



OFFICE *of* INSPECTOR GENERAL
NATIONAL RAILROAD PASSENGER CORPORATION

Financial Management:

Quality Control Review of the Independent Audit of Amtrak's
Consolidated Financial Statements for Fiscal Year Ended 2024

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Memorandum

To: Anthony Coscia
Chairman, Amtrak Board of Directors

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

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

Date: January 22, 2025

Subject: *Financial Management: Quality Control Review of the Independent Audit of Amtrak's Consolidated Financial Statements for Fiscal Year Ended 2024 (OIG-A-2025-002)*

Amtrak (the company) contracted with the independent certified public accounting firm of Ernst & Young LLP to audit its consolidated financial statements as of September 30, 2024, and for the year then ended, and to provide a report on internal control over financial reporting and on compliance and other matters. Because the company receives federal assistance, it must obtain an audit performed in accordance with generally accepted government auditing standards.

As required by the Inspector General Act of 1978, as amended, we monitored the audit activities of Ernst & Young to help ensure audit quality and compliance with auditing standards. Our monitoring focused on two Ernst & Young reports and disclosed no instances in which Ernst & Young did not comply, in all material respects, with generally accepted government auditing standards. We reached this conclusion by monitoring Ernst & Young's audit activities, which included reviewing its reports, auditor independence and qualifications, audit plans, detailed testing results, summary work papers, and quality controls. We also attended key meetings.

Ernst & Young's first report was its audit of the company's consolidated financial statements for fiscal year (FY) 2024. In a report dated December 12, 2024,¹ Ernst & Young concluded that the company's consolidated financial statements were presented fairly, in all material respects, in accordance with U.S. generally accepted accounting

¹ Ernst & Young LLP, Fiscal Year 2024 *Consolidated Financial Statements (with Report of Independent Auditors)*, December 12, 2024.

principles. Further, the report emphasized that the company has a history of operating losses and without 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.

In its second report on the company's internal control and compliance,² Ernst & Young did not identify any deficiencies that it considered to be significant deficiencies or material weaknesses.

Ernst & Young identified other deficiencies in internal controls over financial reporting that did not rise to the level of a significant deficiency, which it provided in a separate management letter issued to the company on December 12, 2024.

Although our review disclosed no instances in which Ernst & Young did not comply, in all material respects, with generally accepted government auditing standards, we note that our monitoring activities were not intended to enable us to express an audit opinion in accordance with generally accepted government auditing standards. Accordingly, we do not express an opinion on the company's consolidated financial statements or conclusions about the effectiveness of internal controls and compliance with laws and regulations. As such, Ernst & Young is responsible for its reports and the conclusions expressed in those reports.

If you have any questions, please contact me at Kevin.Winters@amtrakoig.gov or at 202-906-4600.

² Ernst & Young LLP, FY 2024 *Report of Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with Government Auditing Standards*, December 12, 2024.

OIG MISSION AND CONTACT INFORMATION

Mission

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

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Contact Information

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CONSOLIDATED FINANCIAL STATEMENTS

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Years Ended September 30, 2024 and 2023

With Report of Independent Auditors



National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Financial Statements

Years Ended September 30, 2024 and 2023

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Report of Independent Auditors

The Board of Directors and Stockholders
National Railroad Passenger Corporation

Report on the Audit of the Financial Statements

Opinion

We have audited the consolidated financial statements of National Railroad Passenger Corporation and subsidiaries (the Company), which comprise the consolidated balance sheets as of September 30, 2024 and 2023, 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, 2024 and 2023, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

Federal Government Funding

As explained in Notes 1 and 2 to the financial statements, the Company has a history of operating losses and is dependent upon substantial Federal Government subsidies to sustain its operations and maintain its underlying infrastructure. As further explained in Note 2 to the financial statements, the Company is receiving Federal Government funding under the Continuing Appropriations and Extensions Act and the Infrastructure Investment and Jobs Act. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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



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

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated December 12, 2024 on our consideration of the Company's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Company's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Company's internal control over financial reporting and compliance.

Ernst & Young LLP

December 12, 2024

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Balance Sheets

(In Millions of Dollars, Except Share Data)

	September 30,	
	2024	2023
Assets:		
Current Assets:		
Cash and cash equivalents, including restricted cash	\$ 290	\$ 254
Short-term investments	83	222
Available-for-sale securities	2,594	3,188
Accounts receivable, net	250	219
Materials and supplies, net	387	347
Prepaid expenses	123	115
Other current assets	221	92
Total current assets	3,948	4,437
Property and equipment:		
Locomotives	2,239	2,081
Passenger cars and other rolling stock	3,748	3,619
Right-of-way and other properties	20,428	18,761
Construction-in-progress	6,190	4,651
Leasehold improvements	1,543	1,409
Property and equipment, gross	34,148	30,521
Less: Accumulated depreciation and amortization	(12,222)	(11,498)
Total property and equipment, net	21,926	19,023
Other assets:		
Restricted investments	139	125
Operating lease right-of-use assets	141	118
Deferred charges, deposits, and other	529	637
Total other assets	809	880
Total assets	\$ 26,683	\$ 24,340

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Balance Sheets (continued)

(In Millions of Dollars, Except Share Data)

