



WINDHAM CAPITAL MANAGEMENT, LLC

Prudential Tower
800 Boylston Street, 30th Floor
Boston, Massachusetts 02199
(617) 419-3900
www.windhamcapital.com

March 30, 2020

Item 1 – Cover Page

This Brochure (Form ADV, Part 2A) provides information about the qualifications and business practices of Windham Capital Management, LLC. If you have any question about the contents of this Brochure, please contact us at (617) 419-3900 or communications@windhamcapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Windham Capital Management, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

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Windham Capital Management, LLC is an investment adviser registered with the SEC. Registration of an investment adviser with the SEC does not imply a certain level of skill or training.

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Please keep a copy of this Brochure for your records.

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Item 2 - Material Changes

The date of the last update of this Brochure was March 29, 2019.

Since the last annual brochure update, there have been no material changes. Item 8 – Investment Strategies was updated to reflect additional strategies, the ESG Risk Scaling strategy and the Liquid Private Equity strategy. Item 8 – Risk of Loss includes additional operational risks, including operational risk stemming from a pandemic. All other changes were less significant.

This Brochure, also known as Form ADV, Part 2A, has been prepared according to SEC rules relating to information that must be disclosed to clients and prospective clients of certain investment advisers, which includes Windham Capital Management, LLC (“Windham Capital”).

You may request a copy of the most recent version of this Brochure free of charge by contacting us at (617) 419-3900 or communications@windhamcapital.com.

If you are a client of Windham Capital, you will receive an updated Brochure (or a summary of any material changes since the Brochure’s last annual update and information on how to request an updated Brochure) within 120 days of the close of Windham Capital’s fiscal year. Windham Capital’s fiscal year closes on December 31, which means that you usually will receive an updated Brochure or the summary of material changes by April 30 of the following year. From time to time, we also may provide you with information that, as a client, could affect our advisory relationship with you. Any update of this Brochure or any information sent to you that could affect our advisory relationship with you will be sent without charge.

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Item 4 - Advisory Business

Windham Capital Management, LLC ("Windham Capital") is a Massachusetts limited liability company that was organized in 1988. The principal owner of Windham Capital is Mark P. Kritzman.

Investment Management and Advisory Services

Windham Capital offers risk-based investment solutions to privately offered investment funds, institutional investors, and individuals. Using risk measures, we design investment solutions to grow and help protect client assets through changing market environments. Our solutions are multi-asset class and, with the exception of the risk premia strategy ("Risk Premia"), are primarily implemented using efficient, low-cost, fully transparent exchange-traded funds. Depending on client need, we offer both tactical and dynamic solutions that serve an array of investment objectives within a client portfolio including downside protection, volatility stabilization, income generation, and overall diversification of a client portfolio.

For more information on Windham Capital's portfolio strategies, see "Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss," below.

All portfolio strategies implemented through the use of exchange-traded funds are available to those types of investors described in Item 7 – Types of Clients, below, through separately managed accounts held by unrelated financial institutions. Windham Capital's Risk Premia is available as interests in privately offered investment funds to high net worth and institutional investors that are "accredited investors," "qualified eligible purchasers," and "qualified purchasers." Windham Capital offers Risk Premia to taxable U.S. investors through a Delaware limited partnership, and tax-exempt U.S. investors and non-U.S. investors through a Cayman Islands exempted limited company (collectively, the "Risk Premia Funds"). For more information about those privately offered investment funds, including a copy of the confidential offering memorandum, please call Robert Bernstein at (617) 419-3900. Risk Premia is also available to clients as a separately managed account; however, no such arrangements currently exist.

Windham Capital is typically granted discretionary investment management authority over the client's assets or, alternatively, is requested to provide only portfolio recommendations and other advisory services, in which case the client would retain the discretion to select the actual

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portfolio investments. In either case, a client may impose restrictions on investments made by Windham Capital on its behalf or recommended by Windham Capital. Investors in the Risk Premia Funds do not have the right to participate in the management of such funds or impose restrictions on the types of investments the fund makes.

