concrete results

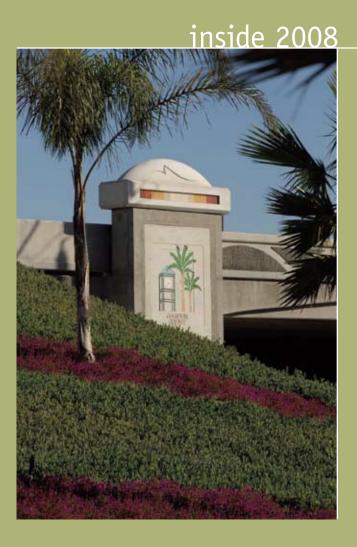
what we achieved together in 2008





It takes a focused effort to achieve concrete results. During fiscal year 2008, the Orange County Transportation Authority (OCTA) focused on reducing traffic congestion on our freeways, providing public transportation to a growing customer base, and improving our network of more than 7,200 miles of streets and roads throughout the County. OCTA remained focused on its mission through difficult circumstances as the year progressed.

Within this 2008 Annual Report, you will discover the improvements made to our freeways, streets and roads and transit system. These concrete results, together with your continued support, will keep Orange County moving.



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Achieving together

Dear Friend,

Since it began in 1991, the Orange County Transportation Authority (OCTA) has kept Orange County moving. Working together during the past fiscal year, we fulfilled our promises, delivered transportation solutions and achieved concrete results. I am pleased to share this annual report of OCTA's significant accomplishments for fiscal year 2007-2008.

Major strides were made to improve mobility throughout the County. The Garden Grove Freeway (SR-22) was completed and handed over to Caltrans, and the Santa Ana Freeway (I-5) Gateway Project was 50 percent completed. Under the Renewed Measure M Early Action Plan, eight major freeway projects began. A model of mobility, the 91 Express Lanes received the International Bridge, Tunnel and Turnpike Association's 2008 Toll Excellence Award for tollway administration. Thanks to Measure M, our cities received a combined total of over \$93 million to improve, resurface and maintain local streets and roads.

As gasoline prices rose to an all-time high, more people switched to public transportation. Even as gas prices fell, bus and Metrolink rail ridership continued to increase as more people chose to stay with these alternative commuting modes. By fiscal year end, OCTA's Vanpool Program recruited 205 operating vanpools to help take vehicles off our roads. Throughout the year, OCTA continued its outreach efforts to inform and educate the public about available transportation options.

These significant results were achieved under difficult circumstances. OCTA has a proven track record of delivering cost-effective transportation projects, and even with the current budgetary constraints, we are prepared and ready to work, intent on building our future.

What we have accomplished would not have been possible without your support. Together we will continue to deliver transportation solutions that will keep Orange County moving.

Sincerely,

Arthur T. Leahy Chief Executive Officer

arth ?. Year

"We are prepared and ready to work, intent on building our future."

roads achieving concrete results on our freeways, streets and roads

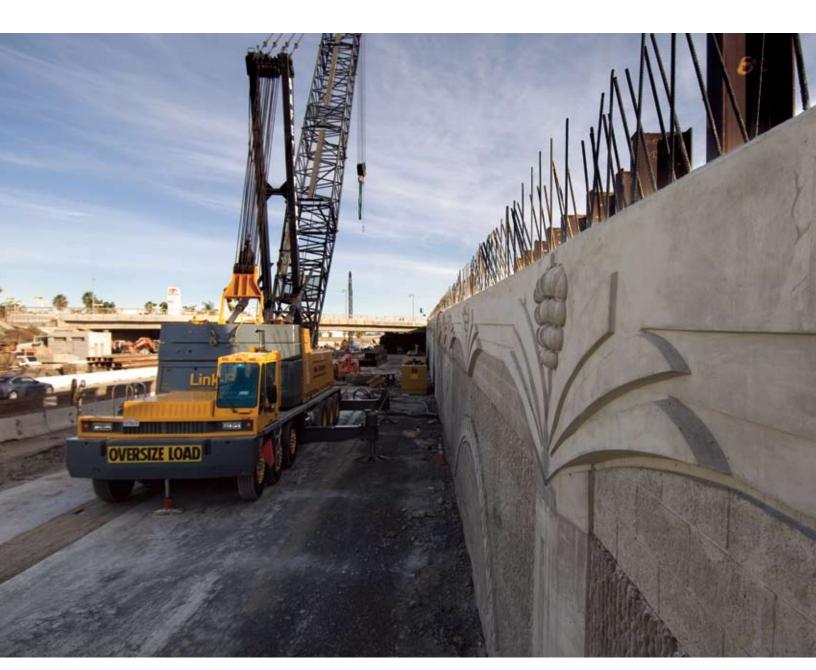
Our freeways and streets form a vital transportation network connecting us to our jobs, homes and favorite places. During fiscal year 2008, OCTA focused its efforts on improving this network.

To keep our freeways flowing, OCTA completed improvements on the SR-22 freeway and reached 50 percent completion on the I-5 Gateway Project

in Buena Park. The design phase was nearing completion for the West County Connectors Project, which will link carpool lanes on the SR-22 with those on the San Diego Freeway (I-405) and the San Gabriel River Freeway (I-605).

