NATIONAL RAILROAD PASSENGER CORPORATION

BOARD OF DIRECTORS

MINUTES OF MEETING

July 30, 2026

The Board of Directors (Board) of the National Railroad Passenger Corporation (Amtrak or Corporation) held a duly noticed meeting on Thursday, July 30, 2026. Board members participating in the meeting were Anthony Coscia (Board Chairman), Ron Batory, David Capozzi, Lanhee Chen, Elaine Clegg, Rob Gleason, Christopher Koos, and Joel Szabat.

(b)(6)

Roger Harris (President), Costin Corneanu (Executive Vice President, Chief Financial Officer), William Herrmann (Executive Vice President, Chief Legal & Human Resources Officer & Corporate Secretary), 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, Chief Operations Officer), Dev Koushik (Interim Chief Commercial Officer), and Christian Zacariassen (Executive Vice President, Digital Technology & Innovation) participated in the meeting.

(b)(6)

Mr. Coscia called the meeting to order in executive session at 9:00 a.m. (b)(6)

(Deputy Inspector General) were invited to join the executive session.

EXECUTIVE SESSION

Mr. Coscia called the meeting to order in executive session at 9:00 a.m. and confirmed a quorum. The minutes were recorded by Ms. (b)(6)

(b)(6) left the meeting. The Board entered into regular session at 10:15 a.m.

PROJECT ORION

Mr. Herrmann and Ms. Mitchell opened the Orion discussion in which management reaffirmed the basis for its recommendation and answered the Board's questions around a variety of topics including labor implications, communications strategy, and funding.

The Board directed Management to share the preliminary framework with stakeholders and gather their input for further consideration by the Board.

The Board deferred the resolution vote.

The Board entered Executive Session between 11:40 a.m. and 2:30 p.m.

COMMITTEE REPORTS

APPROVAL OF MINUTES

After discussion, Mr. Gleason moved and Mr. Koos seconded the approval of the following minutes: May 20, 2026; May 21, 2026; and June 16, 2026.

(9 - 0)

SERVICE EXPANSION COMMITTEE

After discussion, Mr. Capozzi moved and Ms. Clegg seconded the following resolutions for approval:

WHEREAS, The National Railroad Passenger Corporation (***Company***) Board of Directors (***Board***) desires to strengthen oversight of passenger rail growth and implementation activities; and

WHEREAS, The Board desires to create a five-committee governance model that includes a new System Expansion Committee; now therefore be it

RESOLVED, That the Board hereby establishes a standing committee known as the System Expansion Committee; and be it

FURTHER RESOLVED, That the Board approves the System Expansion Committee Charter substantially in the form presented; and be it

FURTHER RESOLVED, That the Board hereby elects Elaine Clegg, Rob Gleason, Joel Szabat, Chris Koos and the Department of Transportation Secretary Representative to serve as initial members of the System Expansion 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 Rob Gleason to serve as Chair and Elaine Clegg to serve as Vice-Chair of the System Expansion Committee; and

FURTHER RESOLVED, That management is authorized and directed to make such conforming, consequential, and administrative changes to the Governance Committee Charter, any other committee charters, governance guidelines, delegation documents, committee calendars, and related governance materials as may be necessary or appropriate to implement the establishment of the System Expansion Committee, including the transfer, reassignment, or removal of

responsibilities to eliminate duplicative functions and ensure the clear and appropriate allocation of duties and oversight responsibilities among the committees of the Board; and

FURTHER RESOLVED, That the officers of the Company are authorized to take all actions necessary to implement these resolutions.

(9 - 0)

DOWNINGTON, PA NEW PLATFORM STATION

After discussion, Mr. Capozzi moved and Mr. Koos seconded to approve the following resolution:

WHEREAS, National Railroad Passenger Corporation ("***Amtrak***" or "***Corporation***") policy requires the Audit and Finance Committee approval for any (i) capital project contained within the annual operating plan where the life of projects (***LOP***) costs will be greater than (b)(4); and

WHEREAS, Management has presented to the Board and the Board has reviewed the scope and financial information related to the proposed project costs in an amount not to exceed (b)(4) (***Project Costs***) for the replacement of the existing Downingtown Station located at milepost 32.4 (the ***Project***); and

WHEREAS, Management requests and the Board deems it in the best interest of Amtrak to authorize and approve the Project Costs and the execution of the lease agreement with Pennsylvania Department of Transportation (***PennDOT***) relating to the Project; therefore, be it

RESOLVED, That the Board authorizes and approves the Project Costs and execution and enter a lease agreement with PennDOT; 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 resolutions, actions, and proceedings taken on Amtrak's behalf within the scope of the foregoing be and are hereby ratified, confirmed and approved.