	September 30,	
	2024	2023
Liabilities and capitalization:		
Current liabilities:		
Accounts payable	\$ 1,270	\$ 968
Accrued expenses and other current liabilities	1,164	1,003
Deferred ticket revenue	223	201
Current maturities of long-term debt and finance lease obligations	106	58
Total current liabilities	2,763	2,230
Other liabilities:		
Long-term debt and finance lease obligations	1,370	1,157
Operating lease liabilities	97	97
Deferred state government capital assistance	2,948	2,831
Amtrak guest rewards program liability	98	91
Casualty reserves	220	254
Postretirement employee benefits obligation	373	349
Environmental reserve	129	132
Other liabilities	386	330
Total other liabilities	5,621	5,241
Total liabilities	8,384	7,471
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	52,836	49,597
Accumulated deficit	(45,527)	(43,718)
Accumulated other comprehensive loss	(44)	(44)
Total capitalization	18,299	16,869
Total liabilities and capitalization	\$ 26,683	\$ 24,340

See accompanying notes.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Statements of Operations

(In Millions of Dollars)

	Year Ended September 30,	
	2024	2023
Revenues:		
Revenue from contracts with customers	\$ 3,250	\$ 2,988
Other	586	585
Total revenues	<u>3,836</u>	<u>3,573</u>
Expenses:		
Salaries, wages, and benefits	2,914	2,689
Train operations	432	342
Fuel, power, and utilities	336	335
Materials	240	222
Facility, communication, and office related	249	242
Advertising and sales	106	104
Casualty and other claims	57	64
Depreciation and amortization	966	898
Other	763	733
Indirect cost capitalized to property and equipment	(293)	(216)
Total operating expenses	<u>5,770</u>	<u>5,413</u>
Loss from operations	<u>(1,934)</u>	<u>(1,840)</u>
Non-operating income (expense):		
Interest income	159	124
Interest expense	(11)	(12)
Other expense, net	(23)	(23)
Total non-operating income, net	<u>125</u>	<u>89</u>
Net loss	<u>\$ (1,809)</u>	<u>\$ (1,751)</u>

See accompanying notes.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Statements of Comprehensive Loss

(In Millions of Dollars)

	Year Ended September 30,	
	2024	2023
Net loss	\$ (1,809)	\$ (1,751)
Other comprehensive (loss) income:		
Pension and other postretirement benefit plans:		
Actuarial (loss) gain arising during the period, net	(26)	57
Amortization of net actuarial (gain) loss reclassified into earnings	(1)	2
Total change from pension and other postretirement benefit plans	(27)	59
Changes in unrealized losses on available-for-sale securities, net of reclassifications into earnings due to sales and maturities	27	26
Total other comprehensive income	—	85
Total comprehensive loss	\$ (1,809)	\$ (1,666)

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, 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	10,940	94	49,597	(43,718)	(44)	16,869
Federal paid-in capital	—	—	3,239	—	—	3,239
Net loss	—	—	—	(1,809)	—	(1,809)
Other comprehensive income	—	—	—	—	—	—
Balance as of September 30, 2024	<u>\$ 10,940</u>	<u>\$ 94</u>	<u>\$ 52,836</u>	<u>\$ (45,527)</u>	<u>\$ (44)</u>	<u>\$ 18,299</u>

See accompanying notes.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Consolidated Statements of Cash Flows

(In Millions of Dollars)

	Year Ended September 30,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (1,809)	\$ (1,751)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of deferred state government capital assistance	(153)	(146)
Depreciation and amortization	966	898
Loss on sale of property and equipment	26	21
Non-cash investment income	(72)	(47)
Other	71	48
Changes in assets and liabilities:		
Accounts receivable	(37)	(34)
Materials and supplies, prepaid expenses, and other current assets	(191)	(45)
Other assets	(108)	8
Accounts payable, deferred ticket revenue, and accrued expenses and other current liabilities	427	111
Other liabilities	(1)	85
Net cash used in operating activities	(881)	(852)
Cash flows from investing activities:		
Purchases of short-term investments	(6,809)	(7,472)
Proceeds from sales and maturities of short-term investments	6,945	7,376
Purchases of available-for-sale securities	(4,879)	(4,846)
Proceeds from sales and maturities of available-for-sale securities	5,560	4,611
Purchases and refurbishments of property and equipment	(3,544)	(2,644)
Other	4	4
Net cash used in investing activities	(2,723)	(2,971)
Cash flows from financing activities:		
Proceeds from federal paid-in capital	3,239	3,225
Proceeds from state government capital assistance	270	235
Repayments of debt and financing lease obligations	(65)	(61)
Proceeds from issuance of debt, net of credit risk premium	196	379
Net cash provided by financing activities	3,640	3,778
Net change in cash and cash equivalents, including restricted cash	36	(45)
Beginning balance of cash and cash equivalents, including restricted cash	254	299
Ending balance of cash and cash equivalents, including restricted cash	\$ 290	\$ 254
Supplemental disclosure of cash payments:		
Interest paid, net of amount capitalized	\$ 10	\$ 13
Supplemental disclosure of non-cash investing and financing activities:		
Other non-cash changes in property, including accruals of amounts due for purchases	\$ 14	\$ 100

See accompanying notes.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements

Years Ended September 30, 2024 and 2023

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.

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 2025, 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 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 is 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 FY2024 and FY2023 the Company received IIJA advance supplemental funding of \$746 million and \$745 million, respectively.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

2. Annual Funding (continued)

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 each of FY2024 and FY2023. 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.

On September 26, 2024, President Biden signed into law the "Continuing Appropriations and Extensions Act, 2025" (Public Law 118-83), which appropriates funding for Amtrak at FY2024 levels through December 20, 2024. Congress has not specifically appropriated any FY2025 operating funds for the Company for the period subsequent to December 20, 2024.