Wrap Fee Programs

Certain individuals and entities receive portfolio recommendations from Windham Capital through their participation in programs (each, a "Wrap Program") sponsored by unaffiliated, multi-service financial institutions, typically a broker-dealer or another investment adviser (each, a "Wrap Sponsor"). A Wrap Program participant, with the advice of the Wrap Sponsor, chooses to receive the investment advisory services of Windham Capital, and may also receive certain other services provided by the Wrap Sponsor and/or entities affiliated with the Wrap Sponsor (such as trading execution, custodial services and, in some cases, advisory services), for a single fee (the "Wrap Fee"). The Wrap Program participant pays the Wrap Sponsor a Wrap Fee based upon the participant's assets held in the Wrap Program, and the Wrap Sponsor pays Windham Capital a portion of such Wrap Fee for advisory services rendered by Windham Capital to the participant. Each Wrap Sponsor is responsible for providing to its investor participants a copy of a brochure describing the terms and conditions of the Wrap Program. If you participate, or are interested in participating, in a Wrap Program, please contact the Wrap Sponsor for more information and a copy of the Wrap Program brochure.

Although the types of services provided by Windham Capital to participants in a Wrap Program are generally the same as the types of advisory services provided by Windham Capital to its other clients, certain differences do exist, including that Windham Capital does not provide overall investment supervisory services to Wrap Program participants. Generally, the Wrap Sponsor and the Wrap Program participant determine the suitability of the investment approach and select the investment adviser, such as Windham Capital, to implement it.

Investment Consulting Services

Windham Capital provides investment services to institutional investors that wish to retain investment discretion. Windham Capital also licenses proprietary software products for portfolio development to institutional investors (primarily broker-dealers, other investment advisers, and trading customers of banks).

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All investment consulting services are tailored to the individual needs of clients. Windham Capital does not accept trading authority with respect to the securities for which it provides only investment consulting services.

* * *

As of December 31, 2019, Windham Capital managed on a discretionary basis assets valued in the aggregate at approximately \$1,000,575,000, and on an advisory (non-discretionary) basis assets valued in the aggregate at approximately \$340,589,000.

Item 5 – Fees and Compensation

Investment Management and Advisory Services

Windham Capital generally charges each investment management and advisory services client a fee based on a percentage of the aggregate market value of the instruments in the client's account. For investment management accounts and the Risk Premia Funds, that percentage is generally 1.00 percent per year. In certain cases, the client and Windham Capital negotiates a fee rate that is higher or lower, depending in whole or in part on the amount of assets to be managed, the amount and complexity of client-specific investment restrictions, and special reporting and other services agreed to with the client.

With the exception of the Risk Premia Funds, Windham Capital's investment management and advisory services fees typically are calculated quarterly, and are generally payable quarterly in advance. Windham Capital deducts investment management and advisory services fees from the assets in the client's account unless it agrees with the client to bill the client directly for fees incurred. If an investment management or advisory service agreement is terminated prior to the end of a billing period, the fee will be prorated and, if necessary, refunded.

Windham Capital receives an annual management fee equal to 1.00 percent for advising the Risk Premia Funds. The management fee is calculated and payable monthly, in advance, as of the first day of each month. The management fee is assessed based on the investor capital account balance as of the first business day of each month, taking into account capital activity as of such date. The Risk Premia Funds will directly pay or reimburse Windham Capital for all organizational,

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operating, and investment-related expenses. The nature of these expenses is further described in the Risk Premia Funds offering memoranda.

Wrap Fee Programs

The fees received by Windham Capital from each Wrap Sponsor are generally equal to a percentage of the total assets in the Wrap Sponsor's Wrap Program accounts for which Windham Capital provides advisory services. The fees received by Windham Capital from each Wrap Sponsor vary depending on the investment style selected and other factors.

Investment Consulting Services

Windham Capital charges each investment consulting services client a fee, the form and amount of which is determined by agreement between Windham Capital and the client.

Fees and Client Expenses, Generally

All fees are agreed to prior to executing an investment management or advisory agreement or an investment consulting agreement with a client, and a client has the right to terminate any agreement prior to any subsequent increase in fees taking effect.

