

NATIONAL RAILROAD PASSENGER CORPORATION
BOARD OF DIRECTORS
MINUTES OF MEETING
October 12, 2021

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed meeting by telephone on Tuesday, October 12, 2021. Board members participating in the meeting were Anthony Coscia (Board Chairman), Jeff Moreland (Board Vice-Chairman), Tom Carper, Chris Beall and Yvonne Burke, and Bill Flynn (Chief Executive Officer, non-voting).

Paul Nissenbaum (FRA Associate Administrator) participated in the meeting.

Stephen Gardner (President), Tracie Winbigler (Executive Vice President, Chief Financial Officer), Eleanor D. Acheson (Executive Vice President, Chief Legal Officer and Corporate Secretary), Dennis Newman (Executive Vice President, Strategy & Planning), Laura Mason (Executive Vice President, Major Program Delivery), Marie Corrado (Assistant Vice President, Major Programs Gateway), Erin Ryan (Senior Director, Financial Planning & Analysis), and William Herrmann (Vice President, Senior Managing Deputy General Counsel & Assistant Corporate Secretary) attended the meeting.

Mr. Coscia called the meeting to order at 4:15 p.m. and confirmed a quorum. The minutes were recorded by Mr. Herrmann.

COMMITMENT OF FUNDING AND EXECUTION OF AGREEMENTS FOR THE PORTAL NORTH BRIDGE PROJECT

Ms. Mason summarized the Portal North Bridge Project which consists of the replacement of Amtrak's existing Portal Bridge over the Hackensack River in Hudson County, New Jersey (within the Gateway Program territory) on the Northeast Corridor (NEC). Portal Bridge is a 111-year old, low-level moveable span bridge that opens for maritime traffic; these openings frequently result in unacceptable delays to rail traffic due to mechanical

failures of various bridge components. The 2.44 mile-long project (including the new Portal North Bridge and related railroad infrastructure) will replace the moveable bridge with a two track, high-level, fixed bridge designed to accommodate maritime traffic and will allow for a future capacity project (Portal South Bridge) that will add two additional tracks to this section of the NEC. The Project also includes NJ Transit's purchase of 25 multi-level rail cars, funded by other sources, which are necessary to increase capacity for NJ Transit's commuter passengers by about 10%.

Ms. Mason reported that Management seeks Board approval of an increase in Amtrak's financial commitment to the implementation of the Portal North Bridge project, as well as approval to amend the Project Development Agreement with New Jersey Transit Corporation as needed to reflect the increased Project budget.

Following discussion, upon motion made by Mr. Moreland and seconded by Mr. Carper, the Board voted to approve the following resolutions:

WHEREAS, Amtrak owns, operates and maintains Portal Bridge, a 111-year-old, moveable span bridge over the Hackensack River in Hudson County, New Jersey, which bridge is a critical piece of the Northeast Corridor used by Amtrak and NJ Transit trains; and

WHEREAS, Amtrak and NJ Transit have been partnering for many years on the proposed replacement of Portal Bridge with a new fixed span bridge (Portal North Bridge) and related railroad infrastructure which partnership resulted in the award of federal grants to the parties for the Portal North Bridge project (Project) from both the Federal Transit Administration (FTA) Capital Investment Grants (CIG) program and the Federal Railroad Administration (FRA) Federal-State Partnership State of Good Repair (SOGR) grants program; and

WHEREAS, by resolutions dated July 23, 2020, the Amtrak Board of Directors (Board) authorized Management to enter into a Project Development Agreement with NJ Transit to set forth the parties' rights and responsibilities for funding the Project and for the construction, management, ownership, dispatching, operation and maintenance of the Portal North Bridge and related railroad infrastructure; and

WHEREAS, on November 27, 2020, Amtrak and NJ Transit executed a Project Development Agreement for the Project; and

WHEREAS, on January 11, 2021, FTA and NJ Transit executed a full funding grant agreement which provided [REDACTED] in CIG funding for the Project; and

