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INTRODUCTION

**NACo RMA LLC** is a Registered Municipal Advisor registered with the Securities and Exchange Commission (SEC) and Municipal Securities Rulemaking Board (MSRB) under the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act).

This manual has been prepared to provide the, Registered Municipal Advisor's Principals, and Associated Persons with an understanding of the requirements.

**NACo RMA LLC Activities**

NACo RMA LLC was founded in 2011. NACo RMA LLC acts as a third party solicitor for Nationwide Retirement Solutions (NRS), an affiliate of Nationwide Investment Services Corporation, member FINRA.

NACo RMA LLC and its Associated Persons do not solicit NRS products directly to individual participants/investors. The soliciting activities are limited to introducing the services of NRS to managers of the employee benefit plans of county governments and county agencies.

While the Dodd-Frank Act imposes a fiduciary obligation on municipal advisors acting on behalf of their municipal entity clients, NACo RMA LLC is not required to exercise a fiduciary duty when soliciting municipal entities on behalf of unrelated third parties (in such capacity, a “Solicitor”).

NACo RMA LLC does not manage customer portfolios and has no discretionary accounts.

**Requirements for NACo RMA LLC Personnel**

NACo RMA LLC expects all Associated Persons to be thoroughly familiar with the policies and procedures as set forth in this manual. All NACo RMA LLC Associated Persons are required to sign an acknowledgement of his/her understanding of the policies and procedures as stated herein upon hiring and annually thereafter.

The manual will be available to all Associated Persons via the NACo RMA LLC website [www.naco.org](http://www.naco.org). NACo RMA LLC management shall be responsible for ensuring all amendments and updates are current.

**Designation of Compliance Responsible Person**

NACo RMA LLC designates Mr. Peter Torvik, Compliance Responsible Person (CRP) who is responsible for all compliance functions of NACo RMA LLC. The CRP may delegate compliance duties to a qualified designee. The CRP will be empowered with full responsibility and authority to develop and enforce appropriate policies and procedures for the NACo RMA LLC. Such procedures will be reasonably designed for the purpose of detecting and preventing violations of existing federal and/or state securities laws.

Any questions concerning the policies and procedures outlined in this Manual should be directed to the CRP.
Periodic Review and Amendments
At least annually, the CRP will conduct a review of this Manual and amend it as appropriate within a reasonable time after changes occur in federal and state securities laws, rules and regulations, and as changes occur in the supervisory system of NACo RMA LLC. Only the CRP or his qualified designee may amend and modify this Manual, and such changes shall be presented to each Associated Person.

Contact Questionnaire
The NACo RMA LLC’s designated CRP Peter Torvik will maintain an Internet e-mail account for communication with the MSRB. Mr. Torvik will be identified to the MSRB via MSRB website www.msrb.org.

The CRP will conduct a quarterly review of this information and update this information; as appropriate.

Definitions
1. **Associated Person** shall mean any individual undertaking the activities described within this document.

2. **Complaint** shall mean any written statement from a customer or any person acting on behalf of a customer alleging a grievance involving the activities of those persons under the control of NACo RMA LLC in connection with activities of the NACo RMA LLC.

3. **Compliance Responsible Person (CRP)** shall mean the person with the responsibility of implementing and reasonably ensuring compliance with all aspects of the supervisory procedures set forth in the Manual.

4. **Customers** shall mean managers of county employee benefits plans solicited by NACo RMA LLC.

5. **Lead Associated Person** shall mean the primary contact in each affiliated location.

6. **Qualified Designee** shall mean the person designated to perform compliance duties on the behalf of the CRP.

7. **Registered Municipal Advisor (RMA)** shall mean an entity that, for compensation (in any form), engages in the business of advising others, either directly or indirectly, of the advisability of investing in securities or exercising investment strategies.

8. **Solicitor** shall mean any person who, directly or indirectly, solicits any customer for, or refers any customer to, a Registered Municipal Advisor. Solicitors/Municipal Advisors also include firms and individuals that solicit business from municipal entities on behalf of broker-dealers, banks, other municipal advisors or investment advisors to secure certain types of investment banking, financial advisory or investment advisory work with municipal entities, such as public pension funds, 529 plans, local government investment pools and other state and local governmental entities or funds. These Solicitors/Municipal Advisors are sometimes referred as consultants, third-party marketers, placement agents or finders.
CODE OF ETHICS

NACo RMA LLC has the obligation to exercise its authority for the benefit of its customers, to place the interest of its customers first, and to refrain from having outside interests that conflict with the interests of its customers. NACo RMA LLC must avoid any circumstances that might adversely affect or appear to affect its duty of complete loyalty to its customers.

All supervisory procedures have been established to ensure that NACo RMA LLC conducts its business with the highest level of ethical standards and in keeping with its fiduciary duties to its customers.

Standards of Conduct and Compliance With the Laws
All Associated Persons of NACo RMA LLC are required to adhere to this code of ethics which sets forth a standard of business conduct. This code of ethics is designed to educate Associated Persons, protect the reputation of NACo RMA LLC, and guard against violating the securities laws. It also sets forth the standards of conduct for Associated Persons; provisions reasonably designed to prevent access to material nonpublic information.

NACo RMA LLC is subject to the federal securities laws, specifically the provisions of the Dodd-Frank Act rules adopted hereunder and the additional requirements as listed below. NACo RMA LLC shall maintain the privacy of its customers, and retain any privileged information it may inadvertently obtain.

Customer Suitability
NACo RMA LLC and its Associated Persons shall only recommend NRS services to those customers that NACo RMA LLC and its Associated Persons have a reasonable basis for believing are suitable for a customer, based upon the customer's particular situation and circumstances. State and local governments, as well as, federal agencies, by definition, are suitable entities for present and contemplated services of NACo RMA LLC. Prior written approval is required for any solicitation of any entity that is not under this definition.

Confidentiality of Customer Information
NACo RMA LLC does not have access to nonpublic information. If in the event such information is inadvertently provided to NACo RMA LLC, the following procedures will be implemented and followed:

NACo RMA LLC will restrict access to nonpublic personal information about a customer to those Associated Persons who need to know such information to provide services to its customers. Any Associated Person who is authorized to have access to nonpublic personal information will be required to keep such information in a location that is secured and locked. All electronic or computer files containing such information shall be password secured and firewall protected to restrict access by unauthorized persons. Any conversations regarding nonpublic personal information, if appropriate at all, must be conducted in private. Associated Persons must exercise caution to avoid any unauthorized persons from overhearing or intercepting such conversations.
Conflicts of Interest
NACo RMA LLC has a duty to disclose potential and actual conflicts of interest to all customers and potential customers. All Associated Persons have a duty to report potential and actual conflicts of interest to the CRP.

