

NATIONAL RAILROAD PASSENGER CORPORATION

BOARD OF DIRECTORS

MINUTES OF MEETING

AUGUST 12, 2020

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed special meeting by conference call on Wednesday, August 12, 2020. Board Members participating in the meeting were Anthony Coscia (Board Chairman), Jeff Moreland (Board Vice Chairman), Thomas Carper, Albert DiClemente and Yvonne Burke.

Joel Szabat (DOT Assistant Secretary and Secretary of Transportation voting delegate for this meeting) and Paul Nissenbaum (FRA Associate Administrator) 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), Steve Predmore (Executive Vice President, Chief Safety Officer), Scot Naparstek (Executive Vice President, Chief Operating Officer), DJ Stadler (Executive Vice President, Special Advisor), Dennis Newman (Executive Vice President, Strategy & Planning), Qiana Spain (Executive Vice President, Chief Human Resources Officer), Paul Vilter (Assistant Vice President, Amtrak Services), Robert Ripperger (Director Presentation, Research & Policy), William Herrmann (Vice President, Senior Managing Deputy General Counsel & Assistant Corporate Secretary) and Whitney Jordan (Associate General Counsel) attended the meeting.

The minutes were recorded by Ms. Acheson and Mr. Herrmann.

Mr. Coscia chaired the meeting. A quorum was confirmed, and Mr. Coscia called the meeting to order in regular session at 11:00 a.m.

Mr. Gardner briefed the Directors on the August 2020 financial forecast noting that revenue continues to be low versus plan because of lower ridership associated with the COVID-19 pandemic offset by some additional revenue in ancillary products. Mr. Gardner noted that the

Corporation had continued to reduce expenses and keep those in check. Mr. Gardner also summarized plans to reduce services to three days a week. After further discussions, Mr. Gardner asked Mr. Newman to lead the discussion of the pending Metrolink contract.

METROLINK CONTRACT

Mr. Newman and Mr. Vilter reported that Amtrak had reached a tentative agreement with the Southern California Regional Rail Authority (SCRRA) for Metrolink Train & Engine (T&E) services. The new contract would extend Amtrak's services for a term of 4 ½ years from January 1, 2021 through June 30, 2025. Mr. Vilter relayed the negotiation history and the details of the proposed agreement and answered questions posed by the Directors. Mr. Vilter noted that the agreement provides approximately [REDACTED] annually in revenue.

Following discussion, upon motion made by Ms. Burke and seconded by Mr. Carper, the Board voted to adopt the following resolution:

WHEREAS, The Southern California Regional Rail Authority (SCRRA) operates the Metrolink commuter service and currently contracts with Amtrak for Metrolink Train and Engine Operating Services through December 31, 2020 (the Contract); and

WHEREAS, SCRRA issued a Request for Proposals (Metrolink RFP) on May 15, 2020 for Train and Engine Operating Services with a proposed term of 4 ½ years from January 1, 2021 through June 30, 2025, with options to extend (the New Contract); and

WHEREAS, Management submitted a proposal in response to the Metrolink RFP, as authorized by a Board Resolution dated June 22, 2020; and

WHEREAS, SCRRA has advised Amtrak that Amtrak is the presumptive awardee of the New Contract, and Amtrak and SCRRA have successfully completed negotiations of the New Contract, subject to the approval of Amtrak's and SCRRA's respective boards; and

WHEREAS, Board of Directors' approval is required for Amtrak to execute a commuter service agreement in excess of [REDACTED], and the value of the New Contract is expected to average [REDACTED] during the base term of the New Contract; therefore
be it

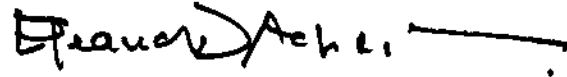
RESOLVED, That the Board of Directors authorizes, directs, and empowers the President & Chief Executive Officer and Senior Executive Vice President and Chief Operating and Commercial Officer, either of whom shall have full authority to bind Amtrak pursuant to this resolution, to take any and all reasonable and appropriate actions in the name of and on behalf of Amtrak to execute such New Contract with SCRRA consistent with the terms described more fully in the Executive Summary, and to take all other actions necessary to implement said New Contract and otherwise effectuate the foregoing resolution.

(5-0) Mr. Szabat abstained.

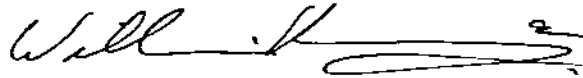
Mr. Predmore updated the Directors on the Corporation's COVID-19 response and plans to offer testing for employees. Mr. Predmore summarized the pending procurement and described plans for the selected provider to have the flexibility to come on site, work in neighborhood markets and offer mail-in kits or bulk kits that Amtrak can facilitate. Mr. Predmore described plans to roll this out in early September and noted that this testing will be strictly voluntary. Mr. Predmore also noted that Amtrak continues to require thermal screening at five locations and is evaluating expanding this to large scale temperature screening of employees and potentially passengers at certain locations. Mr. Predmore also updated the Directors on state efforts to collect information and provide screening of out of state passengers and noted that Amtrak has been cooperating with state public health officials with little disruption to the Amtrak service. Mr. Predmore responded to the Directors questions.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 11:45 a.m.



Eleanor D. Acheson
Corporate Secretary



William Ferrmann
Assistant Corporate Secretary