

NORTH TEXAS TOLLWAY AUTHORITY  
Finance & Audit Committee Meeting Minutes  
June 6, 2013

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 June 6, 2013 at 11:00 a.m.

**CALL TO ORDER**

Committee Chairman Moore called the meeting to order at 11:45 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
Mojoy Haddad	Member

Chairman Barr and Director Willard were also in attendance.

NTTA employees attending the Committee meeting were: Gerry Carrigan, CEO/Executive Director; Tom Bamonte, General Counsel; Lorelei Griffith, Secretary; Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant Treasurer; Kim Tolbert, Chief Strategic Officer; Elizabeth Mow, Assistant Executive Director of Infrastructure; James Hofmann, Assistant Executive Director of Operations; Horatio Porter, CFO; Ray Zies, Controller; Magdalena Kovats, Director of Internal Audit; Eric Hemphill, Director of Maintenance; John Bannerman, Interim Director of Customer Service Center; Anthony Coleman, Director of Business Diversity; Kim Jackson, Director of Public Affairs; Carrie Rogers, Director of Government Affairs; Dave Pounds, Director of Information Technology; Felix Alvarez, Director of Procurement Services; and Nina Arias, Director of Human Resources.

Also present at the meeting representing the Authority were Frank Stevenson, Locke Lord LLC, Board Counsel; Greg Schaecher, McCall Parkhurst & Horton, Bond Counsel to the Authority; Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority; Stephanie Halliday, HNTB, Project Management Consultant to the Authority; Keith Jackson, Atkins North America, Inc., General Engineering Consultant to the Authority; Phani Jammalamadaka, CDM Smith Associates, Traffic & Revenue Consultant to the Authority and Carlos Contreras, Traffic & Revenue Consultant to the Authority.

2. General public comments not related to specific agenda items

No comments were made under this item.

3. Approval of the minutes from the May 2, 2013 Finance and Audit Committee meeting

Director Haddad made a motion to approve the minutes of the May 2, 2013 Finance and Audit Committee meeting, and Director Ellis-Kirk seconded the motion. The minutes were approved unanimously. (Resolution No. 13-75)

4. Briefing on and acknowledgement of receipt of the NTTA System FY2012 audited Financial Statements and Reports

Magdalena Kovats, Director of Internal Audit, introduced Michelle Buss, Crowe Horwath Audit Manager, to present the review and opinion for the FY2012 System external audit. Ms. Buss said that Crowe Horwath issued an unqualified "clean" opinion as a result of the audit. There were no material weaknesses or disagreements with management. She presented the System's financial summary, management letter, and required communication with those charged with governance. Staff responded to questions from the Committee.

5. Approval of amended Internal Audit Charter and Internal audit Policy Statement

Magdalena Kovats, Director of Internal Audit, provided an overview of the Charter. She noted the Charter is reviewed annually for compliance and follows the International Professional Practices Framework. As part of the next steps, the Charter will be presented to the full Board for approval at the June Board meeting.

6. Approval of 2014 Special Projects System Budget

Armando Garza, Budget and Compliance Manager, presented the 2014 Special Projects System (SPS) budget including the guiding principles, cost drivers, and estimated revenue and expenses. Mr. Garza highlighted the operating expenses, major maintenance expenses, and capital expenditures. Staff responded to questions from the Committee. As part of the next steps, this item will be presented for Board approval at the June Board meeting.

7. Approval of designation of Assistant Executive Director of Strategic and Innovative Solutions as additional Authorized Representative under NTTA financing documents

Janice Davis, Assistant Executive Director of Strategic and Innovative Solutions, presented the request for her designation as an additional authorized representative under existing financial documents to fulfill required job responsibilities. As part of the next steps, this item will be presented for Board approval at the June Board meeting.

8. Monthly Financial Report April 2013

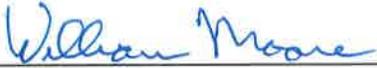
Ray Zies, Controller, presented the Monthly Financial Report for April 2013. Mr. Zies highlighted the cash flow requirements, System and Special Projects System (SPS) transactions, budget to actual for revenues and expenses, and the status of ZipCash invoices. Mr. Zies noted the System is \$12.46 million ahead of the projected cumulative position, System transactions are ahead of projections, SPS transactions are below projections, but continue to improve, and the gap between the ZipCash budget and ZipCash payments will condense in the coming months. He also noted that uninvoiced ZipCash payments will be added to future reports. Staff responded to questions from the Committee.

9. EXECUTIVE SESSION

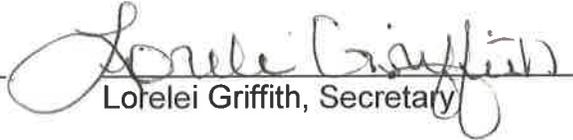
An Executive Session was not held.

**ADJOURNMENT**

The meeting adjourned at 12:15 p.m.



William Moore, Committee Chairman  
NTTA Finance & Audit Committee



Lorelei Griffith, Secretary