



Measure M
Taxpayers Oversight Committee
at the Orange County Transportation Authority
600 S. Main Street, Orange CA, Room 154



January 30, 2012

6:00 p.m.

AGENDA

1. **Welcome**
2. **Pledge of Allegiance**
3. **ANNUAL MEASURE M PUBLIC HEARING**
 - a. **Overview of Taxpayers Oversight Committee**
 - b. **Review of the 2011 Taxpayers Oversight Committee Actions**
 - c. **Local Eligibility Subcommittee Report**
 - d. **Audit Subcommittee Report**
 - e. **Public Comments***
 - f. **Adjournment of Public Hearing**
4. **Approval of Minutes/Attendance Report for December 13, 2011**
5. **Chairman's Report**
6. **Action Items**
 - A. **Measure M1 Revenue & Expenditure Quarterly Reports (Jun 11; Sep 11)**
Receive and File
 - B. **M2 Revenue & Expenditure Annual Report (Jun 11); Quarterly Report (Sep 11)**
Receive and File
 - C. **Annual Hearing Follow-up and Compliance Findings**
Discussion – David Sundstrom, Taxpayers Oversight Committee Co-Chair
 - D. **Local Jurisdictions Expenditure Reports – Eligibility Findings**
Presentation – Tony Rouff, Annual Eligibility Review Subcommittee Chair
7. **Presentation Items**
 - A. **Environmental Mitigation Program Update**
Presentation – Dan Phu, Program Mgr, Environmental Programs/Marissa Espino, Outreach Mgr
 - B. **Sales Tax Forecast Update**
Presentation – Ken Phipps, Executive Director, Finance & Administration
8. **Committee Member Reports**
9. **OCTA Staff Update**
10. **Public Comments***
11. **Adjournment**

*Public Comments: At this time, members of the public may address the Taxpayers Oversight Committee (TOC) regarding any items within the subject matter jurisdiction of the TOC, provided that no action may be taken on off-agenda items unless authorized by law. Comments shall be limited to five (5) minutes per person and 20 minutes for all comments, unless different time limits are set by the Chairman, subject to the approval of the TOC.

Any person with a disability who requires a modification or accommodation in order to participate in this meeting should contact the OCTA Clerk of the Board, telephone (714) 560-5676, no less than two business days prior to this meeting to enable OCTA to make reasonable arrangements to assure accessibility to this meeting.

**Measure M
Taxpayers Oversight Committee Meeting**

**December 13, 2011
Meeting Minutes**

Committee Members Present:

Richard Egan, First District Representative
Howard Mirowitz, Second District Representative
Dowling Tsai, Third District Representative
Randy Hollbrook, Third District Representative
John Stammen, Fourth District Representative
James Kelly, Fifth District Representative, Vice Chairman
Tony Rouff, Fifth District Representative

Committee Member(s) Absent:

David Sundstrom, County Auditor-Controller, Chairman
Diana Hardy, First District Representative
Anh-Tuan Le, Second District Representative
Gregory Pate, Fourth District Representative

Orange County Transportation Authority Staff Present:

Jim Biel, Executive Director, Development
Janice Kadlec, Public Reporter
Anup Kulkarni, Strategic Planning, Section Manager
Kia Mortazavi, Executive Director, Planning
Andy Oftelie, Director of Finance
Ken Phipps, Executive Director, Finance and Administration
Alice Rogan, Strategic Communications Manager
Tami Warren, Measure M Program Manager Office, Program Manager

1. Welcome

Co-Chairman James Kelly welcomed everyone and began the meeting at 6:05 p.m.

2. Pledge of Allegiance

Co-Chairman James Kelly led everyone in the pledge of allegiance.

3. Approval of Minutes/Attendance Report for October 11, 2011

Co-Chairman James Kelly asked if there were any additions or corrections to the October 11, 2011 Taxpayers Oversight Committee (TOC) meeting minutes or attendance report. A motion was made by Randy Hollbrook, seconded by Richard Egan, and carried unanimously to approve the October 11, 2011 meeting minutes and attendance report as presented.

4. Chairman's Report

Co-Chairman James Kelly reported Chairman David Sundstrom has taken a position as Chief Financial Officer of Sonoma County, California. Alice Rogan said David Sundstrom has been appointed Auditor Controller, Tax Collector, and Treasurer of Sonoma County. He starts his new position on February 1, 2012 and will no longer chair the TOC after January 31. He will be sorely missed after Chairing the TOC for 13 years. Tony Rouff asked if a successor had been appointed. Alice Rogan said she believed there will be an interim appointed and then there will be an election.

5. Action Items

- A. M1/M2 2011 Annual Revenue and Expenditure Reports: This item was tabled pending review by the Audit Subcommittee at their meeting on January 10, 2012.
- B. M1/M2 2011 Annual Revenue and Expenditure Reports (Sept. 2011): This item was tabled pending review by the Audit Subcommittee at their meeting on January 10, 2012.

6. Presentation Items

- A. Sales Tax Actuals Review: Ken Phipps presented a report prepared by Muni Services who is under contract with OCTA to audit the sales tax collection throughout the State to ensure Orange County is getting its fair share.

Richard Egan asked if the current OCTA Budget assumed a 5.4% growth. Ken Phipps said yes, but the actual growth rate of 8.5% exceeded our projections by more than 3%.

- B. Capital Action Plan Update: Jim Biel gave an update on the Capital Action Plan consisting of all of the Capital Projects under way at OCTA.

Co-Chair James Kelly asked how the term "capitalized" is defined. Jim Biel said the definition of this term is the project has Board approval for a phase of the project starting with the environmental.

Dowling Tsai asked how much federal funds were removed from the Raymond Grade Separation project. Jim Biel said approximately half of the project's construction funds were removed. Dowling Tsai asked what was the reason for removing these funds. Kia Mortazavi said the Raymond project did not have a federal environmental document so to keep it on schedule, they moved the federal dollars to other grade separation projects so the dollars could be used and not delay the schedule.

Co-Chair James Kelly said the TOC received a report recently on OCTA's \$250 million bonding. How much of this bonding went toward the capital projects? Ken Phipps said only a small portion was used.

- C. Signal Synchronization Program Update: Anup Kulkarni gave an update on the Signal Synchronization Program. His presentation featured the two newest Signal Synchronization projects on Orangethorpe and Edinger Avenues.

Co-Chair James Kelly asked what was the cost of the of the Edinger Ave. project. Anup Kulkarni said the Edinger Ave. project cost approximately \$846,000. Co-Chair James Kelly said it was too bad the cost of gas savings could not be correlated with the cost of the project; this project has close to a 10 to one return. Randy Hollbrook said there were really two returns; the times savings as well as the gas savings.

Richard Egan asked if most of the cost of this project was equipment. Anup Kulkarni said yes, also a great deal of the cost was spent on design work.

Howard Mirowitz asked what the requirements were for a street in this program. Anup Kulkarni said OCTA worked with the cities to come up with nominations for this program. This is a competitive program and dependant on what the cities choose to put together. Howard Mirowitz asked if they need to be multi-jurisdictional projects. Anup Kulkarni said yes.

Dowling Tsai asked who the lead agency was for these projects. Anup Kulkarni said OCTA was the lead agency. Dowling Tsai asked if there was a co-operative agreement. Anup Kulkarni said they work under a Memorandum of Understanding (MOU).

Randy Hollbrook said the report indicated the project has a three-year life. Is this because of the population changes and is there something that can be done to keep the benefit of the project? Anup Kulkarni said due to population changes and retail changes, the traffic patterns change and the signal timing needs to be revisited every three years.

