



Orange County Transportation Authority

Board Agenda

Monday, January 27, 2025 at 9:30 a.m.

550 South Main Street, Orange, California

Board Members

Doug Chaffee, Chair
Jamey M. Federico, Vice Chair
Valerie Amezcua
Mike Carroll
Jon Dumitru
Katrina Foley
Patrick Harper
Michael Hennessey
Fred Jung
Stephanie Klopfenstein
Carlos A. Leon
Janet Nguyen
Tam T. Nguyen
Vicente Sarmiento
John Stephens
Mark Tettermer
Donald P. Wagner
Lan Zhou, Ex-Officio

Any person with a disability who requires a modification or accommodation in order to participate in this meeting should contact the Orange County Transportation Authority (OCTA) Clerk of the Board's office at (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.

Agenda Descriptions

Agenda descriptions are intended to give members of the public a general summary of items of business to be transacted or discussed. The posting of the recommended actions does not indicate what action will be taken. The Board may take any action which it deems to be appropriate on the agenda item and is not limited in any way by the notice of the recommended action.

Public Availability of Agenda Materials

All documents relative to the items referenced in this agenda are available for public inspection at www.octa.net or through the Clerk of the Board's office at the OCTA Headquarters, 600 South Main Street, Orange, California.

Meeting Access and Public Comments on Agenda Items

Members of the public can either attend in-person or access live streaming of Board and Committee meetings by clicking this link: <https://octa.legistar.com/Calendar.aspx>

BOARD MEETING AGENDA

In-Person Comment

Members of the public may attend in-person and address the Board regarding any item within the subject matter jurisdiction of OCTA. Please complete a speaker's card and submit it to the Clerk of the Board and notify the Clerk regarding the agenda item number on which you wish to speak. Speakers will be recognized by the Chair at the time of the agenda item is to be considered by the Board. Comments will be limited to three minutes. The Brown Act prohibits the Board from either discussing or taking action on any non-agendized items.

Written Comment

Written public comments may also be submitted by emailing them to ClerkOffice@octa.net, and must be sent by 5:00 p.m. the day prior to the meeting. If you wish to comment on a specific agenda item, please identify the item number in your email. All public comments that are timely received will be part of the public record and distributed to the Board. Public comments will be made available to the public upon request.

Call to Order

Invocation

Director Klopfenstein

Pledge of Allegiance

Director Jung

Closed Session

1. Closed Session

Overview

A Closed Session will be held as follows:

Pursuant to Government Code Section 54956.9(d)(1) - Conference with General Counsel - Existing Litigation - Orange County Transportation Authority v. Omar Deen, et al. - OCSC Case No. 30-2021-01214128.

Special Calendar

Orange County Transportation Authority Special Calendar Matters

2. Presentation of Resolutions of Appreciation for Employees of the Month

Maggie McJilton

Overview

Present Orange County Transportation Authority resolutions of Appreciation to Manuel Garcia, Coach Operator, Daniel Gonzales, Maintenance, and Ronald Wolf Administration, Resolution Nos. 2025-004, 2025-005, 2025-006 as Employees of the Month for January 2025.

BOARD MEETING AGENDA

3. 2025 Board of Directors and Chief Executive Officer Initiatives and Action Plan

Lauren Sato/Rose Casey

Overview

At the beginning of each calendar year, the Orange County Transportation Authority (OCTA) Board of Directors (Board), led by the Board Chair, identifies a set of priorities and goals for the year, titled Board Initiatives. The Chief Executive Officer (CEO) Initiatives and Action Plan are developed concurrently to support and advance the Board Initiatives. Together, the OCTA Board Initiatives and CEO Initiatives and Action Plan establish a roadmap for major achievements throughout the calendar year. The 2025 Board and CEO Initiatives, combined as Attachment A, form an ambitious, yet well-rounded and sustainable plan.

Attachments:

[Staff Report](#)

[Attachment A](#)

[Attachment B](#)

4. Sacramento Advocate Presentation

Moira Topp/Kristin Jacinto

Overview

The Orange County Transportation Authority's Sacramento Advocate, Moira Topp of Topp Strategies, will provide an overview of anticipated transportation-related policy and funding discussions by the Administration and the California State Legislature during the first year of the 2025-26 Regular Session.

Consent Calendar (Items 5 through 13)

All matters on the Consent Calendar are to be approved in one motion unless a Board Member or a member of the public requests separate action on a specific item.

Orange County Transportation Authority Consent Calendar Matters

5. Approval of Minutes

Clerk of the Board

Recommendation(s)

- A. Approve the minutes of the January 13, 2025 Orange County Transportation Authority and affiliated agencies' regular meeting
- B. Approve a correction to Item # 11 on the October 9, 2023, Orange County Transportation Authority and affiliated agencies' regular meeting minutes to reflect the amended recommendations as voted on by the Board.

Attachments:

[Attachment A](#)

[Attachment B](#)

BOARD MEETING AGENDA

6. Approval of 2025 Orange County Transportation Authority Board Committees and External Agencies' Assignments

Overview

The recommended 2025 Board Member assignments for the Orange County Transportation Authority Board of Directors' committees and external agencies are presented for the Board of Directors' consideration and approval.

Recommendation(s)

- A. Approve the Chair's assignments for the 2025 Orange County Transportation Authority Board of Directors' committees comprised of the Executive, Finance and Administration, Legislative and Communications, Regional Transportation Planning, State Route 91 Advisory, Transit, and Environmental Oversight committees.
- B. Receive the Chair's assignments for the 2025 external agencies comprised of the California Association of Councils of Governments, Los Angeles - San Diego - San Luis Obispo Rail Corridor Agency, Mobile Source Air Pollution Reduction Review Committee, Southern California Association of Governments' Regional Council, Orange County Council of Governments, and the Southern California Regional Rail Authority.

Attachments:

[Staff Report](#)

[Attachment A](#)

7. Fiscal Year 2023-24 Single Audit and Agreed-Upon Procedures Reports

Janet Sutter

Overview

The Orange County Transportation Authority is required by the United States Office of Management and Budget Circular A-133 to obtain an independent auditor's opinion on its compliance with requirements of major federal programs. Crowe LLP, an independent accounting firm, has completed the required Single Audit Report and issued an unmodified, or "clean", opinion. In addition, Crowe LLP has issued reports on the results of agreed-upon procedures applied to assist management in determining compliance with certain other state, federal, and local requirements.

Recommendation(s)

Receive and file the fiscal year 2023-24 Single Audit and agreed-upon procedures reports as information items.

Attachments:

BOARD MEETING AGENDA

[Transmittal](#)

[Staff Report](#)

[Attachment A](#)

[Attachment B](#)

[Attachment C](#)

[Attachment D](#)

[Attachment E](#)

[Attachment F](#)

8. **Fiscal Year 2024-25 Internal Audit Plan, Second Quarter Update**

Janet Sutter

Overview

The Orange County Transportation Authority Board of Directors adopted the Orange County Transportation Authority Internal Audit Department Fiscal Year 2024-25 Internal Audit Plan on July 22, 2024. This report provides an update on activities for the second quarter of the fiscal year.

Recommendation(s)

Receive and file the second quarter update to the Orange County Transportation Authority Internal Audit Department Fiscal Year 2024-25 Internal Audit Plan as an information item.

Attachments:

[Transmittal](#)

[Staff Report](#)

[Attachment A](#)

[Attachment B](#)

[Attachment C](#)

9. **Employee Compensation, Internal Audit Report No. 25-507**

Serena Ng/Janet Sutter

Overview

The Internal Audit Department of the Orange County Transportation Authority has completed an audit of employee compensation. Based on the audit, policies, procedures, and controls over employee compensation actions are in place and operating effectively; however, recommendations have been made to strengthen controls to ensure compliance with the Temporary Salary Increases Policy and to improve documentation supporting incentive calculations and annual determination of the cellular allowance.

Recommendation(s)

Direct staff to implement two recommendations provided in Employee Compensation, Internal Audit Report No. 25-507.

Attachments:

BOARD MEETING AGENDA

[Transmittal](#)

[Staff Report](#)

[Attachment A](#)

10. Fiscal Year 2024-25 First Quarter Budget Status Report

Victor Velasquez/Andrew Oftelie

Overview

Orange County Transportation Authority staff has implemented the fiscal year 2024-25 budget. This report summarizes the material variances between the budget and actual revenues and expenses through the first quarter of fiscal year 2024-25.

Recommendation(s)

Approve a budget amendment to the fiscal year 2024-25 405 Express Lanes Budget, reducing it from \$57,230,430 to \$42,603,879.

Attachments:

[Transmittal](#)

[Staff Report](#)

[Attachment A](#)

11. Orange County Transportation Authority Investment and Debt Programs Report - November 2024

Robert Davis/Andrew Oftelie

Overview

The Orange County Transportation Authority has a comprehensive investment and debt program to fund its immediate and long-term cash flow demands. Each month, the Treasurer submits a report detailing investment allocation, performance, compliance, outstanding debt balances, and credit ratings for the Orange County Transportation Authority's debt program. This report is for the month ending November 30, 2024. The report has been reviewed and is consistent with the investment practices contained in the investment policy.

Recommendation(s)

Receive and file as an information item.

Attachments:

[Transmittal](#)

[Staff Report](#)

[Attachment A](#)

[Attachment B](#)

BOARD MEETING AGENDA

Orange County Local Transportation Authority Consent Calendar Matters

12. Measure M2 Community-Based Transit Circulators Program Project V Ridership Report

Charvalen Alacar/Rose Casey

Overview

Measure M2 is a multimodal transportation improvement program and includes a program to fund community-based transit circulators known as Project V. The goal of this program is to provide local transit services that complement regional bus and rail service in areas not adequately served by regional transit. Funding is awarded to local jurisdictions through a competitive call for projects. Local jurisdictions then implement the awarded services and are required to report on the performance of the services to ensure each is meeting required performance standards. This report covers the period from April 2024 to September 2024.

Recommendation(s)

Receive and file the Project V Ridership Report as an information item.

Attachments:

[Transmittal](#)

[Staff Report](#)

[Attachment A](#)

13. Cooperative Agreement with the City of Santa Ana for the First Street Multimodal Boulevard Study

Alicia Yang/Rose Casey

Overview

The Orange County Transportation Authority has received grant funds for the First Street Multimodal Boulevard Study. The purpose of the grant is to assess the opportunity for bicycle, pedestrian, and transit improvements along First Street in the City of Santa Ana. The grant requires a cooperative agreement between the Orange County Transportation Authority and the City of Santa Ana. Board of Directors' approval of the cooperative agreement is requested.

Recommendation(s)

- A. Authorize the Chief Executive Officer to negotiate and execute Cooperative Agreement No. C-4-2053 between the Orange County Transportation Authority and the City of Santa Ana, in an amount up to \$4,300,000, for the First Street Multimodal Boulevard Study.
- B. Authorize staff to make all necessary amendments to the Federal Transportation Improvement Program and execute any necessary agreements to facilitate the recommendations above.

BOARD MEETING AGENDA

Attachments:

[Staff Report](#)

Regular Calendar

Orange County Local Transportation Authority Regular Calendar Matters

14. OC Streetcar Project Quarterly Update

Jeff Mills/James G. Beil

Overview

The Orange County Transportation Authority is implementing the OC Streetcar project, and updates are provided to the Board of Directors on a quarterly basis. This report covers OC Streetcar project activities from October 2024 through December 2024.

Recommendation(s)

Receive and file as an information item.

Attachments:

[Transmittal](#)

[Staff Report](#)

[Attachment A](#)

[Presentation](#)

Discussion Items

15. Proposed State Route 241/91 Express Connector Update

Kirk Avila

Overview

In October 2019, the Orange County Transportation Authority Board of Directors approved a Term Sheet that serves as a framework for delivering a future direct, tolled connector linking the State Route 241 Toll Road to the 91 Express Lanes. Since the approval in 2019, staffs from the Orange County Transportation Authority, Riverside County Transportation Commission, Foothill/Eastern Transportation Corridor Agency, and the California Department of Transportation have been meeting regularly to advance the project to construction.

Attachments:

[Presentation](#)

16. Public Comments

17. Chief Executive Officer's Report

BOARD MEETING AGENDA

18. Directors' Reports

19. Adjournment

The next regularly scheduled meeting of this Board will be held:

9:30 a.m., on Monday, February 10, 2025

OCTA Headquarters

Board Room

550 South Main Street

Orange, California



January 27, 2025

To: Members of the Board of Directors *Doug Chaffee*

From: Douglas Chaffee, Chair of the Board of Directors
Darrell E. Johnson, Chief Executive Officer *Darrell Johnson*

Subject: 2025 Board of Directors and Chief Executive Officer Initiatives and Action Plan

At the beginning of each calendar year, the Orange County Transportation Authority (OCTA) Board of Directors (Board), led by the Board Chair, identifies a set of priorities and goals for the year, titled Board Initiatives. The Chief Executive Officer (CEO) Initiatives and Action Plan are developed concurrently to support and advance the Board Initiatives. Together, the OCTA Board Initiatives and CEO Initiatives and Action Plan establish a roadmap for major achievements throughout the calendar year. The 2025 Board and CEO Initiatives, combined as Attachment A, form an ambitious, yet well-rounded and sustainable plan.

For 2025, there are three Board Initiatives supported by nine CEO Initiatives. The 2025 Board and CEO Initiatives and Action Plan (Attachment B) includes 109 projects and/or program milestones. These milestones give OCTA staff clear strategic guidance for implementation throughout the calendar year. Reports on the CEO Initiatives and Action Plan detailing progress on these milestones will be provided on a quarterly basis for Board review.

Please let me know if you have any questions on the Board Initiatives or contact Darrell E. Johnson, CEO, at (714) 560-5343 with questions on the Action Plan.

DBC/DEJ:ls
Attachments



Orange County Transportation Authority

2025 Board & CEO Initiatives

Deliver the Public a Balanced, Sustainable, & Equitable Transportation System



- Provide Efficient, Reliable, and Accessible Options to Move People and Goods
- Continue to Fulfill Commitments through the Voter-Approved Measure M2 Local Sales Tax Program
- Actively Engage with Stakeholders and Seek Input from Diverse Communities

Ensure Organizational Resiliency through Fiscal & Environmental Responsibility



- Maintain Financial Integrity and Effectively Administer Taxpayer Dollars for Transportation
- Adapt to Changes in the Environment through Enhanced Resiliency Initiatives
- Support Thriving Communities by Advancing Environmental Stewardship and Sustainability

Uphold Continued Excellence, Diversity, & Collaboration



- Optimize Relationships with Regional, Business, and Community Partners to Advance Shared Priorities
- Reflect Community Values through a Continued Commitment to an Inclusive and Diverse Work Culture
- Promote Employee Development and Belonging by Providing a Safe and Welcoming Workplace

Doug Chaffee

Doug Chaffee
Chair

Darrell E. Johnson

Darrell E. Johnson
Chief Executive Officer



Orange County Transportation Authority

2025 Board & CEO Initiatives

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- Support Thriving Communities by Advancing Environmental Stewardship and Sustainability

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- Promote Employee Development and Belonging by Providing a Safe and Welcoming Workplace


Doug Chaffee
Chair


Darrell E. Johnson
Chief Executive Officer

2025 Board Initiatives

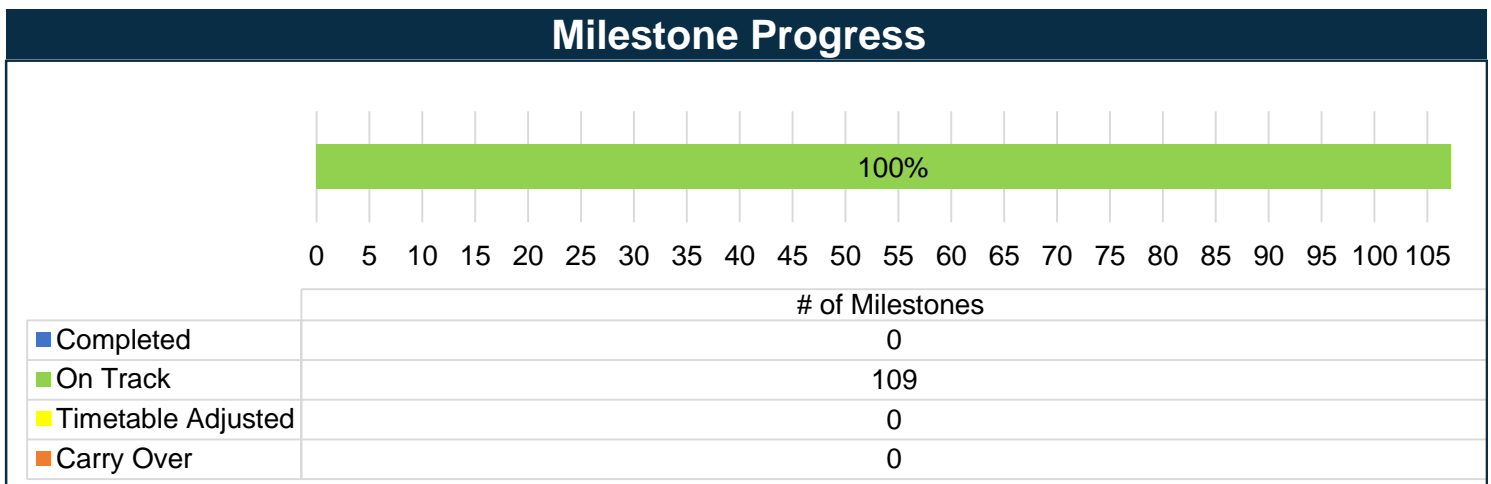
- Deliver the Public a Balanced, Sustainable, and Equitable Transportation System
- Ensure Organizational Resiliency through Fiscal and Environmental Responsibility
- Uphold Continued Excellence, Diversity, and Collaboration

2025 CEO Initiatives

- Provide Efficient, Reliable, and Accessible Options to Move People and Goods
- Continue to Fulfill Commitments through the Voter-Approved Measure M2 Local Sales Tax Program
- Actively Engage with Stakeholders and Seek Input from Diverse Communities
- Maintain Financial Integrity and Effectively Administer Taxpayer Dollars for Transportation
- Adapt to Changes in the Environment through Enhanced Resiliency Initiatives
- Support Thriving Communities by Advancing Environmental Stewardship and Sustainability
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2025 CEO Milestone Summary

Number of Milestones by Quarter	
Quarter Due	Number
First Quarter	10
Second Quarter	30
Third Quarter	22
Fourth Quarter	47
TOTAL	109



FIRST QUARTER (Q1)

0 of 10 Completed - 0%

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
1.	BEB Charging Infrastructure (Santa Ana Bus Base)**	Advance Zero-Emission Goals	Seek Board approval to release public works IFB - Q1					
2.	Bus Base Gates*	Enhance Security at Bus Bases with Security Gate Installations	Complete construction - Q1					
3.	Mission Viejo/Laguna Niguel Rail ROW Slope Stabilization**	Ensure Asset Preservation and Climate Resiliency	Advertise for construction - Q1					
4.	Renewable Solar Energy at Bus Bases**	Advance Climate Goals by Introducing Renewable Energy into Agency Operations	Seek Board approval to release RFP for design - Q1					
5.	Local Government Outreach	Establish Relationships with Newly Elected Officials	Conduct outreach to all new mayors and city council members - Q1					
6.	Surface Transportation Reauthorization	Inform Reauthorization	Develop priorities for reauthorization and present to Board - Q1					
7.	Coach Operator Barriers	Enhance Bus Operator Safety	Start installation of operator barriers on buses - Q1					
8.	Zero-Emission Bus (ZEB) Program Update	Advance Zero-Emission Goals	Provide progress report to Board on ZEB Program, including the hydrogen FCEBs and plug-in BEBs - Q1					
9.	Management Development Academy (MDA)	Provide Professional Development Opportunities	Launch sixth cohort - Q1					
10.	Olympics 2028	Develop an Action Plan to Guide Preparations	Coordinate with LA Metro and other regional transit providers and provide update to Board - Q1					

*2024 Carryover

**2024 Carryover (modified)



SECOND QUARTER (Q2)

0 of 30 Completed - 0%

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
1.	Hydrogen Fueling Station (Garden Grove Bus Base)**	Advance Zero-Emission Goals	Seek Board approval to award design-build agreement - Q2					
2.	I-605, Katella Avenue Interchange**	Advance Construction	Initiate construction - Q2					
3.	OC Streetcar	Prepare for OC Streetcar Operations	Receive delivery of first vehicles - Q2					
4.	Orange County Maintenance Facility**	Support Metrolink Efforts to Optimize and Expand Service	Seek resolution to proceed to design phase - Q2					
5.	SR-55, I-5 to SR-91	Advance Design Phase	Present update on design status and project schedule to Board - Q2					
6.	SR-91, SR-55 to Lakeview Avenue	Advance Construction	Initiate construction - Q2					
7.	405 Express Lanes	Update Board on Latest Traffic and Revenue Data	Present update to Board - Q2					
8.	M2 Compliance Audit Report	At the Request of the Taxpayer's Oversight Committee (TOC), Provide Results of an Independent Measure M2 Compliance Audit	Present results of M2 Compliance Audit to TOC and Board - Q2					
9.	Headquarters Building	Implement Long-Term Strategy for the OCTA Administrative Headquarters	Submit permit to the City of Santa Ana for Board/conference room construction and procure design services for headquarters building improvements - Q2					
10.	OCTA's Operating and Capital Budget	Develop a FY 2025-26 Balanced Budget	Present a comprehensive and balanced OCTA FY 2025-26 budget for adoption by the Board - Q2					
11.	Federal Compliance Training	Provide Federal Compliance and Oversight Training Agencywide on New and Current Federal Requirements	Conduct federal compliance training for agency's project managers and subject matter experts - Q2					
12.	State and Federal Delegation Outreach	Establish Relationships with Newly Elected Officials	Meet with all newly elected Orange County state and federal offices - Q2					

**2024 Carryover (modified)

COMPLETED	ON TRACK	TIMETABLE ADJUSTED	CARRYOVER
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Q2 (Continued)

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
13.	Bus Fleet Management	Maintain Fleet in a State of Good Repair	Seek Board approval to award contract to purchase six 60-foot buses - Q2					
14.	College Pass Program	Continue Working with Community Colleges to Renew or Extend Agreements for the Program	Exercise option term with Coastline College, Orange Coast College, and Santiago Canyon College Continuing Education - Q2					
15.	Metrolink Service	Plan, Fund, and Administer Sustainable Metrolink Service	Receive updates from Metrolink on the financial and operational performance of the service optimization - Q2					
16.	Metrolink Special Event Train	Increase Opportunities for Special Metrolink Service	Implement Angels Express Service consistent with Metrolink's service optimization - Q2					
17.	OC ACCESS	Deliver Required Complementary ADA Paratransit Service and Microtransit Service	Seek Board approval to exercise option term for OC ACCESS paratransit agreement - Q2					
18.	OC ACCESS Eligibility Assessment Contract	Establish Certification Process for Determining Eligibility for Complementary Paratransit Service per ADA Requirements	Seek Board approval to award contract for the OC ACCESS eligibility assessment - Q2					
19.	OC ACCESS Eligibility Assessments Software Implementation	Implement Software Needed to Perform OC ACCESS Eligibility Assessments	Implement use of new software for eligibility assessments tracking - Q2					
20.	OC Flex*	Explore Efficient and Effective Transit Options to Better Meet Mobility Demands in Orange County	Assess OC Flex performance and provide a report to Board on future direction - Q2					
21.	OC Streetcar*	Prepare for OC Streetcar Operations	Initiate OC Streetcar testing with Herzog Contracting Corp. - Q2					
22.	Personnel and Salary Resolution	Attract and Retain Top Talent	Present recommendations to Board as part of the OCTA FY 2025-26 budget - Q2					

*2024 Carryover

COMPLETED	ON TRACK	TIMETABLE ADJUSTED	CARRYOVER
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Q2 (Continued)

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
23.	Public Transportation Agency Safety Plan (PTASP)	Update OCTA's PTASP to Adopt New FTA Requirements (Joint Safety Committee, Performance Targets, etc.)	Seek Board approval for the 2025 PTASP - Q2					
24.	Workday	Support Agencywide Adoption of New Workday Software System	Launch change management plan and employee communications - Q2					
25.	2027-2028 CMAQ-STBG Call for Projects Nominations	Establish Priorities for OCTA Project Recommendations to SCAG	Present report to Board - Q2					
26.	Coastal Rail Resiliency Study	Identify Potential Short-Term and Mid-Term Solutions to Protect the Existing Coastal Rail Infrastructure	Present preliminary options for short- and mid-term protection strategies and seek stakeholder input - Q2					
27.	Fullerton Park-and-Ride Joint Use Master Plan	Review Conceptual Site Designs and Feasibility Analysis	Provide update to ESC - Q2					
28.	M2 Triennial Performance Assessment	Evaluate the Efficiency, Effectiveness, Economy, and Results of the Agency's Delivery of M2	Present the sixth performance assessment covering FY 2021-22 through FY 2023-24 - Q2					
29.	Signal Synchronization	Improve Roadway Efficiency	Provide update to Board on signal synchronization projects (Project P), including the countywide signal synchronization baseline - Q2					
30.	ZEB Transition Plan**	Evaluate Charging Infrastructure Needs and Facilities for ZEB Rollout Plan	Award contract to initiate project and present update to ESC - Q2					

**2024 Carryover (modified)

COMPLETED	ON TRACK	TIMETABLE ADJUSTED	CARRYOVER
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THIRD QUARTER (Q3)

0 of 22 Completed - 0%

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
1.	I-5, Avenida Pico to San Diego County Line**	Advance Environmental Phase	Release Draft Environmental Document for public review - Q3					
2.	I-5, SR-73 to El Toro Road Project	Continue to Advance Construction on All Segments	Complete construction on all segments - Q3					
3.	I-5, Yale Avenue to SR-55	Advance Construction	Advertise for construction - Q3					
4.	Transit Security and Operations Center	Ensure Transit Service Continuity	Provide construction update to Board - Q3					
5.	241/91 Express Connector (EC)**	Advance Project Development Phase	Seek Board direction for the Master Agreement, Operating Agreement, and Letter of Support for the 241/91 EC project - Q3					
6.	405 Express Lanes	Update Board on Activities of the Recently Completed Fiscal Year	Provide fiscal year-end report to Board - Q3					
7.	91 Express Lanes	Update Board on Activities of the Recently Completed Fiscal Year	Provide fiscal year-end report to Board - Q3					
8.	91 Express Lanes*	Install Toll Entrance Readers to Register Vehicles Entering the 91 Express Lanes	Complete installation of infrastructure gantries, cameras, and readers at the three entrances of the 91 Express Lanes - Q3					
9.	Credit Ratings	Maintain OCTA's Positive Credit Rating	Conduct annual rating agency meeting - Q3					
10.	Cybersecurity	Protect OCTA's Information Systems	Require completion of annual cybersecurity training for all employees - Q3					
11.	Enterprise Asset Management (EAM)**	Implement New EAM System	Transition Infor EAM System from test into full production and provide periodic updates to ESC - Q3					
12.	Rider Validation System (RVS)	Modernize OCTA's Fare Collection System	Implement RVS - Q3					
13.	Bus Fleet Management	Maintain Fleet in a State of Good Repair and Advance Zero-Emission Goals	Receive delivery of ten battery-electric vans for paratranist service - Q3					

*2024 Carryover

**2024 Carryover (modified)

COMPLETED	ON TRACK	TIMETABLE ADJUSTED	CARRYOVER
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Q3 (Continued)

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
14.	Diversity, Equity, Inclusion, and Belonging - Affirmative Action Plan/Equal Employment Opportunity (AAP/EEO)	Provide Updates on Progress of AAP/EEO Development and Implementation and Adhere to Federal Requirements	Present biannual updates to ESC - Q1 and Q3					
15.	Early Career Academy (ECA)	Provide Early Career Development to Grow New Professionals	Launch fifth cohort - Q3					
16.	Employee Health Insurance Renewal Programs	Secure Competitive Health Benefits	Present health insurance recommendations to Board - Q3					
17.	RVS	Create Awareness of Wave Card, Mobile Application, and Other Fare Changes	Launch an awareness, customer education, and promotional program for RVS - Q3					
18.	2026 Long-Range Transportation Plan (LRTP)	Identify Draft Challenges and Goals	Provide update to ESC - Q3					
19.	Coastal Rail Solutions	Develop Long-term Strategies for Coastal Rail Infrastructure	Develop framework for an agreement with the State of California to study long-term coastal resiliency solutions - Q3					
20.	SR-91 Eastbound Corridor Operations Project (ECOP)	Advance Measure M2 Improvements Along SR-91	Initiate agreement with RCTC for Eastbound SR-91 operational improvements between SR-241 and SR-71 and present update to ESC - Q3					
21.	SR-91 Implementation Plan	Collaborate with RCTC to Update the Plan in Support of Regional SR-91 Corridor Transportation Improvements	Present Plan to Board - Q3					
22.	Streets and Roads Grants	Fund Streets and Roads Improvements	Present recommendations for RCP (Project O) and RTSSP (Project P) projects grant awards to Board - Q3					

COMPLETED

ON TRACK

TIMETABLE ADJUSTED

CARRYOVER

FOURTH QUARTER (Q4)

0 of 47 Completed - 0%

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
1.	BEB Charging Infrastructure (Irvine Construction Circle Bus Base)	Advance Zero-Emission Goals	Complete design phase - Q4					
2.	SR-57, Orangewood Avenue to Katella Avenue	Advance Construction	Initiate construction - Q4					
3.	SR-91, Acacia Street to La Palma Avenue	Advance Construction	Initiate construction - Q4					
4.	Crisis Communications	Ensure Agency and Staff Preparedness	Conduct a tabletop exercise for the Crisis Communications team and revise Crisis Communications Plan as appropriate - Q4					
5.	OCTA in the News	Share Newsworthy OCTA Activities and Actions to Obtain Coverage and Raise Awareness of OCTA Programs, Initiatives, and Plans	Continue to highlight OCTA initiatives through mainstream, ethnic, industry, and social media - Q1-Q4					
6.	Annual Comprehensive Financial Report	Ensure Accountability and Transparency	Obtain an unmodified opinion from the external auditors and provide the annual financial statements to Board - Q4					
7.	Comprehensive Business Plan (CBP)	Develop OCTA's Business Plan	Update program cash flows - Q4					
8.	Workday	Implement Scalable Enterprise Solution and Improve Operational Effectiveness, Efficiency, and Internal Collaboration	Replace current PACE and Payroll Lawson/Infor System with Workday - Q4					
9.	Federal Compliance Review Simulation	Conduct Compliance Review Simulation to Prepare Agency for FTA's Official Triennial Review	Conduct mock triennial review using same methodology and intensity as FTA's official Triennial Review - Q4					
10.	Legislative Forums	Communicate Transportation Needs and Challenges and OCTA's Ongoing Plans, Programs, and Projects	Conduct forums with local delegation representatives and report to management team - Q2 and Q4					

COMPLETED	ON TRACK	TIMETABLE ADJUSTED	CARRYOVER
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Q4 (Continued)

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
11.	Legislative Platforms	Set Legislative Priorities	Present final 2026-27 state and federal legislative platforms to Board for approval - Q4					
12.	Legislative Priorities	Provide End-of-Session Report	Discuss outcomes of legislative priorities with L&C - Q4					
13.	Local Government Forums	Conduct Mayors Forums by District	Conduct forums with city leaders and report to management team - Q4					
14.	OC ACCESS Operations Software Implementation	Implement Software Aimed to Improve OC ACCESS Performance and Provide Riders with Alternative Transit Options	Begin implementation of new software for paratransit scheduling and operations - Q4					
15.	Paratransit Vehicles	Replace Existing 121 Cutaway Buses with a Mix of Cutaways and Vans	Begin receiving delivery of 108 vans and 13 cutaways - Q4					
16.	Same-Day Taxi	Deliver Enhanced OC ACCESS Service	Seek Board approval to exercise option term for agreement for same-day taxi service - Q4					
17.	91 and 405 Express Lanes Communications	Provide Customer Communications and Enhance Brand Awareness, Perceptions, and Usage of the Express Lanes	Implement multilingual Express Lanes marketing, communications, and outreach at community events and through social media - Q4					
18.	Community Opinion and Public Support Research	Obtain Public Input and Preferences for OCTA's Various Projects, Programs, and Services	Conduct qualitative and quantitative surveys to evaluate customer satisfaction, including the M2 Ten-Year Review and other surveys - Q4					
19.	Diversity Outreach	Maintain Participation of Diverse Communities in Transportation Planning Process and Promote Inclusivity to Ensure Transit Services are Accessible and Welcoming to People from all Backgrounds and Communities	Track number of people reached and survey responses with in-person outreach activities and mailings to disadvantaged communities via email and postcards - Q1-Q4					

COMPLETED

ON TRACK

TIMETABLE ADJUSTED

CARRYOVER

Q4 (Continued)

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
20.	Diversity Outreach - Diverse Community Leaders Group (DCLG)	Maximize Relationships with Key Stakeholders and Leaders that Represent Diverse Communities to Solicit Feedback and Incorporate their Suggestions into Transit Improvements and Future Planning Efforts	Continue engagement with DCLG through quarterly meetings, participation in events and activities with DCLG organizations, and feedback surveys and provide updates to Board - Q1-Q4					
21.	Maintenance Collective Bargaining Agreement	Negotiate and Renew Agreement	Present agreement to Board - Q4					
22.	Marketing Activities	Promote and Educate Public on OCTA Services	Present biannual updates on ongoing campaigns promoting bus, rail, OC Flex, rideshare, and vanpool services to L&C - Q2 and Q4					
23.	OC Streetcar	Ensure Alignment, Systems, Maintenance and Storage Facility, and Vehicles Meet All Health, Safety, and Environmental Compliance Requirements through Vehicle Delivery, Testing, and Pre-Revenue Service	Work directly with all applicable regulatory agencies to ensure compliance, approval, and permits are obtained - Q4					
24.	OC Streetcar Marketing and Customer Communications**	Create Awareness and Interest in OC Streetcar to Build Ridership	Develop and launch awareness campaign and promotion to encourage use and implement customer communications - Q4					
25.	OC Streetcar Testing/Operations Safety Education and Public Awareness	Educate Various Target Audiences About OC Streetcar Safety During Testing Period Leading Up to Revenue Service	Expand reach and penetration of safety education campaign to raise public awareness once vehicles arrive and testing begins on tracks and present quarterly reports to Board - Q1-Q4					
26.	Outreach Activities	Conduct Outreach to Support Capital Projects	Provide updates to Board on OC Streetcar, I-5 corridor projects, SR-55 corridor projects, I-605/Katella Avenue interchange, and SR-91, and other projects - Q1-Q4					

**2024 Carryover (modified)

COMPLETED	ON TRACK	TIMETABLE ADJUSTED	CARRYOVER
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Q4 (Continued)

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
27.	Outreach Activities	Conduct Outreach to Support Planning Studies	Provide outreach updates to Board for planning studies, including OC Connect, OC Transportation Demand Management Plan, OC Transit Vision Plan, OC Coastal Rail Resiliency Study, 2026 LRTP, and others as appropriate - Q1-Q4					
28.	Transit Marketing and Customer Communications	Promote and Educate Public on OCTA Transit Services	Develop and implement multilingual campaigns and programs to promote the Youth Ride Free and College Pass Programs, major service changes, Metrolink service, and other activities and present update to Board - Q4					
29.	Workday	Support Agencywide Adoption of New Workday Software System	Complete employee training on the use of new software - Q4					
30.	2026 State Transportation Improvement Program (STIP)	Maximize State Funding Opportunities	Present the 2026 STIP proposal to Board for approval - Q4					
31.	405 Express Lanes Excess Toll Revenue Expenditure Plan	Complete Express Lanes Excess Toll Revenue Policies to Satisfy Requirements to Develop 405 Expenditure Plan	Present 405 Express Lanes Excess Toll Revenue policies to Board for approval - Q4					
32.	Active Transportation Initiatives	Implement Programs in Support of Non-Motorized Transportation	Provide biannual updates on active transportation initiatives, including OC Connect, Safe Routes to School, and Bike Counts to Board - Q2 and Q4					
33.	Climate Adaptation and Sustainability	Advance Agency Sustainability Practices and Resiliency Efforts to Adapt to Climate Change Impacts	Provide update on recommended follow-up activities to ESC - Q4					
34.	Coastal Rail Protection	Support Efforts to Develop Immediate Solutions for Coastal Rail Infrastructure	Work with external stakeholders and provide periodic updates to Board - Q2 and Q4					
35.	Congestion Management Program (CMP)	Report on the CMP Status and Local Jurisdiction Compliance	Present to Board for approval - Q4					

COMPLETED

ON TRACK

TIMETABLE ADJUSTED

CARRYOVER

Q4 (Continued)

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
36.	E-Bikes	Highlight Active Transportation Coordination	Publish local ordinances and resolutions on OCTA webpage, including easy to understand versions for quick reference - Q4					
37.	I-5 Managed Lanes Interagency Agreement Framework	Establish Potential Roles and Responsibilities Related to Transit for Vehicle Miles Traveled Mitigation	Complete and present update to ESC - Q4					
38.	M2 Environmental Cleanup Program (Project X)	Fund Localized Water Quality Improvements	Present programming recommendations for Tier 1 water quality projects grant awards to Board - Q4					
39.	M2 Environmental Mitigation Programs	Ensure Compliance with Resource Agency Permits	Present biannual progress reports to Board - Q2 and Q4					
40.	M2 Quarterly Reports	Provide Updates on Progress of M2 Implementation and Fulfill the Requirements of the M2 Ordinance No. 3	Present quarterly reports to Board - Q1-Q4					
41.	M2 Ten-Year Review	Evaluate Performance of the M2 Program through a Comprehensive Review	Present report to Board - Q4					
42.	Rail Strategic Plan	Inventory Current and Future Rail Infrastructure Capacity and Assess if Modifications to Planned Rail Service Enhancements are Recommended to Better Serve Orange County	Present update to ESC - Q4					
43.	Regional Planning Activities	Highlight Transportation Planning Activities	Present biannual reports on activities underway that impact OCTA and the Southern California region to Board - Q2 and Q4					

COMPLETED

ON TRACK

TIMETABLE ADJUSTED

CARRYOVER

Q4 (Continued)

#	Project/Program	Objective	Milestone	Notes	Q1	Q2	Q3	Q4
44.	South County Mobility Improvements	Collaborate with Key Agencies to Advance Development and Implementation of Transportation Improvements in South Orange County	Provide update to Board - Q4					
45.	Transit Asset Management (TAM) Plan	Update Agency's Existing TAM Plan to Maintain Assets in a State of Good Repair	Award contract to initiate project - Q4					
46.	Transit Optimization Study	Identify Bus Operation Enhancements to Improve Speed and Reliability	Complete study - Q4					
47.	Transit Ridership Optimization**	Assess Transit Service to Meet Current Ridership Demand	Implement Making Better Connections Service Plan, as appropriate, to reflect current ridership trends and provide updates to ESC - Q4					

**2024 Carryover (modified)

Acronyms

AAP/EEO - Affirmative Action Plan/Equal Employment Opportunity	L&C - Legislative and Communications Committee
ADA - Americans with Disabilities Act	LRTP - Long-Range Transportation Plan
Board - Board of Directors	M2 - Measure M2
BEB - Battery Electric Bus	MDA - Management Development Academy
CBP - Comprehensive Business Plan	OCTA - Orange County Transportation Authority
CEO - Chief Executive Officer	RCTC - Riverside County Transportation Commission
CMAQ - Congestion Mitigation Air Quality	RCP - Regional Capacity Program
DCLG - Diverse Community Leaders Group	RFP - Request for Proposals
E-Bike - E-Bicycle	ROW - Right-of-Way
EAM - Enterprise Asset Management	RTSSP - Regional Transportation Signal Synchronization Program
ECA - Early Career Academy	SCAG - Southern California Association of Governments
ESC - Executive Steering Committee	SR-55 - State Route 55
FCEB - Fuel-Cell Electric Bus	SR-73 - State Route 73
FTA - Federal Transit Administration	SR-91 - State Route 91
FY - Fiscal Year	SR-241 - State Route 241
I-5 - Interstate 5	STBG - Surface Transportation Block Grant
I-405 - Interstate 405	STIP - State Transportation Improvement Program
I-605 - Interstate 605	TAM - Transit Asset Management
IFB - Invitation for Bids	ZEB - Zero-Emission Bus

**Call to Order**

The January 13, 2025, regular meeting of the Orange County Transportation Authority (OCTA) Board of Directors and affiliated agencies was called to order by Chair Nguyen at 9:30 a.m. at the OCTA Headquarters, 550 South Main Street, Orange, California.

Directors Present: Tam T. Nguyen, Chair
Doug Chaffee, Vice Chair
Valerie Amezcua
Mike Carroll
Jon Dumitru
Jamey Federico
Katrina Foley
Patrick Harper
Michael Hennessey
Fred Jung
Stephanie Klopfenstein
Carlos A. Leon
Janet Nguyen
Vicente Sarmiento
John Stephens
Mark Tettemer
Donald P. Wagner
Lan Zhou, Ex-Officio, Caltrans, District 12

Directors Absent: None

Staff Present: Darrell E. Johnson, Chief Executive Officer
Jennifer L. Bergener, Deputy Chief Executive Officer
Andrea West, Clerk of the Board
Gina Ramirez, Assistant Clerk of the Board
Allison Cheshire, Clerk of the Board Specialist, Senior
James Donich, General Counsel

Closed Session

There were no Closed Sessions scheduled.

Special Calendar**1. Administration of the Oath of Office to New and Returning Orange County Transportation Authority Board of Directors**

James Donich, General Counsel, administered the Oath of Office to incoming new Board Members Mike Carroll and Janet Nguyen and returning Board Members Jon Dumitru, Jamey Federico, Patrick Harper, Fred Jung, and Donald P. Wagner.



2. Election of Orange County Transportation Authority Board of Directors Chair

A motion was made by Director Hennessey, seconded by Director Jung, and declared passed by those present, to elect Vice Chair Chaffee as the 2025 Chair of the OCTA Board of Directors.

3. Election of Orange County Transportation Authority Board of Directors Vice Chair

A motion was made by Director Hennessey, seconded by Director Jung, and declared passed by those present to elect Director Federico as the 2025 Vice Chair of the OCTA Board of Directors.

4. 2024 Board of Directors and Chief Executive Officer Initiatives and Action Plan - End-of-Year Report

Darrell E. Johnson, Chief Executive Officer, provided a report on this item.

No action was taken on this receive and file as an information item.

Consent Calendar (Items 5 through 9)

5. Approval of Minutes

A motion was made by Director Wagner, seconded by Director Foley, and declared passed by those present, to approve the minutes of the December 9, 2024, Orange County Transportation Authority and affiliated agencies' regular meeting.

6. February 2025 Bus Service Change

A motion was made by Director Wagner, seconded by Director Foley, and declared passed by those present, to approve receive and file as an information item.

7. Approval to Release Request for Proposals for the Preparation of Plans, Specifications, and Estimates for Improvements to Orange County Transportation Authority's Headquarters Property

A motion was made by Director Wagner, seconded by Director Foley, and declared passed by those present, to:

- A. Approve the proposed evaluation criteria and weightings for Request for Proposals 4-2654 to select a firm to provide consultant services for the preparation of plans, specifications, and estimates for improvements to the Orange County Transportation Authority's headquarters property.
- B. Approve the release of Request for Proposals 4-2654 for consultant services for the preparation of plans, specifications, and estimates for improvements to Orange County Transportation Authority's headquarters property.



8. Approval to Release Request for Proposals for On-Call Architectural and Engineering Design and Construction Support Services for Transit Facility Projects

A motion was made by Director Wagner, seconded by Director Foley, and declared passed by those present, to:

- A. Approve the proposed evaluation criteria and weightings for Request for Proposals 4-2610 for the selection of firms to provide on-call architectural and engineering design and construction support services for transit facility projects.
- B. Approve the release of Request for Proposals 4-2610 for on-call architectural and engineering design and construction support services for transit facility projects.

9. Approval of Short-Listed Design-Build Teams and Release of Request for Proposals for Design-Build of Hydrogen Fueling Station and Facility Modifications at Garden Grove Bus Base

A motion was made by Director Wagner, seconded by Director Foley, and declared passed by those present, to:

- A. Approve the short-listing of the three design-build teams: Clean Energy, Wayne Perry, Inc., and Messer, LLC for the design and construction of the hydrogen fueling station and facility modifications at the Garden Grove Bus Base.
- B. Approve the evaluation criteria, weightings, and best-value selection process for Request for Proposals 4-2683 for design and construction of the hydrogen fueling station and facility modifications at the Garden Grove Bus Base through a design-build contract.
- C. Approve the release of the Request for Proposals 4-2683 for design and construction of the hydrogen fueling station and facility modifications at the Garden Grove Bus Base to the three short-listed design-build teams.

Regular Calendar

10. Proposed New Fare Media

Sam Kaur, Department Manager, Revenue Administration and Ryan Armstrong, Department Manager, Marketing and Customer Engagement, provided a presentation on this item.

