



Minutes of the PRIM Administration and Audit Committee Remote Meeting
Thursday, May 5, 2022

Committee members attending:

- Robert Brousseau, Chair
- Treasurer Deborah Goldberg
- Patrick Brock
- James Hearty
- Theresa McGoldrick, Esq.
- Dennis Naughton (arrived at 10:30 AM)

Committee members not attending:

- Karen Gershman, CPA
- Michele Whitham, Esq.

The PRIM Administration and Audit Committee meeting was called to order at 10:01 a.m. Chair Robert Brousseau announced that the meeting was being held in accordance with the provisions of Massachusetts, “Chapter 22 of the Acts of 2022” which was signed into law on February 15, 2022, which includes an extension, until July 15, 2022, of the remote meeting provisions of the March 12, 2020, Executive Order “Suspending Certain Provisions of the Open Meeting Law”. Accordingly, all members of the Committee participated remotely via telephone and/or internet enabled audio and video conferencing, and public access to the deliberations of the Committee was likewise provided via telephone, with presentation materials made available on PRIM’s website (www.mapension.com). At the start of the meeting the names of the members participating remotely were announced.

I. Approval of the Minutes (Voting Item)

The PRIM Administration and Audit Committee approved by roll call vote the minutes of its February 3, 2022, meeting.

II. Executive Director / Chief Investment Officer Report

Michael G. Trotsky, CFA, Executive Director, and Chief Investment Officer, made comments to the Committee, including:

Mr. Trotsky informed the Committee that conditions had changed since they met in February. At the last meeting, they met to discuss and even briefly celebrate PRIM’s very strong calendar year 2021 performance: a 20% investment gain and record outperformance over our benchmark and reviewed the adjustment to PRIM’s asset allocation. Also discussed was a very strong global economy and strong financial markets. Mr. Trotsky mentioned that it seemed like ancient history. The Russian invasion of Ukraine on February 24th turned the world upside down. In addition to the humanitarian catastrophe which has caused thousands of war casualties and displaced more than 8 million Ukrainian citizens, the largest refugee crisis since World War II, global financial markets and world economies have been dealt a substantial setback.

Mr. Trotsky continued by describing that the war, combined with new COVID flare-ups, rising inflation and interest rates, and continued supply chain disruptions are expected to cause global economic growth to slow significantly. In late April, the International Monetary Fund reduced its world economic growth forecast for 2022 to 3.6%, down from a projection of 6.1% only a few months ago. The IMF expects US growth to slow from 5.7% in 2021 to 3.7% in 2022, and 2.3% in 2023. GDP contracted 1.4% in the first three months of 2022. Any projections seem to be a moving target, and the situation is expected to last

for years, not weeks or months. At a meeting in late April, International Monetary Fund Managing Director, Kristalina Georgieva said that the Russian invasion is “sending shock waves throughout the globe.... We are facing crisis on top of crisis”. Moreover, referring to multilateral efforts to end the war, curtail the pandemic, reduce inflation, and secure expensive energy and food supplies for the future, Ms. Georgieva said “This is the most universally complex policy environment or our lifetime, posing tremendously difficult choices.”

Mr. Trotsky relayed that PRIM is still performing at a very high level and expressed how very grateful he was to the entire staff at PRIM. He described the environment at PRIM as “all hands on deck.” Mr. Trotsky said that the team is paying attention to every detail in the portfolio, and that he has asked the team to examine and re-examine every strategy and to increase communications with every manager.

Mr. Trotsky mentioned that for the quarter ending in March, the PRIT Fund was down only 2.1% (net) and for the trailing 12 months, the fund was up 12.6%, outperforming the benchmark by 5.5%. The 2.1% decline in the quarter compares very favorable to US stocks which declined 4.6%, Developed International stocks declined 5.9%, and Emerging Markets stocks declined 7%. Bonds were down 6% in the quarter and a 60/40 mix of stocks and bonds, a common comparison for a diversified portfolio, was down 5.6% for the quarter. He believed that the PRIT Fund decline of 2.1% was a good outcome for such a turbulent quarter.

