

**MainePERS Board of Trustees
December 14, 2023
139 Capitol Street, Augusta**

ANNOTATED AGENDA

9:00 a.m. ¹	CALL TO ORDER	Brian Noyes
9:00 – 9:05 a.m.	1. <u>CONSIDERATION OF CONSENT CALENDAR</u> <ul style="list-style-type: none">• Minutes of November 9, 2023• Decision, R.Z. Appeal• Consideration of Items Removed <p style="color: red;"><u>MOTION:</u> To approve the Consent Calendar.</p> <p style="color: red;">Motion by: _____ Seconded: _____ Vote: _____</p>	ACTION Brian Noyes
9:05 – 9:15 a.m.	2. <u>RULEMAKING</u> <ul style="list-style-type: none">• Public Hearing – Proposed Amendment to Rule Chapter 803 (PLD Consolidated Retirement Plan)	Michael Colleran
9:15 – 9:25 a.m.	3. <u>PRIVATE MARKETS ACTION</u> <ul style="list-style-type: none">• Executive Session pursuant to 1 M.R.S. §405(6)(F); 5 M.R.S. §17057(4) <p style="color: red;"><u>MOTION:</u> To enter into executive session pursuant to 1 M.R.S. §405(6)(F); 5 M.R.S. §17057(4) to discuss private market investment information contained in non-public documents.</p> <p style="color: red;">Motion by: _____ Seconded: _____ Vote: _____</p> <p><i>Board moves out of executive session.</i></p> <ul style="list-style-type: none">• Wynnchurch Capital Partners VI	ACTION Brian Noyes
	<ul style="list-style-type: none">• Wynnchurch Capital Partners VI <p style="color: red;"><u>MOTION:</u> That MainePERS make a commitment of up to \$40 million to Wynnchurch Capital Partners VI, subject to</p>	ACTION James Bennett

¹ All times are estimated based upon the anticipated length of each presentation, hearing, discussion, and action. The presiding officer may take agenda items out of order for more efficient or effective conduct of the meeting.

final due diligence, legal review and negotiations, and authorize the Chief Executive Officer, Chief Investment Officer, and Chief Operating Officer and General Counsel as signatories to execute documents in connection with this commitment.

Motion by: _____
Seconded: _____
Vote: _____

- Bain Capital Real Estate III

James Bennett

ACTION

MOTION: That MainePERS make a commitment of up to \$35 million to Bain Capital Real Estate Fund III, subject to final due diligence, legal review and negotiations, and authorize the Chief Executive Officer, Chief Investment Officer, and Chief Operating Officer and General Counsel as signatories to execute documents in connection with this commitment.

Motion by: _____
Seconded: _____
Vote: _____

9:25 – 9:30 a.m.	4. <u>PRIVATE MARKETS REVIEW</u> • Private Markets Activity	James Bennett
9:30 – 9:45 a.m.	5. <u>INVESTMENT MONTHLY REVIEW</u> • Investment Monthly Review	James Bennett Brian McDonnell, Cambridge Assocs.
9:45 – 10:30 a.m.	6. <u>QUARTERLY INVESTMENT EDUCATION</u> • Pacing Private Market Investments	James Bennett
10:30 – 10:45 a.m.	<u>BREAK</u>	
10:45 – 11:05 a.m.	7. <u>DIVESTMENT REPORT</u>	Dr. Rebecca M. Wyke James Bennett Michael Colleran
11:05 – 11:15 a.m.	8. <u>ENVIRONMENTAL, SOCIAL, AND GOVERNANCE FACTORS</u> • Review of Board Policy 2.6 – ESG • ESG Report	Dr. Rebecca M. Wyke James Bennett

11:15 – 11:25 a.m.	9. <u>MAINESTART QUARTERLY REPORT</u>	Michael Colleran James Bennett Chip Gavin
11:25 – 11:35 a.m.	10. <u>MEMBER SERVICES, FINANCE, AND OPERATIONS REPORT</u>	Chip Gavin Sherry Vandrell Michael Colleran
11:35 a.m. – 12:00 p.m.	11. <u>CEO REPORT</u> <ul style="list-style-type: none"> • Compassionate Allowance List • Appeals Program 	Dr. Rebecca M. Wyke Chip Gavin Michael Colleran
12:00 – 12:30 p.m.	<u>CHIEF EXECUTIVE OFFICER COMPENSATION</u> <ul style="list-style-type: none"> • Executive Session pursuant to 1 M.R.S. §405(6)(A) 	
	<p><u>MOTION:</u> To enter into executive session pursuant to 1 M.R.S. §405(6)(A) to discuss compensation of an employee.</p> <p>Motion by: _____</p> <p>Seconded: _____</p> <p>Vote: _____</p> <p><i>Board moves out of executive session.</i></p>	ACTION Brian Noyes
12:30 p.m.	<u>ADJOURNMENT</u>	Brian Noyes
