

**MINUTES OF MEETING OF THE
BOARD OF DIRECTORS OF
THE UNIVERSITY OF TEXAS INVESTMENT MANAGEMENT COMPANY**

The Board of Directors (the "Board") of The University of Texas Investment Management Company (the "Corporation") convened in an open meeting on **October 9, 2014**, 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 Chairman, Morris Foster, 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. However, due to technical difficulty, the recording is inaudible. Participating in the meeting were the following members of the Board:

Morris E. Foster, Chairman
Ardon E. Moore, Vice Chairman
Kyle Bass
R. Steven Hicks
H. Lee S. Hobson
Robert L. Stillwell
John D. White

thus constituting a majority and quorum of the Board. Chairman Foster called the meeting to order at 9:32 a.m. Directors Francisco Cigarroa and Jeffery Hildebrand did not attend the meeting. Employees of the Corporation attending the meeting were Bruce Zimmerman, CEO and Chief Investment Officer; Joan Moeller, Secretary and Treasurer; Christy Wallace, Assistant Secretary; Cecilia Gonzalez, internal General Counsel and Chief Compliance Officer; Lindel Eakman, Managing Director – Private Markets Investments; Mark Warner, Managing Director - Natural Resources Investments; Susan Chen, Managing Director – Public Markets Investments; Ryan Ruebsahm, Managing Director – Marketable Alternative Investments; Uzi Yoeli, Managing Director - Portfolio Risk Management; Eddie Lewis, Director – Real Estate Investments; Russ Kampfe, Senior Portfolio Manager – Fixed Income Investments; and other staff members. Other attendees were Terry Hull, Moshmee Kalamkar, and Roger Starkey of the UT System Administration; Keith Brown of the McCombs School of Business at UT Austin; Jerry Turner of Andrews Kurth LLP; and Maria Robinson of The Texas A&M University System. Copies of materials supporting the Board meeting agenda were previously furnished to each member 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 **July 29, 2014**. 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 **July 29, 2014**, be, and are hereby, approved.

Corporate Resolutions

Chairman Foster recommended approval of the appointment of Dr. Yoeli as an officer of the Corporation. Upon motion duly made and seconded, the following resolution was unanimously adopted by the Board:

RESOLVED, that Uzi Yoeli is hereby appointed to the office of Managing Director of the Corporation to serve until the next Annual Meeting of the Corporation or until his resignation or removal.

Endowment and Operating Funds Update

Chairman Foster asked Mr. Zimmerman to present the Corporation's endowment and operating funds update. Mr. Zimmerman presented the Corporation's assets under management and performance results as of August 31, 2014, the end of the fiscal year. Mr. Zimmerman reported the Corporation had \$34.7 billion of assets under management. Of the \$34.7 billion, \$17.4 billion was in the Permanent University Fund ("PUF"), \$8.3 billion in the General Endowment Fund ("GEF"), \$1.8 billion in the Short Term Fund ("STF"), \$0.1 billion in Separately Invested Funds, \$0.4 billion in the Debt Proceeds Fund, and \$6.7 billion in the Intermediate Term Fund ("ITF"). The net performance for the fiscal year ended August 31, 2014, for the PUF was 15.11% and for the GEF was 14.73%. The ITF's performance was 10.45%. Mr. Zimmerman also presented the *Endowment Dashboard*, a new slide, which provides a one page summary of ten identified risks for the funds. He also reported on peer performance as of June 30, 2014, and market performance. He asked Dr. Yoeli to present the scenario analysis and risk capacity utilization. Mr. Zimmerman continued by reporting on the Funds' volatility/downside risk, active management, value add, endowment insurance hedges, transparency risks and concentration analysis. Mr. Kampfe, Mr. Warner, Mr. Lewis, Ms. Chen, Mr. Ruebsahm and Mr. Eakman each reported on their current portfolios. Mr. Zimmerman gave an update on the ITF and contracts. Mr. Zimmerman and Investment Staff answered the Directors' questions.

Executive Session

Chairman Foster announced, at 10:37 a.m., that, "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 for the purpose of deliberating individual personnel compensation and evaluation matters, including the CEO and Chief Investment Officer, pursuant to Section 551.074, *Texas Government Code*, and to deliberate the Purchase, Exchange, Lease or Value of Real Property pursuant to 551.072, *Texas Government Code*. The date is October 9, 2014, and the time is now 10:37 a.m." With the exception of Mr. Zimmerman, Mr. Turner and Dr. Brown, all other meeting participants left the meeting at this time. Mr. Zimmerman left the meeting during discussions regarding his compensation matters.