Mr. Trotsky promised to provide more information on performance later but shared that at a time when staff obviously must concentrate its efforts on the investment program, never have we had so many non-investment initiatives underway. Some of these initiatives were planned, but many of them were not. All are important, but we are a lean organization and although we have been growing our employees by approximately 10-20% each year we still find ourselves resource constrained in nearly every aspect of our business.

Mr. Trotsky mentioned a common theme of this Board meeting cycle will be RESOURCES. He mentioned that PRIM has been very successful hiring in this environment with 15 new employees alone in the last 14 months, and that is during the COVID pandemic when hiring and onboarding were more difficult. It is becoming more difficult to hire, the employment market is very tight, and additionally, we are nearly out of office space. He mentioned Anthony Falzone, Deputy Executive Director and Chief Operating Officer, and Deborah Coulter, Chief Financial Officer and Chief Administration Officer would be introducing the 2023 PRIM budget which requests resources to grow. He continued by stating the punchline in the budget remains very positive: even with the proposed increases in the budget, the expense ratio will remain constant at 50 basis points of assets under management. Mr. Trotsky believed this is astounding, especially considering that PRIM has deployed more assets to higher performing, but higher cost strategies like private equity over the years.

Mr. Trotsky provided the following list of non-investment projects the team are working on:

1. In addition to the regular PRIM and PRIT Fund audits conducted by KPMG, staff are currently supporting two additional audits from both PERAC, the state’s pension system regulator, and the State Auditor. These were not anticipated audits even though they occur regularly. It is difficult to plan or schedule for them, they usually arrive unannounced and then we staff a response team with both operations and investment professionals.
2. Staff began a comprehensive IT Audit and a simultaneous effort to enhance PRIM’s IT security. As you may have read in the news, both the Federal Government and the Governor have advised all companies to expect more cyber security breach attempts. We have worked to ensure the safety of our digital data and have developed and provided trainings to our clients to inform their cyber security needs. We are also simultaneously evaluating new methods to further enhance our own cash transfer protocols.

3. PRIM expects to receive a subpoena in support of the Attorney General's lawsuit against Exxon Mobile. Renee LeFevre, Chief Legal Officer, and several operations and investment staff members will be involved; support of this case will take a lot of time and effort – collecting records, preparing, responding, etc.
4. Similarly, Ms. LeFevre is coordinating the deposition of several current and former PRIM employees in support of a securities class action case on Foreign Exchange trading. The FX trading problems happened a long time ago and the preparation will also take a lot of time and effort.
5. Success and innovation generate a lot of outside attention, and as a result, PRIM is receiving an unprecedented level of media requests and public information requests for matters related to our investment program, proxy voting policies, diversity and inclusion, ESG matters, and very recently Russian divestment.
6. PRIM continues to build the FUTURE Initiative – that's the effort to deploy more capital to diverse and emerging managers in support of last year's legislation. The program is sophisticated and requires substantial partnering, contracting, and due diligence, along with new monitoring and reporting requirements.
7. PRIM is nearing completion of a draft ESG Committee charter and framework in support of the Board vote last cycle to create a new ESG Committee. We are working closely with the Treasurer's office and with our outside governance consultant. We have made a lot of progress, but there is much more left to do.
8. Like others across the financial, governmental, and diplomatic sectors, we had to assess our Russia exposures in the aftermath of the invasion. PRIM staff spent approximately 6 weeks providing technical assistance to the Legislature, the Governor, and the Treasurer's team in support of the newly passed Russian divestment law. Now that the law has passed, staff is busy implementing the divestment requirements and its associated reporting requirements. It is no small undertaking.
9. PRIM is expanding staff as quickly as possible, which is difficult in the current strong employment environment, and we have also begun our search to expand our office space requirements for the expected growth. PRIM takes great care in its hiring practices. If done right, hiring and onboarding new employees is very time consuming. There is a lot to learn here at PRIM and it takes a lot of time, training, and mentorship for new employees to become productive.