The table below provides information on appropriated annual funding for the Company's FY2025, FY2024, and FY2023 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)

	FY2025	FY2024	FY2023
Enactment dates for CRs	September 26, 2024	September 30, 2023 November 16, 2023 January 19, 2024 March 1, 2024	September 30, 2022 December 16, 2022 December 23, 2022
Public Law (PL) numbers for CRs	PL 118-83	PL 118-15 PL 118-22 PL 118-35 PL 188-40	PL 117-180 PL 117-229 PL 117-264
Enactment date for Full Year Funding	N/A	¹ March 9, 2024	December 29, 2022
PL number for Full Year Funding	N/A	¹ PL 118-42	PL 117-328
Appropriated for the National Network	\$ 286	\$ 1,286	\$ 1,193
Appropriated for the Northeast Corridor	253	1,141	1,260
Total funds appropriated	539	2,427	2,453
FRA authorized withholdings	(3)	(20)	(20)
Total appropriated funds designated for Amtrak	\$ 536	\$ 2,407	\$ 2,433
Funds received by Amtrak:			
In FY2023			\$ 2,433
In FY2024		\$ 2,407	—
In FY2025, as of December 12, 2024	\$ 536	—	—
Total funds received, as of December 12, 2024	\$ 536	\$ 2,407	\$ 2,433

¹ FY2025 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 and other risks for certain Amtrak infrastructure projects.

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. 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, 2024 and 2023, the Company's cash and cash equivalents include restricted cash of \$13 million and \$14 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. 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. 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 caused by price fluctuations. The Company does not enter into fuel purchase agreements for trading or speculative purposes and does not designate these agreements as hedging instruments.

During FY2024 and FY2023, the Company recorded \$0.1 million in unrealized losses and \$2 million in realized gains on its fuel purchase agreements, respectively.

The Company held agreements on September 30, 2024 for exposure to fuel prices in FY2025. As of September 30, 2024, the Company recorded \$6 million for prepaid fuel purchase agreements within “Other current assets” in the Consolidated Balance Sheets. It 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 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 \$49 million and \$43 million of unbilled accounts receivable as of September 30, 2024 and 2023, 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.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

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

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, \$61 million and \$59 million as of September 30, 2024 and 2023, respectively, is recorded based on specific identification and expected usage rates.

Cloud Computing Arrangements

The Company enters into various cloud computing arrangements that are governed by service contracts (hosting arrangements) to support operations. Application development stage implementation costs (implementation costs) of a hosting arrangement are deferred and recorded to "Prepaid expenses" and "Deferred charges, deposits, and other" in the Consolidated Balance Sheets. Implementation costs are expensed on a straight-line basis and recorded in "Other" expenses in the Consolidated Statements of Operations over the term of the hosting arrangement, including reasonably certain renewals.

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 finance 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 FY2024 or FY2023.

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 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 \$34 million and \$27 million for FY2024 and FY2023, respectively, of which \$23 million and \$15 million was capitalized for FY2024 and FY2023, 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 100 years. Within other properties is computers, office equipment, and machinery, which are depreciated using useful lives ranging from five to 40 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 FY2024 annual funding and the IIA 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, 2024 and 2023. 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 \$3 million and \$1 million in money market funds that are accounted for as equity securities, as of September 30, 2024 and 2023, 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 Statements 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, 2024 and 2023, the reserve for casualty losses and claims was \$379 million and \$351 million, respectively. Of the total amount reserved as of September 30, 2024 and 2023, the estimated current claims liability included in "Accrued expenses and other current liabilities" in the Consolidated Balance Sheets was \$159 million and \$97 million, respectively. The remaining reserve as of both September 30, 2024 and 2023 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,	
	2024	2023
Ticket	\$ 2,452	\$ 2,244
Food and beverage	63	56
Total passenger related revenue	2,515	2,300
Commuter and freight access	280	261
Reimbursable operating	183	192
Commuter operations	164	137
Commercial development (non-lease)	57	55
Miscellaneous	51	43
Total revenue from contracts with customers	\$ 3,250	\$ 2,988

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,	
	2024	2023
State Supported route subsidy	\$ 314	\$ 348
Amortization of deferred state government capital assistance	153	146
State government capital assistance revenue	86	59
Lease revenue	33	32
Total other revenue	\$ 586	\$ 585

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 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 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. Points can be redeemed for Amtrak travel or for non-travel with the Company's retail and specialty partners. Amtrak also sells AGR points to members.

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, and with retail and specialty partners 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, 2024 and 2023, the Company's AGR program liability was \$148 million and \$137 million, respectively. The current portion of the liability was \$50 million and \$46 million as of September 30, 2024 and 2023, 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 \$39 million and \$43 million for FY2024 and FY2023, respectively.

Income Taxes

The Company accounts for its income taxes in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (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 FY2024 and FY2023. 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), estimated valuation of assets acquired by eminent domain, 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, 2024 and 2023, “Accumulated other comprehensive loss” consists of adjustments for pension and other postretirement liabilities and unrealized gains and losses on available-for-sale securities.

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 in each of FY2024 and FY2023.

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.

The Department of Homeland Security awarded Amtrak a total of \$9 million and \$10 million in FY2024 and FY2023, respectively, in grants from the Intercity Passenger Rail Grants Program and other security programs. Funding is provided on a reimbursable basis. Amtrak received \$19 million and \$8 million in FY2024 and FY2023, 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. The Amtrak OIG was appropriated \$29 million and \$28 million for FY2024 and FY2023, respectively, and Amtrak received \$28 million and \$27 million in FY2024 and FY2023, respectively.

