Plan Service Report

VERMONT MUNICIPAL EMPLOYEES RET SYSTEM For Period Ended December 31, 2016

4th Quarter 2016

Platinum Services Plan Service Report



ICMA-RC's Platinum Commitment

Platinum Services Plan Service Report

ICMA-RC's Mission and Values Statement

We help public employees build retirement security.

We put clients first and serve them with excellence, integrity and leadership.

ICMA-RC's Service Commitment

At ICMA-RC, we recognize that our success is based on the quality of our relationships with employers and retirement plan participants. We know that the trust employers and their participants have in us is not to be taken lightly. Our customer-focused relationships are built on providing exceptional education, in good times and in bad, along with investment, retirement and plan administration solutions. We seek to maximize this experience by providing the best possible service, quality and value to plan sponsors and their employees as they build retirement security. We call this commitment Platinum Services.



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IMPORTANT NOTICE: If your plan makes available VT Funds, note that VT Funds invest either in collective investment funds or underlying third party mutual funds. Data presented on the VT Vantagepoint Funds is for the funds in which your plan invests and is inclusive of all fees. Data presented on VT Funds that invest in third party underlying mutual funds of other fund companies is for the underlying fund and also is inclusive of all fees. Reference to such underlying non-performance data by VT Funds is for reference only and NOT reflective of the returns of the corresponding VT Funds.

I. Investment Due Diligence Review

4th Quarter 2016

Platinum Services Plan Service Report

Past performance is no guarantee of future results.

Please read Making Sound Investment Decisions: A Retirement Investment Guide and the accompanying VantageTrust Fund Fees and Expenses document ("Guide") carefully for a complete summary of all fees, expenses, investment objectives and strategies, and risks before investing. For a current Guide, contact ICMA-RC by calling 800-669-7400 or log into your account at www.icmarc.org.



Fourth Quarter Economic Review

Platinum Services Plan Service Report

RETIREMENT SECURITY

Economic Commentary

The U.S. economy accelerated its recent expansion halfway through 2016. Labor market data indicated ongoing strength in terms of job creation and lower levels of unemployment. Manufacturing and non-manufacturing activity gauges both showed strong growth through the quarter. Data on housing, retail sales, vehicles, and consumer sentiment were all consistently strong, while consumer inflation rose, but remained below the U.S. Federal Reserve's 2.0% target.

U.S. real gross domestic product (GDP) grew an annualized 3.5% in the third quarter, up from 1.4% in the second quarter, and ahead of the Eurozone's 1.7% annualized growth rate (0.3% quarter to quarter). China's annual GDP grew 6.7%, in line with its previous two quarters and with government targets. An increase in government spending, fixed asset investment, and retail sales offset a decline in China's industrial output.

- ➤ U.S. nonfarm payrolls grew by an average of 165,000 jobs per month in the fourth quarter, down from 192,000 in the third quarter. The U.S. unemployment rate fell to 4.6% in November before edging up to 4.7% in December. It had hovered around 4.9% to 5.0% for much of the past year before dipping in the Fall, signaling a tightening U.S. labor force. The labor force participation rate fell to 62.6% in November before ending the year at 62.7%. It has been in the range of 62.5% to 63.0% for the past few years, down from about 66% a decade ago.
- The Institute for Supply Management (ISM) Manufacturing Index reached a multi-year high of 54.7 in December, rising steadily through the quarter from 51.5 in September. The ISM Nonmanufacturing Index ended the quarter at 57.2, just above its September reading of 57.1 and well above its readings in the low 50s earlier in the year.
- ➤ The Conference Board's Consumer Confidence Index rose sharply to 113.7 in December, up from 109.4 in November and continuing its climb from 101.8 in August.
- ➤ U.S. existing home sales advanced to a nine-year high a seasonally adjusted annual rate of 5.61 million in November, gaining ground consistently through the quarter. Sales of new homes climbed to 592,000 in November from 563,000 in October, continuing a year-long upward trend.
- ➤ U.S. existing home sales advanced to a nine-year high a seasonally adjusted annual rate of 5.61 million in November, gaining ground consistently through the quarter. Sales of new homes climbed to 592,000 in November from 563,000 in October, continuing a year-long upward trend.
- Retail sales rose through November. However, that month's gain of just 0.1% came after more robust increases in September (1.0%) and October (0.6%).
- ➤ Vehicle sales grew to an annualized pace of 18.43 million in December, the strongest showing of the year.
- Consumer price inflation (CPI) rose steadily through the quarter, with the CPI 12-month price index at 1.7% in December, up from just 0.8% in July. The Fed's target inflation rate is 2.0%.

Fourth Quarter Economic Review

Platinum Services Plan Service Report

Domestic Equity Markets

U.S. equity markets had a strong quarter, with small-cap and microcap stocks outperforming mid-cap and large-cap stocks. Value-style outperformed growth across all capitalization ranges. The most pronounced differential occurred in the small-cap range. Expectations of deregulation and fiscal spending on infrastructure largely drove market-leading sectors higher. Eight of the S&P 500's 11 sectors had gains. Stabilizing oil prices benefitted the energy sector.

- ➤ The S&P S&P 500 Index returned 3.82%, ending the quarter at 2,238, up from 2,168 at the end of September.
- ➤ The Russell 2000 Index, representing U.S. small-cap stocks, gained 8.83%, while the Russell Midcap Index rose 3.2%.
- Value made a comeback against growth-style investing across all capitalization ranges, reverting to the trend earlier in 2016. The Russell 1000 Value Index returned 6.68% versus the Russell 1000 Growth Index's 1.01% gain. The Russell 2000 Value Index advanced 14.07% in the quarter compared with the 3.57% rise of the Russell 2000 Growth Index.
- ➤ The S&P 500 was led by particularly strong returns in the Financials sector (21.1%) along with Energy (7.3%) and Industrials (7.2%). Three sectors had negative quarterly returns with Real Estate performing the worst (-4.4%).
- ➤ The price of gold fell to \$1,151 per ounce at year end from its September 30 level of \$1,320.

Morningstar Returns for Domestic Equity Funds--4th Quarter 2016*

	Value	Blend	Growth		
Large-Cap	6.34%	3.86%	-0.27%		
Mid-Cap	6.80%	6.80% 5.31%			
Small-Cap	12.19%	9.49%	3.34%		

Morningstar Returns for Domestic Equity Funds--1 Year Ending 12/31/2016*

	Value	Blend	Growth
Large-Cap	14.81%	10.37%	3.23%
Mid-Cap	18.06%	14.14%	6.03%
Small-Cap	25.99%	20.78%	11.20%

*See disclosure at end of chapter



Fixed Income Markets

Fixed income markets had a rough fourth quarter, with only U.S. high yield corporate bonds and leveraged bank loans notching gains. Rising expectations of further interest rate hikes by the Fed and the election of Donald Trump, who is expected to have a strong pro-growth, and potentially inflationary, policy agenda, largely led to a widespread bond selloff, with yields rising sharply in November and December.

- ▶ During the quarter, Treasury yields rose significantly as did the yield curve. The spread between two-year and 10-year Treasury yields expanded from 83 basis points (0.83 percentage points) to 125 basis points. At year end, the two-year U.S. Treasury note yielded 1.20%, the five-year Treasury note yielded 1.93%, and the 10-year note and 30-year Treasury bond yielded 2.45% and 3.06%, respectively.
- ➤ The broad Bloomberg Barclays U.S. Aggregate Bond Index returned -2.98%.
- ➤ U.S. high yield bonds high yield bonds continued to outperform other fixed income segments. The Bloomberg Barclays U.S. Corporate High Yield Index gained 1.75%, while the Bloomberg Barclays U.S. Corporate Investment Grade Index more closely reflected the aggregate market, with a -2.83% return. The Bloomberg Barclays TIPS Index returned -2.41%. U.S. municipal bonds also fared poorly, returning -3.62%
- ➤ Emerging market bonds (in U.S. dollars) reflected both weak international investments in general, the stronger U.S. dollar, and the headwinds facing fixed income investments, returning -4.02%. (in U.S. dollars) returned 3.1%.

Morningstar Returns for Domestic Fixed Income Funds--Period Ending 12/31/2016*

Category	Quarter	Year
Ultrashort Bond	0.27%	1.41%
Short Government Short-Term Bond	-0.79% -0.49%	0.55% 2.08%
Inflation-Protected Bond	-1.65%	4.59%
Intermediate Government Intermediate-Term Bond	-2.50% -2.54%	0.89% 3.23%
Long Government Long-Term Bond	-11.75% -7.28%	1.18% 6.05%
High Yield Bond	1.69%	13.30%

Past performance is no guarantee of future results

*See disclosure at end of chapter



International Equity Markets

International stocks suffered broad losses in the fourth quarter in U.S. dollars, in contrast to domestic equities. European markets were more mixed, with Italy, France, Germany and Spain advancing, while overall MSCI Europe was fairly flat for the quarter, returning -0.36%. Japan had a slight loss of just 0.16%.

- Developed market stocks had modest losses, with the MSCI EAFE Index returning -0.71%, in contrast to the deeper losses among emerging markets. The MSCI Emerging Markets Index returned -4.16%.
- ➤ The markets were far from uniform. Russia had a gain of 18.56% and Brazil advanced 2.05%. In contrast, China lost 7.07% and Mexico lost 7.88%.

Morningstar Returns for International Equity Funds--1 Year Ending 12/31/2016*

Category	Quarter	Year
Foreign Large Value Foreign Large Blend Foreign Large Growth	0.37% -2.22% -5.67%	3.34% 0.79% -2.14%
Foreign Small/Mid Value Foreign Small/Mid Growth	-1.80% -6.51%	4.24% -2.98%
Diversified Emerging Mkts	-5.30%	8.47%
World Allocation	-0.58%	6.04%

For Plan Sponsor Use Only

Capital Markets Returns

Platinum Services Plan Service Report

■ Bloomberg Barclays US Aggregate Bnd Index

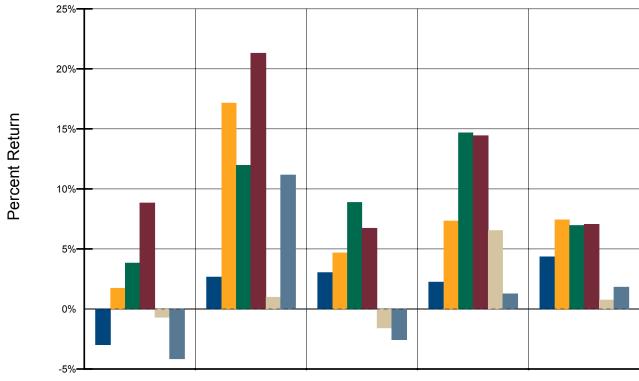
■ Bloomberg Barclays US Corp High Yld Index

S&P 500 Index

Russell 2000 Index

MSCI EAFE Index (Net)

■ MSCI Emerging Mkts Idx (Net)



	Q4 '16	1 Year	3 Years	5 Years	10 Years
Bloomberg Barclays US Aggregate Bnd Index	-2.98%	2.65%	3.03%	2.23%	4.34%
Bloomberg Barclays US Corp High Yld Index	1.75%	17.13%	4.66%	7.36%	7.45%
S&P 500 Index	3.82%	11.96%	8.87%	14.66%	6.95%
Russell 2000 Index	8.83%	21.31%	6.74%	14.46%	7.07%
MSCI EAFE Index (Net)	-0.71%	1.00%	-1.60%	6.53%	0.75%
MSCI Emerging Mkts Idx (Net)	-4.16%	11.19%	-2.55%	1.28%	1.84%

Periods greater than one year represent annualized performance.