Mr. Trotsky reiterated that all these projects are vitally important and impactful, some known and planned for, others were somewhat unexpected. The focus and efforts of our team are nothing short of remarkable under these circumstances. PRIM will be successful in meeting the requirements of every one of these initiatives, but given the market environment, staff is at its limit, and may be forced to temporarily postpone or prioritize any additional non-core projects until the financial markets stabilize and our resources grow. He asked for the Committee's understanding in the coming months and for support to increase the PRIM 2023 budget to support PRIM's needs.

Organizational Update

Mr. Trotsky congratulated Vivian Liang on her transition from Research Intern to Investment Analyst – Research, reporting to Maria Garrahan. Vivian joined as a Research Intern in July 2021 where she worked within multiple areas of research: Asset Allocation, PE Replication, Manager Selection tools, and more. In March, Vivian graduated with an MS degree from the Computational Finance and Risk Management graduate program at the University of Washington.

Mr. Trotsky announced that Tim Doyle started in February as an Investment Analyst on the Private Equity team and will report to Alyssa Fiore. He joined PRIM from the Mass General Brigham investment office.

Tim began his career at Cambridge Associates in their pension practice and earned a Bachelor of Science in Finance from Boston College.

Mr. Trotsky introduced Amy MacKay who also joined PRIM in February as an Administrative Coordinator for the Real Estate and Timberland team, reporting to Tim Schlitzer. Amy previously worked in the Finance Department at Meredith & Grew (now Colliers) and the Downtown Leasing Group at Whittier Partners (now CBRE). Amy grew up in Dorchester and is a graduate of Assumption College.

Mr. Trotsky shared that in late March, PRIM became a founding signatory to the CFA Institute's first-ever Diversity, Equity, and Inclusion Code for the investment profession. He added that it was a very proud personal accomplishment for him because he worked very hard as a member of the DEI Code Steering Committee for more than two years to help persuade the CFA Institute to develop this important initiative for the industry. He has also lobbied the fifteen other founding signatories to join the effort. Mr. Trotsky added that this work follows his advocacy many years ago for the CFA's Asset Manager Code of Conduct (AMCC) for which PRIM was a founding sponsor. PRIM has always advocated strongly for all investment managers to adhere to its core principles.

Mr. Trotsky added that by becoming a founding signatory of the DEI Code, PRIM cements its position as an industry leading advocate for a new and better investment industry that more closely represents the make-up of our entire society. He believes that commitment to diversity and inclusion, just like ethics, must come from the top. He added that Treasurer Goldberg shares his passion to make a difference. Many years ago, Mr. Trotsky and Treasurer Goldberg decided to make cultural changes at PRIM to foster a diverse and inclusive environment. They believe that an industry that embraces many voices and perspectives will produce better investment outcomes and a more inclusive future for the investment profession. Mr. Trotsky mentioned that signing the DEI Code means that PRIM is committed to embracing its seven core principles to improve its workplace and its industry. PRIM's human resources policies already capture these principles, and with the implementation of the FUTURE Initiative following Treasurer Goldberg's advocacy for investment equity legislation, PRIM is positioned to continue to lead in this area. While PRIM is proud of its progress there is still more to do.