All fees charged by Windham Capital are exclusive of brokerage commissions, custody fees, transaction fees, and other related costs and expenses, which shall be the responsibility of the client. A client may incur certain charges imposed by custodians, broker-dealers and other third parties, such as a custody fee, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities and currency transactions. See "Item 12 - Brokerage Practices" for further information.

All fees paid to Windham Capital for investment management and advisory services are separate and distinct from fees and expenses charged by investment funds, including exchange-traded funds, in which a Windham Capital client invests. Those fees and expenses are described in each investment fund's prospectus or other offering materials. Those fees generally include a management fee paid to the fund's investment manager, distribution fees, custody fees, and fund administration fees. A client could invest in a publicly available investment fund directly, without the services of Windham Capital. In that case, the client would not receive the services

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provided by Windham Capital. Those services are designed to, among other things, assist the client in determining which investment funds are most appropriate to the client's financial condition and objectives. Accordingly, to evaluate Windham Capital's advisory services, a client should review both the fees charged by the investment funds selected by Windham Capital and the fees charged directly by Windham Capital to evaluate the advisory services provided.

Other Forms of Compensation Received By Windham Capital

Windham Capital licenses proprietary software products to third parties and receives a fee for those licenses. Windham Capital also provides consulting services related to research as part of a relationship with State Street Bank and Trust Company. These services are further described in "Item 10 - Other Financial Industry Activities and Affiliations." From time to time, Windham Capital provides other research consulting services and receive payments related to publishing thought leadership research documents.

Item 6 - Performance-Based Fees and Side-By-Side Management

Windham Capital uses instruments and strategies that are easily scaled, and thus, the risk of favoring one account or client over another is reduced.

Windham Capital employees and affiliates invest in certain strategies through individual accounts and the Risk Premia Funds. As such, Windham Capital has an incentive to favor these accounts and funds. To mitigate such potential conflicts, Windham Capital has adopted investment allocation policies and procedures to provide fair and equitable trading among its clients.

Windham Capital is willing to enter into performance-based fee arrangements (that is, fees based on a share of capital gains on, or capital appreciation of, the assets of a client) with clients on a negotiated basis; however, no such arrangements currently exist. In those cases, clients may be charged performance-based fees for investment management services in addition to, or in lieu of, fees based on the value of the client's assets under Windham Capital's management. Concurrently managing accounts that are charged a performance fee and others that are not may create an incentive for Windham Capital to favor the accounts being charged a performance fee under certain market conditions.

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Item 7 - Types of Clients

Investment Management, Advisory and Investment Consulting Services

Windham Capital provides investment management, advisory and investment consulting services, primarily to wealthy individuals and institutional investors, such as private foundations, family offices, charitable institutions and endowments, and government institutions. Windham Capital generally requires each investment management client to maintain in its account a minimum of \$1,000,000. Windham Capital provides investment advisory services to other investment advisers for use with their clients. Windham Capital generally does not require those investment advisers to maintain a minimum aggregate account balance. The Risk Premia Funds stated minimum initial investment is \$1,000,000. Windham Capital has discretion to accept lesser amounts subject to a minimum initial investment amount of \$100,000.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

Investment Management and Advisory Services

Windham Capital offers investment solutions that employ a risk-based asset allocation approach focused on constructing portfolios designed to grow and protect wealth through the changing market environment. We use risk measures to identify when the market is changing and have the ability to adjust portfolio exposures to accommodate for these changes. Windham Capital's portfolios are globally diversified and include exposures to global equities, global fixed income, commodities, currencies and global real estate.

Windham Capital's Risk Regime/Risk Scaling portfolios are tactical offerings available in several variations ranging from conservative to aggressive depending on a client's risk tolerance. The Risk Scaling portfolios invest across global equities, global real estate, commodities, and global fixed income. The portfolios use risk measures to dynamically adjust the portfolio up to +/- 30% risk assets (global equities, global real estate, commodities, and global fixed income) relative to the benchmark. Windham also manages an ESG Risk Scaling strategy that uses the same proprietary risk indicators as the Risk Scaling portfolios. The Windham ESG Risk Scaling strategy invests in a diversified portfolio of ESG ETFs.