Past performance is no guarantee of future results.



RHS Fund Structure^{1,2}

Platinum Services Plan Service Report

Retirement Focused Investing – RHS Plans

		U.S. STOCK	
	Value	Blend	Growth
Large			
Mid	1		
Small			

STABLE VALUE/CASH MANAGEMENT	BOND	INTERNATIONAL/GLOBAL STOCK

TARGET-RISK/TARGET-DATE

10 funds in asset category. See Fund Summary pages for names of all funds in asset category.

GUARANTEED LIFETIME INCOME

--

BALANCED

--

SPECIALTY

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All data on page is as of December 31, 2016

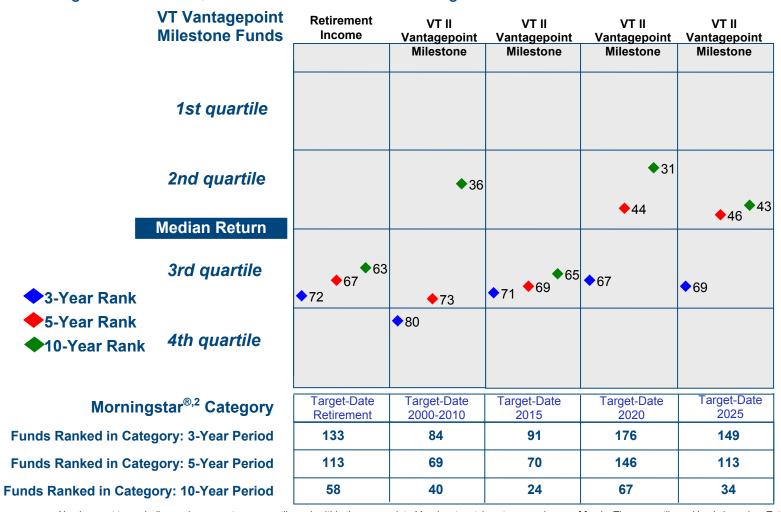
See disclosure at end of chapter. This is a list of funds available for all RHS plans with more than five participants.



VT Vantagepoint Milestone Funds^{1,5,13}

Platinum Services Plan Service Report

Morningstar®,2 Three-, Five- and Ten-Year Rankings as of 12/31/2016

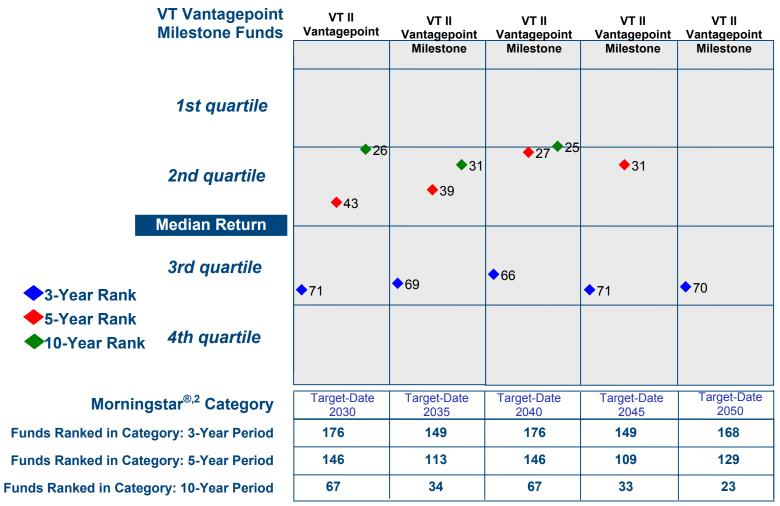




VT Vantagepoint Milestone Funds^{1,5,13}

Platinum Services Plan Service Report

Morningstar®,2 Three-, Five- and Ten-Year Rankings as of 12/31/2016

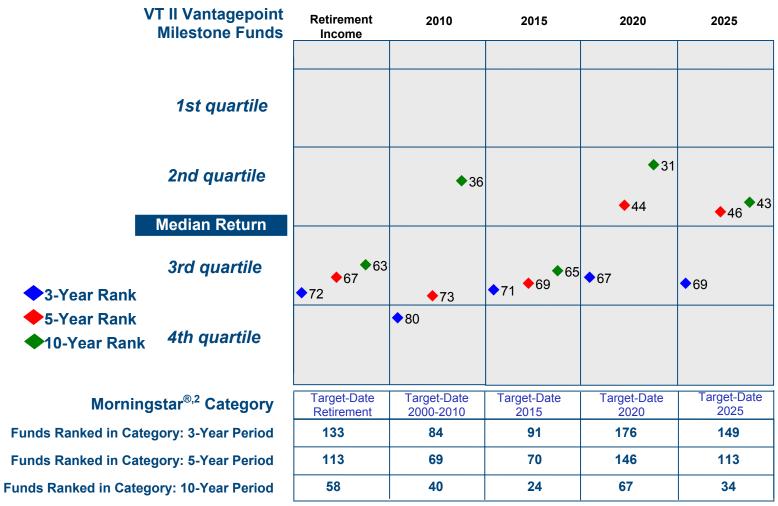




VT II Vantagepoint Milestone Funds^{1,5,13}

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Morningstar®,2 Three-, Five- and Ten-Year Rankings as of 12/31/2016

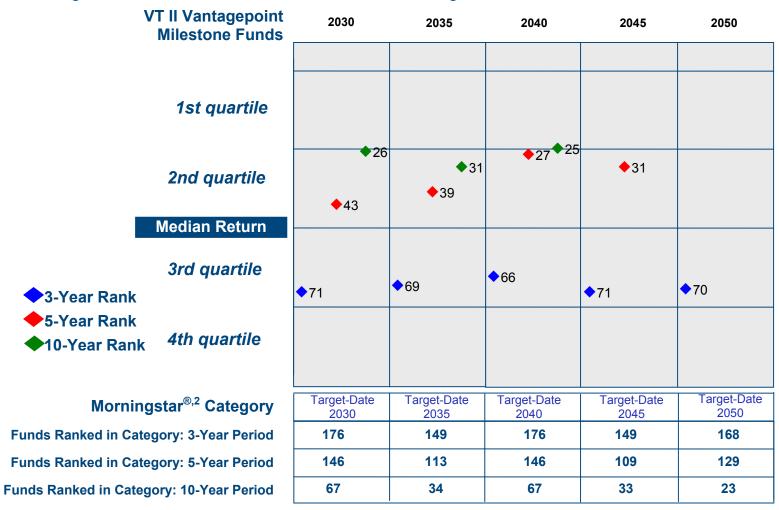




VT II Vantagepoint Milestone Funds^{1,5,13}

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Morningstar®,2 Three-, Five- and Ten-Year Rankings as of 12/31/2016

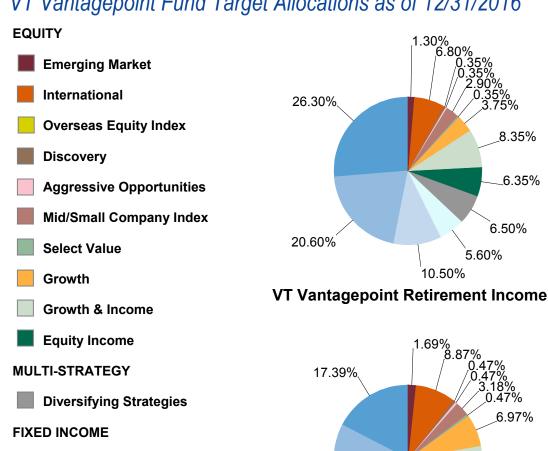


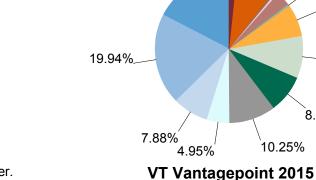


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VT Vantagepoint Milestone Funds^{1,5,13}

VT Vantagepoint Fund Target Allocations as of 12/31/2016





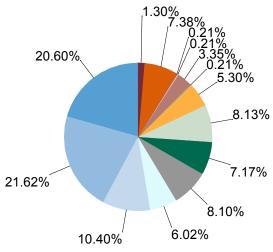
See disclosure at end of chapter.

High Yield Bond

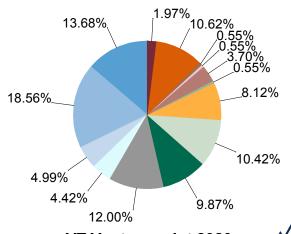
Inflation Focused

Core Bond Index

Low Duration Bond



VT Vantagepoint 2010



VT Vantagepoint 2020

RETIREMENT SECURITY

All data on page is as of December 31, 2016

8.35%

6.35%

6.50%

6.97%

9.21%

8.26%

Platinum Services Plan Service Report

VT Vantagepoint Milestone Funds^{1,5,13}

VT Vantagepoint Fund Target Allocations as of 12/31/2016

EQUITY



- International
- Overseas Equity Index
- Discovery
- Aggressive Opportunities
- Mid/Small Company Index
- Select Value
- Growth
- Growth & Income
- Equity Income

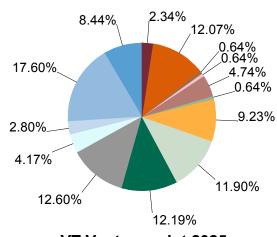
MULTI-STRATEGY

Diversifying Strategies

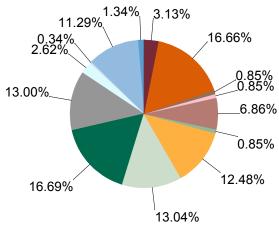
FIXED INCOME

- High Yield Bond
- Inflation Focused
- Core Bond Index
- Low Duration Bond

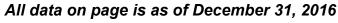
See disclosure at end of chapter.