In FY2024, the Company received \$38 million in funding from discretionary grants issued by the federal government through the DOT under the FAST Act and IJIA for a variety of capital and operating projects. Most discretionary federal grants have matching contribution requirements where the projects are funded also from contributions from states or local agencies.

“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, 2024 and 2023, 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, 2024 and 2023, 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

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

4. Accounting and Reporting for Federal Payments (continued)

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.

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, 2024 and 2023, 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, 2024 and 2023, 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 income (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, 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	(25)	(19)	(44)
Other comprehensive (loss) income before reclassifications	(26)	28	2
Amounts reclassified from accumulated other comprehensive loss into earnings	(1)	(1)	(2)
Net change	(27)	27	—
Balance as of September 30, 2024	<u>\$ (52)</u>	<u>\$ 8</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” 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 gains and losses, and fair value by major security type of available-for-sale securities are as follows (in millions):

	September 30, 2024			
	Total Amortized Cost	Gross Unrealized Losses	Gross Unrealized Gains	Total Fair Value
U.S. Treasury securities	\$ 1,049	\$ —	\$ 5	\$ 1,054
Corporate bonds	843	—	2	845
Commercial paper	501	—	—	501
Certificates of deposit	95	—	—	95
Other	233	—	1	234
Total available-for-sale securities	<u>\$ 2,721</u>	<u>\$ —</u>	<u>\$ 8</u>	<u>\$ 2,729</u>

	September 30, 2023			
	Total Amortized Cost	Gross Unrealized Losses	Gross Unrealized Gains	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>\$ —</u>	<u>\$ 3,313</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,	
	2024	2023
Gross realized gains	\$ 1	\$ —
Gross realized losses	(1)	(1)
Total proceeds	1,163	820

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, 2024	
	Amortized Cost	Fair Value
Within one year	\$ 1,836	\$ 1,838
After one year through five years	885	891
Total available-for-sale securities	<u>\$ 2,721</u>	<u>\$ 2,729</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, 2024					
	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	\$ —	\$ 20	\$ —	\$ 65	\$ —	\$ 85
Corporate bonds	—	178	—	7	—	185
Commercial paper	—	9	—	—	—	9
Other	—	45	—	28	—	73
Total	<u>\$ —</u>	<u>\$ 252</u>	<u>\$ —</u>	<u>\$ 100</u>	<u>\$ —</u>	<u>\$ 352</u>

	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
Commercial paper	—	498	—	—	—	498
Corporate bonds	(1)	345	(5)	288	(6)	633
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>

The Company does not believe that any individual unrealized loss in available-for-sale securities as of September 30, 2024 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, 2024. There were no impairment losses recognized in earnings on available-for-sale securities in FY2024 or FY2023.

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, 2024		September 30, 2023	
	Current	Long-Term	Current	Long-Term
RRIF loan	\$ 43	\$ 1,022	\$ 35	\$ 902
Senior notes:				
Secured senior notes	18	220	17	238
Unsecured senior notes	10	50	10	60
Subtotal	28	270	27	298
Revolving credit facility	40	—	—	—
Principal amount of long-term debt	111	1,292	62	1,200
Less: unamortized discount/premium/ issuance cost	(5)	(49)	(4)	(45)
Total long-term debt	\$ 106	\$ 1,243	\$ 58	\$ 1,155

Letters of Credit

The Company has unsecured commercial letters of credit of \$29 million that support the issuance of liability insurance in support of certain of the Company's major construction projects, \$25 million that support its obligations related to a station, and \$3 million that support the issuance of auto fleet insurance. As of September 30, 2024 and 2023, 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 the Company'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. The Company 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, the Company is subject to restrictive covenants and financial covenants that require the Company and its subsidiaries to maintain certain financial ratios on a consolidated basis. During FY2024, the Company borrowed \$40 million and had no repayments under the revolving credit facility. The Company elected the Term SOFR Option on the FY2024 borrowings, which have a weighted average interest rate of 6.51%. Total interest incurred and

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

7. Long-Term Debt (continued)

capitalized in "Construction-in-progress" in the Consolidated Balance Sheets in FY2024 was \$2 million. The Company had no borrowings or repayments in FY2023.

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 \$10 million and \$14 million to the debt service reserve account in FY2024 and FY2023, respectively. As of September 30, 2024, the debt service reserve account had a balance of \$67 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.

The Company borrowed \$165 million and \$402 million under the RRIF Loan in FY2024 and FY2023, respectively. During FY2024 and FY2023, the Company repaid \$38 million and \$26 million, respectively. Total interest incurred in FY2024 was \$25 million, of which \$23 million was capitalized within "Construction-in-progress" in the Consolidated Balance Sheets. In FY2023, total interest incurred was \$16 million, of which \$15 million was capitalized within "Construction-in-progress" in the Consolidated Balance Sheets.

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.

Note Purchase Agreement

On October 1, 2024 the Company issued \$500 million of 4.51% unsecured senior notes due October 1, 2027. Principal and interest on these senior notes are due semi-annually on April 1 and October 1 of each

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

7. Long-Term Debt (continued)

year beginning on April 1, 2025. The financing provides liquidity for the Company's major capital projects which are covered under discretionary grants until the federal funding is received.

