

RIVERNORTH®

12.31.2022

Semi-Annual Report

RIVERNORTH MANAGED DURATION MUNICIPAL INCOME FUND II, INC.
(RMMZ)

Investment Adviser:
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WHAT IS THE FUND'S INVESTMENT STRATEGY?

The RiverNorth Managed Duration Municipal Income Fund II, Inc. (the "Fund") seeks to provide current income exempt from regular U.S. federal income taxes (but which may be includable in taxable income for purposes of the Federal alternative minimum tax) with a secondary objective of total return.

The Fund's Managed Assets (as defined in Note 2, below) are allocated between two principal strategies: Tactical Municipal Closed-End Fund ("CEF") Strategy managed by RiverNorth Capital Management, LLC ("RiverNorth" or the "Adviser"), and Municipal Bond Income Strategy managed by MacKay Shields LLC ("MacKay Shields").

RiverNorth determines the portion of the Fund's assets to allocate to each strategy and may, from time to time, adjust the allocations. The Fund may allocate between 25% to 65% of its Managed Assets to the Tactical Municipal CEF Strategy and 35% to 75% of its Managed Assets to the Municipal Bond Income Strategy.

The Tactical Municipal CEF Strategy typically invests in municipal CEFs and exchange-traded funds ("ETFs") and other investment companies seeking to derive value from the discount and premium spreads associated with CEFs. The Municipal Bond Income Strategy primarily invests in municipal debt securities of any credit quality, including securities that are rated below investment grade. RiverNorth and MacKay Shields may use various techniques to manage the duration of the Fund's portfolio in an attempt to mitigate the risks associated with changes in interest rates. Under normal market conditions, the Fund will seek to maintain a weighted average effective duration on Managed Assets of +/- 3 years relative to the Bloomberg U.S. Municipal Bond Index.

HOW DID THE FUND PERFORM RELATIVE TO ITS BENCHMARK DURING THE PERIOD?**PERFORMANCE** as of December 31, 2022

	Cumulative			Annualized
	1 Month	3 Month	6 Month	Since Inception ⁽²⁾⁽³⁾
TOTAL RETURN⁽¹⁾				
RiverNorth Managed Duration Municipal Income Fund II, Inc. – NAV ⁽⁴⁾	-0.13%	7.01%	2.58%	-7.39%
RiverNorth Managed Duration Municipal Income Fund II, Inc. – Market ⁽⁵⁾	-2.16%	1.09%	-2.25%	-19.12%
Bloomberg U.S. Municipal Bond Index ⁽⁶⁾	0.29%	4.10%	0.50%	-5.92%

⁽¹⁾ Total returns assume reinvestment of all distributions.

⁽²⁾ Annualized.

⁽³⁾ The Fund commenced operations on February 11, 2022.

⁽⁴⁾ Performance returns are net of management fees and other Fund expenses.

⁽⁵⁾ Market price is the value at which the Fund trades on an exchange. This market price can be more or less than its net asset value ("NAV").

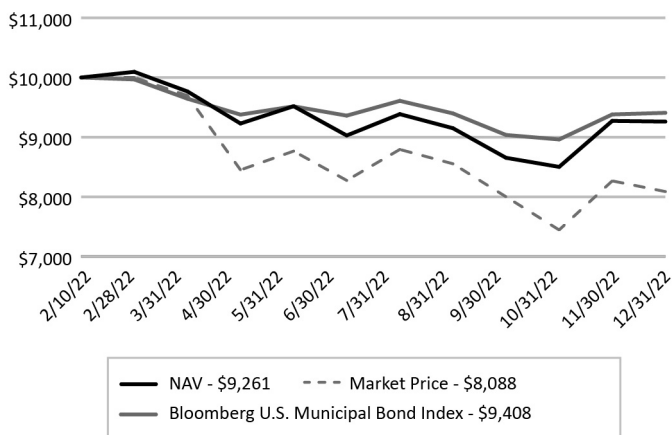
⁽⁶⁾ The Bloomberg U.S. Municipal Bond Index covers the US Dollar-denominated long-term tax exempt bond market. The index has four main sectors: state and local general obligation bonds, revenue bonds, insured bonds, and prerefunded bonds.

The total annual expense ratio as a percentage of net assets attributable to common shares as of December 31, 2022 is 2.30% (excluding interest expense on loan payable and short term floating rate obligations). Including interest expense on loan payable and short term floating rate obligations, the expense ratio is 3.88%.

Performance data quoted represents past performance, which is not a guarantee of future results. Current performance may be lower or higher than the performance quoted. The principal value and investment return of an investment will fluctuate so that your shares may be worth more or less than their original cost. You can obtain performance data current to the most recent month end by calling 844.569.4750. Total return measures net investment income and capital gain or loss from portfolio investments. All performance shown assumes reinvestment of dividends and capital gains distributions but does not reflect the deduction of taxes that a shareholder would pay on Fund distributions or the sale of Fund shares.

GROWTH OF A HYPOTHETICAL \$10,000 INVESTMENT

The graph below illustrates the growth of a hypothetical \$10,000 investment assuming the purchase of common shares at the closing market price (NYSE: RMMZ) of \$20.00 on February 11, 2022 (commencement of operations) and tracking its progress through December 31, 2022.



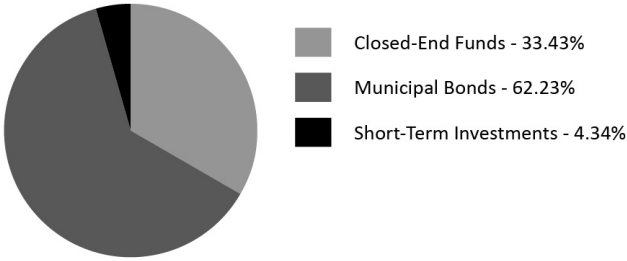
Past performance does not guarantee future results. Performance will fluctuate with changes in market conditions. Current performance may be lower or higher than the performance data shown. Performance information does not reflect the deduction of taxes that shareholders would pay on Fund distributions or the sale of Fund shares. An investment in the Fund involves risk, including loss of principal.

TOP TEN HOLDINGS* as of December 31, 2022

	% of Net Assets
New York New York A-1 Revenue Bonds	7.63%
City of Chicago IL, General Obligation Unlimited Bonds	7.18%
State of Illinois, General Obligation Unlimited Bonds	5.62%
Nuveen Municipal Value Fund, Inc.	5.47%
San Francisco Bay Area Rapid Transit District, General Obligation Unlimited Bonds	5.32%
Western Asset Managed Municipals Fund, Inc.	4.88%
Nuveen Quality Municipal Income Fund	4.75%
Nuveen AMT-Free Quality Municipal Income Fund	4.32%
Massachusetts Port Authority, Revenue Bonds	4.16%
Triborough Bridge D-2 and Tunnel Authority General Revenue Bonds	3.86%
	53.19%

* Holdings are subject to change and exclude short-term investments.

ASSET ALLOCATION as of December 31, 2022[^]



[^] Holdings are subject to change.

Percentages are based on total investments of the Fund and do not include derivatives.

RiverNorth Managed Duration Municipal Income Fund II, Inc.

Schedule of Investments

December 31, 2022 (Unaudited)

