

Memorandum of Agreement (MOA) Among the Orange County Transportation Authority ("OCTA"), the United States Fish and Wildlife Service ("USFWS"), the California Department of Fish and Game ("CDFG"), and the California Department of Transportation ("CALTRANS") Regarding the Mitigation for Freeway Improvement Projects Under the Renewed Measure M Ordinance Environmental Mitigation Program

WHEREAS, in 2006 the Renewed Measure M Transportation Ordinance and Investment Plan was approved by the voters of Orange County California to provide for the continuation of a half-cent transportation transaction and use tax for an additional thirty years;

WHEREAS, Renewed Measure M includes a list of thirteen freeway improvement projects that are intended to improve the quality of life by increasing the mobility of people and goods throughout the region;

WHEREAS, Renewed Measure M establishes an Environmental Mitigation Program that will provide for the allocation of at least five percent of net freeway program revenues for environmental mitigation of freeway projects (estimated at \$243.5 million);

WHEREAS, the early acquisition/restoration and management of high quality habitat is more cost-effective and more beneficial biologically than project-by-project mitigation;

WHEREAS, Renewed Measure M is intended to provide for early large-scale acquisition/restoration and management of important habitat areas for sensitive species and to create a reliable approach for funding required mitigation for future transportation improvements, thereby enabling the purchase of habitat that may become more scarce in the future, reducing future costs, and accelerating project delivery;

WHEREAS, USFWS has jurisdiction over the conservation, protection, restoration, enhancement, and management of fish, wildlife, native plants, and habitat necessary for biologically sustainable populations of those species pursuant to the provisions of various federal laws including the Endangered Species Act ("ESA") and the Fish and Wildlife Coordination Act ("FWCA");

WHEREAS, CDFG is a department of the California Resources Agency with jurisdiction over the conservation, protection, restoration, enhancement and management of fish, wildlife, native plants and habitat necessary for biologically sustainable populations of those species under various state laws, including the California Endangered Species Act ("CESA") and the Natural Community Conservation Planning Act ("NCCPA");

WHEREAS, OCTA has been designated by the Orange County Board of Supervisors as the authority responsible for implementing Renewed Measure M;

WHEREAS, the California Department of Transportation is the owner-operator of the State highway system and is the lead agency under the California Environmental Quality Act ("CEQA") and is the current lead agency under the National Environmental Policy Act ("NEPA") for project on the State highway system;

WHEREAS, the Parties have determined that entering into this MOA does not constitute the adoption of, or a commitment to carry out, the mitigation plan as those terms are used in CEQA, that entering into this MOA does not constitute a major federal action significantly affecting the human environment as those terms are used in the NEPA and that completion of CEQA and NEPA compliance, where applicable, is a condition precedent to any party being committed to carry out any obligations set forth in this MOA;

NOW, THEREFORE, BE IT RESOLVED that the Parties agree to implement the Environmental Mitigation Program as follows:

1. OCTA will develop a Habitat Conservation Plan/Natural Community Conservation Plan ("HCP/NCCP") that will include a conservation strategy to fully mitigate adverse effects to sensitive species and habitat as a result of construction of the freeway improvement projects.
2. The Parties intend to execute an HCP/NCCP Planning Agreement (Attachment A) that will outline the roles and responsibilities of each Party in the development and review of the OCTA HCP/NCCP.
3. The non-federal Parties agree to work closely together through the Environmental Oversight Committee, and USFWS agrees to provide technical assistance to the Environmental Oversight Committee, to develop guidelines and criteria for directing habitat acquisition and/or restoration under Renewed Measure M as part of the conservation strategy for the OCTA HCP/NCCP.
4. OCTA has adopted a Plan of Finance that will allow up to \$60 million to be expended on habitat acquisition and/or restoration by 2013. Expenditures for sensitive species habitat may commence upon execution of the MOA and the HCP/NCCP Planning Agreement by the Parties.
5. OCTA will receive advance credit for acquisition and/or restoration of sensitive species habitat that occurs prior to the permitting of the thirteen freeway improvement projects, to the extent provided in the HCP/NCCP Planning Agreement.

6. Regulatory assurances for Renewed Measure M projects will be provided through the issuance of ESA and NCCP Act permits for the OCTA HCP/NCCP, provided that USFWS and CDFG determine that their respective permit issuance criteria have been satisfied by the OCTA HCP/NCCP.

7. In developing the HCP/NCCP, OCTA will determine the implementing structure for long-term management and monitoring of habitat acquired through the Environmental Mitigation Program, including selecting the entity that will oversee management and monitoring of the habitat areas. OCTA will work closely with Caltrans, USFWS, and CDFG in the development of the habitat management program.

8. USFWS and CDFG, will cooperate with Caltrans and/or OCTA, as appropriate, during the permitting process for Renewed Measure M projects impacting wetlands and waters of the United States regulated by the U.S. Army Corps of Engineers ("Corps"), the Environmental Protection Agency ("USEPA"), the Regional Water Quality Control Boards ("RWQCB" [i.e., Santa Ana RWQCB & San Diego RWQCB]), and CDFG in the interest of ensuring that OCTA habitat acquisitions and/or restoration in wetland habitat prior to the wetland permitting process receive credit, as appropriate, by those agencies when developing wetland banking agreements, master streambed alteration agreements, regional general permits, and other appropriate permits or mechanisms.

9. Subject to Section 14, the signatories agree in good faith to provide the resources necessary to implement the provisions of this MOA. Nothing in this MOA shall be construed, however, as obligating the signatories to expend funds, or for the future payment of money, in excess of appropriations authorized by law.

10. This MOA is not intended, and shall not be construed, to modify any existing or subsequently amended law, rule, regulation, or other legal authority, or requirements established thereunder.

11. The Parties' execution of this MOA and participation in the development of the NCCP/HCP is voluntary. The Parties recognize that participation in this MOA or in the NCCP/HCP planning process does not constitute, expressly or implicitly, an authorization by either of the Wildlife Agencies to take any species listed under CESA or the FESA or endorsement by the Wildlife Agencies of the Covered Activities or of the adequacy of the future NCCP/HCP under federal and state law.

12. This MOA may be amended only with the written consent of all of the Parties.

13. Any Party may withdraw from this MOA upon 30 days written notice to the other Parties.


14. Implementation of this MOA by the USFWS is subject to the requirements of the Anti-Deficiency Act and the availability of appropriated funds. Nothing in this Planning Agreement is intended or shall be construed by the Parties to require the obligation, appropriation, or expenditure of money from the U.S Treasury. The Parties acknowledge that USFWS will not be required under this MOA to expend any federal agency's appropriated funds unless and until an authorized official of that agency affirmatively acts to commit such expenditures as evidenced in writing.

15. No member of or delegate to Congress will be entitled to any share or part of this Planning Agreement, or to any benefit that may arise from it.

Nothing in this MOA shall supersede those provisions adopted by the voters in 2006 under the Renewed Measure M Transportation Ordinance and Investment Plan.

Signatures of all parties are on the next page; page number 5.

UNITED STATES FISH AND WILDLIFE SERVICE

By: 
Jim A. Bartel
Field Supervisor, Carlsbad Fish and Wildlife Office

Date: November 16, 2009

ORANGE COUNTY TRANSPORTATION AUTHORITY

By: 
Will Kempton
Chief Executive Officer

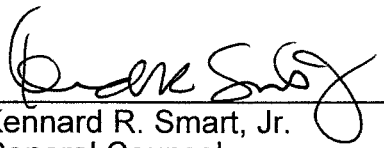
Date: 1-21-10

CALIFORNIA DEPARTMENT OF FISH AND GAME

By: 
Kevin Hunting
Deputy Director

Date: 11-26-09

APPROVED AS TO FORM:

By: 
Kennard R. Smart, Jr.
General Counsel

Date: OCTOBER 21, 2009

CALIFORNIA DEPARTMENT OF TRANSPORTATION

By: 
Cindy Quon
D12 District Director

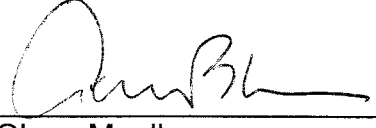
Date: 11-10-2009

APPROVAL RECOMMENDED:

By: 
Kia Mortazavi
Executive Director, Development

Date: 1-18-10

APPROVED AS TO FORM AND CONTENT:

By: 
Glenn Mueller
Assistant Chief Counsel

Date: 11-5-2009



Planning Agreement

by and among

**Orange County Transportation Authority,
California Department of Transportation,
California Department of Fish and Game, and
United States Fish and Wildlife Service**

for the

**Orange County Transportation Authority/
California Department of Transportation
Natural Community Conservation Plan/
Habitat Conservation Plan (NCCP/HCP)**

October 2009

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**Orange County Transportation Authority Habitat Conservation Plan
(HCP)/Natural Community Conservation Plan (NCCP)
Planning Agreement**

This Planning Agreement regarding the planning and preparation of the Orange County Transportation Authority Natural Community Conservation Plan and Habitat Conservation Plan (NCCP/HCP) is entered into as of the Effective Date by and among the Orange County Transportation Authority (OCTA), the California Department of Transportation (Caltrans), the California Department of Fish and Game (CDFG), and the United States Fish and Wildlife Service (USFWS). These entities are referred to collectively as "Parties" and each individually as a "Party." CDFG and USFWS are referred to collectively as "Wildlife Agencies."

1.0 Definitions

Terms used in this Planning Agreement that are defined in the Natural Community Conservation Planning Act (NCCPA) have the meanings set forth in Fish and Game Code section 2805. The following terms as used in this Planning Agreement will have the meanings set forth below.

- 1.1** "CEQA" means the California Environmental Quality Act, Public Resources Code, section 21000, *et seq.*
- 1.2** "CESA" means the California Endangered Species Act, California Fish and Game Code, section 2050 *et seq.*
- 1.3** "Covered Activities" means the activities that will be addressed in the Plan and for which OCTA and Caltrans will seek an NCCP permit pursuant to Fish and Game Code, section 2835 and an incidental take permit pursuant to section 10 of FESA.
- 1.4** "Covered Species" means those species, both listed and non-listed, conserved and managed under an approved Plan that may be authorized for take under state and federal laws.
- 1.5** "Effective Date" means the date on which this Planning Agreement has been executed by the Parties.
- 1.6** "FESA" means the Federal Endangered Species Act, 16 United States Code section 1530, *et seq.*
- 1.7** "Habitat Conservation Plan" or "HCP" means a conservation Plan prepared pursuant to section 10(a)(1)(B) of the FESA.

- 1.8** “Implementing Agreement” or “IA” means the agreement required pursuant to Fish and Game Code section 2820, subdivision (b) and authorized under 16 U.S.C. section 1539 (a)(2)(B) which defines the terms for implementing the Plan.
- 1.9** “Incidental take permit” or “ITP” means a permit issued under section 10 of the FESA to private parties undertaking otherwise lawful projects that might result in the take of an endangered or threatened species.
- 1.10** “Listed Species” means those species designated as candidate, threatened or endangered pursuant to CESA and/or listed as threatened or endangered under the FESA.
- 1.11** “Natural Community Conservation Plan” or “NCCP” means a conservation Plan created pursuant to Fish and Game Code, section 2801, *et seq.*
- 1.12** “NCCP Act” means the Natural Community Conservation Planning Act, Fish and Game Code section 2800 *et seq.*
- 1.13** “NEPA” means the National Environmental Policy Act, 42 United States Code section 4321 *et seq.*
- 1.14** “Party” means an entity that is a signatory to this Planning Agreement. Such entities may be referred to individually as “Party” or collectively as “Parties.”
- 1.15** “Planning Area” means the geographic area proposed to be addressed in the NCCP/HCP as described in Section 4.1 and shown in Exhibit A.
- 1.16** “Renewed Measure M” means the Orange County Renewed Measure M Transportation Ordinance and Investment Plan. See Exhibit C.
- 1.17** “Section 7” means 16 United States Code section 1536.
- 1.18** “Section 10” means 16 United States Code section 1539.

2.0 Background

2.1 Natural Community Conservation Planning Act

The NCCPA was enacted to encourage broad-based planning to provide for effective protection and conservation of the state’s wildlife resources while continuing to allow appropriate development and growth. The purpose of the NCCP is to provide for the conservation of biological diversity by protecting biological communities at the ecosystem and landscape scale. Conservation of biological diversity includes protecting sensitive and more common species, natural communities, and the ecological processes necessary to sustain the

ecosystem over time. An NCCP identifies and provides for the measures necessary to conserve and manage natural biological diversity within the Planning Area, while allowing compatible and appropriate economic development, growth, and other human uses.

2.2 Purposes of NCCP Planning Agreement

The purposes of NCCP Planning Agreement are to:

- Define the Parties' goals and obligations with regard to development of a Plan;
- Define the geographic scope of the conservation Planning Area;
- Identify a preliminary list of natural communities and species expected to be found in those communities, that are intended to be the initial focus of the Plan;
- Identify preliminary conservation objectives for the Planning Area;
- Establish a process for the inclusion of independent scientific input into the planning process;
- Ensure coordination among the Wildlife Agencies;
- Establish a process to review interim development within the Planning Area that will help achieve the preliminary conservation objectives and preserve options for establishing a viable reserve system or equivalent long term conservation measures; and
- Ensure public participation and outreach throughout the planning process.
- Establish a process to ensure funding of the mitigation measures identified in the NCCP/HCP are consistent with Renewed Measure M.

2.3 Compliance with CESA and FESA

The Planning Area contains valuable biological resources, including native species of fish and wildlife and their habitat. Among the species within the Planning Area are certain species that are protected, or may be protected in the future, under CESA or the FESA. The Parties intend for the Plan to satisfy the requirements for an HCP under section 10(a)(1)(B) of FESA, and an NCCP under the NCCPA, to serve as the basis for take authorizations under both Acts.

The NCCPA provides that after the approval of an NCCP, CDFG may permit the taking of any identified species, listed or non-listed, whose conservation and management is provided for in the NCCP. Take of state-listed species may be authorized pursuant to CESA during development of the Plan. After approval of the Plan, state authorized take may be provided pursuant to the NCCPA.

FESA provides that after the approval of an HCP, USFWS may permit the taking of wildlife species covered in the HCP, provided that the HCP meets the requirements of section 10(a)(2)(A) and (B) of FESA. Take authorization for federally listed wildlife species covered in the HCP is effective upon approval of the HCP and issuance of an incidental take permit (ITP). Take authorization for

non-listed wildlife species covered in the HCP becomes effective if and when the species is listed pursuant to FESA. Incidental take of listed plant species is generally not prohibited under FESA and cannot be authorized under Section 10(a)(1)(B). However, certain plant species are included on the list of Covered Species proposed for coverage under the NCCP/HCP and are intended to be included on the list of Covered Species on the federal incidental take permit in recognition of the conservation benefits that will be provided for those species under the NCCP/HCP. Take authorization during Plan preparation for wildlife species listed pursuant to FESA, subject to compliance with applicable statutory and regulatory requirements, will be provided pursuant to individual permits issued pursuant to section 10(a)(1)(B), or consultations under section 7 of FESA.

2.4 Section 7 of FESA

To the extent allowed under existing federal law and regulations, the Parties intend that the measures adopted to meet the regulatory standards that govern approval of the NCCP/HCP under the ESA by USFWS, will, upon approval of the NCCP/HCP and issuance of an ITP by USFWS, be the same or consistent with the measures to be incorporated into biological opinions associated with future section 7 consultations between USFWS and a federal action agency regarding Covered Activities that may adversely affect listed Covered Species or critical habitat but are not likely to jeopardize the continued existence of such species or result in the destruction or adverse modification of the designated critical habitat of such species.

2.5 Concurrent Planning for Wetlands and Waters of the United States

OCTA and Caltrans intend to address impacts to wetlands and waters of the United States and changes to the bed, bank or channel of rivers, streams and lakes resulting from Covered Activities. Based on the NCCP/HCP, OCTA and Caltrans may seek future programmatic permits under the Clean Water Act and/or Fish and Game Code section 1600 *et seq.* as necessary for Covered Activities. The Parties agree to work together to explore the feasibility of undertaking concurrent but separate planning regarding these permits. Such programmatic permits or other forms of authorization are not necessary, however, for approval of the NCCP/HCP or for issuance of take permits.

2.6 Assurances

2.6.1 Regulatory Assurances Under FESA

Pursuant to 50 C.F.R. §§ 17.22(b)(5) and 17.32(b)(5) and upon approval of the HCP and issuance of an incidental take permit for Covered Activities, USFWS will extend regulatory assurances to OCTA and Caltrans that the USFWS will not require the commitment of additional land, water, or financial compensation or additional restrictions on the use of land, water, or other natural resources beyond the level otherwise agreed upon for Covered Species, without the consent of OCTA and Caltrans.

2.6.2 Regulatory Assurances Under the NCCP Act

If the OCTA and Caltrans NCCP/HCP meets the criteria for issuance of an NCCP permit under section 2835 of the Fish and Game Code, CDFG will approve the NCCP and provide assurances consistent with its statutory authority upon issuance of the NCCP permit. Under section 2820(f) of the Fish and Game Code, CDFG may provide assurances for Plan participants commensurate with the level of long-term conservation and associated implementation measures provided in the Plan. In order to ensure that regulatory assurances are legally binding, such provisions will be included in an Implementing Agreement.

3.0 Planning Goals

The planning goals for the OCTA and Caltrans NCCP/HCP include the following:

- Provide for the conservation and management of Covered Species within the Planning Area;
- Preserve, restore and enhance aquatic, riparian and terrestrial natural communities and ecosystems that support Covered Species within the Planning Area;
- Implement Covered Activities in a manner that complies with applicable state and federal fish and wildlife protection laws, including CESA and the FESA;
- Provide a basis for permits necessary to lawfully take Covered Species;
- Provide a comprehensive means to coordinate and standardize mitigation and compensation requirements of FESA, NCCPA, CEQA, and NEPA regarding the impacts of Covered Activities on the Covered Species within the Planning Area;
- Provide an accounting process that will document the net environmental benefits from the NCCP/HCP in exchange for streamlined and timely approval of permits for the Renewed Measure M freeway program;
- Provide a less costly, more efficient project review process that results in greater conservation values than project-by-project, species-by-species review; and,
- Provide clear expectations and regulatory predictability for the entities carrying out covered activities within the Planning Area.

4.0 Planning Area and Plan Participants

As part of this planning process, OCTA and Caltrans have committed to undertake a collaborative, comprehensive approach to protecting the Planning Area's ecologically significant resources, including candidate, threatened and endangered species and their habitats, and open space, and to ensure that the

Covered Activities comply with applicable federal and state laws. The permittees will be OCTA, as a sponsor of the Renewed Measure M freeway project, and Caltrans, as the owner and operator of the state highway system. The Renewed Measure M Transportation Investment Plan (attachment to Ordinance [Exhibit C]) outlined the planning goals. The Transportation Investment Plan states that OCTA will fund 13 freeway improvement projects, and (subject to a Master Agreement) includes an innovative environmental mitigation program (funded with a minimum of 5% of freeway program funds) to provide for comprehensive mitigation of environmental impacts of freeway improvements. It further elaborates that the higher-value environmental benefits will be provided in exchange for streamlined project approvals for the freeway program as a whole. OCTA will be responsible for funding and implementing the environmental mitigation program. OCTA and Caltrans intend to implement the Plan to conserve biological resources while undertaking public infrastructure projects.

4.1 Geographic Scope

The Planning Area includes all of Orange County (Exhibit A). This Plan is meant to complement existing Orange County planning efforts of the Central Coastal NCCP/HCP and the Southern Orange County HCP. Because large blocks of unprotected land occur outside these planning areas (e.g., Northeast Orange County, and south coast cities including San Juan Capistrano, that are affected by future Renewed Measure M projects) this Plan will complement existing conservation planning in Orange County by preserving significant wildlands not yet protected under these regional plans.

Regardless of the scope of the Planning Area, nothing in this Planning Agreement shall be construed to limit the consideration of the acquisition of adjacent areas outside of Orange County that are appropriate for preserve design purposes provided OCTA and Caltrans meet their conservation and mitigation objectives within the Planning Area and the adjacent lands complement the reserve design.

4.2 Orange County Transportation Authority

OCTA, the local sponsor of the Plan, is a multi-modal transportation agency formed in 1991 to serve Orange County through the consolidation of seven transportation agencies. Capital improvements to various freeways within the county are included as part of the Renewed Measure M sales tax initiative.

4.3 California Department of Transportation

Caltrans, also a Plan sponsor, is the owner and operator of the state highway system. Caltrans is the lead agency under CEQA and NEPA (pursuant to the Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users [SAFETEA-LU] federal transportation bill Sections 6004 and 6005), for environmental compliance of each individual freeway project. Caltrans will be an active partner in the development of the NCCP/HCP.

4.4 California Department of Fish and Game

CDFG is the agency of the State of California authorized to act as trustee for the state's wildlife. CDFG is authorized to approve NCCPs pursuant to the NCCPA, administer and enforce CESA, NCCPA, and other provisions of the Fish and Game Code, and enter into agreements with federal and local governments and other entities for the conservation of species and habitats pursuant to CESA and the NCCPA .

4.5 United States Fish and Wildlife Service

The USFWS is an agency of the United States Department of the Interior authorized by Congress to administer and enforce the ESA with respect to terrestrial wildlife, non-anadromous fish species, insects and plants, and to enter into agreements with states, local governments, and other entities to conserve threatened, endangered, and other species of concern. The NCCPA and this Planning Agreement require coordination with USFWS with respect to the FESA.

5.0 Preliminary Conservation Objectives

The preliminary conservation objectives the Parties intend to achieve through the NCCP/HCP are to:

- Provide for the protection of species, natural communities, and ecosystems on a landscape level;
- Protect threatened, endangered or other special status plant and animal species;
- Identify and designate biologically sensitive habitat areas;
- Reduce the need to list additional species;
- Set forth species specific goals and objectives;
- Set forth specific habitat-based goals and objectives expressed in terms of amount, quality, and connectivity of habitat;
- Provide meaningful comprehensive mitigation for impacts to Covered Species and the natural communities and ecosystems that support the Covered Species;
- Provide for habitat connectivity to ensure reserves maintain their biological functions and values;
- Preserve and provide for the protection and recovery of Covered Species and associated natural communities and ecosystems that occur within the Planning Area;
- Preserve the diversity of fish, wildlife, plant and natural communities in the Planning Area through the preservation and/or restoration of habitat; and,
- Implement an adaptive management and monitoring program to respond to changing ecological conditions.
- Avoid, minimize and/or mitigate the take of Covered Species, and in the case of FESA, the loss of Covered plant species.