(9 - 0)

CUS CONCOURSE IMPROVEMENT PROJECT

After discussion, Mr. Chen moved and Mr. Batory seconded the following resolutions for approval:

WHEREAS, National Railroad Passenger Corporation ("*Amtrak*" or "*Corporation*") policy requires the Amtrak Board of Directors ("*Board*") approval for any capital project contained within the annual operating plan where the life of projects ("*LOP*") costs will be greater than (b)(4); and

WHEREAS, Management has presented to the Board and the Board has reviewed the scope and financial information related to a proposed combined total (b)(4) ("*Project Costs*") and

FY 2026 Annual Operating Plan of (b)(4) for the Projects, which includes the execution of a construction contract in an amount not to exceed (b)(4) ("*Contract Ceiling Amount*"); and

WHEREAS, Management requests and the Audit & Finance Committee recommends the Board approve the Projects Costs for the Project, which shall include the authority for Management to enter into and execute professional services contracts for design and pre-construction phase services for Designer of Record, Project Management/Construction Management, and Construction Manager At Risk ("*CMAR*") contractor in an amount not to exceed (b)(4) and

WHEREAS, Management has presented to the Board and the Board has reviewed the estimated costs, including allocated contingency, of any construction contract; and

WHEREAS, Management requests Board authorization and approval of the Projects and Agreement in an amount not to exceed the Project Costs and execution and management of a construction contract in an amount not to exceed the Contact Ceiling Amount; and

WHEREAS, The Board has determined that it is advisable and in the best interests of Amtrak to approve the Projects and the Agreement in an amount not to exceed the Project Costs and execution and management of a construction contract in an amount not to exceed the Contact Ceiling Amount; therefore, be it

RESOLVED, That the Board authorizes and approves the Projects and the Agreement in an amount not to exceed the Project Costs and execution and management of a progressive design-build agreement in an amount not to exceed the Contact Ceiling Amount; and

FURTHER RESOLVED, That the Board authorizes each of 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 resolutions, actions, and proceedings taken on Amtrak's behalf within the scope of the foregoing be and are hereby ratified, confirmed and approved.

(8 - 1 - 0) (FRA Abstained)

SUBSTATION 41 RECONSTRUCTION

After Discussion, Mr. Gleason moved and Mr. Chen seconded the following resolutions for approval:

WHEREAS, In September 2023, the Board of Directors ("*Board*") of National Railroad Passenger Corporation ("*Amtrak*") approved the Life of Project ("*LOP*") budget for the Substation No. 41 Reconstruction Project ("*Project*"); and

WHEREAS, Amtrak policy requires Board approval for a commitment ceiling for construction contracts and funding agreements with a LOP greater than (b)(4) and

WHEREAS, Management has presented to the Board and the Board has reviewed (i) the project agreement for the Cost-Sharing Agreement for Among National Railroad Passenger Corporation

and New Jersey Transit, Acting for and On Behalf of the State of New Jersey in the total amount of the FSP Grant budget of (b)(4) ("*Project Agreement*") and (ii) the estimated costs, including allocated contingency, to approve the execution of major construction contracts, including the Project Agreement, for the Project in amounts not to exceed (b)(4) ("*Contract Ceiling Amount*"); therefore, be it,

RESOLVED, That the Board authorizes and approves the Project Agreement and the Contact Ceiling Amount; and

FURTHER RESOLVED, That the Board authorizes each of 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, including, without limitation the Project Agreement, 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 resolutions, actions, and proceedings taken on Amtrak's behalf within the scope of the foregoing be and are hereby ratified, confirmed and approved.

(9 - 0)

SUNNYSIDE TRACK LOP

After discussion, Mr. Batory moved and Mr. Capozzi seconded the following resolution for approval:

WHEREAS, National Railroad Passenger Corporation ("*Corporation*") policy requires the Audit and Finance Committee and/or the Board of Directors ("*Board*") approval for any increase in approved annual operating plan capital expenditure amounts over (b)(4) and

WHEREAS, Modifications at Sunnyside Yard Ready Tracks (*Project*) are required to support maintenance of the NextGen Acela fleet; and

WHEREAS, Management has presented to the Board and the Board has reviewed the scope and financials related to a proposed additional (b)(4) in funding for the Project, which increases the total Life of Project ("*LOP*") cost from $152.9M to (b)(4) and

