6,000	-	6,000
Total Assets	\$ 751,189	\$ 18,974	\$ 770,163
Liabilities			
Accounts payable	\$ 28,588	\$ -	\$ 28,588
Due to other OCTA funds	333	-	333
Due to other governments	35,638	-	35,638
Unearned revenue	21,541	-	21,541
Other liabilities	25	-	25
Advance from OCTA	4,638	-	4,638
Commercial paper notes	25,000	-	25,000
Total Liabilities	115,763	-	115,763
Deferred Inflows of Resources			
Unavailable revenue - grant reimbursements	26,532	-	26,532
Total Deferred Inflows of Resources	26,532	-	26,532
Fund Balances			
Nonspendable:			
Condemnation deposits	36,905	-	36,905
Other assets	6,000	-	6,000
Restricted for:			
Debt service	-	18,974	18,974
Assigned to:			
Transportation programs	565,989	-	565,989
Total Fund Balances	608,894	18,974	627,868
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$ 751,189	\$ 18,974	\$ 770,163

See accompanying notes to the financial statements.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
(A Component Unit of the Orange County Transportation Authority)
Reconciliation of the Balance Sheet of Governmental Funds
to the Statement of Net Position
June 30, 2013

(amounts expressed in thousands)

Amounts reported for governmental activities in the Statement of Net Position (page 10) are different because:

Total fund balances (page 12)	\$	627,868
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.		723
Interest receivable on the Build America Bonds is not reported in the funds.		2,595
Assets held for resale are not financial resources and, therefore, are not reported in the funds.		11,056
Earned but unavailable revenue is not available to liquidate current liabilities and, therefore, is deferred in the funds.		26,532
Interest payable on bonds outstanding is not due and payable in the current period and, therefore, is not reported in the funds.		(8,276)
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.		<u>(350,376)</u>
Net position of governmental activities (page 10)	\$	<u><u>310,122</u></u>

See accompanying notes to the financial statements.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
(A Component Unit of the Orange County Transportation Authority)
Statement of Revenues, Expenditures and Changes in Fund Balances
Governmental Funds
Year Ended June 30, 2013

<i>(amounts expressed in thousands)</i>	LTA	LTA Debt Service	Total OCLTA
Revenues			
Sales taxes	\$ 264,974	\$ -	\$ 264,974
Contributions from other agencies	121,870	-	121,870
Interest	2,644	6,973	9,617
Miscellaneous	391	-	391
Total Revenues	389,879	6,973	396,852
Expenditures			
Current:			
General government:			
Supplies and services	56,398	-	56,398
Transportation:			
Contributions to other local agencies	117,138	-	117,138
Capital outlay	134,049	-	134,049
Debt service:			
Principal payments on long-term debt	-	6,410	6,410
Interest	126	22,383	22,509
Total Expenditures	307,711	28,793	336,504
Excess (deficiency) of revenues over (under) expenditures	82,168	(21,820)	60,348
Other financing sources (uses)			
Transfers in	-	28,792	28,792
Transfers from OCTA	1	-	1
Transfers out	(28,792)	-	(28,792)
Transfers to OCTA	(2,820)	-	(2,820)
Total other financing sources (uses)	(31,611)	28,792	(2,819)
Net change in fund balances	50,557	6,972	57,529
Fund balances - beginning	558,337	12,002	570,339
Fund balances - ending	\$ 608,894	\$ 18,974	\$ 627,868

See accompanying notes to the financial statements.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
(A Component Unit of the Orange County Transportation Authority)
Reconciliation of the Statement of Revenues, Expenditures and Changes in
Fund Balances of Governmental Funds to the Statement of Activities
Year Ended June 30, 2013

(amounts expressed in thousands)

Amounts reported for governmental activities in the Statement of Activities (page 11) are different because:

Net change in fund balances - total governmental funds (page 14)	\$ 57,529
Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation and amortization expense. This is the amount by which capital outlays exceeded depreciation in the current period.	(39)
Transfer rail assets to the Commuter Urban Rail Endowment Fund	(183,304)
Revenues in the statement of activities that do not provide current financial resources are not reported as revenue in the funds.	(1,975)
The issuance of long-term debt (e.g., bonds) provides current financial resources to governmental funds, while the repayment of principal of long-term debt consumes current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.	7,099
Change in net position of governmental activities (page 11)	\$ (120,690)

See accompanying notes to the financial statements.

Orange County Local Transportation Authority
(A Component Unit of the Orange County Transportation Authority)

Notes to The Financial Statements

Year Ended June 30, 2013

(in thousands)

1. Summary of Significant Accounting Policies

Reporting Entity

In November 1990, Orange County voters approved the Revised Traffic Improvement and Growth Management Ordinance, known as Measure M. This implemented a one-half of one percent retail transaction and use tax to fund a specific program of transportation improvements in Orange County. The Orange County Local Transportation Authority (OCLTA) is responsible for administering the proceeds of the Measure M sales tax program. The original Measure M Program (M1) commenced on April 1, 1991 for a period of 20 years. Under M1, funds are required to be distributed to four modes: freeways, regional streets and roads, local streets and roads, and transit.

On November 7, 2006, Orange County voters approved the renewal of Measure M for a period of 30 more years from April 1, 2011 to March 31, 2041. Renewed Measure M (M2) allocates funds to freeway, street and road, transit, and environmental improvements.