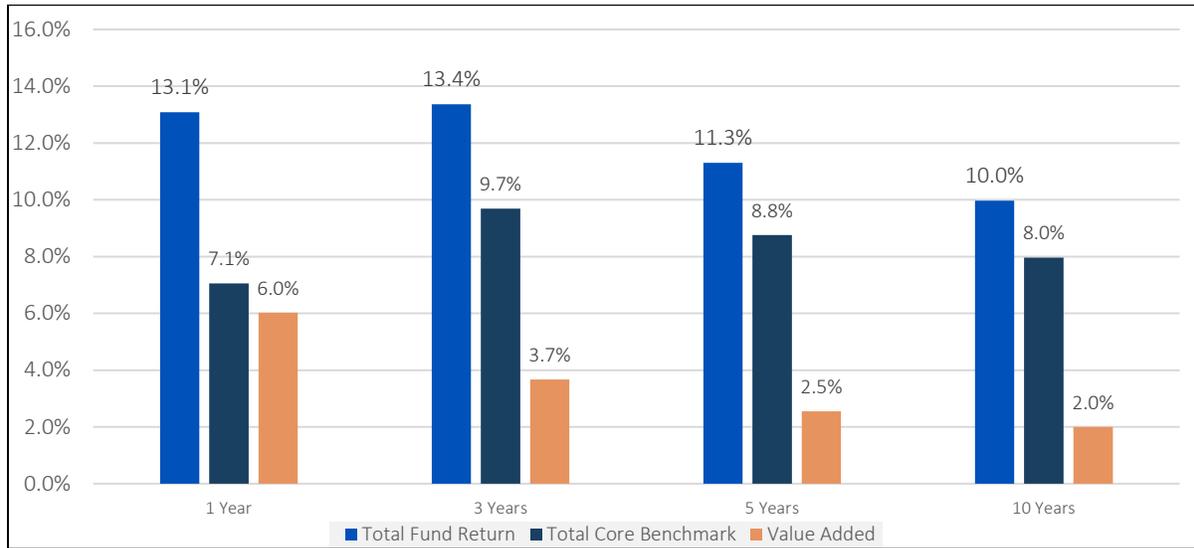
Mr. Trotsky mentioned that in its February 14th, 2022, issue, Pensions & Investments reported that PRIM was ranked seventh among the largest 200 funds in the nation for assets managed by diverse managers. This is an indication that PRIM's ongoing efforts over the years, combined with its new FUTURE initiative is putting PRIM at the very top of the heap in terms of progress – and many of the funds that have more allocated are far larger than the PRIT Fund. Dave Gurtz, Deputy Chief Investment Officer, and the entire team are doing a terrific job.

Mr. Trotsky completed his organizational update by reporting that for the 6th straight year, PRIM was nominated for Public Plan of the Year for Institutional Investor's annual HF Industry Awards ceremony. He reminded the Committee that PRIM won the award in 2016 in recognition of our groundbreaking work in separately managed accounts, which is now becoming the industry standard.

PRIT Fund Performance

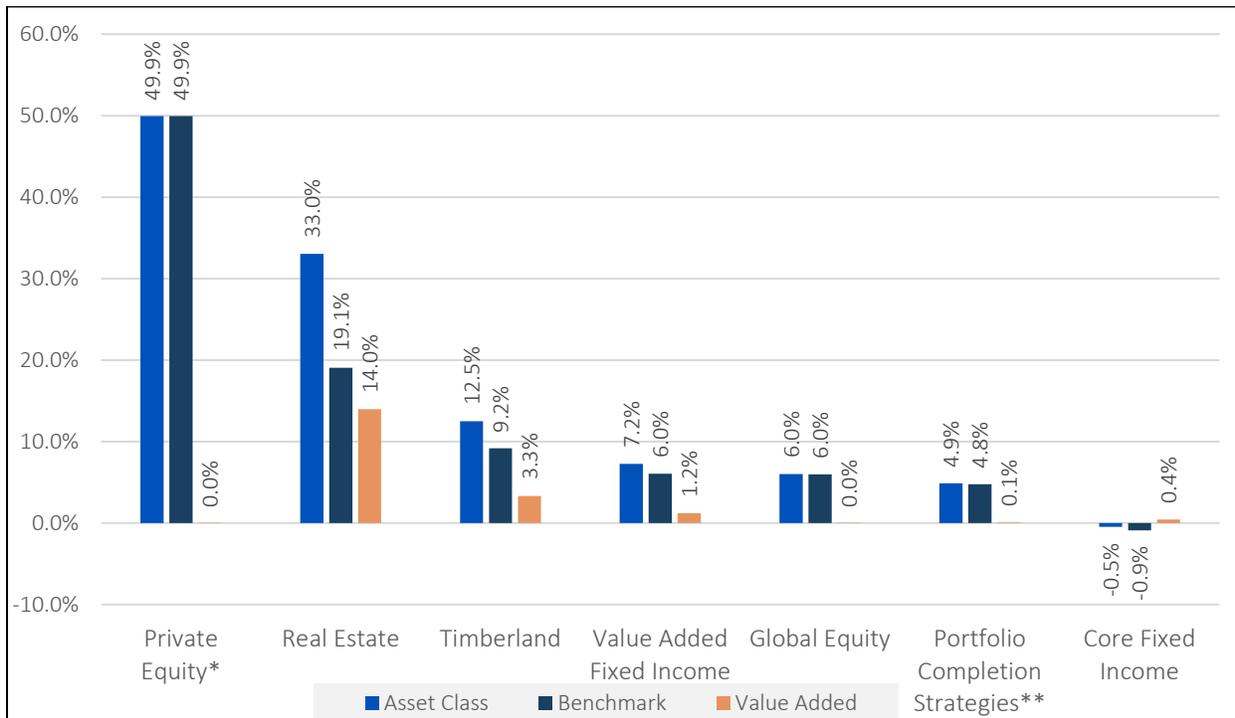
Mr. Trotsky discussed March 2022 PRIT Fund performance in more detail referencing the following performance charts:

