

CENTRAL FLORIDA EXPRESSWAY AUTHORITY

**MINUTES
CENTRAL FLORIDA EXPRESSWAY AUTHORITY
AUDIT COMMITTEE MEETING
April 29, 2019**

**Location: Central Florida Expressway Authority
4974 ORL Tower Road
Orlando, FL 32807
Pelican Conference Room 107**

Committee Members Present:

Megan Zee, Citizen Representative, Chairman
Brian Battles, City of Orlando Representative
Kaye Dover, Osceola County Representative
Kristy Mullane, Lake County Representative
Randy Singh, Orange County Representative

Participating by Phone:

Timothy Jecks, Seminole County Representative
John Rushing, Protiviti

Also Present:

Lisa Lumbar, Chief Financial Officer
Joseph L. Passiatore, General Counsel
Michael Carlisle, Director of Accounting and Finance
Aneth Williams, Director of Procurement
Ruth Valentin, Recording Secretary/Administrative Coordinator
Teresa Mallery, Protiviti
Jeff Tecau, Protiviti
David Taylor, Protiviti
Chris Porter, Protiviti

A. CALL TO ORDER

The meeting was called to order at approximately 10:01 a.m. by Chairman Megan Zee.

Randy Singh, Orange County Representative was welcomed to the Audit Committee. All others in attendance introduced themselves.

B. PUBLIC COMMENT

There was no public comment.

C. APPROVAL OF MINUTES

A motion was made by Ms. Mullane and seconded by Ms. Dover to approve the January 31, 2019 minutes as presented. The motion carried unanimously with five (5) members present voting AYE by voice vote; one (1) member, Mr. Jecks voting AYE by phone.

D. INTERNAL AUDIT MATTERS

1. Status Update: Fiscal 2019 Internal Audit Plan

Jeff Tecau of Protiviti presented a status update on the Fiscal Year 2019 Internal Audit Plan.

(This item was presented for information only. No formal committee action was taken.)

2. Review and Acceptance of Fiscal Year 2019 Internal Audit Reports

a. Customer Service Center Performance Review

John Rushing of Protiviti presented the Customer Service Center Performance Review for review and acceptance.

A motion was made by Ms. Dover and seconded by Ms. Mullane to approve the Customer Service Center Performance Review as presented. The motion carried unanimously with five (5) members present voting AYE by voice vote; one (1) member, Mr. Jecks voting AYE by phone.

b. Prior Audit Recommendations: Semi-Annual Follow-Up

Teresa Mallary of Protiviti presented the Prior Audit Recommendations: Semi-Annual Follow-Up for review and acceptance.

A motion was made by Mr. Battles and seconded by Ms. Dover to approve the Prior Audit Recommendations: Semi-Annual Follow-Up as presented. The motion carried unanimously with five (5) members present voting AYE by voice vote; one (1) member, Mr. Jecks voting AYE by phone.

c. DAVID Data Security Assessment

David Taylor of Protiviti presented the DAVID Data Security Assessment for review and acceptance.

A motion was made by Ms. Mullane and seconded by Ms. Dover to approve the DAVID Data Security Assessment as presented. The motion carried unanimously with five (5) members present voting AYE by voice vote; one (1) member, Mr. Jecks voting AYE by phone.

d. Cyber Security Incident Response Review

Chris Porter of Protiviti presented the Cyber Security Incident Response Review for review and acceptance.

A motion was made by Mr. Battles and seconded by Ms. Mullane to approve the Cyber Security Incident Response Review as presented. The motion carried unanimously with five (5) members present voting AYE by voice vote; one (1) member, Mr. Jecks voting AYE by phone.

3. In-Process Internal Audits

Mr. Tecau informed the committee that the in-process internal audits will be presented at the next scheduled June meeting. The audits are listed below.

- a. Toll Revenue Audit
- b. Accounting and Finance Controls Review
- c. Ransomware Review
- d. IT Project Management Review
- e. 2020 Internal Audit Plan and Risk Assessment

(This item was presented for information only. No formal committee action was taken.)

E. ANNUAL MANAGEMENT REVIEW OF INTERNAL CONTROL MATTERS

1. Effectiveness of the Internal Control System, Including IT Security and Control

Lisa Lumbard, Chief Financial Officer, spoke regarding the effectiveness of internal control.

2. Process for Assessing, Monitoring and Controlling Significant Risks

Ms. Lumbard informed the committee the process for assessing, monitoring, and controlling significant risks.

3. System for Monitoring Compliance with Laws and Regulations

Joe Passiatore, General Counsel, spoke regarding monitoring compliance.

4. Adequacy, Administration and Compliance with the Authority's Code of Ethics

Mr. Passiatore spoke regarding the effectiveness of the system for monitoring compliance with the ethics code.

5. Procedures for "Hotline" Reporting

Mr. Passiatore explained the hotline procedures to the committee and stated that CFX received one complaint through the hotline this year. The hotline information is posted in all CFX breakrooms.

F. OTHER BUSINESS

The Audit Committee Charter will be revised by Mr. Passiatore and presented to the Chair, Ms. Zee for final review. Upon Ms. Zee's approval the Audit Committee Charter will then be presented to the Board for approval.

G. ADJOURNMENT

Chairman Zee adjourned the meeting at approximately 11:17 a.m.

Minutes approved on 6/20, 2019.

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