

COMPENSATION COMMITTEE
MINUTES
March 20, 2013
8:00 AM
Board Room
1372 East Main Street, Rochester NY

Attendees: Frank Vitagliano, Commissioner Jim Redmond, Chairman
Tom Argust, Commissioner Paul Battaglia, Commissioner
Henry Smith Jr., Commissioner Kristen Clark, Bonadio & CO., LLP
Daniele Coll-Gonzalez, Chief People Officer

The meeting was called to Order by Chairman Redmond.

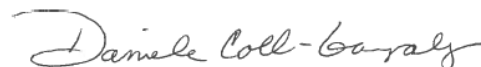
1. Ms. Clark of Bonadio & CO., LLP was invited by the Compensation Committee to discuss options for increasing the auditing procedures specific to the pay for performance incentive program. Ms. Clark discussed the following:
 - a. The current auditing process for the program.
 - b. That she would draft a proposal from Bonadio & CO., LLP which would be focused on auditing the controls and systems of the pay for performance incentive program.

Commissioner Battaglia motioned to approve engaging Ms. Clark and Bonadio & CO., LLP for this proposal. Commissioner Argust seconded. Motion carried.

2. The committee discussed the addition of a 360 degree evaluation for the CEO to be conducted as a part of the 2013-2014 fiscal year review process. Commissioner Argust motioned to approve adding this evaluation method to the CEO review process. Commissioner Vitagliano seconded. Motion carried.
3. The committee agreed on a compensation package specific to an individual and the results of an individual's performance evaluation to be proposed to the Board of Commissioners in Executive Session on April 11, 2013.

On motion of Chairman Redmond, the meeting was adjourned.

Respectfully Submitted,



Daniele Coll-Gonzalez
Chief People Officer