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Windham Capital's Diversified portfolios are dynamic offerings available in several variations ranging from conservative to aggressive. These offerings are available in both tax-exempt and taxable versions depending on a client's tax profile. The Diversified portfolios invest across global equities, global real estate, commodities and global fixed income and have the ability to slightly adjust portfolio exposures to accommodate for changing market environments.

Windham Capital's Multi-Asset Income portfolio is a dynamic offering that invests across global fixed income, equities, real estate investment trusts (REITS) and master limited partnerships (MLPs), which derive their income primarily from activities relating to the production, processing and transportation of oil, natural gas and coal. The Multi-Asset Income portfolio dynamically adjusts to provide high, consistent yield while balancing risk in the portfolio.

Windham Capital's Liquid Private Equity portfolio is a portfolio of public sector ETFs whose weights match the major sector exposures of private equity funds. Windham Capital replicates the sector exposures of private equity funds by regressing their returns on public equity sector returns. This strategy is rebalanced based upon private equity index data and has significant exposure to U.S. equity.

Windham Capital's Single-Strategy portfolios are dynamic offerings designed for investors seeking active exposure to equities, fixed income or alternatives separate from, or combined with, a broader diversified portfolio.

Windham Capital's Risk Premia portfolios are designed for investors seeking a diversified portfolio allocated to various factors within and across asset classes that historically have generated significant risk-adjusted returns, or risk premiums. The current risk premiums are spread over four broad based asset classes: equity, fixed income, currencies, and commodities. Windham Capital allocates portfolio assets among various risk premiums using proprietary investment techniques in an effort to balance risk within each portfolio. The execution of the Risk Premia strategy involves the use of forwards, futures and swaps. As noted above, Windham Capital has established a master-feeder structure under which two "feeder" funds invest in a master fund domiciled in the Cayman Islands. Investors may also invest in the Risk Premia strategy by using a separately managed account.

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Investment Consulting Services

Windham Capital's investment consulting services involve the development of highly individualized strategies based on the needs of the client.

Risk of Loss

Investment Management and Advisory Services and Investment Consulting Services

Investing involves risk of loss, including loss of principal, and clients should be prepared to bear such risk. A client account managed or advised by Windham Capital is subject to the same risks that apply to the underlying investments in the exchange-traded funds (or, in the case of the Risk Premia strategy, the instruments underlying the forwards, futures and swaps) in which the account is invested. The following is a summary of the principal risks of the investment strategies Windham Capital manages:

- Exchange-Traded Funds. ETFs are typically open-end investment companies whose shares are listed on a national securities exchange and trade at different prices during the day on the relevant exchange. As a purchaser of ETF shares on the secondary market, a client will be subject to the market risk associated with owning a security whose value is based on market price as well as the risks associated with the underlying investments of the ETFs. ETFs have historically traded at or near their net asset value, but there is no guarantee that they will continue to do so.
- Equity Securities. Equity share prices may fall because of general weaknesses in the financial markets, weaknesses with respect to a particular industry in which the investor has a significant holding, or weaknesses associated with one or more specific companies in which the investor may have a substantial holding. In addition, small-cap stocks tend to be more volatile than large-cap and mid-cap stocks, and growth stocks tend to be more volatile than value stocks.
- Debt Securities. The value of debt securities may fall because of increases in interest rates, deteriorating credit quality, the lack of market liquidity, the risks associated with rapid changes in interest rates, the risks associated with extended periods of very low interest rates

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and, with respect to asset-backed securities, the risks that the underlying securities will be prepaid or not paid as quickly as expected.

