Audit Committee Meeting

April 2013

Committee Members
J. Sedore Jr., Chair
M. Page, Vice Chair
F. Ferrer
J. Ballan
R. Bickford
S. Metzger
C. Moerdler
A. Saul
**AGENDA ITEMS**

PUBLIC COMMENTS PERIOD

1. APPROVAL OF MINUTES – JANUARY 30, 2013  
2. AUDIT COMMITTEE WORK PLAN  
3. 2012 FINANCIAL STATEMENTS
   - METROPOLITAN TRANSPORTATION AUTHORITY*  
   - THE LONG ISLAND RAIL ROAD COMPANY*  
   - METRO-NORTH COMMUTER RAILROAD COMPANY*  
   - TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY*  
   - MTA BUS COMPANY*  
   - FIRST MUTUAL TRANSPORTATION ASSURANCE COMPANY*  
   - NEW YORK CITY TRANSIT AUTHORITY*  
   - STATEN ISLAND RAPID TRANSIT OPERATING AUTHORITY*

4. MTA CONSOLIDATED FINANCIAL STATEMENTS – MANAGEMENT REVIEW*

5. FINANCIAL INTEREST REPORTS  
6. ETHICS AND COMPLIANCE PROGRAM  

7. EXECUTIVE SESSION

*(material previously distributed)*
1. **APPROVAL OF MINUTES**

   The minutes of the November 26, 2012 Audit Committee meeting were approved.

2. **AUDIT COMMITTEE WORKPLAN**

   The Committee Chair went over the work plan schedule for 2013.

3. **INDEPENDENT ACCOUNTANTS’ REVIEW REPORT**

   David Jones (Deloitte & Touche) reviewed the results of the Independent Accountants’ Review Report for the third quarter of 2012. He noted that the quarterly review does not constitute an audit and is limited to analytical procedures, discussions with management, and performance of limited auditing procedures in certain areas. Based on the results of the review, D&T concluded that the financial statements were accurately presented and in accordance with GAAP. David indicated that they did not note any significant issues that would have a material effect on the financial statements; however, he directed the attention of the committee to the significant events that occurred subsequent to the end of the quarter, specifically pertaining to Superstorm Sandy. He said D&T will be looking at the impact of the storm on the MTA’s financial statements with respect to damage to assets, recoveries, rebuilding costs and the required disclosures including those affecting B&T surplus distributions and bond documents. The Committee inquired about the treatment of Sandy-related costs, expenses and losses and was informed that they will be handled according to accounting regulations, noting that asset value write-offs or impairment losses will be based on estimates and that such estimates are expected to change over time as better information is received on the true losses, insurance proceeds and FTA and FEMA reimbursements. The Committee also inquired about a recurring accrual and D&T explained the fluctuation in balances between quarters was due to timing. Lastly, the Committee was briefed on the impact of the ongoing payroll mobility tax litigation. A motion was made and approved to accept the quarterly review.
4. **2011 PENSION AUDITS**

Michael Malloy (Deloitte & Touche) briefed the Committee on the completed audits of the MTA Defined Benefit Pension Plan, MTA Deferred Compensation Plan, LIRR Additional Plan, MNR Company Cash Balance Plan and the MaBSTOA Pension Plan for the year ended December 31, 2011. The objectives of these audits were to express an opinion about whether the financial statements that have been prepared are presented fairly and in conformance with GAAP. He indicated the significant estimates utilized in the preparation of the financial statements included the determination of fair market value, the annual required contribution and the actuarial value of both the assets and accrued liabilities and that there were no changes with the method used to determine the estimates. He also indicated their audits identified no uncorrected misstatements nor were any material corrected statements brought to their attention. Finally, he pointed out there were no significant changes in accounting policies, as described in Note 2 to each Plan’s financial statement. A motion was made and approved to accept the pension audits.

