

NATIONAL RAILROAD PASSENGER CORPORATION

BOARD OF DIRECTORS

MINUTES OF MEETING

MAY 21, 2020

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed conference call meeting on Thursday, May 21, 2020. Board members participating in the meeting were Anthony Coscia (Board Chairman), Bill Flynn (President, non-voting), Jeff Moreland (Board Vice Chairman), Thomas Carper, Albert DiClemente, Christopher Beall and Yvonne Burke. Richard Anderson (consultant to the President and CEO) also participated in the meeting.

Joel Szabat (DOT Assistant Secretary and Secretary of Transportation voting delegate for this meeting), Paul Nissenbaum (FRA Associate Administrator) and Peter Cipriano (Senior Policy Advisor to the Secretary of Transportation) 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. Moreland and seconded by Mr. Carper, the Board voted to approve the minutes of its March 26, 2020 meeting.

(6-0)

AUDIT & FINANCE COMMITTEE REPORT

Mr. Moreland provided the Audit & Finance Committee report. Mr. Moreland led a discussion about the proposed purchase of Non-Revenue Locomotives. Following discussion, upon motion made by Mr. Moreland and seconded by Ms. Burke, the Board voted to adopt the following resolution:

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 demand of engineering's production requirements and the expanded equipment purchases for engineering's State-of-Good-Repair on the Northeast Corridor, 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

[REDACTED]
[REDACTED] (collectively, the "Total Program Costs"); and

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

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

RESOLVED, the Board has determined that it is advisable and in the best interests of the Corporation to engage in the Non-Revenue Locomotive Negotiations, provided, that, Management must return to the Board after completion of the final Non-Revenue Locomotives Negotiations to obtain Board approval prior to entering into or executing any binding agreement for the purchase of the Non-Revenue Locomotives; and

FURTHER RESOLVED, that the Board authorizes any one or more of the President and CEO and any other Officer of the Corporation (collectively, the "Authorized Officers") to take any and all actions consistent with this resolution, including, without limitation making purchase offers and commencing negotiations for the New Non-Revenue Locomotives in an amount not to exceed the Total Program Costs; 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.

(6-1-C) Mr. Szabat abstained.

Mr. Moreland next led a discussion about the Master Development Agreement for 30th Street Station. Following discussion, upon motion made by Mr. Coscia and seconded by Mr. DiClemente, the Board voted to adopt the following resolution:

WHEREAS, National Railroad Passenger Corporation ("Amtrak") owns the William H. Gray III 30th Street Station in Philadelphia, Pennsylvania ("Station"); and

WHEREAS, Pursuant to Amtrak's Terminal Development Initiative ("TDI"), Management has sought to identify and engage a developer to redevelop the Station through a competitive procurement process ("Project"), and has received Project proposals from two short listed bidders; and

WHEREAS, Throughout the competitive procurement process, Management negotiated the terms of a Ground Lease and Development Agreement ("Agreement") to convey a 50-year ground lease to the selected bidder upon satisfaction of conditions precedent; and

WHEREAS, As a result of the procurement process, Management determined that the most favorable proposal was submitted by Plenary Infrastructure PHL ("PIP"); and

WHEREAS, PIP's proposal is based on the negotiated terms of the Agreement, and the proposal is summarized in the Executive Summary provided to the Board; and

WHEREAS, Upon the selection of PIP as the best value proposer and developer, PIP will have until on or about October 5, 2020 to perform its due diligence with respect to the Project ("Due Diligence Period"); and

WHEREAS, Management currently expects the execution of the Agreement to occur in June 2020, and Management will return to the Board after the expiration of the Due Diligence Period to seek final approval of the post due diligence PIP proposal containing final financial and Project related terms ("Financial Close"); and

WHEREAS, Prior to Financial Close, Management must seek a required Federal Railroad Administrator ("FRA") subordination agreement evidencing subordination of the lien of the mortgage between Amtrak and the FRA to the PIP ground lease; and

WHEREAS, The Audit & Finance Committee of the Board ("AFC") recommends that the Board approve the selection of PIP as the Project developer and approve the execution of the Agreement by PIP and Amtrak; therefore, be it

RESOLVED, That the Board has determined that it is in the best interests of Amtrak to engage PIP as the developer for the Project; and

