

NORTH TEXAS TOLLWAY AUTHORITY  
Finance, Audit, and Administration Committee Meeting Minutes  
April 6, 2023

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 6, 2023 at 10:00 a.m.

1. Call to order and establishment of quorum

Committee Chairman Gravley called the meeting to order at 10:00 a.m. and established a quorum by calling the roll. The following committee members were in attendance:

Lynn Gravley	Committee Chairman
Tex Quesada	Member
Pete Kamp	Member

Chairman Marcus Knight, Vice Chair Mojoy Haddad, Director Glen Whitley, Director John Mahalik, and Director Scott Levine were also in attendance.

NTTA employees attending the Committee meeting were: James Hofmann, CEO/Executive Director; Lorelei Griffith, Secretary; Karen Madison-Ponds, Assistant Secretary; Horatio Porter, CFO/Treasurer; Elizabeth Mow, Assistant Executive Director of Infrastructure; Dena Stroh, General Counsel; Jeff Dailey, Assistant Executive Director of Operations; Linh Truong, Senior Director of Internal Audit/Enterprise Risk; Nancy St. Pierre, Director of Public Affairs; Brian Reich, Controller; Autavea Basey, Director of Human Resources; Juhi Chawla, Director of Information Technology; Amitis Meshkani, Director of Maintenance; Eric Hemphill, Director of Traffic and Incident Management; Kevin Banks, Director of Contact Center and Collections; John Bannerman, Director of Customer Care; Melanie Terrell, Assistant General Counsel; David Evans, Senior Director of Procurement Services and Business Diversity; and Moses Aito, Director of Business Diversity. Also present at the meeting representing NTTA were Tammy Sims, Atkins North America, Inc., Maintenance Management Consultant; Stephanie Halliday, HNTB, Project Management Consultant; and Greg Schaecher, McCall, Parkhurst & Horton, bond counsel.

2. Public comments not related to specific agenda items

There were no comments.

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

There were no comments.

4. Approval of the minutes from March 2023 Finance, Audit, and Administration Committee meeting

Director Quesada made a motion to approve the minutes of the March 2023 Finance, Audit, and Administration Committee meeting. Director Kamp seconded the motion. The Committee approved the motion unanimously. (Resolution No. 23-27)

### **ACTION ITEMS**

5. Internal Audit items
  - A. Approval of Internal Audit Charter
  - B. Update Internal Audit FY2023 workplan

Linh Truong, Senior Director of Internal Audit/Enterprise Risk, presented staff's recommendation that the Board approve the Internal Audit Charter and briefed the Committee on the Internal Audit FY2023 workplan.


Director Quesada made a motion for Committee approval of item 5A. Director Kamp seconded the motion. The Committee approved the motion unanimously.


6. 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:
    1. Legislative update

Committee Chairman Gravley called the Board into executive session at 10:04 a.m. and reconvened the meeting into open session at 10:31 a.m. No final action, decision, or vote with regard to any matter was taken during the executive session.

7. Adjourn

The meeting adjourned at 10:31 a.m.

  
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Lynn Grayley, Committee Chairman  
Finance, Audit, and Administration Committee

  
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Lorelei Griffith, Secretary