


# *Information Items*

# 23



**December 8, 2011**

**To:** Transit Committee

**From:** Will Kempton, Chief Executive Officer 

**Subject:** Metrolink Ridership and Revenue Quarterly Report

### **Overview**

The Southern California Regional Rail Authority is a five-member joint powers authority that operates the 400-mile commuter rail system known as Metrolink. A report on Metrolink ridership and revenue for service in Orange County covering the first quarter of fiscal year 2011-12 is provided for Board of Directors' review.

### **Recommendation**

Receive and file as an information item.

### **Background**

Metrolink's five-agency membership includes the Los Angeles County Metropolitan Transportation Authority (Metro), the Orange County Transportation Authority (OCTA), the Riverside County Transportation Commission (RCTC), the San Bernardino Associated Governments (SANBAG), and the Ventura County Transportation Commission. Metrolink operates 164 daily trains on seven lines, serving 55 stations, and carries over 41,000 riders per day.

There are three lines that provide service to Orange County. The Orange County (OC) Line service began in 1994, followed by the Inland Empire – Orange County (IEOC) Line in 1995, and the 91 Line in 2002. The three lines serving Orange County provide a total of 48 trains (19 OC Line, 14 IEOC Line, nine 91 Line, and six Intracounty) each weekday, serving 11 Orange County stations, carrying an average of over 14,000 passengers.

In 2006, the OC and IEOC lines began offering service on weekends, year-round. In February 2010, due to budget constraints, weekend service was scaled back nearly 50 percent. Seasonal weekend service was implemented for July through October of 2010 and 2011, when demand and ridership typically increase. Staff is considering a return to year-round full weekend service

next fiscal year (FY). The OC Line weekend service is fully funded by OCTA. The IEOC Line weekend service is funded by OCTA, RCTC, and SANBAG.

The Rail 2 Rail Program, which began in 2003, allows Metrolink monthly pass holders the option of riding Amtrak Pacific Surfliner trains at no additional charge, provided the pass holder travels within the designated stations identified on the monthly pass. In Orange County, a valid Metrolink ticket or pass also permits free transfers to local OCTA bus routes that directly serve a Metrolink station, including StationLink.

### ***Discussion***

This report provides an update on weekday and weekend ridership, revenue, and on-time performance for the first quarter (July, August, September) of FY 2011-12. Beginning this reporting period, the analysis will include a quarter-to-quarter comparison, in addition to the year-to-year comparison previously provided.

### **Ridership and Revenue**

#### **Total Ridership and Revenue**

Total FY 2011-12 first quarter ridership (weekday and weekend) for the three Metrolink lines serving Orange County, including Rail 2 Rail passengers, has increased by 4.2 percent (total ridership weekday and weekend) compared to the same quarter last year. First quarter passenger fare revenues of \$7 million are 7 percent higher than the same quarter last year for the lines serving Orange County. Systemwide Metrolink ridership is higher than the first quarter of FY 2010-11 by 9 percent, and revenue has increased by 7 percent. Total Orange County ridership has increased by 5.2 percent, and revenue is up 2.3 percent, compared to the fourth quarter of FY 2010-11 (April, May, June).

Detailed ridership and revenue data by route is included in Attachment A.

#### **Weekday Ridership**

Combined average weekday ridership on the OC, IEOC, and 91 lines during this period was 14,651, including Rail 2 Rail. This represents an increase of 1.4 percent compared to the first quarter of FY 2010-11, and 4.6 percent compared to the previous quarter. The OC Line average weekday ridership is up 4.5 percent, the IEOC Line is down 4.3 percent, and the 91 Line is up 4.1 percent compared to the same quarter last year.

Average weekday ridership is shown in the table below.

Quarter	OC Line	IEOC Line	91 Line	Rail 2 Rail	Total
FY 2010-11/1st Quarter (Q1)	6,865	3,835	2,178	1,574	14,452
FY 2010-11/4th Quarter (Q4)	7,487	3,668	2,398	1,567	15,120
FY 2011-12/Q1	7,172	3,670	2,267	1,542	14,651

FY 2011-12/Q1 vs FY 2010-11/Q1	4.5%	-4.3%	4.1%	-2.0%	1.4%
FY 2011-12/Q1 vs FY 2010-11/Q4	9.1%	-4.4%	10.1%	-0.4%	4.6%

Ridership has increased on Metrolink lines serving Orange County, excluding the IEOC Line, which has declined from the same quarter last year. The rate of decline is improving (fourth quarter FY 2010-11 decline was 9.8 percent) and is expected to continue in this direction as the FY progresses. The IEOC Line is the only Metrolink service that brings commuters into Orange County from the Inland Empire and is likely being impacted by continuing high unemployment rates.

California's unemployment rate was 11.4 percent in September 2011, according to the California Employment Development Department. Unemployment rates (based on the county of origin) are still high in San Bernardino and Riverside counties, at 12.9 and 14 percent, respectively, compared to 8.6 percent in Orange County, impacting the Metrolink commuter passenger base, specifically impacting the IEOC Line ridership.

On May 9, 2011, the OCTA Board of Directors approved a revised Metrolink Service Expansion Program service rollout schedule, consisting of six weekday trips between the Fullerton Transportation Center and Laguna Niguel/Mission Viejo Metrolink Station beginning in 2011. OCTA implemented the six new trips on the OC Line on July 5, 2011, which span from approximately 2:30 p.m. to 11:30 p.m., that have averaged about 20 passengers per train.

While ridership on these new weekday trains is not very high, staff is diligently marketing the service to increase ridership and outreach and is considering schedule adjustments to maximize passenger use.

### Weekend Ridership

In 2010, OCTA operated one additional seasonal (July through October) IEOC Line round trip and kept the existing two round trips on the OC Line. In 2011, OCTA was able to continue to operate this seasonal round-trip train

on the IEOC Line, as well as two additional round trips on the OC Line. The increase in seasonal service for FY 2011-12 had a noticeable impact on OC Line ridership this quarter.

Combined average weekend ridership on the OC and IEOC lines during this period was 4,941. This represents an increase of 71 percent compared to the first quarter of FY 2010-11, and a 124.5 percent increase over the prior quarter. Average daily weekend ridership year over year on the OC Line is up 152.1 percent on Saturday and up 156.1 percent on Sunday. Average Saturday ridership on the IEOC Line is up 29 percent over the same quarter last year, and the Sunday ridership on the IEOC Line is up 48 percent.

A major factor in the overall weekend ridership was the increased number of weekend trains serving Orange County. The level of service on the OC Line increased 50 percent over last year's seasonal service. Another factor is the new Metrolink Weekend Pass, introduced on July 1, 2011, which allows a passenger to use Metrolink, systemwide, from 7 p.m. on Friday to midnight on Sunday for \$10. The pass also permits free transfers to connecting transit systems.

Average weekend ridership is shown in the table below.

Quarter	OC Line (Saturday)	OC Line (Sunday)	IEOC Line (Saturday)	IEOC Line (Sunday)	Total
FY 2010-11/Q1	457	401	1,290	742	2,890
FY 2010-11/Q4	1,072	409	415	305	2,201
FY 2011-12/Q1	1,152	1,027	1,664	1,098	4,941

FY 2011-12/Q1 vs FY 2010-11/Q1	152.1%	156.1%	29.0%	48.0%	71.0%
FY 2011-12/Q1 vs FY 2010-11/Q4 *	7.5%	151.1%	301.0%	260.0%	124.5%

\* The OC Line carried almost 6,000 passengers on Saturday, June 18, 2011, for a U2 concert at Angel Stadium, impacting average ridership.

## Revenue

Passenger fare revenue covers roughly half of Metrolink operating expenses, with the remainder covered by member agency subsidies. Ridership and revenue do not necessarily follow the same trends during each reporting period. This is primarily attributed to two factors: 1) due to the sale of advance tickets and monthly passes, revenue can be recorded in the month preceding the actual ridership; and 2) while ridership may decrease, operating costs do not drop proportionately.

First quarter revenue increased on the OC and IEOC lines, but declined on the 91 Line, compared to the same quarter last year: 11.6 percent increase on the OC Line, 6.1 percent increase on the IEOC Line, and a decrease of 8.3 percent on the 91 Line. Total FY 2011-12 revenue for these services increased by 7 percent compared to FY 2010-11, and 2.3 percent compared to the previous quarter.

Revenue is displayed in the table below.

Quarter	OC Line	IEOC Line	91 Line	Total
FY 2010-11/Q1	\$ 3,944,831	\$ 1,518,022	\$ 1,109,539	\$ 6,572,392
FY 2010-11/Q4	\$ 4,082,116	\$ 1,562,531	\$ 1,224,760	\$ 6,869,407
FY 2011-12/Q1	\$ 4,401,875	\$ 1,611,269	\$ 1,017,561	\$ 7,030,705

FY 2011-12/Q1 vs FY 2010-11/Q1	11.6%	6.1%	-8.3%	7.0%
FY 2011-12/Q1 vs FY 2010-11/Q4	7.8%	3.1%	-16.9%	2.3%

### On-Time Performance

On-time performance is an integral component of providing quality service. A Metrolink train is considered to be on time if it arrives within five minutes of the scheduled arrival at its end point. Metrolink's on-time performance goal is 95 percent.

Trains can be delayed for a variety of reasons, including equipment issues, unscheduled delays (or "meets") with other trains, delays from other operators utilizing the same tracks, construction or track maintenance, and incidents.

### Weekday On-Time Performance

Percentage of Weekday Trains Arriving Within Five Minutes of Scheduled Time*			
Month	OC Line	IEOC Line	91 Line
July	96.0%	97.8%	98.9%
August	96.4%	93.8%	94.7%
September	93.3%	95.1%	96.8%
Total Average Orange County On-Time Performance 95.9 percent			

\* System total is 95.1 percent, including the Antelope Valley, IEOC, OC, Riverside, San Bernardino, Ventura County, and 91 lines.

## Weekend On-Time Performance

Percentage of Weekend Trains Arriving Within Five Minutes of Scheduled Time*			
Month	OC Line	IEOC Line	91 Line
July	96.7%	100%	N/A
August	100%	100%	N/A
September	100%	100%	N/A
Total Average Orange County On-Time Performance 99.4 percent			

\* System total is 97.1 percent, including the Antelope Valley, IEOC, OC, and San Bernardino lines.

## Angels Express Service

On April 8, 2011, OCTA began the operation of special Metrolink rail service to provide additional public transit access to and from the Los Angeles Angels of Anaheim (Angels) baseball home games on weekdays at 7:05 p.m. via the Anaheim Station. On April 21, 2011, the Mobile Source Air Pollution Reduction Review Committee awarded \$268,207 in competitive grant funds to OCTA to support the direct operating costs of 43 of the 46 games served. The trains, dubbed Angels Express, served 24 games in the first quarter of FY 2011-12, totaling over 11,000 boardings, and ended on September 27, 2011. Total boardings for the 46 Angels baseball games were 20,613. Angels Express ridership was not included in total weekday ridership figures discussed above. Metrolink and OCTA plans the operation of similar service for next year's season. OCTA is also providing a bus connection for Metrolink passengers between the Anaheim Station and the Honda Center for Ducks fans on regular weekday game nights, for 25 home games, which are served by existing Metrolink trains between south Orange County and Anaheim. Additionally, OCTA is running similar special train service for three weekday Anaheim Ducks hockey games versus the Los Angeles Kings this season on November 17 and December 6, 2011, and March 16, 2012.

## Del Mar Race Service

On July 23, 2011, Metrolink began a special round-trip train service to the Del Mar Racetrack for the annual horse races on Saturdays and Sundays through September 4, 2011. The service operated between Los Angeles Union Station and Solana Beach, making all Metrolink stops in between, for a round-trip fare of \$28. The Del Mar trains had a total of 2,443 boardings for the seven weekends operated, averaging 108 per train. Del Mar train ridership

was not included in the total weekend ridership in this report. This service was a partnership between Metro, OCTA, and the North County Transit District.

**Summary**

This report provides an update on Orange County commuter rail ridership, revenue, and on-time performance for the first quarter of FY 2011-12. Total average weekday ridership in Orange County is up 1.4 percent versus last year, while average weekend ridership is up 71 percent. First quarter revenue is up on the OC and IEOC lines, compared to last year, and has decreased on the 91 Line. Average weekday on-time performance was 95.9 percent, exceeding the 95 percent goal.

**Attachment**

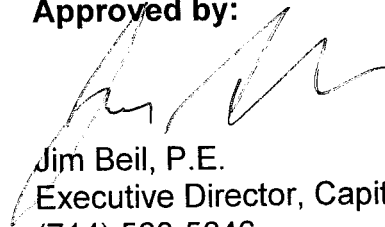
- A. Metrolink Ridership and Revenue

**Prepared by:**



Megan Taylor  
Transportation Analyst  
(714) 560-5601

**Approved by:**

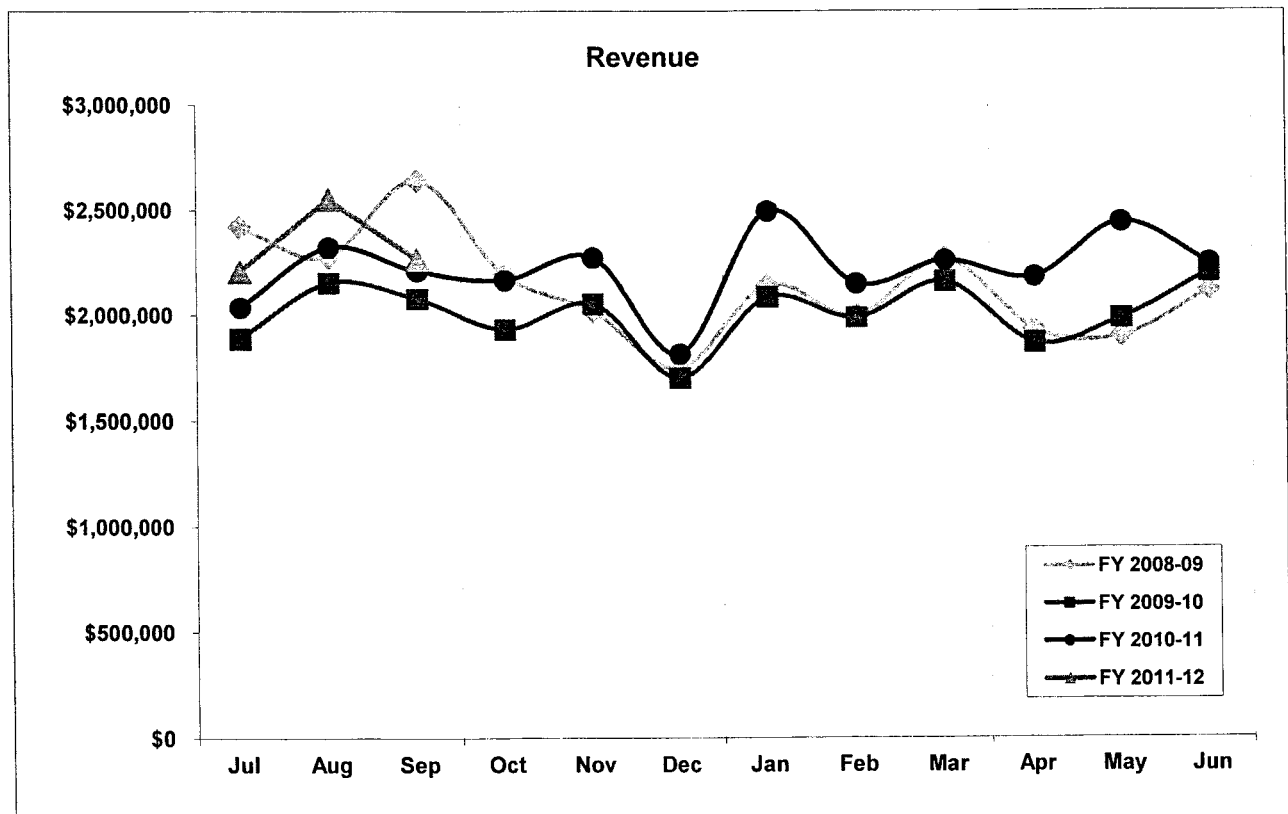
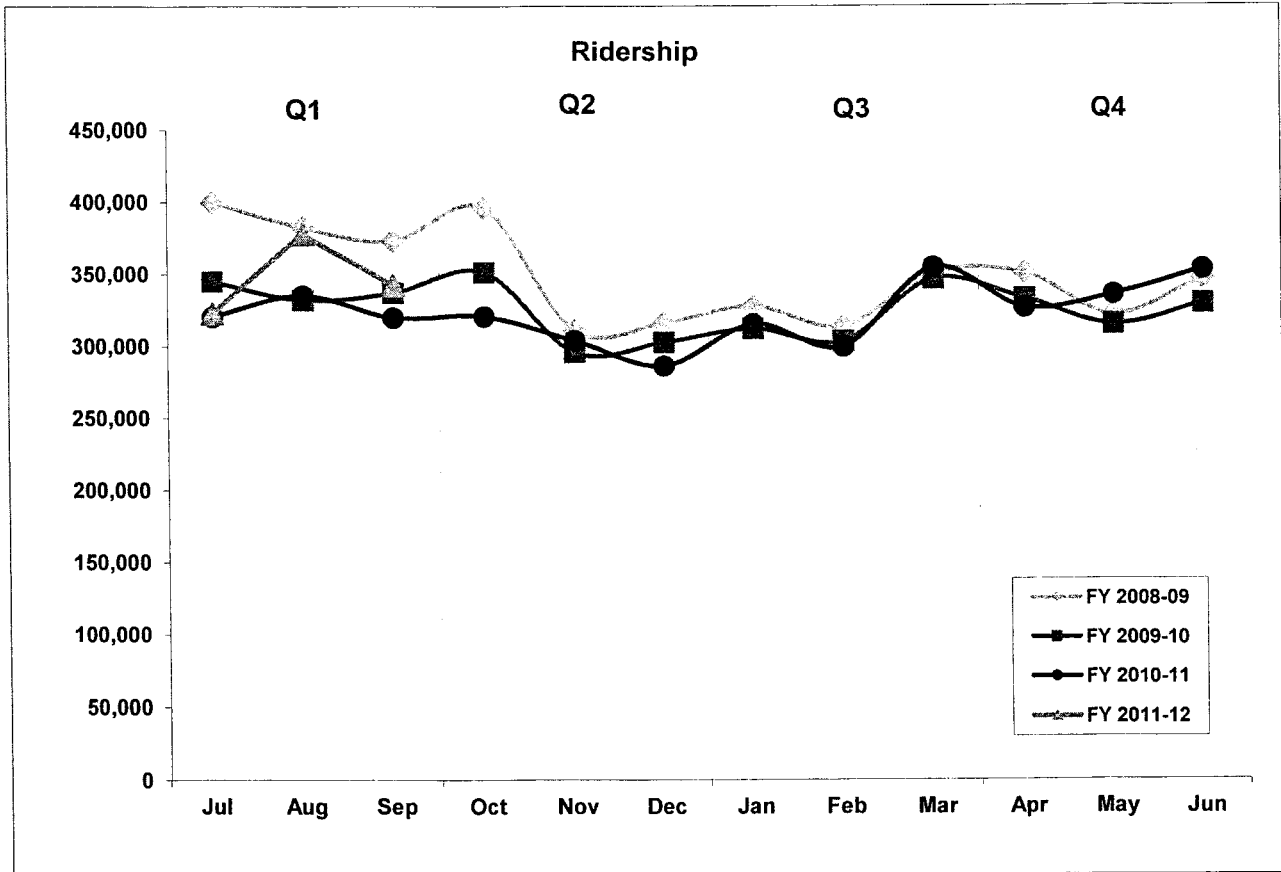


Jim Beil, P.E.  
Executive Director, Capital Programs  
(714) 560-5646

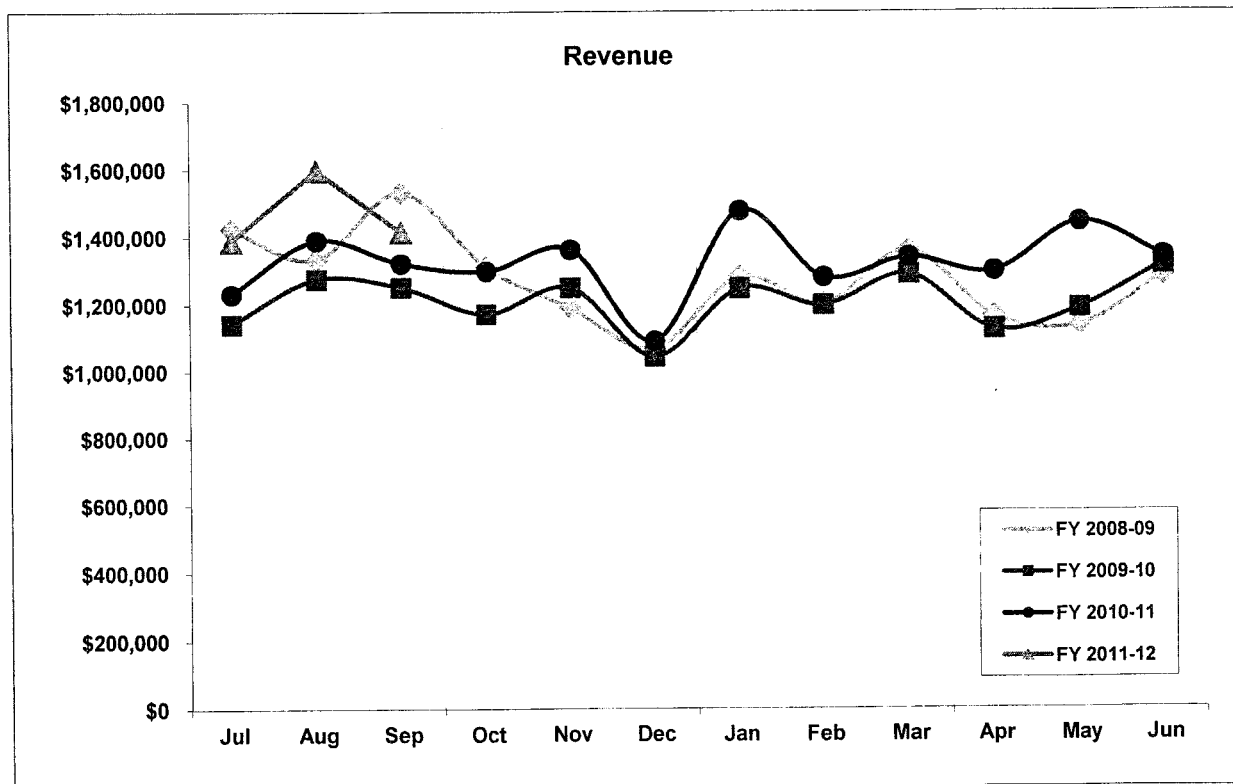
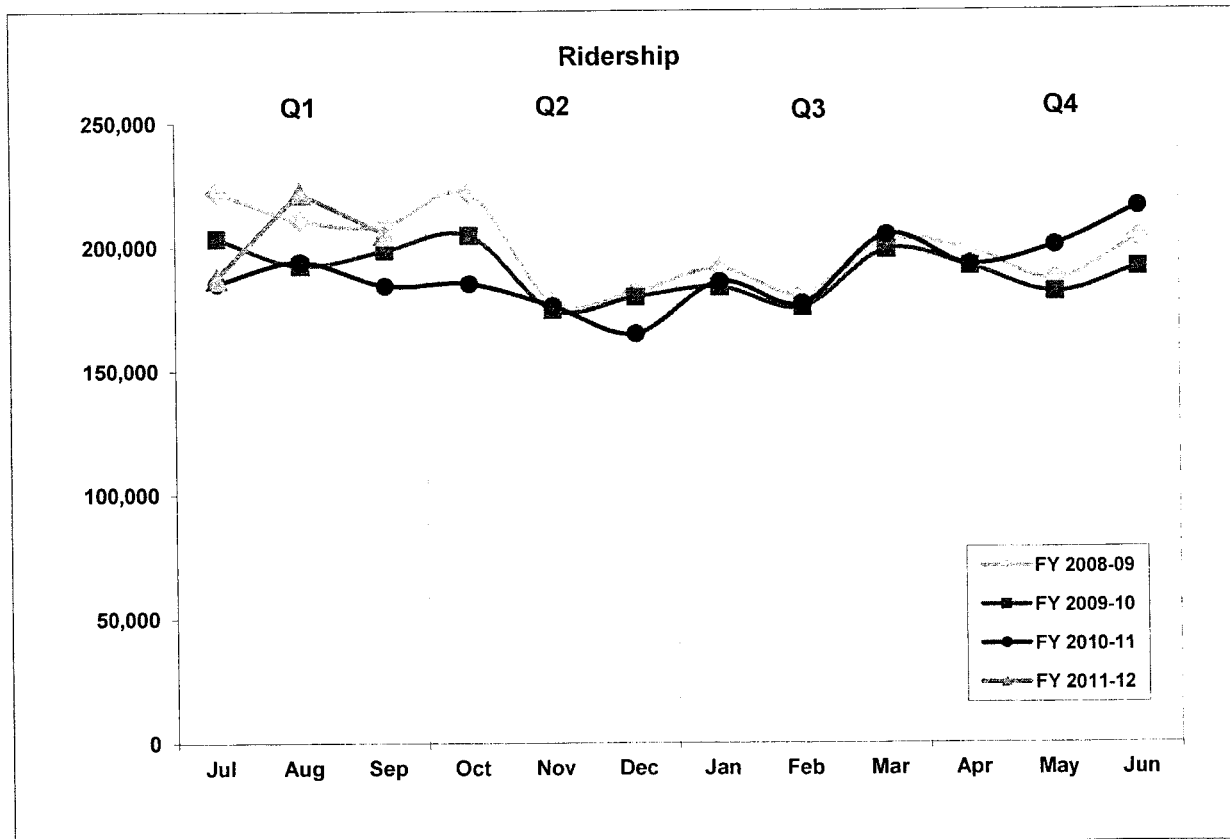