OCTA initiated the Renewed Measure M Early Action Plan. This five-year plan helped get improvement projects for our freeways, streets and roads off to a quick start. Locally, Measure M funding helped improve streets in every city and in the unincorporated areas of the County.

In January 2008, the 91 Express Lanes celebrated five years of public ownership under OCTA. The four-lane, 10-mile, fully automated toll road



continued to offer drivers a timesaving alternative for the commute to and from Orange County.

Through the Freeway Service Patrol (FSP) with its tow trucks, the Service Authority for Freeway Emergencies (SAFE) call box system, and the Service Authority for Abandoned Vehicles (SAAV), OCTA Motorist Services helped

keep traffic moving and offered drivers an increased feeling of safety. OCTA also operated the Orange County Taxicab Administration Program (OCTAP), which regulates taxicab companies, drivers, and vehicles on behalf of Orange County's 34 cities and the County.



Freeways

The Garden Grove Freeway (SR-22) Improvement Project was completed with the addition of continuous access carpool lanes, auxiliary lanes, and interchange improvements.

The Santa Ana Freeway (I-5) Gateway Project in Buena Park was 50% completed.

On the I-5, the new Western Avenue bridge was opened to traffic in August and the new Stanton Avenue bridge opened to traffic in March 2008—one month ahead of schedule.

Also on the I-5, the new northbound lanes from Western to the Los Angles county line were completed and traffic was shifted to pass over the new Artesia bridge.

The design phase of the West County Connectors Project to create a seamless high occupancy vehicle (HOV) connection among the San Diego Freeway (I-405), Garden Grove Freeway (SR-22) and San Gabriel River Freeway (I-605) was 65% completed.

OCTA initiated the Central County Corridor Major Investment Study and began technical analysis of five conceptual alternatives to improve mobility and ease traffic in this rapidly growing area.

Renewed Measure M Early Action Plan

Eight major projects began to improve the I-5 freeway in South County, the I-5/Ortega Highway (SR-74) interchange, the Orange Freeway (SR-57), the Riverside Freeway (SR-91) and the I-405 freeway.

91 Express Lanes

More than 13.5 million vehicles saved time by traveling the toll road

The International Bridge, Tunnel and Turnpike Association (IBTTA) awarded OCTA its 2008 Toll Excellence Award for tollway administration.

91 Express Lanes toll road revenues funded \$250,000 of a \$1.4 million re-striping project that added an auxiliary lane from \$R-71 to Serfas Club Drive

The 91 Express Lanes continued to be a model of financial stability, receiving strong ratings from Moody's Investors Service, Fitch Ratings and Standard and Poor's.

The 12 year-old Traffic Operations Center (TOC) in Anaheim was expanded and improved to monitor activity along the entire length of the 91 Express Lanes and to get help to customers when needed.

A new telephone system was installed with Interactive Voice Response (IVR) capabilities for improved customer service.

Streets and Roads

OCTA invested \$93.2 million to improve local streets and roads through the Measure M Competitive Combined Transportation Funding Program and the Measure M Turnback Program

\$52.2 million was allocated to cities for local street and road improvements through the Measure M Competitive Combined Transportation Funding Program.

\$41.1 million was allocated to Orange County cities from Measure M Turnback funds to maintain and improve local streets.

The Anaheim Smart Street project from Humor to Jean was granted \$4.9 million toward the right-of-way phase.

\$1.4 million was granted to Lake Forest for efforts in improving El Toro Road from I-5 to Jutewood Place/Cornelius Drive

The Costa Mesa Harbor Corridor project was granted \$1.4 millior toward the construction phase.

Two Smart Street projects in the City of La Habra were granted \$2.6 million toward engineering and right-of-way phases. The County was granted over \$1 million for efforts in the widening of Irvine Avenue.

Laguna Niguel received \$3.8 million for construction of the final segment of the Moulton Parkway Smart Street Project that will widen the street from four to six lanes, and construct new medians and retaining walls.

A signal synchronization demonstration project on Oso Parkway/Pacific Park Drive resulted in a 30% improvement in travel time and a 50% reduction in stops.

OCTA began work with Caltrans, the County of Orange and local cities to develop a master plan for countywide signal synchronization to be implemented in 2011.

transit

achieving strong growth in a challenging year

It was a year of record highs.

Skyrocketing fuel prices drove more commuters out of their vehicles and into OCTA buses and Metrolink trains.

Even when fuel prices slowly declined, bus and rail ridership remained high as new passengers enjoyed the convenience and reduced stress of using public transportation instead of driving in heavy traffic.

Several innovative programs helped attract new riders to OCTA's countywide bus system. The Summer Youth Bus Pass Program gave young people age 7 to 18 unlimited discounted travel from June through August. The OC Flyer, OCTA's direct bus service to the Orange County Fair from park-and-ride facilities and Metrolink stations, added a fifth route to help more people commute to

the fair. With many OCTA coach operators being honored for 30 years of driving without a single accident, all of these new bus passengers enjoyed a safe ride to their destination.

Metrolink rail service also soared to new heights. Ridership on the three Metrolink lines serving Orange County exceeded four million passengers.



More people found Metrolink a convenient way to travel on weekends as Metrolink Weekends service completed its second year of operation.