Shares/Description	Value
CLOSED-END FUNDS (53.88%)	
164,479 AllianceBernstein National Municipal Income Fund, Inc.	\$ 1,723,740
109,208 BlackRock Municipal 2030 Target Term Trust	2,325,038
199,379 BlackRock Municipal Income Fund, Inc.	2,258,964
73,453 BlackRock Municipal Income Quality Trust	833,692
218,252 BlackRock Municipal Income Trust	2,195,615
110,792 BlackRock Municipal Income Trust II	1,144,481
295,075 BlackRock MuniHoldings California Quality Fund, Inc.	3,169,106
249,447 BlackRock MuniHoldings Fund, Inc.	3,028,287
45,184 BlackRock MuniHoldings New York Quality Fund, Inc.	464,040
8,401 BlackRock MuniHoldings Quality Fund II, Inc.	83,590
242,893 BlackRock MuniYield Fund, Inc.	2,528,516
66,061 BlackRock MuniYield Quality Fund III, Inc.	740,544
132,211 BlackRock MuniYield Quality Fund, Inc.	1,533,647
64,112 BNY Mellon Municipal Bond Infrastructure Fund, Inc.	673,817
221,894 DTF Tax-Free Income 2028 Term Fund, Inc.	2,420,864
140,168 Eaton Vance Municipal Bond Fund	1,456,346
460,270 Invesco Municipal Opportunity Trust	4,561,276
110,685 Invesco Quality Municipal Income Trust	1,042,653
210,266 Invesco Trust for Investment Grade Municipals	2,113,173
117,111 Nuveen AMT-Free Municipal Value Fund	1,593,881
557,579 Nuveen AMT-Free Quality Municipal Income Fund	6,339,673
161,689 Nuveen California Municipal Value Fund	1,366,272
365,616 Nuveen California Quality Municipal Income Fund	4,047,369
418,464 Nuveen Dividend Advantage Municipal Fund 3	5,055,045
63,197 Nuveen Dividend Advantage Municipal Income Fund	767,212
113,291 Nuveen Intermediate Duration Municipal Term Fund	1,486,378
62,457 Nuveen Intermediate Duration Quality Municipal Term Fund	780,088
934,272 Nuveen Municipal Value Fund, Inc.	8,034,739
7,451 Nuveen Ohio Quality Municipal Income Fund	94,553
591,645 Nuveen Quality Municipal Income Fund	6,981,411
12,771 Nuveen Select Maturities Municipal Fund	115,705
55,168 PIMCO New York Municipal Income Fund II	438,586
26,621 Pioneer Municipal High Income Advantage Fund, Inc.	215,630
48,526 Western Asset Intermediate Municipal Fund	368,312
711,820 Western Asset Managed Municipals Fund, Inc.	7,168,027
516 Western Asset Municipal High Income Fund, Inc.	3,292
TOTAL CLOSED-END FUNDS	79,153,562
(Cost \$85,466,326)	

See Notes to Financial Statements.

RiverNorth Managed Duration Municipal Income Fund II, Inc.

Schedule of Investments

December 31, 2022 (Unaudited)

Principal Amount/Description	Rate	Maturity	Value
MUNICIPAL BONDS (100.29%)			
California (11.96%)			
\$ 3,000,000	5.00%	05/15/47	\$ 3,236,103
4,500,000	5.50%	08/01/47	5,045,178
7,000,000	5.25%	08/01/47	7,821,629
1,450,000	5.00%	05/01/46	1,465,829
			<u>17,568,739</u>
Florida (10.51%)			
5,000,000	5.50%	01/01/55	5,548,095
5,000,000	4.00%	09/01/47	4,510,623
5,000,000	5.00%	07/01/51	5,388,595
			<u>15,447,313</u>
Guam (1.36%)			
2,000,000	5.00%	01/01/50	1,990,913
Hawaii (3.45%)			
5,000,000	5.00%	07/01/48	5,064,047
Illinois (12.80%)			
10,000,000	5.00%	01/01/34	10,544,777
8,000,000	5.50%	05/01/39	8,261,619
			<u>18,806,396</u>
Indiana (3.46%)			
4,250,000	6.00%	01/15/42	5,085,318

See Notes to Financial Statements.

RiverNorth Managed Duration Municipal Income Fund II, Inc.

Schedule of Investments

December 31, 2022 (Unaudited)

Principal Amount/Description		Rate	Maturity	Value
Iowa (1.74%)				
\$ 2,500,000	PEFA, Inc., Revenue Bonds	5.00%	09/01/49	\$ 2,560,497
Massachusetts (6.52%)				
2,000,000	Massachusetts Development Finance Agency, Revenue Bonds ^(a)	5.00%	03/01/44	2,014,160
6,000,000	Massachusetts Port Authority, Revenue Bonds ^(a)	5.00%	07/01/43	6,106,002
1,350,000	Massachusetts School Building Authority, Revenue Bonds ^(a)	5.00%	08/15/45	1,455,319
				<u>9,575,481</u>
Michigan (3.75%)				
5,000,000	Holly Area School District, General Obligation Unlimited Bonds	5.25%	05/01/52	<u>5,513,206</u>
Nevada (2.95%)				
4,850,000	Las Vegas Convention & Visitors Authority, Revenue Bonds	4.00%	07/01/49	<u>4,329,220</u>
New York (16.41%)				
10,000,000	New York New York A-1 Revenue Bonds ^(a)	5.25%	09/01/40	11,209,285
1,700,000	New York State Dormitory Authority, Revenue Bonds ^(a)	5.00%	03/15/41	1,840,307
5,000,000	Port Authority of New York & New Jersey, Revenue Bonds ^(a)	5.50%	08/01/52	5,387,625
5,000,000	Triborough Bridge D-2 and Tunnel Authority General Revenue Bonds ^(a)	5.50%	05/15/52	5,674,059
				<u>24,111,276</u>
North Carolina (3.60%)				
5,000,000	Greater Asheville Regional Airport Authority, Revenue Bonds ^(a)	5.50%	07/01/52	<u>5,286,082</u>
Ohio (2.19%)				
3,000,000	Cleveland-Cuyahoga County Port Authority, Revenue Bonds ^(a)	5.50%	08/01/47	<u>3,220,522</u>
Pennsylvania (2.24%)				
3,000,000	Southeastern Pennsylvania Transportation Authority, Revenue Bonds ^(a)	5.25%	06/01/47	<u>3,292,959</u>

See Notes to Financial Statements.

RiverNorth Managed Duration Municipal Income Fund II, Inc.

Schedule of Investments

December 31, 2022 (Unaudited)

Principal Amount/Description	Rate	Maturity	Value
Rhode Island (3.74%)			
\$ 5,000,000			
Rhode Island Health & Educational Facility Revenue Bonds ^(a)	5.50%	05/15/52	\$ 5,501,024
South Carolina (1.87%)			
2,500,000			
South Carolina Public Service Authority, Revenue Bonds ^(a)	5.75%	12/01/52	2,744,507
Tennessee (3.53%)			
5,000,000			
Tennessee Energy Acquisition Corporation Gas Revenue Bonds ^(a)	5.00%	05/01/52	5,178,556
Texas (3.66%)			
4,000,000			
City of Georgetown TX Utility System Revenue, Revenue Bonds ^(a)	5.25%	08/15/52	4,317,490
1,095,000			
Texas Private Activity Bond Surface Transportation Corp., Revenue Bonds	5.00%	12/31/50	1,058,047
			<u>5,375,537</u>
Utah (1.38%)			
1,855,000			
Intermountain Power Agency, Revenue Bonds ^(a)	5.00%	07/01/43	2,026,811
Virgin Islands (0.81%)			
235,000			
Matching Fund Special Purpose Securitization Corp., Revenue Bonds	5.00%	10/01/30	244,353
235,000			
Matching Fund Special Purpose Securitization Corp., Revenue Bonds	5.00%	10/01/32	243,793
705,000			
Matching Fund Special Purpose Securitization Corp., Revenue Bonds	5.00%	10/01/39	707,104
			<u>1,195,250</u>
Washington (2.36%)			
3,155,000			
County of Grant WA, General Obligation Limited Bonds ^(a)	5.25%	12/01/57	3,463,069
TOTAL MUNICIPAL BONDS			147,336,723
(Cost \$148,512,510)			

See Notes to Financial Statements.

RiverNorth Managed Duration Municipal Income Fund II, Inc.

Schedule of Investments

December 31, 2022 (Unaudited)

Shares/Description	Value
SHORT-TERM INVESTMENTS (7.00%)	
10,282,076 BlackRock Liquidity Funds MuniCash (7 Day Yield 3.330%)	\$ 10,281,048
TOTAL SHORT-TERM INVESTMENTS (Cost \$10,281,054)	10,281,048
TOTAL INVESTMENTS (161.17%) (Cost \$244,259,890)	\$ 236,771,333
Floating Rate Note Obligations (-63.25%) ^(b)	(92,925,000)
Other Assets In Excess Of Liabilities (2.08%)	3,062,308
NET ASSETS (100.00%)	\$ 146,908,641

^(a) All or portion of the principal amount transferred to a Tender Option Bond ("TOB") Issuer in exchange for TOB Residuals and cash.

^(b) Face value of Floating Rate Notes issued in TOB transactions.

Futures Contracts Sold:

Description	Contracts (Short)	Expiration Date	Notional Value	Value and Unrealized Appreciation
10-Yr U.S. Treasury Note Futures	(700)	March 2023	\$ 78,607,812	\$ 326,515
US Long Bond Future	(150)	March 2023	18,801,563	159,354
			<u>\$ 97,409,375</u>	<u>\$ 485,869</u>

See Notes to Financial Statements.

RiverNorth Managed Duration Municipal Income Fund II, Inc.