5. **SIRTOA – ACCOUNTING RECORDS AND 2012 FINANCIAL STATEMENTS UPDATE**

Stepfone Montgomery (SIRTOA) and Mike Mantell (NYCTA) briefed the Committee on SIRTOA’s 2012 financial statements, and the progress made in addressing the past delay in completing the statements. Stepfone advised the Committee that the September 30, 2012 financial statements for SIRTOA have been completed and included in the consolidated financial statements. He indicated that the transfer of SIRTOA’s accounting functions to the Controller’s Office within NYCTA has been completed, although a small staff remains within SIRTOA to handle accounting functions for the day-to-day operations. Mike informed the Committee that the complex task to reconstruct all of SIRTOA’s financial transactions in 2012 has been completed and they anticipate having the financials available for D&T audit by the end of February. The Committee also inquired about the revenue loss due to fare evasion and the possible actions to address such loss, including installing gates or having on-board collections. The Committee was advised that SIRTOA is an open system, thus making it difficult and costly to install controls such as turnstiles. However, fare evasion initiatives such as using the Eagle Team on the trains, similar to what is used for NYCT’s Select Bus Program, is being explored.

6. **OVERVIEW OF THE NEW MTA FINANCIAL STATEMENTS CONSOLIDATION INITIATIVE**

Pat Kane (MTA) briefed the Committee on the progress made with the new PeopleSoft ERP System, which went live in January 2011. He indicated that the old consolidation process utilized manually-prepared spreadsheets to consolidate general ledger accounts and eliminate intercompany transactions and was prone to errors and inefficient. For the 2013 fiscal year, the process will be automated, using the tool “Envision,” in the PeopleSoft System. MTA Accounting will be able to pull the data directly from each agency’s general ledger and automate inter-company eliminations including the overall consolidation of the financial statements. The new process will allow for more timely financial statements, for better reviews and audit trails, and faster monthly closings. He also provided an overview of the new closing process and noted that MTA Audit Services has been instrumental in working with the BSC to speed up the month-end closing process.
7. **2012 AUDIT PLAN YEAR-END REPORT AND 2013 AUDIT PLAN**

The Auditor General (AG) briefed the Committee on Audit Services' achievements during 2012. He reviewed the allocation of audit resources across the agencies, as well as resource allocation across audit areas (Service Delivery, Finance, Procurement, etc.). Overall, Audit Services completed 148 audits which included 397 audit recommendations for improvement with a total dollar impact of $46 million. Savings were identified on Accounts Payable, health care operations and worker's compensation. On the contract side, the work included audits of third party contracts with a value of $676 million which involved reviews of cost proposals before they are presented to the MTA Board and billed costs before final payments are made to the contractors. The AG also presented the 2013 Audit Plan and described the Risk Assessment process that is used in developing the Plan. He also reviewed the 2013 resource allocation and key audit areas including Health Benefit, Pension and Timekeeping and validating the compilation of costs relating to Superstorm Sandy. The Committee inquired about the FASTRACK program and whether Audit Services will look at the timely restoration of service after completion of a FASTRACK segment and the AG responded it will be addressed as part of the audit of the program. Finally, the Committee was advised about coordination efforts with the external auditors, City and State Comptroller Offices and the MTA’s Chief Compliance Officer and that a Quality Assurance Review of the Audit Department was initiated in late January. A motion was made and approved to accept the Audit Services’ 2013 Audit Plan.

8. **MOTION TO ADJOURN**

A motion was made and seconded to adjourn the meeting.

9. **NEXT MEETING**

The next meeting of the Audit Committee is scheduled for April 24, 2013.

Respectfully submitted,

Michael J. Fucilli
Auditor General
I. RECURRING AGENDA ITEMS

Approval of Minutes  
Audit Work Plan  
Pre-Approval of Audit and Non-Auditing Services  
Follow-up Items  
Status of Audit Activities  
Executive Sessions

Responsibility
Committee Chair & Members  
Committee Chair & Members  
As Appropriate  
As Appropriate  
Auditor General/MTA IG/Chief Compliance Officer/External Auditor/As Appropriate

II. SPECIFIC AGENDA ITEMS

April 2013

Financial Statements w/Audit Representation Letters  
Contingent Liabilities/Third Party Lawsuits (Executive Session)  
Financial Interest Reports  
Ethics and Compliance Program

Responsibility
External Auditor/CFOs/Controllers  
General Counsels/External Auditor  
Chief Compliance Officer  
Chief Compliance Officer

