

NATIONAL RAILROAD PASSENGER CORPORATION

BOARD OF DIRECTORS

MINUTES OF MEETING

December 1, 2023

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed meeting on Friday, December 1, 2023, at Amtrak's Richmond Main Street Station. The public was invited to attend the regular session of the meeting in person and online.

Board members participating in the meeting were Tony Coscia (Board Chairman), Jeff Moreland, Yvonne Burke (virtual attendee), and Tom Carper. Stephen Gardner (Chief Executive Officer, non-voting) also participated in the meeting.

Amit Bose (FRA Administrator, DOT voting Designee) and 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), Gery Williams (Executive Vice President, Chief Operating Officer), Steve Predmore (executive Vice President, Chief Safety Officer), Christian Zacariassen (Executive Vice President, Digital Technology & Innovation), Dennis Newman (Executive Vice President, Strategy & Planning), Robert Grasty (Executive Vice President, Chief Human Resources Officer), Laura Mason (Executive Vice President, Capital Delivery), Eliot Hamlich (Executive Vice President, Chief Marketing Officer), Bruno Maestri (Vice President, Government Affairs & Corporate Communications), Chief Sam Dotson (Vice President, Chief of Amtrak Police), Doug Duvall (Assistant Vice President, Communications), Gretchen Kostura (Senior Director, Coordination & Special Projects), William Herrmann (Vice President, Managing Deputy General Counsel & Assistant Corporate Secretary)

and Whitney Jordan (Associate General Counsel) also attended the meeting.

William Herrmann (Vice President, Managing Deputy General Counsel & Assistant Corporate Secretary) and Whitney Jordan (Associate General Counsel) attended the meeting.

REGULAR SESSION

The meeting was called to order in regular session at 10:00 a.m. by Mr. Coscia and a quorum was confirmed. The meeting followed the published agenda, was recorded, and is available on www.Amtrak.com. Chief Dotson provided a safety briefing.

There being no further regular business before the Board, the regular session of the meeting adjourned at 4:05 p.m.

EXECUTIVE SESSION

Mr. Coscia called the executive session to order at 5:05 p.m. and confirmed a quorum. The minutes were recorded by Ms. Acheson.

FY23 INCENTIVE PLAN APPROVALS

After brief discussion, Mr. Carper moved and Ms. Burke seconded the following resolutions relating to the FY23 incentive plan that was discussed in detail the prior day, November 30, 2023:

WHEREAS, The Board of Directors authorized Management to create a Short-Term Incentive (**STI**) Plan and a Long-Term Incentive (**LTI**) Plan that rewards management employees for achieving annual financial and organizational performance goals; and

WHEREAS, The Board of Directors established goals for the STI plan for FY 2023, as described in the Executive Summary; and

WHEREAS, the Board of Directors established goals for the 2021 LTI plan for FY 2021 - 2023, as described in the Executive Summary; and

WHEREAS, the Company met the financial and other organizational performance goals for the FY 2023 STI Plan; and

WHEREAS, the Company met the financial and other organizational performance goals for the 2021 LTI Plan for FY 2021 - 2023; and

WHEREAS, Management recommends the Board of Directors approve STI and LTI payments to all eligible participants in accordance with the recommendations set forth in the Executive Summary; and

RESOLVED, That the Board of Directors authorizes the Chief Executive Officer to release award of [REDACTED] in employee payments and 6% in employer taxes which totals to [REDACTED] under the FY 2023 STI Plan to eligible participants; and be it

FURTHER RESOLVED, That the Board of Directors authorizes the Chief Executive Officer to release award of [REDACTED] in employee payments and 5% in employer taxes which totals to [REDACTED] under the 2021 LTI Plan for FY 2021 - 2023 to eligible participants; and be it

FURTHER RESOLVED, That the Board of Directors authorizes payment of the STI awards and the LTI awards to the Chief Executive Officer and the President in accordance with the Executive Summary and as previously established by the Board of Directors.

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

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 5:10 p.m.



Eleanor D. Acheson
Corporate Secretary