A motion was made by Director Sarmiento, seconded by Director Foley, and declared passed by those present, to:

- A. Direct staff to implement a Public Involvement Plan and solicit feedback on the proposed new fare media.



- B. Direct staff to return to the Board of Directors on March 24, 2025, to present the preliminary public outreach findings and to conduct a public hearing.

A public comment was received by Paul Hyek.

Discussion Items

11. Update on Measure M2 Project I

Jeannie Lee, Project Manager, Senior, and Nicolette Wright, Community Relations Specialist Principal, presented on this item.

No action was taken on this receive and file as an information item.

12. Update on Measure M2 Project C and D (Interstate 5 Improvement Project Between State Route 73 and El Toro Road)

Niall Barrett, Program Manager, and Logan Selleck, Community Relations Specialist, Senior presented on this item.

No action was taken on this receive and file as an information item.

13. Public Comments

There were no public comments received.

14. Chief Executive Officer's Report

Darrell E. Johnson, Chief Executive Officer, reported on the following:

- Happy New Year
- Transportation Research Board Meeting
- Employee of the Year Event

15. Directors' Reports

Chair Chaffee commented that he is looking forward to working with Vice Chair Federico and thanked Immediate Past Chair Nguyen for his leadership

16. Adjournment

The meeting adjourned at 10:48 a.m.

The next regularly scheduled meeting of this Board will be held:

9:30 a.m., on Monday, January 27, 2025

OCTA Headquarters

Board Room

550 South Main Street

Orange, California



MEMO

January 27, 2025

To: Members of the Board of Directors
From: Andrea West, Clerk of the Board *Andrea West*
Subject: Board Committee Transmittal for Agenda Item

Upon review of a related item, it came to staff's attention that the minutes from the October 9, 2023 Board meeting—specifically Item 11—did not accurately reflect the Board direction. During that meeting, the Board discussed the Finance and Administration Committee's deliberations and directed staff to proceed with Committee recommendations, as reflected in the Committee transmittal. However, this direction was not accurately captured in the recommended actions in the minutes. Staff reviewed both the audio and a verbatim transcription from the meeting to confirm this was the Board's direction. The proposed revision are reflective of Board direction.



Call to Order

The October 9, 2023, regular meeting of the Orange County Transportation Authority (OCTA) Board of Directors and affiliated agencies was called to order by Chairman Hernandez at 9:00 a.m. at the OCTA Headquarters, 550 South Main Street, Orange, California.

Directors Present: Gene Hernandez, Chairman
Tam Nguyen, Vice Chairman
Doug Chaffee
Jose Diaz
Andrew Do
Jon Dumitru
Katrina Foley
Brian Goodell
Michael Hennessey
Fred Jung
Farrah N. Khan
Jessie Lopez
Donald P. Wagner

Directors Absent: Jamey Federico
Patrick Harper
Steve Jones
Vicente Sarmiento

Staff Present: Jennifer L. Bergener, Deputy Chief Executive Officer
Gina Ramirez, Clerk of the Board Specialist, Principal
Allison Cheshire, Clerk of the Board Specialist, Senior
James Donich, General Counsel

Special Calendar

1. Administration of the Oath of Office to Returning Orange County Transportation Authority Board of Directors

James Donich, General Counsel, administered the Oath of Office to returning Board Member Michael Hennessey.

Consent Calendar (Items 2 through 9)

2. Approval of Minutes

A motion was made by Director Jung, seconded by Director Wagner, and declared passed by those present, to approve the minutes of the September 25, 2023 Orange County Transportation Authority and affiliated agencies' regular meeting.



3. Investments: Compliance, Controls, and Reporting, January 1 through June 30, 2023, Internal Audit Report No. 24-501

A motion was made by Director Jung, seconded by Director Wagner, and declared passed by those present, to direct staff to implement two recommendations provided in Investments: Compliance, Controls, and Reporting, January 1 through June 30, 2023, Internal Audit Report No. 24-501.

4. Amendment to Purchase Order for Microsoft Enterprise Software Licensing

A motion was made by Director Jung, seconded by Director Wagner, and declared passed by those present, to authorize the Chief Executive Officer to negotiate and execute Amendment No. 2 to Purchase Order No. C13676 with Dell, Inc., in the amount of \$527,744, to provide additional Microsoft software licenses and online services. This will increase the maximum cumulative obligation of the purchase order to a total value of \$3,281,993.

5. Regional Planning Update

A motion was made by Director Jung, seconded by Director Wagner, and declared passed by those present, to receive and file as an information item.

6. 2024 State Transportation Improvement Program

A motion was made by Director Jung, seconded by Director Wagner, and declared passed by those present, to:

- A. Approve the 2024 State Transportation Improvement Program submittal of nine projects for \$222.33 million, from fiscal year 2024-25 through fiscal year 2028-29.
- B. Authorize staff to make all necessary amendments to the State Transportation Improvement Program and the Federal Transportation Improvement Program and execute any necessary agreements to facilitate the recommendations above.

7. Declare Surplus Property for the Interstate 405 Improvement Project Between State Route 73 and Interstate 605

A motion was made by Director Jung, seconded by Director Wagner, and declared passed by those present, to:

- A. Declare the property located at 14980 Goldenwest Street, in the City of Westminster, within the Interstate 405 Improvement Project between State Route 73 and Interstate 605, Assessor's Parcel Numbers 096-522-02 and 096-522-04, as surplus land pursuant to the Surplus Land Act (Government Code Section 54221).



- B. Direct staff to seek potential buyers interested in the purchase of the surplus land located within the Interstate 405 Improvement Project between State Route 73 and Interstate 605 in accordance with Surplus Land Act (Government Code Section 54221) and the Real Property Policies and Procedure Manual, dated August 22, 2022. C. Direct staff to negotiate sales terms with potential buyers and return to the Board of Directors to recommend approval of the sale of the surplus land.

8. Amendment to Agreement for Construction Management Support Services for the Interstate 5 Improvement Project from Alicia Parkway to El Toro Road

A motion was made by Director Jung, seconded by Director Wagner, and declared passed by those present, to authorize the Chief Executive Officer to negotiate and execute Amendment No. 5 to Agreement No. C-9-1605 between the Orange County Transportation Authority and Jacobs Project Management Co., in the amount of \$3,740,000, for additional construction management support services for the Interstate 5 Improvement Project from Alicia Parkway to El Toro Road. This will increase the maximum cumulative obligation of the agreement to a total contract value of \$12,092,394.

9. 2023 Measure M2 Sales Tax Forecast

A motion was made by Director Jung, seconded by Director Wagner, and declared passed by those present, to receive and file as an information item.

Regular Calendar

10. Measure M2 Next 10 Delivery Plan: Market Conditions Key Indicators Analysis and Forecast

Dr. Wallace Walrod, Orange County Business Council, and Dr. Marlon Boarnet, University of Southern California, provided a presentation on this item.

A motion was made by Vice Chairman Nguyen, seconded by Director Foley, declared passed, to continue to monitor market conditions key indicators and provide updates to the Board of Directors as appropriate.

11. Request from the Measure M2 Taxpayer Oversight Committee to Obtain Independent Public Accounting Firm Services to Perform Measure M2 Compliance Audits on an Annual Basis Starting with Fiscal Year 2023

Janet Sutter, Executive Director, Internal Audit, provided a report on this item.

Public comment was heard from Andrew Hamilton, OC Auditor/Controller.

James Donich, General Counsel, provided background on the local legislation.



A motion was made by Director Wagner, seconded by Director Foley, declared passed, to approve the recommendation presented.

- A. Approve a request of the Measure M2 Taxpayer Oversight Committee and authorize the Chief Executive Officer to execute Amendment No. 6 to Agreement No. C-8-1911 between the Orange County Transportation Authority and Crowe LLP, to provide a limited Measure M2 compliance audit for fiscal year 2023, on a time-and-expense basis, not to exceed \$125,000, and to extend the agreement through June 30, 2024. This limited compliance audit excludes testing at the local jurisdiction level. This will increase the maximum obligation of the agreement to a total contract value of \$1,647,505.

Reflects a Change From Staff Recommendations

- B. Approve a request of the annual Measure M2 Taxpayer Oversight Committee for an annual Measure M2 compliance audit ~~starting with~~ **for** fiscal year 2024. Contained in this request is the ability for the compliance audit to include testing at the local jurisdiction level.
- C. Approve an amendment to the Orange County Transportation Authority's Fiscal Year 2023-24 Budget, Executive Office Division, in the amount of ~~\$965,000~~ **\$405,000**, to accommodate the amendment to Agreement No. C-8-1911, and to encumber additional funds for auditing services to be procured for the fiscal years ending 2024, ~~2025, and 2026~~. Additional auditing services are to be determined by the Orange County Transportation Authority Board of Directors upon request by the Taxpayer Oversight Committee and not linked to or directed by the Taxpayer Oversight Committee Audit Subcommittee Charter.

Discussion Items

12. Public Comments

Public comment was received from Peter Warner.

13. Chief Executive Officer's Report

Jennifer L. Bergener, Deputy Chief Executive Officer, provided a report on the following:

- Metrolink Student Adventure Pass
- American Public Transportation Association Conference

14. Directors' Reports

Director Foley announced the annual veterans program to be held at the Dana Point Women's Club. She also thanked Deputy Chief Executive Officer Bergener for her help at the District 5 Mayor's roundtable.



15. Adjournment

The meeting adjourned at 9:47 a.m.

The next regularly scheduled meeting of this Board will be held:

9:00 a.m., on Monday, October 23, 2023

OCTA Headquarters
Board Room
550 South Main Street
Orange, California

ATTEST:

Gina Ramirez
Clerk of the Board Specialist, Principal



January 27, 2025

To: Members of the Board of Directors

From: Doug Chaffee, Chair of the Board of Directors 

Subject: Approval of the 2025 Orange County Transportation Authority Board of Directors Committee and External Agencies' Assignments

Overview

The recommended 2025 Board Member assignments for the Orange County Transportation Authority Board of Directors' committees and external agencies are presented for the Board of Directors' consideration and approval.

Recommendations

- A. Approve the Chair's assignments for the 2025 Orange County Transportation Authority Board of Directors' committees comprised of the Executive, Finance and Administration, Legislative and Communications, Regional Transportation Planning, State Route 91 Advisory, Transit, and Environmental Oversight committees.
- B. Receive the Chair's assignments for the 2025 external agencies comprised of the California Association of Councils of Governments, Los Angeles - San Diego - San Luis Obispo Rail Corridor Agency, Mobile Source Air Pollution Reduction Review Committee, Southern California Association of Governments' Regional Council, Orange County Council of Governments, and the Southern California Regional Rail Authority.

Background

The Orange County Transportation Authority (OCTA) is governed by an 18-member Board of Directors (Board) comprised of:

- Ten city members elected by the Orange County City Selection Committee;
- All five Orange County Board of Supervisors;
- Two public members selected by the 15 OCTA Board Members above; and

Approval of the 2025 Orange County Transportation Authority Board of Directors Committee and External Agencies' Assignments **Page 2**

- The Governor's ex-officio member, who is a non-voting member and serves a four-year term, (appointed by the Governor of California), and historically has been held by the California Department of Transportation District 12 Director.

Discussion

Each year, the OCTA Board Chair has the prerogative of assigning members to committees, and those appointments are then confirmed by the Board.

The recommended assignments to the OCTA Board committees and external agencies are detailed in Attachment A.

Summary

The recommended OCTA Board committees and Chair's external agencies' committee assignments for 2025 are presented for Board consideration and approval.

Attachment

- A. 2025 Orange County Transportation Authority (OCTA) Board of Directors' Committees and External Agencies' Assignments

Prepared by:



Andrea West
Clerk of the Board
(714) 560-5611

Approved by:



Jennifer L. Bergener
Deputy Chief Executive Officer
(714) 560-5462




2025 - Orange County Transportation Authority Board Committee and External Agency Assignments

OCTA Board Committee Assignments:	
<p><u>Executive Committee</u> Doug Chaffee, Chair Jamey M. Federico, Vice Chair Michael Hennessey, Finance & Administration Chair Fred Jung, Transit Committee Chair Stephanie Klopfenstein, Regional Transportation Planning Chair Tam T. Nguyen Immediate Past Chair Donald P. Wagner, Legislative & Communications Chair</p>	<p><u>Finance and Administration Committee</u> Michael Hennessey, Chair Patrick Harper, Vice Chair Mike Carroll Jamey M. Federico Carlos A. Leon Vicente Sarmiento Mark Tettemer</p>
<p><u>Legislative and Communications Committee</u> Donald P. Wagner, Chair Katrina Foley, Vice Chair Jon Dumitru Michael Hennessey Fred Jung Janet Nguyen Mark Tettemer</p>	<p><u>Transit Committee</u> Fred Jung, Chair Vicente Sarmiento, Vice Chair Valerie Amezcua Stephanie Klopfenstein Carlos A. Leon Janet Nguyen Tam T. Nguyen</p>
<p><u>Regional Transportation Planning Committee</u> Stephanie Klopfenstein, Chair John Stephens, Vice Chair Mike Carroll Jon Dumitru Jamey M. Federico Katrina Foley Patrick Harper</p>	<p><u>State Route 91 Advisory Committee</u> Jon Dumitru Fred Jung Carlos A. Leon Mark Tettemer Donald P. Wagner Mike Carroll (Alternate) Doug Chaffee (Alternate)</p>
<p><u>Environmental Oversight Committee</u> Jamey Federico, Chair Mark Tettemer, Member</p>	
External Agencies Assignments:	
<p><u>California Association of Councils of Governments</u> Patrick Harper</p>	<p><u>LOSSAN Rail Corridor Agency</u> Katrina Foley Fred Jung Al Murray, Alternate Mark Tettemer, Alternate</p>
<p><u>Mobile Source Air Pollution Reduction Review Committee</u> Patrick Harper Vacant, Alternate</p>	<p><u>Orange County Council of Governments</u> Mike Carroll</p>
<p><u>Southern California Association of Governments' Regional Council</u> Carlos A. Leon</p>	<p><u>Southern California Regional Rail Authority (Metrolink)</u> Doug Chaffee Tam T. Nguyen Jon Dumitru (Alternate) Mike Carroll (Alternate)</p>



COMMITTEE TRANSMITTAL

January 27, 2025

To: Members of the Board of Directors
From: Andrea West, Clerk of the Board 
Subject: Fiscal Year 2023-24 Single Audit and Agreed-Upon Procedures Reports

Finance and Administration Committee Meeting of January 22, 2025

Present: Directors Federico, Hennessey, Klopfenstein, and Sarmiento
Absent: Directors Harper and Nguyen

Committee Vote

This item was passed by the Members present.

Committee Recommendation(s)

Receive and file the fiscal year 2023-24 Single Audit and agreed-upon procedures reports as information items.



January 22, 2025

To: Finance and Administration Committee

From: Darrell E. Johnson, Chief Executive Officer

Janet Sutter, Executive Director
Internal Audit Department

Subject: Fiscal Year 2023-24 Single Audit and Agreed-Upon Procedures Reports

Overview

The Orange County Transportation Authority is required by the United States Office of Management and Budget Circular A-133 to obtain an independent auditor's opinion on its compliance with requirements of major federal programs. Crowe LLP, an independent accounting firm, has completed the required Single Audit Report and issued an unmodified, or "clean", opinion. In addition, Crowe LLP has issued reports on the results of agreed-upon procedures applied to assist management in determining compliance with certain other state, federal, and local requirements.

Recommendation

Receive and file the fiscal year 2023-24 Single Audit Report and agreed-upon procedures as information items.

Background

Pursuant to Section 28770 of the Public Utilities Code, the Orange County Transportation Authority (OCTA) prepares an annual set of financial statements presenting its results of operations and financial position at fiscal year-end. Crowe LLP (auditors) completed its annual audit of OCTA's financial statements and results were presented to the Board of Directors on November 27, 2023, along with the auditors' report on internal control over financial reporting.

In addition to the financial statement audits, the auditors are engaged to perform an audit as required by the Office of Management and Budget Circular A-133,

Audits of States, Local Governments, and Non-Profit Organizations, and to apply agreed-upon procedures related to the following:

- OCTA's Treasury and Investment function,
- Orange County Local Transportation Authority's Measure M2 (M2) Status Report,
- Federal Transit Administration standards for data reporting in the Federal Funding Allocations Statistics Form FFA-10 and National Transit Database Report, and
- Section 1.5 of Article XIII B of the California Constitution, with procedures specified by the League of California Cities in Article XIII B Appropriations Limitation Uniform Guidelines.

The engagements were performed under current accounting and auditing standards, including generally accepted auditing standards, and the standards set forth for audits in the Government Accountability Office's Government Auditing Standards.

Discussion

The following reports included findings resulting from agreed-upon procedures applied:

Results of procedures applied to the National Transit Database report identified minor discrepancies in Passenger Miles Traveled reported for both the Motor Bus - Directly Operated and Motor Bus - Purchased Transportation modes. Management responded that the variances were within acceptable precision ranges.

Results of procedures applied to the M2 Status Report noted an expenditure of \$24 with a service period in fiscal year (FY) 2022-23 that was reported in FY 2023-24 expenditures. The expenditure was within management's threshold of passed adjustments for FY 2023-24 and management response was not requested.

No additional findings or recommendations were made related to the agreed-upon procedures reports attached herewith.

Summary

The auditors have completed the required Single Audit Report of OCTA for the year ended June 30, 2024, as well as provided reports on the results of agreed-upon procedures applied to determine compliance with certain state, federal, and local requirements.

Attachments

- A. Orange County Transportation Authority Single Audit Year ended June 30, 2024
- B. Orange County Transportation Authority Agreed-Upon Procedures Performed with Respect to the National Transit Database Report June 30, 2024
- C. Orange County Transportation Authority Independent Accountant's Report on Applying Agreed-Upon Procedures with Respect to the Treasury Department Year ended June 30, 2024
- D. Orange County Local Transportation Authority Report on Agreed-Upon Procedures Applied to Measure M2 Status Report, Year Ended June 30, 2024
- E. Orange County Transportation Authority Independent Accountant's Report on Applying Agreed Upon Procedures Related to Article XIII-B Appropriations Limit Calculation For the fiscal year ended June 30, 2024
- F. Orange County Local Transportation Authority Independent Accountant's Report on Applying Agreed Upon Procedures Related to Article XIII-B Appropriations Limit Calculation For the fiscal year ended June 30, 2024

Approved by:



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

**ORANGE COUNTY
TRANSPORTATION AUTHORITY**

SINGLE AUDIT
Year ended June 30, 2024

ORANGE COUNTY TRANSPORTATION AUTHORITY
Orange, California

SINGLE AUDIT
Year ended June 30, 2024

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

Board of Directors
Orange County Transportation Authority
Orange, California

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the Orange County Transportation Authority (OCTA) as of and for the year ended June 30, 2024, and the related notes to the financial statements, which collectively comprise OCTA's basic financial statements, and have issued our report thereon dated October 31, 2024.

Report on Internal Control Over Financial Reporting

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

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

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

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether OCTA's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, including the applicable provisions of the State of California Transportation Development Act (TDA), Title 21 of the California Code of Regulations, Public Utilities Code

Section 99245, and California Government Code §8879.50 (collectively “Transportation Development Act”), noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*, including the Transportation Development Act.

Purpose of this Report

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



Crowe LLP

Costa Mesa, California
October 31, 2024

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM;
REPORT ON INTERNAL CONTROL OVER COMPLIANCE; AND REPORT ON THE SCHEDULE OF
EXPENDITURES OF FEDERAL AWARDS REQUIRED BY THE UNIFORM GUIDANCE

Board of Directors
Orange County Transportation Authority
Orange, California

Report on Compliance for Each Major Federal Program

Opinion on Each Major Federal Program

We have audited Orange County Transportation Authority's (OCTA) compliance with the types of compliance requirements identified as subject to audit in the OMB Compliance Supplement that could have a direct and material effect on OCTA's major federal programs for the year ended June 30, 2024. OCTA's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

In our opinion, OCTA complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2024.

Basis for Opinion on Each Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America (GAAS); the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States (*Government Auditing Standards*); and the audit requirements of Title 2 U.S. *Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of OCTA and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for each major federal program. Our audit does not provide a legal determination of OCTA's compliance with the compliance requirements referred to above.

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules and provisions of contracts or grant agreements applicable to OCTA's federal programs.

Auditor's Responsibilities for the Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on OCTA's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material, if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about OCTA's compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance, we

- exercise professional judgment and maintain professional skepticism throughout the audit.
- identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding OCTA's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- obtain an understanding of OCTA's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of OCTA's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on Internal Control Over Compliance

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

Our consideration of internal control over compliance was for the limited purpose described in the Auditor's Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

(Continued)

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance

We have audited the financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of OCTA as of and for the year ended June 30, 2024, and the related notes to the financial statements, which collectively comprise OCTA's basic financial statements. We issued our report thereon dated October 31, 2024, which contained unmodified opinions on those financial statements. Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the basic financial statements. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by the Uniform Guidance and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of expenditures of federal awards is fairly stated in all material respects in relation to the basic financial statements as a whole.



Crowe LLP

Costa Mesa, California
November 21, 2024

ORANGE COUNTY TRANSPORTATION AUTHORITY
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year ended June 30, 2024

Federal Grantor/Pass-Through Grantor Program Title	Assistance Listing Number	Grant/Pass-Through Identification Number	Federal Expenditures	Passed Through to Subrecipients
<u>U.S. Department of Transportation</u>				
Direct Programs:				
Federal Transit Cluster:				
Federal Transit - Capital Improvement Grants	20.500	Multiple	\$ 6,955,169	\$ -
Federal Transit - Formula Grants	20.507	Multiple	113,814,931	1,017,690
State of Good Repair Program	20.525	Multiple	4,017,783	-
Buses and Bus Facilities Formula, Competitive, and Low or No Emissions Programs	20.526	Multiple	10,295,385	-
Total Federal Transit Cluster			135,083,268	1,017,690
Transit Services Program Cluster				
Enhanced Mobility of Seniors & Individuals with Disabilities	20.513	CA-2023-092	3,308,661	-
Total Transit Services Program Cluster			3,308,661	-
Passed Through California Department of Transportation:				
Highway Planning and Construction	20.205	Multiple	28,109,002	-
Total U.S. Department of Transportation			166,500,931	1,017,690
<u>U.S. Department of Homeland Security (DHS)</u>				
Direct Program:				
Office of Security Operations:				
National Explosives Detection Canine Team Program	97.072	Multiple	99,839	-
Total U.S. Department of Homeland Security			99,839	-
Total Expenditures of Federal Awards			\$ 166,600,770	\$ 1,017,690

See accompanying notes to the schedule of expenditures of federal awards.

ORANGE COUNTY TRANSPORTATION AUTHORITY
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year ended June 30, 2024

NOTE 1 - BASIS OF PRESENTATION

The accompanying Schedule of Expenditures of Federal Awards (Schedule) presents only the expenditures incurred by OCTA that are reimbursable under federal programs of federal financial assistance for the year ended June 30, 2024. For the purposes of this schedule, federal financial assistance includes both federal financial assistance received directly from a federal agency, as well as federal funds received indirectly by OCTA from a non-federal agency or other organization. The information in this schedule is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the preparation of, the basic financial statements. Program expenditures in excess of the maximum federal reimbursement authorized or the portion of the program expenditures that were funded with state, local or other non-federal funds are excluded from the accompanying schedule.

Expenditures reported on the Schedule are reported on the accrual basis of accounting. OCTA has elected not to use the 10-percent de minimis indirect cost rate as allowed under the Uniform Guidance.

Expenditures are recognized following, as applicable, either the cost principles in OMB Circular A-87, *Cost Principles for State, Local, and Indian Tribal Governments* or the cost principles contained in Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, wherein certain types of expenditures are not allowable or are limited as to reimbursement.

NOTE 2 – TRANSPORTATION INFRASTRUCTURE FINANCE AND INNOVATION ACT (TIFIA) PROGRAM LOAN

On July 26, 2017, OCTA executed a TIFIA loan for \$628,930,000 (2017 TIFIA Loan) with the United States Department of Transportation (DOT) to finance a portion of OCTA's I-405 improvement project. On September 9, 2021, OCTA executed a TIFIA loan for the same amount of \$628,930,000 (2021 TIFIA Loan) with the DOT, replacing the 2017 TIFIA Loan and resetting the interest rate to a lower rate. There were no TIFIA draws during the fiscal year ended June 30, 2024. As of June 30, 2024, the amount outstanding including interest under the TIFIA loan was \$632,355,000.

ORANGE COUNTY TRANSPORTATION AUTHORITY
 SCHEDULE OF FINDINGS AND QUESTIONED COSTS
 Year ended June 30, 2024

SECTION I - SUMMARY OF AUDITOR'S RESULTS

Financial Statements

Type of report the auditor issued on whether the financial statements audited were prepared in accordance with GAAP:

Unmodified

Internal control over financial reporting:

Material weakness(es) identified?

_____ Yes X No

Significant deficiency(ies) identified?

_____ Yes X None reported

Noncompliance material to financial statements noted?

_____ Yes X No

Federal Awards

Internal control over major federal programs:

Material weakness(es) identified?

_____ Yes X No

Significant deficiencies identified not considered to be material weaknesses?

_____ Yes X None reported

Type of auditor's report issued on compliance for major federal programs:

Unmodified

Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)?

_____ Yes X No

Identification of major federal programs:

Federal Assistance Listing Number

Name of Federal Program or Cluster

20.205

Highway Planning and Construction

20.513

Transit Services Programs Cluster

20.500 / 20.507 / 20.525 / 20.526

Federal Transit Cluster

Dollar threshold used to distinguish between type A and type B programs:

\$ 3,000,000

Auditee qualified as low-risk auditee?

_____ Yes X No

(Continued)

ORANGE COUNTY TRANSPORTATION AUTHORITY
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
Year ended June 30, 2024

SECTION II – FINANCIAL STATEMENT FINDINGS

None.

(Continued)

ORANGE COUNTY TRANSPORTATION AUTHORITY
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
Year ended June 30, 2024

SECTION III – FEDERAL AWARD FINDINGS AND QUESTIONED COSTS

None.

ORANGE COUNTY TRANSPORTATION AUTHORITY
AGREED-UPON PROCEDURES PERFORMED
WITH RESPECT TO THE NATIONAL TRANSIT DATABASE REPORT
June 30, 2024

INDEPENDENT ACCOUNTANTS' REPORT ON
APPLYING AGREED-UPON PROCEDURES

Board of Directors
Orange County Transportation Authority
Orange, California

The Federal Transit Administration (FTA) has established the following standards with regard to the data reported to it in the Federal Funding Allocation Statistics Form FFA-10 (FFA-10) for the Orange County Transportation Authority (OCTA) annual National Transit Database (NTD) report:

1. A system is in place and maintained for recording data in accordance with NTD definitions. The correct data are being measured and no systematic errors exist.
2. A system is in place to record data on a continuing basis and the data gathering is an ongoing effort.
3. Source documents are available to support the reported data and are maintained for FTA review and audit for a minimum of three years following FTA's receipt of the NTD report. The data are fully documented and securely stored.
4. A system of internal controls is in place to ensure the data collection process is accurate and that the recording system and reported comments are not altered. Documents are reviewed and signed by a supervisor, as required.
5. The data collection methods are those suggested by FTA or otherwise meet FTA requirements.
6. The deadhead miles, computed as the difference between the reported total actual vehicle miles data and the reported total actual vehicle revenue miles data, appear to be accurate.
7. Data are consistent with prior reporting periods and other facts known about OCTA's operations.

We have performed the procedures included in the declarations section of the *2024 NTD Policy Manual* and described in Attachment 1 of this report for the year ended June 30, 2024 solely to assist you in evaluating whether OCTA complied with the standards described above and that the information included in the NTD report FFA-10 form for the year ended June 30, 2024, is presented in conformity with the requirements of the *Uniform System of Accounts and Records and Reporting System; Final Rule*, as specified in 49 CFR part 630 and as presented in the *2024 NTD Policy Manual*. OCTA's management is responsible for OCTA's compliance with those standards and the accuracy of the FFA-10 form.

(Continued)

OCTA has agreed to and acknowledged that the procedures performed are appropriate to meet the intended purpose described above. This report may not be suitable for any other purpose. The procedures performed may not address all the items of interest to a user of this report and may not meet the needs of all users of this report and, as such, users are responsible for determining whether the procedures performed are appropriate for their purposes. An agreed-upon procedures engagement involves performing specific procedures that the engaging party has agreed to and acknowledged to be appropriate for the intended purpose of the engagement and reporting on findings based on the procedures performed.

The procedures and findings described in Attachment 1 of this report, which are referenced in order to correspond to the *2024 NTD Policy Manual* procedures, were applied separately to each of the information systems used to develop the reported vehicle revenue miles (VRM), passenger miles (PM), fixed guideway directional route miles (FG DRM), High Intensity Bus Lanes directional route miles (HIB DRM), and operating expenses of OCTA for the year ended June 30, 2024, and for each of the following modes: (1) Motor Bus – Directly Operated (MBDO), (2) Motor Bus - Purchased Transportation (MBPT), (3) Demand Response - Purchased Transportation (DRPT), (4) Demand Response - Purchased Transportation – Taxi (DRTX) and (5) Vanpool Service - Purchased Transportation (VPPT).

We were engaged by OCTA to perform this agreed-upon procedures engagement and conducted our engagement in accordance with attestation standards established by the American Institute of Certified Public Accountants. We were not engaged to and did not conduct an examination or review engagement, the objective of which would be the expression of an opinion or conclusion, respectively, on compliance with the requirements of the *Uniform System of Accounts and Records and Reporting System; Final Rule*, as specified in 49 CFR part 630 and as presented in the *2024 NTD Policy Manual* or on the FFA-10. Accordingly, we do not express such an opinion or conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

We are required to be independent of OCTA and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our agreed-upon procedures engagement.

At the request of OCTA, Management's responses to certain findings are included in Exhibit 1. The responses are included for the purpose of additional information and were not subjected to the procedures described below. Accordingly, we did not perform any procedures on Management's responses and express no assurance or opinion on them.

This report is intended solely for the information and use of OCTA management, OCTA Board of Directors and the FTA and is not intended to be and should not be used by anyone other than these specified parties.



Crowe LLP

Costa Mesa, California
October 31, 2024

ATTACHMENT 1

- a. The procedures to be applied to each applicable mode and TOS (Directly Operated, Purchased Transportation, Transportation Network, and Taxi) are: Obtain and read a copy of written system procedures for reporting and maintaining data in accordance with NTD requirements and definitions set forth in 49 CFR Part 630 and as presented in the 2024 NTD Policy Manual. If there are no procedures available, discuss the procedures with the personnel assigned responsibility for supervising NTD data preparation and maintenance.

Finding: We obtained and read a copy of OCTA's written instructions for Passenger Counting and Reporting (PCR) schedule generation. Furthermore, based on inquiry surrounding collection, retention and reporting of NTD data, we noted that OCTA maintains and followed sets of both formal and informal procedures, in accordance with NTD requirements and definitions set forth in 49 CFR Part 630 and as presented in the 2024 *NTD Policy Manual*. No exceptions were noted as a result of this procedure.

- b. Discuss the procedures (written or informal) with the personnel assigned responsibility for supervising the preparation and maintenance of NTD data to determine:
- The extent to which the transit agency followed the procedures on a continuous basis; and
 - Whether these transit personnel believe such procedures result in accumulation and reporting of data consistent with NTD definitions and requirements set forth in 49 CFR Part 630 and as presented in the 2024 NTD Policy Manual.

Finding: We inquired regarding OCTA's procedures for the MBDO, MBPT, DRPT, DRTX, and VPPT services, and were informed that there were both formal and informal procedures followed on a consistent and continual basis. In addition, based on our inquiry with the Operations Analyst of Scheduling and Bus Operations Support, Section Manager of Paratransit Operations, Program Management Analyst of the Vanpool Program management asserted that the procedures resulted in the accumulation and reporting of data consistent with the NTD definitions and requirements set forth in 49 CFR Part 630 and as presented in the 2024 *NTD Policy Manual*. No exceptions were noted as a result of this procedure.

- c. Ask these same personnel about the retention policy that the transit agency follows as to source documents supporting NTD data reported on the Federal Funding Allocation Statistics form.

Finding: We inquired with the Operations Analyst of Scheduling and Bus Operations Support, Section Manager of Paratransit Operations, Program Management Analyst of the Vanpool Program regarding OCTA's retention policy for source documents supporting NTD data reported on the Federal Funding Allocation Statistics form. Per inquiry, the current practice is to retain electronic data for seven years. No exceptions were noted as a result of this procedure.

- d. Based on a description of the transit agency's procedures from items (A) and (B) above, identify all the source documents that the transit agency must retain for a minimum of three years. For each type of source document, select three months out of the year and determine whether the document exists for each of these periods.

Finding: We inspected the following source documents for each type of service, selected three months out of the year and determined that the documents existed for each of these periods, which are further described in the table below.

(Continued)

Type of Service	Source Document	Months Inspected
MBDO	<ul style="list-style-type: none"> • Scheduled Daily Line Summaries • Automatic Passenger Counting (APC) Summaries & underlying detail 	<ul style="list-style-type: none"> • <i>August 2023</i> • <i>November 2023</i> • <i>May 2024</i> • Three years of data were noted to be archived on OCTA's network.
MBPT	<ul style="list-style-type: none"> • Scheduled Daily Line Summaries • Automatic Passenger Counting (APC) Summaries & underlying detail 	<ul style="list-style-type: none"> • <i>August 2023</i> • <i>November 2023</i> • <i>May 2024</i> • Three years of data were noted to be archived on OCTA's network.
DRPT	<ul style="list-style-type: none"> • Contractor Provided NTD Program Data Reports • Driver Manifests • ACCESS - Passenger and Mileage Summaries 	<ul style="list-style-type: none"> • <i>July 2023</i> • <i>September 2023</i> • <i>March 2024</i> • Three years of data were noted to be archived on OCTA's network.
DRTX	<ul style="list-style-type: none"> • Contractor Provided NTD Program Data Reports • Same Day Taxi - Passenger and Mileage Summaries • Supplemental ACCESS Program Data • Vendor Invoices 	<ul style="list-style-type: none"> • <i>July 2023</i> • <i>September 2023</i> • <i>March 2024</i> • Three years of data were noted to be archived on OCTA's network. •
VPPT	<ul style="list-style-type: none"> • Monthly Ridership Reports • VPID Ridership Detail Data • Vendor Invoices 	<ul style="list-style-type: none"> • <i>September 2023</i> • <i>December 2023</i> • <i>March 2024</i> • Three years of data were noted to be archived on OCTA's network.

No exceptions were noted as a result of this procedure.

- e. Discuss the system of internal controls. Inquire whether separate individuals (independent of the individuals preparing source documents and posting data summaries) review the source documents and data summaries for completeness, accuracy, and reasonableness and how often these individuals perform such reviews.

Finding: We inquired regarding the system of internal controls, noting that each respective mode/type of service is being reviewed by personnel independent of the preparation process. It was noted that review is performed on a monthly basis and again at year-end for the DRPT, DRTX and VPPT modes. Review is performed on a yearly basis for the MBDO and MBPT modes. No exceptions were noted as a result of this procedure.

(Continued)

- f. Select a random sample of the source documents and determine whether supervisors' signatures are present as required by the system of internal controls. If supervisors' signatures are not required, inquire how personnel document supervisors' reviews.

Finding: We selected a sample of 40 random Drivers Manifests for the DRPT service, and 8 Invoices for DRTX services, noting supervisory signatures documenting reviews of the data presented in the various services, without exception. For VPPT, we sampled 2 months of vendor invoices, for which we noted the existence of supervisory electronic signatures. For MBDO and MBPT, we viewed the approval log for the yearly review of all source documents within OCTA's NTD reporting system noting no exceptions.

- g. Obtain the worksheets used to prepare the final data that the transit agency transcribes onto the Federal Funding Allocation Statistics form. Compare the periodic data included on the worksheets to the periodic summaries prepared by the transit agency. Test the arithmetical accuracy of the summaries.

Finding: We obtained the worksheets utilized by OCTA to transcribe statistics to the Federal Funding Allocation Statistics (FFA-10) form and compared the data to summaries without exception for the MBDO, MBPT, DRPT, DRTX and VPPT services. We recomputed the arithmetical accuracy of the summaries without exception.

- h. Discuss the procedure for accumulating and recording PMT data in accordance with NTD requirements with transit agency staff. Inquire whether the procedure is one of the methods specifically approved in the *2024 NTD Policy Manual*.

Finding: OCTA utilizes Automatic Passenger Counting (APC) software to collect the necessary information for annual reporting of PMT data for MBDO and MBPT. The use of APC as the method for accumulating and reporting PMT data, is in accordance with the requirements of the *2024 NTD Policy Manual*.

The remaining three modes of services (DRPT, DRTX, and VPPT) do not involve the use of APC software, nor sampling to estimate PMT. These modes use a 100% count of actual Passenger Miles and compilations of actual Revenue Miles, which are in accordance with the *2024 NTD Policy Manual*. No exceptions were noted as a result of this procedure.

- i. Discuss with transit agency staff (the auditor may wish to list the titles of the persons interviewed) the transit agency's eligibility to conduct statistical sampling for PMT data every third year. Determine whether the transit agency meets NTD criteria that allow transit agencies to conduct statistical samples for accumulating PMT data every third year rather than annually. Specifically:
- The public transit agency serves a UZA with a population less than 500,000 according to the most recent census.
 - The public transit agency directly operates fewer than 100 revenue VOMS (in any size UZA).
 - Service purchased from a seller is included in the transit agency's NTD report.
 - For transit agencies that meet one of the above criteria, review the NTD documentation for the most recent mandatory sampling year (2023) and determine that statistical sampling was conducted and meets the 95 percent confidence and ± 10 percent precision requirements.
 - Determine how the transit agency estimated annual PMT for the current report year.

Finding: Not applicable - OCTA did not meet the specific requirements per the criteria above. Therefore, the procedure identified above is not applicable.

- j. Obtain a description of the sampling procedure for estimation of PMT data used by the transit agency. Obtain a copy of the transit agency's working papers or methodology used to select the actual sample of runs for recording PMT data. If the transit agency used average trip length, determine that the universe of runs was the sampling frame. Determine that the methodology used to select specific runs from the universe resulted in a random selection of runs. If the transit agency missed a selected sample run, determine that a replacement sample run was random. Determine that the transit agency followed the stated sampling procedure.

Finding: For MBDO and MBPT the transit agency uses Automatic Passenger Counter (APC) software to systematically collect and report 100% of PMT, thus no sampling is involved. For DRPT, DRTX, and VPPT, the transit agency counts 100% of PMT, and thus there is no sampling involved. We obtained a copy of OCTA's working papers used to calculate PMT for MBDO, MBPT, DRPT, DRTX, and VPPT and we determined that the actual procedures used by OCTA were consistent with their adopted methodologies. No exceptions were noted as a result of this procedure, as we noted the applied sampling methodologies were in accordance with the authoritative guidance of the FTA.

- k. Select a random sample of the source documents for accumulating PMT data and determine that the data are complete (all required data are recorded) and that the computations are accurate. Select a random sample of the accumulation periods and re-compute the accumulations for each of the selected periods. List the accumulation periods that were tested. Test the arithmetical accuracy of the summary.

Finding: For MBDO, we selected all 12 months of APC data. We recomputed the mathematical accuracy of PMT for those months and observed that all required data was recorded in the accumulation worksheet designed to perform the PMT calculation. We identified a net variance of 3,411 miles. Attached within Exhibit 1 is Management's response to the finding described above.

For MBPT, we selected all 12 months of APC data. We recomputed the mathematical accuracy of PMT for those months and observed that all required data was recorded in the accumulation worksheet designed to perform the PMT calculation. We identified a net variance of 1,079 miles. Attached within Exhibit 1 is Management's response to the finding described above.

(Continued)

For DRPT, we selected 40 routes performed during August 2023, November 2023, and March 2024 and compared the PMT reported against the signed driver manifests. We recomputed the mathematical accuracy of the trip sheets and observed all required data was recorded in the accumulation worksheet designed to perform the PMT calculation. We identified a variance in PMT for 23 of the 40 routes sampled, resulting in a net variance of 83 miles. Attached within Exhibit 1 is Management's response to the finding described above.

For DRTX, we randomly selected 3 of the 12 months of vendor provided PMT data. We recomputed the mathematical accuracy of PMT for those months and observed that all required data was recorded in the accumulation worksheet designed to perform the PMT calculation. No exceptions were found as a result of this procedure.

For VPPT, we selected all 12 months of vanpool participation logs for the year. We ensured the mathematical accuracy of PMT for each of those months and observed that all required data was recorded in the accumulation worksheet designed to perform the PMT calculation. No exceptions were found as a result of this procedure.

- i. Discuss the procedures for systematic exclusion of charter, school bus, and other ineligible vehicle miles from the calculation of actual VRM with transit agency staff and determine that they follow the stated procedures. Select a random sample of the source documents used to record charter and school bus mileage and test the arithmetical accuracy of the computations.

Finding: The procedure identified above is not applicable. Per inquiry with various key-personnel assigned responsibility for NTD reporting, OCTA did not provide charter or school bus services.

- m. For actual VRM data, document the collection and recording methodology and determine that deadhead miles are systematically excluded from the computation. This is accomplished as follows:
 - If actual VRMs are calculated from schedules, document the procedures used to subtract missed trips. Select a random sample of the days that service is operated, and re-compute the daily total of missed trips and missed VRMs. Test the arithmetical accuracy of the summary.

Finding: For the MBDO and MBPT modes, missed trips are calculated as the difference between schedule vehicle mileage, minus the actual mileage recorded by the on-board APC software. These missed trips are automatically deducted from the scheduled vehicle miles to arrive at actual vehicle revenue miles. We compared the AVRMS data recorded by the APC data, to that recorded by OCTA and reported to NTD for the entire year, noting no discrepancies for the MBDO and MBPT modes.

- If actual VRMs are calculated from hubodometers, document the procedures used to calculate and subtract deadhead mileage. Select a random sample of the hubodometer readings and determine that the stated procedures for hubodometer deadhead mileage adjustments are applied as prescribed. Test the arithmetical accuracy of the summary of intermediate accumulations.

Finding: For the VPPT mode, deadhead miles are automatically excluded because only commuter miles are factored into the calculation of Revenue Mileage and the results are reviewed by the Program Management Analyst of the Vanpool Program. Upon inspection of the underlying source documentation for actual VRMs, it was noted that the Vanpool software used to collect, maintain, and report VRM was using total odometer miles in the report, as opposed to VRM. Through our recalculation, Crowe noted no errors.

- If actual VRMs are calculated from vehicle logs, select random samples of the vehicle logs and determine that the deadhead mileage has been correctly computed in accordance with FTA definitions.

Finding: For the DRPT mode, Revenue Miles are calculated based on the odometer readings from the first pickup to the last drop off. There are no deadhead miles included in the Revenue Miles calculations due to the nature of the service being comprised of non-dedicated trips. No exceptions were noted as a result of this procedure.

For the DRTX mode, Revenue Miles are calculated by the contractors based on pick up and drop off data entered into the scheduling software. Revenue Miles data is uploaded to the OCTA database and compared to the scheduling data for quality assurance. There are no deadhead miles since these are non-dedicated taxi trips, and accordingly, Revenue Miles for each trip are recorded. No exceptions were noted as a result of this procedure.

- n. For rail modes, review the recording and accumulation sheets for actual VRMs and determine that locomotive miles are not included in the computation.

Finding: The procedure identified above is not applicable as OCTA does not provide rail service.

- o. If FG or HIB DRM are reported, interview the person responsible for maintaining and reporting NTD data whether the operations meet FTA definition of FG or HIB in that the service is:
 - Rail, Trolleybus (TB), Ferryboat (FB), or Aerial Tramway (TR); or
 - Bus (MB, CB, or RB) service operating over exclusive or controlled access rights-of-way (ROW); and
 - i. Access is restricted;
 - ii. Legitimate need for restricted access is demonstrated by peak period level of service D or worse on a parallel adjacent highway; and
 - iii. Restricted access is enforced for freeways; priority lanes used by other high occupancy vehicles (HOV) (i.e., Vanpools (VP), carpools) must demonstrate safe operation.

Finding: We interviewed the Operations Analyst and determined that OCTA's Motor Bus services operate over HIB lanes that appear consistent with the FTA's definition of HIB lanes. No exceptions were noted as a result of this procedure.

- p. Discuss the measurement of FG and HIB DRM with the person reporting NTD data and determine that they computed mileage in accordance with FTA definitions of FG/HIB and DRM. Inquire of any service changes during the year that resulted in an increase or decrease in DRMs. If a service change resulted in a change in overall DRMs, re-compute the average monthly DRMs, and reconcile the total to the FG/HIB DRM reported on the Federal Funding Allocation Statistics form.

Finding: Per inquiry, we determined that the mileage was computed in accordance with the FTA definitions of FG/HIB DRM. We were informed that there were no increases or decreases in DRMs during the year. No exceptions were noted as a result of this procedure.

