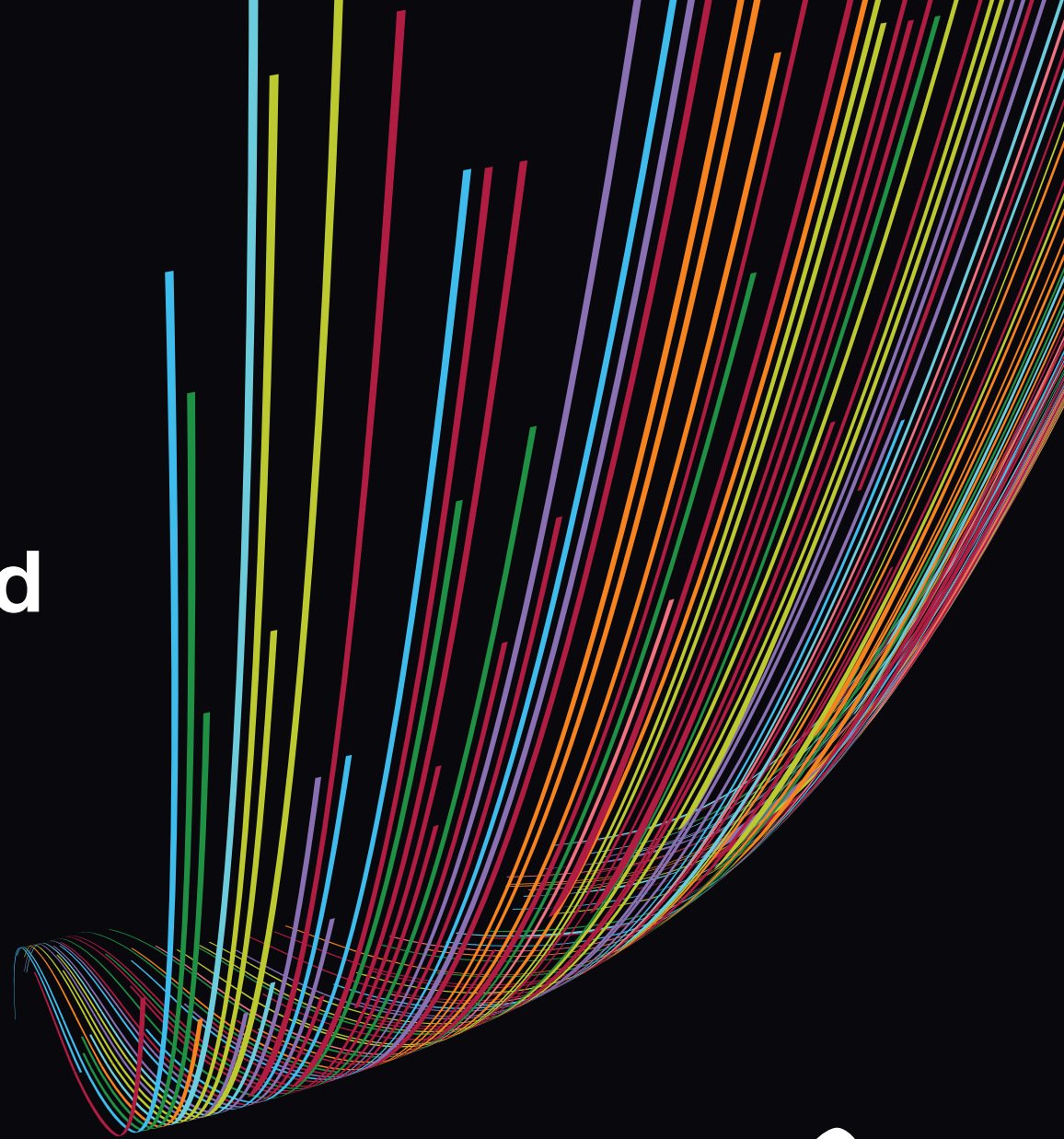




91 Express Lanes Fiscal Year 2015-16
Annual Report

Onward & Upward

The trajectory of smart fiscal leadership.



Fiscal Year

2014-2015

2015-2016



Customer Accounts

116,813

119,782



Transponders

176,790

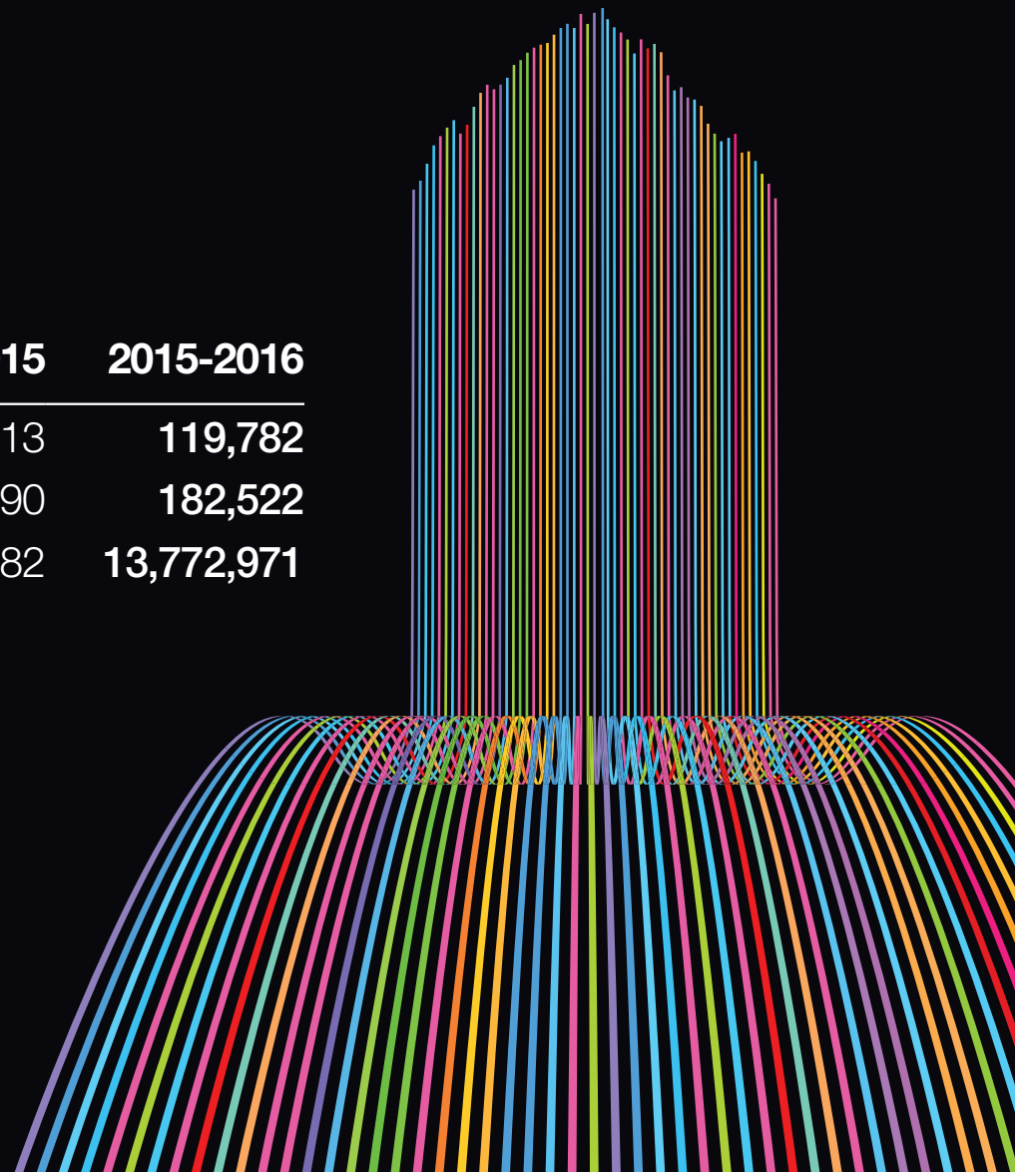
182,522



Vehicle Volume

13,106,882

13,772,971



Contents

1	INTRODUCTION
3	A MESSAGE FROM THE CEO
5	SAFER, SMOOTHER RIDE
7	FUND COMMUTER RAIL
9	UPGRADED BOND RATING
11	TRANSFORMING MOBILITY
14	INDEPENDENT AUDITORS' REPORT
15	MANAGEMENT'S DISCUSSION AND ANALYSIS
18	FINANCIAL STATEMENTS
20	NOTES TO THE FINANCIAL STATEMENTS
28	DIRECTORS AND OFFICERS

We never stop moving forward.

From the beginning, the 91 Express Lanes raised the bar for performance. When it debuted in 1995 as one of the world's first fully automated facilities with demand-based pricing, customers were quick to recognize that this new route between Orange County and the Inland Empire offered unprecedented value in speed and reliability.

Fast forward eight years to 2003: the Orange County Transportation Authority (OCTA) purchased the privately held lanes for the public and ended a non-compete provision that prohibited improvements on the SR-91 corridor. Under OCTA's fiscal leadership, the lanes became a self-sustaining engine that also helped to drive regional transportation growth.

In 2016, for example, \$24.4 million set aside from tolls was used to repave the express lanes with no additional funds from taxpayers. Also, the OCTA Board of Directors approved an additional \$6 million in excess toll revenue to build a commuter rail station on the Metrolink 91 Line that will provide another transit option for those who live and work along the SR-91 corridor.

