

**RGRTA COMPENSATION COMMITTEE  
MINUTES**

**March 24, 2020**

1372 East Main Street, Rochester, New York

Attendees Via Teleconference: Chairman, Don Jeffries; Vice Chairman, Geoff Astles; Commissioner, Bill Ansbrow; Commissioner, Rich Kosmerl; Commissioner Bill McDonald; Chief People Officer, Amy Gould.

Absent: None

The meeting was called to order by Chairman Jeffries at 8:32 a.m.

The following topics were discussed:

- The committee discussed the CEO performance assessment. During the discussion, the committee reviewed the salary benchmark information from our Upstate peer groups as a baseline for continuing the conversation about appropriate compensation for the CEO.
- Due to the current pandemic (COVID-19), the committee decided to defer a decision on CEO Compensation until they could reconvene with an in-person meeting to review and have more in-depth discussions.
- Chairman Jeffries asked that a motion be brought forward to the Board at the May 7, 2020 meeting to effectively “freeze” the CEO compensation, and defer a compensation adjustment decision until we resume normal business operations.

The meeting was adjourned at 8:54 a.m. by Chairman Jeffries.

Respectfully submitted by:



Amy Gould  
Chief People Officer