

**RGRTA COMPENSATION COMMITTEE
MINUTES**

March 19, 2014

8:00 a.m.

1372 East Main Street, Rochester, New York

Attendees: Tom Argust – Commissioner, Jim Redmond – Chairman, Henry Smith, Jr. – Commissioner Frank Vitagliano – Commissioner, Maryalice Keller – Chief People & Brand Officer, Bill Carpenter – CEO, Mimi Bacilek, Success Builders

Excused: Paul Battaglia – Commissioner

The meeting was called to order at 8:05 a.m. by Chairman Redmond.

Mr. Carpenter and Ms. Bacilek (via conference call) provided the key learnings of the CEO's 360 evaluation, which included input from Mr. Carpenter's direct reports, indirect reports, peers, and community stakeholders. Mr. Carpenter and Ms. Bacilek were then excused from the meeting.

The Committee then agreed on the CEO's 2013-14 performance assessment and proposed compensation for 2014-15, which Mr. Redmond will present to the Board of Commissioners on April 3, 2014 for approval.

The Committee then went in to Executive Session.

The Committee reviewed and accepted the proposed 2014-15 Variable Pay Plan Guidelines, which will be presented to the Board of Commissioners for approval on April 3, 2014.

On motion of Chairman Redmond, the meeting was adjourned at 9:50 a.m.

Respectfully submitted by:

Maryalice Keller
Chief People & Brand Officer