

NATIONAL RAILROAD PASSENGER CORPORATION

BOARD OF DIRECTORS

MINUTES OF MEETING

May 19, 2022

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed meeting on Thursday, May 19, 2022, at Amtrak headquarters, 1 Massachusetts Avenue, Washington, DC.

Board members participating in the meeting were Anthony Coscia (Board Chairman), Jeff Moreland (Vice- Chairman), Bert DiClemente, Tom Carper, Chris Beall, and Stephen Gardner (President and Chief Executive Officer, non-voting) also participated in the meeting.

Amit Bose (Administrator of the Federal Railroad Administration (FRA) voting delegate for this meeting), and Paul Nissenbaum (FRA Associate Administrator) participated in the meeting.

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), Christian Zacariassen (Executive Vice President, Digital Technology Innovation, Roger Harris (Executive Vice President, Marketing & Revenue), Dennis Newman (Executive Vice President, Strategy & Planning), Qiana Spain (Executive Vice President, Chief Human Resources Officer), Laura Mason (Executive Vice President, Capital Delivery) and Bruno Maestri (Vice President, Government Affairs & Corporate Communications) participated in the regular session of the meeting.

Jesse Whaley (Vice President, Chief Information Security Officer), Benjamin Sims (Assistant Vice President, Talent Culture & Inclusion), Dave Handera (Vice President, Stations Properties and

Accessibility), Chris Hartsfield (Assistant Vice President, Properties), Gretchen Kostura (Senior Director, Coordination & Special Projects), Georgette Fletcher (Director, Diversity Inclusion & Belonging), Federico Gazzolo (Vice President, Product Development & Customer Analytics), Robert Jordan (Vice President, Customer Service Stations & Onboard), Kerry McKelvey (Vice President, Marketing), Devarajan Koushik (Vice President, Pricing & Revenue Management), Michelle Tortolani (Assistant Vice President, New Acela Program), Andrea Gansen (Vice President, Labor Relations), Paul Vilter (Assistant Vice President, Planning and Commercial Services), Kevin Winters (Inspector General), Mary Kendall (Deputy Inspector General), Peter Schwartz (Federal Railroad Administration, Division Chief for Planning and Engineering), William Herrmann (Vice President, Managing Deputy General Counsel & Assistant Corporate Secretary) and Whitney Jordan (Associate General Counsel) also attended the meeting.

The meeting was convened by Mr. Coscia in executive session at 9:00 a.m. Mr. Kevin Winters (Inspector General) and Ms. Mary Kendall (Deputy Inspector General) were invited to join in Executive Session.

INSPECTOR GENERAL'S REPORT

Mr. Winters reported to the Board on confidential Inspector General matters. Mr. Winters and Ms. Kendall departed the meeting at 10:00 a.m. and the meeting adjourned.

REGULAR SESSION

The meeting was called to order in regular session at 10:20 a.m. The minutes were recorded by Ms. Acheson and Mr. Herrmann.

IIJA REPORT

Ms. Winbigler, Mr. Nissenbaum and Mr. Schwartz provided an overview of the FRA Corridor Identification and Development

Program. Mr. Schwartz described the elements of the program and how they expect the program will roll out with interested states.

The Board asked questions and discussed the various issues raised by the presentation.

DIVERSITY, INCLUSION & BELONGING REPORT

Ms. Spain and Ms. Fletcher provided an update on the Diversity, Inclusion & Belonging program. Ms. Spain acknowledged it was the investment of resources and the commitment to this program which has led to the success we are now seeing. Ms. Fletcher described how we have increased representation for women and how hiring a diversity recruiter and other tools are being used to accomplish this. Ms. Fletcher noted we are continuing to expand our Employee Resource Groups and seeing the employee engagement that was intended. She also announced a new group beginning this month focused on promoting a culture of diversity and inclusion but also mindfulness with a focus on employee well-being. ERG membership is thriving with over 800 employees participating - more than a 200 increase over last year.

The Board asked questions and discussed the various issues raised by the presentation.

REAL ESTATE AND FACILITIES REVIEW

Mr. Handera and Mr. Hartsfield provided a real estate update noting there has been a lot of activity since the last update. Mr. Hartsfield indicated that Amtrak had divested the Riverside facility, terminated Amtrak's lease at 2 Penn Plaza and moved into the new Moynihan station. Mr. Hartsfield explained that they are working on King Street with 42% of the building occupied by renters with \$2.4m revenue from that space and are planning for unified operations center which will be discussed in more detail at a later Board meeting. Mr. Hartsfield also discussed the process they are

following to bring hybrid work to Amtrak and implement a "hoteling" practice.

