NEW YORK STATE OF OPPORTUNITY. | Bridge Authority

ANDREW M. CUOMO
Governor

TARA SULLIVAN
Acting Executive Director

RICHARD A. GERENTINE
Chairman

COMMITTEE OF THE WHOLE ACTING ON BEHALF OF THE AUDIT COMMITTEE & FINANCE COMMITTEE
MARCH 21, 2019 - 3:00 P.M.

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

Finance Committee Members
Roderick Dressel, Chairman
Richard Gerentine
Diane Jablonski

I. Adopt the Minutes of the December 20, 2018 Audit Committee Meeting

II. Adopt the Minutes of the December 20, 2018 Finance Committee Meeting

III. Review EFPR Group 2018 Annual Report

IV. Review 2018 Annual Report Per Section 2800 Public Authorities Law

V. Review 2018 Public Authorities Law Annual Investment Report

VI. Review Tronconi, Segarra & Associates 2018 Internal Auditor Report

VII. Other Business

VIII. Adjourn

Headquarters | P.O. Box 1010, Highland, New York 12528 | P. (845) 691-7245 F. (845) 691-3560 | www.nysba.ny.gov

RIP VAN WINKLE BRIDGE
P.O. Box 286
Catskill, NY 12414
(518) 943-2360

KINGSTON-RHINECLIFF BRIDGE
P. O. Box 2992
Kingston, NY 12402
(845) 336-8181

MID-HUDSON BRIDGE
P. O. Box 1010
Highland, NY 12528
(845) 691-7221

NEWBURGH-BEACON BRIDGE
P. O. Box 28
Beacon, NY 12508
(845) 831-3700

BEAR MOUNTAIN BRIDGE
P. O. Box 323
Ft. Montgomery, NY 10922
(845) 446-4721

New York State Bridge Authority Audit Committee
Meeting Minutes of December 20, 2018

The New York State Bridge Authority's Audit Committee met at the Authority's Headquarters in Highland, New York, at 3:03 p.m. on December 20, 2018.

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

Roderick O. Dressel
Joseph Ruggiero
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 20, 2018 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 15, 2018, May 17, 2018, September 20, 2018, and December 20, 2018. 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 15, 2018 meeting, the committee satisfied the annual requirements of reviewing the outside Auditor's report on the 2017 financial statements with Joseph Klimek of EFPR Group. In addition the committee reviewed the report of the contract Internal Control Auditor, Tronconi, Segarra, and Associates.

During the May 17, 2018 meeting the Committee reviewed the award for the third year of the three year contract awarded in 2016 for the Internal Control Systems Audit to Tronconi, Segarra, and Associates, the incumbent vendor.

During the May 17, 2018 meeting the Committee reviewed the award for the second year of the three year contract 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 15, 2018 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 17, 2018 meeting. Note the peer review occurs once every three years and was performed in 2017. This document is evidence of review.

<u>Oversight of the Authority's Internal Audit Function</u>:

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

During the May 17, 2018 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 17, 2018 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 2018 from the contracted internal auditor (Troconi, Segarra & Associates) after the 2018 Audit report is completed. The committee reviewed the 2017 report during the March 15, 2018 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 2018 Audit Plan at the May 17, 2018 meeting with the approval of the current year engagement. In addition, this review was performed by the committee during the review of the 2017 Annual Report.

8. Obtain and review management reports on internal controls.

The committee reviewed and accepted the 2017 Internal Auditor's Report and the Annual Report during its March 15, 2018 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 2018.

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 2018.

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 2018.

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 2018 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 2018.

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 2018.

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 2018.

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 2018.

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 2018 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 2018.

20. Institute and oversee special investigations as needed.

No special investigations were required or in progress for 2018.

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

No other duties had been identified for 2018.

22. Where necessary, consult with the Finance Committee.

The March 15, 2018 and September 20, 2018 committee meetings were joint meetings with the Finance Committee to review the 2017 Annual Report, Internal Auditor's Report, and 2019-2022 Budget and Financial Plan.

