

**MINUTES OF MEETING OF THE  
AUDIT AND ETHICS COMMITTEE OF  
THE UNIVERSITY OF TEXAS INVESTMENT MANAGEMENT COMPANY**

A meeting of the Audit and Ethics Committee (the "Committee") of The University of Texas Investment Management Company (the "Corporation") convened in open session on **November 20, 2009**, at the offices of the Corporation, Suite 2800, 401 Congress Avenue, Austin, Texas, said meeting having been called by the Committee Chair, Paul Foster, with notice provided to each member in accordance with the Corporation's Bylaws. The audio portion of the meeting was electronically recorded. Participating in the meeting were the following members of the Committee:

Paul Foster, Chair  
Charles Tate

thus constituting a majority and quorum of the Committee. Director Tate attended by means of conference telephone enabling all persons participating in the meeting to hear each other. Also attending the meeting was Janiece Longoria, Director. Employees of the Corporation attending the meeting were Bruce Zimmerman, CEO and Chief Investment Officer; Christy Wallace, Assistant Secretary; and Cecilia Gonzalez, internal General Counsel and Chief Compliance Officer. Also attending was Bob Jewell of Andrews Kurth LLP. Chairman Foster called the meeting to order at 9:05 a.m. Copies of materials supporting the Committee meeting agenda were previously furnished to each Committee member.

**Executive Session**

Mr. Foster announced, at 9:07 a.m., that "The Audit and Ethics Committee of the Board of Directors of The University of Texas Investment Management Company having been duly convened in Open Session and notice of this meeting having been duly given, I hereby announce the convening of a closed meeting as an Executive Session of the Committee, for the purpose of deliberating individual personnel compensation matters related to the General Counsel and Chief Compliance Officer's Performance Incentive Award as a Participant in the UTIMCO Compensation Program for the Performance Period ended June 30, 2009. This Executive Session meeting of the Committee is authorized by *Texas Government Code* § 551.074 (Personnel Matters). The date is November 20, 2009, and the time is now 9:07 a.m." Ms. Gonzalez and Ms. Wallace left the meeting at this time.

**Open Session**

The Committee reconvened in open session and Mr. Foster announced that "The Open Session of the Audit and Ethics Committee of the Board of Directors of The University of Texas Investment Management Company is now reconvened. The date is November 20, 2009, and the time is now 9:13 a.m. During the Executive Session, the Committee deliberated individual personnel compensation matters related to the General Counsel and Chief Compliance Officer's Performance Incentive Award as a Participant in the UTIMCO Compensation Program for the Performance Period ended June 30, 2009, but no action was taken nor decisions made, and no vote was called for or had by the Committee in Executive Session."

Mr. Foster recommended that the Audit and Ethics Committee and the CEO jointly recommend to the Compensation Committee, subject to approval by the UTIMCO Board, the Performance Incentive Award for the General Counsel and Chief Compliance Officer for the 2008/2009 Performance Period. By motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Audit Charter of the Audit and Ethics Committee requires that the Audit and Ethics Committee and the CEO approve the Chief Compliance Officer's performance goals and achievement of the goals, and to make a joint recommendation to the Compensation Committee as to the Base Salary and performance incentive award for the Chief Compliance Officer; and

WHEREAS, the Audit and Ethics Committee and the CEO have prepared a joint recommendation regarding the Performance Incentive Award of the General Counsel and Chief Compliance Officer for the 2008/2009 Performance Period; and

WHEREAS, subject to approval by the UTIMCO Board, the Audit and Ethics Committee and the CEO jointly recommend the performance incentive award of the General Counsel and Chief Compliance Officer; and

WHEREAS, the Audit and Ethics Committee has reviewed the Performance Incentive Award for the General Counsel for the 2008/2009 Performance Period and wishes to document approval of such Performance Incentive Award and recommend that the Compensation Committee approve the same.

NOW, THEREFORE, be it:

RESOLVED, that the Audit and Ethics Committee approves the Performance Incentive Award for the General Counsel and Chief Compliance Officer as recommended by the CEO for the 2008/2009 Performance Period, and the Audit and Ethics Committee and CEO hereby jointly recommend to the Compensation Committee the Performance Incentive Award for the General Counsel and Chief Compliance Officer for the 2008/2009 Performance Period.

There being no further business to come before the Committee, the meeting was adjourned at 9:15 a.m.

Secretary: Joan Moeller  
Joan Moeller

Approved: Paul Foster  
Paul Foster, Chair  
Audit and Ethics Committee of The University of Texas Investment  
Management Company

Date: 1/26/2010