

NATIONAL RAILROAD PASSENGER CORPORATION
BOARD OF DIRECTORS
MINUTES OF MEETING
SEPTEMBER 24, 2020

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed conference call meeting on Thursday, September 24, 2020. Board members participating in the meeting were Anthony Coscia (Board Chairman), Bill Flynn (President, non-voting), Jeff Moreland (Board Vice Chairman), Albert DiClemente, Christopher Beall, Thomas Carper and Yvonne Burke.

Joel Szabat (DOT Assistant Secretary and Secretary of Transportation voting delegate for this meeting), Paul Nissenbaum (FRA Associate Administrator) and Peter Cipriano (Special Assistant to the Administrator, FRA) participated in the meeting.

Mr. Coscia chaired the meeting. A quorum was confirmed, and Mr. Coscia called the meeting to order in executive session at 4:00 p.m.

ELECTION OF BOARD OFFICERS

Following discussion, upon motion made by Ms. Burke and seconded by Mr. Beall, the Board voted to adopt the following resolutions:

WHEREAS, Sections 4.13(a) and (b) of the Bylaws of the National Railroad Passenger Corporation (Corporation) provide for the annual election of a Chairman and Vice Chairman of the Board of Directors (Board); and

WHEREAS, The Board desires to elect the Board officers at this time, with the elections effective October 1, 2020, the beginning of the Corporation's FY 2021; therefore, be it
RESOLVED, That the Board hereby elects Anthony Coscia to serve as Chairman of the Board from October 1, 2020 through September 30, 2021; and

FURTHER RESOLVED, That the Board hereby elects Jeff Moreland to serve as Vice Chairman of the Board from October 1, 2020 through September 30, 2021; and

FURTHER RESOLVED, That each of the Corporate Secretary and the Assistant Corporate Secretary is authorized to take the appropriate steps to affect these resolutions, including to ensure that the corporate records reflect these actions.

(7-0)

APPROVAL OF THE MINUTES

Following discussion, upon motion made by Mr. Moreland and seconded by Ms. Burke, the Board voted to approve the minutes of its July 23, 2020, July 24, 2020 and August 12, 2020 meetings.

(7-0)

AUDIT & FINANCE COMMITTEE REPORT

Mr. Moreland provided the Audit & Finance Committee report and led a discussion about the approval of Amtrak's Independent Auditor agreement with EY. Following discussion, upon motion made by Mr. Moreland and seconded by Mr. Coscia, the Board voted to adopt the following resolutions:

WHEREAS, Section 4.14 of the Amended and Restated Bylaws adopted January 27, 2016 requires the Board of Directors ("Board") to annually appoint an independent public accountant after receiving recommendations of the Audit & Finance Committee of the Board ("AFC"); and

WHEREAS, Following a Request for Proposal in 2012, the Board of Directors approved the award of a contract ("Contract") to [REDACTED], to perform the Corporation's financial audits for FY 2012 and potentially for future years, subject to annual appointment by the Board of Directors as required by the Bylaws of the Corporation, which Contract has been amended most recently to provide for option terms for FY 2020 and FY 2021, at the Corporation's discretion and subject to Board approval prior to exercise; and

WHEREAS, In January 2020, the Board approved the exercise of the option for FY 2020 and the engagement of EY at the rates approved by the AFC at that time; and

WHEREAS, In response to the economic hardship created by the coronavirus pandemic, Management recently requested a 5% fee reduction from EY for the Corporation's consolidated audit for FY

2020, and has negotiated such fee reduction for FY 2020 along with an extension to the Contract through FY 2024 at the reduced FY 2020 rates, subject to Board approval, and subject to annual appointment of [REDACTED] by the Board for each fiscal year after FY 2020; and

WHEREAS, The AFC approved the amendment of the Contract to provide for the FY 2020 fee reduction and the extension of the Contract through FY 2024 at the same reduced rates, subject to annual appointment of EY by the Board for each fiscal year after FY 2020; and

WHEREAS, The AFC approved the amendment of the Contract to reflect:

- the following rates to be paid to EY in connection with the FY 2020 audit services:

- a fixed price of [REDACTED] for the FY 2020 consolidated audit of the Corporation and the review of the Corporation's FY 2020 Management's Discussion and Analysis of Financial Condition and Results of Operations, plus o routine out-of-scope work identified during the course of the audit to be invoiced at actual hours x [REDACTED]/hour;
 - o non-routine out-of-scope work to be invoiced at actual hours x rate to be determined based on work to be performed; and
 - o out-of-scope work to be agreed upon and approved by the AFC before work is incurred;
- a fixed price of [REDACTED] for Passenger Railroad Insurance, Ltd.'s FY 2020 GAAP and Bermuda statutory audits;
- a fixed price of [REDACTED] for the Corporation's FY 2020 Single Audit (formerly A133); and
- a fixed price of [REDACTED] for the audit of the Corporation's benefit plans for CY 2020; and