June 2013

Quarterly Financial Statements – 1st Quarter  
Single Audit Report  
MTAAS Audit Plan Status Report  
Investment Compliance Report  
Management Letter Reports  
Open Audit Recommendations

Responsibility
External Auditor/CFOs  
External Auditor/CFOs  
Auditor General  
External Auditor  
External Auditor/CFOs/Controllers  
Agency CIOs/Chief Compliance Officer
September 2013

Quarterly Financial Statements – 2nd Quarter
Compliance with the Requirements of the Internal Control Act
MTA Enterprise Risk Management and Internal Control Guidelines
Annual Audit Committee Report
Review of Audit Committee Charter
Appointment of External Auditors
Audit Approach Plans/Coordination with External Auditors
Review of MTA/IG’s Office

External Auditor/CFOs
Agency CIOs/Chief Compliance Officer
Chief Compliance Officer
Audit Committee
Committee Chair
CFOs/Controllers
External Auditor
External Auditor/IG

January 2014

Quarterly Financial Statements – 3rd Quarter 2013
Pension Audits
2013 Audit Plan Status Report
2014 Audit Plan
Information Technology Reports

External Auditor/CFOs
External Auditor
Auditor General
Chief Information Officers
2013 - 2014 AUDIT COMMITTEE WORK PLAN

Detailed Summary

I. RECURRING AGENDA ITEMS

Approval of Minutes
Approval of the official proceedings of the previous month's Committee meeting.

Audit Work Plan
A monthly update of any edits and/or changes in the work plan.

Pre-approval of Audit and Non-Auditing Services
As appropriate, all auditing services and non-audit services to be performed by external auditors will be presented to and pre-approved by the Committee.

Follow-Up Items
Communications to the Committee of the current status of selected open issues, concerns or matters previously brought to the Committee's attention or requested by the Committee.

Status of Audit Activities
As appropriate, representatives of MTA's public accounting firm or agency management will discuss with the Committee significant audit findings/issues, the status of on-going audits, and the actions taken by agency management to implement audit recommendations.

Executive Sessions
Executive Sessions will be scheduled to provide direct access to the Committee, as appropriate.

II. SPECIFIC AGENDA ITEMS

Detailed Summary

APRIL 2013

Financial Statements and Audit Representation Letters

The agency CFOs/Controllers will be available to the Committee to answer any questions regarding the submission of their audit representation letters to the external audit firm. The MTA public accounting firm will review the results and conclusions of their examination of the 2012 Financial Statements.
Contingent Liabilities and Status of Third Party Lawsuits

The General Counsels from each agency, along with representatives from D&T, will review in Executive Session the status of major litigation that may have a material effect on the financial position of their agency, or for which a contingency has been or will be established and/or disclosed in a footnote to the financial statements. In addition, the Committee will be briefed on the status of third party lawsuits for which there has been minimal or sporadic case activity.

Financial Interest Reports

The MTA Chief Compliance Officer will brief the Committee as to the agencies' compliance with the State Law regarding the filing of Financial Interest Reports (FIRs), including any known conflicts of interest.

Ethics and Compliance Program

The MTA Chief Compliance Officer will brief the Committee on selected aspects of the MTA Ethics Program.

JUNE 2013

Quarterly Financial Statements – 1st Quarter

Representatives of MTA's public accounting firm, in conjunction with appropriate agency management, will discuss the interim financial statement that was prepared for the first quarter of 2013.

Single Audit Reports

Representatives of MTA's public accounting firm will provide the results of their federally mandated single audit reviews at the MTA and NYC Transit.

MTAAS Audit Plan Status Report

A briefing by Audit Services that will include a status of the work completed as compared to the audits planned for the year, a summary of the more significant audit findings, results of audit follow-up, and a discussion of the other major activities performed by the department.

Investment Compliance Report

Representatives of the MTA's public accounting firm will provide a review of MTA's compliance with the guidelines governing investment practices.
Management Letter Reports

Reports will be made by the MTA’s public accounting firm on the recommendations made in the auditors’ Management Letter for improving the accounting and internal control systems of the MTA and its agencies. The report will also include management’s response to each Management Letter comment. The response will describe the plan of action and timeframe to address each comment. In addition, the report will contain a follow-up of prior years’ open recommendations conducted by the external audit firm.