(Continued)

q. Inquire if any temporary interruptions in transit service occurred during the report year. If these interruptions were due to maintenance or rehabilitation improvements to an FG segment(s), the following apply:

- Report DRMs for the segment(s) for the entire report year if the interruption is less than 12 months in duration. Report the months of operation on the FG/HIB segments form as 12. The transit agency should document the interruption.
- If the improvements cause a service interruption on the FG/HIB DRMs lasting more than 12 months, the transit agency should contact its NTD validation analyst to discuss. FTA will make a determination on how to report the DRMs.

Finding: Per inquiry with the Operations Analyst, there were no temporary interruptions in transit service during the report year attributable to maintenance or rehabilitation improvements to the Fixed Guideway segments. No exceptions were noted as a result of this procedure.

r. Measure FG/HIB DRM from maps or by retracing route.

Finding: We recalculated the length of all HIB directional routes for the MBDO mode of service, using publicly available maps without exception. The MBPT, DRPT, DRTX, and VPPT modes do not operate over HIB lanes. No exceptions were noted as a result of this procedure.

s. Discuss whether other public transit agencies operate service over the same FG/HIB as the transit agency. If yes, determine that the transit agency coordinated with the other transit agency (or agencies) such that the DRMs for the segment of FG/HIB are reported only once to the NTD on the Federal Funding Allocation form. Each transit agency should report the actual VRM, PMT, and Operating Expense (OE) for the service operated over the same FG/HIB.

Finding: We interviewed the Operations Analyst and noted that OCTA shares service over the same FG/HIB. Each agency receives their correct apportionment, evidenced by reconciliation with other agencies and the Southern California Association of Governments (SCAG), as to not double count DRM's on the FFA-10 forms of OCTA and Riverside Transit Agency (RTA). No exceptions were noted as a result of this procedure.

t. Review the FG/HIB segments form. Discuss the Agency Revenue Service Start Date for any segments added in the 2024 report year with the persons reporting NTD data. This is the commencement date of revenue service for each FG/HIB segment. Determine that the date reported is the date that the agency began revenue service. This may be later than the Original Date of Revenue Service if the transit agency is not the original operator. If a segment was added for the 2024 report year, the Agency Revenue Service Date must occur within the transit agency's 2024 fiscal year. Segments are grouped by like characteristics. Note that for apportionment purposes, under the State of Good Repair (§5337) and Bus and Bus Facilities (§5339) programs, the seven-year age requirement for FG/HIB segments is based on the report year when the segment is first reported by any NTD transit agency. This pertains to segments reported for the first time in the current report year. Even if a transit agency can document an Agency Revenue Service Start Date prior to the current NTD report year, FTA will only consider segments continuously reported to the NTD.

Finding: We interviewed the Operations Analyst and noted there were no new segments added, removed, or amended during the year. No exceptions were noted as a result of this procedure.

u. Compare Operating Expenses with audited financial data after reconciling items are removed.

Finding: Operating expenses were compared to the trial balance subject to audit without exception.

(Continued)

- v. If the transit agency purchases transportation services, interview the personnel reporting the NTD data on the amount of purchased transportation-generated fare revenues. The purchased transportation fare revenues should equal the amount reported on the Contractual Relationship form.

Finding: Per inquiry and inspection, we determined that the transit agency purchased transportation services. We then identified the Purchased Transportation fare revenues reported on the Contractual Relationship forms and agreed the amounts to the general ledger without exception.

- w. If the transit agency's report contains data for purchased transportation services and the procedures in this auditor's review were not applied to the purchased transportation services, obtain a copy of the IAS-FFA regarding data for the purchased transportation service. Attach a copy of the statement to the report. Note as a negative finding if the purchased transportation services were not included in this auditor's review, and the transit agency also does not have a separate Independent Auditor's Statement for the purchased transportation data.

Finding: The data for purchased transportation are included in the reporting by OCTA, and therefore, no IAS for the purchased transportation services is included. No exceptions were noted as a result of this procedure.

- x. If the transit agency purchases transportation services, obtain a copy of the purchased transportation contract and determine that the contract specifies the public transportation services to be provided; the monetary consideration obligated by the transit agency or governmental unit contracting for the service; the period covered by the contract (and that this period overlaps the entire, or a portion of, the period covered by the transit agency's NTD report); and is signed by representatives of both parties to the contract. Interview the person responsible for retention of the executed contract and determine that copies of the contracts are retained for three years.

Finding: We inspected the MBPT, DRPT, DRTX and VPPT service contracts and determined that they contained the items noted above without exception. We inquired with the Operations Analyst of Scheduling and Bus Operations Support, Section Manager of Paratransit Operations, Program Management Analyst of the Vanpool Program regarding OCTA's retention policy for executed contracts for purchased transportation programs. Per inquiry, the current retention practice of seven years meets NTD requirements of a minimum of three years. No exceptions were noted as a result of this procedure.

- y. If the transit agency provides service in more than one UZA, or between a UZA and a non-UZA, inquire of the procedures for allocation of statistics between UZAs and non-UZAs. Obtain and review the FG segment worksheets, route maps, and urbanized area boundaries used for allocating the statistics, and determine that the stated procedure is followed and that the computations are correct.

Finding: Per inquiry, OCTA provides services in more than one UZA but does not provide services to non-urbanized areas. Allocations to urbanized areas are based on trip pattern analysis. The number of yearly trips per pattern is multiplied by the number of miles determined for each UZA. We recalculated 5 UZA allocations for mathematical accuracy for the MBDO and MBPT services, with no exceptions noted. We did not perform this procedure for the DRPT, DRTX, and VPPT modes because they do not report on FG. No exceptions were noted as a result of this procedure.

(Continued)

- z. Compare the data reported on the Federal Funding Allocation Statistics Form to data from the prior report year and calculate the percentage change from the prior year to the current year. For actual VRM, PMT, or OE data that have increased or decreased by more than 10 percent, or FG DRM data that have increased or decreased. Interview transit agency management regarding the specifics of operations that led to the increases or decreases in the data relative to the prior reporting period.

Finding: The following fluctuations were noted on the FFA-10 Form:

MBPT:

- A 18.41% increase in Passenger Miles Traveled (PMT).
- A 20.64% increase in Unlinked Passenger Trips (UPT).
- A 18.74% increase in Non Fixed Guideway Passenger Miles Traveled (NFG PMT).

Per inquiry, the changes in PMT, UPT, and NFG PMT are due to increased services and improvements to frequency of passengers based on a study done by the Operations Analyst.

DRPT:

- A 15.20% increase in Vehicle Revenue Hours (VRH).
- A 15.52% increase in Unlinked Passenger Trips (UPT).
- A 11.28% increase in Non Fixed guideway Vehicle Revenue Miles (NFG VRM).
- A 19.44% increase in Non Fixed Guideway Passenger Miles Traveled (NFG PMT).
- A 16.34% increase in Non Fixed Guideway Operating Expense (NFG OE).

Per inquiry, these changes resulted from demand continuing in an increasing trend since FY21, as in-person services and day programs for paratransit riders increase their capacity and staffing levels post-pandemic.

DRTX:

- A 14.15% increase in Vehicle Revenue Hours (VRH).
- A 15.57% increase in Unlinked Passenger Trips (UPT).

Per inquiry, these changes resulted from demand continuing in an increasing trend since FY21, as in-person services and day programs for paratransit riders increase their capacity and staffing levels post-pandemic.

VPPT:

- A 12.48% increase in Vehicle Revenue Hours (VRH).
- A 12.52% increase in Unlinked Passenger Trips (UPT).
- A 13.38% increase in Non Fixed Guideway Vehicle Revenue Miles (NFG VRM).
- A 17.16% increase in Non Fixed Guideway Passenger Miles Traveled (NFG PMT).
- A 21.23% increase in Non Fixed Guideway Operating Expense (NFG OE).

Per inquiry, these changes resulted from growth in the Vanpool program from the prior year.

No exceptions were noted as a result of this procedure.

(Continued)

- aa. The auditor should document the specific procedures followed, documents reviewed, and tests performed in the work papers. The work papers should be available for FTA review for a minimum of three years following the NTD report year. The auditor may perform additional procedures, which are agreed to by the auditor and the transit agency, if desired. The auditor should clearly identify the additional procedures performed in a separate attachment to the statement as procedures that were agreed to by the transit agency and the auditor but not by FTA.

Finding: We have documented the procedures followed based on the *FTA 2024 NTD Policy Manual Exhibit 80 - Federal Funding Allocation Data Review - Suggested Procedures*, and noted the documents inspected and procedures performed in our workpapers. Additional procedures were not performed.

Exhibit 1



AFFILIATED AGENCIES

*Orange County
Transit District*

*Local Transportation
Authority*

*Service Authority for
Freeway Emergencies*

*Consolidated
Transportation
Service Agency*

*Congestion Management
Agency*

October 31, 2024

Members of the Board of Directors
Orange County Transportation Authority
550 South Main Street
P.O. Box 14184
Orange, CA 92863-1584

The following response is being submitted to address results from the agreed upon procedures performed for the National Transit Database (NTD) as of, and for, the fiscal year ended June 30, 2024.

**Procedures K – Demand Response Purchased Transportation (DR PT)
Mode and Service**

Select a random sample of the source documents for accumulating PMT data and determine that the data are complete (all required data are recorded) and that the computations are accurate. Select a random sample of the accumulation periods and recompute the accumulations for each of the selected periods. List the accumulations periods that were tested. Test the arithmetical accuracy of the summary.

Finding: For DRPT, we selected 40 routes performed during August 2023, November 2023, and March 2024 and compared the PMT reported against the signed driver manifests. We recomputed the mathematical accuracy of the trip sheets and observed all required data was recorded in the accumulation worksheet designed to perform the PMT calculation. We identified a variance in PMT for 23 of the 40 routes sampled, resulting in a net variance of 83 miles.

Management's Response: OCTA Operations and Finance & Administration Division staff perform detailed reconciliation of the operational data as part of the monthly billing procedures. This reconciliation process utilizes various automated and manual checks that identify potential trip and run level errors that both OCTA and the contractors must review, resolve, and approve before finalizing the invoice payment for the reporting period. Although there may be some erroneous values found in the paper trip sheets, as they are manually recorded, the paper trip sheets are compiled as a redundancy to the data generated by mobile data terminals (MDTs) within the vehicles. The data generated by MDTs are reviewed as part of the reconciliation process prior to finalizing the billing summaries. Therefore, the variances noted in the driver trip sheets do not affect reporting as other sources of data are involved in the finalization of both billing and the required NTD statistics. Lastly, the net discrepancy of 83 miles against the total

Members of the Board of Directors
October 31, 2024
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annual reported 9,145,146 PMT for DRPT results in a variance of 0.0009 percent which is within an acceptable precision range for NTD reporting.



Johnny Dunning, Jr.
Chief Operating Officer



AFFILIATED AGENCIES

Orange County
Transit District

Local Transportation
Authority

Service Authority for
Freeway Emergencies

Consolidated Transportation
Service Agency

Congestion Management
Agency

October 31, 2024

Members of the Board of Directors
Orange County Transportation Authority
550 S. Main Street
P.O. Box 14184
Orange, CA 92863-1584

The following response is being submitted to address results from the agreed upon procedures performed for the National Transit Database (NTD) as of, and for, the fiscal year ended June 30, 2024.

Procedure K – Motor Bus Directly-Operated (MBDO) and Motor Bus–Purchased Transportation (MBPT) Modes

Procedure K

Select a random sample of the source documents for accumulating PMT data and determine that the data are complete (all required data are recorded) and that the computations are accurate. Select a random sample of the accumulation periods and re-compute the accumulations for each of the selected periods. List the accumulations periods that were tested. Test the arithmetical accuracy of the summary.

Finding

For MBDO, we selected all 12 months of APC data. We recomputed the mathematical accuracy of PMT for those months and observed that all required data was recorded in the accumulation worksheet designed to perform the PMT calculation. We identified a net variance of 3,411 miles.

For MBPT, we selected all 12 months of APC data. We recomputed the mathematical accuracy of PMT for those months and observed that all required data was recorded in the accumulation worksheet designed to perform the PMT calculation. We identified a net variance of 1,079 miles.

Management’s Response: According to the OCTA APC Certification Report for FY2024 that was reviewed and approved by the FTA, there was a ± 5.0000 percent required level of accuracy requirement for both unlinked passenger trips and passenger miles traveled. For MBDO, the 3,411 miles against the total annual reported 85,125,513 miles results in a variance of 0.004 percent which is within the acceptable precision range for NTD reporting. For MBPT, the 1,079

Members of the Board of Directors

October 31, 2024

Page 2

miles against the total annual reported 39,645,393 miles results in a variance of 0.0027 percent which is within the acceptable precision range for NTD reporting.



Johnny Duning, Jr.
Chief Operating Officer

ORANGE COUNTY TRANSPORTATION AUTHORITY

**INDEPENDENT ACCOUNTANT'S REPORT
ON APPLYING AGREED-UPON PROCEDURES
WITH RESPECT TO THE TREASURY DEPARTMENT**

Year ended June 30, 2024

INDEPENDENT ACCOUNTANT'S REPORT
ON APPLYING AGREED-UPON PROCEDURES

Board of Directors
Orange County Transportation Authority
Orange, California

We have performed the procedures enumerated below related to the investment policies, procedures and selected activities of the Orange County Transportation Authority ("OCTA" or "the Authority") for the fiscal year ended June 30, 2024. OCTA's management is responsible for the investment policies, procedures and selected activities of the Authority.

The Authority has agreed to and acknowledged that the procedures performed are appropriate to meet the intended purpose of the Authority. We make no representation regarding the appropriateness of the procedures either for the purpose for which this report has been requested or for any other purpose. This report may not be suitable for any other purpose. The procedures performed may not address all the items of interest to a user of this report and may not meet the needs of all users of this report and, as such, users are responsible for determining whether the procedures performed are appropriate for their purposes. An agreed-upon procedures engagement involves performing specific procedures that the engaging party has agreed to and acknowledged to be appropriate for the intended purpose of the engagement and reporting on findings based on the procedures performed.

The procedures that we performed and our findings are included in Appendix A.


We were engaged by OCTA to perform this agreed-upon procedures engagement and conducted our engagement in accordance with attestation standards established by the American Institute of Certified Public Accountants. We were not engaged to and did not conduct an examination or review engagement, the objective of which would be the expression of an opinion or conclusion, respectively, on the investment policies, procedures and selected activities of the Authority. Accordingly, we do not express such an opinion or conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

We are required to be independent of the Authority and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our agreed-upon procedures engagement.

At the request of OCTA, Management's responses to certain findings are included in Exhibit 1. The responses are included for the purpose of additional information and were not subjected to the procedures described below. Accordingly, we did not perform any procedures on Management's responses and express no assurance or opinion on them.

(Continued)

This report is intended solely for the information and use of OCTA's Board of Directors and management and is not intended to be, and should not be, used by anyone other than these specified parties.

A handwritten signature in black ink that reads "Crowe LLP". The signature is written in a cursive, flowing style.

Crowe LLP

Costa Mesa, California
October 31, 2024

The procedures performed and associated results are as follows:

1. We conducted inquiries of personnel involved in the Treasury Department operations, obtained the Debt and Investment Management Manual and observed the procedures performed to determine whether the procedures provided for:
 - a. Transactions that are clearly documented and readily available for examination;
 - b. Transactions that are promptly recorded and properly classified;
 - c. Transactions that are authorized and executed only by persons acting within the scope of their authority;
 - d. Segregation of key duties and responsibilities in authorizing, processing, recording and reviewing;
 - e. Supervision to ensure that internal control objectives are achieved;
 - f. Limiting access to resources and records to authorized individuals and ensuring accounting for custody of resources; and
 - g. Periodic reconciliation of investments between the custodian statements and the general ledger.

Finding: No exceptions were noted as a result of this procedure. We conducted inquiries of Treasury Department personnel and observed the procedures performed to determine whether the procedures provided for items a.-g. by observing documented procedures in the Investment Management Manual (Manual) and determining the attributes above were provided for in the Manual.

2. We compared the Investment Policies dated July 1, 2023 and July 1, 2024 to California Government Code Section 53601 to determine compliance.

Finding: No exceptions were noted as a result of this procedure.

3. We observed system related controls to determine they were in place to appropriately limit access to cash and investment information.

Finding: We observed system related controls surrounding the Clearwater system and no exceptions were noted as a result of this procedure. Specifically, we observed that access to the system was password protected and that the user access listing was restricted to those individuals requiring access for their job duties. We obtained an access listing which showed 17 Finance & Administration Division employees and access for Clearwater which was view only.

4. We determined that the Investment Policy was provided to external investment managers on an annual basis. In addition, we determined whether each investment manager certified receipt of the Investment Policy with a statement agreeing to abide by its terms.

Finding: No exceptions were noted as a result of this procedure.

(Continued)

5. We sampled three monthly Treasury/Public Finance Department Reports on OCTA Investment and Debt Programs presented to the Finance and Administration Committee to determine whether they were provided in accordance with the Debt and Investment Management Manual (Section 2, Part C, Treasury/Public Finance Department, and Investment Reporting).

Finding: No exceptions were noted as a result of this procedure.

6. We performed inquiries with management who noted there were no authorization letters or changes during the period subject to our procedures.

Finding: Not Applicable.

7. We obtained directly from primary bank, BMO, a listing of the system administrators and authorized signatories for OCTA's BMO accounts as of June 30, 2024. We identified whether the personnel on the listing were current employees and accounting staff by comparing the listing provided by BMO to OCTA's personnel listing as of June 30, 2024.

Finding: No exceptions noted as a result of this procedure.

8. We selected a sample of 60 investment purchases during the fiscal year ended June 30, 2024 to determine that:
 - a. The investments were in compliance with the Investment Policy;
 - b. The Treasury Department's policies and procedures with respect to investment purchases were followed;
 - c. The investments were properly recorded; and
 - d. Any investment earnings on matured investments were calculated and recorded correctly.

Finding: We inspected the investment policies obtained in procedure two and compared the policies outlined for investment purchases contained within to the sample of investments purchased during the year and noted no exceptions. We agreed Asset ID, ISIN number, Maturity date, Principal (Value), and Security Ratings to the Clearwater report to ensure proper recording of the securities. We recalculated investment earnings on matured investments and agreed to the Clearwater system.

Our sample of sixty investment purchase included the selection of eleven Asset Backed Security purchases (ABS). Upon comparison of these ABS purchases to supporting documentation and further discussions with management, it was identified that one of these ABS selections were issued with a soft bullet structure. Soft bullet structured ABS have an estimated final maturity date where payment is expected but not guaranteed and a subsequent legal final maturity date upon which payment must be made. The California Government Code Section 53601 (Code) defines an Investment's term or remaining maturity as *"an investment's term or remaining maturity shall be measured from the settlement date to final maturity. A security purchased in accordance with this section shall not have a forward settlement date exceeding 45 days from the time of investment"*. The investment purchases report provided by management utilized the expected final maturity date for this selection. When comparing maturity dates to the Code for compliance the legal final maturity date should be utilized as this is the date when payment is legally required. We compared the legal final maturity for the ABS selection with a soft bullet structure noting it was in compliance with both OCTA's Investment Policy and the Code.

No exceptions were noted as a result of this procedure.

(Continued)

9. We sampled ten weekly holdings reports for each external investment manager during the fiscal year ended June 30, 2024 and determined whether they were monitored by Treasury Department personnel and were in compliance with the Investment Policy. Specifically:
 - a. We obtained the holdings report for each external manager for each week selected;
 - b. We inspected that the Treasury Department's review was documented on the holdings report;
 - c. We compared the holdings report to the Investment Policy limits and diversification guidelines to determine whether the external investment manager complied; and
 - d. We determined that any instances of noncompliance were identified and corrected by the Treasury Department and that probationary and reporting procedures were followed.

Finding: No exceptions were noted as a result of this procedure.

10. We selected a sample of three monthly bank reconciliations during the fiscal year ended June 30, 2024 and performed the following:
 - a. Traced general ledger balances and bank balances to supporting documentation;
 - b. Determine whether the reconciliations were completed within thirty days of month end;
 - c. Determine that any discrepancies were reported and resolved;
 - d. Determine that reconciliations and resolution of discrepancies were reviewed and approved by an official who was not responsible for recording receipts and disbursements; and
 - e. Determine that bank statements were mailed directly to the Accounting Department.

Finding: We determined the items in a. - e. by observing the reconciliations contained the information listed. No exceptions were noted as a result of this procedure.

11. We selected a sample of three monthly investment account reconciliations and inspected the supporting documentation to determine that:
 - a. Reconciliations were completed and approved by the end of the month following the month being reconciled, and were performed by someone who was not responsible for recording receipts and disbursements;
 - b. Discrepancies were identified and resolved;
 - c. Reconciliations and the resolution of discrepancies were reviewed by an official who was not responsible for recording investment transactions; and
 - d. Investment statements were mailed directly to the Accounting Department.

Finding: We determined the items in a.-c. by observing the reconciliations contained the information listed. For procedure d., Crowe noted investment statements were accessed online. No exceptions were noted as a result of this procedure.

(Continued)

12. We inspected the Treasury Department's cash forecasting documentation to determine the Department performed or prepared the following:
- a. A day-to-day cash forecast for the current week;
 - b. Reviewed forecasts with the Funds Management Team;
 - c. Monitored actual cash flow activity versus forecast;
 - d. Maintained regular communication with external investment managers regarding OCTA cash forecast and operational needs.

Finding: No exceptions were noted as a result of this procedure. For procedure d., weekly communications were observed.

13. We inspected monthly Investment and Debt program reports for required reporting of downgrades and credit watch placements.

Finding: No exceptions were noted as a result of this procedure.

14. We inspected minutes of both the Board of Directors and the Finance and Administration Committee, inquired with Treasury Department personnel, and inspected other supporting documentation to determine that the following required oversight activities took place:

- a. The Finance and Administration Committee reviewed investments on a monthly basis;
- b. The Board of Directors reviewed investments on a quarterly basis;
- c. The Board of Directors reviewed and approved the Investment Policy and amendments made during the fiscal year ended June 30, 2024;
- d. The Internal Audit Department performed semi-annual reviews to determine if OCTA was in compliance with its debt, investment, and accounting policies and procedures; and
- e. The funds management team met on a weekly basis.

Finding: No exceptions were noted as a result of this procedure. We inspected the Finance and Administration Committee meeting minutes, Board of Directors meeting minutes, semi-annual reviews performed by the Internal Audit Department, and the informational packet for the funds management team meeting noting that the above oversight activities took place.

15. We inquired whether there have been any changes in Treasury policies and procedures, organization or function, as a result of any prior year audit findings or as a result of the Treasury Department Agreed-Upon Procedures.

Finding: Based upon our inquiry no changes in Treasury policies and procedures, organization or function were noted as a result of any prior year findings or as a result of the Treasury Department Agreed-Upon Procedures.

**ORANGE COUNTY LOCAL
TRANSPORTATION AUTHORITY**

**Report on Agreed-Upon Procedures
Applied to Measure M2 Status Report**

Year Ended June 30, 2024

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY

**Report on Agreed-Upon Procedures
Applied to Measure M2 Status Report**

Year Ended June 30, 2024

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INDEPENDENT ACCOUNTANT'S REPORT
ON APPLYING AGREED-UPON PROCEDURES

Board of Directors
Orange County Local Transportation Authority
and the Taxpayers' Oversight Committee of the
Orange County Local Transportation Authority
Orange, California

We have performed the procedures enumerated in Attachment A on the Measure M2 Status Report of the Authority. The Orange County Local Transportation Authority ("OCLTA" or "Authority") and the Taxpayers' Oversight Committee of the Authority ("TOC") (the specified parties) are responsible for the Measure M2 Status Report.

The Authority has agreed to and acknowledged that the procedures performed are appropriate to meet the intended purpose of the Authority. We make no representation regarding the appropriateness of the procedures either for the purpose for which this report has been requested or for any other purpose. This report may not be suitable for any other purpose. The procedures performed may not address all the items of interest to a user of this report and may not meet the needs of all users of this report and, as such, users are responsible for determining whether the procedures performed are appropriate for their purposes. An agreed-upon procedures engagement involves performing specific procedures that the engaging party has agreed to and acknowledged to be appropriate for the intended purpose of the engagement and reporting on findings based on the procedures performed.

The procedures and the associated findings are contained in Attachment A.

We were engaged by the Authority to perform this agreed-upon procedures engagement and conducted our engagement in accordance with attestation standards established by the American Institute of Certified Public Accountants. We were not engaged to and did not conduct an examination or review engagement, the objective of which would be the expression of an opinion or conclusion, respectively, on the Measure M2 Status Report. Accordingly, we do not express such an opinion or conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

We are required to be independent of Authority and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our agreed-upon procedures engagement.

This report is intended solely for the information and use of the Authority and the TOC and is not intended to be, and should not be, used by anyone other than the specified party.



Crowe LLP

Costa Mesa, California
December 13, 2024

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
APPENDIX A – SCHEDULE OF PROCEDURES AND FINDINGS
Year ended June 30, 2024

The procedures and associated findings are as follows:

The Measure M2 Status Report is separated into three sections: Section A describes the procedures applied to Schedule 1; Section B describes the procedures applied to Schedule 2; and Section C describes the procedures applied to Schedule 3. All amounts are reported in thousands.

A. We obtained Schedule 1 and performed the following procedures:

1. Compared Year to Date June 30, 2024 amounts (Column A) to the audited trial balances of the OCLTA Special Revenue Fund (Fund 17) and the OCLTA Debt Service Fund (Fund 72) and additional detailed information from the underlying accounting records.
2. Compared Period from Inception to June 30, 2024 amounts (Column B) by adding the prior year's Period from Inception through June 30, 2023 amounts with the Year to Date June 30, 2024 amounts (Column A).
3. Re-computed totals and subtotals.

B. We obtained Schedule 2 and performed the following procedures:

1. Compared Year Ended June 30, 2024 (Columns C.1 and C.2) to Schedule 1, Column A. For professional services, non-project related amounts, we compared the sum of this caption allocated to Revenues and to Bond Revenues at June 30, 2024 (C.1 and C.2) to Schedule 1, Column A. For Environmental Cleanup, we agreed this amount to the project job ledger.
2. Compared Period from Inception through June 30, 2024 amounts (Columns D.1 and D.2) to Schedule 1, Column B. For professional services, non-project related, and other non-project related amounts, we compared the total of the amounts allocated to Revenues and to Bond Revenues at June 30, 2024 (D.1 and D.2) to Schedule 1, Column B. For Environmental Cleanup, we agreed this amount to the project job ledger.
3. Compared forecast amounts (Column E.1 and E.2) to Measure M2 Forecast Model Schedule.
4. Re-computed totals and subtotals.

C. We obtained Schedule 3 and performed the following procedures:

1. Compared Net Revenues through June 30, 2024 (Column I) and Total Net Revenues (Column H) amounts to Schedule 2, Column D.1 and Column F.1, Net Revenues (Totals), respectively.
2. Recalculated Net Revenues through June 30, 2024 (Column I) and Total Net Revenues (Column H) amounts, by mode and project description, based on the Measure M2 Transportation Investment Plan (Investment Plan).
3. Reconciled Expenditures through June 30, 2024 (Column J) to Schedule 1, Column B. Agreed Environmental Cleanup to Schedule 2, Column D.1. Agreed Oversight and Annual Audits to the summary of Measure M2 administrative costs through June 30, 2024. Agreed Column J, by project description, to the project job ledger by fiscal year.

(Continued)

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
APPENDIX A – SCHEDULE OF PROCEDURES AND FINDINGS
Year ended June 30, 2024

4. Selected a sample of 40 expenditures from Column J and compared them to invoices and supporting documentation to determine whether the sampled expenditures were properly accrued and classified.
5. Agreed Reimbursements through June 30, 2024 (Column K) to Schedule 1, Column B. Agreed Oversight and Annual Audits line item to summary of Measure M2 administrative costs through June 30, 2024.
6. Agreed Column K to the supporting revenue summary by project and fiscal year. Selected a sample of 40 reimbursements from Column K and agreed them to supporting invoices and remittance advices to determine whether the sampled reimbursements were properly calculated.
7. Recalculated the net M2 cost (Column L) by subtracting Column K from Column J.
8. Recalculated Revenues through June 30, 2024 (Column I.1) and the Total Revenues (Column H.1) for Environmental Cleanup (2% of revenues) and Oversight and Annual Audits (1% of revenues) by multiplying sales taxes and operating interest per Schedule 2, Column D.1 and Column F.1 by 2% and 1%, respectively.
9. Recalculated Revenues through June 30, 2024 (Column I.1) and the Total Revenues (Column H.1) for Collect Sales Taxes (1.5% of sales taxes) by multiplying Sales Taxes per Schedule 2, Column F.1 and Column D.1 by 1.5%.
10. Re-computed total and subtotals.

Results: Procedure C.4. Identified an expenditure in the amount of \$24 with a service period that fell during fiscal year 2023 and the invoice was received by management outside of the prior period's year-end cut-off procedure. Thus, was reported in the fiscal year 2024 expenditures. The expenditure identified above is within management's threshold of passed adjustments for fiscal year 2024. No other exceptions were found as a result of these procedures.

Measure M2
Schedule of Revenues, Expenditures and Changes in Fund Balance
as of June 30, 2024
(Unaudited)

(\$ in thousands)	Quarter Ended June 30, 2024	Year to Date June 30, 2024 (A)	Period from Inception to June 30, 2024 (B)
Revenues:			
Sales taxes	\$ 99,393	\$ 431,412	\$ 4,372,470
Other agencies' share of Measure M2 costs:			
Project related	5,746	22,338	860,424
Non-project related	-	-	454
Interest:			
Operating:			
Project related	336	2,005	7,102
Non-project related	12,979	29,952	113,268
Bond proceeds	2,126	5,700	100,946
Debt service	178	1,311	3,069
Commercial paper	-	-	393
Right-of-way leases			
Project related	(4)	52	1,717
Non-project related	-	-	17
Proceeds on sale of assets held for resale	-	-	13,428
Donated assets held for resale			
Project related	-	-	2,071
Miscellaneous:			
Project related	-	-	331
Non-project related	-	-	129
Total revenues	<u>120,754</u>	<u>492,770</u>	<u>5,475,819</u>
Expenditures:			
Supplies and services:			
Sales tax administration fees	687	3,333	42,232
Professional services:			
Project related	19,270	40,735	579,576
Non-project related	907	1,934	39,864
Administration costs:			
Project related	4,424	13,397	130,611
Salaries and Benefits	1,123	4,507	44,857
Other	3,707	8,783	76,237
Other:			
Project related	207	480	6,788
Non-project related	27	85	5,459
Payments to local agencies:			
Project related	34,872	100,136	1,428,350
Capital outlay:			
Project related	96,123	159,505	2,401,396
Non-project related	-	(100)	31
Debt service:			
Principal payments on long-term debt	-	20,920	116,405
Interest on long-term debt and commercial paper	2	33,954	353,530
Total expenditures	<u>161,349</u>	<u>387,669</u>	<u>5,225,336</u>
Excess (deficiency) of revenues over (under) expenditures	<u>(40,595)</u>	<u>105,101</u>	<u>250,483</u>
Other financing sources (uses):			
Transfers out:			
Project related	(213,679)	(238,493)	(735,905)
Transfers in:			
Project related	12,284	15,705	364,388
Non-project related	-	(453)	-
Bond proceeds	-	-	804,625
Payment to refunded bond escrow agent	-	-	(45,062)
Total other financing sources (uses)	<u>(201,395)</u>	<u>(223,241)</u>	<u>388,046</u>
Excess (deficiency) of revenues over (under) expenditures and other sources (uses)	<u>\$ (241,990)</u>	<u>\$ (118,140)</u>	<u>\$ 638,529</u>

Measure M2
Schedule of Calculations of Net Revenues and Net Financing Expenditures
as of June 30, 2024
(Unaudited)

(\$ in thousands)	Quarter Ended June 30, 2024 (actual)	Year to Date June 30, 2024 (actual) (C.1)	Period from Inception through June 30, 2024 (actual) (D.1)	Period from July 1, 2024 through March 31, 2041 (forecast) (E.1)	Total (F.1)
Revenues:					
Sales taxes	\$ 99,393	\$ 431,412	\$ 4,372,470	\$ 10,373,687	\$ 14,746,157
Operating interest	12,979	29,952	113,268	544,885	658,153
Subtotal	<u>112,372</u>	<u>461,364</u>	<u>4,485,738</u>	<u>10,918,572</u>	<u>15,404,310</u>
Other agencies share of M2 costs	-	-	454	-	454
Right-of-way leases	-	-	17	-	17
Miscellaneous	-	-	129	-	129
Total revenues	<u>112,372</u>	<u>461,364</u>	<u>4,486,338</u>	<u>10,918,572</u>	<u>15,404,910</u>
Administrative expenditures:					
Sales tax administration fees	687	3,333	42,232	85,288	127,520
Professional services	907	1,934	36,089	85,411	121,500
Administration costs:					
Salaries and Benefits	1,123	4,507	44,857	106,172	151,029
Other	3,707	8,783	76,237	176,080	252,317
Other	27	85	2,439	5,856	8,295
Capital outlay	-	(100)	31	-	31
Environmental cleanup	954	2,763	52,069	207,440	259,509
Total expenditures	<u>7,405</u>	<u>21,305</u>	<u>253,954</u>	<u>666,247</u>	<u>920,201</u>
Net revenues	<u>\$ 104,967</u>	<u>\$ 440,059</u>	<u>\$ 4,232,384</u>	<u>\$ 10,252,325</u>	<u>\$ 14,484,709</u>
Financing expenditures:					
Debt interest expense	2	33,954	353,530	332,151	685,681
Professional services	-	-	3,775	-	3,775
Other	-	-	3,020	-	3,020
Total financing expenditures	<u>2</u>	<u>33,954</u>	<u>360,325</u>	<u>332,151</u>	<u>692,476</u>
Interest revenue:					
Interest revenue from bond proceeds	2,126	5,700	100,946	57,910	158,856
Interest revenue from debt service funds	178	1,311	3,069	4,757	7,826
Interest revenue from commercial paper	-	-	393	-	393
Total bond revenues	<u>2,304</u>	<u>7,011</u>	<u>104,408</u>	<u>62,667</u>	<u>167,075</u>
Net financing expenditures	<u>\$ (2,302)</u>	<u>\$ 26,943</u>	<u>\$ 255,917</u>	<u>\$ 269,484</u>	<u>\$ 525,401</u>

Measure M2
Schedule of Revenues and Expenditures Summary
as of June 30, 2024
(Unaudited)

Project	Description	Total Net Revenues	Net Revenues	Expenditures	Reimbursements	(J) - (K) = (L)
		Inception to March 31, 2041 (actual) + (forecast) (H)	Inception to June 30, 2024 (actual) (I)	Inception to June 30, 2024 (actual) (J)	Inception to June 30, 2024 (actual) (K)	Net M2 Cost Inception to June 30, 2024 (actual) (L)
(G)						
<i>(\$ in thousands)</i>						
Freeways (43% of Net Revenues)						
A	I-5 Santa Ana Freeway Interchange Improvements	\$ 570,917	\$ 166,820	\$ 10,908	\$ 8,786	\$ 2,122
B	I-5 Santa Ana/SR-55 to El Toro	364,658	106,552	35,832	21,390	14,442
C	I-5 San Diego/South of El Toro	761,627	222,545	415,158	53,041	362,117
D	I-5 Santa Ana/San Diego Interchange Upgrades	313,397	91,573	3,156	527	2,629
E	SR-22 Garden Grove Freeway Access Improvements	145,766	42,592	5	-	5
F	SR-55 Costa Mesa Freeway Improvements	444,586	129,907	127,791	49,260	78,531
G	SR-57 Orange Freeway Improvements	314,247	91,822	58,752	15,069	43,683
H	SR-91 Improvements from I-5 to SR-57	170,060	49,691	34,961	824	34,137
I	SR-91 Improvements from SR-57 to SR-55	505,929	147,831	71,891	69,390	2,501
J	SR-91 Improvements from SR-55 to County Line	427,823	125,008	18,578	17,087	1,491
K	I-405 Improvements between I-605 to SR-55	1,303,148	380,776	1,687,473	303,291	1,384,182
L	I-405 Improvements between SR-55 to I-5	388,345	113,473	9,249	6,954	2,295
M	I-605 Freeway Access Improvements	24,294	7,099	8,398	16	8,382
N	All Freeway Service Patrol	182,207	53,240	11,923	-	11,923
	Freeway Mitigation	311,421	90,996	62,405	7,950	54,455
	Subtotal Projects	6,228,425	1,819,925	2,556,480	553,585	2,002,895
	Net financing expenditures	-	-	175,662	-	175,662
	Total Freeways	\$ 6,228,425	\$ 1,819,925	\$ 2,732,142	\$ 553,585	\$ 2,178,557
	%					51.4%
Street and Roads Projects (32% of Net Revenues)						
O	Regional Capacity Program	\$ 1,448,489	\$ 423,244	\$ 818,954	\$ 507,884	\$ 311,070
P	Regional Traffic Signal Synchronization Program	579,370	169,290	119,600	23,175	96,425
Q	Local Fair Share Program	2,607,248	761,829	742,345	77	742,268
	Subtotal Projects	4,635,107	1,354,363	1,680,899	531,136	1,149,763
	Net financing expenditures	-	-	51,470	-	51,470
	Total Street and Roads Projects	\$ 4,635,107	\$ 1,354,363	\$ 1,732,369	\$ 531,136	\$ 1,201,233
	%					28.3%

**Measure M2
Schedule of Revenues and Expenditures Summary
as of June 30, 2024
(Unaudited)**

Project Description (G) (\$ in thousands)	Total Net Revenues Inception to March 31, 2041 (actual) + (forecast) (H)	Net Revenues Inception to June 30, 2024 (actual) (I)	Expenditures Inception to June 30, 2024 (actual) (J)	Reimbursements Inception to June 30, 2024 (actual) (K)	(J) - (K) = (L) Net M2 Cost Inception to June 30, 2024 (actual) (L)
	Transit Projects (25% of Net Revenues)				
R High Frequency Metrolink Service	\$ 1,444,635	\$ 409,529	\$ 463,505	\$ 99,529	\$ 363,976
S Transit Extensions to Metrolink	1,278,664	373,621	272,006	2,133	269,873
T Metrolink Gateways	74,035	39,988	98,220	60,956	37,264
U Expand Mobility Choices for Seniors and Persons with Disabilities	502,259	140,992	137,414	88	137,326
V Community Based Transit/Circulators	289,617	84,625	20,496	1,697	18,799
W Safe Transit Stops	31,967	9,341	1,537	26	1,511
Subtotal Projects	3,621,177	1,058,096	993,178	164,429	828,749
Net financing expenditures	-	-	28,785	-	28,785
Total Transit Projects	\$ 3,621,177	\$ 1,058,096	\$ 1,021,963	\$ 164,429	\$ 857,534
%					20.2%
Measure M2 Program	\$ 14,484,709	\$ 4,232,384	\$ 5,486,474	\$ 1,249,150	\$ 4,237,324

Project Description (G) (\$ in thousands)	Total Net Revenues Inception to March 31, 2041 (actual) + (forecast) (H.1)	Net Revenues Inception to June 30, 2024 (actual) (I.1)	Expenditures Inception to June 30, 2024 (actual) (J)	Reimbursements Inception to June 30, 2024 (actual) (K)	Net M2 Cost Inception to June 30, 2024 (actual) (L)
	Environmental Cleanup (2% of Revenues)				
X Clean Up Highway and Street Runoff that Pollutes Beaches	\$ 308,086	\$ 89,715	\$ 52,069	\$ 311	\$ 51,758
Net financing expenditures	-	-	-	-	-
Total Environmental Cleanup	\$ 308,086	\$ 89,715	\$ 52,069	\$ 311	\$ 51,758
%					1.2%
Taxpayer Safeguards and Audits					
Collect Sales Taxes (1.5% of Sales Taxes)	\$ 221,192	\$ 65,587	\$ 42,232	\$ -	\$ 42,232
%					1.0%
Oversight and Annual Audits (1% of Revenues)	\$ 154,043	\$ 44,857	\$ 44,857	\$ (0)	\$ 44,857
%					1.0%

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2024

Measure M2 Summary

In November 1990, Orange County voters approved the Revised Traffic Improvement and Growth Management Ordinance, known as Measure M (M1). This implemented a one-half of one percent retail transaction and use tax to fund a specific program of transportation improvements in Orange County for 20 years. On November 7, 2006, Orange County voters approved the renewal of Measure M, known as Renewed Measure M (M2) for a period of 30 more years from April 1, 2011 to March 31, 2041. In August 2007, the Orange County Local Transportation Authority Board of Directors approved the M2 Early Action Plan to advance the completion of projects prior to the start of sales tax collection in April 2011. A Plan of Finance was adopted in November 2007 identifying a tax-exempt commercial paper program as the preferred method of funding Early Action Plan projects.

The Orange County Local Transportation Authority (OCLTA) is responsible for administering the M2 sales tax program, which commenced on April 1, 2011 for a period of 30 years. The M1 sales tax program was completed and closed out in June 2015.

Demonstrating accountability for the receipt and expenditure of M2 funds is accomplished through the issuance of annual reports on M2 activities. The reports for M2 activities through June 30, 2024 are included as Schedules 1-3. The following is a summary of the purpose, format and content of each schedule. All amounts, unless otherwise indicated, are expressed in thousands of dollars.

Schedule 1—Schedule of Revenues, Expenditures and Changes in Fund Balance

This schedule presents a summary of revenues, expenditures and changes in fund balance of the combined M2 special revenue and debt service funds. Such financial information is derived from the trial balance with additional detailed information from the underlying accounting records. The schedule is presented for the latest fiscal year and for the period from inception through the latest fiscal year.

Year to Date June 30, 2024 (Column A)

This column presents the revenues, expenditures, and other financing sources (uses) of the combined M2 special revenue and debt service funds for the fiscal year ended June 30, 2024. Amounts for individual revenue sources, expenditures by major object, and other financing sources (uses) are derived from the trial balance, while detailed amounts for certain revenue sources and expenditures by major object are obtained from the general ledger.

The net change in fund balance of (\$118,140) agrees with the combined change in fund balances of (\$110,337) in the M2 special revenue fund and \$(7,803) in the M2 debt service fund in the trial balance for the year ended June 30, 2024.

Non-project related revenues, expenditures, and other financing sources (uses) are included in the net revenues and net financing expenditures calculations in Schedule 2.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2024

Period from Inception through June 30, 2024 (Column B)

This column presents the revenues, expenditures, and other financing sources (uses) of the combined M2 special revenue and debt service funds for the period from inception through June 30, 2024. Amounts for individual revenue sources, expenditures by major object, and other financing sources (uses) are summarized from the trial balance, while detailed amounts for certain revenue sources and expenditures by major object are obtained and summarized from the general ledger.

The net fund balance of \$638,529 agrees with the combined ending fund balances of \$615,029 in the M2 special revenue fund and \$23,500 in the M2 debt service fund, as presented in the trial balance for the year ended June 30, 2024.

Non-project related revenues, expenditures, and other financing sources (uses) are included in the net revenues and net financing expenditures calculations in Schedule 2. Project related revenues and other financing sources (uses) are presented as “Reimbursements” (Column K) in Schedule 3. Project related expenditures and other financing sources (uses) are included as “Expenditures” (Column J) in Schedule 3.

Schedule 2—Schedule of Calculations of Net Revenues and Net Financing Expenditures

This schedule presents calculations of net revenues and net financing expenditures, which are allocated in Schedule 3 to transportation projects specified in the Orange County Transportation Investment Plan (Investment Plan). Actual revenues, expenditures, and other financing sources (uses) in this schedule were obtained from non-project related amounts on Schedule 1. Environmental cleanup expenditures were obtained from the project job ledger. Forecast amounts were obtained from the Orange County Transportation Authority Forecast Model. The schedule is presented for the latest fiscal year, for the period from inception through the latest fiscal year, for subsequent years going forward, and for the combined total of actual and forecast amounts for the period from inception going forward.

Calculation of Net Revenues

Year to Date June 30, 2024 (actual) (Column C.1)

This column presents net revenues, consisting of total revenues less total administrative expenditures, capital outlay, and environmental cleanup, for year ended June 30, 2024. Revenues, administrative expenditures, and capital outlay for the year ended June 30, 2024 were obtained from Column A in Schedule 1. Environmental cleanup expenditures were obtained from project amounts accumulated in the project job ledger. Revenues, administrative expenditures, and capital outlay utilized in the calculation of net revenues are non-project and non-financing related. Revenues consist of sales taxes, operating interest, and other agencies’ share of M2 costs. Administrative expenditures include sales tax administration fees, professional services, administration costs, and other expenditures. Non-project related professional services are distributed between administrative expenditures and financing expenditures and uses based on the job ledger code.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2024

Period from Inception through June 30, 2024 (actual) (Column D.1)

This column presents net revenues, consisting of total cumulative revenues less total cumulative administrative expenditures, capital outlay, and environmental cleanup, for the period from inception through June 30, 2024. Revenues, administrative expenditures, and capital outlay for the period from inception through June 30, 2024 were obtained from Column B in Schedule 1. Environmental cleanup expenditures were obtained from project amounts accumulated in the project job ledger. Total net revenues for the period from inception through June 30, 2024 are presented in Schedule 3 as “Net Revenues through June 30, 2024” (Column I). Revenues, administrative expenditures, and capital outlay utilized in the calculation of net revenues are non-project and non-financing related. Revenues consist of sales taxes, operating interest, other agencies’ share of M2 costs, and miscellaneous revenue. Administrative expenditures include sales tax administration fees, professional services, administration costs, and other expenditures. Non-project related professional services are distributed between administrative expenditures and financing expenditures and uses based on the job ledger code.