The 91 Express Lanes has always been attractive to investors, and this year it hit a new high. Citing stronger-than-expected traffic and revenue performance, Fitch Ratings upgraded the bond rating of the 91 Express Lanes from A- to A.

As the 91 Express Lanes extends toward Riverside County, this year OCTA and the Riverside County Transportation Commission (RCTC) completed the joint traffic operational center in Anaheim. In addition, with coordinated assistance from OCTA, RCTC built a turnaround area that will help the customer service patrol and CHP provide more timely assistance to customers in trouble.

On every front, the future of the 91 Express Lanes is clear: onward and upward.

"I'm very proud of the fact that this year's fiscally responsible accomplishments of the 91 Express Lanes truly benefit our customers and the community at large."

- Darrell Johnson
CEO, OCTA



High Bond Rating



8-mile Extension



Repavement Project



Placentia Metrolink Station



A Message from the CEO

Welcome to the 91 Express Lanes Fiscal Year 2015-2016 Annual Report. This year's theme is "Onward and Upward", words that well describe this unique roadway.

Customers chose the 91 Express Lanes for more than 13 million trips this year, a 5.1 percent increase. Since OCTA took ownership in 2003, 171 million trips have been taken.

Since OCTA's purchase of the privately held roadway turned the 91 Express Lanes into a public asset, OCTA has contributed \$28.9 million in excess toll revenue to transportation improvements along the State Route 91 (SR-91) corridor, including \$6 million this year for the construction of the Placentia Metrolink Station.

In 2016, the entire 91 Express Lanes was repaved for the first time in its 21-year history, preparing it for more decades of safe journeys at free-flowing speed.

Next year, the 91 Express Lanes will extend 8 miles east into Riverside County. With the completion of the joint traffic operational center in Anaheim, OCTA and the Riverside County Transportation Commission (RCTC) continue to work together to ensure a consistent, positive experience for customers along the entire length of the lanes.

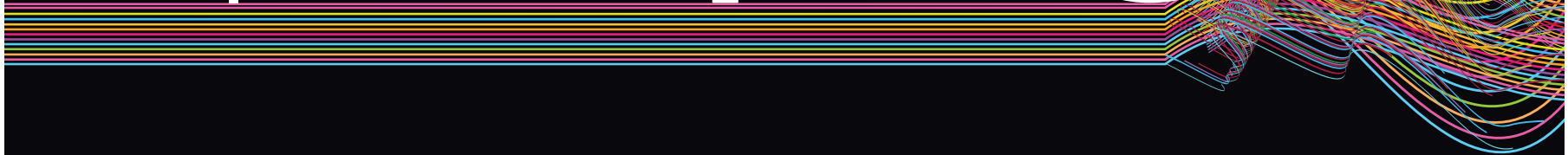
Thank you for another successful year and for being part of our continued momentum onward and upward.

Sincerely,



Darrell Johnson
Chief Executive Officer
Orange County Transportation Authority

113,000 tons of new
asphalt stretching 42 miles:
Paid in full.





Ensuring a safe, smooth commute for generations to come.

For the first time in its entire 21-year history, the 91 Express Lanes was repaved in 2016. Funding for the \$24.4 million project came from money set aside from tolls paid by drivers of the 91 Express Lanes. The project will extend the pavement's lifespan for decades while continuing to provide a safe, smooth commute. No taxpayer dollars were used.

As the project rolled out along the 42 miles that make up the four-lane, 10-mile 91 Express Lanes, it used 113,000 tons of asphalt and grinded and replaced 375,000 square yards of pavement. In addition to the pavement work, the project replaced six changeable message signs, replaced channelizers, completed electrical tasks and restriped the pavement. Working during weekends to minimize disruption, crews repaved one direction at a time over several months.

Drivers take more than 13 million trips on the 91 Express Lanes every year. Pavement work is vital to maintain the safety and efficiency of the lanes.



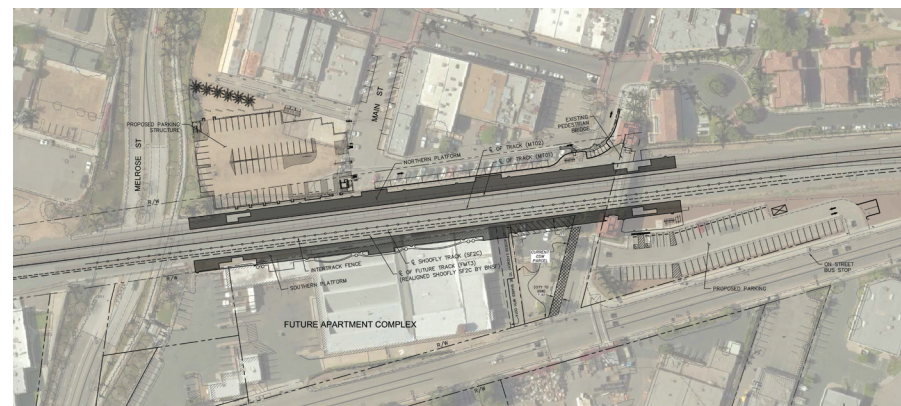
Contribution to commuter rail station: \$6m (2016)
\$8m (2015)
\$14m Total



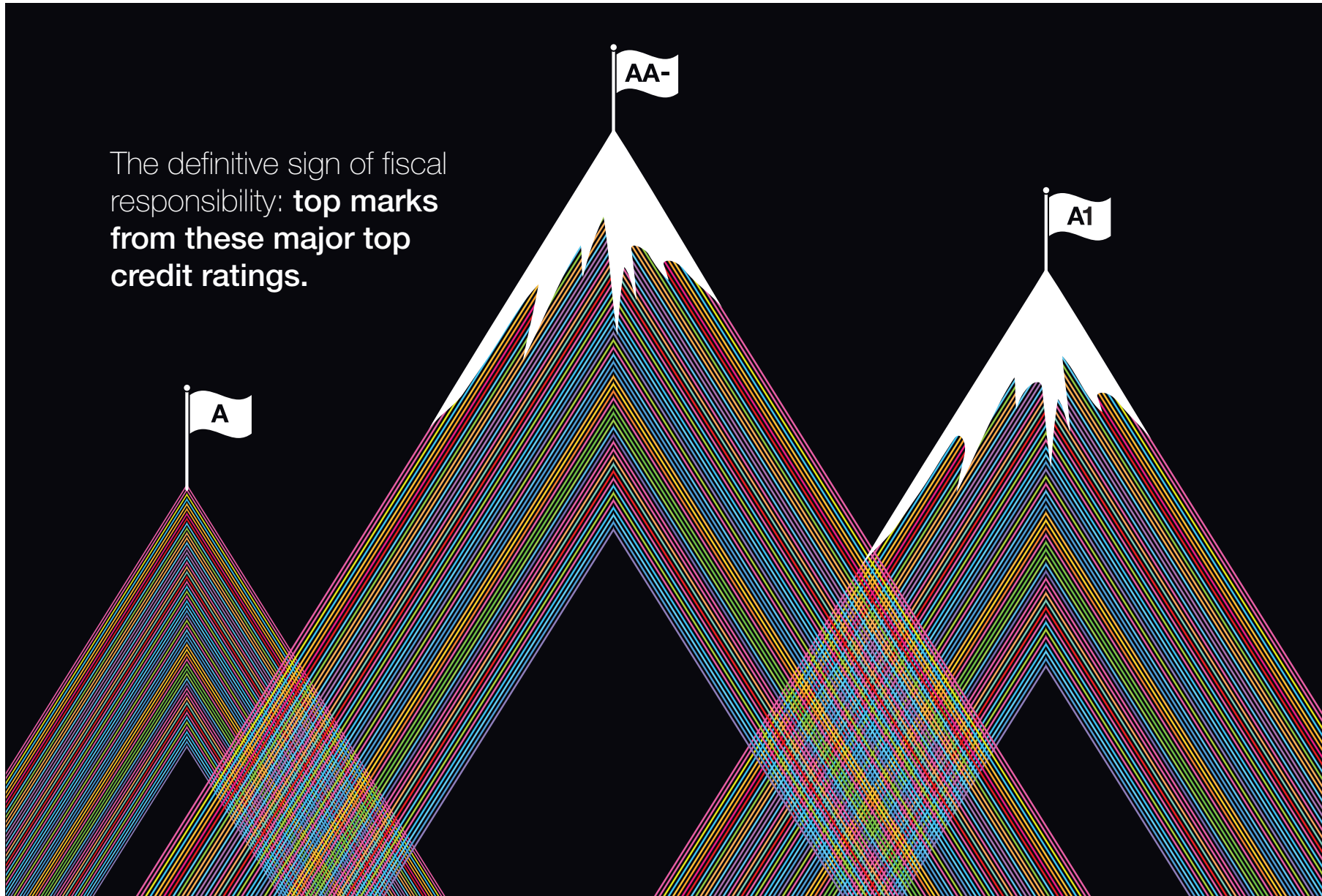


To benefit the public, millions are used to fund commuter rail.