VT Vantagepoint 2025

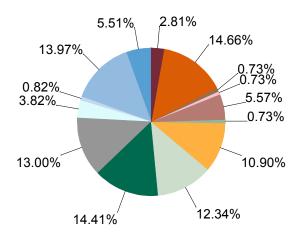


VT Vantagepoint 2035

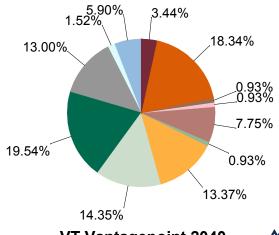




16



VT Vantagepoint 2030



VT Vantagepoint 2040

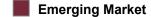
BUILDING PUBLIC SECTOR
RETIREMENT SECURITY

19.20%

VT Vantagepoint Milestone Funds^{1,5,13}

VT Vantagepoint Fund Target Allocations as of 12/31/2016

EQUITY



- International
- Overseas Equity Index
- Discovery
- Aggressive Opportunities
- Mid/Small Company Index
- Select Value
- Growth
- Growth & Income
- Equity Income

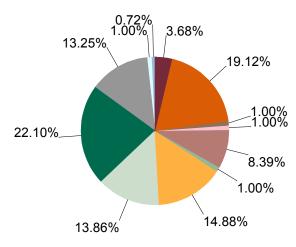
MULTI-STRATEGY

Diversifying Strategies

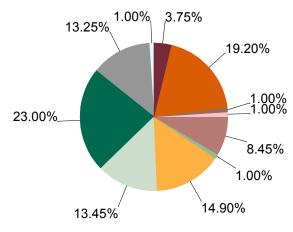
FIXED INCOME

- High Yield Bond
- Inflation Focused
- Core Bond Index
- Low Duration Bond

See disclosure at end of chapter.



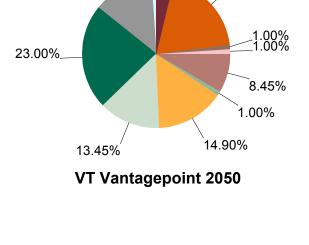
VT Vantagepoint 2045



VT Vantagepoint 2055







1.00%

13.25%

3.75%



Morningstar Ratings vs. Peers^{1,2}

Platinum Services Plan Service Report

RETIREMENT SECURITY

Fund	Overall	Asset	Participant	Tradition dervices Frances
	Morningstar Rating ²	Allocation (All Plans)	Usage (All Plans)	
VT II VP Milestone Ret Income	* * *	11.31%	13.19%	72 67
VT II VP Milestone 2010	* * * *	11.45%	10.78%	62 73
VT II VP Milestone 2015	* * *	16.53%	15.90%	71 69
VT II VP Milestone 2020	* * *	22.51%	19.81%	67
VT II VP Milestone 2025	* * *	18.02%	17.74%	69 46
VT II VP Milestone 2030	* * *	11.24%	11.54%	71 42 43
VT II VP Milestone 2035	* * *	5.88%	6.59%	69 39
VT II VP Milestone 2040	* * *	2.34%	3.22%	66
VT II VP Milestone 2045	**	0.70%	1.21%	71 33 31
VT II VP Milestone 2050	* *	0.01%	0.02%	70
1 Year	3 Year	5 Year		Percentile Rank vs. Peers

All data on page is as of December 31, 2016

Page includes Morningstar® data for actively managed registered funds in plans with more than five participants. See disclosure at end of chapter.

Fund Focus List^{1,2}

December 31, 2016

Platinum Services Plan Service Report

Criteria	Criterion Benchmark	VT II VP Milestone Ret Income	VT II VP Milestone 2010	VT II VP Milestone 2015	VT II VP Milestone 2020	VT II VP Milestone 2025
% of Assets		11.31%	11.45%	16.53%	22.51%	18.02%
% of Participants		13.19%	10.78%	15.90%	19.81%	17.74%
Overall Morningstar Star Rating ²	3 or higher	2	3	3	3	3
3-Year Morningstar Star Rating ²	3 or higher	2	2	2	2	2
3-Year Performance Pct. Rank in Category ²	75 th percentile or better	72%	80%	71%	67%	69%
1-Year Performance Pct. Rank in Category ²	75 th percentile or better	31%	62%	58%	48%	41%
3-Month Performance Pct. Rank in Category ²	75 th percentile or better for 5 of last 8 quarters	2	2	2	2	2
Manager Change	None in last 12 months	No	No	No	No	No
Morningstar Category Change	None in last 12 months	Yes	Yes	Yes	Yes	Yes
Metrics Met		3 of 7	3 of 7	4 of 7	4 of 7	4 of 7

Data above are some metrics a plan sponsor may consider in reviewing funds in their retirement plans. Additional data as deemed appropriate by the plan sponsor should be considered when conducting a comprehensive review of funds. Page includes Morningstar® data for actively managed registered funds in plans with more than five participants. If your plan makes available VT Funds, note that VT Funds invest either in collective investment funds or underlying third party mutual funds.



Fund Focus List^{1,2}

December 31, 2016

Platinum Services Plan Service Report

Criteria	Criterion Benchmark	VT II VP Milestone 2030	VT II VP Milestone 2035	VT II VP Milestone 2040	VT II VP Milestone 2045	VT II VP Milestone 2050
% of Assets		11.24%	5.88%	2.34%	0.70%	0.01%
% of Participants		11.54%	6.59%	3.22%	1.21%	0.02%
Overall Morningstar Star Rating ²	3 or higher	3	3	4	3	2
3-Year Morningstar Star Rating ²	3 or higher	2	2	2	2	2
3-Year Performance Pct. Rank in Category ²	75 th percentile or better	71%	69%	66%	71%	70%
1-Year Performance Pct. Rank in Category ²	75 th percentile or better	42%	42%	34%	33%	29%
3-Month Performance Pct. Rank in Category ²	75 th percentile or better for 5 of last 8 quarters	2	2	2	2	2
Manager Change	None in last 12 months	No	No	No	No	No
Morningstar Category Change	None in last 12 months	Yes	Yes	Yes	Yes	Yes
Metrics Met		4 of 7	4 of 7	4 of 7	4 of 7	3 of 7

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Fund Data

4th Quarter 2016

Platinum Services Plan Service Report

Fund past performance, as shown, is no guarantee of how the fund will perform in the future. The performance shown has been annualized for periods greater than one year. Investment returns and principal value will fluctuate, so that an investor's shares, when redeemed, may be worth more or less than their original cost. For current performance, contact ICMA-RC by calling 800-669-7400 or by visiting www.icmarc.org.



Fund Performance^{1,2}

Target-Risk/Target-Date Fund Returns

Platinum Services Plan Service Report

	Morningstar® Star Rating			1 Yr	3 Yr		10 Yr	Rtrn Since	Inception	
Fund Name	Overall	3 Year	5 Year	10 Year	Return	Return	Return	Return	Inception	Date
VT II VP Milestone Ret Income ^{5,12} Bloomberg Barclays U.S.	2	2	2	2	5.50	2.25	3.92	3.41		4/22/2016
Int Agg Bond Index					1.97	2.43	1.95	4.00		
Custom Benchmark					5.67	3.67	5.58	4.74		
Morningstar Target-Date Retirement					5.10	2.59	4.31	3.58		
VT II VP Milestone 2010 ^{5,12}	3	2	2	4	5.67	2.47	5.46	3.93		4/22/2016
Bloomberg Barclays U.S.										
Int Agg Bond Index					1.97	2.43	1.95	4.00		
Custom Benchmark					6.09	4.09	7.28	5.40		
Morningstar Target-Date 2000-2010					5.86	3.04	5.77	3.64		
VT II VP Milestone 2015 ^{5,12}	3	2	3	3	6.13	2.64	6.20	3.97		4/22/2016
Bloomberg Barclays U.S. Int Agg Bond Index					1.97	2.43	1.95	4.00		
Custom Benchmark					6.68	4.38	8.08	5.44		
Morningstar Target-Date 2015					6.12	3.10	6.53	4.10		
Morningstal Target-Date 2013					0.12	5.10	0.55	7.10		
VT II VP Milestone 2020 ^{5,12}	3	2	3	4	6.37	2.81	7.06	4.09		4/22/2016
S&P 500 Index					11.96	8.87	14.66	6.95		
Custom Benchmark					7.37	4.66	9.02	5.58		
Morningstar Target-Date 2020					6.23	3.13	6.48	3.71		

All data on page is as of December 31, 2016 See disclosure at end of chapter.



Fund Performance^{1,2}

Target-Risk/Target-Date Fund Returns

Platinum Services Plan Service Report

Fund Name	Mo Overall	rningstar 3 Year		ting 10 Year	1 Yr Return	3 Yr Return	5 Yr Return	10 Yr Return	Rtrn Since Inception	Inception Date
VT II VP Milestone 2025 ^{5,12} S&P 500 Index	3	2	3	3	7.13 11.96	3.05 8.87	7.92 14.66	4.26 6.95		4/22/2016
Custom Benchmark					8.12	4.99	9.89	5.72		
Morningstar Target-Date 2025					6.73	3.38	7.66	3.93		
VT II VP Milestone 2030 ^{5,12}	3	2	3	4	7.51	3.14	8.66	4.39		4/22/2016
S&P 500 Index	3	2	3	4	11.96	8.87	14.66	4.39 6.95		4/22/2010
Custom Benchmark					8.83	5.27	10.66	5.87		
Morningstar Target-Date 2030					7.33	3.53	8.06	3.88		
VT II VP Milestone 2035 ^{5,12}	3	2	3	4	7.96	3.29	9.44	4.59		4/22/2016
S&P 500 Index		_	•	-	11.96	8.87	14.66	6.95		
Custom Benchmark					9.61	5.51	11.38	6.10		
Morningstar Target-Date 2035					7.57	3.64	8.94	4.15		
VT II VP Milestone 2040 ^{5,12}	4	2	4	4	8.50	3.39	10.02	4.80		4/22/2016
S&P 500 Index	•	_	•	•	11.96	8.87	14.66	6.95		
Custom Benchmark					10.31	5.71	11.86	6.26		
Morningstar Target-Date 2040					7.95	3.74	8.99	4.04		

All data on page is as of December 31, 2016 See disclosure at end of chapter.



Fund Performance^{1,2}

Target-Risk/Target-Date Fund Returns

Platinum Services Plan Service Report

Fund Name	Mo Overall	rningstar© 3 Year		ting 10 Year	1 Yr Return	3 Yr Return	5 Yr Return	10 Yr Return	Rtrn Since Inception	Inception Date
VT II VP Milestone 2045 ^{5,12} S&P 500 Index Custom Benchmark Morningstar Target-Date 2045	3	2	4		8.73 11.96 10.80 7.93	3.41 8.87 5.85 3.78	10.18 14.66 12.03 9.61	6.95 4.22	8.76	4/22/2016
VT II VP Milestone 2050 ^{5,12} S&P 500 Index Custom Benchmark Morningstar Target-Date 2050	2	2			8.89 11.96 10.88 8.22	3.36 8.87 5.88 3.87	14.66 9.34	6.95 4.07	8.81	4/22/2016

All data on page is as of December 31, 2016 See disclosure at end of chapter.