Having no other business, the meeting adjourned at 3:05 pm.

New York State Bridge Authority Finance Committee
Meeting Minutes of December 20, 2018

The New York State Bridge Authority's Finance Committee met at the Authority's Headquarters in Highland, New York, at 3:06 p.m. on December 20, 2018.

In addition to Finance Committee Chairman Roderick Dressel, Committee member Richard Gerentine and Diane Jablonski, those in attendance included:

Roger P. Higgins
Henry J. Stanton
Joseph Ruggiero
Brian Bushek
Carl G. Whitbeck, Jr., Esq.

Upon a motion made by Mr. Gerentine and seconded by Ms. Jablonski the minutes of the September 20, 2018 meeting was approved unanimously.

Mr. Bushek noted the Finance Committee complied with all requirements of the Charter. The Finance Committee reviewed the Annual Report on Committee Activities. Upon a motion made by Mr. Dressel, seconded by Gerentine, the Annual Report on Committee Activities was approved unanimously.

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

Overview

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

Meetings

The Finance Committee conducted meetings either itself or in conjunction with the Audit Committee on March 15, 2018, May 17, 2017, September 20, 2018, and December 20, 2018. This meets the charter requirement to have at least one meeting each quarter.

Responsibilities

1. The Finance Committee shall assist the Authority in its oversight of the Authority's long-range financial planning.
   The Committee reviewed the Budget and Financial Plan 2019-2022 and sent it to the full Board for approval at its meeting on September 20, 2018.

2. The Finance Committee shall review external debt financing proposals for major construction projects and other types of projects.
   No additional debt financing was required in 2018. Additional financing is needed and noted in the Budget and Financial Plan 2019-2022 and will be further evaluated as we approach the projected need in 2020. The Finance Committee reviewed these requirements for external debt financing at the September 20, 2018 meeting.

3. The Finance Committee shall review the status of the Authority's external debt position as required, but no less frequently than once a year.
   The Committee performed this review through the analysis of the Budget and Financial Plan 2019-2022 which included the Debt Schedule report at its September 20, 2018 meeting.

4. The Finance Committee shall assist the Authority in its oversight and preparation of the annual budget.
   The committee performed a review during the September 20, 2018 meeting where, in conjunction with the Audit Committee, it reviewed the Budget and Financial Plan for 2019-2022 and referred the budget to the full Board for approval.

5. Review and assess at least annually the adequacy of the Finance Committee Charter and submit proposed revisions to the Authority for its approval.
   The current charter was adopted during the June 17, 2010 meeting. No further revision was determined necessary during 2018 and this document is evidence of annual review.

6. At least annually, evaluate the Committee's own performance with respect to the requirements of the Charter in such a manner as the Committee deems appropriate.
   This outline will serve as an evaluation of the performance outlined in the charter and confirm responsibilities have been carried out for 2018.

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

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.:

Resolution Date: March 21, 2019

WHEREAS, Public Authorities Law § 2800 requires that an annual report be prepared and submitted to the Board for approval each year and annual PARIS reporting requires the Mission Statement and Lobbying Contact Policy reported; now therefore and,

BE IT RESOLVED, the New York State Bridge Authority does hereby approve the Annual Report pursuant to Public Authorities Law § 2800 for the fiscal year 2018, the Mission Statement and Lobbying Contact Policy; and

BE IT FURTHER RESOLVED, that the Executive Director, or his 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 21st day of March, 2019.

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Tara Sullivan, Secretary

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.:

Resolution Date: March 21, 2019

WHEREAS, Investment Guidelines adopted by this Authority pursuant to the Public Authorities Law § 2925 require that an annual report be prepared and submitted to the Board for approval each year; now therefore and,

BE IT RESOLVED, the New York State Bridge Authority does hereby approve the Annual Investment Report for the fiscal year 2018; and

BE IT FURTHER RESOLVED, that the Executive Director, or his 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 21st day of March, 2019.

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Tara Sullivan, Secretary