Protection of Material Nonpublic Information
NACo RMA LLC does not have access to nonpublic information. If in the event such information is inadvertently provided to NACo RMA LLC, access to material nonpublic customer information is restricted to a “need to know” basis.

Personal Securities Trading
Because NACo RMA LLC does not recommend securities or investment strategies to its customers, Personal Securities Trading reports are not required.

Trading on Nonpublic Information
All Associated Persons are prohibited from engaging in any securities transaction for their own benefit or the benefit of others, including any customers, while in possession of material, nonpublic information concerning such securities.

Information in a covered person’s possession that is identified as material and nonpublic may not be communicated to anyone, including persons associated with NACo RMA LLC, except to the CRP. In addition, care must be taken that such information is secure.

Reporting of Violations
Prompt internal reporting of any violation of NACo RMA LLC’s Code of Ethics is required. Reports of violations are to be made to the CRP. Reports may come from violators themselves, as would be likely in the case of inadvertent and some technical violations of the code of ethics, or may come from others within the NACo RMA LLC who learn of any fellow Associated Persons’ inappropriate actions.

Acknowledged Receipt of Code of Ethics
Each Associated Person will be provided with a copy of the code of ethics and any amendments and will acknowledge receipt of those copies in writing.

Other Code of Ethics Issues
The Code of Ethics will be reviewed annually and updated as needed.

Penalties for violating the Code of Ethics will be based on the severity of the violation and can include a letter of reprimand, fines or dismissal.

Since there are numerous activities that might breach these prohibitions, it is beyond the scope of this Manual to attempt to identify and specifically prohibit each of them. Common sense and an awareness of Associated Person’s duties should prevent inappropriate activities. Anyone who has questions about a particular transaction, act or practice should consult the CRP.
FIDUCIARY STANDARDS

While the Dodd-Frank Act imposes a fiduciary obligation on municipal advisors acting on behalf of their municipal entity customer, NACo RMA LLC is not required to exercise a fiduciary duty when soliciting municipal entities on behalf of unrelated third parties (in such capacity, a “Solicitor”).

NACo RMA LLC is, however, subject to MSRB Rule G-17, that requires it to deal fairly with the municipal entities they solicit and not engage in conduct that is deceptive, dishonest, or unfair.

Prohibited Activities
It is unlawful for NACo RMA LLC and every person associated with it, using the mails or any means or instrumentality of interstate commerce:

- To employ any device, scheme, or artifice to defraud a customer or prospective customer;
- To engage in any transaction, practice, or course of business which defrauds or deceives a customer or prospective customer; or
- To engage in fraudulent, deceptive or manipulative practices.
COMPLAINTS

The CRP is responsible for ensuring that all written and electronically transmitted customer complaints are handled in accordance with all applicable laws, rules and regulations and in keeping with the provisions of this section.

For purposes of this section, a complaint shall mean, “any written statement of a customer or any person acting on behalf of a customer alleging a grievance involving the activities of those persons under the control of NACo RMA LLC in connection with the solicitation or execution of any transaction or the disposition of securities or funds of that customer”.

Handling of Complaints

All complaints, regardless of source subject and/or involved parties, must be immediately reported to the CRP. If the complaint relates to the conduct of an Associated Person, he/she may be required to provide a written statement.

For written complaints, the CRP will ensure the following procedures are undertaken:

- The CRP or a qualified designee will send an acknowledgement letter to the customer or his/her representative;
- A copy of the complaint is sent to the CRP for the customer complaint file; and
- NACo RMA LLC will maintain written evidence of the final disposition of the complaint.

The CRP will either investigate the complaint personally or refer it to another department, outside counsel, or other professional for investigation. A response letter will be sent to each complaining customer describing NACo RMA LLC’s position, and a copy of this letter will be filed with the original letter of complaint.

When an Associated Person is found to be in possible violation of a solicitation practices, the CRP will review the supervision that was afforded him/her by the Lead Associated Person. The supervisory procedures, as well as their implementation, will also be reviewed to determine why the conduct of the Associated Person was not detected during the normal supervisory review.

Associated Persons must notify the CRP immediately upon learning of the existence of a customer complaint, and provide all information and documentation in their possession relating to such complaint. Associated Persons are expected to cooperate fully with NACo RMA LLC and with regulatory authorities in the investigation of any customer complaint.

The CRP will promptly initiate a review of the factual circumstances surrounding any written complaint that has been received.
Record-Keeping Requirements
The CRP will maintain a separate file in the NACo RMA LLC home office for all customer complaints. At a minimum, such file will include the following information:

- Identification of each complaint;
- The date each complaint was received;
- Identification of each Associated Person servicing the account;
- A general description of the matter complained of;
- Copies of all correspondence involving the complaint; and
- The written report of the action taken with respect to the complaint.
REGISTRATION

NACo RMA LLC maintains and renews its municipal advisor registration on an ongoing basis with the SEC and MSRB for the NACo RMA LLC. The CRP shall ensure that NACo RMA LLC is at all times properly registered and licensed as required by applicable federal and state rules and regulations.

Withdrawal From Registration
In the event that NACo RMA LLC withdraws from registration with the SEC and MSRB, the CRP will ensure that Form MA-W is filed. The withdrawal will become effective upon such filing.

State Registration and Notice Filings
Based on the activities and the customer profile of NACo RMA LLC, individual state registration is not required. In the event NACo RMA LLC expands or amends its activities that would require state registration, relevant supervisory procedures will be developed, adopted and implemented.

Associated Person Registration
Currently, due to NACo RMA LLC’s activities and customer profile, Associated Persons are not required to maintain registration with regulatory authorities. In the event NACo RMA LLC expands or amends its activities that would require registration of each Associated Person, relevant supervisory procedures will be developed, adopted and implemented.

Filing Fees
The CRP is also responsible for ensuring payment of annual registration renewal fees.
BOOKS AND RECORDS

The CRP will be responsible for ensuring that books and records of the NACo RMA LLC are promptly and accurately prepared and maintained in accordance with the SEC Rule 17a-4 and MSRB Rules G-8 and G-9.

Required Records
At a minimum, NACo RMA LLC will establish and maintain the following books and records, in either paper or electronic format, that relate to its advisory activities.

General Records
- Disclosure Brochure, including all amendments;
- Copy of Annual Offer of Disclosure Brochure, including the mailing list and a list of those who requested copies;
- Registered Municipal Advisor registration forms;
- Evidence of delivery of Privacy Notice, including the mailing list;
- Copies of the Written Supervisory Procedures, including amendments;
- Advertising File;
- Solicitors’ Disclosure Documents;
- Solicitors’ Agreements; and
- Complaint file.

