



COMMONWEALTH of VIRGINIA

Virginia Passenger Rail Authority Board

DJ Stadtler
Executive Director

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Tiffany Robinson
Chairperson

RESOLUTION OF THE VIRGINIA PASSENGER RAIL AUTHORITY BOARD

October 7, 2025

MOTION

Made By: Charles Payne

Seconded By: Susan Spears

Action: Motion Carried

Title: Performance Year 2025 Executive Director Bonus Payment

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 to fix his compensation at a level that will attract and retain a capable executive director; and

WHEREAS, in April 2021, the Board entered into an employment contract with DJ Stadtler as executive director of VPRA (the “**Employment Contract**”), which was amended and restated as of September 25, 2023; and

WHEREAS, the Employment Contract requires an annual review of the executive director’s performance during or about the month of October each year, and requires the Board to determine, *inter alia*, based on certain performance objectives, what bonus payment will be awarded to the executive director (up to 25% of his base salary); and

WHEREAS, on August 27, 2024, the Board was briefed during a public meeting with respect to VPRA’s annual incentive plan goals for performance year 2025 (October 1, 2024 – September 30, 2025), 100% (the “**PY25 Achievement Rate**”) of which were successfully achieved by VPRA during performance year 2025; and

WHEREAS, in closed session on October 7, 2025, the Board reviewed the executive director’s performance during performance year 2025; and

WHEREAS, in recognition of DJ Stadtler's performance during performance year 2025, the Board now desires to authorize a bonus payment to the executive director of 25% of his base salary, multiplied by the PY25 Achievement Rate.

NOW THEREFORE, BE IT RESOLVED that, pursuant to the Employment Contract, the Board hereby approves a bonus payment to the executive director for his performance during performance year 2025 of 25% of his base salary, multiplied by the PY25 Achievement Rate.