



OFFICE *of* INSPECTOR GENERAL
NATIONAL RAILROAD PASSENGER CORPORATION

Financial Management:

Quality Control Review of Amtrak's Single Audit for
Fiscal Year 2023

OIG-A-2024-008 | June 20, 2024

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OFFICE of INSPECTOR GENERAL
NATIONAL RAILROAD PASSENGER CORPORATION

Memorandum

To: Jeffrey R. Moreland
Chairman, Audit and Finance Committee, Amtrak Board of Directors

Tracie A. Winbigler
Executive Vice President, Business Transformation and Chief Financial Officer

From: Kevin H. Winters *K. H. Winters*
Inspector General

Date: June 20, 2024

Subject: *Financial Management: Quality Control Review of Amtrak's Single Audit for Fiscal Year 2023 (OIG-A-2024-008)*

Amtrak (the company) contracted with the independent public accounting firm of Ernst & Young LLP to audit its consolidated financial statements as of and for the fiscal year then ended, September 30, 2023, and to provide a report on internal control over financial reporting and compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters, which they issued on December 20, 2023.¹ Because the company receives federal financial assistance, it must obtain an audit performed in accordance with U.S. generally accepted government auditing standards.

The contract also required Ernst & Young to perform a Single Audit of the company's federal financial assistance for the fiscal year ended September 30, 2023, in accordance with the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). The objective of the Single Audit was to test internal control over compliance with major federal program award requirements and determine whether the company complied with the laws, regulations, and provisions of contracts or grant agreements that may have a direct and material effect on its major federal programs.

¹ Ernst & Young LLP, *Fiscal Year 2023 Report of Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with Government Auditing Standards*, dated December 20, 2023.

Amtrak Office of Inspector General
**Financial Management: Quality Control Review of Amtrak's Single Audit for Fiscal
Year 2023**

OIG-A-2024-008, June 20, 2024

Major federal programs are those with the larger and higher-risk expenditures, as determined using the Uniform Guidance. In fiscal year 2023, the company had two such programs: the Department of Transportation's (DOT) National Railroad Passenger Corporation Grants and Federal-State Partnership for State of Good Repair programs.

On June 14, 2024, Ernst & Young issued an unmodified compliance opinion on the major federal programs it reviewed, concluding that "Amtrak complied, in all material respects, with the compliance requirements . . . that could have a direct and material effect on its major federal programs" for the period covered by its report.² Ernst & Young identified, however, two significant deficiencies³ in the company's internal control over compliance. The first was a longstanding finding in the area of Equipment and Real Property Management for the DOT National Railroad Passenger Corporation Grants, and the second was a new finding related to preparation and maintenance of the equipment population. Ernst & Young also identified other deficiencies in internal control over compliance that it determined did not rise to the level of a significant deficiency, which it communicated to the company on June 14, 2024.

As required by the Inspector General Act of 1978, we monitored the audit activities of Ernst & Young to help ensure audit quality and compliance with auditing standards. Our review disclosed no instances in which Ernst & Young did not comply, in all material respects, with U.S. generally accepted government auditing standards and Uniform Guidance requirements.

We monitored Ernst & Young's audit activities by attending key meetings and reviewing its reports, audit plans, detailed audit testing results, summary workpapers, audit quality controls, auditor independence, and qualifications. At selected field locations, we also observed Ernst & Young's testing of the company's internal controls and compliance for its management of equipment and real property.

Our monitoring activities, as differentiated from an audit in accordance with U.S. generally accepted government auditing standards, were not intended to enable us to

² Ernst & Young LLP, *FY 2023 Report of Independent Auditors on Compliance for Each Major Federal Program; Report on Internal Control Over Compliance and Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance*, dated June 14, 2024.

³ A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Amtrak Office of Inspector General
**Financial Management: Quality Control Review of Amtrak's Single Audit for Fiscal
Year 2023**

OIG-A-2024-008, June 20, 2024

express an audit opinion. Therefore, we do not express an opinion on compliance for the major program, conclusions about the effectiveness of internal control over compliance, or whether the Schedule of Expenditures of Federal Awards is fairly stated. Ernst & Young is responsible for its report dated June 14, 2024, and the conclusions expressed in the report.

If you have any questions, please contact me (Kevin.Winters@amtrakoig.gov) or James Morrison, Assistant Inspector General, Audits, at (James.Morrison@amtrakoig.gov) or 202-906-4600.

OIG MISSION AND CONTACT INFORMATION

Mission

The Amtrak OIG's mission is to provide independent, objective oversight of Amtrak's programs and operations through audits and investigations focused on recommending improvements to Amtrak's economy, efficiency, and effectiveness; preventing and detecting fraud, waste, and abuse; and providing Congress, Amtrak management and Amtrak's Board of Directors with timely information about problems and deficiencies relating to Amtrak's programs and operations.

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800-468-5469

Contact Information

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CONSOLIDATED FINANCIAL STATEMENTS
AND SINGLE AUDIT REPORT

National Railroad Passenger Corporation and Subsidiaries (Amtrak)
Year Ended September 30, 2023
With Report of Independent Auditors

Ernst & Young LLP



National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Financial Statements and Single Audit Report

Year Ended September 30, 2023

Contents

Report of Independent Auditors.....	1	
Audited Consolidated Financial Statements		
Consolidated Balance Sheets	4	
Consolidated Statements of Operations	6	
Consolidated Statements of Comprehensive Loss	7	
Consolidated Statement of Changes in Capitalization.....	8	
Consolidated Statements of Cash Flows.....	9	
Notes to Consolidated Financial Statements.....	10	
Report of Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>		52
Single Audit		
Report of Independent Auditors on Compliance for Each Major Federal Program; Report on Internal Control Over Compliance and Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance.....	54	
Schedule of Expenditures of Federal Awards.....	58	
Notes to Schedule of Expenditures of Federal Awards	59	
Schedule of Findings and Questioned Costs.....	60	

Report of Independent Auditors

The Board of Directors and Stockholders
National Railroad Passenger Corporation

Report on the Audit of the Financial Statements

Opinion

We have audited the consolidated financial statements of National Railroad Passenger Corporation and subsidiaries (the Company), which comprise the consolidated balance sheets as of September 30, 2023 and 2022, and the related consolidated statements of operations, comprehensive loss, changes in capitalization and cash flows for the years then ended, and the related notes (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company at September 30, 2023 and 2022, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS) and in accordance with the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States (*Government Auditing Standards*). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Federal Government Funding

As explained in Notes 1 and 2 to the financial statements, the Company has a history of operating losses and is dependent upon substantial Federal Government subsidies to sustain its operations and maintain its underlying infrastructure. As further explained in Note 2 to the financial statements, the Company is receiving Federal Government funding under the Continuing Appropriations Acts and the Infrastructure Investment and Jobs Act. There are currently no Federal Government operating funds appropriated by law for any period subsequent to January 19, 2024. Without the receipt of Federal Government funding, the Company will not be able to continue in its current form and significant operating changes, restructurings or bankruptcy might occur. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstance, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.



We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated December 20, 2023 on our consideration of the Company's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Company's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Company's internal control over financial reporting and compliance.

Ernst & Young LLP

December 20, 2023

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Balance Sheets

(In Millions of Dollars, Except Share Data)

	September 30,	
	2023	2022
Assets:		
Current Assets:		
Cash and cash equivalents, including restricted cash	\$ 254	\$ 299
Short-term investments, including restricted investments	222	124
Available-for-sale securities, including restricted securities	3,188	2,900
Accounts receivable, net	219	190
Materials and supplies, net	347	292
Prepaid expenses	115	103
Other current assets	92	196
Total current assets	4,437	4,104
Property and equipment:		
Locomotives	2,081	1,982
Passenger cars and other rolling stock	3,619	3,693
Right-of-way and other properties	18,761	17,920
Construction-in-progress	4,651	3,600
Leasehold improvements	1,409	1,229
Property and equipment, gross	30,521	28,424
Less: Accumulated depreciation and amortization	(11,498)	(11,027)
Total property and equipment, net	19,023	17,397
Other assets:		
Restricted investments	125	107
Operating lease right-of-use assets	118	—
Deferred charges, deposits, and other	637	566
Total other assets	880	673
Total assets	\$ 24,340	\$ 22,174

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Balance Sheets (continued)

(In Millions of Dollars, Except Share Data)

	September 30,	
	2023	2022
Liabilities and capitalization:		
Current liabilities:		
Accounts payable	\$ 968	\$ 816
Accrued expenses and other current liabilities	1,003	1,021
Deferred ticket revenue	201	201
Current maturities of long-term debt and finance lease obligations	58	129
Total current liabilities	2,230	2,167
Other liabilities:		
Long-term debt and finance lease obligations	1,157	841
Operating lease liabilities	97	—
Deferred state government capital assistance	2,831	2,742
Amtrak guest rewards program liability	91	85
Casualty reserves	254	214
Postretirement employee benefits obligation	349	421
Environmental reserve	132	143
Other liabilities	330	251
Total other liabilities	5,241	4,697
Total liabilities	7,471	6,864
Commitments and contingencies (Note 11)		
Capitalization:		
Preferred stock - \$100 par, 109,396,994 shares authorized, issued and outstanding	10,940	10,940
Common stock - \$10 par, 10,000,000 shares authorized, 9,385,694 issued and outstanding	94	94
Other paid-in capital	49,597	46,372
Accumulated deficit	(43,718)	(41,967)
Accumulated other comprehensive loss	(44)	(129)
Total capitalization	16,869	15,310
Total liabilities and capitalization	\$ 24,340	\$ 22,174

See accompanying notes.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Statements of Operations

(In Millions of Dollars)

	Year Ended September 30,	
	2023	2022
Revenues:		
Revenue from contracts with customers	\$ 2,988	\$ 2,448
Other	585	549
Total revenues	<u>3,573</u>	<u>2,997</u>
Expenses:		
Salaries, wages, and benefits	2,689	2,356
Train operations	342	287
Fuel, power, and utilities	335	303
Materials	222	194
Facility, communication, and office related	242	213
Advertising and sales	104	87
Casualty and other claims	64	82
Depreciation and amortization	898	895
Other	733	583
Indirect cost capitalized to property and equipment	(216)	(172)
Total operating expenses	<u>5,413</u>	<u>4,828</u>
Loss from operations	<u>(1,840)</u>	<u>(1,831)</u>
Non-operating income (expense):		
Interest income	124	22
Interest expense	(12)	(17)
Other expense, net	(23)	(2)
Total non-operating income, net	<u>89</u>	<u>3</u>
Net loss	<u>\$ (1,751)</u>	<u>\$ (1,828)</u>

See accompanying notes.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Statements of Comprehensive Loss

(In Millions of Dollars)

	Year Ended September 30,	
	2023	2022
Net loss	\$ (1,751)	\$ (1,828)
Other comprehensive income (loss):		
Pension and other postretirement benefit plans:		
Actuarial gain arising during the period, net	57	116
Amortization of net actuarial loss reclassified into earnings	2	15
Total change from pension and other postretirement benefit plans	59	131
Changes in unrealized losses on available-for-sale securities, net of reclassifications into earnings due to sales and maturities	26	(46)
Total other comprehensive income	85	85
Total comprehensive loss	\$ (1,666)	\$ (1,743)

See accompanying notes.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Statements of Changes in Capitalization

(In Millions of Dollars)

	Preferred Stock	Common Stock	Other Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
Balance as of September 30, 2021	\$ 10,940	\$ 94	\$ 44,016	\$ (40,139)	\$ (214)	\$ 14,697
Federal paid-in capital	—	—	2,356	—	—	2,356
Net loss	—	—	—	(1,828)	—	(1,828)
Other comprehensive income	—	—	—	—	85	85
Balance as of September 30, 2022	10,940	94	46,372	(41,967)	(129)	15,310
Federal paid-in capital	—	—	3,225	—	—	3,225
Net loss	—	—	—	(1,751)	—	(1,751)
Other comprehensive income	—	—	—	—	85	85
Balance as of September 30, 2023	<u>\$ 10,940</u>	<u>\$ 94</u>	<u>\$ 49,597</u>	<u>\$ (43,718)</u>	<u>\$ (44)</u>	<u>\$ 16,869</u>

See accompanying notes.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Statements of Cash Flows

(In Millions of Dollars)

	Year Ended September 30,	
	2023	2022
Cash flows from operating activities:		
Net loss	\$ (1,751)	\$ (1,828)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of deferred state government capital assistance	(146)	(142)
Depreciation and amortization	898	895
Loss on sale of property and equipment	21	31
Non-cash investment (income) loss	(47)	54
Other	48	20
Changes in assets and liabilities:		
Accounts receivable	(34)	(37)
Materials and supplies, prepaid expenses, and other current assets	(45)	3
Other assets	8	(191)
Accounts payable, deferred ticket revenue, and accrued expenses and other current liabilities	111	59
Other liabilities	85	57
Net cash used in operating activities	(852)	(1,079)
Cash flows from investing activities:		
Purchases of short-term investments	(7,472)	(7,468)
Proceeds from sales and maturities of short-term investments	7,376	7,774
Purchases of available-for-sale securities	(4,846)	(5,340)
Proceeds from sales and maturities of available-for-sale securities	4,611	5,679
Purchases and refurbishments of property and equipment	(2,644)	(2,222)
Proceeds from disposals of property and equipment and other	4	3
Net cash used in investing activities	(2,971)	(1,574)
Cash flows from financing activities:		
Proceeds from federal paid-in capital	3,225	2,356
Proceeds from state government capital assistance	235	230
Repayments of debt and financing lease obligations	(61)	(126)
Proceeds from issuance of debt, net of credit risk premium	379	—
Net cash provided by financing activities	3,778	2,460
Net change in cash and cash equivalents, including restricted cash	(45)	(193)
Beginning balance of cash and cash equivalents, including restricted cash	299	492
Ending balance of cash and cash equivalents, including restricted cash	\$ 254	\$ 299
Supplemental disclosure of cash payments:		
Interest paid, net of amount capitalized	\$ 30	\$ 21
Supplemental disclosure of non-cash investing and financing activities:		
Other non-cash changes in property, including accruals of amounts due for purchases	\$ 100	\$ 78

See accompanying notes.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements

Years Ended September 30, 2023 and 2022

1. Nature of Operations

The National Railroad Passenger Corporation (Amtrak or the Company) was incorporated in 1971 pursuant to the Rail Passenger Service Act of 1970 and is authorized to operate a nationwide system of passenger rail transportation. The United States government (the Federal Government) through the Secretary of the United States Department of Transportation (the DOT) owns all issued and outstanding preferred stock. Amtrak's principal business is to provide rail passenger transportation service in the major intercity travel markets of the United States. The Company also manages major construction projects in support of its rail operations, operates commuter rail operations on behalf of certain states and transit agencies, provides equipment and right-of-way maintenance services, and has leasing operations.

The Company has a history of recurring operating losses and is dependent on subsidies from the Federal Government to operate the national passenger rail system and maintain the underlying infrastructure. These subsidies are usually received through annual appropriations. Appropriated funds for Amtrak are generally provided to the DOT, which through its agency the Federal Railroad Administration (the FRA) provides those funds to Amtrak pursuant to annual grant agreements. In addition, as further described in Note 2, the Infrastructure Investment and Jobs Act (IIJA) provides the Company with multi-year funding that is not subject to annual appropriations and that will allow the Company to modernize its fleet and improve its infrastructure. Amtrak's ability to continue operating in its current form is dependent upon the continued receipt of subsidies from the Federal Government. The DOT, through its National Surface Transportation and Innovative Finance Bureau (also referred to as the Build America Bureau), also provides financing to Amtrak through the Railroad Rehabilitation and Infrastructure Financing (RRIF) Program.