Progress was made on the Metrolink Service Expansion Plan. To support more frequent service, the design for track and infrastructure improvements was completed. Many improvements to increase safety at Metrolink stations and provide expanded parking facilities for commuters were also completed or in progress by fiscal year end.



Bus

OCTA celebrated the 35th anniversary of bus service in Orange County and honored the 1 35 billionth bus rider

Ridership soared with more than 68 million boardings.

On-time performance during the year was greater than 85% and customer complaints were less than six per 100,000 riders.

Pass sales grew 10% and use of pre-paid passes increased due to OCTA's partnership with Orange County Ralphs supermarkets.

OCTA honored 16 coach operators for 30 or more years of safe driving and provided the public with courteous and reliable bus service.

Nearly 5,000 young people enjoyed using OCTA's Summer Youth Bus Pass—a 57% increase over the previous year.

OCTA's outreach programs introduced 36,000 young people and 5,000 seniors to the convenience of public transportation.

ACCESS paratransit service achieved an average on-time performance of more than 94% and service delivery failures were reduced by 71%.

Planning progressed for Bravo!, OCTA's limited stop, bus rapid transit system.

OCTA's Community Transportation Services implemented new five-year subsidy agreements with four adult day health care facilities, reducing ACCESS trips by 54,000 and saving nearly \$1.4 million.

OCTA received the prestigious national Silver Anvil Award from the Public Relations Society of America (PRSA) for its issues management work during the summer bus strike.

Metrolink

Ridership for the three lines serving Orange County exceeded 4 million, a 6.1% increase.

Metrolink Weekends ridership totaled 119,698—up 19.9% over the previous year.

Construction was completed on the Santa Ana second main track.

Planned grade crossing safety enhancements will allow cities to establish a Quiet Zone Program to reduce train horn noise in residential areas

Understanding (MOU) with the City of Placentia for a new Metrolink station.

All 34 Orange County cities completed Step One of the Go Local Program to create transit extensions to Metrolink stations

Step Two of the Go Local Program began to refine more than 25 bus

and shuttle projects and two fixed-guideway projects.

As part of the Metrolink Service Expansion Plan, design for track and infrastructure improvements needed to support more frequent service was completed.

OCTA worked with the Los Angeles County Metropolitan Transportation Authority (MTA) and the San Diego Association of Governments (SANDAG) to help implement expanded rail service along the Los Angeles-San Diego-San Luis Obispo (LOSSAN)

Construction began on a pedestrian undercrossing at the Orange Depot.

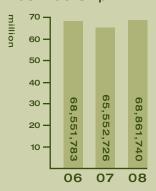
A four-level, 1,500-space parking structure opened at the Irvine Transportation Center and a 825-space parking structure was in the design stage for the Tustin station

Enhanced platform signage was installed at all Orange County Metrolink stations with dual platforms in preparation for high-frequency service.

Renewed Measure M

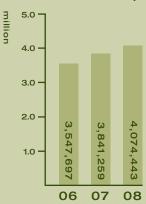
A programming framework for future transit improvement programs was developed.

Bus Ridership



2008 was the best year for ridership in OCTA history.

Metrolink Ridership



Includes Rail 2 Rail passengers.

the environment

accomplishing objectives to keep the County green

Everyone, whether driving a vehicle, riding the bus or the train, or enjoying our outdoor lifestyle, is affected by air quality. During the past fiscal year, OCTA converted 195 of its diesel-powered buses to cleaner-burning compressed natural gas (CNG). Now cleaner-burning fuels power 63 percent of OCTA's bus fleet.

In July 2007, OCTA initiated its
Vanpool Program to provide assistance
to commuters who work in Orange
County and live in neighboring
counties. The Vanpool Program was a
public-private partnership, helping
connect groups of commuters with
private vanpool companies. At the end
of fiscal year 2008, 205 vanpools were
enrolled in the program, traveling

nearly 3 million miles and providing 411,046 passenger trips.

During the past year, many Orange County employers sought OCTA's assistance with their air quality requirements. The employers received free Average Vehicle Ridership (AVR) Survey processing, and also received free ridematching services for their



employees to help them find alternative ways to commute to and from work.

To help clean up and preserve our environment, two programs were launched under the Renewed Measure M (M2) Early Action Plan. An oversight committee was created for the Freeway Mitigation and Resource Protection Program to recommend funding for

environmental benefits such as habitat protection, wildlife corridors and resource preservation in exchange for streamlined project approvals for the 13 M2 freeway projects as a whole. The Environmental Cleanup Program began by forming an oversight committee to help local agencies clean up highway and street runoff and meet Clean Water Act standards.



Bus Fleet

The South Coast Air Quality Management District awarded OCTA a Carl Moyer Memorial Grant of \$4.7 million to repower 188 of its older buses with cleaner-burning advanced low emission engines.

OCTA converted 195 buses in fixed-route service from diesel to cleaner-burning CNG.

These replacement CNG-fueled buses reduced emissions by over 50% in comparison to the diesel-fueled buses, cutting tail pipe emissions by 600 to 700 pounds per year per vehicle.

OCTA completed installation of a CNG fueling station at the Santa Ana bus base. A contract was issued to install CNG fueling stations at the Anaheim, Garden Grove and Irvine bases.