Corporate and Financial Records
- Operating Agreement;
- Minute Books;
- All written agreements pertaining to its operations, i.e., leases, employment contracts;
- Balance Sheet and Income Statement prepared monthly;
- All supporting journals and subsidiary ledgers;
- Trial balances and internal audit work papers;
- Bank statements, canceled checks and reconciliations; and
- Bills or statements both paid and unpaid.

Other Records
- Copies of all executed contracts;
- Copies of all solicitor agreements;
- Copies of outgoing written customer communications (including faxes, e-mails and all other forms of written communication) pertaining to advisory activities, and all other matters pertaining to customers’ accounts;
- Copies of all incoming customer written communications; and
- All other supporting documentation.

Retention Requirements
The CRP will ensure that all records referenced in this section are retained for a period of not less than six (6) years. NACo RMA LLC will maintain required NACo RMA LLC and customer books and records in the home office for the current year and the year immediately preceding and in a readily accessible location for not less than four (4) years prior.
Written Supervisory Policies and Procedures

NACo RMA LLC may elect to retain some or all required books and records in electronic format. The CRP is responsible for safeguarding these records from loss, alteration, or destruction. The CRP is also responsible for limiting access to the records to authorized personnel and to insure that all electronic copies of non-electronic originals are complete, true, and legible.

For records that are being maintained electronically, the CRP will take the following precautionary measures:

- Maintain a duplicate backup copy of electronically stored books and records at an off-site location;
- Notify the proper regulatory authority of the method used to store books and records and the backup location;
- Arrange and index the records to permit immediate location of a particular record;
- At all times be ready to promptly provide a copy or printout to an examiner;
- Exclusively use a non-re-writable, non-erasable format;
- Verify the quality and accuracy of the storage media recording process;
- Serialize the original storage media and time-date the information for the required period of retention;
- Maintain the capacity to readily download indexes and records preserved on the media;
- Maintain available facilities for the immediate and easily readable projection or production of the records;
- Implement an audit system providing for accountability regarding record inputting; and
- Establish such other appropriate procedures as are necessary for reproducing, maintaining and accessing electronically stored books and records, including reasonable safeguards to protect against loss, alteration or destruction.

Security Procedures

NACo RMA LLC has established the following procedures to safeguard the confidentiality of electronic records.

- NACo RMA LLC business must be conducted on business quality computers that require authentication for users to gain access.
- Computer monitors must be appropriately positioned to ensure maximum confidentiality. Privacy screens should be used on monitors in cases where monitor displays can still be visible to unauthorized persons.
- Desktop display screens should be locked every time the user leaves a computer unmonitored.
- Associated Persons’ computers must have adequate protection to reduce the likelihood of data breaches. Computers must have industry standard antivirus and antispyware software that are updated to get the latest definitions a least every fifteen (15) days.
- Any suspicious computer activity that suggests a possible computer breach, or that data was compromised, must be reported to the CRP. If there is reasonable suspicion of an ongoing breach, the computer must be disconnected from the network to stop the exposure, until further action can be taken.
• In the event of an electronic audit, or at any time deemed appropriate by the CRP, he or she will have access to all electronic data compiled by all users. Associated Persons must make their computers available for inspection to ensure compliance with the requirements of this document.
• Computer network and email accounts for terminated users will be shut down on the day the associated relationship with NACo RMA LLC ends.
• The CRP or designee will provide sufficient notice to allow for timely account set up for new Associated Persons and for timely account disassociation for departing persons.
• All electronic documents that were controlled by departing Associated Persons will continue to be stored to comply with the six (6) year retention requirement.
• Upon designation as an Associated Person and on an annual basis thereafter, each Associated Person of NACo RMA LLC is required to sign an acknowledgement that he/she understands and agrees to comply with these procedures.

ADVISORY AGREEMENTS

NACo RMA LLC and its Associated Persons do not enter into advisory agreements with individual participants/investors. The soliciting activities are limited to introducing managers of county governments and county agencies to the employee benefit plans offered by NRS.

For some customers NACo RMA LLC enters into administrative agreements reflecting its role as a solicitor. The CRP is responsible for monitoring such agreements, as well as compliance with applicable record keeping requirements.

Currently, NACo RMA LLC has not entered into solicitation agreements with any other party(ies).

Supervisory Review and Record Retention
All advisory agreements, contracts, and advisory fee schedules will be approved by the CRP. The CRP will maintain copies of each advisory agreement for a period of six (6) years from the termination date of the agreement.
CUSTOMER ACCOUNTS

Proxy Voting
Because NACo RMA LLC does not engage in securities transactions, proxy voting is not an issue. NACo RMA LLC will not vote proxies on behalf of advisory customers.

Accounts Subject to ERISA
NACo RMA LLC does not engage in advisory services related to ERISA accounts.

Directed Brokerage and Soft Dollar Arrangements
NACo RMA LLC has not entered into any soft dollar arrangements.

Custody of Customer Assets
NACo RMA LLC does not take custody of customer funds or securities.

DISCLOSURE REQUIREMENTS

The CRP is responsible for ensuring that NACo RMA LLC meets the disclosure requirements of the SEC and MSRB. The information contained in this section is used as a guideline for determining what should be disclosed, how it should be disclosed, and when it must be disclosed.

Brochure Rule
All customers of NACo RMA LLC must be furnished with a copy of the NACo RMA LLC Disclosure Brochure as follows:

Initial Delivery
The Disclosure Brochure must be delivered prior to, or at the time of solicitation. The CRP will maintain dated versions of each Disclosure Brochure in order to identify the version in use at any given time.

Annual Delivery
On an annual basis, NACo RMA LLC will offer to deliver to each customer, without charge, a copy of the current Disclosure Brochure. NACo RMA LLC will mail, within seven (7) business days, a copy of the current Disclosure Brochure to any customer who requests this disclosure document.

Delivery of a requested Disclosure Brochure may be completed in an electronic format (e.g. email) providing that:

• The customer is capable of receiving delivery in such a manner;
• NACo RMA LLC receives written consent from the customer that he/she wishes to receive delivery of the annual offer to deliver, as well as the actual delivery via e-mail;
• NACo RMA LLC requests a “read” confirmation and receives such confirmation from the customer, and
• A copy of the “read” confirmation is maintained in the customer’s file.
NACo RMA LLC will maintain a file in the home office for each calendar year, which will include the following:

- A sample copy of the annual offer to provide the Disclosure Brochure;
- A copy of the Disclosure Brochure offered to customers for the subject year;
- A list of customers who requested a copy the Disclosure Brochure;
- Evidence that a copy of the Disclosure Brochure was provided within seven (7) business days to each customer who requested said disclosure.