Statement of Assets and Liabilities

December 31, 2022 (Unaudited)

ASSETS:

Investments in securities:	
At cost	\$ 244,259,890
At value	\$ 236,771,333
Variation margin receivable	121,872
Deposit with broker for futures contracts	2,170,003
Receivable for investments sold	592,478
Interest receivable	2,667,094
Dividends receivable	6,584
Deferred offering costs (Note 9)	3,694
Total Assets	242,333,058

LIABILITIES:

Payable for Floating Rate Note Obligations	92,925,000
Payable for interest expense and fees on Floating Rate Note Obligations	896,450
Payable for investments purchased	617,682
Payable to Adviser	283,098
Other payables	702,187
Total Liabilities	95,424,417
Net Assets	\$ 146,908,641

NET ASSETS CONSIST OF:

Paid-in capital	\$ 167,059,840
Total distributable earnings	(20,151,199)
Net Assets	\$ 146,908,641

PRICING OF SHARES:

Net Assets	\$ 146,908,641
Shares of common stock outstanding (50,000,000 of shares authorized, at \$0.0001 par value per share)	8,455,000
Net asset value per share	\$ 17.38

See Notes to Financial Statements.

RiverNorth Managed Duration Municipal Income Fund II, Inc.

Statement of Operations

For the Six Months Ended December 31, 2022 (Unaudited)

INVESTMENT INCOME:

Interest	\$	3,192,228
Dividends		1,934,861
Total Investment Income		5,127,089

EXPENSES:

Investment Adviser fee		1,676,601
Interest expense and fees on Floating Rate Note Obligations		1,171,975
Legal expenses		23,959
Total Expenses		2,872,535
Net Investment Income		2,254,554

REALIZED AND UNREALIZED GAIN/(LOSS):

Net realized gain/(loss) on:		
Investments		(12,434,227)
Futures		8,870,342
Net realized loss		(3,563,885)
Net change in unrealized appreciation/depreciation on:		
Investments		5,415,730
Futures		(966,734)
Net change in unrealized appreciation/depreciation		4,448,996
Net Realized and Unrealized Gain on Investments and Futures Contracts		885,111
Net Increase in Net Assets Resulting from Operations	\$	3,139,665

See Notes to Financial Statements.

RiverNorth Managed Duration Municipal Income Fund II, Inc.

Statement of Changes in Net Assets

	For the Six Months Ended December 31, 2022 (Unaudited)	For the Period February 11, 2022 (Commencement of Operations) to June 30, 2022
NET INCREASE/(DECREASE) IN NET ASSETS FROM OPERATIONS:		
Net investment income	\$ 2,254,554	\$ 865,251
Net realized loss	(3,563,885)	(5,955,321)
Net change in unrealized appreciation/depreciation	4,448,996	(11,451,684)
Net increase/(decrease) in net assets resulting from operations	3,139,665	(16,541,754)
DISTRIBUTIONS TO SHAREHOLDERS:		
From distributable earnings	(5,286,066)	(1,360,602)
From tax return of capital	-	(2,142,602)
Net decrease in net assets from distributions to shareholders	(5,286,066)	(3,503,204)
CAPITAL SHARE TRANSACTIONS:		
Proceeds from shares sold, net of offering costs	-	169,000,000
Net increase in net assets from capital share transactions	-	169,000,000
Net Increase/(Decrease) in Net Assets	(2,146,401)	148,955,042
NET ASSETS:		
Beginning of period	149,055,042	100,000
End of period	\$ 146,908,641	\$ 149,055,042
OTHER INFORMATION:		
Share Transactions:		
Shares outstanding- beginning of period	8,455,000	5,000
Shares sold	-	8,450,000
Shares outstanding - end of period	8,455,000	8,455,000

See Notes to Financial Statements.

RiverNorth Managed Duration Municipal Income Fund II, Inc.

Statement of Cash Flows

For the Six Months Ended December 31, 2022 (Unaudited)

CASH FLOWS FROM OPERATING ACTIVITIES:

Net increase in net assets resulting from operations	\$	3,139,665
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:		
Purchases of investment securities		(210,097,329)
Proceeds from disposition on investment securities		205,106,761
Amortization of premium and accretion of discount on investments, net		228,866
Net purchases of short-term investment securities		(5,765,796)
Net realized (gain)/loss on:		
Investments		12,434,227
Net change in unrealized appreciation/depreciation on:		
Investments		(5,415,730)
(Increase)/Decrease in assets:		
Interest receivable		(1,239,772)
Dividends receivable		277,509
Variation margin receivable on futures contracts		(121,872)
Deferred offering costs		(3,694)
Increase/(Decrease) in liabilities:		
Variation margin payable on futures contracts		(1,191,871)
Payable for interest expense and fees on Floating Rate Note Obligations		732,683
Payable to Adviser		3,730
Other payables		661,643
Net cash used in operating activities	\$	(1,250,980)

CASH FLOWS FROM FINANCING ACTIVITIES:

Net proceeds from floating rate note obligations	\$	40,960,000
Net payments on floating rate note obligations		(41,270,000)
Cash distributions paid to common shareholders		(5,286,066)
Net cash used in financing activities	\$	(5,596,066)

Net decrease in cash and restricted cash	\$	(6,847,046)
Cash and restricted cash, beginning of period	\$	9,017,049
Cash and restricted cash, end of period	\$	2,170,003

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the period for interest expense and fees on floating rate note obligations	\$	1,353,355
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Reconciliation of restricted and unrestricted cash at the beginning of period to the statement of assets and liabilities:

Cash	\$	6,674,049
Deposit with broker for futures contracts	\$	2,343,000

Reconciliation of restricted and unrestricted cash at the end of the period to the statement of assets and liabilities:

Deposit with broker for futures contracts	\$	2,170,003
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See Notes to Financial Statements.

RiverNorth Managed Duration Municipal Income Fund II, Inc.

Financial Highlights

For a share outstanding throughout the periods presented

	For the Six Months Ended December 31, 2022 (Unaudited)	For the Period February 11, 2022 (Commencement of Operations) to June 30, 2022
Net asset value - beginning of period	\$ 17.63	\$ 20.00
Income/(loss) from investment operations:		
Net investment income ^(a)	0.27	0.10
Net realized and unrealized gain/(loss)	0.11	(2.05)
Total income/(loss) from investment operations	0.38	(1.95)
Less distributions:		
From net investment income	(0.63)	(0.17)
From tax return of capital	-	(0.25)
Total distributions	(0.63)	(0.42)
Net decrease in net asset value	(0.25)	(2.37)
Net asset value - end of period	\$ 17.38	\$ 17.63
Market price - end of period	\$ 15.18	\$ 16.16
Total Return^(b)	2.58% ^(c)	(9.72%) ^(c)
Total Return - Market Price^(b)	(2.25%) ^(c)	(17.25%) ^(c)
Supplemental Data:		
Net assets, end of period (in thousands)	\$146,909	\$ 149,055
Ratios to Average Net Assets (including interest on short term floating rate obligations)^(d)		
Ratio of expenses to average net assets	3.88% ^{(e)(f)}	2.80% ^{(e)(f)}
Ratio of net investment income to average net assets	3.05% ^{(e)(f)}	1.43% ^{(e)(f)}
Ratios to Average Net Assets (excluding interest on short term floating rate obligations)		
Ratio of expenses to average net assets	2.30% ^{(e)(f)}	2.12% ^{(e)(f)}
Ratio of net investment income to average net assets	4.63% ^{(e)(f)}	2.11% ^{(e)(f)}
Portfolio turnover rate	81% ^(c)	205% ^(c)
Payable for floating rate obligations (in thousands)	\$ 92,925	\$ 93,235
Asset coverage per \$1,000 of floating rate obligations payable ^(g)	2,591	2,600

^(a) Calculated using average shares throughout the period.

^(b) Total investment return is calculated assuming a purchase of common shares at the opening on the first day and a sale at closing on the last day of each period reported. For purposes of this calculation, dividends and distributions, if any, are assumed to be reinvested at prices obtained under the Fund's dividend reinvestment plan. Total investment returns do not reflect brokerage commissions, if any. Periods less than one year are not annualized.

^(c) Not annualized.

^(d) Interest expense relates to interest expense on loan payable and the cost of tender option bond transactions (See Note 2).

^(e) Annualized.

^(f) The ratios exclude the impact of expenses of the underlying funds in which the Fund invests as represented in the Schedule of Investments.

See Notes to Financial Statements.