By fiscal year end, about 63% of the buses in OCTA's fixed-route service were powered by clean-burning alternative fuels

OCIA eliminated replacing two fluorescent bulbs per bus per month and switched to LEDs, which have a useful life of six years and will keep fluorescent bulbs out of landfills.

Sharing the Ride

The new Vanpool Program begar and had 205 vanpools enrolled by fiscal year end.

Vanpools accounted for 411,046 passenger trips that provided people with an alternate way to work and helped reduce the number of cars on the road.

A total of 2,934,911 miles were traveled by vans enrolled in the OCTA Vanpool Program during the past fiscal year.

Averaging 7.5 passengers per van, OCTA Vanpools removed 1,450 vehicles from the roads on an average weekday.

Environmental Programs

As specified by M2, the Environmental Oversight Committee (EOC) will oversee approximately \$240 million to mitigate the environmental impacts of freeway improvements

The EOC began developing a draft list of suggested property acquisition criteria and restoration criteria, which will help define how mitigation funds will be allocated.

Under M2, an additional \$240 million was dedicated to provide a competitive grant process through the Environmental Cleanup Program to supplement existing transportation-related water quality programs.

The Allocation Committee identified two proposed categories for water quality funding: a catch basin program and a new capital and operations projects category.

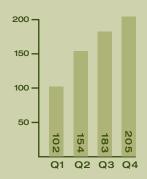
During the week-long 2008 Dump the Pump campaign, nearly 15,000 people responded and chose to leave their cars at home and ride the bus. The campaign increased overall ridership by 2.03% when compared to the same week in 2007.

Rideshare Week 2008 had 12,719 people participate with a 119% increase in online participation and a 67% increase over 2007.

OCTA assisted 123 employers with their Average Vehicle Ridership Surveys—an increase of 14% over the previous fiscal year.

By providing personalized Rideguides, OCTA helped 12,105 people make the decision to stop driving alone and find an alternative commute to and from work.

2008 Vanpool Growth



Statement of Net Assets (thousands)

June 30, 2008	Governmental Activities	Business-type Activities	Total
Assets			
Cash and investments	\$ 632,256	\$ 275,707	\$ 907,963
Receivables:			
Interest	5,323	3,081	8,404
Operating grants	326	26,053	26,379
Capital grants	5,248	12,438	17,686
Other	73	9,249	9,322
Internal balances	36,124	(36,124)	-
Due from other governments	52,198	4,654	56,852
Condemnation deposits	1,390	-	1,390
Note receivable	4,830	-	4,830
Inventory	-	9,157	9,157
Restricted cash and investments:			
Cash equivalents	5,611	15,349	20,960
Investments	69,791	18,635	88,426
Prepaid retirement	3,938	15,362	19,300
Other assets	4,010	11,167	15,177
Land held for resale	4,839	-	4,839
Capital assets, net:			
Nondepreciable	151,154	66,518	217,672
Depreciable and amortizable	4,348	423,705	428,053
Total Assets	981,459	854,951	1,836,410
Liabilities			
Accounts payable	29,904	44,500	74,404
Accrued payroll and related items	1,422	4,415	5,837
Accrued interest payable	5,031	3,083	8,114
Due to other governments	34,620	1,521	36,141
Unearned revenue	290	28,524	28,814
Other liabilities	57	469	526
Commercial paper notes	47,600	-	47,600
Noncurrent liabilities:			
Due within one year	77,735	16,982	94,717
Due in more than one year	161,414	181,450	342,864
Total Liabilities	358,073	280,944	639,017
Net Assets			
Invested in capital assets, net of related debt	155,502	335,732	491,234
Restricted for:			
Measure M program	406,038	-	406,038
Debt service	117,322	15,349	132,671
Motorist services	7,958	-	7,958
Unrestricted (deficit)	(63,434)	222,926	159,492
Total Net Assets	\$ 623,386	\$ 574,007	\$ 1,197,393
Total Net Assets	φ υζυ,υου	φ 3/4,00/	Ψ 1,107,0

^{*}See accompanying notes to the financial statements.

Statement of Activities (thousands)

			Program Reve	nues		t (expense) Reve Changes in Net A	
for the year ended June 30, 2008	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-type Activities	Total
Functions/Programs	·						
Primary government							
Governmental activities:							
General government	\$ 105,009	\$ 47,509	\$ 25,418	\$ 9,777	\$ (22,305)	\$ -	\$ (22,305)
Measure M program	748,962	584	1,081	21,602	(725,695)	-	(725,695)
Motorist services	7,669	-	8,576	-	907	-	907
Commuter rail	21,585	588	50	2,763	(18,184)	-	(18,184)
Total governmental activities	883,225	48,681	35,125	34,142	(765,277)	-	(765,277)
Business-type activities:							
Fixed route	243,151	50,522	48,296	67,509	-	(76,824)	(76,824)
Paratransit	35,631	6,085	5,255	2,184	-	(22,107)	(22,107)
Tollroad	35,375	46,236	10	-	-	10,871	10,871
Taxicab administration	431	508	-	-	-	77	7
Total business-type activities	314,588	103,351	53,561	69,693	-	(87,983)	(87,983)
Total primary government	\$ <u>1,197,813</u>	\$ 152,032	\$ 88,686	\$ 103,835	(765,277)	(87,983)	(853,260)
	I revenues:					11 170	11 170
· ·	ty taxes				202.250	11,178	11,178
Sales					393,350	- 01 470	393,350
	tricted investm	Ü			49,331	21,476	70,807
	miscellaneous	revenue			1,271	507	1,778
Transfe	rs			-	(107,537)	107,537	
Total	general reve	nues and tr	ansfers	_	336,415	140,698	477,113
Chang	ge in net assets				(428,862)	52,715	(376,147)
Net asse	ts - beginning,	ac rectated			1,052,248	521,292	1,573,540
	ets - ending	as restated		_	\$ 623,386	321,232	\$ 1,197,393

