

**RGRTA COMPENSATION COMMITTEE
MINUTES
March 6, 2017
1372 East Main Street, Rochester, New York**

Attendees: Commissioner and Chairman Geoff Astles, Commissioner Tom Argust, Commissioner Paul Battaglia, Commissioner Don Jeffries (by phone), Vice President of People Amy Gould, Steve DePerrior, Burke Group.

The meeting was called to order by Chairman Astles at 4:05 p.m.

Steve DePerrior from the Burke Group reviewed additional Executive Compensation data/analysis with the committee per the committee's request from the February 24th meeting.

The Committee reviewed the CEO's 2016.2017 performance assessment and proposed compensation for 2017.2018, which Chairman Astles will present to the Board of Commissioners for approval on April 6, 2017.

The committee discussed and accepted the Variable Pay Plan guidelines for 2017.2018, which will be presented to the Board of Commissioners for approval on April 6, 2017.

Amy will request that Kelly Schmidt schedule the performance assessment discussion with Chairman Astles and Bill Carpenter by the week of March 20th.

The meeting was adjourned at 5:00 p.m. by Chairman Astles.

Respectfully submitted by:



Amy Gould
Vice President of People