

**NATIONAL RAILROAD PASSENGER CORPORATION**

**BOARD OF DIRECTORS**

**MINUTES OF MEETING**

**December 3, 2025**

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed meeting on Wednesday, December 3, 2025, in New Orleans. Board members participating in the meeting were (b)(6)

(b)(6)

(b)(6) and (b)(6)

Associate Administrator) participated in the meeting.

Roger Harris (President), Costin Corneanu (Executive Vice President, Chief Financial Officer), Eliot Hamlisch (Executive Vice President and Chief Commercial Officer), William Herrmann (Executive Vice President Chief Legal and Human Resources Officer (CLHRO)), Laura Mason (Executive Vice President Capital Delivery), Jennifer Mitchell (Executive Vice President Strategy & Planning), Steve Predmore (Executive Vice President Chief Safety Officer), Gery Williams (Executive Vice President Service Delivery & Operations), and Christian Zacariassen (Executive Vice President Digital Technology & Innovation), participated in the meeting.

(b)(6)

(b)(6) called the meeting to order at 12:00 p.m. The minutes were recorded by Mr. Herrmann.

**WESTBOUND BYPASS REIMBURSABLE AGREEMENT**

(b)(6) summarized the terms of the proposed reimbursement agreement for this project with MTA.

After discussion, (b)(6) seconded the following resolutions:

**WHEREAS**, The New York Metropolitan Transit Authority (**MTA**) desires to construct the Westbound Bypass Project (**Project**) within Sunnyside Yard; and

**WHEREAS**, The construction of the Project requires that Amtrak provide reimbursable services in the amount of approximately (b)(4) to support the Project through completion (**Reimbursable Costs**); and

**WHEREAS**, Amtrak and MTA seek to enter into an agreement (**Agreement**) which will, amongst other things, (i) for the payment to Amtrak for the Reimbursable Costs and (ii) require that Amtrak bear financial risk up to a maximum amount of (b)(4) (**Amtrak Payment Amount**) for Amtrak caused delays which result from Amtrak's failure to provide the Amtrak support required in the Agreement; and

**WHEREAS**, Amtrak policy requires that the Board of Directors approve the services contained in the Agreement since it is expected that the Amtrak services will be in excess of \$75M in total value; and

**WHEREAS**, The Board has determined that it is advisable and in the best interests of Amtrak to authorize and approve the Agreement, including the Reimbursable Costs and the Amtrak Payment Amount; therefore, be it

**RESOLVED**, That the Board authorizes and approves the Reimbursable Costs and the Amtrak Payment Amount; and

**FURTHER RESOLVED**, That the Board authorizes each of the Chief Executive Officer, the President, the EVP Capital Delivery, and such subordinate officer or officers as any of the above may designate (**Authorized Officers**), be, and each

of them hereby is, each acting singly, authorized and empowered, in the name and on behalf of Amtrak, to take any and all actions consistent with this resolution and to make, execute and deliver in the name and on behalf of Amtrak all instruments, agreements, certifications and all other documents as may be required or contemplated by the foregoing, containing such terms as Authorized Officers deem necessary and advisable in order to effectuate the foregoing transaction; and

**FURTHER RESOLVED**, That any and all lawful actions taken on Amtrak's behalf within the scope of the foregoing be and are hereby ratified, confirmed and approved.

(9-0)

**WUS COOPERATIVE AGREEMENT**

(b)(6) discussed the current negotiations and the agreement draft that is mostly completed. (b)(6) noted that the proposed resolution was written in conjunction with the FRA.

After discussion, (b)(6) seconded the following resolutions:

**WHEREAS**, National Railroad Passenger Corporation (**Amtrak**) Board of Directors (**Board**) previously approved the acquisition by eminent domain of the sublease agreement between Union Station Redevelopment Corporation (**USRC**) and Union Station Investco, LLC (**Sublease**) for the management and operation of Washington Union Station (**Station**); and

**WHEREAS**, On July 9, 2024, the United States District Court for the District of Columbia entered a revised Order Granting Motion for Immediate Possession that granted Amtrak possession of the Sublease for the management and operation of the Station; and

**WHEREAS**, On July 29, 2024, possession of the Sublease was transferred to Amtrak; and

**WHEREAS**, Since July 29, 2024, Amtrak has been managing and operating the Station consistent with the terms of the Sublease; and

**WHEREAS**, Amtrak recognizes that restoring the Station to a safe and financially sound status is part of the White House initiative to make the Nation's Capital safe and beautiful again consistent with Executive Order (**EO**) 14252, Making the District of Columbia Safe and Beautiful (March 27, 2025); and

**WHEREAS**, On September 10, 2025, the Board voted and approved a resolution (**Resolution**) that affirmed its support of (i) the United States Department of Transportation (**DOT**) decision to reclaim the management of the Station to restore this federally owned asset to its former glory, (i) amending of the Union Station Redevelopment Cooperative Agreement dated November 14, 1983, as amended (the **Existing Agreement**), by the end of 2025; and (iii) the DOT plan to leverage the valuable commercial aspects of the Station, under the direct management of USRC, to reinvest in the Station and make much needed improvements; and

