



May 24, 2013

To: Members of the Board of Directors
From: Darrell Johnson, Chief Executive Officer
Subject: Measure M2 Progress Report for January 2013 Through March 2013

Overview

Staff has prepared a Measure M2 progress report for the period of January 2013 through March 2013 for review by the Orange County Transportation Authority Board of Directors. Implementation of Measure M2 continues at a fast pace, and revenue projections continue on a positive trend. This report highlights progress on Measure M2 projects and programs and will be available to the public via the Orange County Transportation Authority website.

Recommendation

Receive and file as an information item.

Background

On November 7, 2006, Orange County voters, by a margin of 69.7 percent, approved the renewal of the Measure M Plan (Plan) one half-cent sales tax for transportation improvements. The Plan provides a 30-year revenue stream for a broad range of transportation and environmental improvements, as well as an operating ordinance which defines all the requirements for implementing the Plan. The ordinance designates the Orange County Transportation Authority (OCTA) as responsible for administering the Plan and ensuring OCTA's contract with the voters is followed.

The Measure M2 (M2) transportation ordinance and investment plan, Ordinance No. 3, requires quarterly status reports regarding the major projects detailed in the ordinance be filed with the OCTA Board of Directors (Board). All M2 progress reports are posted online for public review.

Discussion

This quarterly report reflects current activities and progress within the overall M2 Program for the period of January 1, 2013 through March 31, 2013 (Attachment A).

The quarterly report is designed to be easy to navigate and public friendly, reflecting OCTA Strategic Plan transparency goals. The report includes budget and schedule information included in the Capital Action Plan, Local Fair Share, and Senior Mobility Program payments made to cities this quarter, as well as total payments from M2 inception to March 2013.

Beginning this quarter, an M2020 update section has been added to the M2 report in order to identify our current progress/status in relation to the 14 objectives and ten major risks as outlined in the M2020 Plan. Each quarter, staff will continue to provide updates on how OCTA is progressing towards meeting the M2020 goals and managing risks.

Quarter Highlights

- Construction concluded and a new, six-mile westbound and eastbound general-purpose lane opened on State Route 91 between State Route 55 and State Route 241 through the cities of Anaheim and Yorba Linda. In addition, the project also delivered a much needed second eastbound exit lane at the Lakeview Avenue, Imperial Highway, and Yorba Linda Boulevard/Weir Canyon Road off-ramps. To celebrate the completion of the project, an opening ceremony was held on February 21, 2013.
- The Anaheim Regional Transportation Intermodal Center Project (Project T) continues to move forward at a steady pace. Construction activities for this quarter included improvements to the building pad, site grading, underground piping and electrical work, and the start of fabricating structural steel. Construction is anticipated to be complete by late 2014.
- Construction began in February 2013 to reconstruct the State Route 74 (SR-74) bridge over the Interstate 5 (I-5) freeway to improve traffic flow along SR-74 and Del Obispo Street in San Juan Capistrano. During the quarter, five properties were acquired and demolished at the I-5/Ortega Highway interchange to prepare for the widening project. At the request of the City of San Juan Capistrano, OCTA was asked to assist with additional local businesses outreach efforts. OCTA has developed a comprehensive business outreach plan to help promote the local community throughout the construction project.
- At the request of the City of Long Beach, the recirculation of a supplemental draft environmental impact report (EIR)/environmental impact statement for Interstate 405 (Project K) is scheduled to begin in June 2013. As a result, selection of the preferred alternative is scheduled

to be selected by the project development team in October 2013, after the recirculation is complete.

- The first Project V (Community-Based Transit/Circulators) 2013 call for projects (call) application period closed on March 29, 2013. The call was for a total of \$28 million. Five applications were received and are currently under review to determine eligibility.
- In February 2013, the Board approved \$12.71 million for eight Environmental Cleanup (Project X) Tier 2 projects. In March 2013, the Board approved the release of the third Tier 1 call, which will occur for 60 days beginning March 18, 2012. Approximately \$2.7 million will be available for the third Tier 1 call, anticipated to be approved by the Board next quarter.
- To improve traffic flow on city streets, OCTA is working with local jurisdictions to synchronize signals and improve roadways. Final funding recommendations for the Regional Capacity Program and Regional Traffic Signal Synchronization Program call (issued on October 26, 2012) were presented to the Technical Advisory Committee on February 27, 2013, and will be brought to the Board for approval in April.
- The two fixed-guideway projects continue to move forward. As a result of the Board requesting additional information, a special Board meeting was conducted to provide context for reviewing the progress to date for both fixed-guideway projects. The workshop included a discussion of the history of the Go Local Program, a comparison of other streetcar projects to the planned fixed-guideway projects, and a plan to review the projects prior to requesting entry into the federal funding program.

The City of Anaheim will return to the Board for concurrence on the Anaheim Rapid Connection locally preferred alternative in the summer. The Santa Ana/Garden Grove project team is currently working to address Federal Transit Administration comments made on the alternatives analysis/EIR/environmental assessment. Comments are anticipated to be addressed next quarter.

- With approval of the M2020 Plan last quarter, implementing actions included directing staff to initiate an organizational assessment study to ensure OCTA's success in delivering the M2020 Plan. The organizational assessment study kicked off in November 2012. The consultant team has completed its initial review of the first and second of three parts, which is the division level assessment and program level assessment. The initial

findings to date are positive, and initial comments are centered on improving performance metrics and making adjustments to department structure to reflect changes in the work effort as a result of the progression of projects and programs within M2. Findings resulting from the study are expected to be presented to the Board in late summer 2013.

- The second M2 Performance Assessment, for the time period of July 1, 2009 through June 30, 2012, was completed and resulted in 12 findings which will be implemented over the next year.

Summary

As required by M2 Ordinance No. 3, a quarterly report covering activities from January 2013 through March 2013 is provided to update progress in implementing the M2 Transportation Investment Plan. The above information and the attached details indicate significant progress on the overall M2 Program. To be cost-effective and to facilitate accessibility and transparency of information available to stakeholders and the public, the M2 progress report is presented on the OCTA website. Hard copies are available by mail upon request.

Attachment

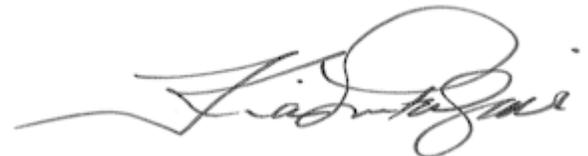
- A. Measure M2 Progress Report – Third Quarter of Fiscal Year 2012-13 – January 1, 2013 through March 31, 2013

Prepared by:



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

Approved by:



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

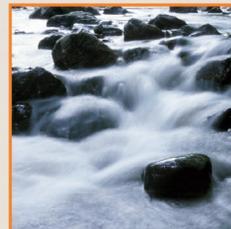
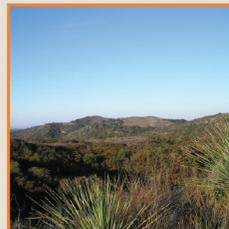


Third Quarter Highlights:

- Freeway Projects
- Streets and Roads
- Environmental Cleanup & Water Quality
- Freeway Mitigation Program
- Finance Matters
- Program Management Office
- Summary

Measure M2
Progress Report

Third Quarter of Fiscal Year 2012-13
January 1, 2013 through March 31, 2013



Measure M2

Progress Report



PROGRESS REPORT

SUMMARY



As required by the Measure M2 (M2) Ordinance No. 3, a quarterly report covering activities from January 1, 2013 through March 31, 2013 is provided to update progress in implementing the M2 Transportation Investment Plan.

To be cost effective and to facilitate accessibility and transparency of information available to stakeholders and the public, the M2 progress report is presented on the Orange County Transportation Authority (OCTA) website. Hard copies are mailed upon request.

Measure M2

Progress Report



Section	Project	Page
M2020 Plan Update		1
Freeway Program (Projects A-N)		7
Interstate 5 (I-5) Projects	{A — D}	6
State Route 22 (SR-22) Project	{E}	8
State Route 55 (SR-55) Projects	{F}	9
State Route 57 (SR-57) Projects	{G}	9
State Route 91 (SR-91) Projects	{H — J}	10
Interstate 405 (I-405) Projects	{K — L}	13
Interstate 605 (I-605) Projects	{M}	14
Freeway Service Patrol	{N}	14
Streets and Roads (Projects O, P and Q)		15
Regional Capacity Program	{O}	15
Regional Traffic Signal Synchronization	{P}	17
Local Fair Share Program	{Q}	18
Transit Programs (Projects R, S, T, U, V and W)		19
High Frequency Metrolink Service	{R}	19
Transit Extensions to Metrolink	{S}	20
Regional Gateways for High-Speed Rail	{T}	21
Expand Mobility Choices for Seniors and Persons with Disabilities	{U}	21
Community Based Transit / Circulators	{V}	22
Safe Transit Stops	{W}	23
Environmental (Project X and Freeway Mitigation Program)		24
Environmental Cleanup	{X}	24
Freeway Mitigation Program (part of Projects A — M)		24
Program Management Office		26
M2 Financing and Schedule of Funding		29
M2 Local Funding by Agency		36
Capital Action Status		38

Measure M2

Progress Report



M2020 Projects

Environmental ■ Design/Right of Way ■ Construction ■

M2020 Freeway Projects Through Construction

	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022
C,D I-5, Pico to Vista Hermosa (includes Pico Interchange)													
C I-5, Vista Hermosa to Pacific Coast Highway													
C I-5, PCH to San Juan Creek Road													
D I-5, I-5/Ortega Interchange													
C,D I-5, SR-73 to El Toro Road (includes Avery & La Paz Interchange)													
A I-5, SR-55 to SR-57													
F SR-55, I-405 to I-5													
G SR-57 (NB), Katella to Lincoln													
G SR-57 (NB), Orangethorpe to Yorba Linda													
G SR-57 (NB), Yorba Linda to Lambert													
H SR-91 (WB), I-5 to SR-57													
I SR-91 (WB), Tustin Interchange to SR-55													
J SR-91/SR-55 to SR-241 (Weir Canyon)													
J SR-91 (EB), SR-241 to SR-71 (complete)													
K I-405 Improvement Project													
Remaining projects (shown below)													

M2020 Freeway Projects Through Environmental Phase

- B** I-5 Widening (SR-55 to I-405)
- I** SR-91 Widening (SR-57 to SR-55)
- D** I-5 / El Toro Road Interchange Improvements
- J** SR-91 Widening (SR-241 to I-15)*
- F** SR-55 Widening (I-5 to SR-22)
- L** I-405 Widening (SR-55 to I-5)
- G** SR-57 NB Widening (Orangethorpe Avenue to Katella Avenue)
- M** I-605 / Katella Ave. Interchange Improvements
- G** SR-57 NB Widening (Lambert Road to County Line)

* Project environmentally cleared as part of the Riverside County Transportation Commission's Corridor Improvement Project.



M2020 UPDATE

M2020 Plan

M2020 Plan

On September 10, 2012, the Board of Directors approved the M2020 Plan which is an eight-year plan that outlines projects and programs for all modes of transportation to be delivered on an expedited schedule between now and the year 2020. The plan also positions OCTA on a course to go beyond the early implementation projects if additional external funds can be accessed sooner. Below is a summary of our progress towards meeting the eight-year objectives, including a summary of the risks identified in the adopted plan.

