

**MINUTES OF MEETING OF
THE COMPENSATION COMMITTEE OF
THE UNIVERSITY OF TEXAS
INVESTMENT MANAGEMENT COMPANY**

The Compensation Committee (the "Committee") of the Board of Directors of The University of Texas Investment Management Company (the "Corporation") convened in open session on September 10, 2009, by means of conference telephone enabling all persons participating in the meeting to hear each other, at the offices of the Corporation, Suite 2800, 401 Congress Avenue, Austin, Texas, said meeting having been called by the Committee Chair, J. Philip Ferguson, 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:

J. Philip Ferguson, Chairman
Clint D. Carlson
Janiece M. Longoria
Ardon E. Moore

Also attending the meeting was Erle Nye, Chairman of the Board, thus constituting a majority and quorum of the Committee and the Board. Employees of the Corporation attending the meeting were Bruce Zimmerman, CEO and Chief Investment Officer; Joan Moeller, Secretary and Treasurer; Christy Wallace, Assistant Secretary; and Cissie Gonzalez, internal General Counsel and Chief Compliance Officer. Also attending were William Huang, Roger Starkey and Matt Flores representing The University of Texas System (the "UT System"); Keith Brown of the McCombs School of Business at UT Austin; and Jerry Turner and Bob Jewell of Andrews Kurth LLP. Mr. Ferguson called the meeting to order at 3:51 p.m. Copies of the materials supporting the agenda were previously distributed to each Committee member.

Mr. Ferguson began the meeting by asking Mr. Turner to report on a recently published article entitled CalSTRS (California State Teachers' Retirement System) Puts Brakes on Bonus Deferral Policy that stated that negative adverse tax consequences related to the CalSTRS bonus deferral policy had been identified by CalSTRS's outside counsel that required CalSTRS to reconsider its bonus deferral policy. Mr. Turner summarized the article for the benefit of the Committee members. He stated that the tax laws for non-profits were even more complicated than those applicable to for-profit entities, and these tax laws were considered by Mercer and the tax specialists at Andrews Kurth LLP in connection with the changes to the Corporation's Compensation Program. Mr. Turner assured the Committee that there was nothing in the CalSTRS situation that caused him and his firm to be less than comfortable with the advice they had given to the Corporation in this regard. Mr. Turner answered the Committee Members' questions.

Approval of Minutes

The first action item to come before the Committee was consideration and approval of the minutes of the Compensation Committee meetings held on June 30, 2009 and July 27, 2009. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the minutes of the Meetings of the Compensation Committee held on **June 30, 2009 and July 27, 2009**, be, and are hereby, approved.

Designation of Employees in Eligible Positions as Participants in the UTIMCO Compensation Program for the 2009/2010 Performance Period

Mr. Ferguson continued the meeting by asking Mr. Zimmerman to discuss the designation of employees in Eligible Positions as Participants in the UTIMCO Compensation Program for the 2009/2010 Performance Period, as set forth in Exhibit 1 (attached) that had been included in the Committee meeting materials, for approval by the Committee. Mr. Zimmerman asked to add a new employee to the list of participants, Mr. Mukund Joshi, Analyst, to be eligible as of September 14, 2009, his date of hire. Mr. Zimmerman answered the Committee Member's questions. Upon motion duly made and seconded the following resolution, with the addition of Mr. Joshi on Exhibit 1, was unanimously adopted:

WHEREAS, Section 5.3(a) of the UTIMCO Compensation Program (the "Plan") provides that, in order to become a "Participant" in the Plan for a Performance Period, a UTIMCO employee must be (1) employed in a position designated by the Board of Directors of UTIMCO (the "UTIMCO Board") as an "Eligible Position" for that Performance Period and (2) selected by the UTIMCO Board as eligible to participate for that Performance Period; and

WHEREAS, the Compensation Committee has reviewed and approves of the list of individuals who may become Participants for the 2009/2010 Performance Period set forth on Exhibit 1 attached hereto.

NOW, THEREFORE, be it:

RESOLVED, that the Committee hereby recommends to the UTIMCO Board that the individuals set forth on Exhibit 1 attached hereto be designated by the UTIMCO Board as "Participants" in the Plan for the 2009/2010 Performance Period, effective as of July 1, 2009 or as otherwise noted on Exhibit 1.