Financial Highlights

For a share outstanding throughout the periods presented

- (g) Calculated by subtracting the Fund's total liabilities (excluding the debt balance and accumulated unpaid interest) from the Fund's total assets and dividing by the outstanding debt balance.*

1. ORGANIZATION

RiverNorth Managed Duration Municipal Income Fund II, Inc. (the "Fund") was organized as a Maryland corporation on June 23, 2021 pursuant to its Articles of Incorporation, which were amended and restated on January 12, 2022 ("Articles of Incorporation"). The Fund commenced operations on February 11, 2022 and had no operations until that date other than those related to organizational matters and the registration of its shares under applicable securities laws.

The Fund is a diversified, closed-end management investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"). The Articles of Incorporation permit the Board of Directors (the "Board" or "Directors") to authorize and issue fifty million shares of common stock with \$0.0001 par value per share. The Fund is considered an investment company and therefore follows the Investment Company accounting and reporting guidance of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 946 – Investment Companies.

The Fund will terminate on or before February 16, 2037; provided, that if the Board believes that under then-current market conditions it is in the best interests of the Fund to do so, the Fund may extend the Termination Date once for up to one year, and once for an additional six months. The Fund may be converted to an open-end investment company at any time if approved by the Board and the shareholders. Within twelve months prior to the termination date, the Fund may conduct a tender offer to purchase 100% of the then outstanding shares. Following the completion of the tender offer, the Fund must have at least \$100 million of net assets. The Board may then eliminate the termination date and convert the Fund to a perpetual structure upon the affirmative vote of a majority of the Board.

The Fund's investment adviser is RiverNorth Capital Management, LLC (the "Adviser") and the Fund's sub-adviser is MacKay Shields, LLC (the "Sub-Adviser"). The Fund's primary investment objective is to seek current income exempt from regular U.S. federal income taxes (but which may be includable in taxable income for purposes of the Federal alternative minimum tax). The Fund's secondary investment objective is total return.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies followed by the Fund. These policies are in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP"). The financial statements are prepared in accordance with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts and disclosures, including the disclosure of contingent assets and liabilities, in the financial statements during the reporting period. Management believes the estimates and security valuations are appropriate; however, actual results may differ from those estimates, and the security valuations reflected in the financial statements may differ from the value the Fund ultimately realizes upon sale of the securities. The financial statements have been prepared as of the close of the New York Stock Exchange ("NYSE") on December 31, 2022.

The Fund invests in closed-end funds, each of which has its own investment risks. Those risks can affect the value of the Fund's investments and therefore the value of the Fund's shares. To the

extent that the Fund invests more of its assets in one closed end fund than in another, the Fund will have greater exposure to the risks of that closed end fund.

Security Valuation: The Fund's investments are generally valued at their fair value using market quotations. If a market value quotation is unavailable a security may be valued at its estimated fair value as described in Note 3.

Security Transactions and Investment Income: The Fund follows industry practice and records securities transactions on the trade date basis. The specific identification method is used for determining gains or losses for financial statements and income tax purposes. Dividend income is recorded on the ex-dividend date, and interest income and expenses are recorded on an accrual basis. Discounts and premiums on securities purchased are amortized or accreted using the effective interest method over the life of the respective securities.

Federal Income Taxes: The Fund makes no provision for federal income tax. The Fund intends to qualify each year as a "regulated investment company" ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "IRC"). In order to qualify as a RIC, the Fund must, among other things, satisfy income, asset diversification and distribution requirements. As long as it so qualifies, the Fund will not be subject to U.S. federal income tax to the extent that it distributes annually its investment company taxable income and its "net capital gain". If the Fund retains any investment company taxable income or net capital gain, it will be subject to U.S. federal income tax on the retained amount at regular corporate tax rates. In addition, if the Fund fails to qualify as a RIC for any taxable year, it will be subject to U.S. federal income tax on all of its income and gains at regular corporate tax rates.

As of and during the six months ended December 31, 2022, the Fund did not have a liability for any unrecognized tax benefits. The Fund files U.S. federal, state, and local tax returns as required. The Fund's tax returns are subject to examination by the relevant tax authorities until expiration of the applicable statute of limitations, which is generally three years after the filing of the tax return for federal purposes and four years for most state returns. Tax returns for open years have incorporated no uncertain tax positions that require a provision for income taxes.

The Fund recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expenses on the Statement of Operations. During the six months ended December 31, 2022, the Fund did not incur any interest or penalties.

Distributions to Shareholders: Distributions to shareholders, which are paid monthly and determined in accordance with income tax regulations, are recorded on the ex-dividend date. The treatment for financial reporting purposes of distributions made to shareholders during the year from net investment income or net realized capital gains may differ from their ultimate treatment for federal income tax purposes. These differences are caused primarily by differences in the timing of recognition of certain components of income, expense, or realized capital gain for federal income tax purposes. Where such differences are permanent in nature, they are reclassified in the components of the net assets based on their ultimate characterization for federal income tax purposes. Any such reclassification will have no effect on net assets, results of operations or net asset value ("NAV") per share of the Fund.

The Fund maintains a level distribution policy. The Fund distributes to common shareholders regular monthly cash distributions of its net investment income. In addition, the Fund distributes its net realized capital gains, if any, at least annually.

At times, to maintain a stable level of distributions, the Fund may pay out less than all of its net investment income or pay out accumulated undistributed income, or return of capital, in addition to current net investment income. Any distribution that is treated as a return of capital generally will reduce a common shareholder's basis in his or her shares, which may increase the capital gain or reduce the capital loss realized upon the sale of such shares. Any amounts received in excess of a common shareholder's basis are generally treated as capital gain, assuming the shares are held as capital assets. The Board approved the implementation of the level distribution policy to make monthly cash distributions to common shareholders. The Fund made monthly distributions to common shareholders set at a level monthly rate of \$0.1042 per common share for the six months ended December 31, 2022.

Tender Option Bonds: The Fund may leverage its assets through the use of proceeds received from tender option bond ("TOB") transactions. In a TOB transaction, a tender option bond trust (a "TOB Issuer") is typically established, which forms a special purpose trust into which the Fund, or an agent on behalf of the Fund, transfers municipal bonds or other municipal securities ("Underlying Securities"). A TOB Issuer typically issues two classes of beneficial interests: short-term floating rate notes ("TOB Floaters") with a fixed principal amount representing a senior interest in the Underlying Securities, and which are generally sold to third party investors, and residual interest municipal tender option bonds ("TOB Residuals") representing a subordinate interest in the Underlying Securities, and which are generally issued to the Fund. The interest rate on the TOB Floaters resets periodically, usually weekly, to a prevailing market rate, and holders of the TOB Floaters are granted the option to tender their TOB Floaters back to the TOB Issuer for repurchase at their principal amount plus accrued interest thereon periodically, usually daily or weekly. The Fund may invest in both TOB Floaters and TOB Residuals, including TOB Floaters and TOB Residuals issued by the same TOB Issuer. The Fund may not invest more than 5% of its "Managed Assets" in any single TOB Issuer. Managed Assets is defined as total assets of the Fund, including assets attributable to leverage, minus liabilities (other than debt representing leverage and any preferred stock that may be outstanding).

As a result of Section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules thereunder (collectively, the "Volcker Rule"), banking entities are generally prohibited from sponsoring the TOB Issuer, and instead the Fund may serve as the sponsor of a TOB issuer ("Fund-sponsored TOB") and establish, structure and "sponsor" a TOB Issuer in which it holds TOB Residuals. In connection with Fund-sponsored TOBs, the Fund may contract with a third-party to perform some or all of the Fund's duties as sponsor. The Fund's role under the Fund-sponsored TOB structure may increase its operational and regulatory risk. If the third-party is unable to perform its obligations as an administrative agent, the Fund itself would be subject to such obligations or would need to secure a replacement agent. The obligations that the Fund may be required to undertake could include reporting and recordkeeping obligations under the IRC and federal securities laws and contractual obligations with other TOB service providers.