Howard Mirowitz asked if additional capital expenditures need to be expended every three years. Anup Kulkarni said no, that is the beauty of the program – all the startup capital can be used again; just the timing parameters need to be changed.

- D. Pavement Management Program Update: Kia Mortazavi gave a program update on the Pavement Management Program.

Richard Egan pointed out the City of Westminster showed improvement on the resource map. Does this mean the program is funded? Kia Mortazavi said this means the local agency has planned investments to improve the pavement.

Howard Mirowitz said, wasn't it true that despite the condition of the pavement, all local jurisdictions are treated alike in terms of the requirements they have to fulfill in order to get Measure M funds? Kia Mortazavi said that is correct, local agencies just need to have a Pavement Management Plan to get the 18% turnback money from Measure M. The incentive for the agencies is if they also want to participate in the competitive grant for street widening projects, the cities that maintain or improve the condition of their streets will be able to put less local matching fund money into their projects. Howard Mirowitz asked if this is determined by the MicroPaver analysis. Kia Mortazavi said yes, the MicroPaver analysis will be their baseline from now on.

Co-Chair James Kelly asked if every street is included in the MicroPaver data base. Kia Mortazavi said yes, by everyone using the same system, OCTA is able to get the data bases from all the local jurisdictions and consolidate them. Co-Chair James Kelly asked about the audit process. Kia Mortazavi said currently the focus is just on the training; making sure everyone is properly trained in terms of how they are evaluating it. Ultimately they will get into verifying. Right now it relies on self certification; local agencies have to certify that they have complied with the requirements. They are all using the same software and the same protocols and once they all get the same training it will be standardized.

Howard Mirowitz asked what is to prevent local jurisdictions from rating their pavement higher than the others. Kia Mortazavi said what prevents this is the local jurisdiction will need to certify it and take this to their City Councils - a city engineer and the City Public Works Director have to certify the report and present it to the City Council.

- E. Annual Public Hearing: Alice Rogan reviewed the process for the TOC Measure M Annual Public Hearing on February 14, 2012 (*changed to January 30, 2012*).

Co-Chair James Kelly asked if the Triennial Audit will be covered at the Hearing. Alice Rogan said yes.

Howard Mirowitz asked if two separate findings will be issued; one for M1 and one for M2. Alice Rogan said yes.

7. Annual Eligibility Review Subcommittee Report

Tony Rouff reported the Annual Eligibility Review Subcommittee will be meeting on January 25, 2012 to review the first expenditure reports.

8. Audit Subcommittee Report

There was no report by the Audit Subcommittee. Their next meeting will be January 10, 2011.

9. Environmental Oversight Committee Report

Co-Chair James Kelly reported OCTA and the Environmental Oversight Committee approved purchasing one new property – the Hafen property. He also reported there is a very good Environmental Committee website on the OCTA website. It currently features pictures of potential restoration projects recently toured by the committee members.

10. Committee Member Reports

There were no Committee Member Reports.

11. OCTA Staff Update

Alice Rogan said she will be meeting with the Grand Jurors Association in January 2012 to begin the recruitment efforts for new members. Recruitment for the four open positions (First, Second, Fourth and Fifth supervisorial Districts) will begin in March 2012 and she encouraged committee members to recommend to their friends to apply.

John Stammen said he felt the comments & questions were right on in the Board draft letter to the High Speed Rail Authority about the High Speed Rail Business Plan.

Kia Mortazavi introduced Tami Warren, Project Manager for the Measure M Program Manager Office. She will be the lead on the Program Manager Office activities which will be the Measure M focused area. Some of her responsibilities will include leading the next Triennial Audit as well as following upon Measure M requirements with the local agencies. For the most part she will ensure all the OCTA units are working together efficiently and as effectively as possible.

Co-Chair James Kelly asked if she was new to OCTA. Tami Warren said no, she has been with OCTA for over 20 years and gave a brief description of the positions she has held within OCTA.

12. Public Comments

There were no comments by the public.

13. Adjournment

A motion was made by Howard Mirowitz, seconded by Dowling Tsai, and passed unanimously to adjourn the meeting. The meeting adjourned at 7:25 p.m. in memory of former TOC member Edgar Wylie who passed away in November 2011. The next meeting of the Taxpayers Oversight Committee will be on February 14, 2012 at the OCTA offices.



Taxpayers Oversight Committee

Fiscal Year 2011-2012

Attendance Record

X = Present E = Excused Absence * = Absence Pending Approval U = Unexcused Absence -- = Resigned

Meeting Date	12-Jul	9-Aug	13-Sep	11-Oct	8-Nov	13-Dec	10-Jan	14-Feb	13-Mar	10-Apr	8-May	12-Jun
Richard Egan		X		X		X						
Diana Hardy		X		E		*						
Randy Holbrook		X		X		X						
James Kelly		X		X		X						
Anh-Tuan Le		X		E		*						
Howard Mirowitz		X		X		X						
Gregory Pate		X		E		*						
Tony Rouff		X		X		X						
John Stammen		X		X		X						
David Sundstrom		X		X		*						
Dowling Tsai		X		X		X						

Absences Pending Approval

Meeting Date	Name	Reason
December 13, 2011	Diana Hardy	Illness in family
December 13, 2011	Anh-Tuan Le	Out of town
December 13, 2011	Gregory Pate	Work commitments
December 13, 2011	David Sundstrom	Business Trip

Action Items

Measure M1
Schedule of Revenues, Expenditures and Changes in Fund Balance
as of June 30, 2011

(\$ in thousands)	Quarter Ended June 30, 2011	Year to Date June 30, 2011 (A)	Period from Inception through June 30, 2011 (B)
Revenues:			
Sales taxes	\$ 1,836	\$ 175,170	\$ 4,003,972
Other agencies' share of Measure M1 costs:			
Project related	13,930	48,122	458,904
Non-project related	-	-	614
Interest:			
Operating:			
Project related	-	-	1,052
Non-project related	(131)	6,136	262,369
Bond proceeds	-	-	136,067
Debt service	-	425	82,054
Commercial paper	-	-	6,072
Orange County bankruptcy recovery	-	-	42,268
Capital grants	-	-	156,434
Right-of-way leases	144	437	5,583
Proceeds on sale of assets held for resale	-	-	24,575
Miscellaneous:			
Project related	-	-	26
Non-project related	-	-	775
Total revenues	<u>15,779</u>	<u>230,290</u>	<u>5,180,765</u>
Expenditures:			
Supplies and services:			
State Board of Equalization (SBOE) fees	557	2,600	56,883
Professional services:			
Project related	4,429	9,234	198,486
Non-project related	875	1,905	34,052
Administration costs:			
Project related	350	1,626	21,034
Non-project related	998	7,659	91,467
Orange County bankruptcy loss	-	-	78,618
Other:			
Project related	177	278	1,807
Non-project related	39	210	15,943
Payments to local agencies:			
Turnback	8,281	31,564	594,009
Other	64,615	92,991	800,903
Capital outlay	13,173	36,169	2,052,897
Debt service:			
Principal payments on long-term debt	-	82,795	1,003,955
Interest on long-term debt and commercial paper	296	4,919	561,842
Total expenditures	<u>93,790</u>	<u>271,950</u>	<u>5,511,896</u>
Deficiency of revenues under expenditures	<u>(78,011)</u>	<u>(41,660)</u>	<u>(331,131)</u>
Other financing sources (uses):			
Transfers out:			
Project related	(2,200)	(128,237)	(382,901)
Non-project related	-	-	(5,116)
Transfers in:			
Project related	-	-	1,829
Bond proceeds	-	-	1,169,999
Advance refunding escrow	-	-	(931)
Payment to refunded bond escrow agent	-	-	(152,930)
Total other financing sources (uses)	<u>(2,200)</u>	<u>(128,237)</u>	<u>629,950</u>
Excess (deficiency) of revenues over (under) expenditures and other sources (uses)	<u>\$ (80,211)</u>	<u>\$ (169,897)</u>	<u>\$ 298,819</u>