 $^{{\}it *See accompanying notes to the financial statements}.$

Statement of Cash Flows - Proprietary Funds (thousands)

		Enf	terprise Funds		
		91 Express	Nonmajor		Internal
for the year ended June 30, 2008	OCTD	Lanes	Enterprise Funds	Totals	Service Funds
Cash flows from operating activities:					
Receipts from customers and users	\$ 56,260	\$ 45,096	\$ 509	\$ 101,865	\$ -
Receipts from interfund services provided	-	-	-	-	9,590
Payments to suppliers	(73,037)	(11,668)	(93)	(84,798)	(1,004)
Payments to claimants	(6)	-	-	(6)	(5,741)
Payments to employees	(135,564)	-	(224)	(135,788)	-
Payments for interfund services used	(35,051)	(1,851)	(164)	(37,066)	(139)
Advertising revenue	4,625	-	-	4,625	-
Miscellaneous	1,046	175	6	1,227	-
Net cash provided by (used for)					
operating activities	(181,727)	31,752	34	(149,941)	2,706
Cash flows from noncapital financing activities:					
Gas tax exchange received	23,000	_	_	23,000	_
Federal operating assistance grants received	24,084	_	-	24,084	-
Property taxes received	11,178	_	-	11,178	_
State transit assistance funds received	-	_	10	10	_
Transfers in	146,073	_	-	146,073	-
Transfers out	(14,869)	-	(14,000)	(28,869)	(13,992)
Net cash provided by (used for)					
noncapital financing activities	189,466	-	(13,990)	175,476	(13,992)
Cash flows from capital and related financing activ	vities:				
Federal capital grants for acquisition and					
construction of capital assets	91,795	-	-	91,795	-
Proceeds from sale of capital assets	552	(1)	-	551	-
Payment of capital lease	(2,681)	-	-	(2,681)	-
Payment of long-term debt	(1,235)	(4,225)	-	(5,460)	-
Payment on advances from other funds	-	(2,000)	-	(2,000)	-
Interest paid	(538)	(8,638)	-	(9,176)	-
Acquisition and construction of capital assets	(95,417)	(1,119)		(96,536)	-
Net cash (used for) capital and					
related financing activities	(7,524)	(15,983)	-	(23,507)	-
Cash flows from investing activities:					
Investment earnings	9,984	4,580	3,090	17,654	3,862
Net cash provided by (used for) investing acti	vities 9,984	4,580	3,090	17,654	3,862
Net increase (decrease) in cash and cash equivalents	10,199	20,349	(10,866)	19,682	(7,424)
Cash and cash equivalents at beginning of year	128,294	47,833	50,309	226,436	52,362
Cash and cash equivalents at end of year	\$ 138,493	\$ 68,182	\$ 39,443	\$ 246,118	\$ 44,938

^{*}See accompanying notes to the financial statements.

Statement of Cash Flows - Proprietary Funds, continued (thousands)