Fund Summary 1,2

Platinum Services Plan Service Report

Summary Table

Plan Option	Morningstar® Category	Peer Ranking over last 3 years (Percentile)	Peer Ranking over last 5 years (Percentile)	Peer Ranking over last 10 years (Percentile)	Comparative Risk Relative to Funds in Category over last 3 years
VT II VP Milestone Ret Income ^{5,12}	Target-Date Retirement	95/133 (72%)	75/113 (67%)	36/58 (63%)	
VT II VP Milestone 2010 ^{5,12}	Target-Date 2000-2010	67/84 (80%)	50/69 (73%)	14/40 (36%)	
VT II VP Milestone 2015 ^{5,12}	Target-Date 2015	64/91 (71%)	48/70 (69%)	15/24 (65%)	
VT II VP Milestone 2020 ^{5,12}	Target-Date 2020	117/176 (67%)	64/146 (44%)	20/67 (31%)	
VT II VP Milestone 2025 ^{5,12}	Target-Date 2025	102/149 (69%)	51/113 (46%)	14/34 (43%)	
VT II VP Milestone 2030 ^{5,12}	Target-Date 2030	124/176 (71%)	62/146 (43%)	17/67 (26%)	
VT II VP Milestone 2035 ^{5,12}	Target-Date 2035	102/149 (69%)	44/113 (39%)	10/34 (31%)	
VT II VP Milestone 2040 ^{5,12}	Target-Date 2040	116/176 (66%)	39/146 (27%)	16/67 (25%)	
VT II VP Milestone 2045 ^{5,12}	Target-Date 2045	105/149 (71%)	33/109 (31%)	` <u>-</u>	
VT II VP Milestone 2050 ^{5,12}	Target-Date 2050	117/168 (70%)	` <u>-</u>		

All data on page is as of December 31, 2016

See disclosure at end of chapter.



Platinum Services Plan Service Report

Morningstar places funds in certain categories based on the fund's historical portfolio holdings. Placement of a fund in a particular Morningstar category does not mean that the fund will remain in that category or that it will invest primarily in securities consistent with its Morningstar category. A fund's investment strategy and portfolio holdings are governed by its prospectus, guidelines or other governing documents, not its Morningstar category.

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ICMA-RC's identified fund line-up is a commitment to administer these funds for the plan, not advice to the plan sponsor on the composition of the plan's fund line-up. ICMA-RC provides plan sponsors fund information to assist them in meeting their fiduciary responsibility in managing the plan. The plan sponsor retains the obligation to prudently select and monitor the investment funds it offers to plan participants. ICMA-RC may adjust fees commensurate with changes in revenue from alternative funds selected by the plan sponsor from ICMA-RC's mutual fund platform.

For each fund with at least a three-year history, Morningstar calculates a Morningstar Rating™ based on a Morningstar Risk-Adjusted Return measure that accounts for variation in a fund's monthly performance (including the effects of sales charges, loads, fee waivers, and redemption fees), placing more emphasis on downward variations and rewarding consistent performance. The top 10% of funds in each category receive 5 stars, the next 22.5% receive 4 stars, the next 35% receive 3 stars, the next 22.5% receive 2 stars and the bottom 10% receive 1 star. The Overall Morningstar Rating for a fund is derived from a weighted average of the performance figures associated with its three-, five- and ten-year (if applicable) Morningstar Rating metrics. For funds with loads, the Morningstar rating on a load-waived basis is provided, when available. Load-waived ratings do not include any front- or back-end sales loads and are intended for investors that have access to such purchase terms. Funds with loads are waived for plans administered by ICMA-RC. Past performance is no guarantee of future results.

The percentile ranking is based on Total Return relative to all funds in the same Morningstar category. The highest (or most favorable) percentile rank is 1 and the lowest (or least favorable) percentile rank is 100. The top-performing fund in a category will always receive a rank of 1. Past performance is no indicator or guarantee of future results.



Disclosures

Platinum Services Plan Service Report

^{2 Cont.} The number of funds in Morningstar® categories as of December 31, 2016 is provided below:

Morningstar® Category	3-Year	5-Year	10-Year	Morningstar® Category	3-Year	5-Year	10-Year
Allocation30% to 50% Equity	413	362	234	Mid-Cap Value	337	301	207
Allocation50% to 70% Equity	710	606	419	Multisector Bond	213	175	92
Allocation70% to 85% Equity	352	293	210	Natural Resources	130	115	59
Communications	33	32	23	Real Estate	235	208	136
Diversified Emerging Markets	606	425	173	Retirement Income	133	113	58
Equity Precious Metals	71	64	46	Short Government	101	94	73
Financial	100	94	71	Short-Term Bond	445	357	252
Foreign Large Blend	606	542	329	Small Blend	626	534	360
Foreign Large Growth	312	260	182	Small Growth	599	531	389
Foreign Large Value	272	223	139	Small Value	347	308	195
Foreign Small/Mid Blend	78	66	28	Target-Date 2000-2010	84	69	40
Foreign Small/Mid Growth	107	97	55	Target-Date 2015	91	70	24
Foreign Small/Mid Value	52	36	18	Target-Date 2020	176	146	67
Global Real Estate	186	150	74	Target-Date 2025	149	113	34
Health	125	118	95	Target-Date 2030	176	146	67
High Yield Bond	602	477	319	Target-Date 2035	149	113	34
Inflation-Protected Bond	191	165	106	Target-Date 2040	176	146	67
Intermediate Government	255	240	176	Target-Date 2045	149	109	33
Intermediate-Term Bond	869	759	541	Target-Date 2050	168	129	23
Large Blend	1,255	1,106	814	Target-Date 2055	121	81	N/A
Large Growth	1,315	1,154	809	Technology	196	186	143
Large Value	1,088	934	680	Utilities	60	56	50
Long Government	30	29	18	World Allocation	409	322	152
Long-Term Bond	17	16	7	World Bond	318	241	130
Mid-Cap Blend	371	332	219	World Stock	848	669	372
Mid-Cap Growth	588	504	368				

³ American Century® is a registered trademark of American Century Services Corporation.

The Fund is not a complete solution for all of your retirement savings needs. An investment in the Fund includes the risk of loss, including near, at or after the target date of the Fund. There is no guarantee that the Fund will provide adequate income at and through an investor's retirement.



⁴ T. Rowe Price® is a registered trademark of T. Rowe Price Group, Inc. - all rights reserved.

Disclosures

Platinum Services Plan Service Report

- Funds that invest primarily in small-capitalization companies involve greater risk than is customarily associated with investments in larger, more established companies. Equity securities of small-capitalization companies are generally subject to greater price volatility than those of larger companies due to less certain growth prospects, the lower degree of liquidity in the markets for their securities, and the greater sensitivity of smaller companies to changing economic conditions. Also, small-capitalization companies may have more limited product lines, fewer capital resources and less experienced management than larger companies.
- ⁷ VT PLUS Fund return is annualized for all periods.
- CD Accounts are issued by Bank of America, N.A. ("Bank"), a member of the FDIC, and are available as VantageTrust investment options. CD Account deposits of up to \$250,000 are insured by the FDIC, subject to certain limitations. Amounts to be invested in CD Accounts are initially held in the Bank's Money Market Deposit Account ("MMDA") and earn the Bank's MMDA rate. At the end of the open investment window, assets are transferred to the CD Account where interest is credited daily and compounded monthly.
- Certificate of Deposit Accounts (CD Accounts) Annual Percentage Rates (APRs) and Annual Percentage Yields (APYs) are valid for the purchases made within the related open investment window and assume principal and interest remain in the account until maturity. Withdrawals and penalties will reduce earnings on the account. Please be advised, there may be associated penalties for withdrawing from a CD Account prior to the maturity date. For more information regarding CD Accounts, please contact Investor Services at 800-669-7400.
- The VantageTrust Cash Management Fund is invested in a single registered mutual fund, the Fidelity Money Market Government Portfolio. Investments in the fund are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. It is possible to lose money by investing in the fund. The 7-Day Yield more closely reflects the Fund's current earnings than the quotation of total return.
- A fixed income fund is subject to credit risk and interest rate risk. Credit risk is when an issuer of a fixed income security may be unable or unwilling to make payments of principal or interest to the holders of these securities or may declare bankruptcy. Fixed income securities fluctuate in value as interest rates change. When interest rates rise, the market prices of fixed income securities will usually decrease; when interest rates fall, the market prices of fixed income securities usually will increase.
- Funds that invest in foreign securities are exposed to the risk of loss due to political, economic, legal, regulatory, and operational uncertainties; differing accounting and financial reporting standards; limited availability of information; currency fluctuations; and higher transaction costs. Investments in foreign currencies or securities denominated in foreign currencies (including derivative instruments that provide exposure to foreign currencies) may experience gains or losses solely based on changes in the exchange rate between foreign currencies and the U.S. dollar. The risk of investing in foreign securities may be greater with respect to securities of companies located in emerging market countries. The value of developing or emerging market currencies may fluctuate more than the currencies of companies with more mature markets.



Disclosures

- ¹² Not applicable.
- ¹³ Not applicable.
- An investment in this Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Fund. The 7-Day Yield more closely reflects the Fund's current earnings than the quotation of total return.
- The Hueler Analytics Stable Value Pooled Fund Comparative Universe represents the performance returns of actual stable value pooled funds, and its Index is the stable value industry benchmark used by many institutional investors, consultants, advisors and plan sponsors for monitoring stable value pooled funds. Rankings are derived by ICMA-RC from data provided by Hueler Analytics, Inc., which is a technology and research firm covering stable value products and is not affiliated with ICMA-RC. ICMA-RC does not independently verify Hueler Analytics, Inc. data. Gross returns used in the Universe and in the Rankings do not include plan administration fees, adviser expenses, or other stable value fund costs actual performance experienced by participants would be commensurately lower. The highest (or most favorable) percentile rank is 1 and the lowest (or least favorable) percentile rank is 100. The top-performing fund in a category will always receive a rank of 1. As of December 31, 2016, the universe contained 16 funds with 1-year returns, 16 funds with 3-year returns, 15 funds with 5-year returns, and 15 funds with 10-year returns. Past performance is no quarantee of future results.
- Prudential Retirement Insurance and Annuity Company (Prudential), CA COA #08003, Hartford, CT. Neither Prudential nor ICMA-RC guarantees the investment performance or return on contributions to Prudential's Separate Account. You should carefully consider the objectives, risks, charges, expenses and underlying guarantee features before purchasing this product. Prudential may increase the Guarantee Fee in the future, from 1.00% up to a maximum of 1.50%. Like all variable investments, this Fund may lose value. Availability and terms may vary by jurisdiction; subject to regulatory approvals. Annuity contracts contain exclusions, limitations, reductions of benefits and terms for keeping them in force. Guarantees are based on Prudential's claims-paying ability. This annuity is issued under Contract form # GA-2020-TGWB4-0805-RC. ICMA-RC provides recordkeeping services to your Plan and is the investment manager of the underlying Prudential separate account. Prudential or its affiliates may compensate ICMA-RC for providing these and related administrative services in connection with the Fund. Variable annuities are suitable for long-term investing, particularly retirement savings. ©2016 Prudential, the Prudential logo, and the Rock symbol and Bring Your Challenges are service marks of the Prudential Insurance Company of America, Newark, NJ, and its related entities, registered in many jurisdictions worldwide. Note: Participants who are interested in the VT Retirement IncomeAdvantage Fund Important Considerations document, before investing.
- Funds that invest primarily in mid-capitalization companies involve greater risk than is customarily associated with investments in larger, more established companies. Equity securities of mid-capitalization companies generally trade in lower volume and are generally subject to greater and less predictable price changes than the securities of larger companies.



