

NATIONAL RAILROAD PASSENGER CORPORATION

BOARD OF DIRECTORS

MINUTES OF MEETING

MAY 20, 2021

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed conference call meeting on Thursday, May 20, 2021. Board members participating in the meeting were Anthony Coscia (Board Chairman), Bill Flynn (Chief Executive Officer, non-voting), Jeff Moreland (Board Vice Chairman), Albert DiClemente, Thomas Carper and Yvonne Burke.

Amit Bose (Acting Administrator of the Federal Railroad Administration (FRA) voting delegate for this meeting) after the conclusion of the Audit and Finance Committee report and Paul Nissenbaum (FRA Associate Administrator, voting delegate for this meeting through the Audit and Finance Committee report) 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 4:00 p.m. Mr. Kevin Winters (Inspector General) and Ms. Mary Kendall (Deputy Inspector General) were invited to join in Executive Session.

Inspector General's Report

Mr. Winters reported to the Board on confidential Inspector General matters. Mr. Winters and Ms. Kendall departed the meeting at 5:00 and the meeting continued in Executive Session.

APPROVAL OF THE MINUTES

Following discussion, upon motion made by Ms. Burke and seconded by Mr. Carper, the Board voted to approve the minutes of its January 28, 2021, January 29, 2021, March 25, 2021, April 6, 2021, and April 12, 2021 meetings.

(6-0)

AUDIT & FINANCE COMMITTEE REPORT

Mr. Moreland provided the Audit & Finance Committee report and led a discussion about the approval of the Baltimore Station Platform Improvement project for the new Acela program. Following discussion, upon motion made by Mr. Coscia and seconded by Mr. Moreland, the Board voted to adopt the following resolutions:

WHEREAS, National Railroad Passenger Corporation ("Amtrak" or "Corporation") policy requires Board of Directors ("Board") approval for any (i) capital project with life-of-project ("LOP") costs that will exceed [REDACTED] and (ii) increase in approved annual operating plan capital expenditure amounts over [REDACTED] after receiving recommendation from the AFC; and; and

WHEREAS, Management has presented to the AFC and the AFC has reviewed the scope and financials related to a proposed [REDACTED] increase in the authorized LOP for the Baltimore Station - Platform Improvements for new Acela program, which increases the total LOP cost to [REDACTED] and such increase in cost stems from higher bid costs associated with outage limitations, historic preservation requirements, and other factors not captured in the cost estimates prior to bid issuance; and

WHEREAS, AFC recommends Board approval of the [REDACTED] increase in LOP costs for Baltimore Station - Platform Improvements for the new Acela program in order to advance construction of this project which will support Acela frequency expansion and improve train performance; and

WHEREAS, The Board deems it to be in the best interests of the Corporation to approve the increase in LOP costs for Baltimore Station - Platform Improvements for new Acela program; therefore, be it

RESOLVED, That the Board approves the [REDACTED] increase in the authorized LOP for the Baltimore Station - Platform Improvements for new Acela program, which increases the total LOP cost to [REDACTED]

(5-0-1) Mr. Nissenbaum abstained.

Mr. Moreland also led a discussion about the approval of the proposed acquisition of real estate property to facilitate the construction of a new rail tunnel under the Hudson River. Following

discussion, upon motion made by Mr. Coscia and seconded by Mr. DiClemente, the Board voted to adopt the following resolutions:

WHEREAS, In connection with its intercity rail passenger service (Passenger Service) National Railroad Passenger Corporation (Amtrak) is proposing: to construct a new rail tunnel under the Hudson River, to construct railroad infrastructure in New York and New Jersey to connect the new rail tunnel to the existing Northeast Corridor (NEC), and to completely rehabilitate the existing NEC rail tunnel beneath the Hudson River (together, the Hudson Tunnel Project); and

WHEREAS, The Hudson Tunnel Project is a rail resiliency project that when complete will provide Amtrak with one new rail tunnel and one completely rehabilitated rail tunnel connecting New Jersey and New York; and

WHEREAS, When combined with the completion of other projects in the Gateway Program, the Hudson Tunnel Project will eventually result in increased Passenger Service capacity to and from New York City; and

WHEREAS, Amtrak has determined that the acquisition by purchase or by condemnation of Block 675 Lot 1 (Property) is necessary for the Hudson Tunnel Project; and