Total PRIT Fund Returns (Gross of Fees) Annualized Returns as of March 31, 2022



Source: BNY Mellon. Total Core Benchmark includes private equity benchmark.

PRIT Performance by Asset Class (Gross of Fees) Annualized Returns as of March 31, 2022



Source: BNY Mellon. Totals may not add due to rounding. *Benchmark is actual performance. **Hedge Fund returns are net of fees.

PRIT Fund Periodic Table of Returns

(Gross of Fees) as of March 31, 2022

1 Year	3 Year	5 Year	10 Year
PRIVATE EQUITY 49.9%	PRIVATE EQUITY 35.8%	PRIVATE EQUITY 29.3%	PRIVATE EQUITY 23.3%
REAL ESTATE 33.0%	REAL ESTATE 14.0%	REAL ESTATE 11.9%	REAL ESTATE 11.6%
TIMBER 12.5%	GLOBAL EQUITY 13.7%	GLOBAL EQUITY 11.7%	GLOBAL EQUITY 10.3%
VALUE-ADDED FIXED INCOME 7.2%	VALUE-ADDED FIXED INCOME 6.6%	VALUE-ADDED FIXED INCOME 5.9%	TIMBER 6.1%
GLOBAL EQUITY 6.0%	TIMBER 5.3%	TIMBER 5.3%	VALUE-ADDED FIXED INCOME 5.5%
PORTFOLIO COMPLETION STRATEGIES 4.9%	PORTFOLIO COMPLETION STRATEGIES 4.8%	PORTFOLIO COMPLETION STRATEGIES 4.3%	PORTFOLIO COMPLETION STRATEGIES 4.8%
CORE FIXED INCOME (0.5%)	CORE FIXED INCOME 4.1%	CORE FIXED INCOME 3.9%	CORE FIXED INCOME 4.0%

Source: BNY Mellon

III. ESG Committee Status Update

Anthony Falzone, Deputy Executive Director, and Chief Operating Officer reminded the Committee that a few months back, during the February meeting cycle, the Board approved the recommendation to establish an environmental, social, and governance (ESG) Committee for the purpose of advising the Board on ESG-related matters, and to engage with Funston Advisory Services to assist in developing a proposal for the ESG Committee structure and charter.

Mr. Falzone reiterated that this project is a very important and staff is committed to keeping the Committee and the Board up to date on the process start to finish. This includes the progress in terms of what has been completed, and importantly what is left to be done and in what timeframe. He expressed a desire to keep the project moving.

Mr. Falzone mentioned that much progress has been made, but there is still much more work to do. He told the Committee that the timeline and additional information on page 3 of the expanded agenda provides both the Committee and Board with transparency on the process and shows the progress that has been made.

Treasurer Deborah Goldberg mentioned that there is much interest across the country in the work PRIM is doing, how it will evolve, its mandate and specifically the work with MIT on the Aggregate Confusion Project and that there may be opportunities to meet with some of the interested parties to share ideas.

Theresa McGoldrick mentioned that the organization she represents (SEIU) is applauding the work PRIM is doing and would like to use PRIM as a resource for other retirement systems for union employees.

Mr. Trotsky mentioned that PRIM would take the Treasurer's lead if she wanted to make introductions or plan any meetings.