FURTHER RESOLVED, That the Board hereby authorizes Management to execute the Agreement; provided, however, that Management shall

seek AFC and Board approval of final financial and Project terms before proceeding to Financial Close under the Agreement; and

FURTHER RESOLVED, That the President and Chief Executive Officer, Senior Executive Vice President Chief Operating and Commercial Officer, or Executive Vice President Chief Administration Officer, and such subordinate officer or officers as any of the above may designate (the "Authorized Officers") be and each of them is hereby authorized and empowered, in the name and on behalf of Amtrak, to (i) execute and deliver the Agreement, and such other associated documents, instruments, certificates or agreements relating to the redevelopment of the Station consistent with the terms contained in the Executive Summary, with such changes thereto as the Authorized Officer executing them deems necessary or desirable, as evidenced by such Authorized Officer's execution and delivery thereof, and (ii) to take all steps necessary or desirable to observe and perform all Amtrak's obligations under the Agreement and such other documents, instruments, certificates, or agreements executed in connection therewith; and

FURTHER RESOLVED, The Authorized Officers are authorized to do and take such further actions necessary or desirable to carry out the intent of the foregoing Resolutions, including by not limited to amending or modifying the Agreement on terms agreeable with PIP and consistent with these Resolutions; and

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

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

PERSONNEL & COMPENSATION COMMITTEE REPORT

Mr. DiClemente provided the Personnel & Compensation Committee report. Mr. DiClemente led a discussion about Management's Workforce Restructuring Plan. Following discussion, upon motion made by Mr. DiClemente and seconded by Mr. Moreland, the Board voted to adopt the following resolution:

WHEREAS, The United States President has declared a national emergency as a consequence of the COVID19 pandemic and several state Governors and local officials have declared local emergencies and imposed orders that restrict residents to their homes; and

WHEREAS, The business and operations of Amtrak have been severely impacted by the COVID-19 pandemic, causing sudden and steep

downturns in the Company's ridership and revenues of all types, and it appears that those declines will continue without a clear endpoint in sight; and

WHEREAS, The Board of Directors has reduced its compensation by 50%; and

WHEREAS, The Amtrak Executive Leadership Team (ELT) has developed and implemented a strategic program to reduce the Company's Annual Operating Plan as much as possible, by cutting discretionary cost and spend, temporarily reducing salaries of management employees, amending the National Railroad Passenger Corporation Savings Plan to suspend the employer match to the 401(k) through the end of the calendar year 2020 and offering a Voluntary Unpaid Time Off Program to management employees; and

WHEREAS, These efforts have reduced expenses in FY 2020 by approximately [REDACTED]; and

WHEREAS, Amtrak received federal financial assistance through the CARES Act and is working with Congress to request another [REDACTED] [REDACTED] in supplemental Federal funding above its baseline request for FY 2021 to support ongoing operation costs and the maintenance of Amtrak's capital reserves given the projected significant reductions in ticket and other revenues next Fiscal Year; and

WHEREAS, As part of the consideration of this request, Congress expects Amtrak to make appropriate adjustments to its operations; and

WHEREAS, Amtrak is currently pledging to generate approximately [REDACTED] in operating savings as a "self-help" contribution towards mitigating the impacts of the anticipated revenue reduction of over [REDACTED] in fiscal year 2021; and

WHEREAS, Amtrak believes it can generate between [REDACTED] [REDACTED] of these reductions through service adjustments, expense control and other means, but the bulk of these savings will need to be achieved by reducing management and labor expenses; and

WHEREAS, The ELT has developed a strategic program to reduce management and labor expenses through Voluntary Separation Incentive Programs (VSIP), Reductions in Force (RIF) or furlough programs for management and agreement employees, as applicable, which would offer severance and dismissal payments and other benefits to employees who opt into or are selected for these programs; and

WHEREAS, Amtrak estimates that the costs associated with the VSIP and RIF payments and benefits will require between [REDACTED], which costs were not included in the FY 2020 Annual Operating Plan; and

WHEREAS, Amtrak estimates that the VSIP and RIF programs will generate cost savings of between [REDACTED] in FY 2021 alone; now, therefore, be it

RESOLVED, That the Board of Directors authorizes the FY 2020 Annual Operating Plan to be increased by up to [REDACTED] for the programs, in available funding, described herein; and

FURTHER RESOLVED, That the Board of Directors authorizes the President & CEO, the Senior Executive Vice President, Chief Operating and Commercial Officer, the Executive Vice President, Chief Administration Officer, the Executive Vice President, Chief Financial Officer, the Corporate Secretary and each of them, to take all necessary and appropriate actions to effectuate the foregoing resolutions;

FURTHER RESOLVED, That Management shall on a current basis keep the Board of Directors apprised of the effectiveness of the cost reduction programs described in the Executive Summary and, also, of any additional programs and costs of same needed to reach Management's cost reduction target.