Under the Fund-sponsored TOB structure, the TOB Issuer receives Underlying Securities from the Fund through (or as) the sponsor and then issues TOB Floaters to third party investors and TOB Residuals to the Fund. The Fund is paid the cash (less transaction expenses, which are borne by the Fund) received by the TOB Issuer from the sale of TOB Floaters and typically will invest the cash in additional municipal bonds or other investments permitted by its investment policies. TOB Floaters may have first priority on the cash flow from the securities held by the TOB Issuer and are enhanced with a liquidity support arrangement from a bank or an affiliate of the sponsor (the "liquidity provider"), which allows holders to tender their position back to the TOB Issuer at par (plus accrued interest). The Fund, in addition to receiving cash from the sale of TOB Floaters, also receives TOB Residuals. TOB Residuals provide the Fund with the right to (1) cause the holders of TOB Floaters to tender their notes to the TOB Issuer at par (plus accrued interest), and (2) acquire the Underlying Securities from the TOB Issuer. In addition, all voting rights and decisions to be made with respect to any other rights relating to the Underlying Securities deposited in the TOB Issuer are passed through to the Fund, as the holder of TOB Residuals. Such a transaction, in effect, creates exposure for the Fund to the entire return of the Underlying Securities deposited in the TOB Issuer, with a net cash investment by the Fund that is less than the value of the Underlying Securities deposited in the TOB Issuer. This multiplies the positive or negative impact of the Underlying Securities' return within the Fund (thereby creating leverage). Income received from TOB Residuals will vary inversely with the short term rate paid to holders of TOB Floaters and in most circumstances, TOB Residuals represent substantially all of the Underlying Securities' downside investment risk and also benefits disproportionately from any potential appreciation of the Underlying Securities' value. The amount of such increase or decrease is a function, in part, of the amount of TOB Floaters sold by the TOB Issuer of these securities relative to the amount of TOB Residuals that it sells. The greater the amount of TOB Floaters sold relative to TOB Residuals, the more volatile the income paid on TOB Residuals will be. The price of TOB Residuals will be more volatile than that of the Underlying Securities because the interest rate is dependent on not only the fixed coupon rate of the Underlying Securities, but also on the short-term interest rate paid on TOB Floaters.

For TOB Floaters, generally, the interest rate earned will be based upon the market rates for municipal securities with maturities or remarketing provisions that are comparable in duration to the periodic interval of the tender option, which may vary from weekly, to monthly, to extended periods of one year or multiple years. Since the option feature has a shorter term than the final maturity or first call date of the Underlying Securities deposited in the TOB Issuer, the Fund, if it is the holder of the TOB Floaters, relies upon the terms of the agreement with the financial institution furnishing the option as well as the credit strength of that institution. As further assurance of liquidity, the terms of the TOB Issuer provide for a liquidation of the Underlying Security deposited in the TOB Issuer and the application of the proceeds to pay off the TOB Floaters.

The TOB Issuer may be terminated without the consent of the Fund upon the occurrence of certain events, such as the bankruptcy or default of the issuer of the Underlying Securities deposited in the TOB Issuer, a substantial downgrade in the credit quality of the issuer of the securities deposited in the TOB Issuer, the inability of the TOB Issuer to obtain liquidity support for the TOB Floaters, a substantial decline in the market value of the Underlying Securities deposited in the TOB Issuer, or the inability of the sponsor to remarket any TOB Floaters tendered to it by holders of the TOB Floaters. In such an event, the TOB Floaters would be redeemed by the TOB Issuer at par (plus accrued interest) out of the proceeds from a sale of the Underlying Securities deposited in the TOB Issuer. If this happens, the Fund would be entitled to the assets of the TOB Issuer, if any, that remain

after the TOB Floaters have been redeemed at par (plus accrued interest). If there are insufficient proceeds from the sale of these Underlying Securities to redeem all of the TOB Floaters at par (plus accrued interest), the liquidity provider or holders of the TOB Floaters would bear the losses on those securities and there would be no recourse to the Fund's assets (unless the Fund held a recourse TOB Residual).

Pursuant to the Volcker Rule, to the extent that the remarketing agent is a banking entity, it would not be able to repurchase tendered TOB Floaters for its own account upon a failed remarketing. In the event of a failed remarketing, a banking entity serving as liquidity provider may loan the necessary funds to the TOB Issuer to purchase the tendered TOB Floaters. The TOB Issuer, not the Fund, would be the borrower and the loan from the liquidity provider will be secured by the purchased TOB Floaters now held by the TOB Issuer. However, the Fund would bear the risk of loss with respect to any liquidity shortfall to the extent it entered into a reimbursement agreement with the liquidity provider.

For financial reporting purposes, Underlying Securities that are deposited into a TOB Issuer are treated as investments of the Fund, and are presented in the Fund's Schedule of Investments. Outstanding TOB Floaters issued by a TOB Issuer are presented as a liability at their face value as "Payable for Floating Rate Note Obligations" in the Fund's Statement of Assets and Liabilities. The face value of the TOB Floaters approximates the fair value of the floating rate notes. Interest income from the Underlying Securities is recorded by the Fund on an accrual basis. Interest expense incurred on the TOB Floaters and other expenses related to remarketing, administration and trustee services to a TOB Issuer are recognized as a component of "Interest expense and fees on floating rate note obligations" in the Statement of Operations. Fees paid upon creation of the TOB Trust are recorded as debt issuance costs and are amortized to "Interest expense and fees on floating rate note obligations" in the Statement of Operations.

At December 31, 2022, the aggregate value of the Underlying Securities transferred to the TOB Issuer and the related liability for TOB Floaters was as follows:

Underlying Securities Transferred to TOB Issuers	Liability for Floating Rate Note Obligations
\$130,689,591	\$92,925,000

During the six months ended December 31, 2022, the Fund's average TOB Floaters outstanding and the daily weighted average interest rate, including fees, were as follows:

Average Floating Rate Note Obligations Outstanding	Daily Weighted Average Interest Rate
\$90,515,099	2.58%

Segregation and Collateralization: In cases where the Fund enters into certain investments or certain borrowings that would be treated as "senior securities" for 1940 Act purposes, the Fund may segregate or designate on its books and records cash or liquid assets having a market value at least equal to the amount of its future obligations under such investments or borrowings. Doing so allows the investment or borrowings to be excluded from treatment as a "senior security."

Organizational Expenses and Offering Costs: RiverNorth (and not the Fund) has agreed to pay all of the Fund's organizational and offering costs. As a result, organizational expenses and offering costs are not reflected in the Fund's financial statements. The Fund is not obligated to repay any such organizational expenses or offering costs paid by RiverNorth.

Other: The Fund holds certain investments which pay dividends to their shareholders based upon available funds from operations. It is possible for these dividends to exceed the underlying investments' taxable earnings and profits resulting in the excess portion of such dividends being designated as a return of capital. Distributions received from investments in securities that represent a return of capital or long-term capital gains are recorded as a reduction of the cost of investments or as a realized gain, respectively.

3. SECURITIES VALUATION AND FAIR VALUE MEASUREMENTS

Fair value is defined as the price that the Fund might reasonably expect to receive upon selling an investment in a timely transaction to an independent buyer in the principal or most advantageous market of the investment. U.S. GAAP establishes a three-tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes.

Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value including using such a pricing model and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

Various inputs are used in determining the value of the Fund's investments. These inputs are summarized in the three broad levels listed below.

- Level 1** – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that the Fund has the ability to access at the measurement date;
- Level 2** – Quoted prices which are not active, quoted prices for similar assets or liabilities in active markets or inputs other than quoted prices that are observable (either directly or indirectly) for substantially the full term of the asset or liability; and
- Level 3** – Significant unobservable prices or inputs (including the Fund's own assumptions in determining the fair value of investments) where there is little or no market activity for the asset or liability at the measurement date.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value

measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Equity securities, including closed-end funds, are generally valued by using market quotations, but may be valued on the basis of prices furnished by a pricing service when the Adviser or the Sub-Adviser believes such prices more accurately reflect the fair market value of such securities. Securities that are traded on any stock exchange are generally valued by the pricing service at the last quoted sale price. Lacking a last sale price, an exchange-traded security is generally valued by the pricing service at its last bid price. Securities traded in the NASDAQ over-the-counter market are generally valued by the pricing service at the NASDAQ Official Closing Price. When using the market quotations or close prices provided by the pricing service and when the market is considered active, the security will be classified as a Level 1 security. Sometimes, an equity security owned by the Fund will be valued by the pricing service with factors other than market quotations or when the market is considered inactive. When this happens, the security will be classified as a Level 2 security. When market quotations are not readily available, when the Adviser or the Sub-Adviser determines that the market quotation or the price provided by the pricing service does not accurately reflect the current fair value, or when restricted or illiquid securities are being valued, such securities are valued as determined in good faith by the Adviser in conformity with guidelines adopted by and subject to review by the Board. These securities will be categorized as Level 3 securities.

Investments in mutual funds, including short term investments, are generally priced at the ending NAV provided by the service agent of the funds. These securities will be classified as Level 1 securities.

