

**NATIONAL RAILROAD PASSENGER CORPORATION**

**BOARD OF DIRECTORS**

**MINUTES OF MEETING**

**NOVEMBER 14, 2019**

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed meeting in the Board Room of the Corporation's headquarters located at 1 Massachusetts Ave., N.W., in Washington, D.C. on Thursday, November 14, 2019.

Board Members participating in the meeting were Anthony Coscia (Board Chairman), Richard Anderson (President, non-voting), Chris Beall, Yvonne Burke, Thomas Carper and Albert DiClemente.

Joel Szabat (DOT Assistant Secretary and Secretary of Transportation voting delegate for this meeting) and Paul Nissenbaum (FRA Associate Administrator) 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 7:30 a.m.

**Inspector General's Report**

Mr. Winters was invited to join the Executive Session. Mr. Winters reported to the Board on confidential Inspector General matters. There was a general discussion and Mr. Winters answered questions posed by the Directors. At the conclusion of his report, Mr. Winters left the meeting which Mr. Coscia called to order 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 Naparstek (Executive Vice President, Chief Operating Officer), DJ Stadtler (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.

Charlie King (Vice President, Chief Mechanical Officer), Blair Slaughter (Principal Industrial Designer), Bruno Maestri (Vice President, Government Affairs & Corporate Communications), Ken Altman (Senior Director, Government Affairs), Sovan Shatpathy (Vice President, Chief Technology Officer), Jesse Whaley (Senior Director, IT), Judith Apshago (Assistant Vice President, IT Corporate & Operations Technologies), Bill Heinrich (Assistant Vice President, Information Security), Robert Hutchinson (Assistant Vice President, Technology Operations), Caroline Decker (Vice President, NEC Service Line), Larry Biess (Assistant Vice President, Deputy Chief mechanical Officer Acela 2021), Joe McHugh (Vice President, State Supported Services Business Development), Dave Handera (Vice President, Stations Properties and Accessibility), 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.

Mr. Naparstek and Mr. Hylander briefed the Board about the employee fatality that occurred the prior day. After a brief discussion the Board requested that it be kept apprised of the investigation into what occurred.

#### **REAL ESTATE AND FACILITIES REVIEW**

DJ Stadtler and Dave Handera briefed the Board on Amtrak's real estate portfolio. Mr. Stadtler described the goal to remove Amtrak's presence in leased space and transition to owned space. Mr. Handera also described the effort to move to a smaller footprint per employee and the inroads Amtrak is making to achieve that. Mr. Handera described the overall campus plan and the vision for achieving that so Amtrak is positioned well to support the business. The Board also considered the resolution proposed by management seeking authority to purchase property

in Wilmington Delaware and directed Management to identify alternatives for further consideration.

#### **ADA PROGRAM REVIEW AND STATUS (STATIONS AND EQUIPMENT)**

Mr. Handera also briefed the Board on the ADA Stations Program. He summarized the plan and progress for station improvements. He also described improvements in the procurement process that have sped up the design-construction time frame.

Charlie King and Blair Slaughter described the projects they have in place to ensure Amtrak rolling stock complies with ADA requirements. Mr. King noted the FRA had recently viewed changes made to the superliner equipment to make those ADA compliant and explained how these will be done at a pace of four cars per year as they come in for refurbishment. He noted that three of these are now complete. After further discussion and questions raised by the directors, the Board requested that it receive a quarterly update on these projects.

#### **IT PLAN AND CYBERSECURITY UPDATE**

Christian Zacariassen introduced his leadership team who briefed the Board on the IT strategy and the various IT business units. Sovan Shatpathy described the overall IT business strategy, Bob Hutchinson discussed the disaster recovery strategy and Jesse Whaley briefed the Board on the cybersecurity strategy. The Board was very appreciative of the work that IT has accomplished since this team was installed. The directors posed questions and there was a general discussion about ongoing IT work.