See Notes to Measure M1 Status Report (Unaudited)

Measure M1
Schedule of Calculations of Net Tax Revenues and Net Bond Revenues (Debt Service)
as of June 30, 2011

(\$ in thousands)	Quarter Ended June 30, 2011 (actual)	Year Ended June 30, 2011 (actual)	Period from Inception through June 30, 2011 (actual)	Period from July 1, 2011 forward forecast (forecast)	Total
	(C.1)	(D.1)	(D.1)	(E.1)	(F.1)
Tax revenues:					
Sales taxes	\$ 1,836	\$ 175,170	\$ 4,003,972	\$ -	\$ 4,003,972
Other agencies' share of Measure M1 costs	-	-	614	-	614
Operating interest	(131)	6,136	262,369	3,555	265,924
Orange County bankruptcy recovery	-	-	20,683	-	20,683
Miscellaneous, non-project related	-	-	775	-	775
Total tax revenues	1,705	181,306	4,288,413	3,555	4,291,968
Administrative expenditures:					
SBOE fees	557	2,600	56,883	-	56,883
Professional services, non-project related	875	1,905	25,191	-	25,191
Administration costs, non-project related	998	7,659	91,467	1,282	92,749
Operating transfer out, non-project related	-	-	5,116	-	5,116
Orange County bankruptcy loss	-	-	29,792	-	29,792
Other, non-project related	39	210	6,843	-	6,843
Total administrative expenditures	2,469	12,374	215,292	1,282	216,574
Net tax revenues	\$ (764)	\$ 168,932	\$ 4,073,121	\$ 2,273	\$ 4,075,394
Bond revenues:					
Proceeds from issuance of bonds	\$ -	\$ -	\$ 1,169,999	\$ -	\$ 1,169,999
Interest revenue from bond proceeds	-	-	136,067	-	136,067
Interest revenue from debt service funds	-	425	82,054	-	82,054
Interest revenue from commercial paper	-	-	6,072	-	6,072
Orange County bankruptcy recovery	-	-	21,585	-	21,585
Total bond revenues	-	425	1,415,777	-	1,415,777
Financing expenditures and uses:					
Professional services, non-project related	-	-	8,861	-	8,861
Payment to refunded bond escrow	-	-	153,861	-	153,861
Bond debt principal	-	82,795	1,003,955	-	1,003,955
Bond debt interest expense	296	4,919	561,842	-	561,842
Orange County bankruptcy loss	-	-	48,826	-	48,826
Other, non-project related	-	-	9,100	-	9,100
Total financing expenditures and uses	296	87,714	1,786,445	-	1,786,445
Net bond revenues (debt service)	\$ (296)	\$ (87,289)	\$ (370,668)	\$ -	\$ (370,668)

See Notes to Measure M1 Status Report (Unaudited)

Measure M1
Schedule of Revenues and Expenditures
as of June 30, 2011

Project Description (G)	Net Tax Revenues Program to date Actual (H)	Total Net Tax Revenues (I)	Project Budget (J)	Estimate at Completion (K)	Variance Total Net Tax Revenues to Est at Completion (L)	Variance Project Budget to Est at Completion (M)	Expenditures through June 30, 2011 (N)	Reimbursements through June 30, 2011 (O)	Net Project Cost (P)	Percent of Budget Expended (Q)
Freeways (43%)										
I-5 between I-405 (San Diego Fwy) and I-605 (San Gabriel Fwy)	\$ 982,130	\$ 982,676	\$ 810,010	\$ 789,022	\$ 193,654	\$ 20,988	\$ 871,309	\$ 85,584	\$ 785,725	97.0%
I-5 between I-5/I-405 Interchange and San Clemente	68,736	68,774	57,836	59,936	8,838	(2,100)	70,294	10,358	59,936	103.6%
I-5/I-405 Interchange	87,242	87,290	72,802	73,075	14,215	(273)	98,157	25,082	73,075	100.4%
SR-55 (Costa Mesa Fwy) between I-5 and SR-91 (Riverside Fwy)	58,161	58,194	44,511	49,349	8,845	(4,838)	55,514	6,172	49,342	110.9%
SR-57 (Orange Fwy) between I-5 and Lambert Road	29,081	29,097	24,128	22,758	6,339	1,370	25,617	2,859	22,758	94.3%
SR-91 (Riverside Fwy) between Riverside Co. line & Los Angeles Co. line	125,575	125,645	116,136	105,389	20,256	10,747	123,995	18,606	105,389	90.7%
SR-22 (Garden Grove Fwy) between SR-55 and Valley View St.	400,518	400,742	313,297	310,943	89,799	2,354	629,003	318,525	310,478	99.1%
Net (Bond Revenue)/Debt Service	1,751,443	1,752,418	1,438,720	1,410,472	341,946	28,248	1,873,889	467,186	1,406,703	
Subtotal Projects			311,917	311,917	(311,917)	-	311,917		311,917	
Total Freeways	\$ 1,751,443	\$ 1,752,418	\$ 1,750,637	\$ 1,722,389	\$ 30,029	\$ 28,248	\$ 2,185,806	\$ 467,186	\$ 1,718,620	45.5%
%				42.6%						
Regional Street and Road Projects (11%)										
Smart Streets	\$ 153,615	\$ 153,701	\$ 151,292	\$ 151,292	\$ 2,409	\$ -	\$ 155,110	\$ 11,739	\$ 143,371	94.8%
Regionally Significant Interchanges	89,609	89,659	89,659	89,659	-	-	65,445	146	65,299	72.8%
Intersection Improvement Program	128,012	128,084	128,084	128,084	-	-	107,321	214	107,107	83.6%
Traffic Signal Coordination	64,006	64,042	64,042	64,042	-	-	60,888	1,513	59,375	92.7%
Transportation Systems Management and Transportation Demand Management	12,801	12,808	12,808	12,808	-	-	8,562	149	8,413	65.7%
Net (Bond Revenue)/Debt Service	448,043	448,294	445,885	445,885	2,409	-	397,326	13,761	383,565	
Subtotal Projects			2,409	2,409	(2,409)	-	2,409		2,409	
Total Regional Street and Road Projects	\$ 448,043	\$ 448,294	\$ 448,294	\$ 448,294	\$ -	\$ -	\$ 399,735	\$ 13,761	\$ 385,974	10.2%
%				11.1%						

