



Pension Reserves Investment Management Board

March 27th, 2023

Vanessa Countryman, Secretary
Securities and Exchange Commission
100 F Street NE
Washington, D.C. 20549-0609

Re: File No. S7-03-22: Private Fund Advisers, Documentation of Registered Investment Adviser Compliance Reviews

Dear Ms. Countryman,

Massachusetts Pension Reserves Investment Management (MassPRIM) appreciates the opportunity to comment on the proposed rule S7-03-22. On behalf of MassPRIM, which includes 98 retirement systems and more than 300,000 beneficiaries, throughout the Commonwealth of Massachusetts that invest with us, thank you for prioritizing this effort focused on the private markets.

We at PRIM are highly supportive of your proposals and believe they will help us better serve our pensioners and will improve transparency in the private markets. We would like to highlight a few items in the proposal that we are particularly excited about including: the importance of restoring fiduciary duty for fund advisers, an effort to standardize fees & expense reporting, a recognition of the importance of side letters, and provisions on adviser-led secondaries.

MassPRIM is supportive of the Commission's actions to restore fiduciary duty by requiring fund advisers to be held to a fiduciary standard like the standard to which we are held by our beneficiaries.

We think quarterly statements and annual audited statements should be required on a go forward basis enshrining into rule a practice MassPRIM has already implemented. We encourage the Commission to consider flexibility with smaller funds. MassPRIM believes that extending implementation timelines for smaller and new managers is important. Allowing these managers additional time to comply with these requirements as determined through specific parameters, such as assets under management, headcount, or maturity of platform, will help foster a dynamic

Deborah B. Goldberg, Treasurer and Receiver General, Chair

Michael G. Trotsky, CFA, Executive Director and Chief Investment Officer

and thriving ecosystem for new entrants. Older funds that are in the extension period of their fund lives should also be provided consideration and flexibility in terms of reporting requirements as general and limited partners seek liquidity while aiming to minimize administrative complexity and cost.

Side Letters are an essential tool for Limited Partners like MassPRIM to clarify materials and to secure critical governance, statutory, or regulatory protections that provide institution-specific benefits otherwise not included in the Limited Partnership Agreement.

We believe adviser led secondaries should require an independent fairness opinion. We also agree with others, such as the Institutional Limited Partners Associates (ILPA), that Limited Partners in the original funds being transacted in an adviser led secondary should be no worse off with regards to economic terms and conditions as compared to the terms in the original limited partnership agreement.

Thank you for your consideration of the issues we have raised.

Sincerely,



Michael McGirr, CFA

Director of Private Equity

MassPRIM