

**NATIONAL RAILROAD PASSENGER CORPORATION**  
**BOARD OF DIRECTORS**  
**MINUTES OF MEETING**  
**MARCH 25, 2021**

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed conference call meeting on Thursday, March 25, 2021. Board Members participating in the meeting were Anthony Coscia (Board Chairman), Jeff Moreland (Board Vice Chairman), Thomas Carper, Albert DiClemente, Chris Beall and Yvonne Burke. Bill Flynn (Chief Executive Officer, non-voting), also participated in the meeting.

Amit Bose (Acting Administrator of the Federal Railroad Administration (FRA) voting delegate for this meeting) and Paul Nissenbaum (FRA Associate Administrator) participated in the meeting.

Stephen Gardner (President), 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), Dennis Newman (Executive Vice President, Strategy & Planning), Qiana Spain (Executive Vice President, Chief Human Resources Officer), Paul Vilter (Assistant Vice President, Planning and Commercial Services), Larry Chestler (Vice President, Long Distance Services), Bruno Maestri (Vice President, Government Affairs & Corporate Communications), Andrea Gansen (Vice President, Labor Relations), Ken Altman (Senior Director, Government Affairs), Jeanne Cantu (Assistant Vice President, Network Support), Meagan Keane (Assistant Vice President, Financial Planning & Analysis), 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 1:00 p.m.

#### LEGISLATIVE AND GRANT REQUEST

Mr. Gardner briefed the Directors on FY 2020 Legislative and Grant request (L&G). Mr. Flynn and Mr. Gardner noted that the written request covers the near term and the five year term that we would like to receive and that Amtrak is seeking the Board's approval subject to administrative and editorial changes without any change in the thrust of the request.

Mr. Altman summarized the L&G provisions noting that Amtrak's request will not be submitted until after the Administration submits its budget. For FY 2022 Grant Request Amtrak recommended [REDACTED] with [REDACTED] dedicated to the NEC Grant and [REDACTED] for National Network Grant. Mr. Altman noted that some of these funds are dedicated to cover 209 payments required by the states and some for commuter partners for capital contributions similar to what Congress had provided in recent COVID-19 relief bills.

Mr. Altman noted that the [REDACTED] request is less than Amtrak received in 2021 recognizing the recovery we anticipate but obviously it is still more than pre-COVID-19. This allows Amtrak to continue all current services including long distance service. Mr. Altman explained that the bulk of the L&G material is an explanation of how these funds will be spent on infrastructure, stations and national assets. Mr. Altman also described the explanation included in the L&G about how additional investment could be used on additional infrastructure investment opportunities.

The Directors asked questions that were answered by Mr. Gardner and Mr. Altman. Following discussion, upon motion made by Mr. Moreland

and seconded by Mr. Carper, the Board voted to adopt the following resolutions:

**WHEREAS**, Management is required to present the Annual Legislative and Grant Request to the Board of Directors for approval, the submission of which to Congress is required by statute each year; and

**WHEREAS**, The Board of Directors has reviewed the proposed FY 2022 Legislative and Grant Request; therefore, be it

**RESOLVED**, That the Board of Directors approves the proposed FY 2022 Legislative Grant Request; and

**FURTHER RESOLVED**, That the Board of Directors discussed the proposed draft of the FY 2022 Legislative Grant Request and expressed support for the principles and general information set forth in the drafts and authorized the Chairman of the Board and the Chief Executive Officer to make minor edits to and finalize the documents and submit them as required.

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

#### REAUTHORIZATION

Mr. Maestri summarized the Amtrak reauthorization proposal that represents the perspectives seen in the House, Senate and Administration. Mr. Maestri noted that the proposal would expand rail service in all regions including corridor development plans by providing the initial operating and capital funding that is necessary allowing for a transition to regular 209 service. The proposal also contains infrastructure improvements to the NEC that are necessary.

The Directors asked questions that were answered by Mr. Maestri and Mr. Gardner. Following discussion, upon motion made by Ms. Burke and seconded by Mr. DiClemente, the Board voted to adopt the following resolution:

**WHEREAS**, Management seeks general Board approval of the Amtrak and surface transportation program Reauthorization Proposal (the "Reauthorization") in order to respond to Congressional and stakeholder requests for policy and investment priorities and proposals and to facilitate Management's participation in

policy and funding decisions with Congress, the Administration and key stakeholders and provide technical assistance, as necessary; and

**WHEREAS**, Management presented the proposed Reauthorization to the Board of Directors with the general structure of Amtrak's proposed approach with respect to the Reauthorization, but noting the proposal remains subject to certain changes based on legislative comment, recommendations, reactions and environment as described in the supporting Executive Summary documentation; and

**WHEREAS**, The Board of Directors has reviewed the proposed Reauthorization and discussed the documents with Management; therefore, be it

**RESOLVED**, That the Board of Directors approves Management's advancement of the proposed Reauthorization; and

**FURTHER RESOLVED**, That the Board of Directors discussed in detail the proposed draft of the Reauthorization, expressed support for the principles and priorities set forth in the supporting Executive Summary documentation and authorized the Chairman of the Board, the CEO and the President to finalize the Reauthorization in accordance with the Executive Summary and distribute, communicate and advance as appropriate.

