

MINUTES OF BOSTON RETIREMENT BOARD

Administrative Session

December 19, 2025

Boston Retirement Board

Board Room 816, Boston City Hall

Boston, Massachusetts 02201

TRUSTEES IN ATTENDANCE: Sean F. Kelly, Elected Member/Acting Chairman; Karen T. Cross, Elected Member; Sally D. Glora, Mayoral Appointed Member; Scott M. Finn, Ex Officio Member; Elected Member.

STAFF IN ATTENDANCE: Timothy J. Smyth, Executive Officer; Christine M. Weir, Deputy Executive Officer; John F. Kelly, Investment Analyst; Natacha Thomas, General Counsel; Ellen M. McCarthy, Comptroller; Gregory Molina, Board Secretary.

ALSO IN ATTENDANCE: Michael Manning, Kiley Murphy, of NEPC; Alex Gilbert, Kevin Nishimura, Rachel Salerno of Artemis; Peter Palandjian, Bart Weinstein, Phil Deeney of Intercontinental; Jim Raisides, Nhat Nguyen, Devin Sullivan of TA Realty; William Oates and Michael Dwyer, Consultants; Janey Frank, of BTU/RTC.

EXCUSED ABSENCE: Thomas V.J. Jackson, Chairman

Convene

The Board voted unanimously via roll call (4-0) to enter the Administrative Session at approximately 8:59 a.m.

Administrative Session Minutes

Motion made, and seconded, to accept the Administrative Session of November 19, 2025, meeting as presented.

Member Cross: Aye; Member Finn: Aye; Member Glora: Aye and, Member Kelly: Aye. **Motion accepted (4-0).**

Outstanding/Ongoing Administrative Issues: Timothy J. Smyth, Executive Officer

Vitech sale

Mr. Smyth opened by stating that he circulated an announcement that Vitech had been sold to an insurance software company called Majesco. Ironically,

Majesco is backed by Thomas Bravo who is one of our managers. Mr. Smyth informed the Board that BRS management had a meeting with the Vitech CEO and senior management about the sale. Vitech management stated that it was a good thing. There are no indications that Majesco is going to strip down Vitech and sell off the parts and so forth, they anticipate it is going to be a long-term venture, and they think it's going to actually good for the company. Board staff stated it would monitor the situation.

EDIC and Service Purchase

The issue of transferring current to EDIC employees to the City of Boston Planning Department was discussed. Specifically, an opinion was sought from PERAC as to whether or not BRS can place time constraints on when former EDIC employees may purchase that service. PERAC opined no.

The following PERAC Memos were provided for Board education:

- PERAC Memo 33-2025 re Violent Act Injury Disability Recent Legislative Changes;
- PERAC Memo 34-2025 re Proposed Amendment to Electronic Signature Regulations
- PERAC Memo 35-2025 re 2025 Disability Data Changes

Documents Presented: 1. Administrative Session Agenda of 12.19.2025. 2. Administrative Session Minutes of 11.19.2025. 3. Vitech to be acquired by Majesco. 4. Email to PERAC Legal re possible supplementary regulation as to EDIC service purchase. 5. PERAC Memo 33-2025 re 2025 Disability Data Changes. 6. PERAC Memo 34-2025 re Proposed Amendment to Electronic Signature Regulations. 7. PERAC Memo 35-2025 re 2025 Disability Data Changes.

Outstanding/Ongoing Investment Issues: John Kelly, Investment Analyst

NEPC

Mr. Manning alerted the Board that NEPC announced a leadership transition plan. Timothy McCusker, a 19 year NEPC employee and CIO, shall replace Mr. Manning as President/CEO of the NEPC

Real Estate Search

Mr. Manning stated that the real estate search was issued in alignment with 2025 pacing plan, targeting approximately \$90 million in commitments across debt, opportunistic, and value-add strategies. So far, the System has committed \$20 million to debt (Tristan) and \$20 million to opportunistic (Related), totaling

\$40 million. Value-add is the last phase of the search as we look to fulfill the real estate commitments for 2025.