**Disciplinary Disclosure**
The CRP will ensure that customers are advised concerning the material facts that relate to legal or disciplinary events that are material to an evaluation of the integrity of NACo RMA LLC. If applicable, specific disclosure will be made to customers or prospective customers of the occurrence of the following events:

1. **Criminal and Civil Court Proceedings**
   a. NACo RMA LLC has been permanently or temporarily enjoined from engaging in investment-related activities; or
   b. NACo RMA LLC, or any member of senior management, has been convicted of, or has pleaded guilty or nolo-contendere, to a felony or misdemeanor involving an investment related statute, fraud, making false statements, omissions, wrongful taking of property, bribery, forgery, counterfeiting, or extortion.

2. **Regulatory Proceedings**
   a. NACo RMA LLC or an Associated Person caused an investment-related business to lose its authorization to conduct business or was found to have violated a statute and was subject to an action denying, suspending, or revoking its ability to do business; or
   b. NACo RMA LLC or an Associated Person was fined in excess of $2,500 in a self-regulatory proceeding.

NACo RMA LLC will make any disclosures regarding the above events, if applicable, for a period of ten (10) years from the date of the event.

**Financial Disclosures**
NACo RMA LLC does not exercise discretion for any customer and does not accept fees directly from customers. However, the CRP is aware of the following financial disclosure requirements:

The RMA must disclose any facts or circumstances, which might reasonably impact its ability to meet its contractual commitments to customers, under the following circumstances:

- The RMA has taken discretionary authority over or custody of customer assets; or
- The RMA has received a pre-payment of fees of more than $500 and more than six (6) months in advance.

Examples of information that must be disclosed include the likelihood of bankruptcy or insolvency or an event that would occupy the time of management personnel so that the ability to manage customer needs would be impaired.
NACo RMA LLC does not take custody of customer assets and does not accept the prepayment of fees from customers of more than $500 more than 6 months in advance.

If in the event a check from a customer is inadvertently delivered to NACo RMA LLC, the check will be immediately returned.

Privacy Notice
NACo RMA LLC has developed the “Notice of Privacy Policy” (Notice) to be given to customers. This Notice outlines NACo RMA LLC’s policies and practices regarding how and when NACo RMA LLC discloses nonpublic personal information, as well as its security procedures in handling such information.

It is the policy of NACo RMA LLC not to obtain nonpublic information. However, if such information is inadvertently provided to NACo RMA LLC, it will not share such information with third parties. Therefore, there is no need for NACo RMA LLC customers to direct it to withhold such information from non-affiliated companies, i.e., no “opt out” election is necessary.

Each year NACo RMA LLC will provide the Privacy Notice to all NACo RMA LLC customers. The CRP is responsible for compliance with SEC 17 CFR Part 248 - Regulation S-P (Privacy of Consumer Financial Information) and will verify proper delivery of this Notice.

Electronic Delivery
NACo RMA LLC may deliver the following disclosure information to customers, using electronic formats approved by the CRP:
- Disclosure Brochure;
- Privacy Notice; and
- Such other types of disclosure information as permitted by current laws, rules and regulations.
FEES AND COMPENSATION

Advisor Compensation
NACo RMA LLC acts as a third party marketer/solicitor. NACo RMA LLC does not charge customers fees. NACo RMA LLC currently has a contractual arrangement with NRS. NRS pays NACo RMA LLC fees that are negotiated with NRS for NACo RMA LLC’s solicitation of NRS’s services. In which NRS pays negotiated fees to NACo RMA LLC for its third party solicitation of NRS’ services

Associated Person Compensation
Any special compensation arrangement between an Associated Person and NACo RMA LLC that could present a conflict of interest with the customer such as bonuses must be disclosed to the customer. Any economic benefit received from a non-customer in connection with providing any advisory services will be disclosed to the customer in the Disclosure Brochure.

The CRP is responsible for determining that all customer disclosures pertaining to compensation of NACo RMA LLC and/or its Associated Persons are made in accordance with these written procedures and the required Disclosure Brochure. The following procedures have been implemented by the CRP in this regard:

- Any contemplated compensation arrangement between a customer or issuer of securities and an Associated Person must be submitted to the CRP in writing for approval. If the arrangement is not approved by the CRP, the Associated Person is prohibited from entering into the agreement.

Fee Disclosures
Fee disclosures are provided in the Disclosure Brochure.

Solicitor Disclosures
NACo RMA LLC may enter into arrangements that provide for the payment or receipt of solicitor fees.

The CRP is responsible for implementing a referral fee program that is in compliance with SEC Rule 206(4)-3 regarding solicitors. Also, solicitors may be subject to registration as an Associated Person in states where NACo RMA LLC utilizes solicitors.
Payment of Solicitor Fees
NACo RMA LLC may, from time to time, pay referral fees to finders or solicitors for obtaining new customers. Such arrangements must be in the form of a written agreement and the solicitor must not be subject to a statutory disqualification. The required disclosure depends on the type of solicitation, as follows:

- Impersonal Services Only - Includes investment advice not intended to meet the investment objectives or needs of specific individuals or accounts. No specific disclosure is required.
- Affiliated Solicitor - If the NACo RMA LLC is using an affiliated solicitor who is offering personalized advisory services, the nature of the relationship must be disclosed but no disclosure of the specific terms of the agreement is required.
- Unaffiliated Solicitor - If the NACo RMA LLC is using an unaffiliated solicitor, full disclosure of the relationship must be made including the amount of compensation the solicitor will be paid. In addition, the customer must sign a written acknowledgment showing that the solicitor's disclosure was received.

Soft Dollars
NACo RMA LLC does not have any soft dollar arrangements. In the event NACo RMA LLC does enter into such an arrangement, the CRP will review all soft dollar arrangements on a regular basis, but not less often than annually, to ensure compliance with all applicable securities laws, rules, and statutes.

Gifts and Gratuities
Gifts (other than de minimus gifts, which are usually defined as having a value under $100.00) should not be accepted from persons or entities doing business with NACo RMA LLC. The receipt of any gift by any Associated Person of NACo RMA LLC must be reported to the CRP and detailed in the Gifts and Gratuities Log. The CRP will review this Log, as well as the annual acknowledgements signed by the Associated Persons, on an annual basis.