Demand for both leisure and business travel increased in fiscal year (FY)2023 as compared to FY2022 as the Company continued its recovery from the 2019 coronavirus (COVID) pandemic (the pandemic). In FY2023, the Company restored nearly all of the service that was suspended or reduced during the pandemic, regained most of its ridership and revenues, attracted many new customers, and expanded its workforce.

The Company evaluated if its ongoing operating losses raise substantial doubt about Amtrak's ability to continue as a going concern in the foreseeable future, considered to be through the end of December 2024, and concluded that the Company's forecasted cash flows, including anticipated Federal and state funding and credit arrangements, are sufficient to cover Amtrak's operations for the next year. Without Federal Government funding, Amtrak will not be able to continue to operate in its current form and significant operating changes, restructuring, or bankruptcy may occur. Such changes or restructuring would likely result in asset impairments.

See Notes 2, 4, 5, and 7 for additional information about Amtrak and its relationship with the Federal Government.

2. Annual Funding

On November 15, 2021, the IIJA was signed into law (Public Law 117-58). The IIJA contains two rail-funding-related components. The first component includes \$22.0 billion in advance supplemental appropriations for Amtrak for capital investment from FY2022 through FY2026. These funds are

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

2. Annual Funding (continued)

generally not available to fund operating costs. In addition, the first component of the IIJA includes \$44.0 billion in advance appropriations for discretionary rail programs. Amtrak will be eligible to apply for or will otherwise benefit from the majority of this funding. All \$66.0 billion is approved, meaning that Congress does not have to take any additional action in order for the funds to be available. In FY2023 the Company received IIJA advance supplemental funding of \$745 million.

The second rail-funding-related component of the IIJA is a reauthorization of rail annual appropriation funding for FY2022 through FY2026, which replaces prior authorizations enacted by the Fixing America's Surface Transportation Act (the FAST Act). The IIJA reauthorization component has a non-binding target funding level for Amtrak of \$19.2 billion from FY2022 through FY2026, or \$3.8 billion annually on average. Of this, the Company received \$2.4 billion in FY2023 and \$2.3 billion in FY2022. It also contains a similar target for FRA grants programs of \$15.3 billion, or \$3.1 billion annually. These FRA grant programs will only be available if Congress approves funding through the annual appropriations process.

The Company received a combined \$3.7 billion in funding between March 2020 and March 2021 under various COVID relief acts, to help prevent, prepare for, and respond to the pandemic (COVID Relief Act funding). The COVID Relief Act funding received by Amtrak and intended for Amtrak's state and agency partners was recorded as an advance payment from the states and agencies. The balance of the COVID Relief Act funding was recorded as other paid-in capital. As of September 30, 2023, \$72 million of COVID Relief Act funding remained to be spent.

On September 30, 2023, President Biden signed into law the "Continuing Appropriations Act, 2024 and Other Extensions Act" (Public Law 118-15) and subsequent to September 30, 2023, the President signed into law the "Further Continuing Appropriations and Other Extensions Act, 2024" (Public Law 118-22) (collectively, the Continuing Appropriations Acts). The Continuing Appropriations Acts appropriated funding for Amtrak at FY2023 levels through January 19, 2024. Congress has not specifically appropriated any FY2024 operating funds for the Company for the period subsequent to January 19, 2024.

The table below provides information on appropriated annual funding for the Company's FY2024, FY2023, and FY2022 as provided by various continuing resolutions (CRs), and the Consolidated Appropriations Act (Full Year Funding) related to those years (in millions of dollars):

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

2. Annual Funding (continued)

	FY2024	FY2023	FY2022
Enactment dates for CRs	September 30, 2023 November 16, 2023	September 30, 2022 December 16, 2022 December 23, 2022	September 30, 2021 December 3, 2021 February 18, 2022 March 11, 2022
Public Law (PL) numbers for CRs	PL 118-15 PL 118-22	PL 117-180 PL 117-229 PL 117-264	PL 117-43 PL 117-70 PL 117-86 PL 117-95
Enactment date for Full Year Funding	N/A	¹ December 29, 2022	March 15, 2022
PL number for Full Year Funding	N/A	¹ PL 117-328	PL 117-103
Appropriated for the National Network	\$ 362	\$ 1,193	\$ 1,457
Appropriated for the Northeast Corridor	382	1,260	874
Total funds appropriated	744	2,453	2,331
FRA authorized withholdings	(4)	(20)	(12)
Total appropriated funds designated for Amtrak	\$ 740	\$ 2,433	\$ 2,319
Funds received by Amtrak:			
In FY2022			\$ 2,319
In FY2023		\$ 2,433	
In FY2024, as of December 20, 2023	\$ 320	—	—
Total funds received, as of December 20, 2023	\$ 320	\$ 2,433	\$ 2,319

¹ FY2024 full year funding is not yet enacted.

See Note 4 for information on additional grants received by the Company.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

3. Basis of Presentation and Summary of Significant Accounting Policies

Method of Accounting

The accompanying Consolidated Financial Statements are presented using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Principles of Consolidation

The Consolidated Financial Statements reflect the consolidated operations of Amtrak and its wholly owned subsidiaries, NERI PCC, Inc. (NERI), Passenger Railroad Insurance, Limited (PRIL), and Washington Terminal Company (WTC). All intercompany balances and transactions have been eliminated.

NERI was incorporated on March 28, 2022 under the laws of District of Columbia. NERI is a protected cell captive insurance company structured to take self-insured construction liability risks for certain Amtrak infrastructure projects. As of September 30, 2023, NERI has not had any operations.

PRIL was incorporated on December 18, 1996 under the laws of Bermuda to provide excess liability and property insurance coverage to Amtrak. In addition, PRIL provides insurance and reinsurance coverage to third parties performing work on Amtrak property. Beginning in FY2022, the Company also uses PRIL's participation in a treaty reinsurance agreement as part of its risk management program. The treaty includes other third-party participants. The reinsurance agreement is one year in duration, and new agreements are entered into by each participant at their discretion at the commencement of the next calendar year. The participant agreements and practices of the reinsurance program limit a participating member's individual risk. In the event PRIL leaves the reinsurance program, PRIL retains its primary obligation to the policyholders for prior activity. PRIL receives direct premiums from the treaty by providing reinsurance for its share of the treaty risk, and the Company reports the reinsurance premiums and related expenses net within the "Other" expense line in its Consolidated Statements of Operations.

WTC was formed on December 6, 1901 and its assets are comprised of buildings and rail yard adjacent to Washington Union Station. This entity has no operations.

Cash and Cash Equivalents

Short-term highly liquid investments that have a maturity at the date of acquisition of three months or less and are readily convertible to known amounts of cash without incurring penalties are generally considered cash equivalents. Cash and cash equivalents are maintained at various financial institutions and, at times, the balance may exceed federally insured limits.

The Company considers funds that are set aside and restricted for specific purposes as restricted cash and cash equivalents. As of September 30, 2023 and 2022, the Company's cash and cash equivalents include restricted cash of \$14 million and \$20 million, respectively. The Company's restricted cash and cash equivalents consist of funds held in trust restricted from withdrawals based upon certain collateral requirements and funds restricted for certain operations of the Amtrak Police Department.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

3. Basis of Presentation and Summary of Significant Accounting Policies (continued)

Short-Term Investments

Short-term investments are investments in money market funds that seek to preserve the investment by maintaining stable market net asset value (NAV) of \$1. These investments include \$1 million and \$13 million, as of September 30, 2023 and 2022, respectively, of restricted investments acquired using the COVID Relief Act funding provided to the Company for the purpose of supporting Amtrak's state partners in making their State Supported route subsidy payments and capital payments due to Amtrak.

Money market funds are accounted for as equity securities and are carried at market NAV. Because of their stable NAV of \$1, there are no realized gains or losses on sale or unrealized gains or losses on market value adjustments on these investments. Return on investment in the form of dividends is recorded within "Interest income" in the Consolidated Statements of Operations.

Available-for-Sale Securities

Available-for-sale securities are comprised of investments in marketable debt securities that when acquired are classified and accounted for as available-for-sale securities. These securities include restricted investments, \$32 million and \$62 million as of September 30, 2023 and 2022, respectively, that represent available-for-sale securities acquired using COVID Relief Act funding provided to the Company for the purpose of supporting Amtrak's state and agency partners in making their State Supported route subsidy payments and capital payments due to Amtrak.

Available-for-sale securities are measured at fair value in the Consolidated Balance Sheets and unrealized gains and losses are included in the Consolidated Statements of Comprehensive Loss. Realized gains and losses are recognized when the securities are sold based on the specific identification method and realized gains and losses, interest, and dividends are recorded within "Interest income" in the Consolidated Statements of Operations.

Fuel Purchase Agreements

The Company periodically enters into agreements to purchase fuel in the future to manage a portion of its exposure to fluctuating energy prices. These agreements, which inherently contain market risk, are generally effective in reducing fluctuations in cash flows. The Company does not enter into energy agreements for trading or speculative purposes.

The Company does not designate these agreements as hedging instruments. Realized and unrealized gains and losses on these agreements are recorded in current earnings as a component of "Fuel, power, and utilities" in the Consolidated Statements of Operations.

During FY2023 and FY2022, the Company recorded \$2 million and \$14 million, respectively, in realized gains on its fuel purchase agreements. The Company had no outstanding fuel future purchase agreements as of September 30, 2023.

Accounts Receivable

Accounts receivable includes billed and unbilled accounts receivable. Billed accounts receivable represents amounts for which invoices have been sent to customers. These accounts receivable are

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

3. Basis of Presentation and Summary of Significant Accounting Policies (continued)

recorded at the invoiced amount. Unbilled accounts receivable represents amounts recognized as revenue for which invoices have not yet been sent to customers but for which services and work have been performed. The Company recorded \$43 million and \$39 million of unbilled accounts receivable as of September 30, 2023 and 2022, respectively. The Company does not extend credit and payment is always due at the point of sale for passenger tickets, food and beverage, and related services sold to customers. With regard to non-passenger-related sales, the Company generally provides payment terms that typically range from 30 to 60 days. The Company does not require collateral from customers. Customer accounts outstanding longer than the payment terms are considered past due.

Materials and Supplies

Materials and supplies, which are stated primarily at weighted-average cost, net of allowance for shrinkage and obsolescence, mainly consist of items for repairs and maintenance of property and equipment. The allowance for shrinkage and obsolescence, \$59 million and \$55 million as of September 30, 2023 and 2022, respectively, is recorded based on specific identification and expected usage rates.

Property, Equipment, and Depreciation

Except as described below, property and equipment owned by the Company are carried at cost and depreciated using the group method of depreciation (group method) in which a single composite depreciation rate is applied to the gross investment in a particular class of property or equipment, despite differences in the service life or salvage value of individual property units within the same class. This excludes computer equipment and software, which are stated at cost and are individually depreciated on a straight-line basis over their estimated useful lives, which are generally five to ten years. Properties held under capital leases and leasehold improvements are depreciated over the shorter of their estimated useful lives or their respective lease terms, and the related depreciation expense is reported within “Depreciation and amortization” in the Consolidated Statements of Operations. Land is carried at cost.

For assets depreciated under the group method, upon normal sale or retirement, the cost less the net salvage value is applied to “Accumulated depreciation and amortization” in the Consolidated Balance Sheets and no gain or loss is recognized. Gains or losses on the disposal of land and accelerated depreciation related to significant premature retirements of assets under the group method are recorded in the Consolidated Statements of Operations at the time of occurrence. There were no significant premature retirements of depreciable property or disposals of land for which gains or losses were recorded in FY2023 or FY2022.

Amtrak periodically engages an outside civil engineering firm with expertise in railroad property usage to conduct a study to evaluate depreciation rates for assets subject to the group method. In addition to the adjustment to group depreciation rates because of periodic depreciation studies, certain other events might occur that could affect Amtrak’s estimates and assumptions related to depreciation. Unforeseen changes in operations or technology could substantially alter assumptions regarding Amtrak’s ability to realize the return on its investment in operating assets and, therefore, affect the amounts of current and future depreciation expense. Because group method depreciation expense is a function of analytical studies made of property and equipment, subsequent studies could result in different estimates of useful lives and net

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

3. Basis of Presentation and Summary of Significant Accounting Policies (continued)

salvage values. If future group method depreciation studies yield results indicating that assets have shorter lives because of obsolescence, physical condition, changes in technology, or changes in net salvage values, the depreciation expense for assets under the group method could increase. Likewise, if future studies indicate that assets have longer lives, the depreciation expense for assets under the group method could decrease.

Construction-in-progress is stated at cost and includes direct costs of construction, capitalized overhead costs and interest capitalized during the period of construction of major facilities, locomotives, and passenger cars. Construction-in-progress is transferred to property and equipment when substantially all the activities necessary to prepare such assets for their intended use are completed, at which time depreciation commences. When constructed assets are funded through long-term debt, capitalized interest is recorded as part of the asset to which it relates and is depreciated over the asset's useful life. Constructed assets funded through government grants are not qualifying expenditures subject to interest capitalization. Total interest incurred by the Company was \$27 million and \$31 million for FY2023 and FY2022, respectively, of which \$15 million and \$14 million was capitalized for FY2023 and FY2022, respectively.

The useful lives of locomotives, passenger cars, and other rolling stock assets for depreciation purposes range up to 40 years. Depreciable right-of-way and other properties are depreciated using useful lives ranging up to 90 years. Within other properties is computers, office equipment, and maintenance equipment which are depreciated using useful lives ranging from five to 53 years. Expenditures that significantly increase asset values or extend useful lives are capitalized, including major overhauls. Repair and maintenance expenditures, including preventive maintenance, are charged to operating expense when the work is performed. The cost of internally developed software is capitalized and amortized over its estimated useful life, which is generally five to ten years.

Indirect Cost Capitalized to Property and Equipment

Capitalized overhead cost represents the indirect support expenses related to specific geographic regions and departments that are involved in particular capital projects. These indirect costs, which include fringe benefits allocable to direct labor, are capitalized along with the direct costs of labor, material, and other direct costs. Amtrak's overhead rates are updated at the end of each fiscal year based upon the actual activity and costs incurred during the fiscal year.

Impairment of Long-Lived Assets

Properties and other long-lived assets are reviewed for impairment whenever events or business conditions indicate that their carrying amounts may not be recoverable. Initial assessments of recoverability are based on an estimate of undiscounted future net cash flows. If impairment indicators are present, the assets are evaluated for sale or other disposition, and their carrying amounts are reduced to fair value based on discounted cash flows or other estimates of fair value.

In performing its impairment analysis, the Company considered its FY2023 annual funding and the IIAA funding authorization and appropriations, all of which are described in Note 2. At this level of funding the Company determined that no indicators of impairment existed as of both September 30, 2023 and 2022. If

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

3. Basis of Presentation and Summary of Significant Accounting Policies (continued)

future Federal Government funding drops below historical levels, impairment may occur as discussed in Note 1.