- Foreign Securities. The value of foreign securities may fall because of lost investor confidence caused by unavailable or limited financial information on foreign issuers, or the difficulty of investors to sell their foreign securities or protect their investments. Foreign securities also tend to be adversely affected by local or regional political and economic developments, as well as changes in exchange rates, and the inconvertibility of local currency into U.S. dollars. For emerging market securities, these risks tend to be greater than for securities of issuers located in more developed countries.
- Futures. Futures are an agreement to buy or sell assets at a specified date in the future at a price that is fixed. The principal risks of investing in futures are similar to the risks of investing in the particular underlying commodity or asset, that is, the value of a futures contract rises or falls depending on unanticipated (by Windham Capital) changes in the price of the referenced commodity or asset. The trading of futures contracts involves substantial leverage, which could result in immediate and substantial losses. The low margin deposits normally required in futures trading permit an extremely high degree of leverage. Accordingly, a small price movement in a futures contract may result in an immediate and substantial loss. Futures also are subject to counterparty risk or, in the case of exchange-traded futures, the risk of failure of the clearing house.
- Alternatives (Real Estate and Commodities). The value of alternative investments may fall because of default, mispricing or improper valuations, or changing investor expectations. Investments in real estate tend to be very sensitive to movements in interest rates. Investments in commodity-linked investments are typically impacted by overall market movements, index volatility, inflation rates and changes in currency and interest rates. Exposure to commodities may subject a portfolio to greater volatility than investing in traditional securities.
- Cash and Cash-Equivalent Investments. The value of cash-equivalent investments may fall because of rapid increases in exchange rates, prolonged low short-term interest rates, and concentrated exposure to those financial institutions that have issued cash-equivalent instruments.

- Forwards, Swaps, and Other Derivatives. In addition to the risks related to the underlying instruments, these derivative instruments, used in connection with the Risk Premia strategy, are subject to, among other things, market and counterparty risk. Many derivative instruments are leveraged investments which often result in greater volatility.

In addition to the strategy-related risks above, Windham Capital is subject to various operational risks. Windham Capital and its service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect Windham Capital, despite the efforts to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information. An information security incident could cause Windham Capital or its service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

The recent global outbreak of the 2019 novel coronavirus ("COVID-19) has meaningfully disrupted the global economy and markets. Although the long-term economic fallout of COVID-19 or any pandemic is difficult to predict, it has and is likely to contribute to market volatility and is also likely to lead to an economic slowdown which may materially and adversely affect strategies managed by Windham Capital. In addition, the Adviser's personnel and personnel of critical service providers to the Adviser or the Funds may be directly impacted by the spread of COVID-19 or another pandemic which could impair Windham Capital's ability to satisfy its obligations to its clients and investors.

* * *

Additional information concerning the risks associated with Windham Capital's investment strategies is available to clients and potential clients upon request.

Item 9 - Disciplinary Information

Windham Capital and its management persons have not been subject to any legal or disciplinary event that is material to a client's or a potential client's evaluation of Windham Capital's investment management, advisory or consulting businesses or the integrity of its management.

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Item 10 - Other Financial Industry Activities and Affiliations

Other Financial Industry Activities

Windham Capital currently is registered with the Commodities Futures Trading Commission as a commodities trading adviser and commodity pool operator and is a member of the National Futures Association ("NFA"). Mark Kritzman and certain client service, sales and marketing individuals are registered with the NFA as associated persons of Windham Capital.

Affiliations

Through a consulting agreement with State Street Bank and Trust Company ("State Street"), Windham Capital provides research related consulting services to State Street Associates. Windham Capital is not otherwise affiliated with State Street.

State Street Associates prepares and talks to investors about investor behavior research, based on institutional investment flows in the equity, fixed income and currency markets, and portfolio and risk management research with respect to global asset allocation, portfolio construction and optimization, and currency risk hedging.

Windham Capital and an affiliated entity are the general partner of the Risk Premia master fund, and Windham Capital is the general partner of the Delaware limited partnership.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

Windham Capital has adopted a Code of Ethics for all of its partners and employees describing its high standard of business conduct and their fiduciary duties to its clients. Among other topics, the Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on gifts and entertainment, and personal securities trading requirements. All partners and employees at Windham Capital must acknowledge the terms of the Code of Ethics annually. Windham Capital will provide a copy of the Code of Ethics to clients or prospective clients upon request.

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If you would like a copy, please contact us at (617) 419-3900 or communications@windhamcapital.com.

Participation or Interest in Client Transactions and Personal Trading

From time to time, Windham Capital's partners and employees trade in securities that Windham Capital also recommends to its clients. As Windham Capital invests client assets for its exchange-traded funds based strategies almost exclusively in exchange-traded funds with significant net assets, the personal trading of Windham Capital's partners and employees does not create a material conflict of interest with Windham Capital's clients. Similarly, no material conflict of interest should arise in connection with the Risk Premia strategy which invests in forwards, futures and swaps. To avoid the appearance of a conflict, Windham Capital's personal trading policies prohibit any partner or employee from trading that could conflict with Windham Capital's investment management and advisory services.