Period from July 1, 2024 through March 31, 2041 (forecast) (Column E.1)

This column presents net revenues, consisting of total projected revenues less total projected administrative expenditures and environmental cleanup expenditures, for subsequent years from July 1, 2024 through March 31, 2041. Revenues and administrative expenditures for subsequent years from July 1, 2024 through March 31, 2041 were obtained from the Orange County Transportation Authority Forecast Model, which is updated quarterly. Revenues and administrative expenditures utilized in the calculation of net revenues for subsequent years from July 1, 2024 through March 31, 2041 are non-project and non-financing related. Revenues consist of projected sales taxes and operating interest. Administrative expenditures consist of projected sales tax administration fees, professional services, administration costs, and other expenditures.

Total (Column F.1)

This column presents total net revenues, calculated as the sum of columns D.1 and E.1. Total net revenues are presented in Schedule 3 as “Total Net Revenues” (Column H).

Calculation of Net Financing Expenditures

Year to Date June 30, 2024 (actual) (Column C.2)

This column presents Net financing expenditures, consisting of financing expenditures less bond revenues, for year ended June 30, 2024. Bond revenues and financing expenditures for the year ended June 30, 2024 were obtained from Column A in Schedule 1. Bond revenues and financing expenditures utilized in the calculation of net financing expenditures are non-project and non-operating related. Bond revenues consist of interest revenue from bond proceeds and debt service funds.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2024

Financing expenditures consist of debt interest expense. Non-project related professional services are distributed between administrative expenditures and financing expenditures and uses based on the job ledger code.

Period from Inception through June 30, 2024 (actual) (Column D.2)

This column presents Net financing expenditures, consisting of financing expenditures less bond revenues, for the period from inception through June 30, 2024. Bond revenues and financing expenditures for the period from inception through June 30, 2024 were obtained from Column B in Schedule 1. Bond revenues and financing expenditures utilized in the calculation of net financing expenditures are non-project and non-operating related. Bond revenues consist of interest revenues from bond proceeds, debt service funds, and commercial paper. Financing expenditures consist of debt interest expense, professional services, and other interest expense. Non-project related professional services are distributed between administrative expenditures and financing expenditures and uses based on the job ledger code.

Period from July 1, 2024 through March 31, 2041 (forecast) (Column E.2)

This column presents Net financing expenditures, consisting of projected financing expenditures less projected bond revenues, for subsequent years from July 1, 2024 through March 31, 2041. Bond revenues and financing expenditures for subsequent years from July 1, 2024 through March 31, 2041 were obtained from the Orange County Transportation Authority Forecast Model. Bond revenues and financing expenditures utilized in the calculation of net financing expenditures are non-project and non-operating related. Bond revenues consist of interest revenues from bond proceeds and debt service funds. Financing expenditures consist of debt interest expense.

Total (Column F.2)

This column presents total net financing expenditures, calculated as the sum of columns D.2 and E.2.

Schedule 3—Schedule of Revenues and Expenditures Summary

This schedule presents a summary of actual and projected revenues and expenditures, by mode and project description, as specified in the Investment Plan. Total M2 program amounts agree with amounts on Schedules 1 and 2. Amounts by mode and project description are based on proportionate calculations or are obtained from other documents.

Project Description (Column G)

This column presents project descriptions by mode in accordance with the Investment Plan.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2024

Total Net Revenues Inception to March 31, 2041 (actual) + (forecast) (Column H)

This column presents total actual and projected net revenues (total net revenues) during the life of M2, which agrees with total net revenues in Column F.1 in Schedule 2. Such total net revenues are allocated to each of the three modes based on the allocations specified in M2. The net revenues for each mode are allocated to each project based on the proportionate share of each project's estimated cost to the total estimated cost per mode as presented in the Investment Plan.

Net Revenues Inception to June 30, 2024 (actual) (Column I)

This column presents total M2 program net revenues for the period from inception through June 30, 2024, which agrees with net revenues in Column D.1 in Schedule 2. Such net revenues are allocated to each of the three modes based on the allocation percentages specified in M2.

The net revenues for each mode are allocated to each project based on the proportionate share of each project's estimated cost to the total estimated cost per mode as presented in the Investment Plan.

Expenditures Inception to June 30, 2024 (actual) (Column J)

This column presents total expenditures plus net financing expenditures. Total expenditures, excluding oversight and annual audit expenditures, agree with the sum of project related expenditures including transfers out from Column B in Schedule 1. Oversight and annual audit expenditures agree with the administrative costs for salaries and benefits derived from the annual cost allocation plan. Total net financing expenditures agrees with the total net financing expenditures from Column D.2 in Schedule 2. Project related expenditures are comprised of professional services, administration costs, other expenditures, payments to local agencies, capital outlay, and transfers out. Such expenditures are distributed to the projects based on project amounts accumulated in the project job ledger.

Reimbursements Inception to June 30, 2024 (actual) (Column K)

This column presents total reimbursements for the period from inception through June 30, 2024, which agrees with the sum of project related revenues from Column B in Schedule 1. Project related revenues consist of other agencies' share of Measure M2 costs, operating interest, right-of-way leases, proceeds on sale of assets held for resale, donated assets held for resale, transfers in and miscellaneous revenue. Such revenues are distributed to the related projects based on project amounts accumulated in the project job ledger. Reimbursements for oversight and annual audits agree with the principal balance of the amount advanced from the Orange County Unified Transportation Trust (OCUTT) to cover administrative costs for salaries and benefits exceeding more than one percent of revenues.

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
Notes to Measure M2 Status Report (Unaudited)

Year Ended June 30, 2024

Net M2 Cost Inception to June 30, 2024 (actual) (Column L)

Net M2 cost is a calculation of Column J minus Column K. For each mode, a percentage is calculated as the net project cost per mode divided by the total M2 Program net project cost. Such percentage can be compared to the required percentage included in M2 as an indication of the progress to date for each mode.

Total Net Revenues Inception to March 31, 2041 (actual) + (forecast) (Column H.1)

The total environmental cleanup actual and projected revenues during the life of M2 represent 2% of revenues (sales taxes and operating interest) found in Column F.1 in Schedule 2. The total collect sales taxes actual and projected revenues during the 30-year life of M2 represent 1.5% of sales tax revenues found in Column F.1 in Schedule 2. The total oversight and annual audits actual and projected revenues during the 30-year life of M2 represent 1% of revenues (sales taxes and operating interest) found in Column F.1 in Schedule 2

Net Revenues Inception to June 30, 2024 (actual) (Column I.1)

The total environmental cleanup revenue for the period from inception through June 30, 2024, represents two percent (2%) of revenues (sales taxes and operating interest) in Column D.1 in Schedule 2. The total oversight and annual audits revenues for the period from inception through June 30, 2024, represent one percent (1%) of the revenues (sales taxes and operating interest) in Column D.1 in Schedule 2. The total collect sales taxes revenue for the period from inception through June 30, 2024, represents one and one-half percent (1.5%) of the sales tax revenues in Column D.1 in Schedule 2.

ORANGE COUNTY TRANSPORTATION AUTHORITY

INDEPENDENT ACCOUNTANT'S REPORT
ON APPLYING AGREED UPON PROCEDURES RELATED TO
ARTICLE XIII-B APPROPRIATIONS LIMIT CALCULATION
For the fiscal year ended June 30, 2024

INDEPENDENT ACCOUNTANT'S REPORT
ON APPLYING AGREED UPON PROCEDURES

Board of Directors
Orange County Transportation Authority
Orange, California

We have performed the procedures enumerated below on the Appropriations Limit Calculations Worksheet (Worksheet) of the Orange County Transportation Authority ("OCTA" or "the Authority") as of June 30, 2024. OCTA's management is responsible for the preparation of the Worksheet.

The Authority has agreed to and acknowledged that the procedures performed are appropriate to meet the intended purpose of the Authority. We make no representation regarding the appropriateness of the procedures either for the purpose for which this report has been requested or for any other purpose. This report may not be suitable for any other purpose. The procedures performed may not address all the items of interest to a user of this report and may not meet the needs of all users of this report and, as such, users are responsible for determining whether the procedures performed are appropriate for their purposes. An agreed-upon procedures engagement involves performing specific procedures that the engaging party has agreed to and acknowledged to be appropriate for the intended purpose of the engagement and reporting on findings based on the procedures performed.

The procedures performed and associated findings are as follows:

1. We obtained the completed worksheets setting forth the calculations necessary to establish OCTA's appropriations limit and compared the 2023-2024 limit and annual adjustment factors included in those worksheets to the limit and annual adjustment factors that were adopted by resolution of OCTA's Board of Directors. We compared the population and inflation options included in the aforementioned worksheets to those that were selected by a recorded vote of OCTA's Board of Directors.

Finding: No exceptions were noted as a result of this procedure.

2. We added last year's limit to the annual adjustment amount and compared the resulting amount to the 2023-2024 appropriations limit.

Finding: No exceptions were noted as a result of this procedure.

3. We compared the current year information to the worksheets described in No. 1 above and to information provided by the California State Department of Finance.

Finding: No exceptions were noted as a result of this procedure.

4. We agreed the prior year appropriations limit to the prior year appropriations limit adopted by OCTA's Board of Directors.

Finding: No exceptions were noted as a result of this procedure.

(Continued)

We were engaged by OCTA to perform this agreed-upon procedures engagement and conducted our engagement in accordance with attestation standards established by the American Institute of Certified Public Accountants. We were not engaged to and did not conduct an examination or review engagement, the objective of which would be the expression of an opinion or conclusion, respectively, on the Worksheet. Accordingly, we do not express such an opinion or conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

We are required to be independent of the Authority and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our agreed-upon procedures engagement.

This report is intended solely for the information and use of OCTA's Board of Directors and management and is not intended to be, and should not be, used by anyone other than these specified parties.

A handwritten signature in cursive script that reads "Crowe LLP".

Crowe LLP

Costa Mesa, California
October 31, 2024

ORANGE COUNTY TRANSPORTATION AUTHORITY
APPROPRIATIONS LIMIT CALCULATIONS WORKSHEET
Year ended June 30, 2024

	<u>Amount</u>	<u>Source</u>
A. Last year's limit	\$ 14,071,204	
B. Adjustment factors:		
1. Population change	.9954	State Finance
2. Per capita change	1.0444	State Finance
Total adjustments [(B.1 × B.2) – 1.0]	.03960	
C. Annual adjustment	<u>557,220</u>	A × B
D. This year's limit	<u>\$ 14,628,424</u>	A + C

ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
INDEPENDENT ACCOUNTANT'S REPORT
ON APPLYING AGREED UPON PROCEDURES RELATED TO
ARTICLE XIII-B APPROPRIATIONS LIMIT CALCULATION

For the fiscal year ended June 30, 2024

INDEPENDENT ACCOUNTANT'S REPORT
ON APPLYING AGREED-UPON PROCEDURES

Board of Directors
Orange County Local Transportation Authority
Orange, California

We have performed the procedures enumerated below on the Appropriations Limit Calculations Worksheet (Worksheet) of the Orange County Local Transportation Authority ("OCLTA" or "Authority") as of June 30, 2024. OCLTA's management is responsible for the preparation of the Worksheet.

The Authority has agreed to and acknowledged that the procedures performed are appropriate to meet the intended purpose of the Authority. We make no representation regarding the appropriateness of the procedures either for the purpose for which this report has been requested or for any other purpose. This report may not be suitable for any other purpose. The procedures performed may not address all the items of interest to a user of this report and may not meet the needs of all users of this report and, as such, users are responsible for determining whether the procedures performed are appropriate for their purposes. An agreed-upon procedures engagement involves performing specific procedures that the engaging party has agreed to and acknowledged to be appropriate for the intended purpose of the engagement and reporting on findings based on the procedures performed.

The procedures performed and associated findings are as follows:

1. We obtained the completed worksheets setting forth the calculations necessary to establish OCLTA's appropriations limit and compared the 2023-2024 limit and annual adjustment factors included in those worksheets to the limit and annual adjustment factors that were adopted by resolution of OCLTA's Board of Directors. We compared the population and inflation options included in the aforementioned worksheets to those that were selected by a recorded vote of OCLTA's Board of Directors.

Finding: No exceptions were noted as a result of this procedure.

2. We added last year's limit to the annual adjustment amount and compared the resulting amount to the 2023-2024 appropriations limit.

Finding: No exceptions were noted as a result of this procedure.

3. We compared the current year information to the worksheets described in No. 1 above and to information provided by the California State Department of Finance.

Finding: No exceptions were noted as a result of this procedure.

4. We agreed the prior year appropriations limit to the prior year appropriations limit adopted by OCLTA's Board of Directors.

Finding: No exceptions were noted as a result of this procedure.

(Continued)

We were engaged by OCLTA to perform this agreed-upon procedures engagement and conducted our engagement in accordance with attestation standards established by the American Institute of Certified Public Accountants. We were not engaged to and did not conduct an examination or review engagement, the objective of which would be the expression of an opinion or conclusion, respectively, on the Worksheet. Accordingly, we do not express such an opinion or conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

We are required to be independent of the Authority and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our agreed-upon procedures engagement.

This report is intended solely for the information and use of OCLTA's Board of Directors and management and is not intended to be, and should not be, used by anyone other than these specified parties.

A handwritten signature in black ink that reads "Crowe LLP". The signature is written in a cursive, professional style.

Crowe LLP

Costa Mesa, California
October 31, 2024


ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
APPROPRIATIONS LIMIT CALCULATIONS WORKSHEET
Year ended June 30, 2024

	<u>Amount</u>	<u>Source</u>
A. Last year's limit	\$ 2,126,550,391	
B. Adjustment factors:		
1. Population change	.9954	State Finance
2. Per capita change	1.0444	State Finance
Total adjustments [(B.1 × B.2) – 1.0]	0.03960	
C. Annual adjustment	<u>84,211,395</u>	A × B
D. This year's limit	<u>\$ 2,210,761,786</u>	A + C



COMMITTEE TRANSMITTAL

January 27, 2025

To: Members of the Board of Directors
From: Andrea West, Clerk of the Board 
Subject: Fiscal Year 2024-25 Internal Audit Plan, Second Quarter Update

Finance and Administration Committee Meeting of January 22, 2025

Present: Directors Federico, Hennessey, Klopfenstein, and Sarmiento
Absent: Directors Harper and Nguyen

Committee Vote

This item was passed by the Members present.

Committee Recommendation(s)

Receive and file the second quarter update to the Orange County Transportation Authority Internal Audit Department Fiscal Year 2024-25 Internal Audit Plan as an information item.



January 22, 2025

To: Finance and Administration Committee

From: Darrell E. Johnson, Chief Executive Officer

Janet Sutter, Executive Director
Internal Audit Department

Subject: Fiscal Year 2024-25 Internal Audit Plan, Second Quarter Update

Overview

The Orange County Transportation Authority Board of Directors adopted the Orange County Transportation Authority Internal Audit Department Fiscal Year 2024-25 Internal Audit Plan on July 22, 2024. This report provides an update on activities for the second quarter of the fiscal year.

Recommendation

Receive and file the second quarter update to the Orange County Transportation Authority Internal Audit Department Fiscal Year 2024-25 Internal Audit Plan as an information item.

Background

The Internal Audit Department (Internal Audit) is an independent appraisal function, the purpose of which is to examine and evaluate the Orange County Transportation Authority's (OCTA) operations and activities to assist management in the discharge of its duties and responsibilities.

Internal Audit performs a wide range of auditing services that include overseeing the annual financial and compliance audits, conducting operational and contract compliance reviews, investigations, pre-award price reviews, and Buy America reviews. In addition, audits initiated by entities outside of OCTA are coordinated through Internal Audit.

Discussion

The OCTA Internal Audit Department Fiscal Year (FY) 2024-25 Internal Audit Plan (Plan) reflects the status of each project (Attachment A).

During the second quarter of the FY, Internal Audit issued results of an audit of design and construction management contracts for the Oso Parkway to Alicia Parkway segment of the Interstate 5 Improvement Project. Based on the audit, oversight controls are in place and operating effectively and contract compliance and invoice review controls are generally adequate; however, one recommendation was made to enforce contract pre-approval requirements for other direct costs not included in the contract schedule. Management agreed to remind the consultant about this requirement and to make every effort to ensure the inclusion of all potential other direct costs in the contract schedule.

Also, during the quarter, an audit of investment manager contracts was finalized and concluded that oversight, contract compliance, and invoice review controls are generally adequate; however, two recommendations were made to improve compliance with contract terms related to replacing key personnel and to improve the timeliness of invoice processing. Management agreed to remind investment managers of the requirements for replacing key personnel, to periodically verify key personnel, and to enhance controls to ensure timely payment of invoices.

An audit of purchasing cards found that controls to ensure transactions are valid, allowable, authorized, and in compliance with policies, and procedures are generally adequate. One recommendation was made to update policies and practices to better ensure compliance and avoid errors. Management agreed to make recommended updates to procedures.

A planned audit of OC Streetcar vehicles has been placed on hold on the advice of legal counsel and to comply with Government Auditing Standards requiring Internal Audit to consider interference with possible legal proceedings.

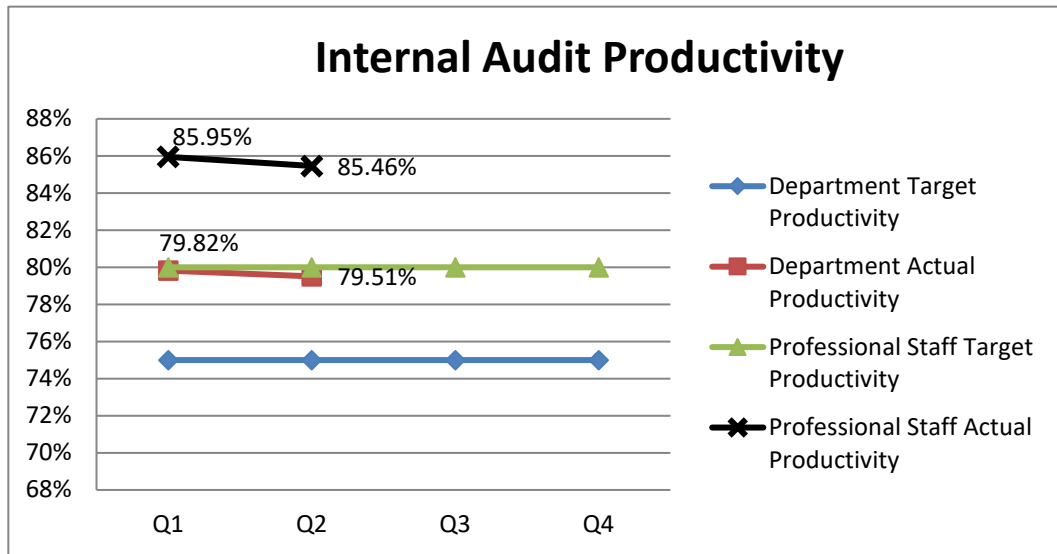
Another focus of Internal Audit during the quarter was to provide coordination and assistance related to the annual financial audits and agreed-upon procedures reviews (reviews) conducted by OCTA's independent financial statement auditor, Crowe LLP. All audits and reviews, except the Measure M2 (M2) compliance audit and the reviews related to individual cities, were issued during the quarter. The M2 compliance audit and city reviews will be performed and issued during the third quarter.

Internal Audit Productivity

Internal Audit measures the productivity of the department by calculating a productivity ratio. The ratio, used broadly throughout the audit industry, measures the amount of time auditors spend on audit projects versus time spent on administrative duties. Productivity goals are established for both the professional staff and for the department as a whole. Because the executive

director regularly participates in non-audit management activities such as planning and committee meetings, the department-wide target is set at 75 percent. The target for internal audit professional staff, not including the executive director, is 80 percent.

As of the second quarter, ended December 31, 2024, Internal Audit has achieved productivity of 80 percent, and the professional staff have achieved productivity of 86 percent.



Price Reviews

At the request of the Contracts Administration and Materials Management (CAMM) Department, and consistent with OCTA’s procurement policy, Internal Audit applies agreed-upon procedures (AUP) to single bid procurements to ensure that CAMM handled the procurement in a fair and competitive manner. Internal Audit also applies AUPs to prices proposed by architectural and engineering firms and sole source contractors to ensure that the prices are fair and reasonable. During the second quarter, Internal Audit issued results of eight price reviews.

Internal Audit Quality Assurance/Management

During the quarter, Internal Audit evaluated newly issued Government Auditing Standards and designed and implemented procedures to comply with requirements for an internal quality management system.

Fraud Hotline

During the quarter ended December 31, 2024, Internal Audit received five reports through OCTA's Fraud Hotline, www.ethicspoint.com. Two complaints were referred to customer relations for follow-up. Another complaint was referred to human resources, and two complaints lacked sufficient information to perform follow-up or investigation. As part of the administration of the hotline, Internal Audit maintains documentation of each complaint and its disposition.

Internal Audit is committed to responding to all hotline complaints within eight business days. During the quarter ended December 31, 2024, Internal Audit made initial contact within two business days.

Findings and Recommendations Tracking

At the request of the Finance and Administration Committee, unresolved audit recommendations are included with the quarterly updates to the Plan (Attachment B). Internal Audit includes the findings and recommendations generated internally, as well as those provided by regulatory auditors and OCTA's independent financial statement auditors.

During the quarter ended December 31, 2024, Internal Audit completed follow-up reviews of nine outstanding recommendations and closed two. Four recommendations from the audits of facilities maintenance and the college pass program have not yet been fully implemented and will be reviewed again in six months. Follow-up review of three recommendations is in process as of quarter-end. Seven recommendations were added to the listing as a result of audits issued during the first quarter, as summarized above.

Summary

Internal Audit will continue to implement the Plan, report on performance metrics, follow up on outstanding audit recommendations, and report progress on a quarterly basis.

Attachments

- A. Orange County Transportation Authority Internal Audit Department
Fiscal Year 2024-25 Internal Audit Plan, Second Quarter Update
- B. Outstanding Audit Recommendations, Audit Reports Issued Through
December 31, 2024
- C. Audit Recommendations Closed During Second Quarter, Fiscal Year 2024-25

Approved by:



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

**Orange County Transportation Authority
Internal Audit Department
Fiscal Year 2024-25 Internal Audit Plan
Second Quarter Update**

Audit Activity	Project Number	Description	Primary Audit Type	Planned Staff Hours	Staff Hours To Date	Under (Over)	Status (Date Issued)
Mandatory External Independent Audits							
Annual Financial Audits and Agreed-Upon Procedures (AUP) Reviews	FY25-001 through FY25-005	Coordinate and report on annual financial and compliance audits and AUP reviews for FY 2023-24.	Financial	425	210	215	In Process
External Regulatory Audits	FY25-006	Coordinate and report on audits by regulatory or funding agencies.	Compliance	40	1	39	
State Triennial Review	FY24-007	Procure independent audit firm and coordinate and report on results of the required State Triennial Performance audits of the Orange County Transportation Authority (OCTA), Orange County Transit District, and Laguna Beach Municipal Transit Lines.	Compliance	220	87	133	In Process
Internal Audit Department Projects							
Risk Assessment and Annual Audit Plan	FY25-100	Preparation of the annual audit plan, quarterly updates to the audit plan, and periodic assessment of risk throughout the year, including monitoring the audit results of related entities.	Audit Plan and Updates	180	32	148	
Quality Assurance and Self-Assessment	FY25-101	Update of Internal Audit Policies & Procedures to reflect Generally Accepted Government Auditing Standards (GAGAS). Annual self assessment of the Internal Audit Department's (Internal Audit) compliance with GAGAS.	Quality Assurance	160	73	87	
Fraud Hotline Activities	FY25-102	Administrative duties related to maintenance of the OCTA Fraud Hotline and work related to investigations of reports of fraud, waste, or abuse.	Fraud Hotline	120	12	108	8 Reports Received
Peer Review	FY25-103	Participate in peer reviews of other internal audit agencies in exchange for reciprocal credit towards required peer review of OCTA's Internal Audit Department for calendar years 2022, 2023, and 2024. Report results of peer review to the Finance and Administration Committee and the Board of Directors (Board).	Peer Review	160	2	158	
Automated Workpaper Solution	FY25-104	System updates/training related to automated workpaper solution.	Workpaper System	40	6	34	
Internal Audits							
Organization-Wide							
Legal Services	FY25-503	Assess and test contract compliance and invoice review controls related to the contract with Woodruff and Smart for legal services.	Compliance	200	140	60	Issued 9-9-24
Express Lanes Program							
Operations and Management	FY24-508	Assess and test selected oversight, contract compliance, and/or invoice review controls related to the provision of services by Cofiroute USA, LLP.	Operational/ Compliance	200	398	(198)	In Process

**Orange County Transportation Authority
Internal Audit Department
Fiscal Year 2024-25 Internal Audit Plan
Second Quarter Update**

Audit Activity	Project Number	Description	Primary Audit Type	Planned Staff Hours	Staff Hours To Date	Under (Over)	Status (Date Issued)
Toll Integrator System	FY25-5XX	Assess and test oversight, contract compliance, and invoice review controls related to the contract with Kapsch Trafficom USA, Inc., for the design, implementation, installation, operation, and maintenance of a toll collection system for the existing 91 Express Lanes and 405 Express Lanes.	Internal Control/ Compliance	220		220	
People and Community Engagement							
Compensation	FY25-507	Assess and test policies, procedures, and controls over employee compensation actions.	Operational	320	314	7	In Process
Public Outreach - OC Streetcar	FY25-512	Assess and test oversight controls, contract compliance, and invoice review controls related to the agreement for public outreach for the OC Streetcar project.	Internal Control/ Compliance	180		180	
Capital Programs							
Interstate 5 (I-5) Improvement Project: Oso Parkway to Alicia Parkway	FY25-501	Assess and test oversight controls, contract compliance, and invoice review controls related to the I-5 Improvement Project: Segment 2 - Oso Parkway to Alicia Parkway.	Internal Control / Compliance	320	271	49	Issued 10-10-24
Project Controls	FY25-5XX	Assess and test operating controls of the project controls function within the Capital Programs Division.	Operational	240		240	
Real Estate Administration	FY25-506	Assess and test real estate administration and controls, including management of contracts.	Operational	240	218	22	In Process
Operations							
OC ACCESS Service	FY24-512	Assess adequacy of oversight controls and test oversight, contract compliance, and invoice review controls related to the agreement with First Transit/TransDev for OC ACCESS transportation services.	Operational / Compliance	24	15	9	Issued 8-1-24
OC Streetcar Vehicles	FY25-509	Assess and test procurement, oversight, contract, and/or invoice review controls related to the contract with Siemens for OC Streetcar vehicles.	Operational / Compliance	280	21	259	ON HOLD
Contracted Fixed Route	FY25-510	Assess adequacy of oversight controls and compliance with key provisions of the agreement with Keolis North America, performance standards measurement and reporting, and invoice review controls.	Operational / Compliance	320	31	289	In Process
Field Supervision	FY25-508	Evaluate and test field supervision activities for compliance with policies and procedures.	Operational	240	171	70	In Process

**Orange County Transportation Authority
Internal Audit Department
Fiscal Year 2024-25 Internal Audit Plan
Second Quarter Update**

Audit Activity	Project Number	Description	Primary Audit Type	Planned Staff Hours	Staff Hours To Date	Under (Over)	Status (Date Issued)
Finance and Administration							
Treasury	FY25-502	Semi-annual review of investments: compliance, controls, and reporting.	Compliance	250	190	60	1 Report Issued
Budget Development and Monitoring	FY25-5XX	Assess and test controls over budget development, monitoring, and reporting.	Operational	240		240	
Revenue Agreements	FY24-513	Assess and test controls over identification, tracking, and reporting of external revenue agreements.	Operational	60	61	(1)	Issued 7-24-24
Investment Management Contracts	FY25-504	Assess and test oversight, contract compliance, and invoice review controls related to short-term investment management services provided by Chandler Asset Management, MetLife, Payden & Rygel, and PFM Asset Management, LLC.	Operational / Compliance	180	102	79	Issued 10-11-24
Purchasing Cards	FY25-505	Assess and test controls over purchasing card activities.	Operational / Compliance	240	341	(101)	Issued 11-22-24
Price Reviews	PR25-XXX	As requested by the Contracts Administration and Materials Management (CAMM) Department, apply AUP to sole source, single bid, and architectural and engineering firm proposals.	Price Review	700	303	398	16 Reports Issued
Buy America	FY25-5XX	As requested by the CAMM Department, apply AUP to determine compliance with Buy America requirements.	Buy America	320	150	170	2 Reports Issued

**Orange County Transportation Authority
Internal Audit Department
Fiscal Year 2024-25 Internal Audit Plan
Second Quarter Update**

Audit Activity	Project Number	Description	Primary Audit Type	Planned Staff Hours	Staff Hours To Date	Under (Over)	Status (Date Issued)
Unscheduled Reviews and Special Requests							
Unscheduled Reviews and Special Requests	FY25-800	Time allowed for unplanned audits and requests from the Board or management.	Varies	180		180	
Monitoring Activities							
Measure M2 Taxpayer Oversight Committee (TOC)	FY25-601	Coordination of audit activities on behalf of the Audit Subcommittee of the TOC.	Administrative Support	50	8	42	
Metrolink Audit Activities	FY25-602	Review/monitor audit results of Metrolink activities.	Non-Audit Service	8		8	
Capital Asset Inventory Observation	FY24-604	At the request of the Finance and Administration Division, observe and apply limited procedures related to the bi-annual capital asset inventory counts.	Non-Audit Service	20	15	5	
Follow-Up Reviews							
Follow-Up Reviews and Reporting	FY25-700	Follow-up on the status of management's implementation of audit recommendations.	Follow-Up	320	280	40	
Total Audit Project Planned Hours (A)				6,697	3450	3,247	

**Orange County Transportation Authority
Internal Audit Department
Fiscal Year 2024-25 Internal Audit Plan
Second Quarter Update**

Audit Activity	Project Number	Description	Primary Audit Type	Planned Staff Hours	Staff Hours To Date	Under (Over)	Status (Date Issued)
Internal Audit Administration							
Board and Committee Meetings				180	76	105	
Executive Steering and Agenda Setting Meetings				170	61	109	
Internal Audit Staff Meetings				150	104	46	
Other Administration				1,500	660	840	
Total Hours (B)				8,697	4,351		
Department Target Efficiency (A/B)				75%	79.51%		
Target Efficiency - Professional Staff				80%	85.46%		

Contingency Audits: Internal

Warranty Administration	FY25-5XX	Assess the adequacy and effectiveness of internal controls in place for identifying, tracking, and recording of warranty repairs and credits.					
Right-of-Way (ROW) Maintenance	FY25-5XX	Assess and test the adequacy and effectiveness of controls related to maintenance of the railroad ROW and the contract with Joshua Grading and Excavating Incorporated.					

**Outstanding Audit Recommendations
Audit Reports Issued Through
December 31, 2024**

ATTACHMENT B

Audit Issue Date	Report Number	Division/ Department/ Agency	Audit Name	Recommendation	Initiate Next Update	Management Response	Internal Audit Status
1/26/22	21-511	Executive Office	Physical Access Security	Internal Audit recommends management develop and implement written policies, procedures, and protocols that address the timely issuance, termination, and use of badges. These procedures should be referenced in contracts with Contracted Transportation Services (CTS) providers and be communicated to OCTA staff. Management should also ensure secondary controls are operating as intended.	Jan-25	Management is reviewing the issuance and termination of access badges in order to document processes. Management will work with other departments, including CTS, to advise of procedures for issuing and terminating access badges and encourage those departments to include procedures in their contracts, as appropriate. Additionally, management is currently reviewing and documenting procedures to ensure secondary controls are being utilized. Review and updating of procedures will conclude with the creation of a new Physical Access Policy to be completed by June 30, 2022.	<u>Update August 2022</u> : Management has not yet developed policies, procedures, and protocols to address timely issuance, termination, and use of access badges. <u>Update March 2023</u> : Management expects an updated Access Control Policy (Policy) to be completed soon, and updates to agreements with CTS providers are in process. <u>September 2023</u> : Significant progress has been made; however, monitoring controls outlined in the newly-developed Policy have not yet been implemented. <u>Update March 2024</u> : Monitoring controls related to access control have been implemented; however, further improvement is needed. <u>Update August 2024</u> : Management is updating distribution lists for the System Validation Report to ensure that appropriate managers receive the report and can validate access rights. Management expects improvements to be completed by October 2024.
2/9/22	21-507	Operations Division (Operations)	Facilities Maintenance (FM) Operations	Internal Audit recommends management implement a perpetual inventory system to track purchasing activity and maintain inventory of all parts and supplies. Purchasing, storage, issuance, and disposal activities should be centralized and include controls to ensure proper authorization for purchases, physical security of inventory items, and proper assignment of costs to work orders.	Feb-25	FM contracts for parts and supplies will be transferred to the Contracts Administration and Materials Management (CAMM) Department by July 2022. By February 2023, FM parts and supplies stored outside of CAMM's control will be brought into the inventory system for proper storage and issuance. The current Enterprise Asset Management (EAM) system is not capable of assigning all costs to FM work orders; however, a new EAM system is being implemented and should be capable of properly assigning costs to work orders. The new EAM system is estimated to be fully implemented in mid-2023.	<u>Update September 2022</u> : Management has completed transferring contracts to CAMM and a process to bring FM parts inventory into CAMM for proper storage and issuance has been established and is on track to be completed by February 2023. As stated in the original response, the current asset management system is not capable of assigning all costs to work orders. A new system will be implemented in mid-2023. <u>Update March 2023</u> : Management is still in the process of implementing a centralized inventory system and expects that physical transfer of all inventory may take up to two years. <u>Updated August 2023</u> : Management is still in the process of transferring parts inventory to centralized CAMM control. <u>Update March 2024</u> : FM inventory from three of the five bases has been transferred to the centralized inventory system. <u>Update September 2024</u> : FM inventory for four bases has been transferred. Inventory from the last base should be transferred within six months.

Outstanding Audit Recommendations
Audit Reports Issued Through
December 31, 2024

Audit Issue Date	Report Number	Division/ Department/ Agency	Audit Name	Recommendation	Initiate Next Update	Management Response	Internal Audit Status
2/9/22	21-507	Operations and Finance and Administration Division (F&A)	FM Operations	Management should enhance its invoice review process to ensure compliance with OCTA's Vendor Payment Policy and contract payment terms. Vendor mark-ups should be discontinued from time-and-expense contracts. For contracts related to the purchase of parts and materials only, any items not listed on the price summary sheet should include supporting cost documentation. If mark-ups are to be allowed on parts-and-materials contracts, the proposed mark-ups should be incorporated into the evaluation of costs during the vendor selection process.	Feb-25	Management will immediately begin working on enhancing the current invoice cover page to include a checklist that will require acknowledgement of review for sufficient detail as to quantity and rates of costs and justification. To address the issue of providing sufficient detail and complying with contract terms, the checklist being developed will improve oversight. In terms of discontinuing vendor mark-ups in time-and-expense contracts, management will work with CAMM to develop a solution that will address the issue of vendor mark-ups as well as incorporating an evaluation of cost, if mark-ups are allowed, during the vendor selection process.	<p><u>Update September 2022:</u> Management has enhanced the invoice checklist to include review for sufficient detail as to quantity and rates. CAMM has implemented an evaluation methodology to assign a percentage of the cost score for items not listed on the price summary sheet. Management and CAMM continue to explore options including discounts from price sheets and using fair market values to justify and validate price mark-ups.</p> <p><u>Update March 2023:</u> FM has enhanced its invoice review; however, CAMM staff needs to enhance its review of invoices for contracts that have been transferred to their control. <u>Update August 2023:</u> CAMM staff has implemented an invoice review checklist; however, Internal Audit identified some payments that do not comply with contract terms and some vendors that do not have published list prices, required in order to validate discounts.</p> <p><u>Update March 2024:</u> CAMM has hired a contract analyst to manage and review invoices and implement enhancements to invoice review.</p> <p><u>Update September 2024:</u> Management has developed price validation procedures; however, the procedures are not being applied consistently on every invoice. Internal Audit encouraged staff to include documentation evidencing price validation in the invoice payment package.</p>
5/31/23	22-513	F&A	OCTA's Cybersecurity Program	Management should adopt and implement a policy that governs asset management and associated activities.	Jan-25	Management agreed to develop and implement a policy.	<p><u>Update February 2024:</u> Management has drafted requirements of an asset management system and plans to utilize a module of the FreshService system (system). Once implemented, an Asset Management Policy will be developed and implemented by October 2025. <u>Update August 2024:</u> Management has launched the system and is in the process of collecting data for all computing assets. Management expects full implementation, including a finalized policy, to be complete by October 31, 2025.</p>

Outstanding Audit Recommendations
Audit Reports Issued Through
December 31, 2024

Audit Issue Date	Report Number	Division/ Department/ Agency	Audit Name	Recommendation	Initiate Next Update	Management Response	Internal Audit Status
5/31/23	23-509	F&A	OCTA's Cybersecurity Program	Management should implement a comprehensive vulnerability management program that includes identifying, assessing, prioritizing, remediating, and/or documenting vulnerabilities as "accepted risks" in a timely manner.	Jan-25	Management agreed and indicated that the current Vulnerability Policy will be enhanced and all issues will be remediated or documented as "accepted risks" in a timely manner going forward.	<u>Update February 2024:</u> Management is working to build dashboards to identify vulnerabilities and a reporting system to monitor remediation efforts. Management estimates full implementation of this recommendation by June 2024. <u>Update August 2024:</u> The estimated completion date has been extended due to delays in procuring a consultant to conduct health check services. Dashboards to assist in prioritizing vulnerabilities will then be developed. The revised expected completion date is October 31, 2024.
5/31/23	23-509	F&A	OCTA's Cybersecurity Program	Management should update OCTA's Business Impact Analysis with direct input from the Cybersecurity Office and use results to inform the development, implementation, and maintenance of an updated Continuity of Operations Plan (COOP) and Disaster Recovery Plan (DRP), and test the DRP annually.	Jan-25	Management responded they are currently working with the SEP Department to review and update the COOP. Management plans to create playbooks to further improve the business continuity and disaster recovery processes to ensure business requirements are met.	<u>Update February 2024:</u> Management indicated that an initial portion of the disaster recovery runbook of core infrastructure applications has been completed and that a tabletop exercise of the incident response plan is planned for June 2024. Management will obtain an updated COOP and update its disaster systems recovery plans accordingly and implement annual testing of data and critical systems recovery by July 2024. <u>Update August 2024:</u> An updated COOP was delivered in May 2024 and management is updating the recovery runbook to restore applications. A tabletop exercise was completed in June 2024. Full implementation is expected by September 30, 2024.
5/31/23	23-509	F&A	OCTA's Cybersecurity Program	Management should strengthen the data protection and privacy program by adopting a comprehensive policy, designating an individual to define and communicate data and privacy requirements, and perform user access reviews at least every 90 days for all internal employees and third party contractors that have OCTA user accounts and/or access to internal resources.	Jan-25	Management committed to implementing a comprehensive data protection and privacy program for all protected data and to designate the cybersecurity manager as the individual responsible to define and communicate data and privacy requirements. In addition, management agreed to implement user access reviews at least every 90 days.	<u>Update February 2024:</u> Management indicated they have begun to meet with departments that handle protected data to identify where the data is stored and who has access. Once completed, management plans to develop policies and processes to properly secure such data. In addition, management is working with Microsoft to implement a governance platform to control user access during the entire employment life cycle. Management estimates full implementation by April 30, 2025. <u>Update August 2024:</u> Management continues to work on identifying protected data and the users that should have access to the data. Work on implementing a governance platform is in progress and full implementation is expected by April 2025.

Outstanding Audit Recommendations
Audit Reports Issued Through
December 31, 2024

Audit Issue Date	Report Number	Division/ Department/ Agency	Audit Name	Recommendation	Initiate Next Update	Management Response	Internal Audit Status
12/5/23	24-503	Executive Office	Transit Police Services (TPS)	Management should implement a process to evaluate, estimate, and document the methodology of assigning TPS costs on an annual basis. Management should also consider implementing a process to accumulate and report all costs of providing transit security.	Dec-24	Management will collaborate with the Orange County Sheriff's-Coroner Department to estimate and document contract costs on an annual basis. In addition, management will work with the Financial Planning and Analysis Department to ensure the ability for each department responsible for an aspect of providing or supporting TPS, to accumulate and consolidate transit security costs for a better understanding of the overall cost of transit security. Management will work with Financial Planning and Analysis to consolidate TPS associated costs and reporting by July 2024.	<u>Update August 2024:</u> Management is coordinating with Financial Planning and Analysis Department (FP&A) to implement a process to periodically review contract cost allocations for reasonableness and make adjustments as necessary. Management is also working with FP&A and Maintenance Resource Management to implement a process to accumulate all costs of providing transit security. <u>Update December 2024:</u> In process.
12/5/23	24-503	Executive Office	TPS	Management should implement procedures to document agreements for enhanced services, including the type, time, and place of services, and obtain a cost estimate for services. Management should reconcile invoices for special services to these documents and obtain support, or include in the contract, the rates to be charged prior to authorizing payment.	Dec-24	Management will establish procedures to better document the estimates, agreed cost, and occurrence of special services performed. Management will also seek rates for services to be documented in annual contract amendments moving forward with the 2024-2025 TPS contract amendment. Work should conclude by May 2024.	<u>Update August 2024:</u> Management has obtained annual cost estimate memos from TPS that document each type of enhanced service, the overtime billing rates by position, and the estimate of hours and positions required for each service; however, the contract requires documentation of the type, time, and place for each of these services, as scheduled, along with a cost estimate. Management should obtain a memo with all of the required information for each of the scheduled services. <u>Update December 2024:</u> In process.
3/11/24	24-506	Operations	College Pass Program	Agreements should be amended to accurately reflect all responsibilities and requirements for program operation, and management should enforce agreement requirements. Management should also develop, document, and implement procedures for administration of the program, including procedures for verifying the reasonableness of enrollment data provided by colleges for invoicing purposes and timely preparation of invoices. Management should implement procedures developed in December 2023, to monitor and collect outstanding receivables.	Mar-25	Management agrees that the agreements need to be more specific to each college, and procedures need to be formalized to administer the program beyond the pilot phase. Management will review and enhance agreement language by August 31, 2024. In addition, management will ensure the documentation and implementation of specific procedures for each aspect of program administration and will outline specific responsibility area(s) for program implementation and oversight by September 30, 2024.	<u>Update September 2024:</u> Management has updated agreements with some colleges; however, the agreement with Golden West College has not been tailored to address its annual fee structure. Agreements with the remaining colleges are in the process of update. Procedures for administration and oversight of the program are also underway.

**Outstanding Audit Recommendations
Audit Reports Issued Through
December 31, 2024**

Audit Issue Date	Report Number	Division/ Department/ Agency	Audit Name	Recommendation	Initiate Next Update	Management Response	Internal Audit Status
3/11/24	24-506	Operations	College Pass Program	Internal Audit recommends management update agreements to include requirements for security, inventory, distribution, and reporting of paper passes and implement monitoring controls to ensure colleges are complying with the requirements. Management should also strengthen controls to ensure all college bus passes are properly coded in the system.	Mar-25	Management will develop improved controls and a formal procedure for paper pass distribution to ensure proper security, accurate coding, reporting, and reconciliation, and amend agreements to include the procedures.	<u>Update September 2024:</u> Management has developed paper pass procedures and incorporated these into four out of seven agreements. The remaining three agreements are in the process of being updated. Management has also strengthened controls to ensure passes are properly coded, and to monitor usage.
5/29/24	24-511	People and Community Engagement (PACE)	Flexible Spending Account Program	Management should implement a process for regular tracking of custodial account contributions, distributions, and running account balance and ensure the balance is updated for purposes of financial reporting.	Nov-24	Management will create a process to ensure the balance is updated and reported to accounting at the end of each fiscal year. In addition, a process will be established to regularly track account balance and activities.	<u>Update December 2024:</u> In process.
8/1/24	24-512	Operations	OC ACCESS Service	Management should revise the performance standards exhibit in the contract to reflect the correct 5,000-mile Preventative Maintenance Interval (PMI) and adjust the miles in the penalty column accordingly. Management should also enforce prior approval requirements for repair or replacement of major mechanical components.	Feb-25	Management will amend the contract as recommended and will reiterate the prior approval requirements with First Transit.	
8/1/24	24-512	Operations	OC ACCESS Service	Management should implement a secondary review of the accident log to ensure all accidents are correctly classified.	Feb-25	Management will create and implement a formal review report and confirm the receipt and classification of each incident.	
8/1/24	24-512	Operations	OC ACCESS Service	Management should perform inspections in accordance with the established frequency schedule.	Feb-25	Management will perform inspections in accordance with the established frequency schedule and will implement a review to confirm that inspections have taken place.	
8/1/24	24-512	F&A	OC ACCESS Service	Management should enforce the requirement to include "Approval to Pay Invoice" in the email subject line when forwarding an invoice for payment, or should revise the policy to remove this requirement.	Feb-25	Management will remove this requirement from the policy.	