# Metrolink Ridership and Revenue Three Lines Serving Orange County

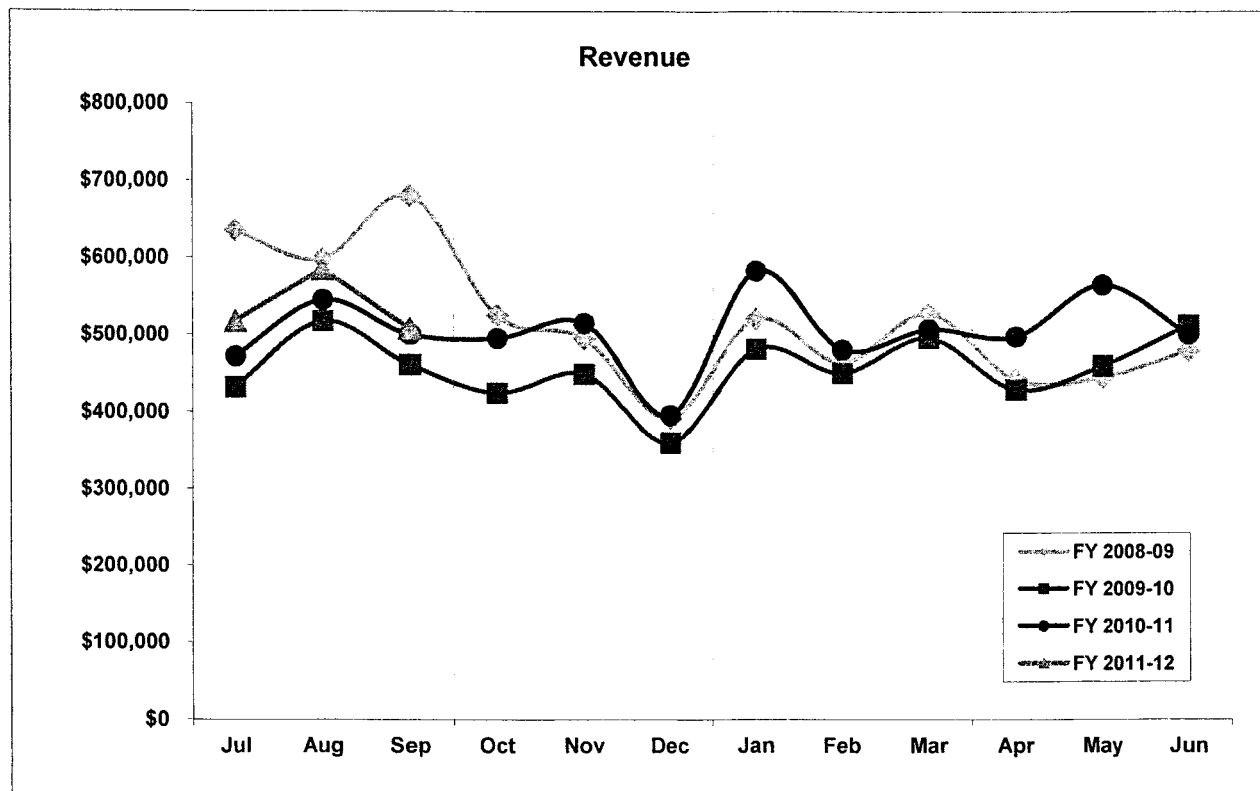
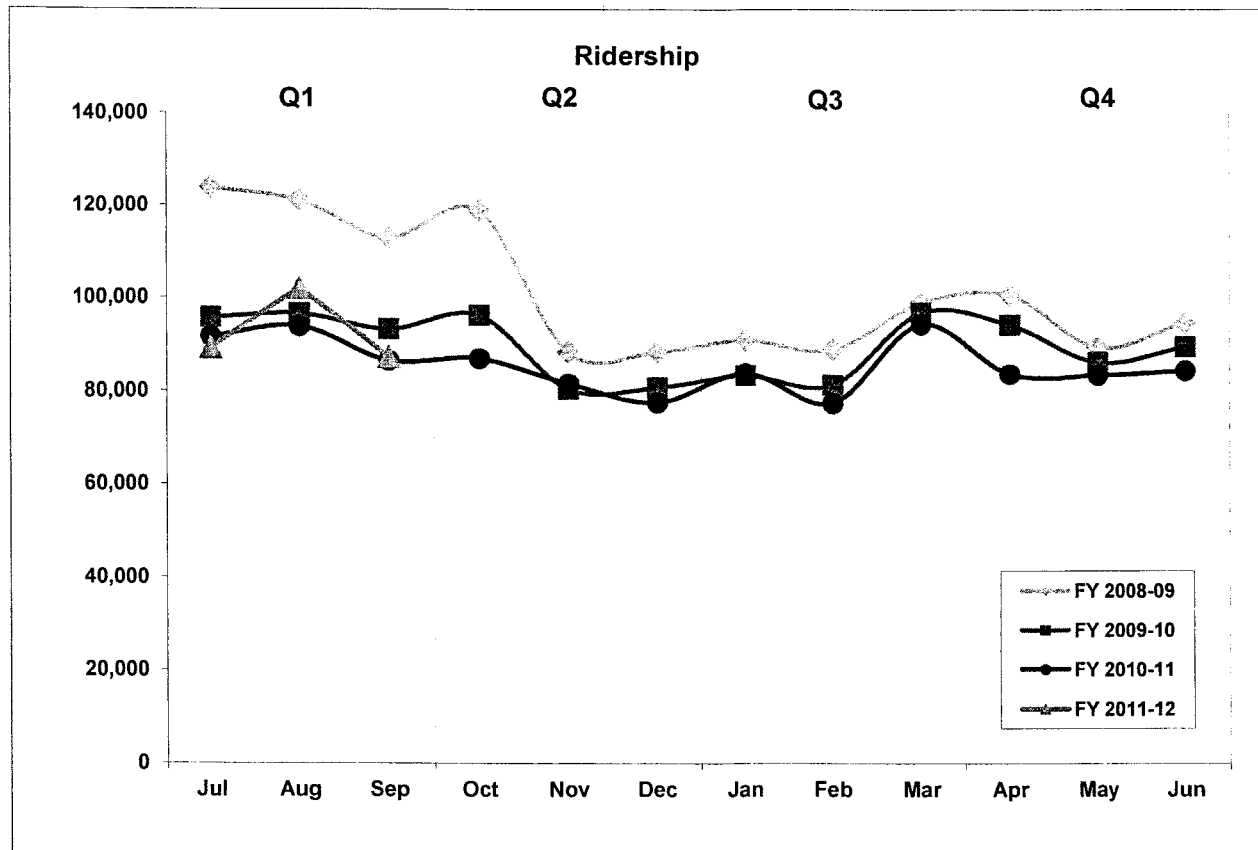
**ATTACHMENT A**



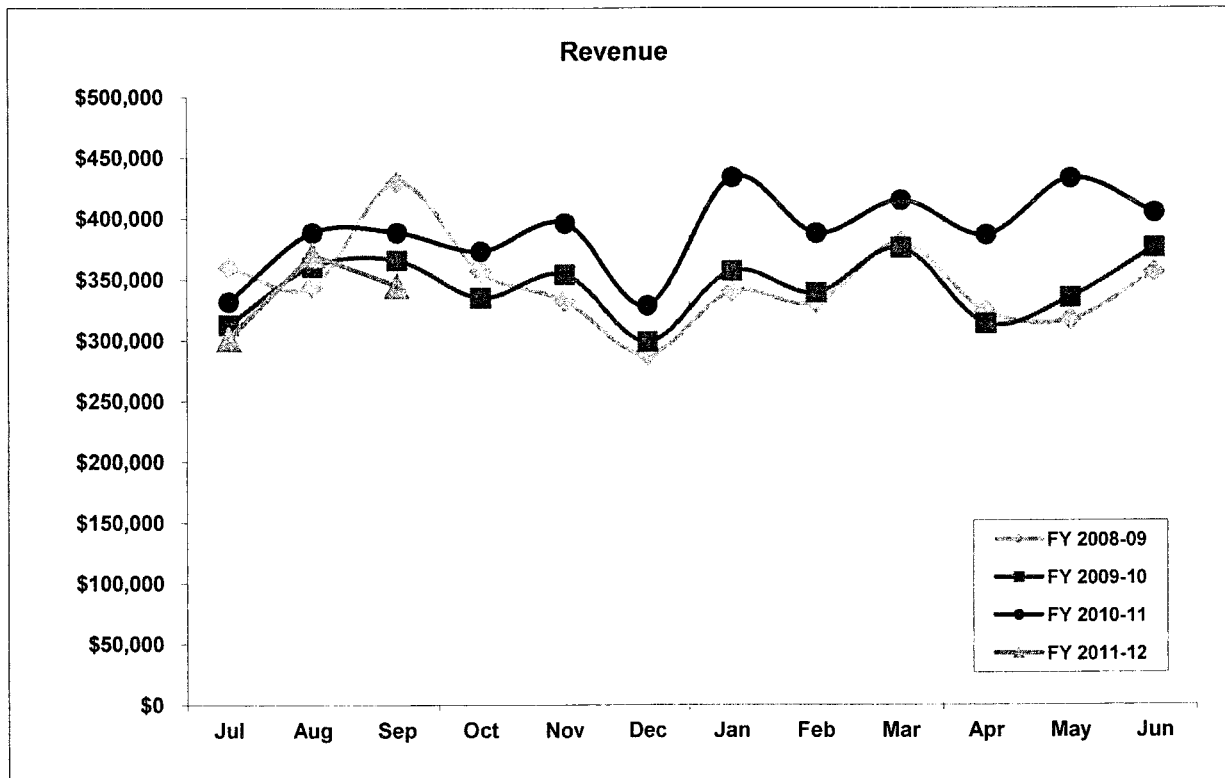
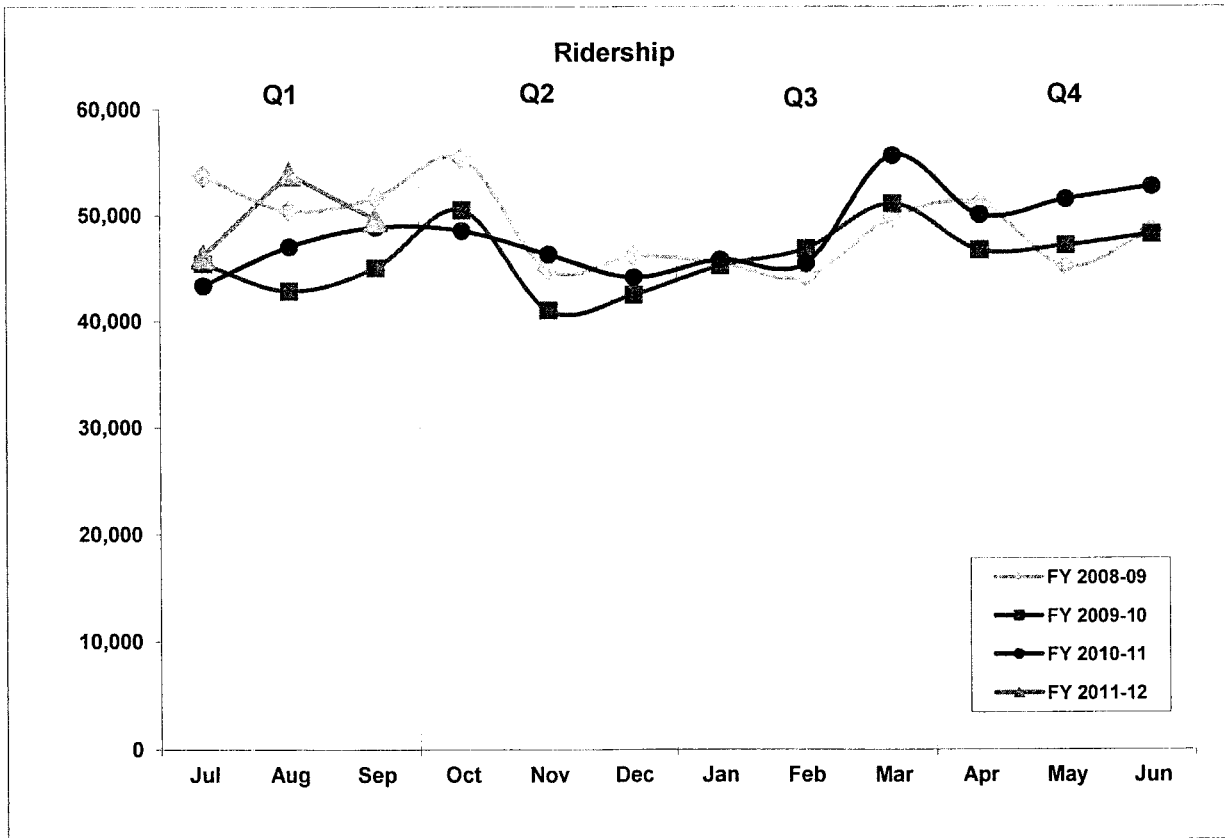
## Metrolink - Orange County Line



## Metrolink - Inland Empire-Orange County Line



## Metrolink - 91 Line





BOARD COMMITTEE TRANSMITTAL

**December 12, 2011**

**To:** Members of the Board of Directors  
*WK*  
**From:** Wendy Knowles, Clerk of the Board  
**Subject:** Comprehensive Transportation Funding Program Semi-Annual Review

Highways Committee Meeting of December 5, 2011

**Present:** Directors Bates, Cavecche, Crandall, Galloway, Hansen, Herzog, and Nelson  
**Absent:** Director Glaab

**Committee Vote**

This item was passed by the Members present.

**Committee Recommendations**

- A. Approve adjustments to the Comprehensive Transportation Funding Program project allocations as presented.
- B. Approve the City of Fullerton's request for an extension of expenditure of turnback funds for fiscal years 2007-08 and 2008-09 to June 30, 2012.



**December 5, 2011**

**To:** Highways Committee  
**From:** Will Kempton, Chief Executive Officer  
**Subject:** Comprehensive Transportation Funding Program Semi-Annual Review

### **Overview**

The Orange County Transportation Authority recently completed the semi-annual review of projects funded through the Comprehensive Transportation Funding Program. This process reviews the status of Measure M1 and Measure M2 grant-funded projects, provides an opportunity for local agencies to update project information, and request project modifications.

Since the last semi-annual review, Measure M1 has concluded and local agencies are in the process of bringing closure to the remaining projects. In addition, \$66.2 million in new Measure M2 projects awarded in the summer of 2011 are underway. A summary of Measure M1 and Measure M2 project updates are provided for review and approval.

### **Recommendations**

- A. Approve adjustments to the Comprehensive Transportation Funding Program project allocations as presented.
- B. Approve the City of Fullerton's request for an extension of expenditure of turnback funds for fiscal years 2007-08 and 2008-09 to June 30, 2012.

### **Background**

The Comprehensive Transportation Funding Program (CTFP) is the mechanism the Orange County Transportation Authority (OCTA) uses to administer funding for street, road, signal, and water quality projects throughout the County. The CTFP contains a variety of funding programs and sources including Measure M (M1) revenues, federal Regional Surface Transportation Program funds, and State and Local Partnership Program funds. The CTFP provides local agencies with a comprehensive set of guidelines for

administration and delivery of various transportation funding grants. Consistent with the CTFP guidelines, OCTA staff meets with representatives from local agencies to review the status of projects and proposed changes. This process is commonly referred to as the semi-annual review (SAR). The goals of the SAR process are to review project status, determine the continued viability of projects, address local agency issues, and ensure timely closeout of the M1 Streets and Roads Program.

Since 1991, OCTA has competitively awarded more than \$687 million in M1 funds to local agencies through the CTFP. These projects are programmed for fiscal year (FY) 1992-93 through FY 2010-11. Below is a summary of CTFP allocations using M1 funds.

M1 Project Status	Combined Transportation Funding Programs	Allocations (in millions) (Prior to SAR adjustments)	Allocations* (in millions) (With SAR adjustments)
Completed	Project work is complete, final report is filed, approved, and final payment has been made.	\$ 460.7	\$ 499.8
Pending	Project work is completed and final report submittal/approval is pending.	93.7	69.5
Started	Project is underway and the funds are obligated.	117.6	118.0
Planned	Project funds have not been obligated and/or pending contract award.	23.0	-
	<b>TOTAL PROJECT ALLOCATIONS</b>	<b>\$ 695.0</b>	<b>\$ 687.3</b>

\* Allocation reductions represent \$2 million in project cancellations and \$5.7 million in project savings.

Over the summer, OCTA awarded \$66.2 million in competitive funds for the Measure M2 (M2) Regional Capacity Program (Project O), Traffic Signal Synchronization Program (Project P), and the Environmental Cleanup Program (Project X). This was the first SAR update for these projects. Program updates are included below.

M2 Project Status	Regional Capacity Program (Project O)	Allocations (in millions) (Prior to SAR adjustments)	Allocations (in millions) (With SAR adjustments)
Started	Project is underway and the funds are obligated.	\$ -	\$ 3.6
Planned	Project funds have not been obligated and/or pending contract award.	55.6	52.0
	<b>TOTAL PROJECT ALLOCATIONS</b>	<b>\$ 55.6</b>	<b>\$ 55.6</b>

M2 Project Status	Traffic Signal Synchronization Program (Project P)	Allocations (in millions) (Prior to SAR adjustments)	Allocations (in millions) (With SAR adjustments)
Started	Project is underway and the funds are obligated.	\$ -	\$ 0.1
Planned	Project funds have not been obligated and/or pending contract award.	7.7	7.6
	<b>TOTAL PROJECT ALLOCATIONS</b>	<b>\$ 7.7</b>	<b>\$ 7.7</b>

M2 Project Status	Environmental Cleanup Program (Project X)	Allocations (in millions) (Prior to SAR adjustments)	Allocations (in millions) (With SAR adjustments)
Planned	Project funds have not been obligated and/or pending contract award.	\$ 2.8	\$ 2.8
	<b>TOTAL PROJECT ALLOCATIONS</b>	<b>\$ 2.8</b>	<b>\$ 2.8</b>

### ***Discussion***

The September 2011 SAR adjustments are itemized in Attachment A. These adjustments include nine transfers, three project cancellations for M1 projects, and three advances for M2 projects. One delay for the recently awarded M2 projects from the City of Santa Ana received city council concurrence on August 24, 2011. The Technical Advisory Committee reviewed and approved all project adjustments on October 26, 2011.

#### **Measure M1 Closeout**

Since the last semi-annual review, local agencies successfully obligated \$23 million in remaining M1 projects prior to the Board of Directors established deadline of March 31, 2011. Staff has observed a significant increase in the volume of payment requests and expects to see a high volume of low dollar payment requests throughout the closeout process of M1. This is consistent with the CTFP Guidelines as local agencies receive final ten percent project payment upon final report approval from OCTA.

#### **Measure M2 Project Updates**

This was the first SAR to incorporate \$66.1 million in new M2 projects. M2 projects tend to be larger in scale when compared to the M1 capacity enhancement projects and constitute a wider range of program areas, including \$7.8 million in signal corridor synchronization and \$2.8 million in water quality projects.



Similar to the M1 Program, the SAR goals for these projects remain the same: review project status, determine the continued viability of projects, and address local agency issues. In addition, staff is ensuring that agencies meet match obligations through operations and maintenance for the water quality projects. Since it is still early in the FY, most projects have not started. However, nearly all agencies have approved the M2 master funding agreement with each agency's respective city councils. Additionally, agencies are in the process, or have approved, applicable letter agreements to master funding agreements.

#### Turnback Funds Extension

In addition to the SAR adjustments, the City of Fullerton (City) is requesting an extension of expenditure of turnback funds for FY 2007-08 and FY 2008-09 to June 30, 2012 (Attachment B). Per Ordinance No. 2, Policy Resolution No. 3, agencies must "expend all Net Tax Revenues received within three years of receipt." Additionally, OCTA "may grant an extension of the three-year limit, but extensions shall not be granted beyond a total of five years from the date of the initial funding allocation." The City intends to use the turnback funds on a number of street rehabilitation projects. However, the City was unable to expend the funds due to the impact on construction schedules as a result of separate, but related, utility projects. The City submitted a spending plan, and staff recommends approval of the City's request for a delay in expenditure of turnback funds.

#### **Summary**

OCTA has recently reviewed the status of grant-funded streets and roads projects funded through the CTFP. Staff recommends approval of the project adjustments requested by local agencies and the City's request to extend the deadline for use of turnback funds. The next SAR is currently scheduled for March 2012.