Measure M1
Schedule of Revenues and Expenditures
as of June 30, 2011

Project Description (G)	Net Tax Revenues Program to date Actual (H)	Total Net Tax Revenues (I)	Project Budget (J)	Estimate at Completion (K)	Variance Total Net Tax Revenues to Est at Completion (L)	Variance Project Budget to Est at Completion (M)	Expenditures through June 30, 2011 (N)	Reimbursements through June 30, 2011 (O)	Net Project Cost (P)	Percent of Budget Expended (Q)
Local Street and Road Projects (21%)										
Master Plan of Arterial Highway Improvements	\$ 163,186	\$ 163,333	\$ 163,333	\$ 163,333	\$ -	\$ -	\$ 131,685	\$ 99	\$ 131,586	80.6%
Streets and Roads Maintenance and Road Improvements	592,169	592,500	592,500	592,500	-	-	594,025	-	594,025	100.3%
Growth Management Area Improvements	100,000	100,000	100,000	100,000	-	-	90,003	431	89,572	89.6%
Subtotal Projects	855,355	855,833	855,833	855,833	-	-	815,713	530	815,183	
Net (Bond Revenue)/Debt Service										
Total Local Street and Road Projects	\$ 855,355	\$ 855,833	\$ 855,833	\$ 855,833	\$ -	\$ -	\$ 815,713	\$ 530	\$ 815,183	21.6%
Transit Projects (25%)										
Pacific Electric Right-of-Way	\$ 19,709	\$ 19,720	\$ 15,000	\$ 14,000	\$ 5,720	\$ 1,000	\$ 16,903	\$ 2,958	\$ 13,945	93.0%
Commuter Rail	367,603	367,820	352,619	361,194	6,626	(8,575)	411,438	60,805	350,633	99.4%
High-Technology Advanced Rail Transit	446,729	446,979	428,507	440,688	6,291	(12,181)	354,109	66,398	287,711	67.1%
Elderly and Handicapped Fare Stabilization	20,000	20,000	20,000	20,000	-	-	20,000	-	20,000	100.0%
Transitways	164,239	164,330	146,381	126,625	37,705	19,756	162,659	36,765	125,894	86.0%
Subtotal Projects	1,018,280	1,018,849	962,507	962,507	56,342	-	965,109	166,926	798,183	
Net (Bond Revenue)/Debt Service			56,342	56,342	(56,342)	-	56,342		56,342	
Total Transit Projects	\$ 1,018,280	\$ 1,018,849	\$ 1,018,849	\$ 1,018,849	\$ -	\$ -	\$ 1,021,451	\$ 166,926	\$ 854,525	22.6%
Total Measure M1 Program	\$ 4,073,121	\$ 4,075,394	\$ 4,073,613	\$ 4,045,365	\$ 30,029	\$ 28,248	\$ 4,422,705	\$ 648,403	\$ 3,774,302	

See Notes to Measure M1 Status Report (Unaudited)

Measure M1
Schedule of Revenues, Expenditures and Changes in Fund Balance
as of September 30, 2011

(\$ in thousands)	Quarter Ended Sept 30, 2011	Year to Date Sept 30, 2011 (A)	Period from Inception through Sept 30, 2011 (B)
Revenues:			
Sales taxes	\$ -	\$ -	\$ 4,003,972
Other agencies share of Measure M1 costs:			
Project related	5,033	5,033	463,937
Non-project related	2	2	616
Interest:			
Operating:			
Project related	-	-	1,052
Non-project related	1,984	1,984	264,353
Bond proceeds	-	-	136,067
Debt service	-	-	82,054
Commercial paper	-	-	6,072
Orange County bankruptcy recovery	-	-	42,268
Capital grants	-	-	156,434
Right-of-way leases	110	110	5,693
Proceeds on sale of assets held for resale	-	-	24,575
Miscellaneous:			
Project related	-	-	26
Non-project related	-	-	775
Total revenues	7,129	7,129	5,187,894
Expenditures:			
Supplies and services:			
State Board of Equalization (SBOE) fees	-	-	56,883
Professional services:			
Project related	103	103	198,589
Non-project related	602	602	34,654
Administration costs:			
Project related	307	307	21,341
Non-project related	1,606	1,606	93,073
Orange County bankruptcy loss	-	-	78,618
Other:			
Project related	26	26	1,832
Non-project related	-	-	15,943
Payments to local agencies:			
Turnback	-	-	594,009
Other	4,240	4,240	805,143
Capital outlay	2,694	2,694	2,055,591
Debt service:			
Principal payments on long-term debt	-	-	1,003,955
Interest on long-term debt and commercial paper	-	-	561,842
Total expenditures	9,578	9,578	5,521,473
Excess (deficiency) of revenues over (under) expenditures	(2,449)	(2,449)	(333,579)
Other financing sources (uses):			
Transfers out:			
Project related	(363)	(363)	(383,264)
Non-project related	-	-	(5,116)
Transfers in:			
Project related	-	-	1,829
Bond proceeds	-	-	1,169,999
Advance refunding escrow	-	-	(931)
Payment to refunded bond escrow agent	-	-	(152,930)
Total other financing sources (uses)	(363)	(363)	629,587
Excess (deficiency) of revenues over (under) expenditures and other sources (uses)	\$ (2,812)	\$ (2,812)	\$ 296,008

See accompanying notes to Measure M1 Schedules

Measure M1
Schedule of Calculations of Net Tax Revenues and Net Bond Revenues (Debt Service)
as of September 30, 2011

<i>(\$ in thousands)</i>	Quarter Ended Sept 30, 2011 (actual)	Year Ended Sept 30, 2011 (actual) (C.1)	Period from Inception through Sept 30, 2011 (actual) (D.1)	Period from October 1, 2011 forward (forecast) (E.1)	Total (F.1)
Tax revenues:					
Sales taxes	\$ -	\$ -	\$ 4,003,972	\$ -	\$ 4,003,972
Other agencies share of Measure M1 costs	2	2	616	-	616
Operating interest	1,984	1,984	264,353	2,980	267,333
Orange County bankruptcy recovery	-	-	20,683	-	20,683
Miscellaneous, non-project related	-	-	775	-	775
Total tax revenues	1,986	1,986	4,290,399	2,980	4,293,379
Administrative expenditures:					
SBOE fees	-	-	56,883	-	56,883
Professional services, non-project related	602	602	25,793	-	25,793
Administration costs, non-project related	1,606	1,606	93,073	1,128	94,201
Operating transfer out, non-project related	-	-	5,116	-	5,116
Orange County bankruptcy loss	-	-	29,792	-	29,792
Other, non-project related	-	-	6,843	-	6,843
Total administrative expenditures	2,208	2,208	217,500	1,128	218,628
Net tax revenues	\$ (222)	\$ (222)	\$ 4,072,899	\$ 1,852	\$ 4,074,751
Bond revenues:					
Proceeds from issuance of bonds	\$ -	\$ -	\$ 1,169,999	\$ -	\$ 1,169,999
Interest revenue from bond proceeds	-	-	136,067	-	136,067
Interest revenue from debt service funds	-	-	82,054	-	82,054
Interest revenue from commercial paper	-	-	6,072	-	6,072
Orange County bankruptcy recovery	-	-	21,585	-	21,585
Total bond revenues	-	-	1,415,777	-	1,415,777
Financing expenditures and uses:					
Professional services, non-project related	-	-	8,861	-	8,861
Payment to refunded bond escrow	-	-	153,861	-	153,861
Bond debt principal	-	-	1,003,955	-	1,003,955
Bond debt interest expense	-	-	561,842	-	561,842
Orange County bankruptcy loss	-	-	48,826	-	48,826
Other, non-project related	-	-	9,100	-	9,100
Total financing expenditures and uses	-	-	1,786,445	-	1,786,445
Net bond revenues (debt service)	\$ -	\$ -	\$ (370,668)	\$ -	\$ (370,668)

See accompanying notes to Measure M1 Schedules

Measure M1
Schedule of Revenues and Expenditures Summary
as of September 30, 2011