Windham Capital is also the general partner and provides investment advisory services to the Risk Premia Funds. Where determined suitable for clients, Windham Capital recommends a client invest in the Risk Premia Funds, and Windham Capital only receives one management fee for such investments. Windham Capital partners and employees also invest in the Risk Premia Funds and are investment advisory clients of Windham Capital. Such persons are not charged a management fee and receive other preferential terms. These relationships create potential conflicts of interest which are addressed, in part, by the allocation policies described in Item 6 Performance-Based Fees and Side-by-Side Management above.

Item 12 - Brokerage Practices

Clients must maintain assets in an account at a "qualified custodian," generally a broker-dealer or bank. Windham Capital participates in the Schwab Institutional services program offered to independent investment advisers by Charles Schwab & Company, Inc. ("Schwab"), and the Fidelity Investments Institutional Brokerage Group program, sponsored by Fidelity Brokerage Services, LLC ("Fidelity"). Windham Capital generally recommends that individual clients with assets to be held in separately managed accounts participate in the Schwab or Fidelity brokerage programs for custody of client's assets and execution of trades in exchange-traded funds and other securities transactions, although Windham Capital accepts clients who use other financial institutions. Schwab and Fidelity are broker-dealers registered with the SEC and members of the

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Financial Industry Regulatory Authority, Inc. Neither Schwab nor Fidelity is affiliated with Windham Capital. Clients open the accounts with these custodians and the accounts will always be held in the name of the client and never in Windham Capital's name.

Directed Brokerage

When Windham Capital does not have the discretionary authority to determine the broker-dealer to be used or the commission rates to be paid, clients must direct Windham Capital as to the broker-dealer to be used. Similarly, Wrap Program participants' transactions are executed through the Wrap Sponsor. In directing the use of a particular broker-dealer, Windham Capital does not have authority to negotiate commissions among various broker-dealers or obtain volume discounts which may cost clients more money. In those circumstances, Windham Capital is not always able to achieve most favorable execution of client transactions. Not all investment advisers require clients to direct the use of specific broker-dealers. Where Windham Capital has the discretion to determine the broker-dealer to be used, Windham Capital seeks to achieve best execution for trade orders taking into account various quantitative and qualitative factors, including the broker or dealer's price, commission rates, execution capabilities, order size, financial condition, reputation, and trading and custody platforms and services.

Windham Capital has the discretion to decide which broker-dealers the Risk Premia Funds will use and negotiate the rates of compensation the Risk Premia Funds will pay taking into account similar quantitative and qualitative best execution factors as the individual accounts.

Similar purchase and sale orders are aggregated if, in Windham Capital's reasonable judgment, such aggregation is reasonably likely to result in an overall benefit to the clients.

Soft Dollars

Windham Capital does not participate in soft dollar credit or commission sharing arrangements and generally does not receive from broker-dealers that execute securities trades for Windham Capital clients "brokerage and research services," as such term is used in Section 28(e) of the Securities Exchange Act of 1934. Some custodians, selected by our clients, and executing brokers, selected by Windham Capital, provide Windham Capital access to institutional brokerage, trading, custody, reporting and related services. These parties also make available various support services. Services are generally on an unsolicited basis (we do not have to

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request them) and at no charge to Windham Capital. This creates a potential conflict of interest. Windham Capital recognizes the fiduciary responsibility to act in the best interest of our clients and have established policies to mitigate conflicts of interest.

Item 13 – Review of Accounts

Account Review

All client accounts, including the Risk Premia Funds, periodically are monitored by Windham Capital's investment management team. For each individual client account, the investment management team generally conducts the following review:

- At least once per quarter, the investment management team will review whether Windham Capital's investment strategy for the client conforms to the client's investment objectives as specified in the client's agreement with Windham Capital; and
- The investment management team will review the client's portfolio more frequently if it believes that there have been material changes in market factors or if the client has advised Windham Capital of changes in the client's investment objectives or policies.