Fixed income securities, including municipal bonds, are normally valued at the mean between the closing bid and asked prices provided by independent pricing services. Prices obtained from independent pricing services typically use information provided by market makers or estimates of market values obtained from yield data relating to investments or securities with similar characteristics. These securities will be classified as Level 2 securities.

Futures contracts are normally valued at the settlement price or official closing price provided by independent pricing services.

Effective September 8, 2022, and pursuant to the requirements of Rule 2a-5 under the 1940 Act (see Note 6), the Board approved updated valuation procedures for the Fund and designated the Adviser as the Fund's valuation designee to make all fair valuation determinations with respect to the Fund's portfolio investments, subject to the Board's oversight.

In accordance with the Fund's good faith pricing guidelines, the Adviser is required to consider all appropriate factors relevant to the value of securities for which it has determined other pricing sources are not available or reliable as described above. No single standard exists for determining fair value, because fair value depends upon the circumstances of each individual case. As a general principle, the current fair value of an issue of securities being valued by the Adviser would appear to be the amount which the owner might reasonably expect to receive for them upon their current sale. Methods which are in accordance with this principle may, for example, be based on (i) a multiple of earnings; (ii) discounted cash flow models; (iii) weighted average cost or weighted average price; (iv) a discount from market of a similar freely traded security

(including a derivative security or a basket of securities traded on other markets, exchanges or among dealers); or (v) yield to maturity with respect to debt issues, or a combination of these and other methods. Good faith pricing is permitted if, in the Adviser's opinion, the validity of market quotations appears to be questionable based on factors such as evidence of a thin market in the security based on a small number of quotations, a significant event occurs after the close of a market but before the Fund's NAV calculation that may affect a security's value, or the Adviser or the Sub-Adviser is aware of any other data that calls into question the reliability of market quotations.

Good faith pricing may also be used in instances when the bonds in which the Fund invests default or otherwise cease to have market quotations readily available.

The following is a summary of the inputs used at December 31, 2022 in valuing the Fund's assets and liabilities:

Investments in Securities at Value*	Level 1 - Quoted Prices	Level 2 - Other Significant Observable Inputs	Level 3 - Significant Unobservable Inputs	Total
Closed-End Funds	\$ 79,153,562	\$ -	\$ -	\$ 79,153,562
Municipal Bonds	-	147,336,723	-	147,336,723
Short-Term Investments	10,281,048	-	-	10,281,048
Total	\$ 89,434,610	\$ 147,336,723	\$ -	\$ 236,771,333
Other Financial Instruments**				
Assets:				
Future Contracts	\$ 485,869	\$ -	\$ -	\$ 485,869
Total	\$ 485,869	\$ -	\$ -	\$ 485,869

* Refer to the Fund's Schedule of Investments for a listing of securities by type.

** Other financial instruments are derivative instruments reflected in the Schedule of Investments. Futures contracts are reported at their unrealized appreciation/depreciation.

4. DERIVATIVE FINANCIAL INSTRUMENTS

The following discloses the Fund's use of derivative instruments. The Fund's investment objective not only permits the Fund to purchase investment securities, but also allow the Fund to enter into various types of derivative contracts such as futures. In doing so, the Fund will employ strategies in differing combinations to permit it to increase, decrease, or change the level or types of exposure to market factors. Central to those strategies are features inherent to derivatives that make them more attractive for this purpose than equity or debt securities; they require little or no initial cash investment, they can focus exposure on only selected risk factors, and they may not require the ultimate receipt or delivery of the underlying security (or securities) to the contract. This may allow the Fund to pursue its objective more quickly and efficiently than if it were to make direct purchases or sales of securities capable of affecting a similar response to market factors.

On October 28, 2020, the SEC adopted Rule 18f-4 under the 1940 Act providing for the regulation of the use of derivatives and certain related instruments by registered investment companies. Rule 18f-4 prescribes specific value-at-risk leverage limits for certain derivatives users. In addition, Rule 18f-4 requires certain derivatives users to adopt and implement a derivatives risk management program (including the appointment of a derivatives risk manager and the implementation of certain testing requirements) and prescribes reporting requirements in respect of derivatives. Subject to certain conditions, if a fund qualifies as a "limited derivatives user," as defined in Rule 18f-4, it is not subject to the full requirements of Rule 18f-4. In connection with the adoption of Rule 18f-4, the SEC rescinded certain of its prior guidance regarding asset segregation and coverage requirements in respect of derivatives transactions and related instruments. The Fund was required to comply with Rule 18f-4 beginning August 19, 2022 and has adopted procedures for investing in derivatives and other transactions in compliance with Rule 18f-4.

Market Risk Factors: In pursuit of its investment objectives, the Fund may seek to use derivatives to increase or decrease its exposure to the following market risk factors:

Equity Risk: Equity risk relates to the change in value of equity securities as they relate to increases or decreases in the general market.

Interest Rate Risk: Interest rate risk relates to the risk that the municipal securities in the Fund's portfolio will decline in value because of increases in market interest rates.

Risk of Investing in Derivatives

The Fund's use of derivatives can result in losses due to unanticipated changes in the market risk factors and the overall market. Derivatives may have little or no initial cash investment relative to their market value exposure and therefore can produce significant gains or losses in excess of their cost. This use of embedded leverage allows the Fund to increase its market value exposure relative to its net assets and can substantially increase the volatility of the Fund's performance.

Additional associated risks from investing in derivatives also exist and potentially could have significant effects on the valuation of the derivative and the Fund. Typically, the associated risks are not the risks that the Fund is attempting to increase or decrease exposure to, per its investment objective, but are the additional risks from investing in derivatives.

Examples of these associated risks are liquidity risk, which is the risk that the Fund will not be able to sell the derivative in the open market in a timely manner, and counterparty credit risk, which is the risk that the counterparty will not fulfill its obligation to the Fund.

Futures

The Fund may invest in futures contracts in accordance with its investment objectives. The Fund does so for a variety of reasons including for cash management, hedging or non-hedging purposes in an attempt to achieve the Fund's investment objective. A futures contract provides for the future sale by one party and purchase by another party of a specified quantity of the security or other financial instrument at a specified price and time. A futures contract on an index is an agreement pursuant to which two parties agree to take or make delivery of an amount of cash equal to the difference between the value of the index at the close of the last trading day of the contract and the price at which the index contract was originally written. Futures transactions may result in losses in

excess of the amount invested in the futures contract. There can be no guarantee that there will be a correlation between price movements in the hedging vehicle and in the portfolio securities being hedged. An incorrect correlation could result in a loss on both the hedged securities in a fund and the hedging vehicle so that the portfolio return might have been greater had hedging not been attempted. There can be no assurance that a liquid market will exist at a time when a fund seeks to close out a futures contract or a futures option position. Lack of a liquid market for any reason may prevent a fund from liquidating an unfavorable position, and the fund would remain obligated to meet margin requirements until the position is closed. In addition, a fund could be exposed to risk if the counterparties to the contracts are unable to meet the terms of their contracts. With exchange-traded futures, there is minimal counterparty credit risk to the Fund since futures are exchange-traded and the exchange's clearinghouse, as counterparty to all exchange-traded futures, guarantees the futures against default. The Fund is party to certain enforceable master netting arrangements, which provide for the right of offset under certain circumstances, such as the event of default.

When a purchase or sale of a futures contract is made by a fund, the fund is required to deposit with its custodian (or broker, if legally permitted) a specified amount of liquid assets ("initial margin"). The margin required for a futures contract is set by the exchange on which the contract is traded and may be modified during the term of the contract. The initial margin is in the nature of a performance bond or good faith deposit on the futures contract that is returned to the Fund upon termination of the contract, assuming all contractual obligations have been satisfied. These amounts are included in Deposit with broker for futures contracts on the Statement of Assets and Liabilities. Each day the Fund may pay or receive cash, called "variation margin," equal to the daily change in value of the futures contract. Such payments or receipts are recorded for financial statement purposes as unrealized gains or losses by the Fund. Variation margin does not represent a borrowing or loan by the Fund but instead is a settlement between the Fund and the broker of the amount one would owe the other if the futures contract expired. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

Derivative Instruments: The following tables disclose the amounts related to the Fund's use of derivative instruments.

The effect of derivatives instruments on the Fund's Statement of Assets and Liabilities as of December 31, 2022:

Risk Exposure	Asset Derivatives		Fair Value
	Statement of Assets and Liabilities	Location	
Interest Rate Risk (Futures Contracts)*	Net unrealized appreciation on futures contracts		\$ 485,869

* The value presented includes cumulative gain on open futures contracts; however the value reflected on the accompanying Statement of Assets and Liabilities is variation margin receivable as of December 31, 2022.

