

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

A meeting of the Compensation Committee (the "Committee") of The University of Texas Investment Management Company (the "Corporation") convened in open session on **July 23, 2014**, 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 Compensation Committee Chair, Kyle Bass, 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:

Kyle Bass, Chair
Ardon E. Moore

thus constituting a majority and quorum of the Committee. Jeffery D. Hildebrand did not attend the meeting. Morris Foster, Chairman of the Board, also attended the meeting. Employees of the Corporation attending the meeting were Bruce Zimmerman, CEO and Chief Investment Officer; Joan Moeller, Secretary and Treasurer; Christy Wallace, Assistant Secretary; Cecilia Gonzalez, internal General Counsel and Chief Compliance Officer; Gary Hill, Senior Manager - Investment Reporting; Debbie Childers, Manager - Portfolio Accounting and Operations; and other staff members. Other attendees were Allen Hah and Guillermo Garcia of The University of Texas System ("UT System") Administration; Jerry Turner and Bob Jewell of Andrews Kurth LLP. Committee Chair Bass called the meeting to order at 10:04 a.m. Copies of materials supporting the Committee meeting agenda were previously furnished to each Committee member.

Approval of Minutes

The first matter to come before the Committee was the approval of the minutes of the Compensation Committee meeting held on February 20, 2014, and the February 20, 2014 Joint Meeting of the Policy and Compensation Committees. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the minutes of the Meeting of the Compensation Committee held on February 20, 2014, and the February 20, 2014 Joint Meeting of the Policy and Compensation Committees, be and are hereby, approved.

Executive Session

Mr. Bass announced, at 10:06 a.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 matters. This Executive Session meeting of the Committee is authorized by *Texas Government Code*

Section 551.074 (Personnel Matters). The date is July 23, 2014, and the time is now 10:06 a.m." With the exception of Mr. Turner, Mr. Jewell and Mr. Zimmerman, all staff members left the meeting.

Open Session

The Committee reconvened in open session and Mr. Bass announced that "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 July 23, 2014, and the time is now 10:27 a.m. During the Executive Session, the Committee deliberated individual personnel compensation matters but no action was taken nor decisions made, and no vote was called for or had by the Committee in Executive Session."


Proposed Amendments to the Charter of the Compensation Committee

Mr. Bass asked Mr. Zimmerman to review the proposed amendments to the Charter of the Compensation Committee. He explained that the Committee Charter is reviewed periodically and Staff's proposed changes are presented to the Committee for approval. He summarized the proposed changes to the Charter, most of which related to the Committee members' duties and responsibilities as set forth in the UTIMCO Compensation Program and other minor editorial changes. Mr. Zimmerman and Ms. Gonzalez answered the Committee Members' questions. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the amendments to the Charter of the Compensation Committee, as recommended be, and are hereby approved, in the form submitted to the Committee, subject to approval by the Corporation's Board of Directors.

The meeting was adjourned at approximately 10:32 a.m.

Secretary: 
Joan Moeller

Approved: 
Kyle Bass, Chair
Compensation Committee of
The University of Texas Investment Management Company

Date: 8/19/14