

NATIONAL RAILROAD PASSENGER CORPORATION

BOARD OF DIRECTORS

MINUTES OF MEETING

December 16, 2022

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed telephonic meeting on Thursday, December 16, 2022.

Board members participating in the meeting were Anthony Coscia (Board Chairman), Bert DiClemente, Tom Carper, Yvonne Burke, and Amit Bose participated in the meeting.

The meeting was convened by Mr. Coscia in executive session at 12:45 p.m. and a quorum was confirmed. The minutes were recorded by Mr. Herrmann.

CEO AND PRESIDENT BASE PAY RECOMMENDATION

The Board discussed recommendations regarding merit compensation for the Chief Executive Officer and the President as prepared by Management and reviewed by the Personnel and Compensation Committee. Following discussion, upon motion made by Mr. DiClemente and seconded by Ms. Burke, the Board voted to adopt the following resolutions:

WHEREAS, Human Resources regularly reviews the management compensation programs including base pay, short-term incentives, long-term incentives, and executive rewards relying on an independent consultant to ensure National Railroad Passenger Corporation can attract, motivate, and retain the talent required to meet current and emerging business needs; and

WHEREAS, Management leveraged both market survey data as well as peer group data for Executive Vice Presidents, Presidents and Chief Executive Officers available in public proxy statements and accordingly recommends adjustments in base salary for the Chief Executive Officer, the President, and the Executive Vice Presidents as set forth in the executive summary, effective December 26, 2022; and

WHEREAS, the Board of Directors has authorized the Personnel and Compensation Committee to approve merit increases for executive

vice presidents and recommend merit increases for the CEO and the President; and

WHEREAS, The Personnel and Compensation Committee has reviewed the executive summary containing Management's recommendations and agrees with the proposed adjustments to base salary for the Chief Executive Officer, the President, and the Executive Vice Presidents as set forth in the executive summary; therefore, be it

RESOLVED, That the Board of Directors approves the proposed salary adjustment set forth in the Executive Summary for Stephen Gardner, Chief Executive Officer, effective December 26, 2022; and

FURTHER RESOLVED, that the Board of Directors approves the proposed salary adjustment set forth in the Executive Summary for Roger Harris, President, effective December 26, 2022.

(4-0-1) Mr. Bose abstained.

FY 2023 Short-Term Incentive Plan Metrics

The Board discussed recommendations for the corporate performance target and payout range (threshold to superior) metrics for the FY 2023 Short-Term Incentive Plan goals, weights that was approved in July 2022. This recommendation was previously reviewed by the Personnel and Compensation Committee. Following discussion, upon motion made by Mr. DiClemente and seconded by Ms. Burke, the Board voted to adopt the following resolutions:

WHEREAS, Pursuant to the advocacy of such programs by Congress in Section 223 of the Passenger Rail Investment and Improvement Act of 2008 (PRIIA), the Board of Directors authorized Management to create a Short-Term Incentive (STI) Plan to incent management employees to achieve significant annual financial and organizational performance goals; and

WHEREAS, The Board of Directors approved the STI Plan design, including metrics, for FY 2023 on July 20, 2022 and now the Personnel and Compensation Committee has reviewed and considered the associated metric targets for the FY 2023 Plan, as described in the Executive Summary; and

WHEREAS, The metric targets for the FY 2023 STI plan reflect the significant increase in ridership, operating expenses and other opportunities and challenges anticipated to face the Company in the fiscal years and will incent and align Management to achieve strong results;

WHEREAS, The target for Adjusted Operating Income reflects the significant projected improvement in the financial performance of the passenger-related business operations in FY 2023 versus FY 2022, as defined by the business segment reporting initiative now under development by the Company, while maintaining the increased pace of infrastructure-related operating expense associated with preparing for and undertaking the expansion of the Company's long-term Capital program, as described in the Executive Summary; and

WHEREAS, The Personnel and Compensation Committee and Board of Directors will review the financial results for FY 2023 in the draft business segments on a quarterly basis to gain insight into performance against the Adjusted Operating Income targets; and

WHEREAS, The Personnel and Compensation Committee desires to renew and update the approach to executive compensation and the STI Plan for FY 2024 to reflect the new opportunities and challenges facing the Company as it recovers from the impacts of the Covid-19 Pandemic and seeks to utilize the historic federal investments in intercity passenger rail made by the Infrastructure Investment and Jobs Act (IIJA); and

WHEREAS, To achieve this, the Personnel and Compensation Committee will engage in FY 2023 an independent compensation consultant and the Amtrak OIG to support its work with Management to formulate a new version of the STI Plan for adoption for FY 2024; and

WHEREAS, The FY 2024 Plan shall utilize tools, including the new business segment reporting methods being developed by the Company, to track the financial performance of passenger train and infrastructure business segments, contain updated goals to reflect the new era of investment and expansion made possible by IIJA, and provide assurances that the Company is directly benefitting from the design of the STI plan and the performance achieved by Management under such Plan; and

WHEREAS, The Board of Directors has authorized the Personnel and Compensation Committee to review and recommend to the Board of Directors the approval of the STI metrics for FY 2023 set forth in the Executive Summary; and

WHEREAS, The Board of Directors has authorized the Personnel and Compensation Committee to develop the approach to STI for FY 2024 for subsequent adoption by the Committee and recommendation to the Board of Directors, as required; and

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WHEREAS, the Personnel and Compensation Committee has recommended to the Board of Directors the adoption of the FY 2023 STI metric targets as set forth in the Executive Summary; therefore, be it

RESOLVED, That the Board of Directors approves the FY 2023 STI metric targets as set forth in the Executive Summary.

(4-0-1) Mr. Bose abstained.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 1:15 p.m.



William Herrmann
Assistant Corporate Secretary