Platinum Services Plan Service Report

- Funds that invest primarily in high yield bonds (bonds that are rated below investment grade and also known as "junk bonds") are subject to additional risk as these high yield bonds are considered speculative and involve a greater risk of default than "investment grade" securities. The values of these securities are particularly sensitive to changes in interest rates, issuer creditworthiness, and economic and political conditions. The market prices of these securities may decline significantly in periods of general economic difficulty, may be harder to value, and may be less liquid than higher rated securities.
- Certain funds may be subject to style risk, which is the possibility that the investment style of its investment adviser will trail the returns of the overall market. In the past, different types of securities have experienced cycles of outperformance and underperformance in comparison to the market in general. For example, growth stocks have performed best during the later stages of economic expansion and value stocks have performed best during periods of economic recovery. Both styles may go in and out of favor. When the investing style used by a fund is out of favor, that fund is likely to underperform other funds that use investing styles that are in favor.



II. Plan Activity

4th Quarter 2016

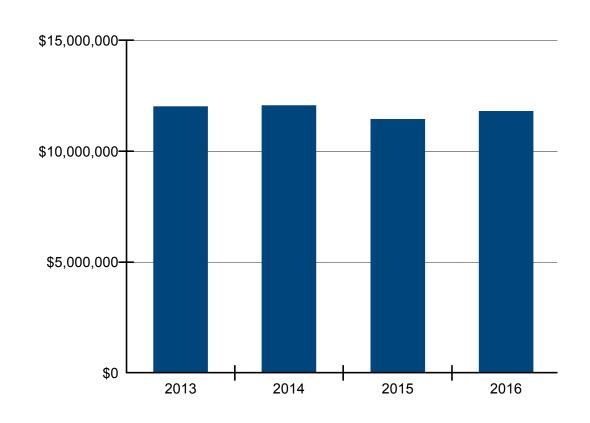
Platinum Services Plan Service Report



Plan Type	Plan Number	Plan Name	Assets	Participants
RHS	801712	VMERS	\$11,792,690	4063
Total			\$11,792,690	4063

Platinum Services Plan Service Report

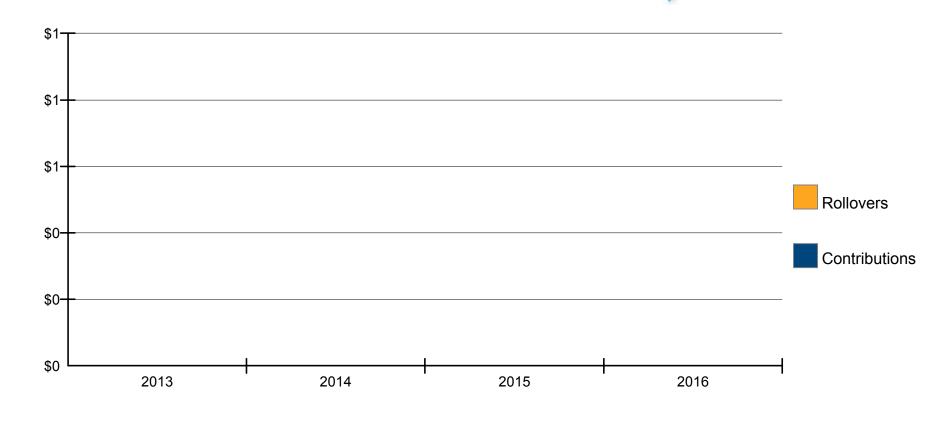
RETIREMENT SECURITY



Assets	\$12,011,534	\$12,055,221	\$11,445,105	\$11,792,690
--------	--------------	--------------	--------------	--------------

Since September 2016, there was a decline of 0.8% in the total value of VERMONT MUNICIPAL EMPLOYEES RET SYSTEM's RHS plan assets to \$11,792,690 from \$11,886,446. Assets have dropped 1.8% during the time period since December 31, 2013.

Platinum Services Plan Service Report



Contributions	\$0	\$0	\$0	\$0
Rollovers	\$0	\$0	\$0	\$0
Loan Repayments	\$0	\$0	\$0	\$0
Total*	\$0	\$0	\$0	\$0
Active Participants	0	0	NA	NA
Average Contribution*	NA	NA	NA	NA

^{*}Please note that Rollovers are excluded from this calculation.

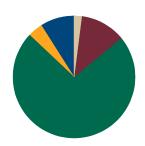
RHS Plan Asset Allocation (as of December 31, 2016)

Platinum Services Plan Service Report

Your RHS Plan Total ICMA-RC RHS Clients

December 31, 2015

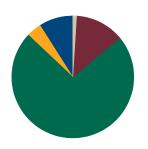




Stable Value/Cash Management	0.00%	9.00%
Bond	0.00%	4.00%
Guaranteed Lifetime Income	0.00%	0.00%
■ Balanced/Asset Allocation	100.00%	73.00%
U.S. Stock	0.00%	12.00%
International/Global Stock	0.00%	2.00%
Specialty	0.00%	0.00%

December 31, 2016





Stable Value/Cash Management	0.00%	9.00%
Bond	0.00%	4.00%
Guaranteed Lifetime Income	0.00%	0.00%
■ Balanced/Asset Allocation	100.00%	73.00%
U.S. Stock	0.00%	13.00%
International/Global Stock	0.00%	1.00%
Specialty	0.00%	0.00%

Note: Asset allocation for all clients except Washington State.



RHS Plan Asset Allocation by Age (as of December 31, 2016)

Platinum Services Plan Service Report



Bond

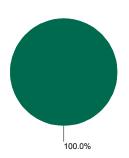
Guaranteed Lifetime Income

Balanced/Asset Allocation

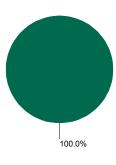
35 & Under

U.S. Stock

International/Global Stock



9 Inactive 9 Participants \$10,674 Total Assets \$1,186 Average Balance 36 - 45



221 Inactive 221 Participants \$456,715 Total Assets \$2,067 Average Balance

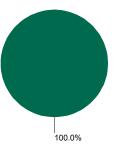
56 - 65

100.0%

\$4,974,555 Total Assets \$3,189 Average Balance

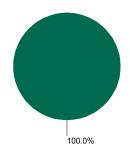
1560 Inactive 1560 Participants





865 Inactive 865 Participants \$2,394,179 Total Assets \$2,768 Average Balance

<u>Over 65</u>

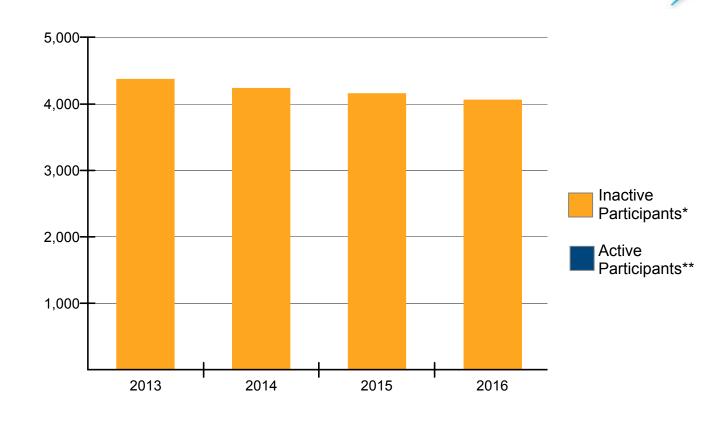


1407 Inactive 1407 Participants \$3,944,801 Total Assets \$2,804 Average Balance

Data for participants invested in one fund excludes funds in the Target Risk and Target Date category.



RHS Plan Participation Trends (as of December 31, 2016)

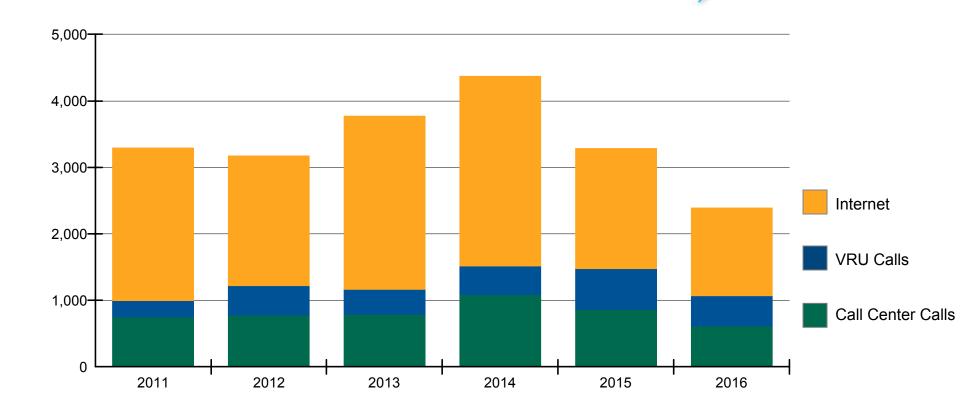


Inactive	4369	4236	4160	4063
Active	0	0	0	0
Total	4369	4236	4160	4063



^{*}Inactive Participants--participants who have a balance and did not make a contribution to the plan within the last 12 months.

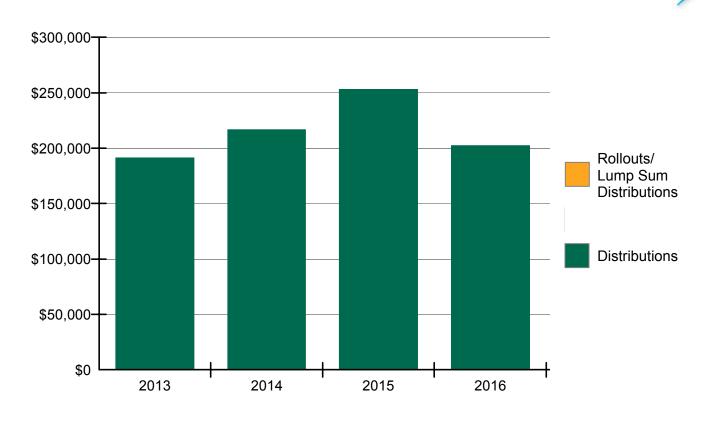
^{**}Active Participants--participants who have a balance and made a contribution to the plan within the last 12 months.



Internet	2296	1954	2608	2860	1814	1322
VRU	254	440	383	430	614	461
Call Center	741	780	781	1079	860	606
Total	3291	3174	3772	4369	3288	2389

The chart above provides the number of contacts made by your RHS plan participants to ICMA-RC using several media — online using our Account Access participant Web site, ICMA-RC's Self-Service Phone line, or call center representatives.





Rollouts	\$0	\$0	\$0	\$0
Loans	\$0	\$0	\$0	\$0
Distributions/ Lump Sum	\$191,466	\$216,846	\$253,370	\$202,467
Total	\$191,466	\$216,846	\$253,370	\$202,467
# of Rollouts	0	0	0	0
# of Distributions	563	624	757	548
Total	563	624	757	548



RHS Plan Activity

Platinum Services Plan Service Report

Plan Summary

VERMONT MUNICIPAL EMPLOYEES RET SYSTEM's RHS plan includes ten balanced funds for investment options. Over the last quarter, the plan's 4,063 participants contributed a total of \$13,547 with the largest amount, \$13,547 to its balanced funds. Overall, the plan has 100% in its balanced funds.