Open Audit Recommendations

The MTA Chief Compliance Officer and Agency Internal Control Officers will report to the Committee on the status of audit recommendations previously accepted by their respective agency.

SEPTEMBER 2013

Quarterly Financial Statements - 2nd Quarter

Representatives of MTA’s public accounting firm, in conjunction with appropriate agency management, will discuss the interim financial statement that was prepared for the second quarter of 2013.

Compliance with the Requirements of the Internal Control Act

The Committee will be briefed by the MTA Chief Compliance Officer and Agency Internal Control Officers on the results of the All-Agency Internal Control Reports issued to the NYS Division of the Budget as required by the Government Accountability, Audit and Internal Control Act.

Review of MTA Enterprise Risk Management and Internal Control Guidelines

These MTA-wide guidelines were adopted by the Board in November 2011, pursuant to Public Authority Law Section 2931. The Audit Committee is required to review these Guidelines annually. The MTA Chief Compliance Officer will brief the Committee with respect to agency compliance with these guidelines and answer any questions and offer additional comments, as appropriate.

Annual Audit Committee Report

As a non-agenda information item, the Audit Committee will be provided with a draft report which outlines the Audit Committee’s activities for the 12 months ended July 2013. This report is prepared in compliance with the Audit Committee’s Charter. After Committee review and approval, the Committee Chair will present the report to the full MTA Board.
Review of Audit Committee Charter

The Committee Chair will report that the Committee has reviewed and assessed the adequacy of the Audit Committee Charter and, based on that review, will recommend any changes for 2014. The review will also show if the Committee's performance in 2013 adequately complied with the roles and responsibilities outlined in its Charter (i.e. monitoring and overseeing the conduct of MTA's financial reporting process; application of accounting principles; engagement of outside auditors; MTA's internal controls; and other matters relative to legal, regulatory and ethical compliance at the MTA).

Appointment of External Auditors

The Audit Committee will review the reappointment of Deloitte & Touche as the independent auditor for MTA HQ and all the agencies. This is the fifth year of a seven year contract. As part of this process, the Auditor General has reviewed and provided to the Committee, and will retain on file, the latest report of the firm's most recent internal quality control review.

Audit Approach Plans/Coordination With External Auditors

Representatives of MTA’s public accounting firm will review their audit approach for the 2013 year-end agency financial audits. This review will describe the process used to assess inherent and internal control risks, the extent of the auditor’s coverage, the timing and nature of the procedures to be performed, and the types of statements to be issued. In addition; the impact of new or proposed changes in accounting principles, regulations, or financial reporting practices will be discussed.

Review of Inspector General’s Office

Representatives of MTA’s public accounting firm will provide the results of their review of the MTA/IG’s operation to ensure compliance with applicable office regulations, rules, policies and procedures.

JANUARY 2014

Quarterly Financial Statements – 3rd Quarter

Representatives of the MTA public accounting firm, in conjunction with appropriate agency management, will discuss the interim financial statement that was prepared for the third quarter of 2013.

Pension Audits

Representatives of the MTA public accounting firms will provide the results of their reviews of the pension plans that are managed and controlled by MTA HQ, Long Island Rail Road, Metro-North and NYC Transit.
2013 Audit Plan Status Report

A briefing by Audit Services that will include a status of the work completed, a summary of the more significant audit findings, and a discussion of the other major activities performed by the department.

2014 Audit Plan

A discussion by Audit Services of the areas scheduled to be reviewed in 2013 as well as the guidelines and policies that were used to assess audit risk and their application in the development of the audit work plan.

Information Technology Reports

The Chief Technology/Information Officers or appropriate management from the respective agencies will review, with the Committee, the actions taken to address issues raised in both internal and external audits concerning system security and control related issues. This will include the status of prior year recommendations that have yet to be implemented and compliance to MTA Agency-wide policies and procedures.
Memorandum

Metropolitan Transportation Authority
State of New York

Date April 24, 2013
To Audit Committee
From Lamond W. Kearse, Chief Compliance Officer
Re Annual Report on 2012 Financial Interest Reporting Compliance

At its January 1992 meeting, this Committee requested an annual report regarding compliance by MTA Headquarters and the MTA Agencies ("MTA") with the financial interest reporting requirements established by the Public Officers Law and the MTA's all Agency Code of Ethics as approved by the Board.