Associated Person Acknowledgement
Upon hiring and on an annual basis thereafter, each Associated Person of the NACo RMA LLC will be required to sign an acknowledgement that he/she understands and agrees to comply with the procedures set forth in this section.
INSIDER TRADING

The Insider Trading and Securities Fraud Enforcement Act of 1988 (ITSFEA) specifies that every advisor is required to establish, maintain, and enforce written policies and procedures reasonably designed to prevent the misuse of material, nonpublic information by the advisor or any person affiliated with the advisor.

Statement of Policy

No person to whom this Statement on Insider Trading applies, including officers, members of the NACo RMA LLC Board of Managers and Associated Persons of NACo RMA LLC may trade, either personally or on behalf of others while in possession of material, nonpublic information; nor may any officer, or director of NACo RMA LLC communicate material, nonpublic information to others in violation of the law. This conduct is frequently referred to as “insider trading.” This policy applies to every officer, director, and Associated Person of NACo RMA LLC and extends to activities within and outside their duties as an Associated Person of NACo RMA LLC. It covers not only personal transactions of covered persons, but indirect trading by family, friends and others, or the nonpublic distribution of inside information from you to any other Associated Person. Every Associated Person must read and retain this policy statement. Any questions regarding the policy and procedures should be referred to the CRP.

It is the policy of NACo RMA LLC that no Associated Person may:

- Trade, either personally or on the behalf of others on the basis of material nonpublic information; or
- Communicate material nonpublic information to others in violation of the law—conduct that is commonly called “insider trading.” This policy applies to every associate and extends to activities both within and outside of their NACo RMA LLC duties. Each such Associated Person must read this policy statement and acknowledge his or her understanding of it.

The term “insider trading” is not defined in the federal securities laws, but generally is used to refer to the use of material nonpublic information to trade in securities (whether or not one is an “insider”) and to the communication of material nonpublic information to others. The law concerning insider trading is generally understood to prohibit trading by an “insider” while he or she is in possession of material nonpublic information if the information either was disclosed to the non-insider in violation of an insider’s duty to keep it confidential or was misappropriated; and to prohibit communicating material nonpublic information to others in violation of one’s duty to keep such information confidential.

The elements of insider trading and the penalties for it are discussed below. If, after reviewing this policy statement, you have any questions you should consult the CRP.
An insider includes officers, directors, and Associated Persons of NACo RMA LLC. In addition, a person can be a “temporary insider” if he or she enters into a special confidential relationship in the conduct of a company’s affairs and as a result is given access to information solely for the company’s purposes. A temporary insider can include certain “outsiders” such as, among others, a company’s attorneys, accountants, consultants, bank lending officers, and the Associated Persons of such organizations.

Material Information is defined as, “any information which has not been publicly disseminated and which a reasonable investor might consider important in making an investment decision. Information that is likely to be deemed “material” includes, but is not limited to, the following:

- Dividend increases or decreases;
- Earnings estimates or material changes in previously released earnings estimates;
- Significant expansion or curtailment of operations;
- Significant increase or decline in revenues;
- Significant merger or acquisition proposals or agreements, including tender offers;
- Significant new products or discoveries;
- Extraordinary borrowing;
- Major liquidation;
- Liquidity problems;
- Extraordinary management developments; and
- Purchase and sale of substantial assets.

Nonpublic Information is defined as “information that is not available to investors in general.” Information is generally public when it is included in reports filed with the SEC or press releases issued by the issuer of the securities, or reference to such information in publications of general circulation such as The Wall Street Journal or The New York Times. In general, information may be presumed to have been made available to investors after two business days from the formal release of such information.

Insider Trading Procedures
The nature of NACo RMA LLC’s business activities is such that it does not furnish any information related to securities, equities, industries, merger/acquisition activity, research or any other specific information that may lead to an Associated Person gaining nonpublic information. However, in the event nonpublic information is disclosed to a NACo RMA LLC Associated Person, the following procedures have been adopted to ensure proper handling of such information.

The following procedures have been established to aid the officers, directors, and Associated Persons of NACo RMA LLC in avoiding insider trading. Every Associated Person must follow these procedures or risk serious sanctions, including dismissal, substantial personal liability and criminal penalties. Any questions regarding these procedures should be referred to the CRP.

All officers, directors and Associated Persons are prohibited from trading, either personally or on behalf of others, on material nonpublic information or communicating material nonpublic information to others. The Statement of Policy on Insider Trading must be read and signed by every officer, director, and Associated Person. Covered persons should direct any questions regarding this policy to the CRP.
Identifying Inside Information
Any time an Associated Person thinks he/she may have inside information about a company, before any trades are made in that company’s securities, either personally or for others (including NACo RMA LLC customers), and before he/she advises anyone to trade, in that company’s securities, the Associated Person should consider the following questions:

- *Is the information material?* Is this information that an investor would consider important in making his/her investment decisions? Is it information that would substantially affect the market price of the securities if generally disclosed?
- *Is the information nonpublic?* To whom has this information been provided? Has it been effectively communicated to the marketplace by appearing in publications of general circulation?

If, after asking these questions, the Associated Person believes the information is material and nonpublic, or if the Associated Person has any questions as to whether the information is material and nonpublic, the following steps should be taken:

- Report the matter immediately to the CRP;
- Do not purchase or sell the securities personally or on behalf of others including investment companies, collective investment funds, common trust funds or other accounts managed or advised by NACo RMA LLC;
- Do not communicate the information inside or outside NACo RMA LLC, other than to the CRP;
- Upon review, the CRP will provide instructions and guidance.

Restrictions
Information in possession of an Associated Person that he/she identifies as material and nonpublic may not be communicated to anyone, including persons within NACo RMA LLC, except as otherwise provided in these procedures. In addition, Associated Persons should take steps to keep such information secure. For example, files containing material nonpublic information should be sealed and access to computer files containing material nonpublic information should be restricted.

Resolving Insider Trading Issues
If, upon consideration of the factors described in the paragraph entitled “Identifying Inside Information” above, the Associated Person is still not sure whether information is material or nonpublic, or if he/she remains unsure about whether or how these procedures apply to the situation, or about the propriety of any action, he/she must discuss the situation with the CRP before trading or communicating the information to anyone.
**Prevention Procedures**

In an effort to prevent insider trading from occurring, the CRP will:

- Design an appropriate educational program and provide educational materials to familiarize officers, directors, and Associated Persons with the Insider Trading policy;
- Answer questions and inquiries regarding the Insider Trading policy;
- Review the Insider Trading policies annually and update as needed to reflect regulatory and industry changes;
- Resolve issues as to whether information received by an officer, director or Associated Person constitutes material and nonpublic information;
- Meet with all Associated Persons at least annually to review the Insider Trading policy; and
- If necessary, physically separate the departments which regularly receive confidential material, including the separation of record-keeping and support systems.