Project Description	Net Tax Revenues Program to date Actual (H)	Total Net Tax Revenues (I)	Project Budget (J)	Estimate at Completion (K)	Variance Total Net Tax Revenues to Est at Completion (L)	Variance Project Budget to Est at Completion (M)	Expenditures through Sept 30, 2011 (N)	Reimbursements through Sept 30, 2011 (O)	Net Project Cost (P)	Percent of Budget Expended (Q)
Freeways (43%)										
I-5 between I-405 (San Diego Fwy) and I-605 (San Gabriel Fwy)	\$ 982,074	\$ 982,522	\$ 810,010	\$ 789,022	\$ 193,500	\$ 20,988	\$ 871,139	\$ 85,604	\$ 785,535	97.0%
I-5 between I-5/I-405 Interchange and San Clemente	68,732	68,763	57,836	59,936	8,827	(2,100)	70,294	10,388	59,936	103.6%
I-5/I-405 Interchange	87,237	87,277	72,802	73,075	14,202	(273)	98,157	25,082	73,075	100.4%
SR-55 (Costa Mesa Fwy) between I-5 and SR-91 (Riverside Fwy)	58,158	58,184	44,511	49,349	8,835	(4,838)	55,514	6,172	49,342	110.9%
SR-57 (Orange Fwy) between I-5 and Lambert Road	29,079	29,092	24,128	22,768	6,334	1,370	25,617	2,859	22,758	94.3%
SR-91 (Riverside Fwy) between Riverside Co. line & Los Angeles Co. line	125,568	125,625	116,136	105,389	20,236	10,747	123,995	18,606	105,389	90.7%
SR-22 (Garden Grove Fwy) between SR-55 and Valley View St.	400,497	400,679	313,297	310,943	89,736	2,354	630,376	321,907	308,469	98.5%
Subtotal Projects	1,751,345	1,752,142	1,438,720	1,410,472	341,670	28,248	1,875,092	470,588	1,404,504	
Net (Bond Revenue)/Debt Service			311,917	311,917	(311,917)	-	311,917		311,917	
Total Freeways	\$ 1,751,345	\$ 1,752,142	\$ 1,750,637	\$ 1,722,389	\$ 29,753	\$ 28,248	\$ 2,187,009	\$ 470,588	\$ 1,716,421	45.4%
Regional Street and Road Projects (11%)										
Smart Streets	\$ 153,606	\$ 153,676	\$ 151,267	\$ 151,267	\$ 2,409	\$ -	\$ 155,112	\$ 11,739	\$ 143,373	94.8%
Regionally Significant Interchanges	89,604	89,645	89,645	89,645	-	-	65,258	146	65,112	72.6%
Intersection Improvement Program	128,005	128,064	128,064	128,064	-	-	107,321	1,506	105,815	82.6%
Traffic Signal Coordination	64,003	64,032	64,032	64,032	-	-	61,160	1,513	59,647	93.2%
Transportation Systems Management and Transportation Demand Management	12,801	12,806	12,806	12,806	-	-	8,801	149	8,652	67.6%
Subtotal Projects	448,019	448,223	445,814	445,814	2,409	-	397,652	15,053	382,599	
Net (Bond Revenue)/Debt Service			2,409	2,409	(2,409)	-	2,409		2,409	
Total Regional Street and Road Projects	\$ 448,019	\$ 448,223	\$ 448,223	\$ 448,223	\$ -	\$ -	\$ 400,061	\$ 15,053	\$ 385,008	10.2%

Measure M1
Schedule of Revenues and Expenditures Summary
as of September 30, 2011

Project Description (G)	Net Tax Revenues Program to date Actual (H)	Total Net Tax Revenues (I)	Project Budget (J)	Estimate at Completion (K)	Variance Total Net Tax Revenues to Est at Completion (L)	Variance Project Budget to Est at Completion (M)	Expenditures through Sept 30, 2011 (N)	Reimbursements through Sept 30, 2011 (O)	Net Project Cost (P)	Percent of Budget Expended (Q)
Local Street and Road Projects (21%)										
Master Plan of Arterial Highway Improvements	\$ 163,172	\$ 163,292	\$ 163,292	\$ 163,292	\$ -	\$ -	\$ 132,934	\$ 99	\$ 132,835	81.3%
Streets and Roads Maintenance and Road Improvements	592,137	592,406	592,406	592,406	-	-	594,025	-	594,025	100.3%
Growth Management Area Improvements	100,000	100,000	100,000	100,000	-	-	92,953	431	92,522	92.5%
Subtotal Projects	855,309	855,698	855,698	855,698	-	-	819,912	530	819,382	
Net (Bond Revenue)/Debt Service										
Total Local Street and Road Projects	\$ 855,309	\$ 855,698	\$ 855,698	\$ 855,698	\$ -	\$ -	\$ 819,912	\$ 530	\$ 819,382	21.7%
Transit Projects (25%)										
Pacific Electric Right-of-Way	\$ 19,708	\$ 19,717	\$ 15,000	\$ 14,000	\$ 5,717	\$ 1,000	\$ 16,923	\$ 3,043	\$ 13,880	92.5%
Commuter Rail	367,583	367,759	352,545	361,033	6,726	(8,488)	411,438	60,805	350,633	99.5%
High-Technology Advanced Rail Transit	446,705	446,908	428,420	440,888	6,220	(12,268)	356,092	66,762	289,330	67.5%
Elderly and Handicapped Fare Stabilization	20,000	20,000	20,000	20,000	-	-	20,000	-	20,000	100.0%
Transitways	164,230	164,304	146,381	126,825	37,679	19,756	162,660	36,765	125,895	86.0%
Subtotal Projects	1,018,226	1,018,688	962,346	962,346	56,342	-	967,113	167,375	799,738	
Net (Bond Revenue)/Debt Service			56,342	56,342	(56,342)	-	56,342		56,342	
Total Transit Projects	\$ 1,018,226	\$ 1,018,688	\$ 1,018,688	\$ 1,018,688	\$ -	\$ -	\$ 1,023,455	\$ 167,375	\$ 856,080	22.7%
Total Measure M1 Program	\$ 4,072,899	\$ 4,074,751	\$ 4,073,246	\$ 4,044,998	\$ 29,753	\$ 28,248	\$ 4,430,437	\$ 653,546	\$ 3,776,891	

See accompanying notes to Measure M1 Schedules

Measure M2
Schedule of Revenues, Expenditures and Changes in Fund Balance
as of June 30, 2011
(Unaudited)

<i>(\$ in thousands)</i>	Quarter Ended June 30, 2011	Year to Date June 30, 2011 (A)	Period from Inception through June 30, 2011 (B)
Revenues:			
Sales taxes	\$ 61,121	\$ 61,121	\$ 61,121
Other agencies' share of Measure M2 costs:			
Project related	6,629	11,932	14,159
Interest:			
Bond proceeds	720	2,248	2,248
Debt service	4	8	8
Commercial paper	-	-	393
Total revenues	<u>68,228</u>	<u>75,309</u>	<u>77,929</u>
Expenditures:			
Supplies and services:			
State Board of Equalization (SBOE) fees	636	636	636
Professional services:			
Project related	13,242	33,212	90,624
Non-project related	688	1,658	4,478
Administration costs:			
Project related	910	3,563	8,214
Non-project related	3,477	5,173	11,605
Other:			
Project related	18	23	155
Non-project related	120	2,305	3,326
Payments to local agencies:			
Project related	26,973	35,261	66,274
Capital outlay:			
Project related	30,685	46,096	49,411
Non-project related	-	-	26
Debt service:			
Interest on long-term debt and commercial paper	85	3,663	4,689
Total expenditures	<u>76,834</u>	<u>131,590</u>	<u>239,438</u>
Deficiency of revenues under expenditures	<u>(8,606)</u>	<u>(56,281)</u>	<u>(161,509)</u>
Other financing sources (uses):			
Transfers out:			
Project related	(193)	(193)	(377)
Transfers in:			
Project related	13,490	19,392	23,699
Bond proceeds	-	358,593	358,593
Total other financing sources (uses)	<u>13,297</u>	<u>377,792</u>	<u>381,915</u>
Excess of revenues over expenditures and other sources (uses)	<u>\$ 4,691</u>	<u>\$ 321,511</u>	<u>\$ 220,406</u>