WHEREAS, Amtrak has determined that the acquisition by purchase or by condemnation of the Property is necessary for intercity rail passenger transportation; and

WHEREAS, Amtrak may condemn the Property only if it cannot acquire the Property by contract; and

WHEREAS, The final appraised value of the Property (which would need to be deposited into the court registry upon the filing of a condemnation action) is anticipated to be [REDACTED] (the Anticipated Appraisal Value); and

WHEREAS, Prior to acquiring the Property by purchase or condemnation, the following must occur: (i) the Record of Decision under the National Environmental Policy Act is issued for the Hudson Tunnel Project; (ii) the appraisal shall be finalized and the value shall be for an amount not to exceed the Anticipated Appraisal Value and the review appraisal shall be completed and shall concur with the finalized appraisal of the Property; and (iii) the Federal Railroad Administration shall have issued all approvals necessary to move forward with the acquisition of the Property (together, the Conditions Precedent); and

WHEREAS, If Amtrak files a condemnation action and litigates it to conclusion (i.e., if Amtrak and Owner do not settle), then the court will determine the amount Amtrak must pay as just compensation for the Property, and Amtrak will be obligated to pay that amount unless the district court's judgment is reversed by the court of appeals; and therefore, be it

RESOLVED, Provided that the Conditions Precedent have been satisfied, the Board of Directors has determined that acquisition of the Property is necessary for Amtrak's Passenger Service, and is otherwise in the best interests of Amtrak; and

FURTHER RESOLVED, Provided that the Conditions Precedent have been satisfied, the Board of Directors approves: (i) the offer to purchase and the execution of agreements for the acquisition of the Property at a purchase price of an amount not to exceed the Anticipated Appraisal Value or, if a negotiated acquisition is unsuccessful; (ii) the filing of a condemnation action to condemn the Property and the deposit of an amount not to exceed the Anticipated Appraisal Value into the registry of the federal court; and

FURTHER RESOLVED, That the President, Chief Executive Officer, Executive Vice President, Planning and Asset Management, and Executive Vice President, Chief Legal Officer (the Authorized Officers), are each hereby authorized and empowered to take any and all actions consistent with this resolution and to make, execute and deliver in the name of and on behalf of Amtrak, all instruments, agreements, certifications, pleadings and all other documents as may be required or contemplated by the foregoing, containing such terms as the Authorized Officers, deem necessary and advisable in order to effectuate the foregoing transaction; and

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

(5-0-1) Mr. Nissenbaum abstained.

Mr. Moreland concluded with a full overview of the Committee's agenda.

PERSONNEL & COMPENSATION COMMITTEE REPORT

Mr. DiClemente provided the Personnel & Compensation Committee report and led a discussion about the FY 2021 Short-Term Incentive

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

WHEREAS, The Board of Directors has authorized Management to create a Short-Term Incentive Plan that rewards management employees for achieving annual financial, organizational, strategic, and individual performance goals; and

WHEREAS, Management has recommended that the Short -Term Incentive goals for FY 2021 consist of financial, customer service and Amtrak Caused Delay Minutes metrics as described in the Executive Summary; and

WHEREAS, The Board has considered the proposed adjustments to goals and agrees that the identified goals are appropriate short-term performance measures for Amtrak consistent with the FY 2021 Annual Operating Plan (AOP) proposed by Management and should be adopted as set forth in the Executive Summary for the FY 2021 Short-Term Incentive Plan; be it

RESOLVED, That the Board authorizes the President and CEO to adopt the FY 2021 Short-Term Incentive adjusted goals as described in the Executive Summary.

(6-0)

Mr. DiClemente next led a discussion about the proposed adjustment to the corporate governance authority policy regarding a modification to the method by which the maximum number of E Band positions is calculated. Following discussion, upon motion made by Mr. Coscia and seconded by Mr. DiClemente, the Board voted to adopt the following resolution:

WHEREAS, In January 2021, the Board of Directors ("*Board*") approved and adopted a new corporate governance authority policy (as previously amended, the "*Policy*") to provide clear direction on what business and operational matters the Board retains approval of and what matters are delegated to Management; and

WHEREAS, Management is required to obtain authority from the Personnel and Compensation Committee prior to exceeding the maximum number of E Band positions, and

WHEREAS, Management is recommending a modification to the method by which the maximum number of E Band positions is calculated as described in the Executive Summary; and

WHEREAS, The Board may amend the Policy at any time and now elects to adopt certain changes proposed by Management identified in the accompanying Executive Summary; be it

RESOLVED, That the Board hereby approves the amendment to the Policy proposed in the accompanying Executive Summary; and be it

FURTHER RESOLVED, That the CEO, President, Chief Human Resources Officer, Chief Financial Officer and Corporate Secretary each shall ensure that the Board's action and the approved changes to the Policy are reflected in the Corporation's corporate governance records and implemented.

