Quorum = 3

Agenda

Audit
Tuesday, June 9, 2026, 10:30 A.M.
DART Conference Room 1-C – 1st Floor
1401 Pacific Ave., Dallas, Texas 75202
(Estimated Meeting Time: 265 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: May 12, 2026
2. Public Comments – Agenda Item Specific
3. Approval of 2025 DART Retirement Plan and Trust and the DART Capital Accumulation Plan and Trust Audited Financial Statements
   (Roy C. Lopez/Chris Koloc)
   [10 minutes – presentation; 10 minutes – Q&A]
4. *Public Integrity Committee Investigation Involving Improper Payment to Vendor
   (Roy C. Lopez/Chris Koloc/Gene Gamez)
   [10 minutes – presentation; 10 minutes – Q&A]
5. Appointment of Interim Chief Audit Officer
   (Roy C. Lopez/Rosa Medina-Cristobal)
   [5 minutes – presentation; 10 minutes – Q&A]
6. Interviews of Candidates for Position of Chief Audit Officer
   (Roy C. Lopez/Rosa Medina-Cristobal)
   [135 minutes – Interviews; 45 minutes – Discussion]
7. Recommendation of Selected Candidates for Position of Chief Audit Officer
   (Roy C. Lopez/Rosa Medina-Cristobal)
   [0 minutes – presentation; 30 minutes – Q&A]
8. Adjournment

**This is a Briefing Item Only*

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*

AGENDA ITEM NO. 1

MINUTES
DALLAS AREA RAPID TRANSIT
AUDIT COMMITTEE MEETING
Tuesday, May 12, 2026

The Dallas Area Rapid Transit **Audit Committee** meeting convened at **3:45 p.m**. on **Tuesday, May 12, 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, Mark C. Enoch, and Maureen Milligan.

M. Nathan Barbera and Marc C. Abraham were 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:** **April 7, 2026**

   Hearing no objection, Chair Lopez stated that the April 7, 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 the Accounts Payable Process Audit**

   Mandi Church, Manager Operational Audit, briefed the committee. Jamie Adelman, Executive Vice President/Chief Financial Officer, Chris Koloc, Chief Audit Officer, and Chad Doucet, Vice President Procurement Services, who were called to the podium to answer questions from the committee.

   Director Milligan entered the meeting at 3:50 p.m.

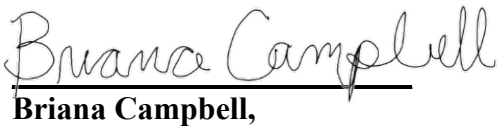
   Director MacGregor entered the meeting at 3:52 p.m.

   Director West entered the meeting at 3:58 p.m.

   This item was accepted unanimously.

4. **Adjournment**

   The meeting adjourned at 4:03 p.m.



Briana Campbell,
Secretary of the Board

/bc

Agenda Report

DATE: **June 9, 2026**

SUBJECT: **Approval of 2025 DART Retirement Plan and Trust and the DART Capital Accumulation Plan and Trust Audited Financial Statements**

RECOMMENDATION

Recommend forwarding the 2025 DART Retirement Plan and Trust and the Capital Accumulation Plan and Trust audited financial statements to the DART Board of Directors.

BUSINESS PURPOSE

- Representatives from Weaver Tidwell, LLP, will present an overview of the 2025 audited financial statements for the DART Retirement Plan and Trust and the DART Capital Accumulation Plan and Trust. In addition, they will be available to respond to any questions from the Committee.
- This item will help achieve Agency Strategic Goal 1: Empowered Agency - Build a nimble organization that can act quickly and effectively by streamlining processes and empowering employees; and Strategic Goal 2: Culture of Contribution - Create a culture that aligns roles and responsibilities with the DART vision, deepens organizational trust, and encourages growth.

Agenda Report

DATE: **June 9, 2026**

SUBJECT: **Public Integrity Committee Investigation Involving Improper Payment to Vendor**

RECOMMENDATION

This is a briefing item. No action is currently required.

BUSINESS PURPOSE

- On March 3, 2026, members of the Public Integrity Committee (PIC) became aware of an improper payment to a DART vendor. The Audit Committee was briefed on the preliminary information of the improper payment on March 10, 2026, and received an update on April 7, 2026.
- The purpose of this item is to provide an update on this matter to the Audit Committee.
- The Administrative Employment Manual establishes the PIC, which is composed of the President & Chief Executive Officer, Chief Audit Officer, and the General Counsel. The PIC may investigate allegations of illegal or unethical activity including allegations, which if true would: 1. Affect the credibility of a senior management official; 2. Involve financial impact to DART of $10,000 or more; or 3. Be a potential source of public embarrassment to DART. The PIC may utilize DART Transit Police to investigate alleged illegal activity.
- Allegations of illegal or unethical activity made to the PIC will be reported to the Audit Committee at the first Audit Committee meeting following receipt and confirmation of facts supporting any of the 1-3 items listed above.
- Discussion and reporting of this item to the Committee will help achieve Agency Strategic Goal 1: Empowered Agency - Build a nimble organization that can act quickly and effectively by streamlining processes and empowering employees.

Agenda Report

Voting Requirements:
Majority

DATE: **June 9, 2026**

SUBJECT: **Appointment of Interim Chief Audit Officer**

BOARD ACTION

Approval of a resolution formally appointing _____ as Interim Chief Audit Officer effective July 1, 2026.

PURPOSE

- DART's Chief Audit Officer has announced his retirement from DART effective June 30, 2026. The DART Board desires to appoint _____ as Interim Chief Audit Officer effective July 1, 2026, to serve until a permanent Chief Audit Officer is appointed.

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)

Appointment of Interim 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, and the DART Board desires to appoint an Interim Chief Audit Officer to serve until a permanent Chief Audit Officer is appointed.

NOW, THEREFORE, BE IT RESOLVED by the Dallas Area Rapid Transit Board of Directors that:

Section 1: _____ is appointed to serve as Interim Chief Audit Officer effective July 1, 2026, and until such time as a permanent Chief Audit Officer is appointed.

Section 2: _____ shall be compensated an additional 10% per bi-weekly pay period during the time that he/she serves as Interim 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

DATE: **June 9, 2026**

SUBJECT: **Interviews of Candidates 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 candidates for the position of Chief Audit Officer.

Agenda Report

DATE: **June 9, 2026**

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

BOARD ITEM

Recommendation of _____ as Candidate(s) for 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 interviews and to reach a consensus on the candidate(s) 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.