See Notes to Measure M2 Status Report (Unaudited)

Measure M2
Schedule of Calculations of Net Tax Revenues and Net Bond Revenues (Debt Service)
as of June 30, 2011
(Unaudited)

<i>(\$ in thousands)</i>	Quarter Ended June 30, 2011 (actual)	Year Ended June 30, 2011 (actual) <i>(C.1)</i>	Period from Inception through June 30, 2011 (actual) <i>(D.1)</i>	Period from July 1, 2011 through March 31, 2041 (forecast) <i>(E.1)</i>	Total <i>(F.1)</i>
Tax revenues:					
Sales taxes	\$ 61,121	\$ 61,121	\$ 61,121	\$ 15,303,595	\$ 15,364,716
Operating interest	(246)	-	-	367,504	367,504
Total tax revenues	<u>60,875</u>	<u>61,121</u>	<u>61,121</u>	<u>15,671,099</u>	<u>15,732,220</u>
Administrative expenditures:					
SBOE fees	636	636	636	229,644	230,280
Professional services, non-project related	623	1,138	1,816	102,517	104,333
Administration costs, non-project related	3,477	5,173	11,605	390,776	402,381
Operating transfer out, non-project related	-	-	-	21,421	21,421
Other, non-project related	120	2,305	3,326	29,072	32,398
Capital outlay, non-project related	-	-	26	-	26
Environmental cleanup	337	1,086	1,582	313,422	315,004
Total expenditures	<u>5,193</u>	<u>10,338</u>	<u>18,991</u>	<u>1,086,852</u>	<u>1,105,843</u>
Net tax revenues	<u><u>\$ 55,682</u></u>	<u><u>\$ 50,783</u></u>	<u><u>\$ 42,130</u></u>	<u><u>\$ 14,584,247</u></u>	<u><u>\$ 14,626,377</u></u>
Bond revenues:					
Proceeds from issuance of bonds	\$ -	\$ 358,593	\$ 358,593	\$ 740,000	\$ 1,098,593
Interest revenue from bond proceeds	720	2,248	2,248	55,700	57,948
Interest revenue from debt service funds	4	8	8	36,202	36,210
Interest revenue from commercial paper	-	-	393	-	393
Total bond revenues	<u>724</u>	<u>360,849</u>	<u>361,242</u>	<u>831,902</u>	<u>1,193,144</u>
Financing expenditures and uses:					
Professional services, non-project related	65	520	2,662	-	2,662
Bond debt principal	-	-	-	1,092,570	1,092,570
Bond debt interest expense	-	3,223	3,223	1,002,058	1,005,281
Commercial paper and other interest expense	85	440	1,466	19,063	20,529
Total financing expenditures and uses	<u>150</u>	<u>4,183</u>	<u>7,351</u>	<u>2,113,691</u>	<u>2,121,042</u>
Net bond revenues (debt service)	<u><u>\$ 574</u></u>	<u><u>\$ 356,666</u></u>	<u><u>\$ 353,891</u></u>	<u><u>\$ (1,281,789)</u></u>	<u><u>\$ (927,898)</u></u>

See Notes to Measure M2 Status Report (Unaudited)

Measure M2
Schedule of Revenues and Expenditures
as of June 30, 2011
(Unaudited)

Project Description (G)	Net Tax Revenues Program to date Actual (H)	Total Net Tax Revenues (I)	Project Budget (J)	Estimate at Completion (K)	Variance		Expenditures through June 30, 2011 (N)	Reimbursements through June 30, 2011 (O)	Net Project Cost (P)	Percent of Budget Expended (Q)
					Total Net Tax Revenues to Est Budget to Est at Completion (L)	Project Budget to Est at Completion (M)				
Freeways (43% of Net Tax Revenues)										
A I-5 Santa Ana Freeway Interchange Improvements	\$ 1,660	\$ 576,500	\$ 576,480	\$ 576,480	\$ 20	\$ -	\$ 56	\$ -	\$ 56	0.0%
B,C,D I-5 Santa Ana/San Diego Freeway Improvements	4,187	1,453,711	1,280,317	1,280,317	173,394	-	8,866	-	8,866	0.7%
E SR-22 Garden Grove Freeway Access Improvements	424	147,192	147,191	147,191	1	-	1	-	1	0.0%
F SR-55 Costa Mesa Freeway Improvements	1,293	448,934	448,595	448,595	339	-	413	-	413	0.1%
G SR-57 Orange Freeway Improvements	914	317,366	299,406	299,406	17,960	-	24,435	604	23,831	8.0%
H,I,J SR-91 Riverside Freeway Improvements	5,234	1,817,171	1,813,750	1,813,750	3,421	-	13,496	5,192	8,304	0.5%
K,L I-405 San Diego Freeway Improvements	2,896	1,005,422	582,015	582,015	423,407	-	12,187	-	12,187	2.1%
M I-605 Freeway Access Improvements	71	24,532	24,532	24,532	-	-	-	-	-	0.0%
N All Freeway Service Patrol	530	183,989	183,989	183,989	-	-	-	-	-	0.0%
Freeway Mitigation	906	314,525	270,211	270,211	44,314	-	24,228	-	24,228	9.0%
Subtotal Projects	18,115	6,289,342	5,626,486	5,626,486	662,856	-	83,682	5,796	77,886	
Net (Bond Revenue)/Debt Service	-	-	662,856	662,856	(662,856)	-	2,106	-	2,106	
Total Freeways	\$ 18,115	\$ 6,289,342	\$ 6,289,342	\$ 6,289,342	\$ -	\$ -	\$ 85,788	\$ 5,796	\$ 79,992	44.4%
Street and Roads Projects (32% of Net Tax Revenues)										
O Regional Capacity Program	\$ 4,213	\$ 1,462,622	\$ 1,326,204	\$ 1,326,204	\$ 136,418	\$ -	\$ 47,878	\$ -	\$ 47,878	3.6%
P Regional Traffic Signal Synchronization Program	1,685	585,023	584,875	584,875	148	-	289	-	289	0.0%
Q Local Fair Share Program	7,584	2,632,796	2,632,796	2,632,796	-	-	2,799	-	2,799	0.1%
Subtotal Projects	13,482	4,680,441	4,543,875	4,543,875	136,566	-	50,966	-	50,966	
Net (Bond Revenue)/Debt Service	-	-	136,566	136,566	(136,566)	-	1,302	-	1,302	
Total Street and Roads Projects	\$ 13,482	\$ 4,680,441	\$ 4,680,441	\$ 4,680,441	\$ -	\$ -	\$ 52,268	\$ -	\$ 52,268	29.0%

See Notes to Measure M2 Status Report (Unaudited)

Measure M2
Schedule of Revenues and Expenditures
as of June 30, 2011
(Unaudited)