Upon determining that an officer, director or Associated Person has possession of material nonpublic information, the CRP will:

- Implement measures to prevent dissemination of such information; and
- Restrict officers, directors and Associated Persons from trading on any affected securities.

Immediately upon learning of a potential insider trading violation, the CRP will prepare a written report detailing the situation and if appropriate, recommendations for further action.

**Annual Review**

On an annual basis, the CRP will:

- Review and evaluate the details of any investigation, either internal or by a regulatory agency, of any suspected insider trading and the result of such investigation; and
- Evaluate the current procedures and any recommendations for improvement.

**Record Keeping Requirements**

The CRP will ensure the following records are maintained in an accessible place:

- A copy of this Statement of Policy on Insider Trading;
- A record of any violation of these procedures for the most recent six (6) years and a detailed synopsis of the action taken in response;
COMMUNICATIONS WITH THE PUBLIC

The CRP is responsible for the overall compliance with the policies of NACo RMA LLC and all regulatory requirements regarding communications with the public, including advertisements and correspondence.

Name Disclosure
NACo RMA LLC shall disclose its identity in correspondence and advertising in a manner, which reflects its licensed status. Advertisements will include the identity of NACo RMA LLC and if an Associated Person is named in the advertisement, the relationship of that person to NACo RMA LLC will be disclosed.

Prohibited Titles
The SEC prohibits any Associated Person from using the following title “Investment Counsel” unless:
- The person’s principal business is acting as an investment advisor; and
- A substantial portion of their business consists of providing investment supervision.

In addition, an Associated Person may not use the title “Registered Municipal Advisor” after his/her name in any public communication.

Advertising
An advertisement is generally defined as any written communication directed to more than one person, or any notice or announcement in any publication or by radio, television, or electronic media, which offers:
- Any analysis, report or publication concerning securities, or which is to be used in making any determination as to when to buy or sell any security, or which security to buy or sell, or;
- Any graph, chart, formula or other device to be used in making any determination as to when to buy or sell any security or which security to buy or sell; or
- Any other advisory services.

This broad definition includes standardized forms, form letters, NACo RMA LLC brochures, or any other material designed to maintain existing customers or to solicit new customers.

Material Not Deemed Advertising
In accordance with guidance published by the SEC, the following are not deemed advertising:
- Oral communications other than those in radio or television broadcasts; and
- Written communications to NACo RMA LLC’s existing customers; unless, “the context in which the past specific recommendations are presented by the advisor to an existing customer suggests the purpose of the communication is to offer advisory services.”
Supervisory Review
The CRP is responsible for the review and pre-approval of all NACo RMA LLC advertising. The CRP will date and initial each item reviewed to evidence his/her approval or disapproval.

At a minimum, all advertisements and all documents and supporting records included in any advertising containing performance figures will be maintained for not less than six (6) years from the end of the fiscal year in which the performance advertisement was last published.

General Standards
The SEC regulates RMA advertising and generally prohibits RMAs from making any untrue statement of a material fact or any statement that is otherwise false or misleading. In reviewing advertising, consideration will be given to the potential effect of an advertisement on individuals who are sophisticated and unsophisticated in investment matters.

Charts, Graphs, and Formulas
Advertisements must not be written in any manner that may suggest, in any way, that any graph, chart, formula, or other device offered can, by itself, guide the investor as to what securities to buy or sell or when to buy or sell them. If an advertisement represents that a graph, chart, formula, or other device can assist an investor with stock selection or timing decisions, then it must prominently disclose the limitations and difficulties regarding its use.

Reference to Free Services
An advertisement may not include any representation that a service will be provided free of charge unless there is in fact no condition or obligation.

Testimonials
A testimonial is defined as any favorable statement made by a current or former advisory customer. The Investment Advisors Act of 1940 generally prohibits the use of testimonials of any kind in RMA advertising. However, the following are exceptions to this prohibition:

- A bona fide, third-party report, even if a third party is paid to verify its performance; and
- A list of advisory customers provided that:
  - Each customer has consented to the use of their name in the advertisement;
  - Performance-based data was not used to determine which customers to include on the list;
  - Each list includes the disclaimer, “it is not known whether the listed customers approve or disapprove of the RMA or the advisory services provided”, and
  - Each list includes disclosure about the objective criteria used to determine which customers were included on the list.
Use of Performance Data
Advertising that compares performance to an index should include performance based on a relevant and meaningful index and, where performance is superior, the advertisement should note any special factors leading to this performance.

With respect to advertising that includes performance results, avoid such performance results from being deemed misleading.

Hedge Clauses
Under no circumstances shall any legend, condition, stipulation or provision be written so as to create, in the mind of the customer, a belief that they have given up some or all of their legally entitled rights or protections. Additionally, NACo RMA LLC shall not use any hedge clause that would seek to relieve it from compliance with any securities or advisory laws.

Advertisements distributed by the NACo RMA LLC may contain hedge clauses or legends that pertain to the reliability and accuracy of the information furnished. The following disclosure must be provided when using hedge clauses: "The information contained herein has been obtained from sources believed to be reliable but the accuracy of the information cannot be guaranteed."

Forums and Speaking Engagements
Seminars and speaking engagements are considered communications with the public and must be approved by the CRP. To obtain approval from a CRP for a seminar or speaking engagement, the Associated Person must provide the following information:

- Date of event;
- Time;
- Location;
- Script or presentation outline;
- Copies of all handouts and/or slides, if applicable;
- Copy of invitation;
- List of invitees;
- Identification of engagement presenters (i.e., name, company affiliation, etc.);
- Copy of any agreements for cost sharing with third party;
- Fees paid to NACo RMA LLC and/or Associated Persons, if any; and
- Fees paid by attendees, if any.

Speeches or lectures to public or private groups should be generic and educational in nature. Any sales literature should be provided on a request basis and not distributed to all participants.

Following the seminar, the Associated Person will provide the CRP copies of all materials used and identify the attendees or attendee groups. A copy of the approval will be sent by the CRP to the Associated Person for their files.

Seminar materials that do not discuss specific products, must meet the standards for generic advertising. This type of material will require the disclosure language. All seminar materials require approval from the CRP.
Correspondence
The CRP is responsible for ensuring that all incoming and outgoing correspondence is in compliance with applicable laws, rules and regulations governing the activities of NACo RMA LLC. This section outlines the policies regarding incoming and outgoing correspondence.

Incoming Correspondence
All correspondence received in the home office will be reviewed by the CRP or his qualified designee prior to distribution.

