Quorum = 3

Agenda

Audit
Tuesday, June 16, 2026, 9:10 A.M.
DART Conference Room 1-C – 1st Floor
1401 Pacific Ave., Dallas, Texas 75202
(Estimated Meeting Time: 95 minutes)

The Audit Committee Meeting, with the Committee Chair presiding, will be held at the DART Headquarters, Conference Room 1-C, 1st Floor, and by videoconference. The public may attend in person or view the meeting at:
DART.org/about/public-access-information/board-meetings-information

1. Approval of Minutes: June 9, 2026
2. Public Comments – Agenda Item Specific
3. Interview of Candidate for Position of Chief Audit Officer (Roy C. Lopez/Randall B. Bryant/Rosa Medina-Cristobal)
   [45 minutes – Interview; 15 minutes – Discussion]
4. +Recommendation of Selected Candidate for Position of Chief Audit Officer (Roy C. Lopez/Rosa Medina-Cristobal)
   [0 minutes – presentation; 30 minutes – Q&A]
5. +Authorization to Negotiate Employment Agreement with Chief Audit Officer Candidate (Roy C. Lopez/Randall B. Bryant/Rosa Medina-Cristobal)
   [0 minutes – presentation; 5 minutes – Q&A]
6. Adjournment

+ indicates a Same-Date Item that has not previously been presented to the Board

The Audit Committee may go into Closed Session under the Texas Open Meetings Act, Section 551.071, Consultation with Attorney, for any legal issues, or under Section 551.074 for Personnel matters, or under Section 551.076 or Section 551.089, Deliberation Regarding Security Devices or Security Audits, arising or regarding any item listed on this Agenda. This facility is wheelchair accessible. For accommodations for the hearing impaired, sign interpretation is available. Please contact Community Relations at 214-749-2721, 48 hours in advance.

Chair *– Roy C. Lopez*
Vice Chair *– Marc C. Abraham*
Members *– M. Nathan Barbera, Mark C. Enoch, Maureen Milligan*
Staff Liaison *– Chris Koloc*

MINUTES
DALLAS AREA RAPID TRANSIT
AUDIT COMMITTEE MEETING
Tuesday, June 9, 2026

The Dallas Area Rapid Transit **Audit Committee** meeting convened at **10:38 a.m**. on **Tuesday, June 9, 2026,** at DART Headquarters, 1401 Pacific Avenue, Dallas, Texas, with Chair Lopez presiding.

Please note that these Minutes are only a brief summation and not a transcript of the meeting. For the full meeting, please visit DART.org/about/public-access-information/board-meetings-information. Any slides presented during the meeting are on file with the Office of Board Support.

Committee Members: Roy C. Lopez, M. Nathan Barbera, Marc C. Abraham, and Maureen Milligan.

Mark C. Enoch was absent.

Board Members: Randall B. Bryant, Gary A. Slagel, Carmen Garcia, and Michele Wong Krause.

Pursuant to Article V, Section 4 of the DART Board Bylaws, amended by Resolution No. 000159, dated September 12, 2000, Board Member Michele Wong Krause is hereby appointed to the Audit Committee to serve as an alternate member of the committee for purposes of making a quorum. The above-named Board Member shall have all the privileges of other committee members so long as the Board Member's presence is necessary to maintain a quorum. This appointment shall be effective only until the adjournment of the meeting for which the appointment is made.

This appointment form shall be filed with the Office of Board Support prior to the convening of the Committee meeting.

Others present: Gene Gamez, Chris Koloc, Jesse Salazar, and Briana Campbell.

1. Approval of Minutes: May 12, 2026

Hearing no objection, Chair Lopez stated that the May 12, 2026, Audit Committee meeting Minutes were accepted into record as written by concurrence.

2. Public Comments – Agenda Item Specific

There were no public comments.

3. Approval of 2025 DART Retirement Plan and Trust and the DART Capital Accumulation Plan and Trust Audited Financial Statements

Director Milligan entered the meeting at approximately 10:45 a.m. With Director Milligan's attendance, this created a natural quorum and released Director Wong Krause of her alternate member duties

Chris Koloc, Chief Audit Officer, introduced Lauren Futch, Representative of Weaver and Tidwell, who briefed the committee.

Chief Audit Officer Koloc and Jamie Adelman, Chief Financial Officer, were called to the podium to answer questions for the committee.

After discussion, this item was accepted unanimously.

4. *Public Integrity Committee Investigation Involving Improper Payment to Vendor

Chair Lopez stated that it was 10:51 a.m. on Tuesday, June 9, 2026, and the Dallas Area Rapid Transit Audit Committee was going into Closed Session under the Texas Open Meetings Act, Section 551.071, for consultation with Attorney, to discuss Agenda Item 4,

***Public Integrity Committee Investigation Involving Improper Payment to Vendor and agenda item 5, Appointment of Interim Chief Audit Officer.**

Meeting reconvened at 11:40 a.m.

5. Appointment of Interim Chief Audit Officer

This item was accepted unanimously.

At 11:40 a.m., Chair Lopez stated that the committee was going to recess.

Committee reconvened and went into closed session at 2:59 p.m.

Meeting reconvened at 6:17 p.m.

6. Interviews of Candidates for Position of Chief Audit Officer

This item was discussed in closed session.

7. Recommendation of Selected Candidates for Position of Chief Audit Officer

This item was moved to the June 16, 2026, Audit meeting.