- the extension of the Contract through FY 2024, subject to annual appointment of EY by the Board for each fiscal year after FY 2020; and

WHEREAS, The AFC recommends that the Board approve the extension of the Contract through FY 2024, subject to annual appointment of [REDACTED] by the Board for each fiscal year after FY 2020 (the "Extension"); and

WHEREAS, The Board deems it to be in the best interests of the Corporation that the Contract should be so amended to include the Extension; therefore, be it

RESOLVED, The Board approves the amendment of the Contract to reflect the Extension, including the annual appointment of [REDACTED] for

each fiscal year after FY 2020, and all other terms approved by the AFC; and

FURTHER RESOLVED, The President and Chief Executive Officer, the Chief Financial Officer, or the Vice President, Procurement & Logistics are authorized to execute an amendment to the Contract and to take all other actions necessary to give effect to the foregoing resolution.

(7-0)

Mr. Moreland concluded with a full overview of the Committee's agenda.

PERSONNEL & COMPENSATION COMMITTEE REPORT

Mr. DiClemente provided the Personnel & Compensation Committee report and led a discussion about Management's proposed FY 2021 Strategic Pillars and executive goals. Following discussion, upon motion made by Ms. Burke and seconded by Mr. Carper, the Board voted to adopt the following resolution:

WHEREAS, Amtrak policy requires the Board of Directors to consider any matters having an extraordinary or material impact on the Company's statutory mission and strategic goals; and

WHEREAS, The President & CEO and the Executive Leadership Team have developed a clear and specific direction for the Company in the FY 2021 Strategic Focus and Pillars ("the Pillars"); and

WHEREAS, the Board of Directors has reviewed the Pillars and believes that the Pillars constitute the Company's and, thus, the President & CEO's and Executive Leadership Team's goals for FY 2021; therefore, be it

RESOLVED, That the Board of Directors approves the FY 2021 Strategic Focus and Pillars as the Corporation's, the President & CEO's and the Executive Leadership Team's FY 2021 goals.

(7-0)

Mr. DiClemente next led a discussion about Management's proposed Short-Term Incentive Plan goals for FY 2021. Following discussion, upon motion made by Mr. DiClemente and seconded by Ms. Burke, the Board voted to adopt the following resolution:

WHEREAS, The Board of Directors has authorized Management to create a Short-Term Incentive Plan that rewards management employees for achieving annual financial, organizational, strategic and individual performance goals; and

WHEREAS, Management has recommended that the Short -Term Incentive goals for FY 2021 consist of financial, customer service and Amtrak Caused Delay Minutes metrics as described in the Executive Summary; and

WHEREAS, The Board has considered the proposed goals and agrees that the identified goals are appropriate short-term performance measures for Amtrak consistent with the FY 2021 Annual Operating Plan (AOP) proposed by Management and should be adopted as set forth in the Executive Summary for the FY 2021 Short-Term Incentive Plan;

WHEREAS, Management may propose for Board consideration subsequent amendments to the Plan based on significant changes to the AOP that may occur during the Fiscal Year; therefore, be it

RESOLVED, That the Board authorizes the President and CEO to adopt the FY 2021 Short-Term Incentive goal as described in the Executive Summary.

(7-0)

Mr. DiClemente concluded with a full overview of the Committee's agenda.

SAFETY & SECURITY REPORT

Mr. Beall provided the Safety & Security Committee report. Mr. Beall led a discussion about pending safety investigations and metrics, security strategy and metrics and cybersecurity.

Mr. Beall concluded with a full overview of the Committee's agenda.

GOVERNMENT RELATIONS, LEGAL & GOVERNANCE AFFAIRS COMMITTEE

Mr. Coscia provided the Government Relations, Legal & Governance Affairs Committee report. Mr. Coscia led a discussion about Management's proposed Ethics Program Charter. Following discussion, upon motion made by Mr. Moreland and seconded by Mr. Carper, the Board voted to adopt the following resolutions:

WHEREAS, In order fully to integrate Amtrak's long standing ethics and conflict of interest policies, annual ethics and conflicts certification, employee and contractor training and communications concerning ethics and conflicts of interest, responsibilities and activities of the Company's Ethics Officer, and the oversight of Amtrak's Ethics and conflicts of interest program by the Company's Executive Leadership Team chaired by Amtrak's President and CEO, the Company has developed an Amtrak Enterprise Ethics Program charter and has asked the Board of Directors to approve the charter to underscore the primacy and importance to the Board of an ethical culture at Amtrak and a structure and program to sustain that; therefore, be it

RESOLVED, That the Board of Directors hereby approves the Amtrak Enterprise Ethics Program Charter as submitted; and

FURTHER RESOLVED, That the President & CEO or the Company Ethics Officer shall provide the Board of Directors periodic reports on the activities and efficacy of the Amtrak Enterprise Ethics Program.