**Outstanding Audit Recommendations
Audit Reports Issued Through
December 31, 2024**

Audit Issue Date	Report Number	Division/ Department/ Agency	Audit Name	Recommendation	Initiate Next Update	Management Response	Internal Audit Status
9/9/24	25-503	F&A, PACE, and Executive Office	Agreement No. C-4-1816 with Woodruff & Smart for Legal Services	Management should enhance invoice review controls to include verification that pre-approval of legal subcontractors was obtained as required.	Mar-25	Management will update invoice review procedures to include the recommended verification.	
9/13/24	25-502	F&A	Investments: Compliance, Controls, and Reporting January 1 through June 30, 2024	Management should implement a process to periodically update revenue estimates.	Mar-25	Management will update the estimates based on the adopted budget each year.	
9/13/24	25-502	F&A	Investments: Compliance, Controls, and Reporting January 1 through June 30, 2024	Management should update the Treasury manual to reflect current practices.	Mar-25	Management will update the manual as recommended.	

**Audit Recommendations Closed During
Second Quarter, Fiscal Year 2024-25**


ATTACHMENT C

Audit Issue Date	Report Number	Division/ Department/ Agency	Audit Name	Recommendation	Internal Audit Status Comments
11/14/23	24-502	Operations Division and Finance and Administration	Cooperative Agreements with Regional Center of Orange County (RCOC) and My Day Counts (MDC)	Management should implement procedures to investigate and take action to address RCOC disputed trips and ensure timely submission and receipt of payments and related credit memos. Accounts Receivable (AR) staff should communicate with RCOC to obtain sufficient information to ensure payments are accurately recorded, remaining errors are corrected, and input a due date on invoices. AR staff should also establish a process to monitor and collect overdue balances.	<u>Update July 2024:</u> Management has improved billing procedures and invoice balances have been substantially cleared. Under a newly implemented process there will be no need for credits. Management implemented new procedures for collection; however, the procedures require improvement to include aging categories and outline and communicate responsibilities of project managers for follow-up. <u>Update November 2024:</u> The Accounting and Financial Reporting Department has updated procedures to include a requirement to notify the project manager to take actions for invoices in the >180 days and >1 year categories, along with examples of appropriate action.
4/9/24	24-507	Capital Programs Division	Interstate 405 Improvement Project: Design-Build Contract	Internal Audit recommends that management file stop payment and release notices, daily extra work reports, and supporting tickets, and other supporting documentation with the invoice payment records. Also, management should ensure meeting minutes with sign-in sheets are consistently filed in the project files.	<u>Update October 2024:</u> Management is including stop payment release notices, daily extra work reports, and supporting work tickets with the invoice payment records filed in the accounting system. Meeting minutes have been added to the project files.



COMMITTEE TRANSMITTAL

January 27, 2025

To: Members of the Board of Directors
From: Andrea West, Clerk of the Board 
Subject: Employee Compensation, Internal Audit Report No. 25-507

Finance and Administration Committee Meeting of January 22, 2025

Present: Directors Federico, Hennessey, Klopfenstein, and Sarmiento
Absent: Directors Harper and Nguyen

Committee Vote

This item was passed by the Members present.

Committee Recommendation(s)

Direct staff to implement two recommendations provided in Employee Compensation, Internal Audit Report No. 25-507.



January 22, 2025

To: Finance and Administration Committee

From: Darrell E. Johnson, Chief Executive Officer

Janet Sutter, Executive Director,
Internal Audit

Subject: Employee Compensation, Internal Audit Report No. 25-507

Overview

The Internal Audit Department of the Orange County Transportation Authority has completed an audit of employee compensation. Based on the audit, policies, procedures, and controls over employee compensation actions are in place and operating effectively; however, recommendations have been made to strengthen controls to ensure compliance with the Temporary Salary Increases Policy and to improve documentation supporting incentive calculations and annual determination of the cellular allowance.

Recommendation

Direct staff to implement two recommendations provided in Employee Compensation, Internal Audit Report No. 25-507.

Background

Salary adjustment actions for administrative employees include merit increases, promotions, and in-family reclassifications, equity adjustments, temporary salary increases, and union step increases. Administrative employees may also qualify for a special performance award, a non-base building lump sum award that recognizes exceptional achievement. As a union employee progresses to the next step, his or her rate is increased in accordance with the respective union agreement.

Administrative employees are provided with an allowance for business use of personal cellular devices, and executive employees are provided with a monthly automobile allowance. The Transportation Communications Union agreement includes a bonus for equipment parts and stock room clerks based on set

percentages for all hours worked during the year. The Maintenance Agreement includes a one-time signing bonus payment, as well as productivity incentives.

Discussion

There were several instances of temporary salary increases that did not comply with the Temporary Salary Increases Policy (Policy), which limits temporary salary increases to five percent per salary grade and to 180 days unless extended through written authorization of the Chief Executive Officer (CEO). Extension memos approved by the CEO were not obtained for several employees, and one employee's ten percent temporary increase was not reduced to five percent after a reclassification resulted in an only one-salary grade difference. Internal Audit recommended that management strengthen controls to ensure compliance with the policy. Management stated that signed documents related to the temporary increases were not saved and agreed to remind staff of the importance of saving all signed memos in the employee files.

Documentation to support the maintenance productivity incentive calculations and annual review of the cellular allowance could be improved. Internal Audit recommended that management retain documentation supporting numbers used in the productivity incentive calculations and annual determination of the cellular allowance. Management agreed to retain documentation supporting productivity incentive calculations and annual review of the cellular allowance.

Summary

Internal Audit has completed an audit of employee compensation and offered two recommendations for improvement.


Attachment

A. Employee Compensation, Internal Audit Report No. 25-507

Prepared by:


Serena Ng
Senior Manager, Internal Audit
714-560-5938

Approved by:


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

ORANGE COUNTY TRANSPORTATION AUTHORITY INTERNAL AUDIT DEPARTMENT



Employee Compensation

Internal Audit Report No. 25-507

January 7, 2025



Audit Team:

Serena Ng, CPA, Senior Manager
Janet Sutter, CIA, Executive Director

Distributed to:

Maggie McJilton, Executive Director, People and Community Engagement
Andrew Oftelie, Chief Financial Officer, Finance and Administration
Karen DeCrescenzo, Pia Veasapen, Lloyd Sullivan, Lynn Huson

**ORANGE COUNTY TRANSPORTATION AUTHORITY
INTERNAL AUDIT DEPARTMENT
Employee Compensation
January 7, 2025**

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**ORANGE COUNTY TRANSPORTATION AUTHORITY
INTERNAL AUDIT DEPARTMENT
Employee Compensation
January 7, 2025**

Conclusion

The Internal Audit Department (Internal Audit) of the Orange County Transportation Authority (OCTA) has completed an audit of employee compensation. Based on the audit, policies, procedures, and controls over employee compensation actions are in place and operating effectively; however, recommendations have been made to strengthen controls to ensure compliance with the Temporary Salary Increases Policy and to improve documentation supporting incentive calculations and annual determination of the cellular allowance.

Background

Compensation Philosophy

OCTA's objective is to provide competitive wages based on the market value for comparable work. Human Resources (HR) strives to administer the compensation program in a flexible but consistent manner. The purpose of the compensation program is to attract, retain, and motivate employees. Employees are recognized for their contributions through performance-based merit increases.

Salary Structure for Administrative Employees

The salary structure is designed to provide:

- salary grade ranges for classifications based upon the scope and level of responsibility of work performed in comparison to other work performed within OCTA and to the external market; and
- salaries paid to employees that reflect the level of responsibilities of the classification and the performance of the individual.

A Salary Structure Modernization Project (study) was performed in 2023 by Koff & Associates, a Gallagher Company, to ensure that employees are fairly compensated and that compensation practices remain competitive and compliant. Consistent with the results of the study, a new salary structure and salary grade assignments were included in the Personnel and Salary Resolution (PSR) for fiscal year 2024-25.

Wage Rates for Union Employees

Pursuant to the Coach Operator Agreement, coach operators are paid negotiated rates based on steps. Pursuant to the Maintenance Agreement, journeyman mechanics, body and upholstery mechanics, automotive mechanics, service workers, machinists, apprentice mechanics, and mechanic helpers are paid negotiated rates based on steps. Pursuant to the Agreement between OCTA and Transportation Communications Union/International Association of Machinists and Aerospace Workers (TCU/IAM-AW),

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equipment parts clerks, stock room clerks, facilities technicians, and senior facilities technicians, are paid negotiated rates based on steps.

Salary Adjustment Actions

Under the merit program for administrative employees, total merit increases are limited to the pool amount approved by the Board of Directors (Board) in conjunction with the budget and PSR. Employee salaries are limited to the maximum of the associated salary range, with merit increase amounts exceeding the salary range maximum being paid out to the employee in a lump sum.

Promotions refer to the progression of a current employee to a higher-level position through the recruitment process, whereas in-family reclassification refers to the progression of a current employee through budgeted levels of an established job family in which recruitment is not conducted.

Reclassification is a process and outcome which includes the review, analysis, evaluation, and documentation of changes in a position's job title and/or salary grade level based on a significant change in job duties and/or level of responsibility.

Equity adjustment refers to an adjustment outside the normal merit, reclassification, or promotional process to resolve a salary disparity.

When an employee is assigned duties of a different classification with the same or higher salary grade, the employee's salary may be increased by an amount not to exceed five percent per salary grade for the difference between the employee's current classification and the temporary assignment classification. These temporary assignments must last at least 30 days and will not be paid for a period in excess of 180 days, unless authorized in writing by the Chief Executive Officer (CEO).

As the union employee progresses to the next step, his or her rate is increased in accordance with the union agreement. Movement for coach operators after 12 months and 18 months includes a criterion of no disciplinary action and four or less attendance occurrences in the preceding six months.

Special Performance Awards, Allowances, and Bonuses

Administrative employees can be recognized for exceptional achievement with a non-base building lump sum award. An employee must have received a rating in the top four categories in his or her most recent performance review to qualify for a Special Performance Award (SPA).

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Under the Cellular Policy, eligible administrative employees are provided with an allowance for business use of personal cellular devices. In addition, per the PSR, a monthly automobile allowance is provided to executive employees in the same amount as is provided to County of Orange managers at the department head or agency head level, as determined by the Orange County Board of Supervisors.

The Agreement between OCTA and TCU/IAM-AW includes a bonus for equipment parts clerks and stock room clerks as follows: two percent for all hours worked during calendar year 2023 to be paid on or before May 24, 2024; and once percent for all hours worked during calendar year 2024 to be paid on or before February 15, 2025. The Maintenance Agreement includes a one-time signing bonus payment in the sum of \$1,250 paid to each active maintenance employee who is on the payroll on the date of ratification and Board approval, as well as productivity incentives.

Compensation Reporting to State Controller's Office

Under California Government Code sections 53891 and 53892, local agencies are required to submit to the California State Controller (Controller) information on annual compensation of elected officials, officers, and employees. The Controller is required under section 12463 to compile, publish, and make publicly available such information on annual compensation on its website. The Information Systems Department is responsible for submitting OCTA's compensation information to the Controller.

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Objectives, Scope, and Methodology

The objectives were to assess and test policies, procedures, and controls over employee compensation actions and payments.

According to Generally Accepted Government Auditing Standards (GAGAS), internal control is the system of processes that an entity's oversight body, management, and other personnel implement to provide reasonable assurance that the organization will achieve its operational, reporting, and compliance objectives. The five components are control environment, risk assessment, control activities, information and communication, and monitoring.¹ The components and principles that were evaluated as part of this audit are:

- Control Environment
 - OCTA demonstrates a commitment to attract, develop, and retain competent individuals in alignment with objectives.
- Control Activities
 - OCTA selects and develops control activities that contribute to the mitigation of risks to the achievement of objectives to acceptable levels.

The methodology consisted of confirming that the new salary structure was implemented through review of a judgmental sample of 60 administrative employees' pay rates against the new salary grades, testing a judgmental sample of 80 salary actions for compliance with policies, union agreements, and evidence of controls, testing judgmental samples of 40 SPA and 40 union bonus and incentive payments for compliance with policies, PSR, and/or union agreement, testing a judgmental sample of 40 automobile allowance payments for compliance with the PSR, testing a judgmental sample of 40 cellular allowance payments for compliance with policy, and confirming that OCTA's 2023 employee compensation is reported on the State Controller's Office website, as required. The judgmental samples were selected to capture different salary grades, different salary actions across all employee groups, provide even coverage of departments, bonuses, and incentives, provide even coverage during the period, and capture multiple departments. Since the samples were non-statistical, any conclusions are limited to the sample items tested.

The scope is limited to employee compensation activities, including salary adjustment actions, SPA, union agreement bonuses, and automobile and cellular allowances. The scope excluded recruitment and starting salaries, overtime pay, separations, benefits, performance evaluations, and allowances that are reimbursement-based. The scope included salary actions effective from June 2022 through September 2024, SPA and union bonus and incentive payments from June 2022 through September 2024, automobile allowance payments from June 2022 through September 2024, cellular

¹ See U.S. Government Accountability Office publication, "Standards for Internal Control in the Federal Government," available at <http://www.gao.gov/products/GAO-14-704G>, for more information.

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allowance payments from September 2023 through September 2024, and reporting of 2023 employee compensation.

We conducted this performance audit in accordance with GAGAS. Those standards require that we plan and perform the audit to obtain sufficient, appropriate evidence to provide a reasonable basis for our findings and conclusions based on our audit objectives. We believe that the evidence obtained provides a reasonable basis for our findings and conclusions based on our audit objectives.

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January 7, 2025**

Audit Comments, Recommendations, and Management Responses

Compliance with Temporary Increases Policy

There were several instances of non-compliance with the Temporary Salary Increases Policy (Policy). Under the Policy, an employee's salary may be increased up to five percent per salary grade to compensate for taking on the duties of a different position at a higher salary grade. These assignments are limited to 180 days, unless extended through written authorization of the CEO.

One employee was initially given a ten percent temporary increase for a two-salary grade difference; however, after being permanently reclassified to a higher salary grade, and given a seven percent salary increase, the ten percent temporary increase was extended. Per Policy guidelines, the temporary increase should have been reduced to five percent to reflect a one-salary grade difference.

Another employee had several extensions of their temporary increase; however, there is no written authorization from the CEO for the first extension. A third employee was given a temporary increase for taking on responsibilities of a senior employee participating in the 14-month employee rotation program; however, the temporary increase lasted for 17 months, and extension memos approved by the CEO were not obtained. In addition, two other employees were given temporary increases that lasted one to two months beyond 180 days and extension memos approved by the CEO were not obtained.

Recommendation 1:

Internal Audit recommends that management strengthen controls to ensure compliance with the Policy requirements.

Management Response (People and Community Engagement):

The signed documents related to temporary increases were not saved as required, resulting in non-compliance with policy. However, HR staff followed the established routing and signing process for these documents. To address this issue, HR staff responsible for processing temporary increases and extensions have been reminded of the importance of saving all signed memos and Personnel Action Requests in employee files. Additionally, the Compensation team and HR Business Partners will review the employee files of individuals currently on temporary increases to ensure that all required documentation is present.

Documentation Supporting Incentive and Allowance Payments

Documentation supporting maintenance employee productivity incentive calculations and annual review of cellular allowance amount could be improved. One productivity incentive

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in the maintenance agreement is awarded based on meeting annual average warranty recovery per vehicle thresholds. While staff documented the calculation, supporting documentation for the numbers used in the calculation was not retained.

Also, the Cellular Policy states that the allowance amount will be determined annually; however, there was no documentation on file to support the initial amount implemented in 2023, or the annual determination of allowance amount in 2024.

Recommendation 2:

Internal Audit recommends that documentation supporting numbers used in the productivity incentive calculations and annual determinations of the cellular allowance be retained.

Management Response (Finance and Administration):

Management concurs with Internal Audit's recommendation. Documentation supporting productivity incentive calculations and annual determinations of the warranty recovery amount and the Equipment Assignment report will be saved and retained in the shared departmental drive via the below link:

<L:\Camm\CAMM\MATERIALS MANAGEMENT\MAINTENANCE\Incentive Program>


Access will be restricted to authorized personnel, and files will be reviewed and updated annually to ensure accuracy and compliance.

Management will retain documentation on file to support the determination of the annual cellular allowance review. Information will be provided by Information Systems annually to the Chief Financial Officer who will make a recommendation to the CEO to determine if a modification to the cellular allowance is warranted. This will occur as part of the budget cycle each year starting in January.



COMMITTEE TRANSMITTAL

January 27, 2025

To: Members of the Board of Directors
From: Andrea West, Clerk of the Board 
Subject: Fiscal Year 2024-25 First Quarter Budget Status Report

Finance and Administration Committee Meeting of January 22, 2025

Present: Directors Federico, Hennessey, Klopfenstein, and Sarmiento
Absent: Directors Harper and Nguyen

Committee Vote

This item was passed by the Members present.

Committee Recommendation(s)

Approve a budget amendment to the fiscal year 2024-25 405 Express Lanes Budget, reducing it from \$57,230,430 to \$42,603,879.



January 22, 2025

To: Finance and Administration Committee

From: Darrell E. Johnson, Chief Executive Officer

Subject: Fiscal Year 2024-25 First Quarter Budget Status Report

A handwritten signature in blue ink, appearing to read "Darrell E. Johnson", is written over the "From:" line of the memo.

Overview

Orange County Transportation Authority staff has implemented the fiscal year 2024-25 budget. This report summarizes the material variances between the budget and actual revenues and expenses through the first quarter of fiscal year 2024-25.

Recommendation

Approve a budget amendment to the fiscal year 2024-25 405 Express Lanes Budget, reducing it from \$57,230,430 to \$42,603,879.

Background

The Board of Directors (Board) approved the Orange County Transportation Authority (OCTA) Fiscal Year (FY) 2024-25 Budget on June 24, 2024. The approved budget itemized the anticipated revenues and expenses necessary to deliver OCTA's transportation programs and projects.

The balanced budget as approved by the Board in June was \$1,756.6 million. Sources of funds were comprised of \$1,403.8 million in current FY revenues and \$352.8 million in use of prior year designations. Uses of funds were comprised of \$1,660.1 million of current FY expenditures and \$96.5 million of designations.

The Board has approved one amendment through the first quarter, increasing the expense budget by \$54.5 million. This increased the budget to \$1,811.1 million as summarized in Table 1 on the following page.

Table 1 - Working Budget

Date	Description	Amount*
7/1/2024	Adopted Budget	\$ 1,756,583
8/12/2024	Additional \$54.5 million for the new OCTA HQ	54,500
	<i>Subtotal Amendments</i>	<i>54,500</i>
	Total Working Budget	\$ 1,811,083

HQ - Headquarters

*in thousands

Discussion

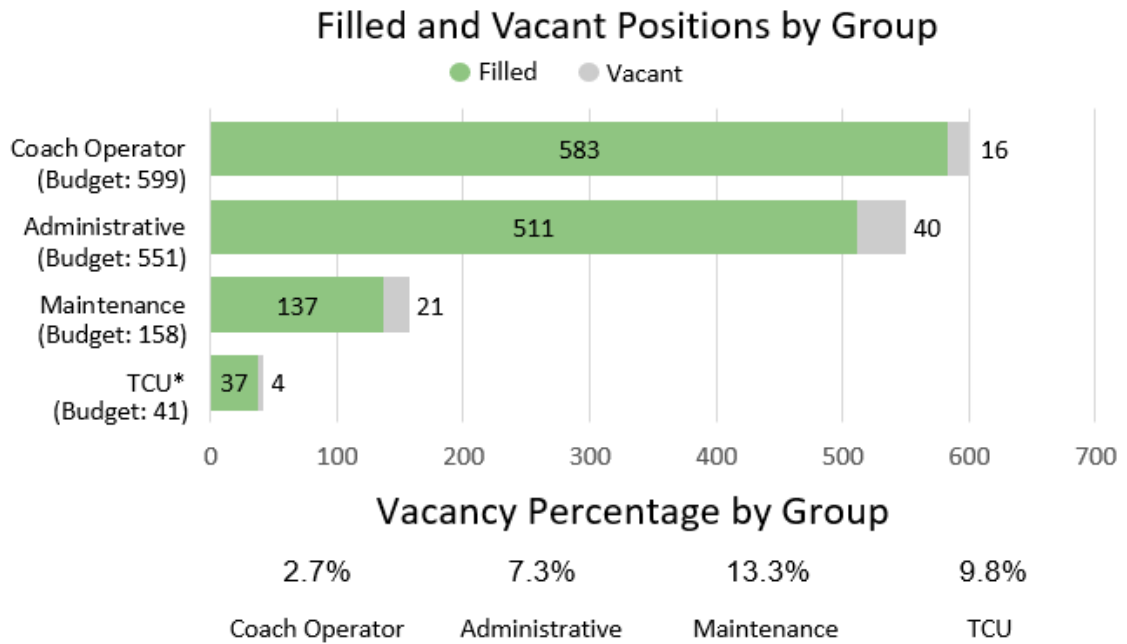
Staff monitors and analyzes revenues and expenditures versus the working budget. This report provides a summary level overview of staffing levels and explanations for material budget to actual variances within each pertinent OCTA program. The OCTA programs include Bus, Regional Rail, Express Lanes, Motorist Services, and Measure M2 (M2). A visual dashboard summary of this report is provided in Attachment A.

Unless indicated on an individual chart, the general color pattern used is outlined below:

- Gray – Budget
- Green – Within budget
- Yellow – Within five percent variance of budget
- Red – Over five percent variance of budget

Staffing

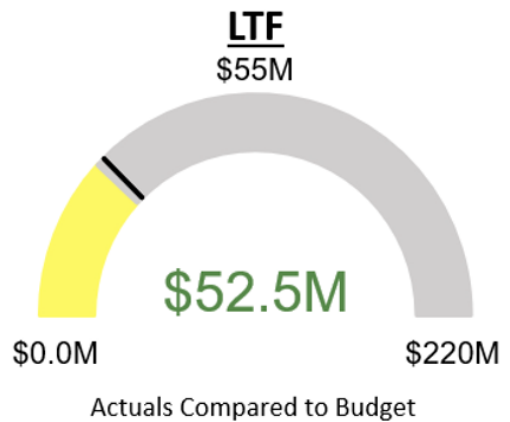
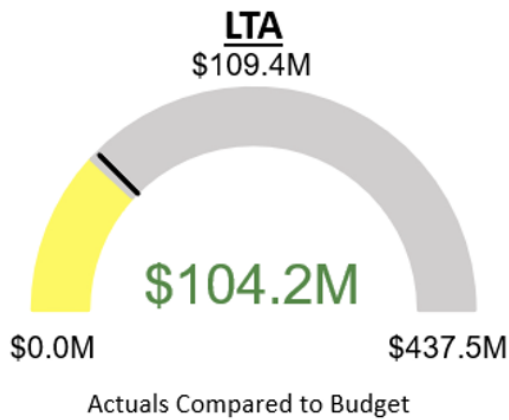
Total salaries and benefits were \$2.9 million under the budget of \$54 million. This is primarily due to staffing vacancies agency wide.



*TCU - Transportation Communications International Union

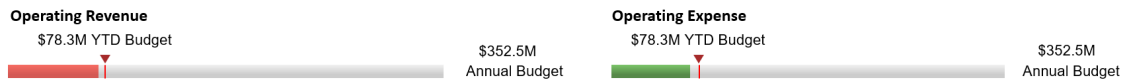
Sales Tax Receipts

The charts below provide a FY snapshot for both the Local Transportation Authority (LTA) M2 Program and Local Transportation Fund (LTF) Bus Program sales tax revenues against the budget. Sales tax receipts underperformed the budget through the first quarter. LTA sales tax receipts of \$104.2 million were \$5.2 million lower than the budget and LTF sales tax receipts of \$52.5 million were \$2.5 million lower than the budget.

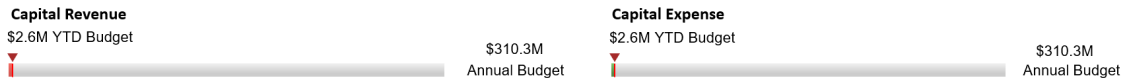


Major Programs

Bus Program

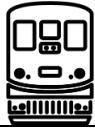


Bus Program operating revenue of \$73.3 million was \$5 million below budget. This was primarily due to lower than anticipated sales tax and less than anticipated revenue reimbursements based on lower operating expenses throughout the first quarter. Bus Program operating expenses of \$70.5 million were \$7.8 million under the budget. This underrun is primarily due to lower than anticipated expenditures on recurring as-needed services and supplies, such as fuel, maintenance services, and professional services, which can vary based on need.



Bus Program capital revenue and expenses of \$2.1 million were \$0.5 million lower than budget. This is due to capital revenues that are reimbursed based on capital expenses which came in lower than anticipated. This was primarily due to the expenditures related to the Rider Validation System, which remains in negotiation resulting in an underrun of \$0.3 million. Additionally, building improvements such as the heating, ventilation, and air conditioning unit replacement and high-lift dolly were deferred to the second half of the FY contributing \$0.2 million to the underrun.

Regional Rail Program



Operating Revenue



Operating Expense



Rail Program operating revenue of \$2.9 million was \$1.6 million higher than the budget. This was due to higher than anticipated interest earnings. Rail operating expenses came in \$0.8 million lower than budgeted. This was primarily due to lower than anticipated professional services through the first quarter, as well as the timing of transit security services invoices, expenses are anticipated to align to the budget by the end of the FY.

Capital Revenue

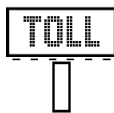


Capital Expense



Rail Program capital revenue and expenses of \$0.4 million were aligned with the budget through the first quarter.

91 Express Lanes Program



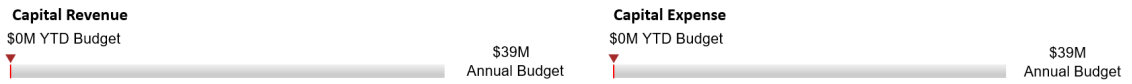
Operating Revenue



Operating Expense

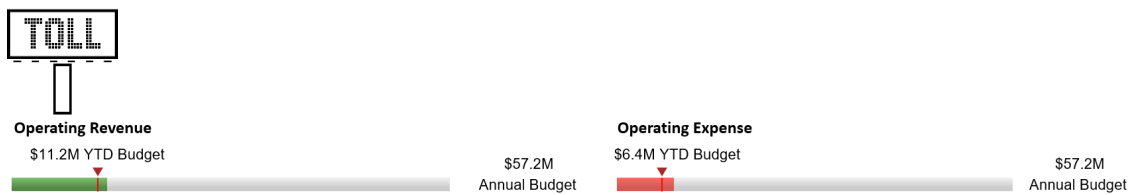


The 91 Express Lanes Program operating revenue of \$21.4 million exceeded the budget by \$5 million, primarily due to higher trip volumes than anticipated during budget development. Operating expenses of \$3.7 million were \$1.6 million lower than the budget of \$5.3 million, primarily due to lower usage of as-needed contracted and professional services.



The 91 Express Lanes Program capital revenue and expenses were in line with the budget. This was due to no capital projects being budgeted in the first quarter.

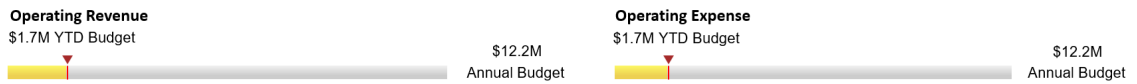
405 Express Lanes Program



The 405 Express Lanes Program operating revenue of \$12.4 million overran the budget by \$1.2 million, primarily due to higher than anticipated non-toll revenue than budgeted. Non-toll revenues include violations, account fees, and interest. Similarly, operating expenses of \$8.2 million were \$1.7 million higher than the budget of \$6.4 million, primarily due to invoice timing differences for work being done on the back-office system. It is anticipated that expenditures will align with the budget this FY.

Staff relied on the revenue estimates provided by Stantec Inc. in the original Traffic and Revenue Study (T&R) completed in 2015 when developing budget projections for toll revenue. Subsequent to the completion of the T&R, the project opening timeline shifted by approximately one year. However, when developing the FY 2024-25 budget, staff did not account for this shift and inadvertently budgeted toll revenue amounts projected for FY 2025-26 instead of FY 2024-25. In addition to reporting budget to actuals to the Board on a quarterly basis, OCTA is also required to report 405 Express Lanes budget and actuals to the Build America Bureau (Bureau) as a condition of the Transportation Infrastructure Finance and Innovation Act loan received for the project. To ensure alignment with the revised schedule and original projections, staff is recommending a budget amendment to ensure accurate reporting both to the Board and the Bureau. Specifically, staff is recommending the Board amend the FY 2024-25 405 Express Lanes Budget, reducing it from \$57,230,430 to \$42,603,879.

Motorist Services Program

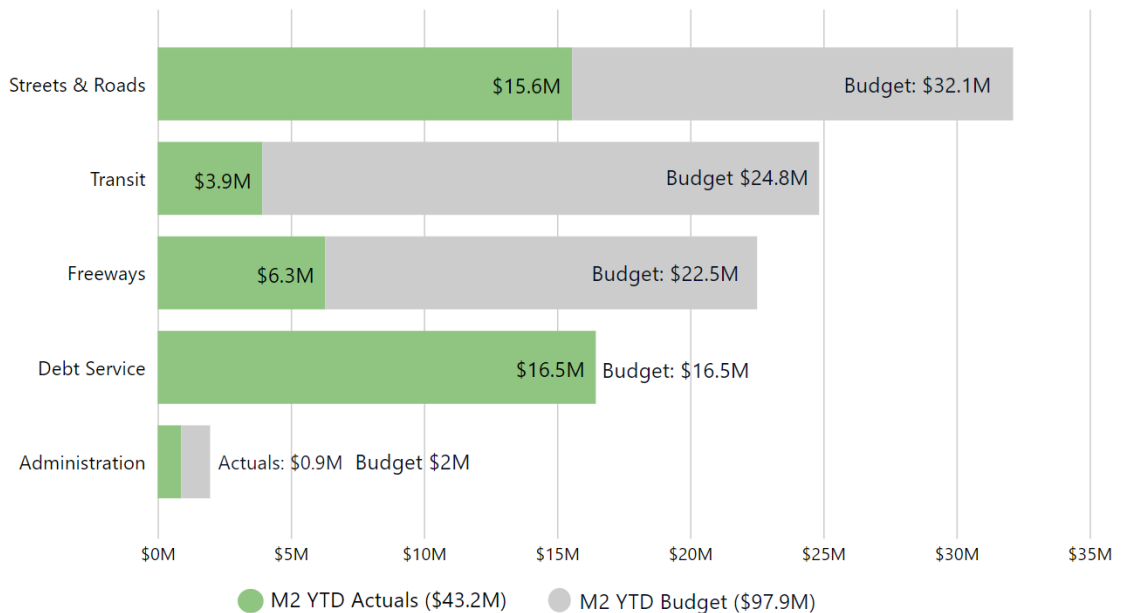


Motorist Services Program operating revenue and expenses of \$1.7 million underran by \$35,000 and were within two percent of budget. The underruns were due to the Remote Messaging System Expansion Project, which was rescheduled to next FY.

M2 Program



M2 Program Budget and Actuals by Mode



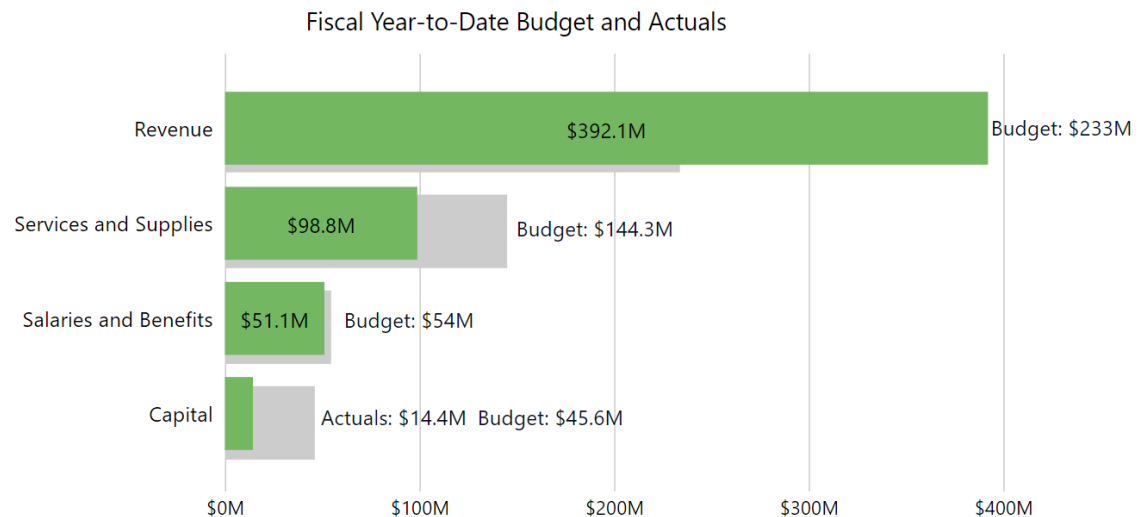
Total actual expenses of \$43.2 million for the M2 Program were \$54.7 million lower than the budget, primarily related to OC Streetcar construction expenses (\$19.3 million). Also contributing to the variance are lower than anticipated expenses for the Regional Traffic Signal Synchronization (\$7.9 million), and Local Fair Share programs (\$7.8 million). Additionally, the timing of construction

and right-of-way (ROW) payments for freeway projects including the Interstate 5 (I-5) to El Toro Road freeway project (\$8.9 million), State Route 91 (SR-91) freeway improvements (\$1.9 million), and Interstate 405 (I-405) freeway project (\$1.6 million) contributed to the underrun.

Fiscal Impact

Approve a budget amendment to the FY 2024-25 405 Express Lanes Budget, reducing it from \$57,230,430 to \$42,603,879, to ensure alignment with the revised schedule and original projections.

Summary



Overall, revenue of \$392.1 million was \$159.1 million over budget. This was due to reimbursement of Transit and Intercity Rail Capital Program funding related to construction expenses incurred in prior years for the OC Streetcar Project.

Operating expenses of \$98.8 million were \$45.5 million under budget, primarily due to the timing of expenses for freeway services, contributions to the County, cities, and local agencies for the Regional Traffic Signal Synchronization and Local Fair Share programs. Additionally, as-needed services and supplies as well as professional services contributed to the underrun.

Capital expenses of \$14.4 million were \$31.2 million under budget, primarily due to the timing of construction and ROW expenses for the I-5 to El Toro Road freeway project, SR-91 freeway improvements, and I-405 freeway project.

Salaries and benefits of \$54 million underran the budget by \$2.9 million. This was primarily due to staffing vacancies in the coach operator and administrative groups.

Attachment

- A. FY 2024-25 First Quarter Budget Status Summary

Prepared by:



Victor Velasquez
Department Manager,
Financial Planning and Analysis
(714) 560-5592

Approved by:



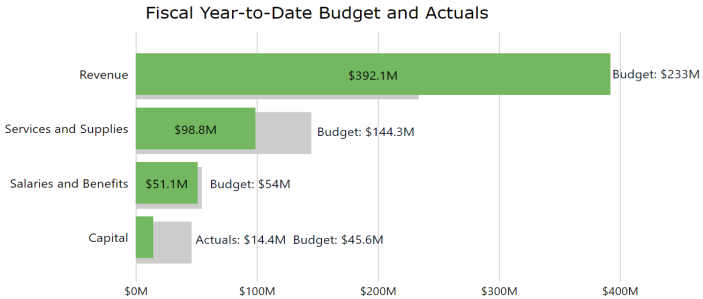
Andrew Oftelie
Chief Financial Officer,
Finance and Administration
(714) 560-5649



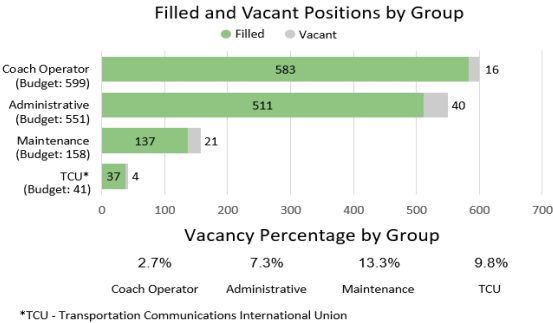
FY 2024-25 First Quarter Budget Status Summary

● Budget ● Within Budget ● Within 5% Variance ● Over 5% Variance

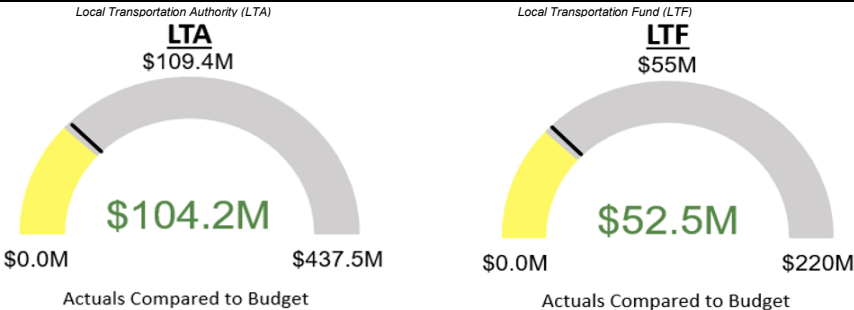
Total Authority



Staffing



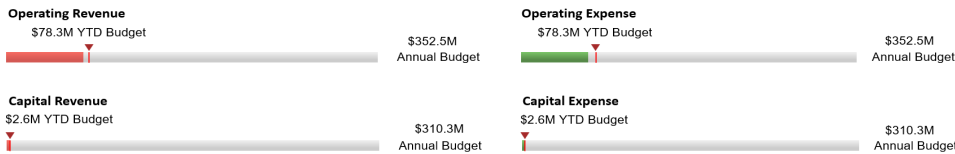
Sales Tax Receipts



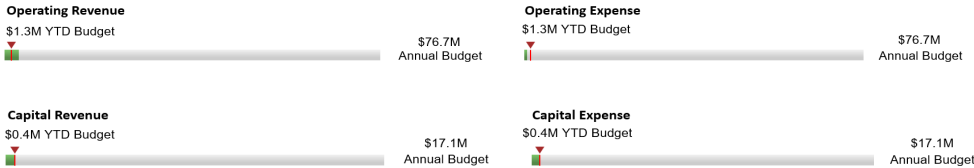
Major Operating Programs

Year-to-Date (YTD)

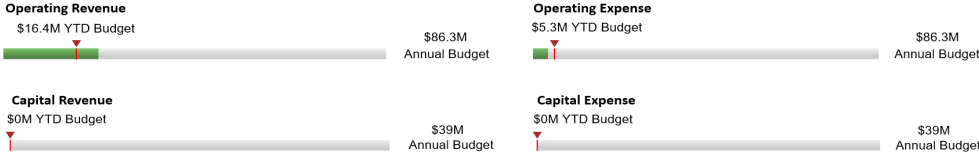
Bus Program



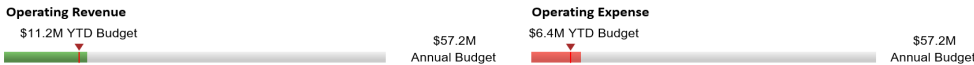
Rail Program



91 Express Lanes Program



405 Express Lanes Program



Motorist Services Program





COMMITTEE TRANSMITTAL

January 27, 2025

To: Members of the Board of Directors
From: Andrea West, Clerk of the Board A handwritten circled letter 'A' is placed to the right of the 'From:' line.
Subject: Orange County Transportation Authority Investment and Debt Programs Report - November 2024

Finance and Administration Committee Meeting of January 22, 2025

Present: Directors Federico, Hennessey, Klopfenstein, and Sarmiento
Absent: Directors Harper and Nguyen

Committee Vote

This item was passed by the Members present.

Committee Recommendation(s)

Receive and file as an information item.



January 22, 2025

To: Finance and Administration Committee

From: Darrell E. Johnson, Chief Executive Officer

Subject: Orange County Transportation Authority Investment and Debt Programs Report – November 2024

Overview

The Orange County Transportation Authority has a comprehensive investment and debt program to fund its immediate and long-term cash flow demands. Each month, the Treasurer submits a report detailing investment allocation, performance, compliance, outstanding debt balances, and credit ratings for the Orange County Transportation Authority's debt program. This report is for the month ending November 30, 2024. The report has been reviewed and is consistent with the investment practices contained in the investment policy.

Recommendation

Receive and file as an information item.

Discussion

As of November 30, 2024, the Orange County Transportation Authority's (OCTA) outstanding investments totaled \$2.6 billion. The portfolio is divided into three portfolios: the liquid portfolio for immediate cash needs, the managed portfolio for future budgeted expenditures, and the bond proceeds portfolio to meet Measure M2 (M2) transportation program needs. In addition to these portfolios, OCTA has funds invested in debt service reserve funds for the 91 Express Lanes Program.

Portfolio Compliance and Liquidity Requirements for the Next Six Months: The portfolio is in full compliance with OCTA's Investment Policy and the State of California Government Code. Additionally, OCTA has reviewed the liquidity requirements for the next six months and anticipates that OCTA's liquidity will be sufficient to meet projected expenditures during the next six months.

The weighted average book yield for OCTA's managed portfolio is 4.3 percent. The book yield measures the exact income, or interest, on a bond without regard to market price change. The yield is the income return on an investment, such as the interest received from holding a particular security. The yield is usually expressed as an annual percentage rate based on the investment's cost and market value.

OCTA's month-end balance in the Local Agency Investment Fund (LAIF), a pooled investment fund for California local agencies, was \$7,116,960, with an average monthly effective yield of 4.48 percent. LAIF offers local agencies an opportunity to invest funds in a diversified portfolio of high-quality, short-term securities managed by the State Treasurer's Office. OCTA's month-end balance in the Orange County Investment Pool (OCIP), a collective investment fund for local government entities in Orange County, was \$13,858,054. For the month of October, the monthly gross yield for the OCIP was 4.32 percent. The yield for the month of November will be received in December 2024. OCIP allows local government entities to invest funds in a diversified portfolio managed by the Orange County Treasurer-Tax Collector's Office, aiming for competitive returns while prioritizing safety and liquidity. Mandated by the Transportation Development Act (TDA), OCTA is obliged to participate in the OCIP. It serves as a temporary holding account for TDA funds until claimed by OCTA and then processed by the County of Orange. This framework ensures effective fund management and adherence to regulatory compliance.

During the month of November, no security held within OCTA's investment portfolio was downgraded or placed on negative credit watch. Please refer to A-4 (Rating Downgrades and Negative Credit Watch) of Attachment A for further details.

OCTA's debt program is separate from its investment program and is comprised of M2 Sales Tax Revenue Bonds, 91 Express Lanes Toll Road Revenue Bonds, and 2021 Transportation Infrastructure Finance and Innovation Act Loan. The debt program currently has an outstanding principal balance of \$1.2 billion as of November 30, 2024. Approximately 46 percent of the outstanding balance is comprised of M2 debt, three percent is associated with the 91 Express Lanes Program, and 51 percent is associated with the 405 Express Lanes.

Summary

The Treasurer is submitting a copy of the Orange County Transportation Authority Investment and Debt Programs report to the Finance and Administration Committee. The report is for the month ending November 30, 2024.

