

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

**Management's Discussion and Analysis of
Financial Condition and Results of Operations
and
Consolidated Financial Statements With
Report of Independent Auditors**

Fiscal Year 2023



Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to provide readers with an understanding of our results of operations, changes in financial position, and liquidity. This MD&A should be read in conjunction with our audited Consolidated Financial Statements for the fiscal years ended September 30, 2023 (FY2023) and September 30, 2022 (FY2022) and the related notes included elsewhere in this report.

FORWARD-LOOKING STATEMENT DISCLOSURE

This MD&A contains forward-looking statements that may be identified by the use of words like “may,” “will,” “could,” “believe,” “expect,” “estimate,” “anticipate,” “project,” and similar expressions. These forward-looking statements reflect our good-faith evaluation of information currently available and are subject to risks and uncertainties, including but not limited to the risk factors set forth below.

Forward-looking statements reflect our expectations, forecasts, or predictions of future conditions, events, or results based on various assumptions as well as our business plans. Forward-looking statements are not guarantees of future performance and actual results may differ materially from those envisaged by such forward-looking statements. Accordingly, readers should not place undue reliance on any such forward-looking statements. Forward-looking statements are representative only as of the date this report was prepared, and we do not assume any obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments, or otherwise.

RISK FACTORS

The risks we face could adversely affect our business, results of operations, financial condition, liquidity, and net worth, and could cause our actual results to differ materially from our past results or the results contemplated by any forward-looking statements we make. We believe the risks described below and in the other sections of this report are the most significant we face; however, these are not the only risks we face. We may face additional risks and uncertainties not currently known to us or that we currently believe are immaterial.

- We have a history of recurring operating losses and are dependent on grants from the Federal Government to operate the national passenger rail system and maintain the underlying infrastructure. These grants are usually received through annual appropriations. Appropriated funds for Amtrak are generally provided to the United States (U.S.) Department of Transportation (the DOT), which through its agency the Federal Railroad Administration (the FRA) provides us those funds pursuant to annual grant agreements. If we do not receive sufficient Federal Government funding, our ability to operate in our current form may be adversely affected.

Through multiple continuing appropriations acts, we have been provided approximately \$1 billion in FY2024 funding through March 1, 2024, consisting of \$529 million for Northeast Corridor (NEC) grants and \$501 million for National Network (NN) grants. Congress has not specifically appropriated any FY2024 operating funds for the Company for the period subsequent to March 1, 2024. Without such Federal Government subsidies, we will not be able to continue to operate in our current form and significant operating changes, restructuring, or bankruptcy may occur.

- On November 15, 2021, the Infrastructure Investment and Jobs Act (the IIJA) was signed into law (Public Law 117-58). The IIJA contains two rail-funding-related components. The first component provides us with \$22.0 billion in advance appropriations for capital investment for FY2022 through FY2026. These funds are largely not available to help cover operating costs. In addition,

that first component of the IIJA includes another \$44.0 billion in advance appropriations for rail programs over the next five years. We will be eligible to apply for or will otherwise benefit from the majority of this funding. The second rail-funding-related component of the IIJA is a reauthorization of rail funding for FY2022 through FY2026. The IIJA reauthorization component authorizes, subject to appropriations, a nonbinding target funding level for Amtrak of \$19.2 billion for FY2022 through FY2026 or \$3.8 billion annually on average. It also contains a similar target for FRA competitive grants of \$15.3 billion, or \$3.1 billion annually. Actual appropriations for FY2022 and FY2023 were less than the authorized amounts.

IIJA provides us with an unprecedented level of funding for capital projects. It will allow us and our state and commuter partners, in partnership with the FRA, to begin modernizing our assets, including by constructing new tunnels, replacing major bridges, accelerating major station development programs, expanding track and platform capacity, replacing obsolete equipment used on Amtrak's routes, acquiring new information technology systems, improving equipment maintenance facilities, acquiring new maintenance-of-way (MOW) equipment, and making MOW facility upgrades. IIJA also provides the funding and process improvements - including development of a nationwide project pipeline for corridor development - that are needed to set in motion the expansion and improvement of our network to cities and smaller communities that are underserved, or not served at all, by us today.

The FRA is responsible for distributing and administering the IIJA funding in an expeditious, efficient, and accountable manner. IIJA provides FRA with the necessary financial resources to do so. IIJA funding has required us to make internal process changes to carry out projects more expeditiously and to create additional controls to ensure compliance with new rules and regulations. Execution of IIJA-funded projects will be challenged by physical and operational constraints (e.g., limitations on the amount of time tracks can be taken out of service for construction work without degrading train operations) and the need for agreements and extensive coordination with governmental and railroad partners, and will require us to augment our workforce with many additional employees required to have specialized skills to carry out projects. Deficiencies or delays in administering additional funding, implementing process changes, reaching agreements for and managing very complex projects in coordination with partners, and securing necessary personnel resources could hinder our ability to comply with grant administration requirements, present financial results in sufficient detail, maintain train operational performance, and advance and complete projects in a timely manner. This could negatively impact the company's financial performance, credibility and ability to secure additional public funding.

- We can have material and adverse impacts to demand for our services or ability to operate due to public health crises including epidemics, pandemics, and similar outbreaks. Measures to reduce the impact of such outbreaks can create travel restrictions and social distancing measures that reduce travel demand which would adversely impact our business, operating results, financial condition, and liquidity. Further, in response to the coronavirus (COVID) pandemic, public health and other regional, national, state and local regulations and policies impacted most of our businesses. Government requirements could be reinstated and new government requirements may be imposed to address the COVID pandemic or future health outbreaks or pandemics.
- Declines in economic conditions, such as recession, economic downturn, and/or inflationary conditions, or a failure of conditions to improve as anticipated may adversely affect demand and/or expenses for our business, reducing our revenue and earnings. Significant inflationary pressures may increase our costs for fuel and electricity, wages and benefits, and other goods and services

we require to operate our business. The adverse impact on our business will depend, in part, on the severity and duration of such economic conditions.