(6-0)

Mr. DiClemente concluded with a full overview of the Committee's agenda.

SAFETY & SECURITY REPORT

Mr. Carper provided the Safety & Security Committee report. Mr. Carper led a discussion about pending safety investigations and metrics, security strategy and metrics and cybersecurity.

Mr. Carper concluded with a full overview of the Committee's agenda.

GOVERNMENT RELATIONS, LEGAL & GOVERNANCE AFFAIRS COMMITTEE

Mr. Coscia provided the Government Relations, Legal & Governance Affairs Committee report.

Mr. Coscia led a discussion about Management's proposed settlement of the pending litigation and claims with Phillip Morris Capital Corporation and HNB Investment Corporation. Following discussion, upon motion made by Mr. Carper and seconded by Mr. Moreland, the Board voted to adopt the following resolutions:

WHEREAS, National Railroad Passenger Corporation ("Amtrak" or "Corporation") policy requires Board of Director ("Board") approval for any settlement of a claim or litigation in excess of [REDACTED]; and

WHEREAS, Management has presented to the Board and the Board has reviewed the scope and financials related to a settlement of the pending litigations and claims between Philip Morris Capital Corp.

("PMCC"), HNB Investment Corp. ("HNB") and Amtrak regarding HHP8 locomotives in the amount of up to [REDACTED] plus all rent payments that would be due and owed to PMCC and HNB as holder of the equity interests under the EDC-1 Lease (defined below) and MBK-1 Lease (defined below), in the total amount not to exceed [REDACTED] [REDACTED] (the "Settlement Amount"); and

WHEREAS, The proposed settlement includes Amtrak acquiring from HNB the equity interests in the following two separate lease agreements in which HNB is the equity holder: a Lease Agreement ("EDC-1 Lease") under which Amtrak leased eight HHP-8 locomotives and six Acela trainsets, and a Lease Agreement ("MBK-1 Lease") under which Amtrak leased three Acela trainsets (the acquisition of such equity interests, collectively with the payment of the Settlement Amount, the "Settlement"); and

WHEREAS, Management requests that the Board approve the Settlement, including, without limitation the Settlement Amount and the acquisition of the equity interests in the EDC-1 Lease and the MBK-1 Lease; therefore, be it

RESOLVED, That the Board approves the Settlement, including, without limitation, the proposed payment by Amtrak to PMCC and HNB, as applicable, of the Settlement Amount and the acquisition of the equity interests in the EDC-1 Lease and the MBK-1 Lease; and

FURTHER RESOLVED, That the Board authorizes the General Counsel or her designee to take any and all action consistent with this resolution, including, without limitation, negotiating and executing a settlement agreement in an amount not to exceed the Settlement Amount; and

FURTHER RESOLVED, That the Board authorizes the Chief Financial Officer and/or the Treasurer to negotiate and execute any and all agreements (including purchase agreements and assumption agreements) in connection with the acquisition by Amtrak of the equity interests in the EDC-1 Lease and the MBK-1 Lease, and to make, execute and deliver in the name of and on behalf of the Corporation all instruments, agreements, amendments, certifications and all other documents as may be required or contemplated by the foregoing, containing such terms as either of them deem necessary and advisable in order to effectuate the foregoing resolution; and

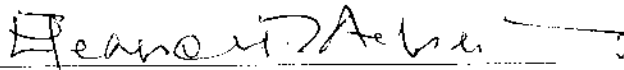
FURTHER RESOLVED, That any and all lawful actions taken on the Corporation's behalf within the scope of the foregoing be and are hereby ratified, confirmed and approved.

(5-0-1) Mr. Bose abstained.

Mr. Coscia concluded with a full overview of the Committee's agenda.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 6:00 p.m.



Eleanor D. Acheson
Corporate Secretary



William Herrmann
Assistant Corporate Secretary