Restricted Investments

Restricted investments consist of (1) investments acquired using the funds received under a settlement agreement with one of the Company's state partners that requires the Company to utilize the funds only for certain agreed-upon capital projects and (2) deposits into a debt service reserve account to meet requirements established by the RRIF Loan (see Note 7). These investments have been classified as restricted and non-current. Once the RRIF Loan debt service reserve account is fully funded, any excess funds in that account can be withdrawn by the Company for general use, provided that Amtrak is not in default under the RRIF Loan and that withdrawal requests can only be made once per year. These investments are accounted for as available-for-sale securities, except for \$1 million and \$3 million in money market funds that are accounted for as equity securities, as of September 30, 2023 and 2022, respectively.

Casualty Losses and Claims

Provision is made for Amtrak's estimated liability for unsettled casualty claims. Unsettled casualty claims of \$0.3 million or less are covered under PRIL's participation in a reinsurance treaty entered into in October 2021, for which premiums are recorded in "Other" expenses in the Consolidated Statement of Operations. An insurance recovery receivable is recorded per incident for the estimated liability for passenger and/or employee claims in excess of the Company's self-insured retention amount. The insurance recovery expected to be collected within one year is recorded in "Other current assets" and amounts expected to be collected beyond one year are recorded in "Deferred charges, deposits, and other" in the Consolidated Balance Sheets. These receivables represent the Company's best estimate of insurance proceeds it believes are probable of recovery.

Personal injury liability and ultimate loss projections are undiscounted and estimated using standard actuarial methodologies. The actuarial estimates include an estimate for unasserted claims. As of September 30, 2023 and 2022, the reserve for casualty losses and claims was \$351 million and \$367 million, respectively. Of the total amount reserved as of September 30, 2023 and 2022, the estimated current claims liability included in "Accrued expenses and other current liabilities" in the Consolidated Balance Sheets was \$97 million and \$153 million, respectively. The remaining reserve as of both September 30, 2023 and 2022 is included in "Casualty reserves" in the Consolidated Balance Sheets.

Revenue Recognition

"Revenue from contracts with customers" in the Consolidated Statements of Operations includes (i) all passenger related revenue (i.e. ticket and food and beverage sales); (ii) commuter and freight access fee and other revenue from the use of Amtrak-owned tracks by commuter agencies and freight railroad companies, and other revenue related to the use of Amtrak's infrastructure; (iii) revenue from reimbursable contracts, which represents amounts earned under contracts with customers pursuant to which the Company provides repair, maintenance, design, engineering, or construction services; (iv) revenue earned under contractual arrangements to operate various commuter rail services for a cost-based fee; (v)

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

3. Basis of Presentation and Summary of Significant Accounting Policies (continued)

commercial development revenue from communication, parking, advertising, and pipe and wire contracts; and (vi) miscellaneous revenue from co-branding commissions and other sources.

The components of Revenue from contracts with customers are as follows (in millions):

	Year Ended September 30,	
	2023	2022
Ticket	\$ 2,244	\$ 1,769
Food and beverage	56	44
Total passenger related revenue	2,300	1,813
Commuter and freight access	261	244
Reimbursable operating	192	169
Commuter operations	137	137
Commercial development (non-lease)	55	47
Miscellaneous	43	38
Total revenue from contracts with customers	\$ 2,988	\$ 2,448

Revenue from contracts with customers is recognized as operating revenues when the related performance obligations are performed. For passenger related revenue, amounts received for tickets that have been sold but not used are reflected initially as “Deferred ticket revenue” in the Consolidated Balance Sheets then recognized in revenue when travel occurs. Commuter and freight access revenues are recognized when the access service has been provided for the period. Reimbursable revenues are recognized when related costs are incurred. Commuter operations revenues are recognized as commuter operating services are provided to the customers. Commercial development (non-lease) revenues are recognized when the related services are provided to customers.

Non-refundable tickets expire and are recognized in revenue on the date of the scheduled travel. Refundable tickets expire and are recognized in revenue on the scheduled travel dates if the customers do not request a refund or exchange prior to travel in accordance with the Company’s refund and exchange policy. The Company issues vouchers good for future travel within one year upon request for exchange and records revenue on issued vouchers that are estimated to expire unused (breakage). The Company uses its historical experience to estimate voucher breakage.

“Other” revenue in the Consolidated Statements of Operations includes income from sources other than contracts with customers and includes (i) revenue from state partners for their State Supported route subsidy; (ii) revenue from state government capital assistance; and (iii) rental income from lease contracts.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

3. Basis of Presentation and Summary of Significant Accounting Policies (continued)

The components of Other revenue are as follows (in millions):

	Year Ended September 30,	
	2023	2022
State Supported route subsidy	\$ 348	\$ 329
Amortization of deferred state government capital assistance	146	142
State government capital assistance revenue	59	50
Lease revenue	32	28
Total other revenue	\$ 585	\$ 549

State Supported route subsidy revenues are operating subsidies Amtrak receives from its state partners for the operations of State Supported routes and are recognized in revenue when the related expenses are incurred. State government capital assistance revenues are state assistance for acquisition or improvements of Amtrak assets. State government assistance used for capitalizable work is recorded as “Deferred state government capital assistance” in the Company's Consolidated Balance Sheets when received and amortized into revenue to offset the related asset's depreciation expense over the estimated life of the related asset. State government capital assistance used for non-capitalizable work is recognized in revenue when the related expenses are incurred. At times, state government capital assistance is non-monetary, in which case the Company records the fair value of the contributed asset as “Deferred state government capital assistance” in the Company's Consolidated Balance Sheets when received and then amortizes it into revenue to offset the asset's depreciation expense over the estimated asset life.

Once received, there are no significant terms or conditions attached to the State Supported route subsidy or State government capital assistance for a specific project as Amtrak generally receives such government assistance when the related expenditures have been incurred. For state government capital assistance related to Section 212 of the Passenger Rail Investment and Improvement Act of 2008, the Company normally receives such government assistance in advance of the expenditures and is required to spend the government assistance on specific work and within a timeframe in accordance with the Northeast Corridor (NEC) Commission Cost Allocation Policy.

For revenue transactions that involve more than one performance obligation, the Company defers the revenue associated with any unsatisfied performance obligation until the obligation is satisfied, which is considered to occur when control of a product is transferred to the customer or a service is completed.

Amtrak Guest Rewards Program

The Amtrak Guest Rewards (AGR) program generates customer loyalty by rewarding customers with incentives to travel on Amtrak. This program allows AGR members to earn AGR points by traveling on Amtrak or from transactions with other participating AGR partner companies such as credit card companies, hotels, and car rental agencies. Points can be redeemed for Amtrak travel or for non-travel such as partner gift cards or hotel stays and car rentals. Amtrak also sells AGR points to members and partners.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

3. Basis of Presentation and Summary of Significant Accounting Policies (continued)

To reflect the AGR points earned, the loyalty program includes two types of transactions that are considered revenue arrangements with multiple performance obligations: (1) AGR points earned with travel and (2) AGR points sold to members/partners.

AGR points earned with travel

When customers enrolled in the AGR program purchase tickets, these customers (1) earn AGR points and (2) receive transportation provided by Amtrak. Amtrak values AGR points earned first and the remaining sales proceeds are allocated to Amtrak transportation. To value the AGR points earned, the Company uses the market approach to estimate the value per point and also factors in an estimated breakage for AGR points that are not likely to be redeemed. The Company uses statistical models to estimate breakage based on both historical and forecasted future redemption patterns. A change in assumptions as to the actual redemption activity for AGR points or the estimated price per point expected to be redeemed could have a material impact on the Company's revenue in the year in which the change occurs and in future years.

For each passenger ticket sold to a customer who is an AGR member, the Company records the portion of the ticket price allocable to AGR points earned but not yet redeemed, net of estimated breakage, as "Amtrak guest rewards program liability" on the Consolidated Balance Sheets and the remaining portion of the passenger ticket sale for currently booked travel as "Deferred ticket revenue" on the Consolidated Balance Sheets. The "Deferred ticket revenue" is then recorded to "Revenue from contracts with customers" on the Consolidated Statements of Operations when Amtrak provides transportation or if the ticket goes unused and is forfeited.

The AGR liability is recognized in revenue based on the redemption types: (1) Amtrak travel redemption and (2) partner gift cards/certificates/points redemption. Upon redemption by a customer of AGR points for future Amtrak travel, Amtrak reclassifies the AGR liability to "Deferred ticket revenue" and then recognizes it within "Revenue from contracts with customers" when Amtrak provides transportation or if the ticket goes unused and is forfeited. When customers redeem AGR points for partner gift cards/certificates/points, Amtrak considers itself to be an agent of the transaction and recognizes revenue on a net basis at points redemption.

AGR points sold to members/partners

Customers may earn AGR points based on their spending with participating companies such as credit card companies, hotels, and car rental agencies with which the Company has marketing agreements to sell AGR points. Amtrak sells AGR points to those partner companies at agreed-upon rates. Payments are typically due monthly based on the volume of points sold during the period. AGR members may also purchase AGR points from the Company. Amtrak recognizes in "Amtrak guest rewards program liability" in the Consolidated Balance Sheets the payments collected from partners and members. The AGR liability is recognized in revenue based on the redemption types as described above.

As of September 30, 2023 and 2022, the Company's AGR program liability was \$137 million and \$126 million, respectively. The current portion of the liability was \$46 million and \$41 million as of September 30, 2023 and 2022, respectively, and is reported in "Accrued expenses and other current liabilities" in the Consolidated Balance Sheets.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

3. Basis of Presentation and Summary of Significant Accounting Policies (continued)

Advertising Expenses

The Company records advertising expenses as incurred and reports these amounts in “Advertising and sales” in the Consolidated Statements of Operations. Advertising expenses were \$43 million and \$41 million for FY2023 and FY2022, respectively.

Income Taxes

The Company accounts for its income taxes in accordance with FASB ASC Topic 740, *Income Taxes*, which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Management evaluates its potential exposures from tax positions taken that have been or could be challenged by taxing authorities. These potential exposures result because taxing authorities may take positions that differ from those taken by management in the interpretation and application of statutes, regulations, and rules. Management considers the possibility of alternative outcomes based upon historical experience, previous actions by taxing authorities (e.g., actions taken in other jurisdictions), and advice from tax experts. The Company has evaluated income tax positions taken in prior years and believes that all positions are more likely than not to be sustained in an audit.

Pursuant to the provisions of Title 49 of the United States Code, Section 24301, Amtrak is exempt from all state and local taxes, including income and franchise taxes that are directly levied against the Company. Accordingly, there is no provision for state and local income or franchise taxes recorded in the Consolidated Financial Statements for FY2023 and FY2022. The provisions of the IIJA described in Note 2 did not materially impact the Company's accounting for income taxes.

See Note 10 for additional information.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclose contingent assets and liabilities at the date of the financial statements, and report amounts of revenues and expenses during the reporting period. The Company bases these estimates on historical experience, the current economic environment, and various other assumptions that are believed to be reasonable under the circumstances. However, uncertainties associated with these estimates exist and actual results may differ from these estimates. The Company's significant estimates include: estimated useful lives of property and equipment, estimates of casualty reserves, estimates of insurance liabilities, estimate of AGR program liability, pension and other postretirement employee benefits cost and obligations (including expected return on plan assets, discount rates, and health care cost trend rates), and environmental reserves.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

3. Basis of Presentation and Summary of Significant Accounting Policies (continued)

Comprehensive Loss

Amtrak reports a comprehensive loss in the Consolidated Statements of Comprehensive Loss. Comprehensive loss is defined as changes in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. As of September 30, 2023 and 2022, “Accumulated other comprehensive loss” consists of adjustments for pension and other postretirement liabilities and unrealized gains and losses on available-for-sale securities.

Recently Adopted Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* (ASC 842), which sets out the principles for the recognition, measurement, presentation, and disclosure of leases for both parties to a contract (i.e., lessees and lessors). This ASU requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase of the leased asset by the lessee. This classification determines whether the lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use (ROU) asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. ASC 842 requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases, and operating leases.

The Company adopted ASC 842 on October 1, 2022, under the modified retrospective approach, applying the current-period adjustment method. Under the transition guidance of the modified retrospective approach, there are a number of optional practical expedients made available to simplify the transition to the new standard. The Company elected the following:

- Not to restate comparative prior periods but instead recognize a cumulative-effect adjustment to the opening balance of retained deficit in the period of adoption.
- To carry forward the historical lease classification under the previous standard.
- Not to reassess initial direct costs for any existing leases.
- To combine lease and non-lease components as a single component for all asset classes.
- To use the risk-free rate as the incremental borrowing rate based on yields for US Treasuries available when the lease commences to determine the present value of future payments.
- To use a portfolio approach based on the lease duration to determine the appropriate risk-free discount rate.
- To keep leases with an initial term of 12 months or less off of the balance sheet.

Upon adoption, the Company recorded a lease liability of \$129 million, an ROU asset of \$124 million, and a reversal of previously recorded deferred rent of \$5 million. The adoption did not have a material impact on the Company’s results of operations or cash flows. See Note 8, Leasing Arrangements, for additional information.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

4. Accounting and Reporting for Federal Payments

Certain funds are provided to Amtrak during the year through federal payments. These federal payments, which are recorded when received in “Other paid-in capital” in the Consolidated Balance Sheets and Consolidated Statements of Changes in Capitalization, totaled \$3.2 billion and \$2.4 billion for FY2023 and FY2022, respectively.

Note 2 provides information on the Company’s annual funding as well as funding received under the IIJA supplemental appropriations. Additional federal funding received by the Company, all of which was recorded within “Other paid-in capital” when received, is described below.

Since FY2005, the Department of Homeland Security has awarded Amtrak a total of \$246 million in grants from the Intercity Passenger Rail Grants Program, American Recovery and Reinvestment Act Rail and Transit Security Grant Program, and other security grants. Funding is provided on a reimbursable basis. Amtrak has cumulatively received \$203 million and \$196 million as of September 30, 2023 and 2022, respectively.

Appropriations are made to directly fund operations of Amtrak’s Office of Inspector General (OIG). Amtrak and the OIG entered into a service agreement on January 8, 2010, whereby Amtrak would continue to provide accounting and financial management services for the OIG. Amtrak is reimbursed for expenses incurred upon the submission of invoices to the OIG. Amtrak was appropriated \$28 million and \$26 million for FY2023 and FY2022, respectively, and Amtrak received \$27 million and \$25 million in FY2023 and FY2022, respectively.