- Our employees are critical for our success. We rely on our ability to hire new employees with highly specialized skills. If we are unable to screen, hire, and onboard new employees, we may be unable to meet demand for rail service, which could have a negative impact on our operational efficiency and otherwise have a material adverse effect on our results of operations and financial condition. Changes in workforce demographics, training requirements, and availability of qualified personnel, particularly for engineers, mechanics, conductors and on-board service employees, could have a negative impact on our ability to meet short-term demand for rail service and our ability to meet our commitments on capital projects. Unpredicted increases in such demand may exacerbate such risks and could negatively impact our operational efficiency.
- A significant portion of our equipment fleet is at or nearing the end of its useful service life. Our passenger railcar fleet averages approximately 36 years of age and diesel locomotives approximately 26 years of age. Our older equipment has outmoded mechanical designs and systems, limited parts availability, poor reliability, commercially outdated appearances and amenities, and high operating costs. If replacement equipment is not provided, these issues may decrease customer satisfaction and the competitiveness of our services, impair on-time performance, and drive up our expenses, impacting our results of operations.
- Most of the rights-of-way over which we operate are owned by freight and other railroads, known as host railroads. Because the host railroads make all dispatching decisions about which trains have priority in using their rail line, they have significant control over our operations. Failure of host railroads to provide Amtrak trains with acceptable on-time performance (OTP) and adhere to our agreed-upon passenger train schedules could have an adverse impact on our revenues. Some freight railroads have disregarded the statutory requirement that our trains be given preference over freight. Currently, judicial enforcement of this requirement lies exclusively with the Department of Justice, which has not exercised that authority since 1979. This results in poor OTP that reduces our revenues and increases our costs. Continued non-compliance with the law by host railroads could negatively affect our financial performance and jeopardize the continued operation of the impacted routes.
- Our current route map still closely resembles the service we provided when we began operations in 1971. The only Amtrak service in certain regions in the country (i.e., most of the South, Southwest and Mountain States) is provided by Long Distance trains that generally operate once a day or less, serve many major metropolitan areas in the middle of the night or not at all, have unreliable OTP, and continue to generate significant operating losses. In FY2021, we launched *Amtrak Connects US*, a vision to advance the development of more frequent, reliable, and sustainable intercity passenger rail service to over 160 more communities and 20 million more passengers annually by 2035. While the enactment of the IIJA will enable the expansion of corridor service into new markets, the FRA, through its Corridor Identification and Development Program (Corridor ID), is tasked with selecting specific corridors for funding, and we can provide no assurance that any portion of Amtrak's initial vision will be realizable. Our failure to develop and expand intercity passenger rail corridors around the nation in collaboration with our existing and new state partners to serve growing metropolitan areas and megaregions, in order to become relevant to present and future travelers in these underserved or not served regions and corridors, could negatively impact future revenue growth and financial performance and hinder our ability to attract the state funding support that has historically enabled us to expand our operations and increase our attractiveness to potential customers in other regions. In addition, expanding service also comes with an investment

of resources that is constrained by available funds or availability to obtain grants, participation by state partners, and willingness of host railroads.

- With the renewed interest and funding in passenger rail travel, Amtrak has increased competition as we look to expand ridership and routes. FRA's Corridor ID program is operator agnostic and certain states that have invested heavily in developing passenger rail may not initially pick Amtrak as operator or require competitive bids, and private companies have attempted to step in for specific market segments. The increase in competing passenger rail providers to state supported areas and areas where Amtrak is looking to expand would limit Amtrak's ability to grow the network as quickly or comprehensively as we plan.
- In FY2023, our State Supported services represented 44% of our ridership and generated \$348 million in State Supported route subsidy revenue. Continued operation of State Supported routes is subject to annual operating agreements and state legislative appropriations. Failure on the part of any of the states to secure the necessary operating and capital funds from their state legislatures or decisions by states to contract with service providers other than Amtrak could put some state corridor services at risk.
- Our business is subject to federal and certain state and local laws and regulations, including compliance with requirements from various grant agreements. Our non-compliance with applicable laws, regulations, or grant agreements could result in litigation, assessment of damages, imposition of penalties, or other consequences, any or all of which could harm our reputation and have an adverse effect on our financial results.
- Our business is subject to the impacts of climate change, including increased frequency of weather events, storm surges, heavy precipitation, and sea level rise, which could adversely impact our operations, infrastructure and facilities.
- We could experience adverse publicity, harm to our brand, reduced travel demand, and potential tort liability as a result of an accident, catastrophe, future disease outbreak, or incident that involves us, our state partners, or our host railroads, which may result in a material adverse effect on our business, operating results, and financial condition.
- Our business is subject to numerous operational risks such as equipment failure, disruption of our supply chain, information system failure or interruption, cybersecurity attacks or breaches, severe weather, natural disasters, acts of terrorism or war, criminal activity, and other events which could adversely impact our operations.
- Breaches or lapses in the security of our technology systems and the data we store could compromise passenger, employee, or business partner information and expose us to liability, possibly having a material adverse effect on our business. The compromise of our technology systems resulting in the loss, disclosure, misappropriation of, or unauthorized access to, our information or that of our customers, employees, or business partners or failure to comply with regulatory or contractual obligations with respect to such information could result in legal claims or proceedings, liability, or regulatory penalties under laws protecting the privacy of personal information, disruption to our operations, and damage to our reputation, any or all of which could adversely affect our business. In addition, the costs to remediate breaches and similar system compromises that do occur could be material.
- Large portions of our operating costs are driven by prices for diesel fuel and electricity. To protect against increases in the market prices of electricity, we enter into forward purchases of our forecasted electricity consumption, and we may enter into forward purchases for a portion of our

future fuel requirements. However, these programs may not be successful in mitigating higher fuel costs due to changes in our consumption, and any price protection provided may limit the benefit we would have received under favorable market conditions.

- Due to the capital-intensive nature of our business, a significant increase in the replacement cost of our assets due to inflation or other economic conditions could adversely impact our business operations and financial results.
- Most of our employees are represented by unions, and failure to negotiate reasonable collective bargaining agreements under the terms of the Railway Labor Act could eventually result in strikes, work stoppages, or substantially higher ongoing labor costs.
- Environmental liabilities incurred in the normal course of business could have an adverse effect on our results of operations.
- Catastrophic events, including train derailments, could result in liabilities exceeding our insurance coverage.
- Any decline in the economy that further reduces business travel or depresses consumer spending in the U.S. could have a negative impact on our revenues.

GENERAL BUSINESS DESCRIPTION

Amtrak is America's Railroad®, the nation's intercity passenger rail service and its high-speed rail operator. Our principal business is to provide rail passenger service in the major intercity travel markets of the U.S. In addition to our core business of intercity passenger railroad operations, we engage in related ancillary businesses that include:

- operating commuter railroads on behalf of various states and transit agencies;
- providing infrastructure access to commuter agencies, freight railroads, and third parties such as private developers, utilities, and others that require right-of-way access;
- performing engineering and capital improvement activities for others, including commuter agencies and freight railroads, on a cost-reimbursable basis; and
- owning, managing, and leasing commercial real estate.

We operate a national rail network of more than 21,400 route miles serving more than 500 destinations in 46 states, the District of Columbia (D.C.), and three Canadian provinces. In FY2023, service was resumed on all routes suspended during the COVID pandemic. We offer over 140 Thruway routes that provide guaranteed connection to trains via buses, vans, ferries, and other modes of transportation. This extends our service to hundreds of communities not served directly by Amtrak trains.

The *Acela* travels on the NEC between Washington, D.C., and Boston, Massachusetts. It is the fastest train in the Western Hemisphere, with a maximum speed of 150 mph (241 kph) on sections of its route between Washington-New York City-Boston. Nearly half of our trains operate at top speeds of 100 mph (160 kph) or greater. Amtrak is the only railroad in North America to maintain right-of-way for service at speeds in excess of 125 mph (201 kph) and our engineering forces maintain more than 375 route-miles of track for 100+ mph (160+ kph) service.

The NEC is the busiest rail line in North America. There were approximately 2,000 Amtrak, commuter, and freight trains operating over some portion of the Washington, D.C.- New York - Boston NEC main line each day. Amtrak provides infrastructure access, primarily along the NEC to 10 authorities that

provide commuter services. In FY2023, customers made 12.1 million trips on Amtrak NEC services (*Acela* and *Northeast Regional*) compared to 9.2 million trips in FY2022, which was impacted by COVID for much of the year.

