

NATIONAL RAILROAD PASSENGER CORPORATION

BOARD OF DIRECTORS

MINUTES OF MEETING

July 21, 2022

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed meeting on Wednesday, July 21, 2022 at Amtrak headquarters, 1 Massachusetts Avenue, NW Washington, DC. Board members participating in the meeting were Anthony Coscia (Board Chairman), Jeff Moreland (Vice-Chairman), Bert DiClemente, Tom Carper, and Yvonne Burke, and Stephen Gardner (Chief Executive Officer, non-voting) also participated in the meeting.

Paul Nissenbaum (FRA Associate Administrator) participated in the meeting.

Roger Harris (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 (Senior Advisor), Gory Williams (Executive Vice President, Service Delivery & Operations), Christian Zacariassen (Executive Vice President, Digital Technology & Innovation), Dennis Newman (Executive Vice President, Strategy, Planning & Accessibility), Qiana Spain (Executive Vice President, Chief Human Resources Officer), and Laura Mason (Executive Vice President, Capital Delivery) participated in the regular session of the meeting.

Aaron Mitti (Vice President, Chief Technology Officer), Ryan Leveille (Assistant Vice President, Innovation and Research), Laura Fotiou (Manager, Sustainability and Climate Resilience), Kara Oldhouser (Director Sustainability), George Hull (Vice President, Chief Mechanical Officer), Michelle Tortolani (Assistant Vice President, New Acela Program), Costin Corneau (Vice President,

Financial Planning & Analysis), Candace Lindner (Senior Director, Talent Development), Dave Handera (Vice President, Stations Properties and Accessibility), Lauren Tuzzolino (Senior Manager, Accessibility), David Nelson (Manager, Passenger Accessibility), William Herrmann (Vice President, Managing Deputy General Counsel & Assistant Corporate Secretary) and Whitney Jordan (Associate General Counsel) also attended the meeting.

The meeting was convened by Mr. Coscia in executive session at 9:00 a.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 10:00 and the meeting adjourned.

REGULAR SESSION

The meeting was called to order in regular session at 10:00 a.m. The minutes were recorded by Ms. Acheson and Mr. Herrmann.

CLIMATE COMMITMENT APPROVAL

Mr. Newman introduced Ms. Fotiou and Ms. Oldhouser and summarized the Climate Commitment the Board was being asked to adopt. Ms. Fotiou led the discussion about the commitment and why it is important. She reported that Management has developed a Climate Commitment that identifies five key actions to address Amtrak's contribution to climate change and protect its assets from increasing climate risks in both the short term and the long term. The Commitment underscores the importance of Amtrak's responsibility to provide efficient, clear, responsible, and resilient transportation to the communities it serves and to remain relevant as technologies shift towards low- and zero-emissions.

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

WHEREAS, Climate change is a global crisis requiring bold collective action to curb emissions and mitigate irreversible environmental and societal damage; and

WHEREAS, Climate change is causing Amtrak's services and operations to be adversely impacted by the increasing intensity and frequency of extreme weather events; and

WHEREAS, The North American and international rail industries are pursuing emission reduction and zero emission technologies, operations, and infrastructure, providing Amtrak with an opportunity to positively contribute to climate protection and be a sustainable mobility leader; and

WHEREAS, Federal and State established climate goals give National Railroad Passenger Corporation (Amtrak) an opportunity to partner and become a climate solution necessary to advance the United States' commitment in the Paris agreement; and

WHEREAS, Amtrak recognizes its essential role in mitigating climate change impacts from United States transportation emissions by reducing its carbon footprint and supporting the shift to a more sustainable balance of transport modes; and

WHEREAS, Amtrak must address the impacts of climate change, in both the short and long term, by reducing emissions from every aspect of the company, including the rail network, vehicles, facilities, operations including construction activities, and its supply chain; and

WHEREAS, Amtrak must develop a comprehensive emission inventory and set a credible emission reduction target in alignment with industry best practices and science-based methodology; and

WHEREAS, Management has developed a Climate Commitment that identifies five key actions to address Amtrak's contribution to climate change and protect its assets from increasing climate risks in both the short term and the long term, underscoring the importance of Amtrak's responsibility to provide an efficient, clean, responsible, and resilient mode of transportation for the communities it serves and to remain relevant as technologies shift towards low- and zero-emissions; and

WHEREAS, Management acknowledges that implementing the Climate Commitment will require a long-term commitment on the part of Amtrak that will impact the company across all its operations, facilities, and business practices and that specific planning to develop and implement specific approaches, costs and funding strategies, and other elements of this program will be undertaken by Management and presented to the Board for awareness and approval, as required, in the future; and

WHEREAS, Amtrak policy requires the Board of Directors to approve any proposed action or other matter having a material impact on the Company's statutory mission and strategic goals; and

WHEREAS, The Government Affairs, Legal and Corporate Governance Committee and the Board of Directors have each reviewed Management's proposed Climate Commitment and Net-Zero Strategy; therefore, be it

RESOLVED, That the Board of Directors approves the adoption of the Climate Commitment and the Net-Zero Strategy; and

FURTHER RESOLVED, That the Board of Directors directs the Chief Executive Officer, President and the Executive Vice President, Strategy, Planning & Accessibility to prioritize and develop strategies and plans and take actions, consistent with those delegated to Management, to execute the Climate Commitment and to utilize the Sustainability Office to oversee implementation planning of a Net-Zero Strategy and the Climate Commitment across all business units.