Engagement of External Auditor

Mr. Ferguson asked Mr. Zimmerman to discuss the recommendation to engage an external auditor to perform agreed upon procedure services for the Corporation's Compensation Program. Mr. Zimmerman gave an overview, noting that this is an annual requirement and he provided the Committee the scope of services. The Corporation's Compensation Program states that the relative performance data and calculations of the Performance Incentive Awards are to be reviewed by the Corporation's external auditor prior to the Performance Incentive Awards being finalized and approved by the Board. Mr. Zimmerman and Staff recommended the appointment of Deloitte & Touche LLP to perform certain agreed upon procedure services involving the recomputation of compensation for certain Participants in the UTIMCO Compensation Program, following the satisfactory negotiation of an engagement letter by Staff. Mr. Zimmerman and Ms. Moeller answered the Committee Members' questions. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the firm of Deloitte & Touche, LLP be, and is hereby, engaged to perform agreed upon procedure services involving the recomputation of compensation for certain employees pursuant to the UTIMCO Compensation Program for the Performance Period ending June 30, 2009, following satisfactory negotiation of an engagement letter by UTIMCO Staff.

Executive Session

Mr. Ferguson announced, at 4:07 p.m., that, "The Compensation 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 and evaluation matters related to Qualitative Performance Goals for the Participants of the UTIMCO Compensation Program for the 2009/2010 Performance Period. This Executive Session meeting of the Committee is authorized by *Texas Government Code* Section 551.074 (*Personnel Matters*). The date is September 10, 2009 and the time is now 4:07 p.m." With the exception of Chairman Nye, Mr. Zimmerman, Ms. Gonzalez, Mr. Turner, Mr. Jewell, and Dr. Brown, all other meeting participants left the meeting at this time.

Open Session

The Committee reconvened in open session and Mr. Ferguson announced that on September 10, 2009, at 4:41 p.m., "The Open Session of the Compensation Committee of the Board of Directors of The University of Texas Investment Management Company is now reconvened. The date is September 10, 2009 and the time is now 4:41 p.m. During the Executive Session, the Committee deliberated individual personnel compensation and evaluation matters related to Qualitative Performance Goals for the Participants of the UTIMCO Compensation Program for the 2009/2010 Performance Period, but no action was taken nor decisions made, and no vote was called for or had by the Committee in Executive Session."

Performance Goals

Mr. Ferguson recommended Committee approval of the UTIMCO Compensation Program Participants' qualitative performance goals for the 2009-2010 Performance Period. Upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, Section 5.4(a) of the UTIMCO Compensation Program (the "Plan") provides that the Compensation Committee (the "Committee") of the Board of Directors of UTIMCO will approve the Performance Goals for each Participant (other than for the CEO) for each Performance Period; and

WHEREAS, the Committee has reviewed the Qualitative Performance Goals for the Plan Participants for the 2009/2010 Performance Period as set forth in the documents presented to the Committee.

NOW, THEREFORE, be it:

RESOLVED, that the Committee hereby approves the Qualitative Performance Goals for the Plan Participants for the 2009/2010 Performance Period, effective as of July 1, 2009, as set forth in the documents presented to the Committee.

There being no further business to come before the Committee, the meeting was adjourned at approximately 4:42 p.m.

Secretary: Joan Mbeller
Joan Mbeller

Approved: J. Philip Ferguson Date: 11/20/09
J. Philip Ferguson, Chairman of the
Compensation Committee
of The University of Texas
Investment Management Company

Exhibit 1
Designation of Plan Participants in Eligible Positions
in the 2009/2010 Performance Period

ELIGIBLE POSITION	PARTICIPANTS
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Investment Professionals

CEO & Chief Investment Officer	Bruce Zimmerman
President and Deputy CIO	Cathy Iberg
Managing Director - Private Investments	Lindel Eakman
Senior Portfolio Manager	Russ Kampfe
Senior Director, Investments	Mark Warner
Senior Director, Investments	Bob Schau
Senior Director, Risk Management	Uzi Yoeli
Portfolio Manager	Harland Doak
Director, Investments	Ryan Ruebsahm
Director - Private Investments	Mark Shoberg
Director, Investments	Susan Chen
Senior Associate, Investments	Zac McCarroll
Senior Associate, Investments	Mark Newcomb
Senior Associate, Investments	Courtney Powers
Associate - Private Investments	Scott Bigham
Associate - Private Investments	Mike McClure
Associate, Investments	Amanda Hopper
Associate, Investments	Laura Patrick
Associate, Risk Management	Kathleen Wagner
Senior Analyst, Investments	Eric Dooley
Senior Analyst, Investments	Aman Jain
Analyst, Investments	Shari Ledbetter
Analyst, Investments	Natasha Cupps
Analyst, Investments	Siamc Kamalie
Analyst, Investments	Daniel Senneff *
Analyst, Investments	Mukund Joshi **

Operations/Support Professionals

Senior Managing Director	Joan Moeller
Managing Director	Bill Edwards
General Counsel and Chief Compliance Officer	Cissie Gonzalez
Manager	Gary Hill
Manager	Debbie Childers
Manager	Melynda Shepherd

Participants are eligible as of July 1, 2009 unless otherwise noted.

*Eligible as of July 27, 2009

**Eligible as of September 14, 2009