

NATIONAL RAILROAD PASSENGER CORPORATION**BOARD OF DIRECTORS****MINUTES OF MEETING****AUGUST 19, 2021**

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed conference call meeting on Thursday, August 19, 2021. Board members participating in the meeting were Anthony Coscia (Board Chairman), Bill Flynn (Chief Executive Officer, non-voting), Jeff Moreland (Board Vice Chairman), Albert DiClemente, Thomas Carper, Chris Beall, and Yvonne Burke.

Amit Bose (Acting Administrator of the Federal Railroad Administration (FRA) voting delegate for this meeting).

Mr. Coscia chaired the meeting. A quorum was confirmed, and Mr. Coscia called the meeting to order in regular session at 3:00 p.m.

Stephen Gardner (President), Eleanor D. Acheson (Executive Vice President, Chief Legal Officer, General Counsel & Corporate Secretary), Tracie Winbigler (Executive Vice President, Chief Financial Officer), Scot Naparstek (Executive Vice President, Chief Operating Officer), Roger Harris (Executive Vice President, Marketing & Revenue), Dennis Newman (Executive Vice President, Strategy & Planning), Christian Zacariassen (Executive Vice President, Chief Information Officer), Laura Mason (Executive Vice President, Major Program Delivery), Carol Hanna (Vice President, Controller), Nathan MacIver (Vice President, Treasurer), William Herrmann (Vice President, Senior Managing Deputy General Counsel & Assistant Corporate Secretary), Adrienne Gaston (Assistant Vice President, Claims), Bill Mills (Deputy General Counsel), and

Whitney Jordan (Assistant General Counsel) also attended the meeting.

Mark Landman, Amtrak's outside counsel and a partner at the firm Landman, Corsi, Ballaine & Ford also attended the meeting.

Mr. Coscia called the meeting to order at 3:00 p.m. Minutes were recorded by Mr. Herrmann.

Brodigan Lawsuit

Ms. Acheson presented an update on the status of the pending lawsuit filed by [REDACTED], a passenger who was injured in the December 18, 2017 Train 501 derailment that occurred near Dupont, Washington. Ms. Acheson indicated that a mediation is scheduled for September 1, 2021 and Management is requesting settlement authority in an amount not to exceed [REDACTED] to resolve [REDACTED] claims. Ms. Acheson and Mr. Landman described the details of the proposed settlement and answered questions raised by the Directors. Ms. Hanna also answered questions about the accounting that will apply to any settlement that might be reached.

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

WHEREAS, National Railroad Passenger Corporation ("Amtrak" or "Corporation") policy requires Board of Directors ("Board") approval for any settlement of a claim or litigation in excess of [REDACTED]; and

WHEREAS, At each regularly scheduled meeting of the Government Relations, Legal and Corporate Governance Committee of the Board ("Governance Committee") for at least the past two years, Management has provided the Governance Committee with status updates on the pending litigation and claims asserted against Amtrak by [REDACTED] relating to serious, lifelong and life altering injuries sustained by [REDACTED] on December 18, 2017 as a passenger on Train [REDACTED] that derailed near Dupont, Washington [REDACTED] and

WHEREAS, Amtrak accepted full responsibility for the December 18, 2017 derailment of Train [REDACTED] and has not contested liability with respect to the [REDACTED]; and

WHEREAS, Management has presented to the Governance Committee and the Board the facts, analysis and rationale in support of a proposed settlement of the [REDACTED] in a total amount not to exceed [REDACTED] (the "Settlement Amount"); and

WHEREAS, Amtrak's legal advisors and insurers have reviewed and support settlement of the [REDACTED] in an amount not to exceed the Settlement Amount; and

WHEREAS, The Governance Committee recommends that the Board approve the settlement of the [REDACTED] in an amount not to exceed the Settlement Amount; therefore, be it

RESOLVED, That the Board approves the settlement of the [REDACTED], in an amount not to exceed the Settlement Amount including, without limitation, the proposed payment of the Settlement Amount; and

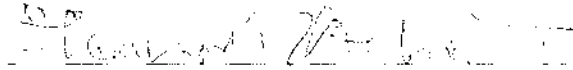
FURTHER RESOLVED, That the Board authorizes the General Counsel or her designee to take any and all action consistent with this resolution, including, without limitation, negotiating and executing a settlement agreement in an amount not to exceed the Settlement Amount and to making, executing and delivering in the name of and on behalf of the Corporation all instruments, agreements, amendments, certifications and all other documents as may be required or contemplated by the foregoing, containing such terms deemed necessary and advisable in order to effectuate the foregoing resolution; 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.

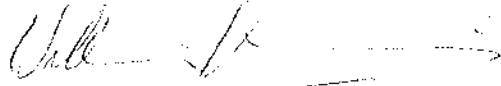
(6-0-1) Mr. Bose abstained.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 3:20 p.m.



Eleanor D. Acheson
Corporate Secretary



William Herrmann
Assistant Corporate Secretary