In FY2023, we received funding from 20 agencies representing 17 states for financial support of 28 short distance routes (750 miles or less). Section 209 of the Passenger Rail Investment and Improvement Act of 2008 (PRIIA) required Amtrak and its state partners to develop jointly a single, nationwide, and standardized cost-sharing methodology to charge states for State Supported intercity passenger rail service. In FY2023, 12.5 million trips were taken on our State Supported services routes as compared to 10.2 million trips in FY2022.

Eight State Supported corridors had ridership of 500,000 or more in FY2023:

- *Empire Service/Maple Leaf* (New York-Albany-Buffalo-Toronto) - 1.7 million;
- *Pacific Surfliner* (San Diego-Los Angeles-San Luis Obispo) - 1.5 million;
- *Keystone Service* (Harrisburg-Philadelphia) - 1.1 million;
- *Capitol Corridor* (San Jose-Oakland-Sacramento-Auburn) - 0.9 million;
- *San Joaquins* (Oakland/Sacramento-Bakersfield) - 0.8 million;
- *Cascades* (Seattle-Tacoma-Portland-Salem-Eugene) - 0.7 million;
- *Hiawatha* (Milwaukee-Chicago) - 0.6 million; and
- *Lincoln Service* (Chicago-St. Louis-Kansas City, Missouri) - 0.5 million.

Amtrak operates 15 Long Distance train routes (more than 750 miles), which accounted for 14% of Amtrak ridership (4.0 million trips) in FY2023 as compared to 15% of Amtrak ridership (3.5 million trips) in FY2022. Amtrak is the only intercity passenger transportation service in an increasing number of communities that lack intercity bus and airline service. Our Long Distance trains provide the only rail service at nearly half of the stations in the Amtrak system and are the only Amtrak trains in 23 of the 46 states in the network.

To attract new riders and build the capacity for growing services, in FY2023 we initiated or continued the following revenue generating and other measures:

- We have 28 new Acela high-speed trainsets from Alstom on order.
- An additional 27 units of a total order of 125 new Tier 4 ALC-42 diesel locomotives from Siemens Mobility went into revenue service in FY2023, bringing the total units in service to 45. Cleaner, faster and more fuel efficient than their predecessors, they will form the new backbone of the National Network fleet.
- We also have contracted with Siemens Mobility to manufacture a new fleet of up to 83 multi-powered Amtrak Airo™ trainsets that will be leveraged for State Supported and NEC services, with further options for up to 130 additional trains to support growth plans. Most of these trainsets will provide both electric and diesel power, and some will have cutting-edge battery power.
- We continued a \$28 million project to refresh more than 400 Superliner and 50 Viewliner railcar interiors. Work includes installation of new seat cushions and upholstery, carpet, LED lighting, tables and curtains.

- Early construction activities on the Hudson Tunnel Project, the most important component of the New York/New Jersey Gateway Program, a planned phased expansion and renovation of the NEC rail line between Newark, New Jersey and New York City, New York, began in late FY2023 following the Federal Transit Administration's approval of the project's entry into the Engineering Phase of the Capital Investments Grants program, making it eligible for up to \$6.9 billion in federal funds. The Portal North Bridge over the Hackensack River, also a component of the Gateway Program, is now 40% complete.
- We are also moving towards construction of two vital bridge projects, the replacement of the 117-year-old Susquehanna River Bridge in Maryland and the 116-year-old Connecticut River Bridge between Old Saybrook and Old Lyme, Connecticut. We recently initiated a procurement for a Construction Manager at Risk for the Susquehanna River Bridge and issued a Request for Qualifications for a Construction Contractor for the Connecticut River Bridge. We expect to begin early work on the Susquehanna River Bridge Project and construction of the Connecticut River Bridge during 2024.
- The FRA-led Corridor ID program created by the IIJA, in which Amtrak is actively participating, provides a much-needed process for guiding and shaping an expanded network to bring new and improved service, including high speed rail in appropriate markets, to places where there is unmet demand for intercity passenger rail. We are actively working with many state and local partners throughout the country to help make the vision of expanded and improved Amtrak service a reality. Some of the new services added or anticipated include:
 - We continue to work in partnership with the Commonwealth of Virginia under the Transforming Rail in Virginia initiative to essentially extend NEC service to Richmond and Petersburg, Virginia.
 - We plan to initiate daily round-trips between Chicago to St. Paul, Minnesota and continue to work with the Louisiana Department of Transportation and Development on a new route from New Orleans to Baton Rouge, Louisiana.
 - In November, 2022, we reached a tentative agreement with our host railroads that will allow initiation of the two planned daily round trips between New Orleans, Louisiana and Mobile, Alabama, which we have not served since Hurricane Katrina in 2005. We are currently working with our state partner, the Southern Rail Commission, and our host railroads on preparations for initiating service and to secure IIJA funding for capital investments.

FY2024 Outlook and Additional Funding

The \$22.0 billion in advance appropriations the IIJA provides to Amtrak - \$6.0 billion for the NEC and \$16.0 billion for our National Network of state-supported and long-distance routes - will partially fund long-deferred investments in Amtrak's infrastructure, equipment, stations, facilities, and information technology. Many of these types of investments, along with investments to expand service, will also be eligible for competitive grants that will be awarded by the FRA under the re-imagined Federal-State Partnership for the State of Good Repair program originally created by the Fixing America's Surface Transportation (FAST) Act, which is now called the Federal-State Partnership for Intercity Passenger Rail. The IIJA provides advance appropriations of \$36.0 billion for Federal-State Partnership grants, of which no more than \$24.0 billion may be used for NEC projects.

According to the NEC Commission, the PRIIA-created commission comprised of representatives of states, the District of Columbia, Amtrak and the DOT, the NEC has a state of good repair (SOGR) backlog of

approximately \$78.7 billion. Some of the most critical projects - including the Hudson Tunnel - are part of the Gateway Program. We are also advancing work to replace the Baltimore & Potomac Tunnel and Susquehanna River Bridge in Maryland. The IIJA funds provided to Amtrak are intended to address the long-standing backlog of SOGR project and Amtrak's modernization needs.

Rail passengers will not be the only beneficiaries of the IIJA. It will produce thousands of jobs, both within Amtrak and for the suppliers and contractors who will provide many billions of dollars in goods and services required for IIJA-funded projects. The IIJA will enhance communities small and large throughout the country that will benefit from the new and expanded Amtrak service it will produce, and the station and other infrastructure projects it will fund that will spur local development. Furthermore, the IIJA will help address climate change and reduce greenhouse gas emissions by allowing more travelers to use rail, a sustainable transportation mode.

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 two additional continuing resolutions which collectively appropriated funding for Amtrak at FY2023 levels through March 1, 2024. Congress has not specifically appropriated any FY2024 operating funds for the Company for the period subsequent to March 1, 2024. Federal Government funding is critical to maintaining our business operations and to supporting our efforts to prepare for the growth needed to deliver the IIJA-funded projects.

Fleet, Facilities and Infrastructure Assets

As of September 30, 2023, our active fleet included 16 *Acela* high speed trainsets; 1,180 passenger cars including Amfleet, Superliner, Viewliner, Horizon, Talgo, and other types; 77 *Auto Train* vehicle carriers; 258 road diesel locomotives; and 72 electric locomotives.