Scheduled Long-Term Debt Maturities

On September 30, 2024, scheduled maturities of long-term debt are as follows (in millions):

Year Ending September 30,	
2025	\$ 111
2026	72
2027	72
2028	73
2029	74
Thereafter	1,001
Principal amount of long-term debt	1,403
Less: unamortized discount/premium/issuance cost	(54)
Total long-term debt	\$ 1,349

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, 2024, 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 has one significant finance lease at September 30, 2024.

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 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

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

8. Leasing Arrangements (continued)

includes such options in the calculation of the lease term when it is reasonably certain that it will exercise those options.

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 U.S. 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. 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. 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.

The following table presents operating lease assets and liabilities as reported on the Consolidated Balance Sheets (in millions):

		September 30,	
Classification		2024	2023
Operating leases:			
Right-of-use assets	Other assets	\$ 141	\$ 118
Operating lease current liabilities	Accrued expenses and other current liabilities	51	31
Operating lease noncurrent liabilities	Other liabilities	97	97

The following table presents the components of operating lease expense as reported on the Consolidated Statements of Operations for the years ended September 30, 2024 and September 30, 2023 (in millions):

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

8. Leasing Arrangements (continued)

For the Year Ended September 30, 2024				
	Facility, Communication and Office Related	Train Operations	Other Expenses	Total
Operating leases:				
Fixed lease cost	\$ 16	\$ 33	\$ 9	\$ 58
Variable lease cost	11	—	—	11
Short term lease cost	18	2	3	23
Total operating leases	\$ 45	\$ 35	\$ 12	\$ 92

For the Year Ended September 30, 2023				
	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	\$ 53	\$ 10	\$ 10	\$ 73

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

	September 30,	
	2024	2023
Operating leases:		
Weighted average remaining lease term (years)	5.19	5.11
Weighted average discount rate	3.92 %	3.74 %

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

8. Leasing Arrangements (continued)

Operating leases future minimum rental payments

As of September 30, 2024, Amtrak is obligated for the following minimum rental payments under operating lease agreements (in millions):

Year ending September 30,		
2025	\$	55
2026		32
2027		24
2028		20
2029		8
Thereafter		25
Total undiscounted operating lease payments	\$	164
Less: Imputed interest		(16)
Present value of operating lease liabilities	\$	148

Rent expense for FY2024 and FY2023 was \$92 million and \$73 million, respectively.

Finance Leases

In July 2024, Amtrak took possession of the sublease interest at Washington Union Station (the Station) and became a sublessee of the Station. The remaining term of the sublease is 60 years, with a lease end date in October 2084. According to the sublease agreement and the amendments entered into thereafter, the fixed and variable lease payments consist of i) a fixed base rent through 2056, after which the base rent is subject to further negotiations, ii) a fixed participation rent for each year through 2084, iii) an annual index rent which is a calculation of the base rent multiplied by 40% of the percentage by which the current calendar year end consumer price index (CPI) exceeds a CPI of 380.5, and iv) a Capital Maintenance Reserve Fund payment adjusted annually by the previous two years' December CPIs.

There is no option to extend the lease, nor is there a residual value guarantee associated with the lease. The Company elected and uses a risk free rate of interest as its discount rate for the lease obligation calculation. The discount rate for this finance lease is 4.64%. See Note 11 for additional information related to the Company's interest in the sublease.

The following table presents the Company's finance lease assets and the related liabilities as reported on the Consolidated Balance Sheets as of September 30, 2024 and 2023 (in millions):

	Classification	2024	2023
Finance leases			
Right-of-use assets	Property, plant and equipment	\$ 379	\$ 1
Finance lease obligations - short term	Current maturities of long-term debt and finance lease obligations	—	—
Finance lease obligations - long term	Long-term debt and finance lease obligations	127	1

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

8. Leasing Arrangements (continued)

Finance lease future lease payments

As of September 30, 2024, Amtrak is obligated for the following lease payments under its finance leases (in millions):

Year ending September 30,	
2025	\$ 3
2026	5
2027	5
2028	5
2029	5
Thereafter	457
Total future lease payments	\$ 480
Less: Imputed interest	(353)
Present value of finance lease liabilities	\$ 127

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 as of September 30, 2024 and September 30, 2023 (in millions):

	September 30,	
	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 62	\$ 40
Supplemental non-cash information on lease liabilities arising from right-of-use assets:		
Right-of-use assets obtained in exchange for new finance lease liabilities	376	—
Right-of-use assets obtained in exchange for new operating lease liabilities	98	30

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

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, 2024 and 2023 are as follows (in millions):

	Fair Value Measurement as of September 30, 2024		
	Level 1	Level 2	Total
Available-for-sale securities:			
U.S. Treasury securities	\$ —	\$ 1,054	\$ 1,054
Corporate bonds	—	845	845
Commercial paper	—	501	501
Certificates of deposit	—	95	95
Other	(13) ¹	247	234
Total available-for-sale securities	(13)	2,742	2,729
Money market funds	87	—	87
Total financial instruments, at fair value	\$ 74	\$ 2,742	\$ 2,816

¹ Includes receivables and payables related to unsettled transactions.

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 ¹	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

¹ Includes receivables and payables related to unsettled transactions.

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.

