

Boston Retirement System

Private Equity Separate Account

Request for Proposals

The Boston Retirement System (the "System") is soliciting proposals from investment management firms to manage a private equity mandate for the System's \$6.3 billion, defined benefit, pension fund. This search will target private equity managers focused on, but not limited to, the following strategies: Buyout, Venture, Growth, and Co-Investments. In addition, the search will target managers that will exploit current market opportunities through a customized separate account structure. The System expects to commit approximately \$80 million per year for five years (~\$400 million total). Existing managers are encouraged to submit proposals.

Please note that a private equity separate account mandate is considered an Outsourced Chief Investment Officer ("OCIO") under PERAC guidelines and have additional requirements. The requirements are included at the end of this notice.

To qualify for this search, candidates must meet the following criteria:

1. Candidates must have familiarity with and agree to comply with Massachusetts G.L. Chapter 32 and Chapter 176, and all applicable investment guidelines administered by PERAC.
2. Candidates must agree to comply with the additional 'PERAC OCIO Requirements' listed at the end of this notice.
3. Preference will be given to candidates that have at least five years of experience providing separate account private equity management; however, this is subject to the Board's discretion.
4. Preference will be given to candidates that have at least \$750 million of committed capital in separate accounts, however, this is subject to the Board's discretion.

Boston Retirement System is bound by both Massachusetts Open Meeting Law and the Massachusetts Public Records Law. All materials submitted in connection with this search may be subject to disclosure consistent with Massachusetts Public Records Law.

Your submission must include the following items:

- Completed RFI (Word Document)
- Completed PERAC Forms (4)
- Fund & Deal Level Data Request
- Response Summary

All questions should be directed to the following email address (no phone calls please).

Proposals must be submitted to BostonSearch@nepc.com by 2:00pm ET on November 14, 2023. Proposals received after the deadline will not be considered.

Any response that is not completed according to the enclosed instructions will be rejected. The Board reserves the right to cancel or reject in whole or part any or all proposals in the best interest of the System. Thank you in advance for your participation in this search.

PERAC - OCIO Requirements

1. All investment managers selected by the OCIO must be registered with either the Secretary of State or the SEC.
2. All contracts with the selected investment managers must be between the Board and the manager and not with the OCIO and must meet the requirements of Chapter 32 and any and all applicable PERAC regulations and policies.
3. All fee arrangements with the OCIO must be in compliance with Chapter 32 and must be based upon a flat fee and not a percentage of assets.
4. All investment managers selected by the OCIO must complete all of the required disclosures and compliance documentation as if they were selected directly by the retirement board following a section 23B search. All such information must be submitted to the Board and the Commission.
5. The Board must be apprised of all manager selections that the OCIO intends to make prior to the selection. The Board must adopt a policy, that will be included in the contract with the OCIO, detailing a process that will be followed which will allow the Board appropriate time to review manager selections and raise any objections prior to the initiation of an investment.
6. The OCIO must submit to the Board a detailed review of the due diligence process it follows in selecting, retaining and monitoring investing managers.
7. The OCIO must agree that it is a fiduciary with respect to the funds which are invested on behalf of the retirement board.
8. The OCIO must agree that it shall not be indemnified by the retirement board.
9. The OCIO is subject to all of the mandatory contract requirements and disclosures that are required by Chapter 32 and PERAC regulations and policies.