(7-0)

Mr. Coscia concluded with a full overview of the Committee's agenda.

The Executive Session concluded at 5:15 p.m. and Chairman Coscia reconvened the meeting in regular session.

REGULAR SESSION

Stephen Gardner (Senior Executive Vice President, Chief Operating and Commercial Officer), Eleanor D. Acheson (Executive Vice President, Chief Legal Officer, General Counsel & Corporate Secretary), Tracie Winbigler (Executive Vice President, Chief Financial Officer), Steve Predmore (Executive Vice President, Chief Safety Officer), Scot Naparstek (Executive Vice President, Chief Operating Officer), DJ Stadler (Executive Vice President, Senior Advisor), Christian Zacariassen (Executive Vice President, Chief Information Officer), Roger Harris (Executive Vice President, Marketing & Revenue), Dennis Newman (Executive Vice President, Strategy & Planning) and Qiana Spain (Executive Vice

President, Chief Human Resources Officer) participated in the meeting. William Herrmann (Vice President, Managing Deputy General Counsel & Assistant Corporate Secretary) also attended the meeting.

The minutes were recorded by Ms. Acheson and Mr. Herrmann.

PERFORMANCE OVERVIEW AND BUSINESS STRATEGY UPDATE

Mr. Gardner briefed the Board on the FY 2020 Pillars report including the impact of COVID-19 on the business. Mr. Gardner noted that the Corporation had made good progress given the realities of the current pandemic. He discussed progress in the Acela 21 project and indicated that he and Mr. Floyd would be meeting with Alstom representatives the following week. Mr. Gardner also updated the Board on the Portal North Bridge program and steps being taken to implement employee separations due to service reductions. Mr. Gardner addressed each of the Management initiatives and answered questions raised by the Directors.

FINANCE REPORT

Ms. Winbigler reported on Amtrak August results and the September forecast. She noted there had been a Loss of ██████ in August and that August year-to-date losses amounted to ██████ due to revenue loss associated with COVID-19. Ms. Winbigler estimated Amtrak would end FY 2020 with a ██████ loss. Ms. Winbigler also addressed the CARES Act and answered questions raised by the Directors.

SAFETY REPORT

Mr. Predmore briefed the Board on Amtrak's safety performance and updated the Directors on a number of COVID-19 activities. After briefing the Board Mr. Predmore answered questions raised by the Directors.

OPERATIONS REPORT

Mr. Naparstek reported that customer OTP was strong in August and that it was continuing in September. Mr. Naparstek noted that there had been a high number of storm systems this year but based on lessons learned over the years about how to better handle those the overall impact on train service was less than usual. Mr. Naparstek described the various performance activities and answered questions raised by the Directors.

MARKETING, COMMERCIAL & PLANNING REPORT

Mr. Harris briefed the Board on August ticket revenue noting it was down approximately 80% versus 2019. Mr. Harris reported that Amtrak is not seeing any sizable growth although there had been some very small growth - maybe 1 or 2 points per month - in the past 5-6 weeks with Acela service continuing to be the slowest service to return but with the largest number of new customers. Mr. Harris also reported that July CST results were up 1.3 points year-over-year and that he is seeing very inconsistent demand on Acela with strong demand on Fridays and Sunday rather than Mondays and Thursdays as was more typical pre-COVID-19.

Mr. Newman reported on efforts to apply for federal grant funds and updated the Directors on plans to proceed with the Metrolink service pursuant to the recent successful RFP.

After briefing the Board, Mr. Harris and Mr. Newman answered questions raised by the Directors.

IT REPORT

Mr. Zacariassen briefed the Board on IT's initiatives and progress made on Amtrak projects. Mr. Zacariassen reported that IT capital projects are performing well and that they have vacated the Atlanta facility.

After briefing the Board, Mr. Zacariassen answered questions raised by the Directors.

HUMAN RESOURCES REPORT

Ms. Spain updated the Board on Amtrak's Diversity, Inclusion and Belonging initiatives including the recent promotion of a new leader of Diversity, Senior Director, Benjamin Sims. Ms. Spain also reported that the Executives had been holding listening sessions about race throughout the country and Mr. Flynn commented that there were some common threads he identified in these that they can follow up on to improve the culture. Ms. Spain also reported on the organizational changes she has implemented in Human Resources and provided a new mission and organization chart.

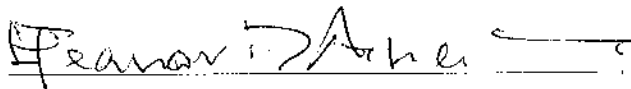
After briefing the Board, Ms. Spain answered questions raised by the Directors.

EXECUTIVE SESSION

Having completed the regular order portion of the meeting agenda, Mr. Coscia called the meeting to order in Executive Session at 6:00 p.m.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 6:30 p.m.



Eleanor D. Acheson
Corporate Secretary



William Herrmann
Assistant Corporate Secretary