for the year ended June 30, 2008 OCTD Express Nonmajor Letterpire Funds Totals Service Funds Reconciliation of operating income (loss) to net casts** provided by (used for) operating activities: Operating income (loss) \$(229,888) \$22,840 \$21 \$(207,027) \$2,752 Adjustments to reconcile operating income to net cash provided by (used for) operating activities: \$28,302 2,002 \$30,304 \$2.02 Amortization of franchise agreement \$6,302 2,002 \$30,304 \$3 Amortization of cost of issuance 36 142 \$178 \$3 Advertising revenue 4,625 \$6 1,227 \$6 Miscellaneous 1,046 175 6 1,227 \$6 Insurance recoveries \$5,300 (384) \$1 98 Change in assets and liabilities: \$5,300 \$3 \$6 1,227 \$9 Receivables \$5,300 \$3 \$1 \$3 \$6 \$2 \$1 \$9 \$1 \$3,204 \$1 \$			En	terprise Funds		
for the year ended June 30, 2008 OCTO Lanes Enterprise Funds Totals Service Funds Reconciliation of operating income (loss) to net cash provided by (used for) operating activities: \$ (22,888) \$ 22,840 \$ 21 \$ (207,027) \$ 2,752 Adjustments to reconcile operating income to net cash provided by (used for) operating activities: Service Funds \$ 22,840 \$ 21 \$ (207,027) \$ 2,752 Adjustments to reconcile operating income to net cash provided by (used for) operating activities: Service Funds \$ 28,302 2,002 \$ 7,33 \$ 7,33 \$ 7 Amortization of franchise agreement 7,331 \$ 7,33 \$ 7 \$ 7 \$ 7 \$ 7 \$ 7,33 \$ 7 \$ 7 \$ 7 \$ 7,33 \$ 7			91 Express	Nonmajor		Internal
Reconciliation of operating income (loss) to net cash provided by (used for) operating activities: Operating income (loss) \$(229,888) \$22,840 \$21 \$(207,027) \$2,752 Adjustments to reconcile operating income to net cash provided by (used for) operating activities: Depreciation expense 28,302 2,002 - 30,304 - 7,333 -	for the year ended June 30, 2008	OCTD		•	Totals	
Operating income (loss) \$(229,888) \$22,840 \$21 \$(207,027) \$2,752	Reconciliation of operating income (loss) to net ca	sh		·		
Adjustments to reconcile operating income to net cash provided by (used for) operating activities: Depreciation expense 28,302 2,002 - 30,304 - Amortization of franchise agreement - 7,331 - 7,33 - 7,33 - Amortization of cost of issuance 36 142 - 178 - 178 - Advertising revenue 4,625 - 6 4,625 - 189	provided by (used for) operating activities:					
Depreciation expense 28,302 2,002 - 30,304 - Amortization of franchise agreement - 7,331 - 7,33 - 7,3 - 7,3 - 7,3 - 7,3 - 7,3 - 7,3 - 7,3 - 7,3 - 7,3	Operating income (loss)	\$ (229,888)	\$ 22,840	\$ 21	\$ (207,027)	\$ 2,752
Depreciation expense 28,302 2,002 - 30,304 - Amortization of franchise agreement - 7,331 - 7,33 - 7,3 - 7	Adjustments to reconcile operating income to net cash					
Amortization of franchise agreement - 7,331 - 7,33 - Amortization of cost of issuance 36 142 - 178 - Advertising revenue 4,625 - - 4,625 - Miscellaneous 1,046 175 6 1,227 - Insurance recoveries - - - 594 Change in assets and liabilities: - - - 594 Change in assets and liabilities: - - - 5,380 - Due from other governments 5,380 - - 5,380 - Inventory (3,204) - - 5,380 - Inventory (3,204) - - 5,380 - Other assets (7,569) (7) (5) (7,581) (295) Accounts payable 18,622 409 4 19,035 (127) Compensated absences 599 - 3 602	provided by (used for) operating activities:					
Amortization of cost of issuance 36 142 - 178 - 4625 - 4625 - 4625 - 4625 - 4625 - 4625 - 4625 - 584 - 584 - 4625 - 4625 - 584 - 588 - 584	Depreciation expense	28,302	2,002	-	30,304	-
Advertising revenue 4,625 - - 4,625 - Miscellaneous 1,046 175 6 1,227 - Insurance recoveries - - - 594 Change in assets and liabilities: Receivables (563) (384) - (947) 98 Due from other governments 5,380 - - 5,380 - Inventory (3,204) - - (947) 98 Inventory (3,204) - - 5,380 - Inventory (3,204) - - 5,380 - Other assets (7,569) (7) (5) (7,581) (295) Accounts payable 18,622 409 4 19,035 (127) Accrued payroll and related items 75 - 2 77 - Claims payable - - - 3 602 - Due to other funds 350 - <	Amortization of franchise agreement	-	7,331	-	7,33	-
Miscellaneous 1,046 175 6 1,227 - Insurance recoveries - - - 594 Change in assets and liabilities: Receivables (563) (384) - (947) 98 Due from other governments 5,380 - - 5,380 - Inventory (3,204) - - (3,204) - Other assets (7,569) (7) (5) (7,581) (295) Accounts payable 18,622 409 4 19,035 (127) Accrued payroll and related items 75 - 2 77 - Compensated absences 599 - 3 602 - Claims payable - - - - (316) Due to other funds 350 - - 350 - Due to other governments 462 (500) 2 (36) - Unearmed revenue - (241) <td< th=""><th>Amortization of cost of issuance</th><th>36</th><th>142</th><th>-</th><th>178</th><th>-</th></td<>	Amortization of cost of issuance	36	142	-	178	-
Insurance recoveries	Advertising revenue	4,625	-	-	4,625	-
Change in assets and liabilities: Receivables (563) (384) - (947) 98 Due from other governments 5,380 - 5,380 - Inventory (3,204) - - (3,204) - Other assets (7,569) (7) (5) (7,581) (295) Accounts payable 18,622 409 4 19,035 (127) Accrued payroll and related items 75 - 2 77 - Compensated absences 599 - 3 602 - Claims payable - - - 350 - Due to other funds 350 - - 350 - Due to other governments 462 (500) 2 (36) - Unearned revenue - (241) 1 (240) - Other liabilities 48,161 8,912 13 57,086 (46) Reconciliation of cash and cash equivalents to St	Miscellaneous	1,046	175	6	1,227	-
Receivables (563) (384) - (947) 98 Due from other governments 5,380 - - 5,380 - Inventory (3,204) - - (3,204) - Other assets (7,569) (7) (5) (7,581) (295) Accounts payable 18,622 409 4 19,035 (127) Accrued payroll and related items 75 - 2 77 - Compensated absences 599 - 3 602 - Claims payable - - - - (316) Due to other funds 350 - - 350 - Due to other governments 462 (500) 2 (36) - Unearned revenue - (15) - (15) - Other liabilities 48,161 8,912 13 57,086 (46) Net cash provided by (used for) operating activities (181,727) \$31,752 \$34 \$(149,941)	Insurance recoveries	-	-	-	-	594
Due from other governments	Change in assets and liabilities:					
Inventory	Receivables	(563)	(384)	-	(947)	98