The effect of derivative instruments on the Statement of Operations for the six months ended December 31, 2022:

Risk Exposure	Statement of Operations Location	Realized Gain on Derivatives	Change in Unrealized Appreciation/Depreciation on Derivatives
	Net realized gain on futures contracts; Net change in unrealized appreciation/		
Interest rate risk (Futures contracts)	depreciation on futures contracts	\$ 8,870,342	\$ (966,734)

The futures contracts average notional amount during the six months ended December 31, 2022, is noted below.

Fund	Average Notional Amount of Futures Contracts
RiverNorth Managed Duration Municipal Income Fund II, Inc.	\$ (105,865,495)

5. ADVISORY FEES, DIRECTOR FEES AND OTHER AGREEMENTS

RiverNorth serves as the Fund’s investment adviser pursuant to an Investment Advisory Agreement with the Fund (the “Advisory Agreement”). Pursuant to the Advisory Agreement, the Fund pays RiverNorth an annual management fee of 1.40% of the Fund’s average daily managed assets, calculated as the total assets of the Fund, including assets attributable to leverage, less liabilities other than debt representing leverage and any preferred stock that may be outstanding, for the services and facilities it provides to the Fund (the “Unified Management Fee”). Out of the Unified Management Fee, the Adviser pays substantially all expenses of the Fund, including the compensation of the Sub-Adviser, the cost of transfer agency, custody, fund administration, legal, audit, independent directors and other services, except for costs, including interest expenses, of borrowing money or engaging in other types of leverage financing including, without limit, through the use by the Fund of tender option bond transactions or preferred shares, distribution fees or expenses, brokerage expenses, taxes and governmental fees, fees and expenses of any underlying funds in which the Fund invests, dividend and interest expense on short positions, fees and expenses of the legal counsel for the Fund’s independent directors, certain fees and expenses associated with shareholder meetings involving certain non-routine matters, shareholder proposals or contested elections, costs associated with any future share offerings, tender offers and other share repurchases and redemptions, and other extraordinary expenses not incurred in the ordinary course of the Fund’s business. The Unified Management Fee is designed to pay substantially all of the Fund’s expenses and to compensate the Adviser for providing services for the Fund.

MacKay Shields, LLC is the investment sub-adviser to the Fund. Under the terms of the sub-advisory agreement, the Sub-Adviser, subject to the supervision of the Adviser and the Board of Directors, provides to the Fund such investment advice as is deemed advisable and will furnish a continuous

investment program for the portion of assets managed, consistent with the Fund's investment objective and policies. As compensation for its sub-advisory services, the Adviser, not the Fund, is obligated to pay the Sub-Adviser a fee computed and accrued daily and paid monthly in arrears based on an annual rate of 0.20% of the daily managed assets of the Fund.

ALPS Fund Services, Inc. ("ALPS"), serves as administrator to the Fund. Under an Administration, Bookkeeping and Pricing Services Agreement, ALPS is responsible for calculating the net asset and daily managed assets values, providing additional fund accounting and tax services, and providing fund administration and compliance-related services to the Fund. ALPS is entitled to receive the greater of an annual minimum fee or a monthly fee based on the Fund's average net assets, plus out-of-pocket expenses. These fees are paid by the Adviser, not the Fund, out of the Unified Management Fee.

DST Systems Inc. ("DST"), the parent company of ALPS, serves as the Transfer Agent to the Fund. Under the Transfer Agency Agreement, DST is responsible for maintaining all shareholder records of the Fund. DST is a wholly-owned subsidiary of SS&C Technologies Holdings, Inc. ("SS&C"), a publicly traded company listed on the NASDAQ Global Select Market. The fees of DST Systems Inc. are paid by the Adviser, not the Fund.

State Street Bank & Trust, Co. serves as the Fund's custodian. The fees of State Street Bank & Trust, Co. are paid by the Adviser, not the Fund.

The Fund pays no salaries or compensation to its officers or to any interested Director employed by the Adviser or Sub-Adviser, and the Fund has no employees. For their services, the Directors of the Fund who are not employed by the Adviser or Sub-Adviser, receive an annual retainer in the amount of \$16,500, and an additional \$1,500 for attending each quarterly meeting of the Board. In addition, the lead Independent Director receives \$250 annually, the Chair of the Audit Committee receives \$500 annually and the Chair of the Nominating and Corporate Governance Committee receives \$250 annually. The Directors not employed by the Adviser or Sub-Adviser are also reimbursed for all reasonable out-of-pocket expenses relating to attendance at meetings of the Board. These fees are paid out of the Unified Management Fee.

The Chief Compliance Officer ("CCO") of the Fund is an employee of the Adviser. The Fund reimburses the Adviser for certain compliance costs related to the Fund, including a portion of the CCO's compensation.

6. NEW ACCOUNTING PRONOUNCEMENTS AND RULE ISSUANCES

In December 2020, the SEC voted to adopt a new rule providing a framework for fund valuation practices ("Rule 2a-5"). Rule 2a-5 establishes requirements for determining fair value in good faith for purposes of the 1940 Act. Rule 2a-5 permits fund boards to designate certain parties to perform fair value determinations, subject to board oversight and certain other conditions. Rule 2a-5 also defines when market quotations are "readily available" for purposes of Section 2(a)(41) of the 1940 Act, which requires a fund to fair value a security when market quotations are not readily available, and the threshold for determining whether a fund must fair value a security. The SEC also adopted new Rule 31a-4 under the 1940 Act, which sets forth the recordkeeping requirements associated with fair value determinations. Finally, the SEC rescinded previously issued guidance on related

issues, including the role of a board in determining fair value and the accounting and auditing of fund investments. Rule 2a-5 and Rule 31a-4 became effective on March 8, 2021, with a compliance date of September 8, 2022. Management has assessed the impact of the new rules on the Fund's financial statements and the implementation does not have a material impact on the Fund's financial statements.

7. TAX BASIS INFORMATION

Tax Basis of Distributions to Shareholders: The character of distributions made during the period from net investment income or net realized gains may differ from its ultimate characterization for federal income tax purposes. Also, due to the timing of dividend distributions, the fiscal year in which amounts are distributed may differ from the fiscal year in which the income or realized gains were recorded by the Fund.

The amounts and characteristics of tax basis distributions and composition of distributable earnings/(accumulated losses) are finalized at fiscal year-end and are not available for the six months ended December 31, 2022.

The tax character of the distributions paid by the Fund during the period from February 11, 2022 (commencement of operations) to June 30, 2022, was as follows:

	June 30, 2022
Ordinary Income	\$ 32,230
Tax-Exempt Income	1,328,372
Return of Capital	2,142,602
Total	\$ 3,503,204

Unrealized Appreciation and Depreciation on Investments: The amount of net unrealized appreciation/(depreciation) and the cost of investment securities for tax purposes, adjusted for tender option bonds, including short-term securities at December 31, 2022, was as follows:

Cost of investments for income tax purposes	\$ 146,364,646
Gross appreciation on investments (excess of value over tax cost)	2,053,053
Gross depreciation on investments (excess of tax cost over value)	(9,055,741)
Net unrealized depreciation on investments	\$ (7,002,688)

The Fund recognizes the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities. Management has analyzed the Fund's tax positions, and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on U.S. tax returns filed since inception of the Fund. No income tax returns are currently under examination. All tax years since commencement of

operations remain subject to examination by the tax authorities in the United States. The Fund is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next 12 months.

8. INVESTMENT TRANSACTIONS

Investment transactions for the six months ended December 31, 2022, excluding short-term investments, were as follows:

	Purchases	Sales
	\$157,740,290	\$153,514,298

9. CAPITAL SHARE TRANSACTIONS

The Fund's authorized capital stock consists of 50,000,000 shares of common stock, \$0.0001 par value per share, all of which is initially classified as common shares. Under the rules of the NYSE applicable to listed companies, the Fund is required to hold an annual meeting of stockholders in each year.

On February 11, 2022, 8,450,000 shares were issued in connection with the Fund's initial public offering. Proceeds from the sale of shares was \$169,000,000.

The Fund had issued and outstanding 8,455,000 shares of common stock at December 31, 2022.

Additional shares of the Fund may be issued under certain circumstances, including pursuant to the Fund's Automatic Dividend Reinvestment Plan, as defined within the Fund's organizational documents. Additional information concerning the Automatic Dividend Reinvestment Plan is included within this report.