We are focused on the modernization of our passenger car, locomotive, and trainset fleets. Our current fleet predominantly consists of custom-built equipment and there is a long lead-time to procure replacement units. As part of our efforts to launch and/or complete major fleet initiatives to modernize our passenger car, locomotive, and trainset fleets, we have entered into the following agreements:

- In June 2021, we entered into an agreement to purchase certain intercity trainset equipment, including 73 base trainsets, 67 locomotives and 18 spare vehicles, with options to purchase additional trainsets. In FY2023, we exercised the option to purchase ten additional trainsets, ten additional locomotives and four additional spare units under the same agreement.
- In December 2018, we entered into a contract to purchase 75 ALC-42 long-distance diesel-electric passenger locomotives. In May 2022, we executed options to purchase an additional 50 locomotives. Deliveries of the locomotives started in June 2021.
- In August 2016, we entered into a contract to purchase 28 Next Generation High Speed Trainsets that will replace our existing *Acela* trainsets.

We serve 528 stations in the U.S. and Canada. At certain of these stations, we own some or all of the station components (74 station structures, 74 platforms, and 50 parking facilities). In addition, there are 57 stations in the U.S. where we own one or more components but do not actually serve that station (instead leasing the component to other rail operators). We own most of the maintenance and repair facilities for our fleet.

Other property that we own and/or maintain includes:

- *NEC*: We own 363 miles of the 457-mile NEC main line which connects Washington, D.C., Philadelphia, New York City, and Boston. The NEC has more trains and higher speeds than any other rail line in the country, with trains regularly reaching speeds of 125-150 mph (201-241 kph). Two sections of the NEC are owned by others: (1) the New York Metropolitan Transportation Authority owns 10 miles and Connecticut Department of Transportation owns 46 miles on Metro-North Railroad between New Rochelle, New York, and New Haven, Connecticut and (2) the Commonwealth of Massachusetts owns 38 miles between the Massachusetts/Rhode Island border and Boston that is operated and maintained by Amtrak;
- *Springfield Line*: We own a 60.5-mile segment of up-to-110 mph (177 kph) track between New Haven, Connecticut, and Springfield, Massachusetts;
- *Harrisburg Line*: We own a 104.2-mile segment of up-to-110 mph (177 kph) track in Pennsylvania between Philadelphia and Harrisburg;
- *Michigan Line*: We own a 95.6-mile segment of up-to-110 mph (177 kph) track from Porter, Indiana to Kalamazoo, Michigan;
- *Michigan Right-of-Way*: We also operate, maintain, and dispatch a 135-mile line between Kalamazoo and Dearborn, Michigan owned by the state of Michigan. Michigan and Amtrak have completed a series of infrastructure improvements, including replacement of worn track and upgrades to the train signaling and communication system, to further integrate this section of railroad with Amtrak's Michigan Line; and
- *Hudson Line*: We operate, maintain, and dispatch approximately 94 miles of the Hudson Line, also known as the Empire Corridor, in New York state between Poughkeepsie and Hoffmans (near Schenectady), nearly all of which is owned by CSX Transportation and leased to Amtrak.

As part of these property interests, we own 18 tunnels consisting of 24 miles of track and 1,414 bridges.

Outside of the NEC, we generally contract with other railroads for the use of their tracks and other resources required to operate our trains, with incentives for on-time performance. These host railroads are responsible for the condition of their tracks and for the dispatching on their tracks. Approximately 71 percent of Amtrak's train miles are run on tracks owned by the host railroads.

The six largest host railroads for Amtrak trains in FY2023, by train-miles traveled, were:

- *BNSF Railway* - 6.4 million train-miles;
- *Union Pacific Railroad* - 5.8 million train-miles;
- *CSX Transportation* - 5.3 million train-miles;
- *Norfolk Southern Railway* - 2.7 million train-miles;
- *Canadian National Railway* - 1.4 million train-miles; and

- *Metro-North Railroad* - 1.3 million train-miles.

Relationship with Federal Government

The Federal Government through the DOT owns all of our issued and outstanding preferred stock and also provides financing to us under the Railroad Rehabilitation & Improvement Financing (RRIF) loan program (see Note 7 to the Consolidated Financial Statements included elsewhere in this report for detailed information regarding our RRIF loan financing with the Federal Government).

Employees

Excluding Amtrak's Office of Inspector General (OIG), as of September 30, 2023, we had approximately 21,800 employees and approximately 81% of our labor force was covered by labor agreements.

Environmental, Social, and Governance (ESG)

FY2023 marked another year of significant progress for us in incorporating sustainability into our core business practices and witnessed our broader commitment to advancing Diversity, Inclusion, and Belonging (DI&B).

Our ESG highlights as of September 30, 2023, include the following:

- *Sustainability*: In FY2022, we pledged to achieve net-zero greenhouse gas emissions across our network by 2045, to achieve 100% carbon-free electricity by 2030, and to reduce diesel fuel use through advanced technologies. In FY2023 we took steps to meet these goals by standing up a formal Net-Zero Emissions Program, developing a scope of work for a National Network Climate Vulnerability Assessment, sourcing over 50% of our electricity from carbon-free sources and hosting workshops for employees to educate and collaborate on sustainability strategy. We also continued to take delivery of ALC-42 locomotives that are an important part of our sustainability initiative and are considerably more environmentally-friendly than their 1990s predecessors. They reduce emissions of nitrogen oxide by more than 89 percent and particulate matter by 95 percent, while consuming less fuel than the locomotives being retired, and reach a greater top speed, 125 mph.
- *DI&B*: we recognize everyone has unique needs and continue to create more inclusive health and wellness benefits for eligible employees that provide care and resources when they are needed most. Some examples include:
 - *Community Day*: Management employees may take up to eight hours of paid time off each year to participate in a community program.
 - *Floating Holidays*: Management employees are able to take time off to observe a cultural or religious holiday that is special and personal to them.
 - *Employee Resource Groups (ERGs)*: eight percent of our total workforce belongs to one or more ERGs, which are groups of employees who join together based on shared characteristics, interests, or life experiences. ERGs are voluntary, independent of any department, and are led by employees, for employees. They provide a way to connect, contribute and foster belonging. ERGs promote DI&B by raising awareness, ensuring group members have a voice in the organization, and allowing employees to participate directly with our ongoing DI&B initiatives.
 - *Diversity Recruiting*: In FY2023, we exhibited and engaged with participants at targeted recruiting events promoting Amtrak as an employer of choice to several diverse

communities, including the Society of Women Engineers and the National Society of Black Engineers. We established partnerships with the Conference of Minority Transportation Officials and Disability:IN to help us amplify our work with their communities and to assist us in engaging in best practices to build more inclusive programs.

- *Diversity & Inclusion (D&I) Summit*: In FY2023, hosted Amtrak's inaugural CEO D&I Summit as well as a virtual summit in support of our efforts as a signatory of the CEO Action for Diversity & Inclusion™ pledge.
- *Community Outreach*: We continue to engage and partner to make a positive impact on the people and places we serve, including collaborating with Historically Black Colleges & Universities and Hispanic Serving Institutions to provide job training and job opportunities.
- As part of our commitment to managing our business ethically and with integrity, we seek to identify and mitigate risks that could lead to potential legal or regulatory violations. We're committed to building organizational capabilities to enhance employee and leader awareness and accountability, and to conducting business ethically, honestly, and in compliance with applicable laws and regulations.