Other assets (7,569) (7) (5) (7,581) (295) Accounts payable 18,622 409 4 19,035 (127) Accrued payroll and related items 75 - 2 77 - Compensated absences 599 - 3 602 - Claims payable - - - - (316) Due to other funds 350 - - 350 - Due to other governments 462 (500) 2 (36) - Unearned revenue - (241) 1 (240) - Other liabilities - (15) - (15) - Total adjustments 48,161 8,912 13 57,086 (46) Reconciliation of cash and cash equivalents to Statement of Net Assets Cash and investments \$138,493 \$52,833 \$39,443 \$230,769 \$44,938 Restricted cash and cash equivalents - 15,349 - 15,349	Due from other governments	5,380	-	-	5,380	-
Accounts payable 18,622 409 4 19,035 (127) Accrued payroll and related items 75 - 2 77 - Compensated absences 599 - 3 602 - Claims payable - - - - (316) Due to other funds 350 - - 350 - Due to other governments 462 (500) 2 (36) - Unearned revenue - (241) 1 (240) - Other liabilities - (15) - (15) - Total adjustments 48,161 8,912 13 57,086 (46) Net cash provided by (used for) operating activities \$(181,727) \$31,752 \$34 \$(149,941) \$2,706 Reconciliation of cash and cash equivalents to Statement of Net Assets Cash and investments 138,493 \$52,833 \$39,443 \$230,769 \$44,938 Restricted cash and cash equivalents -	Inventory	(3,204)	-	-	(3,204)	-
Accrued payroll and related items 75	Other assets	(7,569)	(7)	(5)	(7,581)	(295)
Compensated absences 599 - 3 602 - Claims payable - - - - (316) Due to other funds 350 - - 350 - Due to other governments 462 (500) 2 (36) - Unearned revenue - (241) 1 (240) - Other liabilities - (15) - (15) - Total adjustments 48,161 8,912 13 57,086 (46) Net cash provided by (used for) operating activities \$ (181,727) \$ 31,752 \$ 34 \$ (149,941) \$ 2,706 Reconciliation of cash and cash equivalents to Statement of Net Assets Cash and investments \$ 138,493 \$ 52,833 \$ 39,443 \$ 230,769 \$ 44,938 Restricted cash and cash equivalents - 15,349 - 15,349 - 15,349 - - Total cash and cash equivalents \$ 138,493 \$ 68,182 \$ 39,443 \$ 246,118 <	Accounts payable	18,622	409	4	19,035	(127)
Claims payable	Accrued payroll and related items	75	-	2	77	-
Due to other funds 350 - - 350 - Due to other governments 462 (500) 2 (36) - Unearned revenue - (241) 1 (240) - Other liabilities - (15) - (15) - Total adjustments 48,161 8,912 13 57,086 (46) Net cash provided by (used for) operating activities \$ (181,727) \$ 31,752 \$ 34 \$ (149,941) \$ 2,706 Reconciliation of cash and cash equivalents to Statement of Net Assets Cash and investments \$ 138,493 \$ 52,833 \$ 39,443 \$ 230,769 \$ 44,938 Restricted cash and cash equivalents - 15,349 - 15,349 - Total cash and cash equivalents \$ 138,493 \$ 68,182 \$ 39,443 \$ 246,118 \$ 44,938 Schedule of noncash activities:	Compensated absences	599	-	3	602	-
Due to other governments 462 (500) 2 (36) - Unearned revenue - (241) 1 (240) - Other liabilities - (15) - (15) - Total adjustments 48,161 8,912 13 57,086 (46) Net cash provided by (used for) operating activities \$ (181,727) \$ 31,752 \$ 34 \$ (149,941) \$ 2,706 Reconciliation of cash and cash equivalents to Statement of Net Assets Cash and investments \$ 138,493 \$ 52,833 \$ 39,443 \$ 230,769 \$ 44,938 Restricted cash and cash equivalents - 15,349 - 15,349 - Total cash and cash equivalents \$ 138,493 \$ 68,182 \$ 39,443 \$ 246,118 \$ 44,938 Schedule of noncash activities:	Claims payable	-	-	-	-	(316)
Unearned revenue - (241) 1 (240) - Other liabilities - (15) - (15) - Total adjustments 48,161 8,912 13 57,086 (46) Net cash provided by (used for) operating activities \$ (181,727) \$ 31,752 \$ 34 \$ (149,941) \$ 2,706 Reconciliation of cash and cash equivalents to Statement of Net Assets Cash and investments \$ 138,493 \$ 52,833 \$ 39,443 \$ 230,769 \$ 44,938 Restricted cash and cash equivalents - 15,349 - 15,349 - Total cash and cash equivalents \$ 138,493 \$ 68,182 \$ 39,443 \$ 246,118 \$ 44,938 Schedule of noncash activities:	Due to other funds	350	-	-	350	-
Other liabilities - (15) - (15) - Total adjustments 48,161 8,912 13 57,086 (46) Net cash provided by (used for) operating activities \$ (181,727) \$ 31,752 \$ 34 \$ (149,941) \$ 2,706 Reconciliation of cash and cash equivalents to Statement of Net Assets Cash and investments \$ 138,493 \$ 52,833 \$ 39,443 \$ 230,769 \$ 44,938 Restricted cash and cash equivalents - 15,349 - 15,349 - 15,349 - Total cash and cash equivalents \$ 138,493 \$ 68,182 \$ 39,443 \$ 246,118 \$ 44,938 Schedule of noncash activities:	Due to other governments	462	(500)	2	(36)	-
Total adjustments	Unearned revenue	-	(241)	1	(240)	-
Reconciliation of cash and cash equivalents to Statement of Net Assets Cash and investments \$ 138,493 \$ 52,833 \$ 39,443 \$ 230,769 \$ 44,938 Restricted cash and cash equivalents - 15,349 - 15,349 - 15,349 - Total cash and cash equivalents \$ 138,493 \$ 68,182 \$ 39,443 \$ 246,118 \$ 44,938 Schedule of noncash activities:	Other liabilities	-	(15)	-	(15)	
Reconciliation of cash and cash equivalents to Statement of Net Assets Cash and investments \$138,493 \$52,833 \$39,443 \$230,769 \$44,938 Restricted cash and cash equivalents - 15,349 - 15,349 - Total cash and cash equivalents \$138,493 \$68,182 \$39,443 \$246,118 \$44,938 Schedule of noncash activities:	Total adjustments	48,161	8,912	13	57,086	(46)
Cash and investments \$ 138,493 \$ 52,833 \$ 39,443 \$ 230,769 \$ 44,938 Restricted cash and cash equivalents - 15,349 - 15,349 - Total cash and cash equivalents \$ 138,493 \$ 68,182 \$ 39,443 \$ 246,118 \$ 44,938 Schedule of noncash activities:	Net cash provided by (used for) operating activities	\$ (181,727)	\$ 31,752	\$ 34	\$ (149,941)	\$ 2,706
Cash and investments \$ 138,493 \$ 52,833 \$ 39,443 \$ 230,769 \$ 44,938 Restricted cash and cash equivalents - 15,349 - 15,349 - Total cash and cash equivalents \$ 138,493 \$ 68,182 \$ 39,443 \$ 246,118 \$ 44,938 Schedule of noncash activities:	Pagangiliation of each and each aguivalents to Sta	toment of Not	\ccotc			
Restricted cash and cash equivalents Total cash and cash equivalents \$\frac{15,349}{\$8,182}\$\$ - \$\frac{15,349}{\$9,443}\$\$ \$\frac{246,118}{\$44,938}\$\$ Schedule of noncash activities:	-			\$ 30 1/12	\$ 230 76 0	\$ ላላ ፀ38
Total cash and cash equivalents \$138,493 \$68,182 \$39,443 \$246,118 \$44,938 Schedule of noncash activities:		φ 130,433 -		φ 35,443 -		φ 44,330 -
	•	\$ 138,493		\$ 39,443	·	\$ 44,938
	Schodula of noncash activities					
		\$ 8.895	\$ -	\$ -	\$ -	\$ -