“Other paid-in capital”, included in the Consolidated Balance Sheets and Consolidated Statements of Changes in Capitalization, also includes the effects of certain funding received from the Federal Government for the acquisition of and improvements to property and equipment. In exchange for this funding, Amtrak issued two promissory notes to the United States of America. The first note has a balance of \$4.0 billion as of September 30, 2023 and 2022, was issued in 1976 and matures on December 31, 2975, and is secured by the real and personal property of Amtrak, WTC, and PRIL. The second note has a balance of \$1.1 billion as of September 30, 2023 and 2022, was issued in 1983 and matures on November 1, 2082, with successive 99-year automatic renewal terms, if the note has not been paid at maturity or accelerated in accordance with its terms, and is secured by all rolling stock owned by Amtrak. Neither of the notes bears interest, unless prepaid, which Amtrak does not intend to do, or unless the note is accelerated in accordance with its terms. The amount due to the Federal Government on the first note may be accelerated by enactment of federal law or upon the occurrence of various actions concerning an Amtrak bankruptcy, reorganization, or assignment for the benefit of creditors. The Federal Government is entitled to repayment and interest under the second note in the event Amtrak ceases operations, is acquired by another entity, or seeks relief under bankruptcy or insolvency laws.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

5. Capitalization

Preferred and Common Stock

For funds received from the Federal Government prior to December 2, 1997, the Rail Passenger Service Act (49 U.S.C. 24304) required Amtrak to issue to the Secretary preferred stock equal in par value to all federal operating payments and most federal capital payments received subsequent to October 1, 1981, as well as capital and certain operating payments received prior to that date. As of September 30, 2023 and 2022, 109,396,994 shares of \$100 par value preferred stock were authorized, all of which were issued and outstanding. All issued and outstanding preferred shares are held by the Secretary for the benefit of the Federal Government. The Amtrak Reform and Accountability Act of 1997 (the Act) resulted in significant modifications to Amtrak's capital structure. The Act abolished the voting rights and the liquidation preference of the preferred stockholder and abolished the requirement that additional preferred stock be issued by Amtrak in exchange for federal grants received. At the time of enactment of the Act, the minimum undeclared cumulative preferred dividend in arrears for all series issued and currently outstanding approximated \$5.8 billion and ranged between \$0.02 and \$97.08 per share. Each share of preferred stock is convertible into ten shares of common stock at the option of the preferred stockholder.

As of September 30, 2023 and 2022, 10,000,000 shares of \$10 par value common stock were authorized, of which 9,385,694 shares were issued and outstanding. The common stockholders, who acquired their stock from four railroads whose intercity rail passenger operations Amtrak assumed in 1971, have voting rights for amendments to Amtrak's Articles of Incorporation proposed by the Board of Directors and for certain other extraordinary events.

Accumulated Other Comprehensive Loss

The Company's accumulated other comprehensive loss consists of balances related to pension and other postretirement benefit plans and net unrealized gains or losses associated with available-for-sale securities. The balance related to pension and other postretirement benefit plans primarily consists of a net actuarial loss. The reclassifications from accumulated other comprehensive loss include amortization of actuarial loss (net) based on life expectancy and amortization of unrealized gains and losses on available-for-sale securities reclassified into earnings based on the specific identification method upon sales, maturities, and redemptions.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

5. Capitalization (continued)

The table below presents the changes in the accumulated other comprehensive loss balances, by components, and the amounts reclassified into earnings (in millions):

	Pension and Other Postretirement Benefit Plans	Available-for- Sale Securities	Total
Balance as of September 30, 2021	\$ (214)	\$ —	\$ (214)
Other comprehensive income (loss) before reclassifications	116	(44)	72
Amounts reclassified from accumulated other comprehensive loss into earnings	14	(1)	13
Net change	130	(45)	85
Balance as of September 30, 2022	(84)	(45)	(129)
Other comprehensive income before reclassifications	57	26	83
Amounts reclassified from accumulated other comprehensive loss into earnings	2	—	2
Net change	59	26	85
Balance as of September 30, 2023	<u>\$ (25)</u>	<u>\$ (19)</u>	<u>\$ (44)</u>

6. Available-for-Sale Securities

The Company's investments in debt securities are accounted for as available-for-sale securities and are recorded as “Available-for-sale securities including restricted securities” and “Restricted investments” in the Consolidated Balance Sheets. These investments are recorded at fair value with unrealized gains and losses recorded as a component of comprehensive loss in the Consolidated Statements of Comprehensive Loss.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

6. Available-for-Sale Securities (continued)

The amortized cost, gross unrealized losses, and fair value by major security type of available-for-sale securities are as follows (in millions):

	September 30, 2023		
	Total Amortized Cost	Gross Unrealized Losses	Total Fair Value
U.S. Treasury securities	\$ 1,049	\$ (7)	\$ 1,042
Commercial paper	860	—	860
Corporate bonds	757	(6)	751
Certificates of deposit	258	—	258
Other	408	(6)	402
Total available-for-sale securities	<u>\$ 3,332</u>	<u>\$ (19)</u>	<u>\$ 3,313</u>

	September 30, 2022		
	Total Amortized Cost	Gross Unrealized Losses	Total Fair Value
Corporate bonds	\$ 1,100	\$ (25)	\$ 1,075
U.S. Treasury securities	741	(5)	736
Commercial paper	616	(1)	615
Certificates of deposit	184	—	184
Other	408	(14)	394
Total available-for-sale securities	<u>\$ 3,049</u>	<u>\$ (45)</u>	<u>\$ 3,004</u>

The gross realized gains, gross realized losses, and sales proceeds, excluding proceeds received on maturities of available-for-sale securities, are as follows (in millions):

	Year Ended September 30,	
	2023	2022
Gross realized gains	\$ —	\$ 1
Gross realized losses	(1)	(2)
Total proceeds	820	846

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

6. Available-for-Sale Securities (continued)

The amortized cost and fair value of the available-for-sale securities by remaining contractual maturity are as follows (in millions):

	September 30, 2023	
	Amortized Cost	Fair Value
Within one year	\$ 2,640	\$ 2,631
After one year through five years	685	675
After five years through ten years	7	7
Total available-for-sale securities	<u>\$ 3,332</u>	<u>\$ 3,313</u>

The fair value and gross unrealized losses for available-for-sale securities aggregated by major security type and the length of time the individual securities have been in a continuous unrealized loss position are as follows (in millions):

	September 30, 2023					
	Less Than Twelve Months		Twelve Months or Longer		Total	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. Treasury securities	\$ (5)	\$ 586	\$ (2)	\$ 150	\$ (7)	\$ 736
Corporate bonds	(1)	345	(5)	288	(6)	633
Commercial paper	—	498	—	—	—	498
Other	(1)	233	(5)	192	(6)	425
Total	<u>\$ (7)</u>	<u>\$ 1,662</u>	<u>\$ (12)</u>	<u>\$ 630</u>	<u>\$ (19)</u>	<u>\$ 2,292</u>

	September 30, 2022					
	Less Than Twelve Months		Twelve Months or Longer		Total	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
Corporate bonds	\$ (12)	\$ 761	\$ (13)	\$ 313	\$ (25)	\$ 1,074
U.S. Treasury securities	(5)	448	(1)	46	(6)	494
Commercial paper	—	460	—	—	—	460
Other	(5)	288	(9)	180	(14)	468
Total	<u>\$ (22)</u>	<u>\$ 1,957</u>	<u>\$ (23)</u>	<u>\$ 539</u>	<u>\$ (45)</u>	<u>\$ 2,496</u>

The Company does not believe that any individual unrealized loss in available-for-sale securities as of September 30, 2023 represents a credit loss. The Company does not intend to sell the debt securities in an unrealized loss position as of the balance sheet date. Additionally, it is not more likely than not that the Company will be required to sell the debt securities before the anticipated recovery of its remaining amortized cost of the debt securities in an unrealized loss position at September 30, 2023. There were no impairment losses recognized in earnings on available-for-sale securities in FY2023 or FY2022.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

7. Long-term Debt

Total long-term debt is recorded at amortized cost in the Consolidated Balance Sheets and consists of the following (in millions):

	September 30, 2023		September 30, 2022	
	Current	Long-Term	Current	Long-Term
RRIF loan	\$ 35	\$ 902	\$ 21	\$ 540
Senior notes:				
Secured senior notes	17	238	12	255
Unsecured senior notes	10	60	10	70
Subtotal	27	298	22	325
Secured promissory note	—	—	7	—
Frequency converter facility mortgage	—	—	78	—
Principal amount of long-term debt	62	1,200	128	865
Less: unamortized discount/premium/ issuance cost	(4)	(45)	(2)	(25)
Total long-term debt	\$ 58	\$ 1,155	\$ 126	\$ 840

Letters of Credit

The Company has unsecured commercial letters of credit of \$28 million that support its obligations related to a station and \$3 million that support the issuance of auto fleet insurance. As of September 30, 2023 and 2022, there were no draws against these letters of credit.

Revolving Credit Facility

On October 7, 2020, the Company entered into a \$250 million unsecured revolving credit facility with four lenders for working capital and to enhance Amtrak's liquidity. On July 31, 2023, the Company amended the credit agreement and increased the unsecured revolving credit facility to \$300 million. The facility expires on July 31, 2026. Borrowings under the facility will have an interest rate based on the interest rate option selected by Amtrak from the following options: (a) the Base Rate Option, which is a variable rate equal to the highest of (i) the Prime Rate, (ii) the Federal Funds Rate plus 0.5%, and (iii) the Term Secured Overnight Financing Rate (SOFR) for one-month tenor, plus 1.0%; or (b) the Term SOFR Option, equal to the SOFR rate for the applicable period set on the date of determination plus an applicable margin. The margin is based on the Company's Standard & Poor's and Moody's ratings (Credit Ratings) subject to adjustments, both up and down, based on environmental and social metrics. Amtrak must pay a commitment fee on any undrawn portion of the revolving credit facility of 15 basis points, subject to increase based on Amtrak's Credit Ratings. Under the facility, Amtrak is subject to restrictive covenants and financial covenants that require the Company and its subsidiaries to maintain certain financial ratios on a consolidated basis. The Company has not made any draws under the facility.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

7. Long-Term Debt (continued)

RRIF Loan

On August 16, 2016, the Company entered into a \$2.45 billion financing agreement with the Federal Government under the RRIF Loan program to finance the acquisition of 28 Next Generation High-Speed Trainsets (the Trainsets), related spare parts, and improvements to existing facilities and properties (the RRIF Loan). Amtrak's obligations under the RRIF Loan are collateralized by a pledge of the Trainsets, spare parts, and the debt service reserve account required under the financing agreement. See Note 11 for a description of the contracts issued to a vendor for the construction and delivery of the Trainsets and related services.

The Company is required to fund and maintain a restricted debt service reserve account equal to one year of debt service payments. The Company deposited \$14 million and \$8 million to the debt service reserve account in FY2023 and FY2022, respectively. As of September 30, 2023, the debt service reserve account had a balance of \$57 million.

All borrowings under the RRIF Loan bear interest at a rate of 2.23% per annum. The Company also pays a credit risk premium (CRP) of 5.80% for all amounts borrowed under the RRIF Loan. The amortization of the CRP is recognized as interest expense. The Company is capitalizing all interest expense incurred during the construction period allocated to the Trainsets as part of "Construction-in-progress" in the Consolidated Balance Sheets.

During FY2023, the Company borrowed \$402 million under the RRIF Loan. No amount was borrowed during FY2022. During FY2023 and FY2022, the Company repaid \$26 million and \$5 million, respectively. Total interest incurred in FY2023 was \$16 million, of which \$15 million was capitalized within "Construction-in-progress" in the Consolidated Balance Sheets. In FY2022, total interest incurred was \$15 million, of which \$14 million was capitalized within "Construction-in progress".

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

7. Long-Term Debt (continued)

Senior Notes

On December 6, 2016, the Company issued 3.60% senior secured notes for \$365 million due November 15, 2033 and 3.81% senior unsecured notes for \$135 million due November 15, 2031 (the Notes). The proceeds from the Notes were used to pay off an outstanding capital lease obligation and other related project costs. The secured notes are secured by locomotives acquired by the original capital lease obligation. The Company is repaying the Notes in semi-annual installments beginning in May 2017 and continuing each May 15 and November 15 thereafter to and including November 15, 2033 for the senior secured notes and November 15, 2031 for the senior unsecured notes.

Secured Promissory Note

On December 23, 2020, the Company issued a promissory note for \$24 million. The proceeds from the note were used to pay off certain outstanding capital lease obligations. The note is secured by a cash collateral deposit of the same amount. The Company is repaying the note from February 22, 2021 through March 24, 2024 according to a payment schedule. The promissory note bears no explicit interest. The imputed incremental borrowing rate for the promissory note is 1.75%.

Frequency Converter Facility Mortgage

During FY2001, the Pennsylvania Economic Development Financing Authority (PEDFA) completed two issues, Series A (\$95 million) and Series B (\$45 million), of exempt facilities revenue bonds, the net proceeds of which were used to finance part of the costs associated with Amtrak's construction of a frequency converter facility (the Facility). The Series A and Series B bonds were paid and extinguished in FY2023 and FY2022, respectively.

Amtrak's obligations in connection with the Series A Bonds and the Series B Bonds were cross-collateralized by a pledge of Amtrak's interest in the Facility. In addition, Amtrak guaranteed all principal and interest payments by PEDFA on the Series A and Series B bonds.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

7. Long-Term Debt (continued)

Scheduled Long-Term Debt Maturities

On September 30, 2023, scheduled maturities of long-term debt are as follows (in millions):

Year Ending September 30,		
2024	\$	62
2025		65
2026		65
2027		66
2028		66
Thereafter		938
Principal amount of long-term debt		1,262
Less: unamortized discount/premium/issuance cost		(49)
Total long-term debt	\$	1,213

Amtrak is subject to various covenants and restrictions under its borrowing arrangements. A default by Amtrak or acceleration of Amtrak's indebtedness may result in cross-default with other debt and may have a material adverse effect on the Company. As of September 30, 2023, the Company had satisfied all of its debt covenant obligations.

8. Leasing Arrangements

The Company has operating leases for office space, vehicles, rail cars, and other equipment under non-cancellable leases with initial terms typically ranging from two to 40 years. The Company does not have any significant financing leases at September 30, 2023.

At contract inception, the Company reviews the terms, facts, and circumstances of the arrangement to determine whether the contracts are leases or contain embedded leases. The Company adopted ASC 842 on October 1, 2022, and evaluates whether the contract has an identified asset, if the Company has the right to obtain substantially all economic benefits from the asset, and if the Company has the right to direct the use of the underlying asset. When determining if a contract has an identified asset, the Company considers both explicit and implicit assets, and whether the supplier has the right to substitute the asset. When determining if the Company has the right to obtain substantially all economic benefits from the asset, the Company considers the primary outputs of the identified asset throughout the period of use and determines if it receives greater than 90% of those benefits. When determining if the Company has the right to direct the use of an underlying asset, it considers if it has the right to direct how and for what purpose the asset is used throughout the period of use and if it controls the decision-making rights over the asset.

The Company's lease terms may include options to extend or terminate the lease. The Company exercises judgment to determine the term of those leases when extension or termination options are present and includes such options in the calculation of the lease term when it is reasonably certain that it will exercise those options.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

8. Leasing Arrangements (continued)

The Company has elected to include both lease and non-lease components in the determination of lease payments. Payments made to a lessor for items such as taxes, insurance, common area maintenance, or other costs commonly referred to as executory costs, are also included in lease payments if they are fixed. The fixed portion of these payments are included in the calculation of the lease liability, while any variable portion is recognized as variable lease expense when incurred. Variable payments made to third parties for these, or similar, costs, such as utilities, are not included in the calculation of lease payments.

At commencement, lease-related assets and liabilities are measured at the present value of future lease payments over the lease term. The Company has elected to use the risk-free incremental borrowing rate based on yields for US Treasuries available when the lease commences to determine the present value of future payments.