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INNOVATION, INTRODUCTION & STRATEGY

Mr. Zacariassen introduced Mr. Mitti and Mr. Leveille to describe the new innovation program they are overseeing in Digital Technology. Mr. Leveille described how this program is designed to activate the elements that create an innovation culture and how to emphasize productivity and creativity. They also previewed the pipeline of projects and expectations for maximizing investment in digital solutions.

The Board asked questions and discussed the various issues raised by Mr. Leveille's presentation.

FY23 PRELIMINARY AOP

Ms. Winbigler and Mr. Corneau discussed the process by which they are building the FY 2023 Annual Operating Plan (AOP). They also discussed the risks to the AOP and the scenarios being worked on for presentation to the Board in September. Mr. Corneau noted that while good progress has been made in developing the Plan, a number of assumptions have changed since the preliminary view was shared with the Board in May. These changes in assumptions create additional complexity versus the 5-year plan and 2023 Legislation and Grant request: Adjusted Level of Operations to account for hiring velocity exit from 2022 to first half of 2023; Significantly higher inflation developed recently versus the 5-year plan; Rising fuel costs and impact of the Russian-Ukrainian war; Retention and recruiting headwinds due to current labor market conditions; Demand and revenue tailwind with a path for quicker recovery into 2023; and the possibility of a 2023 recession and/or another virus variant impact on demand.

The Board asked questions and discussed the various issues raised by Ms. Winbigler's and Mr. Corneau's presentation.

PRELIMINARY STRATEGIC FOCUS

Mr. Newman presented the draft Strategic Focus and talked through each of the elements and how they build on the goals that were set for FY 2022. Mr. Newman noted that they had intentionally elevated "Empower our Employees" from being one of our focus areas in FY 2022 to being the animating factor behind each of the focus areas in FY 2023. He described how, with significant increases in activity across the organization, we will need to spread decision-making and accountability more broadly to meet our goals. Mr. Newman also noted that the primary task will be continued recruiting effort and retention tactics to build the workforce and invest in employees through enhanced training and development opportunities while we continue to evolve our culture through

initiatives to foster diversity, inclusion, and belonging and through process changes and improved tools to simplify and speed up problem-solving and decision-making.

The Board asked questions and discussed the various issues raised by Mr. Newman's presentation.

SUCCESSION PLANNING

Ms. Spain and Ms. Lindner described the succession plan metrics they rely on, and Ms. Spain described her succession plan for Human Resources. Following some discussion with the Board, Mr. Zacariassen summarized his succession plan for Digital Technologies.

The Board asked questions and discussed the various issues raised by Mr. Zacariassen's succession plan.

The Board adjourned at 12:00 p.m. and reconvened in regular session at 12:20 p.m.

ADA PROGRAM REVIEW & STATUS UPDATE

Mr. Handera provided the Board with an update on the ADA Compliance program and summarized the reports that would be covered at the meeting with representatives of the disability community.

The Board asked questions and discussed the various issues raised by Mr. Handera's presentation.

MEETING WITH REPRESENTATIVES OF THE DISABILITY COMMUNITY

Mr. Coscia adjourned the meeting at 1:00 for travel to JW Marriott to meet with representatives of the disability community. The meeting reconvened at the JW Marriott at 2:00 p.m. with Mr. Coscia, Mr. Moreland, and Mr. Carper.

Ms. Acheson, Ms. Winbigler, Mr. Predmore, Mr. Naparstek, Mr. Williams, Mr. Zacariassen, Mr. Harris, Mr. Newman, Ms. Spain, Ms.

Mason and Maestri, Ms. Tortolani, Ms. Tuzzolino, Mr. Nelson, Mr. Herrmann, and Ms. Jordan also attended the meeting.

The Amtrak Board of Directors met with representatives from the disability community on July 21, 2022. The purpose of this meeting was to bring together representatives of the disability community, the Amtrak Board of Directors, and Amtrak Executive Leadership to discuss the current state of railroad operations, Amtrak's future and its investment in equipment, stations and employees to enhance passenger service for the disability community. The Infrastructure Investment and Jobs Act requires Amtrak to hold a meeting with representatives of the disability community and Amtrak Board of Directors once a year. The meeting was well attended by representatives of the disability community. Attendees representing the disability community included the following:

Aaron Kaufman, The Jewish Federations of North America
Ana Torres-Davis, National Council on Disability
Bill Botten, U.S. Access Board
Carol Tyson, Disability Rights Education and Defense Fund (DREDF)
Charles Petrof, Access Living
Claire Stanley, National Disability Rights Network (NDRN)
Clark Rachfal, American Council of the Blind
Eric Lipp, Open Doors Organization (ODO)
Gerald "Jerry" Carbone, Open Doors Organization (ODO)
Howard Rosenblum, National Association of the Deaf
Ian Watlington, National Disability Rights Network
John G. Paré Jr., National Federation of the Blind
Kenneth "Ken" Shiotani, National Disability Rights Network
Laura Saltzman, Access Living
Lee Page, Paralyzed Veterans of America
Richard Kessler, Kessler Foundation
Rocco Iacullo, Disability Rights Pennsylvania
Scott Windley, U.S. Access Board
Stephen "Steve" Lieberman, United Spinal Association
Swatha Nandhakumar, American Council of the Blind
Zainab Alkebsi, National Association of the Deaf

Topics discussed included Amtrak's progress on the ADA Stations Program, Rolling Stock Accessibility, IT Accessibility,

Customer Service, as well as Employee Training, Talent Acquisition & Employee Resource Groups. Several members of the audience who were present and available remotely asked questions which were answered by the Amtrak executive team.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 4:00 p.m.



Eleanor D. Acheson
Corporate Secretary



William Herrmann
Assistant Corporate Secretary