8. Adjournment

The meeting adjourned at 6:18 p.m.

Briana Campbell

Briana Campbell,
Secretary of the Board

/bc

Agenda Report

DATE: **June 16, 2026**

SUBJECT: **Interview of Candidate for Position of Chief Audit Officer**

BOARD ITEM

No action is required at this time.

PURPOSE

- DART's legislation authorizes the Board to appoint auditors and prescribe their duties, compensation, and tenure.
- DART's Chief Audit Officer has announced his retirement from DART effective June 30, 2026, and the Audit Committee has conducted a search for a replacement.
- The purpose of this item is for members of the Audit Committee to interview a candidate for the position of Chief Audit Officer.

Agenda Report

Voting Requirements:
Majority

DATE: **June 16, 2026**

SUBJECT: **Recommendation of Selected Candidate for Position of Chief Audit Officer**

BOARD ITEM

Recommendation of _____ for the position of Chief Audit Officer.

PURPOSE

- DART's legislation authorizes the Board to appoint auditors and prescribe their duties, compensation, and tenure.
- DART's Chief Audit Officer has announced his retirement from DART, and the Audit Committee has conducted a search for a replacement.
- The Audit Committee has interviewed qualified candidates for the position.
- The purpose of this item is for the Audit Committee to discuss the candidates and to reach a consensus on the final candidate or candidates to recommend to the DART Board for this position.
- Following approval of the candidate by the DART Board, a proposed employment agreement and salary will be negotiated with the candidate and presented to the DART Board for approval on July 14, 2026.

LEGAL CONSIDERATIONS

- Section 452.101(2) of the Texas Transportation Code authorizes the Board to appoint auditors and prescribe their duties, compensation, and tenure.

DRAFT

RESOLUTION

of the

DALLAS AREA RAPID TRANSIT BOARD

(Executive Committee)

Recommendation of Selected Candidate for Position of Chief Audit Officer

WHEREAS, DART's legislation authorizes the Board to appoint auditors and prescribe their duties, compensation, and tenure; and

WHEREAS, DART's Chief Audit Officer has announced his retirement from DART, and the Audit Committee has conducted a search for a replacement; and

WHEREAS, the Audit Committee has interviewed qualified candidates for the position and has recommended a final candidate(s) to the DART Board for this position.

NOW, THEREFORE, BE IT RESOLVED by the Dallas Area Rapid Transit Board of Directors that _____ is recommended for the position of Chief Audit Officer.

_____
Carmen Garcia
Secretary

_____
Randall B. Bryant
Chair

APPROVED AS TO FORM:

ATTEST:

_____
Gene Gamez
General Counsel

_____
David Leininger
Interim President & Chief Executive Officer

_____
Date

Agenda Report

Voting Requirements:
Majority

DATE: **June 16, 2026**

SUBJECT: **Authorization to Negotiate Employment Agreement with Chief Audit Officer Candidate**

BOARD ACTION

Approval of a resolution authorizing the Chair of the Audit Committee to negotiate an employment agreement with the selected Candidate for the position of Chief Audit Officer.

COMMITTEE CONSIDERATIONS

On June 9, 2026, and June 16, 2026, the Audit Committee interviewed candidates for the position of Chief Audit Officer.

On June 16, 2026, the Audit Committee recommended a final candidate to the Board for the position of Chief Audit Officer.

PURPOSE

- DART's legislation authorizes the Board to appoint auditors and prescribe their duties, compensation, and tenure.
- DART's Chief Audit Officer has announced his retirement from DART, and the Audit Committee has conducted a search for a replacement.
- The Audit Committee has interviewed qualified candidates for the position and recommends a final candidate to the DART Board. An employment agreement, including salary, needs to be negotiated with the candidate and subsequently presented to the DART Board for approval on July 14, 2026.
- The purpose of this item is to authorize the Chair of the Audit Committee to negotiate an employment agreement, including salary, with the recommended candidate.

LEGAL CONSIDERATIONS

- Section 452.101(2) of the Texas Transportation Code authorizes the Board to appoint auditors and prescribe their duties, compensation, and tenure.

DRAFT

RESOLUTION

of the

DALLAS AREA RAPID TRANSIT BOARD
(Executive Committee)

Authorization to Negotiate Employment Agreement with Chief Audit Officer Candidate

WHEREAS, DART's legislation authorizes the Board to appoint auditors and prescribe their duties, compensation, and tenure; and

WHEREAS, DART's Chief Audit Officer has announced his retirement from DART, and the Audit Committee has conducted a search for a replacement; and

WHEREAS, the Audit Committee has interviewed qualified candidates for the position and recommends a final candidate to the DART Board; and

WHEREAS, an employment agreement, including salary, needs to be negotiated with the candidate and subsequently presented to the DART Board for approval on July 14, 2026.

NOW, THEREFORE, BE IT RESOLVED by the Dallas Area Rapid Transit Board of Directors that the Chair of the Audit Committee is authorized to negotiate an employment agreement with the selected candidate for the position of Chief Audit Officer and present the agreement to the DART Board for final approval.

Authorization to Negotiate Employment Agreement with Chief Audit Officer Candidate

Carmen García Secretary	Randall B. Bryant Chair
APPROVED AS TO FORM:	ATTEST:
Gene Gamez General Counsel	David Leininger Interim President & Chief Executive Officer
	Date