Though the 91 Express Lanes is known far and wide as the best way to bypass traffic to arrive on time, it also serves another role. The former private road is now a public thoroughfare, and excess toll revenue is used for the public benefit. In 2016, the OCTA Board of Directors approved \$6 million in excess 91 Express Lanes toll revenue to fund a Metrolink 91 line commuter rail station with connections to Buena Park, Norwalk and Santa Fe Springs, Fullerton, Los Angeles and Riverside County. This is in addition to the \$8 million contributed last year, bringing the total to \$14 million. Over the years, OCTA has invested more than \$28.9 million in toll revenue for projects that benefit travelers along the SR-91 corridor. With its contribution to the Placentia Metrolink station, the 91 Express Lanes is moving onward and upward to help residents and businesses along SR-91 benefit from another form of transportation.



The definitive sign of fiscal responsibility: **top marks** from these major top credit ratings.





Nothing says financial strength like an upgraded bond rating.

Every year since OCTA purchased the 91 Express Lanes in 2003, the toll facility has been a model of financial stability. In OCTA's first year of operation, the 91 Express Lanes became the first single-asset lane entity to earn an A bond rating.

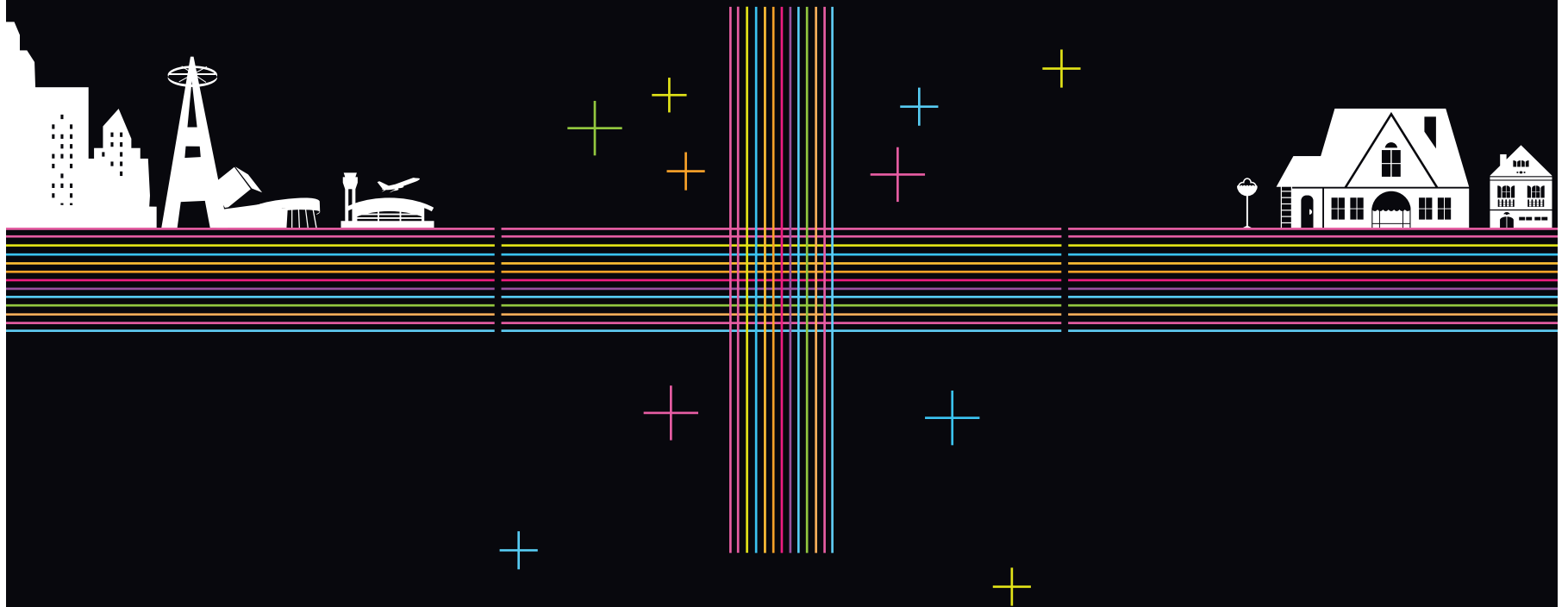
The 91 Express Lanes has continued its steady progress onward and upward to achieve strong ratings. Recently, two of the major bond credit rating agencies, Standard and Poor's and Fitch, upgraded their ratings from A+ to AA- and A- to A, respectively, Moody's Investors Service remained the same at A1. A high bond rating indicates financial strength and well-managed resources and helps attract investments.

In upgrading the rating, Fitch cited stronger-than-expected traffic and revenue performance and said that the rating outlook is stable in part because of the Express Lanes' long history, solid long-term prospects for continued traffic growth, strong debt-service coverage, and no plans for further debt issuance.



8-mile extension
+ new partnership

= **Commuting happiness**





Transforming mobility with 8 additional miles.

Ever since the 10-mile 91 Express Lanes in the median of SR-91 became a public entity, OCTA and the Riverside County Transportation Commission (RCTC) have worked together to provide a positive experience for drivers traveling this road between Orange and Riverside counties.

Next year, the 91 Express Lanes will be extended 8 miles into Riverside following a multi-year construction project headed by RCTC.

As the lanes move onward, so does the relationship between OCTA and RCTC. The two entities are sharing a new traffic operational center in Anaheim that will enhance efficiency and increase cost effectiveness. In addition, thanks to cooperation and lane management between the agencies, a new 91 Express Lane turnaround area was constructed that allows the customer service patrol and CHP to respond more quickly to those in need.





Contents - Financials

- 14 INDEPENDENT AUDITORS' REPORT
- 15 MANAGEMENT'S DISCUSSION AND ANALYSIS

FINANCIAL STATEMENTS

- 18 STATEMENT OF NET POSITION
- 18 STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND NET POSITION
- 19 STATEMENT OF CASH FLOWS
- 20 NOTES TO THE FINANCIAL STATEMENTS

Report on the Financial Statements

We have audited the accompanying financial statements of the 91 Express Lanes, an enterprise fund of the Orange County Transportation Authority (OCTA), as of and for the year ended June 30, 2016, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the 91 Express Lanes Fund as of June 30, 2016, and the changes in financial position and cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the 91 Express Lanes Enterprise Fund of OCTA and do not purport to, and do not, present fairly the financial position of OCTA as of June 30, 2016, and the changes in its financial position or where applicable, its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

As described in Note 2 to the financial statements, the 91 Express Lanes Fund adopted Governmental Accounting Standards Board (GASB) Statement No. 72, *Fair Value Measurement and Application*, effective July 1, 2015. Our opinion is not modified with respect to this matter.

Other Matters | Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 15-17, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 31, 2016, on our consideration of OCTA's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering OCTA's internal control over financial reporting and compliance.

Vavrinek, Trine, Day & Co. LLP

Laguna Hills, California, October 31, 2016

Vavrinek, Trine, Day & Co., LLP
Certified Public Accountants
25231 Paseo De Alicia, Suite 100, Laguna Hills, CA 92653
949.768.0833 ph | 949.768.8408 fx www.vtdcpa.com

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) For the Fiscal Year Ended June 30, 2016

As management of the 91 Express Lanes Fund (91 EL), an enterprise fund of the Orange County Transportation Authority, we offer readers of the 91 EL financial statements this narrative overview and analysis of the 91 EL's financial activities for the fiscal year ended June 30, 2016. We encourage readers to consider the information on financial performance presented in conjunction with the financial statements that begin on page 18. All amounts, unless otherwise indicated, are expressed in thousands of dollars.

Financial Highlights

- At the end of fiscal year 2015-16, the total net position of the 91 EL was \$155,650 and consisted of net investment in capital assets of \$28,533; restricted net position of \$13,075; and unrestricted net position of \$114,042. Net position increased \$27,466 during fiscal year 2015-16, which represents an increase of 21% from the fiscal year 2014-15 ending net position. The increase is primarily due to operating revenues in excess of operating expenses offset by bond interest expense.
- In fiscal year 2015-16, total operating revenues increased by \$6,108, which represents a 13% increase from the fiscal year 2014-15, primarily due to an increase in total trips in addition to an increase in the collection of violation fees. Total operating expenses increased by \$1,800, which represents a 9% increase from the fiscal year 2014-15, primarily due to an increase in professional services paid for road maintenance and repairs, collection services and services related to the pavement rehabilitation project.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the 91 EL's financial statements. The financial statements are comprised of the fund financial statements and notes to the financial statements.

The statement of net position presents information on all of the 91 EL's assets, deferred outflows of resources, deferred inflows of resources and liabilities, with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the 91 EL is improving or deteriorating.

The statement of revenues, expenses and changes in fund net position presents information showing how the 91 EL's net position changed during the fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows.

The 91 EL fund financial statements can be found on pages 18-19 of this report.

Notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the financial statements. The notes to the financial statements can be found on pages 20-27 of this report.

91 Express Lanes Financial Analysis

As noted previously, net position may serve over time as a useful indicator of the 91 EL's financial position. At June 30, 2016, the 91 EL's net position was \$155,650, an increase of \$27,466 from June 30, 2015. Our analysis below focuses on net position (Table 1) and changes in net position (Table 2) of the 91 EL's financial activities.

