

**RGRTA COMPENSATION COMMITTEE
MINUTES**

February 27, 2014

9:00 a.m.

1372 East Main Street, Rochester, New York

Attendees: Tom Argust – Commissioner, Paul Battaglia – Commissioner, Jim Redmond – Chairman, Frank Vitagliano – Commissioner, Maryalice Keller – Chief People & Brand Officer, Steve DePerrior – The Burke Group (guest)

Excused: Henry Smith, Jr. - Commissioner

The meeting was called to order by Chairman Redmond.

The CEO evaluation process is underway, with Commissioners submitting their assessments. A summary of that input and the CEO's 360 evaluation will be provided to the Committee for review at the March 19 Compensation Committee meeting.

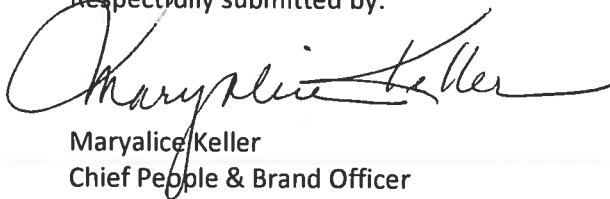
Mr. DePerrior presented an analysis of RGRTA's senior executive compensation, which included comparisons to transit industry peer groups, as well as national, regional, and local market studies, for base salaries, annual incentives, and perquisites/benefits. As discussed at the prior month's meeting, Committee Members will convene in June to consider a longer-term CEO compensation strategy encompassing all elements of executive compensation.

The Committee reviewed the proposed 2014-2015 Incentive Plan guidelines, and requests the Plan name be changed to Variable Pay Plan, which more accurately describes its intent.

The Committee scheduled its next meeting for March 19, 2014 at 8:00 a.m.

On motion of Chairman Redmond, the meeting was adjourned.

Respectfully submitted by:



Maryalice Keller
Chief People & Brand Officer