**WHEREAS**, At the direction of the Board, Management has been negotiating an amendment and restatement to the Existing Agreement (**Agreement**) that substantially incorporates the terms set forth in the term sheet attached to the Resolution (**Term Sheet**); and

**WHEREAS**, The Agreement represents significant collaboration and discussion with FRA and USRC to advance the concepts in the Term Sheet, provides present and future value to Amtrak for Amtrak's investment and protects its rail operations at the Station; therefore, be it,

**RESOLVED**, That the Board hereby approves Management's continued cooperation and collaboration with USRC and

DOT/FRA to restore the Station to a safe, financially sound, and beautiful federally owned natural treasure; and

**FURTHER RESOLVED**, That the Board hereby authorizes and approves the proposed Agreement including the principles and general information incorporating the Term Sheet provisions; and

**FURTHER RESOLVED**, That the Board authorizes and directs Management to finalize and execute the Agreement by the end of 2025; and

**FURTHER RESOLVED**, That the Board authorizes the President and/or the Chief Commercial Officer to make required final edits to and finalize the Agreement as required to comply with the previously approved Resolution; and

**FURTHER RESOLVED**, That the Board authorizes each of the President, the EVP Chief Commercial Officer, and such subordinate officer or officers as any of the above may designate (**Authorized Officers**), be, and each of them hereby is, each acting singly, authorized and empowered, in the name and on behalf of Amtrak, to take any and all actions consistent with this resolution and to make, execute and deliver in the name and on behalf of Amtrak all instruments, agreements, certifications and all other documents as may be required or contemplated by the foregoing, containing such terms as Authorized Officers deem necessary and advisable in order to effectuate the foregoing transaction; and

**FURTHER RESOLVED**, That the Board hereby directs Management to work cooperatively to support DOT/FRA and USRC to achieve the goals of the DOT/FRA to restore the Station in accordance with the terms of the Agreement; and

**FURTHER RESOLVED**, That any and all lawful actions taken on Amtrak's behalf within the scope of the foregoing be and are hereby ratified, confirmed and approved.

(9-0)

**METRO-NORTH UPDATE**

Ms. Mitchell discussed the updates associated with Metro-North.

**PENN STATION UPDATE**

(b)(6) provided the update on Penn Station.

The Board met in Executive Session at 2:30 p.m.

**COMMITTEE ASSIGNMENTS**

After discussion, (b)(6) seconded the following resolutions detailing the Board Committee assignments:

**WHEREAS**, Section 5.02 of the Bylaws of the National Railroad Passenger Corporation (*Corporation*) provides that the Board of Directors (*Board*) may create committees and appoint members to serve on such committees, and that each such committee shall consist of not less than three directors then in office; and

**WHEREAS**, Section 5.03 of the Bylaws of the Corporation provides that the Board shall designate one member of each committee to act as its chair; and

**WHEREAS**, Robert Gleason has been appointed to a five-year terms; and

**WHEREAS**, The Board desires to appoint directors to serve on each of the committees previously established by the Board; and

**WHEREAS**, The Board desires to appoint one member of each committee to act as its chair; therefore, be it

**RESOLVED**, That the Board hereby elects (b)(6), (b)(6) to serve as members of the Personnel and Compensation Committee and shall serve until their successors are duly appointed or until their earlier resignation or removal; and

**FURTHER RESOLVED,** That the Board hereby elects (b)(6) (b)(6) to serve as Chair of the Personnel and Compensation Committee; and

**FURTHER RESOLVED,** That the Board hereby elects (b)(6) (b)(6)

Government Relations, Legal, and Corporate Governance Committee and shall serve until their successors are duly appointed or until their earlier resignation or removal; and

**FURTHER RESOLVED,** That the Board hereby elects (b)(6) (b)(6) serve as Chair of the Government Relations, Legal, and Corporate Governance; and

**FURTHER RESOLVED,** That the Board hereby elects (b)(6) (b)(6) to serve as members of the Audit and Finance Committee and shall serve until their successors are duly appointed or until their earlier resignation or removal; and

**FURTHER RESOLVED,** That the Board hereby elects (b)(6) to serve as Chair of the Audit and Finance Committee; and

**FURTHER RESOLVED,** That the Board hereby elects (b)(6) (b)(6) to serve as members of the Safety and Security Committee and shall serve until their successors are duly appointed or until their earlier resignation or removal; and

**FURTHER RESOLVED,** That the Board hereby elects (b)(6) to serve as Chair of the Safety and Security Committee; and

**FURTHER RESOLVED,** That all prior members of the above-referenced committees who are not reappointed as part of this resolution shall be deemed to have concluded their service on such committees; and

**FURTHER RESOLVED,** That the Corporate Secretary is authorized to take the appropriate steps to effect these resolutions,

including to ensure that the corporate records reflect these actions.

(9-0)

**ADJOURNMENT**

There being no further business before the Board, the meeting adjourned at 3:30 p.m.



---

William Herrmann  
Executive Vice President, Chief  
Legal and Human Resources Officer  
and Corporate Secretary