On June 20, 1991, under the authority of Senate Bill 838, the Orange County Transportation Authority (OCTA) was formed as a special district by merging several agencies and funds, including the OCLTA, a component unit of the OCTA. Accordingly, the OCLTA's financial activities are included with the financial activities of OCTA for financial reporting purposes.

The OCTA governing board (Board) consists of 17 voting members and functions as the OCLTA governing board. Measure M requires that an eleven-member Taxpayer's Oversight Committee (TOC) monitors the use of Measure M funds and ensures that all revenue collected from Measure M is spent on voter-approved transportation projects.

These financial statements include only the activities of the OCLTA, a component unit of the OCTA. These financial statements are not intended to present the activities of OCTA.

Basis of Presentation

The OCLTA's basic financial statements consist of government-wide statements, including a statement of net position and a statement of activities, and fund financial statements which provide a more detailed level of financial information.

Government-wide Statements: The statement of net position and the statement of activities report information on all of the OCLTA. The effect of significant interfund activity has been removed from these statements. The OCLTA provides only governmental activities which are supported principally by sales taxes.

Orange County Local Transportation Authority
Notes to The Financial Statements

Year Ended June 30, 2013
(in thousands)

The statement of activities demonstrates the degree to which the OCLTA Measure M program expenses are offset by program revenues. Program expenses include direct expenses, which are clearly identifiable with Measure M, and allocated indirect expenses. Interest expense related to the sales tax revenue bonds and commercial paper is reported as a direct expense of the Measure M program. The borrowings are considered essential to the creation or continuing existence of the Measure M program. For the year ended June 30, 2013, interest expense of \$21,820 was included in Measure M program costs. Program revenues include: 1) charges to customers or applicants who purchase, use, or directly benefit from services or privileges provided by Measure M; and 2) grants and contributions that are restricted to meeting the operational or capital requirements of the Measure M program. Taxes and other items, which are properly not included among program revenues, are reported instead as general revenues.

Fund Financial Statements: The fund financial statements provide information about the OCLTA's governmental funds. The OCLTA considers all of its Measure M funds as major governmental funds. They are comprised of the following:

- *Local Transportation Authority (LTA) Fund* - This fund is the general operating fund for the OCLTA and accounts for revenues received and expenditures made for the implementation of the Orange County Traffic Improvement and Growth Management Plan. Financing is provided by a one-half percent sales and use tax assessed for 20 years pursuant to Measure M, which became effective April 1, 1991, and was recently renewed for an additional 30 years from April 1, 2011 to March 31, 2041. The Measure M ordinance requires that sales tax revenues only be expended on projects included in the ordinance. A decision to use the revenues for any other purpose must be put to the voters in another election.
- *LTA Debt Service Fund* - This fund accounts for the resources accumulated and payments made for principal and interest on long-term debt of the OCLTA.

Measurement Focus and Basis of Accounting

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned, and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the OCLTA considers revenues to be available if they are collected within 90 days of the end of the fiscal period. Expenditures generally are recorded when a liability is incurred; however, principal and interest expenditures on long-term debt of governmental funds are recorded only when payment is due.

Orange County Local Transportation Authority
Notes to The Financial Statements

Year Ended June 30, 2013
(in thousands)

Those revenues susceptible to accrual are sales taxes collected and held by the state at year-end on behalf of the OCLTA, intergovernmental revenues and interest revenue. In applying the susceptible-to-accrual concept to intergovernmental revenues, there are essentially two types of revenues. In one, monies must be expended on the specific purpose or project before any amounts will be paid to the OCLTA; therefore, revenues are recognized based upon the expenditures incurred. In the other, monies are virtually unrestricted and are usually revocable only for failure to comply with prescribed requirements. These resources are reflected as revenues at the time of receipt, or earlier if the susceptible-to-accrual criteria are met.

Cash and Investments

The OCLTA maintains cash and investments in a pool with other OCTA cash and investments and in accordance with the Annual Investment Policy (AIP) originally adopted by the Board on May 8, 1995, and most recently amended June 10, 2013. The AIP complies with, or is more restrictive than, the California Government Code (Code). Separate investment manager accounts are maintained for the proceeds of bond issues, with the earnings for each bond issue accounted for separately. Pooled cash and investment earnings are allocated based on average daily dollar account balances.

Investments in U.S. government and U.S. agency securities, medium term notes, repurchase agreements, variable and floating rate securities, commercial paper, 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. Treasury mutual funds are carried at fair value based on each fund's share price. The Orange County Investment Pool (OCIP) is carried at fair value based on the value of each participating dollar as provided by the OCIP. The state-managed Local Agency Investment Fund (LAIF) is carried at fair value based on the value of each participating dollar as provided by LAIF.

The AIP requires that assets in the portfolio consist of the following investments, with maximum permissible concentrations based on book value, and may be more restrictive than applicable state statutes for the following investment types: OCTA notes and bonds, U.S. treasuries, federal instrumentality securities, federal agencies, State of California and local agency obligations, bankers acceptance, commercial paper, negotiable certificates of deposit, repurchase agreements, medium-term maturity corporate securities, money market funds, other mutual funds, mortgage or asset-backed securities, LAIF, OCIP, variable and floating rate securities and bank deposits. Investment agreements are also allowed for bond issues.

