

COMMONWEALTH of VIRGINIA

Virginia Passenger Rail Authority Board

DJ Stadtler Executive Director

Tiffany Robinson Chairperson 919 East Main Street, Suite 2400 Richmond, Virginia 23219

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RESOLUTION OF THE VIRGINIA PASSENGER RAIL AUTHORITY BOARD

October 7, 2025

MOTION

Made By: [●] Seconded By: [●]

Action: [●]

Title: Authority to Execute a Revised Employment Contract for VPRA Executive Director

WHEREAS, Va. Code § 33.2-290(A) requires the Board to employ an executive director to direct the day-to-day operations of the Virginia Passenger Rail Authority ("VPRA"); and

WHEREAS, in April 2021, the Board entered into an employment contract with DJ Stadtler as executive director of VPRA, which has since been amended and expires on October 25, 2026; and

WHEREAS, the Board now desires to continue to employ DJ Stadtler as executive director of VPRA, and desires to authorize the Board chairperson, in periodic consultation with the Personnel and Compensation Committee members, to negotiate and execute a revised employment contract (the "Revised Employment Contract") between the Board and DJ Stadtler, subject to the following conditions and permissions (collectively, the "Conditions of Negotiation Authority"):

- 1. the term of the Revised Employment Contract shall expire no later than December 31, 2031,
- 2. the initial base salary under the Revised Employment Contract shall not exceed the executive director salary authorized by the Board by resolution dated October 7, 2025, and shall not increase again prior to October 25, 2026, and
- 3. [other possible conditions of negotiation authority TBD].

NOW THEREFORE, BE IT RESOLVED that the Board hereby authorizes the Board chairperson, in periodic consultation with the Personnel and Compensation Committee members, to negotiate and execute a Revised Employment Contract between the Board and DJ Stadtler, subject to the Conditions of Authority

stated above, and with other terms and conditions deemed appropriate and reasonable by the Board chairperson.