

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

A meeting of the Audit and Ethics Committee (the "Committee") of The University of Texas/Texas A&M Investment Management Company ("UTIMCO" or the "Corporation") convened in Open Session on **March 4, 2025**, by means of video and telephone conference enabling all persons participating in the meeting to hear each other, at the offices of the Corporation, 210 West 7th Street, Suite 1700, Austin, Texas, said meeting having been called by the Committee Chair, Jodie L. Jiles ("Chair"), 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:

Jodie L. Jiles, Chair
Howard Berk
Jay Graham
James B. Milliken

thus constituting a majority and quorum of the Committee. Chair Jiles called the meeting to order at 9:01 a.m. Employees of the Corporation attending the meeting were Richard Hall, President, CEO and CIO; Joan Moeller, Secretary and Treasurer; Carolina de Onís, General Counsel and Chief Compliance Officer; Gary Hill, Managing Director - Operations, Accounting and Reporting; Kim Davis, Senior Director – Compliance, and other UTIMCO employees. Other attendees included Jerry Kyle of Orrick, Herrington & Sutcliffe LLP; Tom Wagner and Tiffany Wong of Deloitte & Touche LLP; and J. Michael Peppers, Chief Audit Executive and Steve Sizemore, IT Audit Program Manager of the UT System Audit Office. Copies of materials supporting the Committee meeting agenda were previously furnished to each Committee member.

Approval of Minutes

The first matter to come before the Committee was the approval of the minutes of the Audit and Ethics Committee meeting held on December 4, 2024. Upon motion duly made and seconded, the following resolution was unanimously approved by the Committee:

RESOLVED, that the minutes of the Meeting of the Audit and Ethics Committee of the Board of Directors held on December 4, 2024 be, and are hereby, approved.

Audit Results and Communications and Audited Financial Statements for the Corporation

Chair Jiles asked Mr. Tom Wagner, engagement partner from the independent accounting firm of Deloitte & Touche LLP, to present the audit results and communications for the August 31, 2024 and 2023 audits of the Corporation's Financial Statements. Mr. Wagner confirmed the completion of the audits and reviewed with the Committee the Audit Results and Communications Letter covering required communications. Mr. Wagner confirmed that Deloitte & Touche LLP issued an unqualified, clean report on the Financial Statements, and that accounting principles utilized by management are of good quality and are acceptable. Mr. Wagner noted that there was one immaterial issue on the statement of cash flows, but that the error did not impact net assets, equity balance, or performance during the period, or the overall statement of cashflow itself. Chair

Jiles called for approval of the audit results and communications on the Corporation for the fiscal year ended August 31, 2024, and the audited financial statements and audit report for the Corporation for the fiscal years ended August 31, 2024 and 2023. Upon motion duly made and seconded, the following resolutions were unanimously approved by the Committee:

RESOLVED, that Deloitte & Touche LLP's Financial Statement Audit Results and Communications Letter on the Corporation for the year ended August 31, 2024, be, and is hereby approved in the form as presented to the Audit and Ethics Committee, subject to approval by the Corporation's Board.

And

RESOLVED, that the annual financial statements and audit report for the Corporation for the years ended August 31, 2024 and 2023 be, and are hereby approved in the form as presented to the Audit and Ethics Committee, subject to approval by the Corporation's Board.

Update on Compliance and Reporting Matters

Chair Jiles asked Ms. Davis to provide an update on compliance and reporting matters. Ms. Davis began her report with an update on the Committee self-assessments, conducted by the Committee Chairs, noting that any responses or feedback coming from those assessments will be reviewed and proposed changes will be considered in subsequent Committee meetings. Ms. Davis reported that the annual financial disclosures and compliance certifications from Directors and employees are due no later than April 30, 2025. She went on to report that every year external managers subject to agency agreements are required to certify that they are in compliance with the investment guidelines in their agency agreements. All compliance statements were received in a timely manner. Ms. Davis provided an update on the Enterprise Risk Management program, highlighting a slight increase in the liquidity and leverage risk trend due to a higher allocation to Private Equity and Real Estate assets and the use of new liquidity tools. Ms. Davis reported that there were three minor personal trading violations for the calendar quarter ended December 31, 2024, and all violations have been addressed and remedied. Ms. Davis answered questions from the Committee.

Presentation of Unaudited Financial Statements

Chair Jiles asked Mr. Hill and Ms. Moeller to present the Unaudited Financial Statements for the Permanent University Fund ("PUF"), General Endowment Fund ("GEF"), Permanent Health Fund ("PHF"), Long Term Fund ("LTF"), and the Intermediate Term Fund ("ITF"), each for the quarter ended November 30, 2024. Mr. Hill provided highlights of the statements, with no new items or significant changes to report. Mr. Hill noted that through February, approximately \$875 million has come in from the University Lands. Mr. Hill then reviewed the quarterly distributions. Mr. Hill highlighted the growth of the PHF from \$820 million in 1999 to \$1.6 billion, noting that the fund has doubled in growth over those 25 years, and has also provided approximately \$1.2 billion in distributions. Ms. Moeller then discussed the Corporation's unaudited financial statements for the four months ended December 31, 2024. She reviewed actual versus budget expenses as well as capital budget versus actual.

Executive Session

Chair Jiles announced that, "The Audit and Ethics 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 receiving an update on computer security assessment related to information resource technology. This Executive Session meeting of the Committee is authorized by *Texas Government Code Section 551.076 and 551.089*. The date is March 4, 2025, and the time is now 9:20 a.m." With the exception of Mr. Hall, Ms. Moeller, Ms. de Onís, Mr. Kyle, Mr. Peppers, and Mr. Sizemore, all other participants left the meeting at this time.

Open Session

The Committee reconvened in Open Session and Chair Jiles announced that, "The Open Session of the Audit and Ethics Committee of the Board of Directors of The University of Texas/Texas A&M Investment Management Company is now reconvened. The date is March 4, 2025, and the time is now 9:32 a.m. During the Executive Session, the Committee received an update on computer security assessments related to information resource technology, but no action was taken, nor decisions made, and no vote was called for or had by the Committee in Executive Session."

Adjourn

There being no further business to come before the Committee, the meeting was adjourned at approximately 9:32 a.m.

Secretary: 
Joan Moeller

Approved:  DocuSigned by:
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Acting Chair 
Audit and Ethics Committee of the Board of Directors of
The University of Texas/Texas A&M Investment Management Company

Date: 6/16/2025