Contact: Tami Warren, PMO
(714) 560-5590

Progress Update

The M2020 Plan identified 14 objectives. Significant progress has been made, with many projects advancing to construction.

Although funded separately, the M2020 Plan also includes a provision for issuing bicycle and pedestrian calls for projects, contingent on available Congestion Mitigation Air Quality (CMAQ) funds. One call has been held to date, providing up to \$9.4 million in funding for 21 projects.

A summary of the progress to date for each of the 14 objectives identified in the Plan is outlined below.

M2020 Plan Objectives

1. Deliver 14 M2 freeway projects.

Two of the 14 projects are already complete; this includes two segments of Project J (SR-91) between SR-55 and SR-241 and between SR-241 and SR-71, and Project E (SR-22 Access Improvements). Additionally, four projects are currently in construction, three on SR-57 (see timeline on previous page) and one on the I-5 at Ortega Highway. All 14 projects will either be in construction or complete by 2020 as planned.

2. Complete environmental phase for 9 remaining M2 freeway projects.

One of the nine projects (SR-91 between SR-241 and SR-71) is already cleared environmentally through RCTC's Corridor Improvement Program. The environmental phase for Project B (I-5, SR-55 to SR-133) is anticipated to begin in September 2013. Additionally, four more projects are scheduled to begin the environmental phase in 2014. As planned, all nine projects will complete the environmental phase by 2020.

3. Invest \$1.2 billion for Streets and Roads projects (Projects O, P, and Q).

To date, nearly \$2 million in projects are complete, with more than \$30 million currently in construction, as well as significant portions of the \$455 million committed to the OC Bridges grade separation projects currently in construction. This accounts for the Project O and P portion of the proposed \$1.2 billion to date. In addition, approximately \$74 million of Local Fair Share funds (Project Q) has already been distributed to local agencies, with approximately \$50 million expected to be distributed yearly through 2020.



4. Synchronize 2,000 traffic signals across Orange County (Project P).

Through the three M2 Calls for Projects so far, more than 2,000 signals have been designated for improvements. Development of agreements with local agencies are in progress. It is anticipated that over the next three years, more than half of the 2,000 signals will be synchronized. These are in addition to the 829 signals already synchronized to date. All 2,000 signals will be synchronized as planned by 2020.

5. Expand Metrolink peak capacity and improve rail stations and operating facilities (Project R).

Although well underway before the M2020 Plan was adopted, part of Project R (Metrolink Grade Crossing Improvements) was completed as part of the Metrolink Service Expansion Plan (MSEP). This enhanced 52 Orange County rail-highway grade crossings with safety improvements, whereby the cities of Anaheim, Tustin, Orange, Santa Ana, Irvine, and San Clemente established quiet zones at respective crossings. Additionally, OCTA is reviewing plans to determine the best approach for peak capacity service expansion. This includes a determination on how to re-deploy a number of the trains for improved service results.

6. Expand Metrolink service into Los Angeles (Project R).

Part of OCTA's re-deployment consideration (as mentioned above) involves possible options to provide new trips from Orange County to Los Angeles and San Diego counties, contingent on available funding and cooperation with involved counties. OCTA is currently working with Burlington Northern Santa Fe (BNSF) and the Los Angeles County Metropolitan Transportation Authority (LACMTA) to address any track-sharing issues, and plans to return to the Board with a revised expansion plan in Fall 2013.

7. Provide up to \$575 million to implement fixed-guideway projects (Project S).

At this time, two fixed-guideway projects are in the process of being implemented: the Anaheim Rapid Connection (ARC) Project and the Santa Ana-Garden Grove Fixed-Guideway project. To date, the Board has awarded funding for preliminary engineering of approximately \$18 million to the City of Anaheim and \$10.98 million to the City of Santa Ana, totaling approximately \$29 million. This total is not included in the proposed \$575 million amount. It is anticipated that the Board will make a decision before the end of 2013 regarding the planned expenditure of the \$575 million.

8. Deliver improvements that position Orange County for connections to planned high-speed rail projects (Project T).

The City of Anaheim continues moving forward on the Anaheim Regional Transportation Intermodal Center (ARTIC) with construction is underway. Activities this past quarter include continued work on the foundation of the facility and the fabrication of the structural steel. The project team also has installed piles to support the concourse bridge, elevators, stairs and railroad bridge abutments, and continues work to install sewage and storm drains, as well as underground electrical and plumbing utilities. Construction is anticipated to be complete in late 2014.

Measure M2

Progress Report



9. Provide up to \$75 million of funding to expand mobility choices for seniors and persons with disabilities (Project U).

To date, over \$7.5 million has been provided to local agencies and the County of Orange for the Senior Non-Emergency Medical Transportation and Senior Mobility Programs.

10. Provide up to \$50 million of funding for community-based transit services (Project V).

The first call for projects for \$28 million closed on March 29, 2013. Applications are currently under review, and recommended projects will be presented to the Board in June 2013.

11. Acquire and preserve 1,000 acres of open space, establish long-term land management, and restore approximately 180 acres of habitat in exchange for expediting the permit process for 13 of the M2 freeway projects (Projects A-M).

The Freeway Mitigation Program is proceeding as planned, with five properties acquired (950 acres), and five of the 11 restoration projects approved by the Board underway (totaling 400 acres). The Board has authorized \$42 million for property acquisitions, \$10.5 million to fund habitat restoration activities, and \$2.5 million for conservation plan development and program support, for a total of approximately \$55 million.

12. Complete resource management plans to determine appropriate public access on acquired properties.

Public release of the draft Natural Community Conservation Plan/Habitat Conservation Plan (NCCP/HCP) and draft Environmental Impact Report/Statement (EIR/EIS) is expected to take place in fall 2013, with continued biological monitoring of acquired properties ongoing. The public will have an opportunity to weigh in on the NCCP/HCP before it is finalized.

13. Implement water quality improvements of up to \$20 million to prevent flow of roadside trash into waterways (Project X).

Screens and inserts for water quality improvement projects have been funded at various locations throughout Orange County. A total of \$5.6 million have been authorized by the OCTA Board totaling 67 Tier 1 projects. These projects will be completed within a one- to two-year timeframe.

14. Provide up to \$38 million to fund up to three major regional water quality improvement projects as part of the Environmental Cleanup Program (Project X).

Eight Tier 2 projects have been authorized by the OCTA Board totaling \$12.71 million. These projects are expected to be in construction by June 2014.



Key:

-  On Track
-  At Risk
-  One to Watch
-  Status Pending

M2020 Risk Update

The M2020 Plan identified 10 major risks as a result of the aggressive advancement of M2 projects and programs. OCTA recognized that these risks need to be actively addressed to ensure delivery of the plan by 2020. The 10 major risks are listed below with the actions taking place to address them.

M2020 - Major Risks

	Organizational Risk	Proposed Action	Explanation
	1 Organizational readiness to tackle multi-billion dollar capital program considering scale of projects.	An organizational assessment of M2 with a special emphasis on organizational structure necessary to deliver M2020 is currently underway. The study is on target to be completed in summer 2013.	Depending on the outcome of the assessment (anticipated in summer 2013) the status color may change if OCTA's structure is determined inadequate to deliver the M2020 Plan.
	2 Realistic assessment of delivery schedules and required resources.	The organizational assessment will include a report on best practices and peer agency approaches to project schedule and resource analysis.	Depending on the outcome of the assessment (anticipated in summer 2013) the status color may change if findings show concern over the anticipated schedule and required resources.
	3 Availability of specialized staff given the scope of right-of-way (ROW) activities - between 202 and 365 parcels affected (includes temporary construction easements) by the I-405 alone depending on the alternative selected.	The organizational assessment currently underway is assessing the ROW department's resources, capabilities, and workload, and developing recommendations to address the needs of M2 and the M2020 Plan.	The Organizational Assessment early findings have indicated an issue with the current ROW resources. The final assessment (anticipated in summer 2013) is expected to have recommendations on how this peak load can be best addressed.
	4 Availability of management and technical capabilities to deliver/operate future rail guideway projects.	Prepare a report on guideway project delivery and operation management plans concurrent with completion of the respective environmental phase.	The current project status has not yet reached the point to move forward with initiating the management plans.
	5 Exposure to added bond costs due to schedule changes.	A Plan of Finance to address the optimal finance dates and structure was developed and approved by the Board on November, 26, 2012. The plan includes a conservative approach with three debt issuance dates which allows for flexibility in how much debt to incur and when.	The adopted Plan of Finance is in line with current project and program plans.



	Organizational Risk	Proposed Action	Explanation
6	Delay in project phases affecting overall costs and ability to deliver M2020.	Identify critical program activities and develop strategies to minimize delays.	A critical factor in delivering the M2020 Plan is based on keeping project costs and schedules on target. The recirculation of the I-405 (Project K) has the potential to impact the delivery schedule. As of now, the project remains deliverable within the current schedule. Any further delay will cause an overall delivery delay, which will impact the cost of the project.
7	Changes in priorities over the life of the program.	Implement a defined process to assess tradeoffs of changes in priorities.	The Plan of Finance adopted by the Board in 2012 included M2020 Plan Priorities and Commitments with 12 core principles to guide the Board in the event of a needed change.
8	Legislative authority to use design/build (D/B) for delivery methods.	OCTA has sponsored legislation to allow for the delivery of the I-405 improvements utilizing a design/build delivery method. Assemblyman Tom Daly is the author of this bill (AB 401).	The bill is moving through the legislative process.
9	Internal/external agency functional units not available, overloaded, or have competing priorities.	The current organizational assessment is conducting a workload analysis to determine what is required for staffing and contracting out to deliver the M2020 Plan. The review is particularly focused on contracting, project management, project controls, and accounts payable resources. Proposed actions also include partnering with Caltrans to align priorities and resources, and ensuring timely implementation of Breaking Down Barriers objectives.	The Organizational Assessment is underway. Final findings are anticipated in summer 2013. A series of workshops are being scheduled with OCTA and Caltrans to discuss priorities and resource allocations. Staff is doing what is possible to ensure timely implementation of Breaking Down Barriers objectives.
10	Ability of local agencies to balance pavement management needs with new capacity and transit project funds for matching requirements.	Provide a comprehensive overview in a workshop setting of all funding opportunities to local agencies to support strategic decision making at the local level.	OCTA will be conducting a workshop in summer 2013 to provide local agencies with information to help them make informed decisions.

Staff will continue to provide updates on the progress of the M2020 Plan and the associated risks in these quarterly reports.



FREEWAY PROJECTS

Interstate 5 (I-5) Projects

PROJECT A

I-5 Between SR-55 and SR-57

Status: Environmental Study Underway

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: This quarter, OCTA continued conducting an environmental study to add lanes to the I-5 between the SR-55 and the SR-57 in Santa Ana. The study will evaluate options to add capacity to the existing high-occupancy vehicle (HOV) lanes and improve traffic circulation within the I-5/SR-55 interchange. The study is expected to be completed in late 2013. Also during the quarter, Staff met with the City of Santa Ana and Discovery Science Center to discuss project related impacts of removing the HOV ramp at Main Street. Staff continues to work with Caltrans on submittal of the design exception fact sheet for review and approval.

