



STATE RETIREMENT AGENCY
120 East Baltimore Street
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MARYLAND
STATE RETIREMENT
and PENSION SYSTEM

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TTY Users: call via Maryland Relay
sra.maryland.gov

December 22, 2020

The Honorable Guy J. Guzzone
Chair, Budget & Taxation Committee
Miller Senate Office Building, 3 West
11 Bladen Street
Annapolis, MD 21401

The Honorable Maggie McIntosh
Chair, Appropriations Committee
House Office Building, Room 121
6 Bladen Street
Annapolis, MD 21401

The Honorable Sarah K. Elfreth
Senate Chair, Joint Committee on Pensions
103 James Senate Office Building
11 Bladen Street
Annapolis, MD 21401

The Honorable Michael A. Jackson
House Chair, Joint Committee on Pensions
House Office Building, Room 207
6 Bladen Street
Annapolis, MD 21401

Re: Report required by State Personnel and Pensions Article § 21-123.2(f)(1) (MSAR #10942)

Dear Chairmen Guzzone, McIntosh, Elfreth, and Jackson:

In accordance with Chapter 459 of the Acts of 2016, codified at § 21-123.2(f)(1) of the State Personnel and Pensions Article of the Annotated Code of Maryland, on behalf of the Board of Trustees for the State Retirement and Pension System (System), I am submitting the required annual report providing certain information regarding the venture capital investments of the System.

This law requires that the Board of Trustees of the System provide the following information annually to the Senate Budget and Taxation Committee, the House Appropriations Committee, and the Joint Committee on Pensions:

- (i) a list of the investments, if any, made under § 21-123.2 of the State Personnel and Pensions Article;
- (ii) the recommendations, if any, made under § 21-123.2 of the State Personnel and Pensions Article;
- (iii) the actions, if any, taken by the Board of Trustees on the recommendations made under § 21-123.2 of the State Personnel and Pensions Article;
- (iv) the investment performance of any investments made under § 21-123.2 of the State Personnel and Pensions Article;
- (v) to the extent possible, an accounting of the fees and expenses incurred under § 21-123.2 of the State Personnel and Pensions Article; and
- (vi) to the extent possible, the ratio of funds invested in projects under § 21-123.2 of the State Personnel and Pensions Article to the total percentage of venture capital funds raised in the State by all sources.

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R. Dean Kenderdine, *Secretary to the Board*

December 22, 2020
Page 2

Should you require additional information, please call me at (410) 625-5600.

Sincerely,

A handwritten signature in black ink, appearing to read "R. Dean Kenderdine". The signature is fluid and cursive, with a long horizontal stroke at the end.

R. Dean Kenderdine
Secretary to the Board of Trustees

Attachment

cc: The Honorable Bill Ferguson
The Honorable Adrienne A. Jones
Victoria L. Gruber
Sarah Albert
Board of Trustees

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Maryland State Retirement and Pension System

Annual Report required pursuant to § 21-123.2(f)(1) of the State Personnel and Pensions Article of the
Maryland Annotated Code of Maryland
Ch. 459 of the Acts of 2016

- (i) **a list of the investments, if any, made under this;**

Investments through Fiscal Year ended June 30, 2020

Investment	Invested Amount
Stay N Touch	1,100,000
HomeCare.com	499,934
Graybug	1,028,572
Aledade	1,488,996
Ashvattha	600,000
Xometry	2,649,989
PGDX	1,499,999
Apkudo	1,250,000
iLearningEngines	1,000,000
RackTop	1,399,998
Total Invested	12,517,488

- (ii) **the recommendations, if any, made under this section;**

A recommendation was made that the System contract with TEDCO to manage a \$25,000,000 mandate under this section.

- (iii) **the actions, if any, taken by the Board of Trustees on the recommendations made under this section;**

The System issued an RFI on September 28, 2016 to solicit proposals to administer the program as mandated under this section. Three responses were submitted by the November 10, 2016 deadline. TEDCO was selected to manage this mandate and an agreement between the System and TEDCO was finalized on November 3, 2017. TEDCO made ten investments totaling \$12,517,488 under the mandate.