Attachments

- A. Orange County Transportation Authority Investment and Debt Programs – For the Period Ending November 30, 2024
- B. Orange County Transportation Authority Portfolio Listing as of November 30, 2024

Prepared by:



Robert Davis
Department Manager
Treasury/Public Finance
(714) 560-5675

Approved by:



Andrew Oftelie
Chief Financial Officer
Finance and Administration
(714) 560-5649

**Treasury/Public Finance Department's
Report On**

**Orange County Transportation Authority
Investment and Debt Programs**



**Presented to the
Finance and Administration Committee**

**For The Period Ending
November 30, 2024**

INVESTMENT PROGRAM

OCTA Investment Dashboard

11/30/2024

Safety of Principal

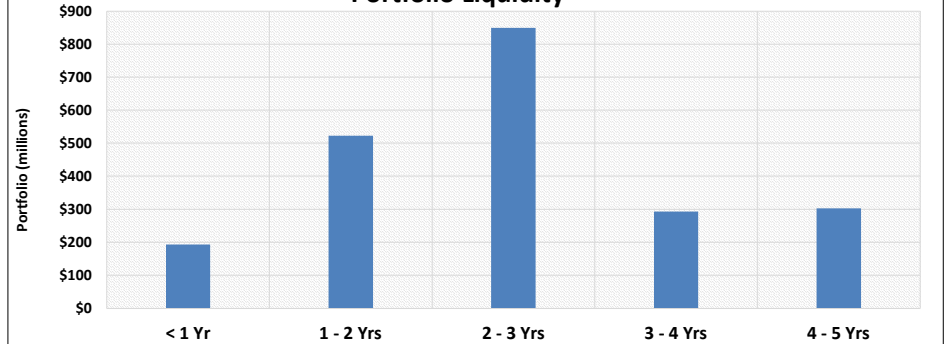
Securities that fell below OCTA's minimum credit quality requirements during the month of November 2024:
N/A

Securities currently held within OCTA's portfolio that fell below OCTA's minimum credit quality requirements during prior reporting periods:
Two Keybank securities held within OCTA's investment portfolio were downgraded below minimum credit quality requirements for the month of October 2023

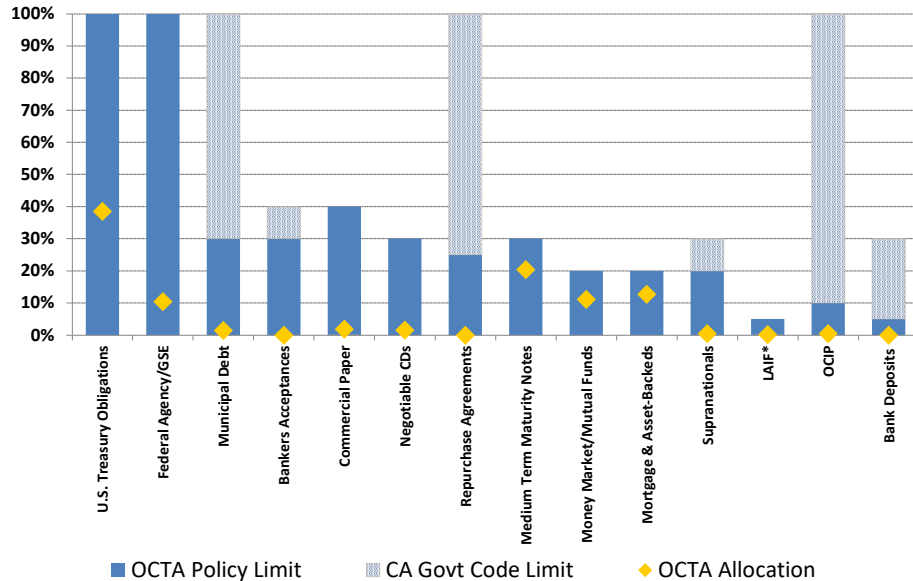
Securities downgraded or placed on Negative Credit Watch during the month of November 2024, but remain in compliance with OCTA's Investment Policy:
N/A

For further details please refer to A-4 of this report.

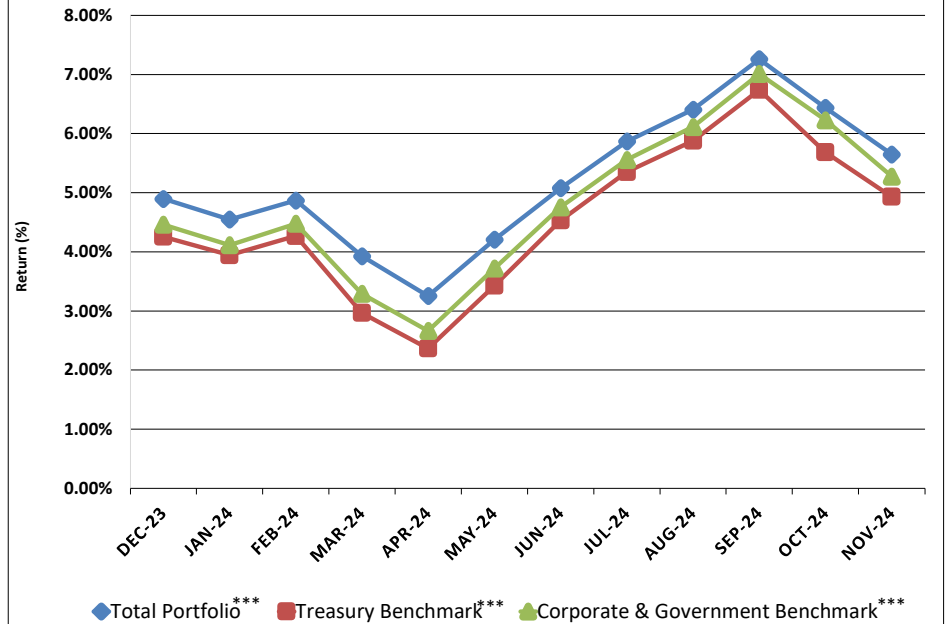
Portfolio Liquidity⁽¹⁾



Portfolio Diversification **



Total Return - 12 Month⁽¹⁾



1. Reflects Managed Portfolio.

* Per CA Government Code LAIF limit is \$75 million

** Per OCTA's Investment Policy the limit is 30% for variable and floating rate securities. As of November 30, 2024, 6.2% of the portfolio was invested in variable & floating rate securities.

*** Actual portfolio returns represent the aggregate performance of the managed portfolio.

The Treasury Benchmark is the 1-3 Year Treasury Index through September 2024 and transitions to a market value-weighted blend of the 1-3 Year and 1-5 Year Treasury Indices starting October 2024.

The Corporate & Government Benchmark is the 1-3 Year AAA-A U.S. Corporate & Government Index through September 2024 and shifts to a market value-weighted blend of the 1-3 Year and 1-5 Year AAA-A U.S. Corporate & Government Indices beginning October 2024.

Investment Compliance

11/30/2024

Portfolio Subject to Investment Policy			
Managed Portfolio ¹	Dollar Amount Invested	Percent Of Portfolio	Investment Policy Max. Percentages
U.S. Treasury Obligations	\$ 973,979,982	38.5%	100%
Federal Agency/GSE	265,736,118	10.5%	100%
Municipal Debt	\$ 40,124,505	1.6%	30%
Commercial Paper	48,715,563	1.9%	40%
Negotiable Certificates of Deposit	\$ 40,525,000	1.6%	30%
Repurchase Agreements	-	0.0%	25%
Medium Term Maturity Notes/Corporates	\$ 517,276,142	20.5%	30%
Money Market/Mutual Funds	282,374,218	11.2%	20%
Mortgage & Asset-Backed	\$ 322,278,430	12.8%	20%
Supranationals	13,493,324	0.5%	20%
Local Agency Investment Fund	\$ 7,116,960	0.3%	\$ 75 Million
Orange County Investment Pool	13,858,054	0.5%	10%
Bank Deposits	\$ 1,114,785	0.0%	5%
Total Managed Portfolio²	\$ 2,526,593,081		

1. Excludes portion of Liquid Portfolio subject to Indenture

2. Includes variable & floating rate securities invested in the amount of \$156,065,182 (6.2% of total Managed/Liquid portfolio) and subject to 30% limit per OCTA's Investment Policy.

Portfolio Subject to Indenture					
Portfolio	Dollar Amount Invested	OCTA		Indenture Requirements	
		Credit Quality	Term	Min. Credit Quality	Max. Term
Liquid Portfolio*					
Government Obligations MMKT Fund	67,353,980	"AAAm"	N/A	AAA Category	N/A
Government Obligations MMKT Fund	40,504,388	"AAAm"/"Aammf"	N/A	AAA Category	N/A
Total Liquid Portfolio	\$ 107,858,368				
Bond Proceeds Portfolio					
2021 Bond Anticipation Notes (BANs):					
Government Obligations MMKT Fund	56,306	"AAAm"/ "Aaa-mf"/"AAAmmf"	N/A	"AAAm" or "AAAm-G"	N/A
91 Express Lanes 2023 Bonds:					
Government Obligations MMKT Fund	2,657	"AAAm"/ "Aaa-mf"/"AAAmmf"	N/A	N/A	N/A
Total Bond Proceeds Portfolio	\$ 58,964				
Reserve Funds Portfolio					
Government Obligations MMKT Fund	\$ 5,277,353	"AAAm"/ "Aaa-mf"/"AAAmmf"	N/A	N/A	N/A
Negotiable Certificates of Deposit	5,000,000	"A-1"/"P-1"/"F1+"	267 days	"A-1"/"P-1"/"F1"	270 days
Negotiable Certificates of Deposit	3,000,000	"A-1"/"P-1"/"F1+"	270 days	"A-1"/"P-1"/"F1"	270 days
Government Obligations MMKT Fund**	5,705	"AAAm"/ "Aaa-mf"/"AAAmmf"	N/A	N/A	N/A
Total Reserve Funds Portfolio	\$ 13,283,058				
Total Portfolio Subject to Indenture	\$ 13,342,022				
Portfolio Total	\$ 2,647,793,471				

*Reflects portion of Liquid Portfolio subject to Indenture (OCTA Sales Tax Revenue)

**91 EL Debt Service Fund

Managed Portfolio
Sector Allocation and Performance Overview
11/30/2024

Book/Market Value	CHANDLER	METLIFE	PFM	Payden & Rygel	Total Portfolio
Total Portfolio:					
Book Value	\$ 537,990,518	\$ 535,813,467	\$ 540,168,761	\$ 546,011,075	\$ 2,159,983,821
Market Value	\$ 544,426,759	\$ 544,976,995	\$ 546,454,121	\$ 551,269,184	\$ 2,187,127,059
1-3 Year Portfolio:					
Book Value	\$ 374,228,266	\$ 376,211,521	\$ 378,384,918	\$ 382,457,990	\$ 1,511,282,696
Market Value	\$ 378,425,302	\$ 383,703,866	\$ 383,516,921	\$ 387,133,246	\$ 1,532,779,335
1-5 Year Portfolio:					
Book Value	\$ 163,762,252	\$ 159,601,945	\$ 161,783,843	\$ 163,553,085	\$ 648,701,125
Market Value	\$ 166,001,457	\$ 161,273,129	\$ 162,937,200	\$ 164,135,937	\$ 654,347,724

Sector Allocation	CHANDLER	METLIFE	PFM	Payden & Rygel	Total Portfolio
Total Portfolio:					
U.S. Treasury Obligations	40.1%	41.9%	46.9%	51.3%	45.1%
Federal Agency/GSE	29.2%	5.5%	10.7%	3.8%	12.3%
Municipal Debt	0.3%	5.4%	0.2%	1.6%	1.9%
Negotiable Certificates of Deposit	0.0%	0.0%	2.9%	0.0%	0.7%
Medium Term Maturity Notes	21.4%	28.6%	21.9%	23.9%	23.9%
Money Market/Mutual Funds	0.4%	0.8%	0.1%	0.9%	0.5%
Mortg & Asset Backed Sec	7.0%	16.9%	17.3%	18.5%	14.9%
Supranationals	1.6%	0.9%	0.0%	0.0%	0.6%
Total	100.0%	100.0%	100.0%	100.0%	100.0%
1-3 Year Portfolio:					
U.S. Treasury Obligations	37.2%	40.3%	47.6%	50.8%	44.0%
Federal Agency/GSE	24.0%	5.7%	8.7%	4.0%	10.6%
Municipal Debt	0.0%	5.3%	0.2%	1.5%	1.7%
Negotiable Certificates of Deposit	0.0%	0.0%	3.0%	0.0%	0.8%
Medium Term Maturity Notes	28.2%	28.3%	22.3%	24.0%	25.7%
Money Market/Mutual Funds	0.3%	0.9%	0.1%	1.1%	0.6%
Mortg & Asset Backed Sec	9.1%	18.1%	18.1%	18.6%	16.0%
Supranationals	1.3%	1.3%	0.0%	0.0%	0.7%
Total	100.0%	100.0%	100.0%	100.0%	100.0%
1-5 Year Portfolio:					
U.S. Treasury Obligations	46.8%	45.7%	45.3%	52.6%	47.6%
Federal Agency/GSE	41.3%	5.1%	15.5%	3.3%	16.4%
Municipal Debt	1.0%	5.7%	0.2%	1.7%	2.1%
Negotiable Certificates of Deposit	0.0%	0.0%	2.5%	0.0%	0.6%
Medium Term Maturity Notes	6.0%	29.1%	21.0%	23.6%	19.9%
Money Market/Mutual Funds	0.6%	0.3%	0.1%	0.6%	0.4%
Mortg & Asset Backed Sec	2.2%	14.1%	15.4%	18.3%	12.5%
Supranationals	2.1%	0.0%	0.0%	0.0%	0.5%
Total	100.0%	100.0%	100.0%	100.0%	100.0%

Portfolio Characteristics	CHANDLER	METLIFE	PFM	Payden & Rygel	Total Portfolio	* US Treasury Benchmark	** Corp./Govt. Benchmark
Total Portfolio:							
Weighted Average Life	2.16	2.25	2.12	2.31	2.21	n/a	n/a
Duration	2.00	2.05	1.95	2.11	2.03	1.95	1.95
Monthly Yield	4.31%	4.42%	4.37%	4.39%	4.37%	4.20%	4.36%
1-3 Year Portfolio:							
Weighted Average Life	1.91	1.97	1.87	2.06	1.95	n/a	n/a
Duration	1.78	1.81	1.73	1.88	1.80	1.73	1.73
Monthly Yield	4.34%	4.44%	4.37%	4.40%	4.39%	4.21%	4.36%
1-5 Year Portfolio:							
Weighted Average Life	2.72	2.89	2.73	2.88	2.81	n/a	n/a
Duration	2.50	2.62	2.49	2.64	2.56	2.48	2.48
Monthly Yield	4.24%	4.37%	4.36%	4.36%	4.33%	4.17%	4.35%

Portfolio Performance (Total Rate of Return)	CHANDLER	METLIFE	PFM	Payden & Rygel	Total Portfolio	* US Treasury Benchmark	** Corp./Govt. Benchmark
Total Portfolio:							
Monthly Return ***	0.43%	0.40%	0.39%	0.43%	0.41%	0.32%	0.34%
1-3 Year Portfolio:							
Monthly Return ***	0.44%	0.39%	0.36%	0.40%	0.40%	0.29%	0.31%
1-5 Year Portfolio:							
Monthly Return ***	0.40%	0.43%	0.46%	0.48%	0.44%	0.38%	0.41%

* Represents the ICE/BAML 1-3 Year U.S. Treasury Index for the 1-3 Year Portfolio and the ICE/BAML 1-5 Year U.S. Treasury Index for the 1-5 Year Portfolio. The benchmarks for duration and monthly yield are weighted for the Total Portfolio

** Represents the ICE/BAML 1-3 Year AAA-A U.S. Corporate & Government Index for the 1-3 Year Portfolio and the ICE/BAML 1-5 Year AAA-A U.S. Corporate & Government Index for the 1-5 Year Portfolio. The benchmarks for duration and monthly yield are weighted for the Total Portfolio.

*** Reflects monthly return only, as the 1.5 year portfolio was launched on October 1, 2024. Additional performance metrics will be reported once sufficient data becomes available.

Rating Downgrades & Negative Credit Watch

11/30/2024

Investment Manager / Security

Par Amount

Maturity

S&P

Moody's

Fitch Ratings

Rating Downgrades:

- Rating below minimum requirements:

KEYBANK NATIONAL ASSOCIATION

\$	1,675,000	08/08/2025 - 01/26/2026	BBB+	Baa1	BBB+
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During October 2023, Moody's and Fitch downgraded Keybank by one notch. The downgrade reflects the agencies' view that a higher-for-longer rate environment is likely to constrain profitability at Keybank more than for other banks of similar size. In addition, Keybank has a lower-than-average capital ratio on a proforma basis when adjusted for unrealized losses on available-for-sale securities. Due to the downgrade by both agencies, the three Keybank securities held within the portfolio fell below the minimum credit quality requirements of the Investment Policy. The Treasurer reviewed the position and recommended the securities be held for the short-term. The Treasurer presented his recommendation to the Chief Executive Officer who concurred. During June 2024, one of three Keybank securities was matured.

Negative Credit Watch:

N/A

DEBT PROGRAM

(M2 Sales Tax Revenue Bonds, 91 Express Lanes Toll Road Revenue Bonds, 2021 TIFIA Loan)

Outstanding Debt¹

As of 11/30/2024

Orange County Local Transportation Authority (OCLTA-M2)

2010 Series A Taxable Build America Bonds - Sales Tax Revenue Bonds

Issued:	\$	293,540,000
Outstanding:		250,000,000
Debt Service FY 2025:		21,790,000
All in True Interest Cost:		4.33%
Pledged Revenue Source:	M2 Sales Tax Revenues	
Ratings (Fitch/ Moody's/ S&P):		AA+/Aa2/AA+
Final Maturity:		2041

2019 M2 Sales Tax Revenue Bonds

Issued:	\$	376,690,000
Outstanding:		319,315,000
Debt Service FY 2025:		33,065,900
All in True Interest Cost:		3.14%
Pledged Revenue Source:	M2 Sales Tax Revenues	
Ratings (Fitch/ S&P):		AA+/AA+
Final Maturity:		2041

Sub-total M2 Outstanding Debt	\$	569,315,000
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91 Express Lanes

2023 OCTA 91 Express Lanes Refunding Bonds

Issued:	\$	47,545,000
Outstanding:		41,725,000
Debt Service FY 2025:		8,051,750
All in True Interest Cost:		2.80%
Pledged Revenue Source:	91 Toll Road Revenues	
Ratings (Fitch/ Moody's/ S&P):		AA-/Aa3/AA-
Final Maturity:		2030

Sub-total 91 Express Lanes Outstanding Debt	\$	41,725,000
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405 Express Lanes

2021 TIFIA Loan

Amount Available	\$	628,930,000
Outstanding:		631,379,860
Capitalized Interest:		17,668,565
Interest Rate:		1.95%
Pledged Revenue Source:	405 Toll Road Revenues	
Ratings (Moody's):		Baa2
Final Maturity:		2058

Sub-total 405 Express Lanes Outstanding Debt	\$	631,379,860
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TOTAL OUTSTANDING DEBT:	\$	1,242,419,860
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1. Comprises OCTA's debt obligations (M2 Sales Tax Revenue Bonds, 91 Express Lanes Toll Road Revenue Bonds, and 2021 TIFIA Loan) currently outstanding and irrespective of OCTA's investment program.

**Orange County Transportation Authority
Portfolio Listing
As of November 30, 2024**

LIQUID PORTFOLIO					
NOTE	DESCRIPTION	MATURITY DATE	BOOK VALUE	MARKET VALUE	YIELD
	<u>CASH EQUIVALENTS</u>				
	BANK DEPOSITS	N/A	1,114,785	1,114,785	0.00
	FEDERATED MONEY MARKET GOVERNMENT PORTFOLIO	N/A	142,700,253	142,700,253	4.51
	BMO HARRIS BANK NCD	12/16/2024	25,000,000	25,000,000	5.14
	BARCLAYS COMMERCIAL PAPER	3/10/2025	24,412,500	24,646,425	4.70
	NATIXIS COMMERCIAL PAPER	12/27/2024	24,303,063	24,911,333	5.31
	MONEY MARKET DEMAND ACCOUNT	N/A	412	412	3.06
	FIDELITY TREASURY OBLIGATIONS FUND	N/A	67,353,980	67,353,980	4.50
	FIRST AMERICAN GOVERNMENT OBLIGATIONS FUND	N/A	40,000,000	40,000,000	4.62
	DREYFUS MONEY MARKET GOVERNMENT PORTFOLIO	N/A	40,276,531	40,276,531	4.44
	INVESCO MONEY MARKET GOVERNMENT PORTFOLIO	N/A	47,826,702	47,826,702	4.64
	FEDERATED TREASURY OBLIGATIONS FUND	N/A	40,504,388	40,504,388	4.51
	SUB-TOTAL		453,492,614	454,334,810	
	<u>LOCAL AGENCY INVESTMENT FUND (LAIF)</u>	N/A	7,116,960	7,116,960	4.48
	<u>ORANGE COUNTY INVESTMENT POOL (OCIP)</u>	N/A	13,858,054	13,858,054	4.32
	LIQUID PORTFOLIO - TOTAL		\$ 474,467,628	\$ 475,309,824	

MANAGED PORTFOLIO					
NOTE	DESCRIPTION	MATURITY DATE	BOOK VALUE	MARKET VALUE	YIELD
	<u>Money Market Funds</u>				
	FIRST AMER:GVT OBLG Z	11/30/2024	11,570,320	11,570,320	4.52
	SUB-TOTAL		11,570,320	11,570,320	
	<u>NEGOTIABLE CERTIFICATES OF DEPOSIT</u>				
	COOPERATIEVE RABOBANK U.A., NEW YORK BRANCH	7/17/2026	3,450,000	3,510,651	3.97
	CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK	2/1/2027	3,750,000	3,743,475	4.67
	NATIXIS, NEW YORK BRANCH	9/18/2026	3,575,000	3,656,403	3.99
	NORDEA ABP - NEW YORK BRANCH	11/3/2025	4,750,000	4,800,018	4.37
	SUB-TOTAL		15,525,000	15,710,546	
	<u>U.S. TREASURY OBLIGATIONS</u>				
	UNITED STATES TREASURY	10/31/2029	2,493,262	2,503,700	4.09
	UNITED STATES TREASURY	9/30/2029	40,796,756	39,871,550	4.09
	UNITED STATES TREASURY	7/31/2029	10,975,156	10,953,580	4.10
	UNITED STATES TREASURY	6/30/2029	3,190,311	3,158,328	4.11
	UNITED STATES TREASURY	6/30/2029	3,771,809	3,689,174	4.11
	UNITED STATES TREASURY	5/31/2029	7,690,938	7,557,520	4.11
	UNITED STATES TREASURY	5/31/2029	999,180	1,016,370	4.10
	UNITED STATES TREASURY	4/30/2029	2,893,008	2,851,650	4.11
	UNITED STATES TREASURY	2/28/2029	936,753	939,890	4.11
	UNITED STATES TREASURY	2/15/2029	1,878,281	1,886,400	4.11
	UNITED STATES TREASURY	1/31/2029	13,466,875	13,439,925	4.12
	UNITED STATES TREASURY	12/31/2028	13,476,887	13,314,375	4.12
	UNITED STATES TREASURY	11/30/2028	6,415,842	6,455,433	4.12
	UNITED STATES TREASURY	11/15/2028	9,155,898	9,161,610	4.11
	UNITED STATES TREASURY	9/30/2028	14,992,375	15,314,579	4.12
	UNITED STATES TREASURY	8/31/2028	2,103,086	2,087,471	4.13
	UNITED STATES TREASURY	8/15/2028	11,211,953	11,490,000	4.12
	UNITED STATES TREASURY	7/31/2028	7,497,559	7,500,300	4.12
	UNITED STATES TREASURY	5/31/2028	4,115,146	4,083,211	4.12
	UNITED STATES TREASURY	5/31/2028	2,989,102	2,951,940	4.12
	UNITED STATES TREASURY	4/15/2028	1,609,871	1,613,388	1.84
	UNITED STATES TREASURY	4/15/2028	3,820,506	3,842,204	1.83
	UNITED STATES TREASURY	2/29/2028	2,008,984	1,992,340	4.13
	UNITED STATES TREASURY	2/15/2028	7,320,703	7,194,450	4.12
	UNITED STATES TREASURY	1/31/2028	7,317,480	7,362,000	4.12
	UNITED STATES TREASURY	12/31/2027	3,963,125	3,972,640	4.11
	UNITED STATES TREASURY	11/15/2027	696,227	700,217	4.11
	UNITED STATES TREASURY	11/15/2027	8,596,328	8,534,880	4.12
	UNITED STATES TREASURY	10/31/2027	3,673,023	3,696,232	4.11
	UNITED STATES TREASURY	10/31/2027	14,063,029	14,194,688	4.12
	UNITED STATES TREASURY	10/15/2027	36,676,040	36,684,785	4.12
	UNITED STATES TREASURY	9/30/2027	6,517,012	6,500,780	4.12
	UNITED STATES TREASURY	9/15/2027	43,544,718	42,917,272	4.12
	UNITED STATES TREASURY	8/31/2027	7,737,813	7,792,160	4.13
	UNITED STATES TREASURY	8/15/2027	22,126,674	21,871,880	4.13
	UNITED STATES TREASURY	7/31/2027	3,865,469	3,860,480	4.14
	UNITED STATES TREASURY	7/15/2027	35,671,129	35,477,295	4.13
	UNITED STATES TREASURY	6/30/2027	8,005,867	8,053,827	4.13
	UNITED STATES TREASURY	6/30/2027	22,612,916	22,686,498	4.13
	UNITED STATES TREASURY	6/15/2027	3,756,849	3,788,891	4.13
	UNITED STATES TREASURY	5/15/2027	42,694,124	43,198,269	4.15
	UNITED STATES TREASURY	4/30/2027	8,049,434	8,230,720	4.14
	UNITED STATES TREASURY	4/15/2027	11,353,054	11,492,362	4.16

**Orange County Transportation Authority
Portfolio Listing
As of November 30, 2024**

<u>NOTE</u>	<u>DESCRIPTION</u>	<u>MATURITY DATE</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>	<u>YIELD</u>
	UNITED STATES TREASURY	3/31/2027	11,777,924	11,878,219	4.14
	UNITED STATES TREASURY	3/31/2027	37,770,456	37,965,264	4.14
	UNITED STATES TREASURY	3/15/2027	10,110,034	10,199,444	4.16
	UNITED STATES TREASURY	2/15/2027	8,006,270	8,160,680	4.16
	UNITED STATES TREASURY	2/15/2027	30,511,144	30,711,488	4.18
	UNITED STATES TREASURY	2/15/2027	3,113,447	3,132,872	4.23
	UNITED STATES TREASURY	1/15/2027	14,273,675	14,234,288	4.17
	UNITED STATES TREASURY	12/31/2026	10,403,754	10,689,117	4.17
	UNITED STATES TREASURY	12/31/2026	30,077,513	30,889,905	4.16
	UNITED STATES TREASURY	12/15/2026	25,063,148	24,947,507	4.19
	UNITED STATES TREASURY	11/15/2026	3,715,469	3,837,360	4.18
	UNITED STATES TREASURY	11/15/2026	24,377,150	24,489,783	4.21
	UNITED STATES TREASURY	10/31/2026	4,540,914	4,553,570	4.20
	UNITED STATES TREASURY	10/31/2026	1,463,971	1,466,560	4.25
	UNITED STATES TREASURY	10/15/2026	16,517,969	16,722,508	4.21
	UNITED STATES TREASURY	9/15/2026	6,204,346	6,292,500	4.22
	UNITED STATES TREASURY	8/31/2026	33,552,012	34,572,501	4.22
	UNITED STATES TREASURY	8/31/2026	6,268,820	6,451,844	4.23
	UNITED STATES TREASURY	8/31/2026	3,878,466	3,838,692	4.23
	UNITED STATES TREASURY	8/15/2026	24,267,938	24,509,169	4.22
	UNITED STATES TREASURY	7/31/2026	7,937,902	7,916,669	4.24
	UNITED STATES TREASURY	7/15/2026	10,815,025	10,877,798	4.24
	UNITED STATES TREASURY	6/15/2026	7,928,125	7,984,400	4.26
	UNITED STATES TREASURY	5/15/2026	31,260,502	31,344,486	4.26
	UNITED STATES TREASURY	4/15/2026	5,472,080	5,486,380	4.28
	UNITED STATES TREASURY	4/15/2026	12,118,275	12,022,199	4.32
	UNITED STATES TREASURY	2/28/2026	31,221,367	33,400,500	4.29
	UNITED STATES TREASURY	11/15/2025	14,569,102	14,703,000	4.38
	UNITED STATES TREASURY	10/31/2025	8,032,813	7,901,760	4.37
	UNITED STATES TREASURY	9/30/2025	9,515,918	9,394,645	4.36
	UNITED STATES TREASURY	7/31/2025	14,709,063	15,081,655	4.37
	UNITED STATES TREASURY	6/30/2025	6,811,055	6,836,060	4.33
	UNITED STATES TREASURY	5/31/2025	7,357,324	7,347,750	4.38
	UNITED STATES TREASURY	4/30/2025	7,440,527	7,376,550	4.37
	UNITED STATES TREASURY	3/31/2025	9,852,188	9,873,100	4.34
	UNITED STATES TREASURY	1/31/2025	8,313,750	7,960,000	4.30
	UNITED STATES TREASURY	12/15/2024	8,000,000	7,989,760	3.92
	<i>SUB-TOTAL</i>		973,979,982	978,925,247	
	<i>FEDERAL AGENCY/GSE</i>				
	FEDERAL FARM CREDIT BANKS FUNDING CORP	9/10/2029	3,110,585	3,031,020	4.13
	FEDERAL FARM CREDIT BANKS FUNDING CORP	4/30/2029	2,396,400	2,406,744	4.92
	FEDERAL FARM CREDIT BANKS FUNDING CORP	4/10/2029	4,942,000	5,041,300	4.17
	FEDERAL FARM CREDIT BANKS FUNDING CORP	11/15/2027	4,973,700	5,061,900	4.18
	FEDERAL FARM CREDIT BANKS FUNDING CORP	10/4/2027	4,012,000	4,031,680	4.20
	FEDERAL FARM CREDIT BANKS FUNDING CORP	8/16/2027	4,984,050	4,943,800	4.19
	FEDERAL FARM CREDIT BANKS FUNDING CORP	12/7/2026	7,968,800	8,017,840	4.26
	FEDERAL FARM CREDIT BANKS FUNDING CORP	9/1/2026	3,994,800	4,033,240	4.25
	FEDERAL FARM CREDIT BANKS FUNDING CORP	8/14/2026	8,767,160	8,842,856	4.20
	FEDERAL FARM CREDIT BANKS FUNDING CORP	7/30/2026	3,995,640	4,046,320	4.27
	FEDERAL FARM CREDIT BANKS FUNDING CORP	6/23/2026	3,995,240	4,005,560	4.28
	FEDERAL FARM CREDIT BANKS FUNDING CORP	5/8/2026	7,957,920	8,052,800	4.27
	FEDERAL FARM CREDIT BANKS FUNDING CORP	2/25/2025	4,956,270	4,966,950	4.53
	FEDERAL HOME LOAN BANKS	9/8/2028	3,979,600	4,030,560	4.15
	FEDERAL HOME LOAN BANKS	6/30/2028	3,965,360	3,994,160	4.04
	FEDERAL HOME LOAN BANKS	6/9/2028	1,996,120	1,988,660	4.17
	FEDERAL HOME LOAN BANKS	3/10/2028	5,108,250	5,059,550	4.11
	FEDERAL HOME LOAN BANKS	12/10/2027	5,105,600	5,019,450	4.11
	FEDERAL HOME LOAN BANKS	4/9/2027	3,989,640	4,058,960	4.09
	FEDERAL HOME LOAN BANKS	3/25/2027	4,830,700	4,978,974	4.27
	FEDERAL HOME LOAN BANKS	11/17/2026	5,056,950	5,050,300	4.09
	FEDERAL HOME LOAN BANKS	9/11/2026	10,908,280	11,073,810	4.23
	FEDERAL HOME LOAN BANKS	8/26/2026	1,783,600	1,885,654	4.34
	FEDERAL HOME LOAN BANKS	12/20/2024	7,643,648	7,636,154	4.09
	FEDERAL NATIONAL MORTGAGE ASSOCIATION	7/24/2026	5,226,860	5,298,092	4.52
	FEDERAL NATIONAL MORTGAGE ASSOCIATION	8/25/2025	7,771,280	7,771,120	4.35
	FHMS K-051 A2	9/25/2025	5,854,999	5,774,893	4.60
	FHMS K-053 A2	12/25/2025	3,360,820	3,349,884	4.45
	FHMS K-054 A2	1/25/2026	11,003,391	11,297,958	4.56
	FHMS K-057 A2	7/25/2026	4,025,143	4,153,676	4.50
	FHMS K-057 A2	7/25/2026	411,188	412,882	4.51
	FHMS K-058 A2	8/25/2026	2,290,781	2,326,512	4.46
	FHMS K-059 A2	9/25/2026	3,078,232	3,172,228	4.48
(1)	FHMS K-061 A2	11/25/2026	1,628,831	1,642,278	4.54
	FHMS K-062 A2	12/25/2026	1,178,766	1,174,182	4.45
	FHMS K-062 A2	12/25/2026	2,396,755	2,439,586	4.41
(1)	FHMS K-063 A2	1/25/2027	10,336,469	10,317,395	4.45
	FHMS K-065 A2	4/25/2027	3,879,088	3,937,977	4.44
	FHMS K-066 A2	6/25/2027	2,576,955	2,590,122	4.44

**Orange County Transportation Authority
Portfolio Listing
As of November 30, 2024**

<u>NOTE</u>	<u>DESCRIPTION</u>	<u>MATURITY DATE</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>	<u>YIELD</u>
	FHMS K-067 A2	7/25/2027	3,858,125	3,873,600	4.44
	FHMS K-068 A2	8/25/2027	6,266,750	6,298,435	4.43
(1)	FHMS K-069 A2	9/25/2027	6,338,868	6,442,256	4.39
(1)	FHMS K-070 A2	11/25/2027	1,851,685	1,865,113	4.42
	FHMS K-073 A2	1/25/2028	6,511,410	6,559,352	4.43
(1)	FHMS K-081 A2	8/25/2028	4,803,447	4,859,369	4.43
	FHMS K-092 A2	4/25/2029	1,954,531	1,909,000	4.44
	FHMS K-093 A2	5/25/2029	2,858,438	2,827,620	4.45
(1)	FHMS K-507 A2	9/25/2028	1,267,578	1,259,250	4.53
(1)	FHMS K-509 A2	9/25/2028	1,524,492	1,513,380	4.54
	FHMS K-513 A2	12/25/2028	1,645,875	1,608,400	4.54
(1)	FHMS K-517 A2	1/25/2029	1,579,863	1,545,660	4.49
(1)	FHMS K-518 A2	1/25/2029	1,605,301	1,576,057	4.45
(1)	FHMS K-520 A2	3/25/2029	1,405,262	1,376,823	4.52
	FHMS K-528 A2	7/25/2029	566,089	554,634	4.49
(1)	FHMS K-529 A2	9/25/2029	974,088	965,495	4.50
(1)	FHMS K-530 A2	9/25/2029	1,201,222	1,209,794	4.47
(1)	FHMS K-733 A2	8/25/2025	1,730,868	1,772,552	4.68
	FHMS K-734 A2	2/25/2026	1,917,290	1,955,350	4.53
	FHMS K-736 A2	7/25/2026	2,453,961	2,561,706	4.48
	FHMS K-739 A2	9/25/2027	4,408,481	4,417,257	4.47
(1)	FHMS K-748 A2	1/25/2029	1,847,109	1,836,340	4.46
	FHMS K-750 A2	9/25/2029	1,881,406	1,881,100	4.48
	FHMS K-IR1 A2	3/25/2026	634,528	644,470	4.58
	FHMS K-S07 A2	9/25/2025	489,922	491,530	4.66
	FHMS K-S08 A2	3/25/2027	1,350,764	1,356,978	4.63
	FHR 3778 L	12/15/2025	62,665	61,645	5.45
	FHR 3806 L	2/15/2026	316,568	308,290	5.38
	FN AM8730	7/1/2025	1,578,472	1,455,636	5.07
	FN AN0429	1/1/2025	910,749	838,243	4.88
	FN AN0571	1/1/2026	582,703	589,158	4.98
	FN AN1793	6/1/2026	346,601	352,795	4.78
	FN AN6001	7/1/2027	504,739	513,844	5.09
	FN BL5365	2/1/2027	289,833	301,014	4.36
(1)	FNA 2012-M14 AL	9/25/2027	3,573,686	3,603,067	6.40
	FNA 2016-M03 A2	2/25/2026	3,094,172	3,151,436	5.05
(1)	FNA 2017-M2 A2	2/25/2027	1,278,392	1,298,760	5.35
(1)	FNA 2018-M1 A2	12/25/2027	648,309	657,974	5.11
(1)	FNGT 2017-T1 A	6/25/2027	3,580,821	3,644,511	4.64
	FNR 2011-74 UY	3/25/2026	13,505	13,259	5.40
(1)	FRESB 2018-SB52 10F	6/25/2028	585,678	588,400	4.54
	SUB-TOTAL		265,736,118	267,456,576	
	<u>MEDIUM TERM NOTES</u>				
	ABBVIE INC	3/15/2029	352,345	348,015	4.57
	ABBVIE INC	3/15/2029	1,197,468	1,168,410	4.61
	ABBVIE INC	11/21/2026	4,703,375	4,783,308	4.49
	ACCENTURE CAPITAL INC	10/4/2029	544,046	535,441	4.46
	ACCENTURE CAPITAL INC	10/4/2027	569,265	563,417	4.33
	ADOBE INC	4/4/2027	1,544,228	1,562,242	4.33
	AIR PRODUCTS AND CHEMICALS INC	2/8/2029	509,605	503,035	4.44
	AIR PRODUCTS AND CHEMICALS INC	5/15/2027	1,829,260	1,881,080	4.43
	AMAZON.COM INC	8/22/2027	3,819,680	3,882,480	4.30
(1)	AMERICAN EXPRESS CO	7/26/2028	475,000	478,577	4.99
(1)	AMERICAN EXPRESS CO	7/28/2027	2,445,000	2,470,819	4.72
(1)	AMERICAN EXPRESS CO	4/23/2027	595,000	601,801	5.03
(1)	AMERICAN EXPRESS CO	11/4/2026	560,000	560,823	5.14
(1)	AMERICAN EXPRESS CO	10/30/2026	765,000	775,802	4.75
	AMERICAN EXPRESS CO	8/1/2025	2,452,545	2,443,437	4.66
	AMERICAN HONDA FINANCE CORP	9/5/2029	804,152	791,112	4.66
	AMERICAN HONDA FINANCE CORP	7/7/2026	1,243,469	1,257,637	4.58
	APPLE INC	2/23/2026	3,855,100	3,948,040	4.34
	ASTRAZENECA FINANCE LLC	2/26/2027	1,712,119	1,730,452	4.36
	ATHENE GLOBAL FUNDING	3/25/2027	2,555,000	2,590,872	4.87
	AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD (NEW Y	1/18/2027	2,350,000	2,367,249	4.38
	AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD (NEW Y	3/18/2026	1,750,000	1,762,460	4.43
(1)	BANK OF AMERICA CORP	7/23/2029	1,965,280	1,965,600	4.79
(1)	BANK OF AMERICA CORP	3/5/2029	492,925	487,260	4.82
(1)	BANK OF AMERICA CORP	4/24/2028	3,820,040	3,826,194	4.77
(1)	BANK OF AMERICA CORP	4/24/2028	1,757,601	1,762,873	4.74
(1)	BANK OF AMERICA CORP	1/20/2027	1,425,000	1,429,061	4.82
(1)	BANK OF AMERICA CORP	7/22/2026	195,000	195,002	4.82
(1)	BANK OF AMERICA CORP	4/2/2026	550,000	547,168	4.89
(1)	BANK OF AMERICA CORP	12/6/2025	2,930,000	2,928,682	3.82
(1)	BANK OF NEW YORK MELLON CORP	7/21/2028	2,050,000	2,063,530	4.83
	BANK OF NEW YORK MELLON CORP	4/28/2028	746,340	736,358	4.43
	BANK OF NEW YORK MELLON CORP	1/26/2027	3,695,080	3,813,120	4.34
(1)	BANK OF NEW YORK MELLON CORP	7/24/2026	3,510,000	3,499,014	4.90
	BANK OF NEW YORK MELLON CORP	4/25/2025	1,229,828	1,222,755	4.82
	BLACKROCK INC	7/26/2027	7,240,233	7,285,573	4.31

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	BMW US CAPITAL LLC	4/2/2027	2,447,085	2,467,836	4.57
	BMW US CAPITAL LLC	4/2/2027	964,149	960,718	4.63
	BMW US CAPITAL LLC	8/13/2026	1,664,184	1,666,439	4.59
	BMW US CAPITAL LLC	8/13/2026	3,964,921	3,968,331	4.59
	BMW US CAPITAL LLC	4/1/2025	194,817	193,910	4.90
	BP CAPITAL MARKETS AMERICA INC	11/17/2027	2,700,000	2,739,420	4.47
	BRIGHTHOUSE FINANCIAL GLOBAL FUNDING	1/13/2025	2,172,216	2,166,300	5.01
	BRISTOL-MYERS SQUIBB CO	2/22/2029	353,211	349,923	4.52
	BRISTOL-MYERS SQUIBB CO	2/22/2027	1,178,726	1,193,263	4.34
	CADENCE DESIGN SYSTEMS INC	9/10/2027	1,539,738	1,530,452	4.44
	CAMDEN PROPERTY TRUST	11/3/2026	2,449,927	2,508,898	4.48
	CATERPILLAR FINANCIAL SERVICES CORP	11/15/2029	549,104	554,180	4.53
	CATERPILLAR FINANCIAL SERVICES CORP	8/16/2029	728,022	726,861	4.48
	CATERPILLAR FINANCIAL SERVICES CORP	11/15/2027	1,248,925	1,255,038	4.45
	CATERPILLAR FINANCIAL SERVICES CORP	10/15/2027	1,319,340	1,321,795	4.35
	CATERPILLAR FINANCIAL SERVICES CORP	5/14/2027	7,576,829	7,675,146	4.37
	CATERPILLAR FINANCIAL SERVICES CORP	10/16/2026	3,267,449	3,271,570	4.42
	CATERPILLAR FINANCIAL SERVICES CORP	5/15/2026	1,369,356	1,368,959	4.40
	CATERPILLAR FINANCIAL SERVICES CORP	1/6/2026	299,925	301,128	4.44
	CHUBB INA HOLDINGS LLC	5/3/2026	3,858,936	3,937,840	4.48
	CINTAS NO 2 CORP	5/1/2025	1,184,739	1,178,139	4.84
	CISCO SYSTEMS INC	2/26/2027	8,827,811	8,917,872	4.34
	CISCO SYSTEMS INC	2/26/2027	1,286,599	1,281,848	4.34
	CITIBANK NA	9/29/2028	722,692	718,601	4.59
(1)	CITIBANK NA	11/19/2027	1,925,000	1,928,523	4.78
	CITIBANK NA	12/4/2026	1,440,000	1,464,437	4.56
	CITIBANK NA	8/6/2026	1,095,000	1,100,560	4.60
	CITIBANK NA	8/6/2026	4,310,000	4,333,015	4.58
	CITIBANK NA	4/30/2026	1,370,000	1,384,070	4.64
	CITIBANK NA	9/29/2025	1,680,000	1,695,120	4.63
(1)	CITIGROUP INC	1/25/2026	1,435,000	1,428,212	5.04
	CNO GLOBAL FUNDING	1/6/2025	694,555	692,748	4.79
	COMCAST CORP	6/1/2029	624,444	612,600	4.57
	COMCAST CORP	4/1/2027	3,812,544	3,814,698	4.46
	COMMONWEALTH BANK OF AUSTRALIA (NEW YORK BRANCH)	3/13/2026	1,725,000	1,743,095	4.46
	COOPERATIVE RABOBANK UA (NEW YORK BRANCH)	1/9/2029	510,175	504,610	4.55
	COOPERATIVE RABOBANK UA (NEW YORK BRANCH)	1/9/2026	1,749,335	1,756,860	4.48
	COREBRIDGE GLOBAL FUNDING	8/20/2027	1,859,702	1,858,493	4.68
	DTE ELECTRIC CO	12/1/2026	1,411,252	1,408,324	4.35
	DTE ELECTRIC CO	12/1/2026	3,459,446	3,496,226	4.30
	DUKE ENERGY CAROLINAS LLC	11/15/2028	3,653,676	3,731,590	4.52
	ELI LILLY AND CO	8/14/2029	1,137,503	1,129,900	4.41
	ELI LILLY AND CO	2/9/2029	1,516,917	1,499,398	4.42
	ELI LILLY AND CO	2/9/2027	2,468,691	2,480,127	4.29
	ENTERPRISE PRODUCTS OPERATING LLC	1/11/2027	2,562,358	2,570,951	4.48
	EXXON MOBIL CORP	3/1/2026	2,621,668	2,676,659	4.51
	FLORIDA POWER & LIGHT CO	5/15/2028	862,019	847,400	4.50
	FLORIDA POWER & LIGHT CO	5/15/2028	3,935,680	3,991,960	4.46
	GEORGIA POWER CO	9/15/2029	1,762,476	1,769,131	4.61
(1)	GOLDMAN SACHS BANK USA	5/21/2027	1,265,000	1,275,487	4.83
(1)	GOLDMAN SACHS BANK USA	3/18/2027	7,793,403	7,865,563	4.76
(1)	GOLDMAN SACHS GROUP INC	3/15/2028	1,606,688	1,601,291	4.85
	GOLDMAN SACHS GROUP INC	11/16/2026	1,937,324	2,028,105	4.72
(1)	GOLDMAN SACHS GROUP INC	8/10/2026	2,775,000	2,793,093	4.82
	GUARDIAN LIFE GLOBAL FUNDING	9/26/2029	595,000	584,921	4.57
	HOME DEPOT INC	6/25/2029	352,328	348,688	4.48
	HOME DEPOT INC	6/25/2027	5,905,977	5,992,342	4.35
	HOME DEPOT INC	9/30/2026	1,017,766	1,029,619	4.38
	HOME DEPOT INC	6/25/2026	5,219,200	5,283,520	4.40
	HOME DEPOT INC	9/15/2025	1,699,388	1,693,285	4.51
	HONEYWELL INTERNATIONAL INC	8/15/2029	1,865,940	1,855,220	4.42
	HONEYWELL INTERNATIONAL INC	7/30/2027	4,984,850	5,020,792	4.35
	HORMEL FOODS CORP	3/30/2027	2,282,784	2,303,783	4.41
	HYUNDAI CAPITAL AMERICA	1/8/2027	1,402,802	1,399,836	4.89
	HYUNDAI CAPITAL AMERICA	3/30/2026	4,817,909	4,849,146	4.91
	INTERCONTINENTAL EXCHANGE INC	5/23/2025	854,060	849,170	5.09
	INTERNATIONAL BUSINESS MACHINES CORP	7/27/2025	2,000,000	1,991,080	4.69
	JACKSON NATIONAL LIFE GLOBAL FUNDING	4/10/2026	4,276,833	4,313,555	4.99
	JACKSON NATIONAL LIFE GLOBAL FUNDING	1/9/2026	1,601,549	1,612,383	5.06
	JACKSON NATIONAL LIFE GLOBAL FUNDING	1/12/2025	669,886	667,501	4.86
	JOHN DEERE CAPITAL CORP	6/11/2029	2,398,796	2,380,691	4.48
	JOHN DEERE CAPITAL CORP	7/15/2027	1,734,757	1,728,841	4.34
	JOHN DEERE CAPITAL CORP	6/11/2027	2,172,303	2,201,557	4.39
	JOHN DEERE CAPITAL CORP	3/5/2027	1,348,745	1,363,878	4.37
	JOHN DEERE CAPITAL CORP	1/8/2027	6,844,677	6,878,291	4.29
	JOHN DEERE CAPITAL CORP	6/8/2026	554,678	558,197	4.36
	JOHN DEERE CAPITAL CORP	1/10/2025	774,636	771,916	4.74
(1)	JPMORGAN CHASE & CO	6/1/2029	553,518	548,538	4.75
(1)	JPMORGAN CHASE & CO	10/22/2028	1,090,098	1,083,667	4.72
(1)	JPMORGAN CHASE & CO	7/22/2028	950,000	956,166	4.71
(1)	JPMORGAN CHASE & CO	4/22/2028	240,000	244,510	4.73