Interfund Transactions

During the course of operations, numerous transactions occur between individual funds involving goods provided or services rendered and transfers of revenues from funds authorized to receive the revenue to funds authorized to expend it. Outstanding interfund balances are reported as due to/from other funds. Any residual balances outstanding

Orange County Local Transportation Authority
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between the Measure M program governmental activities and other OCTA funds are reported in the government-wide financial statements as due to/from other OCTA funds.

OCTA allocates indirect costs related to administrative services from certain funds to benefiting funds. For fiscal year 2012-13, \$14,775 of administrative services were charged to the OCLTA and are reported as general government expenditures in the governmental funds.

Assets Held for Resale

OCLTA holds title to property in connection with the purchase of rights-of-way for infrastructure not held by OCLTA (see above). These assets are reported as assets held for resale in the government-wide financial statements and will be sold and the proceeds reimbursed to the project that funded the expenditure.

Capital Assets

Capital assets including land, right-of-way improvements, and machinery and equipment, are reported in the government-wide financial statements. Capital assets are defined by the OCLTA as assets with an initial, individual cost of more than \$5 and a useful life exceeding one year. Assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation. The costs of normal maintenance and repairs that do not add to the value of an asset or materially extend an asset's life are not capitalized.

Freeway construction and certain purchases of right-of-way property, for which title vests with the California Department of Transportation (Caltrans), are included in capital outlay. Infrastructure consisting primarily of freeway construction and right-of-way acquisition is not recorded as a capital asset in those instances where the OCLTA does not intend to maintain or operate the property when complete.

Right-of-way improvements and machinery and equipment are depreciated using the straight line method over the following estimated useful lives:

<u>Asset Type</u>	<u>Useful Life</u>
Right-of-way improvements	10-30 years
Machinery and equipment	3-10 years

Long-Term Debt

In the government-wide financial statements, long-term debt is reported as a liability in the statement of net position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the straight-line method, which approximates the effective interest method. Bonds payable are reported net of the applicable bond premium or discount.

Orange County Local Transportation Authority
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(in thousands)

In the fund financial statements, governmental funds recognize bond premiums and discounts, as well as bond issuance costs, in the current period. The face amount of debt is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources, while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

Contributions to Other Agencies

Contributions to other agencies primarily represent sales tax revenues received by the OCLTA disbursed to cities for competitive projects, the local fair share program, and the senior mobility program, and to other agencies for projects which are in accordance with the Measure M ordinance.

Net Position

In the government-wide financial statements, net position represents the difference between assets and liabilities and is classified into three categories:

- *Net investment in capital assets* - This balance reflects the net position of the OCLTA that is invested in capital assets. This net position is generally not accessible for other purposes.
- *Restricted net position* - This balance represents net position that is not accessible for general use because their use is subject to restrictions enforceable by third parties. The government-wide statement of net position reports net position restricted by external parties for debt service.
- *Unrestricted net position* - This balance represents the net position that is available for general use as specified in the M1 and M2 programs.

Fund Balances

The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which OCLTA is bound to honor constraints on the specific purposes for which amounts can be spent.

The classifications used in the governmental fund financial statements are as follows:

- *Nonspendable* - amounts that cannot be spent either because they are not in spendable form or because they are legally or contractually required to be maintained intact.
- *Restricted* - amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally imposed by creditors, grantors, contributors, or the laws or regulations of other governments.

Orange County Local Transportation Authority
Notes to The Financial Statements

Year Ended June 30, 2013
(in thousands)

- *Assigned* – amounts that do not meet the criteria to be classified as restricted or committed but that are intended to be used for specific purposes. OCLTA’s assigned fund balance represents the remaining amounts reported in governmental funds. The Board retains the authority to assign fund balance.

When both restricted and unrestricted resources are available for use, it is OCLTA’s policy to use restricted resources first and then unrestricted resources as they are needed. When using unrestricted fund balance amounts, OCLTA applies the default established by GASB 54, whereby the committed amounts would be reduced first followed by the assigned amounts.

Use of Estimates

The preparation of 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.

2. Reconciliation of Government-wide and Fund Financial Statements

Explanation of Certain Differences Between the Governmental Funds Balance Sheet and the Government-wide Statement of Net Position

The governmental funds balance sheet includes a reconciliation between fund balances - total governmental funds and net position - governmental activities as reported in the government-wide statement of net position.

One element of that reconciliation explains that “Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.” The details of this \$723 difference are as follows:

Capital assets	\$ 1,118
Less accumulated depreciation	(395)
Net adjustment to increase fund balances - total governmental funds to arrive at net position - governmental activities	<u>\$ 723</u>

Another element of that reconciliation explains that “Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.” The details of this \$(350,376) difference are as follows:

Bonds payable	\$ (346,160)
Plus unamortized bond issuance premium (to be amortized to interest expense)	(4,216)
Net adjustment to decrease fund balances - total governmental funds to arrive at net position - governmental activities	<u>\$ (350,376)</u>

Orange County Local Transportation Authority
Notes to The Financial Statements

Year Ended June 30, 2013
(in thousands)

Explanation of Certain Differences Between the Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances and the Government-wide Statement of Activities

The governmental funds statement of revenues, expenditures and changes in fund balances includes a reconciliation between net changes in fund balances - total governmental funds and change in net position - governmental activities as reported in the government-wide statement of activities.