5.1 Conservation Elements

5.1.1 Ecosystems, Natural Communities, and Covered Species List

The NCCP/HCP will employ a strategy that focuses on the conservation of ecosystems, natural communities, and ecological processes in the Planning Area. In addition, the NCCP/HCP will establish species-specific minimization, mitigation, conservation and management measures where appropriate.

Natural communities that are likely to be addressed by the NCCP/HCP include, but are not limited to: California Walnut Woodland, Canyon Live Oak Ravine Forest, Riversidian Alluvial Fan Scrub, Southern Coast Live Oak Riparian Forest, Southern Cottonwood Willow Riparian Forest, Southern Mixed Riparian Forest, Southern Willow Scrub, and Valley Needlegrass Grassland.

Species that are known or reasonably expected to be found in the Planning Area and are intended to be covered by the NCCP/HCP include, but are not limited to: Braunton's Milk Vetch, Coulter's Matilija Poppy, Intermediate Mariposa Lily, Many Stemmed Dudleya, Southern Tarplant, Southern Pacific Pond Turtle, San Diego Coast Horned Lizard, Orange Throated Whiptail Lizard, Red Diamond Rattlesnake, Coastal Cactus Wren, Coastal California Gnatcatcher, Coastal Rufous-Crowned Sparrow, Southwestern Willow Flycatcher, Least Bell's Vireo, Arroyo Chub, Santa Ana Sucker, Bobcat, Mountain Lion, Pallid Bat, Small-Footed Myotis Bat, Long-Eared Myotis Bat, and Yuma Myotis Bat (Exhibit B). Issuance of state and federal take authorizations for any specific Covered Species will require an individual determination by the applicable Wildlife Agency that the NCCP/HCP meets applicable state or federal permit issuance requirements.

5.1.2 Conservation Areas and Viable Habitat Linkages

The NCCP/HCP will protect, enhance, or restore habitat and provide or enhance habitat linkages throughout the Planning Area. It will also identify where linkages between the conservation areas and important habitat areas outside the Planning Area should occur. The NCCP/HCP conservation area will include a range of environmental gradients and ecological functions, and will address edge effects, appropriate principles of ecosystem management, ecosystem restoration, and population biology.

5.1.3 Project Design

The Plan will ensure that projects will be appropriately designed to avoid, minimize, and/or mitigate on-site and off-site impacts to Covered Species and their habitats.

6.0 Preparing the NCCP/HCP

The Parties intend that this Planning Agreement will fulfill the NCCPA requirements pertaining to planning agreements and will establish a mutually

agreeable process for preparing the Plan that fulfills the requirements of the NCCPA and FESA. The process used to develop the Plan will incorporate independent scientific input and analysis, and include extensive public participation with ample opportunity for comment from the general public as well as advice solicited by the OCTA and Caltrans from key groups of stakeholders as described below.

6.1 Best Available Scientific Information

The NCCP/HCP will be based on the best available scientific information, including, but not limited to:

- Principles of conservation biology, community ecology, landscape ecology, individual species ecology, and other appropriate scientific data and information, knowledge and thought;
- Thorough information about all natural communities and proposed Covered Species within the Planning Area; and
- Advice from well-qualified, independent scientists.

6.2 Data Collection

The Parties agree that information regarding the subjects briefly described below in Section 6.3 is important for preparation of the NCCP/HCP. The Parties therefore agree that data collection for preparation of the NCCP/HCP should be prioritized to develop more complete information on these subjects. Preference should be given to collecting data essential to address conservation requirements of natural communities and proposed Covered Species. The science advisory process and analysis of existing information may reveal data gaps currently not known that are necessary for the full and accurate development of the NCCP/HCP. Data needed for preparation of the NCCP/HCP may not be known at this time nor identified herein. Therefore, the Parties anticipate that data collection priorities may be adjusted from time to time during the planning process. All data collected for the preparation and implementation of the NCCP/HCP will be made available to the Wildlife Agencies in hard and digital formats, as requested.

6.3 Independent Scientific Input

The Parties intend to include independent scientific input and analysis to assist in the non-federal parties in preparation of the Plan. For that purpose, independent scientists representing a broad range of disciplines, including conservation biology and locally-relevant ecological knowledge, will, at a minimum:

- recommend scientifically sound conservation strategies for species and natural communities proposed to be covered by the Plan;
- recommend a set of reserve design principles that address the needs of species, landscapes, ecosystems, and ecological processes in the planning area proposed to be addressed by the Plan;
- recommend management principles and conservation goals that can be used in developing a framework for the monitoring and adaptive management component of the Plan; and

- identify data gaps and uncertainties so that risk factors can be evaluated.

The independent scientists may be asked to provide additional feedback on key issues during preparation of the Plan, and may prepare reports regarding specific scientific issues throughout the process, as deemed necessary by the non-federal Parties.

Design and implementation of the science advisory process must be done in a coordinated fashion and with the mutual agreement of the non-federal Parties. The non-federal Parties will establish funding and payment procedures. The independent science advisory process will include the development of a detailed scope of work, use of a professional facilitator, input from technical experts, and production of a report by the scientists. In addition, the non-federal Parties will make the report available for use by all participants and the public during the planning process.

6.4 Public Participation

The Parties will ensure that preparation of the NCCP/HCP is an open and transparent process with an emphasis on obtaining input from a balanced variety of public and private interests. The planning process will provide for thorough public review and comment. It is the intent of the sponsor of the Plan, OCTA, to conduct negotiations with applicable agencies in an open and transparent forum. The planning process will utilize the Mitigation and Resource Protection Program Oversight Committee (Environmental Oversight Committee [EOC]) and the public outreach plan established under Renewed Measure M, as well as publication of notices and draft documents to provide opportunities for thorough public participation. The EOC is a Committee established by the OCTA Board of Directors to make recommendations on the Renewed Measure M process as it relates to this effort. The EOC meetings and actions taken are conducted publicly and are subject to the Brown Act. The monthly EOC meetings serve to: encourage public participation, obtain planning information, present planning strategies, and obtain public feedback. EOC members are comprised of representatives from the Wildlife Agencies, Caltrans, and environmental community.

In addition to the monthly meetings, OCTA has compiled a database of environmental groups, non-profits, developers, local agencies and jurisdictions, in order to request their feedback on the planning process and to explore conservation opportunities with these stakeholders.

As part of this effort to engage and encourage public participation, OCTA distributed a letter package in December 2008 to a list of 800 local governments, landowners, property managers, conservation organizations, and community groups to inform the public on the purpose of the mitigation program and build the inventory of potential conservation sites. As a result, OCTA collected

additional property information on more than 50 Orange County properties, with approximately 58,000 acres being evaluated for acquisition and restoration.

In April 2009, the public was invited to present their property proposals before the EOC at a public workshop. The invitation letter was sent to the same 800 stakeholders. A total of 24 proposals were presented to the EOC during the public workshop and at EOC meetings.

OCTA staff will engage and obtain approvals (as appropriate) from the EOC, Transportation 2020 (T2020) Committee, and the Board of Directors regarding issues that are germane to the development of the NCCP/HCP processes.

6.4.1 Steering Committee

The EOC will serve as the Steering Committee for the NCCP/HCP. Scientific and conservation planning staff from the Wildlife Agencies will work with the EOC to provide technical expertise and share information during development and implementation of the Plan.

6.4.2 Outreach

OCTA and Caltrans, in concert with the EOC, will provide access to information for persons interested in the Plan. The non-federal Parties expect and intend that public outreach regarding preparation of the Plan will be conducted largely by and through the EOC meetings. In addition, OCTA and Caltrans will continue to hold public meetings to present key decisions regarding the preparation of the Plan to allow the public the opportunity to comment on and inquire about the decisions. Other outreach efforts will include those discussed under Section 6.4.

6.4.3 Availability of Public Review Drafts

OCTA and Caltrans will designate and make available for public review in a reasonable and timely manner "public review drafts" of pertinent planning documents including, but not limited to, plans, memoranda of understanding, maps, conservation guidelines, and species coverage lists. Such documents will be made available by OCTA and Caltrans at least ten working days prior to any public meetings/hearings addressing these documents. In addition, OCTA and Caltrans will make available all reports and formal memoranda prepared by the EOC. This obligation will not apply to all documents drafted during preparation of the Plan. However, OCTA and Caltrans will periodically designate various pertinent documents drafted during preparation of the Plan as "public review drafts", and will make these documents available to the public. OCTA's website (www.octa.net) will be one of the principal means of making documents available for public review, in addition to more traditional means such as distribution and display of hard copies.

6.4.4 Public Hearings

Public hearings regarding development of the NCCP/HCP will be planned and conducted in a manner that satisfies the requirements of CEQA, NEPA, and any other applicable state or federal laws.

6.4.5 Public Review and Comment Period Prior to Adoption

OCTA and Caltrans will make the proposed draft NCCP/HCP and Implementing Agreement available for public review and comment a minimum of 60 days before adoption. The draft NCCP/HCP and Implementing Agreement will be distributed with the draft Environmental Impact Report (EIR) prepared for the NCCP pursuant to CEQA and the draft NCCP/HCP and Implementing Agreement will be distributed with the draft Environmental Impact Statement (EIS) prepared for the HCP pursuant to NEPA and ESA.

6.5 Covered Activities

With regard to CESA, Covered Activities under the Plan are those activities that may result in authorized take of Covered Species. With regard to FESA, Covered Activities are those activities that may result in authorized take of Covered animal species or the loss of Covered plant species that will be addressed in the Plan. Covered Activities are limited to those transportation infrastructure projects over which the OCTA and Caltrans have control or authority. The Parties intend that take authorizations resulting from approval of the plan will allow Covered Activities in the Planning Area to be carried out in compliance with NCCPA and FESA.

Anticipated Covered Activities currently consist of thirteen freeway improvement projects:

- 1) **Project A: I-5 Improvements between SR-55 and SR-57**
Reduce freeway congestion through improvements at the SR-55/I-5 interchange area between the Fourth Street Newport Boulevard ramps on I-5, and between Fourth Street and Edinger Avenue on SR-55. Also, add capacity on I-5 between SR-55 and SR-57 to relieve congestion at the "Orange Crush."
- 2) **Project B: I-5 Improvements from SR-55 to El Toro "Y"**
Build new lanes and improve the interchanges in the area between SR-55 and the SR-133 (near the El Toro "Y"). The project will also make improvements at local interchanges, such as Jamboree Road.
- 3) **Project C: I-5 Improvements south of the El Toro "Y"**
Add new lanes to I-5 from the vicinity of the El Toro Interchange in Lake Forest to the vicinity of SR-73 in Mission Viejo. Also add new lanes on I-5 between Coast Highway and Avenida Pico interchanges to reduce freeway congestion in San Clemente.
- 4) **Project D: I-5 Local Interchange Upgrades**
Update and improve key I-5 interchanges such as Avenida Pico, Ortega Highway, Avery Parkway La Paz Road, El Toro Road, and others to relieve street congestion around older interchanges and on ramps.

- 5) **Project E: SR-22 Access Improvements**
Construct interchange improvements at Euclid Street, Brookhurst Street and Harbor Boulevard to reduce freeway and local street congestion.
- 6) **Project F: SR-55 Improvements (between SR-22 and I-405)**
Add new lanes to SR-55 between SR-22 and I-405, generally within existing right-of-way, including merging lanes between interchanges to smooth traffic flow. This project also provides for freeway operational improvements for the portion of SR-55 between SR-91 and SR-22.
- 7) **Project G: SR-57 Improvements**
Build a new northbound lane between Orangewood Avenue and Lambert Road. Other projects include improvements to the Lambert interchange and the addition of a northbound truck-climbing lane between Lambert and the county line.
- 8) **Project H: SR-91 Improvements from I-5 to SR-57**
Add capacity in the westbound direction and provide operational improvements at on and off ramps to the SR-91 between I-5 and SR-57.
- 9) **Project I: SR-91 Improvements from SR-57 to SR-55 Interchange Area**
Improve the SR-91/SR-55 to SR-91/SR-57 interchange complex, including nearby local interchanges such as Tustin Avenue and Lakeview, as well as adding freeway capacity between SR-55 and SR-57.
- 10) **Project J: SR-91 Improvements from SR-55 to Orange/Riverside County Line**
This project adds capacity on SR-91 beginning at SR-55 to the Orange/ Riverside County Line. This will be done in coordination with the Riverside County Transportation Commission's (RCTC) plans to improve the SR-91 freeway into Riverside County. The first priority will be to improve the segment of SR-91 east of SR-241. The goal is to provide up to four new lanes of capacity between SR-241 and Riverside County Line by making best available use of freeway property, adding reversible lanes, building elevated sections and improving connections to SR-241. This project also includes improvements to the segment of SR-91 between SR-241 and SR-55. The concept is to generally add one new lane in each direction and improve the interchanges.

- 11) **Project K: I-405 Improvements between I-605 freeway in Los Alamitos area and SR-55**
 Add new lanes to I-405 between I-605 and SR-55. The project will make best use of available freeway property, update interchanges and widen various local overcrossings according to city and regional plans. The improvements will be coordinated with other planned I-405 improvements in the I-405/SR-22/I-605 interchange area to the north and I-405/SR-73 improvements to the south.

- 12) **Project L: I-405 Improvements between SR-55 and I-5**
 Add new lanes to the freeway from SR-55 to the I-5. The project will also improve chokepoints at interchanges and add merging lanes near on/off ramps such as Lake Forest Drive, Irvine Center Drive and SR-133 to improve the overall freeway operations in the I-405/I-5 El Toro "Y" area.

- 13) **Project M: I-605 Freeway Access Improvements**
 Improve freeway access at I-605/Katella Avenue serving the communities of Los Alamitos and Cypress. The project will be coordinated with other planned improvements along SR-22 and I-405. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities. This improvement will connect to interchange improvements at I-405 and SR-22 as well as new freeway lanes between I-405 and I-605.

6.6 Interim Project Processing

The Parties recognize that before the Wildlife Agencies determine whether to approve the NCCP/HCP, certain projects and activities may be proposed within the Planning Area. The Parties agree to the following interim project process to: (1) ensure that development, construction, and other projects or activities approved or initiated in the Planning Area before completion of the NCCP/HCP are consistent with the preliminary conservation objectives (Section 5) and do not compromise successful completion and implementation of the NCCP/HCP; (2) facilitate FESA/CESA/CEQA/NEPA compliance for interim projects that require it; and (3) ensure that processing of interim projects is not unduly delayed during preparation of the NCCP/HCP.

6.6.1 Reportable Interim Projects

OCTA and Caltrans will notify the Wildlife Agencies pursuant to Section 6.6.2 about proposed projects or activities requiring discretionary approvals from OCTA and Caltrans that have the potential to adversely impact proposed Covered Species and natural communities ("Reportable Interim Project") within the Planning Area. These are Renewed Measure M freeway projects that either have an approved environmental document or have environmental documents underway that will precede the approval of the NCCP/HCP. The individual environmental documents for these Renewed Measure M freeway projects will

acknowledge the goals of the NCCP/HCP, which are to conserve, restore, and manage natural communities and Covered Species, and to mitigate the impacts of the freeway projects. OCTA will reimburse Caltrans for mitigation measures committed to as part of ongoing and approved project level environmental documents. OCTA will have the discretion to determine how the funds it provides to Caltrans will be used towards future NCCP/HCP projects and/or mitigation effort.

6.6.2 Notification Process

If OCTA/Caltrans proposes to undertake or approve a Reportable Interim Project, OCTA/Caltrans will notify the Wildlife Agencies of the project prior to the time, or as soon as possible after, the project application is deemed complete.

OCTA/Caltrans will notify the particular individuals designated by the Wildlife Agencies to be notified of Reportable Interim Projects, and will provide these designated individuals with (1) a map at a scale of approximately 1:24,000 and with local agencies and reference features clearly identified; (2) a description of the project along with the land cover types present on the project site based on the most current land cover data available to the Local Agency; and (3) any other biological information available to OCTA/Caltrans about the project area.

6.6.3 Wildlife Agency Review

The Wildlife Agencies will use reasonable efforts to review Reportable Interim Projects in a timely manner, and provide comments within the legally prescribed comment periods. The Wildlife Agencies will recommend mitigation measures or project alternatives that would help achieve the preliminary conservation objectives and not preclude important conservation planning options or connectivity between areas of high habitat values. Any take of listed or candidate species arising out of a reportable interim project must be authorized pursuant to applicable state and federal law. OCTA or Caltrans will provide written response to the Wildlife Agencies' comments prior to approval of an interim project. OCTA and Caltrans will work with Wildlife Agencies to come to mutual agreement on outstanding Wildlife Agencies concerns.

6.6.4 Coordinating Interim Process with Plan Preparation

Representatives of the Parties will meet as needed to discuss Reportable Interim Projects and to coordinate development of the Plan. Independent scientific input will be considered during interim project review.

6.7 Protection of Habitat and other Resources During Planning Process

6.7.1 Conservation Actions

OCTA, in cooperation with Caltrans, may elect to acquire and preserve, enhance, or restore habitat in the Planning Area that will support native species of fish, wildlife, or natural communities proposed to be covered by the NCCP/HCP prior to approval of the NCCP/HCP. OCTA and Caltrans will consult with the Wildlife Agencies regarding potential lands to be protected. The Wildlife Agencies agree to credit such resources as appropriate, towards the habitat protection,

enhancement and restoration requirements of the NCCP/HCP provided that these resources support covered species and natural communities and are appropriately conserved, restored, or enhanced and managed. Resources that will be credited to OCTA and Caltrans will be determined and agreed upon by the Parties prior to the acquisition of particular habitat parcels.

6.7.2 Mitigation Lands

Lands, or portions of lands, acquired or otherwise protected solely to mitigate the impacts of specific projects, actions, or activities approved prior to Plan approval will only be considered as mitigation for those projects, actions or activities. Such lands will be considered during the Plan analysis, but will not count toward future mitigation obligations of the Plan.

6.8 Implementing Agreement

The NCCPA requires that any NCCP approved by CDFG include an Implementing Agreement that contains provisions for:

- Conditions of species coverage;
- The long-term protection of habitat reserves and/or other conservation measures;
- Implementation of mitigation and conservation measures;
- Ensuring that adequate funding to implement the NCCP/HCP will be provided through the Renewed Measure M environmental mitigation program;
- Terms for suspension or revocation of the permits;
- Procedures for amendment of the NCCP/HCP, Implementing Agreement, and take authorizations;
- Implementation of monitoring and adaptive management;
- Oversight of the NCCP/HCP's effectiveness and funding; and
- Reporting frequency and general content.

7.0 Commitment of Resources

7.1 Funding

Funding for the planning effort will be provided through Renewed Measure M revenues. OCTA or Caltrans will also seek grant support under the federal FESA (e.g., Section 6 Non-Traditional HCP Planning Assistance grant) and the NCCP Local Assistance Grants program or other state grants. Additionally, to ensure CDFG participation in this NCCP/HCP, OCTA will provide CDFG with funding to support one staff position to assist with the planning effort (see Section 7.2).

7.1.1 CDFG Assistance with Funding and CDFG Costs

CDFG agrees to cooperate with the other Parties in identifying and securing, where appropriate and available, federal and state funds earmarked for natural community conservation planning. CDFG shall be compensated in an amount

not to exceed \$300,000 for the actual costs incurred in participating in the preparation and implementation of the Plan upon execution of a separate cooperative agreement through February 28, 2011. These costs shall include compensation for consultation with Parties pursuant to this Planning Agreement, providing and compiling wildlife and habitat data, reviewing and approving the final Plan and other activities necessary to the preparation and implementation of the Plan.

7.1.2 USFWS Assistance with Funding

USFWS agrees to cooperate with the other Parties in identifying and securing, where appropriate, federal and state funds earmarked for habitat conservation planning purposes. Potential federal funding sources may include: the USFWS' Cooperative Endangered Species Conservation Fund, Land and Water Conservation Fund, and land acquisition grants or loans through other federal agencies such as the Environmental Protection Agency, the Army Corps of Engineers, or the Departments of Agriculture or Transportation.

7.1.3 Expertise of Wildlife Agencies

Subject to funding and staffing constraints, the Wildlife Agencies agree to provide technical and scientific information, analyses and advice to assist OCTA and Caltrans with the timely and efficient development of the Plan.

8.0 Miscellaneous Provisions

8.1 Public Officials Not to Benefit

No member of or delegate to Congress will be entitled to any share or part of this Planning Agreement, or to any benefit that may arise from it.

8.2 Statutory Authority

The Parties will not construe this Planning Agreement to require any Party to act beyond, or inconsistent with, its statutory authority.

8.3 Multiple Originals

This Planning Agreement may be executed by the Parties in multiple originals, each of which will be deemed an official original copy.

8.4 Effective Date

The Effective Date of this Planning Agreement will be the date on which it is fully executed by the Parties.

8.5 Duration

This Planning Agreement will be in effect until the Wildlife Agencies determine whether to approve the NCCP/HCP and issue take authorizations, but shall not be in effect for more than 48 months following the Effective Date, unless extended by amendment. The Parties intend to initiate and complete the NCCP/HCP process as well as the necessary NEPA/CEQA environmental compliance document within a 24-month period from the Effective Date, subject

to Wildlife Agency funding and resource limitations. This Planning Agreement may be terminated pursuant to Section 8.7 below.

8.6 Amendments

This Planning Agreement can be amended only by written agreement of all Parties.