Open Session

The Board reconvened in open session and Chairman Foster announced that "The Open Session of the Board of Directors of The University of Texas Investment Management Company is now reconvened. The date is October 9, 2014, and the time is now 10:42 a.m. During the Executive Session, the Board deliberated individual personnel compensation and evaluation matters, including the CEO and Chief Investment Officer, and the Purchase, Exchange, Lease or Value of Real Property but no actions were taken nor decisions made, and no vote was called for or had by the Board in Executive Session."

Compensation Committee Report

Chairman Foster proposed that the Board accept the Compensation Committee's recommendations regarding approval of the resolutions related to the CEO's Qualitative Performance Goals for the Performance Period ended August 31, 2015 and designation of employees in Eligible Positions as Participants in the Plan for the Performance Period ended August 31, 2015. 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 Board has reviewed the CEO's Qualitative Performance Goals for the Performance Period ended August 31, 2015, as prepared by the CEO, and recommended by the Committee and set forth in the document presented to the Board.

NOW, THEREFORE, be it:

RESOLVED, that the Board approves the Qualitative Performance Goals for the CEO for the Performance Period ended August 31, 2015, as set forth in the document presented to the Board.

And,

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 "Board") as an "Eligible Position" for that Performance Period and (2) selected by the Board as a Participant for that Performance Period; and

WHEREAS, the Compensation Committee of the Board has recommended the individuals who may become Participants for the Performance Period ended August 31, 2015 set forth on Exhibit 1 attached hereto; and

WHEREAS, the UTIMCO Board has reviewed Exhibit 1 and wishes to select the individuals who may become Participants for the Performance Period ended August 31, 2015.

NOW, THEREFORE, be it:

RESOLVED, that the individuals set forth on Exhibit 1 attached hereto are hereby designated as "Participants" in the Plan for the Performance Period ended August 31, 2015, effective as of September 1, 2014.

Office Lease Extension

Chairman Foster recommended Board approval for the extension of the office lease for the Corporation. Upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Corporation currently leases office space for its executive and administrative offices in the Building commonly known as Frost Bank Tower in Austin, Texas pursuant to an Office Lease with PKY-401 Congress, LLC (as successor in interest to Cousins Properties Texas LP) which expires on August 31, 2016; and

WHEREAS, the Corporation must negotiate and enter into a new lease agreement or extend the current lease agreement to secure office space for its executive and administrative offices on the expiration of the existing lease.

NOW, THEREFORE, BE IT RESOLVED, that, with the consent of Scott Kelley, Executive Vice Chancellor for Business Affairs of The University of Texas System, the CEO and Chief Investment Officer is authorized and directed by the Board of Directors to negotiate and enter into an office lease extension agreement on behalf of the Corporation ("Lease Agreement") on such terms that may be in the best interests of the Corporation as determined by the CEO and Chief Investment Officer and perform such other acts as may be necessary to perform the obligations of the Corporation under the Lease Agreement.

There being no further business to come before the Board, the meeting was adjourned at approximately 10:47 a.m.

Secretary: 
Joan Moeller

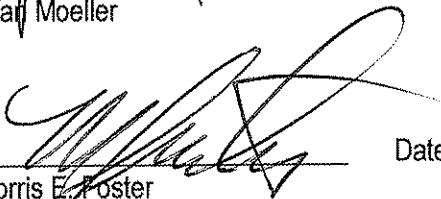
Approved:  Date: 12/14/14
Morris E. Foster
Chairman, Board of Directors of
The University of Texas Investment Management Company

Exhibit 1
Designation of Plan Participants in Eligible Positions
for the Performance Period Ended August 31, 2015

ELIGIBLE POSITION	PARTICIPANTS
<i>Investment Professionals</i>	
CEO & Chief Investment Officer	Bruce Zimmerman
Senior Managing Director - Investments	Mark Warner
Managing Director - Private Investments	Lindel D. Eakman
Managing Director - Investments	Mark Shoberg
Managing Director - Investments	Ryan Ruebsahm
Managing Director - Investments	Susan Chen
Managing Director - Risk Management	Uzi Yoeli
Senior Portfolio Manager	Russ Kampfe
Portfolio Manager	Harland Doak
Director - Investments	Courtney Powers
Director - Private Investments	Scott Bigham
Director - Investments	Edward Lewis
Director - Investments	Amanda Hopper
Director - Investments	Spencer Swayze
Senior Associate - Investments	William Prather
Senior Associate - Risk Management	Kate Wagner
Associate - Investments	Mukund Joshi
Associate - Private Investments	Lara Jeremko
Associate - Investments	Drury Morris
Senior Analyst - Investments	Russell Brown
Senior Analyst - Investments	Jena Michels
Analyst - Investments	Rafael Ramirez, Jr.
Analyst - Investments	Spencer Branch
Analyst - Investments	Kyle Burhop
Analyst - Investments	Zoe Gabbard
<i>Operations/Support Professionals</i>	
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
Investment Counsel	Jon Ellison
IT Investment Associate	Aman Jain