Project Description (G)	Net Tax Revenues Program to date Actual (H)	Total Net Tax Revenues (I)	Project Budget (J)	Estimate at Completion (K)	Variance Total Net Tax Revenues to Est at Completion (L)	Variance Project Budget to Est at Completion (M)	Expenditures through June 30, 2011 (N)	Reimbursements through June 30, 2011 (O)	Net Project Cost (P)	Percent of Budget Expended (Q)
Transit Projects (25% of Net Tax Revenues)										
R	\$ 3,772	\$ 1,309,376	\$ 1,257,618	\$ 1,257,618	\$ 51,758	\$ -	\$ 78,335	\$ 32,062	\$ 46,273	3.7%
S	3,719	1,291,170	1,282,788	1,282,788	8,382	-	19	-	19	0.0%
T	843	292,579	225,583	225,583	66,996	-	2	-	2	0.0%
U	1,264	438,740	438,740	438,740	-	-	469	-	469	0.1%
V	842	292,450	292,450	292,450	-	-	-	-	-	0.0%
W	93	32,279	32,279	32,279	-	-	-	-	-	0.0%
	10,533	3,656,594	3,529,458	3,529,458	127,136	-	78,825	32,062	46,763	
	-	-	127,136	127,136	(127,136)	-	1,252	-	1,252	
Total Transit Projects	\$ 10,533	\$ 3,656,594	\$ 3,656,594	\$ 3,656,594	\$ -	\$ -	\$ 80,077	\$ 32,062	\$ 48,015	26.6%
%				25.0%						
Measure M2 Program	\$ 42,130	\$ 14,626,377	\$ 14,626,377	\$ 14,626,377	\$ -	\$ -	\$ 218,133	\$ 37,858	\$ 180,275	

See Notes to Measure M2 Status Report (Unaudited)

Measure M2
Schedule of Revenues and Expenditures
as of June 30, 2011
(Unaudited)

Project Description (G)	Revenues		Total Revenues (I-1)	Project Budget (J)	Estimate at Completion (K)	Variance		Expenditures through June 30, 2011 (N)	Reimbursements through June 30, 2011 (O)	Net Project Cost (P)	Percent of Budget Expended (Q)
	Program to date Actual (H-1)	Total				Total Revenues to Est at Completion (L)	Project Budget to Est at Completion (M)				
Environmental Cleanup (2% of Revenues)											
X Clean Up Highway and Street Runoff that Pollutes Beaches	\$ 1,221	\$ 314,643	\$ 314,643	\$ 313,303	\$ 313,303	\$ 1,340	\$ -	\$ 1,582	\$ -	\$ 1,582	0.5%
Subtotal Projects	1,221	314,643	314,643	313,303	313,303	1,340	-	1,582	-	1,582	
Net (Bond Revenue)/Debt Service	-	-	-	1,340	1,340	(1,340)	-	42	-	42	
Total Environmental Cleanup %	\$ 1,221	\$ 314,643	\$ 314,643	\$ 314,643	\$ 314,643	\$ -	\$ -	\$ 1,624	\$ -	\$ 1,624	2.0%

See Notes to Measure M2 Status Report (Unaudited)

Measure M2
Schedule of Revenues, Expenditures and Changes in Fund Balance
as of September 30, 2011
(Unaudited)

<i>(\$ in thousands)</i>	Quarter Ended Sept 30, 2011	Year to Date Sept 30, 2011 (A)	Period from Inception to Sept 30, 2011 (B)
Revenues:			
Sales taxes	\$ 56,198	\$ 56,198	\$ 117,319
Other agencies share of Measure M2 costs:			
Project related	704	704	14,863
Interest:			
Bond proceeds	4,162	4,162	6,410
Debt service	1	1	9
Commercial paper	-	-	393
Right-of-way leases	29	29	29
Miscellaneous	5	5	5
	<u>61,099</u>	<u>61,099</u>	<u>139,028</u>
Total revenues			
Expenditures:			
Supplies and services:			
State Board of Equalization (SBOE) fees	-	-	636
Professional services:			
Project related	192	192	90,816
Non-project related	115	115	4,593
Administration costs:			
Project related	958	958	9,172
Non-project related	1,240	1,240	12,845
Other:			
Project related	5	5	160
Non-project related	45	45	3,371
Payments to local agencies:			
Project related	6,113	6,113	72,386
Capital outlay:			
Project related	9,659	9,659	59,070
Non-project related	-	-	26
Debt service:			
Interest on long-term debt and commercial paper	11,263	11,263	15,952
	<u>29,590</u>	<u>29,590</u>	<u>269,027</u>
Total expenditures			
Excess (deficiency) of revenues over (under) expenditures	<u>31,509</u>	<u>31,509</u>	<u>(129,999)</u>
Transfers out:			
Project related	(395)	(395)	(773)
Transfers in:			
Project related	(10,041)	(10,041)	13,658
Bond proceeds	-	-	358,593
	<u>(10,436)</u>	<u>(10,436)</u>	<u>371,478</u>
Total other financing sources (uses)			
Excess (deficiency) of revenues over (under) expenditures and other sources (uses)	<u>\$ 21,073</u>	<u>\$ 21,073</u>	<u>\$ 241,479</u>

See Notes to Measure M2 Status Report (Unaudited)

Measure M2
Schedule of Calculations of Net Tax Revenues and Net Bond Revenues (Debt Service)
as of September 30, 2011
(Unaudited)

<i>(\$ in thousands)</i>	Quarter Ended Sept 30, 2011 (actual)	Year Ended Sept 30, 2011 (actual)	Period from Inception through Sept 30, 2011 (actual)	Period from October 1, 2011 through March 31, 2011 (forecast)	Total
	(C.1)	(C.1)	(D.1)	(E.1)	(F.1)
Tax revenues:					
Sales taxes	\$ 56,198	\$ 56,198	\$ 117,319	\$ 15,335,704	\$ 15,453,023
Operating interest	-	-	-	366,218	366,218
Total tax revenues	<u>56,203</u>	<u>56,203</u>	<u>117,324</u>	<u>15,701,922</u>	<u>15,819,246</u>
Administrative expenditures:					
SBOE fees	-	-	636	230,128	230,764
Professional services, non-project related	100	100	1,916	104,266	106,182
Administration costs, non-project related	1,240	1,240	12,845	146,455	159,300
Operating transfer out, non-project related	-	-	-	21,467	21,467
Other, non-project related	45	45	3,371	27,600	30,971
Capital outlay, non-project related	-	-	26	-	26
Environmental cleanup	131	131	1,713	314,039	315,752
	<u>1,516</u>	<u>1,516</u>	<u>20,507</u>	<u>843,954</u>	<u>864,461</u>
Net tax revenues	<u><u>\$ 54,687</u></u>	<u><u>\$ 54,687</u></u>	<u><u>\$ 96,817</u></u>	<u><u>\$ 14,857,967</u></u>	<u><u>\$ 14,954,784</u></u>
Bond revenues:					
Proceeds from issuance of bonds	\$ -	\$ -	\$ 358,593	\$ 740,000	\$ 1,098,593
Interest revenue from bond proceeds	4,162	4,162	6,410	55,200	61,610
Interest revenue from debt service funds	1	1	9	36,191	36,200
Interest revenue from commercial paper	-	-	393	-	393
Total bond revenues	<u>4,163</u>	<u>4,163</u>	<u>365,405</u>	<u>831,391</u>	<u>1,196,796</u>
Financing expenditures and uses:					
Professional services, non-project related	15	15	2,677	-	2,677
Bond debt principal	-	-	-	1,092,570	1,092,570
Bond debt and other interest expense	11,263	11,263	15,952	1,009,858	1,025,810
Total financing expenditures and uses	<u>11,278</u>	<u>11,278</u>	<u>18,629</u>	<u>2,102,428</u>	<u>2,121,057</u>
Net bond revenues (debt service)	<u><u>\$ (7,115)</u></u>	<u><u>\$ (7,115)</u></u>	<u><u>\$ 346,776</u></u>	<u><u>\$ (1,271,037)</u></u>	<u><u>\$ (924,261)</u></u>

