

# MAINE PUBLIC EMPLOYEES RETIREMENT SYSTEM

## Minutes

Board of Trustees  
Board Meeting  
March 11, 2021

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

*The Board of Trustees held a meeting through video remote access pursuant to P.L. 2019, Ch. 617, § G-1 at 9:00 a.m. on March 11, 2021. Dick Metivier, Vice-Chair, presided. Other Trustees participating were Henry Beck, State Treasurer; Shirrin Blaisdell, Mark Brunton, Brian Noyes and Ken Williams. Joining the Trustees were Sandy Matheson, Executive Director; Michael Colleran, Chief Deputy Executive Director and General Counsel; Monica Gorman, Secretary to the Board of Trustees; and Betsy Stivers, Assistant Attorney General and Board Counsel. The Board also was joined for select portions of the meeting by James Bennett, Chief Investment Officer; Brian McDonnell and Stuart Cameron, Cambridge Associates; Tom Lynch and George Bumeder, Cliffwater; Ed Schwartz, ORG; Rebecca Grant, Deputy Executive Director; Jim Dusch, Deputy Executive Director; Sherry Vandrell, Director of Finance; and Kathy J. Morin, Manager, Actuarial and Legislative Affairs.*

Dick Metivier called the meeting to order at 9:00 a.m. All Trustees except for John Beliveau and Phil Brookhouse were present.

### **CONSIDERATION OF THE CONSENT CALENDAR**

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

- Minutes of February 11, 2021;
  - Decision, Deborah Ryan Appeal;
  - Decision, Angela Smith Appeal; and
  - Dismissal, Penny Jackson Appeal
- Action. Ken Williams made the motion, seconded by Shirrin Blaisdell, to approve the Consent Calendar. Voted unanimously by five Trustees (Blaisdell, Brunton, Metivier, Noyes and Williams).

*Henry Beck joined the meeting at 9:05 a.m.*

### **EXTERNAL AUDITOR CONTRACT RENEWAL**

Sherry Vandrell stated the Finance and Audit Committee had completed an evaluation of the existing external audit as per policy. Based on the evaluation, the Committee has recommended BerryDunn as the external auditor for a five-year period. Sherry shared the only change to the contract would be the delivery date of the GASB and OPEB from January 31<sup>st</sup> to December 31<sup>st</sup>. Fees continue to be reasonable and the same representatives from BerryDunn will continue to work with MainePERS.

Action. Ken Williams made the motion, seconded by Brian Noyes, that the Board of Trustees accept the recommendation of the Finance and Audit Committee to approve the renewal of the independent audit services contract with BerryDunn for a five-year period. Voted unanimously by six Trustees (Beck, Blaisdell, Brunton, Metivier, Noyes and Williams).

## **PRIVATE MARKETS ACTIONS**

### **Cube Infrastructure Fund III**

- Action. Brian Noyes made the motion, seconded by Shirrin Blaisdell, that MainePERS make a commitment of up to €85 million to Cube Infrastructure Fund III, 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 six Trustees (Beck, Blaisdell, Brunton, Metivier, Noyes and Williams).

### **Meridiam Sustainable Infrastructure Europe IV**

- Action. Ken Williams made the motion, seconded by Mark Brunton, that MainePERS make a commitment of up to €85 million to Meridiam Sustainable Infrastructure Europe IV, 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 six Trustees (Beck, Blaisdell, Brunton, Metivier, Noyes and Williams).

### **Technology Impact Fund II**

- Action. Ken Williams made the motion, seconded by Brian Noyes, that MainePERS make a commitment of up to \$40 million, 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 six Trustees (Beck, Beliveau, Brunton, Metivier, Noyes and Williams).

### **Bain Capital Venture Coinvestment Fund III**

- Action. Shirrin Blaisdell made the motion, seconded by Mark Brunton, that MainePERS make a commitment of up to \$15 million to Bain Capital Venture Coinvestment Fund III, 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 six Trustees (Beck, Beliveau, Brunton, Metivier, Noyes and Williams).

## **PRIVATE MARKETS REVIEW**

### **Private Markets Activity**

Jim Bennett reviewed the private markets activity for the past 12 months. Jim shared that the next managers meeting is scheduled for Tuesday, March 23, 2021 with a presentation from

Charterhouse Capital at 9:00 a.m., Hellman & Friedman Capital 9:45 a.m., and Pathlight Capital at 10:30 a.m.

## **INVESTMENT REVIEW**

### **Public Securities Liquidity**

Jim Bennett shared a presentation with the Trustees on the System's public securities holdings and discussed the pros and cons of different methods of indexing. Jim answered questions from the Trustees. Jim plans to bring a recommendation next month to use a different indexing method for part of the Fund's holdings, in order to improve liquidity.

### **Investment Monthly Review**

Jim Bennett reported that as of February 28<sup>th</sup>, the MainePERS fund had a preliminary value of \$16.6 billion, the preliminary fund return for the month was 0.7%, fiscal year-to-date return of 14.8%, and a preliminary calendar year to date return of 0.7%.

*Brian Noyes left the meeting at 9:35 a.m.*

## **ACTUARIAL**

### **Experience Study**

Gene Kalwarski and Elizabeth Wiley presented the results of the latest experience study with the Trustees. Gene and Elizabeth answered various questions from the Trustees.

Action: Ken Williams made the motion, seconded by Henry Beck, that MainePERS adopt the assumptions as recommended by Cheiron. Voted unanimously by five Trustees (Beck, Blaisdell, Brunton, Metivier and Williams).

Sandy Matheson thanked the Trustees for their work in this process. Dick Metivier and Ken Williams shared their appreciation to Gene and his team for providing the Trustees with the information and guidance they need in order to make informed decisions.

## **ADMINISTRATION REPORT**

### **Operations Report**

Jim Dusch shared the PLD plan participants continues to grow as well as potential plan upgrades for current participants. Rebecca Grant stated the one-year anniversary of shutting the building down is next week. Rebecca shared the IT group did an exceptional job preparing at-home workers with the equipment they needed in a short timeframe. The group will now be working for the move of employees back to the building.

Sandy Matheson provided the Trustees with an update on divestment requests from various groups.

**MAINSTART**

Mike Colleran shared with the Trustees the MaineSTART quarterly report for the quarter ending 12/30/2020. Mike stated an RFP had been done for a record-keeper, and Newport was awarded the contract.

**LEGISLATIVE UPDATE**

Kathy Morin stated the Labor and Housing Committee has requested MainePERS to work with their policy analyst in order to provide them with background information about the pension system. This may lead to a number of tabled pension in order to have a better understanding of those requests. Mike Colleran shared the disability bill language has been agreed upon and will be printed in the near future. Kathy and Mike answered questions from the Trustees about other pension-related bills.

**RULEMAKING**

Mike Colleran shared the rulemaking amendment to the RMD rule will be presented to the Board next month for approval. Mike also shared the rulemaking process will begin on an amendment to our average final compensation rule.

**LITIGATION UPDATE**

Betsy Stivers shared she will receive a briefing schedule after the Superior Court determines what should be included in Philip Hawes' record.


**ADJOURNMENT**

- Action. Motion by Henry Beck, seconded by Dick Metivier, to adjourn the meeting of the Board of Trustees. Unanimously voted by six Trustees (Metivier, Beck, Blaisdell, Brunton, and Williams).

The meeting adjourned at approximately 11:45 a.m.

4/8/2021

Date Approved by the Board

  
Sandra J. Matheson, Executive Director

4-23-2021  
Date Signed

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