

MOTION:

SECOND:

**RE: APPROVAL OF PRTC EXECUTIVE COMMITTEE MEETING MINUTES FOR DECEMBER 3,
2020**

ACTION:

WHEREAS, the Potomac and Rappahannock Transportation Commission ("PRTC" or the "Commission") Executive Committee has had the opportunity to review the draft meeting minutes for December 3, 2020.

NOW, THEREFORE BE IT RESOLVED that the Potomac and Rappahannock Transportation Commission Executive Committee does hereby approve the minutes of December 3, 2020 as presented/amended.

Votes:

Ayes:

Nays:

Abstain:

Absent from Vote:

Alternate Present Not Voting:

Absent from Meeting:



MINUTES

EXECUTIVE COMMITTEE MEETING

December 3, 2020

Virtual ZOOM Meeting

Members Present

*Margaret Franklin, Chair
*Pamela Sebesky, Vice Chair
*Deborah Frazier, Treasurer
*Andrea Bailey, At-Large
*Jeanette Rishell, At-Large

Jurisdiction

Prince William County
City of Manassas
Stafford County
Prince William County
City of Manassas Park

Members Absent

Cindy Shelton, Secretary

Stafford County

Staff and General Public

Victor Angry – Prince William County
Sharon Pandak – Greehan, Taves, & Pandak
Dwight Buracker – PBMAres
Dr. Robert A. Schneider, PhD – PRTC
Joyce Embrey – PRTC
Doris Lookabill – PRTC
Paolo Belita – Prince William County
Jackie Heart – Public

Chair Franklin called the meeting to order at 6:03 p.m. noting due to the COVID-19 pandemic and pursuant to PRTC Commission Resolution No. 20-05-01, this meeting of the PRTC Executive Committee is being conducted virtually via Zoom. Public access for this meeting is being provided via conference call. The public was given notice on PRTC's website, Facebook, at the Transit Center, and in InsideNova and the Free Lance-Star. The Chair then read an announcement detailing procedures for the electronic meeting.

Following roll call, Dr. Schneider said he and PRTC Director of Finance Joyce Embrey would leave the virtual meeting and be placed in a Zoom break out room while the audit is being discussed. They can rejoin the meeting to answer any questions the Executive Committee may have.

Chair Franklin introduced Dwight Buracker of PBMAres to present an overview of PRTC's FY20 audited financial statement.

Mr. Buracker said PRTC's financials are unique because a portion of VRE's financial statements are included at the beginning of the report. Even though last quarter of the fiscal year was impacted by the pandemic, PRTC had an increase in net position of \$15.6 million, and a lot of that is due to grant funding for capital and operating.

There are four or five pages in the report that belong to PBMAres, and two are opinions about the financial statements themselves and the internal controls. Both of the opinions are "unmodified" which is the highest opinion auditors can issue, Mr. Buracker said. There is typically a third opinion in the financial statements regarding federal funding received by PRTC that flows to VRE, but it's not included in this report because OMB hasn't issued final audit guidance regarding CARES Act funding. PBMAres will issue another report once those guidelines are released, and Mr. Buracker said he doesn't foresee anything but an unmodified opinion.

Chair Franklin said in the future she would prefer that PBMares have a presentation for the Committee, and Commissioner Rishell agreed that a presentation would be helpful.

Mr. Buracker complimented PRTC staff including Director of Finance Joyce Embrey for transitioning to a virtual audit and providing all the necessary documents electronically.

Commissioner Bailey noted that the Board has many new members and asked if Board members could contact Mr. Buracker with follow-up questions. Mr. Buracker replied that he's willing answer questions anytime, not just during audits.

Chair Franklin asked Ms. Pandak if tonight's meeting is the final opportunity to vote on the audit. Ms. Pandak said it would be prudent to adopt it and referred to Mr. Buracker for guidance on the timeline.

Chair Franklin noted that the report is 112 pages and that a presentation would allow Board members to dive deeper than a verbal overview. She prefers that the Executive Committee and full Board have a presentation and vote in January.

Mr. Buracker said the financials don't have to be accepted tonight, and he could make a presentation to the full Board in January.

Commissioner Sebesky said it was easier in the past when the financials were reviewed in person. Now in a virtual format a presentation would be more transparent for everyone.

Chair Franklin said as the Board is looking at financial constraints and questioning how budgets are put together, she's more comfortable with deferring to January. Ms. Pandak recommended checking with Dr. Schneider before deferring a vote on the audit to ensure that a delay won't cause complications.

While Dr. Schneider and Ms. Embrey were being brought back into the regular meeting from the Zoom breakout room, Mr. Buracker asked for guidance on what elements should be included in the presentation. Chair Franklin said the findings and other highly important elements of the audit should be included. Mr. Buracker said PRTC has had clean audits recently so there are no "findings" in the report, but he will put together a high-level presentation.

Chair Franklin asked Dr. Schneider if there would be any implications in deferring the item to January. Ms. Embrey said PRTC typically submits its approved audited financial statements to the Auditor of Public Accounts and the Virginia Resource Authority for loan compliance, and both have deadlines in December. Ms. Embrey asked Mr. Buracker if there would be an issue with sharing the financial statements prior to them being approved by the Board. Mr. Buracker said he believed that would not be an issue.

Chair Franklin said she's fine with submitting the information to the state prior to it being approved by the Board.

Mr. Buracker asked if the presentation should solely focus on PRTC's finances or include VRE information. After a brief discussion, Chair Franklin said it would be helpful to have a page that includes the VRE information.

Mr. Buracker said he had two more items to share. The first is a management letter regarding upcoming GASB pronouncements that could impact PRTC's future financial reporting. The second item is an annual required communication documenting that there were no audit adjustments, no disagreements with management and that management was prepared for the audit.

Ms. Pandak recommended that the item be deferred prior to the approval of the agenda at the full PRTC meeting and that the Chair state that the documents will be filed with the state prior to Board approval so it's clear to Mr. Buracker, the staff and public.

Commissioner Rishell suggested that the presentation include the actual pages that are being discussed, and other members agreed.

Adjournment

There being no further business to come before the Executive Committee, Chair Franklin adjourned the meeting at 6:32 p.m.