

NATIONAL RAILROAD PASSENGER CORPORATION
BOARD OF DIRECTORS
MINUTES OF MEETING
OCTOBER 30, 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 Friday, October 30, 2020. Board Members participating in the meeting were Anthony Coscia (Board Chairman), Jeff Moreland (Board Vice Chairman), Chris Beale, Thomas Carper, Albert DiClemente and Yvonne Burke.

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), Steve Predmore (Executive Vice President, Chief Safety Officer), DJ Stadtler (Executive Vice President, Special Advisor), Christian Zacariassen (Executive Vice President, Chief Information Officer), Roger Harris (Executive Vice President, Marketing & Revenue), Dennis Newman (Executive Vice President, Planning & Asset Development), Qiana Spain (Executive Vice President, Chief Human Resources Officer), Costin Corneanu (Vice President, Financial Planning & Analysis), Erin Elizabeth Ryan (Senior Director, Financial Planning & Analysis), Hollie Knox (Senior Director, Procurement), George Hull (Interim Chief Mechanical Officer), Michael Kraft (Principal Engineer, Mechanical), Derek Maier (Senior Manager Equipment Engineering, Mechanical), Max Johnson (Senior Director, State Policy & Governance), Paul Vilter (Assistant Vice President, Planning and Commercial Services), Alison Simon (Senior Director, NEC Service Line), 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 10:30 a.m.

INTERCITY TRAINSET ACQUISITION

Mr. Flynn opened the discussion with a brief overview of Amtrak's performance in October noting that while there was some improvement, the Corporation continues to see significantly reduced ridership and revenue. Mr. Flynn then turned the discussion to Mr. Stadtler who provided an overview of the business plan provided to the Board in support of Management's request to proceed with negotiations to select a final vendor. Mr. Stadtler made clear that Management is not seeking a financial commitment but, instead, is seeking support to begin negotiations with the final two vendors. Mr. Stadtler also discussed the stakeholders' responses and reported they are united behind the procurement although some remain concerned about their funding requirements due to the financial impact the pandemic has had on their state budgets.

Mr. Stadtler described the revenue assumptions contained in the material provided to the Board noting that the assumptions were based on the pre-COVID-19 service and would be updated for final approval when a vendor is selected. Management also committed to engage an independent financial advisor to pressure test the business case for the procurement before returning to the Board to approve a vendor. Mr. Stadtler also noted that Amtrak is required to obtain FRA approval of the business case. Mr. Stadtler committed to providing a project timetable for events such as facility investments and options so the Board can see the entire project timeline including any necessary FRA waivers for the facility plan.

Following discussion, upon motion made by Mr. Moreland and seconded by Mr. Carper, the Board voted to adopt the following resolutions:

WHEREAS, Management has determined that the replacement of National Railroad Passenger Corporation's (**Amtrak** or **Company**) aging fleet of Budd Company Amfleet I passenger railcars (built between 1975-1977),

Budd Company *Metroliner* Cab Car fleet, and Talgo Series 6 and Series 8 *Cascade* service trainsets with new intercity trainsets (**ICT**) incorporating the latest technology and meeting regulatory requirements will permit Amtrak to operate its network of intercity routes more reliably and cost effectively; and

WHEREAS, Amtrak has issued a Request for Proposal (**RFP**) for the acquisition of new ICT Equipment (defined below) and a related Technical Support Spares Supply Agreement (**TSSSA**); and

WHEREAS, Based on evaluation and vetting of responses to the RFP, Management requests that the Board authorize Amtrak to negotiate contracts with Siemens Mobility Inc. (the **ICT Negotiations**) in connection with the following: (1) a contract for the acquisition of certain ICT equipment, including trainsets, locomotives, cab car spares, and auxiliary power vehicle spares (collectively, the **ICT Equipment**) and (2) a twenty (20) year TSSSA (items (1) and (2) collectively, the **Contracts**) for an amount not to exceed [REDACTED] which includes (x) an amount not to exceed [REDACTED] for the ICT Equipment, and (y) an amount not to exceed [REDACTED] for the TSSSA (collectively, the **ICT Costs**); and, therefore, be it

RESOLVED, That the Board has determined it is advisable and in the best interest of the Company to engage in the ICT Negotiations, provided, that Management must return to the Board after completion of the final ICT Negotiations to obtain Board approval prior to entering into or executing the Contracts; and

FURTHER RESOLVED, That Management must return to the Board to obtain approval of additional funding in the not-to-exceed amount of [REDACTED] for the broader ICT program for other ICT-related activities, including but not limited to the following: facilities improvements, special equipment, testing and commissioning, training, technology integration, program management and contingency; and

FURTHER RESOLVED, That the Board authorizes any one or more of the President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer to take any and all action necessary to effectuate the foregoing resolution, including, without limitation, engaging in the ICT Negotiations in an amount not to exceed the ICT Costs; and

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

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

EXECUTIVE SESSION

Having completed the regular order of the meeting agenda, Mr. Coscia asked Mr. Gardner to remain and called the meeting to order in Executive Session at 11:30 a.m.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 12:00 p.m.



Eleanor D. Acheson
Corporate Secretary



William Herrmann
Assistant Corporate Secretary