Operating lease expense is recognized on a straight-line basis over the lease term. Finance lease expense includes depreciation, which is recognized on a straight-line basis over the expected life of the leased asset, and interest expense, which is recognized following an effective interest rate method.

Operating leases are included in other assets, other current liabilities, and other liabilities on the Company's consolidated balance sheets. Finance leases are included in property, plant, and equipment, and the current and long-term portion of debt on the Company's consolidated balance sheets. Short-term leases with an initial term of 12 months or less are not presented on the balance sheet and associated expenses are recognized as incurred.

The following table presents lease assets and liabilities as reported on the Consolidated Balance Sheet as of September 30, 2023 (in millions):

	Classification	Total
Operating leases:		
Right-of-use assets	Other assets	\$ 118
Operating lease current liabilities	Accrued expenses and other current liabilities	31
Operating lease noncurrent liabilities	Other liabilities	97

The following table presents the components of operating lease expense as reported on the Consolidated Statement of Operations for the year ended September 30, 2023 (in millions):

National Railroad Passenger Corporation and Subsidiaries (Amtrak)
Notes to Consolidated Financial Statements (continued)

8. Leasing Arrangements (continued)

	Facility, Communication and Office Related	Train Operations	Other Expenses	Total
Operating leases:				
Fixed lease cost	\$ 22	\$ 9	\$ 8	\$ 39
Variable lease cost	11	—	—	11
Short term lease cost	20	1	2	23
Total operating leases	<u>\$ 53</u>	<u>\$ 10</u>	<u>\$ 10</u>	<u>\$ 73</u>

The following table presents the weighted average lease term and discount rates for the Company's leases:

	September 30, 2023
Operating leases:	
Weighted average remaining lease term (years)	5.11
Weighted average discount rate	3.74 %

Operating leases future minimum rental payments

As of September 30, 2023, Amtrak is obligated for the following minimum rental payments under operating lease agreements (in millions):

Year ending September 30,	
2024	\$ 35
2025	28
2026	20
2027	19
2028	15
Thereafter	14
Total undiscounted operating lease payments	<u>\$ 131</u>
Less: Imputed interest	(3)
Present value of operating lease liabilities	<u>\$ 128</u>

Rent expense for FY2023 and FY2022 was \$73 million and \$77 million, respectively.

Financing leases

The company leases facilities under financing lease arrangements. As of September 30, 2023 and 2022, the gross amount of assets recorded under finance leases was \$1 million and \$243 million, respectively, with accumulated amortization of \$1 million and \$125 million, respectively. In November 2022, the Company extinguished its obligations under the Series A PEDFA bonds (see Note 7), its final significant financing lease.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

8. Leasing Arrangements (continued)

Amtrak is subject to various covenants and restrictions under its leasing arrangements. Amtrak has given guarantees or entered into reimbursement agreements in connection with certain of these lease transactions. A default by Amtrak or acceleration of Amtrak's indebtedness may result in cross-default to other Amtrak indebtedness, and may have a material adverse effect on the Company (see Note 7).

The following table presents supplemental disclosures of cash flow information related to leases (in millions):

	September 30, 2023
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows from operating leases	\$ 40
Supplemental non-cash information on lease liabilities arising from right-of-use assets:	
Right-of-use assets obtained in exchange for new operating lease liabilities	30

9. Fair Value Measurement

FASB ASC Topic 820, *Fair Value Measurement*, defines fair value for financial reporting, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. FASB ASC Topic 820 established a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date.

The three levels are defined as follows:

- Level 1 - observable market inputs that are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2 - other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.).
- Level 3 - significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments).

The fair value measurement of an asset or liability is assigned a level based on the lowest level of any input that is significant to the fair value measurement.

Financial Instruments Measured at Fair Value

The Company's financial instruments measured at fair value on a recurring basis on the Consolidated Balance Sheets as of September 30, 2023 and 2022 are as follows (in millions):

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

9. Fair Value Measurements (continued)

	Fair Value Measurement as of September 30, 2023		
	Level 1	Level 2	Total
Available-for-sale securities:			
U.S. Treasury securities	\$ —	\$ 1,042	\$ 1,042
Commercial paper	—	860	860
Corporate bonds	—	751	751
Certificates of deposit	—	258	258
Other	2	399	401
Total available-for-sale securities	2	3,310	3,312
Money market funds	223	—	223
Total financial instruments, at fair value	\$ 225	\$ 3,310	\$ 3,535

	Fair Value Measurement as of September 30, 2022		
	Level 1	Level 2	Total
Available-for-sale securities:			
Corporate bonds	\$ —	\$ 1,075	\$ 1,075
U.S. Treasury securities	—	735	735
Commercial paper	—	616	616
Certificates of deposit	—	184	184
Other	1	393	394
Total available-for-sale securities	1	3,003	3,004
Money market funds	127	—	127
Total financial instruments, at fair value	\$ 128	\$ 3,003	\$ 3,131

Valuation Techniques

The fair values of the Company's available-for-sale debt securities and money market funds are measured using prices received from pricing services, prices received from alternative pricing sources, and mathematically derived calculated prices using market observable inputs. Pricing methodologies used in determining the fair value incorporate terms and conditions of the security, current performance data, proprietary pricing models, real-time quotes from contributing dealers, trade prices, and other market data.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

9. Fair Value Measurements (continued)

The following is a description of the valuation techniques and inputs used for the fair value measurement of the Company's financial instruments, including the general fair value hierarchy classification of each category:

Financial Instruments	Valuation Techniques and Inputs Used	Fair Value Hierarchy Level
U.S. Treasury securities	Market approach using prices from pricing services	Level 2
Commercial paper	Cost approach using calculated prices based on amortization schedule	Level 2
Corporate bonds	Market approach using prices from pricing services	Level 2
Certificates of deposit	Cost approach using calculated prices based on amortization schedule	Level 2
Other	Cash, receivables, and payables - carrying value Securities - market approach using prices from pricing services	Cash, receivables, and payables - Level 1 Securities - Level 2
Money market funds	Market approach using market observable fixed net asset value of \$1	Level 1

See Note 13 for fair value measurements for assets held by the Company's Retirement Income Plan.

10. Income Taxes

The Company recorded no income tax expense in FY2023 and FY2022. A reconciliation of the actual effective income tax rate for FY2023 and FY2022 to the expected amount computed by applying the U.S. federal statutory income tax rate to Amtrak's pretax loss is as follows:

	Year Ended September 30,	
	2023	2022
U.S. federal statutory income tax rate	21.0 %	21.0 %
Impact of:		
Valuation allowance	(21.0)	(11.4)
Expiration of net operating loss (NOL)	(0.6)	(9.6)
Other	(0.6)	(1.1)
State government capital assistance	1.2	1.1
Effective income tax rate	— %	— %

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

10. Income Taxes (continued)

Deferred income tax assets and liabilities were comprised of the following (in millions):

	September 30,	
	2023	2022
Deferred tax assets:		
NOL carryforward	\$ 2,381	\$ 2,069
Deferred state government capital assistance	283	244
Postretirement employee benefits obligation	81	97
Claims reserves	60	56
Accrued vacation and other compensation accruals	58	46
Amtrak guest rewards program liability	29	26
Materials and supplies reserves	12	12
Other accruals	10	15
Other	7	9
Gross deferred tax assets	2,921	2,574
Less: valuation allowance	(1,520)	(1,152)
Net deferred tax assets	1,401	1,422
Deferred tax liabilities:		
Property and equipment	(1,401)	(1,422)
Gross deferred tax liabilities	(1,401)	(1,422)
Net deferred tax liability	\$ —	\$ —

Amtrak has recorded valuation allowances against net deferred tax assets as it is more likely than not that the results of future operations will not generate sufficient taxable income to realize deferred tax assets, which primarily relate to NOL carryforwards. In FY2023, the valuation allowance increased by \$368 million.

NOL carryforwards were \$11.3 billion and \$9.9 billion as of September 30, 2023 and 2022, respectively. An NOL carryforward of \$47 million from FY2003 and \$834 million from FY2002 expired unused during FY2023 and FY2022, respectively. The remaining NOL carryforwards generated from years through FY2017 of \$4.8 billion will expire in various years from FY2024 through FY2037. The NOLs generated beginning in FY2018 of \$6.5 billion may be carried forward indefinitely and will not expire; however, they can only be used to offset 80% of taxable income in any given future year.

The Company is subject to examination by the Internal Revenue Service and tax authorities in other jurisdictions in which it operates. Generally, the Company's tax years still subject to examination are FY2020 and forward.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

11. Commitments and Contingencies

Financial Assistance

Amtrak receives significant financial assistance from the Federal Government in the form of grants and entitlements. The right to these resources, including the funding received under the IIJA described in Note 2, is generally conditioned upon compliance with terms and conditions of the grant agreements and applicable federal regulations, including the expenditure of the resources for eligible purposes. Substantially all grants are subject to financial and compliance audits by the grantors. Any disallowances because of these audits become a liability of the Company. The Company does not believe that the liabilities that may result from such audits for periods through September 30, 2023, would have a material effect on its financial position or the results of operations.

Commitments

Amtrak has various purchase commitments related to capital improvements pertaining to the ordinary conduct of business. In addition, Amtrak has entered into various agreements with states, cities, and other local transportation authorities and private companies pursuant to which Amtrak is required to fund various railroad facility and infrastructure improvements. Such commitments are not in excess of expected requirements and are not reasonably likely to result in performance penalties or payments that would have a material adverse effect on the Company's liquidity.

Penn Station Access Agreement

On December 22, 2021, Amtrak entered into a Design/Build Phase and Cost Share Agreement (the Agreement) for the Penn Station Access Project (the Project) with the Metropolitan Transportation Authority (MTA). Under the Agreement, MTA is committed to fund and lead the design and construction of the Project and Amtrak will contribute up to \$500 million towards the Project plus up to \$50 million in costs arising solely from any Amtrak-caused delays to the Project. The objective of the Project is to provide MTA commuter rail service access into and out of Penn Station, New York, NY. The Project will also benefit Amtrak as the provider of intercity passenger rail service on the NEC and the owner of the right-of-way on which many of the Project improvements will be built. As of September 30, 2023 and 2022, the Company has incurred \$120 million and \$68 million, respectively. Of the total cost incurred, \$106 million and \$56 million were capitalized as part of "Construction-in-progress" in the Consolidated Balance Sheets as of September 30, 2023 and 2022, respectively. The remaining costs were expensed in the year incurred and reported in the Consolidated Statements of Operations for those years.

Philadelphia 30th Street Redevelopment

On January 22, 2021, the Company entered into a Ground Lease and Development Agreement with a master developer (the Developer) to redevelop the William H. Gray III 30th Street Station, Philadelphia, Pennsylvania (the Station Redevelopment). In addition to the Station Redevelopment, the Developer also is providing operating and maintenance service to the station. The base price of the Station Redevelopment with change orders is approximately \$0.7 billion. Amtrak is financing the Station Redevelopment through the Developer by repaying the Station Redevelopment costs over a 50-year term pursuant to an approved payment schedule. The notice to proceed for the Station Redevelopment was issued on October 1, 2021 after completion of a series of post-due-diligence tasks. As the Station Redevelopment progresses, at each month end starting from September 2021, the Company recognizes

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

11. Commitments and Contingencies (continued)

“Construction-in-progress” and an associated liability to the Developer. The Company has incurred \$130 million and \$80 million at September 30, 2023 and 2022, respectively, in construction and other project-related costs. Of the costs incurred, \$114 million and \$64 million were capitalized when incurred as part of “Construction-in-Progress” in the Consolidated Balance Sheets at September 30, 2023 and 2022, respectively. The remaining costs were expensed in the year incurred and reported in the Consolidated Statements of Operations for those year.

Virginia Funding Agreement

On March 26, 2021, Amtrak entered into a funding agreement with the Commonwealth of Virginia under which Virginia is committed to undertake a program of investments and Amtrak will contribute \$944 million towards the construction of certain key elements under the first two phases of the program. The objective of the program is to develop and expand passenger rail service in Virginia and beyond. The Company makes quarterly payments to Virginia to help fund design and construction. The Company has incurred \$71 million and \$51 million related to the program as of September 30, 2023 and 2022, respectively, substantially all of which was capitalized under “Construction-in-progress” or recorded within “Deferred charges, deposits, and other” in the Consolidated Balance Sheets.

ICT Equipment Purchase

On June 24, 2021, Amtrak entered into an agreement with a contractor to purchase certain intercity trainsets (ICT) equipment, including 73 base trainsets, 67 locomotives and 18 spare vehicles, with options to purchase additional trainsets. In FY2023, the Company exercised the option to purchase ten additional trainsets, ten additional locomotives and four additional spare units under the same agreement. As of September 30, 2023, the base price with change orders for the ICT equipment purchase contract is \$3.0 billion. The Company makes payments to the contractor pursuant to an approved payment schedule upon the contractor’s successful completion of certain tasks (milestones) during the contract. The Company has incurred \$559 million and \$279 million in construction and other project-related costs as of September 30, 2023 and 2022, respectively, all of which were capitalized under “Construction-in-progress” in the Consolidated Balance Sheets.

Also on June 24, 2021, the Company entered into a technical support, spares, and supply agreement (TSSSA) with the same contractor to provide technical support, spares, and other related services commencing with the issuance of Notice to Proceed (NTP) and ending 20 years after the expiration of the three year warranty period of the first trainset. The base price for the TSSSA with change orders and escalation is estimated at \$1.6 billion. As of September 30, 2023 and 2022, the Company has incurred \$5 million and \$2 million, respectively, in costs related to the TSSSA. These costs were recorded within “Deferred charge, deposits, and other” and will be amortized into expense over time.

Long Distance Diesel-electric Locomotives Purchase

On December 20, 2018, Amtrak entered into an agreement with a contractor to purchase 75 long distance diesel-electric passenger locomotives. On May 17, 2022, the Company executed options to purchase an additional 50 locomotives. As of September 30, 2023, the base price with change orders for the 125 locomotives is \$892 million. The Company makes payments to the contractor pursuant to an approved payment schedule upon the contractor’s successful completion of certain tasks (milestones) during the

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

11. Commitments and Contingencies (continued)

contract. As of September 30, 2023 and 2022, the Company has incurred \$454 million and \$386 million, respectively, in construction and other project-related costs, substantially all of which were capitalized when incurred under "Construction-in-progress" in the Consolidated Balance Sheets. Deliveries of the locomotives started in June 2021. As the locomotives are placed in service, the associated cost is moved from "Construction-in-progress" to "Locomotives" in the Consolidated Balance Sheet.

Also on December 20, 2018, the Company entered into a TSSSA with the same contractor to provide technical support, spares, and other related services for the 23 year period commencing upon the acceptance of the first locomotive. Acceptance of the locomotive follows the delivery and testing by Amtrak and the FRA. The combined (base and options) price without escalation for the TSSSA is approximately \$419 million plus overhaul material costs within the contract period. As of September 30, 2023 and 2022, the Company has incurred \$3 million and \$1 million, respectively, in costs related to the TSSSA.