**91 EXPRESS LANES FUND
NET POSITION**

TABLE 1

	2016	2015
Current and other assets	\$ 131,712	\$ 101,000
Restricted assets	23,874	23,831
Capital assets, net	3,738	2,868
Intangible asset – toll road franchise, net	128,041	130,628
Total assets	287,365	258,327
Total deferred outflows of resources	9,681	10,350
Current liabilities	22,955	16,124
Long-term liabilities	118,441	124,369
Total liabilities	141,396	140,493
Net position:		
Net investment in capital assets	28,533	25,200
Restricted	13,075	13,032
Unrestricted	114,042	89,952
Total net position	\$ 155,650	\$ 128,184

In fiscal year 2015-16, total assets increased by \$29,038 which represents an increase of 11% from the fiscal year 2014-15, due to an increase in cash, investments and receivables. Refer to notes 4 and 5 for changes in capital and intangible assets. Total liabilities increased by \$903 primarily due to an increase in payables for the pavement rehabilitation project offset by principal and interest paid during the fiscal year for bonds payable.

The 91 EL's net investment in capital assets was \$28,533 compared to \$25,200 in fiscal year 2014-15. The 91 EL's net position reflects its investment in capital assets (i.e., intangible assets; improvements; communications equipment; computer hardware and software; equipment, furniture and fixtures; and transponders), less any related outstanding debt used to acquire these assets. The 91 EL uses these capital assets to provide improved mobility for 91 EL customers and commuters along the State Route (SR) 91 corridor. The increase of \$3,333 in net investment in capital assets was primarily due to a reduction in related outstanding debt used to acquire capital assets offset by depreciation and amortization of assets.

Restricted net position, representing resources subject to external restrictions on how they may be used, were 8% and 10% of the total net position at June 30, 2016 and 2015, respectively. The \$43 increase in restricted net position is related to investment activity in bond reserve accounts.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) For the Fiscal Year Ended June 30, 2016

Unrestricted net position represents the portion of net position that can be used to finance day-to-day operations without constraints established by debt covenants, enabling legislation, or other legal requirements. Unrestricted net position changed from \$89,952 at June 30, 2015 to \$114,042 at June 30, 2016. This increase of \$24,090 was primarily due to operating revenues in excess of operating expenses.

The analysis in Table 2 focuses on the changes in net position.

**91 EXPRESS LANES FUND
 CHANGES IN NET POSITION**

	2016	2015
Revenues:		
Operating revenues:		
Tolls, fees, and fines	\$ 52,240	\$ 46,132
Total operating revenues	52,240	46,132
Operating expenses:		
Management and operational services	8,293	8,083
Administrative overhead	2,323	2,606
Other operating expenses	27	11
Insurance claims and premiums	334	351
Professional services	6,992	4,621
General and administrative	407	415
Depreciation and amortization	3,133	3,622
Total operating expenses	21,509	19,709
Operating income	30,731	26,423
Nonoperating revenues (expenses):		
Investment earnings	1,692	702
Interest expense	(5,670)	(5,878)
Other	713	88
Total nonoperating expenses	(3,265)	(5,088)
Changes in net position	27,466	21,335
Total net position—beginning	128,184	106,849
Total net position—ending	\$ 155,650	\$ 128,184

91 EL's total operating revenues increased by 13%, while total operating expenses increased by 9%. Total traffic volume on the 91 EL during fiscal year 2015-16 was 13,772,971 trips reflecting an increase of 5% in comparison to fiscal year 2014-15 and contributed to an increase in revenue from toll road fees. In addition, operating revenues increased due to an increase in revenue collected from violators. The increase in operating expenses is primarily attributable to professional services, management and operational services costs as explained under the financial highlights section.

Capital Assets and Intangible Asset

Capital Assets

As of June 30, 2016, the 91 EL had \$3,738 net of accumulated depreciation, invested in a broad range of capital assets including: construction in progress, improvements, computer hardware and software, transponders, and equipment, furniture and fixtures (Table 3). The total increase in the 91 EL's capital assets for fiscal year 2015-16 was \$870, which was primarily due to leasehold improvements in progress offset by depreciation. The leasehold improvements project is expected to be completed in fiscal year 2016-17.

**91 EXPRESS LANES FUND
 CAPITAL ASSETS, NET OF DEPRECIATION AND AMORTIZATION**

	2016	2015
Construction in progress	\$ 1,372	\$ 264
Improvements	1,341	1,488
Computer hardware and software	102	112
Transponders	890	955
Equipment, furniture and fixtures	33	49
Total capital assets, net	\$ 3,738	\$ 2,868

The 91 EL has outstanding capital expense commitments, the most significant of which is \$1,236 for transponder purchases. More detailed information about the 91 EL's capital assets is presented in note 4 to the financial statements.

Intangible Asset

Intangible asset activity for the year ended June 30, 2016 was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Toll facility franchise	\$ 205,264	\$ -	\$ -	\$ 205,264
Less accumulated amortization	(74,636)	(2,587)	-	(77,223)
Total toll facility franchise, net	\$ 130,628	\$ (2,587)	\$ -	\$ 128,041

More detailed information about the 91 EL's intangible asset is presented in note 5 to the financial statements.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) For the Fiscal Year Ended June 30, 2016

Debt Administration

As of June 30, 2016, the 91 EL had \$114,415 in tax-exempt bonds outstanding compared to \$119,490 at June 30, 2015, as presented in Table 4.

**91 EXPRESS LANES FUND
 OUTSTANDING DEBT**

	TABLE 4	
	2016	2015
Tax-exempt bonds	\$ 114,415	\$ 119,490

Additional information on long-term debt can be found in note 6 to the financial statements.

Economic and Other Factors

The 91 EL makes up \$44,559 or 4.60% of OCTA's fiscal year 2016-17 revenue budget. In fiscal year 2016-17, toll revenue is forecasted to increase by 4.19% over the fiscal year 2015-16 budgeted value. This increase is due to a forecasted increase in trips offset by the anticipated closures needed for the pavement rehabilitation and variable message signs replacement project. The average long term rate of growth for toll road revenues beyond fiscal year 2016-17 is 5.80%.

The majority of expenses related to the 91 EL within the fiscal year 2016-17 budget are on-going general costs related to day-to-day operations of the toll facility. Since the 91 EL is a fully electronic toll facility, motorists pay tolls through the convenient use of windshield-mounted FasTrak® transponders that automatically deduct toll charges from a prepaid account. At the end of fiscal year 2015-16, there were 119,782 active customer accounts, with 182,522 transponders assigned to those accounts.

OCTA, in concert with Caltrans and Riverside County Transportation Commission (RCTC), issued an annual SR-91 Implementation Plan to establish a program of projects eligible for funding by potential excess 91 EL toll revenue and other funds. The total cost for the first set of projects is approximately \$1,593,000. One of these projects is the initial SR-91 corridor improvement project that will widen the SR-91 by one general purpose lane in each direction east of Green River Road, adds collector-distributor roads and direct south connectors at Interstate-15 (I-15)/SR-91 and extends the 91 EL to I-15. Construction began in fiscal year 2013-14 and is expected to be completed in fiscal year 2016-17. This project requires close coordination with RCTC in order to minimize impacts to the 91 EL's operations.

Contacting 91 EL's Management

This financial report is designed to provide a general overview of the 91 EL's finances for all those with an interest in the government's finances and to demonstrate the 91 EL's accountability for the money it receives. Questions concerning any of the information provided in this report or requests for additional information should be addressed to the Finance and Administration Division at the Orange County Transportation Authority, 550 South Main Street, P.O. Box 14184, Orange, California 92863-1584.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
STATEMENT OF NET POSITION June 30, 2016

Assets

Current Assets:	
Cash and investments	\$ 117,148,022
Receivables:	
Interest	177,301
Violations, net	9,060,453
Other, net	1,140,926
Due from other governments	154,846
Other assets	4,030,185
Total current assets	131,711,733
Noncurrent Assets:	
Restricted cash and investments:	
Cash equivalents	23,873,845
Capital assets, net:	
Nondepreciable	1,371,643
Depreciable	2,366,274
Intangible asset - toll road franchise, net	128,041,289
Total noncurrent assets	155,653,051
Total Assets	287,364,784

Deferred Outflows of Resources

Deferred charge on refunding	9,680,746
Total Deferred Outflows of Resources	9,680,746

Liabilities

Current Liabilities:	
Accounts payable	4,670,346
Accrued interest payable	2,107,209
Due to other governments	6,044,530
Unearned revenue	4,577,182
Other liabilities	270,750
Bonds payable - due within one year	5,285,000
Total current liabilities	22,955,017
Noncurrent Liabilities:	
Bonds payable - due in more than one year	118,440,257
Total noncurrent liabilities	118,440,257
Total Liabilities	141,395,274

Net Position

Net investment in capital assets	28,533,220
Restricted for:	
Debt service	36,450
Capital	10,029,900
Operating reserves	3,008,970
Unrestricted	114,041,716
Total Net Position	\$ 155,650,256

See accompanying notes to the financial statements.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND NET POSITION

For the Year Ended June 30, 2016

Operating revenues:

Tolls, fees, and fines	\$ 52,240,208
------------------------	---------------

Operating expenses:

Management and operational services	8,293,151
Administrative overhead	2,323,211
Other operating expenses	26,299
Insurance claims and premiums	334,218
Professional services	6,991,993
General and administrative	406,891
Depreciation and amortization	3,133,145
Total operating expenses	21,508,908

Operating income	30,731,300
-------------------------	-------------------

Nonoperating revenues (expenses):

Investment earnings	1,692,137
Interest expense	(5,670,225)
Other	712,977
Total nonoperating revenues (expenses)	(3,265,111)