***Attachments***

- A. Comprehensive Transportation Funding Program Semi-Annual Review Adjustment Requests
- B. Letter from David Schickling, City of Fullerton, dated October 4, 2011, Measure M - Turnback Fair Share Extension Request

**Prepared by:**



Paul Rumberger  
Transportation Funding Analyst,  
Measure M Programs  
(714) 560-5747

**Approved by:**



Kia Mortazavi  
Executive Director, Planning  
(714) 560-5741

# Comprehensive Transpc 1 Funding Program Semi-Annual Review Adjustment Requests

Agency	Project #	Program	Project Title	Phase	Current FY	Months	Proposed FY	Original Amount	Action Request	Proposed Amount	Reason
<b>Measure M1 Requests</b>											
<b>Transfers</b>											
ANAHEIM	08-ANAH-MPAH-3075	MPAH	KATELLA (NINTH TO HUMOR)	C	08/09	N/A	N/A	\$ 3,815,969	\$ (359,027)	\$ 3,456,942	XFER \$359,027 TO 03-ANAH-MPAH-2004 CON.
ANAHEIM	03-ANAH-MPAH-2004	MPAH	KATELLA (HUMOR TO JEAN)	C	09/10	N/A	N/A	\$ 1,554,986	\$ 359,027	\$ 1,914,013	XFER \$359,027 FROM 08-ANAH-MPAH-3075 CON.
ANAHEIM	97-ANAH-SSP-2000	SSP	IMPERIAL (SAC TO ORANGETHORPE)	E	97/98	N/A	N/A	\$ 748,800	\$ (125,864)	\$ 620,936	XFER \$125,864 TO 97-ANAH-SSP-2004 CON.
ANAHEIM	97-ANAH-SSP-2000	SSP	IMPERIAL (SAC TO ORANGETHORPE)	R	98/99	N/A	N/A	\$ 2,750,000	\$ (38,679)	\$ 2,711,321	XFER \$38,679 TO 97-ANAH-SSP-2004 CON.
ANAHEIM	97-ANAH-SSP-2000	SSP	IMPERIAL (SAC TO ORANGETHORPE)	C	06/07	N/A	N/A	\$ 6,371,000	\$ (183,901)	\$ 8,187,089	XFER \$183,901 TO 97-ANAH-SSP-2004 CON.
ANAHEIM	97-ANAH-SSP-2004	SSP	KATELLA (HUMOR TO JEAN)	C	09/10	N/A	N/A	\$ 2,888,354	\$ 348,444	\$ 3,236,798	XFER \$348,444 FROM 97-ANAH-SSP-2000. VARIOUS PHASES.
ANAHEIM	03-ANAH-IIP-1016	IIP	KRAEMER BLVD/ LA PALMA AVE IIP	E	05/06	N/A	N/A	\$ 400,500	\$ (17,050)	\$ 383,450	XFER \$17,050 FROM ENG TO CON.
ANAHEIM	03-ANAH-IIP-1016	IIP	KRAEMER BLVD/ LA PALMA AVE IIP	C	09/10	N/A	N/A	\$ 1,408,181	\$ 17,050	\$ 1,425,231	XFER \$17,050 FROM CON TO ENG.
ANAHEIM	03-ANAH-SIP-1024	SIP	MAGNOLIA AVE (KATELLA TO WOODLAND)	E	05/06	N/A	N/A	\$ 28,000	\$ (19,354)	\$ 8,646	XFER \$19,354 FROM ENG TO CON.
ANAHEIM	03-ANAH-SIP-1024	SIP	MAGNOLIA AVE (KATELLA TO WOODLAND)	C	06/07	N/A	N/A	\$ 231,950	\$ 19,354	\$ 251,304	XFER \$19,354 FROM ENG TO CON.
ANAHEIM	05-ANAH-SIP-2726	SIP	BROADWAY EAST ITS (LOARA TO EAST ST)	C	08/10	N/A	N/A	\$ 181,456	\$ (38,544)	\$ 142,912	XFER \$38,544 FROM CON TO ENG.
ANAHEIM	05-ANAH-SIP-2726	SIP	BROADWAY EAST ITS (LOARA TO EAST ST)	E	08/09	N/A	N/A	\$ 86,544	\$ 38,544	\$ 125,088	XFER \$38,544 FROM CON TO ENG.
ANAHEIM	05-ANAH-SIP-2727	SIP	KNOTT ST ITS (BALL TO CRESCENT)	C	09/10	N/A	N/A	\$ 220,000	\$ (46,641)	\$ 173,359	XFER \$46,641 FROM CON TO ENG.
ANAHEIM	05-ANAH-SIP-2727	SIP	KNOTT ST ITS (BALL TO CRESCENT)	E	08/09	N/A	N/A	\$ 30,000	\$ 46,641	\$ 76,641	XFER \$46,641 FROM CON TO ENG.
ANAHEIM	05-ANAH-SIP-2729	SIP	BROOKHURST ST ITS (FALMOUTH TO BALL)	C	10/11	N/A	N/A	\$ 147,046	\$ (28,357)	\$ 118,689	XFER \$28,357 FROM CON TO ENG.
ANAHEIM	05-ANAH-SIP-2729	SIP	BROOKHURST ST ITS (FALMOUTH TO BALL)	E	08/09	N/A	N/A	\$ 102,954	\$ 28,357	\$ 131,311	XFER \$28,357 FROM CON TO ENG.
ORANGE	00-ORNG-MPH-3144	MPAH	MAIN ST WIDENING (PALMYRA TO CHAPMAN)	R	08/09	N/A	N/A	\$ 578,058	\$ (138,000)	\$ 440,058	XFER \$138,000 FROM ROW TO CON.
ORANGE	00-ORNG-MPH-3144	MPAH	MAIN ST WIDENING (PALMYRA TO CHAPMAN)	C	10/11	N/A	N/A	\$ 771,508	\$ 138,000	\$ 909,508	XFER \$138,000 FROM ROW TO CON.
ORANGE	03-ORNG-IIP-1186	IIP	TUSTIN ST/ MEATS AVE	R	08/09	N/A	N/A	\$ 464,264	\$ (73,296)	\$ 390,968	XFER \$73,296 FROM ROW TO CON.
ORANGE	03-ORNG-IIP-1186	IIP	TUSTIN ST/ MEATS AVE	C	10/11	N/A	N/A	\$ 1,595,801	\$ 73,296	\$ 1,669,097	XFER \$73,296 FROM ROW TO CON.
<b>Transfers - Total CTFP Allocations (9)</b>										<b>\$ 20,984,416</b>	
<b>New Projects<sup>1</sup></b>											
IRVINE	10-IRVN-GMA-3412	GMA	PORTOLA PKWY VIDEO DETECTION	C	N/A	N/A	10/11	\$ -	NEW ALLOCATION	\$ 125,000	PREVIOUSLY APPROVED BY GMA #4.
IRVINE	10-IRVN-GMA-3409	GMA	CULVER/ WALNUT IIP	C	N/A	N/A	09/10	\$ -	NEW ALLOCATION	\$ 43,983	PREVIOUSLY APPROVED BY GMA #8.
COUNTY OF ORANGE	08-ORCO-GMA-3401	GMA	O'NEILL DRIVE/CECIL PASTURE RD IIP	C	N/A	N/A	09/10	\$ -	NEW ALLOCATION	\$ 70,000	PREVIOUSLY APPROVED BY GMA #9.
SANTA ANA	09-SNTA-GMA-1002	GMA	ALTON OVERCROSSING	E	N/A	N/A	09/10	\$ -	NEW ALLOCATION	\$ 100,000	PREVIOUSLY APPROVED BY GMA #8.
<b>New Projects - Total CTFP Allocations (4)</b>										<b>\$ 338,983</b>	

Agency	Project #	Program	Project Title	Phase	Current FY	Months	Proposed FY	Original Amount	Action Request	Proposed Amount	Reason
--------	-----------	---------	---------------	-------	------------	--------	-------------	-----------------	----------------	-----------------	--------

### Measure M1 Requests (cont.)

<b>Cancellations</b>											
ALISO VIEJO	05-ALSO-TDM-2330	TDM	BIKE TRAIL IN SCE ROW	C	09/10	N/A	N/A	\$ 186,914	CANCEL	\$ -	CANCELLED PER AGENCY REQUEST.
GARDEN GROVE	03-GGRV-IIP-1103	IIP	HARBOR/LAMPSON	R	06/07	N/A	N/A	\$ 444,207	CANCEL	\$ -	CANCELLED PER AGENCY REQUEST.
TUSTIN	03-TUST-IIP-1223	IIP	RED HILL AVE GRADE SEPARATION	E	07/08	N/A	N/A	\$ 1,400,000	CANCEL	\$ -	CANCELLED PER AGENCY REQUEST.
<b>Cancellations - Total CTFP Allocations (3)</b>										<b>\$ 2,041,121</b>	

### Measure M2 Requests

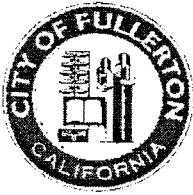
<b>Delays</b>											
SANTA ANA	11-SNTA-ACE-9003	ACE	BRISTOL ST WIDENING (3RD TO CIVIC CENTER)	C	11/12	12	12/13	\$ 6,240,000	DELAY	\$ 6,240,000	DELAY REQUESTED TO ACCOUNT FOR ADDITIONAL TIME NEEDED FOR ROW CERTIFICATION ASSOCIATED WITH SLFP FUNDING. CITY COUNCIL CONCURRENCE RECEIVED ON 8/24/11.
<b>Delays - Total CTFP Allocations (1)</b>										<b>\$ 6,240,000</b>	
<b>Advances</b>											
COSTA MESA	11-CMSA-ICE-3515	ICE	HARBOR BLVD/ GISLER ST	E	12/13	12	11/12	\$ 115,875	ADVANCE	\$ 112,500	REQUESTED BY AGENCY. PROGRAMMED AMOUNT DE-ESCALATED FOR INFLATION.
COSTA MESA	11-CMSA-ICE-3516	ICE	HARBOR BLVD/ VICTORIA ST	E	12/13	12	11/12	\$ 50,213	ADVANCE	\$ 48,750	REQUESTED BY AGENCY. PROGRAMMED AMOUNT DE-ESCALATED FOR INFLATION.
ORANGE	11-ORNG-ICE-3539	ICE	KATELLA/ WANDA	E	12/13	12	11/12	\$ 51,500	ADVANCE	\$ 50,000	REQUESTED BY AGENCY. PROGRAMMED AMOUNT DE-ESCALATED FOR INFLATION.
<b>Advances - Total CTFP Allocations (3)</b>										<b>\$ 211,250</b>	

\* Projects were previously approved by GMA #4 on May 24, 2010, GMA #8 May 21, 2010, GMA #9 on June 19, 2009, and GMA #6 on June 3, 2009, respectively. This is a technical correction to bring these projects to the Board of Directors.

#### ABBREVIATIONS

ACE - Arterial Capacity Enhancements  
C / CON - Construction  
CTFP - Combined Transportation Funding Program  
E / ENG - Engineering  
FY - fiscal year  
GMA - Growth Management Area  
ICE - Intersection Capacity Enhancements  
IIP - Intersection Improvement Program

MPAH - Master Plan of Arterial Highways  
R / ROW - Right-of-Way  
SCE - Southern California Edison  
SIP - Signal Improvement Program  
SSP - Smart Streets Program  
TDM - Transportation Demand Management Program  
XFER - Transfer



---

Engineering Department

October 4, 2011

Ref: Measure M-Turnback Fair Share  
Extension Request

Orange County Transportation Authority  
Attn: Kia Mortazavi, Executive Director Planning  
600 South Main Street  
Orange, CA 92863-1584

Dear Mr. Mortazavi:

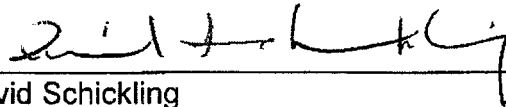
The City of Fullerton is requesting a time extension to June 30, 2012 to spend its Measure M Turnback fair share funding that was received during fiscal years 2007-08 and 2008-09. The City has \$732,972 of Measure M-Turnback funding remaining from Fiscal Year 2007-08 and \$1,923,195 for Fiscal Year 2008-09.

The City has developed a spending plan for the Measure M-Turnback funds. The projects listed below are currently under construction, have been awarded construction contract or design is in progress. The spending plan is as follows:

1. Project 51005 Residential Street Reconstruction. Contract awarded in March 2011. Construction in progress. M-Turnback funding: \$415,184.
2. Project 44004 Euclid Reconstruction. Contract awarded July 2011. Construction in progress. M-Turnback funding: approximately \$670,000.
3. Project 44003 Commonwealth Reconstruction from Magnolia to West City Limit. Contract awarded June 2011. M-Turnback funding: approximately \$600,000. Construction to start October 2011.
4. Projects 44582 & 44583 Residential Street Reconstruction. Contract awarded August 2011. M-Turnback funding: approximately \$550,000. Construction to start October 2011.
5. Rosecrans Reconstruction from Gilbert to Canyon. Design in progress and construction is estimated to begin in March 2012. Estimated cost: \$600,000

The expenditure of Measure M-Turnback funding for the two Residential Street Reconstruction projects listed above were delayed due to sewer and water line design and construction work that needed to take place prior to the street reconstruction. The Euclid Street Reconstruction and Commonwealth Reconstruction projects were delayed because local business owners requested that the projects be completed in as short duration as possible to minimize disruption to their businesses. To accommodate their requests, the City delayed construction to the summer months to avoid the rainy season and wet subgrade conditions.

If you have any questions, please contact Ron Bowers, Senior Civil Engineer at 714-738-6322.

A handwritten signature in black ink, appearing to read "David Schickling", is written over a horizontal line.

David Schickling  
Water System Manager/Assistant City  
Engineer

RB:bas

# Rail and Facilities Program Update





# Metrolink Service Expansion Program



Fullerton Turnback Facility	\$	23.90
Laguna Niguel Turnback Facility	\$	28.20
New Control Points & Signals	\$	24.89
Anaheim Layover Facility	\$	13.30
Orange Siding Rehabilitation	\$	11.20
Maintenance-of-Way Spurs	\$	1.72
<b>SUBTOTAL</b>	\$	<b>103.21</b>
Right-of-Way & Utilities	\$	21.34
OCTA Costs	\$	9.59
Equipment (locomotives, cab cars, and trailers)	\$	158.01
<b>TOTAL</b>	\$	<b>292.15</b>

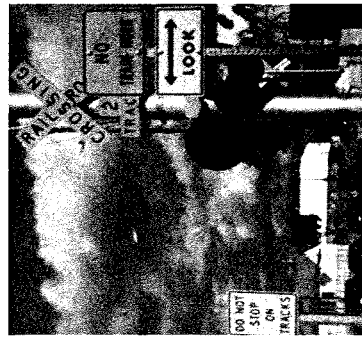
Legend:

 Final Design

 Construction

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	Notes
Fullerton Turnback Facility																								All infrastructure required for service start up completed March 2011 Final cutover completed December 2011
Laguna Niguel Turnback Facility																								Platform completed November 2010
New Control Points & Signals																								CP Stadium reinstated
Anaheim Layover Facility																								
Orange Siding Rehabilitation																								
Maintenance-of-Way Spurs																								Civil work complete September 2011; Signal material on order
Rail Equipment Delivery																								



 Final Design

Construction

\* Cost for Fairhaven and Santa Clara Avenues in the City of Santa Ana is funded by the Santa Ana 2nd Main Track Project's remaining budget.

City	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045	2046	2047	2048	2049	2050	2051	2052	2053	2054	2055	2056	2057	2058	2059	2060	2061	2062	2063	2064	2065	2066	2067	2068	2069	2070	2071	2072	2073	2074	2075	2076	2077	2078	2079	2080	2081	2082	2083	2084	2085	2086	2087	2088	2089	2090	2091	2092	2093	2094	2095	2096	2097	2098	2099	2100	2101	2102	2103	2104	2105	2106	2107	2108	2109	2110	2111	2112	2113	2114	2115	2116	2117	2118	2119	2120	2121	2122	2123	2124	2125	2126	2127	2128	2129	2130	2131	2132	2133	2134	2135	2136	2137	2138	2139	2140	2141	2142	2143	2144	2145	2146	2147	2148	2149	2150	2151	2152	2153	2154	2155	2156	2157	2158	2159	2160	2161	2162	2163	2164	2165	2166	2167	2168	2169	2170	2171	2172	2173	2174	2175	2176	2177	2178	2179	2180	2181	2182	2183	2184	2185	2186	2187	2188	2189	2190	2191	2192	2193	2194	2195	2196	2197	2198	2199	2200	2201	2202	2203	2204	2205	2206	2207	2208	2209	2210	2211	2212	2213	2214	2215	2216	2217	2218	2219	2220	2221	2222	2223	2224	2225	2226	2227	2228	2229	2230	2231	2232	2233	2234	2235	2236	2237	2238	2239	2240	2241	2242	2243	2244	2245	2246	2247	2248	2249	2250	2251	2252	2253	2254	2255	2256	2257	2258	2259	2260	2261	2262	2263	2264	2265	2266	2267	2268	2269	2270	2271	2272	2273	2274	2275	2276	2277	2278	2279	2280	2281	2282	2283	2284	2285	2286	2287	2288	2289	2290	2291	2292	2293	2294	2295	2296	2297	2298	2299	2300	2301	2302	2303	2304	2305	2306	2307	2308	2309	2310	2311	2312	2313	2314	2315	2316	2317	2318	2319	2320	2321	2322	2323	2324	2325	2326	2327	2328	2329	2330	2331	2332	2333	2334	2335	2336	2337	2338	2339	2340	2341	2342	2343	2344	2345	2346	2347	2348	2349	2350	2351	2352	2353	2354	2355	2356	2357	2358	2359	2360	2361	2362	2363	2364	2365	2366	2367	2368	2369	2370	2371	2372	2373	2374	2375	2376	2377	2378	2379	2380	2381	2382	2383	2384	2385	2386	2387	2388	2389	2390	2391	2392	2393	2394	2395	2396	2397	2398	2399	2400	2401	2402	2403	2404	2405	2406	2407	2408	2409	2410	2411	2412	2413	2414	2415	2416	2417	2418	2419	2420	2421	2422	2423	2424	2425	2426	2427	2428	2429	2430	2431	2432	2433	2434	2435	2436	2437	2438	2439	2440	2441	2442	2443	2444	2445	2446	2447	2448	2449	2450	2451	2452	2453	2454	2455	2456	2457	2458	2459	2460	2461	2462	2463	2464	2465	2466	2467	2468	2469	2470	2471	2472	2473	2474	2475	2476	2477	2478	2479	2480	2481	2482	2483	2484	2485	2486	2487	2488	2489	2490	2491	2492	2493	2494	2495	2496	2497	2498	2499	2500	2501	2502	2503	2504	2505	2506	2507	2508	2509	2510	2511	2512	2513	2514	2515	2516	2517	2518	2519	2520	2521	2522	2523	2524	2525	2526	2527	2528	2529	2530	2531	2532	2533	2534	2535	2536	2537	2538	2539	2540	2541	2542	2543	2544	2545	2546	2547	2548	2549	2550	2551	2552	2553	2554	2555	2556	2557	2558	2559	2560	2561	2562	2563	2564	2565	2566	2567	2568	2569	2570	2571	2572	2573	2574	2575	2576	2577	2578	2579	2580	2581	2582	2583	2584	2585	2586	2587	2588	2589	2590	2591	2592	2593	2594	2595	2596	2597	2598	2599	2600	2601	2602	2603	2604	2605	2606	2607	2608	2609	2610	2611	2612	2613	2614	2615	2616	2617	2618	2619	2620	2621	2622	2623	2624	2625	2626	2627	2628	2629	2630	2631	2632	2633	2634	2635	2636	2637	2638	2639	2640	2641	2642	2643	2644	2645	2646	2647	2648	2649	2650	2651	2652	2653	2654	2655	2656	2657	2658	2659	2660	2661	2662	2663	2664	2665	2666	2667	2668	2669	2670	2671	2672	2673	2674	2675	2676	2677	2678	2679	2680	2681	2682	2683	2684	2685	2686	2687	2688	2689	2690	2691	2692	2693	2694	2695	2696	2697	2698	2699	2700	2701	2702	2703	2704	2705	2706	2707	2708	2709	2710	2711	2712	2713	2714	2715	2716	2717	2718	2719	2720	2721	2722	2723	2724	2725	2726	2727	2728	2729	2730	2731	2732	2733	2734	2735	2736	2737	2738	2739	2740	2741	2742	2743	2744	2745	2746	2747	2748	2749	2750	2751	2752	2753	2754	2755	2756	2757	2758	2759	2760	2761	2762	2763	2764	2765	2766	2767	2768	2769	2770	2771	2772	2773	2774	2775	2776	2777	2778	2779	2780	2781	2782	2783	2784	2785	2786	2787	2788	2789	2790	2791	2792	2793	2794	2795	2796	2797	2798	2799	2800	2801	2802	2803	2804	2805	2806	2807	2808	2809	2810	2811	2812	2813	2814	2815	2816	2817	2818	2819	2820	2821	2822	2823	2824	2825	2826	2827	2828	2829	2830	2831	2832	2833	2834	2835	2836	2837	2838	2839	2840	2841	2842	2843	2844	2845	2846	2847	2848	2849	2850	2851	2852	2853	2854	2855	2856	2857	2858	2859	2860	2861	2862	2863	2864	2865	2866	2867	2868	2869	2870	2871	2872	2873	2874	2875	2876	2877	2878	2879	2880	2881	2882	2883	2884	2885	2886	2887	2888	2889	2890	2891	2892	2893	2894	2895	2896	2897	2898	2899	2900	2901	2902	2903	2904	2905	2906	2907	2908	2909	2910	2911	2912	2913	2914	2915	2916	2917	2918	2919	2920	2921	2922	2923	2924	2925	2926	2927	2928	2929	2930	2931	2932	2933	2934	2935	2936	2937	2938	2939	2940	2941	2942	2943	2944	2945	2946	2947	2948	2949	2950	2951	2952	2953	2954	2955	2956	2957	2958	2959	2960	2961	2962	2963	2964	2965	2966	2967	2968	2969	2970	2971	2972	2973	2974	2975	2976	2977	2978	2979	2980	2981	2982	2983	2984	2985	2986	2987	2988	2989	2990	2991	2992	2993	2994	2995	2996	2997	2998	2999	3000	3001	3002	3003	3004	3005	3006	3007	3008	3009	3010	3011	3012	3013	3014	3015	3016	3017	3018	3019	3020	3021	3022	3023	3024	3025	3026	3027	3028	3029	3030	3031	3032	3033	3034	3035	3036	3037	3038	3039	3040	3041	3042	3043	3044	3045	3046	3047	3048	3049	3050	3051	3052	3053	3054	3055	3056	3057	3058	3059	3060	3061	3062	3063	3064	3065	3066	3067	3068	3069	3070	3071	3072	3073	3074	3075	3076	3077	3078	3079	3080	3081	3082	3083	3084	3085	3086	3087	3088	3089	3090	3091	3092	3093	3094	3095	3096	3097	3098	3099	3100	3101	3102	3103	3104	3105	3106	3107	3108	3109	3110	3111	3112	3113	3114	3115	3116	3117	3118	3119	3120	3121	3122	3123	3124	3125	3126	3127	3128	3129	3130	3131	3132	3133	3134	3135	3136	3137	3138	3139	3140	3141	3142	3143	3144	3145	3146	3147	3148	3149	3150	3151	3152	3153	3154	3155	3156	3157	3158	3159	3160	3161	3162	3163	3164	3165	3166	3167	3168	3169	3170	3171	3172	3173	3174	3175	3176	3177	3178	3179	3180	3181	3182	3183	3184	3185	3186	3187	3188	3189	3190	3191	3192	3193	3194	3195	3196	3197	3198	3199	3200	3201	3202	3203	3204	3205	3206	3207	3208	3209	3210	3211	3212	3213	3214	3215	3216	3217	3218	3219	3220	3221	3222	3223	3224	3225	3226	3227	3228	3229	3230	3231	3232	3233	3234	3235	3236	3237	3238	3239	3240	3241	3242	3243	3244	3245	3246	3247	3248	3249	3250	3251	3252	3253	3254	3255	3256	3257	3258	3259	3260	3261	3262	3263	3264	3265	3266	3267	3268	3269	3270	3271	3272	3273	3274	3275	3276	3277	3278	3279	3280	3281	3282	3283	3284	3285	3286	3287	3288	3289	3290	3291	3292	3293	3294	3295	3296	3297	3298	3299	3300	3301	3302	3303	3304	3305	3306	3307	3308	3309	3310	3311	3312	3313	3314	3315	3316	3317	3318	3319	3320	3321	3322	3323	3324	3325	3326	3327	3328	3329	3330	3331	3332	3333	3334	3335	3336	3337	3338	3339	3340	3341	3342	3343	3344	3345	3346	3347	3348	3349	3350	3351	3352	3353	3354	3355	3356	3357	3358	3359	3360	3361	3362	3363	3364	3365	3366	3367	3368	3369	3370	3371	3372	3373	3374	3375	3376	3377	3378	3379	3380	3381	3382
------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------	------