New Acela Trainsets Purchase

On August 8, 2016, the Company entered into a Purchase Agreement with a contractor for the acquisition of the Trainsets to replace the Company's current *Acela Express* equipment which runs on the NEC. The base price of the contract with change orders is \$1.5 billion. Financing for the contract was obtained under the RRIF Loan (see Note 7). The Company makes payments to the contractor pursuant to an approved payment schedule upon the contractor's successful completion of certain tasks (milestones) during the contract. The Company has incurred \$1.2 billion and \$1.1 billion in construction and other project-related costs as of September 30, 2023 and 2022, respectively, substantially all of which were capitalized as part of "Construction-in-progress" in the Consolidated Balance Sheets.

Also on August 8, 2016, the Company entered into a TSSSA with the same contractor to provide technical support, spares, and other related services for the 15 year period commencing upon acceptance of the first Trainset. Acceptance of each Trainset follows the delivery and testing by Amtrak and the FRA. The base price for the TSSSA with change orders is \$637 million. The Company incurred \$46 million in cost related to the agreement as of September 30, 2022, which was recorded in "Deferred charges, deposits and other" in the Consolidated Balance Sheets. No additional costs were incurred under the agreement in FY2023.

Host Railroad Agreements

Most of the rights-of-way over which Amtrak operates are owned by other railroads. Amtrak operates over such rights-of-way under agreements with these railroads. The terms of the agreements range up to 20 years, although they may remain in effect longer if neither party seeks to renegotiate. Payments to these railroads vary based on levels of usage and performance. The total amount incurred by Amtrak for operations over the right-of-way during FY2023 and FY2022 totaled \$180 million and \$155 million, respectively, and are included primarily in "Train operations" in the Consolidated Statements of Operations.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

11. Commitments and Contingencies (continued)

Risk of Liability and Insurance

The Amtrak Reform and Accountability Act of 1997 (the Act) limited the amount railroad passengers may recover from a single accident to an aggregate of \$200 million. The FAST Act required the Secretary to increase the limit on passenger liability claims based on the change in the consumer price index since December 2, 1997. On January 11, 2016, the Secretary issued its calculation setting the new limit at \$294 million effective February 11, 2016. The FAST Act requires the limit to be adjusted every five years after the date of the FAST Act's enactment. On February 25, 2021, the limit was increased to \$323 million. Amtrak purchases excess liability insurance for passenger liability claims subject to the statutory cap and for non-passenger liability not limited by the Act.

Amtrak operates a majority of its passenger rail service on tracks owned by freight railroads. Amtrak indemnifies these railroads for certain liabilities that arise as a result of its operations on freight tracks. Its indemnity generally applies to bodily injury and property damage claims made by its employees, passengers, and third parties struck by its trains, and for damage to its equipment. The freight railroads generally indemnify Amtrak for bodily injury and property damage claims made by freight railroad employees and third parties, and for damage to freight railroad equipment, lading, and property.

Amtrak maintains insurance for its liability to employees and other parties for injury or damage to their property and for damage to Amtrak property. Amtrak self-insures a portion of these liabilities.

Labor Agreements

Excluding employees within Amtrak's OIG, 81% of Amtrak's labor force is covered by labor agreements. Under the Railway Labor Act, labor contracts never expire but are instead opened at agreed-upon times for mandatory bargaining. Although there are no timeframes for negotiations to be completed, it is almost certain there will be retroactive wage increases in the settlements, consistent with prior agreements. As of December 20, 2023, Amtrak had reached settlement agreements with 14 bargaining units, representing just over 70% of our unionized workforce. Negotiations and ratification votes continue with the remaining five bargaining units.

The Company has accrued \$34 million and \$16 million as of September 30, 2023 and 2022, respectively, within "Accrued expenses and other current liabilities" in the Consolidated Balance Sheet, which represents its best estimate for retroactive wage increases resulting from settlements of such agreements for services through that date.

Legal Proceedings

Amtrak is involved in various litigation and arbitration proceedings in the normal course of business, including but not limited to tort, contract, eminent domain, and civil rights claims. When management concludes that it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, it is accrued. While the ultimate amount of liability incurred in any of these lawsuits and claims is dependent on future developments, in management's opinion, recorded liabilities, where applicable, are adequate to cover the future payment of such liabilities and claims. However, the outcome of any of these lawsuits and claims cannot be predicted with certainty, and unfavorable or unexpected

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

11. Commitments and Contingencies (continued)

outcomes could result in additional accruals that could be significant in a particular year. Any adjustments to the recorded liability will be reflected in the periods in which such adjustments are probable and reasonably estimable.

In August 2021, Amtrak exercised its statutory authority to acquire by eminent domain a piece of property in New York. As of September 30, 2023, title has passed to Amtrak but the Company and the previous owner of the property have been unable to agree on the just compensation for the property. The Company has recorded its best estimate of the just compensation. When the final compensation for the property is determined, there could be a significant adjustment to the accrued liability.

Americans with Disabilities Act Compliance

Under the Americans with Disabilities Act (ADA), stations in the intercity rail transportation system served by Amtrak were required to be readily accessible to and usable by individuals with disabilities no later than July 26, 2010. This requirement applies to such portions of a station that are used by the general public and related to such intercity passenger rail transportation, including passenger platforms, designated waiting areas, ticketing areas, restrooms, and in some cases, concession areas. In 2010, the Company developed a plan to bring the station components for which it is legally responsible into ADA compliance. This plan has been regularly updated and adjusted based on new information and external factors, such as direction the Company receives from the FRA and other government agencies. On December 2, 2020, the Department of Justice and Amtrak entered into a joint settlement agreement pursuant to which the Company agreed, among other things, to bring into compliance the station components for which it is legally responsible subject to an agreed-upon set of progress milestones. With IJA funding and based on the Company's estimates using historical costs, Amtrak believes it has sufficient funding to achieve full ADA compliance of all station components for which it is responsible under the ADA. However, the total program cost cannot be determined at this time because external factors such as labor shortages, inflation, and labor cost increases through the life of the program are difficult to predict. Accordingly, the accompanying Consolidated Financial Statements do not reflect the costs of Amtrak becoming fully compliant with the ADA. As of September 30, 2023 and 2022, Amtrak has spent a total of \$974 million and \$848 million, respectively, on ADA-related projects. Approximately \$126 million and \$102 million of the expenditures were incurred during FY2023 and FY2022, respectively.

Washington Union Station Leasehold Eminent Domain Acquisition

In April 2022, Amtrak exercised its statutory authority to acquire by eminent domain a leasehold interest at Washington Union Station. The Company deposited \$250 million, which it estimated to be just compensation for the leasehold interest, with the United States District Court for the District of Columbia (the Court) when Amtrak filed its eminent domain action. As of December 20, 2023, the case is still pending determination of whether the Company is entitled to possession of the property and whether the Company's taking of the property was within the scope of its authority under the applicable statute. If it is determined that the taking was authorized, then the Court will determine the appropriate amount of just compensation that Amtrak must pay to the prior leaseholder and may require more than or less than the Company's \$250 million deposit. As of September 30, 2023, the \$250 million deposit was recorded within "Deferred charge, deposits, and other" in the Company's Consolidated Balance Sheets.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

12. Environmental Matters

The Company is subject to extensive and complex federal and state environmental laws and regulations regarding environmental issues. As a result of its operations and acquired properties, Amtrak is from time to time involved in administrative and judicial proceedings and regulatory inquiries related to environmental matters. Amtrak's policy is to accrue estimated liabilities and capitalize such remediation costs if they extend the life, increase the capacity, or improve the safety or efficiency of the property; mitigate or prevent environmental contamination that has not occurred but may result from future operations; are incurred in preparing the property for sale; or are incurred on property acquired with existing environmental conditions; and to expense other remediation costs. The liability is periodically adjusted based on Amtrak's present estimate of the costs it will incur related to these sites and/or actual expenditures made. Some of the Company's real estate properties may have the presence of environmentally regulated wastes or materials. If these properties undergo excavations or major renovations or are demolished, certain environmental regulations that are in place may specify the manner in which the wastes or materials must be assessed, handled, and disposed. The Company has identified a number of locations for which excavations and major renovations are planned and liabilities have been recorded. In the future, the Company may plan other excavations, demolitions, major renovations, or other construction activities that affect similar wastes or materials.

At some locations, although a potential liability exists for the removal or remediation of environmentally regulated materials, sufficient information is not available currently to estimate the liability, as the range of time over which the Company may settle these obligations is unknown or the cost of remediation cannot be reasonably estimated at this time. Although the Company believes it has appropriately recorded current and long-term reserves for known and estimable future environmental costs, it could incur significant costs that exceed reserves or require unanticipated cash expenditures.

As of September 30, 2023 and 2022, the environmental reserve was \$140 million and \$151 million, respectively. These reserves for estimated future environmental costs are undiscounted and include future costs for remediation and restoration of sites as well as any significant ongoing monitoring costs. The current portion of the reserve was \$8 million as of both September 30, 2023 and September 30, 2022, and is reported in "Accrued expenses and other current liabilities" in the Consolidated Balance Sheets. The balance of the reserve as of both September 30, 2023 and 2022 is reported as "Environmental reserve" in the Consolidated Balance Sheets. Costs related to estimated future capital expenditures for environmental remediation were \$116 million and \$128 million as of September 30, 2023 and 2022, respectively, and are included in "Right-of-way and other properties" in the Consolidated Balance Sheets.

The amounts included in environmental reserves in the Consolidated Balance Sheets reflect only Amtrak's estimate of its portion of the gross liability. The ultimate liability for environmental remediation is difficult to determine with certainty due to, among other factors, the number of potentially responsible parties, site-specific cost sharing arrangements, the degree and types of contamination, potentially unidentified contamination, developing remediation technology, and evolving statutory and regulatory standards related to environmental matters. In addition, for certain known sites, the ultimate liability cannot be estimated until the results of the remedial investigation phase are known.

Amtrak's management and legal counsel believe that additional future remedial actions for known environmental matters will not have a material adverse effect on the Company's results of operations or

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

12. Environmental Matters (continued)

financial condition and that its environmental reserves are adequate to fund remedial actions to comply with present laws and regulations.

13. Postretirement Employee Benefits

Amtrak has a qualified non-contributory defined benefit retirement plan (the Retirement Income Plan) whose assets are held in trust covering certain nonunion employees and certain union employees who at one time held nonunion positions. Effective June 30, 2015, the Retirement Income Plan was closed to new entrants and frozen for future benefit accruals. Amtrak provides medical benefits to its qualifying retirees and life insurance to some retirees in limited circumstances under its postretirement benefits program.

Obligations and Funded Status

The liability of the Company's pension benefits under its Retirement Income Plan as well as other postretirement benefits plans as of September 30, 2023 and 2022 is as follows (in millions):

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

13. Postretirement Employee Benefits (continued)

	Pension Benefits		Other Benefits	
	2023	2022	2023	2022
Reconciliation of projected benefit obligation:				
Obligation at October 1	\$ 389	\$ 519	\$ 409	\$ 560
Service cost	—	—	7	12
Interest cost	20	14	21	15
Actuarial gain	(15)	(116)	(48)	(139)
Employee contributions	—	—	2	2
Benefit payments	(29)	(28)	(38)	(41)
Obligation at September 30	<u>\$ 365</u>	<u>\$ 389</u>	<u>\$ 353</u>	<u>\$ 409</u>
Reconciliation of fair value of plan assets:				
Plan assets at October 1	\$ 338	\$ 469	\$ —	\$ —
Actual return on plan assets	13	(117)	—	—
Employer contributions	15	15	36	39
Participant contributions	—	—	2	2
Benefit payments, net	(31)	(29)	(38)	(41)
Plan assets at September 30	<u>\$ 335</u>	<u>\$ 338</u>	<u>\$ —</u>	<u>\$ —</u>
Funded status:				
Accumulated benefit obligation at September 30	\$ (365)	\$ (389)	\$ (353)	\$ (409)
Projected benefit obligation at September 30	(365)	(389)	(353)	(409)
Fair value of plan assets	335	338	—	—
Net unfunded status of the plans	<u>\$ (30)</u>	<u>\$ (51)</u>	<u>\$ (353)</u>	<u>\$ (409)</u>
Net liability recognized in Consolidated Balance Sheets	<u>\$ (30)</u>	<u>\$ (51)</u>	<u>\$ (353)</u>	<u>\$ (409)</u>

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

13. Postretirement Employee Benefits (continued)

Pension and other postretirement benefit amounts recorded in the Consolidated Balance Sheets as of September 30, 2023 and 2022 are as follows (in millions):

	Pension Benefits		Other Benefits	
	2023	2022	2023	2022
Accrued expenses and other current liabilities	\$ —	\$ —	\$ 34	\$ 38
Postretirement employee benefits obligation	30	51	319	371
Net amount recognized	<u>\$ 30</u>	<u>\$ 51</u>	<u>\$ 353</u>	<u>\$ 409</u>

Pension and other postretirement benefit amounts recognized in accumulated other comprehensive loss in FY2023 and FY2022 are as follows (in millions):

	Pension Benefits		Other Benefits	
	2023	2022	2023	2022
Net actuarial loss (gain)	\$ 149	\$ 166	\$ (125)	\$ (82)
Net amount recognized	<u>\$ 149</u>	<u>\$ 166</u>	<u>\$ (125)</u>	<u>\$ (82)</u>

Components of Net Periodic Benefit Cost

The following table provides the components of net periodic benefit cost for the plans for FY2023 and FY2022 (in millions):

	Pension Benefits		Other Benefits	
	2023	2022	2023	2022
Service cost	\$ —	\$ —	\$ 7	\$ 12
Interest cost	20	14	21	15
Expected return on plan assets	(18)	(22)	—	—
Accumulated Other Comprehensive Loss reclassification adjustment:				
Amortization of actuarial loss (gain)	6	4	(4)	10
Other expenses	2	1	—	—
Net periodic benefit cost (income)	<u>\$ 10</u>	<u>\$ (3)</u>	<u>\$ 24</u>	<u>\$ 37</u>

Service cost is recorded in “Salaries, wages, and benefits” on the Consolidated Statements of Operations. All other components of net periodic benefit costs are recorded in “Other expense, net” on the Consolidated Statements of Operations.

During FY2023, the Retirement Income Plan incurred a net actuarial gain of \$15 million, consisting primarily of an \$11 million gain due to an increase in the discount rate and a \$4 million experience gain. During FY2022, the Retirement Income Plan incurred a net actuarial gain of \$116 million, consisting

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

13. Postretirement Employee Benefits (continued)

primarily of a \$115 million gain due to an increase in the discount rate because of increases in the corporate bond rates in FY2022, and a \$1 million experience gain.

During FY2023, the other postretirement benefits plans incurred a combined net actuarial gain of \$48 million, consisting primarily of a \$14 million gain from termination rates, along with favorable changes in claims of \$13 million, a \$10 million gain from an increase in discount rates, a \$9 million gain from a reduction in the expected number of retirees expected to cover their spouses in the benefit, and a \$7 million gain from participation rates, partially offset by a \$6 million loss from change in trend rates. During FY2022, the other postretirement benefits plans incurred a combined net actuarial gain of \$139 million, consisting primarily of a \$115 million gain from an increase in discount rates, along with favorable changes in claims of \$28 million and in actual versus expected plan experience of \$1 million, partially offset by a \$5 million loss from change in trend rates.

Plan Assets

The Company's pension plan asset allocation at September 30, 2023 and 2022, and initial target allocation for FY2024, are as follows:

	Plan Assets		
	2024	2023	2022
Fixed income debt securities	69 %	58 %	58 %
Commingled funds	22	20	20
Mutual funds	8	9	7
Money market fund	—	9	7
Cash	1	2	7
Other ¹	—	2	1
Total	100 %	100 %	100 %

¹ Other consisted of receivables and payables related to unsettled transactions.