The Board has selected six value-add finalists for presentations. Three finalists will present today and the other three will present in February. These managers may also be considered for next year's commitments as we anticipate allocating a similar amount to value-add in 2026.

Artemis – Artemis Healthcare Fund III

Ms. Salerno opened by introducing her colleagues and stating that they were here today to talk about their healthcare real-estate fund, which is very exciting, because Boston is the home of healthcare at the most world-renowned hospital systems. So, healthcare for us is senior housing and medical space. Senior housing fundamentals have been strong as they've been in decades.

They see tremendous support from their investors; they have 95% re-up rate mostly from US public pension clients. They have raised \$1.4 billion to date over the first five months. They're targeting \$1.5 billion and will be open through next year. They are very excited to partner with you and NEPC.

Mr. Gilbert continued by stating that this is a \$12 billion equity platform. As you may or may not know, earlier this year they were acquired by Bearings and Mass Mutual. The goal of mass mutual alliance was to have Artemis lead the US equity real estate business. The decision to join Bearings and Mass Mutual was really to find a partner that was aligned with their culture and their investment guidelines and mass mutual is that firm.

The 4 Artemis investment platforms we've built over 16 years, and they have a consistent track record of outperformance. You can see over \$19 billion in transactions. They have hit or exceeded the target returns and we're incredibly proud of that. Today, they're going to focus on their healthcare platform, which represents about 35% of their investments and has realized a net 12% return on \$3 billion of equity. Even investing throughout the COVID period. As a side note, I will tell you that from an investment perspective, the COVID period is probably the most difficult period in my 30 years.

The fund has a target net 11-14% IRR; 1.5x Multiple. The management fee during the Commitment Period is 1.0% of uninvested capital and 1.5% of invested capital. After the Commitment Period it is 1.5% of invested capital.

Intercontinental – Intercontinental U.S Value Fund

Mr. Deeney opened by introducing himself and his colleagues. The System has been invested with Intercontinental through their flagship US real estate investment fund since 2014. It's been a good investment for you all during that period and we're just very grateful for the partnership and the confidence you've shown in us.

Mr. Weinstein continued by stating that he'd just like to steal one minute to talk about the fund that the System is currently invested in. They gave the System a pretty soft two years and we own that, we recognize it. The entire index dipped for sure. We did give you good performance and then we gave you a pretty mediocre 2 years with that work. I thank you for your patience and we'll get back to making them the money we made from 2014 through 2022.

What we're going to talk to you about today is a little different. The fund that you're with us now is open-ended in theory and liquid most of the time. This is a different structure. Their fund is an eight-year lock-up fund. Some permutation of what you're probably used to from closed end funds. But I'm also going to make a case that it's no different than what we've been doing for the last 18 years.

Mr. Palandjian said they are seeking to raise \$500 million. They held the first close about three Fridays ago. Since then, they've raised over \$20 million and they had some other voted commitments that had not yet been signed. The goal here is to do an 11 to 14 net IRR. They bought two properties in the fund already, they would have three- or four-year hold periods and then they would sell. This incentivizes us to go in, add the value, make the improvements and that's very different from the open-ended fund that you're in with us, where there's a hold bias. We'll use slightly higher leverage in this fund than the Core fund. The management fee would be 1.5 percent and could go lower to 1.1 percent as a NEPC client depending on commitment size.

TA Realty – TA Realty Value-Add Fund XIV

Mr. Sullivan opened by introducing himself with a brief background. He stated that this has been a long-standing relationship with the Boston Retirement system. It started back in 2008/2009 with their fund IX. The System has invested in funds IX, X, XII and XIII. BRS is also invested in TA's Core Fund which has been a top performing fund. It's been a great partnership. We are appreciative and we would love the opportunity to work with you in fund XIV.

Mr. Raisides continued by outlining his background and the history of the firm and its local roots and commitment to the City of Boston. The important part of the firm is we are a real estate only firm. US Real Estate is all we do and we have real alignment with our partners.