8.7 Termination and Withdrawal

Subject to the requirement in Section 8.7.1 of the Planning Agreement, any party may withdraw from this Planning Agreement upon 30 days' written notice to the other Parties. The Planning Agreement will remain in effect as to all non-withdrawing Parties unless the remaining Parties determine that the withdrawal requires termination of the Planning Agreement. This Planning Agreement can be terminated only by written agreement of all Parties. Any properties acquired or restoration projects carried out by OCTA and Caltrans, and allowed by the Wildlife Agencies under Section 6.7.1, prior to termination or withdrawal from this Planning Agreement would remain available to OCTA or Caltrans to offset the potential impacts of OCTA or Caltrans projects.

8.7.1 Funding

Implementation of this Planning Agreement by the USFWS is subject to the requirements of the Anti-Deficiency Act and the availability of appropriated funds. Nothing in this Planning Agreement is intended or shall be construed by the Parties to require the obligation, appropriation, or expenditure of money from the U.S. Treasury. The Parties acknowledge that USFWS will not be required under this Planning Agreement to expend any federal agency's appropriated funds unless and until an authorized official of that agency affirmatively acts to commit such expenditures as evidenced in writing.

In the event that federal or state funds have been provided to assist with NCCP/HCP preparation or implementation, any Party withdrawing from this Planning Agreement shall return to the granting agency unspent funds awarded to that Party prior to withdrawal. A withdrawing Party shall also provide the remaining Parties with a complete accounting of the use of any federal or State funds it received regardless of whether unspent funds remain at the time of withdrawal. In the event of termination of this Planning Agreement, all Parties who received funds shall return any unspent funds to the grantor prior to termination.

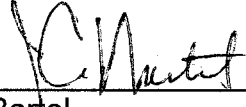
8.8 No Precedence

This Planning Agreement is not intended, and shall not be construed, to modify any existing or subsequently amended law, rule, regulation, or other legal authority, or requirements established thereunder.

The Parties' execution of this Planning Agreement and participation in the development of the NCCP/HCP is voluntary. The Parties recognize that participation in this Planning Agreement or in the NCCP/HCP planning process

does not constitute, expressly or implicitly, an authorization by any of the Wildlife Agencies to take any species listed under CESA or the FESA or endorsement by the Wildlife Agencies of the Covered Activities or of the adequacy of the future NCCP/HCP under federal and state law.

UNITED STATES FISH AND WILDLIFE SERVICE

By: 
Jim A. Bartel
Field Supervisor, Carlsbad Fish and Wildlife Office

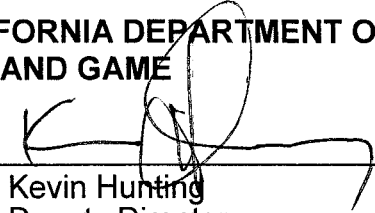
Date: November 16, 2009

ORANGE COUNTY TRANSPORTATION AUTHORITY

By: 
Will Kempton
Chief Executive Officer

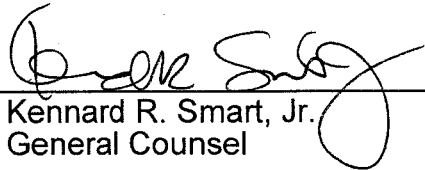
Date: 1-21-10

CALIFORNIA DEPARTMENT OF FISH AND GAME

By: 
Kevin Hunting
Deputy Director

Date: ~~11-26-09~~

APPROVED AS TO FORM:

By: 
Kennard R. Smart, Jr.
General Counsel

Date: OCTOBER 21 2009

CALIFORNIA DEPARTMENT OF TRANSPORTATION

By: 
Cindy Quon
D12 District Director


Date: 11-10-2009

APPROVAL RECOMMENDED:

By: 
Kia Mortazavi
Executive Director, Development

Date: 1-19-10

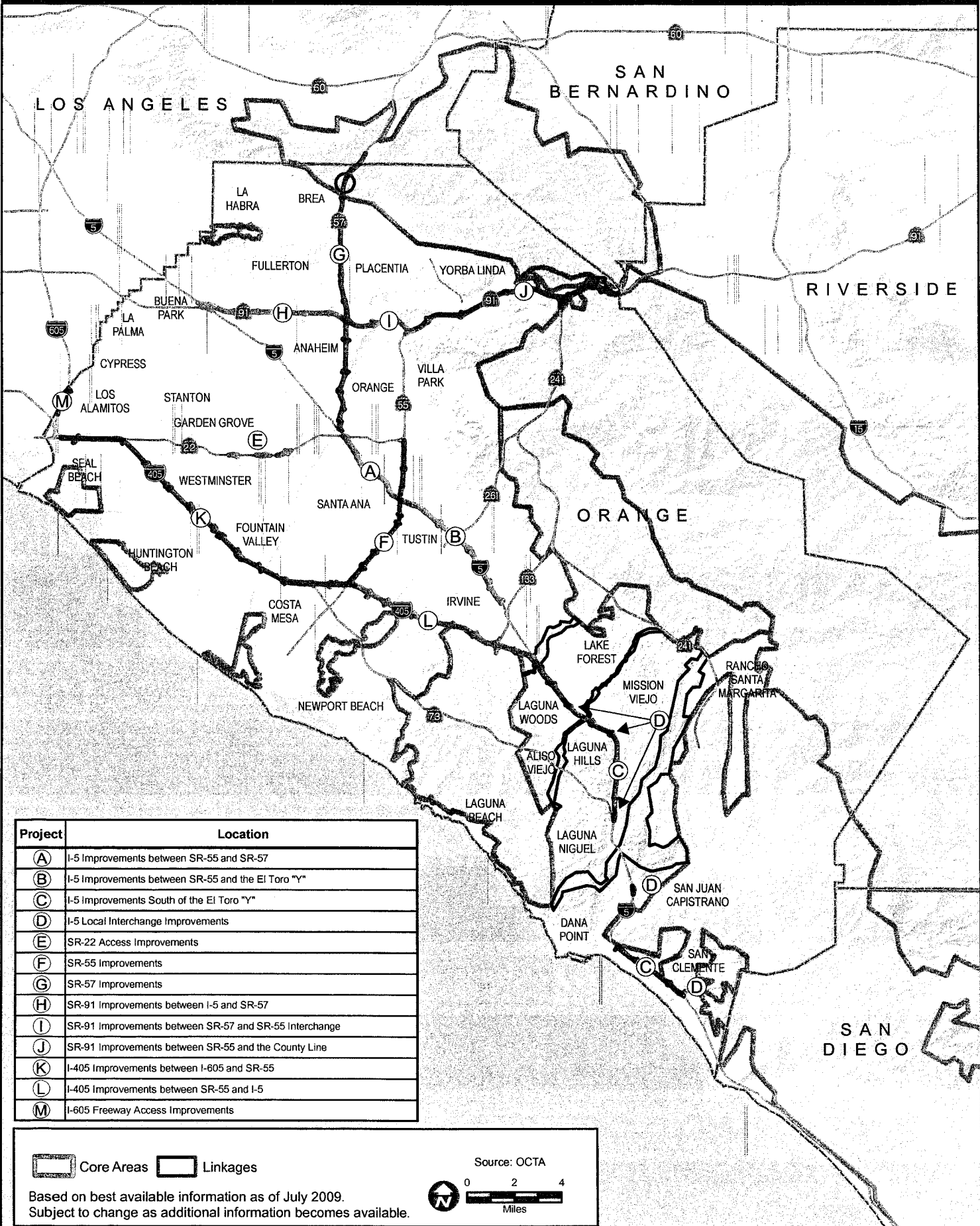
APPROVED AS TO FORM AND CONTENT:

By: 
Glenn Mueller
Assistant Chief Counsel



Date: 11-5-2009




Exhibit A NCCP/HCP Planning Area Map



Project	Location
(A)	I-5 Improvements between SR-55 and SR-57
(B)	I-5 Improvements between SR-55 and the El Toro "Y"
(C)	I-5 Improvements South of the El Toro "Y"
(D)	I-5 Local Interchange Improvements
(E)	SR-22 Access Improvements
(F)	SR-55 Improvements
(G)	SR-57 Improvements
(H)	SR-91 Improvements between I-5 and SR-57
(I)	SR-91 Improvements between SR-57 and SR-55 Interchange
(J)	SR-91 Improvements between SR-55 and the County Line
(K)	I-405 Improvements between I-605 and SR-55
(L)	I-405 Improvements between SR-55 and I-5
(M)	I-605 Freeway Access Improvements

 Core Areas
  Linkages

Source: OCTA



0 2 4 Miles

Based on best available information as of July 2009.
Subject to change as additional information becomes available.

**EXHIBIT B
Renewed Measure M Freeway Projects Covered Species**

Coding: Federal (F), State(S), Endangered (E), Threatened (T), Candidate (C), California Native Plant Society Inventory (CNPS), Species of Special Concern (SSC), California Fully Protected Species (FP), Fish and Game Code (FGC)

AMPHIBIANS & REPTILES		
Common Name	Latin Name	Coding
Southwestern Pond Turtle	<i>Clemmys marmorata</i>	SSC
San Diego Coast Horned Lizard	<i>Phrynosoma coronatum blainvillii</i>	SSC
Orange Throated Whiptail Lizard	<i>Cnemidophorus hyperythrus beldingi</i>	SSC
Red Diamond Rattlesnake	<i>Crotalus exsul</i>	SSC
BIRDS		
Common Name	Latin Name	Coding
Coastal Cactus Wren	<i>Campylorhynchus brunneicapillus cousei</i>	SSC
Coastal California Gnatcatcher	<i>Poliophtila californica californica</i>	FT/SSC
Coastal Rufous-Crowned Sparrow	<i>Aimophila ruficeps</i>	SSC
Southwestern Willow Flycatcher	<i>Empidonax traillii extimus</i>	FE/SE
Least Bell's Vireo	<i>Vireo bellii pusillus</i>	FE/SE
FISH		
Common Name	Latin Name	Coding
Arroyo Chub	<i>Gila orcuttii</i>	SSC
Santa Ana Sucker	<i>Catostomus santaanae</i>	FT
MAMMALS		
Common Name	Latin Name	Coding
Bobcat	<i>Lynx rufus</i>	FGC
Mountain Lion	<i>Felis concolor</i>	FGC
Pallid bat	<i>Antrozous pallidus</i>	SSC
Small-footed myotis	<i>Myotis cilioabrum</i>	SSC
Long-eared myotis	<i>Myotis evotis</i>	SSC
Yuma myotis	<i>Myotis ymanensis</i>	SSC
PLANTS		
Common Name	Latin Name	Coding
Braunton's Milk-Vetch	<i>Astragalus brauntonii</i>	FE
Coulter's Matilija Poppy	<i>Romneya coulteri</i>	CNPS 4.2
Intermediate Mariposa Lily	<i>Calochortus weedii var. intermedius</i>	CNPS 1B.2
Many Stemmed Dudleya	<i>Dudleya multicaulis</i>	CNPS 1B
Southern Tarplant	<i>Centromadia parryi ssp. Australis</i>	CNPS 1B.1

**Exhibit C Orange County Renewed Measure M
Transportation Ordinance and Investment Plan**

RENEWED MEASURE M

Transportation Investment Plan



ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY
550 South Main Street
P.O. Box 14184
Orange, CA 92863-1584

(714) 560-5066
www.octa.net

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Introduction

Measure M Promises Fulfilled

On November 6, 1990, Orange County voters approved Measure M, a half-cent local transportation sales tax for twenty years. All of the major projects promised to and approved by the voters are underway or complete. Funds that go to cities and the County of Orange to maintain and improve local street and roads, along with transit fare reductions for seniors and persons with disabilities, will continue until Measure M ends in 2011. The promises made in Measure M have been fulfilled.

Continued Investment Needed

Orange County continues to grow. By the year 2030, Orange County's population will increase by 24 percent from 2.9 million in 2000 to 3.6 million in 2030; jobs will increase by 27 percent; and travel on our roads and highways by 39 percent. Without continued investment average morning rush hour speeds on Orange County freeways will fall by 31 percent and on major streets by 32 percent.

Responding to this continued growth and broad support for investment in Orange County's transportation system, the Orange County Transportation Authority considered the transportation projects and programs that would be possible if Measure M were renewed. The Authority, together with the 34 cities of Orange County, the Orange County Board of Supervisors and thousands of Orange County citizens, participated during the last eighteen months in developing a Transportation Investment Plan for consideration by the voters.

A Plan for New Transportation Investments

The Plan that follows is a result of those efforts. It reflects the varied interests and priorities inherent in the diverse communities of Orange County. It includes continued investment to expand and

improve Orange County's freeway system; commitment to maintaining and improving the network of streets and roads in every community; an expansion of Metrolink rail service through the core of Orange County with future extensions to connect with nearby communities and regional rail systems; more transit service for seniors and disabled persons; and funds to clean up runoff from roads that leads to beach closures.

Strong Safeguards

These commitments are underscored by a set of strong taxpayer safeguards to ensure that promises made in the Plan are kept. They include an annual independent audit and report to the taxpayers; ongoing monitoring and review of spending by an independent Taxpayer Oversight Committee; requirement for full public review and update of the Plan every ten years; voter approval for any major changes to the Plan; strong penalties for any misuse of funds and a strict limit of no more than one percent for administrative expenses.

No Increase in Taxes

The traffic improvements detailed in this plan do not require an increase in taxes. Renewal of the existing Measure M one-half cent transportation sales tax will enable all of the projects and programs to be implemented. And by using good planning and sensible financing, projects that are ready to go could begin as early as 2007.

Renewing Measure M

The projects and programs that follow constitute the Transportation Investment Plan for the renewal of the Measure M transportation sales tax approved by Orange County voters in November of 1990. These improvements are necessary to address current and future transportation needs in Orange County and reflect the best efforts to achieve consensus among varied interests and communities throughout the County.





Overview

The Renewed Measure M Transportation Investment Plan is a 30-year, \$11.8 billion program designed to reduce traffic congestion, strengthen our economy and improve our quality of life by upgrading key freeways, fixing major freeway interchanges, maintaining streets and roads, synchronizing traffic signals countywide, building a visionary rail transit system, and protecting our environment from the oily street runoff that pollutes Orange County beaches. The Transportation Investment Plan is focused solely on improving the transportation system and includes tough taxpayer safeguards, including a Taxpayer Oversight Committee, required annual audits, and regular, public reports on project progress.

The Renewed Measure M Transportation Investment Plan must be reviewed annually, in public session, and every ten years a detailed review of the Plan must take place. If changing circumstances require the voter-approved plan to be changed, those changes must be taken to the voters for approval.

Freeways

Relieving congestion on the Riverside/Artesia Freeway (SR-91) is the centerpiece of the freeway program, and will include new lanes, new interchanges, and new bridges. Other major projects will make substantial improvements on Interstate 5 (I-5) in southern Orange County and the San Diego Freeway (I-405) in western Orange County. The notorious Orange Crush—the intersection of the I-5, the Garden Grove Freeway (SR-22) and the Orange Freeway (SR-57) near Angel Stadium—will be improved and upgraded. Under the Plan, major traffic chokepoints on almost every Orange County freeway will be remedied. Improving Orange County freeways will be the greatest investment in the Renewed Measure M program: Forty-three percent of net revenues, or \$4.871 billion, will be invested in new freeway construction.

Streets and Roads

More than 6,500 lane miles of aging streets and roads will need repair, rejuvenation and improvement. City streets and county roads need to be maintained regularly and potholes have to be filled quickly. Thirty-two percent of net revenue from the Renewed Measure M Transportation Investment Plan, or \$3.625 billion, will be devoted to fixing potholes, improving intersections, synchronizing traffic signals countywide, and making the existing countywide network of streets and roads safer and more efficient.





Public Transit

As Orange County continues to grow, building a visionary rail transportation system that is safe, clean and convenient, uses and preserves existing rights-of-way, and, over time, provides high-speed connections both inside and outside of Orange County, is a long term goal. Twenty-five percent of the net revenue from Renewed Measure M, or \$2.83 billion, will be dedicated to transit programs countywide. About twenty percent, or \$2.24 billion, will be dedicated to creating a new countywide high capacity transit system anchored on the existing, successful Metrolink and Amtrak rail line, and about five percent, or \$591 million, will be used to enhance senior transportation programs and provide targeted, safe localized bus service.

Environmental Cleanup

Every day, more than 70 million gallons of oily pollution, litter, and dirty contaminants wash off streets, roads, and freeways and pour onto Orange County waterways and beaches. When it rains, the transportation-generated beach and ocean pollution increases tenfold. Under the plan, two percent of the gross Renewed Measure M Transportation Investment Plan, or \$237 million, will be dedicated to protecting Orange County beaches from this transportation-generated pollution (sometimes called "urban runoff") while improving ocean water quality.

Taxpayer Safeguards and Audits

When new transportation dollars are approved, they should go for transportation and transportation purposes alone. No bait-and-switch. No using transportation dollars for other purposes. The original Measure M went solely for transportation purposes. The Renewed Measure M must be just as airtight. One percent of the gross Measure M

program, or \$118.6 million over 30 years, will pay for annual, independent audits, taxpayer safeguards, an independent Taxpayer Oversight Committee assigned to watchdog government spending, and a full, public disclosure of all Renewed Measure M expenditures. A detailed review of the program must be conducted every ten years and, if needed, major changes in the investment plan must be brought before Orange County voters for approval. Taxpayers will receive an annual report detailing the Renewed Measure M expenditures. Additionally, as required by law, an estimated one and a half percent of the sales taxes generated, or \$178 million over 30 years, must be paid to the California State Board of Equalization for collecting the one-half cent sales tax that funds the Renewed Measure M Transportation Investment Plan.

In this pamphlet, every specific project, program, and safeguard included in the Renewed Measure M Transportation Investment Plan is explained. Similar details will be provided to every Orange County voter if the measure is placed on the ballot.





Freeway Projects Overview

Every day, traffic backs up somewhere on the Orange County freeway system. And, every day, freeway traffic seems to get a little worse.

In the past decade, Orange County has made major strides in re-building our aging freeway system. But there is still an enormous amount of work that needs to be done to make the freeway system work well. You see the need for improvement every time you drive on an Orange County freeway.

Forty-three percent of net revenues from the Renewed Measure M Transportation Investment Plan is dedicated to improving Orange County freeways, the largest portion of the 30-year transportation plan.

SR-91 is the Centerpiece

Making the troubled Riverside/Artesia Freeway (SR-91) work again is the centerpiece of the Renewed Measure M Freeway program. The fix on the SR-91 will require new lanes, new bridges, new overpasses, and, in the Santa Ana Canyon portion of the freeway, a diversion of drivers to the Foothill Corridor (SR-241) so the rest of the Orange County freeway system can work more effectively.

And there's more to the freeway program than the fix of SR-91 — much more. More than \$1 billion is earmarked for Interstate 5 in South County. More than \$800 million is slated to upgrade the San Diego Freeway (I-405) between Irvine and the Los Angeles County line. Another significant investment is planned on the congested Costa Mesa Freeway (SR-55). And needed projects designed to relieve traffic chokepoints are planned for almost every Orange County freeway.

To make any freeway system work, bottlenecks at interchanges also have to be fixed. The notorious Orange Crush Interchange — where the Santa Ana Freeway (I-5) meets the Orange Freeway (SR-57) and

the Garden Grove Freeway (SR-22) in a traffic tangle near Angel Stadium — is in need of a major face lift. And the intersection of Interstate 5 and the Costa Mesa Freeway (SR-55) is also slated for major repair.

Pays Big Dividends

Local investment in freeways also pays big dividends in the search for other needed freeway dollars. Because of state and federal matching rules, Orange County's local investment in freeway projects acts as a magnet for state and federal transportation dollars — pulling more freeway construction dollars into the county and allowing more traffic-reducing freeway projects to be built sooner.

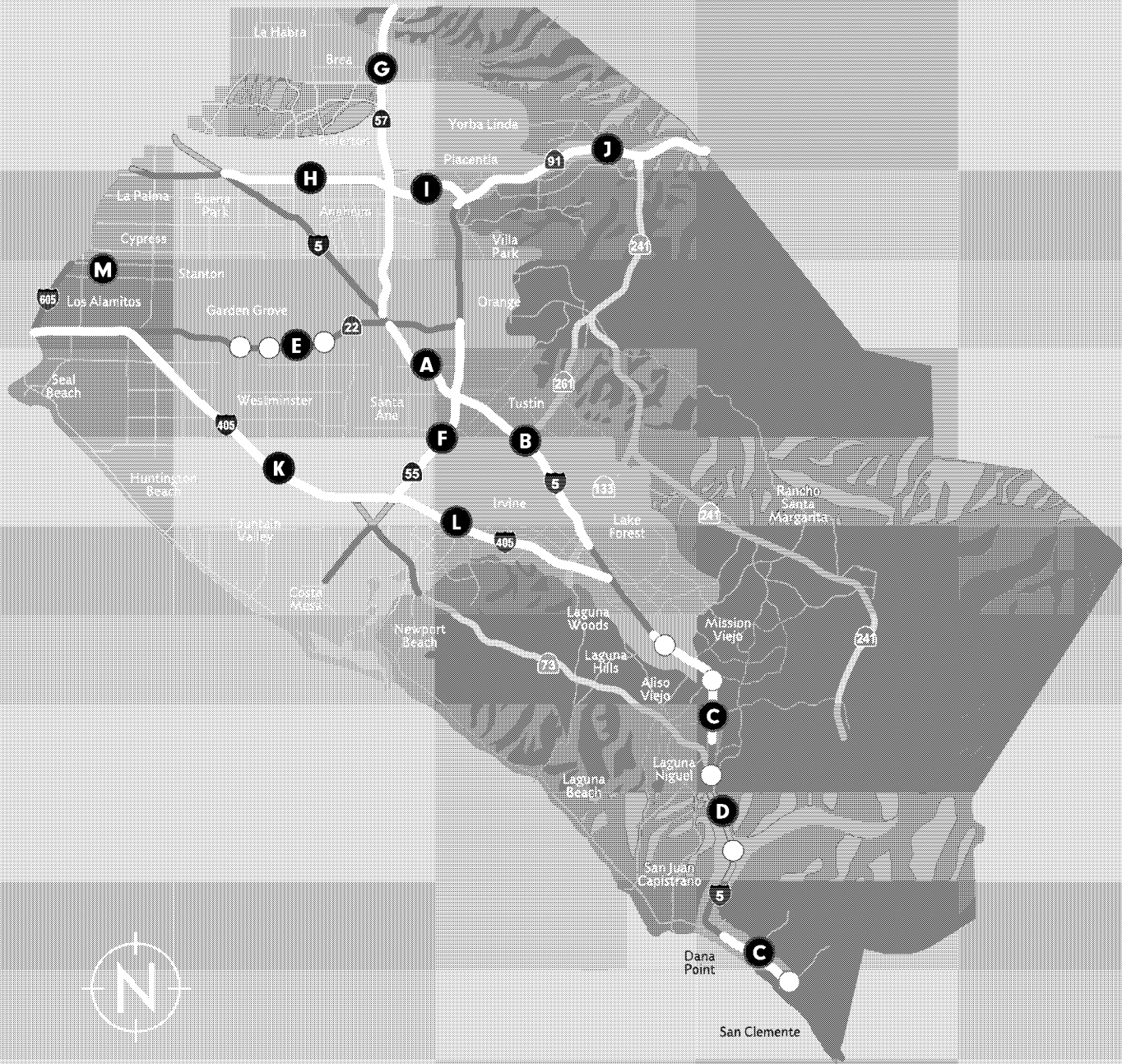
Innovative Environmental Mitigation

A minimum of \$243.5 million will be available, subject to a Master Agreement, to provide for comprehensive, rather than piecemeal, mitigation of the environmental impacts of freeway improvements. Using a proactive, innovative approach, the Master Agreement negotiated between the Orange County Local Transportation Authority and state and federal resource agencies will provide higher-value environmental benefits such as habitat protection, wildlife corridors and resource preservation in exchange for streamlined project approvals for the freeway program as a whole.