Other conditions that may trigger a review are changes in the tax laws, new investment information, market conditions and changes in a client's own situation.

The Risk Premia portfolios are analyzed daily by the relevant portfolio managers and trading and operations staff.

Client Reports

Each individual client of Windham Capital receives quarterly written statements, unless Windham Capital and the client agree to statements provided more or less frequently. Statements include a summary of the client's investment portfolio, valuation information and, if investment management or advisory fees are deducted, the amounts of those fees and how those amounts were calculated. From time to time, Windham Capital also may distribute economic updates and market news. Certain clients request that Windham Capital provide custom account reports, and Windham Capital tries to accommodate those requests within reason. Many clients also have access to current and historical information on its portfolio

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holdings, valuations of individual securities and other information in account statements provided by the client's account custodian.

Investors in the Risk Premia Funds receive audited annual financial statements, a periodic letter discussing performance results, income tax return information and other reports as required by regulators or determined by Windham Capital.

Item 14 - Client Referrals and Other Compensation

Client Referrals

Currently, Windham Capital does not compensate any party for referrals. Windham Capital has received client referrals over the years from current clients, attorneys, accountants, employees, personal friends of employees, and other similar sources. These parties are not compensated for these referrals. The Risk Premia Funds' counterparties may introduce Windham Capital to institutional investors seeking such a strategy. These counterparties do not receive compensation for such introductions, and Windham Capital recognizes these relationships create a potential conflict of interest.

Windham Capital does not accept referral compensation from other professionals when a client is referred to them.

Other Compensation

Not applicable.

Item 15 – Custody

Windham Capital does not have physical custody of any client assets. All client accounts are held by a bank, broker-dealer or other type of financial institution unaffiliated with Windham Capital and authorized to hold in custody client assets. For many accounts, including the Risk Premia Funds, Windham Capital has the authority to have fees deducted directly from the client account. Clients with a separately managed account should receive at least quarterly statements from the custodial financial institution. Windham Capital urges clients to review those statements carefully and compare them to the account statements that Windham Capital provides.

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Windham Capital's statements may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Windham Capital acts as the general partner to some of the Risk Premia Funds. These funds are audited annually by an independent accounting firm registered with and subject to inspection by the Public Company Accounting Oversight Board. Audited financial statements are distributed to the underlying fund investors, and custodial statements are not delivered to the underlying fund investors.

Item 16 - Investment Discretion

When providing investment management services to a client, Windham Capital usually receives discretionary authority from the client at the outset of the advisory relationship. That authority typically authorizes Windham Capital to select the identity and amount of investments to be bought or sold. When providing investment advisory services to a client, the client usually retains authority to select investments for its portfolio. In all cases, however, such discretion is to be exercised or advice given in a manner consistent with the stated investment objectives for that particular client account. Moreover, when selecting securities and determining amounts, Windham Capital observes the investment policies, limitations and restrictions agreed to by Windham Capital and the client and which form part of the client's investment management or advisory agreement with Windham Capital. With respect to investments in shares of exchange-traded funds, Windham Capital's authority to purchase securities on behalf of clients is limited by certain federal securities and tax laws, in addition to any limitations provided in the client agreement.

Investors in the Risk Premia Funds do not have the right to participate in the management of the Risk Premia Funds or the opportunity to select or restrict the investment activity.

Item 17 - Voting Client Securities

Windham Capital requests that clients reserve the right to vote proxies of securities held in their accounts, and clients typically reserve that right. Windham Capital, however, has adopted a Proxy Voting Policy, a copy of which is available to clients upon request. Should Windham Capital vote any proxy for one or more of its clients, it shall keep a record of the manner in which the proxy was voted and it shall make that record available to the relevant clients upon request. If

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you would like a copy of either document, please contact us at (617) 419-3900 or communications@windhamcapital.com. Based on the nature of Windham Capital's investment strategies, Windham Capital does not expect any conflicts of interest to arise in relation to proxy voting.

Item 18 - Financial Information

Windham Capital has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and it has not been the subject of a bankruptcy proceeding.