

NORTH TEXAS TOLLWAY AUTHORITY
Finance, Audit, and Administration Committee Meeting Minutes
April 2, 2026

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, and Administration Committee meeting held at North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, noticed as April 2, 2026 at 10:30 a.m.

1. Call to order and establishment of quorum

Committee Chair Quesada called the meeting to order at 10:32 a.m. and established a quorum by calling the roll. The following committee members were in attendance:

George (Tex) Quesada	Committee Chair
Derek Baker	Member
Marcus Knight	Member

Director Andy Wambsganss, Director John Mahalik, and Director Justin Hewlett were also in attendance.

NTTA employees attending the Committee meeting were: James Hofmann, CEO/Executive Director; Leslie Garza, Board Secretary; Karen Madison-Ponds, Assistant Secretary; Jeff Dailey, Assistant Executive Director of Operations; Elizabeth Mow, Assistant Executive Director of Infrastructure; Horatio Porter, CFO/Treasurer; Dena Stroh, General Counsel; Arturo Ballesteros, Director of External Affairs; Corina Johnson, Director of Human Resources; Sam Wu, Interim Director of Internal Audit/Enterprise Risk; Melanie Terrell, Assistant General Counsel; Amitis Meshkani, Director of Maintenance; Eric Hemphill, Director of Traffic and Incident Management; Moses Aito, Director of Business Development and Opportunities; Danielle Thompson, Director of Procurement; Kelley McGuire, Director of Treasury and Financial Planning; John Bannerman, Director of Customer Care/Ombudsman; Kevin Banks, Director of Customer Service; Dan Robicheaux, Director of Information Technology; Pat Louthan, Director of Business Operations; and Brian Reich, Controller.

2. Public comments not related to specific agenda items

There were no public comments.

3. Comments and announcements from the Committee members and Board members

There were no comments.

4. Approval of the minutes from March 2026 Finance, Audit, and Administration Committee meeting

Director Baker made a motion to approve the minutes of the March 5, 2026 Finance, Audit, and Administration Committee meeting. Director Knight seconded the motion. The Committee approved the motion unanimously (Res. No. 26-34).

ACTION ITEMS

5. Approval of Texas County and District Retirement System Qualified Replacement Benefit Arrangement

Dena Stroh, General Counsel, presented staff's recommendation that the Committee approve the Texas County and District Retirement System qualified replacement benefit arrangement.

Director Baker made a motion for Committee approval of item 5. Director Knight seconded the motion. The Committee approved the motion unanimously.

6. Approval of the following Internal Audit items:

- A. Internal Audit Charter
- B. FY2026 updated workplan

Sam Wu, Interim Director of Internal Audit/Enterprise Risk, presented staff's recommendation that the Committee approve the Internal Audit Charter and FY2026 updated workplan.

Director Knight made a motion for Committee approval of items 6A and B. Director Baker seconded the motion. The Committee approved the motion unanimously.

BRIEFING ITEM

7. Human Resources roadmap update

Corina Johnson, Director of Human Resources, presented a briefing on the Human Resources roadmap update and responded to questions from the Committee.

This was a briefing item only.

8. EXECUTIVE SESSION – Pursuant to Chapter 551, Subchapter D, Texas Government Code:
 - A. Section 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters regarding
 1. Enterprise Risk Management update
 - B. Section 551.074(a)(1), to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee
 1. Internal Auditor search


Committee Chairman Quesada called the Board into executive session at 11:02 a.m. and reconvened the meeting into open session at 11:28 a.m. No final action, decision, or vote was taken during the executive session.

9. Consideration of items (if any) from executive session

No actions were taken under this item.

10. Adjourn

The meeting adjourned at 11:28 a.m.



Derek Baker, Committee Chair
Finance, Audit, and Administration
Committee



Leslie Garza, Secretary