

**NATIONAL RAILROAD PASSENGER CORPORATION****BOARD OF DIRECTORS****MINUTES OF MEETING****NOVEMBER 30, 2020**

The Board of Directors of the National Railroad Passenger Corporation adopted the following resolutions by unanimous written consent on November 30, 2020:

**WHEREAS**, The National Railroad Passenger Corporation is organized under the laws of the District of Columbia, and the District's Business Corporations statute provides that a corporation establishes its officers and/or process for approving officers in its bylaws; and

**WHEREAS**, The Corporation's Amended and Restated Bylaws (adopted by the Board of Directors ("Board") on January 27, 2016) - establish the Company's officer positions as follows: "Unless otherwise determined by the Board, the Officers of the Corporation shall be a President, such Vice Presidents... as the Board of Directors may determine, a Secretary, a Chief Financial Officer, and Controller and a Treasurer", and further provides "the Board may elect such other officers ... as it may deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine"; and

**WHEREAS**, The Bylaws plainly authorize the Board to restructure the officer positions of the Company; and

**WHEREAS**, The Chief Executive Officer and President positions are both held by William J. Flynn, and the Board and Mr. Flynn have determined that the Corporation will now be best served by establishing a Chief Executive Officer ("CEO") position, which remains the Board appointed non-voting Director, independent of and senior to the President position, in order to create a "number two" executive with the President title and further to advance the effective management of the company; and

**WHEREAS,** The senior executive reporting structure will be as follows: the CEO will be the senior officer of the Corporation, ultimately responsible for all aspects of Amtrak, its business, operations and, with the Board, the strategic direction of the Corporation; and

**WHEREAS,** The CEO will have as direct reports the President, Chief Financial Officer, Chief Safety Officer, Chief Human Resources Officer, Chief Information Officer and Chief Legal Officer; and

**WHEREAS,** The President will provide day to day business and operational leadership for the Corporation, reporting to the CEO; and

**WHEREAS,** The President will have as direct reports the Chief Marketing & Revenue Officer, Chief Planning & Asset Development Officer, Chief Operations Officer and Vice President Government Affairs; therefore, be it

**RESOLVED,** That the Board of Directors ("Board") hereby establishes a Chief Executive Officer ("CEO") of the Corporation position which shall be held by William J. Flynn and is independent of and senior to the President position with ultimate responsibility for the business and operations of the Corporation and to advise the Board in setting its strategic direction; and

**FURTHER RESOLVED,** That the Board appoints Stephen J. Gardner to be President of the Corporation; and

**FURTHER RESOLVED,** The Board approves the proposed compensation adjustment for Stephen J. Gardner in his role as President, which has been presented to the Board; and

**FURTHER RESOLVED,** That the CEO, William J. Flynn, is authorized to execute an amendment to Mr. Gardner's employment agreement reflecting the approved compensation adjustment effective December 1, 2020; and

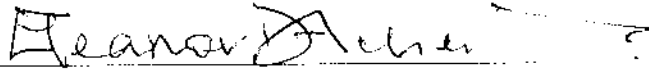
**FURTHER RESOLVED,** That the Corporate Secretary is authorized to prepare amendments to the Corporation's Amended and Restated Bylaws and any other applicable governance documents to reflect the separation of the Chief Executive Officer and President positions into two officer positions, and present those to the Board for approval at a future meeting; and

**FURTHER RESOLVED**, That the CEO and the Corporate Secretary of the Corporation are authorized to take such action as are required and/or appropriate to effect the foregoing Resolutions.

(7-0)

Mr. Herrmann reviewed and confirms that all Directors with authority to vote provided written confirmation of their affirmative vote as of November 30, 2020.

Recorded by:



Eleanor D. Acheson  
Corporate Secretary



William Herrmann  
Assistant Corporate Secretary