10. INDEMNIFICATIONS

Under the Fund's organizational documents, its Officers and Directors are indemnified against certain liabilities arising out of the performance of their duties to the Fund. Additionally, in the normal course of business, the Fund enters into contracts with service providers that may contain general indemnification clauses. The Fund's maximum exposure under those arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred.

11. CORONAVIRUS (COVID-19) PANDEMIC

Beginning in the first quarter of 2020, financial markets in the United States and around the world experienced extreme and in many cases unprecedented volatility and severe losses due to the global pandemic caused by COVID-19, a novel coronavirus. The outbreak was first detected in December 2019 and subsequently spread globally, and since then, the number of cases has fluctuated and new "variants" have been confirmed around the world. The pandemic has resulted in a wide range of social and economic disruptions, including closed borders, voluntary or compelled quarantines of

large populations, stressed healthcare systems, reduced or prohibited domestic or international travel, supply chain disruptions, and so-called “stay-at-home” orders throughout much of the United States and many other countries. The fall-out from these disruptions has included the rapid closure of businesses deemed “non-essential” by federal, state, or local governments and rapidly increasing unemployment, as well as greatly reduced liquidity for certain instruments at times. Some sectors of the economy and individual issuers have experienced particularly large losses. Such disruptions may continue for an extended period of time or reoccur in the future to a similar or greater extent. In response, the U.S. government and the Federal Reserve have taken extraordinary actions to support the domestic economy and financial markets, resulting in very low interest rates and in some cases negative yields. Although vaccines for COVID-19 have become widely available, it is unknown how long circumstances related to the pandemic will persist, whether they will reoccur in the future, whether efforts to support the economy and financial markets will be successful, and what additional implications may follow from the pandemic. The impact of these events and other epidemics or pandemics in the future could adversely affect Fund performance.

12. SUBSEQUENT EVENTS

Subsequent to December 31, 2022, the Fund paid the following distributions:

Ex-Date	Record Date	Payable Date	Rate (per share)
January 12, 2023	January 13, 2023	January 31, 2023	\$0.0971
February 14, 2023	February 15, 2023	February 28, 2023	\$0.0971

The Fund has an automatic dividend reinvestment plan commonly referred to as an “opt-out” plan. Unless the registered owner of Common Shares elects to receive cash by contacting DST Systems, Inc. (the “Plan Administrator”), all dividends declared on Common Shares will be automatically reinvested by the Plan Administrator for shareholders in the Fund’s Automatic Dividend Reinvestment Plan (the “Plan”), in additional Common Shares. Common Shareholders who elect not to participate in the Plan will receive all dividends and other distributions in cash paid by check mailed directly to the shareholder of record (or, if the Common Shares are held in street or other nominee name, then to such nominee) by the Plan Administrator as dividend disbursing agent. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by notice if received and processed by the Plan Administrator prior to the dividend record date; otherwise such termination or resumption will be effective with respect to any subsequently declared dividend or other distribution. Such notice will be effective with respect to a particular dividend or other distribution (together, a “Dividend”). Some brokers may automatically elect to receive cash on behalf of Common Shareholders and may re-invest that cash in additional Common Shares. Reinvested Dividends will increase the Fund’s Managed Assets on which the management fee is payable to the Adviser (and by the Adviser to the Sub-Adviser).

Whenever the Fund declares a Dividend payable in cash, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in Common Shares. The Common Shares will be acquired by the Plan Administrator for the participants’ accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized Common Shares from the Fund (“Newly Issued Common Shares”) or (ii) by purchase of outstanding Common Shares on the open market (“Open-Market Purchases”) on the NYSE or elsewhere. If, on the payment date for any Dividend, the closing market price plus estimated brokerage commissions per Common Share is equal to or greater than the NAV per Common Share, the Plan Administrator will invest the Dividend amount in Newly Issued Common Shares on behalf of the participants. The number of Newly Issued Common Shares to be credited to each participant’s account will be determined by dividing the dollar amount of the Dividend by the Fund’s NAV per Common Share on the payment date. If, on the payment date for any Dividend, the NAV per Common Share is greater than the closing market value plus estimated brokerage commissions (*i.e.*, the Fund’s Common Shares are trading at a discount), the Plan Administrator will invest the Dividend amount in Common Shares acquired on behalf of the participants in Open-Market Purchases.

In the event of a market discount on the payment date for any Dividend, the Plan Administrator will have until the last business day before the next date on which the Common Shares trade on an “ex-dividend” basis or 30 days after the payment date for such Dividend, whichever is sooner (the “Last Purchase Date”), to invest the Dividend amount in Common Shares acquired in Open-Market Purchases. It is contemplated that the Fund will pay monthly income Dividends. If, before the Plan Administrator has completed its Open-Market Purchases, the market price per Common Share exceeds the NAV per Common Share, the average per Common Share purchase price paid by the Plan Administrator may exceed the NAV of the Common Shares, resulting in the acquisition of fewer Common Shares than if the Dividend had been paid in Newly Issued Common Shares on the Dividend payment date. Because of the foregoing difficulty with respect to Open-Market Purchases, the Plan provides that if the Plan Administrator is unable to invest the full Dividend amount in Open-Market Purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Administrator may cease making Open-Market Purchases and may

invest the uninvested portion of the Dividend amount in Newly Issued Common Shares at the NAV per Common Share at the close of business on the Last Purchase Date.

The Plan Administrator maintains all shareholders' accounts in the Plan and furnishes written confirmation of all transactions in the accounts, including information needed by shareholders for tax records. Common Shares in the account of each Plan participant will be held by the Plan Administrator on behalf of the Plan participant, and each shareholder proxy will include those shares purchased or received pursuant to the Plan. The Plan Administrator will forward all proxy solicitation materials to participants and vote proxies for shares held under the Plan in accordance with the instructions of the participants.

Beneficial owners of Common Shares who hold their Common Shares in the name of a broker or nominee should contact the broker or nominee to determine whether and how they may participate in the Plan. In the case of Common Shareholders such as banks, brokers or nominees which hold shares for others who are the beneficial owners, the Plan Administrator will administer the Plan on the basis of the number of Common Shares certified from time to time by the record shareholder's name and held for the account of beneficial owners who participate in the Plan.

There will be no brokerage charges with respect to Common Shares issued directly by the Fund. However, each participant will pay a pro rata share of brokerage commissions incurred in connection with Open-Market Purchases. The automatic reinvestment of Dividends will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Dividends, even though such participants have not received any cash with which to pay the resulting tax. See "U.S. Federal Income Tax Matters" below. Participants that request a sale of Common Shares through the Plan Administrator are subject to brokerage commissions.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants. All correspondence or questions concerning the Plan should be directed to the Plan Administrator at (844) 569-4750.

PROXY VOTING GUIDELINES

A description of the policies and procedures that the Fund used to determine how to vote proxies relating to portfolio securities and information regarding how the Fund voted proxies during the most recent 12-month period ended June 30 is available without charge upon request by (1) calling the Fund at (888) 848-7569 and (2) from Form N-PX filed by the Fund with the Securities and Exchange Commission (“SEC”) on the SEC’s website at www.sec.gov.

PORTFOLIO HOLDINGS DISCLOSURE POLICY

The Fund files a complete schedule of investments with the SEC for the first and third quarter of the fiscal year on Part F of Form N-PORT. The Fund’s first and third fiscal quarters end on September 30 and March 31. The Form N-PORT must be filed within 60 days of the end of the quarter. The Fund’s Forms N-PORT filing are available on the SEC’s website at www.sec.gov. You may also obtain copies by calling the Fund at 1-888-848-7569.

Board of Directors

Patrick W. Galley, CFA, Chairman

John K. Carter

J. Wayne Hutchens

David M. Swanson

Jerry R. Raio

Lisa B. Mouglin

Investment Adviser

RiverNorth Capital Management, LLC

Sub Adviser

MacKay Shields LLC

Fund Administrator

ALPS Fund Services, Inc.

**Transfer Agent and
Dividend Disbursing Agent**

DST Systems, Inc.

Custodian

State Street Bank and Trust Company

Independent Registered

Public Accounting Firm

Cohen & Company, Ltd.

RIVERNORTH®

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Secondary market support provided to the Fund by ALPS Fund Services, Inc.'s affiliate ALPS Distributors, Inc., a FINRA member.

This report is provided for the general information of the shareholders of the RiverNorth Managed Duration Municipal Income Fund II, Inc. This report is not intended for distribution to prospective investors in the Fund, unless preceded or accompanied by an effective prospectus.