PROJECT B

I-5 Between the SR-55 and SR-133

Status: Project Study Report (PSR) Approved

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: Project B will improve traffic flow and operations along the I-5 within the cities of Irvine and Tustin. Staff has released a Request for Proposal for Consultant Services to prepare a Project Report and Environmental Document. A consultant will be selected next quarter and the environmental phase is anticipated to begin in September of 2013.

PROJECT C & PART OF PROJECT D

I-5 Between SR-73 and El Toro Road and
I-5 Between Avenida Pico and San Juan Creek Road

Status: I-5 (SR-73 and El Toro Road) Segment – Environmental Study Underway

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: An environmental study continued during the quarter for improvements along the I-5 between the SR-73 and El Toro Road in the cities of Lake Forest, Laguna Hills, and Mission Viejo. The study evaluates lane additions and interchange improvements to improve traffic flow through this area. These improvements include reconstruction of the La Paz Road and



Avery Parkway interchanges (part of Project D). At the end of 2012, the study team completed the value analysis (VA) study, which was conducted to look at high cost items in the project and explore other options to reduce the overall project cost without sacrificing the original scope of the project. Recommendations have been presented to Caltrans for review to ensure that the recommendations do not violate any standards. If Caltrans concurs with the recommendations, then they will be incorporated into the project. During the past quarter, all Environmental Technical Reports were approved by Caltrans and the Administrative Draft Project Report was completed and submitted for review. The Environmental Study is expected to be completed in mid-2014.

Status: I-5 (Avenida Pico and San Juan Creek Road) Segment – Final Design Underway **Contact:** Rose Casey, Capital Projects (714) 560-5729

Summary: OCTA continues final design for improvements along the I-5 between Avenida Pico and San Juan Creek Road in the cities of San Clemente, Dana Point, and San Juan Capistrano. The project will widen the I-5 to add an HOV lane in each direction and includes major interchange improvements to Avenida Pico (part of Project D). Final design is being done in segments with one completed this quarter, one to be completed in mid-2013, and the final segment in early 2014. Construction is anticipated to begin in 2015. During the quarter, 100 percent Plan Specifications & Engineering (PS&E) were completed and submitted to Caltrans Head Quarters, and Right of Way Certifications were achieved for both Segments 2 and 3.

PROJECT D

I-5 / El Toro Road and I-5 / Ortega Highway Interchanges

Status: I-5 / El Toro Road Interchange – Draft PSR Complete and in Review **Contact:** Charlie Larwood, Planning (714) 560-5683

Summary: The I-5/El Toro Road Interchange study includes alternatives that consider modifications to the existing interchange to provide a new access ramp to El Toro Road and two alternate access points adjacent to the interchange. The study is subject to Caltrans review, which is anticipated in May 2013.



Status: I-5 / Ortega Highway Interchange – **Contact:** Rose Casey, Capital Projects (714) 560-5729
Construction Underway

Summary: Caltrans began construction in February on the two-year \$86 million project that will reconstruct the SR-74 Ortega Highway bridge over the freeway and improve local traffic flow along the SR-74 and Del Obispo Street in the City of San Juan Capistrano. During the quarter, the project’s contractor, Flatiron, acquired and demolished five businesses at I-5/Ortega interchange to prepare for the widening project including: Arby’s, Denny’s, Jack in the Box, and two Chevron stations. Construction activity is scheduled to begin summer 2013.

At the request of the City, OCTA was asked to assist with additional local businesses outreach efforts. OCTA outreach staff meets on a weekly basis with the Economic Preservation Committee (EPC) – a group comprised of local restaurant owners, entertainment venues, city staff, chamber of commerce, and community leaders. To help with business mitigation, OCTA has developed a comprehensive business outreach plan to help promote the local community throughout the construction project. During the next quarter, the team will continue to work with the EPC on a weekly basis. Wayfinding signs will be ordered and installed throughout the town, a new and improved resource guide will be printed and walked to more than 1,000 businesses and residents, and the Metrolink campaign will be in full effect.

State Route 22 (SR-22) Project

PROJECT E

SR-22 Access Improvements



Status: SR-22 interchanges at Brookhurst Street, Euclid Street, and Harbor Boulevard – **Project Complete** **Contact:** Rose Casey, Capital Projects (714) 560-5729

Summary: Completed in 2007, Project E added improvements at key SR-22 interchanges to reduce freeway and street congestion in the area. The project was completed early as part of a “bonus project” provided by the original Measure M (M1).



State Route 55 (SR-55) Projects

PROJECT F

SR-55 Between I-405 and SR-91

Status: SR-55 (I-405 to I-5) Segment – Environmental Study Underway

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: OCTA is finalizing technical studies and preparing the draft environmental document. The draft Environmental document is scheduled to be completed by the end of July 2013. A value analysis (VA) engineering study was conducted to look at high cost items in the project and explore other options to reduce the overall project cost without sacrificing the original scope of the project. Recommendations resulting from the VA study were presented to Caltrans for review to ensure that the recommendations do not violate any standards. If Caltrans concurs with the recommendations, then they will be incorporated into the project. This project will increase capacity on SR-55 in the cities of Irvine, Santa Ana, and Tustin. The study will evaluate the addition of general purpose lanes, carpool lanes, and auxiliary lanes. The study is expected to be completed in early 2014.

Status: SR-55 (I-5 to SR-91) Segment – PSR Underway

Contact: Charlie Larwood, Planning
(714) 560-5683

Summary: OCTA is developing a PSR to add capacity between the I-5 and SR-22, and provide operational improvements between SR-22 and SR-91 in the cities of Orange, Santa Ana, Tustin, and Anaheim. This quarter, the Project Study Team refined the draft purpose and need statement, and began modeling the alternatives and analyzing the outputs. The study is anticipated to be complete in fall of 2013.

State Route 57 (SR-57) Projects

PROJECT G

SR-57 Improvements between Orangethorpe to Lambert, Katella to Lincoln, and Orangewood to Katella

Status: SR-57 Northbound– Construction Underway

Summary: Construction is underway on three segments of the SR-57 freeway to add a new northbound



general purpose lane through the cities of Anaheim, Brea, Fullerton, and Placentia. Caltrans is overseeing construction, which continued during the quarter.

SR-57 northbound, Katella Avenue to Lincoln Avenue: Crews are constructing retaining walls and widening the Katella Avenue and Douglas Road bridges. The project is on schedule to open by end of 2014.

SR-57 northbound, Orangethorpe Avenue to Yorba Linda Boulevard: Crews are conducting paving operations, constructing sound walls, and widening the bridge at Nutwood Avenue. The project is on schedule to open by the summer of 2014.

SR-57 northbound, Yorba Linda Boulevard to Lambert Road: Crews reconstructed the on-ramp at Imperial Highway, reconstructed sound walls, and completed most paving operations. The project is on schedule to open by early 2014.

Status: SR-57 northbound from Orangewood Avenue to Katella Avenue – PSR Underway

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: OCTA initiated a PSR to add capacity in the northbound direction of the SR-57 in the cities of Anaheim and Orange. This quarter, OCTA met with study stakeholders, finalized a draft Purpose and Need Development statement, continued modeling efforts, and continued finalizing three alternatives. The study team has also initiated required supporting technical studies. The study is anticipated to be complete in approximately 18 months, in early 2014.

State Route 91 (SR-91) Projects

PROJECT H

SR-91 Between SR-57 and I-5

Status: Construction is scheduled to start in late April/early May 2013

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: OCTA and Caltrans are set to break ground on this third in a series of “A Better 91” projects in late April/early May 2013. OCTA and Caltrans will conduct pre-construction public outreach. During this quarter, Caltrans and OCTA successfully negotiated and awarded the construction



contract. This \$75 million freeway improvement project will add a new, four-mile westbound general purpose lane to a key stretch of SR-91 located between Anaheim and Fullerton. In addition to the new lane, the project will deliver several other capital and operational improvements.

PROJECT I

SR-91 Between SR-57 and SR-55

Status: SR-91 Between SR-55 and Tustin Avenue Interchange — Final Design and Right-of-Way Activities in Progress

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: Caltrans is finalizing the design to improve traffic flow at the SR-55/SR-91 interchange. Caltrans right-of-way staff is proceeding with temporary construction easement acquisition efforts for 19 parcels. Both final design and right-of-way phases are expected to conclude in late April 2013 with construction awarded in late 2013.

Status: SR-91 Between SR-57 to SR-55 — PSR Under Review

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: OCTA initiated a PSR to increase freeway capacity by adding a new general purpose lane eastbound between SR-57 and SR-55, add a new general purpose lane westbound between Kraemer Boulevard to State College Boulevard, and makes freeway-to-freeway connector improvements from NB SR-57 to SR-91. This quarter, OCTA completed the draft of the PSR. OCTA provided the draft PSR to Caltrans for their review and approval in March 2013. The study is anticipated to be completed by mid-2013.

PROJECT J

SR-91, Between Interstate 5 (I-5) and Riverside County Line



Status: SR-91, Between State Route 241 (SR-241) and State Route 71 (SR-71) — **Project Complete**

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: This completed project added six miles of an additional EB lane to the SR-91. A key stretch of the SR-91 between the SR-241 and SR-71 in Riverside County. The project improves mobility and operations by reducing traffic weaving from traffic exiting at the SR-71 and Green River

Measure M2

Progress Report



Road. Because this project was shovel-ready, OCTA was able to obtain American Recovery and Reinvestment Act (ARRA) funding for this M2 project – saving M2 revenues for future projects.



Status: SR-91, Between SR-55 and SR-241 – **Project Complete**

Summary: This quarter, OCTA and Caltrans wrapped up major construction operations and opened up a new, six-mile westbound and eastbound general-purpose lane to SR-91 through the cities of Anaheim and Yorba Linda. In addition to adding twelve lane miles to SR-91, the project also delivered a much needed second eastbound exit lane at the Lakeview Avenue, Imperial Highway and Yorba Linda Boulevard/Weir Canyon Road off-ramps. Beyond these capital improvements, crews completed work on safety barriers, striping and soundwalls. Completion of this project means a total of eighteen lane miles have been added to SR-91 since December 2010. An opening ceremony was held on February 21, 2013.

Contact: Rose Casey, Capital Projects
(714) 560-5729

Status: SR-91, Between SR-241 and I-15 – Environmental Study Underway

Summary: OCTA continued working with the Riverside County Transportation Commission (RCTC) to extend the 91 Express Lanes eastward from its current terminus in the city of Anaheim to I-15 in Riverside County during the quarter. This project will also add one general purpose lane in each direction from the SR-241 to the I-15. The project's draft environmental document was completed in January 2013. RCTC selected a design-build contractor in March 2013. The portion between the SR-241 and the Orange County/Riverside County line is also part of Project J, while the matching segment between the county line and the SR-71 is part of RCTC's Measure A. With RCTC's focus on extending the 91 Express Lanes, construction of the additional general purpose lane will take place post-2025. Accordingly, the matching general purpose lane improvements on the Orange County side are being scheduled to ensure coordinated delivery of the projects and to provide a continuous segment that stretches from the SR-241 to the SR-71. This action is consistent with the 2012 SR-91 Implementation Plan.