IV. Interim Meeting with PRIM Board Auditors

Mr. Brousseau introduced Brock Romano, KPMG's Lead Audit Engagement Partner, Christine St. Hilaire, KPMG's Lead Audit Managing Director, and Will Belden, KPMG's Senior Audit Manager.

Mr. Falzone stated that KPMG was mainly present to discuss the audit plan for the Fiscal Year 2022 PRIM and PRIT Audits, and the plan for the agreed upon procedures review of PRIM's procurement processes and performance benchmarks.

Mr. Falzone provided an overview of the December 31, 2021, year-end audits for the following alternative asset classes.

- The entire PRIT real estate portfolio
 - Six core private real estate accounts, non-core real estate, and REIT's
- PRIT's two timberland portfolios
- PRIT's 20 directly managed separate accounts
 - 17 directly managed hedge fund portfolios
 - 3 other credit opportunities portfolio
- PRIT's sole agricultural portfolio

Mr. Falzone mentioned that these audits are required due to the Real Estate Leverage program along with the counter party requirements for PRIM's direct hedge fund program. Mr. Falzone also mentioned that the audit process is quite a bit of work and thanked his team for their diligence. He concluded his remarks by stating that that approximately 17% of the PRIT Fund was audited off cycle at 12/31/2021.

Deborah Coulter, CPA, Chief Financial Officer, and Chief Administration Officer provided an update that included audit results mentioning all audits with the exception of the Timber portfolio had concluded with clean unmodified opinions. She added that the Timber audits were expected to be completed by June, which is consistent with years past, and staff expects them to be issued with no findings. Ms. Coulter added that there is an increasing amount of complexity involved in auditing these separate accounts, particularly the separately managed hedge fund account, and thanked the KPMG team for their work.

Ms. Coulter also provided the Committee with a brief update on the Massachusetts State Auditor's audit along with an update on the PERAC audit. She mentioned things are progressing and PRIM may have audit reports by the next meeting cycle in August.

Ms. St. Hilaire provided an audit overview that included the following:

- An overview of the KPMG audit engagement team;
- The roles and responsibilities of management, the Administration and Audit Committee and KPMG as it relates to the fiscal 2022 audits of the PRIM Board and the PRIT Fund;
- A review of the audit approach and risk assessment, and
- The audit and agreed upon procedures timeline.

Mr. Belden summarized the audit process and the areas of emphasis highlighting that the majority of the audit effort is related to investment valuations, testing of manager fees, and review of internal controls.

Ms. St. Hilaire summarized the agreed upon procedure services (procurement and performance measurement) as well as summarized the audit approach to fraud and the two-way communications between auditor and auditee.

Mr. Romano discussed how the presentation of audit opinions are changing due to changing GAAP standards and concluded by reviewing several new GASB auditing standards around leasing and technology subscriptions and their impact on the financial statements.

V. Draft Fiscal Year 2023 Operating Budget (Voting Item)

Mr. Falzone and Ms. Coulter presented the Draft Fiscal Year 2023 PRIM Operating Budget. Mr. Falzone and Ms. Coulter thanked Daniel Eckman, CPA, Director of Finance & Administration, Sara Coelho, Senior Corporate Accountant, and the rest of the team for its work on the proposed budget.

Mr. Falzone stated that the total Fiscal Year 2023 Budget is projected to be \$518 million, or 50 basis points (bps), of the projected average PRIT Fund assets of \$103 billion. PRIM's fees and expenses relate directly to PRIT Fund assets, and that higher average asset levels, and/or a larger allocation to more complex/costly assets, results in higher costs. Additionally, he mentioned many of the important new initiatives require resources and that PRIM is nearly out of office space, and as a result, the Fiscal Year 2023 Operating Budget is 9.3% (\$43.9 million) larger than last year. He reiterated Mr. Trotsky's comments stating it is a testament to the manner with which the organization manages expenses that the fee ratio has and continues to stay flat at around 50 basis points which is an excellent deal for PRIM's clients.

