

**NATIONAL RAILROAD PASSENGER CORPORATION****BOARD OF DIRECTORS****MINUTES OF MEETING****NOVEMBER 19, 2020**

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed conference call meeting on Thursday, November 19, 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.

Paul Nissenbaum (FRA Associate Administrator and Secretary of Transportation voting delegate for this meeting) 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.

**APPROVAL OF THE MINUTES**

Following discussion, upon motion made by Mr. Carper and seconded by Mr. DiClemente, the Board voted to approve the minutes of its September 24, 2020, September 25, 2020, and October 30, 2020 meetings.

(7-0)

**APPROVAL OF FY 2021 CALENDAR MEETING DATES**

Following discussion, upon motion made by Mr. DiClemente and seconded by Mr. Moreland, the Board voted to adopt the following resolution:

**WHEREAS**, The Board of Directors of National Railroad Passenger Corporation (Amtrak or Company) has reviewed and considered an appropriate meeting cadence for Board of Directors meetings, including the matters that require approval during a calendar year, and determined that a revised schedule of four regular standing meetings will accomplish this work and also allow time during the

year for two in-person visits by the Directors to Amtrak worksites; and

**WHEREAS**, The Board of Directors anticipates there will be additional meetings required beyond the regularly scheduled standing meetings to review and progress the business of the Company with duly noticed telephone meetings as requested by either the Board or Management; and

**WHEREAS**, The Board of Directors anticipates the individual committees of the Board of Directors will adopt the same schedule for standing meetings and also conduct additional meetings to review and progress the business of the Company with duly noticed telephone meetings as requested by either a committee or Management; and, therefore be it,

**RESOLVED**, The Board of Directors approves the following schedule for meetings in the calendar year 2021

1. January 28-29, 2021 (Thursday/Friday)
2. March 25-26, 2021 (Thursday/Friday) (Amtrak Worksite Visit)
3. May 20-21, 2021 (Thursday/Friday)
4. July 22-23, 2021 (Thursday/Friday)
5. September 23-24, 2021 (Thursday/Friday)
6. November 18-19, 2021 (Thursday/Friday) (Amtrak Worksite Visit)

(7-0)

**APPROVAL OF COMMITTEE CHARTER AMENDMENTS**

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

**WHEREAS**, Management has reviewed the charters for the Government Relations, Legal & Governance Affairs Committee, the Audit & Finance Committee, the Personnel and Compensation Committee and the Safety & Security Committee; and

**WHEREAS**, Management recommends amendments to the Personnel and Compensation Committee to clarify the charter and reflect the role of and oversight granted to the Executive Vice President, Chief Human Resources Officer; and

**WHEREAS**, Management is making no recommendations regarding the substantive scope of duties and responsibilities for any of the Government Relations, Legal & Governance Affairs Committee, the Audit & Finance Committee or the Safety & Security Committee, Management does recommend amendments intended to clarify the charters for each of the foregoing committees; and

**WHEREAS**, The Government Relations, Legal & Governance Affairs Committee, the Audit & Finance Committee, the Personnel and Compensation Committee and the Safety & Security Committee have considered the proposed Committee charter amendments and recommend they be adopted by the Board of Directors; therefore, be it

**RESOLVED**, That the Board of Directors hereby approves the Government Relations, Legal & Governance Affairs Committee Charter amendment as described in the Executive Summary; and

**FURTHER RESOLVED**, That the Board of Directors hereby approves the Safety & Security Committee Charter amendment as described in the Executive Summary; and

**FURTHER RESOLVED**, That the Board of Directors hereby approves the Audit & Finance Committee Charter amendment as described in the Executive Summary; and

**FURTHER RESOLVED**, That the Board of Directors hereby approves the Personnel and Compensation Committee Charter amendment as described in the Executive Summary.