Contact: Rose Casey, Capital Projects
(714) 560-5729



Interstate 405 (I-405) Projects

PROJECT K

I-405, Between SR-55 and I-605

Status: Draft Environmental Impact Statement/Draft Environmental Impact Report (EIS/EIR) Released

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: OCTA is preparing an environmental study to widen the I-405 through the cities of Costa Mesa, Fountain Valley, Garden Grove, Huntington Beach, Los Alamitos, Seal Beach, and Westminster. These improvements will add mainline capacity and improve the local interchanges along the corridor. The OCTA Board selected Alternative One as the Locally Preferred Alternative on October 22, 2012, and selected Parsons Transportation Group, Inc. to act as the Program Management Consultant for the Project on December 10, 2012. At the request of the City of Long Beach, recirculation of a Supplemental Draft EIR/EIS is scheduled to begin in June 2013. The Supplemental Draft EIR/EIS includes additional traffic information within the Long Beach/South Los Angeles County area. In April 2013, staff is scheduled to present to the Board a path forward to advance delivery of the M2 project, but also opportunities for the Board of Directors to weigh in on alternatives and explore new concepts. The Preferred Alternative is scheduled to be selected by the Project Development Team after the recirculation is complete, in October 2013.

PROJECT L

I-405 Between SR-55 and the El Toro "Y"

Status: Draft PSR Complete

Contact: Charlie Larwood, Planning
(714) 560-5683

Summary: The I-405 (Project L) draft PSR includes alternatives that consider the addition of one or two general purpose lanes between Culver Drive and State Route 133, and operational improvements at the Interstate 405 and State Route 133 interchange. The study is subject to Caltrans review and approval, which is anticipated May 2013.



Interstate 605 (I-605) Projects

PROJECT M

I-605 Interchange Improvements

Status: PSR Underway

Contact: Charlie Larwood, Planning
(714) 560-5683

Summary: This project will improve freeway access and arterial connection to I-605 at Katella Avenue in the City of Los Alamitos and County of Orange. Planned improvements may include enhancements at the on/off ramps and operational improvements on Katella Avenue at the I-605 interchange. The Request for Proposals (RFP) was released in October 2012, with consultant approval in March 2013. Preliminary engineering is expected to begin June 2013.

PROJECT N

Freeway Service Patrol

Summary: Freeway Service Patrol (FSP) funded by M2 began operation June 2012. During the quarter, the new midday service provided assistance to 1,936 motorists and new weekend service provided assistance to 1,161 motorists. The California Highway Patrol has advertised for the M2 funded dedicated FSP public safety dispatcher. Interviews to fill the position will take place in May 2013.

Contact: Sue Zuhlke, Motorist Svcs.
(714) 560-5574



STREETS & ROADS

PROJECT O

Regional Capacity Program

Status: Regional Capacity Program – Call for Projects Underway

Contact: Roger Lopez, Planning
(714) 560-5438

Summary: The 2013 Regional Capacity Program call for projects continues to progress. Staff worked with 17 local agencies to finalize the ranking of the 31 funding applications submitted as part of this call. Programming recommendations were developed in January and presented to the Technical Advisory Committee in February. Staff's recommendation to program approximately \$35 million to fund 10 projects was approved by the Technical Advisory Committee and is scheduled to go to the Regional Planning and Highways Committee and Board in April.

Status: Raymond Grade Separation – Design 100% Complete

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: The project located at Raymond Avenue Railroad (RR) crossing will grade separate the local street from railroad tracks in the City of Fullerton by taking vehicular traffic under the railroad crossing. On August 13, 2012, the Board approved an amendment to the Cooperative Agreement with the City of Fullerton, making OCTA the lead agency for property acquisition and tenant relocation. This right-of-way lead agency change was made as a result of a request made by the City of Fullerton. Resolution of Necessity hearings were held at the February 11, 2013 OCTA Board meeting. OCTA staff are finalizing right of way acquisitions to obtain right of way certification next quarter. The City has finalized the project plans, specifications, and estimate (PS&E) during the quarter. City began procurement for a construction manager in March, and will release the advertisement for construction by fall of 2013. Construction is anticipated to begin by late 2013/early 2014 and is expected to be completed by early-2017.

Status: State College Grade Separation – Design 100% Complete

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: The project located at State College Boulevard RR crossing will separate the local street from railroad tracks in the City of Fullerton by taking vehicular traffic under the railroad crossing. On August 13, 2012, the Board approved an amendment to the cooperative agreement with the City of Fullerton, making OCTA the lead agency for property acquisition and tenant relocation. This right-of-way lead agency change was made as a result of a request made by the City. Resolution of Necessity hearings were held at the February 11, 2013 OCTA Board meeting.

Measure M2

Progress Report



OCTA staff are finalizing right of way acquisitions to obtain right of way certification next quarter. The City has finalized the project plans, specifications, and estimate (PS&E) during the quarter. The City will begin procurement for a construction manager in April of 2013, and will release the advertisement for construction by fall of 2013. Construction is anticipated to begin by late 2013/early 2014 and expected to be completed by mid-2016.

Status: Placentia Grade Separation – Construction Underway

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: The project will grade separate the local street from railroad tracks in the City of Placentia. OCTA is overseeing construction which continued during the quarter. The main elements of work this quarter were the construction of the bridge, pump station and retaining walls. Construction progress is approximately 45 percent complete, and the project is expected to be completed by summer of 2014.

Status: Kraemer Grade Separation – Construction Underway

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: The project will grade separate the local street from railroad tracks in the City of Placentia. OCTA is overseeing construction which continued during the quarter. The main elements of work this quarter were the construction of the bridge, pump station and sound walls. Construction progress is approximately 50 percent complete and the project is expected to be completed by summer of 2014.

Status: Tustin / Rose Grade Separation – Preparation for Construction

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: The project located at Tustin Avenue/Rose Drive RR crossing will grade separate the local street from railroad tracks in the Cities of Placentia and Anaheim by building a bridge for vehicular traffic over the railroad crossing. OCTA released the advertisement for construction on October 3, 2012, and five bids were received on November 28, 2012. Construction is anticipated to begin by late spring 2013, and expected to be completed by early 2016.

Measure M2

Progress Report



Status: Lakeview Grade Separation – Design 100% Complete

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: The project located at Lakeview Avenue RR crossing will grade separate the local street from railroad tracks in the Cities of Anaheim and Placentia. OCTA staff has been finalizing the project plans, specifications, and estimate during the quarter. OCTA will release the advertisement for construction by summer 2013. Construction is anticipated to begin by fall 2013, and expected to be completed by early-2016.

Status: Orangethorpe Grade Separation – Advertised for Construction

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: The project located at Orangethorpe Avenue RR crossing will grade separate the local street from railroad tracks in the Cities of Placentia and Anaheim by building a bridge for vehicular traffic over the railroad tracks. OCTA awarded the construction to a contractor in January. Construction is anticipated to begin by summer of 2013 and expected to be completed by mid-2016.

PROJECT P

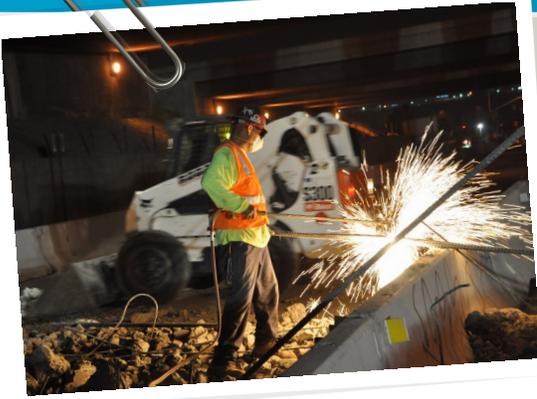
M2 Regional Traffic Signal Synchronization Program (RTSSP)

Status: Construction Underway

Contact: Ron Keith, Planning
(714) 560-5990

Summary: OCTA awarded all of the 24 projects applied for in fiscal year (FY) 2012–13 in April 2012, totaling \$9,696,236. These projects cover 141 miles with 534 intersections. All participants are implementing their respective projects, and results are expected starting in January 2014. OCTA was designated to act as lead agency for seven of these projects that began in July 2012. All interagency agreements have been executed and Contract Task Orders are being developed with start of construction anticipated in April 2013. The most recent FY 2013-14 call for projects was received on October 26, 2012. Eighteen (18) applications were received that exceeded the allocated budget for the first time since the inception of the program. Fourteen projects are pending approval, and will be presented to the Board in April, 2013. Fifteen million dollars is available for Regional Signal Synchronization projects for FY 2013-14. OCTA is slated to lead nine of the fourteen projects.

Projects for FY 2011-12 are all underway with some having finished construction and are in the 2 year required Operations and Maintenance phase. These projects cover 157 miles with 563



intersections. Traffic conditions change over time due to a lot of different factors. Project P is designed to address these changes by allowing corridors to be analyzed on a 3 year cycle. These corridors will be eligible for new optimized timing again in FY 2014 -15.

A separate project that works in tandem with the Signal Synchronization projects is the update to the Intelligent Transportation Systems (ITS) Strategic Deployment Plan (SDP) or ITS – SDP. This update is conducted every five years and is currently underway. The ITS – SDP is a long range planning document that lays the groundwork for communications and other important infrastructure that proactively provide for effective inter – county and regional transportation services. All modes of transportation, auto, mass transit, bicycle, and pedestrian are addressed in the ITS – SDP. A draft ITS – SDP document is currently under review with a final document anticipated by end of summer 2013.

PROJECT Q

Local Fair Share Program

Summary: All local agencies have been found eligible to receive M2 Local Fair Share funds. On a bi-monthly basis, 18 percent of net revenues are allocated to local agencies by formula. To date, approximately \$73.9 million in Local Fair Share payments have been provided to local agencies as of the end of the quarter.

Contact: Andy Oftelie, Finance
(714) 560-5649

See page 36 for funding allocation by local agency.



TRANSIT PROGRAMS

PROJECT R

High Frequency Metrolink Service



Status: Metrolink Grade Crossing Improvements – **Project Complete**

Contact: Dinah Minter, Rail
(714) 560-5740

Summary: Enhancement of the designated 52 Orange County at-grade rail-highway crossings was completed as part of the Metrolink Service Expansion Program (MSEP). Completion of the safety improvements provides each corridor city with the opportunity to establish a “quiet zone” at their respective crossings. Quiet zones are intended to prohibit the sounding of train horns through designated crossings, except in the case of emergencies, construction work, or safety concerns identified by the train engineer. The cities of Anaheim, Tustin, Orange, Santa Ana, Irvine, and San Clemente have established quiet zones within their communities.

Status: MSEP – Service Ongoing

Contact: Dinah Minter, Rail
(714) 560-5740

Summary: Following the completion of Metrolink Service Expansion Program (MSEP) improvements in 2011, OCTA deployed a total of ten new Metrolink intra-county trains operating between Fullerton and Laguna Niguel/Mission Viejo, primarily during mid-day and evening hours. Despite reduced price day passes and extensive marketing efforts, ridership on the intra-county MSEP trains remains lower than desired. As a result, OCTA is moving forward with eliminating the OC Link day pass as of July 1, 2013. In addition, OCTA is currently considering options to re-deploy a number of the trains in order to maximize ridership without significantly impacting operating costs, including providing new trips to from Orange County to Los Angeles and San Diego counties. OCTA is working with Burlington Northern Santa Fe (BNSF) and the Riverside County Transportation Commission to address any track-sharing issues, and plans to return to the Board with a revised plan in Fall 2013.