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(1)	JPMORGAN CHASE & CO	2/1/2028	2,898,373	2,901,140	4.75
(1)	JPMORGAN CHASE & CO	1/23/2028	5,424,033	5,467,393	4.74
(1)	JPMORGAN CHASE & CO	10/22/2027	1,205,000	1,233,534	4.75
(1)	JPMORGAN CHASE & CO	11/19/2026	2,211,269	2,374,515	4.74
(1)	JPMORGAN CHASE & CO	4/26/2026	1,000,000	996,470	4.94
(1)	JPMORGAN CHASE & CO	2/24/2026	2,570,000	2,556,430	4.82
	JPMORGAN CHASE BANK NA	12/8/2026	2,965,000	2,999,957	4.47
	KEYBANK NA	1/26/2026	354,705	354,279	4.88
	KEYBANK NA	8/8/2025	1,319,630	1,312,318	5.01
	LOCKHEED MARTIN CORP	2/15/2029	1,590,789	1,591,858	4.55
	MANUFACTURERS AND TRADERS TRUST CO	1/27/2028	340,111	343,337	4.86
	MANUFACTURERS AND TRADERS TRUST CO	1/27/2026	2,430,763	2,431,007	4.79
	MARSH & MCLENNAN COMPANIES INC	11/8/2027	3,366,613	3,378,863	4.45
	MARSH & MCLENNAN COMPANIES INC	11/8/2027	1,029,019	1,032,063	4.48
	MASSMUTUAL GLOBAL FUNDING II	5/30/2029	1,525,333	1,521,140	4.55
	MASSMUTUAL GLOBAL FUNDING II	4/9/2027	2,614,216	2,652,211	4.46
	MASSMUTUAL GLOBAL FUNDING II	8/26/2025	889,083	887,161	4.58
	MASTERCARD INC	1/15/2028	1,199,340	1,192,428	4.32
	MERCEDES-BENZ FINANCE NORTH AMERICA LLC	8/3/2028	358,474	353,927	4.76
	MERCEDES-BENZ FINANCE NORTH AMERICA LLC	1/11/2027	1,698,266	1,705,134	4.65
	MERCEDES-BENZ FINANCE NORTH AMERICA LLC	8/3/2026	1,340,348	1,359,612	4.75
	MERCEDES-BENZ FINANCE NORTH AMERICA LLC	7/31/2026	4,244,193	4,262,362	4.61
	MET TOWER GLOBAL FUNDING	10/1/2027	494,708	488,664	4.48
	MET TOWER GLOBAL FUNDING	6/13/2025	1,973,065	1,965,737	4.59
	META PLATFORMS INC	8/15/2029	1,595,750	1,587,429	4.41
	METROPOLITAN LIFE GLOBAL FUNDING I	1/8/2029	701,999	695,768	4.62
	METROPOLITAN LIFE GLOBAL FUNDING I	6/11/2027	1,732,849	1,759,186	4.46
	METROPOLITAN LIFE GLOBAL FUNDING I	1/6/2026	1,750,000	1,757,928	4.57
	METROPOLITAN LIFE GLOBAL FUNDING I	3/21/2025	579,484	576,793	4.58
(1)	MORGAN STANLEY	2/1/2029	349,595	348,381	4.78
(1)	MORGAN STANLEY	4/13/2028	1,530,000	1,559,391	4.78
(1)	MORGAN STANLEY	4/13/2028	1,825,680	1,819,693	4.77
(1)	MORGAN STANLEY	7/20/2027	4,471,373	4,611,971	4.85
(1)	MORGAN STANLEY	1/28/2027	754,985	757,356	4.77
(1)	MORGAN STANLEY	10/16/2026	1,165,000	1,178,118	4.81
(1)	MORGAN STANLEY	2/18/2026	2,970,000	2,955,536	4.84
(1)	MORGAN STANLEY BANK NA	7/14/2028	1,060,000	1,065,735	4.74
(1)	MORGAN STANLEY BANK NA	5/26/2028	680,000	691,778	4.76
(1)	MORGAN STANLEY BANK NA	1/14/2028	1,250,000	1,255,488	4.73
(1)	MORGAN STANLEY BANK NA	10/15/2027	2,325,000	2,312,817	4.74
(1)	MORGAN STANLEY BANK NA	10/30/2026	2,340,000	2,394,943	4.54
	MORGAN STANLEY BANK NA	4/21/2026	2,895,000	2,902,469	4.55
	MUTUAL OF OMAHA COMPANIES GLOBAL FUNDING	10/15/2029	1,596,575	1,597,897	5.07
	NATIONAL AUSTRALIA BANK LTD (NEW YORK BRANCH)	10/26/2027	967,177	967,029	4.62
	NATIONAL AUSTRALIA BANK LTD (NEW YORK BRANCH)	6/11/2027	1,335,000	1,356,360	4.41
	NATIONAL AUSTRALIA BANK LTD (NEW YORK BRANCH)	1/12/2026	2,175,000	2,184,679	4.55
	NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP	6/15/2029	1,056,145	1,035,716	4.64
	NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP	5/6/2027	2,828,245	2,868,431	4.49
	NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP	2/5/2027	2,854,144	2,873,529	4.47
	NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP	2/5/2027	1,070,070	1,066,348	4.50
	NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP	11/13/2026	1,734,393	1,768,052	4.53
	NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP	3/13/2026	2,488,648	2,489,137	4.64
	NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP	10/30/2025	114,846	115,938	4.53
	NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP	6/15/2025	2,414,348	2,397,564	4.81
	NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP	2/7/2025	1,354,959	1,347,385	4.85
	NATIONAL SECURITIES CLEARING CORP	5/30/2028	353,035	349,444	4.59
	NESTLE HOLDINGS INC	3/13/2026	579,809	585,759	4.44
	NEVADA POWER CO	5/1/2029	1,579,361	1,571,331	4.68
	NEW YORK LIFE GLOBAL FUNDING	10/1/2027	2,739,397	2,699,695	4.46
	NEW YORK LIFE GLOBAL FUNDING	9/18/2026	5,500,671	5,525,384	4.48
	NEW YORK LIFE GLOBAL FUNDING	1/14/2025	5,948,569	5,930,763	4.70
	NEWMONT CORPORATION	3/15/2026	929,842	936,054	4.77
	NEXTERA ENERGY CAPITAL HOLDINGS INC	1/29/2026	2,608,826	2,619,318	4.63
	NIKE INC	3/27/2025	44,939	44,679	4.59
	NORTHERN TRUST CORP	5/10/2027	3,930,215	3,960,960	4.42
	NORTHWESTERN MUTUAL GLOBAL FUNDING	6/12/2028	1,322,438	1,309,114	4.68
	NORTHWESTERN MUTUAL GLOBAL FUNDING	9/12/2027	819,975	812,554	4.46
	NORTHWESTERN MUTUAL GLOBAL FUNDING	3/25/2027	1,209,867	1,226,468	4.44
	NORTHWESTERN MUTUAL GLOBAL FUNDING	3/25/2027	1,476,492	1,468,996	4.47
	NORTHWESTERN MUTUAL GLOBAL FUNDING	4/6/2026	2,236,430	2,236,654	4.64
	NORTHWESTERN MUTUAL GLOBAL FUNDING	7/1/2025	5,003,298.30	4,989,384.40	4.54
	NOVARTIS CAPITAL CORP	9/18/2029	927,740.10	904,797.00	4.43
	NUVEEN LLC	11/1/2028	796,880.00	783,552.00	4.58
	ONCOR ELECTRIC DELIVERY COMPANY LLC	11/1/2029	404,226.45	406,194.75	4.58
	PACCAR FINANCIAL CORP	9/26/2029	254,474.70	249,351.75	4.52
	PACCAR FINANCIAL CORP	8/6/2027	6,486,361.65	6,514,160.25	4.33
	PACCAR FINANCIAL CORP	5/13/2027	2,368,175.10	2,407,256.40	4.32
	PACCAR FINANCIAL CORP	11/25/2026	2,343,006.75	2,350,159.00	4.38
	PACCAR FINANCIAL CORP	8/10/2026	3,593,202.50	3,630,231.00	4.44
	PACCAR FINANCIAL CORP	4/7/2025	1,889,508.60	1,877,847.30	4.67
	PACIFIC LIFE GLOBAL FUNDING II	7/18/2028	1,001,563.80	994,579.80	4.73

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	PACIFIC LIFE GLOBAL FUNDING II	7/18/2028	358,651.65	354,049.35	4.71
	PACIFIC LIFE GLOBAL FUNDING II	8/28/2026	794,721.75	806,654.70	4.61
	PEPSICO INC	7/17/2029	511,250.00	503,555.00	4.33
	PFIZER INC	3/15/2029	1,969,981.75	1,954,450.63	4.47
	PNC FINANCIAL SERVICES GROUP INC	1/21/2028	490,000.00	495,669.30	5.29
	PNC FINANCIAL SERVICES GROUP INC	10/20/2027	3,808,842.95	3,814,015.95	4.81
	PNC FINANCIAL SERVICES GROUP INC	1/26/2027	1,630,000.00	1,629,445.80	4.78
	PRICOA GLOBAL FUNDING I	8/28/2026	809,181.90	823,940.10	4.51
	PRICOA GLOBAL FUNDING I	8/28/2025	354,783.45	354,037.95	4.57
	PRICOA GLOBAL FUNDING I	12/6/2024	3,716,168.40	3,718,437.60	3.29
	PRINCIPAL LIFE GLOBAL FUNDING II	11/27/2029	519,979.20	524,758.00	4.74
	PRINCIPAL LIFE GLOBAL FUNDING II	1/25/2029	352,410.60	349,695.45	4.73
	PRINCIPAL LIFE GLOBAL FUNDING II	8/19/2027	789,383.80	790,948.00	4.55
	PRINCIPAL LIFE GLOBAL FUNDING II	1/16/2027	474,814.75	479,194.25	4.56
	PRINCIPAL LIFE GLOBAL FUNDING II	1/10/2025	922,003.00	921,466.50	4.72
	PUBLIC SERVICE ELECTRIC AND GAS CO	9/1/2028	2,539,641.65	2,559,302.20	4.53
	PUBLIC SERVICE ELECTRIC AND GAS CO	5/1/2028	1,929,761.61	1,981,927.20	4.44
	PUBLIC STORAGE OPERATING CO	11/9/2028	311,866.20	313,329.00	4.52
	ROCHE HOLDINGS INC	9/9/2029	757,912.50	741,555.00	4.47
	ROCHE HOLDINGS INC	11/13/2026	2,775,000.00	2,817,984.75	4.40
	ROYAL BANK OF CANADA	4/14/2025	2,524,065.75	2,512,905.25	4.66
	SOUTHERN CALIFORNIA EDISON CO	3/1/2026	3,530,000.00	3,559,087.20	4.66
	SOUTHERN CALIFORNIA GAS CO	4/15/2027	1,070,258.67	1,066,613.32	4.59
	STATE STREET BANK AND TRUST CO	11/23/2029	820,000.00	826,289.40	4.61
	STATE STREET CORP	3/18/2027	5,775,000.00	5,837,485.50	4.47
	STATE STREET CORP	11/4/2026	685,000.00	691,123.90	4.75
	STATE STREET CORP	8/3/2026	3,235,000.00	3,272,978.90	4.50
	STATE STREET CORP	5/18/2026	1,225,000.00	1,226,776.25	4.78
	STATE STREET CORP	3/30/2026	2,045,440.00	1,986,900.00	4.86
	STATE STREET CORP	2/6/2026	3,765,000.00	3,741,468.75	5.04
	STATE STREET CORP	1/26/2026	345,000.00	344,910.30	4.94
	TEXAS INSTRUMENTS INC	2/8/2027	2,198,592.00	2,212,166.00	4.32
	THERMO FISHER SCIENTIFIC INC	12/5/2026	1,873,706.25	1,892,831.25	4.48
	TORONTO-DOMINION BANK	4/5/2027	4,942,150.00	5,038,900.00	4.62
	TOYOTA MOTOR CREDIT CORP	8/9/2029	2,012,880.00	1,998,620.00	4.57
	TOYOTA MOTOR CREDIT CORP	10/8/2027	219,914.20	219,390.60	4.45
	TOYOTA MOTOR CREDIT CORP	3/19/2027	724,122.75	733,410.00	4.46
	TOYOTA MOTOR CREDIT CORP	5/18/2026	2,053,808.10	2,054,486.25	4.47
	TOYOTA MOTOR CREDIT CORP	5/15/2026	3,822,513.75	3,863,594.25	4.48
	TRUIST FINANCIAL CORP	10/28/2026	1,650,000.00	1,665,015.00	4.86
	TRUIST FINANCIAL CORP	7/28/2026	3,065,000.00	3,055,283.95	4.74
	UNILEVER CAPITAL CORP	8/12/2027	1,002,316.65	1,002,437.25	4.35
	UNITEDHEALTH GROUP INC	5/15/2029	3,411,485.00	3,427,865.00	4.52
	UNITEDHEALTH GROUP INC	5/15/2027	1,637,058.80	1,633,380.24	4.39
	UNITEDHEALTH GROUP INC	4/15/2027	2,085,363.00	2,109,366.00	4.39
	UNITEDHEALTH GROUP INC	7/15/2026	603,983.60	608,533.20	4.37
	US BANCORP	7/22/2028	1,501,755.40	1,502,700.66	4.74
	US BANCORP	1/27/2028	3,769,259.00	3,772,045.00	4.79
	US BANK NA	10/22/2027	1,935,000.00	1,925,828.10	4.71
	USAA CAPITAL CORP	6/1/2027	2,213,584.20	2,257,784.40	4.52
	VOLKSWAGEN GROUP OF AMERICA FINANCE LLC	8/14/2026	4,504,763.70	4,487,700.80	5.13
	VOLKSWAGEN GROUP OF AMERICA FINANCE LLC	8/14/2026	1,406,109.95	1,399,423.55	5.14
	WALMART INC	9/9/2025	1,274,107.50	1,270,002.00	4.41
	WASTE MANAGEMENT INC	3/15/2028	3,826,447.95	3,827,598.45	4.56
	WASTE MANAGEMENT INC	3/15/2028	1,606,409.70	1,607,110.05	4.56
	WASTE MANAGEMENT INC	7/3/2027	2,561,896.35	2,594,471.85	4.46
	WELLS FARGO & CO	4/22/2028	995,000.00	1,014,939.80	4.81
	WELLS FARGO & CO	6/17/2027	1,323,053.55	1,331,658.51	4.85
	WELLS FARGO & CO	8/15/2026	1,360,000.00	1,356,804.00	4.87
	WELLS FARGO & CO	4/25/2026	1,850,000.00	1,842,822.00	4.87
	WELLS FARGO & CO	4/22/2026	2,046,240.00	2,124,431.25	4.74
	WELLS FARGO BANK NA	12/11/2026	4,100,000.00	4,153,259.00	4.55
	WELLS FARGO BANK NA	8/7/2026	946,572.60	943,110.21	4.53
	WELLS FARGO BANK NA	8/7/2026	534,957.20	542,281.35	4.56
	WISCONSIN ELECTRIC POWER CO	5/15/2029	709,057.80	703,123.80	4.52
	SUB-TOTAL		517,276,142	520,234,899	
	MORTGAGE AND ASSET-BACK SECURITIES				
	AESOP 212 A	2/20/2028	1,612,535	1,662,873	5.01
	AESOP 221 A	8/21/2028	1,756,125	1,751,679	5.02
	AESOP 221 A	8/21/2028	3,813,055	3,869,027	5.01
	AESOP 232 A	10/20/2027	746,338	754,133	4.91
	AESOP 242 A	10/20/2028	1,303,347	1,285,778	5.16
	ALLYA 2022-1 A3	11/16/2026	1,018,042	1,012,700	4.61
	ALLYA 2022-2 A3	5/17/2027	747,073	747,239	4.77
	ALLYA 2023-1 A3	5/15/2028	1,619,724	1,636,281	4.73
	ALLYA 2024-2 A3	7/16/2029	974,899	968,828	4.48
	AMCAR 2021-3 A3	8/18/2026	50,399	50,254	5.39
	AMCAR 2023-2 A3	5/18/2028	4,599,241	4,667,758	4.67
	AMCAR 2024-1 A3	1/18/2029	1,199,889	1,211,976	3.70
	AMXCA 2022-2 A	5/17/2027	6,908,472	6,871,304	4.66
	AMXCA 2023-1 A	5/15/2028	1,007,031	1,005,256	4.54

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	AMXCA 2023-1 A	5/15/2028	5,092,811	5,116,621	4.54
	AMXCA 2023-3 A	9/15/2028	1,831,131	1,848,707	4.52
	AMXCA 2024-1 A	4/16/2029	5,218,930	5,314,378	4.47
	AMXCA 2024-3 A	7/16/2029	1,614,500	1,607,463	4.50
	BAAT 2024-1 A3	11/15/2028	549,910	557,447	4.66
	BAAT 231 A3	2/15/2028	1,079,959	1,090,066	4.80
	BAAT 232 A3	6/15/2028	1,299,976	1,319,474	4.80
	BACCT 2023-1 A	5/15/2028	914,793	918,248	4.58
	BACCT 2023-1 A	5/15/2028	1,509,023	1,504,318	4.63
	BACCT 2023-2 A	11/15/2028	3,130,400	3,163,515	4.50
	BACCT 2024-1 A	5/15/2029	2,944,717	2,979,692	4.47
	BMWLT 2024-2 A3	10/25/2027	3,349,690	3,329,900	4.59
	BMWOT 2022-A A3	8/25/2026	1,136,574	1,130,313	4.56
	BMWOT 2023-A A3	2/25/2028	779,862	786,965	4.72
	BMWOT 2024-A A3	2/26/2029	3,864,413	3,915,284	4.58
	CARMX 2021-3 A3	6/15/2026	441,893	437,763	4.31
	CARMX 2022-2 A3	2/16/2027	879,030	874,838	4.51
	CARMX 2022-3 A3	4/15/2027	1,663,721	1,656,157	4.74
	CARMX 2022-4 A3	8/16/2027	2,392,332	2,404,044	4.76
	CARMX 2023-3 A3	5/15/2028	3,199,963	3,225,600	4.74
	CARMX 2023-4 A3	7/17/2028	599,882	611,514	4.80
	CARMX 2024-1 A3	10/16/2028	8,234,370	8,283,669	4.64
	CARMX 2024-2 A3	1/16/2029	2,367,596	2,406,435	4.67
	CARMX 2024-3 A3	7/16/2029	5,699,743	5,746,227	4.59
	CARMX 2024-4 A3	10/15/2029	1,099,794	1,102,618	4.55
	CARMX 2032-2 A3	1/18/2028	2,799,702	2,812,992	4.67
	CCCIT 2023-A1 A1	12/8/2027	584,927	588,996	4.54
	CHAIT 2023-1 A	9/15/2028	1,627,938	1,618,242	4.54
	CHAIT 2023-1 A	9/15/2028	11,146,566	11,303,446	4.48
	CHAIT 241 A	1/16/2029	3,259,504	3,273,496	4.44
	CHAOT 245 A3	8/27/2029	944,901	938,102	4.71
	CMXS 2024-A A3	11/15/2028	2,279,966	2,308,181	4.76
	COMET 2023-1 A	5/15/2028	3,470,195	3,497,550	4.51
	COMET 2024-1 A	9/17/2029	4,693,576	4,635,608	4.44
	COMET 2024-1 A	9/17/2029	2,498,242	2,461,839	4.55
	COPAR 2021-1 A3	9/15/2026	308,122	304,652	4.02
	COPAR 2022-1 A3	4/15/2027	855,269	847,791	4.59
	COPAR 2022-2 A3	5/17/2027	1,077,302	1,070,032	4.64
	CRVNA 23P2 A3	4/10/2028	2,181,939	2,209,680	4.81
	DCENT 2022-2 A	5/17/2027	2,674,783	2,658,763	4.70
	DCENT 2022-3 A	7/15/2027	3,029,624	3,010,699	4.64
	DROCK 2023-1 A	2/15/2029	1,687,984	1,676,458	4.70
	EFF 244 A3	11/20/2028	7,829,054	7,825,615	4.68
	FITAT 2023-1 A3	8/15/2028	2,649,836	2,679,309	4.79
	FORDF 2024-1 A1	4/15/2029	2,599,488	2,644,408	4.57
	FORDF 231 B	5/15/2028	568,621	577,346	5.07
	FORDF 243 A1	9/17/2029	5,849,468	5,810,630	4.60
	FORDO 2022-A A3	6/15/2026	182,529	180,924	4.42
	FORDO 2022-B A3	9/15/2026	351,459	350,308	4.65
	FORDO 2023-B A3	5/15/2028	1,434,981	1,446,767	4.64
	FORDO 2024-B A3	4/15/2029	3,264,970	3,308,882	4.50
	FORDO 2024-C A3	7/15/2029	1,524,990	1,512,983	4.45
	GALC 2022-1 A3	9/15/2026	3,452,783	3,457,798	4.89
	GALC 241 A3	1/18/2028	2,799,516	2,811,816	4.75
	GFORT 231 A1	6/15/2028	3,275,385	3,336,531	4.64
	GMALT 2024-1 A3	3/22/2027	1,714,786	1,725,599	4.54
	GMALT 2024-3 A3	10/20/2027	439,948	437,875	4.56
	GMCAR 2021-4 A3	9/16/2026	515,815	510,030	4.23
	GMCAR 2022-1 A3	11/16/2026	663,347	656,227	4.40
	GMCAR 2022-2 A3	2/16/2027	611,155	606,826	4.55
	GMCAR 2022-3 A3	4/16/2027	1,011,704	1,006,450	4.64
	GMCAR 2023-2 A3	2/16/2028	664,982	664,548	4.58
	GMCAR 2023-4 A3	8/16/2028	939,807	955,529	4.77
	GMCAR 2024-1 A3	12/18/2028	764,846	769,506	4.56
	GMCAR 2024-2 A3	3/16/2029	1,269,754	1,283,411	4.59
	GMCAR 2024-4 A3	8/16/2029	2,639,492	2,635,248	4.52
	GMCAR 243 A3	4/16/2029	1,894,708	1,917,948	4.61
	HALST 2024-B A3	5/17/2027	1,964,945	1,988,049	4.53
	HALST 24A A3	3/15/2027	1,794,660	1,803,598	4.64
	HAROT 2021-4 A3	1/21/2026	546,956	541,759	4.68
	HAROT 2022-1 A3	5/15/2026	391,829	387,919	4.72
	HAROT 2022-2 A3	7/20/2026	930,352	926,323	4.70
	HAROT 2023-4 A3	6/21/2028	599,894	610,080	4.62
	HAROT 2024-3 A3	3/21/2029	5,224,179	5,233,308	4.54
	HART 2021-C A3	5/15/2026	140,280	139,469	4.48
	HART 2022-B A3	11/16/2026	863,331	859,714	4.67
	HART 2022-C A3	6/15/2027	5,732,300	5,759,155	4.75
	HART 2024-C A3	5/15/2029	1,794,869	1,792,182	4.52
	HDMOT 2022-A A3	2/16/2027	836,795	831,947	4.68
	HDMOT 2023-A A3	12/15/2027	1,620,816	1,625,146	4.77
	HUNT 241 A3	1/16/2029	4,224,843	4,266,616	4.81

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	JDOT 2022 A3	9/15/2026	663,551	657,300	4.71
	JDOT 2024 A3	11/15/2028	1,254,930	1,266,408	4.51
	KCOT 2022-1 A3	10/15/2026	1,439,046	1,424,053	4.84
	KCOT 2023-1 A3	6/15/2027	6,743,944	6,769,215	4.72
	KCOT 2024-2 A2	4/15/2027	899,898	905,832	4.48
	KCOT 212 A3	11/17/2025	130,457	130,001	4.61
	KCOT 222 A3	12/15/2026	1,745,255	1,738,506	4.86
	KCOT 232 A3	1/18/2028	3,029,235	3,060,815	4.70
	KCOT 241 A3	7/17/2028	4,039,842	4,086,904	4.70
	LADAR 243 A3	3/15/2029	624,973	622,894	4.63
	MBALT 2024-A A3	1/18/2028	1,319,846	1,336,988	4.55
	MBALT 2024-B A3	2/15/2028	2,149,638	2,139,788	4.57
	MBART 2022-1 A3	8/16/2027	2,910,717	2,921,657	4.79
	MBART 2023-1 A3	11/15/2027	635,011	634,389	4.69
	NAROT 2022-B A3	5/17/2027	1,206,903	1,205,898	4.64
	NAROT 2023-A A3	11/15/2027	3,299,417	3,307,029	4.75
	NAROT 2023-B A3	3/15/2028	2,799,432	2,843,316	4.82
	NART-24A-A3	12/15/2028	2,629,754	2,662,244	4.35
	NAVMT 231 A	8/25/2028	1,199,829	1,211,808	4.87
	NAVMT 241 A	4/25/2029	2,514,663	2,542,489	4.83
	NFMOT 241 A2	3/15/2029	1,429,094	1,400,734	5.15
	NFMOT 242 A2	9/17/2029	3,114,418	3,108,375	4.67
	NMOTR 24B A	2/15/2029	1,593,211	1,593,288	4.54
	NMOTR 24B A	2/15/2029	1,699,887	1,714,960	4.68
	ODART 2021-1 B	7/14/2028	798,188	866,196	4.00
	PFSFC 24B A	2/15/2029	1,526,602	1,509,467	4.69
	PFSFC 24B A	2/15/2029	616,797	629,425	4.66
	PILOT 241 A3	11/22/2027	749,918	750,878	5.04
	SBALT 23A A4	4/20/2028	2,044,375	2,048,080	4.75
	SBAT 24A A3	12/15/2028	4,199,391	4,223,016	4.92
	SDART 2023-3 A3	10/15/2027	1,399,842	1,403,920	4.99
	TAOT 2021-D A3	4/15/2026	261,491	259,072	4.72
	TAOT 2022-B A3	9/15/2026	629,021	624,469	4.61
	TAOT 2022-C A3	4/15/2027	650,363	647,057	4.62
	TAOT 2022-D A3	9/15/2027	4,758,792	4,783,725	4.70
	TAOT 2023-A A3	9/15/2027	775,000	774,930	4.69
	TAOT 2023-B A3	2/15/2028	1,894,894	1,898,525	4.59
	TAOT 2023-D A3	8/15/2028	2,385,301	2,417,318	4.65
	TEVT 2023-1 A3	6/20/2028	671,650	671,274	4.87
	TEVT 2023-1 A3	6/20/2028	1,005,625	1,011,260	4.76
	TLOT 2024-A A3	4/20/2027	999,958	1,007,770	4.53
	TLOT 2024-B A3	9/20/2027	1,059,876	1,055,559	4.51
	TMUST 242 A	5/21/2029	5,338,980	5,308,814	4.70
	USAOT 24A A3	3/15/2029	814,847	823,191	4.59
	VALET 2021-1 A3	6/22/2026	221,308	219,650	5.03
	VALET 2024-1 A3	7/20/2029	569,946	572,063	4.53
	VWALT 2024-A A3	6/21/2027	4,799,598	4,851,696	4.47
	VZMT 2024-4 B	6/20/2029	779,875	786,653	4.88
	WFCIT 2024-1 A	2/15/2029	6,946,823	7,036,003	4.46
	WFCIT 2024-1 A	2/15/2029	2,680,915	2,673,007	4.52
	WFCIT 2024-2 A	10/15/2029	1,534,772	1,525,174	4.57
	WFCIT 2024-2 A	10/15/2029	5,744,146	5,722,250	4.48
	WFLOOR 241 A1	2/15/2028	999,872	1,007,200	5.18
	WLAKE 2023-1 A3	1/18/2028	1,544,920	1,546,201	4.99
	WLAKE 2023-2 A3	2/16/2027	3,799,858	3,809,652	5.02
	WLAKE 223 A3	7/15/2026	921,190	921,790	4.97
	WOART 2021-D A3	10/15/2026	330,221	326,979	4.52
	WOLS 2024-A A3	10/15/2027	799,932	809,872	4.48
	SUB-TOTAL		322,278,430	323,727,670	
	<u>Municipal Debt</u>				
	ALABAMA FED AID HWY FIN AUTH SPL OBLIG REV	9/1/2028	1,107,888	1,093,884	4.30
	ALABAMA FED AID HWY FIN AUTH SPL OBLIG REV	9/1/2027	1,349,172	1,397,648	4.32
	BURBANK GLENDALE PASADENA ARPT AUTH CALIF ARPT REV CALIFORNIA ST	7/1/2028	1,500,000	1,534,050	4.43
	CALIFORNIA ST PUB WKS BRD LEASE REV	8/1/2029	1,713,985	1,718,862	4.31
	CALIFORNIA ST PUB WKS BRD LEASE REV	4/1/2027	1,510,000	1,523,650	4.50
	CALIFORNIA ST PUB WKS BRD LEASE REV	11/1/2026	1,600,000	1,629,536	4.52
	CALIFORNIA ST PUB WKS BRD LEASE REV	4/1/2026	1,135,000	1,141,163	4.57
	CORONA	5/1/2027	1,613,220	1,594,789	4.53
	CORONA	5/1/2027	1,873,417	1,859,854	4.35
	FLORIDA ST BRD ADMIN FIN CORP REV	7/1/2025	1,025,000	1,005,125	4.63
	GOLDEN ST TOB SECURITIZATION CORP CALIF TOB SETTLE	6/1/2025	2,120,000	2,086,356	4.61
	KANSAS ST DEV FIN AUTH REV	4/15/2029	1,318,473	1,329,420	4.40
	LOS ANGELES CALIF CMNTY COLLEGE DIST	8/1/2026	2,170,000	2,188,510	4.44
	LOS ANGELES CALIF DEPT ARPTS ARPT REV	5/15/2029	821,894	805,568	4.52
	LOS ANGELES CALIF MUN IMPT CORP LEASE REV	11/1/2025	1,600,000	1,549,360	4.49
	MASSACHUSETTS (COMMONWEALTH OF)	7/15/2027	764,544	782,073	4.34
	MASSACHUSETTS COMMONWEALTH	11/1/2026	431,068	456,012	4.26
	NEW JERSEY ST TRANSN TR FD AUTH	6/15/2026	2,210,000	2,206,420	4.72
	NEW YORK ST URBAN DEV CORP REV	3/15/2029	525,642	515,154	4.52
	PORT OAKLAND CALIF REV	5/1/2029	1,284,426	1,259,922	4.50
	REDONDO BEACH CALIF CMNTY FING AUTH LEASE REV	5/1/2026	1,495,000.00	1,430,416.00	4.49

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	SACRAMENTO CALIF WTR REV	9/1/2026	144,307.50	143,730.00	4.45
	SAN DIEGO CALIF UNI SCH DIST	7/1/2029	790,000.00	779,793.20	4.28
	SAN FRANCISCO (CITY & COUNTY) PUBLIC UTILITIES COM	10/1/2027	499,937.20	494,228.70	4.32
	SAN FRANCISCO (CITY & COUNTY) PUBLIC UTILITIES COM	10/1/2027	4,230,000.00	4,263,586.20	4.34
	SAN FRANCISCO CALIF CITY & CNTY ARPTS COMMN INTL A	5/1/2029	933,320.00	915,250.00	4.48
	WISCONSIN ST GEN FD ANNUAL APPROPRIATION REV	5/1/2027	2,276,950.00	2,260,565.00	4.32
	WISCONSIN ST GEN FD ANNUAL APPROPRIATION REV	5/1/2027	841,262.50	835,384.10	4.31
	WISCONSIN ST GEN FD ANNUAL APPROPRIATION REV	5/1/2026	1,240,000.00	1,239,702.40	4.38
	<i>SUB-TOTAL</i>		<u>40,124,505</u>	<u>40,040,010</u>	
	<i>Supranationals</i>				
	INTER-AMERICAN DEVELOPMENT BANK	5/15/2026	5,069,553	5,112,087	4.33
	INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPM	10/16/2029	1,481,124	1,463,260	4.21
	INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPM	9/21/2029	2,003,800	1,956,000	4.13
	INTERNATIONAL FINANCE CORP	1/15/2027	4,938,847	4,967,288	4.25
	<i>SUB-TOTAL</i>		<u>13,493,324</u>	<u>13,498,635</u>	
	MANAGED PORTFOLIO - TOTAL		<u>\$ 2,159,983,821</u>	<u>\$ 2,171,163,903</u>	

BOND PROCEEDS PORTFOLIO					
<u>NOTE</u>	<u>DESCRIPTION</u>	<u>MATURITY DATE</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>	<u>YIELD</u>
	<i>2021 Bond Anticipation Notes (BANs) - US Bank</i>				
	FIRST AMERICAN GOVERNMENT OBLIGATIONS FUND	N/A	56,306	56,306	4.26
	<i>91 EXPRESS LANES 2023 BONDS (US Bank COI)</i>				
	FIRST AMERICAN GOVERNMENT OBLIGATIONS FUND	N/A	2,657	2,657	4.26
	BOND PROCEEDS PORTFOLIO-TOTAL		<u>\$ 58,964</u>	<u>\$ 58,964</u>	

DEBT SERVICE RESERVE FUNDS					
<u>NOTE</u>	<u>DESCRIPTION</u>	<u>MATURITY DATE</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>	<u>YIELD</u>
	<i>91 EXPRESS LANES 2023 BONDS (US Bank DSF/DSRF)</i>				
	FIRST AMERICAN GOVERNMENT OBLIGATIONS FUND	N/A	5,283,058	5,283,058	4.26
	<i>91 EXPRESS LANES 2023 BONDS - OPERATING & MAINTENANCE RESERVES</i>				
	BMO HARRIS BANK NCD	4/4/2025	5,000,000	5,000,000	5.26
	BMO HARRIS BANK NCD	7/7/2025	3,000,000	3,000,000	4.45
	DEBT SERVICE RESERVE FUNDS - TOTAL		<u>\$ 13,283,058</u>	<u>\$ 13,283,058</u>	

			<u>Book Value</u>	<u>Market Value</u>
TOTAL PORTFOLIO			<u>\$ 2,647,793,471</u>	<u>\$ 2,659,815,748</u>

NOTE: 1. Variable or floating rate securities.



COMMITTEE TRANSMITTAL

January 27, 2025

To: Members of the Board of Directors
From: Andrea West, Clerk of the Board *Andrea West*
Subject: Measure M2 Community-Based Transit Circulators Program
Project V Ridership Report

Transit Committee Meeting of January 9, 2025

Present: Directors Amezcua, Harper, Jung, Klopfenstein, and Sarmiento
Absent: None

Committee Vote

This item was passed by the Members present.

Committee Recommendation(s)

Receive and file the Project V Ridership Report as an information item.



January 9, 2025

To: Transit Committee

From: Darrell E. Johnson, Chief Executive Officer

A handwritten signature in blue ink, appearing to read "Darrell E. Johnson", is written over the "From:" line of the memo.

Subject: Measure M2 Community-Based Transit Circulators Program
Project V Ridership Report

Overview

Measure M2 is a multimodal transportation improvement program and includes a program to fund community-based transit circulators known as Project V. The goal of this program is to provide local transit services that complement regional bus and rail service in areas not adequately served by regional transit. Funding is awarded to local jurisdictions through a competitive call for projects. Local jurisdictions then implement the awarded services and are required to report on the performance of the services to ensure each is meeting required performance standards. This report covers the period from April 2024 to September 2024.

Recommendation

Receive and file the Project V Ridership Report as an information item.

Background

The Measure M2 (M2) Community-Based Transit Circulators Program, known as Project V, is a competitive grant program that provides funding to develop and implement local transit services. Funded services include seasonal, special-event, commuter, fixed-route, and demand-responsive services intended to complement and not compete with regional transit, while meeting specific local needs.

In November 2023, the Orange County Transportation Authority (OCTA) Board of Directors (Board) directed staff to issue a 2024 call for projects (call), and on September 23, 2024, the Board awarded \$43 million to fund 13 local jurisdiction projects, some of which provide multiple Project V services, routes, and multiple service types. The funding will help to continue 11 existing services, with four of those services being expanded, while also funding eight new Project V services.

Project V services are required to adhere to established minimum performance standards and are evaluated on a quarterly basis. This ridership report covers the fourth quarter for fiscal year (FY) 2023-24 and the first quarter for FY 2024-25 and provides information on boardings per revenue vehicle hour, cost per boarding, and achievement of local jurisdictions' customer satisfaction and on-time performance standards.

Consistent with the established program guidelines, Project V-funded services are expected to meet a maximum cost per boarding standard, which is equal to twice the M2 Project V per boarding subsidy. Local jurisdictions are responsible for costs beyond the Orange County Transportation Authority subsidy. Services not meeting this standard are required to disclose the cost per boarding information to their governing board and seek direction on whether to continue, restructure, or cancel the service. This approach provides local jurisdictions with the flexibility to deliver Project V services under metrics that are context sensitive, yet financially sustainable and locally driven. For FY 2023-24, the maximum cost per boarding was established at \$21.24 (two times the FY 2023-24 M2 subsidy per boarding of \$10.62) and \$21.63 for FY 2024-25 (two times the FY 2024-25 M2 subsidy per boarding of \$10.81).

Discussion

Project V services active during this reporting period, from April 2024 through September 2024, include a combination of seasonal, special-event, commuter, fixed-route local circulator, and demand-responsive services, which meet a variety of community needs. Since the last ridership report, two new routes in the cities of Irvine and San Clemente, which were funded through the 2024 call, were initiated. Additionally, the City of Dana Point initiated its Trolley Continuity Service, which was awarded in the 2020 Project V call.

During this reporting period, 17 of the 29 current Project V services were in operation, all of which successfully met the required cost per boarding standard. While some local jurisdictions are still developing strategies and tools to meet the on-time performance and customer satisfaction standard¹, based upon the reporting provided in Attachment A, most successfully met their on-time performance and customer satisfaction standard. If on-time performance and customer satisfaction are found to be below local operating objectives, local jurisdictions are required to develop a service improvement plan to address the underperformance, as well as reassess the performance metric standards as appropriate. Two services in the cities of Anaheim and Laguna Beach did not

¹ The Irvine Special Event Circulators Service is anticipated to establish a target standard for on-time performance and customer satisfaction by the end of FY 2024-25.

achieve the on-time performance standard. Detailed grant and service operating information, as well as an explanation for the two services not meeting their on-time performance standards, is provided in Attachment A.

The community-based transit services that were in service during this period include the following:

- Anaheim Canyon Metrolink Connector Service (2020 grant),
- County of Orange Ranch Ride Service (2016 grant),
- Dana Point Summer Trolley Continuity and Expansion (2018 grant),
- Dana Point Trolley Continuity (2020 grant),
- Huntington Beach Southeast Rideshare Pilot Program (2020 grant),
- Irvine Special Event Circulators (2024 grant),
- Laguna Beach Summer Breeze (2018 grant),
- Laguna Beach Off-Season Weekend Trolley Service (2020 grant),
- Laguna Niguel Summer Trolley (2018 grant),
- Mission Viejo Community Circulator (2016 grant),
- Newport Beach Balboa Peninsula Seasonal Trolley (2016 grant),
- Newport Beach Balboa Peninsula Seasonal Trolley Expansion (2018 grant),
- San Clemente Summer Weekend and Seasonal Trolley (2016 grant),
- San Clemente Summer Weekday and Seasonal Trolley Expansion (2018 grant),
- San Clemente Trolley Continuation and Expansion (2024 grant),
- San Juan Capistrano Special Event and Weekend Summer Trolley (2018 grant), and
- San Clemente On-Demand/Ride Hailing Service (2016 grant).

Summary

A ridership and status report on Project V services covering the period of April 2024 through September 2024 is provided. Most of the active services met the ridership and service performance standards. Staff will continue to work with local jurisdictions and monitor these services. A status report on Project V services will continue to be provided to the Board on a semi-annual basis with the next update scheduled in July 2025. In addition, information on new services, starting later this year, will be provided in future reports.

Attachment

A. Project V Services – Semi-Annual Review Ridership Report

Prepared by:



Charvalen Alacar
Section Manager III,
Measure M2 Local Programs
(714) 560-5401

Approved by:



Rose Casey
Executive Director, Planning
(714) 560-5729

Project V Services
Semi-Annual Review Ridership Report

ATTACHMENT A

Reporting Period: Q4 of FY 2023-24 and Q1 of FY 2024-25

No.	Agency	Service Description	Call Cycle Awarded	Measure M2 Multiple Year Grant	Service Type	Service Start Month/Year	Boardings Per RVH (B/RVH) ^{1,2}	Cost Per Boarding (O&M/B) ^{1,2}	Met Customer Satisfaction Threshold	Met On-Time Performance Threshold
1	Anaheim	Anaheim Canyon Circulator ³	2020	\$ 1,141,864	Commuter Service	July 2020	7.0	\$ 16.11	Y	N
2	County of Orange	Local Circulator and Special Event Service (OC Ranch Ride)	2016	\$ 2,041,547	Local Circulator and Special Event	June 2017	21.5	\$ 9.99	Y	Y
3	Dana Point	Dana Point Summer Trolley Continuity and Expansion	2018	\$ 1,745,065	Seasonal and Special Event	September 2019	12.2	\$ 11.10	Y	Y
4	Dana Point	Dana Point Trolley Continuity	2020	\$ 2,209,739	Seasonal Service	July 2024	11.3	\$ 11.61	Y	Y
5	Huntington Beach	HB Southeast Rideshare Pilot Program	2020	\$ 806,240	Shared-Ride Hailing	July 2023	6.7	\$ 8.30	Y	Y
6	Irvine	Irvine Special Event Circulators	2024	\$ 4,471,421	Seasonal and Special Event, Local Circulator	August 2024	9.7	\$ 14.63	TBD	TBD
7	Laguna Beach	Summer Breeze Bus Service ⁴	2018	\$ 634,357	Seasonal Service	June 2018	27.1	\$ 3.57	Y	N
8	Laguna Beach	Off-Season Weekend Trolley Service	2020	\$ 3,850,000	Seasonal and Special Event	September 2021	27.1	\$ 3.53	Y	Y
9	Laguna Niguel	Laguna Niguel Summer Trolley - Southern Section	2018	\$ 886,082	Seasonal and Special Event	May 2022	21.5	\$ 9.54	Y	Y
10	Mission Viejo	Local Community Circulator	2016	\$ 3,332,879	Local Circulator	October 2016	8.7	\$ 10.48	Y	Y
11	Newport Beach	Balboa Peninsula Seasonal Trolley	2016	\$ 685,454	Seasonal Service	June 2017	14.2	\$ 12.14	Y	Y
12	Newport Beach	Balboa Peninsula Seasonal Trolley Expansion	2018	\$ 278,400	Seasonal Service	August 2018	13.5	\$ 13.45	Y	Y
13	San Clemente	Summer Weekend Trolley and Seasonal Service	2016	\$ 1,181,393	Seasonal and Special Event	May 2017	47.8	\$ 1.52	Y	Y
14	San Clemente	Summer Weekday Trolley and Seasonal Service Expansion	2018	\$ 1,537,200	Seasonal and Special Event	July 2018	22.5	\$ 3.32	Y	Y
15	San Clemente	Trolley Continuation and Expansion Program	2024	\$ 8,235,081	Seasonal and Special Event	July 2024	16.8	\$ 5.95	Y	Y
16	San Juan Capistrano	Special Event and Weekend Summer Trolley Service	2018	\$ 958,642	Seasonal and Special Event	July 2018	21.0	\$ 9.13	Y	Y
17	San Clemente	SC Rides On-Demand Service	2016	\$ 2,014,200	Shared-Ride Hailing	October 2016	8.0	\$ 6.61	Y	NA

NOTE: Services below the On-Time Performance threshold are shaded.

