

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Retreat
June 17, 2022

A public notice of this meeting containing all items was posted at a place convenient to the public in the administrative offices of North Texas Tollway Authority, provided to the Secretary of State, and provided to the County Clerks of Collin County, Tarrant County, Denton County, and Dallas County as required by Chapter 551 of the Texas Government Code, referred to as "The Open Meetings Act."

Minutes of the North Texas Tollway Authority Board of Directors Retreat held at the Gaylord Texan located at 1501 Gaylord Trail, Grapevine, Texas, at 10:00 a.m. on June 17, 2022.

CALL TO ORDER

Chairman Mahalik called the meeting to order at 10:03 a.m.

1. Establishment of Quorum

Chairman Mahalik established a quorum by calling the roll.

The following Board members were present in the meeting:

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|----------------------|------------|
| John Mahalik | Chairman |
| Jane Willard | Vice Chair |
| Pete Kamp | Director |
| Lynn Gravley | Director |
| George (Tex) Quesada | Director |
| Scott Levine | Director |
| Mojoy Haddad | Director |
| Marcus Knight | Director |
| Tim Carter | Director |

NTTA employees attending the meeting were: James Hofmann, CEO/Executive Director; Lorelei Griffith, Secretary; Karen Madison, Assistant Secretary; Horatio Porter, CFO/Treasurer; Dena Stroh, General Counsel; Elizabeth Mow, Assistant Executive Director of Infrastructure; Jeff Dailey, Assistant Executive Director of Operations; Nancy St. Pierre, Director of Public Affairs; and Linh Truong, Senior Director of Internal Audit / Enterprise Risk.

2. Public comments not related to specific agenda items

No comments were made under this item.

3. Comments and announcements from the Chairman and Board Members

Chairman Mahalik thanked Board members and staff for attending the 2022 mid-year retreat.

James Hofmann, Executive Director, gave an overview of the agenda.

4. Governance review

Anne Haskel, Haskel Consulting, LLC, discussed Board member an Executive staff roles and took suggestions for additional roles and responded to questions from the Board.

5. Enterprise Risk Management framework

Linh Truong, Senior Director of Internal Audit / Enterprise Risk, presented the Enterprise Risk Assessment (ERA) process and asked questions of the Board.

6. Cyber security roles and responsibilities

John Ford, Managing Director for Mandiant, presented cybersecurity roles and responsibilities and listed the six principles for Board governance of cyber risk and responded to questions from the Board.

7. Finance updates

Horatio Porter, Chief Financial Officer, presented the 2021 business diversity update including goals, evolution, and performance of the program. He also presented on the FY2023 budget and responded to questions from the Board.

8. Briefing of 2022 Annual Board retreat items

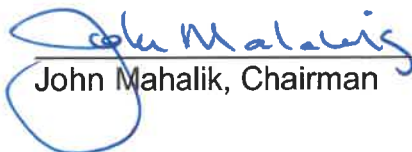
Elizabeth Mow, Assistant Executive Director of Infrastructure; Horatio Porter, Chief Financial Officer; Jeff Dailey, Assistant Executive Director of Operations; and Dena Stroh, General Counsel presented briefing items from their respective areas from the 2022 annual Board retreat and responded to questions from the Board.

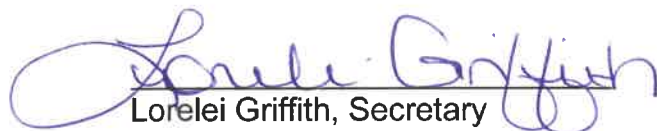
9. Policy/process review

Dena Stroh, General Counsel, presented proposed changes to the employee and Board ethics policies and responded to questions from the Board.

10. Adjourn

The meeting adjourned at 4:10 p.m.


John Mahalik, Chairman


Lorelei Griffith, Secretary