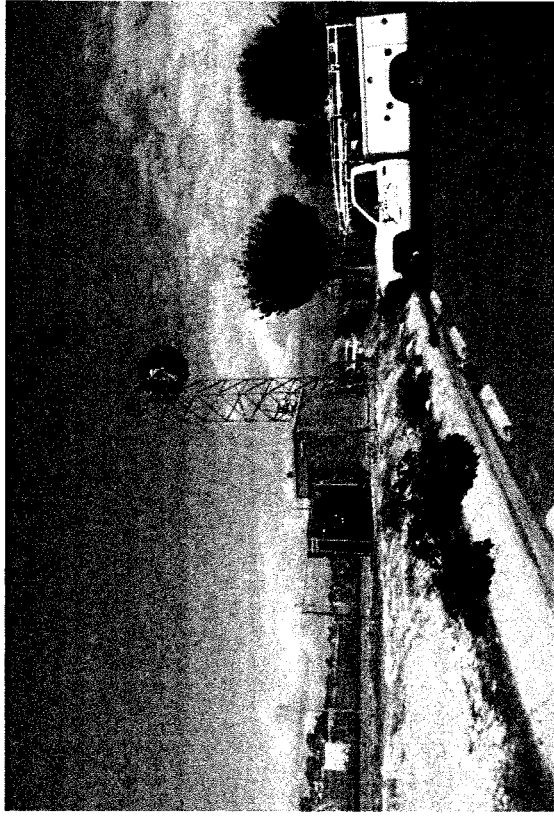


Legend:



100

# Orange County Communications Project (Fiber Optics)



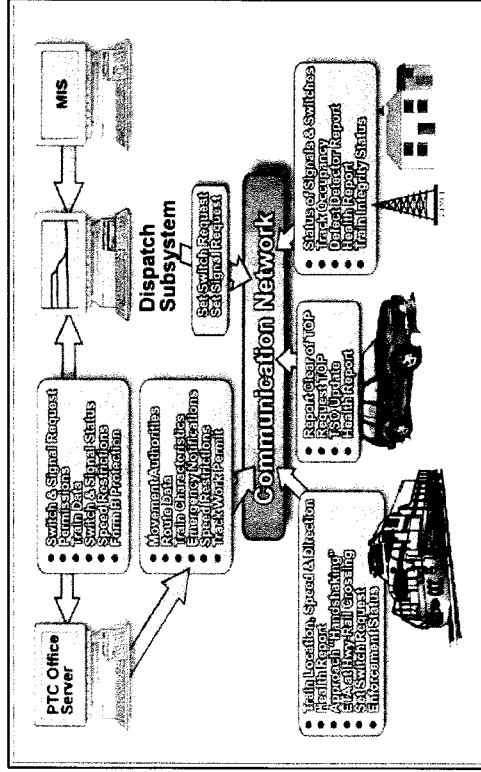
Project Source: COST (Mileage)

Proposition 116 \$ 12.300  
Federal Transit Administration Section 5309 \$ 10.903  
Measure M \$ 1.397  
**TOTAL \$ 24.600**

Project led by SCRRA
Conceptual Design - 2008
Final Design completed - 9/30/10
Invitation for Bids Issued: 10/14/10
Southern California Regional Rail Authority (SCRRA)
Board Award: 12/10/10
Notice to Proceed: 2/8/11
Project 50 percent complete; Microwave towers installed at Dana Point and Orangethorpe Avenue
Project Closeout: 12/31/12

Schedule	2008	2009	2010	2011	2012
Design					
Procurement					
Construction					
Project Closeout					

# Positive Train Control



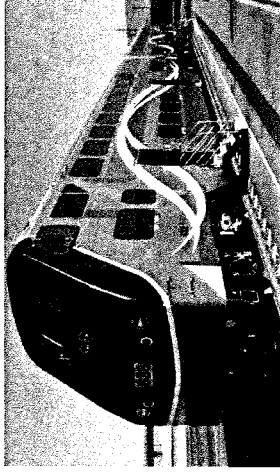
CRRA Funding		SCRRA System(s)/Funding	
Proposition 116	\$ 32,715,778	Project Development	\$ 58,199,491
Federal Transportation Administration (FTA) Section 5307	\$ 4,147,427	Construction/Project	
American Recovery and Reinvestment Act	\$ 1,234,000	Relocate/Adjust Signals	\$ 716,644
FTA Section 5309	\$ 275,800	Wayside Interface Units/Communications & Positive Train Control Communications/	\$ 1,517,628
SCRRA Proposition 1A	\$ 1,474,395	Pomona Train Control Operations Support	\$ 11,457,800
Local Funding (5309 match)	\$ 68,950	Vendor/Integrator	\$ 8,520,870
<b>TOTAL</b>	<b>\$ 39,916,350</b>	<b>TOTAL</b>	<b>\$ 201,633,212</b>

Schedule	2009	2010	2011	2012
SCRRA Lead Improvements				
Vendor/Integrator Tasks				
Systems Testing				
Project Closeout				

Schedule	2009	2010	2011	2012
SCRRA Lead Improvements				
Vendor/Integrator Tasks				
Systems Testing				
Project Closeout				



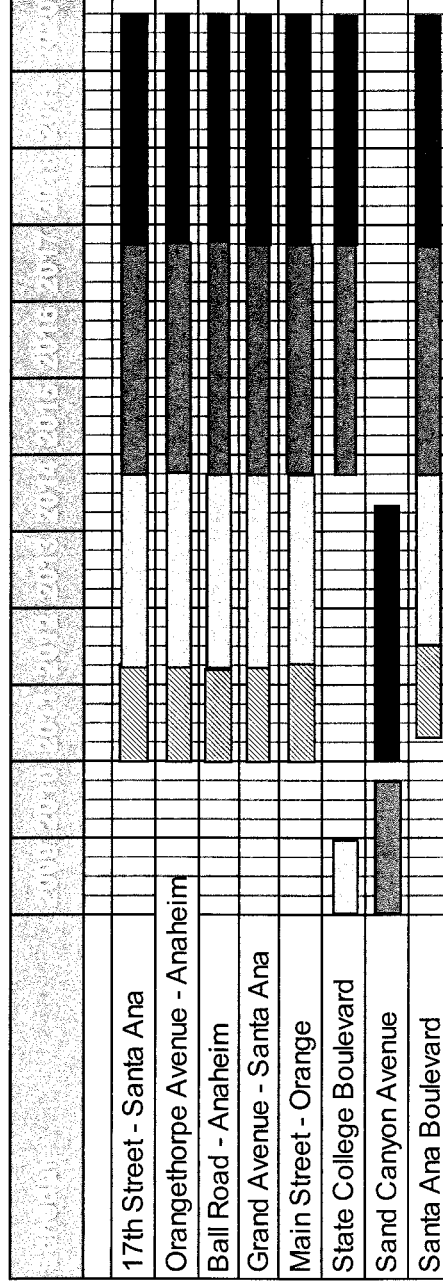
# LOSSAN Grade Separation Projects



17th Street - Santa Ana	\$	89.00
Orangethorpe Avenue - Anaheim	\$	94.00
Ball Road - Anaheim	\$	71.00
Grand Avenue - Santa Ana	\$	72.00
Main Street - Orange	\$	69.00
State College Boulevard - Anaheim	\$	70.00
Sand Canyon Avenue - Irvine	\$	56.00
Santa Ana Boulevard - Santa Ana	\$	74.00
<b>TOTAL</b>	<b>\$</b>	<b>595.00</b>

Legend:

-  Project Concept
-  Project Approval
-  Final Design
-  Construction



Note: State College project approval has been completed by the City of Anaheim.  
Schedules assumes future funding availability.

# Metrolink Operations

## **Angels/Ducks Express**

April through September 2011, OCTA operated special Metrolink rail service to and from the Los Angeles Angels of Anaheim (Angeles) baseball home games on weekdays at 7:05 p.m. via the Anaheim Station

- OCTA received \$268,207 in competitive grant funds from the Mobile Source Air Pollution Reduction Review Committee for this service
- The Angels Express served 46 home games, totaling over 20,000 boardings
- OCTA is providing a bus connection for Metrolink passengers between the Anaheim Station and the Honda Center for Anaheim Ducks fans on regular weekday game nights
- 25 home games served by existing Metrolink trains between south Orange County and Anaheim.
- OCTA is running special Metrolink train service for three weekday Anaheim Ducks hockey games versus the Los Angeles Kings this season on November 17 and December 6, 2011, and March 16, 2012

## **Capital Improvement Study**

- OCTA study for capital improvements at Orange County rail stations
- Inventory and identify enhancements and rehabilitation to Metrolink stations
- Identify funding which OCTA can utilize to make improvements
- Final report to the Transit Committee and OCTA Board of Directors early 2012

## **Rotem Cars (Guardian Fleet)**

- Metrolink is currently under contract with Hyundai Rotem to purchase 137 crash energy management (CEM) cars.
- CEM cars feature unique collision-absorption technology
- As of December 9, 2011, Metrolink received 117 cars at the Eastern Maintenance Facility in Colton, CA
- 80 cars are in revenue service and the remaining 14 are being prepped for service

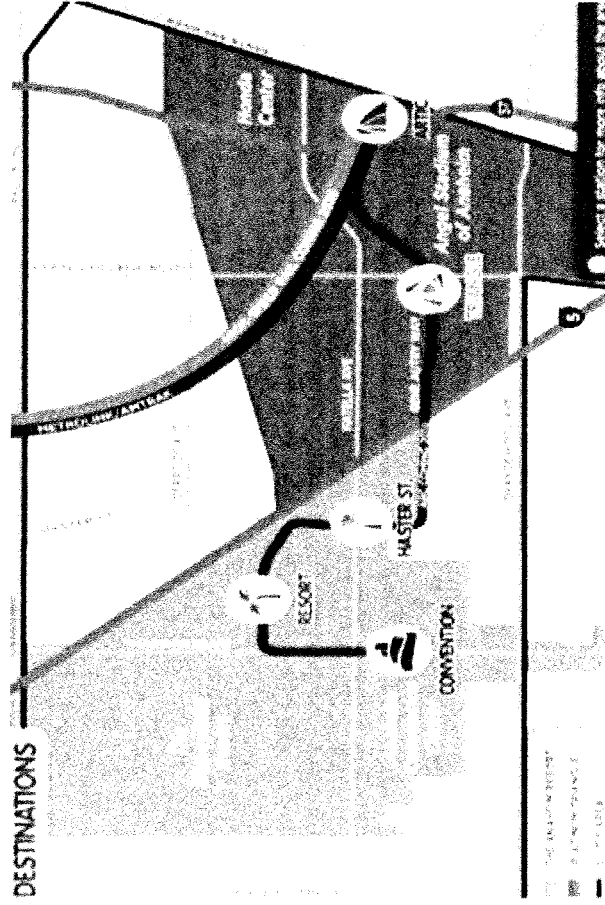


# Go Local Fixed-Guideway Program - Anaheim Rapid Connection

Step Two Activities

Step Three Preliminary Engineering

Final Design/Construction\*



Development Funding Through Preliminary Engineering				
	OCTA	Source	City	Total
Step 1	\$100,000	M1	\$0	\$100,000
Step 2	\$5,900,000	M1	\$100,000	\$6,000,000
Step 3 (Pre PE)	\$1,072,000	5307	\$134,000	
	\$134,000	M2 (S)		\$1,340,000
Step 3 PE	\$13,756,000	5307	\$1,719,500	
	\$1,719,500	M2 (S)		\$17,195,000
TOTAL	\$22,681,500		\$1,953,500	\$24,635,000

\* Phase not currently funded

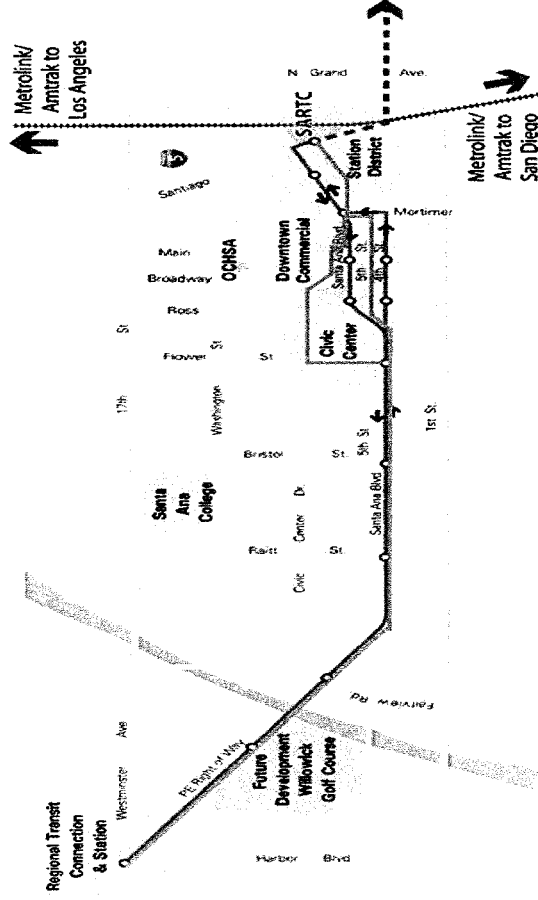


# Go Local Fixed-Guideway Program - Santa Ana/Garden Grove

Step Two Activities

Step Three Preliminary Engineering (PE)

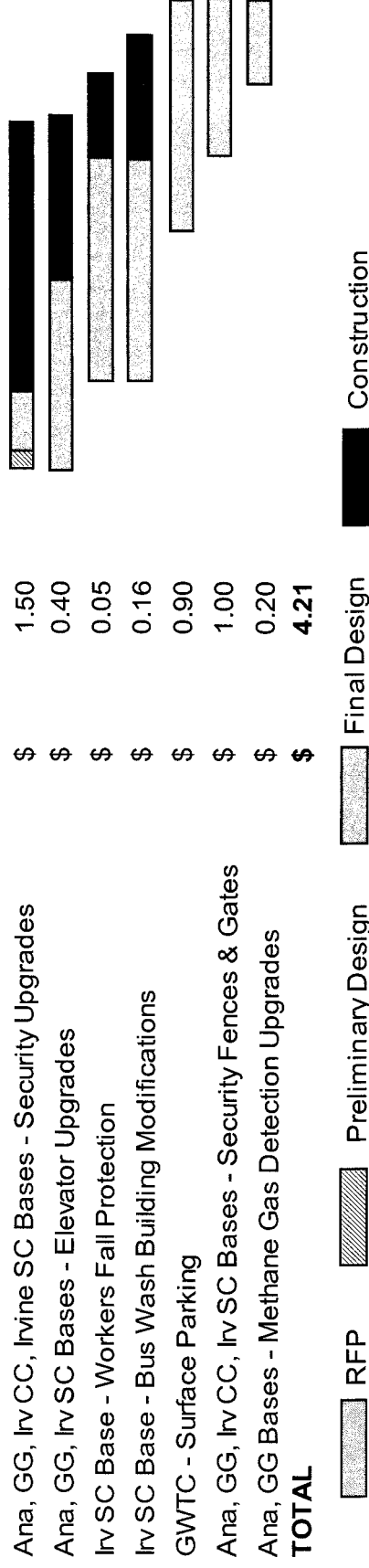
Final Design/Construction\*



Development Funding Through Preliminary Engineering				
	OCTA	Source	City	Total
Step 1	\$100,000	M1	\$0	\$100,000
Step 2	\$5,900,000	M1	\$100,000	\$6,000,000
Step 3 (Pre PE)	\$529,360	5307	\$66,170	
	\$66,170	M2 (S)		\$661,700
Step 3 PE	\$3,904,000	5307	\$488,000	
	\$488,000	M2 (S)		\$4,880,000
TOTAL	\$10,987,530		\$654,170	\$11,641,700

\* Phase not currently funded

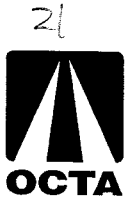
# Facilities Engineering



## OCTA Facility Legend:

Ana	Anaheim Bus Base
GG	Garden Grove Bus Base
Iv CC	Irvine Construction Circle Bus Base
Iv SC	Irvine Sand Canyon Bus Base
SA	Santa Ana Bus Base
GWTC	Golden West Transportation Center
PEROW	Pacific Electric Right-of-Way





**January 23, 2012**

**To:** Members of the Board of Directors  
**From:** Will Kempton, Chief Executive Officer  
**Subject:** Fourth Quarter 2011 Debt and Investment Report

**Overview**

The California Government Code authorizes the Orange County Transportation Authority Treasurer to submit a quarterly investment report detailing the investment activity for the period. This investment report covers the fourth quarter of 2011, October through December, and includes a discussion on the Orange County Transportation Authority's debt portfolio.

**Recommendation**

Receive and file the Quarterly Investment Report prepared by the Treasurer as an information item.

**Discussion**

The Treasurer is currently managing the Orange County Transportation Authority's (OCTA) investment portfolio totaling \$1.05 billion as of December 31, 2011. The portfolio is divided into three managed portfolios: the liquid portfolio for immediate cash needs, bond proceeds portfolio to meet Measure M2 (M2) transportation program needs, and the short-term portfolio for future budgeted expenditures. In addition to these portfolios, OCTA has funds invested in debt service reserve funds for the 91 Express Lanes.

OCTA's debt portfolio had an outstanding principal balance of \$538.3 million as of December 31, 2011. Approximately 70 percent of the outstanding balance is comprised of M2 debt and 30 percent is associated with the 91 Express Lanes program.

Economic Summary: The Fed Funds Rate remains at 0 to 0.25 percent and is not expected to begin moving upward until 2013. The unemployment rate dropped to 8.5 percent through December as companies began adding jobs. The economy added 1.6 million jobs in 2011, the best growth since 2006.

Manufacturing and mining led job growth for the year and are forecast to do the same in 2012. The two industries combined helped spark the largest annual employment increases for the economy in five years. Factory payrolls expanded the most in 14 years while mining added more jobs than any period during the past three decades.

**Debt Portfolio Activity:** The Letter of Credit (LOC) supporting the M2 tax-exempt commercial paper (TECP) program expired in November 2011. OCTA completed the procurement for a replacement facility during the quarter. On September 26, 2011, the Board of Directors approved the selection of JP Morgan to provide LOC services for a \$50 million program. There is currently \$25 million in outstanding TECP. The outstanding balances for each of OCTA's debt securities are presented in Attachment A.

**Investment Portfolio Compliance:** There were no compliance violations during the quarter. OCTA continues its policy of reviewing the contents of the investment portfolio on a daily basis to ensure compliance. Attachment B provides a comparison of the portfolio holdings as of December 31, 2011, to the diversification guidelines of the policy.

**Investment Portfolio Activity:** During the quarter, OCTA transferred \$50 million, \$12.5 million each, to the short-term portfolio investment managers. With yields compressed at historic lows, liquid funds were transferred to the investment managers to take advantage of higher returns in the two to three year maturity range.

Additionally, OCTA transferred \$10 million dollars to the Local Agency Investment Fund (LAIF). LAIF is used by public agencies statewide as a safe and competitive investment option. Funds on deposit with LAIF are available upon demand and may not be altered, impaired, or denied in any way, by any state official or state agency.

**Investment Portfolio Performance Versus Selected Benchmarks:** OCTA's investment managers provide OCTA and its financial advisor, Sperry Capital, with monthly performance reports. The investment managers' performance reports calculate monthly total rates of return based upon the market value of the portfolios they manage at the beginning of the month versus the market value at the end of the month. The market value of the portfolio at the end of the month includes the actual value of the portfolio based upon prevailing market conditions as well as the interest income accrued during the month.

OCTA has calculated the total returns for each of the investment managers for short-term operating monies and has compared the returns to specific

benchmarks as shown in Attachment C. Attachment D contains an annualized total return performance comparison by investment manager for the previous two years. Attachment E provides a two-year yield comparison between the short-term portfolio managers, the Orange County Investment Pool and the LAIF.

The returns for OCTA's short-term operating monies are compared to the Merrill Lynch 1-3 year Treasury Index benchmark. The Merrill Lynch 1-3 year Treasury Index is one of the most commonly used short-term fixed income benchmarks. Each of the four managers invests in a combination of securities that all conform to OCTA's 2011 Annual Investment Policy. For the quarter ending December 31, 2011, the weighted average total return for OCTA's short-term portfolio was 0.32 percent, 12 basis points above the benchmark return of 0.20 percent. For the 12-month period ending December 31, 2011, the portfolio's return totaled 1.92 percent, 37 basis points above the benchmark return of 1.55 percent for the same period.

The returns for OCTA's bond proceeds portfolio are compared to a customized benchmark comprised of treasury securities that match the projected draw schedule. Each of the two managers invest in a combination of securities that all conform to OCTA's 2011 Annual Investment Policy. For the quarter ending December 31, 2011, the weighted average total return for OCTA's bond proceeds portfolio was 0.14 percent, 11 basis points above the benchmark return of 0.03 percent.

The fixed income market was slightly less volatile during the quarter as efforts were made in Europe to calm the sovereign debt issues. In spite of positive growth, treasury rates will remain low until markets are satisfied with a European solution. Balance sheets for United States companies continue to grow stronger resulting in more stability in the corporate medium-term note and asset-backed markets.

The outperformance for the quarter was a direct result of the yield provided by all non-treasury sectors. With little movement in treasury yields, performance will be largely from high quality fixed income securities that pay a higher coupon relative to treasuries. Agency securities, for example, yield 17 basis points higher than comparable two-year treasuries. The yield curve is likely to remain positively sloped, anchored in the foreseeable future by a near-zero Fed Funds Rate.

**Investment Portfolios:** A summary of each investment manager's investment diversification, performance, and maturity schedule is provided in

Attachment F. These summaries provide a tool for analyzing the different returns for each manager.

A complete listing of all securities is provided in Attachment G. Each portfolio contains a description of the security, maturity date, book value, market value, and current yield provided by the custodial bank.

Cash Availability for the Next Six Months: OCTA has reviewed the cash requirements for the next six months. It has been determined that the liquid and the short-term portfolios can fund all projected expenditures during the next six months.

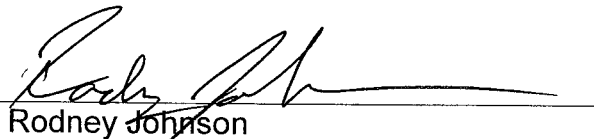
***Summary***

As required under the California Government Code, the Orange County Transportation Authority is submitting its quarterly investment report to the Board of Directors. The investment report summarizes the OCTA's Treasury activities for the period October 2011 through December 2011.

***Attachments***

- A. Orange County Transportation Authority Outstanding Debt December 31, 2011.
- B. Orange County Transportation Authority Investment Policy Compliance December 31, 2011.
- C. Orange County Transportation Authority Short-term Portfolio Performance Review Quarter Ending December 31, 2011.
- D. Orange County Transportation Authority Short-term Portfolio Performance December 31, 2011.
- E. Orange County Transportation Authority Comparative Yield Performance December 31, 2011.
- F. Investment Manager Diversification and Maturity Schedules December 31, 2011.
- G. Orange County Transportation Authority Portfolio Listing as of December 31, 2011.