One element of that reconciliation states that "The issuance of long-term debt (e.g., bonds) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the effect of premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities." The details of this \$7,099 difference are as follows:

Bonds payable	\$ 6,410
Change in accrued interest	86
Amortization of premium	603
	<hr/>
Net adjustment to increase net change in fund balances - total governmental funds to arrive at change in net position - governmental activities	\$ 7,099
	<hr/> <hr/>

3. Cash and Investments

Cash and investments are comprised of the following at June 30, 2013:

Investments:	
With OCTA Commingled Investment Pool	\$ 451,490
With Trustee	178,598
	<hr/>
Total cash and investments	\$ 630,088
	<hr/> <hr/>

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

Cash and Investments	\$ 630,088
	<hr/>
Total Cash and Investments	\$ 630,088
	<hr/> <hr/>

Orange County Local Transportation Authority
Notes to The Financial Statements

Year Ended June 30, 2013
(in thousands)

As of June 30, 2013, OCLTA had the following investments:

Investment	Fair Value	Principal	Interest Rate Range	Yield	Maturity Range	Weighted Average Maturity (Years)
OCTA Commingled Investment Pool	\$451,490	\$454,496	Discount .125%-7.375%	.010% - 5.927%	7/1/13- 6/1/18	1.93
U.S. Treasuries	9,527	9,534	.25% - 1.75%	.119% - .184%	3/31/14	.75
U.S. Agency Notes	53,966	54,056	Discount 23%-4.125%	.112% - .400%	8/1/13- 3/20/17	1.07
Medium Term Notes	13,156	13,232	1.125%- 7.375%	.232% - .960%	8/27/13- 3/17/14	.45
Mortgage and Asset Backed Securities	4,510	4,586	.43%-6.5%	.150% - 3.492%	6/23/14- 4/17/17	2.06
Variable Rate Notes	2,738	2,740	Variable	.227% - .532%	11/8/13- 5/27/16	.75
Money Market & Mutual Funds	88,705	88,705	Variable	.040%	7/1/13	1 Day
Commercial Paper	5,996	5,996	Discount	.120% - .240%	8/21/13- 10/23/13	.24
Total Investments	<u>\$630,088</u>	<u>\$633,345</u>				
Portfolio Weighted Average Maturity						1.72

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. 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. In accordance with the OCTA investment policy, amounts restricted for debt service reserves are invested in accordance with the maturity provision of their specific indenture, which may extend beyond five years.

As of June 30, 2013, OCLTA was a participant in OCTA's commingled investment pool which had mortgage and asset-backed securities totaling \$41,889. 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 statistical rating organizations (NRSROs).

Orange County Local Transportation Authority
Notes to The Financial Statements

Year Ended June 30, 2013
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As of June 30, 2013, OCTA's commingled investment pool and OCLTA held the following variable rate notes (LIBOR refers to the London Interbank Offered Rate):

Investment	Fair Value	Coupon Multiplier	Coupon Reset Date
American Express	\$ 1,009	LIBOR + 59 basis points	Quarterly
Apple	1,319	LIBOR + 5 basis points	Quarterly
Apple	1,085	LIBOR + 25 basis points	Quarterly
Bank of America	758	LIBOR + 82 basis points	Quarterly
BB&T Corporation	622	LIBOR + 70 basis points	Quarterly
Credit Suisse	907	LIBOR + 96 basis points	Quarterly
Daimler Finance	722	LIBOR + 78 basis points	Quarterly
Goldman Sachs	652	LIBOR + 100 basis points	Quarterly
Goldman Sachs	1,080	LIBOR + 120 basis points	Quarterly
JP Morgan Chase	2,036	LIBOR + 90 basis points	Quarterly
Mass Mutual Global	751	LIBOR + 16 basis points	Quarterly
Merck & Co. Bonds	858	LIBOR + 36 basis points	Quarterly
National Rural Utilities	329	LIBOR + 25 basis points	Quarterly
NBC Universal	612	LIBOR + 53.7 basis points	Quarterly
Principal Life Income	751	LIBOR + 18 basis points	Quarterly
Target	1,102	LIBOR + 17 basis points	Quarterly
Toronto Dominion	1,100	LIBOR + 18 basis points	Quarterly
VF Corporate Notes	500	LIBOR + 75 basis points	Quarterly
Total Variable Rate Notes	\$ 16,193		

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 safekeeping agent. At June 30, 2013, 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 NRSROs: 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

Orange County Local Transportation Authority
Notes to The Financial Statements

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rated no less than an “A” by two of the three rating services. LAIF and the OCTA Commingled Investment Pool are not rated.

