

NORTH TEXAS TOLLWAY AUTHORITY
Finance & Audit Committee Meeting Minutes
February 2, 2011

A public notice of this meeting containing all items was filed in the Office of the Secretary of State as required by Chapter 551 of the Texas Government Code, referred to as "The Open Meetings Act."

Minutes of the Finance & Audit Committee meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on February 2, 2012 at 9:00 a.m.

CALL TO ORDER

Committee Chairman Moore called the meeting to order at 9:02 a.m.

1. ESTABLISHMENT OF QUORUM

Committee Chairman Moore established a quorum by calling the roll. The following committee members were in attendance:

William Moore	Committee Chairman
Matrice Ellis Kirk	Member
*Michael Nowels	Member

*Director Nowels arrived at 9:08 p.m.

Chairman Barr, Director Willard and Director Quesada were also in attendance.

NTTA employees attending the Committee meeting were: Gerry Carrigan, Interim Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, Chief Financial Officer/Treasurer; Dana Boone, Director of Cash and Debt Management/Assistant Treasurer; Tom Bamonte, General Counsel; Clayton Howe, Assistant Executive Director of Operations; Kim Tolbert, Assistant Executive Director of Administrative Services; Elizabeth Mow, Interim Assistant Executive Director of Project Delivery; Ray Zies, Controller; Magdalena Kovats, Director of Internal Audit; Eric Hemphill, Interim Director of Maintenance; Kiven Williams, Director of Customer Service Center; Marty Legè, Director of System Incident Management; Anthony Coleman, Director of Business Diversity; Kim Jackson, Director of Communications; Carrie Rogers, Director of Government Affairs; Dave Pounds, Director of Information Technology; Felix Alvarez, Director of Procurement Services.

Also present at the meeting representing the Authority were Frank Stevenson, Locke Lord, Board Counsel; Greg Schaecher, McCall Parkhurst & Horton, Bond Counsel to the Authority; Stephanie Halliday, HNTB, General Engineering Consultant to the Authority; Michael Copeland, Wilbur Smith Associates, Traffic and Revenue Consultant to the Authority; Ron Morrison, RBC Capital Markets, Financial Advisor to the Authority.

2. General public comments not related to specific agenda items

No comments were made under this item.

Item 3 was considered following item 5.

3. Resolution approving the minutes of the December 1, 2011 Finance and Audit Committee meeting

Director Nowels made a motion to approve the minutes of the December 1, 2011 Finance and Audit Committee meeting, and Committee Chairman Moore seconded the motion. The minutes were approved unanimously. (Resolution No. 12-08)

BRIEFING ITEMS

4. Briefing on the Internal Audit Charter and Policy Statement

Magdalena Kovats, Director of Internal Audit, provided a briefing on changes proposed to the Internal Audit Charter and Policy Statement, and discussed the monitoring status. Ms. Kovats addressed questions of the Committee and indicated that this item would be brought back to the Committee meeting in March with changes.

5. Overview of an Independent Audit

Kevin Smith, Crowe Horwath, provided an overview of an independent audit, including the client service team and model, services and deliverables, timeline and required communication. Mr. Smith and Ms. Kovats addressed questions of the Committee.

6. Briefing on Qualified Financial Institutions authorized to engage in investment transactions with the NTTA

Dana Gibson-Boone, Director of Cash and Debt Management, provided a briefing on qualified financial institutions authorized to engage in investment transactions with the NTTA, including some background, the selection process and a list of authorized financial institutions. Ms. Gibson-Boone and Janice Davis, CFO, addressed questions of the Committee. After some discussion, staff was directed to evaluate the process of the selection of financial institutions and bring the item back to the Committee.

7. Monthly Financial Report and the Quarterly Investment Report for the month of December 31, 2011

Ray Zies, Controller provided a briefing on the monthly financial report, and Ms. Gibson-Boone provided a briefing on the quarterly investment report. Mr. Zies, Ms. Gibson-Boone and Ms. Davis addressed questions of the Committee.

8. Briefing on the RITE electronic toll collection software upgrade project with Electronic Transaction Consultants Corporation

Clayton Howe, Assistant Executive Director of Operations, provided a briefing on the RITE electronic toll collection software upgrade project, including some history, a contractual commitment from ETCC, feature highlights and options analysis, and explained why the ETCC product was the right choice. Mr. Howe, Randi Oldham, Assistant Director of Business Applications, and Tim Gallagher, ETCC, addressed questions of the Committee and other Board Members present. After some discussion, the Committee agreed to move this item forward to the full Board for further discussion.

9. Discussion of the County Review items

Information was provided with the agenda packet.

10. EXECUTIVE SESSION

An Executive Session was not held.

11. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

N/A

ADJOURNMENT

Director Ellis-Kirk made a motion to adjourn and Director Nowels seconded the motion. The meeting adjourned at 10:53 a.m.



William Moore, Committee Chairman
NTTA Finance & Audit Committee



Ruby Franklin, Secretary