WHEREAS, The Board deems it to be in the best interests of the Corporation to approve the increased LOP budget for Project; therefore, be it

RESOLVED, That the Board approves the $6.6M increase in the authorized LOP for the Project, which increases the total LOP cost from (b)(4)

(9 - 0)

PENN STATION ACCESS

After discussion, Ms. Clegg moved and Mr. Koos seconded the following resolution:

WHEREAS, In December 2021, the Board of Directors (*Board*) of National Railroad Passenger Corporation (*Amtrak*) approved the Life of Project (*LOP*) budget of the Penn Station Access Project (*Project*);

WHEREAS, Management has presented to the Board the ongoing project execution challenges and need for continued engagement of Amtrak's PM/CM services, including the estimated costs, including allocated contingency, to approve the updated contract costs relating to the PM/CM services for the Project in amounts not to exceed (b)(4) (*PM/CM Services Contract Ceiling Amount*); and

WHEREAS, The Board deems it in the best interest of Amtrak to authorize and approve the PM/CM Services Contract Ceiling Amount; therefore, be it

RESOLVED, That the Board authorizes and approves the PM/CM Services Contract Ceiling Amount and the execution of any (or amendments to any) contracts relating to such amounts; and

FURTHER RESOLVED, That the Board authorizes each of 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 resolutions, actions, and proceedings taken on Amtrak's behalf within the scope of the foregoing be and are hereby ratified, confirmed and approved.

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WUS OFFICE MOVE APPROVAL

After discussion, Mr. Capozzi moved and Ms. Clegg seconded the following resolution for approval:

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, 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, (ii) 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, On December 23, 2025, the Board voted and approved a resolution (*Resolution 2*) for Management to execute the amendment to the Existing Agreement (*Agreement*) that substantially incorporated the terms set forth in the term sheet attached to the Resolution and to protect Amtrak's investment and operation at Station; and

WHEREAS, Management executed the Agreement on December 18, 2025 and has continued its cooperation and collaboration with USRC and DOT/FRA to restore the Station to a safe, financially sound, and beautiful federally owned natural treasure; and

WHEREAS, The Agreement required that USRC provide Amtrak with a proposal to lease corporate office space within the Station (*Proposal*) and since receipt of the Proposal, Amtrak, USRC and DOT/FRA have been discussing the terms, conditions and financing of Amtrak's relocation of its corporate headquarters from 1 Massachusetts Avenue, NW, Washington, DC (*1 Massachusetts Avenue*) to the Station; and

WHEREAS, Based on its review and analysis of the Proposal as described in the Executive Summary provided to the Board, Management recommends that Amtrak relocate its existing corporate headquarters office space from 1 Massachusetts Avenue to the Station and is seeking Board approval to (i) negotiate and execute a lease with USRC substantially in accordance with the Proposal (*New Lease*), and (ii) apply for, or partner with USRC to apply for, a DOT/FRA grant (*Grant*) to fund a minimum of (b)(4) for Amtrak's required capital investment to fit out the space for occupancy at a net neutral net present value for the New Lease (*Relocation Costs*); and

WHEREAS, The return of Amtrak's corporate headquarters to the Station would be a catalyst for the revitalization of the Station by adding hundreds of employees into the Station every workday who will provide a boost to the businesses operating in the Station, thereby increasing sales and revenue generated at the Station that will ultimately make the Station a commercial location of choice and drive future

investment and developer interest for the Station; therefore, be it,

RESOLVED, That the Board hereby authorizes and approves Management negotiating and executing the New Lease as set forth in the Executive Summary provided to the Board; and

FURTHER RESOLVED, That the Board authorizes and directs Management to apply for, or partner with USRC to apply for, a DOT/FRA grant to fund the Relocation Costs; and

FURTHER RESOLVED, That the Board requires Management return to the Board for further approval if neither Amtrak nor USRC is awarded a DOT/FRA grant to cover the Relocation Costs, or if a DOT/FRA grant awarded is insufficient to fully fund the Relocation Costs; and

FURTHER RESOLVED, That the Board authorizes each of the President and such subordinate officer or officers as he 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 continue to work cooperatively to support DOT/FRA 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.

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Withheld pursuant to exemption

(b)(5)

of the Freedom of Information and Privacy Act

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Withheld pursuant to exemption

(b)(5)

of the Freedom of Information and Privacy Act

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of the Freedom of Information and Privacy Act

(b)(5)

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PRESIDENT'S UPDATE

Mr. Harris provided his last President's Update.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 2:30 p.m.

(b)(6)