Over the last quarter with regard to market value, balanced funds grew by \$25,916. On a net cash flow basis (contribution, plus net transfers less withdrawals), balanced funds dropped \$112,977. With a fall of 0.8% since September 2016, the RHS plan for the VERMONT MUNICIPAL EMPLOYEES RET SYSTEM saw its overall value decrease from \$11,886,446 to \$11,792,690

	Quarter Start Assets	Quarter Contributions	Quarter Withdrawals	Quarter Net Fund Transfers	Quarter Earnings	Quarter End Assets	Quarter End % of Assets	Quarter End Participants w/ Balance In Fund
VT II VP Milestone Ret Income	\$1,372,930	\$13,547	-\$51,720	\$6,218	-\$3,752	\$1,333,909	11.31%	536
VT II VP Milestone 2010	1,368,244	-	-12,976	-	-3,404	1,350,305	11.45%	438
VT II VP Milestone 2015	1,990,028	-	-32,466	-6,218	-182	1,949,895	16.53%	646
VT II VP Milestone 2020	2,678,665	-	-25,999	-	2,847	2,655,047	22.51%	805
VT II VP Milestone 2025	2,117,232	-	-3,363	-	11,581	2,125,376	18.02%	721
VT II VP Milestone 2030	1,316,710	-	-	-	8,482	1,325,177	11.24%	469
VT II VP Milestone 2035	687,407	-	-	-	5,762	693,169	5.88%	268
VT II VP Milestone 2040	272,934	-	-	-	3,374	276,308	2.34%	131
VT II VP Milestone 2045	81,152	-	-	-	1,190	82,342	0.70%	49
VT II VP Milestone 2050	1,143	-	-	-	17	1,161	0.01%	1
Total	\$11,886,446	\$13,547	-\$126,523	-	\$25,916	\$11,792,690	100.00%	4064



III. Fee Disclosure

4th Quarter 2016



Platinum Services Plan Service Report

Overview of Services Provided by ICMA-RC

ICMA-RC provides your Plan the following administration, record keeping and education services:

- Participant enrollment services
- Establishment/maintenance of participant accounts reflecting amounts contributed, income, gains/losses credited and amounts disbursed
- Maintenance of Website, electronic data transfer (from employers) media, as well as toll-free Call Center and VRU for the receipt of participant and employer instructions
- Allocation of plan contributions received in good order by 4:00pm ET according to participant instructions or to the default option selected by the employer for the plan
- Implementation of participant fund transfer instructions received in good order by 4:00 p.m. ET at the price as of the close of business
- Distribution of assets to participants and beneficiaries in accordance with Internal Revenue Code and plan document
- Implementation of daily net transactions with underlying and outside fund companies on an omnibus basis
- Maintenance of fund holdings and transaction activity on our system on an allocated basis
- Delivery of quarterly plan sponsor and participant statements by mail or online at the recipient's direction
- Online access to an extensive range of reports as well as transaction capabilities for plan sponsors and participants
- Provision of extensive online and hard copy educational materials
- Access to educational seminars and individual consultations by professional and knowledgeable representatives
- Administration of a fund lineup selected by the plan sponsor from the fund platform made available by ICMA-RC



4th Quarter 2016

Platinum Services Plan Service Report

Statement Regarding Fiduciary/Investment Advisory Services

ICMA-RC generally acts in a non-fiduciary capacity as record keeper and administrator for the plans. The following are the only circumstances in which we act as a fiduciary:

ICMA-RC Advisory Services under Guided Pathways Program

ICMA-RC acts as investment adviser under the Guided Pathways®² program, a platform for the delivery of a suite of advisory services available to Participants in retirement plans administered by ICMA-RC. These services include:

Managed Accounts – discretionary, on-going allocation of assets among mutual funds and other pooled investment vehicles available within a Participant's Retirement Plan:

Fund Advice – nondiscretionary, point-in-time, individualized recommendations to Participants looking for help in selecting specific mutual fund investments for their accounts from among the investment options made available through their Retirement Plan; and

Asset Class Guidance – nondiscretionary, point-in-time, individualized asset allocation recommendations for Participants looking for assistance in selecting Retirement Plan investments at the asset category level.

ICMA-RC is the Registered Investment Adviser for the Guided Pathways®² program offered to participants. Investment advice is the result of methodologies developed, maintained and overseen by the Independent Financial Expert, Morningstar Investment Management LLC. Morningstar Investment Management LLC is a registered investment advisor and subsidiary of Morningstar, Inc.

For Participants who select Managed Accounts discretionary management, ICMA-RC, based on the recommendation of Morningstar Investment Management LLC, determines which fund-specific asset allocation model is most appropriate given the Participant's financial situation, investment time horizon, and other relevant factors. For those opting for nondiscretionary Fund Advice, the service recommends the appropriate fund-specific asset allocation model, and Participants choose whether to implement the recommendation. For Asset Class Guidance, the service suggests the appropriate asset-class level allocation model, and Participants choose: (1) whether to implement the recommended asset-class level allocation; and (2) the specific funds to use to populate the recommended asset classes.



Platinum Services Plan Service Report

Retirement Readiness Reports

At the request of a Plan Sponsor, ICMA-RC may provide Retirement Readiness Reports ("Reports") to all full-time employees of the plan sponsor (both existing plan participants and non-participants). These Reports include: 1) a forecast of an employee's income at retirement in relation to a retirement income objective provided by the plan sponsor; 2) a set of recommendations (including potential changes in savings rate) to help the employee reach this retirement income objective; and 3) an asset allocation recommendation based on certain employee specific data. For existing plan participants, the Report will also include a fund specific investment recommendation based on the available investment options in the plan. The investment recommendations in the Report are generated by Morningstar Investment Management LLC2 using the same investment methodologies and software that it uses for the Guided Pathways® program, described above.

ICMA-RC Advisory Services to EIP Advisor Client

ICMA-RC offers non-discretionary investment advisory services to public employers who pre-fund their Other Post-Employment Benefits (OPEB) such as post-employment healthcare. The advice is provided by ICMA-RC associates in our Investment Division who hold the Chartered Financial Analyst® designation and is limited to unaffiliated, third-party, registered mutual funds and exchange-traded funds. It includes assistance in drafting investment policy statements; recommendations regarding asset allocation; assistance in selecting investments in mutual funds; identification of investment benchmarks; portfolio performance analysis and reporting; and reviews of the performance of the investment manager(s) selected. The advice is tailored to the individual needs of each OPEB client as outlined in its investment policy statement. Each OPEB client is ultimately responsible for the selection of investments held in its portfolio and can impose restrictions on investing in these vehicles.

ICMA-RC Advisory Services to Vantage Trust Company, LLC

ICMA-RC, in its capacity as an investment adviser registered with the SEC, provides investment advisory, management, and administrative services to Vantage Trust Company, LLC ("VTC") in respect to the collective investment funds and other investment options it makes available to participants through VantageTrust. VTC is a New Hampshire non-depository trust company and a wholly-owned subsidiary of ICMA-RC. VTC is the sole trustee of VantageTrust, a trust established and maintained for the purpose of commingling assets of state and local government qualified retirement and deferred compensation plans.



Platinum Services Plan Service Report

Group Annuity Contract Separate Account

ICMA-RC provides investment advisory and management services with respect to the insurance company separate account that is the underlying investment of the group annuity contract issued to VantageTrust Company, LLC in connection with the VantageTrust Retirement IncomeAdvantage Fund. ICMA-RC is responsible, among other things, for investing and reinvesting assets of the separate account in accordance with the investment guidelines; maintaining the separate account asset allocation within the specified target percentages and tolerances; voting all proxies and taking all other investor actions with respect to the securities in the separate account; and meeting with the independent insurance company to review the performance of the separate account and the underlying investments.



Platinum Services Plan Service Report

Compensation Received by ICMA-RC

ICMA-RC receives compensation for the services it provides in the following manner:

Fees Deducted from Participant Accounts: ICMA-RC may be compensated for record keeping services with the following explicit fees deducted from participant accounts:

- **Per Participant fees** A flat fee charged to each participant account with a balance in the plan for administration or record keeping services. Has a greater impact, as a fraction of account balance, on participants with smaller assets.
- Administration fees An asset-based fee for record keeping services that may be deducted directly from participant accounts in certain plans administered by ICMA-RC.
- **Ancillary service fees** Fees deducted from plan participant accounts to pay for services chosen by participants, including financial plans, loans, online investment advice, Managed Accounts² and self-directed brokerage accounts made available by ICMA-RC and the plan.

Compensation Received from Funds Made Available by the Plan: ICMA-RC and its affiliates are compensated for record keeping and/or investment advisory services from the funds it administers:

- Record keeping fees Deducted from the assets of mutual funds or collective investment funds, these 12b-1, shareholder servicing, transfer agency and/or administration fees are paid to ICMA-RC for services rendered by ICMA-RC to the fund and to the plans and participants that invest in the fund directly or indirectly through the VantageTrust Funds. The amounts listed include all non-advisory, recordkeeping compensation paid to ICMA-RC and/or its affiliates.
- Investment advisory fees Consists of compensation paid to ICMA-RC and its affiliates for investment advisory and other services provided to VTC on behalf of the VantageTrust Funds. These fees are deducted from fund assets and reflected in the net asset values of the funds.



Fee and Revenue Summary (RHS Plan)

Platinum Services Plan Service Report

Your RHS Plans incur costs for services they receive, including revenue retained by ICMA-RC for record keeping and investment advisory services. As of December 31, 2016, the estimated annual cost to your plan is \$155,761 consisting of \$118,412 from fund fees and expenses (1.00% of plan assets) and \$37,349 of participant account fees.

Out of total estimated plan costs, ICMA-RC received the following estimated annual revenue:

Revenue Source	Record Keeping*	Investment Advisory**	Total
Funds	\$53,067 (0.45%)	\$33,020 (0.28%)	\$86,087 (0.73%)
Participant Account Fees	\$37,349	\$0	\$37,349
Total	\$90,416	\$33,020	\$123,436

^{*} Fees for record keeping, administration, and education services for participants and plan sponsors.

Methodology

ICMA-RC estimated its annual compensation as follows:

- Dollar values of record keeping and investment advisory revenue were estimated by multiplying the quarter-ending balance and the
 annualized percentage of assets each fund company has stated it intends to pay as compensation as of the date of the report.
 Results of this calculation for each fund were aggregated by product type to derive the total estimated revenue in dollars for the
 past 12 months.
- Estimated annual revenue as a percent of plan assets was calculated by dividing the total estimated dollar value by the quarterending balance for the plan as of the date of the report.

Participant usage fees were actual fees charged to participant accounts for the current quarter-ending period.

All data on page is as of December 31, 2016



^{**} Fees paid to ICMA-RC or its affiliates for investment advisory services and other fund services.