(7-0)

#### **AUDIT & FINANCE COMMITTEE REPORT**

Mr. Moreland provided the Audit & Finance Committee report and led a discussion about the approval of Amtrak's Non-Revenue Locomotive Acquisition. Following discussion, upon motion made by Mr. DiClemente and seconded by Mr. Moreland, the Board voted to adopt the following resolutions:

**WHEREAS**, National Railroad Passenger Corporation (the "Corporation") seeks to purchase 36 non-revenue locomotives of the GP38 variant (the "Non-Revenue Locomotives") to meet the internal locomotive demand of the expanded production requirements as a result of Engineering's State-of-Good-Repair on the Northeast Corridor and replacement of outdated yard locomotives, both of which are currently inadequate; and

**WHEREAS**, The Corporation estimates that the total program costs, including without limitation the purchase price and contingencies, for the Non-Revenue Locomotives will not exceed [REDACTED] [REDACTED] (collectively, the "Total Program Costs"); and

**WHEREAS**, Management requests Board of Directors ("Board") approval to purchase of the Non-Revenue Locomotives for an amount not to exceed the Total Program Costs (the "Non-Revenue Locomotives Purchase"); and

**WHEREAS**, The Audit & Finance Committee of the Board recommends that the Board approve the Non-Revenue Locomotives Purchase; and therefore, be it

**RESOLVED**, The Board approves the Non-Revenue Locomotive Purchase; and

**FURTHER RESOLVED**, that the Board authorizes the total spend related to the Non-Revenue Locomotive Purchase in an amount not to exceed the Total Program Costs; and

**FURTHER RESOLVED**, The Board authorizes any one or more of the President and CEO, Senior Executive Vice President, Chief Commercial and Operating Officer, Executive Vice President, Chief Operations Officer and any other Officer of the Corporation authorized by any of the foregoing (collectively, the "Authorized Officers") to take any and all actions consistent with this resolution and to make, execute and deliver in the name of and on behalf of the Corporation all instruments, agreements, certifications and all other documents as may be required or contemplated by the foregoing, containing such terms as the Authorized Officers deem necessary and advisable in order to effectuate the foregoing, including, without limitation entering into a binding agreement to purchase the Non-Revenue Locomotives; and

**FURTHER RESOLVED**, That any and all lawful actions taken on the Corporation's behalf within the scope of the foregoing be and are hereby ratified, confirmed and approved.

(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 Long-Term Incentive program. Following discussion, the Directors deferred action on the proposal. 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. Following discussion, upon motion made by Mr. DiClemente and seconded by Mr. Carper, the Board voted to adopt the following resolutions:

**WHEREAS**, Amtrak policy requires the Board of Directors to approve any proposed action or other matter having an extraordinary or material impact on the Company's statutory mission and strategic goals; and

**WHEREAS**, Management has developed a Cybersecurity Strategy to continuously improve its Cybersecurity program and provide annual updates to the Board of Directors; and

**WHEREAS**, The Safety and Security Committee has reviewed Management's proposed Cybersecurity Strategy for FY 2021; and

**WHEREAS**, The Board of Directors has reviewed Management's proposed Cybersecurity Strategy for FY 2021; therefore, be it

**RESOLVED**, That the Board of Directors approves Management's proposed FY 2021 Cybersecurity Strategy; and

**FURTHER RESOLVED**, That the Board of Directors directs the President & CEO and the Executive Vice President Chief Information Officer to take any and all actions necessary to prioritize and execute all aspects of the FY 2021 Cybersecurity Strategy with the full cooperation of all other members of the Executive Leadership Team.

(7-0)

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 the proposed Amended Amtrak-FRA Grant Agreement. Following discussion, upon motion made by Mr. Moreland and seconded by Mr. Carper, the Board voted to adopt the following resolutions:

**WHEREAS**, The Corporation has in the past entered into annual agreements with the Federal Railroad Administration providing federal funds to the Corporation for use in connection with the Corporation's Northeast Corridor; and

**WHEREAS**, The Corporation has in the past entered into annual agreements with the Federal Railroad Administration providing federal funds to the Corporation for use in connection with the Corporation's National Network; and

**WHEREAS**, "The Continuing Appropriations Act, 2021 and Other Extensions Act" enacted as Public Law No: 116-159 provided appropriations in the amount of [REDACTED] for the period October 1, 2020 through December 11, 2020, as funding for both the FY 2021 Northeast Corridor Grant Agreement and the FY 2021 National Network Grant Agreement; and

**WHEREAS**, The Corporation and the Federal Railroad Administration have negotiated the respective terms and conditions, statements of work, and work plans for the FY 2021 Northeast Corridor Grant Agreement and the FY 2021 National Network Grant Agreement; and

**WHEREAS**, The Board of Directors has previously approved substantially the same scope of work that is included in the work plans; and

**WHEREAS**, The Board of Directors deems it to be in the best interests of the Corporation that the FY 2021 Northeast Corridor Grant Agreement and the FY 2021 National Network Grant Agreement should be entered into; therefore, be it