PRINCIPAL BUSINESS

Our principal business activity is to provide passenger rail service in the major intercity travel markets of the U.S. and our core operating revenue comes from passenger ridership on our trains. Our train operations are divided into three service lines:

Northeast Corridor

The NEC is a high-speed railroad developed over the course of a multi-decade partnership among Amtrak, the DOT, commuter railroads, and states. While portions of the right-of-way follow alignments that date back to the 1830s, Amtrak, the DOT, and the commuter railroads have created a network that supports an intense daily schedule of approximately 2,000 trains and provides hourly or near hourly high-speed service, with a top speed (on the Boston to New York route) of 150 mph (241 kph).

State Supported

Our State Supported routes operate on short-distance corridors (750 miles or less) outside of the NEC. These routes provide a travel alternative that is generally trip-time competitive with other modes for shorter distance trips and also provide connections to our national network at larger stations. State Supported services are vital links in the Amtrak national network. The power of increasing demand for passenger rail is recognized through state investments to improve service, speed, and safety. In addition, states and communities realize stations served by Amtrak are anchors for economic development, catalysts for historic preservation and tourism growth, sites for commercial and cultural uses, and points of civic pride.

Long Distance

We operate trains on 15 Long Distance routes, all but one offering sleeping car service in addition to coaches. Our Long Distance trains provide the only rail service at nearly half of the stations in the Amtrak system and are the only Amtrak trains in 23 of the 46 states in the network. Amtrak is the only intercity passenger transportation service in many communities that lack intercity bus and airline service. Operating over routes that range up to 2,728 miles in length, the Long Distance trains serve several purposes, connecting nearby communities with one another, with major metropolitan areas, and with other Amtrak services at hubs such as Chicago. The vast majority of passengers, particularly in coach, travel over only

portions of these routes. In many places, Long Distance trains have helped to “incubate” short-distance corridor service on portions of their route, and most Long Distance trains provide additional service frequency on State Supported routes and the NEC, offering travelers a greater range of travel options. The vast majority of Long Distance train-miles are on host railroad tracks owned by freight railroads. Customer OTP, measured as the percentage of customers arriving on time compared to total customers traveling by Amtrak train, for our Long Distance routes has historically been the weakest in our network. The primary reason for delays has been freight train interference. Customer OTP increased in FY2023 to 53%, compared to 44% in FY2022. Long Distance routes also have the lowest operating cost recovery ratio in Amtrak's network, requiring substantial Federal Government funding.

OTHER BUSINESS ACTIVITIES

In addition to passenger-related revenue, we earn other revenue from contracts with customers, including (i) 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; (ii) revenue from reimbursable contracts, which represents amounts earned under contracts with customers pursuant to which Amtrak provides repair, maintenance, design, engineering, or construction services; (iii) revenue earned under contractual arrangements to operate various commuter rail services under commercial agreements; (iv) commercial development revenue from communication, parking, advertising, and pipe and wire contracts; and (v) miscellaneous revenue from co-branding commissions and other sources.

Revenues from sources other than contracts with customers include (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.

RESULTS OF OPERATIONS

The following discussion presents an analysis of results of our operations for FY2023 and FY2022 (in millions):

	Year Ended September 30,			
	2023	2022	\$ Change	% Change
Revenues:				
Revenue from contracts with customers	\$ 2,988	\$ 2,448	\$ 540	22 %
Other	585	549	36	7
Total revenues	3,573	2,997	576	19
Total operating expenses	5,413	4,828	585	12
Loss from operations	(1,840)	(1,831)	(9)	—
Non-operating income, net	89	3	86	N/A
Net loss	\$ (1,751)	\$ (1,828)	\$ 77	(4) %

Our total revenue increased by \$576 million or 19% in FY2023, compared with FY2022, due to the ongoing recovery in train travel which had been impacted by the COVID pandemic. Revenue from contracts with customers increased \$540 million and other revenue increased \$36 million. The main driver of the increase in revenue from contracts with customers is increased travel demand and service restorations. The main driver of the increase in other revenue is increased billings on State Supported routes.

Our operating expenses increased by \$585 million or 12% in FY2023, compared with FY2022, primarily attributable to increases in salaries, wages, and benefits expense; an increase in spending in Engineering and Digital Technology professional fees; increased consumption of fuel, power, and utilities; and cost increases in train operations; partially offset by lower casualty and claims expense. The overall increase in salaries, wages, benefits, and payroll taxes is mainly driven by higher headcount and increased train service resulting in more overtime expense.

Total Revenues (in millions)

	Year Ended September 30,		\$ Change	% Change
	2023	2022		
Passenger related revenue:				
Ticket	\$ 2,244	\$ 1,769	\$ 475	27 %
Food and beverage	56	44	12	27
Total passenger related revenue	2,300	1,813	487	27
Commuter and freight access	261	244	17	7
Reimbursable operating	192	169	23	14
Commuter operations	137	137	—	—
Commercial development (non-lease)	55	47	8	17
Miscellaneous	43	38	5	13
Total revenues from contracts with customers	2,988	2,448	540	22
State Supported route subsidy	348	329	19	6
Amortization of deferred state government capital assistance	146	142	4	3
State government capital assistance revenue	59	50	9	18
Lease revenue	32	28	4	14
Total revenues	\$ 3,573	\$ 2,997	\$ 576	19 %

Total passenger related revenue increased by \$487 million or 27% in FY2023, compared with FY2022. The increase is primarily because in FY2023, the Company continued to experience increased demand with people continuing to gain comfort with traveling and an increase in leisure travel.

Ridership and Ticket Revenue

The following table provides a detailed analysis of our ridership and ticket revenue (in millions):

	Amtrak Ridership and Ticket Revenue					
	Ridership (Number of Trips)			Ticket Revenue (\$)		
	2023	2022	% Change	2023	2022	% Change
NEC	12.1	9.2	32 %	\$ 1,240	\$ 904	37 %
State Supported	12.5	10.2	23	435	359	21
Long Distance	4.0	3.5	14	569	506	12
Total	28.6	22.9	25 %	\$ 2,244	\$ 1,769	27 %

NEC ridership and ticket revenue increased by 32% and 37%, respectively, in FY2023 compared with FY2022. Increased customer travel demand throughout FY2023 drove the increases over FY2022. In FY2023, *Acela* ridership and ticket revenue increased by 38% and 44%, respectively, and *Northeast Regional* ridership and ticket revenue increased by 29% and 33%, respectively.

State Supported ridership and ticket revenue increased by 23% and 21%, respectively, in FY2023 compared with FY2022. State Supported routes also experienced increases in ridership in FY2023 due to

the recovery from the COVID pandemic. In FY2023, the top five State Supported routes with the largest ticket revenue were *Empire South*, *Pacific Surfliner*, *Cascades*, *San Joaquins*, and *Keystone Service*.

Long Distance ridership and ticket revenue increased by 14% and 12%, respectively, in FY2023 compared with FY2022. All of our long-distance routes have been operating at normal service frequency since October 2022. In FY2023, the top five routes with the largest ticket revenue were the *Auto Train*, *Empire Builder*, *California Zephyr*, *Coast Starlight*, and *Southwest Chief*.