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
Corporate bonds	Market approach using prices from pricing services	Level 2
Commercial paper	Cost approach using calculated prices based on amortization schedule	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.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

10. Income Taxes

The Company recorded no income tax expense in FY2024 and FY2023. A reconciliation of the actual effective income tax rate for FY2024 and FY2023 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,	
	2024	2023
U.S. federal statutory income tax rate	21.0 %	21.0 %
Impact of:		
Valuation allowance	(21.8)	(21.0)
Expiration of net operating loss (NOL)	(0.6)	(0.6)
Other	0.3	(0.6)
State government capital assistance	1.1	1.2
Effective income tax rate	— %	— %

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

	September 30,	
	2024	2023
Deferred tax assets:		
NOL carryforward	\$ 2,713	\$ 2,381
Deferred state government capital assistance	327	283
Postretirement employee benefits obligation	97	81
Claims reserves	61	60
Accrued vacation and other compensation accruals	53	58
Amtrak guest rewards program liability	31	29
Materials and supplies reserves	13	12
Other accruals	7	10
Other	10	7
Gross deferred tax assets	3,312	2,921
Less: valuation allowance	(1,927)	(1,520)
Net deferred tax assets	1,385	1,401
Deferred tax liabilities:		
Property and equipment	(1,385)	(1,401)
Gross deferred tax liabilities	(1,385)	(1,401)
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 FY2024, the valuation allowance increased by \$407 million.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

10. Income Taxes (continued)

NOL carryforwards were \$12.9 billion and \$11.3 billion as of September 30, 2024 and 2023, respectively. An NOL carryforward of \$54 million from FY2004 and \$47 million from FY2003 expired unused during FY2024 and FY2023, respectively. The remaining NOL carryforwards generated from years through FY2017 of \$4.7 billion will expire in various years from FY2025 through FY2037. The NOLs generated beginning in FY2018 of \$8.2 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 FY2021 and forward.

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, 2024, 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.

Connecticut River Bridge Replacement

On June 5, 2024, Amtrak entered into a Construction Contract (the Contract) with a contractor for the replacement of the Connecticut River Bridge at milepost 106.8 (the Project). The base price for the contract is \$1.0 billion. The Project entails constructing a two-track, electrified, and movable bridge equipped with new track, signal, catenary, power, communication, controls, and security features. This new bridge structure will replace the existing two-track Connecticut River Bridge. The Company has incurred \$74 million under the Contract as of September 30, 2024, all of which was capitalized when incurred as part of "Construction-in-Progress" in the Consolidated Balance Sheets at September 30, 2024.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

11. Commitments and Contingencies (continued)

East River Tunnel

On May 28, 2024, Amtrak entered into a Construction Agreement (the Agreement) with a contractor for the East River Tunnel Rehabilitation project. The base price of the contract is \$988 million. The tunnel is comprised of four tubes – two of which require significant repairs and comprehensive reconstruction following damage caused by floodwaters that entered the tunnel during Superstorm Sandy. The East River Tunnel Rehabilitation project will demolish all existing tunnel systems down to the liner, before completely restoring both tubes that were damaged. The Company has incurred \$57 million under the Agreement as of September 30, 2024, all of which was capitalized when incurred as part of “Construction-in-Progress” in the Consolidated Balance Sheets at September 30, 2024.

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 “Construction-in-progress” and an associated liability to the Developer. The Company has incurred \$247 million and \$130 million at September 30, 2024 and 2023, respectively, in construction and other project-related costs. Of the costs incurred, \$230 million and \$114 million were capitalized when incurred as part of “Construction-in-Progress” in the Consolidated Balance Sheets at September 30, 2024 and 2023, 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 \$80 million and \$71 million related to the program as of September 30, 2024 and 2023, 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

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

11. Commitments and Contingencies (continued)

trainsets, ten additional locomotives and four additional spare units under the same agreement. As of September 30, 2024, the base price with change orders for the ICT equipment purchase contract is \$3.1 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 \$698 million and \$559 million in construction and other project-related costs as of September 30, 2024 and 2023, respectively, all of which were capitalized under "Construction-in-progress" in the Consolidated Balance Sheets as no equipment has been placed into service.

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 \$1.8 billion. As of September 30, 2024 and 2023, the Company has incurred \$5 million in costs related to the TSSSA. These costs were recorded within "Deferred charge, deposits, and other" and will be amortized into expense over time upon equipment being placed into service.

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, 2024, the base price with change orders for the 125 locomotives is \$899 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 contract. As of September 30, 2024 and 2023, the Company has incurred \$529 million and \$454 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 \$420 million plus overhaul material costs within the contract period. As of September 30, 2024 and 2023, the Company has incurred \$9 million and \$3 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 \$1.4 billion and \$1.2 billion in construction and other project-related costs as of September 30, 2024 and 2023, respectively, substantially all of which were capitalized as part

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

11. Commitments and Contingencies (continued)

of “Construction-in-progress” in the Consolidated Balance Sheets as no equipment has been placed into service.

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 has incurred \$46 million in cost related to the agreement as of September 30, 2024 and 2023, which was recorded in "Deferred charges, deposits and other" in the Consolidated Balance Sheets.

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 FY2024 and FY2023 totaled \$248 million and \$180 million, respectively, and are included primarily in “Train operations” in the Consolidated Statements of Operations.

Risk of Liability and Insurance

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

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

11. Commitments and Contingencies (continued)

certain there will be retroactive wage increases in the settlements, consistent with prior agreements. As of December 12, 2024, Amtrak had reached settlement agreements with 18 bargaining units, representing over 99% of its unionized workforce. Negotiations continue with one bargaining unit and Amtrak has entered into mediation with one other bargaining unit.

The Company has accrued \$54 million and \$34 million as of September 30, 2024 and 2023, respectively, within "Accrued expenses and other current liabilities" in the Consolidated Balance Sheets, 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 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.