Mr. Falzone spoke to the allocation of budget that covers the investment program at 95%. He mentioned the addition of two new charts in the first few pages of the budget that should help demonstrate where PRIM is spending. He said that staff continues to look for ways to add transparency and detail that will help communicate where PRIM is allocating budget, and helps staff perform analytics that can aid in measuring where PRIM spends.

Mr. Falzone explained the budget is comprised of 3 sections: Investment Management Fees, Third-Party Service Providers, and Operations. Investment Management Fees account for approximately 91% of the total budget. These fees are paid to investment managers to invest the assets of the PRIT Fund. These fees are grouped by asset class. The PRIT Fund's asset allocation mainly drives the cost allocation.

Mr. Falzone described the relationship between PRIM's asset allocation and PRIM's budget allocation. He noted that the size of any one asset class does not directly relate to the size of the expense. For example, the Global Equities target asset allocation range is 33-44% of the PRIT Fund--the largest asset class--yet is ranked third in budget expenses. This is due to the use of passive management within the Global Equities portfolio, which is relatively inexpensive to implement. Contrast that with Private Equity, PRIM's highest-returning and nationally recognized asset class, with an allocation range of 12-18% it is expensive, and management fees for Private Equity requires more of the FY 2023 budget to implement that strategy successfully.

Mr. Falzone went on to explain that this budget projection is based on continued projected asset growth, using NEPC's 10-year growth assumptions (5.7%), however future performance is not predictable, so PRIM's actual fees will likely vary, but PRIM's budget projection provides a very good approximation of projected expenses. He also mentioned that no performance fees, incentive fees or carried interest are projected in this budget, as it is extremely difficult to estimate future performance.

Ms. Coulter discussed the three sections of the budget in more detail, highlighting key changes year-over-year. She explained that the Investment Management Fees section is increasing 8.3%, but the estimated basis points for this section is actually decreasing. She noted that PRIM is constantly looking for ways to save money and the Fiscal Year 2023 budget reflects many of those cost saving measures, such as no-fee co-investments in Private Equity and direct investments in Real Estate. She noted that the Third-Party Service Providers section of the budget was increasing due to an increase in fees for OCO platform providers and additional fees for operational due diligence and information technology consultants. The last section of the budget, Operations Expenses, increased mainly due to changes in the Compensation and Occupancy section because of projected new hires needed to support the PRIT Fund's growth and PRIM's many new initiatives as well as a review of the existing office space and either the acquisition of additional office space or a potential move to more suitable office space.

Mr. Brousseau commented that he is happy to see the basis point fee load so low especially considering the new initiatives. He then asked about the staffing levels at other public funds.

Mr. Falzone mentioned that having talked with other pension fund leaders and conversations internally that staffing levels are all over the map. He said many factors determine staffing from asset allocation to ratio of passive vs active management. He also mentioned that doing the recent ESG work and speaking with public fund peers has confirmed for him that there is no one size fits all because all the peer funds are so different. He did reiterate that PRIM is one of the leanest funds in the country.

Dennis Naughton thanked the PRIM team for such a thorough presentation on the budget and mentioned he supports and looks forward to the expansion and growth needed to support PRIM's many initiatives.

The Administration and Audit Committee voted (unanimously) by roll call vote to recommend to the PRIM Board that the Board approve the Draft Fiscal Year 2023 PRIM Operating Budget, as set forth at Appendix E of the Expanded Agenda, and further to authorize the Executive Director to take all actions necessary to effectuate this vote.

VI. Legal/Legislative Update

Before providing the Committee with a legislative update, Mr. Brousseau introduced the legal voting item which was presented by Mr. Falzone.

A. Legal Services Request for Qualifications (RFQ) (Voting Item)

Mr. Falzone told the Committee that the Board last approved a roster of law firms with a variety of legal specialties in April and June of 2016. The requested RFQ for legal services will focus on investment only, as PRIM has a smaller roster of legal services providers for investment to choose from. Currently, PRIM is well served for other legal services including securities litigation, governance, and labor and human resources matters, but there is a need to build the roster of law firms for investment legal services as the ones that PRIM uses are now all at full capacity. Additionally, since 2016, the billing and business structure for how law firms provide investment legal services has changed.