Revenues from sources other than contracts with customers increased by \$36 million in FY2023 compared with FY2022, primarily driven by higher State Supported route funding of \$19 million or 6%. Section 209 of PRIIA required Amtrak and its state partners to develop jointly a single, nationwide, and standardized cost-sharing methodology to charge states for State Supported intercity passenger rail service. We receive payments from our state partners to compensate for most operating and some capital expenses which are not covered by paid ticket revenue.

Total Operating Expenses (in millions)

	Year Ended September 30,		\$ Change	% Change
	2023	2022		
Salaries, wages, and benefits	\$ 2,689	\$ 2,356	\$ 333	14 %
Train operations	342	287	55	19
Fuel, power, and utilities	335	303	32	11
Materials	222	194	28	14
Facility, communication, and office related	242	213	29	14
Advertising and sales	104	87	17	20
Casualty and other claims	64	82	(18)	(22)
Depreciation and amortization	898	895	3	—
Other	733	583	150	26
Indirect cost capitalized to property and equipment	(216)	(172)	(44)	26
Total operating expenses	\$ 5,413	\$ 4,828	\$ 585	12 %

Salaries, wages, and benefits increased by \$333 million or 14% in FY2023 compared with FY2022, primarily due to an approximately 15% increase in headcount as the Company continues to prepare for growth associated with IIA funding, union wage increases, and higher overtime expenses and payroll taxes due to the increased headcount, offset partially by an increase in capitalized labor costs on infrastructure projects.

Train operations increased by \$55 million or 19% in FY2023 compared with FY2022, primarily driven by increases in service frequencies and ridership and the impact of inflationary pressure that resulted in higher overall train operation cost and food and supply purchases. Higher schedule adherence incentive payments (net of on-time performance penalties collected) to host railroads and increased track and roadway maintenance cost also contributed to the increase.

Fuel, power, and utilities increased by \$32 million or 11% in FY2023 compared with FY2022, primarily driven by a lower gain on our forward fuel purchases in FY2023 compared to FY2022 and higher volume of diesel fuel and electric power consumption due to service frequency increases. Train fuel cost has both price and consumption components. Our average price per gallon for diesel decreased from \$3.56 in FY2022 to \$3.37 in FY2023. Consumption increased by 2.6 million gallons, a 5% increase year-over-year. The increase in gallons was driven by the restoration of service described previously. We also had

increased power and utility costs. This also had price and consumption components with higher commodity costs and increased train frequencies in FY2023.

Materials increased by \$28 million or 14% in FY2023 compared with FY2022, primarily due to an increase in equipment repair and maintenance material consumption as a result of increases in levels of service and in production related activities.

Facility, communication, and office related increased by \$29 million or 14% in FY2023 compared with FY2022, primarily due to increases in janitorial services, security and other facility-related expenses, and data communication expenses.

Advertising and sales increased by \$17 million or 20% in FY2023 compared with FY2022, primarily due to an increase in credit card commissions resulting from increased ridership and ticket sales and an increase in advertising expenses to drive ridership growth.

Casualty and other claims expenses decreased by \$18 million or 22% in FY2023 compared with FY2022, primarily due to lower non insured passenger claims expense.

Depreciation and amortization expense increased by \$3 million in FY2023 compared with FY2022, primarily due to an increased fixed asset base.

Other increased by \$150 million or 26% in FY2023 compared with FY2022, primarily due to an increase in spending in Engineering and Digital Technology professional fees, higher insurance expenses and higher operating software license expenses in FY2023.

Indirect cost capitalized to property and equipment increased by \$44 million or 26% in FY2023 compared with FY2022 due to higher capital construction activity.

Non-operating Income (Expense) (in millions)

	Year Ended September 30,		\$ Change	% Change
	2023	2022		
Interest income	\$ 124	\$ 22	\$ 102	464 %
Interest expense	(12)	(17)	5	(29)
Other expense, net	(23)	(2)	(21)	N/A
Total non-operating income, net	\$ 89	\$ 3	\$ 86	N/A

Interest income increased by \$102 million or 464% in FY2023 compared with FY2022 primarily due to a significant increase in interest rates in FY2023.

Interest expense decreased by \$5 million or 29% in FY2023 compared with FY2022, primarily due to a lower outstanding balance of debt and capital lease obligations, attributable to scheduled principal payments made and several capital lease terminations in FY2022.

Other expense, net increased by \$21 million to \$23 million in FY2023. The change is primarily due to being reimbursed in FY2022 for expense recorded in FY2016 related to an early termination of debt.

LIQUIDITY AND CAPITAL RESOURCES

Our business activities require that we maintain adequate liquidity to fund current and future needs for our business obligations and to provide for planned capital expenditures, including those to implement regulatory and legislative initiatives.

We rely on cash flows from operating activities and appropriations from the Federal Government to operate the national passenger rail system and to maintain the underlying infrastructure we own. Our primary uses of cash are to support operations; maintain and improve our infrastructure; service our debt; acquire new and maintain and/or modernize our existing locomotives, rolling stock, and other equipment; and meet other obligations.

Our grants from the Federal Government are generally (with the notable exception of the IIJA-provided advance appropriations) received through annual appropriations. Our regular annual federal appropriations totaled \$2.4 billion for FY2023 and \$2.3 billion for FY2022. In FY2023, the annual appropriation was \$1.2 billion for the NN and \$1.3 billion for the NEC. In FY2022, the annual appropriation was \$1.5 billion for the NN and \$875 million for the NEC.

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 two additional continuing resolutions which collectively appropriated funding for Amtrak at FY2023 levels through March 1, 2024. Congress has not specifically appropriated any FY2024 operating funds for the Company for the period subsequent to March 1, 2024. Federal Government subsidies are critical to maintaining our business operations.

See Note 2 to the Consolidated Financial Statements included elsewhere in this report for additional information regarding our annual funding.

In addition to grant funding, we entered into a debt financing arrangement in FY2016 with the Federal Government under the Railroad Rehabilitation and Infrastructure Financing (RRIF) loan program to finance the acquisition of 28 Next Generation High-Speed Trainsets. Scheduled principal and interest payments began in September 2022. We also have debt financing arrangements with third parties. See Note 7 to the Consolidated Financial Statements included elsewhere in this report for more detailed information regarding our debt financing arrangements.

Overview of Cash Flow (in millions)

	Year Ended September 30,			
	2023	2022	\$ Change	% Change
Cash flows (used in) provided by:				
Operating activities	\$ (852)	\$ (1,079)	\$ 227	(21) %
Investing activities	(2,971)	(1,574)	(1,397)	89
Financing activities	3,778	2,460	1,318	54
Net change in cash and cash equivalents, including restricted cash	(45)	(193)	148	(77)
Beginning balance of cash and cash equivalents, including restricted cash	299	492	(193)	(39)
Ending balance of cash and cash equivalents, including restricted cash	<u>\$ 254</u>	<u>\$ 299</u>	<u>\$ (45)</u>	(15) %

Operating Cash Flows

Net operating cash outflows for FY2023 decreased by \$227 million to \$852.0 million, compared with \$1.1 billion in FY2022. The lower FY2023 operating cash outflow was primarily due to \$77 million lower net loss in FY2023 and \$88M lower increase in insurance receivables in FY2023 compared to FY2022. In addition, deferred ticket revenue increased \$70M in FY2022 with the recovery from the COVID pandemic

providing a source of operating cash, this did not repeat in FY2023 as deferred ticket revenue was nearly unchanged year over year.