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, parking areas, 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 stations and components for which it is legally responsible subject to an agreed-upon set of progress milestones. With IIJA 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, 2024 and 2023, Amtrak has spent a total of \$1.1 billion and \$974 million, respectively, on ADA-related projects. Approximately

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

11. Commitments and Contingencies (continued)

\$142 million and \$126 million of the expenditures were incurred during FY2024 and FY2023, respectively.

Gateway Development Commission (GDC)

In January 2024, Amtrak and GDC entered into a Capital Funding Agreement for the Hudson Tunnel Project (HTP), which Amtrak expects to own after completion. GDC is a related party to Amtrak, see Note 14 for additional information. According to the Capital Funding Agreement, GDC will procure certain construction contracts for the HTP and Amtrak agreed to contribute \$1.0 billion toward the HTP (excluding the Hudson Yard Concrete Casing 3 component which Amtrak is responsible for). Amtrak agreed to contribute \$231 million and \$75 million in FY2024 and FY2025, respectively, towards the HTP. Amtrak's contribution towards HTP includes payments to GDC, force account work, and other eligible expenditures paid to third parties, as provided for in the Capital Funding Agreement. During FY2024, Amtrak incurred \$334 million in eligible expenditures for the HTP, which included \$116 million paid to GDC. \$231 million was capitalized as part of "Construction-in-progress" in the Consolidated Balance Sheets and \$103 million, representing payments in excess of the \$231 million required FY2024 contribution, was recorded within "Other current assets" in the Consolidated Balance Sheets as Amtrak expects it to be refunded from GDC in FY2025 in accordance with the terms of the Capital Funding Agreement.

In 2022 and 2024, Amtrak entered into separate operating funding agreements with GDC, pursuant to which Amtrak agreed to fund a third of GDC's operating costs. Amtrak paid \$19 million and \$15 million directly to GDC under these operating agreements in FY2024 and FY2023, respectively, all of which were capitalized as part of "Construction-in-progress" in the Consolidated Balance Sheets.

Washington Union Station Leasehold Eminent Domain Acquisition

In April 2022, Amtrak exercised its statutory authority to acquire by eminent domain the Union Station Investco LLC (USI) sublease interest at Washington Union Station (WUS). The Company deposited \$250 million, which it estimated to be just compensation for the USI sublease interest, with the United States District Court for the District of Columbia (the Court) when Amtrak filed its eminent domain action. The Court ruled in favor of Amtrak's condemnation and ordered USI to transfer the sublease interest to the Company on July 29, 2024. As a result, effective July 29, 2024, Amtrak stepped into USI's position in WUS in the existing sublease agreement between USI and Union Station Redevelopment Corporation (USRC) and became USRC's sublessee at WUS which included USI's retail lease/license agreements with all retail tenants/licensees and became the sublessor/licensor to all the retail tenants/licensees. The existing sublease agreement between Amtrak and USRC has a remaining lease term of 60 years, ending in 2084. The Court will determine the appropriate amount of just compensation that Amtrak must pay to the prior subleaseholder and may require more than or less than the Company's \$250 million deposit. As of September 30, 2024, the \$250 million deposit was recorded as initial direct costs to the sublease and included as part of the right-of-use asset cost basis within "Right-of-way and other properties" in the Consolidated Balance Sheets. As of September 30, 2023, the \$250 million deposit was recorded within "Deferred charges, deposits, and other" in the 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, 2024 and 2023, the environmental reserve was \$133 million and \$140 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 \$4 million and \$8 million as of September 30, 2024 and 2023, respectively, 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, 2024 and 2023 is reported as "Environmental reserve" in the Consolidated Balance Sheets. Costs related to estimated future capital expenditures for environmental remediation were \$110 million and \$116 million as of September 30, 2024 and 2023, 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.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

12. Environmental Matters (continued)

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 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, 2024 and 2023 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	
	2024	2023	2024	2023
Reconciliation of projected benefit obligation:				
Obligation at October 1	\$ 365	\$ 389	\$ 353	\$ 409
Service cost	—	—	6	7
Interest cost	20	20	20	21
Actuarial loss (gain)	29	(15)	42	(48)
Employee contributions	—	—	1	2
Benefit payments	(28)	(29)	(37)	(38)
Obligation at September 30	<u>\$ 386</u>	<u>\$ 365</u>	<u>\$ 385</u>	<u>\$ 353</u>
Reconciliation of fair value of plan assets:				
Plan assets at October 1	\$ 335	\$ 338	\$ —	\$ —
Actual return on plan assets	63	13	—	—
Employer contributions	—	15	36	36
Participant contributions	—	—	1	2
Benefit payments, net	(33)	(31)	(37)	(38)
Plan assets at September 30	<u>\$ 365</u>	<u>\$ 335</u>	<u>\$ —</u>	<u>\$ —</u>
Funded status:				
Accumulated benefit obligation at September 30	\$ (386)	\$ (365)	\$ (385)	\$ (353)
Projected benefit obligation at September 30	(386)	(365)	(385)	(353)
Fair value of plan assets	365	335	—	—
Net unfunded status of the plans	<u>\$ (21)</u>	<u>\$ (30)</u>	<u>\$ (385)</u>	<u>\$ (353)</u>
Net liability recognized in Consolidated Balance Sheets	<u>\$ (21)</u>	<u>\$ (30)</u>	<u>\$ (385)</u>	<u>\$ (353)</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, 2024 and 2023 are as follows (in millions):

