

**MINUTES
OF THE MEETING OF
THE BOARD OF DIRECTORS OF
UNITED STATES TENNIS ASSOCIATION INCORPORATED**

TELECONFERENCE

MARCH 24, 2023

PRESENT: Brian Hainline, Chairman of the Board, Brian Vahaly, First Vice President, Laura F. Canfield, Vice President, Kathleen Francis, Vice President, J. Christopher Lewis, Secretary-Treasurer, Jeffrey M. Baill, Violet Clark, Maggie Chan Jones, William McGugin, Emily S. Schaefer, Bobby Sharma, Liezel H. Huber, Vania King, Megan Moulton-Levy, Directors at Large, and Michael J. McNulty, Immediate Past President.

ALSO PRESENT: Lew Sherr, Chief Executive Officer and Executive Director, Andrea S. Hirsch, Chief Operating Officer and General Counsel, Ed Neppel, Chief Financial Officer, Craig Morris, Chief Executive, Community Tennis, and Rachel Booth, Senior Counsel, Managing Director Tennis Integrity.

1. Welcome & Opening Remarks. Hainline called the meeting to order at 2:55 p.m. (EST) on Friday, March 24, 2023.

2. Related Party Transaction. Hainline provided a brief explanation of related party transactions pursuant to New York State Not-For-Profit Law, explaining that the role of the Board is to determine if the transaction is fair, reasonable, and in the association's best interest. He advised that staff, in seeking an external consulting firm to assist in developing a perspective as to what role, if any, the USTA should play in the sport of pickleball, had identified Keystone Strategy, LLC ("Keystone"). Because USTA Board member, J. Christopher Lewis owns an equity stake in Keystone, the transaction would be considered a related party transaction and therefore requires careful review by the Board.

(Lewis departed the meeting.)

Sherr provided a brief overview of the pickleball strategy project and proposals received from Keystone and another consulting firm that the USTA previously has engaged on three other occasions for similar, large-scale strategic initiatives.

Sherr referred the Board to materials previously distributed, which compare the two proposals. Sherr and Morris fielded questions with respect to each proposals. Sherr advised that Keystone's proposed fee was significantly less than the competing proposal, that staff was

impressed with Keystone's experience and approach, and that staff recommends proceeding with Keystone for this initiative.

Upon motion duly made by Baill, and seconded, the Board deemed the engagement of Keystone Strategy, LLC, to provide consulting services with respect to a pickleball strategy substantially on the terms and conditions reviewed with the Board to be in the best interests of the Association.

(Lewis rejoined the meeting.)

3. Update on Sale of Westchester Property. Neppi advised that the buyer in contract to purchase 70 West Red Oak Lane has asked to postpone the closing date to April 28^h, 2023. He explained that the buyer had banked with Signature Bank and First Republic Bank. Because these two banks were impacted by the recent banking collapse, the buyer requires an extension of time to put in place a new line of credit. Neppi noted he is comfortable with the delay and that the buyer has provided assurances that the closing will move forward.

Hirsch explained that rather than a vote, written consents will be distributed via DocuSign.

The meeting concluded at 3:20 p.m. (EST) on Friday, March 24, 2023.

Respectfully submitted,



J. Christopher Lewis
Secretary-Treasurer