**Prepared by:**



Rodney Johnson  
Deputy Treasurer  
Treasury Public Finance  
714-560-5675

**Approved by:**



Kenneth Phipps  
Executive Director,  
Finance and Administration  
714-560-5637

**Orange County Transportation Authority  
Outstanding Debt  
December 31, 2011**

---

**Orange County Local Transportation Authority (OCLTA) - M2 Program**

	<u>Issued</u>	<u>Outstanding</u>	<u>Final Maturity</u>
2008 Tax-Exempt Commercial Paper	\$ 100,000,000	\$ 25,000,000	2014
2010 Series B Sales Tax Revenue Tax-Exempt Bonds	\$ 59,030,000	\$ 59,030,000	2020
2010 Series A Sales Tax Revenue Taxable Bonds	\$ 293,540,000	\$ 293,540,000	2041
<b>Sub-total</b>	<b>\$ 452,570,000</b>	<b>\$ 377,570,000</b>	

**91 Express Lanes**

	<u>Issued</u>	<u>Outstanding</u>	<u>Final Maturity</u>
2003 Toll Road Revenue Refunding Bonds	\$ 195,265,000	\$ 160,705,000	2030

**TOTAL OUTSTANDING BALANCE**

**\$ 538,275,000**



**ORANGE COUNTY TRANSPORTATION AUTHORITY**  
**Investment Policy Compliance**  
**December 31, 2011**

<b><u>Investment Instruments</u></b>	<b><u>Dollar Amount Invested</u></b>	<b><u>Percent Of Portfolio</u></b>	<b><u>Investment Policy Maximum Percentages</u></b>
U.S. Treasuries	\$338,008,627	32.3%	100%
Federal Agencies & U.S. Government Sponsored	263,403,181	25.2%	100%
State of California & Local Agencies	1,535,700	0.1%	25%
Money Market Funds & Mutual Funds	122,908,934	11.7%	20%
Bankers Acceptances	0	0.0%	30%
Negotiable Certificates of Deposit	13,373,000	1.3%	30%
Commercial Paper	27,076,665	2.6%	25%
Medium Term Maturity Corporate Securities	163,632,689	15.6%	30%
Mortgage and Asset-backed Securities	53,018,429	5.1%	20%
Repurchase Agreements	0	0.0%	75%
Investment Agreements Pursuant To Indenture	0	0.0%	100%
Local Agency Investment Fund	10,054,370	1.0%	\$ 40 Million
Orange County Investment Pool	2,859,586	0.3%	\$ 40 Million
CAMP	0	0.0%	10%
Variable & Floating Rate Securities	12,464,242	1.2%	30%
Debt Service Reserve Funds - Investment Agreements	-	0.0%	Not Applicable
Cash Equivalents	37,855,058	3.6%	Not Applicable
Derivatives (hedging transactions only)	0	0.0%	5%
<b>TOTAL</b>	<b><u>\$1,046,190,481</u></b>	<b>100.0%</b>	

**Orange County Transportation Authority  
Short-term Portfolio Performance Review\*  
Quarter Ending December 31, 2011**

Month Ending	Merrill Lynch Treasury 1-3 Year Index Benchmark		JP Morgan		Payden & Rygel		Western Asset Mgmt		State Street Global Advisors	
	Monthly Return	Duration	Monthly Return	Duration	Monthly Return	Duration	Monthly Return	Duration	Monthly Return	Duration
10/31/2011	0.09%	1.88 years	0.18%	1.83 years	0.22%	1.97 years	0.18%	1.89 years	0.20%	1.57 years
11/30/2011	0.05%	1.89 years	-0.03%	1.89 years	0.02%	1.85 years	-0.01%	1.90 years	0.02%	1.91 years
12/31/2011	0.05%	1.89 years	0.15%	1.86 years	0.09%	1.88 years	0.16%	1.83 years	0.11%	1.84 years
Oct 11 - Dec 11 Total Return	0.20%		0.30%		0.33%		0.33%		0.33%	

**HISTORICAL QUARTERLY RETURNS**

Jan 11 - Mar 11 Total Return	0.03%	0.19%	0.23%	0.21%	0.24%
Apr 11 - Jun 11 Total Return	0.83%	0.93%	0.77%	1.09%	0.79%
Jul 11 - Sep 11 Total Return	0.49%	0.55%	0.39%	0.64%	0.30%
Oct 11 - Dec 11 Total Return	0.20%	0.30%	0.33%	0.33%	0.33%
<b>12-Month Total Return</b>	<b>1.55%</b>	<b>1.99%</b>	<b>1.73%</b>	<b>2.29%</b>	<b>1.67%</b>

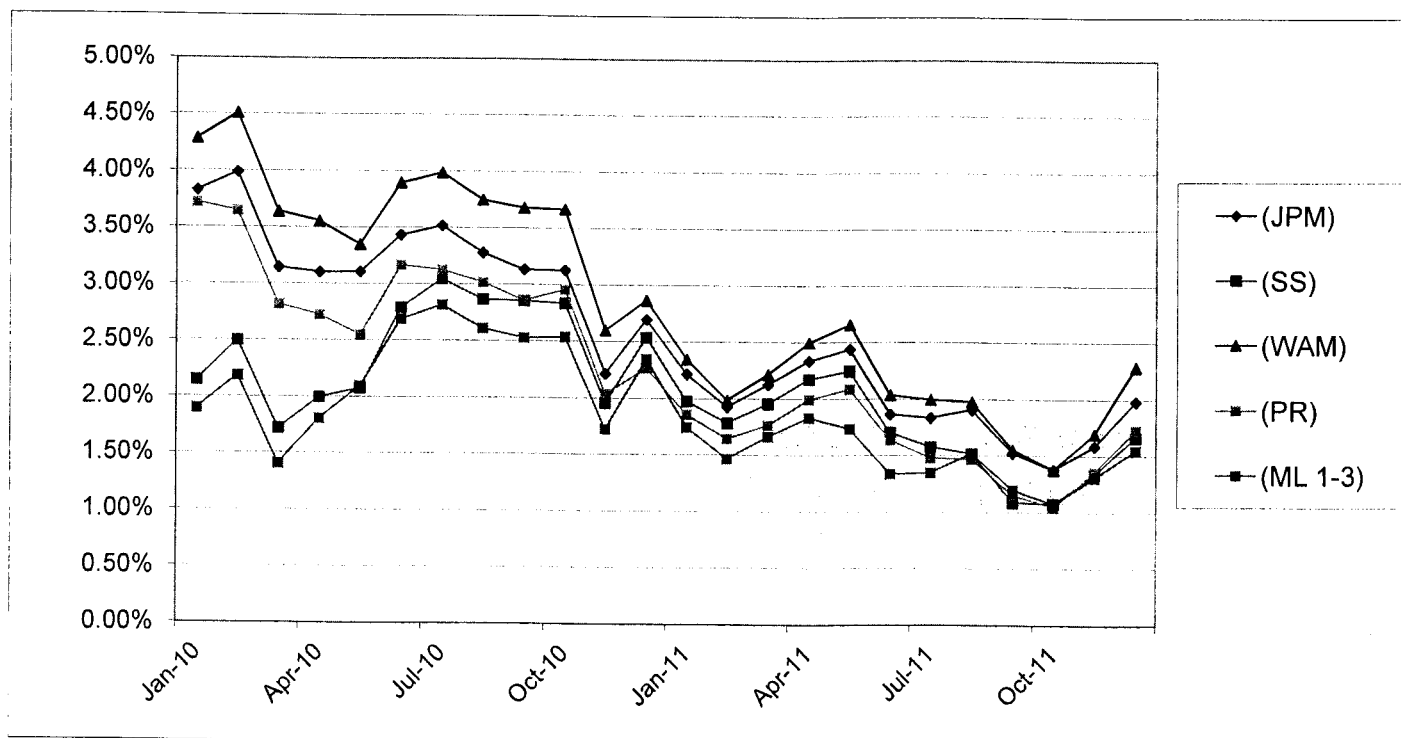
\* - Month End Rates of Return are Gross of Fees

# Orange County Transportation Authority

## Short-Term Portfolio Performance

### December 31, 2011

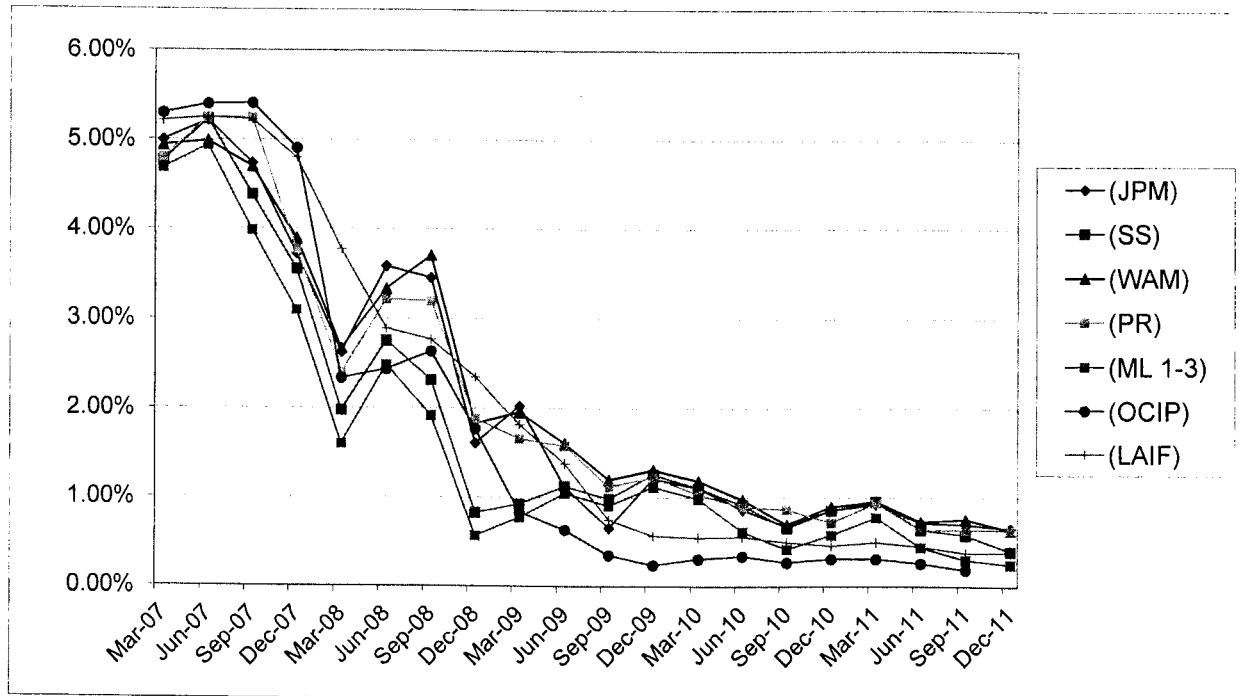
**Trailing 1-Year Total Return  
Vs. The Merrill Lynch 1-3 Treasury Benchmark**



	JP Morgan (JPM)	State Street (SS)	Western Asset Mgmt (WAM)	Payden Rygel (PR)	Merrill Lynch 1-3 Yr (ML 1-3)
Jan-10	3.83%	2.15%	4.29%	3.72%	1.90%
Feb-10	3.99%	2.50%	4.51%	3.65%	2.19%
Mar-10	3.15%	1.72%	3.64%	2.82%	1.41%
Apr-10	3.11%	2.00%	3.56%	2.73%	1.81%
May-10	3.11%	2.08%	3.35%	2.55%	2.10%
Jun-10	3.43%	2.80%	3.90%	3.17%	2.69%
Jul-10	3.52%	3.05%	3.99%	3.13%	2.82%
Aug-10	3.28%	2.87%	3.75%	3.02%	2.61%
Sep-10	3.14%	2.86%	3.68%	2.86%	2.53%
Oct-10	3.13%	2.84%	3.67%	2.96%	2.54%
Nov-10	2.22%	1.96%	2.60%	2.04%	1.73%
Dec-10	2.70%	2.54%	2.87%	2.27%	2.35%
Jan-11	2.22%	1.98%	2.35%	1.86%	1.75%
Feb-11	1.93%	1.79%	1.99%	1.65%	1.47%
Mar-11	2.13%	1.96%	2.22%	1.77%	1.67%
Apr-11	2.34%	2.18%	2.50%	2.00%	1.84%
May-11	2.44%	2.25%	2.66%	2.09%	1.74%
Jun-11	1.87%	1.71%	2.04%	1.64%	1.34%
Jul-11	1.84%	1.58%	2.00%	1.48%	1.35%
Aug-11	1.91%	1.52%	1.98%	1.47%	1.52%
Sep-11	1.53%	1.09%	1.56%	1.15%	1.20%
Oct-11	1.38%	1.08%	1.38%	1.05%	1.08%
Nov-11	1.59%	1.34%	1.70%	1.36%	1.31%
Dec-11	1.99%	1.67%	2.29%	1.73%	1.55%

# Orange County Transportation Authority Comparative Yield Performance December 31, 2011

**Historical Yields  
Vs. The Merrill Lynch 1-3 Treasury Benchmark**



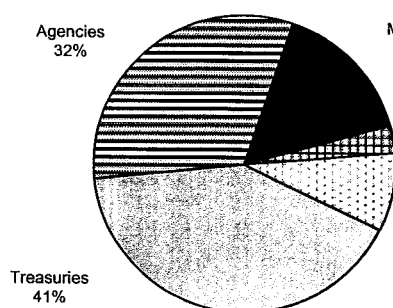
	JP Morgan (JPM)	State Street (SS)	Western Asset Mgmt (WAM)	Payden Rygel (PR)	Merrill Lynch 1-3 Yr (ML 1-3)	(OCIP)	(LAIF)
Mar-07	5.00%	4.77%	4.94%	4.80%	4.68%	5.30%	5.21%
Jun-07	5.22%	5.23%	4.99%	5.25%	4.94%	5.40%	5.25%
Sep-07	4.74%	4.39%	4.70%	5.25%	3.99%	5.41%	5.23%
Dec-07	3.73%	3.56%	3.90%	3.78%	3.10%	4.91%	4.80%
Mar-08	2.63%	1.98%	2.67%	2.40%	1.60%	2.34%	3.78%
Jun-08	3.59%	2.76%	3.34%	3.22%	2.49%	2.44%	2.89%
Sep-08	3.46%	2.32%	3.71%	3.20%	1.92%	2.64%	2.77%
Dec-08	1.61%	0.83%	1.83%	1.89%	0.57%	1.77%	2.35%
Mar-09	2.03%	0.93%	1.96%	1.66%	0.78%	0.84%	1.82%
Jun-09	1.12%	1.13%	1.61%	1.58%	1.05%	0.64%	1.38%
Sep-09	0.66%	0.99%	1.20%	1.12%	0.91%	0.35%	0.75%
Dec-09	1.21%	1.26%	1.31%	1.23%	1.12%	0.24%	0.57%
Mar-10	1.11%	1.11%	1.19%	1.04%	0.99%	0.31%	0.55%
Jun-10	0.87%	0.92%	0.98%	0.90%	0.62%	0.34%	0.56%
Sep-10	0.68%	0.66%	0.70%	0.87%	0.42%	0.27%	0.50%
Dec-10	0.86%	0.86%	0.90%	0.72%	0.58%	0.31%	0.46%
Mar-11	0.93%	0.96%	0.96%	0.94%	0.78%	0.31%	0.50%
Jun-11	0.72%	0.64%	0.73%	0.64%	0.44%	0.26%	0.45%
Sep-11	0.70%	0.58%	0.76%	0.64%	0.30%	0.19%	0.38%
Dec-11	0.66%	0.40%	0.64%	0.64%	0.25%	N/A	0.38%

\*The yield for OCIP is not available at this date.

# Investment Manager Diversification and Maturity Schedules

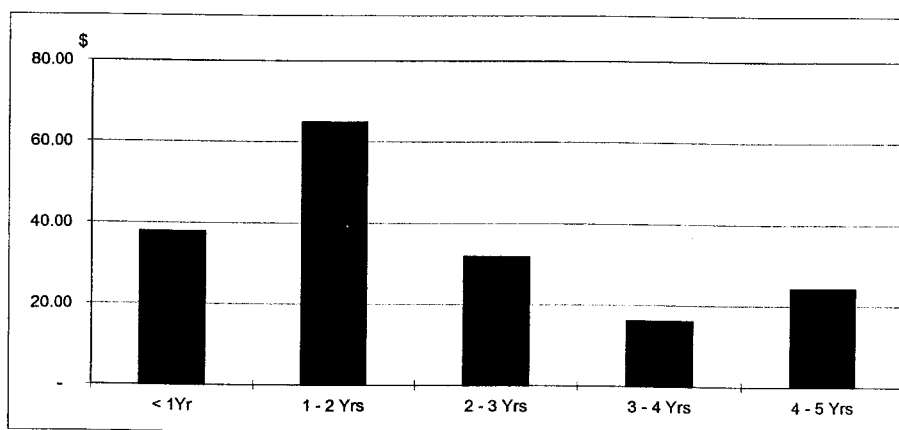
**JP Morgan**  
**December 31, 2011**

## SHORT-TERM PORTFOLIO ( \$175.0 M)



	Book Value	Market Value
Treasuries	\$72,097,592	\$72,859,061
Agencies	55,689,208	55,679,273
Medium Term Notes	27,160,771	26,838,320
Mortg. & Asset-Back Sec.	5,077,261	5,010,851
Money Market Funds	14,980,898	14,980,898
	<b>\$175,005,730</b>	<b>\$175,368,402</b>

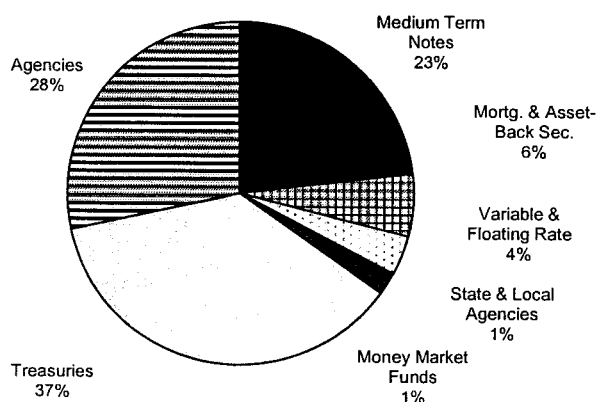
Wtd Avg Maturity	1.95 Yrs
Duration	1.86 Yrs
Quarter-end Yield	0.66%
Benchmark Comparison	0.25%
Quarter Return	0.30%
Benchmark Comparison	0.20%
12 Month Return	1.99%
Benchmark Comparison	1.55%



# Investment Manager Diversification and Maturity Schedules

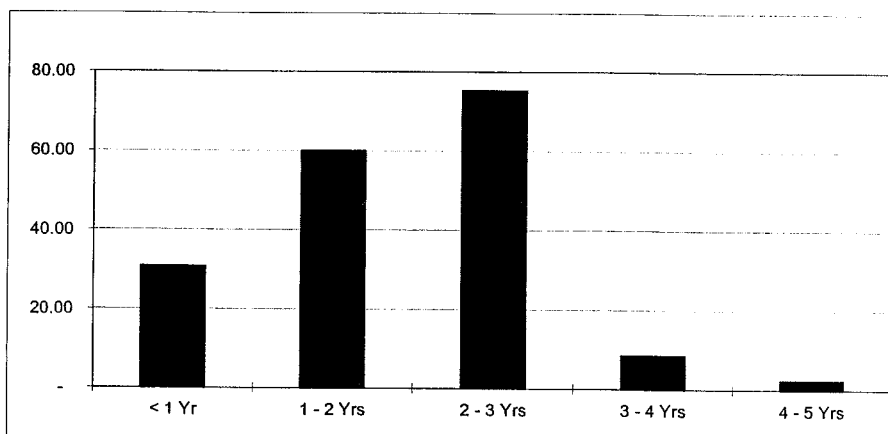
**Payden & Rygel**  
December 31, 2011

## SHORT-TERM PORTFOLIO (\$176.9 M)



	Book Value	Market Value
Treasuries	\$65,210,148	\$65,413,875
Agencies	50,115,519	50,224,625
Medium Term Notes	41,103,624	40,964,293
Mortg. & Asset-Back Sec.	10,303,081	10,358,950
Variable & Floating Rate	6,530,365	6,405,023
State & Local Agencies	1,535,700	1,558,440
Money Market Funds	2,117,770	2,117,770
	<b>\$176,916,208</b>	<b>\$177,042,978</b>

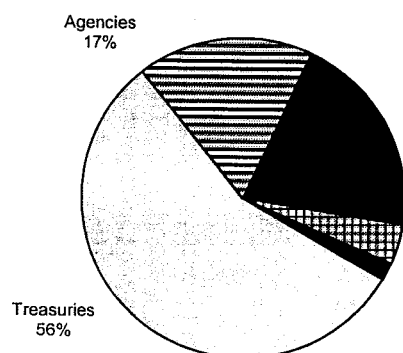
Wtd Avg Maturity	1.99 Yrs
Duration	1.88 Yrs
Quarter-end Yield	0.64%
Benchmark Comparison	0.25%
Quarter Return	0.33%
Benchmark Comparison	0.20%
12 Month Return	1.73%
Benchmark Comparison	1.55%



# Investment Manager Diversification and Maturity Schedules

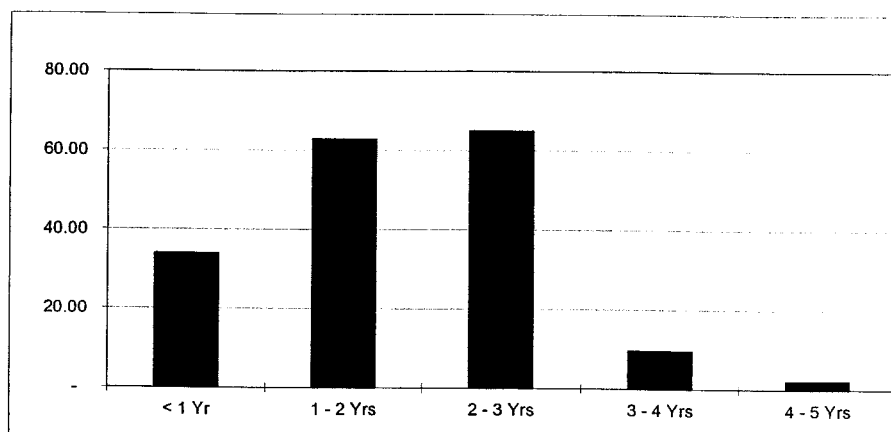
**State Street**  
**December 31, 2011**

## SHORT-TERM PORTFOLIO (\$175.0 M)



	Book Value	Market Value
Treasuries	\$98,100,823	\$97,866,945
Agencies	30,691,366	31,018,453
Medium Term Notes	36,038,607	36,006,832
Mortg. & Asset-Back Sec.	7,099,505	7,012,602
Money Market Funds	3,072,414	3,072,414
	<b>\$175,002,714</b>	<b>\$174,977,246</b>

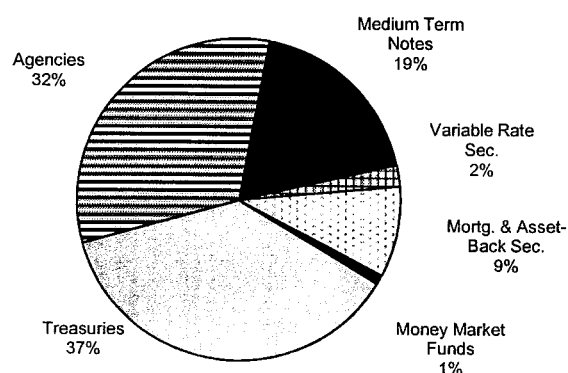
Wtd Avg Maturity	1.95 Yrs
Duration	1.84 Yrs
Quarter-end Yield	0.40%
Benchmark Comparison	0.25%
Quarter Return	0.33%
Benchmark Comparison	0.20%
12 Month Return	1.67%
Benchmark Comparison	1.55%



# Investment Manager Diversification and Maturity Schedules

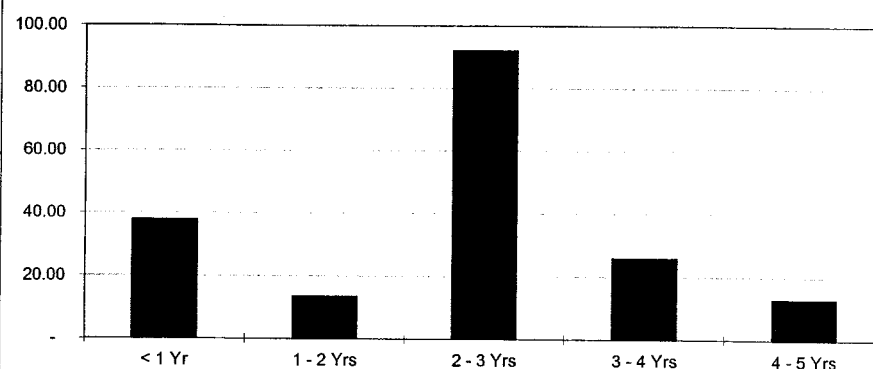
## Western Asset Management December 31, 2011