Fund Costs and ICMA-RC Revenue (RHS Plan)

Platinum Services Plan Service Report

			Plan Ex	nenses		ICMA-RC G	ross Davanus	
				1000		ICIVIA-RU G	iloss Revenue	
Fund ¹	Morningstar Category ¹⁶	Quarter-End Assets	Net Expense Ratio	Estimated Expense Cost	Record Keeping*,3	Estimated Annual Revenue	Investment Advisory**	Estimated Annual Revenue
Farget-Risk/Target-Date VT II VP Milestone Ret Income ^{9,12} VT II VP Milestone 2010 ^{9,12} VT II VP Milestone 2020 ^{9,12} VT II VP Milestone 2025 ^{9,12} VT II VP Milestone 2030 ^{9,12} VT II VP Milestone 2030 ^{9,12} VT II VP Milestone 2040 ^{9,12} VT II VP Milestone 2040 ^{9,12} VT II VP Milestone 2040 ^{9,12} VT II VP Milestone 2050 ^{9,12} VT II VP Milestone 2050 ^{9,12} Fotal Quarter-End Assets: Fotal Fees and Expenses to Plan: Fotal Recordkeeping Revenue Retainer of the Company		\$1,333,909 \$1,350,305 \$1,949,895 \$2,655,047 \$2,125,376 \$1,325,177 \$693,169 \$276,308 \$82,342 \$1,161 \$11,792,690	0.98% 0.98% 0.99% 1.00% 1.01% 1.05% 1.07% 1.08% 1.10%	\$13,072 \$13,233 \$19,304 \$26,550 \$21,466 \$13,649 \$7,278 \$2,956 \$889 \$13	0.45% 0.45% 0.45% 0.45% 0.45% 0.45% 0.45% 0.45%	\$6,003 \$6,076 \$8,775 \$11,948 \$9,564 \$5,963 \$3,119 \$1,243 \$371 \$5	0.28% 0.28% 0.28% 0.28% 0.28% 0.28% 0.28% 0.28% 0.29%	\$3,735 \$3,781 \$5,460 \$7,434 \$5,951 \$3,710 \$1,941 \$774 \$231 \$3
All data on page is as	of December 31, 2016							

^{*} Fees for record keeping, administration and education services for participants and plan sponsors.

Dollar values of fees and expenses by fund are estimates derived by multiplying the quarter-ending balance and the annualized percentage of assets each fund company has stated it intends to pay as compensation as of the date of the report. This calculation is based on the aggregate data for plans with more than five participants that have the lowest administration fee. Disclosure of gross expenses, net expenses and waivers for each fund immediately follows this table.



^{**}Fees paid to ICMA-RC or its affiliates for investment advisory and other fund services.

Fund Costs (RHS Plan)

Platinum Services Plan Service Report

Fund ¹	Morningstar Category ¹⁶	Gross Expense Ratio	Expense Waiver Amount	Waiver Expiration Date	Net Expense Ratio	Redemption Fee ¹	Trade Restriction ¹
Target-Risk/Target-Date							
VT II VP Milestone Ret Income ^{9,12}	Target-Date Retirement	0.98%	0.00%	NA	0.98%	None	None
VT II VP Milestone 20109,12	Target-Date 2000-2010	0.98%	0.00%	NA	0.98%	None	None
VT II VP Milestone 20159,12	Target-Date 2015	0.99%	0.00%	NA	0.99%	None	None
VT II VP Milestone 20209,12	Target-Date 2020	1.00%	0.00%	NA	1.00%	None	None
VT II VP Milestone 20259,12	Target-Date 2025	1.01%	0.00%	NA	1.01%	None	None
VT II VP Milestone 20309,12	Target-Date 2030	1.03%	0.00%	NA	1.03%	None	None
VT II VP Milestone 20359,12	Target-Date 2035	1.05%	0.00%	NA	1.05%	None	None
VT II VP Milestone 20409,12	Target-Date 2040	1.07%	0.00%	NA	1.07%	None	None
VT II VP Milestone 20459,12	Target-Date 2045	1.08%	0.00%	NA	1.08%	None	None
VT II VP Milestone 20509,12	Target-Date 2050	1.10%	0.00%	NA	1.10%	None	None
	•						

All data on page is as of December 31, 2016

See disclosure at end of chapter.



ICMA-RC Participant Account Fees (RHS) Plans

Platinum Services Plan Service Report

Assessments from Participant Accounts in 12 months ending December 31, 2016

Service	Fee	Number of Assessments	Annual Cost
Administration Fees (Benefits & No	on-Benefits Eligible)		
Per Participant Fee	\$30 annual fee	2693	\$20,146
Administration	0.30% Annualized on Assets	8289	\$17,203
	*Fee assessed on assets not in the VT II Vantagepoi	nt Funds.	
Total Fees from Participant Accou	nts		\$37,349

All data on page is as of December 31, 2016



Glossary

Platinum Services Plan Service Report

Ancillary Service Fee – Fees deducted from plan participant accounts to pay for services chosen by participants that are made available by ICMA-RC and the plan

Average Month-End Assets – Average month-end assets in plans for the 12 month period ending on the date of this report.

Administration Fee – An asset-based fee for record keeping services that may be deducted directly from participant accounts in certain plans administered by ICMA-RC.

Contingent Deferred Sales Charges (CDSCs): Some mutual funds may charge investors for marketing costs of up to 8% of assets either at the time an investment is made or when assets are redeemed. In the public sector retirement plan community, these "contingent deferred sales charges" can be charged when participants move to another plan administrator or when the plan sponsor terminates the plan administrator.

Estimated Fund Expense Cost – This simulation is designed to provide an estimate of the cost of fund expenses to your plan, not a calculation of actual expenses incurred. Annualized costs to your plan from fund expenses have been estimated by multiplying the average month-end balance in each fund with the net fund expense ratio as of the date of this report. Actual experience of the plan will vary based on assets in each fund over an annual period and changes that may occur in expense ratios over that period.

Estimated Record Keeping Revenue – This simulation is designed to provide an estimate of revenue received by ICMA-RC for plan and participant services, not a calculation of such revenue received. Annualized record keeping revenue received by ICMA-RC has been estimated by multiplying the average month-end balance in each fund with the annualized record keeping revenue anticipated to be received by ICMA-RC from fund companies based on current contracts with those companies as of the date of this report. Record keeping revenue is paid by fund companies based on calculation methodologies of each fund company. Actual fees and revenue of the plan will vary based on those differing methodologies.

Estimated Investment Advisory Revenue – This simulation is designed to provide an estimate of the investment advisory revenue received by ICMA-RC, not a calculation of actual revenue received. Annualized investment advisory revenue received by ICMA-RC has been estimated by multiplying the average month-end balance in each fund with the annualized investment advisory revenue anticipated to be received by ICMA-RC as of the date of this report. Actual experience of the plan will vary based on those differing methodologies, as well as on the assets in each fund over an annual period.

Expense Waiver Amount – The amount that a service provider or a mutual fund has agreed to waive in order to reduce or limit operating expenses for the fund. Fee waivers may not be available in the future.



Glossary

Platinum Services Plan Service Report

Gross Expense Ratio – The annualized amount, expressed as a percentage of their total investment that investors will pay annually for the mutual fund's operating expenses and management fees before any waivers.

Investment Advice Fee – Annual dollar-based fee for access to independent online investment advice. Some vendors charge the plan a fee for each eligible participant, while other vendors charge a fee only when a participant uses the service.

Investment Advisory Fees – Consists of compensation paid to ICMA-RC, an SEC-registered investment adviser, which serves as the investment adviser to The VantageTrust Funds, as well as compensation paid to Vantagepoint Transfer Agents, LLC ("VTA") for other fund services. In addition, this includes compensation paid to ICMA-RC for investment advisory services provided to VantageTrust Company, LLC in respect to the collective investment funds and other investment options it makes available to participants through VantageTrust. Investment fees are deducted from fund assets and reflected in the Net Asset Values of the VantageTrust Funds.

Loan Fees – Fees assessed when a participant voluntarily takes a loan from his or her plan account. Vendors typically charge for establishing/reamortizing loans and for maintaining loans. Fees are usually assessed on a flat dollar basis, with start-up fees assessed at the initiation or reamortization of a loan and maintenance fees charged annually.

Managed Accounts Fee – An asset-based fee paid by participants who receive independent managed account services. Fee reductions may be provided when participant accounts reach certain asset levels. Fee is assessed on participant accounts and reported on participant statements.

Morningstar Category – Categories are from Morningstar® as of the date of this report for underlying funds where available. Category for the PLUS Fund was determined by ICMA-RC based on fund characteristics. Morningstar®, Inc. is a global investment research firm that is not affiliated with ICMA-RC. Morningstar® used as a source for some data.



Glossary

Platinum Services Plan Service Report

Net Expense Ratio – The amount shown is the gross expense ratio less any expense waivers. The daily portion of this expense is deducted from the fund prior to the fund company's calculation of the daily price reported to the public.

Per Participant Fee – An explicit flat fee charged to each participant account with a balance in the plan for administration or record keeping services. Has a greater impact, as a fraction of account balance, on participants with smaller assets.

Record keeping Fees – Deducted from the assets of some mutual funds or collective investment trusts, these 12b-1, shareholder servicing, transfer agency and/or administration fees are paid by VantageTrust Company, LLC, the fund or fund company to ICMA-RC for services rendered by ICMA-RC to the Fund and to the plans and participants that invest in the fund directly or through the VantageTrust Funds. The amounts listed for VantageTrust Funds, including the VantageTrust PLUS Fund, include all non-advisory compensation paid by a fund to ICMA-RC and/or its affiliates.

Redemption Fee – To discourage frequent trading and reduce the cost of such activity to the fund and its investors, a fund may assess a redemption fee when fund shares, held for less than a minimum period of time, are sold or "redeemed."

Self-Directed Brokerage Fee – Fee assessed when a participant voluntarily uses self-directed brokerage account services that provide access to a wide range of mutual funds and individual securities (if offered by plan). A fee for establishing the account or for maintaining the account may be assessed. The brokerage services vendor will assess additional fees.

Total ICMA-RC Revenue – Summation of all revenue received by ICMA-RC, including record keeping fees and investment advisory fees from proprietary funds managed by ICMA-RC.

Trade Restrictions – As an alternative to assessing redemption fees to discourage frequent trading, funds may require participants to wait a defined period after redeeming shares to transfer assets back into the fund.

Waiver Expiration Date – The date upon which the contractual obligation to provide the waiver lapses.

Waiver Type - Indicates whether the reduction in fund expense ratio is voluntary or contractual.



4th Quarter 2016

Platinum Services Plan Service Report

Please read Making Sound Investment Decisions: A Retirement Investment Guide and the accompanying VantageTrust Fund Fees and Expenses document ("Guide") carefully for a complete summary of all fees, expenses, investment objectives and strategies, and risks. Investors should carefully consider this information before investing. For a current Guide, contact ICMA-RC by calling 800-669-7400 or log into your account at www.icmarc.org.