^{*}See accompanying notes to the financial statements.

Measure M Turnback Payments FY08

City	Total
Aliso Viejo	\$ 482,539.55
Anaheim	4,444,252.43
Brea	715,245.89
Buena Park	1,131,290.42
Costa Mesa	1,861,088.98
Cypress	727,038.48
Dana Point	439,715.51
Fountain Valley	830,411.49
Fullerton	1,674,820.38
Garden Grove	1,941,982.67
Huntington Beach	2,498,874.81
Irvine	3,191,674.72
Laguna Beach	340,433.04
Laguna Hills	476,654.24
Laguna Niguel	892,654.53
Laguna Woods	184,544.32
La Habra	702,077.76
Lake Forest	1,027,422.79
La Palma	242,863.81
Los Alamitos	174,481.34
Mission Viejo	1,269,387.61
Newport Beach	1,381,965.05
Orange	2,129,991.71
Placentia	621,550.67
Rancho Santa Margarita	571,809.60
San Clemente	732,356.92
San Juan Capistrano	517,271.01
Santa Ana	3,810,531.35
Seal Beach	320,368.29
Stanton	396,991.51
Tustin	1,049,058.96
Villa Park	70,116.06
Westminster	1,155,144.73
Yorba Linda	766,783.22
County Unincorporated	2,287,507.56
	Total: \$ 41,060,901.40

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board of directors orange county transportation authority

Peter Buffa	C	hairman
Jerry Amante	Vice C	hairman
Patricia Bates		Director
Art Brown		Director
Bill Campbell		Director
Carolyn V. Cavecch	Ie	Director
- Carolyn v. Carocon		Birootor
William J. Dalton		Director
Richard Dixon		Director
David O. Olaak		Director
Paul G. Glaab		Director
Cathy Green		Director
Allan Mansoor		Director
John Moorlach		Director
Janet Nguyen		Director
Chris Norby		Director
Curt Pringle		Director
- Curt i migic		Director
Miguel Pulido		Director
Gregory T. Winterbo	ottom	Director
Cindy Quon	Governor's Ex-Officio	Member

CHIEF EXECUTIVE	OFFICE
Arthur T. Leahy	Chief Executive Officer

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