

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

The Board of Directors (the "Board") of The University of Texas/Texas A&M Investment Management Company (the "Corporation") convened in an open meeting on **December 6, 2018**, by telephone at the corporate headquarters located at 210 West 7th Street, Suite 1700 in Austin, said meeting having been called by the Chairman, Jeffery D. Hildebrand, with notice provided to each member in accordance with the 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 Board:

Jeffery D. Hildebrand
J. Kyle Bass
Robert Gauntt
Janet Handley
R. Steven Hicks
Ray Nixon
Ray Rothrock
Clifton L. Thomas, Jr.
James C. "Rad" Weaver

thus constituting a majority and quorum of the Board. Employees of the Corporation attending the meeting were Britt Harris, President, CEO and Chief Investment Officer; Rich Hall, Deputy Chief Investment Officer; Joan Moeller, Secretary and Treasurer; Cecilia Gonzalez, Corporate Counsel and Chief Compliance Officer; and other team members. Other attendees were Keith Brown of the McCombs School of Business at UT Austin; Jerry Turner and Jerry Kyle of Orrick, Herrington & Sutcliffe LLP; and Karen Adler of The University of Texas System ("UT System"). Chairman Hildebrand called the meeting to order at 9:02 a.m. Copies of materials supporting the Board meeting agenda were previously furnished to each member of the Board.

Chairman Hildebrand noted that, out of respect for and to honor President George H. W. Bush, whose funeral services were to be held later in the day, the meeting of the Board would be abbreviated. He stated that the only items on the original posted agenda to be considered by the Board would be the minutes of the September 20, 2018 meeting and the report from the Compensation Committee. All other items were deferred to the next meeting of the Board.

Minutes

The first item to come before the Board was approval of the Minutes of the Board of Directors Meeting held on September 20, 2018. Upon motion duly made and seconded, the following resolution was unanimously adopted by the Board:

RESOLVED, that the minutes of the Meeting of the Board of Directors held on September 20, 2018, be, and are hereby, approved.

Compensation Committee Report

Chairman Hildebrand asked Director Rothrock to provide a report from the Compensation Committee. Director Rothrock stated that the Compensation Committee (the "Committee") met on November 29, 2018 and again on December 6, 2018. The Committee considered six action items at these meetings, three requiring further approval by the Board. However, due to the short nature of this meeting, only two were presented for approval by the Board.

The Committee approved the minutes of its July 19, 2018 and November 29, 2018 meetings, approved amendments to the Charter of the Compensation Committee, subject to approval by the Board at a later meeting, approved a resolution selecting Mercer as its compensation consultant for FY 19, including authorizing Director Rothrock to negotiate an engagement agreement with Mercer, and the Committee approved the CEO's performance standards for the Performance Period ending June 30, 2019, subject to approval by the Board. The Committee also met in Executive Session to discuss the performance awards for UTIMCO officers and other Compensation Program (the "Plan") Participants for the Performance Period ended August 31, 2018.

Following the executive session at the meeting held earlier in the day, the Committee approved the Performance Awards for the Plan Participants for the Performance Period ended August 31, 2018, subject to approval by the Board.

Director Rothrock recommended two resolutions for approval by the Board. The first resolution related to the Performance Awards for the Plan Participants for the Performance Period ended August 31, 2018, and the second resolution related to the CEO's performance standards for the Performance Period ending June 30, 2019. Upon motion duly made and seconded, the following resolutions were unanimously adopted by the Board:

WHEREAS, Section 5.5.(d) of the UTIMCO Compensation Program (the "Plan") provides that, at the end of each Performance Period, the Compensation Committee will approve, subject to further approval of the UTIMCO Board, the Performance Award of each Participant based upon a determination of the level of achievement of such Participant against his or her Performance Goals for such Performance Period; and

WHEREAS, in accordance with Section 5.5.(d) of the Plan, the Compensation Committee has determined the level of achievement by each Participant in the Plan during the Performance Period ended August 31, 2018, of his or her Performance Goals for such Performance Period; and

WHEREAS, Sections 5.5.(e) and 5.5.(f) of the Plan provide that, based on the percentage achieved of each Participant's Performance Goals for a Performance Period, a Performance Award will be calculated for such Participant for such Performance Period in accordance with the calculation methodology set forth in Appendix A of the Plan; and

WHEREAS, Section 5.5.(f) of the Plan provides that the Compensation Committee will review all calculations of Performance Awards, make any changes it deems appropriate, and submit its recommendation to the Board for approval; and

WHEREAS, the Compensation Committee has reviewed the Performance Awards for all Participants who have met or exceeded their performance benchmarks for the Performance Period ended August 31, 2018, made changes it deemed appropriate, approved such Performance Awards, and recommended that the Board approve the same.

NOW, THEREFORE, be it:

RESOLVED, that the Board approves the Performance Awards for all Participants (excluding the CEO) for the Performance Period ended August 31, 2018, in the total aggregate amount of \$7,980,711 and be it

FURTHER RESOLVED, that of the Performance Awards for all Participants (excluding the CEO) for the Performance Period ended August 31, 2018, 26.8% (\$2,140,943) will be deferred pursuant to the Plan.

And,

WHEREAS, Section 5.4(b) of the UTIMCO Compensation Program (the "Plan") provides that the Board will determine the Performance Goals of the CEO for each Performance Period; and

WHEREAS, the Board has reviewed the CEO's Qualitative Performance Standards for the Performance Period ended June 30, 2019, as prepared by the CEO, and recommended by the Compensation Committee and set forth in the document presented to the Board.

NOW, THEREFORE, be it:

RESOLVED, that the Board approves the Qualitative Performance Standards for the CEO for the Performance Period ended June 30, 2019, as set forth in the document presented to the Board.

Adjourn

There being no further business to come before the Board, the meeting was adjourned at approximately 9:08 a.m.

Secretary: 
Joan Moeller

Approved: _____



Jeffery D. Hildebrand
Chairman, Board of Directors of
The University of Texas/Texas A&M Investment Management Company

Date: _____

7/10/19