WHEREAS, on July 23, 2020, the Board authorized the commitment of funding by Amtrak to the Project, through its completion in or about FY 2026, for an estimated total Amtrak Project cost of [REDACTED] million, as follows: [REDACTED] million in FRA SOGR grant funds; [REDACTED] million in matching Amtrak net operating income; [REDACTED] from the Gateway Program reserves, that is funding set aside in a capital account for use on the PNB project, among other Gateway Program projects; [REDACTED] from an account set up after a settlement of disputes with NJ Transit by the "Funding and Coordination Agreement" dated December 27, 2018 (Escrow Account); and an additional [REDACTED] for potential cost overruns [REDACTED] from the Gateway Program reserves and [REDACTED] from the Escrow Account); and

WHEREAS, the Project Development Agreement provided that Amtrak and NJ Transit would share equally in potential cost overruns, except for certain costs to be considered each party's sole responsibility; and

WHEREAS, during 2021, NJ Transit, with limited participation by Amtrak, conducted a two-phase procurement for a single construction contract under which the Project will be built; and

WHEREAS, the pre-qualification phase was concluded in April 2021, and thereafter on September 2, 2021, NJ Transit received bids from two of the pre-qualified bidders; and

WHEREAS, both bids were higher than the independent cost estimate of [REDACTED]: Skanska Traylor PNB JV submitted a bid totaling [REDACTED], and Tutor Perini/O&G submitted a bid totaling [REDACTED]; and

WHEREAS, the bids were analyzed by NJ Transit and its construction management consultant and further reviewed by Amtrak and its construction support services consultant, which included an examination of the reasons for the difference between the bids and the independent cost estimate; and

WHEREAS, the lower bid was deemed to be fair and reasonable, and NJ Transit will recommend that the contract be awarded to Skanska Traylor

PNB JV at the meeting of the NJ Transit Board of Directors on October 12, 2021; and

WHEREAS, in order to award the contract, NJ Transit must demonstrate to FTA that NJ Transit and Amtrak have committed sufficient funds to implement the Project in accordance with the terms of the Project Development Agreement and must amend the Project Development Agreement to include an additional commitment of funds; and

WHEREAS, Amtrak and NJ Transit have reviewed their original cost estimates for other Project costs, such as project management, construction management, force account construction and roadway protection and have increased such estimates with the additional costs to be shared equally by Amtrak and NJ Transit, except for costs identified as a party's sole costs; and

WHEREAS, FTA has not yet confirmed whether NJ Transit and Amtrak must make a further commitment in connection with possible cost overruns before award of the construction contract can be made and any such requirement by FTA could result in a necessary further commitment by Amtrak of up to [REDACTED] for potential cost overruns, and

WHEREAS, the additional funding commitment required from Amtrak is [REDACTED] raising Amtrak's total commitment to the Project to [REDACTED], not including any additional commitment towards cost overruns that might be required by FTA; and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Corporation to commit an additional [REDACTED] from the annual FRA Northeast Corridor Grants for FY 2023 through the completion of the Project in FY 2027 and/or any other fund sources as deemed appropriate, for a total estimated Amtrak Project commitment of [REDACTED], not including any additional commitment towards cost overruns that might be required by FTA; therefore, be it

RESOLVED, that the Board authorizes the requested spending of up to an additional [REDACTED] to the Project bringing the total Amtrak commitment for the Project to [REDACTED]; and

FURTHER RESOLVED, that the Board authorizes the requested additional spending of up to [REDACTED] towards potential cost overruns if the FTA confirms that a commitment towards potential cost overruns is required at this time, and

FURTHER RESOLVED, that the Board authorizes each of the Chief Executive Officer, President, Chief Financial Officer, EVP Planning and Asset Development, and EVP Major Program Delivery 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 (including the amended Project Development Agreement with NJ Transit), containing such terms as the above referenced authorized individuals deem necessary and advisable in order to effectuate the foregoing transaction; 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.

(5-0-1) Mr. Nissenbaum abstained.

VACCINE MANDATE

Mr. Flynn updated the Board on Amtrak's mandatory vaccine program noting the Corporation had reached 71% vaccine rate among all employees. He reported that Operations was beginning to make assumptions and modify train schedules to adjust to what Amtrak can reasonably operate with the available staff. Mr. Flynn reported that the expectation was to have those schedules developed by November 1 so they could be communicated to the states and so that crews can bid on the available positions.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 4:35 p.m.



Eleanor D. Acheson
Corporate Secretary



William Herrmann
Assistant Corporate Secretary