- Average of Q4 and Q1 rounded to next whole number.
 - FY 2023-24 maximum cost per boarding is \$21.24 and FY 2024-25 maximum cost per boarding is \$21.63.
 - OTP threshold set by City of Anaheim: 95% of trips on time. Reported OTP for Q1 was 94% due to late train arrivals impacting bus departure/arrival times and influx of new operators unfamiliar with the route and service requirements.
 - OTP threshold set by City of Laguna Beach: 85% of trips reach route endpoint within six minutes of scheduled arrival time. Reported OTP for Q1 was 54% due to increased construction traffic on Laguna Canyon Road delaying travel times.
- NA - data not applicable for current reporting period (i.e., CS survey annual requirement satisfied in prior reporting period, service provides real-time ETA information, service did not operate with a fixed schedule)
- TBD - implementing baseline data collection efforts

Minimum Performance Standards for Cost Per Boarding, O&M/B

- Maintain O&M/B below maximum cost per boarding limit
- \$21.24 maximum cost per boarding set at twice the allowable per boarding OCTA subsidy rate of \$10.62 for FY 2023-24
- \$21.63 maximum cost per boarding set at twice the allowable per boarding OCTA subsidy rate of \$10.81 for FY 2024-25


Acronyms

- B/RVH - Boardings per Revenue Vehicle Hour
- Call - Call for Projects
- CS - Customer Satisfaction
- ETA - Estimated Time of Arrival
- FY - Fiscal Year
- HB - Huntington Beach
- NA - Not Applicable
- O&M/B - Operations and Maintenance Cost per Boarding
- OC - Orange County
- OCTA - Orange County Transportation Authority
- OTP - On-Time Performance
- Q4 - Quarter 4 (April 2024 - June 2024)
- Q1 - Quarter 1 (July 2024 - September 2024)
- SC - San Clemente
- TBD - To Be Determined
- Y/N - Yes/No



January 27, 2025

To: Members of the Board of Directors

From: Darrell E. Johnson, Chief Executive Officer 

Subject: Cooperative Agreement with the City of Santa Ana for the First Street Multimodal Boulevard Study

Overview

The Orange County Transportation Authority has received grant funds for the First Street Multimodal Boulevard Study. The purpose of the grant is to assess the opportunity for bicycle, pedestrian, and transit improvements along First Street in the City of Santa Ana. The grant requires a cooperative agreement between the Orange County Transportation Authority and the City of Santa Ana. Board of Directors' approval of the cooperative agreement is requested.

Recommendations

- A. Authorize the Chief Executive Officer to negotiate and execute Cooperative Agreement No. C-4-2053 between the Orange County Transportation Authority and the City of Santa Ana, in an amount up to \$4,300,000, for the First Street Multimodal Boulevard Study.
- B. Authorize staff to make all necessary amendments to the Federal Transportation Improvement Program and execute any necessary agreements to facilitate the recommendations above.

Discussion

On July 6, 2023, Orange County Transportation Authority (OCTA) secured \$13.29 million in Regional Early Action Planning (REAP 2.0) grant funds for 11 OCTA planning, outreach, transit, active transportation, and transit signal priority projects. The grants are administered by the Southern California Association of Governments (SCAG) on behalf of the State of California and are focused on supporting SCAG's sustainability goals. On July 24, 2023, the OCTA Board of Directors (Board) authorized the acceptance of the REAP 2.0 grant funds. Two of the 11 REAP 2.0 projects were submitted in partnership with the City of Santa Ana (City): the McFadden Avenue Transit Signal Priority Pilot and the

First Street Multimodal Boulevard Design. SCAG issued a Stop Work Order on January 25, 2024, for all awarded REAP 2.0 projects at the request of the State and in light of projected state budget challenges. After nearly six months, this Stop Work Order was lifted on July 18, 2024; however, the REAP 2.0 funds expenditure deadline of December 2025 was not changed and cannot be extended. As a result, the City could only commit to delivering one of the two projects within that timeframe and has proceeded with the McFadden Avenue Transit Signal Priority Pilot. On September 9, 2024, the Board approved the execution of a cooperative agreement between OCTA and the City to deliver the McFadden Avenue Transit Signal Priority Pilot.

On October 2, 2024, SCAG informed REAP 2.0 grantees that an administrative extension was granted with a new expenditure deadline of June 30, 2026 (extended from December 2025). The additional six months allow the City to deliver the majority of the scope of work for both REAP 2.0 projects. The original scope for the First Street corridor included full design plans, which will now be included as an optional scope item based on the findings of the study and the overall project schedule. The First Street Multimodal Boulevard Study (Study) will focus on outreach, data collection, lessons learned, and multimodal corridor evaluation of implementing a bicycle boulevard along First Street within the City's right-of-way in conjunction with planned improvements that reduce transit travel times. The City will lead this Study in cooperation with OCTA.

A cooperative agreement with the City is necessary to define the specific roles and responsibilities of each agency inclusive of specific provisions from SCAG to ensure compliance with REAP 2.0 grant funding guidelines. As the recipient of the REAP 2.0 funds, OCTA will be responsible for reporting on progress and implementation of the Study as well as seeking reimbursement from SCAG. In order to expedite the Study, staff has included a provision in the agreement to allow the City to accrue expenditures immediately upon Board approval of the cooperative agreement and while final agreement is negotiated and executed.

Fiscal Impact

The First Street Multimodal Boulevard Study will be fully funded with Regional Early Action Planning grant funds allocated to Account No. 0017-7831-SPT02-0R1.

Summary

Board approval is requested to authorize the Chief Executive Officer to negotiate and execute Cooperative Agreement No. C-4-2053, in an amount up to \$4,300,000, with the City of Santa Ana for the First Street Multimodal Boulevard Study.

Attachment

None.

Approved by:



Alicia Yang
Project Manager III
(714) 560-5362

Approved by:



Rose Casey
Executive Director, Planning
(714) 560-5729



COMMITTEE TRANSMITTAL

January 27, 2025

To: Members of the Board of Directors

From: Andrea West, Clerk of the Board *Andrea West*

Subject: OC Streetcar Project Quarterly Update

Transit Committee Meeting of January 9, 2025

Present: Directors Amezcua, Harper, Jung, Klopfenstein, and Sarmiento
Absent: None

Committee Vote


No action was taken on this item.

Staff Recommendation(s)

Receive and file as an information item.



January 9, 2025

To: Transit Committee 
From: Darrell E. Johnson, Chief Executive Officer
Subject: OC Streetcar Project Quarterly Update

Overview

The Orange County Transportation Authority is implementing the OC Streetcar project, and updates are provided to the Board of Directors on a quarterly basis. This report covers OC Streetcar project activities from October 2024 through December 2024.

Recommendation

Receive and file as an information item.

Background

The Orange County Transportation Authority (OCTA), in cooperation with the cities of Santa Ana and Garden Grove, is implementing a modern streetcar running between the Santa Ana Regional Transportation Center in the City of Santa Ana (City) and the intersection of Harbor Boulevard and Westminster Avenue in the City of Garden Grove. The OC Streetcar project (Project) will improve transit connectivity and accessibility, increase transit options, relieve congestion, and provide benefits to the community and traveling public. The Project is being implemented as part of Measure M2 Project S – Transit Extensions to Metrolink, approved by Orange County voters in November 2006.

Construction of the 4.15-mile alignment involves complex and specialized work, including the installation of embedded track in existing streets, an overhead contact system (OCS) and four traction power substations to supply power to the vehicles, new traffic signals and transit signal priority at intersections, stops with canopies, bridges, and a maintenance and storage facility (MSF). A map of the alignment is included in Attachment A.

The Project includes ten streetcar stops in each direction (four shared center platforms and six side platforms in each direction, for a total of 16 platforms). Each stop includes a canopy, benches, leaning rails, trash cans, lighting, variable message signs, video cameras, a public address system, and ticket vending machines. Platforms are 14 inches high to enable level boarding to streetcar vehicles.

The MSF can accommodate up to 15 modern streetcar vehicles, as well as all necessary administration, operations, vehicle maintenance, parts storage, and maintenance-of-way needs for the Project. The MSF also includes secured exterior vehicle storage, a wye track for turning vehicles end-for-end, a free-standing vehicle wash, employee parking, and fire department/delivery access.

On March 26, 2018, the OCTA Board of Directors (Board) awarded a contract to Siemens Industries, Inc. (Siemens) for the manufacturing and delivery of eight modern streetcar vehicles, spare parts, and special tools. On September 24, 2018, the Board awarded the construction contract for the Project to Walsh Construction Company II, LLC (Walsh). On November 30, 2018, the Federal Transit Administration (FTA) executed the Full Funding Grant Agreement (FFGA), securing \$149 million in federal New Starts discretionary funding for the Project. In February 2019, the FFGA was funded through the FTA Transit Award Management System, which was the last step necessary to begin the drawdown of federal funding. As of November 2024, \$146.1 million has been drawn from the FFGA. On May 22, 2020, the Board awarded a contract to Herzog Transit Services, Inc., to provide operations and maintenance services for the initial start-up and pre-revenue period, and a five-year revenue term.

Discussion

The following is the status of milestones completed, and ongoing project activities related to construction, vehicle manufacturing, operations, and public outreach.

Construction

- Construction is over 90 percent complete overall.
- The bridges over the Santa Ana River and Westminster Avenue are complete.
- Installation of all tracks and OCS poles are complete.
- Reinterment of cultural resources at the MSF is complete.
- Traction power substation (TPSS) 1, 2, and 3 are energized.
- TPSS 4 will be energized in the coming months.
- Canopies, lighting, and customer information center cabinets/hardware are installed at all station platforms.

The status of key construction activities that have been completed or are ongoing this quarter include:

Pacific Electric Right-of-Way

- Overhead wire installation on OCS poles is ongoing.
- Train warning and gate systems installation at the Fairview Street, Fifth Street, and Raitt Street at-grade crossings are complete.

MSF

- Installation of underground water lines, doors, sidewalk along Fifth Street, heating, ventilation, air conditioning, drywall, plumbing, and electrical work is ongoing.
- Asphalt concrete placed at the yard track area is complete.
- Continued coordination with the contractor to ensure significant completion of the MSF for vehicle acceptance is ongoing.
- Installation of the wheel truing machine used for maintenance of the streetcar vehicles is ongoing.

City Streets

- Reconstruction of sidewalks, driveways, curbs and gutters is over 95 percent complete throughout the Project.
- Landscaping is over 95 percent complete from Fairview Street through Santiago Street and along Westminster Boulevard.
- Pavers and landscaping done in Sasscer Park are complete.
- Installation of signals, signage, and electrical systems at multiple locations is ongoing.

Vehicles

The status of key vehicle activities that are complete or ongoing this quarter include:

- All eight vehicles are complete and in storage at the Siemens facility.
- Spare parts and special tools are in storage at the Siemens facility.
- Discussions are ongoing with Siemens regarding the timing of the vehicle delivery consistent with the availability of the MSF.
- Negotiations are ongoing with Siemens regarding long-term storage estimates for the vehicles, vehicle warranty extension, vehicle maintenance during storage, and computer-aided dispatch/automatic vehicle location equipment. Staff anticipates returning to the Board in

February 2025 for a potential contract amendment required for Siemens as a result of these discussions.

- A post-delivery Buy America audit was performed following the completion of the manufacturing and acceptance of all eight vehicles. Consistent with federal requirements, all certifications have been executed.

Operations

The status of key operations activities that are complete or ongoing this quarter include:

- During the reporting period, staff completed Ticket Vending Machine design verification and Safety/Security Certification. Staff also attended contractor training for installing, adjusting, and the maintenance of the OCS wire tensioning.
- On November 18, 2024, the California Public Utilities Commission (CPUC) completed its courtesy review of the Roadway Worker Protection Plan, a critical safety plan needed before the Project can operate under power. The CPUC confirmed the plan's compliance with the requirements.
- In preparation for system operations, the Rail Activation Committee and Systems Integration Testing (SIT) Committee meet monthly. The SIT manager has finalized the SIT plan and test schedule and is working with the operations and maintenance contractor to align test plans with project milestones and refine mainline and MSF SIT test procedures.
- Negotiations are ongoing with the City of Garden Grove for the operations and maintenance agreement.

Public Outreach

The status of key public outreach activities that are complete or ongoing this quarter include:

- Monthly construction activity email is ongoing.
- Distribution of bilingual notifications for targeted activities is ongoing:
 - Lane closures along Santa Ana Boulevard to accommodate overhead wire installation, electrical work, and other work.
 - Extension of the median at the 5th Street rail crossing requiring traffic detours.
 - The upcoming installation of corridor-wide wire along Santa Ana Boulevard between Pacific Street and Santiago Street will commence before the end of the year. This activity will temporarily affect traffic, parking, and driveway access.
- Approval of a safety education video is complete. The video includes specific safety messaging and reminders assisting pedestrians, drivers,

and cyclists with information and guidance supporting safe movements around and near the tracks and vehicles. The video has been posted to the project website with Spanish and Vietnamese subtitles available.

- OCTA staffed an information table at the City's holiday celebration at 4th Street and French Street. More than 100 visitors stopped by to learn about the Project's features and safety education materials.

Cost and Schedule

In April 2023, the Board approved a revised project budget of \$579 million. As previously reported to the Board, OCTA continues to report to the FTA the risk-adjusted revenue service date of August 2025. Staff, in coordination with the FTA, are assessing the remaining schedule and cost risks, and staff anticipates updating the Board regarding this effort in the first quarter of 2025.

Next Steps

OCTA staff will continue to work closely with Walsh to complete the MSF which will allow for vehicle delivery and testing activities. Continued construction activities include the installation of hardware and overhead wires, station platforms infrastructure, continued paving work, and service connections for the remaining traction power substation and other electrical services. Negotiations will continue with Siemens regarding the long-term storage of the completed eight vehicles. The outreach team will continue to provide oversight of traffic control measures, new signal installation, and system electrification, as well as ongoing project education and safety messaging at community events.

Summary

An OC Streetcar project update covering October 2024 through December 2024 is provided for the Orange County Transportation Authority Board of Directors' review.

Attachment

- A. Map of OC Streetcar Project Alignment

Prepared by:



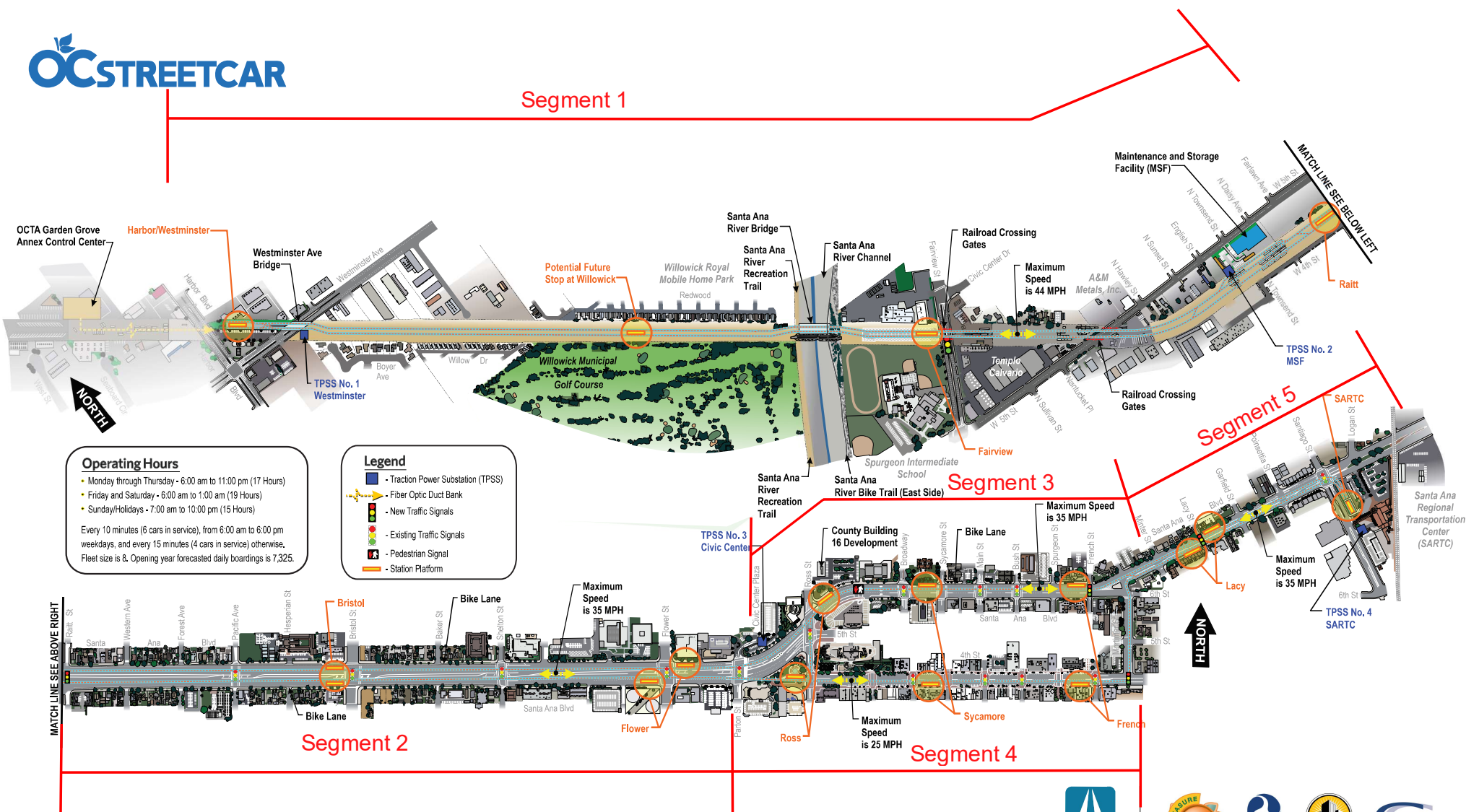
Jeff Mills, P.E.
Director, Capital Project Delivery
(714) 560-5925

Approved by:



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

Project Alignment



Operating Hours

- Monday through Thursday - 6:00 am to 11:00 pm (17 Hours)
- Friday and Saturday - 6:00 am to 1:00 am (19 Hours)
- Sunday/Holidays - 7:00 am to 10:00 pm (15 Hours)

Every 10 minutes (6 cars in service), from 6:00 am to 6:00 pm weekdays, and every 15 minutes (4 cars in service) otherwise. Fleet size is 8. Opening year forecasted daily boardings is 7,325.

- Legend**
- Traction Power Substation (TPSS)
 - Fiber Optic Duct Bank
 - 🚦 New Traffic Signals
 - 🚦 Existing Traffic Signals
 - 🚶 Pedestrian Signal
 - 🚏 Station Platform

MATCH LINE SEE ABOVE RIGHT

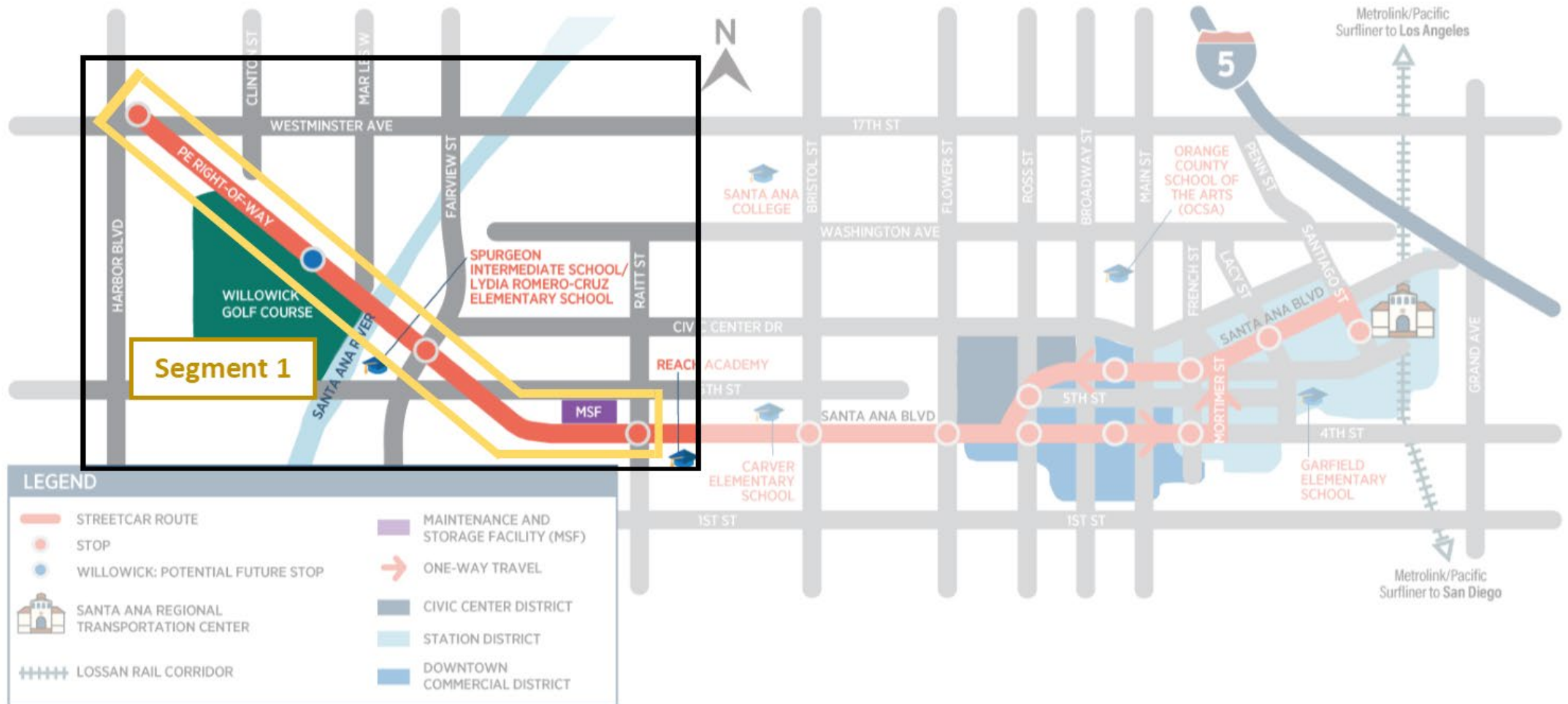
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OC Streetcar Project Quarterly Update

Construction – Segment 1



Segment 1 Progress



Energized Harbor Platform



Variable Message Sign
at Fairview Platform

Maintenance and Storage Facility (MSF)



MSF Progress



Installed Building Signage



Second Floor Conference Room

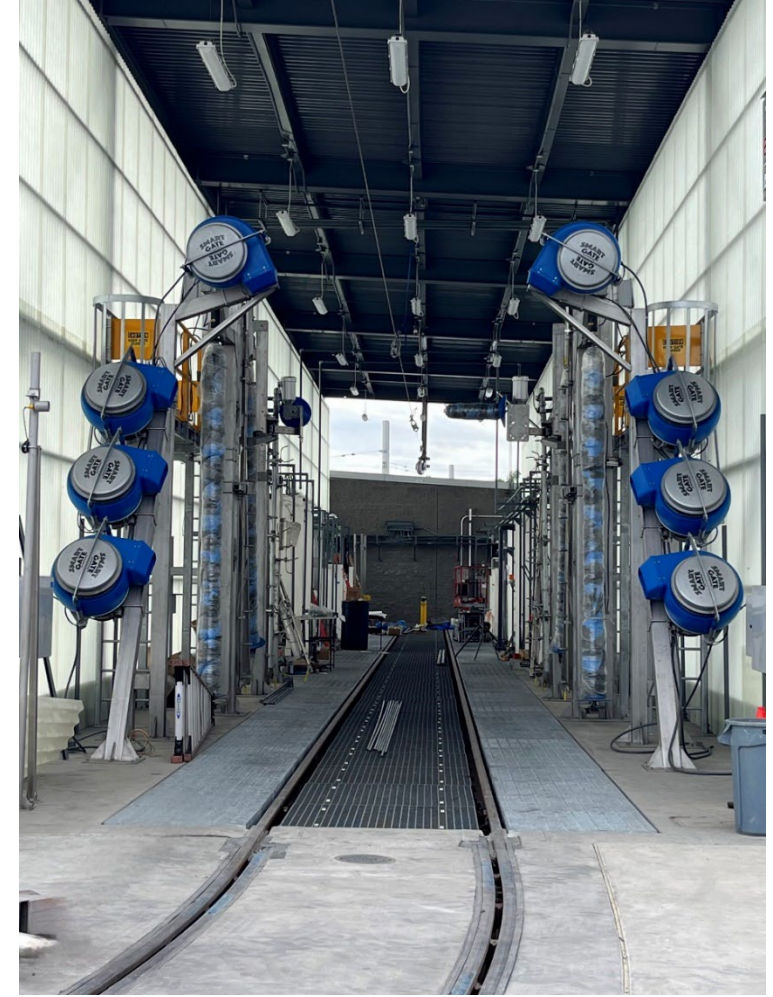
MSF Progress (Cont.)



Installed Gate and Overhead Contact System (OCS) Wire



Installed OCS Wire and Fence



Carwash

MSF Progress (Cont.)

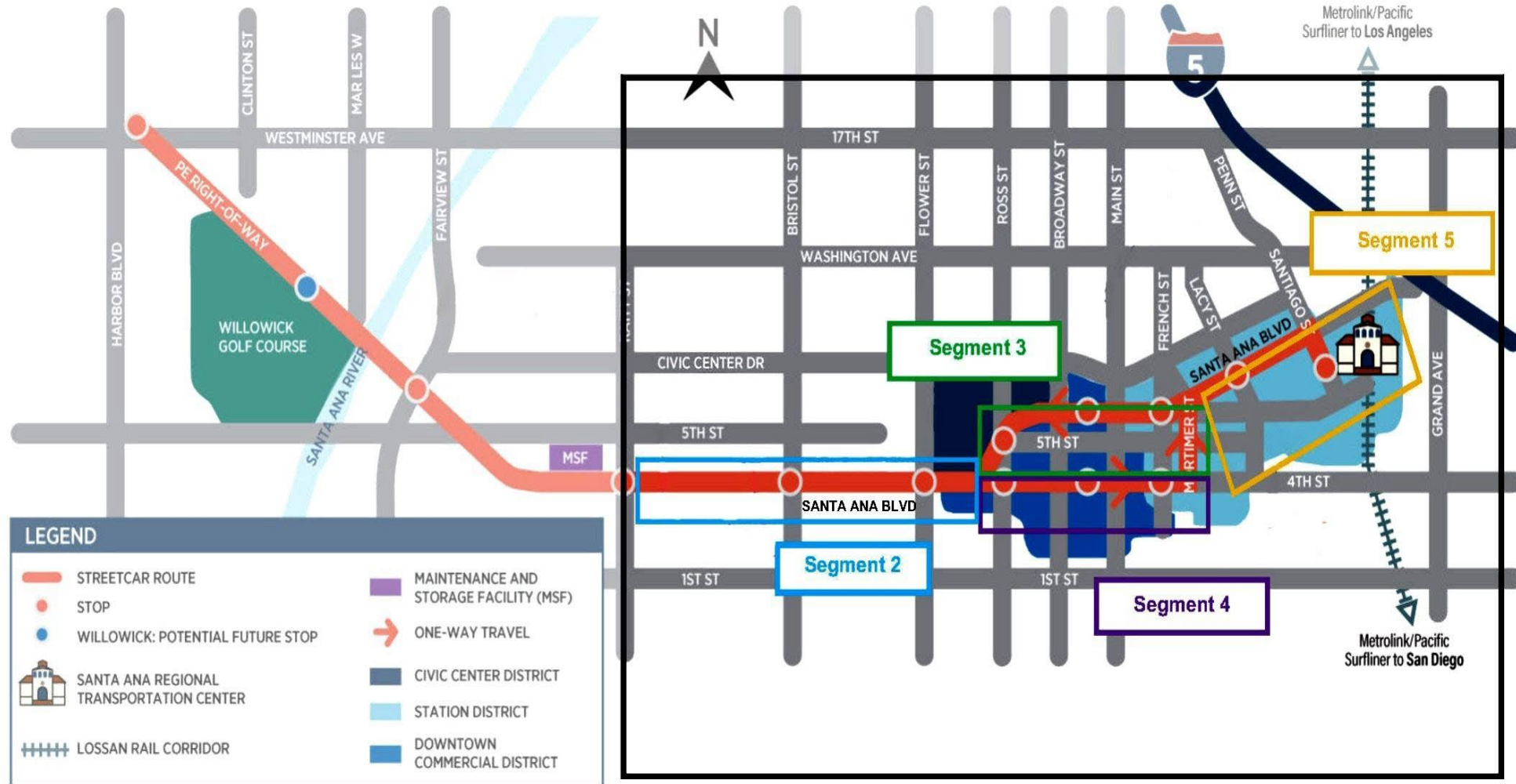


MSF Operator Check-in



Interior of MSF

Construction – Segments 2 through 5



Segments 2 through 5 Progress



Sasscer Park and Ross Platform Landscaping

Segments 2 through 5 Progress (Cont.)



Completed Median Landscaping and OCS Wire along Santa Ana Boulevard

Segments 2 through 5 Progress (Cont.)



Traction Power Substation 4



Energized Santa Ana Regional
Transportation Center Platform

Vehicles

- All eight vehicles complete and in storage at Siemens facility.
- Post-delivery Buy America audit performed, and Federal Transit Administration-required certifications executed.
- Negotiations with Siemens regarding long-term storage rates for the vehicles, vehicle warranty extension, vehicle maintenance during storage, and computer-aided dispatch/automatic vehicle location are underway.



Pre-Revenue Operations

- During the reporting period, staff completed Ticket Vending Machine design verification and Safety/Security Certification. Staff also attended contractor training for installing, adjusting, and the maintenance of the OCS wire tensioning.
- On November 18, 2024, the California Public Utilities Commission completed its courtesy review of the Roadway Worker Protection Plan, confirming compliance with General Order 175-A.



Public Outreach

- Monthly newsletters
- Bilingual door-to-door and social media construction notifications
- Field meetings
- 4th Street merchant meetings

- Information table at a Community Events
- Parking structure banners
- Safety messaging
- Tours



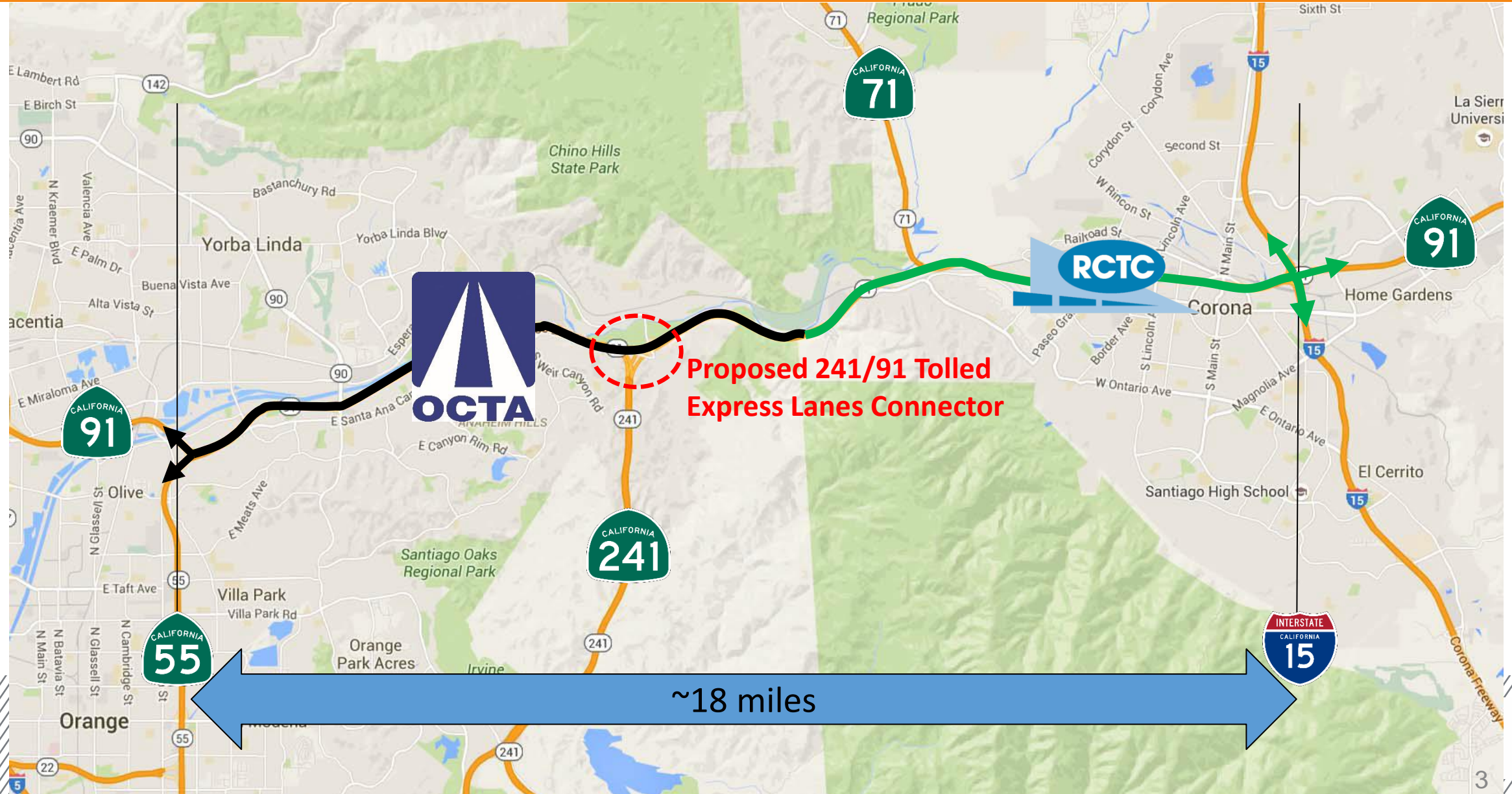
Proposed State Route 241/91
Express Connector
Update

January 2025

Background

- OCTA acquired the 91 Express Lanes in January 2003 and removed the Franchise Agreement non-compete provisions leading to improvements
- RCTC extended the 91 Express Lanes an additional eight miles into Riverside County in 2017
- Approximately \$2.2 billion invested in the State Route 91 (SR-91) corridor to-date, and more than \$1.2 billion planned
- Franchise agreement for OCTA extends to 2065 and 2067 for RCTC
- OCTA's 91 Express Lanes debt is rated in the double A category – one of the highest in the nation for a single asset toll facility

SR-91 Corridor Map

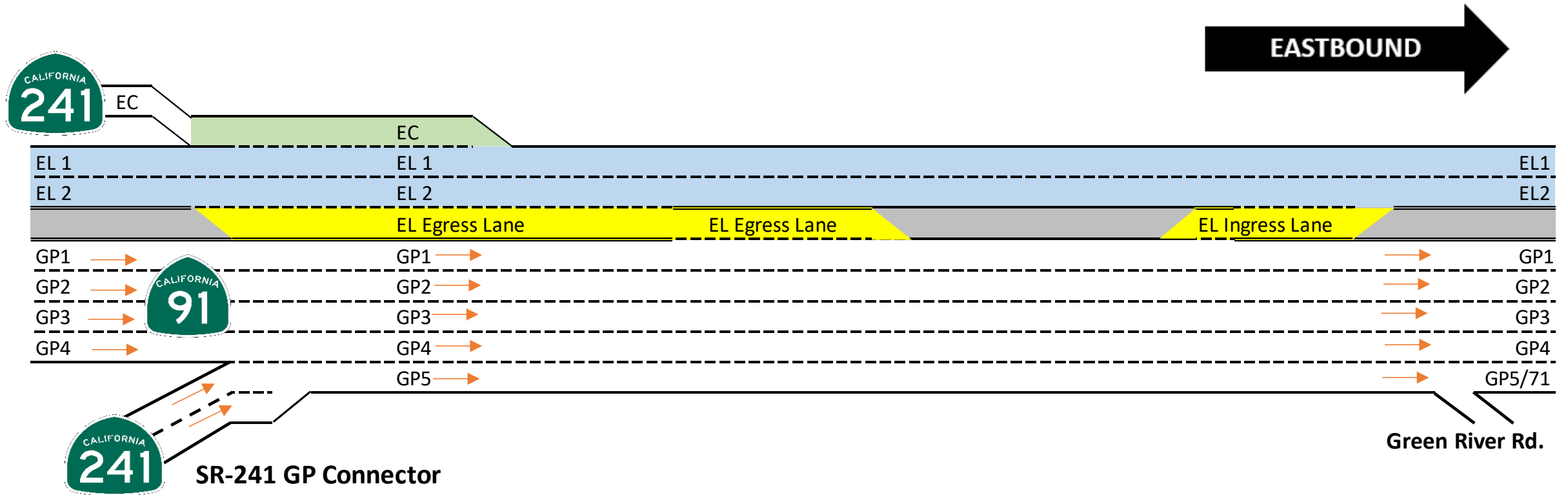


Proposed 241/91 Express Connector Project

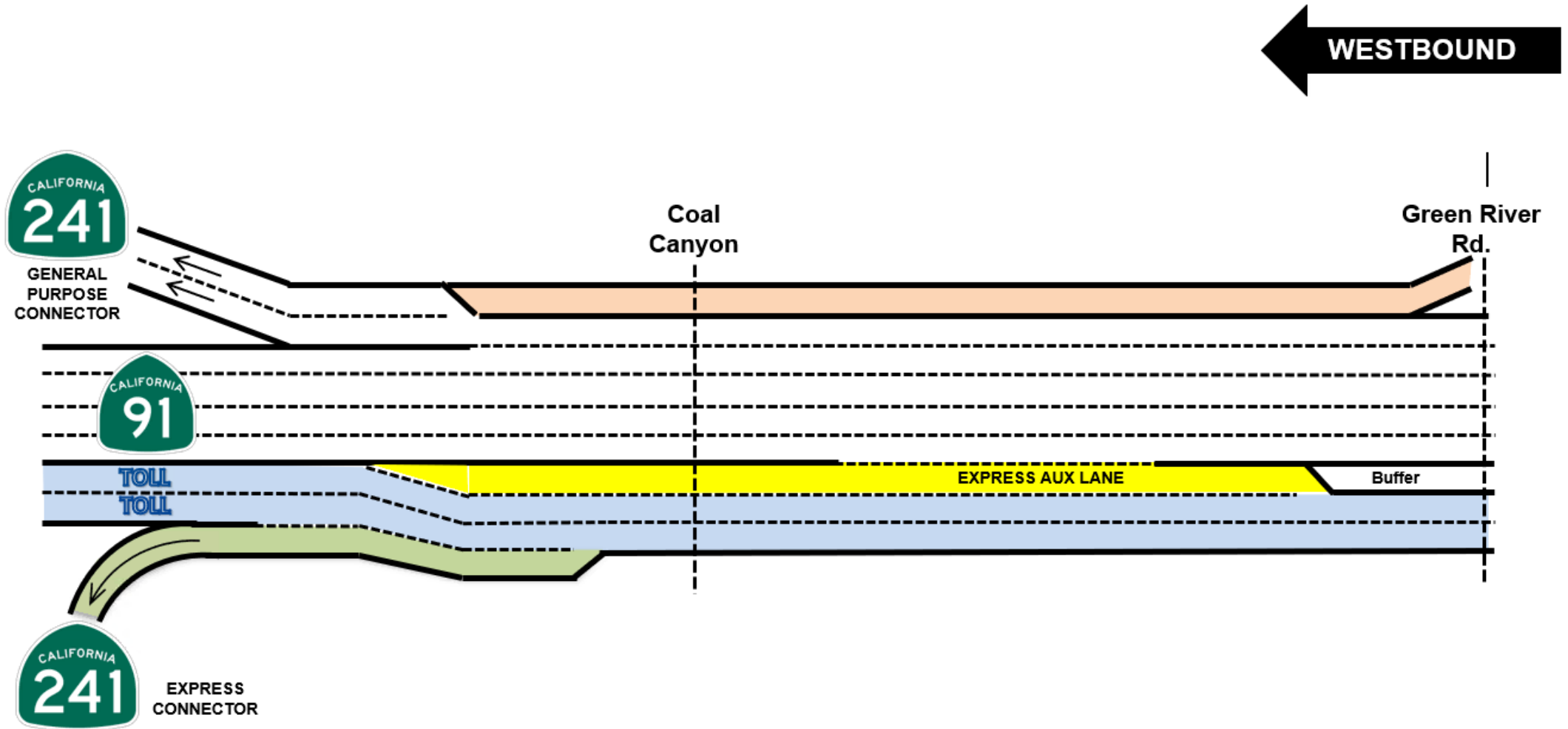
- Bidirectional single lane median-to-median connector between State Route 241 (SR-241) and the 91 Express Lanes
- Proposed 241/91 Express Connector (EC) will be a separate tolled facility in both directions in addition to the Windy Ridge toll and potentially the RCTC 91 Express Lanes
- 2019 multi-agency term sheet between OCTA, RCTC, TCA, with support from Caltrans
- 2023 estimated total cost at \$524 million*



SR-91 Eastbound Configuration with 241/91 EC



SR-91 Westbound Configuration with 241/91 EC



2019 Term Sheet Summary

- Set priority for corridor projects and sequencing
- Provided guidelines to deliver and operate the 241/91 EC
- Clarified lead agencies for final design, construction, and maintenance
- Identified the principal funding agency and approved uses of revenues
- Set the stage for future master and operating agreements
- Tolling authority would be pursued under AB 194 process

AB 194 (Chapter 687, Statutes of 2015).

Priorities for OCTA and RCTC

- Primary objective – 241/91 EC can utilize the available 91 Express Lanes capacity without negatively impacting operations beyond established capacity thresholds
- Performance metrics to meet the primary objective for the 91 Express Lanes
 - Maintain speeds greater than 60 miles per hour in the critical zones
 - 241/91 EC volumes not to exceed 1,500 vehicles per hour
 - No more than 200 connector vehicles exiting per hour on the 91 Express Lanes at the county line
 - 3,000 vehicles per hour on 91 Express Lanes – east end
 - 100 vehicle max queue on 241/91 EC

Potential 241/91 EC Operating Controls

- **Dynamic pricing**
 - Effective during off-peak and normal peak periods
 - Expected to cause high toll prices during the super-peak periods (such as Thursday and Friday afternoons)
- **Toll connector meter with dynamic pricing**
 - Meter could be on during peak or super-peak periods
 - 241/91 EC customers would pay the posted toll rate
- **HOV-only mode**
 - To be scheduled during super-peak periods such as Thursday and Friday afternoons
 - 241/91 EC customers with a minimum number of vehicle occupants would pay a set price
- **Transit/vanpool mode**
 - Used if HOV-only mode fails to meet operating objectives, most likely during super-peak periods on Thursday and Friday afternoon

What's Needed to Move Forward into Construction

- Agreement on policy issues for master agreement and operating agreement
- Board of Directors/Commission approval from OCTA, RCTC, and TCA
- AB 194 required letter of consent from OCTA
- State-required public hearing in the SR-91 corridor
- California Transportation Commission approval
- Amendment to the toll facilities agreement between Caltrans and TCA

TCA Project Schedule (as of October 2024)

- By the end of 2024:
 - Commence AB 194 process to allow for tolling authority on the proposed 241/91 EC
- During 2025:
 - California Transportation Commission public hearing
 - Execute master and operating agreements
 - Complete AB 194 process
 - Construction advertisement
 - Begin construction
- By the end of 2028:
 - Open to traffic

Looking Ahead

- Continue to have regular agency meetings (All)
- Finalize key project decisions (All)
- Complete 241/91 EC traffic and revenue study (TCA)
- Submit AB 194 application for tolling authority (TCA)
- Finalize master agreement, operating agreement, and other inter-agency operations agreements (All)