NEW YORK STATE Bridge Authority

ANDREW M. CUOMO
Governor

TARA SULLIVAN
Acting Executive Director

RICHARD A. GERENTINE
Chairman

AUDIT COMMITTEE

June 9, 2020 - 11:00 A.M.

Audit Committee Members
Roger Higgins, Chairman
Diane Jablonski
Henry J. Stanton

I. Adopt the Minutes of the March 19, 2020 Committee of the Whole Meeting

II. Review 2020 Internal Control Systems Auditor - Internal Audit Plan and Engagement Letter

III. Review Audit of Year End 2020 Financial Statements

IV. Other Business

V. Adjourn

New York State Bridge Authority Audit Committee
Meeting Minutes of December 19, 2019

The New York State Bridge Authority's Audit Committee met at the Authority's Headquarters in Highland, New York, at 3:07 p.m. on December 19, 2019.

In addition to Audit Committee members Chairman Roger P. Higgins, Diane Jablonski, and Henry J. Stanton those in attendance included:

Roderick O. Dressel
Tara Sullivan
Richard Gerentine
Brian Bushek
Carl G. Whitbeck, Jr., Esq.

Upon a motion made by Chairman Higgins and seconded by Ms. Jablonski the minutes of the September 19, 2019 meeting was approved unanimously.

Mr. Bushek noted the Audit Committee complied with all requirements of the Charter. The Audit Committee members reviewed the Annual Report on Committee activities. Upon a motion made by Mr. Stanton, seconded by Ms. Jablonski the Annual Report of the Audit Committee was approved unanimously and will be sent to the full Board with the committee's recommendation for adoption.

ANNUAL REPORT OF THE AUDIT COMMITTEE TO THE BOARD OF THE NEW YORK STATE BRIDGE AUTHORITY

Overview
Below is an outline of the Audit Committee charter requirements and the activities performed to meet those requirements. This summary will serve as the Audit Committees' review of its own activity for the year 2018.

Meetings
The Audit Committee conducted meetings on March 21, 2019, May 16, 2019, September 19, 2019, and December 19, 2019. This meets the requirement under the charter to have at least one meeting each quarter.

Responsibilities

1. Review and evaluate the independence, qualifications, and performance of the outside auditors and accountants, including (a) discussing with the outside auditors and accountants any disclosed relationships or services that may impact their objectivity and independence, (b) reviewing, at least annually, the outside audit and accounting quality control procedures; and (c) recommending retention of accountants and outside auditors.

During the March 21, 2019 meeting, the committee satisfied the annual requirements of reviewing the outside Auditor's report on the 2018 financial statements with Dave Gabel of EFPR Group. In addition the

committee reviewed the report of the contract Internal Control Auditor, Tronconi, Segarra, and Associates.

During the May 16, 2019 meeting the Committee reviewed the award for the fourth year of the three year contract with two one year extensions awarded in 2016 for the Internal Control Systems Audit to Tronconi, Segarra, and Associates, the incumbent vendor.

During the May 16, 2019 meeting the Committee reviewed the award for the fourth year of the three year contract with two one year extensions awarded in 2016 for the contract for Independent Accountant Services to EFPR Group, formerly Toski & Co., P.C. the incumbent vendor.. The Quality Control System Review for EFPR Group was reviewed at that time.

2. Review and recommend to the Board the results of such evaluation of accountants and outside auditors and take any action the Committee deems appropriate based on the evaluation.

Audit findings were reviewed during the March 21, 2019 meeting with actions taken for any audit recommendation fully implemented. No further actions were required.

3. Review and act upon the scope of accountants' and outside auditors' reports.

The full Board reviewed the audit report which produced no audit findings/management letter to be acted upon. The committee reviewed the quality control system peer review report for the auditor EFPR Group as part of the contract review during the May 16, 2019 meeting. Note the peer review occurs once every three years and was performed in 2017. This document is evidence of review.

Oversight of the Authority's Internal Audit Function:

4. Oversee the Authority's internal controls and compliance systems.

During the May 16, 2019 meeting the committee satisfied the annual requirements by approving the Agreed-Upon-Procedures report from our contract internal auditor, Tronconi, Segarra, & Associates.

5. Review the adequacy and direction of the Authority's internal audit function, including whether there are the necessary segregation of duties and clear chain of command procedures in place to maintain proper checks and balances.

The committee contracted with Tronconi, Segarra & Associates to be the Internal Auditor during 2011 through 2015. This contract was bid again in

2016 and finding performance acceptable awarded an additional three year contract with two optional one year extensions at the June 16, 2016 meeting. The internal auditor is the mechanism utilized by the Authority to comply with the requirement to have in place a program of internal control review regarding the adequacy of internal controls. The authority acts upon the internal auditors findings. Segregation of duties requirements are satisfied through contracting the internal audit function as opposed to utilizing a staff position that contained additional operational job responsibilities.

6. Approve the Authority's annual internal audit work plan and direct the activities of the internal control officer and internal auditor.

The committee approved the one year Internal Audit Plan during the May 16, 2019 meeting. The audit plan was developed based on a three year cycle to review all major functional Authority process risks during each cycle. This approach was developed when the Internal Audit role was contracted in 2011 based upon a risk assessment prepared by the internal auditor in conjunction with the internal control officer.

