

**MINUTES OF THE SPECIAL BOARD MEETING OF THE
BOARD OF COMMISSIONERS OF
ROCHESTER-GENESEE REGIONAL TRANSPORTATION AUTHORITY
AND ITS SUBSIDIARIES
December 15, 2022**

A. Roll Call and Determination of Quorum

The meeting was called to order at 11:04AM by Chairman Donald Jeffries who determined that a quorum was present in person. Commissioner Kosmerl attended via Zoom.

Present on Roll Call:

➤ County of Monroe	Don Jeffries	=	5 votes
➤ County of Monroe	Terrence Rice	=	5 votes
➤ County of Monroe	Judith Ahlfeld Seil	=	5 votes
➤ City of Rochester	William Ansbrow	=	2 votes
City of Rochester	Jerdine Johnson	=	2 votes
➤ City of Rochester	William McDonald	=	2 votes
County of Genesee	Laurie Oltramari	=	2 votes
➤ County of Livingston	Susanne Carlock	=	2 votes
➤ County of Ontario	Brian H. Young	=	3 votes
➤ County of Orleans	James R. Bensley	=	1 vote
County of Seneca	Edward W. White	=	1 vote
County of Wayne	Michael P. Jankowski	=	3 votes
County of Wyoming	Rich Kosmerl	=	1 vote
➤ Amalgamated Transit Union	Jacques Chapman	=	0 votes
Transit Dependent/Disability Community	Heather Bird	=	<u>0 votes</u>

Total Votes Possible	34
Total Votes Present	25
Votes Needed for Quorum	18

Others Present:

Daniel DeLaus, General Counsel
Amy Gould, Chief People Officer

B. Adoption of the Agenda

Chairman Jeffries asked for a motion to move the meeting into Executive Session to discuss a personnel matter. On motion of Commissioner Ansbrow, seconded by Commissioner Young the meeting moved into executive session.

At 11:12AM the Board came out of executive session and stated that no votes were taken during executive session.

Resolution Appointing a Chief Executive Officer, RGRTA 38-2022

Resolution RGRTA 38-2022 was moved on motion of Commissioner Ansbro, seconded by Commissioner Young, the aforementioned Resolution, a copy of which is attached to these minutes, was unanimously approved.

C. Adjournment

On motion of Commissioner Ansbro, seconded by Commissioner Rice the Special Board Meeting was adjourned at 11:13AM.

Respectfully submitted,

Jerdine Johnson, Secretary
Posted Date: December 29, 2022



**ROCHESTER
GENESEE REGIONAL
TRANSPORTATION
AUTHORITY**

**BOARD OF COMMISSIONERS
AGENDA ITEM COVER SHEET**

Board Meeting Date:	December 15, 2022
Presenter:	Don Jeffries
Subject:	Appointment of a Chief Executive Officer
Background:	<p>Recently, Chief Executive Officer (CEO) Bill Carpenter informed the Board of Commissioners on his intent to retire from the Rochester Genesee Regional Transportation Authority and its' subsidiaries (collectively known as "RGRTA").</p> <p>The Board of Commissioners authorized the commencement of a search for a replacement CEO in Resolution RGRTA 37-2022. This resolution outlined that the initial search will be of internal candidates only. Additionally, the Board of Commissioners following the CEO Replacement and Selection Process, formed a Search Committee comprised of members of the Board of Commissioners.</p> <p>The position of Chief Executive Officer was posted internally, and one candidate applied. The Search Committee has interviewed the internal candidate.</p> <p>The Board's Search Committee is recommending to the Board of Commissioners that the internal candidate be named to the position of Chief Executive Officer subject to the candidate accepting the employment offer.</p>
Financial Impact:	The Authority's 2022-2023 Operating Budget and future operating budgets has and will provide appropriate funding.
Recommendation:	That the Board of Commissioners appoint the internal candidate recommended by the Search Committee as the successor to CEO Bill Carpenter, subject to that candidate accepting the employment offer.



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Resolution: RGRTA 38-2022

APPOINTMENT OF A CHIEF EXECUTIVE OFFICER

WHEREAS, Chief Executive Officer (CEO) Bill Carpenter has advised the Board that he has decided to step down as CEO of the Rochester Genesee Regional Transportation Authority and its subsidiaries (collectively known as "RGRTA") effective January 1, 2023; and

WHEREAS, the Board of Commissioners (the "Board"), pursuant to Resolution 37-2022 and the Authority's CEO Replacement and Selection Process ("the Process"), has resolved to initially limit the search to internal candidates, only; and

WHEREAS, the process requires that a Search Committee, comprised exclusively of members of the Board of Commissioners, be established and this has been done; and

WHEREAS, the job opening was posted internally and one candidate applied; and

WHEREAS, the Search Committee reviewed the candidate's credentials, and interviewed the candidate; and

WHEREAS, the Search Committee members discussed the candidate's credentials and fitness for the position and unanimously agreed to recommend that the candidate be appointed by the full Board of Commissioners as the CEO of RGRTA effective January 1, 2023, provided that the candidate accept the employment offer; and

WHEREAS, the Search Committee has presented its recommendation and the reasons for it to the full Board of Commissioners; and

NOW, THEREFORE, BE IT RESOLVED, that the candidate be, and hereby is, appointed Chief Executive Officer of RGRTA effective January 1, 2023, provided that the candidate accept the employment offer which the Board has vetted and approved; and

BE IT FURTHER RESOLVED that Chairman Donald Jeffries is hereby empowered to present the employment offer to the candidate and inform the Board of the candidate's decision regarding it; and

BE IT FURTHER RESOLVED that should the candidate accept the employment offer, this Resolution shall immediately become effective without the need for further Board action; and

BE IT FURTHER RESOLVED that the Chair of the Board of Commissioners or his designee are hereby authorized, empowered and directed, for and on behalf of RGRTA, to perform any and all actions and to execute any and all documents on behalf of the Authority as they may deem necessary, appropriate or advisable to carry out the intent and purposes of the foregoing resolutions

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of a Special Meeting of the Rochester-Genesee Regional Transportation Authority, which was held on December 15, 2022 and that the Resolution is still in full force and effect.



Donald Jeffries, Chairman

Date: December 15, 2022
Rochester, New York

