

**MINUTES OF MEETING
OF THE COMPENSATION COMMITTEE OF THE
BOARD OF DIRECTORS OF
THE UNIVERSITY OF TEXAS/TEXAS A&M INVESTMENT MANAGEMENT COMPANY**

A meeting of the Compensation Committee (the "Committee") of The University of Texas/Texas A&M Investment Management Company (the "Corporation") convened in open session on **July 19, 2018**, by means of conference telephone enabling all persons participating in the meeting to hear each other, at the offices of the Corporation, Suite 1700, 210 West 7th Street, Austin, Texas, said meeting having been called by the, Committee Chair, Ray Rothrock ("Chairman"), with notice provided to each member in accordance with the Corporation's Bylaws. The audio portion of the meeting was electronically recorded and broadcast over the internet. Participating in the meeting were the following members of the Committee:

Ray Rothrock, Chair
J. Kyle Bass
Robert Gauntt
Ray Nixon

thus constituting a majority and quorum of the committee. Additionally, Director Clifton L. Thomas, Jr. joined the meeting, thus constituting a majority and quorum of the Board. Chairman Rothrock called the meeting to order at 11:00 a.m. Employees of the Corporation attending the meeting were Britt Harris, President, CEO and Chief Investment Officer; Rich Hall, Deputy Chief Investment Officer; Joan Moeller, Treasurer and Secretary; Cecilia Gonzalez, Corporate Counsel and Chief Compliance Officer; and other UTIMCO employees. Other attendees were Jerry Kyle of Orrick, Herrington & Sutcliffe, LLP and Susan Lemke of Mercer. Copies of materials supporting the Committee meeting agenda were previously furnished to each Committee member.

Approval of Minutes

Chairman Rothrock asked for Committee approval of the minutes from the Compensation Committee meeting held on February 21, 2018. 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 February 21, 2018, be, and are hereby, approved.

Executive Session

Prior to going into executive session, Chairman Rothrock announced that, "The Compensation Committee of the Board of Directors of The University of Texas/Texas A&M 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 19, 2018, and the time

is now 11:02 a.m." With the exception of Mr. Harris, Mr. Hall, Ms. Moeller, and Mr. Kyle, all others left the meeting at this time.

Open Session

The Committee reconvened in open session and Chairman Rothrock announced that, "The Open Session of the Compensation Committee of the Board of Directors of The University of Texas/Texas A&M Investment Management Company is now reconvened. The date is July 19, 2018, and the time is now 11:46 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."

Base Salaries for UTIMCO Officers and Other UTIMCO Compensation Program Participants for the 2018-2019 Fiscal Year

Chairman Rothrock noted that base salaries for the 2018-19 fiscal year for the UTIMCO officers and other compensation program participants, including the Committee's base salary recommendation for the CEO were discussed during execution session and asked for motions to approve the resolutions related to these base salaries. Upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the base salaries of the Corporation's Officers and other UTIMCO Compensation Program Participants (except that of the CEO) for the Fiscal Year 2018-2019 in the total amount of \$11,073,000 as presented by the CEO be, and are hereby, approved.

RESOLVED, that the Committee hereby recommends that the Board of Directors of UTIMCO approve the Base Salary of the Corporation's CEO for the Fiscal Year 2018-2019 in the amount of \$792,000.

Amendments to the UTIMCO Compensation Program effective July 1, 2018

Mr. Harris and Mr. Hall introduced the proposed changes to the UTIMCO Compensation Program (the Plan) effective July 1, 2018. Mr. Harris explained the Team is recommending a change in the Performance Period of the Plan from September 1 to August 31, to July 1 to June 30. Each employee in an Eligible Position during the first six months of the Plan year is a Plan Participant. Performance Standards in the amended Plan include both quantitative and qualitative components that will be measured by predetermined benchmarks, a peer group determined by Cambridge Associates of the twenty largest endowments, and the Participant's annual performance appraisal process. The Plan deferral period is being changed from three years to two years. The provision requiring automatic deferral of awards due to a 10% decline in the net returns of the Total Endowment between the end of the Performance Period and the date awards are approved was removed. Mr. Harris and Mr. Hall answered the Committee members' questions. 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, the Compensation Committee of the Board (the "Committee") has reviewed certain proposed amendments to the Plan incorporated into an Amended and Restated Plan, in the form previously provided to the Committee; and

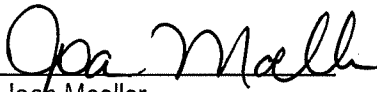
WHEREAS, the Committee approves such amendments and has determined to recommend them to the Board;

NOW, THEREFORE, be it:

RESOLVED, that the Committee hereby recommends to the Board that the Board approve and adopt the Amended and Restated Plan, effective July 1, 2018.

Adjourn

There being no further business to come before the Committee, the meeting was adjourned at approximately 12:20 p.m.

Secretary: 
Joan Moeller

Approved:  Date: 1/11/19
Ray Rothrock, Chair
Compensation Committee of the Board of Directors of
The University of Texas/Texas A&M Investment Management Company