The long-term objective for assets held by the Retirement Income Plan is to generate investment returns that, in combination with funding contributions from the Company, provide adequate assets to meet all current and future benefit obligations of the Retirement Income Plan. The Retirement Income Plan seeks to maintain or reduce investment risk levels unless the funded status decreases significantly, with the ultimate goal to be in a position to defease the pension liability. Over the long term, it is anticipated that asset-liability management strategy will be the key determinant of the returns generated by the pension assets and the associated volatility of returns and funded status. In particular, the allocation and structure of the "growth portfolio" and the structure of the long-term fixed income portfolio (longer duration fixed income securities and similar investments) are the key elements of the asset-liability strategy for the pension investment program. In the growth portfolio, the Plan invests in Commingled funds and Mutual funds, which include equity securities and similar investments. The Retirement Income Plan's asset allocation strategy is primarily based on the Retirement Income Plan's current funded status. The Retirement Income Plan's return requirements and risk tolerance will change over time. As a result of the

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

13. Postretirement Employee Benefits (continued)

Retirement Income Plan's asset allocation strategies, there are no significant concentrations of risk within the portfolio of investments.

Following is a description of the valuation techniques and inputs used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Level 1 Investments

Money Market Fund

Money market funds generally transact subscription and redemption activity at a \$1.00 stable NAV. Investments in the money market funds can be redeemed on a daily basis. Amtrak's investment in money market funds consists of the JPMorgan 100% U.S. Treasury Securities Money Market Fund. The fund's NAV is published regularly and the fair value is deemed readily determinable.

Level 2 Investments

Fixed Income Debt Securities

This investment category consists of corporate bonds, government bonds, municipal bonds, and U.S. government securities. These investments are valued using prices provided by independent pricing services based on compilation of primarily observable market information or broker quotes in a non-active market.

Commingled Funds

This category consists of global stocks and a diversified portfolio of assets. Investments in commingled funds are valued at the end of the period based upon the value of the underlying investments as determined by quoted market prices or by a pricing service.

Mutual Funds

This category consists of Goldman Sachs Multi-Manager Funds and Tactical Tilts. The Multi-Manager funds include investments in non-core fixed income, real assets and global equity asset classes that provide broad risk exposure to global equity markets. Tactical Tilts are implemented using a combination of different investment vehicles and instruments, including Goldman Sachs Asset Management funds, exchange-traded funds, options, futures, forwards, and swaps. These investments are valued at the end of the period based upon the value of the underlying investments as determined by quoted market prices or by a pricing service.

The following tables present the fair values of the Company's pension investments by level within the fair value hierarchy (as described in Note 9) as of September 30, 2023 and 2022 (in millions):

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

13. Postretirement Employee Benefits (continued)

	Total	Level 1	Level 2
September 30, 2023			
Fixed income debt securities:			
Corporate bonds	\$ 179	\$ —	\$ 179
Government bonds	6	—	6
Municipal bonds	6	—	6
U.S. government securities	2	—	2
Total fixed income debt securities	193	—	193
Commingled funds	68	—	68
Mutual funds	31	—	31
Money market funds	31	31	—
Total investments, at fair value	\$ 323	\$ 31	\$ 292
Cash	7		
Other ¹	5		
Total plan assets	<u>\$ 335</u>		

¹ Other primarily consisted of receivables and payables related to unsettled transactions.

	Total	Level 1	Level 2
September 30, 2022			
Fixed income debt securities:			
Corporate bonds	\$ 171	\$ —	\$ 171
Government bonds	9	—	9
Municipal bonds	8	—	8
U.S. government securities	8	—	8
Total fixed income debt securities	196	—	196
Commingled funds	68	—	68
Mutual funds	24	—	24
Money market funds	22	22	—
Total investments, at fair value	\$ 310	\$ 22	\$ 288
Cash	23		
Other ¹	5		
Total plan assets	<u>\$ 338</u>		

¹ Other primarily consisted of receivables and payables related to unsettled transactions.

Rate of Return

Several factors are considered in developing the estimate for the long-term expected rate of return on plan assets. These include historical rates of return over the past three-, five- and ten-year periods as well as projected long-term rates of return obtained from pension investment consultants.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

13. Postretirement Employee Benefits (continued)

In the short term, there may be fluctuations of positive and negative yields year over year, but over the long term, the return based on target asset allocation is expected to be approximately 5.5%.

Estimated Future Benefit Payments

Based upon the assumptions used to measure the pension and other postretirement benefit obligations as of September 30, 2023, including other postretirement benefits attributable to estimated future employee service, Amtrak expects that pension benefits and other postretirement benefits to be paid over the next ten years will be as follows (in millions):

Year ending September 30,	Pension Benefits	Other Benefits
2024	\$ 32	\$ 34
2025	30	34
2026	30	33
2027	30	33
2028	30	33
2029-2033	143	153

Contributions

In FY2024, Amtrak does not expect to contribute to the Retirement Income Plan and expects to contribute \$34 million towards other postretirement benefits.

Assumptions

Weighted-average assumptions used to determine benefit obligations as of September 30, 2023 and 2022 are as follows:

	Pension Benefits		Other Benefits	
	2023	2022	2023	2022
Discount rate	5.80 %	5.45 %	5.73-5.83 %	5.40-5.45 %

Weighted-average assumptions used to determine net periodic benefit cost for the years ended September 30, 2023 and 2022 are as follows:

	Pension Benefits		Other Benefits	
	2023	2022	2023	2022
Discount rate	5.45 %	2.87 %	5.40-5.45 %	2.65-2.88 %
Expected long-term rate of return	5.50 %	5.00 %	N/A	N/A

Assumed health care cost trend rates are as follows:

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

13. Postretirement Employee Benefits (continued)

	September 30,	
	2023	2022
Health care cost trend rate assumed for next year	7.52-8.06 %	6.85-7.28 %
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.00 %	5.00 %
Year that the rate reaches the ultimate trend rate	2030	2028

401(k) Savings Plans

Amtrak provides a 401(k) savings plan for nonunion employees. Under the plan, Amtrak matches a portion of employee contributions up to seven percent of the participant's salary, subject to applicable limitations. Amtrak's expenses under this plan were \$31 million and \$25 million for FY2023 and FY2022, respectively.

Additionally, Amtrak provides a 401(k) savings plan for union employees. Amtrak does not match any portion of the employee contributions under this plan.

14. Related Party Transactions

In July 2019, the States of New York (NY) and New Jersey (NJ) created the Gateway Development Commission (GDC) through the enactment of a bi-state legislation codified as the Gateway Development Commission Act. GDC is a public governmental entity whose mission is to effectuate the Gateway Program. The Gateway Program is a series of rail infrastructure projects that will improve reliability and capacity along a 10-mile stretch of the Northeast Corridor between Newark, New Jersey and Pennsylvania Station in New York City. GDC is a related party to Amtrak because the Company holds one of seven Commission seats, the Amtrak Commissioner serves as the Vice Chair of GDC, and NY, NJ and the Company each has veto power over GDC matters. During FY2023, NY, NJ, Amtrak, and GDC entered into a series of agreements related to the Hudson Tunnel Project (HTP), a project under the Gateway Program. GDC is responsible for the oversight and delivery of the HTP. Each of Amtrak, NY, and NJ will fund one-third of the annual GDC operating budget and will fund the HTP. Upon completion of the HTP, Amtrak will own all of the HTP improvements and the acquired right-of-way property interest as part of the HTP, and Amtrak will be responsible for the ongoing HTP operation and maintenance.

GDC started its business activity in FY2022 and conducted risk assessment activities for the HTP in FY2023. As of September 30, 2023, Amtrak has paid \$15.4 million directly to or on behalf of GDC, all of which has been capitalized under "Property and equipment" as part of the HTP cost.

15. Subsequent Events

The Company has evaluated subsequent events through December 20, 2023, which is the date the financial statements are available to be issued, and concluded that there were no additional subsequent events requiring disclosure.

Report of Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

The Board of Directors and Stockholders
National Railroad Passenger Corporation

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*), the consolidated financial statements of National Railroad Passenger Corporation and subsidiaries (the Company), which comprise the consolidated balance sheet as of September 30, 2023, and the related consolidated statements of operations, comprehensive loss, changes in capitalization and cash flows for the year then ended, and the related notes (collectively referred to as the “financial statements”), and our report dated December 20, 2023, expressed an unmodified opinion thereon.

Federal Government Funding

As explained in Notes 1 and 2 to the financial statements, the Company has a history of operating losses and is dependent upon substantial Federal Government subsidies to sustain its operations and maintain its underlying infrastructure. As further explained in Note 2 to the financial statements, the Company is receiving Federal Government funding under the Continuing Appropriations Acts and the Infrastructure Investment and Jobs Act. There are currently no Federal Government operating funds appropriated by law for any period subsequent to January 19, 2024. Without the receipt of Federal Government funding, the Company will not be able to continue in its current form and significant operating changes, restructurings or bankruptcy might occur. Our opinion is not modified with respect to this matter.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Company’s internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control. Accordingly, we do not express an opinion on the effectiveness of the Company’s internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Company's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of This Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with Government Auditing Standards in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Ernst & Young LLP

December 20, 2023

Single Audit

Report of Independent Auditors on Compliance for Each Major Federal Program; Report on Internal Control Over Compliance; and Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance

To Board of Directors and Stockholders
National Railroad Passenger Corporation

Report of Independent Auditors on Compliance for Each Major Federal Program

Opinion on Each Major Federal Program

We have audited National Railroad Passenger Corporation's (Amtrak or the Company) compliance with the types of compliance requirements described in the U.S. Office of Management and Budget (OMB) *Compliance Supplement* that could have a direct and material effect on each of Amtrak's major federal programs for the year ended September 30, 2023. Amtrak's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

In our opinion, Amtrak complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended September 30, 2023.

Basis for Opinion on Each Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America (GAAS); the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States (*Government Auditing Standards*); and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of Amtrak and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on compliance for each major federal program. Our audit does not provide a legal determination of Amtrak's compliance with the compliance requirements referred to above.

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules, and provisions of contracts or grant agreements applicable to Amtrak's federal programs.

Auditor's Responsibilities for the Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on Amtrak's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material, if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about Amtrak's compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding Amtrak's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of Amtrak's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of Amtrak's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Other Matters

The results of our auditing procedures disclosed instances of noncompliance, which are required to be reported in accordance with the Uniform Guidance and which are described in the accompanying schedule of findings and questioned costs as findings 2023-001 and 2023-002 relating to equipment and real property management for Assistance Listing No. 20.315 – National Railroad Passenger Corporation Grants. Our opinion on each major federal program is not modified with respect to these matters.

Government Auditing Standards requires the auditor to perform limited procedures on Amtrak's response to the noncompliance findings identified in our audit described in the accompanying schedule of findings and questioned costs. Amtrak's response was not subjected to the other auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

Report on Internal Control Over Compliance

Our consideration of internal control over compliance was for the limited purpose described in the Auditor's Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance, and therefore, material weaknesses or significant deficiencies may exist that were not identified. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, as discussed below, we did identify certain deficiencies in internal control over compliance that we consider to be significant deficiencies.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance. We consider the deficiencies in internal control over compliance described in the accompanying schedule of findings and questioned costs as findings 2023-001 and 2023-002 relating to equipment and real property management for Assistance Listing No. 20.315 – National Railroad Passenger Corporation Grants, to be significant deficiencies.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

Government Auditing Standards requires the auditor to perform limited procedures on Amtrak's response to the internal control over compliance findings identified in our audit described in the accompanying schedule of findings and questioned costs. Amtrak's response was not subjected to the other auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance

We have audited the financial statements of Amtrak as of and for the year ended September 30, 2023, and have issued our report thereon dated December 20, 2023, which contained an unmodified opinion on those financial statements. Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by the Uniform Guidance and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of expenditures of federal awards is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst & Young LLP

June 14, 2024

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Expenditures of Federal Awards (In Thousands of Dollars)

Year Ended September 30, 2023

Federal Grantor/Program or Cluster Title	Federal Assistance Listing No.	Total Federal Expenditures
U.S. Department of Transportation		
Direct awards:		
National Railroad Passenger Corporation Grants	20.315	\$ 2,688,562
COVID-19 National Railroad Passenger Corporation Grants	20.315	198,249
Total National Railroad Passenger Corporation Grants	20.315	<u>2,886,811</u>
Railroad Rehabilitation and Improvement Financing Program	20.316	976,832
Fiscal Year 2013 Hurricane Sandy Disaster Relief Grants		
to the National Railroad Passenger Corporation	20.323	5,487
Rail Infrastructure and Safety Improvements	20.325	2,060
Federal-State Partnership for State of Good Repair	20.326	12,974
Total U.S. Department of Transportation		<u>3,884,164</u>
U.S. Department of Homeland Security		
Direct award:		
Rail and Transit Security Grant Program	97.075	9,012
Total U.S. Department of Homeland Security		<u>9,012</u>
U.S. Department of Justice		
Direct award:		
Equitable Sharing Program	16.922	1,169
Total U.S. Department of Justice		1,169
Total expenditures of federal awards		<u><u>\$ 3,894,345</u></u>

The accompanying notes are an integral part of this schedule.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Schedule of Expenditures of Federal Awards

Year Ended September 30, 2023

1. Basis of Presentation

The accompanying Schedule of Expenditures of Federal Awards (the Schedule) includes the federal award activity of the National Railroad Passenger Corporation and subsidiaries (Amtrak) under programs of the federal government for the year ended September 30, 2023. The information in this Schedule is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule presents only a selected portion of the operations of Amtrak, it is not intended to and does not present the consolidated financial position, change in net assets, or cash flows of Amtrak.

Amtrak's reporting entity is defined in Note 3, "Basis of Presentation and Summary of Significant Accounting Policies," in Amtrak's consolidated financial statements.

2. Summary of Significant Accounting Policies

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance and the Federal Acquisition Regulation, 48 C.F.R. Chapter 1, Subpart 31.2, *Contracts with Commercial Organizations*, wherein certain types of expenditures are not allowable or are limited as to reimbursement.

3. Indirect Cost Rate

Amtrak has elected not to use the 10% de minimis indirect cost rate allowed under the Uniform Guidance.

4. Railroad Rehabilitation and Improvement Financing Program

The outstanding loan balance is approximately \$937.6 million at September 30, 2023.

Balance, September 30, 2022	\$ 561.2
Drawdowns	402.4
Interest	13.2
Payments	(39.2)
Balance, September 30, 2023	<u>\$ 937.6</u>

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Schedule of Expenditures of Federal Awards (continued)

Year Ended September 30, 2023

4. Railroad Rehabilitation and Improvement Financing Program (continued)

The value of the federal awards expended for loan programs on the schedule of expenditures of federal awards includes the beginning balance of outstanding loans with continuing compliance requirements plus loans made or received during the year.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Findings and Questioned Costs

Year Ended September 30, 2023

Section I – Summary of Auditor’s Results

Financial Statements

Type of report the auditor issued on whether the financial statements audited were prepared in accordance with GAAP

Unmodified

Internal control over financial reporting:

Material weakness(es) identified?

 yes X no

Significant deficiency(ies) identified?

 yes X none reported

Noncompliance material to financial statements noted?

 yes X no

Federal Awards

Internal control over major federal programs:

Material weakness(es) identified?

 yes X no

Significant deficiency(ies) identified?

