

NATIONAL RAILROAD PASSENGER CORPORATION**BOARD OF DIRECTORS****MINUTES OF MEETING****November 14, 2024**

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed meeting on Thursday, November 14, 2024. Board members participating in the meeting were Anthony Coscia (Board Chairman), Yvonne Burke, Christopher Koos, and Joel Szabat. 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 (Corporate Secretary), and Tracie Winbigler (Executive Vice President, Chief Financial Officer) participated in the meeting.

Ken Altman (Vice President Government Affairs), Lucia Butts (Assistant Vice President Funding & Grants), Costin Corneanu (Senior Vice President, Finance), William Herrmann (Executive Vice President, Chief Legal Officer & Assistant Corporate Secretary), Whitney Jordan (Associate General Counsel & Assistant Corporate Secretary), and Erin Lynch (Associate General Counsel) attended the meeting.

Mr. Coscia called the executive session to order at 4:05 p.m. The minutes were recorded by Ms. Jordan and Mr. Herrmann.

2025 NORTHEAST CORRIDOR AND COOPERATIVE AGREEMENT

Mr. Gardner introduced the cooperative agreement. Ms. Butts discussed the merits of the agreement between Amtrak and the Federal Railroad Administration.

After discussion, Ms. Burke moved and Mr. Koos seconded the following resolutions:

After discussion, Ms. Burke moved and Mr. Koos seconded the following resolutions:

WHEREAS, National Railroad Passenger Corporation ("Corporation") has in the past entered into annual agreements with the Federal Railroad Administration providing federal funds to the Corporation for use in connection with the Corporation's Northeast Corridor; and

WHEREAS, The Corporation has in the past entered into annual agreements with the Federal Railroad Administration providing federal funds to the Corporation for use in connection with the Corporation's National Network; and

WHEREAS, A continuing resolution has been enacted for FY 2025; and

WHEREAS, The Corporation and the Federal Railroad Administration have negotiated the respective terms and conditions for the FY 2025 Northeast Corridor Cooperative Agreement and the FY 2025 National Network Cooperative Agreement; and

WHEREAS, The work plan set forth in the 2025 Northeast Corridor Cooperative Agreement and the FY 2025 National Network Cooperative Agreement is consistent with the FY 2025 Amtrak Operating Plan presented to the Board of Directors for approval; and

WHEREAS, The Board of Directors deems it to be in the best interests of the Corporation to enter into the FY 2025 Northeast Corridor Cooperative Agreement and the FY 2025 National Network Cooperative Agreement; therefore, be it

RESOLVED, That the Board of Directors approves (i) the FY 2025 Northeast Corridor Cooperative Agreement, and (ii) the FY 2025 National Network Cooperative Agreement, both on the terms presented to the Board of Directors; and

FURTHER RESOLVED, That the President, Chief Executive Officer, or the Chief Financial Officer (or the AVP, Funding & Grants on behalf of and at the instruction of either of them) be and they each hereby are authorized to execute and deliver on behalf of the Corporation the FY 2025 Northeast Corridor Cooperative Agreement and the FY 2025 National Network Cooperative Agreement, each with such changes and modifications as the President, Chief Executive Officer, or the Chief Financial Officer may in their sole discretion deem necessary or advisable, as conclusively evidenced by the execution and delivery of the FY 2025 Northeast Corridor Cooperative Agreement and the FY 2025 National Network Cooperative Agreement, respectively; and

FURTHER RESOLVED, That the President, Chief Executive Officer, or the Chief Financial Officer (or the AVP, Funding & Grants on behalf of and at the instruction of either of them) be and they each hereby are authorized to execute and deliver on behalf of the Corporation subsequent amendments to the FY 2025 Northeast Corridor Cooperative Agreement and the FY 2025 National Network Cooperative Agreement that do not materially alter the terms and conditions of those agreements.

(4 - 0 - 1) (FRA Abstained)

BOARD TRANSPARENCY

Mr. Gardner discussed the legal requirements versus discretionary changes for increased transparency in how the Board conducts its work.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 4:30 p.m.



William Herrmann
Assistant Corporate Secretary