### SHORT-TERM PORTFOLIO ( \$181.9 M)



	Book Value	Market Value
Treasuries	\$67,414,578	\$69,255,007
Agencies	\$58,695,448	58,749,825
Medium Term Notes	33,727,936	33,014,555
Variable Rate Sec.	3,834,114	3,784,421
Mortg. & Asset-Back Sec.	16,601,660	16,600,193
Money Market Funds	1,663,237	1,663,237
	<b>\$181,936,973</b>	<b>\$183,067,238</b>

Wtd Avg Maturity	2.26 Yrs
Duration	1.83 Yrs
Quarter-end Yield	0.64%
Benchmark Comparison	0.25%
Quarter Return	0.33%
Benchmark Comparison	0.20%
12 Month Return	2.29%
Benchmark Comparison	1.55%

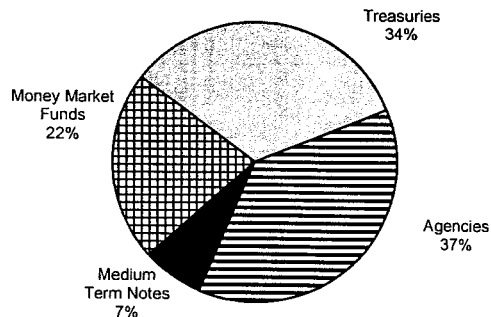




# Investment Manager Diversification and Maturity Schedules

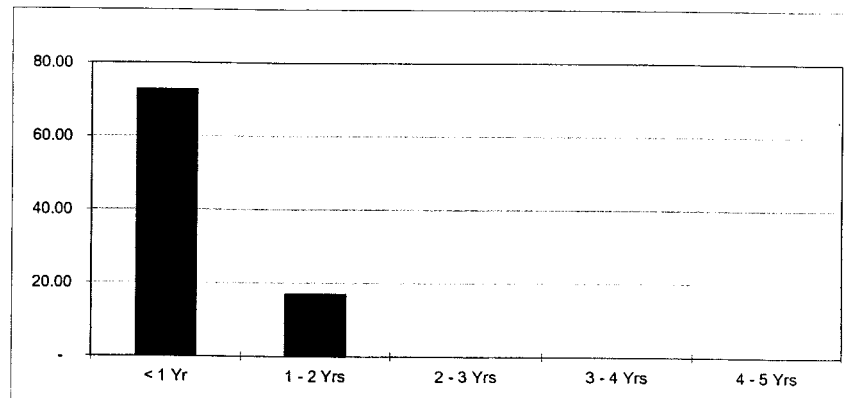
**Cutwater**  
**December 31, 2011**

## BOND PROCEEDS PORTFOLIO ( \$89.7 M)



	Book Value	Market Value
Treasuries	\$ 30,088,842	\$30,069,060
Agencies	33,673,361	33,429,687
Medium Term Notes	6,300,388	6,136,380
Money Market Funds	19,598,759	19,598,759
	<u>\$ 89,661,349</u>	<u>\$ 89,233,886</u>

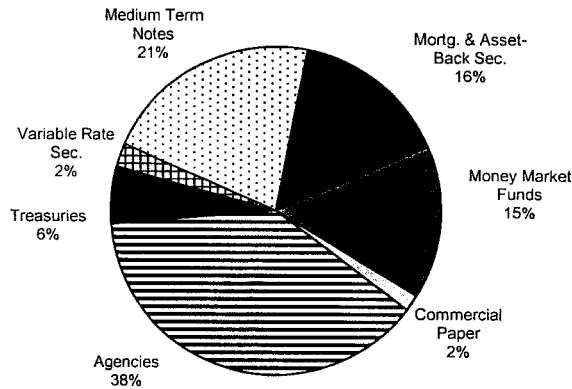
Wtd Avg Maturity	0.51 Yrs
Duration	0.51 Yrs
Quarter-end Yield	0.37%
Benchmark Comparison	0.04%
Quarter Return	0.11%
Benchmark Comparison	0.03%
12 Month Return	N/A
Benchmark Comparison	N/A



# Investment Manager Diversification and Maturity Schedules

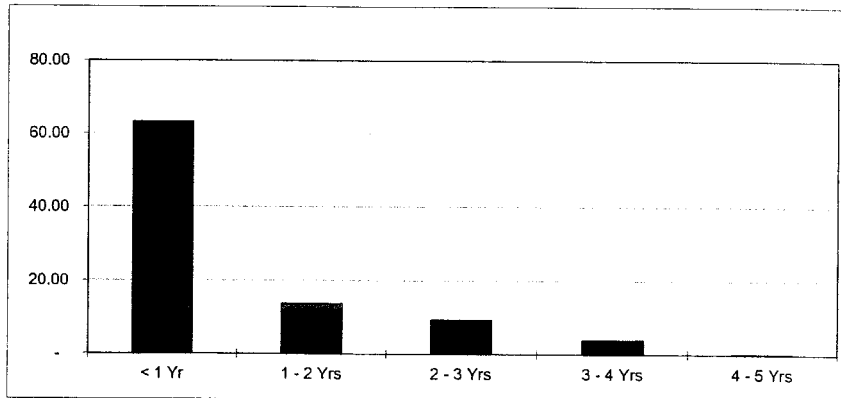
**Logan Circle**  
**December 31, 2011**

## BOND PROCEEDS PORTFOLIO ( \$90.0 M)



	Book Value	Market Value
Commercial Paper	\$1,497,720	\$1,497,598
Agencies	34,538,279	34,259,497
Treasuries	5,096,644	5,043,853
Variable Rate Sec.	2,099,763	2,099,175
Medium Term Notes	19,301,364	18,659,944
Mortg. & Asset-Back Sec.	13,936,922	13,834,706
Money Market Funds	13,551,572	13,551,572
	<u>\$90,022,263</u>	<u>\$88,946,344</u>

Wtd Avg Maturity	0.84 Yrs
Duration	0.40 Yrs
Quarter-end Yield	0.56%
Benchmark Comparison	0.04%
Quarter Return	0.17%
Benchmark Comparison	0.03%
12 Month Return	N/A
Benchmark Comparison	N/A



**Orange County Transportation Authority  
Portfolio Listing  
As of December 31, 2011**

**LIQUID PORTFOLIO**

<u>Description</u>	<u>Maturity Date</u>	<u>Book Value</u>	<u>Market Value</u>	<u>Yield</u>
<u>Cash Equivalents</u>				
Cash Equivalent - Earnings Credit	1/3/2012	37,855,058.28	37,855,058.28	N/A
Federated Prime Obligations Fund	N/A	5,244,572.54	5,244,572.54	0.20%
Fidelity Prime Obligations Fund	N/A	62,487,936.71	62,487,936.71	0.11%
First American Treasury Obligations	N/A	14,705.48	14,705.48	0.01%
Goldman Sachs Financial Govt Fund	N/A	176,276.14	176,276.14	0.01%
<i>Sub-total</i>		<u>105,778,549.15</u>	<u>105,778,549.15</u>	
<u>Local Agency Investment Fund (LAIF)</u>	N/A	10,054,370.00	10,054,370.00	0.40%
<u>Orange County Investment Pool (OCIP)</u>	N/A	2,859,585.66	2,859,585.66	0.16%
<b>Liquid Portfolio - Total</b>		<b><u>\$ 118,692,504.81</u></b>	<b><u>\$ 118,692,504.81</u></b>	

**BOND PROCEEDS PORTFOLIO**

<u>Description</u>	<u>Maturity Date</u>	<u>Book Value</u>	<u>Market Value</u>	<u>Yield</u>
<u>Cash Equivalents</u>				
Federated Prime Obligations Fund	N/A	33,150,330.63	33,150,330.63	0.21%
American Honda Commercial Paper	2/22/2012	249,876.39	249,860.90	0.20%
Nova Scotia Commercial Paper	4/16/2012	998,175.00	998,099.50	0.36%
Inc Commercial Paper	4/2/2012	249,668.54	249,637.85	0.37%
<i>Sub-total</i>		<u>34,648,050.56</u>	<u>34,647,928.88</u>	
<u>U.S. Government &amp; Agency Obligations</u>				
FFCB	4/25/2012	999,860.00	1,000,468.75	0.26%
FFCB	6/18/2012	2,553,425.00	2,522,300.00	2.10%
FFCB	6/18/2012	1,744,023.44	1,725,253.20	2.10%
FFCB	11/19/2012	2,002,599.44	2,005,140.00	0.54%
FFCB	2/21/2013	3,533,480.79	3,513,007.20	1.72%
FFCB	3/13/2013	2,999,250.00	2,990,625.00	0.48%
FFCB	4/15/2013	2,321,846.25	2,294,865.00	1.83%
FHLB	2/28/2012	4,754,169.44	4,751,425.00	0.31%
FHLB	5/15/2012	5,066,355.56	5,019,950.00	1.20%
FHLB	11/21/2012	766,102.08	759,045.00	1.60%
FHLB	1/16/2013	5,115,016.67	5,062,100.00	1.48%
FHLB	2/27/2013	1,314,401.25	1,294,100.00	3.25%
FHLMC	3/5/2012	2,088,743.22	2,016,040.00	4.71%
FHLMC	3/23/2012	5,091,025.69	5,022,350.00	2.11%
FHLMC	3/23/2012	2,578,783.11	2,541,309.10	2.11%
FHLMC	6/15/2012	2,299,739.38	2,266,627.50	1.73%
FHLMC	8/28/2012	1,396,270.82	1,392,229.70	0.99%
FHLMC	11/30/2012	3,153,046.65	3,156,142.50	0.37%
FHLMC	12/28/2012	1,007,290.50	1,003,890.00	0.62%
FHLMC	2/8/2013	575,757.56	575,276.00	0.84%
FHLMC	3/28/2013	1,508,689.25	1,508,355.00	0.74%
	1/12/2012	2,013,085.67	2,000,380.00	0.87%
	4/20/2012	1,016,882.08	1,005,300.00	1.86%
FINMA	6/11/2012	4,990,361.11	4,999,350.00	0.04%

**Orange County Transportation Authority**  
**Portfolio Listing**  
**As of December 31, 2011**

FNMA	7/30/2012	2,327,995.60	2,312,351.00	1
FNMA	8/10/2012	1,960,251.68	1,948,093.75	1.12%
FNMA	1/24/2014	2,023,883.33	2,001,360.00	1.44%
FNMA	8/10/2015	1,009,303.89	1,001,850.00	2.12%
US Treasury Note	1/31/2012	5,033,432.97	5,003,125.00	0.87%
US Treasury Note	2/29/2012	5,031,954.82	5,006,650.00	0.87%
US Treasury Note	5/15/2012	3,761,995.13	3,718,056.00	1.36%
US Treasury Note	7/31/2012	4,514,791.53	4,513,905.00	0.62%
US Treasury Note	8/31/2012	4,494,115.15	4,507,920.00	0.37%
US Treasury Note	9/30/2012	4,007,792.01	4,007,640.00	0.37%
US Treasury Note	11/30/2012	4,010,701.84	4,012,800.00	0.49%
US Treasury Note	1/31/2013	999,255.44	1,004,880.00	0.62%
US Treasury Note	2/28/2013	997,900.82	1,005,190.00	0.62%
US Treasury Note	3/31/2013	998,897.29	1,006,950.00	0.74%
US Treasury Note	4/15/2013	1,334,648.44	1,325,796.88	1.71%
<i>Sub-total</i>		<u>103,397,124.90</u>	<u>102,802,096.58</u>	

Medium Term Notes

Alltel Corp	7/1/2012	545,986.67	515,180.00	6.79%
ASIF Global Finance	1/17/2013	317,577.67	302,505.00	4.85%
AT&T Inc	1/15/2013	1,010,600.36	992,193.44	4.74%
BankAmerica Corp	6/22/2012	2,060,970.83	2,021,420.00	2.34%
BB&T Corp	7/27/2012	521,861.81	508,160.00	3.78%
Boeing Co	2/15/2013	961,318.94	943,578.00	4.88%
Caterpillar Financial Services	12/7/2012	1,078,621.58	1,050,509.88	4.66%
Credit Suisse	7/2/2012	518,870.42	506,175.00	3.40%
Dell Inc	6/15/2012	412,592.00	404,412.00	2.01%
Duke Energy Corp	1/15/2012	529,416.81	500,795.00	6.01%
General Electric Capital	10/19/2012	2,129,220.00	2,069,940.00	5.07%
General Electric Capital	2/1/2013	161,482.00	156,315.00	4.79%
Goldman Sachs Group	8/1/2012	932,084.78	905,418.00	3.60%
IBM	10/22/2012	543,517.50	518,135.00	4.87%
John Deere Capital Corp	4/3/2013	422,956.85	419,092.00	4.29%
JP Morgan	8/10/2012	544,158.75	518,515.63	6.70%
JP Morgan Chase & Co	1/2/2013	480,204.63	466,804.69	5.54%
Lilly Eli & Co	3/15/2012	1,213,864.59	1,160,490.24	5.93%
Metropolitan Life Global	9/17/2012	409,075.00	405,228.00	2.83%
Metropolitan Life Global	12/15/2012	534,926.25	520,345.00	5.16%
Metropolitan Life Global	1/11/2013	459,489.50	455,454.00	2.47%
Morgan Stanley	4/1/2012	953,307.00	907,488.00	6.54%
Morgan Stanley	8/31/2012	959,348.64	911,556.00	5.67%
National Rural Utility Corp	3/1/2012	351,757.01	334,478.81	7.17%
New York Life Global	12/14/2012	1,123,813.00	1,114,586.00	2.22%
Paccar Financial Corp	12/17/2012	408,009.67	405,125.00	1.92%
Prcoa Global	10/18/2012	325,590.00	309,117.00	5.24%
Principal Life Income Fundings	12/14/2012	433,853.11	416,316.00	5.09%
Southern Company	1/15/2012	1,400,267.41	1,336,909.05	5.29%
TIAA Global Markets Inc	10/10/2012	1,088,946.67	1,031,760.00	4.96%
Travelers Co Inc	6/15/2012	854,146.89	815,432.00	5.27%
Wells Fargo & Co	10/23/2012	521,724.58	517,540.00	5.07%
Wells Fargo & Co	1/31/2013	842,199.54	826,800.00	4.23%
Wyeth	3/15/2013	549,990.83	528,550.00	5.20%
<i>Sub-total</i>		<u>25,601,751.29</u>	<u>24,796,323.74</u>	

Variable Rate Notes

American Express	6/12/2012	598,452.60	598,914.00	0.43%
------------------	-----------	------------	------------	-------

**Orange County Transportation Authority**  
**Portfolio Listing**  
**As of December 31, 2011**

B	1/25/2013	500,669.10	500,730.00	0.36%
Boa Global	1/30/2012	1,000,641.32	999,531.25	0.53%
<i>Sub-total</i>		<u>2,099,763.02</u>	<u>2,099,175.25</u>	
<b><u>Mortgage And Asset-Back Securities</u></b>				
Amercian Express	12/15/2014	1,544,751.72	1,532,467.32	1.59%
Amercian Express Master Trust	5/15/2015	100,304.89	100,221.68	0.53%
American Honda Auto Lease Trust	10/21/2013	198,247.93	191,359.98	1.24%
American Honda Auto Receivables	5/20/2013	191,736.28	191,590.23	1.33%
American Honda Auto Receivables	7/18/2013	1,718,752.34	1,719,364.46	0.57%
BA Credit Card Trust	12/15/2014	1,198,343.33	1,194,051.71	0.94%
Chase Issuance Trust	6/16/2014	751,598.44	750,604.43	0.64%
Chase Issuance Trust	3/15/2015	106,995.42	104,727.63	4.44%
Chase Issuance Trust	2/15/2016	99,815.84	99,883.25	0.34%
Citibank Credit Card Issuance Trust	3/17/2014	157,502.69	155,538.27	1.99%
Citibank Credit Card Issuance Trust	6/20/2014	211,156.39	203,723.66	4.31%
FHLMC	12/1/2011	215,453.20	210,331.29	5.82%
FHLMC	3/1/2012	349,221.81	343,816.53	4.47%
FHLMC	4/15/2015	76,459.80	58,894.78	4.37%
FNMA Mortgage Pool	6/25/2012	109,025.56	107,685.90	5.46%
FNMA Mortgage Pool	6/1/2013	101,715.66	104,250.11	3.79%
FNMA Mortgage Pool	9/1/2013	59,322.72	59,158.52	3.85%
FNMA Mortgage Pool	9/25/2015	257,547.58	256,541.97	5.95%
General Electric Credit Card Master Trust	4/15/2015	1,273,925.78	1,257,445.88	2.33%
General Electric Dealer Master Trust	7/21/2014	505,222.14	503,541.15	1.96%
General Electric Equipment	8/21/2013	991,311.73	990,253.89	0.88%
IA	7/15/2014	118,012.81	113,769.74	6.17%
Massachusetts RRB Special Purpose	3/15/2015	693,909.95	679,338.51	4.29%
MBNA Credit Card Master Trust	10/15/2015	349,822.53	349,765.89	0.30%
National City Credit Card Trust	3/17/2014	1,553,612.59	1,554,330.73	0.29%
Santander Drive Auto Receivables Trust	4/15/2014	999,943.20	998,868.10	1.04%
USAA Auto Owners Trust	6/17/2013	3,209.56	3,179.94	3.03%
<i>Sub-total</i>		<u>13,936,921.89</u>	<u>13,834,705.55</u>	
<b>Bond Proceeds Portfolio - Total</b>		<u><b>\$ 179,683,611.66</b></u>	<u><b>\$ 178,180,230.00</b></u>	

**SHORT-TERM PORTFOLIO**

<u>Description</u>	<u>Maturity Date</u>	<u>Book Value</u>	<u>Market Value</u>	<u>Yield</u>
<b><u>Cash Equivalents</u></b>				
Blackrock Institutional Funds	N/A	21,834,318.53	21,834,318.53	0.01%
<i>Sub-total</i>		<u>21,834,318.53</u>	<u>21,834,318.53</u>	
<b><u>U.S. Government &amp; Agency Obligations</u></b>				
Corus Construction Venture LLC	10/25/2012	3,235,176.80	3,350,594.00	1.67%
Corus Construction Venture LLC	10/25/2013	2,489,874.12	2,667,114.00	2.19%
FFCB	12/7/2012	1,234,641.85	1,253,438.55	1.85%
FFCB	1/10/2013	425,556.00	414,440.00	3.74%
FFCB	4/8/2013	997,400.00	1,023,770.00	2.15%
FFCB	6/25/2013	5,452,933.60	5,559,270.40	1.35%
	4/17/2014	496,855.00	523,925.00	2.51%
	7/7/2014	515,680.00	531,065.00	2.90%
FHLB	5/18/2012	1,503,339.16	1,505,655.00	1.12%
FHLB	8/22/2012	3,000,306.00	3,012,150.00	0.87%

**Orange County Transportation Authority**  
**Portfolio Listing**  
**As of December 31, 2011**

FHLB	11/21/2012	3,492,440.00	3,542,210.00	
FHLB	12/14/2012	1,002,705.00	1,013,560.00	1.15%
FHLB	6/14/2013	2,128,759.50	2,138,556.00	1.60%
FHLB	6/21/2013	3,032,369.90	3,015,932.50	1.83%
FHLB	8/15/2013	1,172,385.68	1,149,543.80	4.65%
FHLB	8/28/2013	998,610.00	1,001,820.00	0.50%
FHLB	12/13/2013	2,033,300.00	2,095,800.00	2.98%
FHLB	4/17/2014	1,103,460.00	1,099,690.00	4.61%
FHLB	5/12/2014	682,735.20	676,572.00	5.36%
FHLB	5/28/2014	2,696,409.00	2,753,217.00	1.35%
FHLB	3/13/2015	1,071,074.80	1,064,440.00	2.58%
FHLB	3/11/2016	2,446,625.00	2,485,702.00	2.89%
FHLMC	1/15/2012	1,112,594.00	1,001,900.00	5.74%
FHLMC	12/28/2012	5,495,099.50	5,521,395.00	0.62%
FHLMC	10/15/2013	3,106,355.00	3,095,350.00	0.50%
FHLMC	10/28/2013	3,986,440.00	4,031,320.00	0.87%
FHLMC	10/30/2013	11,782,246.00	11,785,368.00	0.38%
FHLMC	1/30/2014	9,928,736.00	9,944,389.00	4.58%
FHLMC	2/25/2014	6,489,131.50	6,605,105.00	1.35%
FHLMC	7/25/2014	11,063,030.00	11,033,440.00	1.20%
FHLMC	8/20/2014	3,525,465.00	3,522,120.00	0.99%
FHLMC	12/29/2014	4,238,397.50	4,246,897.50	0.63%
FHLMC	5/27/2016	1,785,391.28	1,826,913.00	2.36%
FHLMC	8/25/2016	2,583,437.03	2,599,675.00	1.92%
FHLMC	12/5/2016	2,498,750.00	2,506,325.00	1.62%
FNMA	4/4/2012	5,027,300.00	5,011,500.00	1.00%
FNMA	5/18/2012	1,758,514.00	1,731,331.00	1.55%
FNMA	10/30/2012	4,498,425.00	4,510,755.00	0.27%
FNMA	11/19/2012	6,609,876.00	6,238,380.00	4.57%
FNMA	12/28/2012	1,597,392.00	1,603,392.00	0.37%
FNMA	2/21/2013	6,796,735.70	6,590,695.25	4.52%
FNMA	2/26/2013	4,983,560.00	5,027,900.00	0.75%
FNMA	7/17/2013	429,884.00	424,500.00	4.12%
FNMA	8/9/2013	4,093,052.10	4,109,676.00	0.50%
FNMA	9/23/2013	3,982,720.00	4,041,360.00	0.99%
FNMA	9/27/2013	2,499,625.00	2,497,025.00	0.55%
FNMA	2/27/2014	2,998,650.00	3,043,380.00	1.23%
FNMA	5/15/2014	902,668.50	939,312.00	2.40%
FNMA	7/5/2014	654,175.20	675,358.20	1.53%
FNMA	8/8/2014	5,533,000.00	5,505,885.00	1.62%
FNMA	10/30/2014	3,498,285.00	3,493,630.00	0.63%
FNMA	12/19/2014	16,119,444.40	16,169,649.60	0.75%
FNMA	4/15/2015	4,558,884.00	4,548,680.00	4.40%
FNMA	7/28/2015	827,195.20	844,056.00	2.25%
FNMA	10/15/2015	1,472,215.50	1,525,486.50	3.87%
FNMA	3/15/2016	1,043,640.00	1,048,210.00	2.15%
FNMA	9/28/2016	450,418.95	451,827.00	1.24%
NCUA Guaranteed Notes	6/12/2015	988,623.90	1,002,860.10	1.38%
US Central Federal Credit Union	10/19/2012	4,590,135.00	4,562,775.00	1.87%
US Treasury Note	1/15/2012	4,728,492.47	4,751,662.50	1.12%
US Treasury Note	2/15/2012	707,002.34	701,092.00	1.37%
US Treasury Note	2/29/2012	2,003,209.83	2,002,660.00	0.87%
US Treasury Note	4/15/2012	6,700,580.66	6,874,340.73	1.00%
US Treasury Note	5/15/2012	4,359,897.39	4,371,228.00	0.26%
US Treasury Note	5/31/2012	500,177.46	501,445.00	0.25%
US Treasury Note	7/15/2012	3,395,412.67	2,830,160.34	2.94%