Pursuant to MTA's Code of Ethics and Public Officers Law §73-a, each year MTA identifies those employees who are required to file a Financial Disclosure Statement based upon earning in excess of the statutory amount and those employees who are designated policy makers. This information is sent to Joint Commission on Public Ethics ("the Commission") formerly known as the "NYS Commission on Public Integrity." Employees in these categories receive notices from the Commission that they are required to complete a Financial Disclosure Statement which must be returned to the Commission by the statutory deadline of May 15, 2013.

At its January 1996 Board meeting, the Board Authorized and directed the Chairman or his designees to actively assist the Commission in its enforcement of the State's financial reporting requirements and to impose disciplinary action in appropriate cases.

In accordance with the Board's directive, and in order to reinforce in the minds of all MTA employees the MTA's commitment to compliance with the State's financial disclosure requirements, I sent the annexed memorandum regarding compliance with financial disclosure to all MTA employees concurrently with the distribution by the Notice of the Commission.

The MTA will also continue actively to assist the Commission in its enforcement of the law. The Commission has a three-step enforcement process by which it notifies all delinquent filers and the MTA of the failure to file the required annual disclosure statement.
In approximately July or August the Commission sends confidential notices of a failure to file the State Disclosure Statement to all applicable employees. The filer has 15 days to file; in the event noncompliance continues, the Commission sends a notice of delinquency to the filer and to the President of the filer’s employing Agency and the MTA Chief Compliance Officer.

Each MTA Agency will notify delinquent filers of its receipt of the notice. The notices will stress to each delinquent filer that compliance with the filing requirements of MTA’s Code of Ethics and State law is an urgent matter, and that an employee’s failure to comply with the filing requirements can result in serious penalties, imposed pursuant to State law by the Commission, as well as in discipline, imposed by MTA Agencies pursuant to the Code of Ethics.

The Commission’s final step for noncompliance following the public notice is to schedule an administrative hearing. Notice of an administrative hearing is sent to the Chairman of the MTA with a copy to the Chief Compliance Officer.

The Commission advised the MTA and its Agencies that of the 5,673 individuals required to file, there were 11 delinquent filers for the year 2012. By comparison, there were 54 delinquent filers for the year 2011 and there were 141 delinquent filers for the year 2010.

MTA Corporate Compliance will be monitoring compliance closely in the coming year.

c: Thomas F. Prendergast
   Catherine A. Rinaldi
   Nuria I. Fernandez
   James B. Henly
   Agency Presidents
   Agency General Counsels
   Agency Ethics Officers
Memorandum

Metropolitan Transportation Authority
State of New York

Date April 16, 2013
To All Covered MTA Personnel
From Lamond W. Kearse, Chief Compliance Officer
Re Financial Disclosure Statement - 2013 Covering Calendar Year 2012

The New York State Joint Commission on Public Ethics ("JCOPE") has begun the process of e-mailing or mailing notices regarding the New York State Annual Financial Disclosure Statement for 2013, covering calendar year 2012, to employees subject to the filing requirements ("covered employees"). All covered employees have a legal obligation to file a financial disclosure statement with the Commission. This statement, whether completed on-line or hard copy, should be filled out carefully and thoughtfully and filed with the Commission no later than May 15, 2013 pursuant to the instructions of the Commission.

Please read the financial disclosure statement carefully; there are changes this year including additional questions relating to outside activities.

The Commission is authorized to enforce the State's ethics and financial reporting laws, which include the ability to impose a civil penalty up to $40,000 or to seek prosecution as class A misdemeanor violations of those laws. Pursuant to Board guidelines, in addition to providing its full cooperation and assistance to the Commission in its enforcement of the law, the MTA will impose such disciplinary action as may be appropriate in the case of violations.

I urge all officers and employees to review our MTA All Agency Code of Ethics and the materials you received on the Public Officers Law at the time you were hired. Should you require a copy of these materials, do not hesitate to contact MTA Corporate Compliance. As you complete your financial disclosure form you should be aware of any potential conflicts of interest that you may have.