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, 2013. (NR means Not Rated, US means obligation of the United States (U.S.) government or obligations explicitly guaranteed by the U. S. government):

Investments	S&P	Moody’s	Fitch	% of Portfolio
OCTA Commingled Investment Pool	NR	NR	NR	71.69%
Held by Trustee:				
U.S. Treasuries	US	US	US	1.51%
U.S. Agency Notes:				
Notes	AA	Aaa	AAA	8.55%
Medium Term Notes:				
Corporate Notes	AA	Aa	A	0.17%
Corporate Notes	AA	Aa	NR	0.08%
Corporate Notes	AA	A	A	0.29%
Corporate Notes	A	Aa	AA	0.16%
Corporate Notes	A	A	AA	0.12%
Corporate Notes	A	A	A	1.03%
Corporate Notes	A	A	NR	0.24%
Mortgage and Asset Backed Securities:				
Securities	AAA	Aaa	NR	0.15%
Securities	AAA	NR	AAA	0.16%
Securities	AA	Aaa	AAA	0.01%
Securities	NR	Aaa	AAA	0.40%
Variable Rate Notes:				
Notes	AA	Aa	AA	0.12%
Notes	A	Aa	AA	0.12%
Notes	A	A	A	0.14%
Notes	A	A	NR	0.05%
Money Market and Mutual Funds:				
Funds	AAA	Aaa	AAA	3.01%
Funds	AAA	Aaa	NR	11.05%
Commercial Paper:				
Various	A-1	P-1	F1	0.79%
Various	A-1	P-1	F3	0.16%
Total				100%

Orange County Local Transportation Authority
Notes to The Financial Statements

Year Ended June 30, 2013
(in thousands)

Concentration of Credit Risk

At June 30, 2013, OCTA did not exceed the AIP maximum concentrations as stated below:

Issuer/Counter-Party Diversification Guidelines for All Securities Except Federal Agencies, Federal Instrumentalities, Investment Agreements, Repurchase Agreements and 91 Express Lanes Debt.

- 5% for any one corporation, bank, local agency, special purpose vehicle or other corporate name for one or more series of securities.

Issuer/Counter-Party Diversification Guidelines for Federal Agencies, Federal Instruments and Repurchase Agreements.

- 35% for any one Federal Agency or Federal Instrumentalities.
- 50% for any one repurchase agreement counter-party name if the maturity/term is less than or equal to 7 days.
- 35% for any one repurchase agreement counter-party name if the maturity/term is greater than 7 days.

Investment in State Investment Pool

OCTA is a voluntary participant in LAIF which is regulated by the California Government Code. The Investment Advisory Board provides oversight for LAIF, consisting of five members as designated by statute, which includes the Treasurer of the State of California. The fair value of OCTA's investment in this pool is reported in the accompanying financial statements based upon OCTA's pro-rata share of the fair value provided by LAIF for the entire LAIF portfolio (in relation to the amortized cost of that portfolio). The balance available for withdrawal is based on the accounting records maintained by LAIF, which are recorded on an amortized cost basis.

4. Due From/To Other Governments

Amounts due from other governments as of June 30, 2013 are \$86,542 and are comprised of \$50,845 of sales taxes, \$32,976 for project reimbursements and \$784 related to other miscellaneous transactions.

Amounts due to other governments as of June 30, 2013 are \$35,638 and are comprised of \$37,159 for transportation projects and \$1,249 other miscellaneous transactions.

Orange County Local Transportation Authority
Notes to The Financial Statements

Year Ended June 30, 2013
(in thousands)

5. Related Party Transactions and Interfund Transfers

Related party transactions:

During fiscal year 2012-13, transfers of \$2,820 from OCLTA to OCTA were made for the fare stabilization and senior mobility programs. Additionally, \$183,304 of rail capital assets was transferred to the CURE fund. OCTA also transferred \$1 to OCLTA as contributions for program expenditures.

OCTA advanced monies to OCLTA to cover expenditures such as election costs, administrative costs, and accrued interest. Interest accrues monthly at an interest rate representing OCTA's rate of return on short-term investments, adjusted each July (1.43% for fiscal year 2012-13). As of June 30, 2013, OCLTA owes OCTA \$4,638.

Interfund Transfers:

During fiscal year 2012-13, the LTA Fund transferred \$28,792 to the LTA Debt Service Fund for debt service payments.

6. Capital Assets

Capital assets activity for the OCLTA governmental activities for the year ended June 30, 2013 was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets, not being depreciated:				
Land	\$ 183,304	\$ -	\$ (183,304)	\$ -
Total Measure M capital assets, not being depreciated	183,304	-	(183,304)	-
Capital assets, being depreciated:				
Right-of-way improvements	1,086	-	-	1,086
Machinery and equipment	32	-	-	32
Total capital assets, being depreciated	1,118	-	-	1,118
Less accumulated depreciation for:				
Right-of-way improvements	(335)	(36)	-	(371)
Machinery and equipment	(21)	(3)	-	(24)
Total accumulated depreciation	(356)	(39)	-	(395)
Total Measure M capital assets, being depreciated, net	762	(39)	-	723
Total Measure M capital assets, net	\$ 184,066	\$ (39)	\$ (183,304)	\$ 723

Depreciation expense charged to the Measure M program was \$39.

Orange County Local Transportation Authority
Notes to The Financial Statements

Year Ended June 30, 2013
(in thousands)

7. Short-Term Debt

On January 28, 2008, OCLTA was authorized to issue up to \$400,000 in Renewed Measure M Subordinate Tax-Exempt Commercial Paper Notes Series A and Series B (M2 Notes). As a requirement for the issuance of the M2 Notes, OCTA entered into an irrevocable direct-pay Letter of Credit and Reimbursement Agreement issued on a several and not joint basis with Dexia Credit Local, Bank of America, N.A., BNP Paribas, and JP Morgan Chase Bank, National Association as liquidity support for the M2 Notes.