#### **BRIEFING WITH VIRGINIA SECRETARY OF TRANSPORTATION**

Secretary Shannon Valentine and her staff from the Virginia Department of Transportation joined the meeting. Secretary Valentine noted with appreciation the long history of the partnership between Virginia and Amtrak and described a proposal to expand passenger rail service through a new joint project.

Mr. Gardner and Mr. Newman discussed how this very much fits into Amtrak's overall strategy and that it represents a very good opportunity for Virginia and Amtrak. Secretary Valentine indicated they would need to have a non-binding Memorandum of Understanding executed in December. The Board expressed its appreciation and indicated it would be considering the proposed commitment within the timeline requested by the Secretary. After further discussion, the Secretary and her staff departed the meeting.

Mr. Szabat also departed the meeting.

#### **ACELA 21 PROGRAM UPDATE AND STATUS REPORT**

Caroline Decker and Larry Biess reviewed Alstom's model and the results from the trainset dynamics testing which were positive. Mr. Biess noted that there are no changes to the schedule. We remain 90 days behind schedule for the May 2021 delivery of the first revenue service trainsets. Ms. Decker reviewed the project schedule and the risks inherent in that. She answered questions raised by the Directors and there was further discussion.

#### **MOYNIHAN PROJECT UPDATE**

Ms. Decker briefed the Board on the status of the Moynihan program. She was joined by Mr. Handera whose group is responsible for the construction work. Ms. Decker is responsible for the mobilization and expansion of Amtrak into the Moynihan facility and she noted that Amtrak will be seeking authorization from the Board in January for additional funds. Ms. Decker and Mr. Handera answered questions posed by the directors and there was general discussion about the project.

#### **REAUTHORIZATION AND NATIONAL NETWORK PLAN**

Mr. Newman and Mr. Maestri briefed the Board on Amtrak's plans to seek reauthorization legislation and how that aligns with the Amtrak National network Plan. Mr. Newman reported we have concluded our analysis of the network and developed the business plan for that. Mr. Maestri

discussed the plan to roll out of the reauthorization proposal and answered questions from the directors. Mr. Maestri noted that Amtrak will be working with our state partners to gather their feedback and address those before anything is finalized. Mr. Newman and Mr. Maestri answered questions posed by the Directors. After further discussion, Mr. Coscia moved for a vote, seconded by Ms. DiClemente, and the Board voted to adopt the following resolutions:

**WHEREAS**, Management seeks Board approval of the Reauthorization Proposal (the "Reauthorization"), the Fifteen Year National Network Development Plan (the "National Network Plan") and Management's proposed strategy to obtain legislative approval of the Reauthorization and the National Network Plan (the "Strategy"); and

**WHEREAS**, Management presented each of the Reauthorization, National Network Plan and Strategy to the Board of Directors noting that each of the foregoing reflect the general structure of Amtrak's proposed approach with respect to the Reauthorization, National Network Plan and Strategy, but each remains subject to certain changes based on legislative comment, recommendations, reactions and environment as described in the supporting Executive Summary documentation; and

**WHEREAS**, The Board of Directors has reviewed the proposed Reauthorization, National Network Plan and Strategy and discussed the documents with Management; therefore, be it

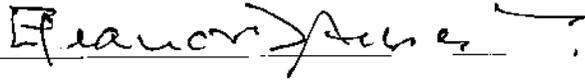
**RESOLVED**, That the Board of Directors approves the proposed Reauthorization, National Network Plan and Strategy; and

**FURTHER RESOLVED**, That the Board of Directors discussed in detail the proposed draft of the Reauthorization, National Network Plan and Strategy, expressed support for the principles and details set forth in the supporting Executive Summary documentation and authorized the Chairman of the Board, the President & CEO and the Senior Executive Vice President Chief Operating and Commercial Officer to finalize the Reauthorization and National Network Plan in accordance with the Strategy, including making necessary changes to reflect legislative comments and recommendations and submit them as required.

(4-0-2) Ms. Burke and Mr. Nissenbaum abstained.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 12:45 p.m.



Eleanor D. Acheson  
Corporate Secretary



William Herrmann  
Assistant Corporate Secretary ■