

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

The Compensation Committee (the "Committee") of the Board of Directors of The University of Texas Investment Management Company (the "Corporation") convened in open session on October 29, 2013, 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, 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, Chairman  
Jeffery D. Hildebrand  
Ardon E. Moore  
James P. Wilson

Morris Foster, Chairman of the Board, also attended the meeting thus constituting a majority and quorum of the Committee and the Board. 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. Other attendees were Jerry Turner of Andrews Kurth LLP; and Terry Hull, Allen Hah, Roger Starkey and Guillermo Garcia of The University of Texas System Administration. Chairman Bass called the meeting to order at 1:00 p.m. Copies of the materials supporting the agenda were previously distributed 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 meetings held on July 17, 2013 and August 28, 2013. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the minutes of the Meetings of the Compensation Committee of the Board of Directors held on July 17, 2013 and August 28, 2013, be, and are hereby, approved.

**Executive Session**

Chairman Bass announced, at 1:02 p.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 October 29, 2013, and the time is now 1:02 p.m." With the exception of Mr. Turner and Mr. Zimmerman, all staff members and other attendees left the meeting at this time. Mr. Zimmerman left the meeting during discussion regarding his compensation matters.

## Open Session

The Committee reconvened in open session and Chairman 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 October 29, 2013, and the time is now 1:47 p.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."

## Discussion Related to Base Salaries for the UTIMCO Officers and Other UTIMCO Compensation Program Participants for 2013-2014 Fiscal Year

Chairman Bass asked Mr. Zimmerman to review the base salaries for the UTIMCO Officers and Other UTIMCO Compensation Program (the "Plan") Participants for 2013-2014 Fiscal Year. Mr. Zimmerman stated that there was a good discussion of base salaries during the executive session. Since there was no action necessary at this meeting, no further discussion was needed. Mr. Hildebrand left the meeting at this time.

## Designation of Employees in Eligible Positions as Participants in the Plan for the 2013/2014 Performance Period

Chairman Bass asked the Committee to recommend designation of employees in Eligible Positions as Participants in the Plan for the 2013/2014 Performance Period, as set forth in Exhibit 1 (attached) that had been included in the Committee meeting materials. 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, which will be revised and updated as necessary and approved by the Committee and Board at future meetings; 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, 2014 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, 2014, effective as of September 1, 2013, subject to Committee and

UTIMCO Board approval of a revised and updated Appendix C, Table 1 of the Plan.

### Performance Goals

Chairman Bass recommended Committee approval of the resolutions related to the CEO's qualitative performance goals and the Plan Participants' qualitative performance goals (other than for the CEO) for the 2013/2014 Performance Period. Upon motion duly made and seconded, the following resolutions were 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 (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, 2014, 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, 2014, as set forth in the document 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 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, 2014 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, 2014, effective as of September 1, 2013, as set forth in the documents presented to the Committee.

Discussion Related to Appendices C and D of the Plan


Chairman Bass asked Mr. Zimmerman if he would like to discuss the proposed amendments to Appendices C and D of the Plan. Mr. Zimmerman said that there had been discussion of Appendix C in Executive Session and since no action was to be taken at the meeting, no further discussion of the Appendices was necessary. Mr. Bass explained that these amendments are in reference to raising hurdle rates as presented to the Committee members in the meeting materials.

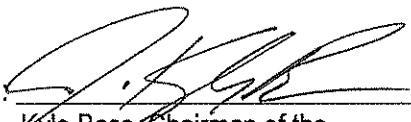
Engagement of External Auditor

Chairman Bass asked Mr. Zimmerman to discuss the recommendation to engage an external auditor to perform agreed upon procedure services for the Plan. Mr. Zimmerman gave an overview, noting that this is an annual requirement. The Plan states that the relative performance data and calculations of the Performance Incentive Awards are to be reviewed by the Corporation's external auditor prior to the Performance Incentive Awards being finalized and approved by the Board. Mr. Zimmerman and Staff recommended the appointment of Deloitte & Touche, LLP to perform certain agreed upon procedure services involving the recomputation of compensation for certain Participants in the Plan. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the firm of Deloitte & Touche, LLP be, and is hereby, engaged to perform agreed upon procedure services involving the recomputation of compensation for certain employees pursuant to the UTIMCO Compensation Program for the Performance Period ending August 31, 2013.

There being no further business to come before the Committee, the meeting was adjourned at approximately 2:00 p.m.

Secretary:   
Joan Moeller

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

Date: 12/3/13

**Exhibit 1**  
**Designation of Plan Participants in Eligible Positions**  
**in the Performance Period Ended August 31, 2014**

**ELIGIBLE POSITION**

**PARTICIPANTS**

*Investment Professionals*

CEO & Chief Investment Officer	Bruce Zimmerman
President and Deputy CIO	Cathy Iberg
Managing Director - Private Investments	Lindel D. Eakman
Managing Director - Investments	Mark Warner
Managing Director - Investments	Mark Shoberg
Managing Director - Investments	Ryan Ruebsahm
Managing Director - Investments	Susan Chen
Senior Director - Risk Management	Uzi Yoeli
Senior Portfolio Manager	Russ Kampfe
Portfolio Manager	Harland Doak
Director - Investments	Zac McCarroll
Director - Investments	Courtney F. Powers
Director - Investments	Edward Lewis
Director - Private Investments	Scott Bigham
Director - Investments	Amanda Hopper
Director - Private Investments	Mike McClure
Senior Associate - Risk Management	Kate Wagner
Associate - Investments	Mukund Joshi
Associate - Private Investments	Lara Jeremko
Associate - Investments	Drury Morris
Analyst - Investments	Russell Brown
Analyst - Investments	Rafael Ramirez, Jr.
Analyst - Investments	Spencer Branch
Analyst - Investments	Adrienne Smith
Analyst - Investments	Jena Michels

*Operations/Support Professionals*

Senior Managing Director	Joan Moeller
General Counsel and Chief Compliance Officer	Anna Cecilia Gonzalez
Chief Technology Officer	Uche Abalogu
Senior Manager	Gary Hill
Manager	Debbie Childers
Manager	Melynda Shepherd
Senior Financial Analyst	Lara McKinney
Deal Attorney	Jon Ellison
IT Investment Associate	Aman Jain