

MAINE PUBLIC EMPLOYEES RETIREMENT SYSTEM

Minutes

Board of Trustees
Regular Board Meeting
April 11, 2019

MainePERS Board Room
Augusta, Maine
9:00 a.m.

The Board of Trustees met at 9:00 a.m. on April 11, 2019, at the Maine Public Employees Retirement System, 139 Capitol Street, Augusta, Maine. Brian Noyes, Chair, presided. Other Trustees present were Dick Metivier, Vice-Chair; Henry Beck; Shirrin Blaisdell; Phil Brookhouse; Mike Currie; and Ken Williams. Joining the Trustees were Sandy Matheson, Executive Director; Michael Colleran, General Counsel; Monica Gorman, Secretary to the Board of Trustees; and Chris Mann, Assistant Attorney General and Board Counsel. The Board also was joined for select portions of the meeting by James Bennett, Deputy Chief Investment Officer; Jim Dusch, Deputy Executive Director, Service Programs; Kathy Morin, Manager, Actuarial and Legislative Affairs; Cara Majeski and Stuart Cameron, Cambridge Associates; Mark Johnson, Cliffwater; Mitchell Pierter, Analyst, Alternative Investments; and Jonathan Berns and Austin Mack, ORG.

PRIVATE MARKET ACTIONS

- **Action.** Dick Metivier made the motion, seconded by Shirrin Blaisdell, to enter into Executive Session pursuant to 1 M.R.S. § 405(6)(F); 5 M.R.S. § 17057(4). Voted unanimously by seven Trustees.

The Board moved back into open session.

EQT REAL ESTATE II

- **Action.** Phil Brookhouse made the motion, seconded by Mike Currie, that MainePERS make a commitment of up to €50 million to EQT Real Estate II, subject to final due diligence, legal review and negotiations, and authorize the Executive Director, Chief Investment Officer and General Counsel as signatories to execute documents in connection with this commitment. Voted unanimously by seven Trustees.

CARLYLE GLOBAL INFRASTRUCTURE OPPORTUNITY FUND, L.P.

- **Action.** Shirrin Blaisdell made the motion, seconded by Mike Currie, that MainePERS make a commitment of up to \$100 million to Carlyle Global Infrastructure Opportunity Fund, subject to final due diligence, legal review and negotiations, and authorize the Executive Director, Chief Investment Officer and General Counsel as signatories to execute documents in connection with this commitment. Voted unanimously by seven Trustees.

CONSIDERATION OF THE CONSENT CALENDAR

The Chair called for consideration of the Consent Calendar. The action items on the Consent Calendar were:

1. Minutes of March 14, 2019
 2. Decision, G.R. Appeal
- Action. Ken Williams made the motion, seconded by Henry Beck to approve the Consent Calendar. Voted unanimously by seven Trustees.

PRIVATE MARKETS REVIEW

Private Markets Activity

Jim Bennett reviewed the table of private markets funds that had closed during the past 12 months. Jim reminded the Board the next investment manager meeting is scheduled for Tuesday, April 23, 2019, with presentations by Shoreview Capital Partners IV at 9:30 a.m. and Summit Partners Venture Capital Fund V at 10:45 a.m.

INVESTMENT REVIEW

Investment Monthly Review

Jim reported that as of March 31, the MainePERS fund had a preliminary value of \$14.5 billion, and a preliminary calendar year to date return of 4.2%.

Real Estate Quarterly Review

Jonathan Berns and Austin Mack from ORG presented the Real Estate Quarterly Report for the quarter ending September 30, 2018. Jonathan and Austin discussed the role of real estate in our portfolio, the current portfolio, market overview, and positioning for the future. Jonathan and Austin answered questions from the Trustees about their presentation.

QUARTERLY INVESTMENT TRAINING

Measurement & Monitoring

Jim Bennett presented the next phase of the quarterly investment training, measurement and monitoring of private market investments.

Mark Johnson, Cliffwater, shared his presentation on private asset monitoring. Mark reviewed monitoring activities, what is done after an investment is made, due diligence, and overall reporting.

Jonathan Berns and Austin Mack provided the measurement and monitoring for the real estate portfolio. Cara Majeski and Stuart Cameron, Cambridge Associates, shared a preview of measurement and monitoring of diversifiers.

The presenters answered questions from the Trustees.

MAINSTART SIGNATORY AUTHORITY

- **Action.** Motion made by Dick Metivier, seconded by Phil Brookhouse that the DC Plan Administrator is authorized to sign documents as plan administrator for the 401(a), 457, and 403(b) plans, and the PLD Plan Administrator is removed as an authorized signatory. Voted unanimously by seven Trustees.

RULEMAKING

Michael Colleran shared that the System will be proposing amendments to five of our rules in the coming months. Michael recommended that the Board amend Rule Chapter 414 – Required Minimum Distributions on an emergency basis at this meeting to avoid a negative impact on retirement benefits for some retirees this month. All amendments to the other rules will be done using the normal process. Michael answered questions from the Trustees.

- **Action.** Motion by Ken Williams, seconded by Shirrin Blaisdell that the Board adopt amended Rule Chapter 414 and its basis statement. Voted unanimously by seven Trustees.

ADMINISTRATION REPORT

Operations Report

Jim Dusch provided the Trustees with an update on the required minimum distribution process. Jim answered question from the Trustees.

LITIGATION SUMMARY

Chris Mann stated there was nothing new to report.

LEGISLATIVE UPDATE

Kathy Morin presented the legislative update. Sandy Matheson discussed LD 1104 with the Trustees and answered various questions.


ED EVALUATION

- **Action.** Phil Brookhouse made the motion, seconded by Shirrin Blaisdell, to enter into Executive Session pursuant to 1 M.R.S. § 405(6)(A). Voted unanimously by seven Trustees.

The Board moved back into open session.

The meeting adjourned at approximately 2:30 p.m.

5/9/19
Date Approved by the Board


Sandra J. Matheson, Executive Director

5-9-19
Date Signed