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

SAFETY & SECURITY REPORT

Mr. Beall provided the Safety & Security Committee report. Mr. Beall led a discussion about discussions at the meeting including an update about cybersecurity, sustainability and security metrics. 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 House reauthorization bill and other legislative efforts in support of Amtrak. Mr. Coscia concluded with a full overview of the Committee's agenda. The Executive Session concluded at 5:00 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), Ken Hylander (Executive Vice President, Chief Safety Officer), Steve Predmore (Executive Vice President, Chief Safety Officer), Scot Naparstok (Executive Vice President, Chief Operating Officer), DJ Staatler (Executive Vice President, Chief Administration Officer), Christian Zacariassen (Executive Vice President, Chief Information Officer), Roger Harris (Executive Vice President, Marketing & Revenue) and Dennis Newman (Executive Vice President, Strategy & Planning) participated in 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. Despite the impact on the business as a result of the pandemic, Mr. Gardner noted that Amtrak continues to work toward meeting the PTC deadline and is on track to meet that obligation. Mr. Gardner addressed each of the Management initiatives and answered questions raised by the Directors.

FINANCE REPORT

Ms. Winbigler reported that Amtrak had [REDACTED] in ticket revenue the prior month which is down over [REDACTED] versus last year and led an overall discussion about the financial circumstances because of the pandemic. Ms. Winbigler also addressed the CARES Act and answered questions raised by the Directors.

OPERATIONS REPORT

Mr. Naparstek reported that trains are running very well resulting in improved on-time performance. Mr. Naparstek also reported that the Engineering team is accomplishing a good deal of work while track time is available. Mr. Naparstek described the Engineering initiatives and answered questions raised by the Directors.

SAFETY REPORT

Mr. Predmore briefed the Board on steps taken to address the COVID-19 pandemic. Mr. Predmore reported that while most metrics we are well ahead of goals, these are mostly based on pre-COVID-19 data and stated that Amtrak employees have been adapting to the new requirements very well. After briefing the Board Mr. Predmore answered questions raised by the Directors.

MARKETING, COMMERCIAL & PLANNING REPORT

Mr. Harris briefed the Board on work being done to improve bookings in the future. He noted that we are seeing slow but steady progress as bookings have risen from having been down 97% to now being down 90%. He noted that long distance is only down 65% and that we are seeing growth in certain long distance trains with the Auto Train accounting for 30% of Amtrak's total revenue. Mr. Harris reported that Amtrak has established a 50% capacity cap and is requiring masks for employees and customers. He also described three workstreams that have been established for identifying steps to recovery including changes in the travel environment to leverage our service over the airlines, and how to use technology to take what we have and make it easier and more comfortable experience for our passengers.

Mr. Newman reported on steps staff is taking regarding ongoing projects. He noted that while Amtrak continues to talk with Metra, if

negotiations fail to advance then Amtrak will seek resolution at the Surface Transportation Board. He also described progress in finalizing metrics and standards with the FRA based on customer OTP metric.

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 several important Amtrak projects.

ADMINISTRATION REPORT

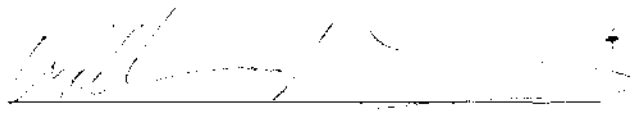
Mr. Stadler reported that the acquisition of the King Street building in Wilmington did close as expected.

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

**Board of Directors Check-In
COVID-19 Planning and Recovery
May 8, 2020**

1. COVID-19 PLANNING UPDATE
2. RECOVERY DASHBOARD
3. COVID-19 EFFECTS ON AIRLINES