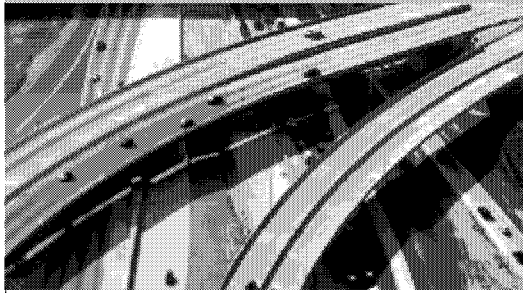
Freeway projects will also be planned, designed and constructed with consideration for their aesthetic, historic and environmental impacts on nearby properties and communities using such elements as parkway style designs, locally native landscaping, sound reduction and aesthetic treatments that complement the surroundings.



Orange County Freeway Projects



- | | | | | | |
|----------|---|---------|----------|-------------------------------------|------------|
| A | B Santa Ana Freeway (I-5) | page 7 | H | I Riverside Freeway (SR-91) | page 11 |
| C | Santa Ana Freeway/San Diego Freeway (I-5) | page 8 | J | Riverside Freeway (SR-91) | page 12 |
| D | Santa Ana Freeway/San Diego Freeway (I-5) | page 8 | K | L San Diego Freeway (I-405) | page 13-14 |
| E | Garden Grove Freeway (SR-22) | page 9 | M | Freeway Access Improvements (I-605) | page 15 |
| F | Costa Mesa Freeway (SR-55) | page 9 | | (not mapped) | |
| G | Orange Freeway (SR-57) | page 10 | N | Freeway Service Patrol (not mapped) | page 15 |



Freeway Projects

Santa Ana Freeway (I-5) Interchange Improvements

Project A

Santa Ana Freeway (I-5) Improvements between Costa Mesa Freeway (SR-55) and "Orange Crush" Area (SR-57)

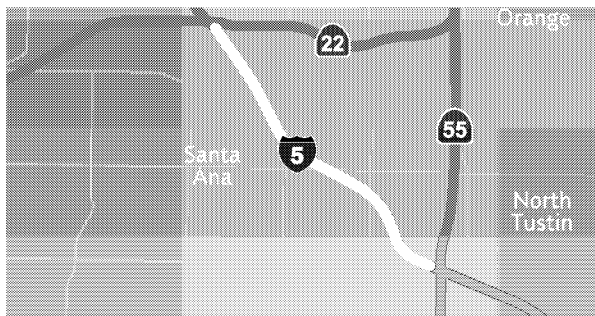
Description:

Reduce freeway congestion through improvements at the SR-55/I-5 interchange area between the Fourth Street and Newport Boulevard ramps on I-5, and between Fourth Street and Edinger Avenue on SR-55. Also, add capacity on I-5 between SR-55 and SR-57 to relieve congestion at the "Orange Crush". The project will generally be constructed within the existing right-of-way. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The project will increase freeway capacity and reduce congestion. The current daily traffic volume on this segment of the I-5 between SR-55 and SR-57 is about 389,000. The demand is expected to grow by more than 19 percent by 2030, bringing the daily usage to 464,000 vehicles per day. Regional plans also include additional improvements on I-5 from the "Orange Crush" to SR-91 using federal and state funds.

Cost:

The estimated cost to improve this section of the I-5 is \$470.0 million.



Project B

Santa Ana Freeway (I-5) Improvements from the Costa Mesa Freeway (SR-55) to El Toro "Y" Area

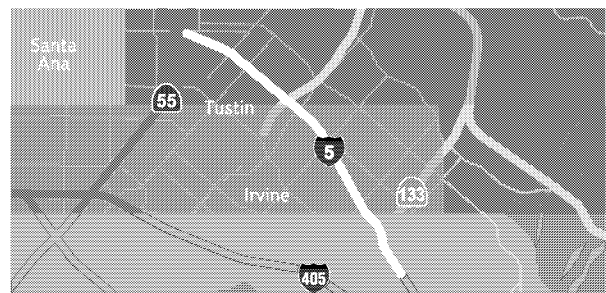
Description:

Build new lanes and improve the interchanges in the area between SR-55 and the SR-133 (near the El Toro "Y"). This segment of I-5 is the major route serving activity areas in the cities of Irvine, Tustin, Santa Ana and north Orange County. The project will also make improvements at local interchanges, such as Jamboree Road. The project will generally be constructed within the existing right-of-way. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The project will increase freeway capacity and reduce congestion. The current traffic volume on this segment of I-5 is about 356,000 vehicles per day and is expected to increase by nearly 24 percent, bringing it up to 440,000 vehicles per day. In addition to the projects described above, regional plans include additional improvements to this freeway at local interchanges, such as Culver Drive, using federal and state funds.

Cost:

The estimated cost to improve this section of I-5 is \$300.2 million.



Freeway Projects

Santa Ana Freeway/San Diego Freeway (I-5)

Project C

San Diego Freeway (I-5) Improvements South of the El Toro "Y"

Description:

Add new lanes to I-5 from the vicinity of the El Toro Interchange in Lake Forest to the vicinity of SR-73 in Mission Viejo. Also add new lanes on I-5 between Coast Highway and Avenida Pico interchanges to reduce freeway congestion in San Clemente. The project will also make major improvements at local interchanges as listed in Project D. The project will generally be constructed within the existing right-of-way. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The project will increase freeway capacity and reduce congestion. Current traffic volume on I-5 near the El Toro "Y" is about 342,000 vehicles per day. This volume will increase in the future by 35 percent, bringing it up to 460,000 vehicles per day. Regional plans also include construction of a new freeway access point between Crown Valley Parkway and Avery Parkway as well as new off ramps at Stonehill Drive using federal and state funds.

Cost:

The estimated cost to improve these segments of I-5 is \$627.0 million.



Project D

Santa Ana Freeway / San Diego Freeway (I-5) Local Interchange Upgrades

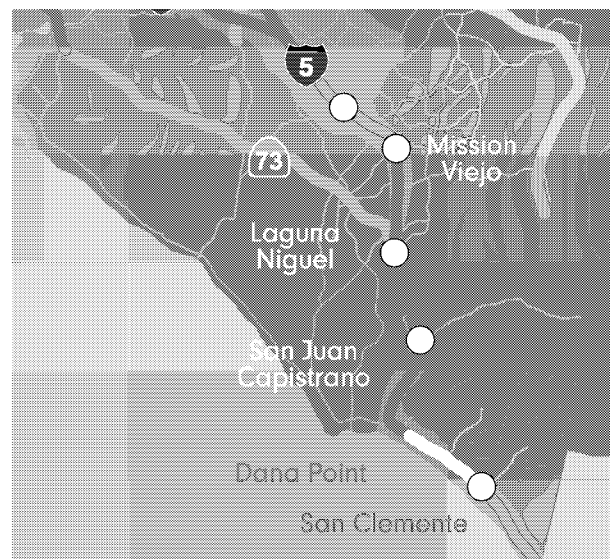
Description:

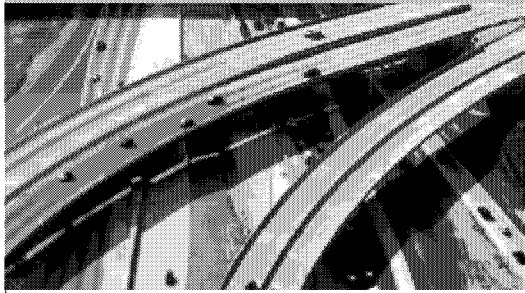
Update and improve key I-5 interchanges such as Avenida Pico, Ortega Highway, Avery Parkway, La Paz Road, El Toro Road, and others to relieve street congestion around older interchanges and on ramps. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

In addition to the project described above, regional plans also include improvements to the local interchanges at Camino Capistrano, Oso Parkway, Alicia Parkway and Barranca Parkway using federal and state funds.

Cost:

The estimated cost for the I-5 local interchange upgrades is \$258.0 million.





Freeway Projects

Garden Grove Freeway (SR-22)

Costa Mesa Freeway (SR-55)

Project E

Garden Grove Freeway (SR-22)

Access Improvements

Description:

Construct interchange improvements at Euclid Street, Brookhurst Street and Harbor Boulevard to reduce freeway and street congestion near these interchanges. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

Regional plans also include the construction of new freeway-to-freeway carpool ramps to the SR-22/I-405 interchange, and improvements to the local interchange at Magnolia Avenue using federal and state funds.

Cost:

The estimated cost to improve the SR-22 interchanges is \$120.0 million.



Project F

Costa Mesa Freeway (SR-55) Improvements

Description:

Add new lanes to SR-55 between Garden Grove Freeway (SR-22) and the San Diego Freeway (I-405), generally within existing right-of-way, including merging lanes between interchanges to smooth traffic flow. This project also provides for freeway operational improvements for the portion of SR-55 between SR-91 and SR-22. The project will generally be constructed within the existing right-of-way. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The project will increase freeway capacity and reduce congestion. This freeway carries about 295,000 vehicles on a daily basis. This volume is expected to increase by nearly 13 percent, bringing it up to 332,000 vehicles per day in the future. In addition to the projects described above, regional plans also include a new street overcrossing and carpool ramps at Alton Avenue using federal and state funds.

Cost:

The estimated cost for these SR-55 improvements is \$366.0 million.



Freeway Projects

Orange Freeway (SR-57)

Project

Orange Freeway (SR-57) Improvements

Description:

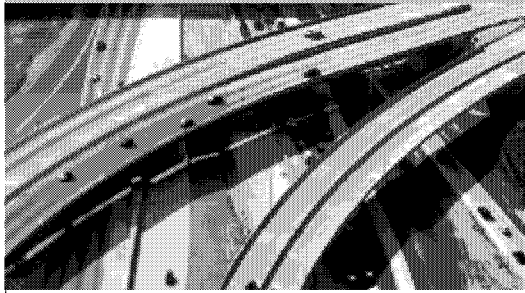
Build a new northbound lane between Orangewood Avenue and Lambert Road. Other projects include improvements to the Lambert interchange and the addition of a northbound truck climbing lane between Lambert and Tonner Canyon Road. The improvements will be designed and coordinated specifically to reduce congestion at SR-57/SR-91 interchange. These improvements will be made generally within existing right-of-way. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The project will increase freeway capacity and reduce congestion. The daily traffic volume on this freeway is about 315,000 vehicles. By 2030, this volume will increase by 15 percent, bringing it up to 363,000 vehicles per day. In addition to the project described above, regional plans include new carpool ramps at Cerritos Avenue using federal and state funds.

Cost:

The estimated cost to implement SR-57 improvements is \$258.7 million.





Freeway Projects

Riverside Freeway (SR-91)

Project H

Riverside Freeway (SR-91) Improvements from the Santa Ana Freeway (I-5) to the Orange Freeway (SR-57)

Description:

Add capacity in the westbound direction and provide operational improvements at on and off ramps to the SR-91 between I-5 and the Orange Freeway (SR-57), generally within existing right-of-way, to smooth traffic flow and relieve the SR-57/SR-91 interchange. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

The current daily freeway volume along this segment of SR-91 is about 256,000. By 2030, this volume is expected to increase by nearly 13 percent, bringing it up to 289,900 vehicles per day.

Cost:

The estimated cost for improvements in this segment of SR-91 is \$140.0 million.



Project I

Riverside Freeway (SR-91) Improvements from Orange Freeway (SR-57) to the Costa Mesa Freeway (SR-55) Interchange Area

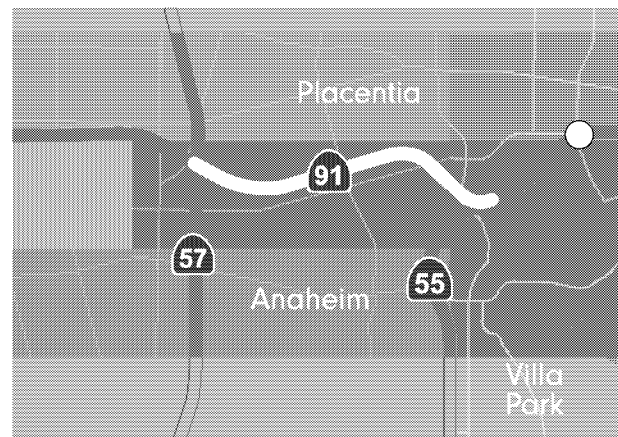
Description:

Improve the SR-91/SR-55 to SR-91/SR-57 interchange complex, including nearby local interchanges such as Tustin Avenue and Lakeview, as well as adding freeway capacity between SR-55 and SR-57. The project will generally be constructed within the existing right-of-way. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

Current freeway volume on this segment of the SR-91 is about 245,000 vehicles per day. This vehicular demand is expected to increase by 22 percent, bringing it up to 300,000 vehicles per day in the future.

Cost:

The estimated cost for these improvements to the SR-91 is \$416.5 million.



Freeway Projects

Riverside Freeway (SR-91)

Project **J**

Riverside Freeway (SR-91) Improvements from Costa Mesa Freeway (SR-55) to the Orange/ Riverside County Line

Description:

This project adds capacity on SR-91 beginning at SR-55 and extending to I-15 in Riverside County.

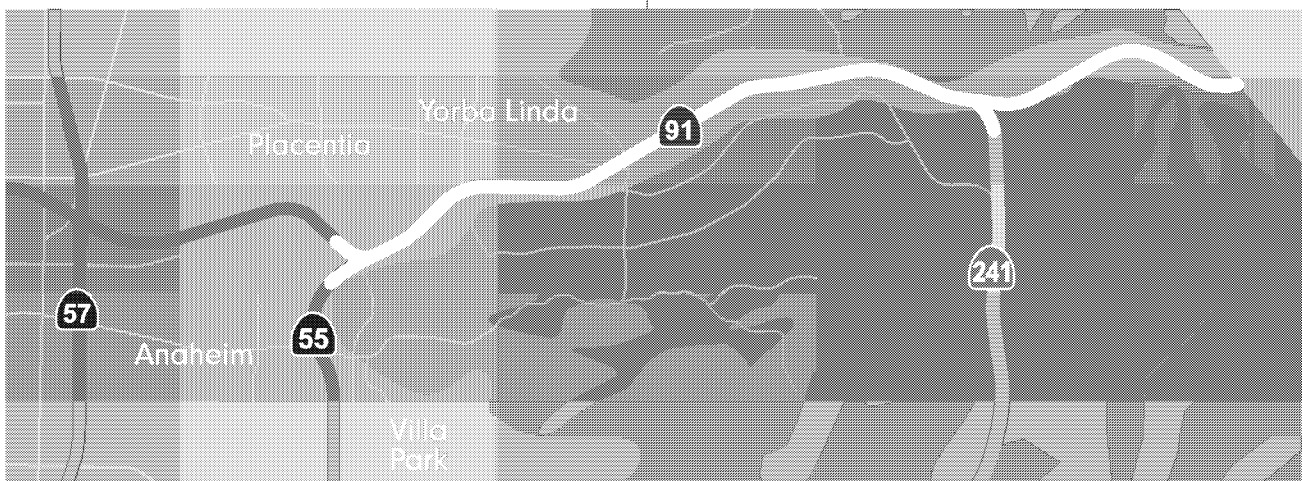
The first priority will be to improve the segment of SR-91 east of SR-241. The goal is to provide up to four new lanes of capacity between SR-241 and Riverside County Line by making best use of available freeway property, adding reversible lanes, building elevated sections and improving connections to SR-241. These projects would be constructed in conjunction with similar coordinated improvements in Riverside County extending to I-15 and provide a continuous set of improvements between SR-241 and I-15. The portion of improvements in Riverside County will be paid for from other sources. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

This project also includes improvements to the segment of SR-91 between SR-241 and SR-55. The concept is to generally add one new lane in each direction and improve the interchanges.

Today, this freeway carries about 314,000 vehicles every day. This volume is expected to increase by 36 percent, bringing it up to 426,000 vehicles by 2030.

Cost:

The estimated cost for these improvements to the SR-91 is \$925.0 million.



Freeway Projects

San Diego Freeway (I-405)

Project **K**

San Diego Freeway (I-405) Improvements between the I-605 Freeway in Los Alamitos area and Costa Mesa Freeway (SR-55)

Description:

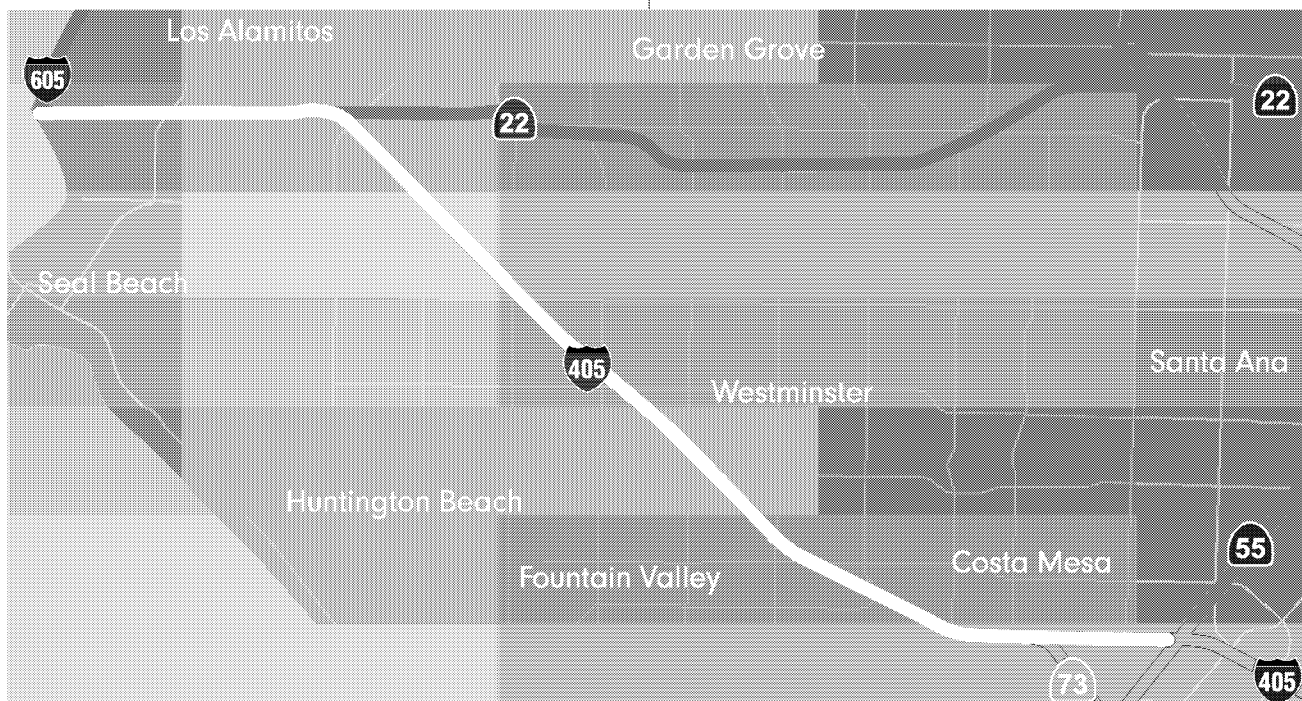
Add new lanes to the San Diego Freeway between I-605 and SR-55, generally within the existing right-of-way. The project will make best use of available freeway property, update interchanges and widen all local overcrossings according to city and regional master plans. The improvements will be coordinated with other planned I-405 improvements in the I-405/SR-22/I-605 interchange area to the north and I-405/SR-73 improvements to the south. The improvements will adhere to recommendations of the Interstate 405 Major Investment Study

(as adopted by the Orange County Transportation Authority Board of Directors on October 14, 2005) and will be developed in cooperation with local jurisdictions and affected communities.

Today, I-405 carries about 430,000 vehicles daily. The volume is expected to increase by nearly 23 percent, bringing it up to 528,000 vehicles daily by 2030. The project will increase freeway capacity and reduce congestion. Near-term regional plans also include the improvements to the I-405/SR-73 interchange as well as a new carpool interchange at Bear Street using federal and state funds.

Cost:

The estimated cost for these improvements to the I-405 is \$500.0 million.



