

**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 **January 15, 2016**, 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, H. Lee S. Hobson, 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:

H. Lee S. Hobson, Chair
Kyle Bass
Ardon E. Moore

Chairman of the Board, Jeffery D. Hildebrand and Directors Phil Adams, David J. Beck and John D. White also attended the meeting thus constituting a majority and quorum of the Committee and the Board. Director R. Steven Hicks had previously resigned from the Committee. Committee Chair ("Chairman") Hobson called the meeting to order at 10:38 a.m. Employees of the Corporation attending the meeting were Bruce Zimmerman, CEO and Chief Investment Officer; Joan Moeller, Secretary and Treasurer; and Christy Wallace, Assistant Secretary. Jerry Turner of Andrews Kurth LLP also attended the meeting. Copies of materials supporting the Committee meeting agenda were previously furnished to each Committee member.

Approval of Minutes

Chairman Hobson asked for Committee approval of the minutes from the Compensation Committee meeting held on December 17, 2015. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the minutes of the Meeting of the Compensation Committee of the Board of Directors held on December 17, 2015, be, and are hereby, approved.

Executive Session

Chairman Hobson announced, at 10:39 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 and evaluation matters. This Executive Session meeting of the Committee is authorized by *Texas Government Code* Section 551.074 (Personnel Matters). The date is January 15, 2016, and the time is now 10:39 a.m. With the exception of Mr. Turner and Mr. Zimmerman, all other staff members left the meeting.

Open Session

The Committee reconvened in open session and Chairman Hobson 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 January 15, 2016, and the time is now 11:16 a.m. During the Executive Session, the Committee deliberated individual personnel compensation and evaluation matters but no action was taken nor decisions made, and no vote was called for or had by the Committee in Executive Session."

Amendment of Appendix C of the UTIMCO Compensation Program

Chairman Hobson stated that there were three resolutions for Committee consideration. He summarized the first resolution, which was requesting changes to Appendix C, Table 1 of the Plan. The UTIMCO Compensation Program (Plan), including Appendices, effective September 1, 2015, consists of two elements: base salary and an annual incentive plan. The UTIMCO Board has the discretion to interpret, adopt such rules and regulations it deems necessary to carry out the Plan, and amend the Plan. Appendix C, Table 1 sets forth the Eligible Positions, Weightings, Incentive Award Opportunities, and Percentage of Award Deferred for Each Eligible Position. Staff presented a revised and updated Appendix C, Table 1 for the Performance Period ended August 31, 2016 for approval by the Committee, with further approval by the Board required. No other revisions to the Plan were requested by Staff. Upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, Section 7.2 of the UTIMCO Compensation Program (the "Plan") provides that UTIMCO, by action of its Board of Directors (the "Board"), has the right in its discretion to amend the Plan or any portion thereof from time to time; and

WHEREAS, Section 5.3.(a) of the Plan requires Table 1 to be revised, as necessary, for subsequent Performance Periods to set forth any changes or additions to the Eligible Positions, the weightings for the Eligible Positions, the Incentive Award Opportunities, and any Applicable Deferral Percentage for each Eligible Position, for that Performance Period as soon as administratively practicable after confirmation of such Eligible Positions by the Board for such Performance Period and to be attached as Appendix C to the Plan; and

WHEREAS, the Committee has reviewed the updated and amended Table 1, and approves such amendments, and has determined to recommend them to the Board.

NOW, THEREFORE, be it:

RESOLVED, that the updated and amended Table 1, a copy of which is attached hereto, is hereby adopted and approved to replace the current Appendix C, Table 1 effective as of September 1, 2015, subject to Board approval.

Designation of Employees in Eligible Positions as Participants in the UTIMCO Compensation Program for the Performance Period ended August 31, 2016

Chairman Hobson asked for Committee approval of the second resolution they had been asked to consider, regarding Designation of Employees in Eligible Positions as Participants in the Plan. Upon motion duly made and seconded, the following resolution 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, Eligible Positions are designated and included in Appendix C, Table 1 of the Plan; and

WHEREAS, the Compensation Committee has reviewed and approves of the list of individuals who may become Participants for the Performance Period ended August 31, 2016 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 Performance Period ended August 31, 2016, effective as of September 1, 2015.

Participants' Qualitative Performance Goals and the CEO's Qualitative Performance Goals

Chairman Hobson explained that the Participants' Qualitative Performance Goals had been reviewed and recommended by the Corporation's CEO, and the CEO's Qualitative Performance Goals had been reviewed by the Chairman of the Compensation Committee and the Chairman of the Board. He asked for approval of the Participants' Qualitative Performance Goals and the CEO's Qualitative Performance Goals, which are subject to further approval by the Board, as set forth in the Committee Meeting materials. 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 Performance Period ended August 31, 2016 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 Performance Period ended August 31, 2016, effective as of September 1, 2015, as set forth in the documents presented to the Committee.

And,

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 (the "Board") will approve the Performance Goals for each Participant (other than for the CEO) each Performance Period; and

WHEREAS, Section 5.4(c) of the Plan provides that the Board will determine the Performance Goals of the CEO for each Performance Period; and

WHEREAS, the Committee has reviewed and approves the CEO's Qualitative Performance Goals for the Performance Period ended August 31, 2016, as prepared by the CEO and set forth in the document presented to the Committee.

