

RESOLUTIONS AND
FIRST AMENDMENT TO
UNIVERSITY OF NEW MEXICO
RETIREE WELFARE BENEFIT TRUST AND
SECOND AMENDMENT TO RETIREEWELFARE BENEFIT PLAN

WHEREAS, the University of New Mexico ("UNM"), a New Mexico institution of higher education established by the Constitution of the State of New Mexico, has adopted the University of New Mexico Retiree Welfare Benefit Trust (the "Trust");

WHEREAS, Section 8.1 of the Trust reserves the power to amend the Trust by action of the President of UNM and the Trustee;

WHEREAS, UNM and the Trustee now wish to amend the Trust to clarify the definition of Trustee and consolidate the roles of the VEBA Investment Committee, the VEBA Benefit Committee and the VEBA Benefits Committee, effective as of July 1, 2013;

RESOLVED, that UNM and the Trustee amend the Trust in the following particulars:

1. By amending the first paragraph of the Trust to read as follows:

"THIS AGREEMENT is made, entered into, and effective as of this 1st day of July 2013, by and between The Regents of the University of New Mexico, an institution of higher education established by the Constitution of the State of New Mexico, organized under the laws of New Mexico ("UNM") and UNM's Controller or successor trustee ("Trustee")."

2. By amending a new Section 1.2 of the Trust to read as follows:

"1.2 Trustee.

The initial Trustee shall be the Controller of UNM, currently Elizabeth Metzger."

3. By adding a new Section 1.3 to the Trust to read as follows:

"1. 3. VEBA Committee.

The VEBA Committee shall consist of the following individuals:

Controller or Designee

Vice President of Human Resources or Designee

Two Faculty Appointees (appointed by the President, based on recommendations by the Provost)

Two Staff Appointees (appointed by the President, based on recommendations by Staff Council)

Two Presidential Appointees

Member of the Debt Investment Advisory Committee
(DIAC, ex officio, appointed by the President)

The VEBA Committee shall review the membership of the Committee in each odd year, to ensure that the President, Provost, and Staff Council have the opportunity to recommend or select new appointees.

The VEBA Committee may appoint a subcommittee to work with one or more financial managers and/or engage one or more consultants to provide investment advice."

4. By (i) changing all references in the Trust to "VEBA Benefits Committee", the "VEBA Benefit Committee" and the "VEBA Investment Committee" to the "VEBA Committee" and(ii) deleting the last full sentence and the last four words in Section 3.1 of the Trust.

5. By amending section 4.2 of the Trust to read as follows:

"4.2 Establishment of Funding Policy and Investment Guidelines.

The VEBA Committee shall, pursuant to the Plan, establish and carry out a funding policy consistent with the purposes of the Plan and the requirements of applicable law, as may be appropriate from time to time (the "Funding Policy"). As part of the Funding Policy, the VEBA Committee shall from time to time (a) review periodic written analyses of the Plan's cash-flow history, liquidity needs, short-term financial needs, long-term financial needs, expected levels and timing of contributions and distributions, and other significant information which would affect the exercise of investment discretion, including but not limited to the anticipated liquidity required for making benefit distributions; and (b) deliver the Funding Policy to the Trustee, including directing the Trustee to exercise its investment discretion so as to provide sufficient cash assets in an amount determined by the VEBA Committee to be necessary to meet the liquidity requirements for the administration of the Plan.

The VEBA Committee shall establish the written investment objectives, policies, and restrictions for Trust Fund investments, including but not limited to proxy-voting guidelines (the "Investment Guidelines"). The VEBA Committee shall from time to time deliver the Investment Guidelines to the Trustee.

UNM hereby represents that the Funding Policy, the Investment Guidelines, and the classes of permissible investments under this Agreement are the only investment restrictions imposed by UNM upon the Trust Fund."

WHEREAS, UNMhas adopted the University of New Mexico Retiree Welfare Benefit Plan (the "Plan");

WHEREAS, Section 6.1 of the Plan reserves to UNM the power to amend the Plan by action of the President of UNM;

WHEREAS, UNM has previously amended the Plan and now wishes to further amend the Plan;

NOW, THEREFORE, UNM amends the Plan in the following particulars, effective July 1, 2013 by amending Section 1.1(v) of the Plan to read as follows:

“(v) Trustee means the Controller of UNM, currently Elizabeth Metzger, or such successor Trustee as is duly appointed under the terms of the Trust.”

FURTHER RESOLVED, that due to the growth in the Trust Fund, which makes it appropriate to engage an institutional trustee, Controller Elizabeth Metzger shall resign as Trustee pursuant to section 7.1 of the Trust, as soon as practicable; and

FURTHER RESOLVED, that pursuant to Section 7.4 of the Trust, Controller Elizabeth Metzger, Trustee, is requested to provide a written statement of account of the Trust Fund to the VEBA Committee and the successor Trustee, which shall acknowledge receipt of and approval or disapproval of such statement of account within 30 days of receipt of such statement; and

FURTHER RESOLVED, that upon approval of the statement of account, Controller Elizabeth Metzger, is and shall be, thanked for her prudent and loyal service as Trustee; and

FURTHER RESOLVED, that pursuant to Section 7.3 of the Trust, the VEBA Committee shall appoint an institutional successor Trustee as soon as practicable.

IN WITNESS WHEREOF, the President of UNM and Trustee have signed these Resolutions and First Amendment this 22 day of July, 2015.

UNIVERSITY OF NEW MEXICO

By Robert G. Fremuk
Its President

ELIZABETH METZGER

Elizabeth Metzger
Controller