

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

TELECONFERENCE

JULY 19, 2022

PRESENT: Michael J. McNulty, Chairman of the Board, Brian Hainline, First Vice President, Laura F. Canfield, Vice President, Violet Clark, Vice President, Brian Vahaly, Secretary-Treasurer, Jeffrey M. Baill, Kathleen Francis, J. Christopher Lewis, Alan Ostfield, Emily S. Schaefer, Kurt Zumwalt, Liezel H. Huber, Vania King, and Megan Moulton-Levy, Directors at Large, and Patrick J. Galbraith, Immediate Past President.

ALSO PRESENT: Lew Sherr, Chief Executive Officer and Executive Director, Andrea S. Hirsch, Chief Operating Officer and General Counsel, Ed Neppi, Chief Financial Officer, Stacey Allaster, Chief Executive, Pro Tennis and US Open Tournament Director, and Rachel Booth, Senior Counsel, Managing Director Tennis Integrity.

(Andrea Rubini, Jim Nash, and Yasir Shah, Bank of America ("BOA"), joined the teleconference.)

1. Welcome & Opening Remarks. McNulty called the meeting to order at 3:00 p.m. (EST) on Tuesday, July 19, 2022. McNulty advised the purpose of the call was to review the final bid summary for the sale of Cincinnati Tennis, LLC. He provided a brief overview on the role of BOA, and the bid process.

2. Final Bid Summary and Discussion. Sherr advised that the USTA received five strong final bids. He spoke to the importance of both maximizing value from the sale as well as finding the right steward to elevate the Western & Southern Open experience for players and fans. Sherr then thanked USTA and Cincinnati Tennis LLC staff for their efforts during this process.

Hirsch reminded the Board members of their fiduciary obligations as they relate to the selection of the winning bid and approval of a transaction of this magnitude. She explained the duty of care and duty of loyalty, noting that the Board's duty of loyalty is not to any USTA Section, former player, or volunteer but rather to the USTA as an organization. Hirsch counseled the Board to consider the intentions of the bidders and at the end of the day act in good faith and in the interest of USTA and tennis.

Neppi introduced Nash, Shah, and Rubini from BOA. Shah referred to material previously distributed to the Board. He then reviewed the sale process and timeline, the volume of interested parties, and the extensive due diligence conducted, which ultimately lead to five parties submitting

their best and final offers on July 18. Shah then reviewed each of the final bids and bidders. He noted the significant increase in valuation from the first round to final round of bids, which spoke to strength and quality of information provided by USTA and Cincinnati Tennis LLC.

Shah presented the financial offer, purchaser profile, event vision, intention for the facility, commitment to the USTA mission and combined event strategy (when noted) for each of the five bidders. Shah, Nepl, and Allaster fielded questions on debt repayment, the sale of the Madrid Open, the combined event strategy by each bidder, and about the various ownership stakes in each of the final five bidders.

The Board queried staff on potential protections relating to the relocation of the tournament. Hirsch explained that the successful bidder will be contractually obligated to retain the tournament in the United States for thirty years, after which time should the buyer seek to sell the tournament, the USTA will have a right of first refusal to buy the tournament. She further noted there is no contractual prohibition in the Equity Purchase Agreement regarding relocation of the tournament elsewhere within the United States. Allaster advised that the thirty-year period synchronizes with the term of the ATP sanction commitment. Allaster fielded questions as to what improvements could be made at the current facility in Cincinnati. Sherr answered questions on how the sale may affect the title sponsorship.

Robust discussion ensued on the key investors of each bidding group as well as their involvement with the sport of tennis. Hirsch answered questions about the bidder's proposed markups to the equity purchase agreement. Allaster was queried on the likelihood of the ATP approving the sale. She advised the sale of the tournament is preliminarily on the agenda for the next ATP Board meeting scheduled for August 10.

Shah was asked about the possibility of narrowing the field further to two final bidders with a request to increase their offers. Shah advised against such an approach, but noted we could inquire about certain elements of a proposal in order to close any identified gaps. Staff and Shah fielded questions on the importance of timing in executing the agreement.

McNulty thanked the BOA team for their work.

(Rubini, Nash, and Shah departed the teleconference.)

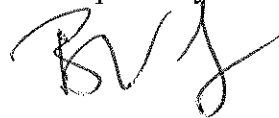
Sherr and Allaster lead a discussion of the strengths and weaknesses of each bidder, including financial autonomy, resources, leadership, operational experience in tennis and sport, plans for investment in the facility, and the likelihood for meaningful mission-supported endeavors. Sherr provided the staff recommendation. He advised that staff's decision was premised on a belief that the tournament and tennis will be best served by a sale to a person/entity with deep connections to the sport who will continue to invest in the future of the event. Allaster and Nepl spoke to the commitments made by Beemok principal Ben Navarro to continue to grow the tournament and the sport of tennis, as the reason for selecting Beemok to further negotiate with.

Robust discussion ensued, with the Board deliberating and considering the pros and cons of each bid submission, and opportunities to close gaps in the bids. The Board directed staff to continue to negotiate for more favorable terms with the successful bidder.

Upon motion duly made by Baill, and seconded, the Board unanimously authorized USTA staff to proceed to negotiate a definitive equity purchase agreement with Beemok Capital.

The meeting concluded at 4:35 p.m. (EST) on Tuesday, July 19, 2022.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'BVJ', is written over the typed name.

Brian Vahaly
Secretary-Treasurer