Change in net position	27,466,189
------------------------	------------

Total net position - beginning	128,184,067
--------------------------------	-------------

Total net position - ending	\$ 155,650,256
------------------------------------	-----------------------

See accompanying notes to the financial statements.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
STATEMENT OF CASH FLOWS For the Year Ended June 30, 2016

Cash flows from operating activities:	
Receipts from customers and users	\$ 50,030,925
Payments to suppliers	(13,182,615)
Payments for OCTA interfund services used	(2,323,211)
Miscellaneous revenue received	499,547
Net cash provided by operating activities	35,024,646
Cash flows from capital and related financing activities:	
Principal payment on long-term debt	(5,075,000)
Interest paid on long-term debt	(5,720,725)
Acquisition and construction of capital assets	(1,358,035)
Net cash used for capital and related financing activities	(12,153,760)
Cash flows from investing activities:	
Interest received	1,617,923
Net cash provided by investing activities	1,617,923
Net increase in cash and cash equivalents	24,488,809
Cash and cash equivalents at beginning of year	116,533,058
Cash and cash equivalents at end of year	\$ 141,021,867
Reconciliation of cash and cash equivalents to statement of net position:	
Cash and investments	\$ 117,148,022
Restricted cash and investments	23,873,845
Total cash and cash equivalents	\$ 141,021,867

See accompanying notes to the financial statements.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
STATEMENT OF CASH FLOWS (CONT.) For the Year Ended June 30, 2016

Reconciliation of operating income (loss) to net cash provided by (used for) operating activities:	
Operating income	\$ 30,731,300
Adjustments to reconcile operating income to net cash provided by (used for) operating activities:	
Depreciation expense	546,452
Amortization of Franchise Agreement	2,586,693
Amortization of prepaid expense	312,748
Amortization of prepaid insurance	334,218
Miscellaneous	499,547
Change in assets and liabilities:	
Violations receivables, net	(2,260,816)
Other receivables, net	(78,094)
Other assets	(4,344,723)
Accounts payable	735,867
Due to other governments	5,831,827
Unearned revenue	131,049
Other liabilities	(1,422)
Total adjustments	4,293,346
Net cash provided by operating activities	\$ 35,024,646
Noncash capital, financing and investing activities:	
Amortization of bond premium	\$ (643,937)
Amortization of bond deferred charges	\$ 669,562
Investment earnings (accrued interest)	\$ 64,191

See accompanying notes to the financial statements.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
NOTES TO THE FINANCIAL STATEMENTS For the Fiscal Year Ended June 30, 2016

1. Reporting Entity

On January 3, 2003, the Orange County Transportation Authority (OCTA) purchased from the California Private Transportation Company (CPTC) its interest in a Franchise Agreement for the 91 Express Lanes. See note 5 for further discussion of the service concession arrangement.

These financial statements include only the activities of the 91 Express Lanes Fund, an enterprise fund of OCTA. These financial statements are not intended to present the activities of OCTA.

2. Summary of Significant Accounting Policies

The accounting policies of the 91 Express Lanes Fund are in conformity with generally accepted accounting principles (GAAP) applicable to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing accounting and financial reporting principles.

Basis of Accounting

The financial statements of the 91 Express Lanes Fund are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues, consisting substantially of tolls and fees, are recorded when earned, and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Toll amounts are collected from customers on a prepaid basis, and unearned tolls are reported as unearned revenue. Toll revenue is recognized when the customers utilize the toll road facility.

Enterprise funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with an enterprise fund's principal ongoing operations. The principal operating revenues of the 91 Express Lanes Fund are charges to customers for use of the toll facility. Operating expenses for the 91 Express Lanes Fund include the cost of services, administrative expenses, and depreciation and amortization on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is the 91 Express Lanes Fund's policy to use restricted resources first and then unrestricted resources as they are needed.

Cash and Investments

The 91 Express Lanes Fund participates in OCTA's Commingled Investment Pool. OCTA maintains cash and investments in accordance with an Investment Policy (Policy) adopted initially by OCTA's Board of Directors (Board) on May 8, 1995, and most recently amended on June 13, 2016. The Policy complies with, or is more restrictive than, the California Government Code (Code). At June 30, 2016, the investment portfolios were maintained at MUFG Union Bank, N.A. as custodial bank. OCTA's Commingled Investment Pool is managed by four private sector investment managers. Separate investment manager accounts are maintained for the proceeds of bond issues, with the earnings for each bond issue accounted for separately. Cash from other OCTA revenue sources is commingled for investment purposes in the OCTA Commingled Investment Pool, with investment earnings allocated to the different accounts based on average daily account balances.

OCTA holds investments that are measured at fair value on a recurring basis. OCTA categorizes the fair value measurements of its investments based on the hierarchy established by GAAP. The fair value hierarchy, which has three levels, is based on the valuation inputs used to measure an asset's fair value: Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are inputs - other than quoted prices included in Level 1 - that are observable

including quoted prices for similar assets in active markets and quoted prices for identical or similar assets in markets that are not active; Level 3 inputs are unobservable inputs. OCTA's leveled investments are measured using Level 2 inputs.

Investments in U.S. government and U.S. agency securities, medium-term notes, repurchase agreements, variable and floating rate securities, mortgage and asset-backed securities and corporate notes are carried at fair value based on quoted market prices, except for money market investments and participating interest-earning investment contracts with a remaining maturity of one year or less at purchase date, which are carried at amortized cost which approximates fair value. The Orange County Treasury Investment Pool (OCIP) is carried at fair value based on the value of each participating dollar as provided by the OCIP. The state managed Local Agency Investment Fund (LAIF) is carried at fair value based on the value of each participating dollar as provided by LAIF.

The Policy requires that assets in the portfolio consist of the following investments, with maximum permissible concentrations based on book value, and may be more restrictive than applicable state statutes for the following investment types: OCTA notes and bonds, U.S. treasuries, federal instrumentality securities, federal agencies, State of California and local agency obligations, banker's acceptance, commercial paper, negotiable certificates of deposit, repurchase agreements, medium-term maturity corporate securities, money market funds, other mutual funds, mortgage or asset-backed securities, LAIF, OCIP, variable and floating rate securities and bank deposits. Investment agreements are also allowed for bond issues.

All investments are subject to a maximum maturity of five years, unless specific direction to exceed the limit is given by the Board and as permitted by the Code. OCTA policy is to invest only in high quality instruments as permitted by the Code, subject to the limitations of the Policy.

Cash and Cash Equivalents

For the purpose of the statement of cash flows, OCTA considers all short-term investments with an initial maturity of three months or less to be cash equivalents. All deposits, commercial paper, money market funds, certificates of deposit, and the 91 Express Lanes Fund's share of the OCTA Commingled Investment Pool represent cash and cash equivalents for cash flow purposes.

Restricted Cash and Investments

Investments set aside in the Senior Lien Reserve Fund, Major Maintenance Reserve Fund, and Operating Reserve Fund are pursuant to the terms of the 2013 Indenture for the \$124,415,000 Toll Road Revenue Refunding Bonds and their use is limited by applicable debt covenants.

Permitted investments per the debt covenants include: government obligations, State of California and local agency obligations, banker's acceptances, commercial paper, negotiable certificates of deposit, repurchase agreements, money market funds, other mutual funds, investment agreements, OCIP, and variable and floating rate securities.

Receivables

Violations receivables include an estimate for outstanding unpaid violations that the 91 Express Lanes Fund anticipates to collect. For violations less than or equal to 90 days old, the receivable is based on a 12-month average of violations collected, and is recorded net of an allowance for uncollectible accounts of \$948,662 at June 30, 2016. For unpaid violations in excess of 90 days, the receivable is estimated using a three-year average of violations collected and is recorded net of uncollectible accounts as the majority is not considered probable of collection.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
NOTES TO THE FINANCIAL STATEMENTS For the Fiscal Year Ended June 30, 2016

Other receivables include amounts due from other California toll road agencies related to their customers' use of the 91 Express Lanes, as well as amounts owed from customers, net of an allowance for uncollectible accounts of \$354,969 at June 30, 2016.

An estimated \$6.3 million of violation and customer receivables are not expected to be collected within one year. The 91 Express Lanes utilizes an outside collection agency to assist in the recovery of unpaid customer balances and violations exceeding 90 days.

Due from other Governments

Due from other governments include receivables due from other government agencies.

Other Assets

Other assets include prepaid expenses, advances for the pavement rehabilitation project, and refundable deposits.

Capital Assets

Capital assets include construction in progress, improvements, equipment, computer hardware, software, furniture and fixtures, and transponders. Capital assets are defined by the 91 Express Lanes Fund as assets with an initial, individual cost of more than \$5,000 and a useful life in excess of one year. It is also the 91 Express Lanes Fund's policy to capitalize transponder purchases, as they are considered a significant class of assets even though individually under \$5,000. Such assets are recorded at historical cost. The costs of normal maintenance and repairs that do not add value to the asset or materially extend asset lives are not capitalized.

Capital assets are depreciated using the straight-line method over the following estimated useful lives:

Capital Asset Type	Useful Life
Improvements	10-30 years
Equipment, furniture and fixtures	3-10 years
Computer hardware and software	3-5 years
Transponders	5-7 years

Intangible Asset – Toll Facility Franchise

OCTA purchased the interest in the Franchise Agreement for the toll facility from CPTC on January 3, 2003. The toll facility franchise is amortized over the remaining life of the Franchise Agreement through December 2065.