Measure M2
Schedule of Revenues and Expenditures Summary
as of September 30, 2011
(Unaudited)

Project Description (G)	Net Tax Revenues Program to date Actual (H)	Total Net Tax Revenues (I)	Project Budget (J)	Estimate at Completion (K)	Variance Total Net Tax Revenues to Est at Completion (L)	Variance Project Budget to Est at Completion (M)	Expenditures through Sept 30, 2011 (N)	Reimbursements through Sept 30, 2011 (O)	Net Project Cost (P)	Percent of Budget Expended (Q)
Freeways (43% of Net Tax Revenues)										
A	I-5 Santa Ana Freeway Interchange Improvements	\$ 3,816	\$ 589,424	\$ 589,424	\$ 20	\$ -	\$ 71	\$ -	\$ 71	0.0%
B,C,D	I-5 Santa Ana/San Diego Freeway Improvements	9,623	1,313,637	1,313,637	172,714	-	9,297	36	9,261	0.7%
E	SR-22 Garden Grove Freeway Access Improvements	974	150,496	150,496	1	-	2	-	2	0.0%
F	SR-55 Costa Mesa Freeway Improvements	2,972	458,677	458,677	337	-	433	-	433	0.1%
G	SR-57 Orange Freeway Improvements	2,101	306,602	306,602	17,890	-	24,774	1,718	23,056	7.5%
H,I,J	SR-91 Riverside Freeway Improvements	12,028	1,854,564	1,854,564	3,408	-	13,664	5,297	8,367	0.5%
K,L	I-405 San Diego Freeway Improvements	6,655	606,250	606,250	421,747	-	12,159	627	11,532	1.9%
M	I-605 Freeway Access Improvements	162	25,083	25,083	-	-	-	-	-	0.0%
N	All Freeway Service Patrol	1,218	188,121	188,121	-	-	-	-	-	0.0%
	Freeway Mitigation	2,082	277,446	277,446	44,141	-	24,332	-	24,332	8.8%
	Subtotal Projects	41,631	5,770,300	5,770,300	660,258	-	84,732	7,678	77,054	
	Net (Bond Revenue)/Debt Service	-	660,258	660,258	(660,258)	-	4,707	-	4,707	
	Total Freeways	\$ 41,631	\$ 6,430,558	\$ 6,430,558	\$ -	\$ -	\$ 89,439	\$ 7,678	\$ 81,761	38.2%
	%			43.0%						
Street and Roads Projects (32% of Net Tax Revenues)										
O	Regional Capacity Program	\$ 9,682	\$ 1,359,578	\$ 1,359,578	\$ 135,884	\$ -	\$ 56,858	\$ 69	\$ 56,789	4.2%
P	Regional Traffic Signal Synchronization Program	3,872	598,011	598,011	147	-	357	-	357	0.1%
Q	Local Fair Share Program	17,427	2,691,911	2,691,911	-	-	8,880	-	8,880	0.3%
	Subtotal Projects	30,981	4,649,500	4,649,500	136,031	-	66,095	69	66,026	
	Net (Bond Revenue)/Debt Service	-	136,031	136,031	(136,031)	-	3,491	-	3,491	
	Total Street and Roads Projects	\$ 30,981	\$ 4,785,531	\$ 4,785,531	\$ -	\$ -	\$ 69,586	\$ 69	\$ 69,517	32.5%
	%			32.0%						

Measure M2
Schedule of Revenues and Expenditures Summary
as of September 30, 2011
(Unaudited)

Project Description (G)	Net Tax Revenues Program to date		Total Net Tax Revenues (I)	Project Budget (J)	Estimate at Completion (K)	Variance Total Net Tax Revenues to Est at Completion (L)	Variance Project Budget to Est at Completion (M)	Expenditures through Sept 30, 2011 (N)	Reimbursements through Sept 30, 2011 (O)	Net Project Cost (P)	Percent of Budget Expended (Q)
	Actual (H)										
Transit Projects (25% of Net Tax Revenues)											
R High Frequency Metrolink Service	\$ 8,667	\$ 1,338,775	\$ 1,338,775	\$ 1,287,221	\$ 1,287,221	\$ 51,554	\$ -	\$ 78,322	\$ 20,803	\$ 57,519	4.5%
S Transit Extensions to Metrolink	8,547	1,320,161	1,320,161	1,311,812	1,311,812	8,349	-	25	-	25	0.0%
T Metrolink Gateways	1,937	299,148	299,148	232,414	232,414	66,734	-	2	-	2	0.0%
U Expand Mobility Choices for Seniors and Persons with Disabilities	2,904	448,591	448,591	448,591	448,591	-	-	1,488	-	1,488	0.3%
V Community Based Transit/Circulators	1,936	299,016	299,016	299,016	299,016	-	-	-	-	-	0.0%
W Safe Transit Stops	214	33,004	33,004	33,004	33,004	-	-	-	-	-	0.0%
	24,205	3,738,695	3,738,695	3,612,058	3,612,058	126,637	-	79,837	20,803	59,034	
Net (Bond Revenue)/Debt Service	-	-	-	126,637	126,637	(126,637)	-	3,515	-	3,515	
Total Transit Projects	\$ 24,205	\$ 3,738,695	\$ 3,738,695	\$ 3,738,695	\$ 3,738,695	\$ -	\$ -	\$ 83,352	\$ 20,803	\$ 62,549	
%				25.0%						29.3%	
Measure M2 Program											
	\$ 96,817	\$ 14,954,784	\$ 14,954,784	\$ 14,954,784	\$ 14,954,784	\$ -	\$ -	\$ 242,377	\$ 28,550	\$ 213,827	

See Notes to Measure M2 Status Report (Unaudited)

Measure M2
 Schedule of Revenues and Expenditures Summary
 as of September 30, 2011
 (Unaudited)

Project Description (G)	Revenues Program to date		Total Revenues (I-1)	Project Budget (J)	Estimate at Completion (K)	Variance		Expenditures through Sept 30, 2011 (N)	Reimbursements through Sept 30, 2011 (O)	Net Project Cost (P)	Percent of Budget Expended (Q)
	Actual (H-1)					Total Revenues at Completion (L)	Project Budget to Est at Completion (M)				
Environmental Cleanup (2% of Revenues)											
X Clean Up Highway and Street Runoff that Pollutes Beaches	\$ 2,346	\$ 316,385	\$ 316,385	\$ 315,050	\$ 315,050	\$ 1,335	\$ -	\$ 1,713	\$ -	\$ 1,713	0.5%
Subtotal Projects	2,346	316,385	316,385	315,050	315,050	1,335	-	1,713	-	1,713	
Net (Bond Revenue)/Debt Service	-	-	-	1,335	1,335	(1,335)	-	105	-	105	
Total Environmental Cleanup %	\$ 2,346	\$ 316,385	\$ 316,385	\$ 316,385	\$ 316,385	\$ -	\$ -	\$ 1,818	\$ -	\$ 1,818	1.5%