

NATIONAL RAILROAD PASSENGER CORPORATION
BOARD OF DIRECTORS
MINUTES OF MEETING
APRIL 7, 2020

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed conference call meeting on Tuesday, April 7, 2020. Board members participating in the meeting were Anthony Coscia (Board Chairman), Richard Anderson (President, non-voting), Jeff Moreland (Board Vice Chairman), Thomas Carper, Albert DiClemente, Christopher Beall and Yvonne Burke. Bill Flynn (incoming President, non-voting), 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 (Special Assistant to the Administrator, FRA) participated in the meeting.

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) and William Herrmann (Vice President, Senior Managing Deputy General Counsel & Assistant Corporate Secretary) attended the meeting.

Mr. Coscia chaired the meeting. A quorum was confirmed, and Mr. Coscia called the meeting to order in regular session at 2:30 p.m. The minutes were recorded by Ms. Acheson and Mr. Herrmann.

FRA GRANT AGREEMENT

Ms. Winbigler briefed the Board on the new agreement reached with the FRA to make the funds made available to the Corporation upon passage of the CARES Act. Ms. Winbigler noted this agreement makes no changes to the previous grant agreement for FY 2020

appropriations and reviewed the reporting requirements applicable to the new CARES Act funds. There was general discussion about the funding among the Directors and Mr. Gardner and Ms. Winbigler answered questions posed by the Directors. Following discussion, upon motion made by Mr. Moreland and seconded by Mr. DiClemente, the Board voted to adopt the following resolution:

WHEREAS, National Railroad Passenger Corporation (the Corporation) has entered into agreements for FY 2018, FY 2019, and FY 2020 with the Federal Railroad Administration (FRA) regarding federal grant funds being provided to the Corporation for use in connection with the Corporation's Northeast Corridor; and

WHEREAS, The Corporation has entered into agreements for FY 2018, FY 2019, and FY 2020 with the FRA regarding federal grant funds being provided to the Corporation for use in connection with the Corporation's National Network; and

WHEREAS, The Corporation now desires to amend the FY 2018 and FY 2019 Northeast Corridor and National Network Grant Agreements to match the currently existing terms of the FY 2020 Northeast Corridor and National Network Grant Agreements, respectively; and

WHEREAS, On March 27, 2020, Congress provided additional funds to the Corporation for FY 2020 through the Coronavirus Aid, Relief, and Economic Security (CARES) Act, Pub. L. 116-136; and

WHEREAS, The Corporation desires to accept CARES Act funding, which requires amending the terms of the FY 2020 Northeast Corridor and National Network Grant Agreements; and

WHEREAS, The Board of Directors deems it to be in the best interests of the Corporation that the FY 2018 and FY 2019 Northeast Corridor and National Network Grant Agreements be amended to facilitate the administration of the agreements; and

WHEREAS, The Board of Directors deems it to be in the best interests of the Corporation that the FY 2020 Northeast Corridor and National Network Grant Agreements be amended to allow the Corporation to receive CARES Act funds; therefore, be it

RESOLVED, That the Board of Directors approves amendment of the FY 2018 and FY 2019 Northeast Corridor and National Network Grant Agreements, on the terms presented to the Board; and

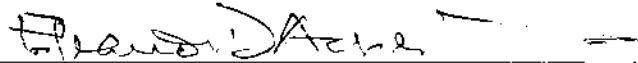
FURTHER RESOLVED, That the Board of Directors approves amendment of the FY 2020 Northeast Corridor and National Network Grant Agreements, on the terms presented to the Board; and

FURTHER RESOLVED, That the President and Chief Executive Officer or the Chief Financial Officer (or the Senior Manager, Grants Management on behalf of and at the instruction of either of them) be and they each hereby are authorized to execute and deliver on behalf of the Corporation the amendments described above, each with such changes and modifications as the President and Chief Executive Officer or the Chief Financial Officer may in their sole discretion deem necessary or advisable, as conclusively evidenced by the execution and delivery of the amendments

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

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 3:00 p.m.



Eleanor D. Acheson
Corporate Secretary



William Herrmann
Assistant Corporate Secretary