Deferred Outflows

In addition to assets, the statement of net position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense) until then. As of June 30, 2016, the 91 Express Lanes Fund only has one item that qualifies for reporting in this category. It is the deferred charge on refunding reported in the statement of net position. A deferred charge on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

Due to other Governments

Due to other governments include payables due to other government agencies.

Risk Management

The 91 Express Lanes Fund purchases commercial property insurance including business interruption, earthquake and flood coverage related to the toll facility. Additionally, the 91 Express Lanes Fund participates in OCTA's self-insurance general liability program. Liability claims are resolved by OCTA and are an expense of the 91 Express Lanes Fund.

Net Position

Net position represents the difference between assets plus deferred outflow of resources and liabilities plus deferred inflow of resources and is classified into three categories:

- *Net investment in capital assets* - Reflects net position of the 91 Express Lanes Fund invested in capital assets and the intangible asset net of related debt. This net position is not accessible for other purposes.
- *Restricted net position* - Represents net position not accessible for general use, with the use subject to restrictions enforceable by third parties. The statement of net position includes restricted net position for the portion of debt attributable to unspent proceeds, restricted by the 2013 Toll Road Revenue Refunding Bonds Master Indenture of Trust for debt service, capital, and operating expenses.
- *Unrestricted net position* - Represents net position available for general use.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures during the reporting period. As such, actual results could differ from those estimates.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
NOTES TO THE FINANCIAL STATEMENTS For the Fiscal Year Ended June 30, 2016

New Effective Accounting Pronouncements

In fiscal year 2015-16, OCTA implemented the following GASB Statements:

GASB Statement No. 72

In February 2015, GASB issued Statement No. 72, *Fair Value Measurement and Application*. This Statement addresses accounting and financial reporting issues related to fair value measurements. The definition of fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is considered to be the exit price. This Statement provides guidance for determining a fair value measurement for financial reporting purposes. This Statement is effective for OCTA's fiscal year ending June 30, 2016. Notes 2 and 3 include information required by this Statement.

GASB Statement No. 73

In June 2015, GASB issued Statement No. 73, *Accounting and Financial Reporting for Pensions and Related Assets That Are Not within the Scope of GASB Statement 68, and Amendments to Certain Provisions of GASB Statements 67 and 68*. The objective of this Statement is to improve the usefulness of information about pensions included in the general purpose external financial reports of state and local governments for making decisions and assessing accountability. This Statement establishes requirements for defined benefit pensions that are not within the scope of Statement No. 68, *Accounting and Financial Reporting for Pensions*, as well as for the assets accumulated for purposes of providing those pensions. It also amends certain provisions of Statement No. 67, *Financial Reporting for Pension Plans*, and Statement No. 68 for pension plans and pensions that are within their respective scopes. This Statement is effective in two phases for periods beginning after June 15, 2015 and June 15, 2016. However, OCTA decided to early implement the provisions effective next fiscal year. There was no current effect on the financial statements of the 91 Express Lanes Fund as a result of the implementation of this Statement.

GASB Statement No. 76

In June 2015, GASB issued Statement No. 76, *The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments*. This Statement supersedes Statement No. 55, *The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments*. The objective of this Statement is to identify the hierarchy of GAAP. This Statement reduces the GAAP hierarchy to two categories of authoritative GAAP and addresses the use of authoritative and nonauthoritative literature in the event that the accounting treatment for a transaction or other event is not specified within a source of authoritative GAAP. This Statement is effective for OCTA's fiscal year ending June 30, 2016. The implementation of this Statement did not have a material effect on the financial statements of the 91 Express Lanes Fund.

GASB Statement No. 78

In December 2015, GASB issued Statement No. 78, *Pensions Provided through Certain Multiple-Employer Defined Benefit Pension Plans*. The objective of this Statement is to address a practice issue regarding the scope and applicability of Statement No. 68, *Accounting and Financial Reporting for Pensions*. The Statement amends the scope and applicability of GASB Statement No. 68 to exclude certain types of cost-sharing multiple-employer plans. The requirements of this Statement are effective for reporting periods beginning after December 15, 2015. However, OCTA decided to early implement this Statement in fiscal year ending June 30, 2016. There was no current effect on the financial statements of the 91 Express Lanes Fund as a result of the implementation this Statement.

GASB Statement No. 79

In December 2015, GASB issued Statement No. 79, *Certain External Investment Pools and Pool Participants*. This Statement addresses accounting and financial reporting for certain external investment pools and pool participants. It establishes criteria for an external investment pool to qualify for making the election to measure all of its investments at amortized cost for financial reporting purposes. If an external investment pool meets the criteria in this Statement and measures all of its investments at amortized cost, the pool's participants also should measure their investments in that external investment pool at amortized cost for financial reporting purposes. This Statement is effective for OCTA's fiscal year ending June 30, 2016. The implementation of this Statement did not have a material effect on the financial statements of the 91 Express Lanes Fund.

GASB Statement No. 82

In March 2016, GASB issued Statement No. 82, *Pension Issues—an amendment of GASB Statements No. 67, No. 68, and No. 73*. The objective of this Statement is to address certain issues related to Statements No. 67, *Financial Reporting for Pension Plans*, No. 68, *Accounting and Financial Reporting for Pensions*, and No. 73, *Accounting and Financial Reporting for Pensions and Related Assets That Are Not within the Scope of GASB Statement 68, and Amendments to Certain Provisions of GASB Statements 67 and 68*. The issues addressed by this Statement are related to the presentation of payroll-related measures in required supplementary information. In addition, this Statement addresses the selection of assumptions and the treatment of deviations from the guidance in an Actuarial Standard of Practice for financial reporting purposes, and the classification of payments made by employers to satisfy employee (plan member) contribution requirements. This Statement is effective for OCTA's fiscal year ending June 30, 2016. There was no current effect on the financial statements of the 91 Express Lanes Fund as a result of the implementation of this Statement.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
NOTES TO THE FINANCIAL STATEMENTS For the Fiscal Year Ended June 30, 2016

3. Cash and Investments

Cash and investments are comprised of the following at June 30, 2016:

Deposits:	
Petty cash	\$ 550
Deposits	212,571
Total deposits	213,121
Investments:	
With OCTA Commingled Investment Pool	116,977,522
With trustee	23,831,224
Total investments	140,808,746
Total cash and investments	\$ 141,021,867

Total deposits and investments are reported in the financial statements as:

Unrestricted cash and investments	\$ 117,148,022
Restricted cash and investments:	
Cash equivalents	23,873,845
Total cash and investments	\$ 141,021,867

As of June 30, 2016, the 91 Express Lanes Fund had the following investments:

Investment	Principal	Fair Value	Interest Rate Range	Maturity Range	Wt. Avg Maturity (Years)
OCTA Commingled Investment Pool	\$ 116,018,978	\$ 116,977,522	Discount 0.001%-8.75%	7/1/16- 6/30/21	1.99
Held by trustee:					
Money Market Funds*	313	313	0.0%-0.01%	7/1/16	1 Day
Commercial Paper*	23,830,911	23,830,911	0.30%-0.32%	7/5/16- 8/2/16	.05
Total investments	\$ 139,850,202	\$ 140,808,746			

Portfolio Weighted Average 1.95

*Money market funds and commercial paper are measured at amortized cost which approximates fair value.

As of June 30, 2016, the 91 Express Lanes Fund had \$116,977,522 invested in the OCTA's Commingled Investment Pool (CIP). OCTA's CIP investments are carried at fair value except for money market investments and participating interest-earning investment contracts with a remaining maturity of one year or less at purchase date carried at amortized cost which approximates fair value.

Deposits and withdrawals in the OCTA's CIP are made on the basis of \$1.00 (cost basis) and not fair value. Accordingly, the 91 Express Lanes Fund's investment in the OCTA's CIP at June 30, 2016 is uncategorized, not defined as a Level 1, Level 2, or Level 3 input.

Refer to the OCTA Comprehensive Annual Financial Report (CAFR) for fiscal year 2015-16 for details on valuation techniques, fair value hierarchy, interest rate risk, variable rate notes and custodial credit risk related to the OCTA's CIP underlying investments.

Credit Risk

The Policy sets minimum acceptable credit ratings for investments from any of the three nationally recognized rating services: Standard & Poor's Corporation (S&P), Moody's Investors Service (Moody's), and Fitch Ratings (Fitch). For an issuer of short-term debt, the rating must be no less than A-1 (S&P), P-1 (Moody's), or F1 (Fitch), while an issuer of long-term debt must be rated no less than an "A" by two of the three rating services. OCTA's CIP is not rated.

The following is a summary of the credit quality distribution and concentration of credit risk by investment type as a percentage of fair value of the 91 Express Lanes Fund's portfolio at June 30, 2016. (NR means Not Rated):

Investments	S&P	Moody's	Fitch	% of 91 Express Lanes Portfolio
OCTA Commingled Investment Pool	NR	NR	NR	83.08%
Held by trustee:				
Money Market Funds	AAAm	Aaa	AAA	0.00%
Commercial Paper	A-1	P-1		16.92%
Total				100.00%

Concentration of Credit Risk

At June 30, 2016, OCTA did not exceed the Policy maximum concentrations as stated below:

Issuer/Counter-Party Diversification Guidelines For All Securities Except Federal Agencies, Federal Instrumentalities, Investment Agreements, Repurchase Agreements and OCTA Debt

- 5% for any one corporation, bank, local agency, special purpose vehicle or other corporate name for one or more series of securities.