Please read the fund's prospectus carefully for a complete summary of all fees, expenses, investment objectives and strategies, risks, financial highlights, and performance information. Investing involves risk, including possible loss of the amount invested. Investors should carefully consider the information contained in the prospectus before investing. You may contact us to obtain a prospectus or to answer questions by calling 800-669-7400, emailing investorservices@icmarc.org, or visiting www.icmarc.org

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Frequent trading rules are designed to detect and discourage trading activities that may increase costs to all investors. All funds or underlying funds are monitored for frequent trading. Certain funds or underlying funds may impose fees or restrictions to deter frequent trading. Current information about these fees or restrictions can be found in a fund's or underlying fund's prospectus. You may contact us to obtain a prospectus or to answer questions by calling 800-669-7400, emailing investorservices@icmarc.org, or visiting www.icmarc.org / You can obtain information about ICMA-RC's Frequent Trading Policy at www.icmarc.org/frequenttrading.

Certain funds or underlying funds may charge a redemption fee. Current information about redemption fee, if any, will be contained in the fund's or underlying fund's prospectus. You may contact us to obtain a prospectus or to answer questions by calling 800-669-7400, emailing investorservices@icmarc.org, or visiting www.icmarc.org.



- Investment advice and analysis tools are offered to participants through ICMA-RC, a federally registered investment adviser. Investment advice is the result of methodologies developed, maintained and overseen by the Independent Financial Expert, Morningstar Investment Management LLC. Morningstar Investment Management LLC is a registered investment advisor and subsidiary of Morningstar, Inc. Morningstar, Inc. and Morningstar Investment Management LLC are not affiliated with ICMA-RC. All rights reserved. The Morningstar name and logo are registered marks of Morningstar, Inc.
- ³ ICMA-RC or its affiliates receive payments from third-party mutual funds that underlie certain VantageTrust Funds that may be available for investment through your plan. These payments are for services rendered by ICMA-RC or its affiliates to plans and participants, and are in the form of 12b-1 fees, service fees, compensation for sub-accounting and other services provided by ICMA-RC or its affiliates.

The revenue amounts listed for VT Vantagepoint Funds and the VT PLUS Fund includes all compensation paid by the fund to ICMA-RC and/or its affiliates. This amount includes compensation for investment advisory, transfer agency, and plan/participant services that is included in the daily NAV calculation.

Revenue is subject to change at the discretion of the fund company and is received at various times throughout the course of a year based on the policies of the individual fund companies.

- ⁴ VT PLUS Fund return is annualized for all periods.
 - Direct transfers from a stable value fund to competing funds are restricted. Competing funds may include, but are not limited to money market mutual funds, certificates of deposit, stable value funds, investment options that offer guarantees of principal or income, certain short-term bond funds and self-directed brokerage accounts. Certain restrictions may apply when you want to transfer money from a stable value fund to a competing fund. These restrictions generally include waiting periods before transfers can be made back into a stable value fund. For additional information on the VT PLUS Fund restrictions on transfers to competing funds, please refer to Making Sound Investment Decisions A Retirement Investment Guide.
- An investment in this Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Fund. The 7-Day Yield more closely reflects the Fund's current earnings than the quotation of total return.
- The VantageTrust Cash Management Fund is invested in a single registered mutual fund, the Fidelity Money Market Government Portfolio. Investments in the fund are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. It is possible to lose money by investing in the fund. The 7-Day Yield more closely reflects the Fund's current earnings than the quotation of total return.



- CD Accounts are issued by Bank of America, N.A. ("Bank"), a member of the FDIC, and are available as VantageTrust investment options. CD Account deposits of up to \$250,000 are insured by the FDIC, subject to certain limitations. Amounts to be invested in CD Accounts are initially held in the Bank's Money Market Deposit Account ("MMDA") and earn the Bank's MMDA rate. At the end of the open investment window, assets are transferred to the CD Account where interest is credited daily and compounded monthly.
 - Certificate of Deposit Accounts (CD Accounts) Annual Percentage Rates (APRs) and Annual Percentage Yields (APYs) are valid for the purchases made within the related open investment window and assume principal and interest remain in the account until maturity. Withdrawals and penalties will reduce earnings on the account. Please be advised, there may be associated penalties for withdrawing from a CD Account prior to the maturity date. For more information regarding CD Accounts, please contact Investor Services at 800-669-7400.
- A fixed income fund is subject to credit risk and interest rate risk. Credit risk is when an issuer of a fixed income security may be unable or unwilling to make payments of principal or interest to the holders of these securities or may declare bankruptcy. Fixed income securities fluctuate in value as interest rates change. When interest rates rise, the market prices of fixed income securities will usually decrease; when interest rates fall, the market prices of fixed income securities usually will increase.
- VantageTrust Funds invest either in collective investment funds or underlying registered funds. Please refer to the underlying fund's disclosure documents for additional information on fund fees and expenses.
- ¹⁰ American Century® is a registered trademark of American Century Services Corporation.
- T. Rowe Price® is a registered trademark of T. Rowe Price Group, Inc. all rights reserved.
- The Fund is not a complete solution for all of your retirement savings needs. An investment in the Fund includes the risk of loss, including near, at or after the target date of the Fund. There is no guarantee that the Fund will provide adequate income at and through an investor's retirement.
- Funds that invest primarily in small-capitalization companies involve greater risk than is customarily associated with investments in larger, more established companies. Equity securities of small-capitalization companies are generally subject to greater price volatility than those of larger companies due to less certain growth prospects, the lower degree of liquidity in the markets for their securities, and the greater sensitivity of smaller companies to changing economic conditions. Also, small-capitalization companies may have more limited product lines, fewer capital resources and less experienced management than larger companies.



- Funds that invest in foreign securities are exposed to the risk of loss due to political, economic, legal, regulatory, and operational uncertainties; differing accounting and financial reporting standards; limited availability of information; currency fluctuations; and higher transaction costs. Investments in foreign currencies or securities denominated in foreign currencies (including derivative instruments that provide exposure to foreign currencies) may experience gains or losses solely based on changes in the exchange rate between foreign currencies and the U.S. dollar. The risk of investing in foreign securities may be greater with respect to securities of companies located in emerging market countries. The value of developing or emerging market currencies may fluctuate more than the currencies of companies with more mature markets.
- Sector funds tend to be riskier and more volatile than the broad market because they are generally less diversified and more volatile than other mutual funds.
- Morningstar places funds in certain categories based on the fund's historical portfolio holdings. Placement of a fund in a particular Morningstar category does not mean that the fund will remain in that category or that it will invest primarily in securities consistent with its Morningstar category. A fund's investment strategy and portfolio holdings are governed by its prospectus, guidelines or other governing documents, not its Morningstar category.
- Prudential Retirement Insurance and Annuity Company (Prudential), CA COA #08003, Hartford, CT. Neither Prudential nor ICMA-RC guarantees the investment performance or return on contributions to Prudential's Separate Account. You should carefully consider the objectives, risks, charges, expenses and underlying guarantee features before purchasing this product. Prudential may increase the Guarantee Fee in the future, from 1.00% up to a maximum of 1.50%. Like all variable investments, this Fund may lose value. Availability and terms may vary by jurisdiction; subject to regulatory approvals. Annuity contracts contain exclusions, limitations, reductions of benefits and terms for keeping them in force. Guarantees are based on Prudential's claims-paying ability. This annuity is issued under Contract form # GA-2020-TGWB4-0805-RC. ICMA-RC provides recordkeeping services to your Plan and is the investment manager of the underlying Prudential separate account. Prudential or its affiliates may compensate ICMA-RC for providing these and related administrative services in connection with the Fund. Variable annuities are suitable for long-term investing, particularly retirement savings. ©2016 Prudential, the Prudential logo, and the Rock symbol and Bring Your Challenges are service marks of the Prudential Insurance Company of America, Newark, NJ, and its related entities, registered in many jurisdictions worldwide. Note: Participants who are interested in the VT Retirement IncomeAdvantage Fund Important Considerations document, before investing.



- Participants can withdraw assets from a CD Account at any time, but withdrawals prior to the maturity date are subject to an early withdrawal penalty equal to 180 days of interest on the amount withdrawn, unless one of the exceptions identified below applies. The interest penalty is calculated as the gross rate of the CD Account (i.e., the net rate plus the Annual CD Administrative Fee).
 - Transfers from the VT PLUS Fund to CD Accounts are prohibited. Assets must be invested outside of the VT PLUS Fund in a non-competing fund for a period of at least 90 days before being transferred to CD Accounts. ICMA-RC will limit each participant's aggregate investment in CD Accounts to an amount less than \$250,000. This limit includes principal, accrued interest, future interest, and any previously purchased VantageTrust CD Accounts issued by Countrywide Bank or MBNA. If an individual's total investment in CD Accounts exceeds the \$250,000 limit, ICMA-RC will transfer the excess amounts to the Plan's designated maturity fund. Note that ICMA-RC can only limit a participant's aggregate investment in CD Accounts through Plans administered by ICMA-RC.
- Investment advice and analysis tools are offered to participants through ICMA-RC, a federally registered investment adviser. Investment advice is the result of methodologies developed, maintained and overseen by the Independent Financial Expert, Morningstar Investment Management LLC is a registered investment advisor and subsidiary of Morningstar, Inc. Morningstar, Inc. and Morningstar Investment Management LLC are not affiliated with ICMA-RC. All rights reserved. The Morningstar name and logo are registered marks of Morningstar, Inc.
- Underlying mutual fund expenses and plan administration fees still apply. Please read the current applicable prospectus and the VantageTrust Fund Fees and Expenses document accompanying the Making Sound Investment Decisions: A Retirement Investment Guide for a description of these fees and expenses.
- ²¹ ICMA-RC and TD Ameritrade are separate, unaffiliated companies and not responsible for each other's services or policies. Brokerage services are provided by TD Ameritrade, Inc. a registered broker-dealer and member of FINRA/SIPC/NFA TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and the Toronto-Dominion Bank. Used with permission.
- Funds that invest primarily in mid-capitalization companies involve greater risk than is customarily associated with investments in larger, more established companies. Equity securities of mid-capitalization companies generally trade in lower volume and are generally subject to greater and less predictable price changes than the securities of larger companies.
- Funds that invest primarily in high yield bonds (bonds that are rated below investment grade and also known as "junk bonds") are subject to additional risk as these high yield bonds are considered speculative and involve a greater risk of default than "investment grade" securities. The values of these securities are particularly sensitive to changes in interest rates, issuer creditworthiness, and economic and political conditions. The market prices of these securities may decline significantly in periods of general economic difficulty, may be harder to value, and may be less liquid than higher rated securities.



Disclosures

4th Quarter 2016

Platinum Services Plan Service Report

Certain funds may be subject to style risk, which is the possibility that the investment style of its investment adviser will trail the returns of the overall market. In the past, different types of securities have experienced cycles of outperformance and underperformance in comparison to the market in general. For example, growth stocks have performed best during the later stages of economic expansion and value stocks have performed best during periods of economic recovery. Both styles may go in and out of favor. When the investing style used by a fund is out of favor, that fund is likely to underperform other funds that use investing styles that are in favor.