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

#### **CORRIDOR DEVELOPMENT & INFRASTRUCTURE OPPORTUNITIES**

Mr. Gardner and Mr. Newman updated the Directors about the corridor planning work that underpins the reauthorization proposal. Mr. Newman explained that this is work Amtrak can do if given the funding opportunity and described it as two big pieces - corridor expansion and the urgently needed infrastructure improvements.

Mr. Newman explained that many of these new services could begin within a short timeline as soon as 2022 and 2023. He noted that others will take time to develop with state commitment and host access. Mr. Newman informed the Board that Amtrak has been talking with all the states mentioned in the Amtrak plan and will need to revisit those conversations if funding is appropriated.

Mr. Nissenbaum commended Amtrak for the level of collaboration in working with FRA and the states to gather input and make changes. There are some areas of the corridor development plan where there may be concerns about the role of Amtrak where Amtrak is taking on a lot of responsibility - operator but also decision-maker about where investment should go but some states do not think that is the perfect role for Amtrak and there is some public accountability that should be included.

#### **COVID-19 RESPONSE UPDATE**

Mr. Predmore updated the Directors first about Safety & Security stating that Amtrak remains on track and has not had any major injuries or fatalities. He also noted the focus on attacks against the Asian community and the response by Amtrak's Police Department. Next, Mr. Predmore turned to the pandemic and reported that Amtrak's COVID-19 positive case rates mirror what is happening in the country generally. He reported that Amtrak executed an agreement with Walgreens, the first agreement of its kind, allowing Amtrak to set up vaccine clinics for Amtrak employees at Walgreens. The first one occurring in Chicago in the next day or two. Mr. Predmore described the level of engagement with Amtrak's employees about how and where to get the vaccine including a recent all employee town hall.

After briefing the Board, Mr. Predmore answered questions raised by the Directors.

#### **RIDERSHIP & REVENUE UPDATE**

Mr. Harris summarized recent ridership and revenue results and forecasts. He noted that Amtrak is running at about 33% of historical numbers but since we published these numbers, we have improved closer to 40%. Acela is now at 20% while it had been 10% indicating that demand appears to be returning and Amtrak's pricing initiatives are helping. Mr. Harris described how long distance

service is booking at about 85% of normal which means adding the capacity back was a good decision. He also explained that Amtrak is running several sales to get people on the train in order to build on the momentum we are seeing. He also described how call volume is increasing and that it does appear that travel is really beginning to pick it up.

Mr. Harris explained that Amtrak will be relaxing its capacity caps which are now set at 50%. Market research conducted by Amtrak indicated that 75% of those questioned said that relaxing our capacity caps would have no impact on their decision to travel or would encourage them to travel. These surveys also indicated that Amtrak's passengers want Amtrak to continued mask enforcement and cleaning, keep the capacity indicator on the Mobile App, keep the change-fee waiver in place and maintain the pre-travel attestation form. The most appreciated of these were mask enforcement and cleaning protocols.

Mr. Harris also reported that there has been a little bit of increase in revenue projections and while ridership is lagging booking it is because people are booking far out into the future.

After briefing the Board, Mr. Harris answered questions raised by the Directors.

#### **STI GOALS AND PERFORMANCE UPDATE**

Mr. Flynn briefly described the Company's performance against the goals that the Board had previously established. Mr. Flynn explained that Management will bring some proposed changes to the metric goals at a future meeting for their consideration and approval.

After briefing the Board, Mr. Flynn and Ms. Winbigler answered questions raised by the Directors.

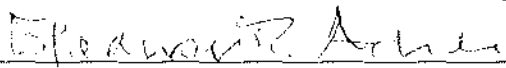
**PLANNING FOR RETURN OF LONG-DISTANCE SERVICE AND FURLOUGHED  
EMPLOYEES**

Mr. Naparstek introduced the discussion then turned it to Ms. Cantu to describe the process for restoring service within 90 days. Those plans are in place and all the services have start dates that ensure we meet the 90 day timeline. Mr. Chestler described the communications they used to announce the recovery of the services and the promotions about additional capacity in May and June. We have promotions beginning in about two weeks involving roomettes and free companion fares. Ms. Gansen talked through the furlough restoration plan. They have met with the union leadership and communicated the schedule of the recall before it was published internally. To date we have contacted over 400 T&E employees and 450 OBS employees and today we begin contacting TCU employees.

After briefing the Board, Mr. Naparstek answered questions raised by the Directors.

**ADJOURNMENT**

There being no further business before the Board, the meeting adjourned at 3:45 p.m.

  
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Eleanor D. Acheson  
Corporate Secretary

  
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William Herrmann  
Assistant Corporate Secretary