Issuer/Counter-Party Diversification Guidelines For Federal Agencies, Federal Instrumentalities and Repurchase Agreements

- 35% for any one Federal Agency or Federal Instrumentalities.
- 50% for any one repurchase agreement counter-party name if the maturity/term is less than or equal to 7 days.
- 35% for any one repurchase agreement counter-party name if the maturity/term is greater than 7 days.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
NOTES TO THE FINANCIAL STATEMENTS For the Fiscal Year Ended June 30, 2016

Issuer/Counter-Party Diversification Guidelines for OCTA's Debt

OCTA can purchase all or a portion of the Orange County Transportation Authority's debt, including notes and bonds payable solely out of the revenues from a revenue-producing property owned, controlled or operated by OCTA or by a department, board, agency or authority of OCTA which may bear interest at a fixed or floating rate, providing the purchase does not exceed 25% of the Maximum Portfolio and when authorized by the Internal Revenue Service.

The following is a summary of the concentration of credit risk by issuer as a percentage of the fair value of the 91 Express Lanes Fund's portfolio at June 30, 2016:

Issuer	Amount	% of 91 Express Lanes Portfolio
Toyota (Commercial Paper)	\$ 12,996,246	9.23%
GE Capital Treasury (Commercial Paper)	\$ 10,834,665	7.69%

4. Capital Assets

Capital asset activity for the 91 Express Lanes Fund for the year ended June 30, 2016 is as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets, not being depreciated:				
Construction in progress	\$ 263,476	\$ 1,108,167	\$ -	\$ 1,371,643
Total capital assets, not being depreciated	263,476	1,108,167	-	1,371,643
Capital assets, being depreciated:				
Improvements	3,195,925	-	-	3,195,925
Communications equipment	2,983,042	-	-	2,983,042
Computer hardware and software	3,015,463	15,247	(15,181)	3,015,529
Transponders	4,354,100	293,205	(341,111)	4,306,194
Equipment, furniture and fixtures	161,925	-	-	161,925
Total capital assets, being depreciated	13,710,455	308,452	(356,292)	13,662,615
Less accumulated depreciation for:				
Improvements	(1,707,766)	(146,851)	-	(1,854,617)
Communications equipment	(2,983,042)	-	-	(2,983,042)
Computer hardware and software	(2,903,259)	(25,329)	15,181	(2,913,407)
Transponders	(3,399,461)	(358,130)	341,111	(3,416,480)
Equipment, furniture and fixtures	(112,653)	(16,142)	-	(128,795)
Total accumulated depreciation	(11,106,181)	(546,452)	356,292	(11,296,341)
Total capital assets, being depreciated, net	2,604,274	(238,000)	-	2,366,274
Total capital assets, net	\$ 2,867,750	\$ 870,167	\$ -	\$ 3,737,917

The decrease in depreciable capital assets is mainly due to the disposal of transponders in addition to the increase in accumulated depreciation during the fiscal year.

The increase in capital assets is mainly due to leasehold improvements and expansion in progress at the 91 Express Lanes administrative offices.

5. Service Concession Arrangements – Toll Facility Franchise

On January 3, 2003, OCTA purchased from the California Private Transportation Company (CPTC) its interest in a Franchise Agreement for a toll facility on a 10-mile segment of the Riverside Freeway/State Route (SR) 91 between the Orange/Riverside County line and the Costa Mesa Freeway/SR-55. The purchase was enabled by State Assembly Bill (AB) 1010 (Correa), passed by the California legislature and signed by the governor in September 2002. The legislation provided the authority for OCTA to collect tolls and pay related financing costs until 2030, and eliminated non-compete provisions in the Franchise Agreement for needed improvements on the SR-91. The Franchise Agreement with the State of California's Department of Transportation (Caltrans) had granted CPTC the right to develop and construct the toll facility and to operate it for 35 years under a lease arrangement. Caltrans retains legal title to the real property components of the toll facility.

In September 2008, the Governor of California approved Senate Bill (SB) 1316 (Correa) as an update to the provisions of AB 1010. SB 1316 authorized OCTA to assign its franchise rights, interests and obligations in the Riverside County portion to the Riverside County Transportation Commission (RCTC), thereby allowing RCTC to add two toll lanes and a regular lane in each direction on the SR-91 from the Orange County line to Interstate 15. In addition, the bill authorized the terms of the franchise to expire no later than December 31, 2065. SB 1316 also required OCTA and RCTC to enter into an agreement providing for the coordination of their respective tolling facilities if RCTC was to construct and operate the toll facilities on the Riverside County portion of the SR-91 franchise.

In December 2011, the Board approved the assignment of OCTA's franchise rights, interests and obligations in the Riverside County portion of the SR-91 franchise to RCTC. The Board also approved the extension of the expiration date to 2065 and a cooperative agreement between OCTA and RCTC that details the joint operation for the 91 Express Lanes extension.

Intangible asset activity for the year ended June 30, 2016 was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Toll facility franchise	\$ 205,263,668	\$ -	\$ -	\$ 205,263,668
Less accumulated amortization	(74,635,686)	(2,586,693)	-	(77,222,379)
Total toll facility franchise, net	\$ 130,627,982	\$ (2,586,693)	\$ -	\$ 128,041,289

6. Bonds Payable

Taxable Senior Secured Bonds

On January 3, 2003, as part of the purchase agreement, the 91 Express Lanes Fund assumed \$135,000,000 of taxable 7.63% Senior Secured Bonds. On November 12, 2003, the taxable bonds were refunded as noted below. As required by the tax-exempt bond indenture, OCTA paid a \$26,428,197 Yield Maintenance Premium in connection with the defeasance of the Senior Secured Bonds, which is deferred and amortized over the life of the Series 2003 tax-exempt bonds on the straight-line basis.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
NOTES TO THE FINANCIAL STATEMENTS For the Fiscal Year Ended June 30, 2016

Toll Road Revenue Refunding Bonds

On November 12, 2003, OCTA issued \$195,265,000 in Toll Road Revenue Refunding Bonds (91 Express Lanes) Series 2003-A, Series 2003-B-1 and Series 2003-B-2 to refund the \$135,000,000 taxable 7.63% Senior Secured Bonds and to reimburse OCTA for a portion of its payment of the costs of acquiring the Toll Road and certain other property and interests associated with the Toll Road. The \$95,265,000 Series 2003-A Bonds were issued as fixed rate bonds. The \$75,000,000 Series 2003-B-1 Bonds and the \$25,000,000 Series 2003-B-2 Bonds (collectively the "Series 2003-B Bonds") were issued as adjustable rate bonds.

On November 24, 2008, OCTA remarketed the \$100,000,000 Series 2003-B Bonds, which were purchased by the Orange County Investment Pool (OCIP). In connection with the mandatory tender of the Series 2003-B Bonds required by the Indenture, the interest rate was converted to a Long Term Interest Rate equal to the OCIP Rate. On December 20, 2010, OCTA entered into a new transaction with OCIP for the Series 2003-B Bonds at a 1.55% rate. The Series 2003-B Bonds had a mandatory tender date of August 15, 2013.

On July 30, 2013, OCTA issued \$124,415,000 in Senior Lien Toll Road Revenue Refunding Bonds (91 Express Lanes) Series 2013 to refund the outstanding Toll Road Revenue Refunding Bonds (91 Express Lanes) Series 2003-A, Series 2003-B-1 and Series 2003-B-2. OCTA refunded the outstanding Series 2003-A Bonds to reduce its total debt service payments over the life of the bonds and refunded the Series 2003-B-1 and Series 2003-B-2 Bonds to address the mandatory tender date of August 15, 2013 for the existing private placement with the OCIP. The refunding resulted in a difference between the reacquisition price and the net carrying amount of the old debt of \$4,366,861. The transaction resulted in a reduction of debt service payments of \$26,916,929 over 18 fiscal years and an economic gain (difference between the present values of the debt service payments of the original 2003 and 2013 debt) of \$19,271,945. The Series 2013 Bonds were issued as fixed rate bonds. The transaction closed on August 8, 2013.

A summary of the terms of the Toll Road Revenue Refunding Bonds is as follows:

Issuance date	07/30/2013
Closing date	08/08/2013
Original issue amount	\$ 124,415,000
Cash reserve requirements	\$ 23,798,525*
Cash reserve balance	\$ 23,873,845
Interest rate	2%-5%
Maturity	December 2030
Principal payment date	August 15
Balance as of 06/30/16	\$ 114,415,000
Unamortized premium	\$ 9,310,257
Deferred amount on refunding	\$ (9,680,746)

The Toll Road Revenue Refunding Bonds have ratings of "A1" by Moody's, "A" from Fitch, and "AA-" by Standard & Poor's. *Pursuant to the 2013 Toll Road Revenue Refunding Bonds Master Indenture of Trust, three reserve funds are maintained with required balances as follows: Senior Lien Reserve Fund \$10,798,525; Major Maintenance Reserve Fund \$10,000,000; and Operating Reserve Fund \$3,000,000. At June 30, 2016, all reserve requirements have been satisfied.