In December 2010, OCLTA issued taxable and tax-exempt sales tax revenue bonds for the M2 program (see note 8). \$75,000 of the bonds issued was used to pay down the M2 Notes, bringing the outstanding balance to \$25,000. The M2 Notes program and supporting Letter of Credit were reduced from \$400,000 to \$50,000.

In October 2011, the Board approved the selection of JP Morgan Chase Bank, N.A. (JP Morgan) to serve as the successor Letter of Credit provider for the M2 Notes. The JP Morgan Letter of Credit expires in November 2014.

As of June 30, 2013, OCLTA had outstanding M2 Notes in the amount of \$25,000. Interest is payable on the respective maturity dates of the M2 Notes, which are the earlier of 270 days from date of issuance or program termination. The maximum allowable interest rate on the M2 Notes is 12.0%. The average issuance rate during fiscal year 2012-13 was 0.18%.

Changes in Short-Term Debt

Short-term debt activity for the year ended June 30, 2013, was as follows:

	Beginning Balance	Issued	Redemptions	Ending Balance
Tax exempt commercial paper – M2	\$ 25,000	\$ 100,000	\$ 100,000	\$ 25,000
Total short-term debt	\$ 25,000	\$ 100,000	\$ 100,000	\$ 25,000

8. Long-Term Debt

Sales Tax Revenue Bonds

On December 9, 2010, OCLTA issued \$293,540 in Measure M2 Sales Tax Revenue Bonds, 2010 Series A (Taxable Build America Bonds) and \$59,030 in 2010 Series B (Tax-Exempt Bonds), to finance and refinance the costs of certain transportation projects located in Orange County, to restructure the Tax Exempt Commercial Paper (TECP) Program, and to fund capitalized interest and costs of issuance related to the 2010 Series Bonds. A reserve fund is not required in connection with the 2010 Series Bonds per the bond indenture. The transaction closed on December 23, 2010. A total of \$75,000 was used to refund outstanding TECP. The Measure M sales tax is the source of revenue for repaying this debt.

Orange County Local Transportation Authority
Notes to The Financial Statements

Year Ended June 30, 2013
(in thousands)

A summary of the bonds outstanding is as follows:

	2010 Series A (Taxable Build America Bonds)	2010 Series B (Tax-Exempt Bonds)
Issuance date	12/9/10	12/9/10
Original issue amount	\$ 293,540	\$ 59,030
Original issue premium	-	6,023
Net bond proceeds	\$ 293,540	\$ 65,053
Issuance costs	\$ 1,905	\$ 274
Interest rate	5.56% - 6.91%	3.00% - 5.00%
Annual principal payment	\$8,915 - \$20,900	\$6,410 - \$8,530
Maturity	2041	2020
Bonds outstanding	\$ 293,540	\$ 52,620
Plus unamortized premium	-	4,216
Total	\$ 293,540	\$ 56,836

Annual debt service requirements on the sales tax revenue bonds as of June 30, 2013, are as follows:

Year Ending June 30,	Principal	Interest
2014	\$ 6,600	\$ 22,191
2015	6,865	21,927
2016	7,210	21,584
2017	7,475	21,317
2018	7,775	21,018
2019-2023	44,430	99,007
2024-2028	54,245	84,513
2029-2033	67,475	64,160
2034-2038	84,045	38,665
2039-2041	60,040	8,417
Total	\$ 346,160	\$ 402,799

Changes in Long-Term Liabilities

Long-term liabilities activity for the year ended June 30, 2013, was as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Due within one year
Measure M program activities:					
Sales tax revenue bonds	\$ 352,570	\$ -	\$ 6,410	\$ 346,160	\$ 6,600
Unamortized premium	4,819	-	603	4,216	-
Total Measure M program activities long-term liabilities	\$ 357,389	\$ -	\$ 7,013	\$ 350,376	\$ 6,600

Orange County Local Transportation Authority
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Pledged Revenue

OCLTA has debt issuances outstanding that are repaid and secured by the pledging of certain revenues. The amount and terms of the debt commitments are indicated in the bonds outstanding table found on page 29. The purposes for which the proceeds of the debt issuances were utilized are disclosed in the debt description located on page 29.

For the year ended June 30, 2013, debt service payments as a percentage of the pledged gross revenue net of the local fair share program and other expenses as required by the debt agreement, are indicated in the following table:

Description of Pledged Revenue	Annual Amount of Net Pledged Revenue	Annual Debt Service Payments	Pledged Revenue Coverage
Measure M2 Net Sales Tax Revenue	\$ 207,573	\$ 21,835*	9.51

*OCLTA received \$6,958 in Build America Bonds subsidy to offset annual debt service payments for Measure M2 Sales Tax Revenue Bonds. OCLTA set aside \$11,095 in a capitalized interest account to fund a portion of the annual debt service payments for Measure M2 Sales Tax Revenue Bonds.

9. Commitments and Contingencies

Purchase Commitments

The OCLTA has various long-term outstanding contracts that extend over several years and rely on future years' revenues. Total commitments at June 30, 2013, were \$830,990, the majority of which relate to the expansion of Orange County's freeway and road systems.