Status: Sand Canyon Grade Separation – Construction Underway

Contact: Rose Casey, Capital Projects
(714) 560-5729

Summary: The project located at Sand Canyon Avenue RR crossing will separate the local street from railroad tracks in the City of Irvine by building an underpass for vehicular traffic. OCTA is overseeing construction, which continued during the quarter. The main elements of work this quarter was the construction of the bridge and pump station. Construction is approximately 52 percent complete and the project is expected to be completed by mid-2014.



PROJECT S

Transit Extensions to Metrolink

Summary: Metrolink Commuter Rail service provides a high-capacity system that links Orange County, with two-thirds of the county's population within a four-mile radius of a station. Project S establishes a competitive program for local agencies to extend the benefits of rail service by improving transit connectivity to Metrolink stations.

Status: Anaheim Rapid Connection (ARC) Project – Locally Preferred Alternative Considered by OCTA Board

Contact: Kelly Hart, Rail
(714) 560-5725

Summary: The City of Anaheim presented the streetcar as the ARC project's locally preferred alternative (LPA) to the OCTA Board of Directors for concurrence. The Board requested additional information regarding the project's evaluation of alternatives, specifically as it relates to cost and ridership. As a result of this discussion, a Special Board meeting was conducted on February 28, 2013 to provide context for reviewing the progress to date for both fixed guideway projects. The workshop included a discussion of the history of the Go Local program, a comparison of other streetcar projects to the planned fixed guideway projects, and a plan to review the projects prior to requesting entry into the Federal funding program.

The City of Anaheim will return again to the Board in summer to seek concurrence on the LPA. Upon concurrence by the OCTA Board, the LPA will be carried forward into the environmental clearance process.

Status: Santa Ana-Garden Grove Fixed-Guideway Project – FTA Submits Comments to Draft AA/EA/EIR

Contact: Kelly Hart, Rail
(714) 560-5725

Summary: The Federal Transit Administration (FTA) provided comments on the Draft Alternative Analysis (AA) /Environmental Assessment (EA) /Environmental Impact Report (EIR) for the Santa Ana-Garden Grove Fixed-Guideway Project. The Santa Ana-Garden Grove project team, along with support from OCTA, is working to address FTA's comments and anticipates sending a response to comments next quarter. Upon final approval from FTA, the draft AA/EA/EIR report will be released to the public for comments.

Measure M2

Progress Report



Status: Bus and Station Van Extension Projects – Cooperative Agreements Fully Executed

Contact: Abbe McClenahan, Planning
(714) 560-5673

Summary: The Board approved a call for projects for Project S and it was issued on February 27, 2012. Four applications were received on April 26, 2012, and were evaluated using the Board-approved criteria. The applications were approved by the Technical Advisory Committee (TAC) on June 27, 2012, and by the Board on July 23, 2012. During the past quarter, staff has been working to execute all cooperative agreements. Services began in November 2012, with the last one expected to begin in July 2013.

PROJECT T

Convert Metrolink Stations to Regional Gateways that Connect Orange County with High-Speed Rail Systems

Status: Construction Underway

Contact: James Kraemer, Rail
(714) 560-5866

Summary: The City of Anaheim continues moving forward on the Anaheim Regional Transportation Intermodal Center (ARTIC). Construction is underway, with activities from this past quarter including continued work on the foundation of the facility and the fabrication of the structural steel. The project team also has installed piles to support the concourse bridge, elevators, stairs and railroad bridge abutments, and continues work to install sewage and storm drains as well as underground electrical and plumbing utilities.

Construction is anticipated to be complete by late 2014. Amendment 2 to Cooperative Agreement C-9-0448 was approved by OCTA's Board on February 25, 2013 which increased the overall funding of ARTIC by \$5.3 million from \$178,860,000 to \$184,163,000 due to an added scope. Anaheim City Council is scheduled to approve Amendment 2 on April 16, 2013.

PROJECT U

Expand Mobility Choices for Seniors and Persons with Disabilities

Status: Senior Mobility Program – Distributing Funds to City Agencies

Contact: Dana Wiemiller, ACCESS
(714) 560-5718

Summary: More than \$760,000 in M2 Project U funding was disbursed to Senior Mobility Program (SMP) participants during the quarter and OCTA staff conducted site visits with 12 cities to meet with city program managers, discuss the status of their transportation services, and evaluate



additional program opportunities. The City of Mission Viejo joined the program in February, bringing the total number of participating cities to 26. Collectively, the cities provided more than 70,000 trips this quarter for seniors traveling to medical appointments, nutrition programs, shopping destinations, and senior and community center activities. In addition, more than \$860,000 was disbursed to the County of Orange to support the Office on Aging Senior Non-Emergency Medical Transportation Program.

Status: Fare Stabilization Program – In Progress

Contact: Andy Oftelie, Finance
(714) 560-5649

Summary: To stabilize fares for seniors and persons with disabilities, 1 percent of net revenues are dedicated for this purpose. To date, \$4.9 million (April 2011 through March 2013) has been allocated to stabilize fares for seniors and persons with disabilities. The M2 Ordinance requires that funds be allocated “in an amount equal to the percentage of partial funding of fares for seniors and persons with disabilities as of the effective date of the Ordinance.” As projected revenues declined due to the recession, there was a concern that 1 percent of net revenues would not be sufficient to meet the Ordinance requirements. When the Board approved the Project U guidelines, the Board authorized that any revenues generated by the SMP not claimed by the cities could be used for the Fare Stabilization Program. Since there are four local agencies that do not participate in the SMP, \$0.1 million is available to be transferred from the SMP to the Fare Stabilization Program.

In February 2013, Staff provided the Board with a staff report which indicated the Fare Stabilization Program funding levels may only be sufficient until FY 2019-20. Staff will continue to provide annual updates on the status of the Fare Stabilization Program to the Board, and any necessary amendments to the Fare Stabilization Program will be considered as part of the Ten-Year Comprehensive Program Review which is scheduled to take place in 2016. The next annual update is scheduled to be provided to the Board in December 2013.

PROJECT V

Community Based Transit / Circulators

Status: Call for Projects Applications Under Review

Contact: Abbe McClenahan, Planning
(714) 560-5673

Summary: Program Guidelines for Project V were approved by the Board last quarter and the first call for projects was issued for \$28 million with applications due by March 29, 2013. Five applications



were received and are under review. Staff will review the applications received using the Board-adopted funding criteria and recommend proposed projects to the TAC and to the Board for approval on June 24, 2013.

PROJECT W

Safe Transit Stops

Summary: During the quarter, met with the M2 Program Management Office (PMO) in January 2013. Met with the M2 Committee on January 25 and discussed issues associated with the changes in OCTA bus transit program development assumptions and plans since M2 ordinance approval. While no decisions emerged, staff was directed to:

Contact: Scott Holmes, Transit
(714) 560-5710

- Develop definition(s) for busiest bus stops
- Complete an inventory of assets in place at busiest bus stops
- Develop guidelines for stop improvements, maintenance procedures
- Conduct an industry review of “best practices” and technology used

ENVIRONMENTAL



PROJECT X

Environmental Cleanup

Summary: The M2 Allocation Committee is charged with making recommendations to the Board on the allocation of funds for the Environmental Cleanup Program (Project X). These funds are allocated on a countywide competitive basis to assist agencies in meeting the Clean Water Act standards for controlling transportation-related pollution. Project X is composed of a two-tiered funding process focusing on early priorities (Tier 1), and to prepare for more comprehensive capital investments (Tier 2).

Contact: Dan Phu, Planning
(714) 560-5907

The first Tier 2 call for projects was issued on June 4, 2012, and concluded on September 4, 2012. OCTA received 12 applications from ten cities. The Board of Directors approved \$12.71 million in February 2013 for eight of the 12 Tier 2 projects. In March 2013, the Board approved the release of the third Tier 1 call for projects which will occur for 60 days beginning March 18, 2012. Approximately \$2.7 million will be available for the third Tier 1 call for projects, anticipated to be approved by the Board in late summer.

PART OF PROJECTS (A-M)

Freeway Mitigation Program

Summary: The Freeway Mitigation Program provides higher-value environmental benefits such as habitat protection, wildlife corridors, and resource preservation in exchange for streamlined project approvals and greater certainty in the delivery of the 13 M2 freeway projects (A-M).

Contact: Dan Phu, Planning
(714) 560-5907

Restoration Update

To date, the Board has approved 11 restoration projects for funding totaling approximately 400 acres. The five round one projects are currently underway and Staff is engaged in the review process as well as facilitating the implementation of these projects.

During the quarter, staff continued to work with the four second round project sponsors (six different projects), on the technical documents, and draft restoration plans. Upon completion of these technical documents and draft restoration plans, staff will coordinate with the Army Corps of Engineers, State Water Resources Control Board, Calif. Department of Fish & Wildlife (CDFW), and the U.S. Fish and Wildlife Service (USFWS), to achieve consensus for each of the



restoration projects. Staff anticipates that there will be preliminary approvals on some of these restoration plans from these agencies within the next quarter. Staff will proceed to execute contracts with each of the project sponsors as these plans are approved. The Aliso Creek draft restoration plan has been approved by CDFW and USFWS. Additionally, OCTA is currently in the process of executing a contract with the Laguna Canyon Foundation for this project.

Acquisition Update

As of this quarter, OCTA has acquired approximately 950 acres of open space property in the Trabuco Canyon area and in Brea. From the original \$42 million allocated for the purchase of open space, approximately \$8.5 million (inclusive of the long-term management cost) remains for additional acquisitions, and the funds are expected to be allocated within the next several months. After updating appraisals of the remaining Group 1 (high biological value) properties, staff will engage the Environmental Oversight Committee in determining which properties should receive offers using the remaining funds. Staff is currently finalizing an offer for an additional property. If the transaction is successful, the purchase will be announced in the following quarter.

Natural Community Conservation Plan/Habitat Conservation Plan (NCCP/HCP) Environmental Impact Report/Environmental Impact Statement (EIR/EIS) Update

OCTA staff continues to work towards the release of the draft NCCP/HCP and draft EIR/EIS. Public release of the document is expected to take place in fall 2013 with an anticipated completion of the final NCCP/HCP by 2014.

OCTA began the NCCP/HCP process in summer 2010, and has been working very closely and diligently with the Wildlife Agencies since the early development stages of the NCCP/HCP. Historically, the NCCP/HCP planning process can take between five to 10 years between the initiation and approval of the final documents. OCTA is on target to complete the NCCP/HCP in a shorter timeframe than usual. Typically, an NCCP/HCP is completed prior to acquiring properties or restoring habitat as mitigation measures, but OCTA accelerated the mitigation process by acquiring more than 950 acres of open space lands and funding approximately 400 acres of habitat restoration prior to the completion of the NCCP/HCP. This allowed for protection and restoration of more mitigation properties at lower cost, but also means the acquired lands and funded habitat restoration projects will need to be integrated into the draft NCCP/HCP. This requires investing more time upfront, but will save time and effort toward the end of the NCCP/HCP planning process, and will result in a better outcome.



PROGRAM MGMT

PROGRAM MANAGEMENT OFFICE

Summary: The Measure M (M1 and M2) Program Management Office (PMO) provides interdivisional coordination for all M-related projects and programs. To ensure agency-wide compliance, the PMO also holds a bi-monthly committee meeting made up of executive directors and key staff from each of the divisions meets to review key issues and activities within the Measure M programs.

