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1.0 RESPONSIBILITY

President and Chief Executive Officer (CEO).

2.0 STATEMENT OF POLICY

Amtrak requires all employees to adhere to the highest standards of business ethics. We must always act in a manner that complies not only with applicable law, but also with high moral and ethical standards and that avoids any conflicts of interest or appearances of a conflict of interest.

3.0 SCOPE

3.1 This Policy applies to all Amtrak employees.

3.2 For employees covered by a collective bargaining agreement, the applicable bargaining agreement shall govern to the extent, if any, it conflicts with this Policy.

3.3 The Amtrak Inspector General and employees in the Office of Inspector General are separately governed by the standards set forth in the Inspector General Act of 1978, as amended, and policies established by the Office of Inspector General. Questions or concerns regarding OIG employee conduct should be forwarded to the Inspector General and/or the Council of Inspectors General on Integrity and Efficiency.

3.4 Members of Amtrak's Board of Directors are separately governed by the Code of Business Conduct and Ethics, as adopted by the Board of Directors.

4.0 ADMINISTRATION

4.1 The Corporate Ethics Officer (currently the Executive Vice President, Chief Legal Officer & General Counsel) shall be designated by the President and CEO and shall have ultimate responsibility for the administration and interpretation of this Policy and approval of any exceptions to it.

4.2 Employees should direct questions concerning potential conflicts of interest up through their management chain of command and are encouraged to escalate unresolved issues to their executive vice president (EVP). Employees may also contact the Corporate Ethics Officer directly at ethicsofficer@amtrak.com.

4.3 Violations of this Policy may result in disciplinary action, up to and including immediate termination of employment.

4.4 The Corporate Ethics Officer has the ultimate responsibility and authority to determine whether a conflict of interest (or appearance of a conflict of interest) exists and to determine the appropriate remedial actions to be taken, except that employee discipline actions shall be determined by the employee's supervisors in consultation with the Corporate Ethics Officer.

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5.0 STANDARD OF CONDUCT

- 5.1 Business decisions should be made based solely on a good faith judgment of what is in the best interest of Amtrak.
- 5.2 Employees are prohibited from engaging in any of the following:
 - 5.2.1 Engaging in activities that pose a conflict of interest or the appearance of a conflict of interest between the employee (including his/her outside activities/interests) and Amtrak.
 - 5.2.2 Failing to exercise reasonable care to identify a potential or actual conflict of interest between the employee (including his/her outside activities/interests) and Amtrak.
 - 5.2.3 Offering, providing or receiving anything of value that may reasonably be perceived as influencing the recipient to engage in conduct that is unethical, deceptive, or otherwise contrary to the recipient's duties to his/her office or employer.
 - 5.2.4 Any other conduct the employee knows or should know is dishonest, unethical, or contrary to the person's obligations to his/her office or employer. Examples of such conduct include, but are not limited to: (a) fraud or deception; (b) theft; (c) paying or receiving a bribe or kickback; (d) knowingly billing a customer for material or services not delivered or performed; (e) knowingly paying a customer for material or services not delivered or performed; (f) accepting any gifts or business courtesies prohibited by Section 7 of this Policy; and (g) destroying or altering records to falsify, conceal or misrepresent the information in them.

6.0 DISCLOSURE OF OUTSIDE INTERESTS

- 6.1 All management (non-agreement) employees and independent contractors (as defined in the Independent Contractor Services Policy, P/I 7.13) must annually complete the Certificate of Compliance and Acceptance of Mutual Mandatory Binding Arbitration Agreement ("COC Form"). The COC Form requires employees and independent contractors to disclose certain relationships, non-Amtrak business activities and interests, and certain business activities and interests of their dependents and household members.
- 6.2 Individuals required to complete the COC Form and/or the Clayton Antitrust Act Statement (see 6.4 below) must amend their disclosures promptly whenever changed circumstances warrant a supplemental disclosure.
- 6.3 The VP Human Resources is responsible for ensuring that all management (non-agreement) employees and independent contractors annually complete a COC Form and that corporate Officers also complete a Clayton Antitrust Act Statement.

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6.4 Additional Requirements for Officers and Directors:

- 6.4.1 Corporate Officers and members of the Board of Directors must also complete the Clayton Antitrust Act Statement to disclose certain outside positions.
- 6.4.2 Corporate Officers may not have a financial or employment relationship with another rail carrier. However, merely holding securities issued by a rail carrier will not be a violation of this provision if the Officer makes a complete disclosure of the holdings and does not participate in any decisions directly affecting the rail carrier.

7.0 GIFTS, BUSINESS COURTESIES & CONFERENCES

- 7.1 Unless approved in writing by the Corporate Ethics Officer, employees may not solicit or accept gifts from a person or entity that does or is seeking to do business with Amtrak, including:
 - 7.1.1 Cash;
 - 7.1.2 Anything greater than \$50.00 in value per occurrence, or \$200 in aggregate value from any person or entity per calendar year. (E.g., accepting six \$40 meals during a year from a person doing business with Amtrak violates the policy because the aggregate value exceeds \$200). These limits apply to meals, transportation, lodging, raffles or door prizes, etc. – anything greater than \$50 in value per occurrence or \$200 in the aggregate per year;
 - 7.1.3 Admission to entertainment events for which tickets are sold, such as concerts or sporting events, may never be accepted unless there is a business purpose more substantial than networking and meet-and-greet; and even where there is a substantial business purpose, employees may not accept such tickets if the value is greater than \$50 per occurrence or \$200 in the aggregate per year; or
 - 7.1.4 Any other tangible or intangible benefit that creates an appearance of impropriety, conflict of interest, or distortion of business judgment.
- 7.2 Business conferences and other large business meetings: Employees may – if approved by a supervisor at the level of VP or higher – accept waiver of conference attendance fees and/or lodging in excess of \$50 per occurrence (or \$200 in the aggregate per year) only if:
 - 7.2.1 the expense is in furtherance of the employee's work for Amtrak;
 - 7.2.2 the expense would otherwise be reimbursable by Amtrak as a business expense; and
 - 7.2.3 payment of the expense by the outside person or entity would not create an appearance of impropriety, conflict of interest or distortion of business judgment.
 - 7.2.4 Even if the requirements above are satisfied, the employee may be required to recuse from future RFPs or other business decisions involving the person or entity that paid for his/her meeting or conference expenses.