Incoming correspondence received in the affiliated locations shall be reviewed by the Lead Associated Person of the office and maintained for inspection during the routine office review.

The following procedures were developed to ensure the proper handling of all incoming correspondence including customer complaints, and regulatory matters:

- Customer complaints will be immediately forwarded to the CRP; and
- Incoming correspondence from a state or federal regulatory authority will be forwarded to the CRP immediately upon receipt.

Outgoing Correspondence
Associated Persons must use only NACo RMA LLC electronic systems for email communications and data storage for NACo RMA LLC matters. Any correspondence pertaining to the NACo RMA LLC’s business and directed to NACo RMA LLC customers or prospective customers must be reviewed and approved by the CRP or his qualified designee in advance of distribution.

Copies must be retained in a separate file. NACo RMA LLC letterhead may not be used for personal correspondence. At a minimum, outgoing correspondence should be reviewed for the following:

- There are no misrepresentations;
- That only publicly disseminated information is included; and
- All appropriate disclosures are made.

Record-Keeping and Supervisory Review
The CRP or a qualified designee must approve all NACo RMA LLC outgoing correspondence. Separate incoming and outgoing correspondence files will be maintained in the home office and in each affiliated location. Copies of outgoing correspondence with evidence of approval will be maintained in the home office as well as the affiliated location from which it originated. The originals of all incoming correspondence will be maintained in the files of the recipient, with copies in the home office.

Electronic Communications
All NACo RMA LLC websites and bulletin board use is considered advertising and communications and must be approved prior to first use. The CRP will monitor NACo RMA LLC Internet use by Associated Persons and will approve any exception to the stated policy, in writing.
The following rules apply to the use of the Internet by all Associated Persons:

- All electronic communications pertaining to the NACo RMA LLC’s business must be reviewed and approved by the CRP;
- Associated Persons are not allowed to participate in “chat rooms” regarding NACo RMA LLC business; and
- All downloaded files must be scanned for viruses immediately upon receipt.

Copies of communications with the public that are effected via the Internet will be maintained in the appropriate correspondence or advertising files in both the home office and each appropriate affiliated location.

**Websites**

A website is considered advertising and advertising of NACo RMA LLC must be approved by the CRP prior to use. Information contained on a website referring to NACo RMA LLC and its advisory activities must remain current at all times. Information to be included on the websites must be resubmitted to the CRP for approval whenever a material change is made. Copies of the contents of each website pertaining to NACo RMA LLC must be printed, dated, and initialed by the CRP to evidence approval.

At a minimum, NACo RMA LLC’s website must contain the following disclosure language:

- Past performance may not be indicative of future results.
- No person or entity should assume that any information presented and/or made available on this website serves as the receipt of, or a substitute for, personalized individual advice from an investment professional.

**Bulletin Boards**

Postings made to electronic bulletin boards to solicit business are considered advertising. Therefore, this material must be pre-approved by the CRP. Bulletin board postings must be printed, dated, and initialed by the CRP to evidence approval.

The following restrictions/requirements also apply to email communications:

- Licensing requirements necessary for public communications apply to email;
- Email communications sent should contain the most recent information available;
- Email concerning NACo RMA LLC services or other NACo RMA LLC related business may NOT be sent from a home computer and/or using non-company sponsored electronic communications;
- Threatening, harassing or otherwise inappropriate email received by any Associated Person must be reported to the CRP;
- Unauthorized dissemination of proprietary information is prohibited;
- References and/or links to websites may be a form of advertising and therefore require approval by the CRP prior to use; and
- Downloaded files, including email attachments, must be scanned for computer viruses immediately upon receipt.
Supervising Electronic Mail
The CRP will monitor electronic mail supervisory procedures as follows:
- Customer complaints will be handled as per NACo RMA LLC’s complaint procedures;
- Action regarding inappropriate and/or questionable communications by an Associated Person will include referring the matter to the CRP, direct contact with the Associated Person who sent or received the communication, and disciplinary action, as appropriate.
- The CRP may, at his/her discretion, conduct an electronic audit of an Associated Person’s computer to determine the types of computer files retained.

Electronic-Mail Policy Violations
When a message is discovered to be in violation of NACo RMA LLC’s policy, the CRP may take one or more of the following actions:
- Review the Associated Person’s file to determine if there have been other violations and whether the Associated Person has responded appropriately;
- Send notification to the Associated Person, with a copy to his/her supervisor, of the violation including names of the sender and recipient; date/time of message; subject line; and size/name of attachment, if applicable. Any prior violations will also be noted for the Associated Person and supervisor’s information;
- Send a copy to the supervisor’s supervisor if there is a repeat problem and it does not appear an appropriate response was provided for prior violation(s);
- Determine disciplinary action, if any;
- Retain a record of notification to the Associated Person and any action taken in the appropriate file; or
- Where there is a history of violations, an electronic audit of the Associated Person’s computer files may be conducted to determine the content of information retained.

Failure to Comply
Failure to comply with this electronic communication policy may lead to disciplinary action. Non-compliance may generate one or more of the following:
- Oral and/or written warning or notification of violation communicated to the personnel involved and their supervisor;
- Suspension of electronic mail privileges temporarily or permanently, depending on the severity of the violation;
- Messages may be blocked or rejected if the message contains inappropriate content;
- Written warning to the Associated Person’s file;
- Suspension from work;
- Education course related to the infraction, and paid for by the Associated Person;
- Regulatory discipline or censure; or
- Termination of employment.
**Electronic Mail**
Electronic mail (email) received from, or delivered to, a single individual is subject to the same requirements as other correspondence. The following information must be included on all outgoing email:
- Name of the NACo RMA LLC;
- Department/affiliated address and phone number;
- Name of sender; and
- Email address of sender.

**Electronic Storage**
The NACo RMA LLC has elected to retain some or all required books and records in electronic format. NACo RMA LLC has engaged Live Office LLC to provide regulatory compliant, electronic data management. All email is archived by Live Office LLC for six (6) years. Live Office’s enterprise-class, web-based services address the demands of regulatory compliance, audit and eDiscovery, while alleviating the burden of message management, storage, security and business continuity, including migration of legacy data in accordance with the requirements of SEC Rule 17a-4.

The CRP reviews the mail stored/archived in order to ensure compliance with SEC Rule 17a-4.

The CRP is responsible for safeguarding these records from loss, alteration, or destruction. The CRP is also responsible for limiting access to the records by unauthorized personnel and to ensure that all electronic copies of non-electronic originals are complete, true, and legible.

**Instant Messaging**
NACo RMA LLC prohibits the use by any Associated Person of Instant Messaging to communicate with any person concerning NACo RMA LLC related matters.