Contact: Tami Warren, PMO
(714) 560-5590

In the third quarter, the focus of the PMO has been on several key items. These include:

OCTA Organizational Readiness Assessment

To ensure successful delivery of the Board approved M2020 Plan, an Organizational Readiness Study was initiated in November 2012. The consultant team has completed their initial review of the first and second of three parts which is the division level assessment and program level assessment. The findings to date are positive and initial recommendations are centered around improving performance metrics and making adjustments to department structure to reflect changes in the work effort as a result of the progression of projects and programs within M2. The consultant team will continue their focus on the program level assessment and the final review will be on overall organizational readiness. The study is planned to conclude in the summer and staff will present the findings to the Board at that time.

2009-12 M2 Performance Assessment

The M2 Ordinance No. 3 requires a performance assessment be conducted every three years to determine how OCTA is performing in terms of delivering the M2 Program. The consultant team worked internally and externally to gather information and review OCTA's performance with regard to M2 for the time period of July 1, 2009 through June 30, 2012. Overall the assessment commends OCTA's commitment to the effective management and delivery of the M2 Program. The report identifies 12 recommendations for improvement. The draft report was presented to the Taxpayers Oversight Audit Subcommittee on February 12, 2013. The final report was completed in early March and will be presented to the Board in April. The final report will also be presented to the full Taxpayers Oversight Committee in April.

M2 Document Management

The M2 Document Center site is designed to provide a unified approach to saving M2 project and program files. Last quarter all files originally saved in the M Drive were successfully transferred to the Document Center. Our next goal is to upload the back log of Staff Reports

Measure M2

Progress Report



and other pertinent documents from years preceding the M drive. To ensure that the document center is populated consistently and that Ordinance No. 3 requirements are met, the PMO is seeking consultant service for support. Procurement for this position is underway and an RFP was issued on March 18, 2013. The deadline for proposals is April 8, 2013.

M2 Administrative Cost Safeguards

Both M1 and M2 include 1 percent caps on administrative expenses for salaries and benefits of OCTA administrative staff, but the M2 language sets the cap on an annual basis, whereas the M1 cap was set as an annual average over the life of the measure. In a legal opinion on M2, it was determined that in years where administrative salaries and benefits are above 1 percent, only 1 percent can be allocated with the difference borrowed from other, non-Measure M fund sources. Conversely, in years where administrative salaries and benefits are below 1 percent, OCTA can still allocate the full 1 percent for administrative salaries and benefits but may use the unused portion to repay the amount borrowed from prior years in which administrative salaries and benefits were above 1 percent.

Based on the original M2 revenue projections, OCTA expected to receive \$24.3 billion in M2 funds, with 1 percent of total revenues available to fund administrative salaries and benefits over the life of the program. As M2 revenue projections declined as a result of economic conditions, the funds available to support administrative salaries and benefits have also declined from the original expectations. While revenue has declined, the administrative effort needed to deliver M2 remains the same. Additionally, the initiation of the EAP in 2007 required administrative functions four years prior to revenue collection. While the EAP resulted in project savings and significant acceleration of the program, administrative functions were required during this time with associated administrative costs. One final impact of the EAP is that with the acceleration of the M2 Program, as well as early work on developing a multitude of M2 programs and projects, this requires significant early effort including administrative responsibilities. As with Measure M, this level of effort is expected to decrease as projects are completed, reducing the level of administrative costs below the 1 percent cap, which should balance out over the life of the M2 Program.

As of June 30, 2012 (updated annually), \$8.3 million in administrative/overhead salaries and benefits had been charged to the M2 administrative cap. Based on M2 revenues received through that date, \$3.1 million were available to fund these administrative costs, leaving an amount borrowed of \$5.2 million. OCTA currently has Board approval to use funds from the Orange County Unified Transportation Trust fund, with the idea that those funds will be repaid with interest in other years that OCTA administrative costs fall below the 1 percent cap.

Measure M2

Progress Report



Staff meets quarterly to review all labor costs to ensure proper cost allocation to both M1 and M2. Staff met on January 16, 2013 to review the past quarter's labor reports to ensure costs attributed to the 1 percent cap were accurately reported and are not misplaced project related costs as well as to ensure project costs were applied to the correct projects. Any misplaced charges are routinely corrected.

Additionally, as a result of suggestions received through the March 2012 M2 Performance Assessment report, staff will look at allocating grant funding and state planning funds more precisely to those areas that are subject to the 1 percent administration cap and review OCTA's cost allocation plan to ensure that administrative charges are appropriately captured.

Key Upcoming Activities

During the next quarter, the PMO will present to the Board in April on the M2 Performance Assessment findings and will continue to work with the consultant team on the Organizational Assessment.



FINANCE MATTERS

M2 FINANCING

Revenue Forecast and Collection

Summary: OCTA contracts with three universities to provide a long-range forecast of taxable sales to project Measure M2 revenues for purposes of planning projects and program expenditures. Annually, OCTA takes an average of the three university projections and incorporates this to develop a long-range forecast of Measure M2 taxable sales. Original projections in 2005 estimated total nominal M2 sales tax collections at \$24.3 billion. Additionally, as required by law, OCTA pays the State Board of Equalization (SBOE) a fee to collect the sales tax. The M2 Ordinance estimated this fee to be 1.5 percent of the revenues collected over the life of the program.

Contact: Sean Murdock, Finance
(714) 560-5685

Current Forecast

After establishing the FY 2011-12 and FY 2012-13 growth rates, staff utilized the blended growth rates from the universities for the remaining years in the M2 period (FY 2013-14 through FY 2040-41) and determined that yields total nominal M2 sales tax collections of \$15.5 billion. Based on the original 2005 projection of \$24.3 billion, current projections are \$8.8 billion less over the life of the program. This projection is up from the lowest point in 2010 when the revenue projections were 13.7 billion or \$10.6 billion less than the original projections. An update on this annual projection based on new university projections will be provided to the Board in August 2013.

Quarterly, this information is updated based on the actual revenues received for the past quarter. Sales tax receipts are 0.3 percent above the amount assumed for the budget. Sales tax receipts from the SBOE for the period increased 2.9 percent from the same period last year. It is estimated that given the final sales tax receipts for FY 2011-12, the year-to-date sales tax receipts for FY 2012-13, coupled with the long-term sales tax growth rate forecasts, that the revenue forecast for the life of the M2 Program will be approximately \$15.3 billion. The revenue forecast for the life of the M2 Program varies on a quarterly basis due to actual receipts being updated quarterly. Over the last four quarters, the forecast has ranged between \$15.3 billion and \$15.6 billion.

SBOE Fee Charged

OCTA monitors the fee on a quarterly basis. For the M2 Program, inception to date, the SBOE fee has not exceeded the 1.5 percent assumed in the ordinance. The fee collected for this quarter was 0.9 percent.

Measure M2

Progress Report



DRAFT 5/6/2013
Schedule 1

Measure M2

Schedule of Revenues, Expenditures and Changes in Fund Balance as of March 31, 2013 (Unaudited)

<i>(\$ in thousands)</i>	Quarter Ended Mar 31, 2013	Year to Date Mar 31, 2013 (A)	Period from Inception to Mar 31, 2013 (B)
Revenues:			
Sales taxes	\$ 61,294	\$ 196,360	\$ 509,613
Other agencies' share of Measure M2 costs:			
Project related	29,864	62,500	121,465
Interest:			
Operating:			
Non-project related	948	1,898	2,382
Bond proceeds	2,767	6,050	15,394
Debt service	4	12	29
Commercial paper	-	-	393
Right-of-way leases	42	70	309
Total revenues	<u>94,919</u>	<u>266,890</u>	<u>649,585</u>
Expenditures:			
Supplies and services:			
State Board of Equalization (SBOE) fees	542	1,855	4,966
Professional services:			
Project related	9,194	20,268	149,170
Non-project related	614	1,533	7,274
Administration costs:			
Project related	1,309	3,810	16,532
Non-project related	2,129	5,304	23,753
Other:			
Project related	17	153	621
Non-project related	25	37	3,448
Payments to local agencies:			
Project related	20,475	48,781	185,892
Capital outlay:			
Project related	17,393	57,023	177,582
Non-project related	-	-	32
Debt service:			
Principal payments on long-term debt	6,410	6,410	6,410
Interest on long-term debt and commercial paper	11,211	22,474	49,671
Total expenditures	<u>69,319</u>	<u>167,648</u>	<u>625,351</u>
Excess (deficiency) of revenues over (under) expenditures	<u>25,600</u>	<u>99,242</u>	<u>24,234</u>
Other financing sources (uses):			
Transfers out: project related	(988)	(1,899)	(4,959)
Transfers in: project related	-	1	26,503
Bond proceeds	-	-	358,593
Total other financing sources (uses)	<u>(988)</u>	<u>(1,898)</u>	<u>380,137</u>
Excess (deficiency) of revenues over (under) expenditures and other sources (uses)	<u>\$ 24,612</u>	<u>\$ 97,344</u>	<u>\$ 404,371</u>

Measure M2

Progress Report



DRAFT 5/6/2013
Schedule 2

Measure M2

Schedule of Calculations of Net Tax Revenues and Net Bond Revenues (Debt Service) as of March 31, 2013 (Unaudited)

<i>(\$ in thousands)</i>	Quarter Ended Mar 31, 2013 (actual)	Year Ended Mar 31, 2013 (actual) (C.1)	Period from Inception through Mar 31, 2013 (actual) (D.1)	Period from April 1, 2013 through March 31, 2014 (forecast) (E.1)	Total (F.1)
Tax revenues:					
Sales taxes	\$ 61,294	\$ 196,360	\$ 509,613	\$ 15,104,173	\$ 15,613,786
Operating interest	948	1,898	2,382	359,399	361,781
Total tax revenues	<u>62,242</u>	<u>198,258</u>	<u>511,995</u>	<u>15,463,571</u>	<u>15,975,566</u>
Administrative expenditures:					
SBOE fees	542	1,855	4,966	226,653	231,619
Professional services, non-project related	519	1,326	4,223	102,692	106,915
Administration costs, non-project related	2,129	5,304	23,753	144,245	167,998
Transfers out, non-project related	-	-	-	21,142	21,142
Other, non-project related	25	37	3,448	27,183	30,631
Capital outlay, non-project related	-	-	32	-	32
Environmental cleanup	576	1,161	3,144	309,271	312,415
Total expenditures	<u>3,791</u>	<u>9,683</u>	<u>39,566</u>	<u>831,186</u>	<u>870,752</u>
Net tax revenues	<u>\$ 58,451</u>	<u>\$ 188,575</u>	<u>\$ 472,429</u>	<u>\$ 14,632,385</u>	<u>\$ 15,104,814</u>
Bond revenues:					
Proceeds from issuance of bonds	\$ -	\$ -	\$ 358,593	\$ 1,500,000	\$ 1,858,593
Interest revenue from bond proceeds	2,767	6,050	15,394	33,200	48,594
Interest revenue from debt service funds	4	12	29	58,223	58,252
Interest revenue from commercial paper	-	-	393	-	393
Total bond revenues	<u>2,771</u>	<u>6,062</u>	<u>374,409</u>	<u>1,591,423</u>	<u>1,965,832</u>
Financing expenditures and uses:					
Professional services, non-project related	95	207	3,051	-	3,051
Bond debt principal	6,410	6,410	6,410	1,866,855	1,873,265
Bond debt and other interest expense	11,211	22,474	49,671	1,627,422	1,677,093
Total financing expenditures and uses	<u>17,716</u>	<u>29,091</u>	<u>59,132</u>	<u>3,494,277</u>	<u>3,553,409</u>
Net bond revenues (debt service)	<u>\$ (14,945)</u>	<u>\$ (23,029)</u>	<u>\$ 315,277</u>	<u>\$ (1,902,854)</u>	<u>\$ (1,587,577)</u>