In May of 2019, staff was notified that the Executive Director of TEDCO and all of the investment staff responsible for investing MIOF would be submitting their resignations. On May 29, 2019 MSRA sent a letter to TEDCO, exercising its right under our management agreement with TEDCO to *suspend new portfolio investments* and to *terminate TEDCO's ability to make capital calls*. This action was prompted by the fact that the entire investment team at TEDCO was leaving and the System had no visibility on the ability of TEDCO to continue to manage assets on the System's behalf.

Subsequent to the letter of May 29, 2019, MSRA sent an additional letter to TEDCO on June 27, 2019 which reminded TEDCO management and its board of their fiduciary responsibilities to

MSRA for the management of MIOF. The letter reiterated that MSRA still retained the right to request a dissolution and liquidation of MIOF. MSRA requested a written transition plan from TEDCO on how they intended to fulfil their fiduciary duties.

TEDCO responded with a written transition plan on July 22, 2019. TEDCO indicated that Stephen Auvil will assume the position of Acting Executive Director of TEDCO and that he will be supported in oversight of the MIOF portfolio by TEDCO employees Frank Glover and Brian Corbett. It is not TEDCO's intent to hire an interim 3rd party advisor to assist in managing the MIOF and Maryland Venture Fund (MVF) assets. At that time, TEDCO's Board initiated a search to hire permanent replacements for the departed TEDCO investment staff.

On August 2, 2019, MSRA staff met with Brian Corbett and Frank Glover of TEDCO and with Myra Norton from Arena who is currently the TEDCO Board Chairperson. They updated staff on their plans to fill vacant positions and to manage the MIOF and MVF portfolios in the near term.

On September 19, 2019 the System amended its Operating Agreement with TEDCO to allow for follow-on investments in existing investments only to protect the value of the System's existing investments. The follow-on investments will only be allowed with approval from the System following a presentation by TEDCO detailing the business case for the follow-on investments. No follow-on investments have been presented by TEDCO under this revised Operating Agreement. TEDCO is still prohibited from making any new investments on behalf of the System.

On October 2, 2019 the System was notified by TEDCO that Brian Corbett had submitted his resignation effective October 8th.

On December 6, 2019 the System was notified that Elizabeth Good Mazhari had been hired as part-time Interim Managing Director for MVF and would also assist with overseeing MIOF.

On April 15, 2020 the System was notified that TEDCO had hired Amy Walsh of Walsh Accounting as an outsourced CFO to work on financial reporting for MIOF.

As of the June 30, 2020 financials statements for MIOF, the \$1,000,000 investment in iLearningEngines was written down to a value of \$0. TEDCO is in the process of pursuing litigation on the behalf of MIOF against the company for alleged fraud.

On July 21, 2020 MIOF received a distribution of \$3,153,354.88 for the sale of its interest in Xometry representing a \$503,366 gain on its investment of \$2,649,989.

On July 22, 2020 the System was notified that Troy LeMaile-Stovall had been named the new CEO of TEDCO and that Michael Hauser had been named Managing Director replacing Elizabeth Good Mazhari, acting Managing Director. Subsequently, the System was notified on September 22, 2020 that Michael Hauser was no longer employed by TEDCO and that Elizabeth Good Mazhari would resume her role as acting Managing Director until a permanent replacement could be hired.

On July 28, 2020, MIOF made a small follow-on investment of \$31,533.68 in PGDx to prevent dilution of its investment during a follow-on fundraising. This was the first follow-on investment made since the system approved the ability to fund follow-on investments in September 2019.

On November 20, 2020, MIOF received a distribution of \$2,444,264 for the sale of its interest in Aledade representing a gain of \$955,269 on its investment of \$1,488,996.

- (iv) **the investment performance of any investments made under this section;**

As of June 30, 2020 the investments had generated a 5% IRR.

- (v) **to the extent possible, an accounting of the fees and expenses incurred under this section; and**

External legal fees of \$52,000 were incurred to complete the agreement with TEDCO.

- (vi) **to the extent possible, the ratio of funds invested in projects under this section to the total percentage of venture capital funds raised in the State by all sources.**

Based upon our best available knowledge, the \$12.5 million invested under this program represents 0.88% of the total venture capital investments of \$1.42 billion invested in the State from January 1, 2018 through June 30, 2019.