



## BOARD of REGENTS

### Governing

The University of Oklahoma • Norman, Oklahoma City & Tulsa  
Cameron University, Lawton & Duncan • Rogers State University, Claremore, Bartlesville & Pryor

June 22, 2017

Mr. Clarke Stroud

Dear Mr. Stroud,

As the Board of Regents considers the individual administrators whose talent and dedication contribute to the success of the University of Oklahoma, we also acknowledge the importance of maintaining institutional continuity through times of transition.

In June 2017, the Regents authorized the Chair of the Board to utilize incentive payments as a mechanism to retain certain key executive officers of the University. In accordance with the authority granted by the Board, and to acknowledge and further incentivize your retention, on or about June 30, 2017, you will receive a supplemental payment in the gross amount of 15% of your base salary (subject to all applicable taxes and withholdings). You will receive another supplemental payment in the gross amount of 15% of your base salary on or about June 30, 2018 and June 30, 2019, as long as you remain employed by the University on those dates.

If there is a change in administration at the Presidential level and you are removed from your current role and not otherwise employed by the University, you will receive a one-time lump sum payment equal to your annual University salary at the time of removal. If there is alternate employment available at the University to which you and the University mutually agree, you will receive a one-time lump sum payment equal to any difference between your then-current University salary and the salary of the new position.

All payments outlined in this letter will be made in the normal course of University business subject to all applicable taxes and withholdings, and will be paid from private funds. The retention incentives and payments outlined herein are exclusive of, and in addition to, any retirement contributions, compensation or other benefits provided by the University to which you may otherwise be entitled.

The Board is grateful to those within the University who work tirelessly to push the institution toward excellence in every way. While transitions present challenges, the loyalty of an institution's key employees works as a stabilizing factor to ensure that progress is uninterrupted. We appreciate your dedication to our common mission.

Sincerely,

Clayton I. Bennett  
Chairman

Clayton I. Bennett, Chairman  
Oklahoma City, Oklahoma

Kirk Humphreys, Vice Chairman  
Oklahoma City, Oklahoma

Leslie J. Rainbolt-Forbes, M.D.  
Oklahoma City, Oklahoma

Bill W. Burgess, Jr.  
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June 22, 2017

Mr. Jim "Tripp" Hall, III

Dear Mr. Hall,

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June 22, 2017

Mr. Ken Rowe

Dear Mr. Rowe,

As the Board of Regents considers the individual administrators whose talent and dedication contribute to the success of the University of Oklahoma, we also acknowledge the importance of maintaining institutional continuity through times of transition.

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June 22, 2017

Mr. Nick Hathaway

Dear Mr. Hathaway,

As the Board of Regents considers the individual administrators whose talent and dedication contribute to the success of the University of Oklahoma, we also acknowledge the importance of maintaining institutional continuity through times of transition.

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June 22, 2017

Mr. Anil V. Gollahalli

Re: Summary of Plan to Provide Employer Contributions to Retirement Plans for the  
Benefit of University Vice President and General Counsel

Dear Mr. Gollahalli,

In June 2017, the Regents authorized the Chair of the Board to utilize annual contributions to University retirement plans as a mechanism to retain certain key executive officers of the University, including yourself. You have played an important role in supporting the Board and in providing leadership across all campuses; such recognition and continued incentivized retention of his services is in the best interests of the University of Oklahoma, Cameron University, and Rogers State University.

- In accordance with the authority granted by the Board, the following retention incentives are established and implemented:
  - As soon as practicable after July 1, 2017, in the normal course of University business, and on or as soon as practicable after each July 1 thereafter while you are employed and in good standing, the University of Oklahoma will make a contribution equaling 15% of your annual salary to established University retirement plans, with such contributions vesting as follows:
    - July 1, 2017: Contribution equal to 7.5% of salary will be deposited and vest immediately upon deposit. Additional contribution equal to 7.5% of salary will be deposited and will vest on June 30, 2019.
    - July 1, 2018: Contribution equal to 7.5% of salary will be deposited and vest immediately upon deposit. Additional contribution equal to 7.5% of salary will be deposited and will vest on June 30, 2019.
    - July 1, 2019: Contribution equal to 15% of salary will be deposited and vest immediately upon deposit.

**Clayton I. Bennett, Chairman**  
Oklahoma City, Oklahoma

**Kirk Humphreys, Vice Chairman**  
Oklahoma City, Oklahoma

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Oklahoma City, Oklahoma

**Chris A. Purcell, Ph.D.**, Executive Secretary, Norman, Oklahoma

- July 1, 2020, and each July 1 thereafter: University contribution equal to 15% of salary will be deposited and vest immediately upon deposit.

It is intended that (i) the vested contributions described herein are to be made to the University of Oklahoma 403(b) Supplemental Retirement Plan, (ii) the contributions that are not vested are to be made to the Cameron University Special Defined Contribution Retirement Plan, and (iii) any portion of the contributions which exceed applicable Internal Revenue Service limitations applicable to such retirement plans will be made to an excess benefit plan that qualifies under Section 415(m) of the Internal Revenue Code. The University reserves the right to designate alternate retirement plans to receive the contributions in the event the University determines it necessary to comply with IRS requirements or that such other retirement plans are more suitable to accomplish the purposes hereof.

- In the event you are removed from your current position prior to June 30, 2019, all contribution amounts outlined above through the July 1, 2019 contribution will be accelerated and deposited in the normal course of University business. Such contributions will vest immediately upon deposit.
- You will direct the investment of the funds contributed by the University among investment options available to University contribution plan participants, and are free to withdraw funds as may be permissible under IRS guidelines and in accordance with the parameters outlined herein.
- You are subject to any investment gains or losses on funds contributed to the plan, and are responsible for any penalties or taxes as applicable related to distributions from the plan.

The retention incentives and payments outlined herein shall be paid with private funds and are exclusive of, and in addition to, any other retirement contributions, compensation or other benefits provided to you by the University to which you may otherwise be entitled.

Sincerely,



Clayton I. Bennett  
Chairman



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June 22, 2017

Dr. Chris A. Purcell

Re: Summary of Plan to Provide Employer Contributions to Retirement Plans for the Benefit of the Vice President for University Governance and Executive Secretary to the Board of Regents

Dear Dr. Purcell,

In June 2017, the Regents authorized the Chair of the Board to utilize annual contributions to University retirement plans as a mechanism to retain certain key executive officers of the University, including yourself. You have played an important role in supporting the Board and in providing leadership across all campuses; such recognition and continued incentivized retention of your services is in the best interests of the University of Oklahoma, Cameron University, and Rogers State University.

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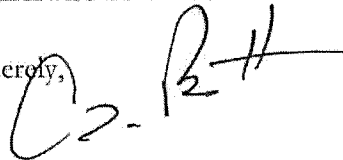
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Sincerely,

A handwritten signature in black ink, appearing to read "C. I. Bennett", written over the word "Sincerely,".

Clayton I. Bennett  
Chairman