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7.3 Special Procurement Guidelines:

- 7.3.1 Regardless of the limits set forth above, employees in the Procurement Department shall not solicit or accept any gifts, services, entertainment, transportation, lodging, meals, business courtesies or anything else of value from a person or entity that either: (a) does business with Amtrak; (b) is seeking to do business with Amtrak; or (c) could reasonably be expected to seek to do business with Amtrak in the future.
- 7.3.2 Regardless of the limits set forth above, non-Procurement employees with decision-making authority over a particular RFP or solicitation shall not solicit or accept any gifts, services, entertainment, transportation, lodging, meals, business courtesies or anything else of value from a person or entity that is participating in that RFP or solicitation.
- 7.3.3 This Policy does not prohibit any employee from accepting items of negligible value, such as pens, mouse pads, inexpensive phone chargers, and similar promotional items that are commonly distributed at business events.

- 7.4 Employees may not accept preferential terms on personal transactions with Amtrak contractors unless the same terms are openly offered to all employees.
- 7.5 Acceptance of a gift, business courtesy or anything else of value by a member of an employee's household or immediate family is considered the same as if the employee were the recipient.

8.0 CONTRACTOR CONFLICTS OF INTEREST

- 8.1 Employees must diligently investigate whether any prospective contractor would present an actual or potential conflict of interest. Any actual or potential conflict of interest must be raised to the appropriate VP (usually the VP Procurement), who will make the decision.
- 8.2 Any employee who has reason to believe a current contractor has an actual or potential conflict of interest must report it immediately to the appropriate VP (usually the VP Procurement).
- 8.3 For purposes of contractors doing business with Amtrak, "conflict of interest" means that, because of the activities or relationships with other persons or entities, (1) the contractor is unable to render impartial assistance or advice to Amtrak; (2) the contractor's objectivity to perform the services is or might otherwise be impaired; or (3) the contractor has, or attempts to create, an unfair competitive advantage.
- 8.4 Contractors performing services for Amtrak pursuant to written agreements valued at \$250,000 or more must certify in writing that they do not have a conflict of interest in performing services for Amtrak.

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9.0 DEALING WITH GOVERNMENT ENTITIES

- 9.1 Employees involved in government business activities must adhere to all applicable government ethics regulations, rules and standards, which may impose stricter requirements than this Policy.
- 9.2 Any questions concerning transactions with government entities should be directed up through your management chain of command, up to and including your EVP as needed. You may also contact the Corporate Ethics Officer directly.
- 9.3 Doing business with foreign (non-U.S.) entities can implicate additional legal compliance requirements, such as the Foreign Corrupt Practices Act and the Buy American Act. Employees involved in business activities with foreign entities should consult the Law Department to ensure compliance with applicable laws.

10.0 SEPARATION OF NON-AMTRAK ACTIVITIES

- 10.1 Non-Amtrak activities must be kept separate from Amtrak work. Employees may not use Amtrak property, facilities or work time for non-Amtrak business purposes.
- 10.2 Employees shall not engage in any outside employment or activity that:
- affects the objectivity and independence of their judgment or conduct in carrying out their duties and responsibilities to Amtrak;
 - interferes with or distracts from the employee's ability to perform his/her Amtrak job responsibilities to the best of his/her abilities;
 - is likely to embarrass or reflect discredit upon Amtrak;
 - is likely to conflict, or be perceived as conflicting, with the interests of Amtrak;
 - involves the use of confidential Amtrak information; or
 - is in the interstate travel industry in any management capacity or in the railroad industry, unless the employee first gets written approval from his/her supervisor at the level of Vice President or above.
- 10.3 In their personal, social and outside business relationships, employees must take care not to hold themselves out as representing Amtrak in any capacity.

11.0 DUTY TO REPORT POSSIBLE VIOLATIONS OF POLICY

- 11.1 All employees are responsible for compliance with this Policy. Any employee who believes that this Policy has been or is being violated must promptly inform their management chain. Employees are encouraged to escalate unresolved issues to their EVP. Failure to so inform may subject the employee to discipline up to and including termination. Employees may also report violations directly to the Corporate Ethics Officer or to the Amtrak Help Line at 1-866-908-7231.

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11.2 However, all matters involving allegations of fraud, waste, abuse, or misconduct that could affect Amtrak programs, operations or assets must be reported to the Office of Inspector General via the OIG Hotline (1-800-468-5469) or the OIG website (<https://amtrakoig.gov/report-allegation-fraud-waste-or-abuse>).

11.3 If you are unsure whether an issue should be reported to the OIG or to Amtrak management, report it to both the OIG Hotline and the Amtrak Help Line.

12.0 RELATED RULES AND PROCEDURES

All employees of Amtrak should be aware of the following Amtrak Policy and Instruction documents that have a direct applicability and are an integral part of this Policy:

- Amtrak's Standards of Excellence and Rules of Conduct
- Amtrak Code of Ethics and Business Conduct
- Employment of Relatives, P/I 7.6
- Independent Contractor Services, P/I 7.13
- Office of the Inspector General, P/I 2.1
- Confidentiality Policy, P/I 9.1
- Acceptable Use Policy, P/I 13.1

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