Measure M2

Progress Report



DRAFT 5/6/2013
Schedule 3

Measure M2 Schedule of Revenues and Expenditures Summary as of March 31, 2013 (Unaudited)

Project	Description	Net Tax Revenues Program to Date Actual	Total Net Tax Revenues	Project Budget	Estimate at Completion
(G)		(H)	(I)	(J)	(K)
(\$ in thousands)					
Freeways (43% of Net Tax Revenues)					
A	I-5 Santa Ana Freeway Interchange Improvements	\$ 18,621	\$ 595,358	\$ 594,536	\$ 594,536
B,C,D	I-5 Santa Ana/San Diego Freeway Improvements	46,956	1,501,316	1,312,444	1,312,444
E	SR-22 Garden Grove Freeway Access Improvements	4,754	152,006	152,005	152,005
F	SR-55 Costa Mesa Freeway Improvements	14,500	463,619	461,094	461,094
G	SR-57 Orange Freeway Improvements	10,249	327,700	306,325	306,325
H,I,J	SR-91 Riverside Freeway Improvements	36,002	1,151,068	1,141,049	1,141,049
K,L	I-405 San Diego Freeway Improvements	55,169	1,763,908	732,012	732,012
M	I-605 Freeway Access Improvements	792	25,334	25,334	25,334
N	All Freeway Service Patrol	5,943	190,008	190,008	190,008
	Freeway Mitigation	10,157	324,754	301,319	301,319
	Subtotal Projects	203,143	6,495,071	5,216,126	5,216,126
	Net (Bond Revenue)/Debt Service	-	-	1,278,945	1,278,945
	Total Freeways	\$ 203,143	\$ 6,495,071	\$ 6,495,071	\$ 6,495,071
	%				43.0%
Street and Roads Projects (32% of Net Tax Revenues)					
O	Regional Capacity Program	\$ 47,244	\$ 1,510,500	\$ 1,415,745	\$ 1,415,745
P	Regional Traffic Signal Synchronization Program	18,897	604,173	603,926	603,926
Q	Local Fair Share Program	85,037	2,718,867	2,718,867	2,718,867
	Subtotal Projects	151,178	4,833,540	4,738,538	4,738,538
	Net (Bond Revenue)/Debt Service	-	-	95,002	95,002
	Total Street and Roads Projects	\$ 151,178	\$ 4,833,540	\$ 4,833,540	\$ 4,833,540
	%				32.0%

Continues on following page

Measure M2

Progress Report



Measure M2 Schedule of Revenues and Expenditures Summary as of March 31, 2013 (Unaudited)

Variance Total Net Tax Revenues to Est at Completion	Variance Project Budget to Est at Completion	Expenditures Quarter Ended Mar 31, 2013	Reimbursements Quarter Ended Mar 31, 2013	Expenditures through Mar 31, 2013	Reimbursements through Mar 31, 2013	Net Project Cost	Percent of Budget Expended
(L)	(M)	(N)	(O)	(N)	(O)	(P)	(Q)
\$ 822	\$ -	\$ 62	\$ -	\$ 1,267	\$ -	\$ 1,267	0.2%
188,872	-	3,921	2,702	33,000	6,271	26,729	2.0%
1	-	-	-	4	-	4	0.0%
2,525	-	600	-	4,204	13	4,191	0.9%
21,375	-	1,963	797	32,875	6,211	26,664	8.7%
10,019	-	372	-	18,238	5,330	12,908	1.1%
1,031,896	-	454	2	16,656	615	16,041	2.2%
-	-	3	-	15	-	15	0.1%
-	-	4	-	21	-	21	0.0%
23,435	-	401	(203)	30,152	1,204	28,948	9.6%
1,278,945	-	7,780	3,298	136,432	19,644	116,788	
(1,278,945)	-	3,367	-	14,561	-	14,561	
\$ -	\$ -	\$ 11,147	\$ 3,298	\$ 150,993	\$ 19,644	\$ 131,349	31.2%
\$ 94,755	\$ -	\$ 20,156	\$ 23,651	\$ 186,134	\$ 65,861	\$ 120,273	8.5%
247	-	468	-	1,840	272	1,568	0.3%
-	-	15,561	-	74,153	-	74,153	2.7%
95,002	-	36,185	23,651	262,127	66,133	195,994	
(95,002)	-	3,625	-	15,673	-	15,673	
\$ -	\$ -	\$ 39,810	\$ 23,651	\$ 277,800	\$ 66,133	\$ 211,667	50.3%

Measure M2

Progress Report



DRAFT 5/6/2013
Schedule 3

Measure M2 Schedule of Revenues and Expenditures Summary as of March 31, 2013 (Unaudited)

Project	Description	Net Tax Revenues Program to Date Actual	Total Net Tax Revenues	Project Budget	Estimate at Completion
(G)		(H)	(I)	(J)	(K)
(\$ in thousands)					
Transit Projects (25% of Net Tax Revenues)					
R	High Frequency Metrolink Service	\$ 42,293	\$ 1,352,206	\$ 1,293,498	\$ 1,293,498
S	Transit Extensions to Metrolink	41,705	1,333,405	1,246,473	1,246,473
T	Metrolink Gateways	9,450	302,150	234,160	234,160
U	Expand Mobility Choices for Seniors and Persons with Disabilities	14,171	453,091	453,091	453,091
V	Community Based Transit/Circulators	9,446	302,016	302,016	302,016
W	Safe Transit Stops	1,043	33,335	33,335	33,335
		118,108	3,776,203	3,562,573	3,562,573
	Net (Bond Revenue)/Debt Service	-	-	213,630	213,630
	Total Transit Projects	\$ 118,108	\$ 3,776,203	\$ 3,776,203	\$ 3,776,203
	%				25.0%
	Measure M2 Program	\$ 472,429	\$ 15,104,814	\$ 15,104,814	\$ 15,104,814
Environmental Cleanup (2% of Revenues)					
X	Clean Up Highway and Street Runoff that Pollutes Beaches	\$ 10,240	\$ 319,511	\$ 319,511	\$ 319,511
	Total Environmental Cleanup	\$ 10,240	\$ 319,511	\$ 319,511	\$ 319,511
	%				2.0%
Taxpayer Safeguards and Audits					
	Collect Sales Taxes (1.5% of Sales Taxes)	\$ 7,644	\$ 234,207	\$ 234,207	\$ 234,207
	%				1.5%
	Oversight and Annual Audits (1% of Revenues)	\$ 5,120	\$ 159,756	\$ 159,756	\$ 159,756
	%				1.0%

Continues on following page

Measure M2

Progress Report

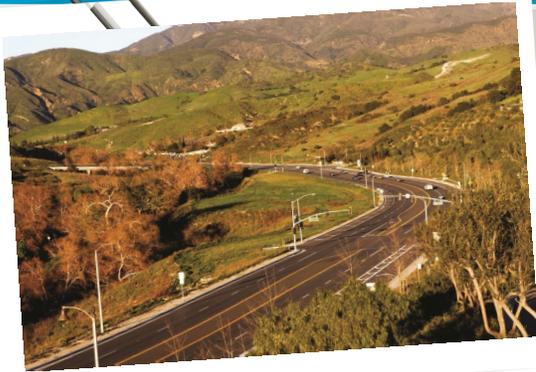


Measure M2 Schedule of Revenues and Expenditures Summary as of March 31, 2013 (Unaudited)

Variance Total Net Tax Revenues to Est at Completion	Variance Project Budget to Est at Completion	Expenditures Quarter Ended Mar 31, 2013	Reimbursements Quarter Ended Mar 31, 2013	Expenditures through Mar 31, 2013	Reimbursements through Mar 31, 2013	Net Project Cost	Percent of Budget Expended
(L)	(M)	(N)	(O)	(N)	(O)	(P)	(Q)
\$ 58,708	\$ -	\$ 2,337	\$ 2,957	\$ 120,263	\$ 62,184	\$ 58,079	4.5%
86,932	-	49	-	445	139	306	0.0%
67,990	-	-	-	5	-	5	0.0%
-	-	2,589	-	12,330	-	12,330	2.7%
-	-	3	-	5	-	5	0.0%
-	-	-	-	5	-	5	0.0%
213,630	-	4,978	2,957	133,053	62,323	70,730	
\$ (213,630)	-	1,543	-	6,672	-	6,672	
\$ -	\$ -	\$ 6,521	\$ 2,957	\$ 139,725	\$ 62,323	\$ 77,402	18.4%
\$ -	\$ -	\$ 57,478	\$ 29,906	\$ 568,518	\$ 148,100	\$ 420,418	
\$ -	\$ -	\$ 433	\$ -	\$ 3,144	\$ 177	\$ 2,967	0.9%
\$ -	\$ -	\$ 433	\$ -	\$ 3,144	\$ 177	\$ 2,967	0.6%
\$ -	\$ -	\$ 542	\$ -	\$ 4,966	\$ -	\$ 4,966	2.1%
\$ -	\$ -	\$ 667	\$ -	\$ 10,440	\$ 5,184	\$ 5,256	3.3%
						1.0%	

Measure M2

Progress Report

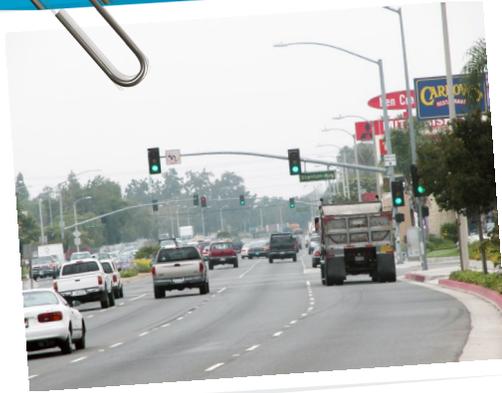


LOCAL FAIR SHARE

Entity	FY 2012-13 Third Quarter M2 Funds	M2 Funds To Date
Aliso Viejo	\$194,306.73	\$923,979.38
Anaheim	\$1,680,030.25	\$7,979,517.68
Brea	\$278,589.21	\$1,330,589.72
Buena Park	\$455,157.60	\$2,157,348.61
Costa Mesa	\$693,824.87	\$3,339,357.03
County of Orange	\$854,001.14	\$4,143,837.58
Cypress	\$270,058.24	\$1,294,186.59
Dana Point	\$159,178.04	\$757,810.68
Fountain Valley	\$312,808.22	\$1,487,548.69
Fullerton	\$643,495.86	\$3,059,017.24
Garden Grove	\$741,539.82	\$3,516,877.61
Huntington Beach	\$945,312.85	\$4,492,088.59
Irvine	\$1,260,373.86	\$5,966,518.43
La Habra	\$259,795.62	\$1,242,082.18
La Palma	\$96,508.88	\$417,162.25
Laguna Beach	\$124,214.19	\$592,611.01
Laguna Hills	\$168,141.51	\$808,926.06
Laguna Niguel	\$333,480.24	\$1,596,640.96
Laguna Woods	\$64,618.65	\$308,780.89
Lake Forest	\$387,774.69	\$1,841,580.33
Los Alamitos	\$64,463.79	\$304,991.77
Mission Viejo	\$463,342.31	\$2,219,094.15
Newport Beach	\$531,463.64	\$2,542,492.51
Orange	\$812,742.80	\$3,839,576.19
Placentia	\$233,256.38	\$1,109,432.78