**RESOLVED**, That the Board of Directors approves (i) the FY 2021 Northeast Corridor Grant Agreement, and (ii) the FY 2021 National Network Grant Agreement, both on the terms presented to the Board of Directors; and

**FURTHER RESOLVED**, That the President and Chief Executive Officer or the Chief Financial Officer (or the Senior Director, Grants Management on behalf of and at the instruction of either of them) be and they each hereby are authorized to execute and deliver on behalf of the Corporation the FY 2021 Northeast Corridor Grant Agreement and the FY 2021 National Network Grant Agreement, each with such changes and modifications as the President and Chief Executive Officer or the Chief Financial Officer (or the Senior Director, Grants Management on behalf of and at the instruction of either of them) may in their sole discretion deem necessary or advisable, as conclusively evidenced by the execution and delivery of the FY 2021 Northeast Corridor Grant Agreement and the FY 2021 National Network Grant Agreement, respectively; and

**FURTHER RESOLVED**, That the President and Chief Executive Officer or the Chief Financial Officer (or the Senior Director, Grants Management on behalf of and at the instruction of either of them) be and they each hereby are authorized to execute and deliver on

behalf of the Corporation subsequent amendments to the FY 2021 Northeast Corridor Grant Agreement and the FY 2021 National Network Grant Agreement that do not materially alter the terms and conditions of those agreements.

(6-0-1) Mr. Nissenbaum abstained.

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 Prodmore (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. Bruno Maestri (Vice President, Government Affairs & Corporate Communications) and 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 and Mr. Maestri reported on the outcome of the national elections, the impact on Amtrak and indicated they are preparing to brief the new administration on Amtrak's core issues. Mr. Maestri noted that while they are waiting for the Georgia Senate results, Mr. Maestri

described the makeup of the House leadership and changes in the subcommittee chairs.

Mr. Gardner provided an update on the Corporation's performance against the FY 2020 Pillars. Focusing on some key highlights he noted that there had been a lot of progress despite the pandemic. Mr. Gardner recounted that Amtrak had largely implemented PTC and is working closely with partners to help them come to conclusion. He also reported that Acela 21 and Portal Bridge project are progressing and that reauthorization funding in the House bill is far greater than ever before. Finally, he reported that it has been an incredibly challenging year managing health and safety of our employees as well as the work involved in reducing and adjusting our workforce in reaction to the pandemic.

#### **FINANCE REPORT**

Ms. Winbigler reported on Amtrak October results. She reported that the Corporation experienced a [REDACTED] Loss in October while Expense performance had improved by in [REDACTED] while there had been about [REDACTED] in total capital spend. Finally, Ms. Winbigler reported that Amtrak had [REDACTED] total cash with [REDACTED] in available cash versus accruals.

#### **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 on COVID-19's impact on operations work including looking at the number of employees who have been furloughed given the COVID-19 impacts. Mr. Naparstek also described the various performance activities and answered questions raised by the Directors.



**MARKETING, COMMERCIAL & PLANNING REPORT**

Mr. Harris briefed the Board on Amtrak's revenue and ridership noting improvement over the last week. Mr. Harris reported that Amtrak has added a little more capacity than they originally thought was needed for Thanksgiving including sleepers on long distance trains. Mr. Harris also reported that the Northeast Corridor is beginning to fill up capacity on certain segments.

Mr. Newman reported on B&P Tunnel project progress, federal grants and the Amtrak-FRA Metrics and Standards. Mr. Newman reported that they are trying to advance the tunnel work although that funding is limited right now. Mr. Newman also reported that Amtrak had received several grants including for SW Chief modernization program and other projects we are supporting with stakeholder states. Mr. Newman also reported that the FRA Metrics and Standards have now been published. The standard is 80% customer OTP and two consecutive failures could result in an investigation being launched by the Surface Transportation Board.

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

**HUMAN RESOURCES REPORT**

Ms. Spain reported on workforce reductions through voluntary incentive plans in the management and union workforces. Ms. Spain also reported that the Corporation had hosted a Town Hall to report out on the Diversity, Inclusion & Belonging listening sessions while also launching the diversity council framework and issuing the first annual diversity report which was shared with the Directors. After briefing the Board, Ms. Spain answered questions raised by the Directors.

**ADJOURNMENT**

There being no further business before the Board, the meeting adjourned at 6:40 p.m.



Eleanor D. Acheson  
Corporate Secretary



William Herrmann  
Assistant Corporate Secretary