Investing Cash Flows

Cash flows relating to investing activities consist primarily of capital expenditures on property and equipment and activities related to our available-for-sale and short-term investment securities. Net cash used in investing activities increased by 89% to \$3.0 billion in FY2023 compared with \$1.6 billion in FY2022 primarily because in FY2022 we used more investment funds to fund our operations resulting in a decrease in available for sale and short term investments. In addition, capital expenditures on property and equipment increased in FY2023.

Financing Cash Flows

Cash flows from financing activities consist primarily of receipt of federal grant funds, state capital payments, and issuance and repayment of long-term debt and capital lease obligations. Financing activities provided cash of \$3.8 billion in FY2023, \$1.3 billion more than the \$2.5 billion in FY2022.

Financing cash flows for FY2023 and FY2022 are discussed in more detail below:

- Net financing cash inflows for FY2023 were \$3.8 billion. Proceeds from Federal Government paid in capital contributed a total of \$3.2 billion. Of this, annual appropriations from the Federal Government provided funding of \$2.4 billion and the remainder came from IJA and other supplemental funding. See Note 2 to the Consolidated Financial Statements included elsewhere in this report for detailed information on annual funding from the Federal Government. In addition, we received \$379 million from issuance of debt and \$235 million in state government capital assistance. Offsetting these inflows were debt and capital lease obligation payments of \$61 million.
- Net financing cash inflows for FY2022 were \$2.5 billion. Annual appropriations from the Federal Government provided funding of \$2.3 billion. In addition, we received \$230 million in state government capital assistance. Offsetting these inflows were debt and capital lease obligation payments of \$126 million.

We are subject to various covenants and restrictions under our borrowing arrangements. A default by us or acceleration of our indebtedness may result in cross-default with other debt and may have a material adverse effect on us. As of September 30, 2023, we satisfied all of our covenant obligations.

Overview of Contractual Obligations and Capital Expenditures

Contractual Obligations

We have contractual obligations related to long-term debt and leases, including off-balance sheet arrangements in the form of operating leases, that we have entered into to facilitate our business operations and to supplement our funding requirements. Refer to Note 7 to the Consolidated Financial Statements included elsewhere in this report for information on our long-term debt financing and related scheduled maturities and Note 8 for information on our financing and operating lease arrangements and related future minimum lease payment obligations.

In the normal course of business, we enter into long-term contractual commitments for future services needed for the operations of our business. 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 our liquidity. See Note 11 to the Consolidated Financial Statements included elsewhere in this report for additional information.

Capital Expenditures

Our business is capital-intensive, requiring significant amounts of capital to fund the acquisition of assets. Our capital spending programs have been designed to assure our ability to provide safe, efficient, and reliable transportation services. We receive funds from state and local entities and from federal appropriations for our capital spending programs, including state of good repair spending on our infrastructure and modernization of our passenger car, locomotive, and trainset fleets.

The following table summarizes major capital expenditures by department for FY2023 and FY2022 (in millions):

	Year Ended September 30,	
	2023	2022
Engineering	\$ 918	\$ 720
Gateway and Trainsets	655	442
Mechanical	294	304
Other	743	568
Total	\$ 2,610	\$ 2,034

- **Engineering** major capital expenditures in FY2023 included \$772 million for right-of-way (track, signals, substations, etc.) replacement and upgrade projects; \$97 million for construction of and upgrades to bridges, tunnels, and culverts; and \$46 million for station and facility upgrades. Included within the right-of-way projects are \$184 million related to Amtrak system tie and timber replacement and undercutting, surfacing, and turnout renewal programs; \$85 million for New York infrastructure renewal and track programs; and \$97 million for major equipment purchases.
- **Gateway and Trainsets** major capital expenditures in FY2023 included \$180 million for the *Acela* trainsets, \$283 million for the intercity trainsets and \$192 million of Gateway project costs.
- **Mechanical** major capital expenditures in FY2023 included \$100 million for overhauls and replacement of Amfleet cars (single-level passenger cars built in the 1970s and 1980s), \$69 million for diesel locomotive acquisitions, \$67 million for overhauls and modifications on Superliners (bi-level passenger cars built in the 1970s, early 1980s and 1990s and used primarily on Long Distance trains that do not operate over the NEC), \$37 million for new or overhauls and modifications of other locomotives, sleeper and baggage cars, and \$26 million for other passenger or baggage car overhauls and facilities repairs and improvements.
- **Other** major capital expenditures in FY2023 included \$125 million for projects to comply with the Americans with Disabilities Act, \$109 million for customer-focused station facility improvements, \$87 million for Baltimore and Potomac Tunnel project costs, \$82 million of right-of-way projects with host railroads or state partners, and \$19 million in safety related initiatives.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of our Consolidated Financial Statements in accordance with Generally Accepted Accounting Principles requires us to make judgments, estimates, and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses, and related disclosure of contingent assets and liabilities. We base these judgments and estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates.

Understanding the extent to which we use management judgment and estimates in applying our accounting policies is integral to understanding our financial statements. See Note 3 to our Consolidated Financial Statements included elsewhere in this report for a detailed discussion of our significant accounting policies and related management judgments and estimates.

We believe the following accounting policies require significant judgments and assumptions about material and inherently uncertain matters and the use of reasonably different estimates and assumptions could have a material impact on our results of operations or financial condition:

Property, Equipment, and Depreciation

Due to the highly capital-intensive nature of the railroad industry, capitalization and depreciation of property and equipment are substantial components of our financial statements. Property and equipment, including leasehold improvements, comprised 78% of our total assets at the end of FY2023, and related depreciation and amortization comprised 17% of total operating expenses in FY2023.

Except as described below, property and equipment that we own are carried at cost and are 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. Land is carried at cost.

We periodically engage a 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 our estimates and assumptions related to depreciation. Unforeseen changes in operations or technology or assets' physical conditions could substantially alter assumptions regarding our ability to realize the return of investment on our operating assets and, therefore, affect the amount 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 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.

Casualty Losses and Claims

We record an estimated liability for unsettled casualty and other open claims, including personal injury, occupational injury, passenger liability, and miscellaneous liability claims. Our projections for personal injury liability and ultimate loss are undiscounted and estimated using standard actuarial methodologies, including estimates for provisions for unasserted claims. We also record insurance recovery receivables for the estimated liability for passenger and/or employee claims in excess of our self-insured retention amount. Our insurance recovery receivables represent our best estimate of insurance proceeds we believe are probable of recovery.

Revenue Recognition

We recognize revenue from contracts with customers 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 initially recorded as deferred ticket revenue and then recognized in revenue when travel occurs and the service has been provided.

In our experience, there is always a small percentage of tickets purchased by customers which expire unused. For non-refundable tickets that expire unused, we recognize revenue upon departure of the train on the date of the scheduled travel. Refundable tickets that expire unused are recognized in revenue upon departure of the train on the scheduled travel date if the customers do not request a refund or exchange prior to the departure dates. We issue vouchers good for future travel within one year upon request for exchange and record revenue on issued vouchers that are estimated to expire unused (breakage). These estimates are generally based on analysis of our historical data.