Freeway Projects

San Diego Freeway (I-405)

Project **L**

San Diego Freeway (I-405) Improvements between Costa Mesa Freeway (SR-55) and Santa Ana Freeway (I-5)

Description:

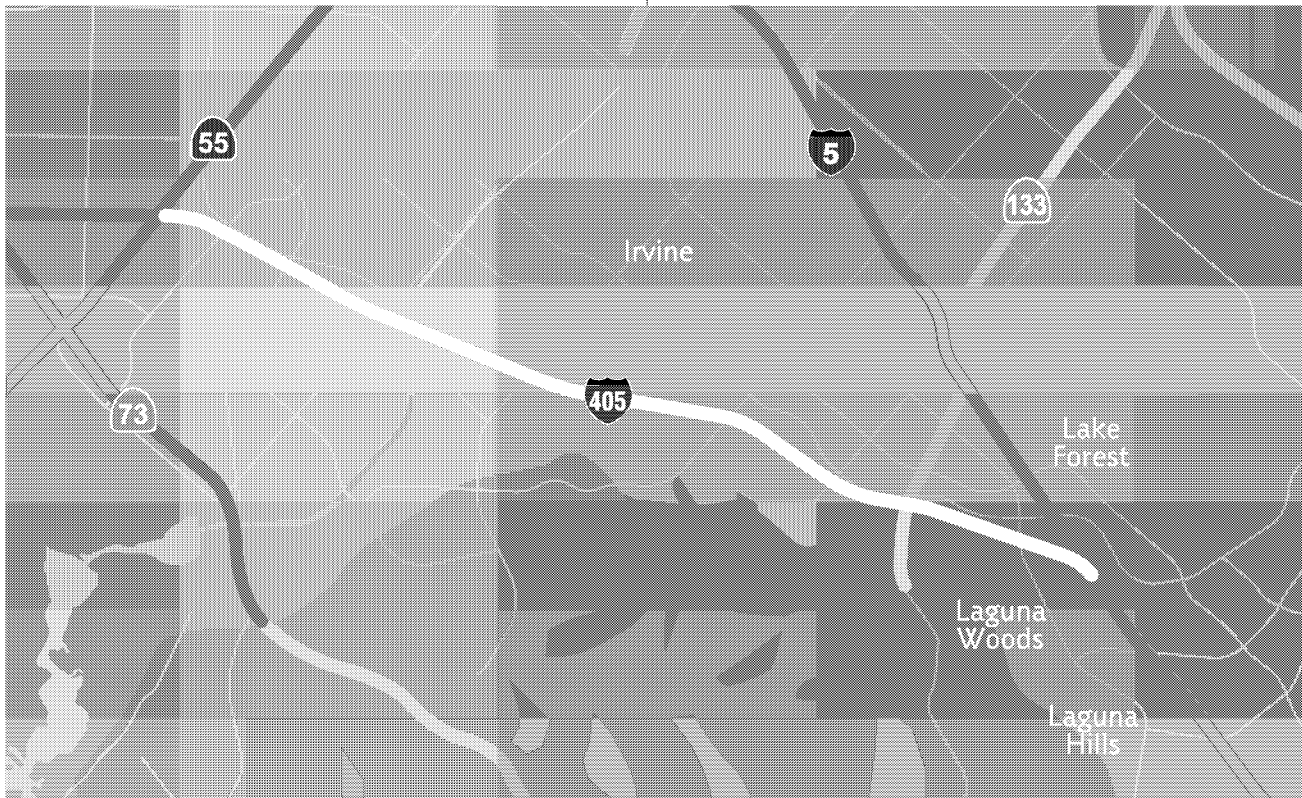
Add new lanes to the freeway from SR-55 to the I-5. The project will also improve chokepoints at interchanges and add merging lanes near on/off ramps such as Lake Forest Drive, Irvine Center Drive and SR-133 to improve the overall freeway operations in the I-405/I-5 El Toro "Y" area. The projects will generally be constructed within the existing right-of-way. Specific improvements will be

subject to approved plans developed in cooperation with local jurisdictions and affected communities.

This segment of the freeway carries 354,000 vehicles a day. This number will increase by nearly 13 percent, bringing it up to 401,000 vehicles per day by 2030. The project will increase freeway capacity and reduce congestion. In addition to the projects described above, regional plans include a new carpool interchange at Von Karman Avenue using federal and state funds.

Cost:

The estimated cost for these improvements to the I-405 is \$319.7 million.





Freeways Projects

I-605 Freeway Access Improvements Freeway Service Patrol

Project **M**

I-605 Freeway Access Improvements

Description:

Improve freeway access and arterial connection to I-605 serving the communities of Los Alamitos and Cypress. The project will be coordinated with other planned improvements along SR-22 and I-405. Specific improvements will be subject to approved plans developed in cooperation with local jurisdictions and affected communities.

Regional plans also include the addition of new freeway-to-freeway carpool ramps to the I-405/I-605 interchange using federal and state funds. This improvement will connect to interchange improvements at I-405 and SR-22 as well as new freeway lanes between I-405 and I-605.

Cost:

The estimated cost to make these I-605 interchange improvements is \$20.0 million.

Project **N**

Freeway Service Patrol

Description:

The Freeway Service Patrol (FSP) provides competitively bid, privately contracted tow truck service for motorists with disabled vehicles on the freeway system. This service helps stranded motorists and quickly clears disabled vehicles out of the freeway lanes to minimize congestion caused by vehicles blocking traffic and passing motorists rubbernecking.

Currently Freeway Service Patrol is available on Orange County freeways Monday through Friday during peak commuting hours. This project would assure that this basic level of service could be continued through 2041. As demand and congestion levels increase, this project would also permit service hours to be extended throughout the day and into the weekend.

Cost:

The estimated cost to support the Freeway Service Patrol Program for thirty years beyond 2011 is \$150.0 million.





Streets and Roads Projects Overview

Orange County has more than 6,500 lane miles of aging streets and roads, many of which are in need of repair, rejuvenation and improvement. Intersections need to be widened, traffic lights need to be synchronized, and potholes need to be filled. And, in many cases, to make Orange County's transportation system work smoothly, we need to add additional lanes to existing streets.

Thirty-two percent of net revenues from the Renewed Measure M Transportation Investment Plan is dedicated to maintaining streets, fixing potholes, improving intersections and widening city streets and county roads.

Making the System Work

Making the existing system of streets and roads work better—by identifying spot intersection improvements, filling potholes, repaving worn-out streets—is the basis of making a countywide transportation system work. That basis has to be the first priority. But to operate a successful, countywide system of streets and roads, we need more: street widenings and traffic signals synchronized countywide. And there's more. Pedestrian safety near local schools needs to be improved. Traffic flow must be smoothed. Street repairs must be made sooner. And, perhaps most importantly, cities and the county must work together—collaboratively—to find simple, low-cost traffic solutions.

Renewed Measure M provides financial incentives for traffic improvements that cross city and county lines, providing a seamless, county-wide transportation system that's friendly to regional commuters and fair to local residents.

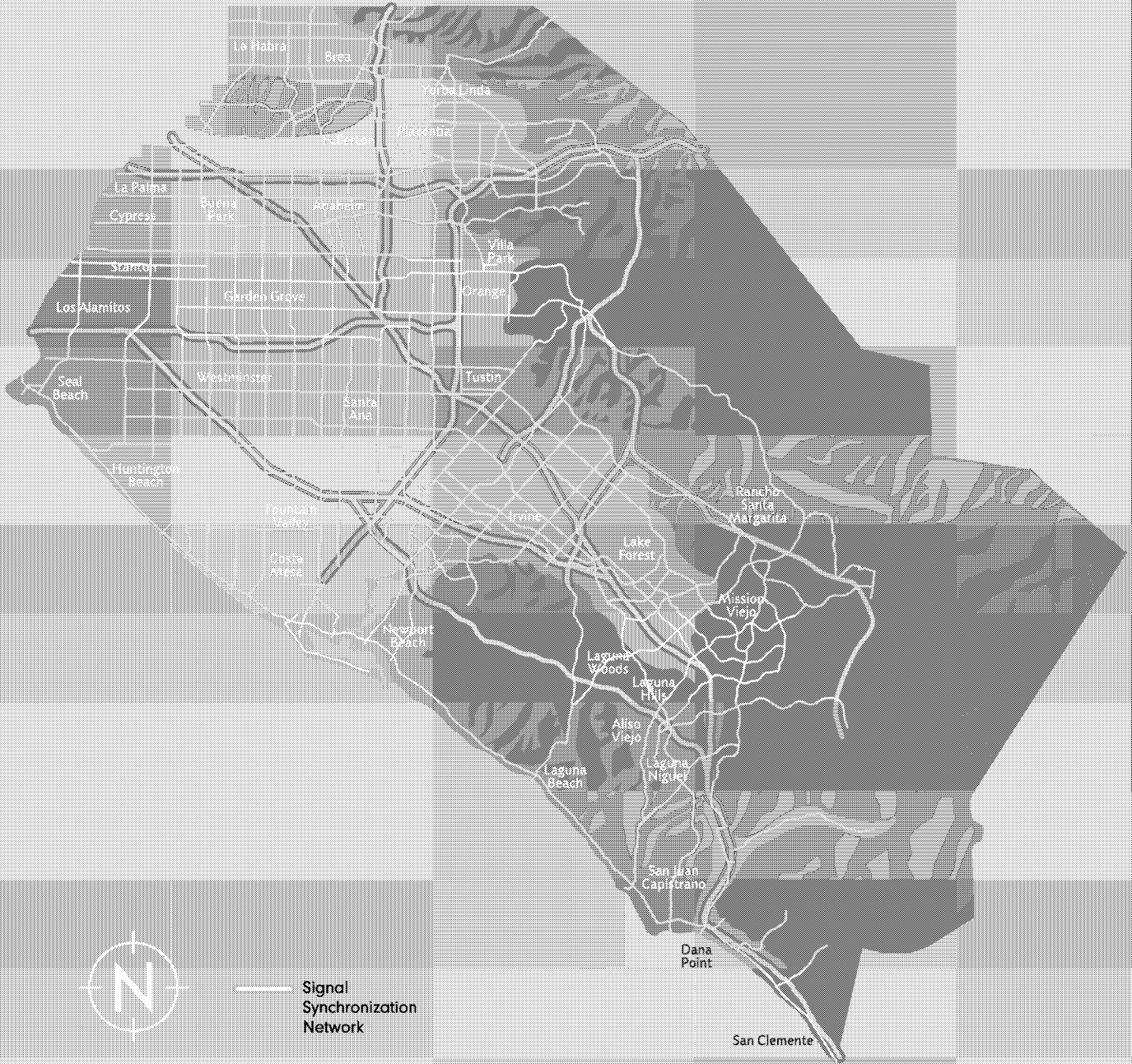
Better Cooperation

To place a higher priority on cooperative, collaborative regional decision-making, Renewed Measure M creates incentives that encourage traffic lights to be coordinated across jurisdictional lines, major street improvements to be better coordinated on a regional basis, and street repair programs to be a high priority countywide. To receive Measure M funding, cities and the county have to cooperate.

The Streets and Roads program in Renewed Measure M involves shared responsibilities—local cities and the county set their local priorities within a competitive, regional framework that rewards cooperation, honors best practices, and encourages government agencies to work together.



Orange County Streets and Roads Projects



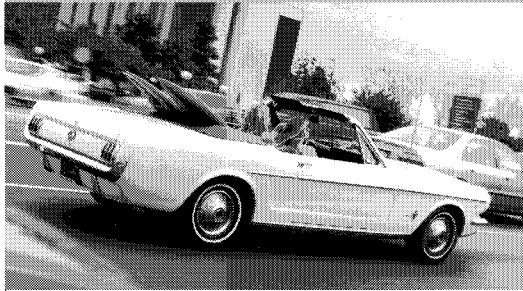
R **Regional Capacity Program**
 (not mapped)
 Nearly 1,000 miles of new lanes

page 18

L **Local Fair Share Program**
 (not mapped)
 Street maintenance and improvements

page 20

P **Regional Traffic Signal Synchronization Program** page 19
 (see grid above)
 Over 750 miles of roadway
 Over 2,000 coordinated signals



Streets and Roads Projects

Regional Capacity Program

Project

Regional Capacity Program

Description:

This program, in combination with local matching funds, provides a funding source to complete the Orange County Master Plan of Arterial Highways (MPAH). The program also provides for intersection improvements and other projects to help improve street operations and reduce congestion. The program allocates funds through a competitive process and targets projects that help traffic the most by considering factors such as degree of congestion relief, cost effectiveness, project readiness, etc.

Local jurisdictions must provide a dollar-for-dollar match to qualify for funding, but can be rewarded with lower match requirements if they give priority to other key objectives, such as better road maintenance and regional signal synchronization.

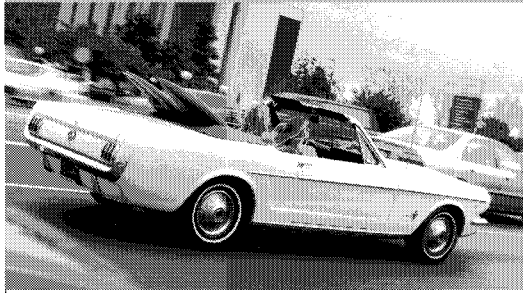
Roughly 1,000 miles of new street lanes remain to be completed, mostly in the form of widening existing streets to their ultimate planned width. Completion of the system will result in a more even traffic flow and efficient system.

Another element of this program is funding for construction of railroad over or underpass grade separations where high volume streets are impacted by freight trains along the Burlington Northern Santa Fe railroad in northern Orange County.

Cost:

The estimated cost for these street improvement projects is \$1,132.8 million.





Streets and Roads Projects

Regional Traffic Signal Synchronization Program

Project **P**

Regional Traffic Signal Synchronization Program

Description:

This program targets over 2,000 signalized intersections across the County for coordinated operation. The goal is to improve the flow of traffic by developing and implementing regional signal coordination programs that cross jurisdictional boundaries.

Most traffic signal synchronization programs today are limited to segments of roads or individual cities and agencies. For example, signals at intersections of freeways with arterial streets are controlled by Caltrans, while nearby signals at local street intersections are under the control of cities. This results in the street system operating at less than maximum efficiency. When completed, this project can increase the capacity of the street grid and reduce the delay by over six million hours annually.

To ensure that this program is successful, cities, the County of Orange and Caltrans will be required to work together and prepare a common traffic signal synchronization plan and the necessary governance and legal arrangements before receiving funds. In addition, cities will be required to provide 20 percent of the costs. Once in place, the program will provide funding for ongoing maintenance and operation of the synchronization plan. Local jurisdictions will be required to publicly report on the performance of their signal synchronization efforts at least every three years. Signal equipment to give emergency vehicles priority at intersections will be an eligible expense for projects implemented as part of this program.

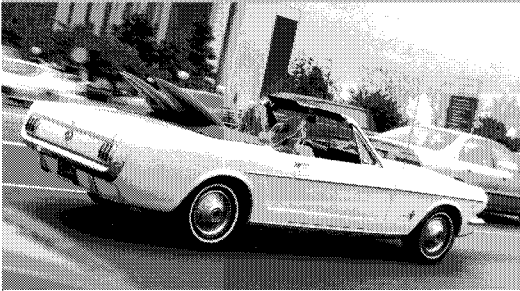
Cost:

The estimated cost of developing and maintaining a regional traffic signal synchronization program for Orange County is \$453.1 million.



Streets and Roads Projects

Local Fair Share Program



Project

Local Fair Share Program

Description:

This element of the program will provide flexible funding to help cities and the County of Orange keep up with the rising cost of repairing the aging street system. In addition, cities can use these funds for other local transportation needs such as residential street projects, traffic and pedestrian safety near schools, signal priority for emergency vehicles, etc.

This program is intended to augment, rather than replace, existing transportation expenditures and therefore cities must meet the following requirements to receive the funds.

1. Continue to invest General Fund monies (or other local discretionary monies) for transportation and annually increase this commitment to keep pace with inflation.
2. Agree to use Measure M funds for transportation purposes only, subject to full repayment and a loss of funding eligibility for five years for any misuse.
3. Agree to separate accounting for Measure M funds and annual reporting on actual Measure M expenditures.
4. Develop and maintain a Pavement Management Program to ensure timely street maintenance and submit regular public reports on the condition of streets.

5. Annually submit a six-year Capital Improvement Program and commit to spend Measure M funds within three years of receipt.
6. Agree to assess traffic impacts of new development and require that new development pay a fair share of any necessary transportation improvements.
7. Agree to plan, build and operate major streets consistent with the countywide Master Plan of Arterial Highways to ensure efficient traffic flow across city boundaries.
8. Participate in Traffic Forums with neighboring jurisdictions to facilitate the implementation and maintenance of traffic signal synchronization programs and projects. This requires cities to balance local traffic policies with neighboring cities—for selected streets—to promote more efficient traffic circulation overall.
9. Agree to consider land use planning strategies that are transit-friendly, support alternative transportation modes including bike and pedestrian access and reduce reliance on the automobile.

The funds under this program are distributed to cities and the County of Orange by formula once the cities have fulfilled the above requirements. The formula will account for population, street mileage and amount of sales tax collected in each jurisdiction.

Cost:

The estimated cost for this program for thirty years is \$2,039.1 million.





Transit Overview

Building streets, roads and freeways helps fix today's traffic problems. Building a visionary transit system that is safe, clean and convenient focuses on Orange County's transportation future.

Twenty-five percent of net revenues from the Renewed Measure M Transportation Investment Plan is allocated towards building and improving rail and bus transportation in Orange County. Approximately twenty percent of the Renewed Measure M funds is allocated to developing a creative countywide transit program and five percent of the revenues will be used to enhance programs for senior citizens and for targeted, localized bus service. All transit expenditures must be consistent with the safeguards and audit provisions of the Plan.

A New Transit Vision

The key element of the Renewed Measure M transit program is improving the 100-year old Santa Fe rail line, known today as the Los Angeles/San Diego (LOSSAN) rail corridor, through the heart of the county. Then, by using this well-established, operational commuter rail system as a platform for future growth, existing rail stations will be developed into regional transportation hubs that can serve as regional transportation gateways or the centerpiece of local transportation services. A series of new, well-coordinated, flexible transportation systems, each one customized to the unique transportation vision the station serves, will be developed. Creativity and good financial sense will be encouraged. Partnerships will be promoted. Transportation solutions for each transportation hub can range from monorails to local mini-bus systems to new technologies. Fresh thinking will be rewarded.

The new, localized transit programs will bring competition to local transportation planning, creating a marketplace of transportation ideas where the best ideas emerge and compete for funding. The plan is to encourage civic entrepreneurship and stimulate private involvement and investment.

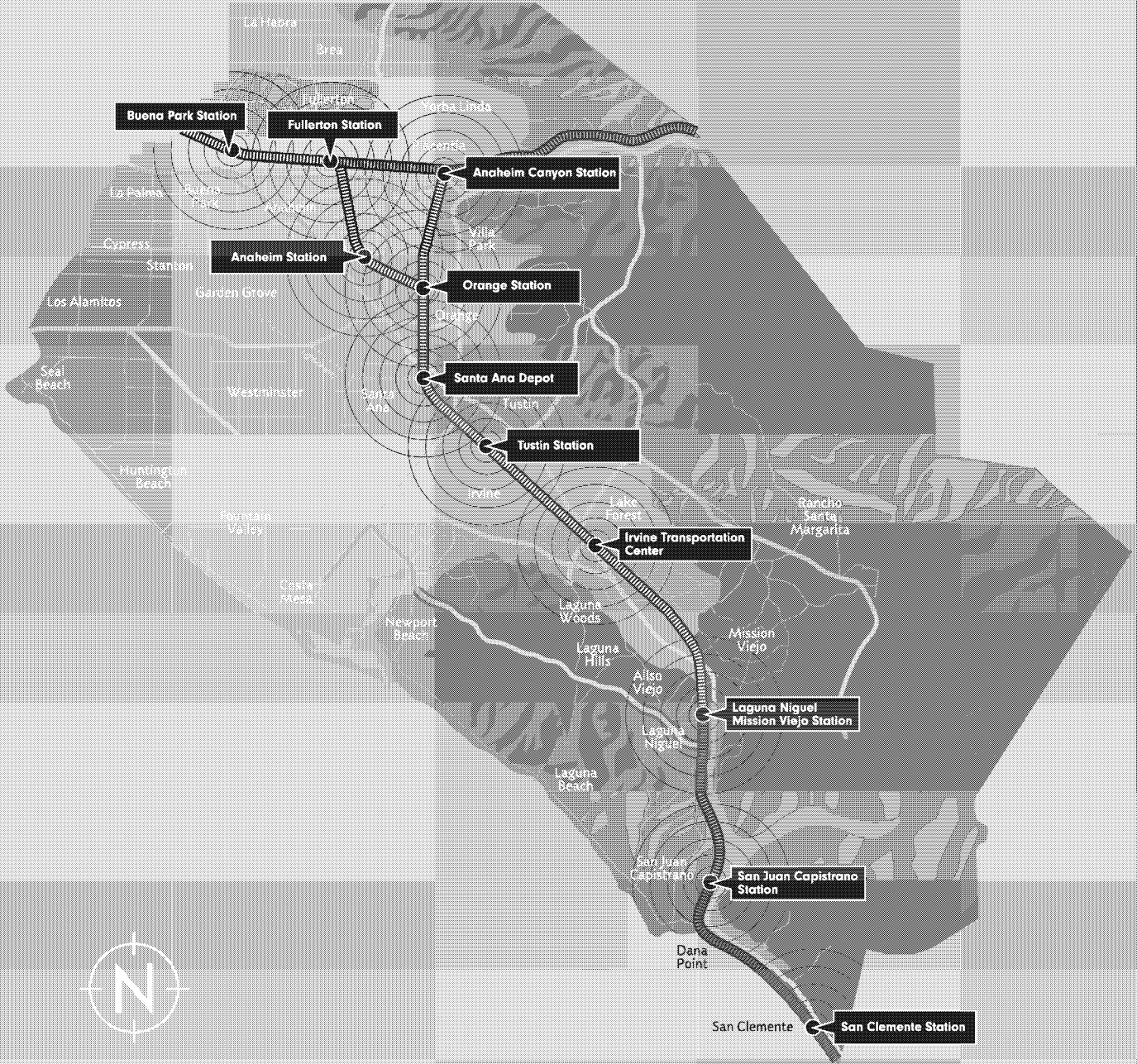
Transit Investment Criteria

The guiding principles for all transit investments are value, safety, convenience and reliability. Each local transit vision will be evaluated against clear criteria, such as congestion relief, cost-effectiveness, readiness, connectivity, and a sound operating plan.