**Orange County Transportation Authority**  
**Portfolio Listing**  
**As of December 31, 2011**

Treasury Note	8/31/2012	3,020,290.63	2,873,836.00	4.02%
US Treasury Note	9/15/2012	8,003,916.71	8,070,320.00	1.36%
US Treasury Note	12/15/2012	1,743,814.46	1,744,260.00	0.25%
US Treasury Note	1/31/2013	5,484,393.44	5,526,840.00	0.62%
US Treasury Note	2/15/2013	5,257,759.61	5,269,264.00	1.36%
US Treasury Note	4/15/2013	12,276,318.36	12,493,040.00	1.72%
US Treasury Note	5/15/2013	1,004,370.55	1,015,860.00	1.35%
US Treasury Note	6/15/2013	14,890,966.21	15,055,557.60	1.11%
US Treasury Note	6/30/2013	3,243,536.27	3,257,735.00	0.37%
US Treasury Note	7/15/2013	350,616.41	354,168.50	0.99%
US Treasury Note	8/31/2013	3,494,679.69	3,493,840.00	0.13%
US Treasury Note	9/15/2013	1,005,859.38	1,008,550.00	0.74%
US Treasury Note	9/30/2013	2,122,812.50	2,099,760.00	2.98%
US Treasury Note	10/31/2013	25,495,267.39	25,504,080.00	0.25%
US Treasury Note	11/15/2013	590,509.82	602,766.00	0.50%
US Treasury Note	11/30/2013	477,169.92	480,349.65	1.94%
US Treasury Note	11/30/2013	1,435,621.41	1,435,172.20	0.25%
US Treasury Note	12/15/2013	2,231,404.03	2,271,712.50	0.74%
US Treasury Note	2/15/2014	5,077,117.88	5,174,188.50	1.22%
US Treasury Note	3/15/2014	4,003,705.09	4,033,621.50	1.22%
US Treasury Note	3/15/2014	4,097,451.24	4,186,797.00	1.22%
US Treasury Note	4/15/2014	18,792,883.73	19,114,884.40	1.22%
US Treasury Note	4/30/2014	557,499.89	569,937.50	1.81%
US Treasury Note	5/15/2014	8,563,050.82	8,640,760.00	0.98%
US Treasury Note	6/15/2014	12,565,587.98	12,686,293.00	0.74%
US Treasury Note	7/31/2014	1,526,219.87	1,588,005.00	2.48%
Treasury Note	8/15/2014	8,807,016.60	8,814,750.75	0.50%
Treasury Note	8/31/2014	3,532,271.48	3,507,955.20	2.25%
US Treasury Note	9/15/2014	2,996,023.99	2,992,500.00	0.25%
US Treasury Note	10/15/2014	17,501,138.36	17,522,243.00	0.50%
US Treasury Note	10/31/2014	5,486,086.84	5,519,324.25	2.25%
US Treasury Note	11/15/2014	42,358,988.95	42,426,712.00	0.37%
US Treasury Note	11/30/2014	704,703.90	703,707.70	2.02%
US Treasury Note	1/31/2015	4,919,222.27	5,197,143.60	2.13%
US Treasury Note	2/28/2015	4,204,197.55	4,413,843.20	2.24%
US Treasury Note	4/30/2015	15,953,427.45	16,562,788.80	2.34%
US Treasury Note	6/30/2015	1,545,979.91	1,571,715.00	1.79%
US Treasury Note	7/31/2015	202,992.86	208,750.00	1.68%
US Treasury Note	8/31/2015	793,627.68	821,248.00	1.22%
US Treasury Note	9/30/2015	250,498.88	256,485.00	1.22%
US Treasury Note	10/31/2015	4,093,880.58	4,102,520.00	1.22%
US Treasury Note	11/30/2015	246,026.23	257,617.50	1.33%
US Treasury Note	12/31/2015	1,210,511.83	1,272,756.00	2.00%
US Treasury Note	1/31/2016	228,275.77	242,650.00	1.90%
US Treasury Note	2/29/2016	1,530,869.57	1,623,238.20	2.00%
US Treasury Note	3/31/2016	803,324.65	803,145.00	2.22%
US Treasury Note	4/30/2016	1,503,457.03	1,583,910.00	1.89%
US Treasury Note	4/30/2016	486,738.28	486,877.50	2.43%
US Treasury Note	5/31/2016	778,219.72	799,960.50	1.67%
US Treasury Note	6/30/2016	1,736,507.43	1,789,062.20	1.45%
US Treasury Note	7/31/2016	1,098,911.52	1,121,705.55	1.45%
US Treasury Note	8/31/2016	4,796,452.22	4,837,347.90	0.99%
US Treasury Note	9/30/2016	3,698,172.93	3,717,940.80	0.99%

**Orange County Transportation Authority**  
**Portfolio Listing**  
**As of December 31, 2011**

US Treasury Note	10/31/2016	1,181,543.94	1,186,385.75	
US Treasury Note	11/30/2016	466,476.76	466,418.25	0.81%
West Corp Federal Credit Union	11/2/2012	469,412.50	475,889.10	1.73%
<i>Sub-total</i>		<u>498,014,682.66</u>	<u>501,067,064.07</u>	

Medium Term Notes

3M Company	9/29/2016	585,020.40	595,062.20	1.36%
Abbott Labs	5/27/2015	50,689.50	52,439.50	2.57%
Aceina Holding Inc	11/23/2015	66,088.10	66,162.20	2.55%
Alabama Power Co	11/15/2013	1,159,408.70	1,165,615.20	5.32%
Allstate Corp	8/15/2014	1,671,570.00	1,618,725.00	4.63%
Allstate Life Global	4/30/2013	1,085,012.25	1,055,930.00	5.09%
American Express Credit Corp	8/25/2014	1,012,878.20	1,009,860.80	4.77%
American Honda Financial Corp	3/18/2013	999,600.00	1,014,000.00	2.34%
AT&T	1/15/2013	809,362.50	781,665.00	4.75%
AT&T	11/15/2013	875,557.90	848,855.70	6.08%
AT&T	8/15/2016	388,724.70	397,913.10	2.35%
Bank America Corp	6/15/2012	3,322,848.00	3,243,040.00	3.08%
Bank America Corp	5/1/2013	1,054,960.00	1,000,810.00	4.90%
Bank New York Inc	11/1/2012	54,174.00	51,842.50	4.77%
Bank New York Inc	4/1/2013	200,622.00	208,612.00	4.31%
Bank New York Inc	1/15/2015	50,824.00	52,152.50	2.97%
Bank New York Inc	6/18/2015	88,275.05	88,150.10	2.84%
Baxter International Inc	3/15/2013	844,239.05	844,919.80	1.78%
BB&T Corp	10/1/2012	195,174.00	205,042.00	4.63%
BB&T Corp	4/30/2014	122,637.90	120,338.90	5.00%
BB&T Corp	3/15/2016	77,138.25	78,182.25	1.32%
BellSouth Corp	11/15/2012	916,776.00	878,458.00	4.30%
Berkshire Hathaway Financial Corp	4/15/2012	997,670.00	1,010,030.00	3.96%
Berkshire Hathaway Financial Corp	4/15/2012	349,184.50	353,510.50	3.96%
Berkshire Hathaway Financial Corp	7/15/2014	331,488.00	326,937.00	4.68%
Berkshire Hathaway Financial Corp	12/15/2015	498,900.00	518,375.00	2.36%
Berkshire Hathaway Inc	5/15/2012	631,692.00	608,340.00	4.68%
Berkshire Hathaway Inc	2/11/2015	103,238.00	106,016.00	3.02%
Blackrock Inc	12/10/2014	221,833.10	229,583.45	3.28%
Boeing Capital Corp	11/20/2012	1,848,858.60	1,879,399.80	1.86%
Boeing Capital Corp	1/15/2013	165,159.00	158,038.50	5.50%
Bottling Group	11/15/2013	70,350.80	70,418.40	4.62%
Bottling Group	4/1/2016	116,903.00	115,849.00	4.75%
Campbell Soup Co.	10/1/2013	1,114,690.00	1,070,310.00	4.55%
Caterpillar Financial Services	3/15/2012	266,010.00	252,120.00	4.66%
Caterpillar Financial Services	4/5/2013	1,617,229.80	1,648,301.40	1.97%
Caterpillar Financial Services	1/15/2014	431,308.00	428,268.00	4.30%
Caterpillar Financial Services	2/17/2014	112,023.00	110,718.00	5.53%
Caterpillar Financial Services	5/20/2014	126,635.00	126,565.00	1.36%
Caterpillar Financial Services	5/27/2014	499,620.00	505,845.00	1.36%
Caterpillar Financial Services	4/1/2016	60,360.60	62,477.40	2.54%
Centerpoint Energy Houston Bond	3/1/2014	175,266.25	174,229.30	6.23%
Cisco Systems Inc	3/14/2014	873,958.75	891,397.50	1.60%
Cisco Systems Inc	11/17/2014	79,470.00	79,344.75	2.74%
Cisco Systems Inc	2/22/2016	152,463.25	157,103.55	4.73%
Citigroup Inc	2/27/2012	454,998.08	432,973.98	5.23%
Citigroup Inc	5/7/2012	498,695.00	502,915.00	1.00%
Citigroup Inc	7/12/2012	1,317,498.00	1,313,260.00	0.32%
Citigroup Inc	10/17/2012	1,129,171.16	1,083,322.50	5.00%
Citigroup Inc	4/11/2013	664,427.10	638,075.00	5.39%



**Orange County Transportation Authority**  
**Portfolio Listing**  
**As of December 31, 2011**

roup Inc	8/19/2013	664,519.90	629,780.80	6.24%
Group Inc	12/13/2013	539,546.65	538,075.20	5.80%
Citigroup Inc	8/12/2014	86,549.60	83,961.60	6.07%
Citigroup Inc	10/15/2014	109,427.85	107,945.25	5.35%
Citigroup Inc	1/15/2015	1,465,430.70	1,431,252.70	5.75%
CME Group Inc	8/1/2013	181,622.00	186,485.25	5.07%
CME Group Inc	2/15/2014	87,571.20	87,200.80	5.28%
Coca-Cola Company	11/15/2013	2,918,627.60	2,925,343.60	0.75%
Coca-Cola Senior Notes	3/3/2014	77,251.85	73,828.95	6.49%
Coca-Cola Senior Notes	3/15/2014	713,243.80	702,583.20	3.41%
Colgate Palmolive	5/1/2014	479,299.20	486,499.20	1.23%
Colgate Palmolive	11/1/2015	992,480.00	1,010,720.00	1.36%
Comerica Inc	9/16/2015	101,015.00	102,153.00	2.94%
Conoco Phillips	4/15/2013	283,067.85	270,062.85	5.19%
Conoco Phillips	5/15/2013	804,645.00	786,217.50	4.20%
Conoco Phillips	2/1/2014	806,490.00	864,016.00	4.40%
Conoco Phillips	1/15/2015	583,335.00	597,234.60	4.16%
Consolidated Edison Co New York	2/1/2013	157,480.50	155,982.00	4.69%
Costco Wholesale Corp	3/15/2012	651,588.00	605,556.00	5.25%
Credit Suisse First Boston USA	8/15/2015	53,843.90	52,668.00	4.87%
Credit Suisse New York	5/1/2014	593,715.00	571,681.00	5.29%
Daimler Chrysler North America	11/15/2013	278,242.50	272,300.00	5.97%
Danaher Corp	6/23/2014	503,586.72	511,242.48	1.28%
Dell Inc	4/15/2013	32,290.50	31,407.90	4.49%
Dell Inc	4/15/2014	54,631.50	54,828.50	5.13%
Dell Inc	4/1/2016	122,774.50	126,906.00	2.93%
arva Power & Light Co	12/1/2013	151,653.60	148,470.30	5.82%
oit Edison Co	10/1/2013	164,614.50	163,398.00	5.88%
Du Pont	1/15/2014	378,656.26	365,464.17	5.35%
Du Pont	3/25/2014	1,203,082.00	1,222,356.00	1.72%
Du Pont	4/1/2016	425,164.00	422,700.00	0.26%
Duke Energy Carolinas LLC	11/15/2013	242,321.50	233,806.05	5.29%
Ebay Inc Senior Notes	10/15/2013	663,623.45	667,041.55	0.87%
Ebay Inc Senior Notes	10/15/2015	58,238.40	60,411.00	1.61%
Electronic Data System Corp	8/1/2013	250,391.25	238,515.75	5.66%
Emerson Electric Company	12/15/2014	162,974.20	160,631.00	4.51%
EOG Res Inc	2/1/2016	51,046.00	51,492.50	2.43%
Franklin Res Inc	5/20/2015	157,431.00	155,643.00	3.01%
General Dynamics Corp	5/15/2013	83,843.20	83,902.40	4.05%
General Dynamics Corp	1/15/2015	998,400.00	1,010,930.00	1.36%
General Electric Capital Corp	2/15/2012	808,792.50	754,545.00	5.84%
General Electric Capital Corp	6/8/2012	4,531,140.00	4,541,310.00	2.18%
General Electric Capital Corp	12/28/2012	253,646.75	255,982.50	2.56%
General Electric Capital Corp	1/8/2013	1,620,256.00	1,630,400.00	2.75%
General Electric Capital Corp	9/16/2013	1,497,735.00	1,518,480.00	1.85%
General Electric Capital Corp	5/13/2014	1,399,012.20	1,467,501.00	5.39%
General Electric Capital Corp	9/21/2015	1,268,280.00	1,290,864.00	4.07%
Goldman Sachs Group	1/15/2012	1,193,159.00	1,101,452.00	6.59%
Goldman Sachs Group	1/15/2012	815,595.00	750,990.00	6.59%
Goldman Sachs Group	6/15/2012	1,992,240.00	2,028,440.00	3.20%
Goldman Sachs Group	7/15/2013	230,768.60	222,910.60	4.69%
Goldman Sachs Group	10/15/2013	320,243.40	306,099.00	5.15%
Goldman Sachs Group	1/15/2014	155,905.45	147,759.35	5.05%
Goldman Sachs Group	5/1/2014	165,408.00	155,701.50	5.78%
Goldman Sachs Group	11/15/2014	109,749.00	103,027.00	5.34%
Goldman Sachs Group	8/1/2015	98,428.55	93,071.50	3.78%

**Orange County Transportation Authority**  
**Portfolio Listing**  
**As of December 31, 2011**

Goldman Sachs Group	2/7/2016	80,523.20	77,297.60	~
Google Inc	5/19/2014	1,149,735.50	1,167,307.50	1.23%
Hewlett Packard Co	3/1/2014	322,702.80	301,910.00	5.68%
Hewlett Packard Co	5/30/2014	651,802.50	639,216.50	1.58%
Honeywell International Inc	2/15/2014	791,820.00	800,182.50	3.63%
Honeywell International Inc	3/15/2016	115,614.00	116,301.00	4.64%
HSBC Bank USA New York	4/1/2014	136,375.20	132,832.70	4.53%
HSBC Finance Corp	6/30/2015	433,940.00	406,156.00	4.92%
IBM	10/22/2012	628,494.00	621,762.00	4.87%
IBM	11/29/2012	944,228.75	904,802.50	4.59%
IBM	5/6/2013	1,049,149.50	1,071,661.50	2.06%
IBM	8/5/2013	1,553,619.60	1,572,277.20	0.99%
IBM	10/15/2013	143,981.25	137,850.00	5.89%
IBM	1/5/2016	255,420.00	256,430.00	1.95%
IBM	7/22/2016	251,190.00	257,290.00	1.89%
Illinois Tool Wks Inc	4/1/2014	187,210.80	186,746.70	4.69%
Intel Corp	10/1/2016	162,860.80	164,483.20	1.90%
John Deere Capital Corp	12/17/2012	327,234.00	312,528.00	4.75%
John Deere Capital Corp	4/3/2013	1,557,441.60	1,634,458.80	4.29%
John Deere Capital Corp	6/17/2013	999,130.00	1,018,110.00	1.84%
John Deere Capital Corp	3/3/2014	1,368,643.70	1,392,509.10	1.57%
Johnson & Johnson	8/15/2012	1,859,018.00	1,748,909.00	5.01%
Johnson & Johnson	5/15/2014	1,158,914.50	1,167,744.50	1.18%
JP Morgan Chase & Co	1/24/2014	749,782.50	750,570.00	2.05%
JP Morgan Chase & Co	3/15/2014	663,975.00	652,262.50	4.67%
JP Morgan Chase & Co	1/15/2016	984,830.00	985,360.00	2.00%
Kimberly Clark Corp	2/15/2012	84,393.10	85,459.85	1.31%
Kimberly Clark Corp	8/15/2013	48,949.20	48,008.25	4.16%
Lehman Brothers Holdings	1/24/2013	1,013,340.00	262,500.00	0.00%
Merrill Lynch & Co Inc	8/15/2012	1,034,500.00	1,014,440.00	5.96%
Metropolitan Life Global	4/10/2013	3,377,612.40	3,384,601.20	4.91%
Metropolitan Life Global	1/10/2014	749,677.50	754,425.00	1.99%
Microsoft Corp Notes	9/27/2013	2,096,535.00	2,118,228.00	0.87%
Microsoft Corp Notes	6/1/2014	73,592.40	74,358.90	2.78%
Microsoft Corp Notes	2/8/2016	583,396.00	583,968.00	2.35%
Monsanto Co	4/15/2016	141,790.50	141,694.65	2.62%
Morgan Stanley Co	4/1/2012	544,455.00	504,160.00	6.55%
Morgan Stanley Co	6/20/2012	1,996,980.00	2,016,120.00	1.93%
Morgan Stanley Co	5/13/2014	921,537.50	858,253.50	5.94%
National Rural Utilities Financial	9/16/2012	117,681.45	116,460.50	2.59%
Northern States Power Co	8/28/2012	22,865.20	20,931.20	7.64%
Northern Trust Corp	5/1/2014	212,232.60	209,747.85	4.30%
Novartis Capital Corp	4/24/2013	384,487.95	392,557.55	1.86%
Nstar Electric Company	4/15/2014	142,131.60	140,218.00	4.52%
Nucor Corp	12/1/2012	80,016.75	77,701.50	4.83%
Nucor Corp	6/1/2013	75,485.20	73,985.80	4.73%
Occidental Pete Corp Notes	12/13/2013	499,405.00	508,670.00	1.43%
Oracle Corp	4/15/2013	161,491.50	179,528.50	4.69%
Paccar Financial Corp	12/17/2012	96,822.25	96,216.95	1.93%
Paccar Financial Corp	6/17/2013	749,002.50	761,040.00	2.02%
Paccar Financial Corp	9/29/2014	500,593.50	505,885.00	1.53%
Pacificorp	8/15/2014	163,471.50	163,773.00	4.53%
Peco Energy Co	10/15/2013	108,363.00	108,094.00	5.00%
Peco Energy Co	10/1/2014	376,554.20	375,302.20	0.33%
Pepsico Inc	10/25/2013	749,670.00	753,690.00	0.53%
Pepsico Inc	3/1/2014	845,100.25	893,130.00	3.53%

**Orange County Transportation Authority**  
**Portfolio Listing**  
**As of December 31, 2011**

sico Inc	8/25/2014	39,843.60	39,966.40	0.80%
psico Inc	5/10/2016	601,656.00	624,192.00	2.40%
Philip Morris Inc	3/17/2014	866,872.50	843,780.00	6.11%
Philip Morris Inc	5/16/2016	512,795.00	517,015.00	2.42%
PNC Corp	6/22/2012	1,009,920.00	1,009,970.00	2.28%
PNC Corp	2/8/2015	425,483.24	430,672.20	3.45%
Praxair Inc Note	11/15/2012	678,475.20	685,800.40	1.74%
Praxair Inc Note	6/14/2013	799,040.00	815,992.00	2.08%
Praxair Inc Note	3/30/2015	67,331.40	66,229.80	4.19%
Priscoa Global	6/11/2014	675,868.20	670,089.80	5.04%
Principal Life Income Fundings	12/14/2012	87,022.15	88,467.15	5.09%
Principal Life Income Fundings	4/24/2013	167,520.40	162,622.90	5.05%
Procter & Gamble Co	8/1/2012	999,270.00	1,004,800.00	1.37%
Procter & Gamble Co	8/15/2014	1,312,664.00	1,331,460.00	4.46%
Procter & Gamble Co	8/15/2016	783,648.40	799,266.70	1.43%
Protective Life Secured Trust	9/28/2012	85,722.40	82,144.80	5.31%
Public Service Co Colorado	10/1/2012	127,962.00	126,216.00	7.49%
Public Service Electric Gas Co	8/15/2014	78,984.50	76,611.50	4.57%
Public Service Electric Gas Co	8/15/2014	189,887.90	189,941.10	0.85%
Public Service Electric Gas Co	5/1/2015	164,706.30	172,009.20	2.59%
Raytheon Co	12/15/2014	294,643.05	296,427.80	1.39%
SBC Communications Inc	8/15/2012	1,092,540.00	1,032,330.00	5.69%
Schwab Charles Corp	6/1/2014	140,657.15	140,886.20	4.57%
Simon Property Group Inc	1/30/2014	85,374.40	85,272.80	4.60%
Southern California Gas Co	3/15/2014	153,715.05	147,974.85	5.02%
St Paul Travelers Inc	6/20/2016	52,848.90	52,436.70	5.36%
Street Corp	5/30/2014	208,330.00	214,054.00	4.02%
Instrument Inc	5/15/2013	569,732.10	571,499.10	0.87%
exas Instrument Inc	5/15/2014	172,714.90	172,116.50	1.36%
Thermo Fisher Scientific Inc	2/21/2014	594,827.45	609,381.15	2.00%
Thermo Fisher Scientific Inc	8/15/2016	598,956.00	611,682.00	2.21%
Toyota Motor Credit Corp	6/17/2015	669,001.60	694,201.20	3.04%
Toyota Motor Credit Corp	9/15/2016	79,584.80	80,796.00	1.98%
UBS AG	8/12/2013	253,635.00	247,772.50	2.27%
United Parcel Service Inc	1/15/2013	1,094,668.30	1,093,239.00	4.32%
United Technologies Corp	5/1/2015	148,531.05	151,648.20	4.34%
US Bancorp Notes	6/14/2013	749,062.50	762,232.50	1.97%
US Bancorp Notes	9/13/2013	1,249,056.50	1,257,612.50	1.37%
US Bancorp Notes	5/15/2014	107,929.00	107,062.00	3.92%
US Bancorp Notes	11/20/2014	163,315.35	171,972.90	2.76%
US Bancorp Notes	3/4/2015	748,695.00	783,900.00	3.01%
USAA Capital Corp	9/30/2014	649,337.00	648,037.00	1.05%
Verizon Global Corp	6/1/2013	1,915,537.23	1,883,908.44	4.18%
Verizon Global Corp	2/15/2016	56,708.50	57,213.50	4.85%
Vodafone Group	11/24/2015	540,501.92	546,743.82	3.20%
Wachovia Corp	5/1/2013	135,820.00	131,887.50	5.21%
Wachovia Corp	2/15/2014	1,733,031.30	1,700,204.10	4.67%
Wachovia Corp	11/1/2014	618,462.00	630,486.00	4.57%
Wal Mart Stores	4/15/2013	810,787.50	786,435.00	4.05%
Wal Mart Stores	5/1/2013	707,024.20	707,151.50	4.31%
Wal Mart Stores	10/25/2013	1,136,089.80	1,145,312.40	0.75%
Walgreen Co	8/1/2013	1,467,732.40	1,450,970.40	4.57%
Walt Disney Co	3/1/2012	164,064.00	151,351.50	6.32%
Disney Co	12/1/2012	619,986.00	622,632.00	4.53%
Disney Co	12/1/2014	931,942.55	939,375.80	0.87%
Wells Fargo	6/15/2012	1,884,509.90	1,902,021.55	2.11%