Measure M2

Progress Report



Entity	FY 2012-13 Third Quarter M2 Funds	M2 Funds To Date
Rancho Santa Margarita	\$210,726.42	\$999,999.78
San Clemente	\$275,358.59	\$1,311,588.98
San Juan Capistrano	\$183,272.32	\$873,974.05
Santa Ana	\$1,368,391.83	\$6,541,934.40
Seal Beach	\$129,273.68	\$609,288.83
Stanton	\$147,505.30	\$701,383.50
Tustin	\$432,381.16	\$2,048,043.77
Villa Park	\$25,689.77	\$122,512.82
Westminster	\$418,811.15	\$2,009,222.83
Yorba Linda	\$295,145.84	\$1,394,739.81
Total M2 Funds	\$15,515,035.44	\$73,884,737.67

Measure M2

Progress Report



CAPITAL PROGRAM

Capital Projects	Cost Budget/ Forecast	Schedule Plan/Forecast			
	(millions)	Begin Environmental	Complete Environmental	Complete Design	Complete Construction
Freeway Projects:					
I-5, Pico to Vista Hermosa	\$113.0	Jun-09	Dec-11	Oct-13	Feb-18
Project C	\$113.0	Jun-09	Oct-11	Oct-13	Aug-17
I-5, Vista Hermosa to Pacific Coast Highway	\$75.6	Jun-09	Dec-11	Feb-13	Jan-16
Project C	\$75.6	Jun-09	Oct-11	May-13	May-16
I-5, Pacific Coast Highway to San Juan Creek Rd	\$70.7	Jun-09	Dec-11	Jan-13	Nov-15
Project C	\$70.2	Jun-09	Oct-11	Jan-13	Nov-15
I-5, I-5/Ortega Interchange	\$90.9	Sep-05	Jun-09	Nov-11	Sep-15
Project D	\$81.0	Sep-05	Jun-09	Dec-11	Sep-15
I-5, I-5/Ortega Interchange (Landscape)	N/A	N/A	N/A	N/A	N/A
Project D	N/A	N/A	N/A	Dec-14	Aug-16
I-5, SR-73 to El Toro Road	TBD	Sep-11	Jun-14	TBD	TBD
Project C & D	\$534.6	Oct-11	Mar-14	Jan-18	Nov-22
I-5, I-5/El Toro Road Interchange	TBD	TBD	TBD	TBD	TBD
Project D	TBD	Feb-14	Jan-17	TBD	TBD
I-5, I-405 to SR-55	TBD	TBD	TBD	TBD	TBD
Project B	TBD	Sep-13	Jun-16	TBD	TBD
I-5, SR-55 to SR-57	TBD	Jul-11	Jun-13	TBD	TBD
Project A	\$46.3	Jun-11	Feb-14	Nov-15	Aug-18
SR-55, I-405 to I-5	TBD	Feb-11	Nov-13	TBD	TBD
Project F	\$274.6	May-11	Mar-14	Feb-17	Dec-20
SR-55, I-5 to SR-91 (Draft)	TBD	TBD	TBD	TBD	TBD
Project F	TBD	Jun-14	Dec-16	TBD	TBD
SR-57 Northbound (NB), Orangewood to Katella (Draft)	TBD	TBD	TBD	TBD	TBD
Project G	TBD	Aug-15	Aug-17	TBD	TBD
SR-57 (NB), Katella to Lincoln	\$78.7	Apr-08	Jul-09	Nov-10	Sep-14
Project G	\$37.8	Apr-08	Nov-09	Dec-10	Sep-14

Grey = Milestone achieved

Green = Forecast milestone meets or exceeds plan

Yellow = Forecast milestone is one to three months later than plan

Red = Forecast milestone is over three months later than plan

Measure M2

Progress Report

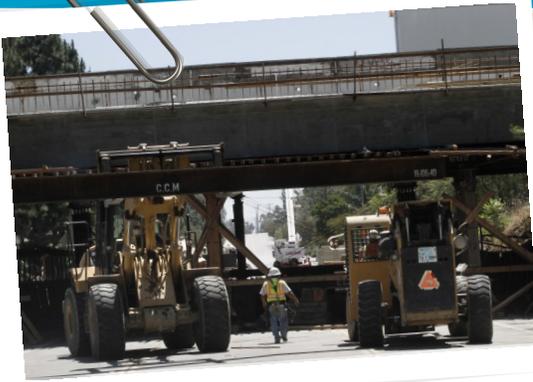


CAPITAL PROGRAM

Capital Projects	Cost Budget/ Forecast	Schedule Plan/Forecast			
	(millions)	Begin Environmental	Complete Environmental	Complete Design	Complete Construction
Freeway Projects:					
SR-57 (NB), Katella to Lincoln (Landscape) Project G	N/A N/A	N/A N/A	N/A N/A	N/A Jul-10	N/A Feb-16
SR-57 (NB), Orangethorpe to Yorba Linda Project G	\$80.2 \$57.5	Aug-05 Aug-05	Dec-07 Dec-07	Dec-09 Jul-09	Mar-14 Jan-14
SR-57 (NB), Yorba Linda to Lambert Project G	\$79.3 \$56.5	Aug-05 Aug-05	Dec-07 Dec-07	Dec-09 Jul-09	Jul-14 Dec-13
SR-57 (NB), Orangethorpe to Lambert (Landscape) Project G	N/A N/A	N/A N/A	N/A N/A	N/A Jun-13	N/A Jul-15
SR-57 (NB), Lambert to Tonner Canyon (Draft) Project G	TBD TBD	TBD Jun-16	TBD May-19	TBD TBD	TBD TBD
SR-91 Westbound (WB), I-5 to SR-57 Project H	\$78.1 \$68.3	Jul-07 Jul-07	Apr-10 Jun-10	Feb-12 Apr-12	Apr-16 Apr-16
SR-91, SR-57 to SR-55 Project I	TBD TBD	TBD Feb-14	TBD Sep-16	TBD TBD	TBD TBD
SR-91 (WB), Tustin Interchange to SR-55 Project I	\$49.9 \$48.7	Jul-08 Jul-08	Jul-11 May-11	Mar-13 Feb-13	May-15 Apr-15
SR-91, SR-55 to SR-241 Project J	\$128.4 \$81.4	Jul-07 Jul-07	Jul-09 Apr-09	Jan-11 Aug-10	Dec-12 Mar-13
SR-91, SR-55 to SR-241 (Landscape) Project J	N/A N/A	N/A N/A	N/A N/A	N/A Feb-13	N/A Aug-14
SR-91 Eastbound, SR-241 to SR-71 Project J	\$104.5 \$57.8	Mar-05 Mar-05	Dec-07 Dec-07	Dec-08 Dec-08	Nov-10 Jan-11
I-405, I-5 to SR-55 (Draft) Project L	TBD TBD	TBD Sep-14	TBD Apr-17	TBD TBD	TBD TBD
I-405 Southbound, SR-133 to Irvine Center Drive Auxiliary Lane	TBD \$5.5	TBD Jul-14	TBD Jun-15	TBD Jun-16	TBD Aug-18
I-405 Southbound, University to Sand Canyon Auxiliary Lane	TBD \$7.5	TBD Jun-14	TBD Jun-15	TBD Jun-16	TBD Aug-18

Measure M2

Progress Report



CAPITAL PROGRAM

Capital Projects	Cost Budget/ Forecast	Schedule Plan/Forecast			
	(millions)	Begin Environmental	Complete Environmental	Complete Design	Complete Construction
I-405, SR-55 to I-605 (Design-Build)	TBD	Mar-09	Mar-13	TBD	TBD
Project K	\$1,298.9	Mar-09	Nov-13	Aug-14	Aug-19
I-605, I-605/Katella Interchange (Draft)	TBD	TBD	TBD	TBD	TBD
Project M	TBD	Feb-16	Jan-18	TBD	TBD
Grade Separation Projects:					
Sand Canyon Grade Separation	\$55.6	N/A	Sep-03	Jul-10	May-14
Project R	\$55.2	N/A	Sep-03	Jul-10	Aug-14
Raymond Grade Separation	\$77.2	Feb-09	Nov-09	Aug-12	Mar-16
Project O	\$78.2	Feb-09	Nov-09	Dec-12	Jul-16
State College Grade Separation	\$73.6	Dec-08	Jan-11	Aug-12	Mar-16
Project O	\$74.6	Dec-08	Apr-11	Feb-13	Aug-16
Placentia Grade Separation	\$78.2	Jan-01	May-01	Mar-10	Nov-14
Project O	\$67.3	Jan-01	May-01	Jun-10	Nov-14
Kraemer Grade Separation	\$70.4	Jan-01	Sep-09	Jul-10	Oct-14
Project O	\$67.9	Jan-01	Sep-09	Jul-10	Oct-14
Orangethorpe Grade Separation	\$117.4	Jan-01	Sep-09	Dec-11	Sep-16
Project O	\$104.7	Jan-01	Sep-09	Oct-11	Sep-16
Tustin/Rose Grade Separation	\$103.0	Jan-01	Sep-09	Dec-11	May-16
Project O	\$86.1	Jan-01	Sep-09	Jul-11	May-16
Lakeview Grade Separation	\$70.2	Jan-01	Sep-09	Oct-11	Sep-15
Project O	\$95.5	Jan-01	Sep-09	Jan-13	Mar-16
Rail and Station Projects:					
Rail-Highway Grade Crossing Safety Enhancement	\$94.4	Jan-08	Oct-08	Sep-08	Dec-11
Project R	\$94.4	Jan-08	Oct-08	Sep-08	Dec-11

Measure M2

Progress Report



CAPITAL PROGRAM

Capital Projects	Cost Budget/ Forecast	Schedule Plan/Forecast			
	(millions)	Begin Environmental	Complete Environmental	Complete Design	Complete Construction
Rail and Station Projects:					
San Clemente Beach Trail Safety Enhancements	\$6.0	Sep-10	Jul-11	Apr-12	Jun-13
Project R	\$6.0	Sep-10	Jul-11	Jun-12	Dec-13
Metrolink Service Expansion Program	\$134.0	May-07	Apr-08	Mar-09	Jun-12
	\$134.0	May-07	Apr-08	Mar-09	Sep-12
Anaheim Rapid Connection	TBD	Jan-09	Oct-14	TBD	TBD
Project S	TBD	Jan-09	Nov-14	TBD	TBD
Santa Ana/Garden Grove Fixed Guideway	TBD	Aug-09	Mar-12	TBD	TBD
Project S	\$252.0	Aug-09	Nov-13	Jun-16	Jan-19
Anaheim Regional Transportation Intermodal Center	\$227.4	Apr-09	Feb-11	Feb-12	Nov-14
Project R & T	\$227.4	Apr-09	Feb-12	May-12	Nov-14

Measure M2

Progress Report



Orange County