Annual debt service requirements on the tax-exempt bonds as of June 30, 2016, are as follows:

Year ending June 30	Principal	Interest	Total
2017	\$ 5,285,000	\$ 5,513,525	\$ 10,798,525
2018	5,525,000	5,269,700	10,794,700
2019	5,810,000	4,986,325	10,796,325
2020	6,110,000	4,688,325	10,798,325
2021	6,420,000	4,375,075	10,795,075
2022-2026	37,395,000	16,585,500	53,980,500
2027-2031	47,870,000	6,114,738	53,984,738
Total	\$ 114,415,000	\$ 47,533,188	\$ 161,948,188

Changes in Long-Term Liabilities

Long-term liabilities activity for the year ended June 30, 2016, was as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Due within One Year
Tax-exempt bonds	\$ 119,490,000	\$ -	\$ 5,075,000	\$ 114,415,000	\$ 5,285,000
Unamortized premium	9,954,194	-	643,937	9,310,257	-
Total long-term liabilities	\$ 129,444,194	\$ -	\$ 5,718,937	\$ 123,725,257	\$ 5,285,000

Pledged Revenue

The 91 Express Lanes debt issuance outstanding is repaid and secured by the pledging of certain revenues, as defined in the debt agreement. The amount and term of the remainder of this commitment is indicated in the debt service to maturity table. The purpose for which the proceeds of the debt issuance were utilized is disclosed in the debt description. Pursuant to the 2013 Toll Road Revenue Refunding Bonds Master Indenture of Trust, the 91 Express Lanes Fund will covenant to fix and prescribe toll rates for each type of vehicle and each time of day sufficient to produce adjusted net toll revenues for each fiscal year at least equal to 1.3 times annual debt service on Senior Lien Bonds and Parity Obligations and at least equal to 1.0 times annual debt service on all bonds. Adjusted net toll revenues includes tolls and investment earnings on specified reserve accounts minus operating expenses, excluding depreciation and interest expense.

Pledged revenue for the year ended June 30, 2016, was as follows:

Description of Pledged Revenue	Annual Amount of Net Pledged Revenue	Annual Debt Service Payments	Pledged Revenue Coverage	Required Debt Coverage
91 Express Lanes Net Toll Road Revenue	\$ 35,576,274	\$ 10,795,725	3.30	1.30

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
NOTES TO THE FINANCIAL STATEMENTS For the Fiscal Year Ended June 30, 2016

7. Commitments and Contingencies

Operator Agreement

In connection with the purchase of the toll facility interest, OCTA entered into an operating agreement with Cofiroute Global Mobility, subsequently Cofiroute USA, LLC (Cofiroute), to provide operating services in the annual amount of \$4,994,000 plus inflation for three initial years with two one-year extension options, subject to Board of Directors approval. The agreement was in effect from January 3, 2003 through January 2, 2006. On January 6, 2006, OCTA entered into a second operating agreement with Cofiroute, effective January 3, 2006 through January 2, 2011. The annual amount of the base contract is \$5,448,768 plus inflation adjustments after the first year. The agreement carried two two-year extension options through January 2, 2015. On June 27, 2011, the OCTA Board of Directors approved a subsequent amendment to the operating agreement with Cofiroute, which authorized the addition of two five-year extension options beginning July 1, 2011 through June 30, 2016 for the first extension term and beginning July 1, 2016 through June 30, 2021 as the second extension term. The second extension term was approved on May 9, 2016. Cofiroute is responsible for the day-to-day operations of the toll facility.

On May 24, 2013 OCTA completed a three-party agreement expiring on June 30, 2021, with Riverside County Transportation Commission (RCTC) and Cofiroute for operations of the 91 Express Lanes. This will help ensure streamlined consistent inter-county travel for motorists on the original 10-mile span of the 91 Express Lanes and the new eight miles that will extend into Riverside County.

Purchase Commitments

The 91 Express Lanes has various outstanding contracts. Total purchase commitments at June 30, 2016 were \$73,061,306, the most significant are with Cofiroute and RCTC for the operations of the 91 Express Lanes and with Caltrans for the pavement rehabilitation project.

Lease Commitments

The 91 Express Lanes Fund is committed under two non-cancelable leases for office space. These leases are considered for accounting purposes to be operating leases. Lease expenses for the year ended June 30, 2016 were \$ 332,190.

Future minimum payments for these leases approximate the following:

For the year ending June 30

2017	\$ 387,663
2018	399,466
2019	347,433
2020	336,496
2021	346,596
2022-2031	3,702,568
Total	\$ 5,520,222

On April 13, 2015 the OCTA Board of Directors approved a 15-year lease extension for the 91 Express Lanes Anaheim office. A portion of the lease will be funded by RCTC per agreement between OCTA and RCTC entered into in December 2011. The lease extension was executed on July 22, 2015.

8. Effect of New Pronouncements:

GASB Statement No. 74

In June 2015, GASB issued Statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*. The objective of this Statement is to improve the usefulness of information about postemployment benefits other than pensions (other postemployment benefits or OPEB) included in the general purpose external financial reports of state and local governmental OPEB plans for making decisions and assessing accountability. This Statement replaces Statements No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, as amended, and No. 57, *OPEB Measurements by Agent Employers and Agent Multiple Employer Plans*. It also includes requirements for defined contribution OPEB plans that replace the requirements for those OPEB plans in Statement No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans*, as amended, Statement No. 43, and Statement No. 50, *Pension Disclosures*. This Statement is effective for OCTA's fiscal year ending June 30, 2017. OCTA has not determined the effect of this Statement.

GASB Statement No. 75

In June 2015, GASB issued Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*. The primary objective of this Statement is to improve accounting and financial reporting by state and local governments for postemployment benefits other than pensions (other postemployment benefits or OPEB). It also improves information provided by state and local governmental employers about financial support for OPEB that is provided by other entities. This Statement replaces the requirements of Statements No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, as amended, and No. 57, *OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans*, for OPEB. Statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, establishes new accounting and financial reporting requirements for OPEB plans. This Statement is effective for OCTA's fiscal year ending June 30, 2018. OCTA has not determined the effect of this Statement.

GASB Statement No. 77

In August 2015, GASB issued Statement No. 77, *Tax Abatement Disclosures*. The objective of this Statement is to provide financial statement users with essential information about the nature and magnitude of the reduction in tax revenues through tax abatement programs in order to better assess (a) whether current year revenues were sufficient to pay for current year services, (b) compliance with finance-related legal or contractual requirements, (c) where a government's financial resources come from and how it uses them, and (d) financial position and economic condition and how they have changed over time. This Statement is effective for OCTA's fiscal year ending June 30, 2017. OCTA has not determined the effect of this Statement.

91 EXPRESS LANES FUND An Enterprise Fund of the Orange County Transportation Authority
NOTES TO THE FINANCIAL STATEMENTS For the Fiscal Year Ended June 30, 2016

GASB Statement No. 80

In January 2016, GASB issued Statement No. 80, *Blending Requirements for Certain Component Units – An Amendment of GASB Statement No. 14*. This Statement improves financial reporting by clarifying the financial statement presentation requirements for certain component units. This Statement amends the blending requirements for the financial statement presentation of component units of all state and local governments. The additional criterion requires blending of a component unit incorporated as a not-for-profit corporation in which the primary government is the sole corporate member. This Statement is effective for OCTA's fiscal year ending June 30, 2017. OCTA has not determined the effect of this Statement.

GASB Statement No. 81

In March 2016, GASB issued Statement No. 81, *Irrevocable Split-Interest Agreements*. The objective of this Statement is to improve accounting and financial reporting for irrevocable split-interest agreements by providing recognition and measurement guidance for situations in which a government is a beneficiary of the agreement. This Statement is effective for OCTA's fiscal year ending June 30, 2017. OCTA has not determined the effect of this Statement.

2016 OCTA Board of Directors

Lori Donchak
Chairman

Michael Hennessey
Vice Chairman

DIRECTORS (IN ALPHABETICAL ORDER)

Lisa A. Bartlett

Miguel Pulido

Andrew Do

Tim Shaw

Steve Jones

Todd Spitzer

Jim Katapodis

Michelle Steel

Jeffrey Lalloway

Tom Tait

Gary A. Miller

Frank Ury

Al Murray

Gregory T. Winterbottom

Shawn Nelson

Ryan Chamberlain
Governor's Ex Officio Member

CHIEF EXECUTIVE OFFICE

Darrell Johnson
Chief Executive Officer

STATE ROUTE 91 ADVISORY COMMITTEE

ORANGE COUNTY TRANSPORTATION AUTHORITY

Al Murray
Vice Chairman

Shawn Nelson

Tim Shaw

Michael Hennessey
Alternate

Todd Spitzer

Jeffrey Lalloway
Alternate

Tom Tait

RIVERSIDE COUNTY TRANSPORTATION COMMISSION

Berwin Hanna
Chairman

Kevin Jeffries
Alternate

Bob Magee

Karen Spiegel

Ben Benoit

John Tavaglione

CALIFORNIA DEPARTMENT OF TRANSPORTATION

John Bulinski
Interim District Director, District 8, Ex Officio

Ryan Chamberlain
District Director, District 12, Ex Officio

SAN BERNARDINO ASSOCIATED GOVERNMENTS

Ed Graham
SANBAG, Ex Officio



550 South Main Street
P.O. Box 14184
Orange, California 92863-1584

www.octa.net
www.91expresslanes.com

(714) 560-OCTA



91 Express Lanes
Fiscal Year 2015-16
Annual Report