The committee will review the final audit report for 2019 from the contracted internal auditor (Troconi, Segarra & Associates) after the 2019 Audit report is completed. The committee reviewed the 2018 report during the March 21, 2019 meeting.

7. Review the adequacy and direction of the internal controls of the Authority in consultation with the outside auditors and the internal auditor.

The committee reviewed the adequacy and direction of the Authority's internal controls with the internal control officer during its review of the 2019 Audit Plan at the May 16, 2019 meeting with the approval of the current year engagement. In addition, this review was performed by the committee during the review of the 2018 Annual Report.

8. Obtain and review management reports on internal controls.

The committee reviewed and accepted the 2018 Internal Auditor's Report and the Annual Report during its March 21, 2019 meeting.

Financial Statements and Disclosure Matters:

9. In conjunction with the Finance Committee, discuss with the Authority Board and appropriate Executives and Senior Staff of the Authority any significant

financial reporting, accounting, and audit issues and judgments pertinent to the preparation and approval of the Authority's Financial Statements.

No issue of significant financial reporting, accounting, and audit issues and judgments pertinent to the preparation and approval of the Authority's Financial Statements arose during 2019.

10. In conjunction with the Finance Committee, consider major changes and other major questions of choice respecting the appropriate auditing and accounting principles and practices to be used in preparing the Financial Statements.

No significant issues related to major changes and other major questions of choice respecting the appropriate auditing and accounting principles and practices pertinent to the preparation and approval of the Authority's Financial Statements have been identified for 2019.

Compliance Oversight Responsibilities:

11. Resolve disagreements with respect to, and oversee compliance with, accounting policies and principles.

No disagreements with respect to accounting policies and principles have been identified in 2019.

12. Serve as a channel of communication among the internal auditor, accountants, outside auditors, the Finance Committee and the members of the Authority Board.

The audit committee serves as the channel of communications for relevant parties where appropriate.

13. Report regularly to the Authority Board on the Committee's deliberations and recommend to the Board any action the Committee deems appropriate with respect to any issues that arise concerning compliance with legal or regulatory requirements, performance and independence of the outside auditors, or performance of the internal auditors and, in conjunction with the Finance Committee report on the quality or integrity of the Financial Statements.

No issues arose of this nature during 2019 that required deliberations.

14. Review all reports and draft reports delivered by the Office of the State Comptroller to the Authority, and recommend to the Authority Board any action the Committee deems appropriate based on the scope of such reports.

No reports or draft reports by the Office of the State Comptroller were received in 2019.

15. Establish procedures for the receipt, retention, investigation, and/or referral to the New York State Inspector General of complaints received by the Authority regarding accounting, internal controls, and auditing.

The Audit Committee approved the procedure on Internal Control Violation Complaints during the December 2010 meeting. The committee has reviewed and recommends no revisions for 2019.

16. Review all reports and draft reports delivered by the State Inspector General to the Authority, and serve as a point of contact with such Inspector General.

No reports or draft reports by the State Inspector General were received during 2019.

17. Investigate compliance with the Authority's policies and/or referring instances of non-compliance to the State Inspector General for investigation.

No reports of non-compliance with the Authority's policies were received during 2019.

Other Responsibilities:

18. Review and reassess annually the adequacy of this charter and request Board approval for proposed changes.

The Audit Committee adopted its current amended charter in June 2010 making changes it deemed appropriate. No further revision was determined necessary during 2019 and this document is evidence of annual review.

19. Confirm annually that all responsibilities outlined in this charter have been carried

out.

This outline will serve as the confirmation that responsibilities outlined in the charter have been carried out for 2019.

20. Institute and oversee special investigations as needed.

No special investigations were required or in progress for 2019.

21. Perform such other duties as the Committee considers appropriate.

No other duties had been identified for 2019.

22. Where necessary, consult with the Finance Committee.

The March 21, 2019 and September 29, 2019 committee meetings were joint meetings with the Finance Committee to review the 2018 Annual Report, Internal Auditor's Report, and 2020-2023 Budget and Financial Plan.

Having no other business, the meeting adjourned at 3:08 pm.

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.:

Resolution Date: June 9, 2020

WHEREAS, the Board has reviewed the report relative to the 2020 Internal Controls Systems Audit Plan and engagement letter; now therefore,

BE IT RESOLVED, the New York State Bridge Authority does hereby approve the 2020 Audit Plan and engagement under the contract BA-2016-OA-002PS originally awarded in June 2016 to Tronconi, Segarra & Associates at a not to exceed cost of $20,500 for the year ending December 31, 2020; and therefore

BE IT FURTHER RESOLVED, that the Acting Executive Director, or her designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 9th day of June, 2020.

Tara Sullivan, Secretary

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.:

Resolution Date: June 9, 2020

WHEREAS, the Board has reviewed the report relative to the 2020 Engagement under contract BA-2016-OA-001PS for Independent Accountant services; now therefore and,

BE IT RESOLVED, the New York State Bridge Authority does hereby approve the 2020 Engagement Letter on contract BA-2016-OA-001 PS for Independent Accountant Services for the annual fee of $16,900 to EFPR Group; and

BE IT FURTHER RESOLVED, that the Acting Executive Director, or her designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 9th day of June, 2020.

Tara Sullivan, Secretary