Federal Grants

The OCLTA receives federal grants for transportation projects and other reimbursable activities which are subject to audit by the grantor agency. Although the outcome of any such audits cannot be predicted, it is management's opinion that these audits would not have a material effect on the OCLTA's financial position or changes in financial position.

10. Cumulative Effect of a Change in Accounting Principle and Prior Period Adjustment

During the fiscal year, OCTA implemented GASB 65, Items Previously Reported as Assets and Liabilities. It was determined that debt issuance costs do not meet the definition of an asset or a deferred outflow and should be recognized as an outflow of resources in the reporting period in which they are incurred.

Orange County Local Transportation Authority
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(in thousands)

During fiscal years 2010-11 and 2011-12, OCTA was deeded \$4,433 in donated land as part of the I-5 Gateway Project. The revenue related to the donation was not recorded.

Following is a summary of the effect of these adjustments on net position:

	Governmental Activities
Beginning balance, as previously reported	\$ 428,380
Cost of issuance	(2,001)
Donated land	4,433
Beginning Balance, as restated	\$ 430,812

Following is the pro forma effect of the retroactive application:

Governmental activities	2012		2012
	Previously Presented	Restatement	
Other assets	\$ 2,001	\$ (2,001)	\$ -
Assets held for resale	6,623	4,433	11,056
Net Position, unrestricted for Measure M	232,312	2,432	234,744
Operating Grants and Contributions, Measure M program	138,986	4,433	143,419
Expenses, Measure M program	339,717	(92)	339,625
Change in net position	48,909	4,525	53,434
Net position - beginning, as restated	379,471	(2,093)	377,378

11. Effect of New Pronouncements

GASB Statement No. 60

In November 2010, GASB issued Statement No. 60, Accounting and Financial Reporting for Service Concession Arrangements. The objective of this Statement is to improve financial reporting by addressing issues related to service concession arrangements (SCAs), which are a type of public-private or public-public partnership. This statement does not apply to OCLTA.

GASB Statement No. 61

In November 2010, GASB issued Statement No. 61, The Financial Reporting Entity: Omnibus – an amendment of GASB Statements No. 14 and No. 34. The objective of this Statement is to improve financial reporting for a governmental financial reporting entity. OCLTA implemented this statement in fiscal year 2013.

Year Ended June 30, 2013
(in thousands)

GASB Statement No. 62

In June 2011, GASB issued Statement No. 62, Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements. The objective of this Statement is to incorporate into the GASB's authoritative literature certain accounting and financial reporting guidance that is included in FASB and AICPA pronouncements issued on or before November 30, 1989 which does not conflict with or contradict GASB pronouncements. OCLTA implemented this statement in fiscal year 2013.

GASB Statement No. 63

In June 2011, GASB issued Statement No. 63, Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position. This Statement provides financial reporting guidance for deferred outflows of resources and deferred inflows of resources and the resulting net position. OCLTA implemented this statement in fiscal year 2013.

GASB Statement No. 65

In March 2012, GASB issued Statement No. 65, Items Previously Reported as Assets and Liabilities. This statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. OCLTA has early implemented this GASB for the fiscal year ending June 30, 2013.

GASB Statement No. 66

In March 2012, GASB issued Statement No. 66, Technical Corrections - 2012 - an amendment of GASB Statements No. 10 and No. 62. The objective of this statement is to improve accounting and financial reporting for a governmental financial reporting entity by resolving conflicting guidance that resulted from the issuance of two pronouncements, Statements No. 54, Fund Balance Reporting and Governmental Fund Type Definitions and No. 62, Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements. This statement is effective for OCLTA's fiscal year ending June 30, 2014.

GASB Statement No. 67

In June 2012, GASB issued Statement No. 67, Financial Reporting for Pension Plans - an amendment of GASB Statement No. 25. The objective of this statement is to improve financial reporting by state and local governmental pension plans. This statement does not apply to OCLTA.

Orange County Local Transportation Authority
Notes to The Financial Statements

Year Ended June 30, 2013
(in thousands)

GASB Statement No. 68

In June 2012, GASB issued Statement No. 68, Accounting and Financial Reporting for Pensions – an amendment of GASB Statement No. 27. The primary objective of this Statement is to improve accounting and financial reporting by state and local governments for pensions. It also improves information provided by state and local governmental employers about financial support for pensions that is provided by other entities. This statement is effective for OCLTA’s fiscal year ending June 30, 2015.

GASB Statement No. 69

In January 2013, GASB issued Statement No. 69, Government Combinations and Disposals of Government Operations. This Statement establishes accounting and financial reporting standards related to government combinations and disposals of government operations. As used in this Statement, the term government combinations include a variety of transactions referred to as mergers, acquisitions, and transfers of operations. This statement is effective for OCLTA’s fiscal year ending June 30, 2015.