	Pension Benefits		Other Benefits	
	2024	2023	2024	2023
Accrued expenses and other current liabilities	\$ —	\$ —	\$ 33	\$ 34
Postretirement employee benefits obligation	21	30	352	319
Net amount recognized	<u>\$ 21</u>	<u>\$ 30</u>	<u>\$ 385</u>	<u>\$ 353</u>

Pension and other postretirement benefit amounts recognized in accumulated other comprehensive loss in FY2024 and FY2023 are as follows (in millions):

	Pension Benefits		Other Benefits	
	2024	2023	2024	2023
Net actuarial loss (gain)	\$ 128	\$ 149	\$ (76)	\$ (125)
Net amount recognized	<u>\$ 128</u>	<u>\$ 149</u>	<u>\$ (76)</u>	<u>\$ (125)</u>

Components of Net Periodic Benefit Cost

The following table provides the components of net periodic benefit cost for the plans for FY2024 and FY2023 (in millions):

	Pension Benefits		Other Benefits	
	2024	2023	2024	2023
Service cost	\$ —	\$ —	\$ 6	\$ 7
Interest cost	20	20	20	21
Expected return on plan assets	(19)	(18)	—	—
Accumulated Other Comprehensive Loss reclassification adjustment:				
Amortization of actuarial loss (gain)	6	6	(7)	(4)
Other expenses	5	2	—	—
Net periodic benefit cost	<u>\$ 12</u>	<u>\$ 10</u>	<u>\$ 19</u>	<u>\$ 24</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 FY2024, the Retirement Income Plan incurred a net actuarial loss of \$29 million, consisting primarily of a \$30 million loss due to a decrease in the discount rate. 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.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

13. Postretirement Employee Benefits (continued)

During FY2024, the other postretirement benefits plans incurred a combined net actuarial loss of \$42 million, consisting primarily of a \$29 million loss from a decrease in discount rates, a \$13 million loss from change in trend rates, a \$4 million loss from a change in the experience rates, and a \$2 million loss from a change in retirement rates, partially offset by unfavorable changes in claims of \$6 million. 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.

Plan Assets

The Company's pension plan asset allocation at September 30, 2024 and 2023, and initial target allocation for FY2025, are as follows:

	Plan Assets		
	2025	2024	2023
Fixed income debt securities	60 %	60 %	58 %
Mutual funds	30	30	9
Money market fund	8	8	9
Commingled funds	—	—	20
Cash	1	1	2
Other ¹	1	1	2
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 consisted of global stocks and a diversified portfolio of assets. Investments in commingled funds were 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, 2024 and 2023 (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, 2024			
Fixed income debt securities:			
Corporate bonds	\$ 202	\$ —	\$ 202
Government bonds	11	—	11
Municipal bonds	6	—	6
Total fixed income debt securities	219	—	219
Mutual funds	109	—	109
Money market funds	29	29	—
Total investments, at fair value	\$ 357	\$ 29	\$ 328
Cash	5		
Other ¹	4		
Total plan assets	\$ 366		

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

	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.

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.

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 6.0%.

National Railroad Passenger Corporation and Subsidiaries (Amtrak)

Notes to Consolidated Financial Statements (continued)

13. Postretirement Employee Benefits (continued)

Estimated Future Benefit Payments

Based upon the assumptions used to measure the pension and other postretirement benefit obligations as of September 30, 2024, 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):

	Pension Benefits	Other Benefits
Year ending September 30,		
2025	\$ 32	\$ 33
2026	29	32
2027	30	32
2028	30	33
2029	29	33
2030-2034	141	155

Contributions

In FY2025, Amtrak does not expect to contribute to the Retirement Income Plan and expects to contribute \$33 million towards other postretirement benefits.

Assumptions

Weighted-average assumptions used to determine benefit obligations as of September 30, 2024 and 2023 are as follows:

	Pension Benefits	Other Benefits
	2024	2023
Discount rate	4.89 %	5.80 %
	4.79-4.95 %	5.73-5.83 %

Weighted-average assumptions used to determine net periodic benefit cost for the years ended September 30, 2024 and 2023 are as follows:

	Pension Benefits	Other Benefits
	2024	2023
Discount rate	5.80 %	5.45 %
Expected long-term rate of return	6.00 %	5.50 %
	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,	
	2024	2023
Health care cost trend rate assumed for next year	9.15-10.19 %	7.52-8.06 %
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	2032	2030

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 \$36 million and \$31 million for FY2024 and FY2023, 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 state of New York (NY) and the state of New Jersey (NJ) created the 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 the Company has veto power over GDC matters. During FY2024 and FY2023, NY, NJ, Amtrak and GDC entered into a series of agreements related to the 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. In FY2024, Amtrak paid \$135 million directly to GDC, as described in Note 11.

15. Subsequent Events

The Company has evaluated subsequent events through December 12, 2024, which is the date the financial statements are available to be issued, and concluded that there were no additional subsequent events requiring disclosure.

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

The Board of Directors and Stockholders
National Railroad Passenger Corporation

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*), the consolidated financial statements of National Railroad Passenger Corporation and subsidiaries (the Company), which comprise the consolidated balance sheet as of September 30, 2024, and the related consolidated statements of operations, comprehensive loss, changes in capitalization and cash flows for the year then ended, and the related notes (collectively referred to as the “financial statements”), and our report dated December 12, 2024 expressed an unmodified opinion thereon that included an emphasis-of-matter section regarding the Company’s dependence on receiving substantial Federal Government subsidies.

Report on Internal Control Over Financial Reporting

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

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

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

not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

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

Purpose of This Report

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

Ernst & Young LLP

December 12, 2024



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