NOW, THEREFORE, be it:

RESOLVED, that the Committee hereby recommends to the Board that the Board approve the Qualitative Performance Goals for the CEO for the Performance Period ended August 31, 2016, as set forth in the document presented to the Committee.

There being no further business to come before the Committee, the meeting was adjourned at approximately 11:21 a.m.

Secretary: 
Joan Moeller

Approved:  Date: 4/29/16
H. Lee S. Hobson, Chair
Compensation Committee of
The University of Texas Investment Management Company

Appendix C, Table 1
Eligible Positions, Weightings, Incentive Award Opportunities, and Percentage of Award Deferred for each Eligible Position
(for the Performance Periods Beginning After August 31, 2015)

Eligible Position	Weighting		Incentive Award Opportunity (% of Salary)				Percentage of Award Deferred
	Entity	Qualitative (Individual)	<Threshold	Threshold	Target	Maximum	
<i>Investment Professionals</i>							
CEO & Chief Investment Officer	80%	20%	0%	0%	200%	450%	50%
Senior Managing Director - Investments	70%	30%	0%	0%	120%	300%	45%
Managing Director - Investments	65%	35%	0%	0%	100%	250%	40%
Managing Director - Fixed Income	65%	35%	0%	0%	80%	200%	40%
Managing Director - Risk Management	65%	35%	0%	0%	25%	50%	40%
Senior Director - Investments	60%	40%	0%	0%	70%	185%	35%
Director - Investments	50%	50%	0%	0%	65%	175%	30%
Director - Risk Management	50%	50%	0%	0%	25%	50%	30%
Senior Associate - Investments	40%	60%	0%	0%	60%	155%	20%
Senior Associate - Risk Management	40%	60%	0%	0%	45%	140%	20%
Associate - Investments	35%	65%	0%	0%	50%	145%	15%
Associate - Risk Management	35%	65%	0%	0%	35%	120%	15%
Senior Analyst - Investments	30%	70%	0%	0%	40%	110%	0%
Analyst - Investments	20%	80%	0%	0%	30%	75%	0%
Analyst - Risk Management	20%	80%	0%	0%	25%	75%	0%
Senior Investment Counsel	50%	50%	0%	0%	40%	80%	25%
<i>Support and Control Professionals</i>							
Senior Managing Director	20%	80%	0%	0%	30%	50%	40%
Chief Technology Officer	20%	80%	0%	0%	15%	35%	30%
Corporate Counsel & Chief Compliance Officer	0%	100%	0%	0%	10%	30%	30%
Senior Manager	20%	80%	0%	0%	20%	40%	25%
Manager	20%	80%	0%	0%	20%	40%	25%
Senior Financial Analyst	20%	80%	0%	0%	15%	35%	20%
Mgr, Infrastructure and CISO	20%	80%	0%	0%	15%	30%	20%
Mgr, Development	20%	80%	0%	0%	15%	30%	20%
Business Analyst and Document System Manager	20%	80%	0%	0%	15%	30%	20%

Exhibit 1
Designation of Plan Participants in Eligible Positions
for the Performance Period Ended August 31, 2016

ELIGIBLE POSITION	PARTICIPANTS
<i>Investment Professionals</i>	
CEO & Chief Investment Officer	Bruce Zimmerman
Senior Managing Director - Investments	Mark Warner
Managing Director - Investments	Ryan Ruebsahm
Managing Director - Investments	Susan Chen
Managing Director - Fixed Income	Russ Kampfe
Managing Director - Risk Management	Uzi Yoeli
Senior Director - Investments	Courtney Powers
Senior Director - Investments	Edward Lewis
Senior Director - Investments	Amanda Hopper
Senior Director - Investments	Harland Doak
Director - Investments	Spencer Swayze
Director - Investments	Pat Pace
Director - Investments	Billy Prather
Director - Investments	Richard Rincon
Director - Risk Management	Kate Wagner
Senior Associate - Investments	Mukund Joshi
Associate - Investments	Drury Morris
Senior Analyst - Investments	Russell Brown
Senior Analyst - Investments	Jena Michels
Senior Analyst - Investments	Spencer Branch
Senior Analyst - Investments	Kyle Burhop
Senior Analyst - Investments	Zoe Gabbard
Senior Analyst - Investments	Mallory Weinsahl
Analyst - Investments	Victoria Lee
Analyst - Investments	Ryan Arestie
Analyst - Investments	James Yang
Analyst - Investments	Shree Pandya
Senior Investment Counsel	Jon Ellison
<i>Control and Support Professionals</i>	
Senior Managing Director	Joan Moeller
Corporate Counsel and Chief Compliance Officer	Anna Cecilia Gonzalez
Chief Technology Officer	Uche Abalogu
Senior Manager	Gary Hill
Manager	Debbie Childers
Manager	Melynda Shepherd
Manager	Lara McKinney
Mgr, Infrastructure and CISO	David Gahagan
Business Analyst and Document System Manager	Aman Jain