Mr. Nguyen stated that Fund XIV will continue the same value add investment strategy that TA Realty has managed for approximately 40 years and will invest in a diversified portfolio of real estate assets across industrial, multifamily, data center, retail, and office property types across U.S. markets, with heavy expected allocations to industrial and multifamily.

The management fees are 1.50% on committed capital during the investment period and on invested capital thereafter. Management fee discounts are available for certain commitment sizes, for investors committing in the first close, and for investors that were invested in Fund XIII like BRS. All discounts are additive.

The Board, staff and NEPC discussed the responders and the strength of their proposal's performance and track record. Also discussed were the systems relationship with current managers, fees, NEPC's ratings of managers and commitment amount.

Motion made, and seconded, to allocate \$30 million to TA Realty Value-Add Fund XIV.

Member Cross: Aye; Member Cross: Aye; Member Finn: Aye; Member Glora: Aye and, Member Kelly: Aye. **Motion accepted (4-0).**

Motion made, and seconded, to allocate \$20 million to Artemis Healthcare Fund III, as presented.

Member Cross: Aye; Member Finn: Aye; Member Glora: Aye and, Member Kelly: Aye. **Motion accepted (4-0).**

December 2025 Flash Report

Mr. Manning reported that the plan performance through November 2025 was +13.5% year to date.

Work Plan

NEPC provided a work plan for 2026, which is included in the Board package.

Documents Presented: 1. NEPC 2025 012 Meeting Materials. III 2. Artemis Healthcare Fund Presentation 3. Intercontinental U.S Value Fund Presentation 4. TA Realty Value-Add Fund XIV Presentation.

Outstanding/Ongoing Financial Issues: Ellen M. McCarthy, Comptroller

November 2025 Financial Snapshot

Ms. McCarthy reported the November 2025 pension payroll as follows: Contributory payroll: \$67,363,860; Contributory Payees: 16,003; Non-contributory payroll: \$348,371; Total Non-contributory payees: 36; Regular Retirees: 45; Survivor/Beneficiary Retirees: 4; Disability Retirees: 8; Option C/Disb Surv: 14; Members Refunds: 74 for \$2,547,735; Members Transfers: 21 for \$1,519,016; Option B Refunds: 4 for \$76,940; and, Operational Warrants: \$597,393.

Documents Presented: 1. November 2025 Financial Snapshot 2. Cash Projections 3. MMDT Reconciliation 4. Cash Receipts Summary 5. Cash Disbursements Summary 6. Adjusting Entries Summary 7. MMDT Statement 8. General Ledger 9. Warrants 10. Trial Balance 11. Operating Retirement Payments 12. Direct Deposit 13. BRS Cash Projections.

Outstanding/Ongoing Operations Issues: Christine M. Weir, Deputy Executive Director

Backlog Processes update

Ms. Weir updated the Board on military buybacks and CBA/Vacation buyback recalculations.

December 2025 payroll

Ms. Weir went on to provide an update on the payroll figures for the month of December 2025, including: 49 total cases for December payroll (35 superannuations, 6 pre-retirement death cases and 8 disability cases); of which 32 were completed on payroll.

Documents Presented: 1. November 2025 Pension Payroll update 2. Backlog Processes update.

Outstanding/Ongoing Legal Issues: Natacha Thomas, General Counsel

Attorney Thomas stated that there were no pressing legal issues at this time.

Adjourn from Administrative Session

The Board voted unanimously via roll call (5-0) to adjourn from Administrative Session and enter Executive Session at approximately 10:56 a.m.

Member Cross: Aye; Member Finn: Aye; Member Glora: Aye and, Acting Chairman Kelly: Aye.

Respectfully submitted,
BOSTON RETIREMENT BOARD

EXCUSED ABSENCE

Thomas V.J. Jackson
Chairman


Karen T. Cross
Elected Member


Sean F. Kelly
Elected Member



Scott M. Finn
Ex Officio Member



Sally D. Glora
Mayoral Appointed Member