GASB Statement No. 70

In April 2013, GASB issued Statement No. 70, Accounting and Financial Reporting for Nonexchange Financial Guarantees. This Statement requires a government that extends a nonexchange financial guarantee to recognize a liability when qualitative factors and historical data, if any, indicate that it is more likely than not that the government will be required to make a payment on the guarantee. Additionally, this Statement requires a government that has issued an obligation guaranteed in a nonexchange transaction to recognize revenue to the extent of the reduction in its guaranteed liabilities. This Statement also requires a government that is required to repay a guarantor for making a payment on a guaranteed obligation or legally assuming the guaranteed obligation to continue to recognize a liability until legally released as an obligor. This statement is effective for OCLTA’s fiscal year ending June 30, 2014.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
(A Component Unit of the Orange County Transportation Authority)
Required Supplementary Information
Budgetary Comparison Schedule - LTA Fund (Budgetary Basis)
Year Ended June 30, 2013

<i>(amounts expressed in thousands)</i>	Budgeted Amounts		Actual Amounts	Variance with Final Budget
	Original	Final		
Revenues:				
Sales taxes	\$ 267,245	\$ 267,245	\$ 264,974	\$ (2,271)
Contributions from other agencies	127,656	172,945	259,695	86,750
Interest	6,906	6,906	2,644	(4,262)
Miscellaneous	225	225	391	166
Total revenues	402,032	447,321	527,704	80,383
Expenditures:				
Current:				
General government	129,184	137,463	74,225	63,238
Transportation:				
Contributions to other local agencies	241,122	238,265	118,652	119,613
Capital outlay	213,614	257,184	241,575	15,609
Debt service:				
Interest on long-term debt and commercial paper	125	125	126	(1)
Total expenditures	584,045	633,037	434,578	198,459
Excess (deficiency) of revenues over (under) expenditures	(182,013)	(185,716)	93,126	278,842
Other financing sources (uses):				
Transfers from OCTA	-	-	1	1
Transfers out	(21,706)	(21,706)	(28,792)	(7,086)
Transfers to OCTA	(6,255)	(6,255)	(2,820)	3,435
Total other financing uses	(27,961)	(27,961)	(31,611)	(3,650)
Net change in fund balance	\$ (209,974)	\$ (213,677)	\$ 61,515	\$ 275,192

Reconciliation to GAAP:

Net change in fund balance (budgetary basis)	\$ 61,515
Less: Estimated revenues for encumbrances outstanding at June 30	137,825
Add: Current year encumbrances outstanding at June 30	126,867
Net change in fund balance (GAAP basis)	\$ 50,557

See accompanying notes to the required supplementary information.

Orange County Local Transportation Authority
(A Component Unit of the Orange County Transportation Authority)

Notes to Required Supplementary Information

Year Ended June 30, 2013

(in thousands)

1. Budgetary Data

The OCLTA establishes accounting control through formal adoption of an annual operating budget for the LTA and the debt service governmental funds. The operating budget is prepared in conformity with accounting principles generally accepted in the United States (GAAP) except for multi-year contracts, for which the entire amount of the contract is budgeted and encumbered in the year of execution. The adopted budget can be amended by the Board to increase both appropriations and estimated revenues as unforeseen circumstances come to management's attention. Budgeted expenditure amounts represent original appropriations adjusted for supplemental appropriations during the year. Division heads are authorized to approve appropriation transfers within major objects subject to approval by the Finance and Administration Division. Major objects are defined as Salaries and Benefits, Supplies and Services and Capital Outlay. Appropriation transfers between major objects require approval of the Board. Accordingly, the legal level of budgetary control, that is the level that expenditures cannot exceed appropriations, for budgeted funds, is at the major object level for the budgeted governmental funds. A Fourth Quarter Budget Status Report, June 2013 is available from the OCTA Finance and Administration Division. With the exception of accounts which have been encumbered, appropriations lapse at year end.

There were no excess of expenditures over appropriations for fiscal year 2012-13.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
(A Component Unit of the Orange County Transportation Authority)
Other Supplementary Information
Budgetary Comparison Schedule - LTA Debt Service Fund (Budgetary Basis)
Year Ended June 30, 2013

<i>(amounts expressed in thousands)</i>	Budgeted Amounts		Actual Amounts	Variance with Final Budget
	Original	Final		
Revenues:				
Interest	\$ 7,088	\$ 7,087	\$ 6,973	\$ (114)
Total revenues	7,088	7,087	6,973	(114)
Expenditures:				
Debt service:				
Principal payments on long-term debt	6,410	6,410	6,410	-
Interest on long-term debt and commercial paper	22,383	22,383	22,383	-
Total expenditures	28,793	28,793	28,793	-
Deficiency of revenues under expenditures	(21,705)	(21,706)	(21,820)	(114)
Other financing sources:				
Transfers in	21,706	21,706	28,792	7,086
Total other financing sources	21,706	21,706	28,792	7,086
Net change in fund balance	\$ 1	\$ -	\$ 6,972	\$ 6,972



INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

Board of Directors
Orange County Local Transportation Authority
Orange, California

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial statements contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities and each major fund of the Orange County Local Transportation Authority (OCLTA), a component unit of the Orange County Transportation Authority (OCTA), as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise OCLTA's basic financial statements, and have issued our report thereon dated October 31, 2013. Our report included an emphasis-of-matter regarding OCLTA's adoption of Governmental Accounting Standards Board (GASB) Statement No. 62 – *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, GASB Statement No. 63 – *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position* and GASB Statement No. 65 – *Items Previously Reported as Assets and Liabilities*, effective July 1, 2012.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered OCLTA's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of OCLTA's internal control. Accordingly, we do not express an opinion on the effectiveness of OCLTA's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. *A material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or, significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether OCLTA's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of OCLTA's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering OCLTA's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



Laguna Hills, California
October 31, 2013