In terms of bus services, more specialized transit services, including improved van services and reduced fares for senior citizens and people with disabilities, will be provided. Safety at key bus stops will be improved. And a network of community-based, mini-bus services will be developed in areas outside of the central county rail corridor.



Orange County Transit Projects



- R** High Frequency Metrolink Service (———○——— = existing rail line/stations)
- S** Transit Extensions to Metrolink (◎)
- T** Metrolink Gateways (not mapped)
- U** Expand Mobility Choices for Seniors and Persons with Disabilities (countywide; not mapped)
- V** Community Based Transit/Circulators (countywide; not mapped)
- W** Safe Transit Stops (countywide; not mapped)

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Transit Projects

High Frequency Metrolink Service Transit Extensions to Metrolink

Project **R**

High Frequency Metrolink Service

Description:

This project will increase rail services within the county and provide frequent Metrolink service north of Fullerton to Los Angeles. The project will provide for track improvements, more trains, and other related needs to accommodate the expanded service.

This project is designed to build on the successes of Metrolink and complement service expansion made possible by the current Measure M. The service will include upgraded stations and added parking capacity; safety improvements and quiet zones along the tracks; and frequent shuttle service and other means, to move arriving passengers to nearby destinations.

The project also includes funding for improving grade crossings and constructing over or underpasses at high volume arterial streets that cross the Metrolink tracks.

Cost:

The estimated cost of capital and operations is \$1,014.1 million.

Project **S**

Transit Extensions to Metrolink

Description:

Frequent service in the Metrolink corridor provides a high capacity transit system linking communities within the central core of Orange County. This project will establish a competitive program for local jurisdictions to broaden the reach of the rail system to other activity centers and communities. Proposals for extensions must be developed and supported by local jurisdictions and will be evaluated against well-defined and well-known criteria as follows:

- Traffic congestion relief
- Project readiness, with priority given to projects that can be implemented within the first five years of the Plan
- Local funding commitments and the availability of right-of-way
- Proven ability to attract other financial partners, both public and private
- Cost-effectiveness
- Proximity to jobs and population centers
- Regional as well as local benefits
- Ease and simplicity of connections
- Compatible, approved land uses
- Safe and modern technology
- A sound, long-term operating plan

This project shall not be used to fund transit routes that are not directly connected to or that would be redundant to the core rail service on the Metrolink corridor. The emphasis shall be on expanding access to the core rail system and on establishing connections to communities and major activity centers that are not immediately adjacent to the Metrolink corridor. It is intended that multiple transit projects be funded through





Transit Projects

Metrolink Gateways

Expand Mobility Choices for Seniors and Persons with Disabilities

a competitive process and no single project may be awarded all of the funds under this program.

These connections may include a variety of transit technologies such as conventional bus, bus rapid transit or high capacity rail transit systems as long as they can be fully integrated and provide seamless transition for the users.

Cost:

The estimated cost to implement this program over thirty years is \$1,000.0 million.

Project T

Convert Metrolink Station(s) to Regional Gateways that Connect Orange County with High-Speed Rail Systems

Description:

This program will provide the local improvements that are necessary to connect planned future high-speed rail systems to stations on the Orange County Metrolink route.

The State of California is currently planning a high-speed rail system linking northern and southern California. One line is planned to terminate in Orange County. In addition, several magnetic levitation (MAGLEV) systems that would connect Orange County to Los Angeles and San Bernardino Counties, including a link from Anaheim to Ontario airport, are also being planned or proposed by other agencies.

Cost:

The estimated Measure M share of the cost for these regional centers and connections is \$226.6 million.

Project U

Expand Mobility Choices for Seniors and Persons with Disabilities

Description:

This project will provide services and programs to meet the growing transportation needs of seniors and persons with disabilities as follows:

- One percent of net revenues will stabilize fares and provide fare discounts for bus services, specialized ACCESS services and future rail services
- One percent of net revenues will be available to continue and expand local community van service for seniors through the existing Senior Mobility Program
- One percent will supplement existing countywide senior non-emergency medical transportation services

Over the next 30 years, the population age 65 and over is projected to increase by 93 percent. Demand for transit and specialized transportation services for seniors and persons with disabilities is expected to increase proportionately.

Cost:

The estimated cost to provide these programs over 30 years is \$339.8 million.





Transit Projects

Community Based Transit/Circulators Safe Transit Stops

Project **V**

Community Based Transit/Circulators

Description:

This project will establish a competitive program for local jurisdictions to develop local bus transit services such as community based circulators, shuttles and bus trolleys that complement regional bus and rail services, and meet needs in areas not adequately served by regional transit. Projects will need to meet performance criteria for ridership, connection to bus and rail services, and financial viability to be considered for funding. All projects must be competitively bid, and they cannot duplicate or compete with existing transit services.

Cost:

The estimated cost of this project is \$226.5 million.

Project **W**

Safe Transit Stops

Description:

This project provides for passenger amenities at 100 busiest transit stops across the County. The stops will be designed to ease transfer between bus lines and provide passenger amenities such as improved shelters, lighting, current information on bus and train timetables and arrival times, and transit ticket vending machines.

Cost:

The estimated cost of this project is \$25.0 million.





Environmental Cleanup Overview

Every day, more than 70 million gallons of oily pollution, litter, and dirty contamination washes off streets, roads and freeways and pours onto Orange County waterways and beaches. When it rains, the transportation-generated pollution increases tenfold, contributing to the increasing number of beach closures and environmental hazards along the Orange County coast.

Prior to allocation of funds for freeway, street and transit projects, two percent of gross revenues from the Renewed Measure M Transportation Investment Plan is set aside to protect Orange County beaches from transportation-generated pollution (sometimes called “urban runoff”) and improving ocean water quality.

Countywide Competitive Program

Measure M Environmental Cleanup funds will be used on a countywide, competitive basis to meet federal Clean Water Act standards for controlling transportation-generated pollution by funding nationally recognized Best Management Practices, such as catch basins with state-of-the-art biofiltration systems; or special roadside landscaping systems called bioswales that filter oil runoff from streets, roads and freeways.

The environmental cleanup program is designed to supplement, not supplant, existing transportation-related water quality programs. This clean-up program must improve, and not replace, existing pollution reduction efforts by cities, the county, and special districts. Funds will be awarded to the highest priority programs that improve water quality, keep our beaches and streets clean, and reduce transportation-generated pollution along Orange County’s scenic coastline.



Environmental Cleanup

Project **X**

Environmental Cleanup

Description:

Implement street and highway related water quality improvement programs and projects that will assist Orange County cities, the County of Orange and special districts to meet federal Clean Water Act standards for urban runoff.

The Environmental Cleanup monies may be used for water quality improvements related to both existing and new transportation infrastructure, including capital and operations improvements such as:

- Catch basin screens, filters and inserts
- Roadside bioswales and biofiltration channels
- Wetlands protection and restoration
- Continuous Deflective Separation (CDS) units
- Maintenance of catch basins and bioswales
- Other street-related “Best Management Practices” for capturing and treating urban runoff

This program is intended to augment, not replace existing transportation related water quality expenditures and to emphasize high-impact capital improvements over local operations and maintenance costs. In addition, all new freeway, street and transit capital projects will include water quality mitigation as part of project scope and cost.

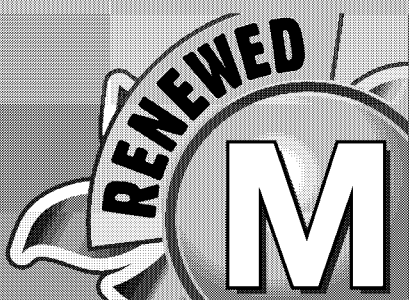
The Environmental Cleanup program is subject to the following requirements:

- Development of a comprehensive countywide capital improvement program for transportation related water quality improvements
- A competitive grant process to award funds to the highest priority, most cost-effective projects
- A matching requirement to leverage other federal, state and local funds for water quality improvements
- A maintenance of effort requirement to ensure that funds augment, not replace existing water quality programs
- Annual reporting on actual expenditures and an assessment of the water quality benefits provided
- A strict limit on administrative costs and a requirement to spend funds within three years of receipt
- Penalties for misuse of any of the Environmental Cleanup funds

Cost:

The estimated cost for the Environmental Cleanup program is \$237.2 million. In addition it is estimated that new freeway, road and transit projects funded by the Renewed Measure M Transportation Investment Plan will include more than \$165 million for mitigating water quality impacts.





Taxpayer Safeguards and Audits Overview

When new transportation dollars are approved, they should go for transportation and transportation alone. No bait-and-switch. No using transportation dollars for other purposes. The original Measure M went solely for transportation. The Renewed Measure M will be just as airtight.

And there will be no hidden costs in the program.

Prior to allocation of funds for freeway, street and transit projects, one percent of gross revenues from the Renewed Measure M Transportation Investment Plans is set aside for audits, safeguards, and taxpayer protection. By state law, one and one half percent of the gross sales taxes generated by Measure M must be paid to the California State Board of Equalization for collecting the countywide one-half percent sales tax that funds the Transportation Investment Program.

Special Trust Fund

To guarantee transportation dollars are used for transportation purposes, all funds must be kept in a special trust fund. An independent, outside audit of this fund will protect against cheaters who try to use the transportation funds for purposes other than specified transportation uses. A severe punishment will disqualify any agency that cheats from receiving Measure M funds for a five-year period.

The annual audits, and annual reports detailing project progress, will be sent to Orange County taxpayers every year and will be reviewed in public session by a special Taxpayer Oversight Committee that can raise fiscal issues, ask tough questions, and must independently certify, on an annual basis, that transportation dollars have been spent strictly according to the Renewed Measure M Investment Plan.

Back to the Voters

Of course, over the next 30 years, things will change. Minor adjustments can be made by a 2/3 vote of the Taxpayer Oversight Committee and a 2/3 vote of the Orange County Local Transportation Authority Board of Directors. Major changes must be taken back to voters for authorization. And, every ten years, and more frequently if necessary, the Orange County Local Transportation Authority must conduct a thorough examination of the Renewed Measure M Investment Plan and determine if major changes should be submitted to the voters.

There are other important taxpayer safeguards, all designed to insure the integrity of the voter-authorized plans. But each is focused on one goal: guaranteeing that new transportation dollars are devoted to solving Orange County's traffic problems and that no transportation dollars are diverted to anything else.





Taxpayer Safeguards and Audits

Taxpayer Safeguards and Audits

Description:

Implement and maintain strict taxpayer safeguards to ensure that the Renewed Measure M Transportation Investment Plan is delivered as promised. Restrict administrative costs to one percent (1%) of total tax revenues and state collection of the tax as prescribed in state law [currently one-and-one-half (1.5%) percent].

Administration of the Transportation Investment Plan and all spending is subject to the following specific safeguards and requirements:

Oversight

- All spending is subject to an annual independent audit
- Spending decisions must be annually reviewed and certified by an independent Taxpayer Oversight Committee
- An annual report on spending and progress in implementing the Plan must be submitted to taxpayers

Integrity of the Plan

- No changes to the Plan can be made without review and approval by 2/3 vote of the Taxpayer Oversight Committee
- Major changes to the Plan such as deleting a project or shifting projects among major spending categories (Freeways, Streets & Roads, Transit, Environmental Cleanup) must be ratified by a majority of voters
- The Plan must be subject at least every ten years to public review and assessment of progress in delivery, public support and changed circumstances. Any significant proposed changes to the Plan must be approved by the Taxpayer Oversight Committee and ratified by a majority of voters.

Fund Accounting

- All tax revenues and interest earned must be deposited and maintained in a separate trust fund. Local jurisdictions that receive allocations must also maintain them in a separate fund.
- All entities receiving tax funds must report annually on expenditures and progress in implementing projects
- At any time, at its discretion, the Taxpayer Oversight Committee may conduct independent reviews or audits of the spending of tax funds
- The elected Auditor/Controller of Orange County must annually certify that spending is in accordance with the Plan

Spending Requirements

- Local jurisdictions receiving funds must abide by specific eligibility and spending requirements detailed in the Streets & Roads and Environmental Cleanup components of the Plan
- Funds must be used only for transportation purposes described in the Plan. The penalty for misspending is full repayment and loss of funding eligibility for a period of five years.
- No funds may be used to replace private developer funding committed to any project or improvement
- Funds shall augment, not replace existing funds
- Every effort shall be made to maximize matching state and federal transportation dollars





Taxpayer Safeguards and Audits

Taxpayer Oversight Committee

- The committee shall consist of eleven members—two members from each of the five Board of Supervisor's districts, who shall not be elected or appointed officials—along with the elected Auditor/Controller of Orange County
- Members shall be recruited and screened for expertise and experience by the Orange County Grand Jurors Association. Members shall be selected from the qualified pool by lottery.
- The committee shall be provided with sufficient resources to conduct independent reviews and audits of spending and implementation of the Plan

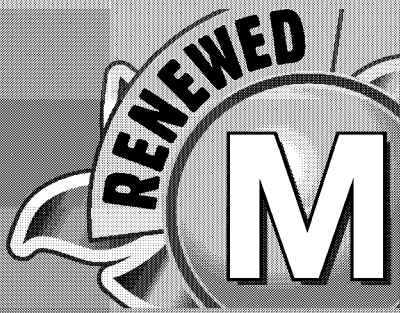
Collecting the Tax

- The State Board of Equalization shall be paid one-and-one-half (1.5) percent of gross revenues each fiscal year for its services in collecting sales tax revenue as prescribed in Section 7273 of the State's Revenue and Taxation Code

Cost:

The estimated cost for Safeguards and Audits over thirty years is \$296.6 million.





Measure M Investment Summary

LOCATION		PROJECTS	COSTS 2005 estimates in millions	
Freeway Projects (in millions)				\$4,871.1
I-5	Santa Ana Freeway Interchange Improvements	A	\$470.0	
I-5	Santa Ana/San Diego Freeway Improvements	B C D	1,185.2	
SR-22	Garden Grove Freeway Access Improvements	E	120.0	
SR-55	Costa Mesa Freeway Improvements	F	366.0	
SR-57	Orange Freeway Improvements	G	258.7	
SR-91	Riverside Freeway Improvements	H I J	1,481.5	
I-405	San Diego Freeway Improvements	K L	819.7	
I-605	Freeway Access Improvements	M	20.0	
All	Freeway Service Patrol	N	150.0	
Streets & Roads Projects (in millions)				\$3,625.0
	Regional Capacity Program	O	\$1,132.8	
	Regional Traffic Signal Synchronization Program	P	453.1	
	Local Fair Share Program	Q	2,039.1	
Transit Projects (in millions)				\$2,832.0
	High Frequency Metrolink Service	R	\$1,014.1	
	Transit Extensions to Metrolink	S	1,000.0	
	Metrolink Gateways	T	226.6	
	Expand Mobility Choices for Seniors and Persons with Disabilities	U	339.8	
	Community Based Transit/Circulators	V	226.5	
	Safe Transit Stops	W	25.0	
Environmental Cleanup (in millions)				\$237.2
	Clean Up Highway and Street Runoff that Pollutes Beaches	X	\$237.2	
Taxpayer Safeguards and Audits (in millions)				\$296.6
	Collect Sales Taxes (State charges required by law)		\$178.0	
	Oversight and Annual Audits		118.6	
Total (2005 dollars in millions)				\$11,861.9

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ATTACHMENT B

ALLOCATION OF NET REVENUES

I. DEFINITIONS.

For purposes of the Ordinance the following words shall mean as stated.

A. "Capital Improvement Program": a multi-year-year funding plan to implement capital transportation projects and/or programs, including but not limited to capacity, safety, operations, maintenance, and rehabilitation projects.

B. "Circulation Element": an element of an Eligible Jurisdiction's General Plan depicting planned roadways and related policies, including consistency with the MPAH.

C. "Congestion Management Program": a program established in 1990 (California Government Code 65089), for effective use of transportation funds to alleviate traffic congestion and related impacts through a balanced transportation and land use planning process.

D. "Eligible Jurisdiction": a city in Orange County or the County of Orange, which satisfies the requirements of Section III A.

E. "Encumbrance": the execution of a contract or other action to be funded by Net Revenues.

F. "Environmental Cleanup": street, highway, freeway and transit related water quality improvement programs and projects as described in the Plan.

G. "Environmental Cleanup Revenues": Two percent (2%) of the Revenues allocated annually plus interest and other earnings on the allocated revenues, which shall be maintained in a separate account.

H. "Expenditure Report": a detailed financial report to account for receipt, interest earned and use of Measure M and other funds consistent with requirements of the Ordinance.

I. "Freeway Project": the planning, design, construction, improvement,

1 operation or maintenance necessary for, incidental to, or convenient for a state or interstate
2 freeway.

3 J. "Local Fair Share Program": a formula-based allocation to Eligible
4 Jurisdictions for Street and Road Projects as described in the Plan.

5 K. "Local Traffic Signal Synchronization Plan": identification of traffic
6 signal synchronization street routes and traffic signals within a jurisdiction.

7 L. "Master Plan of Arterial Highways (MPAH)": a countywide
8 transportation plan administered by the Authority defining the ultimate number of through
9 lanes for arterial streets, and designating the traffic signal synchronization street routes in
10 Orange County.

11 M. "Net Revenues": The remaining Revenues after the deduction for: (i)
12 amounts payable to the State Board of Equalization for the performance of functions
13 incidental to the administration and operation of the Ordinance, (ii) costs for the
14 administration of the Ordinance, (iii) two percent (2%) of the Revenues annually allocated
15 for Environmental Cleanup, and (iv) satisfaction of debt service requirements of all bonds
16 issued pursuant to the Ordinance that are not satisfied out of separate allocations.

17 N. "Pavement Management Plan": a plan to manage the preservation,
18 rehabilitation, and maintenance of paved roads by analyzing pavement life cycles,
19 assessing overall system performance and costs, and determining alternative strategies
20 and costs necessary to improve paved roads.

21 O. "Permit Streamlining": commitments by state and federal agencies to
22 reduce project delays associated with permitting of freeway projects through development
23 of a comprehensive conservation strategy early in the planning process and the permitting
24 of multiple projects with a single comprehensive conservation strategy.

25 P. "Programmatic Mitigation": permanent protection of areas of high
26 ecological value, and associated restoration, management and monitoring, to
27 comprehensively compensate for numerous, smaller impacts associated with individual
28 transportation projects. Continued function of existing mitigation features, such as wildlife

1 passages, is not included.

2 Q. "Project Final Report": certification of completion of a project funded
3 with Net Revenues, description of work performed, and accounting of Net Revenues
4 expended and interest earned on Net Revenues allocated for the project.

5 R. "Regional Capacity Program": capital improvement projects to
6 increase roadway capacity and improve roadway operation as described in the Plan.

7 S. "Regional Traffic Signal Synchronization Program": competitive capital
8 and operations funding for the coordination of traffic signals across jurisdictional boundaries
9 as included in the Traffic Signal Synchronization Master Plan and as described in the Plan.

10 T. "Revenues": All gross revenues generated from the transactions and
11 use tax of one-half of one percent (1/2%) plus any interest or other earnings thereon.

12 U. "State Board of Equalization": agency of the State of California
13 responsible for the administration of sales and use taxes.

14 V. "Street and Road Project": the planning, design, construction,
15 improvement, operation or maintenance necessary for, incidental to, or convenient for a
16 street or road, or for any transportation purpose, including, but not limited to, purposes
17 authorized by Article XIX of the California Constitution.

18 W. "Traffic Forums": a group of Eligible Jurisdictions working together to
19 facilitate the planning of traffic signal synchronization among the respective jurisdictions.

20 X. "Traffic Signal Synchronization Master Plan": an element of the
21 MPAH to promote smooth traffic flow through synchronization of traffic signals along
22 designated street routes in the County.

23 Y. "Transit": the transportation of passengers by bus, rail, fixed guideway
24 or other vehicle.

25 Z. "Transit Project": the planning, design, construction, improvement,
26 equipment, operation or maintenance necessary for, or incidental to, or convenient for
27 transit facilities or transit services.

28 AA. "Watershed Management Areas": areas to be established by the

1 County of Orange, in cooperation with local jurisdictions, or by another public entity with
2 appropriate legal authority, for the management of water run-off related to existing or new
3 transportation projects.

4 II. REQUIREMENTS.

5 The Authority may allocate Net Revenues to the State of California, an Eligible
6 Jurisdiction, or the Authority for any project, program or purpose as authorized by the
7 Ordinance, and the allocation of Net Revenues by the Authority shall be subject to the
8 following requirements:

9 A. Freeway Projects

10 1. The Authority shall make every effort to maximize state and
11 federal funding for Freeway Projects. No Net Revenues shall be allocated in any year to
12 any Freeway Project if the Authority has made findings at a public meeting that the state or
13 the federal government has reduced any allocations of state funds or federal funds to the
14 Authority as the result of the addition of any Net Revenues.

15 2. All Freeway Projects funded with Net Revenues, including
16 project development and overall project management, shall be a joint responsibility of
17 Caltrans, the Authority, and the affected jurisdiction(s). All major approval actions,
18 including the project concept, the project location, and any subsequent change in project
19 scope shall be jointly agreed upon by Caltrans, the Authority, and the project sponsors, and
20 where appropriate, by the Federal Highway Administration and/or the California
21 Transportation Commission.

22 3. Prior to the allocation of Net Revenues for a Freeway Project,
23 the Authority shall obtain written assurances from the appropriate state agency that after
24 the Freeway Project is constructed to at least minimum acceptable state standards, the
25 state shall be responsible for the maintenance and operation of such Freeway Project.