**Inspections**
All of the activities conducted by a NACo RMA LLC Associated Person at any location are subject to the direct supervision of the CRP. The CRP or a qualified designee will visit each location at a frequency deemed appropriate to assure compliance with NACo RMA LLC’s procedures and regulatory requirements. At a minimum, each location will be inspected every thirty-six (36) months.

The purpose of the inspection will be to determine that all books and records are properly maintained. Any deficiencies will be noted in writing, and the office will be required to undertake prompt corrective action. Following each inspection, the CRP or his/her qualified designee will determine whether any Associated Person would benefit from special training, advice or counseling.

Inspections may be either announced or unannounced. An Associated Person may be chosen for an unannounced audit randomly due to the detection of red flags that suggest irregularities in the affiliated office. Red flags may include:
- Customer complaints; or
- The disciplinary history of the Associated Person;

The CRP will be responsible for maintaining the examination schedule (Schedule A). In determining the examination frequency for each location, the CRP will consider the type of activity and number of persons in the office.
**Annual Compliance Meeting**
At least annually, the CRP shall conduct a compliance meeting with each Associated Person, either individually or collectively, to discuss relevant compliance matters. This interview will be conducted either in person or via teleconferencing means.

NACo RMA LLC will maintain evidence of the annual compliance meeting in its file. At a minimum this will include an outline of the topics discussed and a list of participants documenting each Associated Person attending the meeting. The CRP is responsible for maintaining these records.

**Disclosures/Acknowledgments**
The CRP will be responsible for obtaining and maintaining annual signed acknowledgments or disclosures from each Associated Person regarding the following:
- Written Supervisory Procedures with Amendments;
- Insider trading;
- Gifts and gratuities; and
- Annual compliance meeting/interview.

**POLITICAL CONTRIBUTIONS**
Currently MSRB has not adopted rules regulating political contributions by Registered Municipal Advisors and their Associated Persons.

When/if MSRB enacts such rules, NACo RMA LLC will adopt and implement procedures that comply with such regulation.
### REGISTERED MUNICIPAL ADVISOR RECORDS REQUIREMENTS

<table>
<thead>
<tr>
<th>General Records</th>
<th>Description</th>
<th>Responsibility</th>
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</thead>
<tbody>
<tr>
<td>Journals and other records forming the basis of entries in any of the advisor’s ledgers, including cash receipts and disbursements.</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>General ledger reflecting assets, liabilities, capital, reserves, income and expenses</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Bank records, including check books, bank statements, canceled checks and cash reconciliations</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Bills and statements relating to the advisor’s business</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Trial balances, financial statements and internal audit working papers relating to the advisor’s business</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Written communications to and from customers</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Solicitor agreements</td>
<td>Compliance Responsible Person</td>
<td></td>
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<tr>
<td>Written agreements with customers</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Copies of each notice, circular, advertisement, newspaper article, investment letter, bulletin or other communication circulated directly or indirectly to ten (10) or more persons. If recommendations to purchase or sell a specific security and does not state the reasons for such recommendation, a memorandum indicating the reason for the recommendation.</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Advisor’s Disclosure Brochure and evidence of delivery to customers upon opening an account and annually thereafter.</td>
<td>Compliance Responsible Person</td>
<td></td>
</tr>
<tr>
<td>Solicitors’ disclosure statements and customer acknowledgments</td>
<td>Compliance Responsible Person</td>
<td></td>
</tr>
<tr>
<td>Accounts, books, working papers and other records substantiating prior performance claims</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Written compliance policies and procedures, including the advisor’s Code of Ethics</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Corporate formation and governance documents</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Business Continuity Plan and evidence of delivery to customers</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Privacy Policy and evidence of delivery to customers upon opening an account and annually thereafter.</td>
<td>Compliance Responsible Person</td>
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<td>AML Policy</td>
<td>Compliance Responsible Person</td>
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<td>Person</td>
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<tr>
<td>Associated Persons’ employment records</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Written communications from and to regulatory authorities</td>
<td>Compliance Responsible Person</td>
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</tbody>
</table>

**Electronic Communication**

<table>
<thead>
<tr>
<th>Description</th>
<th>Responsibility</th>
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<tbody>
<tr>
<td>Storage of data on indelible, non-rewriteable media</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Searchable index of all stored data</td>
<td>Compliance Responsible Person</td>
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<tr>
<td>Readily retrievable and viewable data</td>
<td>Compliance Responsible Person</td>
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Rule 17a-4 of the Exchange Act requirement for e-mail retention should include the following:

- Designating the investment advisor’s Compliance Officer as the CRP of the e-mail retention policy;
- Establishing a consistent, systematic and routine means of retaining e-mails sent and received by the NACo RMA LLC and its Associated Persons related to the required books and records in an original or electronic format;
- Ensuring that archived e-mails are adequately protected;
- Providing education and training programs for Associated Persons of the investment advisor; and
- Conducting an annual review of the e-mail retention policy.

**Frequency**

Generally, books and records are required to be kept on a “current” basis. With respect to primary business records, such as invoices and logs, the records should be created concurrently with the transactions or as soon as practicable thereafter. For secondary business records, such as ledgers, the records may be created as frequently as the business may require. As a small municipal advisor, NACo RMA LLC has a limited number of customers and may post data to secondary records at longer intervals than a larger municipal advisor with a greater number of customers. The SEC staff has generally taken the position that the meaning of “current”, particularly with respect to secondary business records, depends on the circumstances of the advisor’s business and the nature of the records being kept.

**Timing**

Records related to NACo RMA LLC’s corporate governance, such as articles of incorporation, code of regulations, stock certificates, and minute books, must be maintained continuously in the investment advisor’s office until termination of the business and in an easily accessible place for three (3) years after the termination.

All other records must be maintained for six (6) years from the end of the fiscal year during which the last entry was made on such record (in the investment advisor’s principal office for at
least the first two (2) years; they must be kept in an easily accessible place for the balance of the six (6) years.

**DESIGNATED SUPERVISORS**

The Designated Supervisor charged with the day-to-day supervision of the NACo RMA LLC:

- Peter Torvik, CRP
# SCHEDULE A

## INSPECTION SCHEDULE

<table>
<thead>
<tr>
<th>Location</th>
<th>Date Scheduled</th>
<th>Date of Inspection</th>
<th>Inspected By</th>
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EXHIBIT 1

LOCATION OF RECORD STORAGE AND DISASTER RECOVERY POLICY
EXHIBIT 2

ATTESTATION OF THIRD PARTY EMAIL ARCHIVAL PROCEDURES