 X yes none reported

Type of auditor’s report issued on compliance for major federal programs

Unmodified

Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)?

 X yes no

Identification of major federal programs:

Assistance Listing Number

Name of Federal Program or Cluster

20.315

National Railroad Passenger Corporation Grants

20.326

Federal-State Partnership for State of Good Repair

Dollar threshold used to distinguish between Type A and Type B programs:

\$ 11,683,034

Auditee qualified as low-risk auditee?

 X yes no

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Findings and Questioned Costs (continued)

Year Ended September 30, 2023

Section II – Federal Awards Findings and Questioned Costs

Finding 2023-001: Equipment and Real Property Management

Program Name: National Railroad Passenger Corporation Grants
COVID-19 National Railroad Passenger Corporation Grants
Assistance Listing No. 20.315

Federal Award No.: FR-AMT-0020-20
FR-AMT-0023-21
FR-AMT-0028-22
69A36523504100AMTDC

Federal Agency: U.S. Department of Transportation

Criteria

The code of federal regulations – 2 CFR 200.313 Equipment requires that:

1. Equipment must be used in the program or project for which it was acquired as long as needed, whether the project or program continues to be supported by the federal award or, when appropriate, under other Federal awards; however, the non-Federal entity must not encumber the equipment without prior approval of the federal awarding agency (2 CFR 200.313(c) and (e)).
2. Property records must be maintained that include a description of the property, a serial number or other identification number, the source of funding for the property (including the federal award identification number), who holds title, the acquisition date, cost of the property, percentage of federal participation in the project costs for the federal award under which the property was acquired, the location, use and condition of the property, and any ultimate disposition data, including the date of disposal and sales price of the property (2 CFR 200.313(d)(1)).
3. A physical inventory of the property must be taken and the results reconciled with the property records at least once every two years (2 CFR 200.313(d)(2)).
4. A control system must be developed to ensure adequate safeguards to prevent loss, damage, or theft of the property. Any loss, damage, or theft must be investigated (2 CFR 200.313(d)(3)).

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Findings and Questioned Costs (continued)

Year Ended September 30, 2023

Section II – Federal Awards Findings and Questioned Costs (continued)

5. Adequate maintenance procedures must be developed to keep the property in good condition (2 CFR 200.313(d)(4)).

The code of federal regulations – 2 CFR 200.303 – Internal Controls requires that non-Federal entities must:

6. Take prompt action when instances of noncompliance are identified including noncompliance identified in audit findings (2 CFR 200.303(d)).
7. Establish and maintain effective internal control over the Federal award that provides reasonable assurance that the non-Federal entity is managing the Federal award in compliance with Federal statutes, regulations, and the terms and conditions of the Federal award. These internal controls should be in compliance with guidance in “Standards for Internal Control in the Federal Government” issued by the Comptroller General of the United States or the “Internal Control Integrated Framework”, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Condition

We subjected 60 equipment assets to testing; these assets had a value of approximately \$94.8 million. Of the \$94.8 million, approximately \$8.0 million were equipment assets purchased in previous years and were subject to our inventory observation testing and the remaining \$86.8 million were equipment assets subject to both our purchases and inventory observation testing. Total acquisition cost of equipment assets within scope purchased during the year approximated \$279.6 million. Net book value of all equipment purchased to date under grants within scope as of September 30, 2023 approximated \$558.0 million. The following exceptions to the criteria were observed during the performance of the audit procedures:

1. For three of the equipment samples reviewed (approximately \$0.3 million), it was observed that the assets did not have a unique asset identifier in the originally provided equipment population or did not have an asset identifier on the equipment.
2. For five of the equipment samples reviewed (approximately \$0.5 million), it was observed that the condition data or location field in the asset records was blank.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Findings and Questioned Costs (continued)

Year Ended September 30, 2023

Section II – Federal Awards Findings and Questioned Costs (continued)

3. During our procedures performed for two assets (approximately \$1.1 million), we identified that no inventory had occurred for the assets, even though they had been placed in service over two years prior and would have required an inventory prior to our observation. As this came to our attention after the inventory was required and during our observation procedures, we investigated further and could not obtain alternative evidence to support that an inventory had occurred within the two-year period.
4. One of the equipment samples selected could not be located (approximately \$0.05 million), as such we could not verify existence of the asset.
5. This is a repeat finding that has occurred over the last several audit periods. As such, Amtrak has not taken sufficient actions when instances of noncompliance are identified through audit findings to make necessary updates to their internal controls.

Questioned Costs

This finding resulted in a total of \$0.05 million of likely questioned costs for Assistance Listing 20.315 – National Railroad Passenger Corporation Grant:

FR-AMT-0028-22

This amount represents the amount per the purchase order for the asset in sub bullet #4 above that could not be located.

Context

We selected 60 equipment items for internal control and compliance testing of the above attributes. See condition section above for equipment amounts in both sample size and population.

Effect

Amtrak is not in compliance with the 2 CFR 200.313. Additionally, when assets are not accurately identified, it could lead to logistical inefficiencies as well as the difficulty in locating and identifying equipment timely. This may also put assets at greater risk of being lost, stolen, or not properly maintained.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Findings and Questioned Costs (continued)

Year Ended September 30, 2023

Section II – Federal Awards Findings and Questioned Costs (continued)

Cause

The nature of much of Amtrak's equipment is composed of moving assets that are on the tracks and operating up and down the corridors or around the yards or moving from location to location in a geographical region to achieve daily operational objectives. Furthermore, Amtrak resources are deployed such that managers and supervisors oversee geographical regions and equipment that are located throughout various routes that often connect through multiple states with many unmanned and less traveled stations. Asset locations, including changes on short notice for where the asset will be used, and frequent inspections occur in order to keep the equipment operating safely; however, the system of record is not always updated or updated in a timely manner to reflect the location and condition of the asset in the records upon a change in asset custody. Amtrak's equipment policy, which is inconsistent with Uniform Guidance, currently requires that the condition field be confirmed and updated as part of the two-year inventory observation requirement.

In reviewing management's controls, the key controls identified by management are not designed such that consistent and timely proactive monitoring and/or review occurs to ensure that an inventory occurs no less than once every two years. There is an identified control that stipulates "On a monthly basis, Capital Accounting will identify all equipment that has not been observed within 2 years and communicate to the Asset Management Team for action to be taken." This control as designed is not preventive and may not identify the non-compliance risk until after non-compliance occurs.

For the instances where the unique identifier did not exist on the asset or match the asset records, this was caused by a clerical/human error in recording the asset details in the system in addition to a lack of review control to verify the accuracy of the data recording.

Identification as a Repeat Finding

This finding is a repeat finding of 2022-001.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Findings and Questioned Costs (continued)

Year Ended September 30, 2023

Section II – Federal Awards Findings and Questioned Costs (continued)

Recommendation

We recommend that Amtrak continue to work toward a full integration or reconciliation between Amtrak's fixed asset system of record and the different equipment-tracking systems. We recommend that management consider redesigning one of its key controls to help ensure that the monitoring of the observations is occurring on a preventive basis to help identify any exposure to non-compliance before it occurs. For example, Amtrak should consider an automated system report that would flag an asset proactively when a 2-year inventory deadline is approaching. During the observation process, management should ensure there is a review control within the process to validate that the asset is accurately tagged and such identifying information matches the equipment-tracking system. Additionally, this review control should also be performed when the asset is first logged into the equipment-tracking system. In the interim, until such processes are fully implemented, Amtrak should enhance the current control procedures surrounding the asset documentation and ensure that field personnel are aware of and are consistently and carefully updating the asset records such that clerical/human errors are minimized and that the asset records contain the necessary asset details in order to properly track equipment by federal requirements. This would include enhancing the asset chain of custody recordkeeping so that such changes are identified and reported timely. Additionally, management should consider requiring the serial number and model number to be documented in the system of record at set up in addition to the asset tag number. This will help ensure that the equipment has a unique ID number that can help it be identified and matched to the system record should an asset number not get added timely. Finally, as it relates to condition #4 above, management should investigate the root cause of the asset that could not be located and determine if additional control changes or modifications need to be made in order to prevent reoccurrence.

Views of Responsible Officials

Amtrak agrees with the recommendation to redesign key controls to help ensure that the monitoring of the observations happens on a preventive basis to help identify any exposure to non-compliance before it occurs.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Findings and Questioned Costs (continued)

Year Ended September 30, 2023

Section II – Federal Awards Findings and Questioned Costs (continued)

Since being created in 2022, Amtrak’s Enterprise Asset Management and Disposition team (EAMDT) has completed, with support from an outside consulting firm, a baseline assessment, as well as corrective action plans to specifically address noncompliance identified in the audit finding. Early in FY2024, Amtrak completed Phase 2 of this engagement to execute and implement a subset of these corrective action plans. Through this effort, EAMDT has prepared an updated Equipment Control Policy, developed standard operating procedures for equipment management, and developed a one-hour eLearning course that provides an overview of the importance for good equipment management practices and highlights the necessity for adhering to Single Audit compliance requirements of 2 CFR Part 200. The deliverables of this effort are to help ensure that assets are not capitalized without a complete record, which would include a unique asset identifier, as well as the condition and location of the assets.

Additionally, EAMDT has developed reporting and analytics that enable both EAMDT and field personnel to be more proactive in managing the soon-to-be and out of compliance assets to both bring assets back into compliance, as well as to ensure an inventory is done and recorded within the two-year period.

Lastly, EAMDT is working closely with Amtrak’s Digital Technology Department on the installation of location tracking technology on yard equipment and Engineering Maintenance of Way equipment, as well as developing an application that can be used on employee’s mobile devices to help ensure timely equipment assessments are completed.

Finding 2023-002: Preparation and Maintenance of Equipment Population

**Program Name: National Railroad Passenger Corporation Grants COVID-19
National Railroad Passenger Corporation Grants
Assistance Listing No. 20.315**

**Federal Award No.: FR-AMT-0020-20
FR-AMT-0022-21
FR-AMT-0026-22
FR-AMT-0028-22**

Federal Agency: U.S. Department of Transportation

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Findings and Questioned Costs (continued)

Year Ended September 30, 2023

Section II – Federal Awards Findings and Questioned Costs (continued)

Criteria

The code of federal regulations – 2 CFR 200.1 provides the following definition of Equipment:

- *Equipment* means tangible personal property (including information technology systems) having a useful life of more than one year and a per-unit acquisition cost which equals or exceeds the lesser of the capitalization level established by the non-Federal entity for financial statement purposes, or \$5,000.

The code of federal regulations – 2 CFR 200.313 Equipment requires that:

- Property records must be maintained that include a description of the property, a serial number or other identification number, the source of funding for the property (including the federal award identification number), who holds title, the acquisition date, cost of the property, percentage of federal participation in the project costs for the federal award under which the property was acquired, the location, use and condition of the property, and any ultimate disposition data, including the date of disposal and sales price of the property (2 CFR 200.313(d)(1)).

The code of federal regulations – 2 CFR 200.303 – Internal Controls requires that non-Federal entities must:

- Establish and maintain effective internal control over the Federal award that provides reasonable assurance that the non-Federal entity is managing the Federal award in compliance with Federal statutes, regulations, and the terms and conditions of the Federal award. These internal controls should be in compliance with guidance in “Standards for Internal Control in the Federal Government” issued by the Comptroller General of the United States or the “Internal Control Integrated Framework”, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Findings and Questioned Costs (continued)

Year Ended September 30, 2023

Section II – Federal Awards Findings and Questioned Costs (continued)

Condition

The following exceptions to the criteria were observed during the performance of the audit procedures as it relates to completeness and accuracy of equipment population:

1. In reviewing the equipment population provided to EY as part of the audit for FY23, we noted the Company mapped FY23 equipment activity relating to FR-AMT-0020-20, FR-AMT-0022-21 and FR-AMT-0026-22 grants to older funding sources. Per inquiry of management, FY23 Overhauled equipment activity was originally mapped incorrectly to prior year grant awards and fund source years.
2. Population contained an asset that could not be observed as the nature of the purchased equipment was a combination of tools with each individually costing less than \$5,000.
3. Population contained an asset that had been replaced in 2021, and as such should not have been included in the equipment listing.

Questioned Costs

None.

Context

Population of single audit equipment records is manually prepared each period where funding sources are assigned to each asset based on the unique asset identifier. The data source used by the Capital Accounting team did not take into consideration overhaul activity during the FY23 period that was undertaken over equipment assets acquired in 2014-2016 fiscal years. (Condition 1)

One of the 60 selections made for testing could not be observed, as the underlying equipment maintenance systems did not have a record of this item due to the fact that items purchased consisted of tools that were individually less than \$5,000 and as such did not meet the definition of Equipment as defined by 2 CFR 200.1. The population provided to EY incorrectly included an exception as described in the Condition section above, indicating that following internal control was not functioning as designed: “Monthly, Lead Accountant, Capital Accounting exports equipment data from PP into an Excel spreadsheet (the Equipment Spreadsheet) and manually determines the eligibility of the equipment. The determination is subsequently reviewed by the Senior Manager, Capital Accounting.” (Condition 2)

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Findings and Questioned Costs (continued)

Year Ended September 30, 2023

Section II – Federal Awards Findings and Questioned Costs (continued)

In the initial population provided, we noted that one of the assets had been retired and replaced in 2021 and should have not been included within the population. This was an error that was not corrected during timely updates of the maintenance records. (Condition 3)

Effect

Amtrak's control procedures in place as it relates to the preparation of equipment population were not designed in such a manner that would timely identify the conditions noted.

Cause

The exception from the criteria noted is attributed to the following cause:

1. Highly manual process required to reconcile data between multiple systems in order to maintain a complete and accurate record for each equipment asset.
2. Internal control procedures as designed are not detailed enough to review equipment purchases to be able to determine eligibility of the asset to be classified as equipment under 2 CFR equipment valuation thresholds.

Identification as a Repeat Finding

Not a repeat finding.

Recommendation

To address the Condition identified above, we recommend Amtrak to continue integration of the systems in such a way that appropriate funding source would be tagged to each asset automatically and that required property records would automatically be consolidated into one system of record and updated in that system.

Ensure that adequate IT interface and business process application controls over the completeness, accuracy, validity, confidentiality, and availability of transactions and data during application processing (input, processing, output, etc.) are in place.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Schedule of Findings and Questioned Costs (continued)

Year Ended September 30, 2023

Section II – Federal Awards Findings and Questioned Costs (continued)

Additionally, management should consider breaking out large purchase orders containing multiple items of equipment and tools under one purchase request, by creating separate Level 2 WBSE codes in order to distinguish between different types of items being acquired, in order to be able to provide more appropriate classification.

Views of Responsible Officials

Amtrak agrees with the finding related to the equipment population and believes that strengthening procedures around the preparation and review of the population is needed to prevent errors in future populations.

Amtrak recognizes that remediation of this finding will require enhancing documentation around the preparation of the population and documenting a set of procedures to follow for reviewing the population. Some of these efforts have already been enacted while others will be developed and implemented prior to September 30, 2024.

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