The Administration and Audit Committee voted (unanimously) by roll call vote to recommend to the PRIM Board that the Board approve the issuance for a Request for Qualifications (RFQ) for investment legal services, and further to authorize the Executive Director to take all actions necessary to effectuate this vote.

Treasurer Goldberg then mentioned that later in the year she would be proposing a proxy voting guideline that would address the impact for women and companies due to the end of Roe. The guideline would put into place the support both financially and emotionally of the healthcare that women and their families deserve. The workforce has an enormous number of women, and she will encourage the Committee and the Board to consider their fiduciary duty and look at the negative business and economic impact of what is happening.

Ms. McGoldrick echoed Treasurer Goldberg's comments and expressed her concern.

Mr. Brousseau also expressed his dismay in what is taking place and expressed his concern.

Mr. Naughton expressed similar concerns and commented that this could include a range of other issues or impact other areas.

Emily Kowtoniuk, Director of Policy & Legislative Affairs in Treasurer Goldberg's office, provided a legislative update. Ms. Kowtoniuk commented that her team is monitoring several items they continue to track. Ms. Kowtoniuk mentioned the recent House budget did include by way of amendment the language that could alter the PRIM Board membership by requiring the public safety union representative on the PRIM Board to be chosen from a list of three nominees submitted by MACRS. Ms. Kowtoniuk also mentioned that a FY 2023 budget proposal for a supplemental transfer to the PRIT Fund of \$250,000,000 did not make it through, and other divestment bills (fossil fuels, etc.) have been sent to study. Ms. Kowtoniuk also mentioned her team was watching for potential legislation regarding the open meeting law as the provision allowing remote participation ends on July 15th.

Treasurer Goldberg expressed her support for the current public safety union representative Carly Rose and would not want to see such a tremendous and deserving Board member be removed from the Board.

James Hearty mentioned he would like to look at ways to improve the communication and efficiency on the Investment Committee and wanted to discuss if the Administration and Audit Committee, which covers the administrative function, needs to be involved in assisting with potentially creating a sub-committee or working group. He added that all members are very impressive, but he would like the communication to improve.

Mr. Hearty offered a motion to appoint a sub-committee to explore how the Board might better improve the function of the Investment Committee and Bob Brousseau seconded the motion so it could be discussed.

Treasurer Goldberg mentioned that there are channels that exist for feedback and discussion and perhaps this request may be more appropriate to take up during a charter review and reminded the Committee that PRIM staff will be issuing an RFP for governance services shortly.

Mr. Falzone mentioned that once the ESG Committee work is completed the RFP will be issued.

Ms. McGoldrick mentioned she felt that this issue would be better handled by the Investment Committee directly.

Mr. Trotsky suggested a survey be taken of Investment Committee members to provide a forum for them to express their opinions and suggestions to improve the communication or efficiency of future Investment Committee meetings.

Mr. Hearty withdrew his motion and the Administration and Audit Committee voted (unanimously) by roll call vote to accept the withdrawal.

Mr. Brousseau and Mr. Naughton requested that the Administration and Audit Committee be updated on what actions are taken.

VII. Other Matters:

The Committee members briefly discussed the following topics:

- A. March 2021 PRIM Operating Budget
- B. Travel Report
- C. Client Services Update

Francesco Daniele, Director of Client Service provided a brief update to the Committee and mentioned PRIM had hosted two informational webinars for clients that were very well received. He also mentioned PRIM staff would be attending the upcoming local MACRS and MCTA conferences.

The PRIM Administration and Audit Committee meeting adjourned at 12:14 p.m.

List of documents and exhibits used during the meeting:

- *Minutes of the PRIM Administration and Audit Committee Meeting of February 3, 2022*
- *PRIT Fund Performance Report (March 31, 2022)*
- *BNY Mellon Gross of Fees Performance Report (March 31, 2022)*
- *KPMG's Fiscal Year 2022 Audit Plan*
- *Draft Fiscal Year 2023 Operating Budget*
- *PRIM Operating Budget (March 31, 2022)*
- *Travel Report*