

**MINUTES OF MEETING  
OF THE COMPENSATION COMMITTEE OF THE  
BOARD OF DIRECTORS 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 April 26, 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

thus constituting a majority and quorum of the Committee. Director Ardon E. Moore did not attend the meeting. Committee Chair ("Chairman") Hobson called the meeting to order at 2:31 p.m. Employees of the Corporation attending the meeting were Bruce Zimmerman, CEO and Chief Investment Officer; Joan Moeller, Treasurer and Secretary; Cissie Gonzalez, Corporate Counsel and Chief Compliance Officer; and Gary Hill, Senior Manager – Investment Reporting. Also attending was Jerry Turner of Andrews Kurth LLP. 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 January 15, 2016. 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 January 15, 2016, be, and are hereby, approved.

**Designation of Employee in Eligible Position as Participant in the UTIMCO Compensation Program and a Participant's Qualitative Goals for the Performance Period ending August 31, 2016**

Chairman Hobson asked Mr. Zimmerman to explain proposed Committee approval of the designation of Akil Franklin, a new employee, in the Eligible Position of Mgr., Development, as a Participant in the UTIMCO Compensation Program (the "Plan") effective January 25, 2016, and approval of Mr. Franklin's Qualitative Performance Goals for the 2015/2016 Performance Period. Mr. Zimmerman requested that Mr. Franklin, newly hired, be designated in an Eligible Position and that his Performance Goals be approved by the Committee. Mr. Zimmerman answered the Committee Members' questions. Chairman Hobson recommended Committee approval, subject to further approval by the Board. Upon motion duly made and seconded the following resolutions were 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, which will be revised and updated as necessary and approved by the Committee and Board at future meetings; and

WHEREAS, the Compensation Committee approves the designation of Akil Franklin (Mgr., Development) as a Participant of the Plan for the Performance Period ended August 31, 2016.

NOW, THEREFORE, be it:

RESOLVED, that the Committee hereby recommends to the UTIMCO Board that Akil Franklin (Mgr., Development) be designated by the UTIMCO Board as a "Participant" in the Plan for the Performance Period ended August 31, 2016, effective as of January 25, 2016.

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 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 Akil Franklin for the 2015/2016 Performance Period as set forth in the document presented to the Committee.

NOW, THEREFORE, be it:

RESOLVED, that the Committee hereby approves the Qualitative Performance Goals for Akil Franklin, effective January 25, 2016, as set forth in the document presented to the Committee.

#### Peer Group

Chairman Hobson asked Mr. Zimmerman to present Staff's recommendation for the Peer Group for the Compensation Program for the Performance Period beginning September 1, 2015, and ending August 31, 2016. Mr. Zimmerman reported that Staff was recommending no changes to the Peer Group, as set forth in Appendix B of the Corporation's Compensation Program. Mr. Zimmerman answered the Committee

Members' questions. Chairman Hobson recommended Committee approval, subject to further approval by the Board. Upon motion duly made and seconded the following resolution was unanimously adopted:

WHEREAS, Section 8.14. of the UTIMCO Compensation Program (the "Plan") provides that the "Peer Group" will be updated annually at the beginning of each Performance Period, and Appendix B (UTIMCO Peer Group) will be amended accordingly; and

WHEREAS, Section 7.2. of the Plan provides that the Board has the right to amend the Plan or any portion thereof from time to time; and


WHEREAS, the Committee has reviewed the proposed Appendix B and it conforms to the updated Peer Group as defined in the Plan.

NOW, THEREFORE, be it

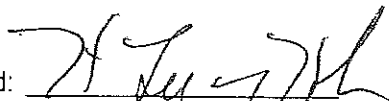
RESOLVED, the updated and amended Appendix B (UTIMCO Peer Group), a copy of which is attached hereto, is hereby adopted and approved as part of the Plan to replace the current Appendix B, effective as of September 1, 2015, subject to Board approval.

There being no further business to come before the Committee, the meeting was adjourned at approximately 2:38 p.m.

Secretary:

  
Joan Moeller

Approved:

  
H. Lee S. Hobson, Chair

Date:

8/26/16

Compensation Committee of the Board of Directors of  
The University of Texas Investment Management Company

## Appendix B

### UTIMCO Peer Group

- Brown University
- Columbia University
- Cornell University
- Dartmouth College
- Duke University
- Emory University
- Harvard University
- John Hopkins University
- Massachusetts Institute of Technology
- New York University
- Northwestern University
- Princeton University
- Rice University
- Stanford University
- UNC Management Company
- University of California
- University of Chicago
- University of Michigan
- University of Notre Dame
- University of Pennsylvania
- University of Southern California
- University of Virginia Investment Management Company
- Vanderbilt University
- Washington University in St. Louis
- Yale University

Source: UTIMCO Staff. Represents endowment funds (excluding the Total Endowment Assets) with more than 10 full-time employee positions, allocations to alternative assets in excess of 40%, and with assets greater than \$2.5 billion, all to be determined as of the last day of each year ended June 2013, 2014, 2015.