26 4. Freeway Projects will be built largely within existing rights of
27 way using the latest highway design and safety requirements. However, to the greatest
28 extent possible within the available budget, Freeway Projects shall be implemented using

1 Context Sensitive Design, as described in the nationally recognized Federal Highway
2 Administration (FHWA) Principles of Context Sensitive Design Standards. Freeway
3 Projects will be planned, designed and constructed using a flexible community-responsive
4 and collaborative approach to balance aesthetic, historic and environmental values with
5 transportation safety, mobility, maintenance and performance goals. Context Sensitive
6 Design features include: parkway-style designs; environmentally friendly, locally native
7 landscaping; sound reduction; improved wildlife passage and aesthetic treatments, designs
8 and themes that are in harmony with the surrounding communities.

9 5. At least five percent (5%) of the Net Revenues allocated for
10 Freeway Projects shall fund Programmatic Mitigation for Freeway Projects. These funds
11 shall be derived by pooling funds from the mitigation budgets of individual Freeway
12 Projects, and shall only be allocated subject to the following:

13 a. Development of a Master Environmental Mitigation and
14 Resource Protection Plan and Agreement (Master Agreement) between the Authority and
15 state and federal resource agencies that includes:

16 (i) commitments by the Authority to provide for
17 programmatic environmental mitigation of the Freeway Projects,

18 (ii) commitments by state and federal resource
19 agencies to reduce project delays associated with permitting and streamline the permit
20 process for Freeway Projects,

21 (iii) an accounting process for mitigation obligations
22 and credits that will document net environmental benefit from regional, programmatic
23 mitigation in exchange for net benefit in the delivery of transportation improvements
24 through streamlined and timely approvals and permitting, and

25 (iv) a description of the specific mitigation actions and
26 expenditures to be undertaken and a phasing, implementation and maintenance plan.

27 (v) appointment by the Authority of a Mitigation and
28 Resource Protection Program Oversight Committee ("Environmental Oversight

1 Committee”) to make recommendations to the Authority on the allocation of the Net
2 Revenues for programmatic mitigation, and to monitor implementation of the Master
3 Agreement. The Environmental Oversight Committee shall consist of no more than twelve
4 members and be comprised of representatives of the Authority, Caltrans, state and federal
5 resource agencies, non-governmental environmental organizations, the public and the
6 Taxpayers Oversight Committee.

7 b. A Master Agreement shall be developed as soon as
8 practicable following the approval of the ballot proposition by the electors. It is the intent of
9 the Authority and state and federal resource agencies to develop a Master Agreement prior
10 to the implementation of Freeway Projects.

11 c. Expenditures of Net Revenues made subject to a Master
12 Agreement shall be considered a Freeway Project and may be funded from the proceeds of
13 bonds issued subject to Section 5 of the Ordinance.

14 B. Transit Projects

15 1. The Authority shall make every effort to maximize state and
16 federal funding for Transit Projects. No Net Revenues shall be allocated in any year for
17 any Transit Project if the Authority has made findings at a public meeting that the state or
18 the federal government has reduced any allocations of state funds or federal funds to the
19 Authority as the result of the addition of any Revenues.

20 2. Prior to the allocation of Net Revenues for a Transit Project, the
21 Authority shall obtain a written agreement from the appropriate jurisdiction that the Transit
22 Project will be constructed, operated and maintained to minimum standards acceptable to
23 the Authority.

24 C. Street and Road Projects

25 Prior to the allocation of Net Revenues for any Street and Road
26 Project, the Authority, in cooperation with affected agencies, shall determine the entity(ies)
27 to be responsible for the maintenance and operation thereof.

28 ///

1 III. REQUIREMENTS FOR ELIGIBLE JURISDICTIONS.

2 A. In order to be eligible to receive Net Revenues, a jurisdiction shall
3 satisfy and continue to satisfy the following requirements.

4 1. Congestion Management Program. Comply with the conditions
5 and requirements of the Orange County Congestion Management Program (CMP)
6 pursuant to the provisions of Government Code Section 65089.

7 2. Mitigation Fee Program. Assess traffic impacts of new
8 development and require new development to pay a fair share of necessary transportation
9 improvements attributable to the new development.

10 3. Circulation Element. Adopt and maintain a Circulation Element
11 of the jurisdiction's General Plan consistent with the MPAH.

12 4. Capital Improvement Program. Adopt and update biennially a
13 six-year Capital Improvement Program (CIP). The CIP shall include all capital
14 transportation projects, including projects funded by Net Revenues, and shall include
15 transportation projects required to demonstrate compliance with signal synchronization and
16 pavement management requirements.

17 5. Traffic Forums.

18 Participate in Traffic Forums to facilitate the planning of traffic
19 signal synchronization programs and projects. Eligible Jurisdictions and Caltrans, in
20 participation with the County of Orange and the Orange County Division of League of
21 Cities, will establish the boundaries for Traffic Forums. The following will be considered
22 when establishing boundaries:

- 23 a. Regional traffic routes and traffic patterns;
24 b. Inter-jurisdictional coordination efforts; and
25 c. Total number of Traffic Forums.

26 6. Local Traffic Signal Synchronization Plan. Adopt and maintain a
27 Local Traffic Signal Synchronization Plan which shall identify traffic signal synchronization
28 street routes and traffic signals; include a three-year plan showing costs, available funding

1 and phasing of capital, operations and maintenance of the street routes and traffic signals;
2 and include information on how the street routes and traffic signals may be synchronized
3 with traffic signals on the street routes in adjoining jurisdictions. The Local Traffic Signal
4 Synchronization Plan shall be consistent with the Traffic Signal Synchronization Master
5 Plan.

6 7. Pavement Management Plan. Adopt and update biennially a
7 Pavement Management Plan, and issue, using a common format approved by the
8 Authority, a report every two years regarding the status of road pavement conditions and
9 implementation of the Pavement Management Plan.

10 a. Authority, in consultation with the Eligible Jurisdictions,
11 shall define a countywide management method to inventory, analyze and evaluate road
12 pavement conditions, and a common method to measure improvement of road pavement
13 conditions.

14 b. The Pavement Management Plan shall be based on:
15 either the Authority's countywide pavement management method or a comparable
16 management method approved by the Authority, and the Authority's method to measure
17 improvement of road pavement conditions.

18 c. The Pavement Management Plan shall include:
19 (i) Current status of pavement on roads;
20 (ii) A six-year plan for road maintenance and
21 rehabilitation, including projects and funding;
22 (iii) The projected road pavement conditions resulting
23 from the maintenance and rehabilitation plan; and
24 (iv) Alternative strategies and costs necessary to
25 improve road pavement conditions.

26 8. Expenditure Report. Adopt an annual Expenditure Report to
27 account for Net Revenues, developer/traffic impact fees, and funds expended by the
28 Eligible Jurisdiction which satisfy the Maintenance of Effort requirements. The Expenditure

1 Report shall be submitted by the end of six (6) months following the end of the jurisdiction's
2 fiscal year and include the following:

- 3 a. All Net Revenue fund balances and interest earned.
- 4 b. Expenditures identified by type (i.e., capital, operations,
5 administration, etc.), and program or project .

6 9. Project Final Report. Provide Authority with a Project Final
7 Report within six months following completion of a project funded with Net Revenues.

8 10. Time Limits for Use of Net Revenues.

9 a. Agree that Net Revenues for Regional Capacity Program
10 projects and Regional Traffic Signal Synchronization Program projects shall be expended
11 or encumbered no later than the end of the fiscal year for which the Net Revenues are
12 programmed. A request for extension of the encumbrance deadline for no more than
13 twenty-four months may be submitted to the Authority no less than ninety days prior to the
14 deadline. The Authority may approve one or more requests for extension of the
15 encumbrance deadline.

16 b. Agree that Net Revenues allocated for any program or
17 project, other than a Regional Capacity Program project or a Regional Traffic Signal
18 Synchronization Program project, shall be expended or encumbered within three years of
19 receipt. The Authority may grant an extension to the three-year limit, but extensions shall
20 not be granted beyond a total of five years from the date of the initial funding allocation.

21 c. In the event the time limits for use of Net Revenues are
22 not satisfied then any retained Net Revenues that were allocated to an Eligible Jurisdiction
23 and interest earned thereon shall be returned to the Authority and these Net Revenues and
24 interest earned thereon shall be available for allocation to any project within the same
25 source program.

26 11. Maintenance of Effort. Annual certification that the Maintenance
27 of Effort requirements of Section 6 of the Ordinance have been satisfied.

28 12. No Supplanting of Funds. Agree that Net Revenues shall not be

1 used to supplant developer funding which has been or will be committed for any
2 transportation project.

3 13. Consider, as part of the Eligible Jurisdiction's General Plan, land
4 use planning strategies that accommodate transit and non-motorized transportation.

5 B. Determination of Non-Eligibility

6 A determination of non-eligibility of a jurisdiction shall be made only
7 after a hearing has been conducted and a determination has been made by the Authority's
8 Board of Directors that the jurisdiction is not an Eligible Jurisdiction as provided
9 hereinabove.

10 IV. ALLOCATION OF NET REVENUES; GENERAL PROVISIONS.

11 A. Subject to the provisions of the Ordinance, including Section II above,
12 use of the Revenues shall be as follows:

13 1. First, the Authority shall pay the State Board of Equalization for
14 the services and functions;

15 2. Second, the Authority shall pay the administration expenses of
16 the Authority;

17 3. Third, the Authority shall satisfy the annual allocation
18 requirement of two percent (2%) of Revenues for Environmental Cleanup; and

19 4. Fourth, the Authority shall satisfy the debt service requirements
20 of all bonds issued pursuant to the Ordinance that are not satisfied out of separate
21 allocations.

22 B. After providing for the use of Revenues described in Section A above,
23 and subject to the averaging provisions of Section D below, the Authority shall allocate the
24 Net Revenues as follows:

25 1. Forty-three percent (43%) for Freeway Projects;

26 2. Thirty-two percent (32%) for Street and Road Projects; and

27 3. Twenty-five percent (25%) for Transit Projects.

28 C. The allocation of thirty-two percent (32%) of the Net Revenues for

1 Street and Road Projects pursuant to Section B 2 above shall be made as follows:

2 1. Ten percent (10%) of the Net Revenues shall be allocated for
3 Regional Capacity Program projects;

4 2. Four percent (4%) of the Net Revenues shall be allocated for
5 Regional Traffic Signal Synchronization Program projects; and

6 3. Eighteen percent (18%) of the Net Revenues shall be allocated
7 for Local Fair Share Program projects.

8 D. In any given year, except for the allocations for Local Fair Share
9 Program projects, the Authority may allocate Net Revenues on a different percentage basis
10 than required by Sections B and C above in order to meet short-term needs and to
11 maximize efforts to capture state, federal, or private transportation dollars, provided the
12 percentage allocations set forth in Sections B and C above shall be achieved during the
13 duration of the Ordinance.

14 E. The Authority shall allocate Net Revenues for programs and projects
15 as necessary to meet contractual, program or project obligations, and the Authority may
16 withhold allocations until needed to meet contractual, program or project obligations, except
17 that Net Revenues allocated for the Local Fair Share Program pursuant to Section C above
18 shall be paid to Eligible Jurisdictions within sixty days of receipt by the Authority.

19 F. The Authority may exchange Net Revenues from a Plan funding
20 category for federal, state or other local funds allocated to any public agency within or
21 outside the area of jurisdiction to maximize the effectiveness of the Plan. The Authority and
22 the exchanging public agency must use the exchanged funds for the same program or
23 project authorized for the use of the funds prior to the exchange. Such federal, state or
24 local funds received by the Authority shall be allocated by the Authority to the same Plan
25 funding category that was the source of the exchanged Net Revenues, provided, however,
26 in no event shall an exchange reduce the Net Revenues allocated for Programmatic
27 Mitigation of Freeway Projects.

28 G. If additional funds become available for a specific project or program

1 described in the Plan, the Authority may allocate the Net Revenues replaced by the receipt
2 of those additional funds, in the following order of priority: first, to Plan projects and
3 programs which provide congestion relief in the geographic region which received the
4 additional funds; second, to other projects and programs within the affected geographic
5 region which may be placed in the Plan through an amendment to the Ordinance; and third,
6 to all other Plan projects and programs.

7 H. Upon review and acceptance of the Project Final Report, the Authority
8 shall allocate the balance of Net Revenues for the project, less the interest earned on the
9 Net Revenues allocated for the project.

10 V. ALLOCATION OF NET REVENUES; STREETS AND ROADS PROGRAMS/
11 PROJECTS

12 A. Regional Capacity Program.

13 1. Matching Funds. An Eligible Jurisdiction shall contribute local
14 matching funds equal to fifty percent (50%) of the project or program cost. This local match
15 requirement may be reduced as follows:

16 a. A local match reduction of ten percent (10%) of the
17 eligible cost if the Eligible Jurisdiction implements, maintains and operates in conformance
18 with the Traffic Signal Synchronization Master Plan.

19 b. A local match reduction of ten percent (10%) of the
20 eligible cost if the Eligible Jurisdiction either:

21 (i) has measurable improvement of paved road
22 conditions during the previous reporting period as determined pursuant to the Authority's
23 method of measuring improvement of road pavement conditions, or

24 (ii) has road pavement conditions during the previous
25 reporting period which are within the highest twenty percent of the scale for road pavement
26 conditions as determined pursuant to the Authority's method of measuring improvement of
27 road pavement conditions.

28 c. A local match reduction of five percent (5%) of the

1 eligible cost if the Eligible Jurisdiction does not use any Net Revenues as part of the funds
2 for the local match.

3 2. Allocations shall be determined pursuant to a countywide
4 competitive procedure adopted by the Authority. Eligible Jurisdictions shall be consulted by
5 the Authority in establishing criteria for determining priority for allocations.

6 B. Regional Traffic Signal Synchronization Program.

7 1. Traffic Signal Synchronization Master Plan.

8 The Authority shall adopt and maintain a Traffic Signal
9 Synchronization Master Plan, which shall be a part of the Master Plan of Arterial Highways.
10 The Traffic Signal Synchronization Master Plan shall include traffic signal synchronization
11 street routes and traffic signals within and across jurisdictional boundaries, and the means
12 of implementing, operating and maintaining the programs and projects, including necessary
13 governance and legal arrangements.

14 2. Allocations.

15 a. Allocations shall be determined pursuant to a countywide
16 competitive procedure adopted by the Authority. Eligible Jurisdictions shall be consulted by
17 the Authority in establishing criteria for determining priority for allocations.

18 b. The Authority shall give priority to programs and projects
19 which include two or more jurisdictions.

20 c. The Authority shall encourage the State to participate in
21 the Regional Traffic Signal Synchronization Program and Authority shall give priority to use
22 of transportation funds as match for the State's discretionary funds used for implementing
23 the Regional Traffic Signal Synchronization Program.

24 3. An Eligible Jurisdiction shall contribute matching local funds
25 equal to twenty percent (20%) of the project or program cost. The requirement for
26 matching local funds may be satisfied all or in part with in-kind services provided by the
27 Eligible Jurisdiction for the program or project, including salaries and benefits for
28 employees of the Eligible Jurisdiction who perform work on the project or programs.

1 4. An Eligible Jurisdiction shall issue a report once every three
2 years regarding the status and performance of its traffic signal synchronization activities.

3 5. Not less than once every three years an Eligible Jurisdiction
4 shall review and revise, as may be necessary, the timing of traffic signals included as part
5 of the Traffic Signal Synchronization Master Plan.

6 6. An Eligible Jurisdiction withdrawing from a signal
7 synchronization project shall be required to return Net Revenues allocated for the project.

8 C. Local Fair Share Program.

9 The allocation of eighteen percent (18%) of the Net Revenues for
10 Local Fair Share Program projects shall be made to Eligible Jurisdictions in amounts
11 determined as follows:

12 1. Fifty percent (50%) divided between Eligible Jurisdictions based
13 on the ratio of each Eligible Jurisdiction's population for the immediately preceding calendar
14 year to the total County population (including incorporated and unincorporated areas) for
15 the immediately preceding calendar year, both as determined by the State Department of
16 Finance;

17 2. Twenty-five percent (25%) divided between Eligible Jurisdictions
18 based on the ratio of each Eligible Jurisdiction's existing Master Plan of Arterial Highways
19 ("MPAH") centerline miles to the total existing MPAH centerline miles within the County as
20 determined annually by the Authority; and

21 3. Twenty-five percent (25%) divided between Eligible Jurisdictions
22 based on the ratio of each Eligible Jurisdiction's total taxable sales to the total taxable sales
23 of the County for the immediately preceding calendar year as determined by the State
24 Board of Equalization.

25 VI. ALLOCATION OF NET REVENUES; TRANSIT PROGRAMS/PROJECTS.

26 A. Transit Extensions to Metrolink.

27 1. The Authority may provide technical assistance, transportation
28 planning and engineering resources for an Eligible Jurisdiction to assist in designing Transit

1 Extensions to Metrolink projects to provide effective and user-friendly connections to
2 Metrolink services and bus transit systems.

3 2. To be eligible to receive Net Revenues for Transit Extension to
4 Metrolink projects, an Eligible Jurisdiction must execute a written agreement with the
5 Authority regarding the respective roles and responsibilities pertaining to construction,
6 ownership, operation and maintenance of the Transit Extension to Metrolink project.

7 3. Allocations of Net Revenues shall be determined pursuant to a
8 countywide competitive procedure adopted by the Authority. This procedure shall include
9 an evaluation process and methodology applied equally to all candidate Transit Extension
10 to Metrolink projects. Eligible Jurisdictions shall be consulted by the Authority in the
11 development of the evaluation process and methodology.

12 B. Metrolink Gateways.

13 1. The Authority may provide technical assistance, transportation
14 planning and engineering resources for an Eligible Jurisdiction to assist in designing
15 Regional Transit Gateway facilities to provide for effective and user-friendly connections to
16 the Metrolink system and other transit services.

17 2. To be eligible to receive Net Revenues for Regional Gateway
18 projects, an Eligible Jurisdiction must execute a written agreement with the Authority
19 regarding the respective roles and responsibilities pertaining to construction, ownership,
20 operation and maintenance of the Regional Gateway facility.

21 3. Allocations of Net Revenues shall be determined pursuant to a
22 countywide competitive procedure adopted by the Authority. This procedure shall include
23 an evaluation process and methodology applied equally to all candidate Regional Gateway
24 projects. Eligible Jurisdictions shall be consulted by the Authority in the development of the
25 evaluation process and methodology.

26 C. Mobility Choices for Seniors and Persons with Disabilities.

27 1. An Eligible Jurisdiction may contract with another entity to
28 perform all or part of a Mobility Choices for Seniors and Persons with Disabilities project.

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2. A senior is a person age sixty years or older.

3. Allocations.

a. One percent (1%) of the Net Revenues shall be allocated to the County to augment existing senior non-emergency medical transportation services funded with Tobacco Settlement funds as of the effective date of the Ordinance. The County shall continue to fund these services in an annual amount equal to the same percentage of the total annual Tobacco Settlement funds received by the County. The Net Revenues shall be annually allocated to the County in an amount no less than the Tobacco Settlement funds annually expended by the County for these services and no greater than one percent of net revenues plus any accrued interest.

b. One percent (1%) of the Net Revenues shall be allocated to continue and expand the existing Senior Mobility Program provided by the Authority. The allocations shall be determined pursuant to criteria and requirements for the Senior Mobility Program adopted by the Authority.

c. One percent (1%) of the Net Revenues shall be allocated to partially fund bus and ACCESS fares for seniors and persons with disabilities in an amount equal to the percentage of partial funding of fares for seniors and persons with disabilities as of the effective date of the Ordinance, and to partially fund train and other transit service fares for seniors and persons with disabilities in amounts as determined by the Authority.

d. In the event any Net Revenues to be allocated for seniors and persons with disabilities pursuant to the requirements of subsections a, b and c above remain after the requirements are satisfied then the remaining Net Revenues shall be allocated for other transit programs or projects for seniors and persons with disabilities as determined by the Authority.

D. Community Based Transit/Circulators.

1. The Authority may provide technical assistance, transportation planning, procurement and operations resources for an Eligible Jurisdiction to assist in

1 designing Community Based Transit/Circulators projects to provide effective and user-
2 friendly transit connections to countywide bus transit and Metrolink services.

3 2. To be eligible to receive Net Revenues for Community Based
4 Transit/Circulators projects, an Eligible Jurisdiction must execute a written agreement with
5 the Authority regarding the respective roles and responsibilities pertaining to construction,
6 ownership, operation and maintenance of the Community Based Transit/Circulators project.

7 3. Allocations of Net Revenues shall be determined pursuant to a
8 countywide competitive procedure adopted by the Authority. This procedure shall include
9 an evaluation process and methodology applied equally to all candidate Community Based
10 Transit/Circulator projects. Eligible Jurisdictions shall be consulted by the Authority in the
11 development of the evaluation process and methodology.

12 4. An Eligible Jurisdiction may contract with another entity to
13 perform all or part of a Community Based Transit/Circulators project.

14 VII. ALLOCATION OF NET REVENUES; ENVIRONMENTAL CLEANUP
15 PROGRAMS/PROJECTS.

16 A. An Eligible Jurisdiction may contract with any other public entity to
17 perform all or any part of an Environmental Cleanup project.

18 B. Allocation Committee.

19 1. The Allocation Committee shall not include any elected public
20 officer and shall include the following twelve (12) voting members:

- 21 (i) one (1) representative of the County of Orange;
22 (ii) five (5) representatives of cities, subject to the
23 requirement for one (1) representative for the cities in each supervisorial district;
24 (iii) one (1) representative of the California Department of
25 Transportation;
26 (iv) two (2) representatives of water or wastewater public
27 entities;
28 (v) one (1) representative of the development industry;

1 (vi) one (1) representative of the scientific or academic
2 community;

3 (vii) one (1) representative of private or non-profit
4 organizations involved in environmental and water quality protection/enforcement matters;

5 In addition, one (1) representative of the Santa Ana Regional Water
6 Quality Control Board and one (1) representative of the San Diego Regional Water Quality
7 Control Board shall be non-voting members of the Allocation Committee.