Amtrak Guest Rewards Program

The Amtrak Guest Rewards (AGR) program generates customer loyalty by rewarding customers with incentives on transactions with Amtrak or its partners. This program allows AGR members to earn AGR points by purchasing a ticket and 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 rewards such as partner gift cards or hotel stays and car rentals. We also sell AGR points to members and partners.

When customers who are enrolled in our AGR program purchase tickets, these customers (i) earn AGR points; and (ii) receive transportation provided by Amtrak. We first value the AGR points earned and the remaining sales proceeds are allocated to transportation provided by us. To value the AGR points earned, we use the market approach to estimate the value per point and also factor in an estimated breakage for AGR points that are not likely to be redeemed. We recognize the associated value proportionally during the period in which the remaining AGR points are estimated to be redeemed. We engage an independent external actuary who uses statistical models to estimate breakage based on both historical and forecasted future redemption patterns. A change in assumptions as to the period over which AGR points are expected to be redeemed, the actual redemption activity for AGR points, or the estimated fair value of AGR points expected to be redeemed could have an impact on revenues in the year in which the change occurs and in future years.

Environmental Matters

As further described in Note 12 to the Consolidated Financial Statements included elsewhere in this report, we are subject to extensive and complex federal and state environmental laws and regulations regarding environmental issues. As a result of our operations and acquired properties, we are from time to time involved in administrative and judicial proceedings and administrative inquiries related to environmental matters. Our policy is to accrue estimated liabilities and capitalize such remediation costs if they (i) extend the life, increase the capacity, or improve the safety or efficiency of the property, (ii) mitigate or prevent environmental contamination that has not occurred but may result from future operations, (iii) are incurred in preparing the property for sale, or (iv) are incurred on property acquired with existing environmental conditions, and to expense other remediation costs. The liability is periodically adjusted based on our present estimate of the costs we will incur related to these sites and/or actual expenditures made. Some of our real estate properties may have environmentally regulated wastes or materials present. 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. We have identified a number of locations for which excavations and major renovations are planned and liabilities have been recorded. In the future, we 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 we may settle these obligations is unknown or the cost of remediation cannot be reasonably estimated at this time. Although we believe we have appropriately recorded reserves for known and estimable future environmental costs, we could incur significant costs that exceed reserves or require unanticipated cash expenditures.

The amounts included in the environmental reserve reflect only our estimate of our 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. We believe that additional future remedial actions for known environmental matters will not have a material adverse effect on our results of operations or financial condition and that our environmental reserves are adequate to fund remedial actions to comply with present laws and regulations.

Postretirement Employee Benefits

Accounting for pension and other postretirement benefits requires us to make several estimates and assumptions. These include estimates and assumptions regarding the discount rates used to measure the future obligations and interest expense component of pension and other postretirement benefit expense, long-term rate of return on plan assets, health care cost trend rates, mortality rates, and other assumptions.

We engage an independent external actuary to compute the amounts of liabilities and expenses relating to these plans subject to the assumptions that we select. We review the discount rate, long-term rate of return on plan assets, health care cost trend rates, and mortality rates on an annual basis and make modifications to the assumptions based on current rates and trends as appropriate. We have a qualified, non-contributory defined benefit retirement plan (the Retirement Income Plan) whose assets are held in trust covering certain nonunion employees and certain 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. See Note 13 to the Consolidated Financial Statements included elsewhere in this report for additional information on our postretirement employee benefit obligations.

Discount Rates

Discount rates affect the amount of liability recorded and the interest expense component of pension and other postretirement benefit expense. Discount rates reflect the rates at which pension and other postretirement benefits could be effectively settled, or in other words, how much it would cost us to buy enough high-quality bonds to generate sufficient cash flow equal to our expected future benefit payments. We determine the discount rate based on the market yield as of each fiscal year end for high quality corporate bonds whose maturities match the plans' expected benefit payments. Each year, these discount rates are reevaluated and adjusted to reflect the best estimate of the currently effective settlement rates. If interest rates generally decline or rise, the assumed discount rates will change.

Long-term Rate of Return on Plan Assets

The expected long-term rate of return on plan assets reflects the average rate of earnings expected on the funds invested, or to be invested, to provide for benefits included in the projected benefit obligation. 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.

Health Care Cost Trend Rates

Health care cost trend rates are based on recent plan experience and industry trends. We use guidance from employee benefits and actuarial consultants, Amtrak-specific claims trends, and health care cost studies to substantiate the inflation assumption for health care costs.

Other Assumptions

The calculations made by the actuaries also include assumptions relating to mortality rates, turnover, and retirement age. These include assumptions related to future mortality improvement, anticipated future retirement experience for our agreement and non-agreement populations, and expected employee turnover.

LEGAL PROCEEDINGS

We are 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 we conclude it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, we accrue it through a charge to earnings. While the ultimate amount of liability incurred in any of these lawsuits and claims is dependent on future developments, in our opinion, recorded liabilities, where applicable, are adequate to cover the future payment of such liabilities and claims. However, the final outcome of any of these lawsuits and claims cannot be predicted with certainty, and unfavorable or unexpected outcomes could result in additional accruals that could be material to our results of operations in a particular year. Any adjustments to the recorded liability will be reflected in earnings in the periods in which such adjustments are probable and reasonably estimable. See Note 11 to the Consolidated Financial Statements included elsewhere in this report for additional information on our legal matters.

CONSOLIDATED FINANCIAL STATEMENTS

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Years Ended September 30, 2023 and 2022

With Report of Independent Auditors



National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Financial Statements

Years Ended September 30, 2023 and 2022

Table of Contents

Report of Independent Auditors	<u>1</u>
 Audited Consolidated Financial Statements	
Consolidated Balance Sheets	<u>4</u>
Consolidated Statements of Operations	<u>6</u>
Consolidated Statements of Comprehensive Loss	<u>7</u>
Consolidated Statements of Changes in Capitalization	<u>8</u>
Consolidated Statements of Cash Flows	<u>9</u>
 Notes to Consolidated Financial Statements	
1. Nature of Operations	<u>10</u>
2. Annual Funding	<u>10</u>
3. Basis of Presentation and Summary of Significant Accounting Policies	<u>13</u>
4. Accounting and Reporting for Federal Payments	<u>23</u>
5. Capitalization	<u>24</u>
6. Available-for-Sale Securities	<u>25</u>
7. Long-Term Debt	<u>28</u>
8. Leasing Arrangements	<u>31</u>
9. Fair Value Measurement	<u>34</u>
10. Income Taxes	<u>36</u>
11. Commitments and Contingencies	<u>38</u>
12. Environmental Matters	<u>43</u>
13. Postretirement Employee Benefits	<u>44</u>
14. Related Party Transactions	<u>51</u>
15. Subsequent Events	<u>51</u>

Report of Independent Auditors

The Board of Directors and Stockholders
National Railroad Passenger Corporation

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). 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 of 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 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, 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.

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	<u>\$ 585</u>	<u>\$ 549</u>

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 IJIA 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	\$ 335		

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	\$ 338		

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.



Amtrak
1 Massachusetts Avenue, NW
Washington, D.C. 20001
Amtrak.com

Amtrak and all train names are service marks of the National Railroad Passenger Corporation.