The Board asked questions and discussed the various issues raised by the presentation.

WASHINGTON UNION STATION REPORT

Mr. Newman and Ms. Acheson briefed the Board on events associated with Amtrak having filed for condemnation of Washington Union Station.

The Board asked questions and discussed the various issues raised by the presentations.

FOOD AND BEVERAGE REPORT

Mr. Gazzollo and Mr. Jordan summarized the changes in the Food and Beverage program. They noted the changes in food service that was launched on Acela First Class with plated dishes and fine beverage offerings. They also reviewed the recent reintroduction of Traditional Dining on five western Long Distance routes which showed a significant improvement in Customer Service Index scores afterwards. They summarized the additional improvements in the program across the services.

The Board asked questions and discussed the various issues raised by the presentations.

COMMERCIAL STRATEGY REPORT

Mr. McKelvey and Mr. Koushik provided the Board with an overview of the revenue, pricing and advertising program. They described how their efforts were seeing improved ridership in certain segments and services and how they have modified their approach to ensure maximum revenue as Amtrak recovers from the pandemic. The report included examples of advertising that is being used as well.

The Board asked questions and discussed the various issues raised by Mr. McKelvey's and Mr. Koushik's presentations.

NEW ACELA PROGRAM REPORT

Ms. Tortolani provided an update on progress made with the New Acela trainset manufacture to advance the modeling requirements. Ms. Tortolani reported that there had been progress and that they are continuing to work with Alstom to fulfill their contractual requirements. The Board asked questions and discussed the various issues raised by Ms. Tortolani's presentation.

LABOR UPDATE

Ms. Gansen provided the Board with an update on negotiations with Amtrak's labor organizations. The Board asked questions and discussed the various issues raised by Ms. Gansen's presentation.

MEETING WITH REPRESENTATIVES OF LABOR

Mr. Coscia adjourned the meeting at 1:15 p.m. for travel to JW Marriott to meet with representatives of the labor unions. The meeting reconvened at the JW Marriott at 2:00 p.m. with Mr. Coscia, Mr. Moreland, Mr. Carper, Mr. Bose and Mr. Gardner.

Ms. Acheson, Ms. Winbigler, Mr. Predmore, Mr. Naparstek, Mr. Zacariassen, Mr. Harris, Mr. Newman, Ms. Spain, Ms. Mason and Mr. Maestri, Ms. Gansen, Mr. Herrmann, and Ms. Jordan also attended the meeting.

The Board met with representatives from the labor unions on May 19, 2022. The purpose of this meeting was to bring together labor union leaders, the Board and Amtrak Executive Leadership to discuss the current state of railroad operations, Amtrak's future and the role of labor unions in supporting both. The Infrastructure Investment and Jobs Act requires Amtrak to hold a meeting with the labor unions and the Board once a year. The meeting was well attended by the labor unions.

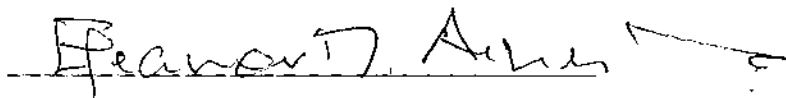
Representatives from the following unions were present:

- Amtrak Police Labor Council (APLC - Fraternal Order of Police)
- American Railway and Airway Supervisors Association (ARASA)
- Brotherhood of Maintenance of Way Employees (BMWE)
- Brotherhood of Railroad Signalmen (BRS)
- International Association of Machinists (IAM)
- National Conference of Firemen & Oilers (NCFO)
- Sheet Metal, Air, Rail, Transportation - Mechanical Division (SMART-MD)
- Sheet Metal, Air, Rail, Transportation - Transportation Division (SMART-TD)
- Sheet Metal, Air, Rail, Transportation - Yardmaster Division (SMART-Y)
- Transportation Communications Union (TCU)
- Transportation Trades Department of the American Federation of Labor and Congress of Industrial Organizations (TTD/AFL-CIO)

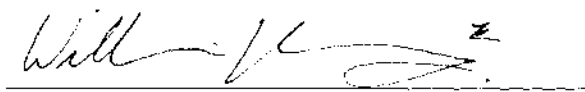
Management provided a briefing that included an update on our year-to-date performance, Amtrak's strategy for IIJA implementation, along with a hiring and apprenticeship update from Human Resources. Union representatives asked questions throughout the presentations and the meeting concluded with additional time for general questions and answers. Several questions were raised by the labor leadership and Management provided answers or promised to follow up with answers.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 4:00 p.m.



Eleanor D. Acheson
Corporate Secretary



William Herrmann
Assistant Corporate Secretary