There is no exemption from filing for anyone who is away from work for any part of the calendar year or is working a reduced work schedule.

In addition, the Commission has indicated that they will pursue late and delinquent filers even if they leave State service after May 15 of the filing year.
Again this year the Commission will assess penalties for filings received after the statutory deadline. To avoid late fines and possible disciplinary action, your statement must be received by the Commission no later than May 15, 2013.

New employees that are required to file, who commence service after the MTA submits its written list of financial filers, are required to file within 30 days of commencing employment.

Should you find yourself in a situation that raises any question as to your obligations concerning conflicts of interest or whether you are required to file a financial disclosure statement with the Commission, I encourage you to contact the Ethics Helpline at 888 U-ASK-MTA (888-827-5682) for guidance.
Metropolitan Transportation Authority
Ethics and Compliance Program

Report to the Audit Committee
April 24, 2013
Corporate Compliance: Strategic Alignments
Corporate Compliance: Ethics and Compliance Issues

- Corporate Compliance handled over 470 ethics or compliance issues in 2012.

  - Many received by Email, followed by telephone calls, helpline and in-person visits

- Issues included
  - Attendance at Prohibited Source Events
  - Outside Activity Approval Requests
  - Gift Issues
  - Financial Disclosures
  - Reimbursement for Travel Expenses
  - Acceptance of Honoraria
Ethics Training 2012

• Some of the Areas Covered Included:
  - Gifts
  - Prohibited Source Sponsored Events
  - Financial Disclosure
  - Negotiations for Future Employment
  - Post Employment Restrictions
  - Financial Interest Restrictions

• Additional Emphasis was Placed on the Following Areas this Year:
  - Social Media and Confidential Information
  - Duty to Disclose Violations or Potential Violations
  - Outside Activities
  - Whistleblower Protection
Ethics Training 2012

Total of 38 Sessions

Ethics Training 2013

Total of 31 Sessions
Ethics Training: Employee Training-Actuals and Projections
Communications: MTA Code of Ethics

• Availability:
  • Code was distributed to all MTA Employees
  • Code is posted on the MTA Intranet and Internet
  • The MTA All-Agency Code continues to be translated into Braille
  • Code is given to all new Employees

• Relevant:
  • The Code is maintained and updated as necessary
  • On-going discussions regarding modifications to the Code

• Tone at the Top:
  • Training for Senior Management on the Code
Communications: Memoranda 2012

- New Employee Package
  - Public Officers Law
  - Code of Ethics
- Holiday Gift-Employees
- Holiday Gift-Vendors
- Political Activity
- Honorarium/Outside Employment
- Specific Events
- Updated Information
Communications: Promote use of the Ethics Helpline-Signage

ETHICS
What's that about?

- It's about speaking up when you know something's unethical.
- It's knowing and following our Code of Ethics.
- Mostly, it's about all the things that create a work environment that lets us all do the right thing.

Ask Questions. Get Answers.
MTA Corporate Compliance
866-8-ASK-MTA
(866-827-6582)

Is Keeping Quiet Good?

And is it true that as an MTA employee you are expected to keep quiet about things you know are unethical?
The answer is NO!

MTA Corporate Compliance
is here to answer your questions and to provide a work environment that lets us all do the right thing.

Ask Questions. Get Answers.
MTA Corporate Compliance
866-8-ASK-MTA
(866-827-6582)

Can You Report Ethics Violations Without Giving Your Name?

And is it true that anonymously reported violations will be investigated thoroughly?
The answer is YES!

MTA Corporate Compliance
is here to answer your questions and to provide a work environment that lets us all do the right thing.

Ask Questions. Get Answers.
MTA Corporate Compliance
866-8-ASK-MTA
(866-827-6582)

Ethics and Compliance Report 2013
Communications: New Initiatives 2012

• MTA Today- One day each month dedicated to Ethics
  
  - Provide Ethics guidance
  
  - Utilizing entertaining videos to engage employee interest
Communications: New Initiatives 2012

- Ethikos Magazine-Distributed to all senior management
- Tone at the Top-Distributed to all senior management
Corporate Compliance: Coordination