8 2. The Allocation Committee shall recommend to the Authority for
9 adoption by the Authority the following:

10 a. A competitive grant process for the allocation of
11 Environmental Cleanup Revenues, including the highest priority to capital improvement
12 projects included in a Watershed Management Area. The process shall give priority to
13 cost-effective projects and programs that offer opportunities to leverage other funds for
14 maximum benefit.

15 b. A process requiring that Environmental Cleanup
16 Revenues allocated for projects and programs shall supplement and not supplant funding
17 from other sources for transportation related water quality projects and programs.

18 c. Allocation of Environmental Cleanup Revenues for
19 proposed projects and programs.

20 d. An annual reporting procedure and a method to assess
21 the water quality benefits provided by completed projects and programs.

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1 ATTACHMENT C

2 TAXPAYER OVERSIGHT COMMITTEE

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4 I. PURPOSE AND ORGANIZATION. A Taxpayer Oversight Committee
5 ("Committee") is hereby established for the purpose of overseeing compliance with the
6 Ordinance as specified in Section IV hereof. The Committee shall be organized and
7 convened before any Revenues are collected or spent pursuant to the Ordinance.

8 II. COMMITTEE MEMBERSHIP. The Committee shall be governed by eleven
9 members ("Member"). The composition of the Committee membership shall be subject to
10 the following provisions.

11 A. Geographic Balance. The membership of the Committee shall be
12 geographically balanced at all times as follows:

13 1. There shall be two Members appointed from each of the
14 County's supervisorial districts (individually, "District"); and

15 2. The Auditor-Controller shall be a Member and chairman
16 ("Chair") of the Committee.

17 B. Member Term. Each Member, except the Auditor-Controller and
18 as provided in Section III B 2 below, shall be appointed for a term of three years; provided,
19 however, that any Member appointed to replace a Member who has resigned or been
20 removed shall serve only the balance of such Member's unexpired term, and no person
21 shall serve as a Member for a period in excess of six consecutive years.

22 C. Resignation. Any Member may, at any time, resign from the
23 Committee upon written notice delivered to the Auditor-Controller. Acceptance of any
24 public office, the filing of an intent to seek public office, including a filing under California
25 Government Code Section 85200, or change of residence to outside the District shall
26 constitute a Member's automatic resignation.

27 D. Removal. Any Member who has three consecutive unexcused
28 absences from meetings of the Committee shall be removed as a Member. An absence

1 from a Committee meeting shall be considered unexcused unless, prior to or after such
2 absence (i) the Member submits to each of the other Members a written request to excuse
3 such absence, which request shall state the reason for such absence and any special
4 circumstances existing with respect to such absence; and (ii) a majority of the other
5 Members agree to excuse such absence.

6 E. Reappointment. Any former Member may be reappointed.

7 III. APPOINTMENT OF MEMBERS.

8 A. Membership Recommendation Panel.

9 1. The Authority shall contract with the Orange County Grand
10 Jurors' Association for the formation of a committee membership recommendation panel
11 ("Panel") to perform the duties set forth in this subsection III A. If the Orange County Grand
12 Jurors' Association refuses or fails to act in such capacity, the Authority shall contract with
13 another independent organization selected by the Authority for the formation of the Panel.

14 2. The Panel shall have five members who shall screen and
15 recommend potential candidates for Committee membership.

16 3. The Panel shall solicit, collect and review applications from
17 potential candidates for membership on the Committee. No currently elected or appointed
18 officer of any public entity will be eligible to serve as a Member, except the Auditor-
19 Controller. A Member shall reside within the District the Member is appointed to represent.
20 Subject to the foregoing restrictions, the Panel shall evaluate each potential candidate on
21 the basis of the following criteria:

22 a. Commitment and ability to participate in Committee
23 meetings;

24 b. Demonstrated interest and history of participation in
25 community activities, with special emphasis on transportation-related activities; and

26 c. Lack of conflicts of interest with respect to the allocation
27 of Revenues.

28 4. For initial membership on the Committee, the Panel shall

1 recommend to the Authority at least five candidates from each of the two Districts that are
2 represented by one member on the Ordinance No. 2, Citizens Oversight Committee
3 ("COC") as of the date the Authority appoints the initial Members. Thereafter, the Panel
4 shall recommend to the Authority at least five candidates for filing each vacancy on the
5 Committee.

6 B. Initial Members.

7 1. The COC members, as of the date the Authority appoints the
8 initial Members of the Committee, shall be appointed as initial Members of the Committee.
9 These Members shall each serve until each of their respective terms as a member of the
10 COC expires.

11 2. Two additional initial Members shall be appointed. The
12 Authority shall place the names of the candidates recommended by the Panel on equally-
13 sized cards which shall be deposited randomly in a container. In public session, the
14 Chairman of the Authority will draw a sufficient number of names from said container to
15 allocate Committee membership in accordance with the membership requirements and
16 restrictions set forth in Section II hereof. The first person whose name is drawn shall be
17 appointed to serve a term of three years. Thereafter, the person whose name is drawn
18 who is not from the same District as the first person whose name is drawn shall be
19 appointed to serve a term of two years.

20 C. Member Vacancy. A member vacancy, however caused, shall be
21 filled by the Authority. A Member shall be appointed on or about July 1 to replace a
22 Member whose term has expired. A Member may be appointed at any time as necessary
23 to replace a Member who has resigned or been removed. The Authority shall place the
24 names of the candidates recommended by the Panel for the appointment on equally-sized
25 cards which shall be deposited randomly in a container. In a public session, the Chairman
26 of the Authority will draw one name from said container for each vacancy on the
27 Committee. The person whose name is so drawn shall be appointed by the Authority to fill
28 the vacancy.

1 IV. DUTIES AND RESPONSIBILITIES. The Committee is hereby charged
2 with the following duties and responsibilities:

3 A. The initial Members shall convene to adopt such procedural rules and
4 regulations as are necessary to govern the conduct of Committee meetings, including, but
5 not limited to, those governing the calling, noticing and location of Committee meetings, as
6 well as Committee quorum requirements and voting procedures. The Committee may
7 select its own officers, including, but not limited to, a Committee co-chair who will be the
8 primary spokesperson for the Committee.

9 B. The Committee shall approve, by a vote of not less than two thirds of
10 all Committee members, any amendment to the Plan proposed by the Authority which
11 changes the funding categories, programs or projects identified on page 31 of the Plan.

12 C. The Committee shall receive and review the following documents
13 submitted by each Eligible Jurisdiction:

- 14 1. Congestion Management Program;
- 15 2. Mitigation Fee Program;
- 16 3. Expenditure Report;
- 17 4. Local Traffic Signal Synchronization Plan; and
- 18 5. Pavement Management Plan.

19 D. The Committee shall review yearly audits and hold an annual public
20 hearing to determine whether the Authority is proceeding in accordance with the Plan. The
21 Chair shall annually certify whether the Revenues have been spent in compliance with the
22 Plan. In addition, the Committee may issue reports, from time to time, on the progress of
23 the transportation projects described in the Plan.

24 E. The Committee shall receive and review the performance assessment
25 conducted by the Authority at least once every three years to review the performance of the
26 Authority in carrying out the purposes of the Ordinance.

27 F. Except as otherwise provided by the Ordinance, the Committee may
28 contract, through the Authority, for independent analysis or examination of issues within the

1 Committee's purview or for other assistance as it determines to be necessary.

2 G. The Committee may submit a written request to the Authority to explain
3 any perceived deviations from the Plan. The Authority's Chair must respond to such
4 request, in writing, within sixty days after receipt of the same.

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ORANGE COUNTY LOCAL TRANSPORTATION AUTHORITY

ORDINANCE NO. 3

JULY 24, 2006

Orange County Local Transportation Authority
550 South Main Street
P.O. Box 14184
Orange, CA 92863-1584
Tel: (714) 560-6282

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Ordinance No. 3

Renewed Measure M Transportation Ordinance and Investment Plan

PREAMBLE

A. Pursuant to California Public Utilities Code Section 180050, the Orange County Transportation Authority ("Authority") has been designated as the Orange County Local Transportation Authority by the Orange County Board of Supervisors.

B. There has been adopted a countywide transportation expenditure plan, referred to as the Orange County Transportation Investment Plan, dated July 24, 2006, pursuant to California Public Utilities Code Section 180206 ("Plan"), which will be administered by the Authority.

C. The Plan provides for needed countywide transportation facility and service improvements which will be funded, in part, by a transactions and use tax of one-half of one percent (1/2%).

D. Local Transportation Ordinance Number 2 ("Ordinance No. 2") funds transportation facility and service improvements through a transactions and use tax of one-half of one percent (1/2%) that will be imposed through March 31, 2011.

E. Ordinance No. 3 ("Ordinance") provides for the continuation of the existing Ordinance No. 2 transactions and use tax of one-half of one percent (1/2%) for an additional period of thirty (30) years to fund transportation facility and service improvements.

SECTION 1. TITLE

The Ordinance shall be known and may be cited as the Renewed Measure M Transportation Ordinance and Investment Plan. The word "Ordinance," as used in the Ordinance, shall mean and include Attachment A entitled "Renewed Measure M Transportation Investment Plan," Attachment B entitled "Allocation of Net Revenues," and Attachment C entitled "Taxpayer Oversight Committee," which Attachments A, B and C are attached hereto and incorporated by reference as if fully set forth herein.

1 SECTION 2. SUMMARY

2 The Ordinance provides for the implementation of the Orange County Transportation
3 Investment Plan, which will result in countywide transportation improvements for freeways,
4 highways, local streets and roads, bus and rail transit, transportation-related water quality
5 ("Environmental Cleanup"), and transit services for seniors and disabled persons. These
6 needed improvements will be funded by the continuation of the one-half of one percent
7 (1/2%) transaction and use tax for a period of thirty years. The revenues shall be deposited
8 in a special fund and used solely for the identified improvements authorized by the
9 Ordinance.

10 SECTION 3. IMPOSITION OF RETAIL TRANSACTIONS AND USE TAX

11 Subject to approval by the electors, the Authority hereby imposes, in the
12 incorporated and unincorporated territories of Orange County ("County"), in accordance
13 with the provisions of Part 1.6 (commencing with Section 7251) of Division 2 of the
14 California Revenue and Taxation Code and Division 19 (commencing with Section 180000)
15 of the California Public Utilities Code, continuance of the existing retail transactions and
16 use tax at the rate of one-half of one percent (1/2%) commencing April 1, 2011, for a period
17 of thirty years. This tax shall be in addition to any other taxes authorized by law, including
18 any existing or future state or local sales tax or transactions and use tax. The imposition,
19 administration and collection of the tax shall be in accordance with all applicable statutes,
20 laws, rules and regulations prescribed and adopted by the State Board of Equalization.

21 SECTION 4. PURPOSES

22 All of the gross revenues generated from the transactions and use tax plus any
23 interest or other earnings thereon (collectively, "Revenues"), after the deduction for: (i)
24 amounts payable to the State Board of Equalization for the performance of functions
25 incidental to the administration and operation of the Ordinance, (ii) costs for the
26 administration of the Ordinance as provided herein, (iii) two percent (2%) of the Revenues
27 annually allocated for Environmental Cleanup and (iv) satisfaction of debt service
28 requirements of all bonds issued pursuant to the Ordinance that are not satisfied out of

1 separate allocations, shall be defined as "Net Revenues" and shall be allocated solely for
2 the transportation purposes described in the Ordinance.

3 SECTION 5. BONDING AUTHORITY

4 "Pay as you go" financing is the preferred method of financing transportation
5 improvements and operations under the Ordinance. However, the Authority may use bond
6 financing as an alternative method if the scope of planned expenditures makes "pay as you
7 go" financing unfeasible. Following approval by the electors of the ballot proposition
8 authorizing imposition of the transactions and use tax and authorizing issuance of bonds
9 payable from the proceeds of the tax, bonds may be issued by the Authority pursuant to
10 Division 19 of the Public Utilities Code, at any time before, on, or after the imposition of
11 taxes, and from time to time, payable from the proceeds of the tax and secured by a pledge
12 of revenues from the proceeds of the tax, in order to finance and refinance improvements
13 authorized by the Ordinance.

14 SECTION 6. MAINTENANCE OF EFFORT REQUIREMENTS

15 It is the intent of the Legislature and the Authority that the Net Revenues allocated to
16 a jurisdiction pursuant to the Ordinance for street and road projects shall be used to
17 supplement existing local discretionary funds being used for transportation improvements.
18 Each jurisdiction is hereby required to annually maintain as a minimum no less than the
19 maintenance of effort amount of local discretionary funds required to be expended by the
20 jurisdiction for local street and road purposes pursuant to the current Ordinance No. 2 for
21 Fiscal Year 2010-2011. The maintenance of effort level for each jurisdiction as determined
22 through this process shall be adjusted effective July 1, 2014 and every three fiscal years
23 thereafter in an amount equal to the percentage change for the Construction Cost Index
24 compiled by Caltrans for the immediately preceding three calendar years, providing that
25 any percentage increase in the maintenance of effort level based on this adjustment shall
26 not exceed the percentage increase in the growth rate in the jurisdiction's general fund
27 revenues over the same time period. The Authority shall not allocate any Net Revenues to
28 any jurisdiction for any fiscal year until that jurisdiction has certified to the Authority that it

1 has included in its budget for that fiscal year an amount of local discretionary funds for
2 streets and roads purposes at least equal to the level of its maintenance of effort
3 requirement. An annual independent audit may be conducted by the Authority to verify that
4 the maintenance of effort requirements are being met by the jurisdiction. Any Net
5 Revenues not allocated pursuant to the maintenance of effort requirement shall be
6 allocated to the remaining eligible jurisdictions according to the formula described in the
7 Ordinance.

8 SECTION 7. ADMINISTRATION

9 The Authority shall allocate Revenues to fund facilities, services and projects as
10 specified in the Ordinance, and shall administer the Ordinance consistent with the authority
11 cited. Revenues may be expended by the Authority for salaries, wages, benefits, and
12 overhead and for those services, including contractual services, necessary to carry out its
13 responsibilities pursuant to Division 19; however, in no case shall the Revenues expended
14 for salaries and benefits of Authority administrative staff exceed more than one percent
15 (1%) of the Revenues in any year. The Authority shall use, to the extent possible, existing
16 state, regional and local transportation planning and programming data and expertise, and
17 may, as the law permits, contract with any public agency or private firm for services
18 necessary to carry out the purposes of the Ordinance. Expenses incurred by the Authority
19 for administrative staff and for project implementation, including contracting with public
20 agencies and private firms, shall be identified in the annual report prepared pursuant to
21 Section 10, subpart 8, of the Ordinance.

22 SECTION 8. ANNUAL APPROPRIATIONS LIMIT

23 The annual appropriations limit established pursuant to Article XIII. B. of the
24 California Constitution and Section 180202 of the Public Utilities Code shall be established
25 as \$1,123 million for the 2006-07 fiscal year. The appropriations limit shall be subject to
26 adjustment as provided by law. All expenditures of the Revenues are subject to the
27 appropriations limit of the Authority.

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SECTION 9. EFFECTIVE AND OPERATIVE DATES

The Ordinance shall be effective on November 8, 2006, if two thirds of the electors vote on November 7, 2006, to approve the ballot measure authorizing the extension of the imposition of the existing tax. The continuance of the imposition of the existing tax authorized by Section 3 of the Ordinance shall be operative on April 1, 2011.

SECTION 10. SAFEGUARDS OF USE OF REVENUES

The following safeguards are hereby established to ensure strict adherence to the limitations on the use of the Revenues:

1. A transportation special revenue fund (the "Local Transportation Authority Special Revenue Fund") shall be established to maintain all Revenues.

2. The County of Orange Auditor-Controller ("Auditor-Controller"), in the capacity as Chair of the Taxpayer Oversight Committee, shall annually certify whether the Revenues have been spent in compliance with the Ordinance.

3. Receipt, maintenance and expenditure of Net Revenues shall be distinguishable in each jurisdiction's accounting records from other funding sources, and expenditures of Net Revenues shall be distinguishable by program or project. Interest earned on Net Revenues allocated pursuant to the Ordinance shall be expended only for those purposes for which the Net Revenues were allocated.

4. No Net Revenues shall be used by a jurisdiction for other than transportation purposes authorized by the Ordinance. Any jurisdiction which violates this provision must fully reimburse the Authority for the Net Revenues misspent and shall be deemed ineligible to receive Net Revenues for a period of five (5) years.

5. A Taxpayer Oversight Committee ("Committee") shall be established to provide an enhanced level of accountability for expenditure of Revenues under the Ordinance. The Committee will help to ensure that all voter mandates are carried out as required. The roles and responsibilities of the Committee, the selection process for Committee members and related administrative procedures shall be carried out as described in Attachment C.

1 6. A performance assessment shall be conducted at least once every
2 three years to evaluate the efficiency, effectiveness, economy and program results of the
3 Authority in satisfying the provisions and requirements of the Investment Summary of the
4 Plan, the Plan and the Ordinance. A copy of the performance assessment shall be
5 provided to the Committee.

6 7. Quarterly status reports regarding the major projects detailed in the
7 Plan shall be brought before the Authority in public meetings.

8 8. Annually the Authority shall publish a report on how all Revenues have
9 been spent and on progress in implementing projects in the Plan, and shall publicly report
10 on the findings.

11 SECTION 11. TEN-YEAR COMPREHENSIVE PROGRAM REVIEW

12 At least every ten years the Authority shall conduct a comprehensive review of all
13 projects and programs implemented under the Plan to evaluate the performance of the
14 overall program and may revise the Plan to improve its performance. The review shall
15 include consideration of changes to local, state and federal transportation plans and
16 policies; changes in land use, travel and growth projections; changes in project cost
17 estimates and revenue projections; right-of-way constraints and other project constraints;
18 level of public support for the Plan; and the progress of the Authority and jurisdictions in
19 implementing the Plan. The Authority may amend the Plan based on its comprehensive
20 review, subject to the requirements of Section 12.

21 SECTION 12. AMENDMENTS

22 The Authority may amend the Ordinance, including the Plan, to provide for the use
23 of additional federal, state and local funds, to account for unexpected revenues, or to take
24 into consideration unforeseen circumstances. The Authority shall notify the board of
25 supervisors and the city council of each city in the county and provide them with a copy of
26 the proposed amendments, and shall hold a public hearing on proposed amendments prior
27 to adoption, which shall require approval by a vote of not less than two thirds of the
28 Authority Board of Directors. Amendments shall become effective forty five days after

1 adoption. No amendment to the Plan which eliminates a program or project specified on
2 Page 31 of the Plan shall be adopted unless the Authority Board of Directors adopts a
3 finding that the transportation purpose of the program or project to be eliminated will be
4 satisfied by a different program or project. No amendment to the Plan which changes the
5 funding categories, programs or projects identified on page 31 of the Plan shall be adopted
6 unless the amendment to the Plan is first approved by a vote of not less than two thirds of
7 the Committee. In addition, any proposed change in allocations among the four major
8 funding categories of freeway projects, street and road projects, transit projects and
9 Environmental Cleanup projects identified on page 31 of the Plan, or any proposed change
10 of the Net Revenues allocated pursuant to Section IV C 3 of Attachment B for the Local
11 Fair Share Program portion of the Streets and Roads Projects funding category, shall be
12 approved by a simple majority vote of the electors before going into effect.

13 SECTION 13. REQUEST FOR ELECTION

14 Pursuant to California Public Utilities Code Section 180201, the Authority hereby
15 requests that the County of Orange Board of Supervisors call a special election to be
16 conducted by the County of Orange on November 7, 2006, to place the Ordinance before
17 the electors. To avoid any misunderstanding or confusion by Orange County electors, the
18 Authority requests that the Ordinance be identified as "Measure M" on the ballot. The ballot
19 language for the measure shall contain a summary of the projects and programs in the Plan
20 and shall read substantially as follows:

21 "Measure "M," Orange County Transportation Improvement Plan

22 Shall the ordinance continuing Measure M, Orange County's half-cent sales tax for
23 transportation improvements, for an additional 30 years with limited bonding authority to
24 fund the following projects:

- 25 * relieve congestion on the I-5, I-405, 22, 55, 57 and 91 freeways;
- 26 * fix potholes and resurface streets;
- 27 * expand Metrolink rail and connect it to local communities;
- 28 * provide transit services, at reduced rates, for seniors and disabled persons;

- 1 * synchronize traffic lights in every community;
- 2 * reduce air and water pollution, and protect local beaches by cleaning up oil runoff
- 3 from roadways;
- 4 and establish the following taxpayer protections to ensure the funds are spent as directed
- 5 by the voters:
- 6 * require an independent Taxpayer Oversight Committee to review yearly audits to
- 7 ensure that voter mandates are met;
- 8 * publish an annual report to the taxpayers on how all funds are spent; and
- 9 * update the transportation improvement plan every 10 years, with voter approval
- 10 required for major changes;

11 be adopted for the purpose of relieving traffic congestion in Orange County?"

12 SECTION 14. EFFECT ON ORDINANCE NO. 2

13 The Ordinance is not intended to modify, repeal or alter the provisions of Ordinance
14 No. 2, and shall not be read to supersede Ordinance No. 2. The provisions of the
15 Ordinance shall apply solely to the transactions and use tax adopted herein. If the
16 Ordinance is not approved by the electors of the County, the provisions of Ordinance No. 2
17 and all powers, duties, and actions taken thereunder shall remain in full force and effect.

18 SECTION 15. SEVERABILITY

19 If any section, subsection, part, clause or phrase of the Ordinance is for any reason
20 held invalid, unenforceable or unconstitutional by a court of competent jurisdiction, that
21 holding shall not affect the validity or enforceability of the remaining funds or provisions of
22 the Ordinance, and the Authority declares that it would have passed each part of the

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1 Ordinance irrespective of the validity of any other part.

2 APPROVED AND ADOPTED by the Orange County Local Transportation Authority

3 on the 24 day of July, 2006.

4
5 By: Arthur C. Brown
6 Arthur C. Brown, Chairman
7 Orange County Local Transportation
8 Authority

9 ATTEST:

10 By: Wendy Knowles
11 Wendy Knowles, Clerk of the Board
12 Orange County Local Transportation Authority

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