**Orange County Transportation Authority**  
**Portfolio Listing**  
**As of December 31, 2011**

Wells Fargo	10/23/2012	808,432.50	776,310.00	4.23%
Wells Fargo	1/31/2013	951,234.00	930,150.00	3.55%
Wells Fargo	10/1/2014	263,872.75	263,930.00	3.46%
Wells Fargo	4/15/2015	1,701,688.80	1,758,691.20	5.39%
Wisconsin Electric Power Company	4/1/2014	50,847.30	50,121.45	5.02%
Wyeth	2/1/2014	166,309.50	164,439.00	
<i>Sub-total</i>		<u>138,030,937.31</u>	<u>136,819,953.54</u>	
<u><i>Variable Rate Notes</i></u>				
American Express Credit Corp	6/19/2013	930,000.00	931,720.50	1.98%
Bank America Corp	6/22/2012	1,002,362.00	1,001,930.00	0.77%
BB&T Corp	4/28/2014	620,000.00	612,293.40	1.12%
Citigroup Inc	4/30/2012	422,352.00	420,982.80	0.76%
Citigroup Inc	2/15/2013	680,000.00	667,324.80	1.31%
Eaton Corp	6/16/2014	500,000.00	499,785.00	0.89%
Goldman Sachs Group	2/7/2014	650,365.30	607,555.00	1.44%
Morgan Stanley	4/29/2013	850,000.00	801,023.00	1.41%
Morgan Stanley	5/14/2013	1,009,400.00	960,220.00	2.95%
NCUA Guaranteed Notes	6/12/2013	470,000.00	469,567.60	0.32%
New York Life Global	4/4/2014	1,000,000.00	986,960.00	0.63%
Paccar Financial Corp	4/5/2013	630,000.00	629,370.00	0.72%
Target Corp	7/18/2014	1,100,000.00	1,099,857.00	0.57%
VF Corp Notes	8/23/2013	500,000.00	500,855.00	1.25%
<i>Sub-total</i>		<u>10,364,479.30</u>	<u>10,189,444.10</u>	
<u><i>State of California and Local Agencies</i></u>				
Irvine Ranch California Water District	3/15/2014	1,535,700.00	1,558,440.00	
<u><i>Mortgage And Asset-Back Securities</i></u>				
American Express Credit 2005 A	1/15/2015	1,597,250.00	1,600,064.00	2.54%
American Honda Auto Lease Trust	5/15/2013	33,300.43	33,437.31	2.30%
American Honda Auto Lease Trust	6/15/2013	2,171,038.56	2,171,239.39	0.65%
American Honda Auto Lease Trust	7/18/2013	1,299,893.53	1,299,519.00	0.57%
American Honda Auto Lease Trust	10/15/2014	1,819,918.65	1,827,298.20	1.13%
American Honda Auto Lease Trust	9/21/2015	199,875.00	200,024.00	0.88%
American Honda Auto Lease Trust	5/23/2016	1,811,883.05	1,808,217.84	1.96%
BA Credit Card Trust 2008-7A A	12/15/2014	706,261.72	702,380.00	3.17%
Bank of America Auto Trust	7/15/2014	55,618.75	55,786.59	1.31%
Chase Issuance Trust	6/15/2014	498,886.72	499,855.00	0.32%
Chase Issuance Trust	10/15/2014	938,039.07	931,590.00	4.95%
Chase Issuance Trust	5/15/2015	1,828,476.56	1,827,522.00	3.62%
Citibank CCIT 2009-A4	6/23/2016	2,093,113.29	2,085,478.00	4.46%
Citibank CCMT 2005-A4	6/20/2014	2,620,019.53	2,546,550.00	4.32%
Citibank Credit Card Trust 2008-A5	4/22/2015	624,506.25	600,141.60	4.61%
Citibank TALF 2009-A1 A	3/15/2014	870,718.75	852,949.50	2.02%
FHLB Mortgage Pool	4/20/2015	1,935,896.97	1,990,740.63	2.52%
FHLMC Mortgage Pool	6/15/2014	283,111.05	283,510.90	2.00%
FHLMC Mortgage Pool	6/15/2014	283,194.97	285,531.64	1.99%
FHLMC Mortgage Pool	12/15/2014	1,509,903.61	1,515,467.39	1.40%
General Electric Capital CCMT	6/15/2016	511,875.00	509,890.00	2.17%
General Electric Capital TALF 2009-2 A	7/15/2015	1,359,164.06	1,320,475.00	3.63%
Hertz Vehicle Finance	3/25/2014	879,947.46	900,838.40	4.16%
John Deere Trust	10/15/2013	42,290.84	42,350.40	
John Deere Trust	6/15/2014	1,399,921.04	1,399,104.00	
John Deere Trust	1/15/2016	84,995.37	85,468.35	1.20%
Nissan Auto Receivables 2010-A A-3	7/15/2014	1,199,840.40	1,201,332.00	0.87%

**Orange County Transportation Authority  
Portfolio Listing  
As of December 31, 2011**

San Master Owner Trust	1/15/2015	1,061,062.51	1,067,833.40	0.23%
Toyota Auto Receivables	5/15/2013	1,150,890.37	1,150,793.19	0.61%
Toyota Auto Receivables	12/16/2013	2,330,999.55	2,332,028.30	1.27%
Toyota Auto Receivables	2/18/2014	143,104.05	142,667.88	1.04%
Toyota Auto Receivables	4/15/2014	215,235.16	215,118.25	0.77%
Toyota Auto Receivables	4/15/2014	4,119,936.14	4,112,460.40	0.53%
Toyota Auto Receivables	10/15/2014	416,394.14	415,867.35	0.98%
USAA Auto Owner Trust	2/18/2014	50,184.00	50,312.03	1.54%
USAA Auto Owner Trust	6/16/2014	228,185.06	227,000.85	1.30%
USAA Auto Owner Trust	9/15/2014	413,469.34	402,982.95	4.68%
Volkswagen Auto Enhanced Trust	10/20/2014	293,106.30	288,770.31	1.96%
<i>Sub-total</i>		<u>39,081,507.25</u>	<u>38,982,596.05</u>	

**Short-Term Portfolio - Total**

**\$ 708,861,625.05      \$ 710,451,816.29**

**DEBT SERVICE RESERVE FUNDS**

<u>Description</u>	<u>Maturity Date</u>	<u>Book Value</u>	<u>Required Amount</u>	<u>Yield</u>
<u>91 Express Lanes 2003 Refunding Bonds</u>	2030		25,269,736.30	
US Bank Commercial Paper	1/13/2012	12,904,458.45		0.10%
US Bank Commercial Paper	1/13/2012	12,674,485.92		0.10%
First American Treasury Obligations	N/A	794.19		0.01%
<u>Express Lanes 2003 Refunding Bonds - Operating &amp; Maintenance Reserves</u>			12,750,000.00	
Operating Reserve - BofWest CD	1/3/2012	3,233,000.00		0.10%
Maintenance Reserve - BofWest CD	1/3/2012	10,140,000.00		0.10%

**Debt Service Reserve Funds - Total**

**\$ 38,952,738.56**

	<u>Book Value</u>	<u>Market Value</u>
<b>TOTAL PORTFOLIO</b>	<b>\$ 1,046,190,480.08</b>	<b>\$ 1,046,277,289.66</b>

FFCB - Federal Farm Credit Banks  
FHLB - Federal Home Loan Banks  
FHLMC - Federal Home Loan Mortgage Corporation  
FNMA - Federal National Mortgage Association  
SLMA - Student Loan Marketing Association



**January 11, 2012**

**To:** Finance and Administration Committee  
**From:** Will Kempton, Chief Executive Officer  
**Subject:** Orange County Local Transportation Authority Measure M Agreed-Upon Procedures Reports, Year Ended June 30, 2011

**Overview**

Vavrinek, Trine, Day and Company, LLP, an independent accounting firm, has completed its annual agreed-upon procedures for eight Orange County cities for the fiscal year ended June 30, 2011. These procedures were developed by the Taxpayers Oversight Committee of the Orange County Local Transportation Authority to assist them in evaluating the selected cities' level of compliance with provisions of Measure M Local Transportation Ordinance No. 2.

**Recommendations**

- A. Receive and file the Orange County Local Transportation Authority Measure M Agreed-Upon Procedures Reports, Year Ended June 30, 2010.
- B. Direct staff to monitor implementation of recommendation related to the City of Laguna Hills.

**Background**

Annually, the Audit Subcommittee of the Taxpayers Oversight Committee (Committee) selects a sample of cities receiving Measure M turnback funding for an evaluation of the cities' level of compliance with provisions of the Measure M Local Transportation Ordinance No. 2. The selection for the fiscal year ended June 30, 2011, was based, in part, on risks identified through questionnaires, prior audit reports, management letters, and single audit reports collected from all 34 Orange County cities. A total of eight cities were selected by the Committee for application of the agreed upon procedures. These procedures were developed by the Committee.

***Discussion***

Vavrinek, Trine, Day and Company, LLP, conducted the agreed-upon procedures, including site visits to each of the selected cities and interviews of city finance department and public works department staff. Procedures also included review of the cities' maintenance of effort calculation and sample testing of the underlying expenditures to ensure that they met the definition of local street, and road expenditures. The auditors also tested a sample of Measure M turnback expenditures to ensure they were related to projects listed in the cities' Seven Year Capital Improvement Program (CIP). Other procedures related to indirect costs, interest earnings, and timing of expenditures were performed.

The auditors identified expenditures related to street operations and maintenance services at the City of Laguna Hills (City). Because these expenditures are not considered capital improvements, the City did not include them in their CIP. The City contacted OCTA and staff advised the City to submit a revised CIP including these expenditures. The City agreed and indicated that a revised CIP would be submitted by January 31, 2012.

The auditors had no recommendations for the cities of Brea, Garden Grove, Huntington Beach, La Palma, Placentia, Tustin or the County of Orange.

***Summary***

Vavrinek, Trine, Day and Company, LLP, an independent accounting firm, has completed its annual agreed-upon procedures reviews of eight selected cities for the fiscal year ended June 30, 2011. One recommendation was made to the City of Laguna Hills to ensure that Measure M expenditures are consistent with Measure M Ordinance requirements.

***Attachment***

- A. Orange County Local Transportation Authority Measure M Agreed-Upon Procedures Reports, Year Ended June 30, 2010

**Approved by:**



Janet Sutter  
Executive Director, Internal Audit  
(714) 560-5591

***Attachments  
Available  
Upon Request***





BOARD COMMITTEE TRANSMITTAL

**January 23, 2012**

**To:** Members of the Board of Directors  
**From:** Wendy Knowles, Clerk of the Board  
**Subject:** Measure M2 Triennial Performance Assessment Report

Executive Committee meeting of January 17, 2012

**Present:** Chairman Glaab, Vice Chair Winterbottom, and Directors Amante, Bates, Campbell, Cavecche, and Nguyen  
**Absent:** None

**Committee Vote**

This item was passed by the Committee Members present.


**Committee Recommendation**

Receive and file as an information item.



**January 17, 2012**

**To:** Executive Committee

**From:** Will Kempton, Chief Executive Officer 

**Subject:** Measure M2 Triennial Performance Assessment Report Update

### **Overview**

Measure M2 calls for a performance assessment to be conducted every three years to assess the Orange County Transportation Authority efforts in delivering on the provisions and requirements of Ordinance No. 3. The first triennial performance assessment, covering the period of November 8, 2006 through June 30, 2009, was completed, and the findings were presented to the Board of Directors on November 22, 2010. A status report was provided in June of this year. This report is an update on the action items from the findings in the performance assessment.

### **Recommendation**

Receive and file as an information item.

### **Background**

On November 7, 2006, the voters of Orange County approved the Measure M2 (M2) Investment Plan (Plan) with a 69.7 percent vote. The Plan provides a 30-year revenue stream for a broad range of transportation and environmental improvements. M2 has an accompanying ordinance that includes added safeguards. One of the safeguards calls for a triennial performance assessment.

The first triennial performance assessment, covering the time period of November 8, 2006 through June 30, 2009, was presented to the Orange County Transportation Authority (OCTA) Board of Directors (Board) on November 22, 2010. The performance assessment included 18 findings, and staff agreed to report back to the Board on the progress of actions related to these findings. The next complete performance assessment will cover the time period from July 1, 2009 through June 30, 2012, and then each subsequent three-year period through the life of M2.

---

***Discussion***

The OCTA Board approved the M2 Early Action Plan (EAP) in August 2007, to allow work on M2 projects to begin prior to the collection of M2 revenues. As a result, the centerpiece of the first M2 Triennial Performance Assessment focused on the development and implementation of the nine EAP objectives. In general, the assessment report found that OCTA's ambitious early steps were successful and that substantial progress was made in achieving the EAP's nine objectives, despite the constantly shifting economic environment. The full assessment report is posted on the OCTA website and available for public review.

As part of the report, 18 findings were identified. These findings affirmed OCTA's course of action and highlighted areas that require further attention. Of the 18 findings, 14 have been addressed or are being addressed in the normal course of program management under M2. For example, one finding suggested that OCTA should initiate the procurement process for the next triennial review earlier to better align the review time period with the preparation of the assessment. In response, OCTA is planning to initiate the procurement process for the July 1, 2009 through June 30, 2012 period in spring 2012. Attachment A is a progress report which provides a summary of all 18 findings and corresponding status. The attachment includes the status of actions in response to the 14 findings being addressed, as well as the status of the remaining four findings which are discussed in more detail below.

The four findings (paraphrased) and current status are highlighted below. The findings are identified by the number in the summary report.

**Finding and Status of Actions**

**No. 4 – Charges to M2 administration and overhead should be carefully monitored. To improve monitoring of administrative time charges, project staff have been provided with updated project codes for all M2 projects.** Timesheet preparation and review protocols have been updated, and training sessions at staff department meetings are underway. The goal is to improve tracking and ensure accurate reporting of staff time on M2 projects. As such, the Finance and Administration Division provides a quarterly report to Executive Management detailing all M2 timesheet charges, and quarterly meetings take place to review and discuss the report to ensure awareness and accuracy of reporting.

**No. 5 – Delivery of Project K – Interstate 405 widening between State Route 55 and Interstate 605 will require substantial supplemental funding.** On April 28, 2011, the latest project cost and funding options were presented to the Board. The Board directed staff to evaluate alternative funding and delivery methods to further assess the financial feasibility of Project K alternatives. A strategic delivery and financial advisor is developing alternative delivery and financing alternatives. These delivery and financing alternatives will be coupled with public comments on the draft environmental document and be brought to the Board for consideration of the locally preferred alternative in mid 2012.

**No. 9 – Access to M2 Program information and reports through the OCTA website can be improved.** Staff is currently redesigning the OCTA website. The goal is to enhance the M2 content, navigation, and functionality. This is a priority goal for fiscal year (FY) 2011-12. Graphical capital project progress reports have already been incorporated. This work continues with web page updates on a regular basis. Incorporation of all enhancements to the website is planned to be complete by June 30, 2012.

**No. 11 – OCTA should continue to monitor the level of State Board of Equalization (SBOE) fees and engage the Self-Help Counties Coalition if needed to return level to one percent or less.** Staff will continue to monitor SBOE fees which are currently at 1.4 percent (FY 2010-11), and engage the Self-Help Counties Coalition as necessary to identify a realistic cap and seek an administrative or legislative remedy as appropriate. It should be noted that the M2 Investment Plan (page 31) projected a 1.5 percent cost for the SBOE over the life of the program.

### **Summary**

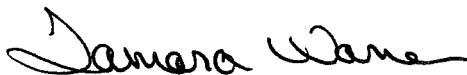
The first M2 Triennial Performance Assessment Report, required by Ordinance No. 3, was completed last year and presented to the Board on November 22, 2010. While there were no significant findings, several recommendations for improvements were made, and staff developed an action plan to address the recommendations. An update on the progress of the action items is included as Attachment A.

---

***Attachment***

- A. Progress Report on Measure M2 Triennial Performance Assessment  
Report Findings Update (December 2011)

**Prepared by:**



Tamara Warren  
Manager, Program Management Office  
(714) 560-5590

**Approved by:**



Kia Mortazavi  
Executive Director, Planning  
(714) 560-5741

## Progress Report on Measure M2 Triennial Performance Assessment Report Findings Update (December 2011)

Summary of Findings		Status
1.	Request for proposals (RFP) for the Measure M2 (M2) Performance Assessment should be issued on or about June 30 of the third year of each assessment period.	Staff is currently working on the scope of work and will work with the M2 Program Management Committee and Taxpayers Oversight Audit Subcommittee to develop and release the RFP in the fourth quarter of fiscal year (FY) 2011-12.
2.	The actions and procedures spelled out in the first Early Action Plan (EAP) and subsequent modifications have been initiated and carried out in an appropriate and prudent manner by the Orange County Transportation Authority (OCTA).	Staff will continue to monitor financial projections in order to maintain schedules and determine the scale of programs and projects.
3.	M2 debt financing program should assess the necessary size of borrowing, the costs of fees and charges, and various financing options.	All efforts in issuing debt for M2 will include a thorough analysis of expenditure requirements and associated costs. The 2010 M2 bond issues took advantage of the Build America Bond Program to reduce the cost of borrowing.
4.	Charges for M2 administration and overhead should be carefully monitored.	OCTA staff has been provided with updated project codes for M2 projects and training sessions at staff department meetings are underway regarding the proper use of project codes on timesheets. Also, a timesheet policy has been developed and approved. The Finance and Administration (F&A) Division is providing a quarterly report to Executive Management detailing all M2 timesheet charges. Executive Management meets on a quarterly basis to review the timesheet charges and corrective measures have been made where appropriate.
5.	Delivery of Project K – San Diego Freeway (Interstate 405) widening between the Costa Mesa Freeway (State Route 55) and the San Gabriel River Freeway (Interstate 605) – appears to require substantial supplemental funding.	A strategic delivery and financial advisor is developing alternative delivery and financing alternatives. These delivery and financing alternatives will be coupled with public comments on the draft environmental document and be brought to the Board of Directors (Board) for consideration of the locally preferred alternative in mid 2012.
6.	During the time period of the assessment, OCTA was making good progress towards implementing recommendations and initiatives arising from both the readiness and market conditions studies.	Staff continues to implement appropriate recommendations and initiatives as needed to ensure timely M2 Program delivery. The EAP was updated in July of 2010 to include additional capital projects. The EAP has since been renamed the Capital Action Plan (CAP).

## Progress Report on Measure M2 Triennial Performance Assessment Report Findings (December 2011)

Summary of Findings		Status
7.	While there was consistent and thorough updates on important events to both internal boards and committees and to external stakeholders, communication on how public input is addressed and incorporated in plans for the overall program could be improved. Better tracking and summary reports of public input can help make the program more transparent and maintain trust with voters.	Staff continues to improve how public input is incorporated in plans by highlighting key findings in staff reports and working with project staff to address comments. In addition, outreach reports are posted online for projects and studies at key milestones, and when planning efforts are complete.
8.	M2 and the EAP are complex programs that are constantly adapting to a changing environment to fulfill promises made to voters. Quarterly and annual reports on the status of M2 EAP projects do provide updates, but could provide a shorter report card style fact sheet and make better use of graphics or tables to communicate the overall status of the program.	The EAP has been renamed to the CAP. The CAP provides delivery actions and project milestone progress including planned, forecasted, and achieved. The updated CAP is presented to the Board quarterly and posted on the OCTA web page for public review.
9.	The newly designed M2 portal on the OCTA website does an effective job of getting users to project-specific information. Overall, M2 Program information is less readily available. Linking of documents could be improved, as well as better document management and access.	The M2 website navigability and content has been improved with enhanced project information, increased document accessibility, and dashboard tracking statistics. Staff will be assessing the website on an ongoing basis to continually improve M2 Program and project information, document management and functionality.
10.	The transition from Citizens Oversight Committee to the Technical Oversight Committee (TOC), as required by Ordinance No. 3, was completed in an appropriate manner. Subsequent TOC activity during the assessment period was consistent with the committee objectives as described to taxpayers.	Staff continues to support the TOC consistent with the intent of M2 Ordinance.
11.	OCTA should continue to monitor State Board of Equalization (SBOE) fees and, if the fees do not return to the 2006-2007 level of less than one percent, OCTA should engage the Self-Help Counties Coalition and seek legislation capping SBOE fees at one percent.	Staff will continue to monitor SBOE fees which are currently at 1.4 percent (FY 2010-11), and engage the Self-Help Counties Coalition as necessary to seek an administrative or legislative remedy as appropriate. It should be noted that the M2 Investment Plan (p31) projected a 1.5 percent cost for the SBOE over the life of the program.

# Progress Report on Measure M2 Triennial Performance Assessment Report Findings (December 2011)

Summary of Findings		Status
12.	The Environmental Oversight Committee and Environmental Cleanup Allocation Committee were created as required by the voter-approved OCTA M2 Ordinance No. 3. The process whereby the committees were formed, convene, and communicate is appropriate. Both committees are well-positioned to advise the Board on the allocation of M2 funds for freeway environmental mitigation and streets and highway environmental cleanup, respectively, as required by Ordinance No. 3.	These committees have been instrumental in developing and recommending key policies to the Board (e.g., acquisition and restoration projects and a two-tiered funding program).
13.	OCTA staff should continue to work closely with the three universities to try and bring their forecasts more in line with actuals. Accurate revenue forecasting is critical to delivery of the M2 Program. OCTA should seek outside advice from strategic partners and consultants to undertake a thorough review of the academic forecasts and their inputs, models, and assumptions.	OCTA returned to the blended three university forecasts which provides an independent, academic perspective in developing the forecast and is widely accepted in the business community. Additionally, all three Universities came and presented to the F&A Committee and the Board in August of this year. As a result, the Board reaffirmed their position and directed staff to continue to use the same three forecasts to project sales tax revenues and use the blended University forecast in the Comprehensive Business Plan.
14.	Placing environmental review in construction, and not planning, impacts the effectiveness of monitoring early M2 project definition efforts by the Capital Programs Division's project controls group, and the smoothness of project transition between divisions should be revisited when the duties of the M2 Program Office duties are reviewed.	Staff believes the environmental review and project approval phase is appropriately positioned in the Capital Programs Division. During the environmental phase, the scope, schedule, and cost of a project are defined. The present organizational structure ensures internal continuity from the environmental phase to eventual construction and project completion.
15.	The Primavera Project Management Program uses a simple red-light, yellow- light, green-light system as a visual representation of project status at any given moment. This red-yellow-green system should also be used as a more broadly-based, OCTA-wide early warning system on project status.	The CAP provides delivery actions and project milestone progress including planned, forecasted, and achieved. The updated CAP is presented to the Board quarterly and posted on the OCTA web page for public use. The status of all capital projects, incorporating the red-yellow-green-light system, are also included in the quarterly M2 reports presented to the Board.
16.	A more comprehensive review of OCTA's internal invoice approval process, with emphasis on the roles of the Accounts Payable Department, Contracts Administration & Materials Management Department,	The current invoice review process is consistent with Board-directed policies which incorporate some level of redundancy as a "second set of eyes" directed by the Board.



## Progress Report on Measure M2 Triennial Performance Assessment Report Findings (December 2011)

Summary of Findings		Status
	and project managers, should be undertaken, with the goal of maintaining strong and consistent internal controls.	
17.	Consider developing a more formal process for analyzing change orders, perhaps an internal review committee made up of OCTA executive staff for construction contract change orders over a certain threshold in terms of increased contract dollar size and scope values, perhaps \$1,000,000.	Staff has a formal process in place for analyzing change orders. This process is in conformance with industry standards and in compliance with the California Department of Transportation Local Assistance requirements. The process is documented in OCTA's Construction Management Manual.
18.	CAMM contract administration practices are consistent with the broader framework of OCTA M2 rules and practices and industry and government standards.	Staff continues to implement appropriate actions to ensure compliance with regulations while fast-tracking the process.