USTA FOUNDATION INCORPORATED

AUDITED FINANCIAL STATEMENTS

DECEMBER 31, 2017 AND 2016

BCA WATSON RICE LLP
CERTIFIED PUBLIC ACCOUNTANTS

USTA FOUNDATION INCORPORATED
DECEMBER 31, 2017 AND 2016

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INDEPENDENT AUDITOR'S REPORT

To the Audit Committee
USTA Foundation Incorporated
White Plains, New York

Report on the Financial Statements

We have audited the accompanying financial statements of USTA Foundation Incorporated (the "Foundation"), which comprise the balance sheets as of December 31, 2017 and 2016, the related statements of revenues, expenses and changes in net assets and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITOR'S REPORT – CONTINUED

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Foundation as of December 31, 2017 and 2016, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

New York, New York
March 18, 2018

BCA Watson Rice LLP

USTA FOUNDATION INCORPORATED
BALANCE SHEETS
DECEMBER 31, 2017 AND 2016
(IN THOUSANDS)

	2017	2016
Assets		
Current Assets		
Cash and cash equivalents	$ 6,426	$ 2,941
Investments, at fair value	1,259	987
Accounts receivable, including grants and contributions, net of allowance for doubtful accounts	1,063	95
Prepaid expenses	15	14
Total Current Assets	8,763	4,037
Long term pledge receivable	2,893	-
Investments held in perpetuity, at fair value	334	299
Total Assets	$ 11,990	$ 4,336
Liabilities and Net Assets		
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities	$ 2,040	$ 1,980
Current portion of scholarships payable	274	312
Total Current Liabilities	2,314	2,292
Long-term scholarships payable, net of discount	238	280
Commitments (Notes 6 and 9)	-	-
Total Liabilities	2,552	2,572
Net Assets		
Unrestricted	6,167	764
Temporarily restricted	2,937	701
Permanently restricted	334	299
Total Net Assets	9,438	1,764
Total Liabilities and Net Assets	$ 11,990	$ 4,336

See notes to financial statements.

USTA FOUNDATION INCORPORATED
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS
YEARS ENDED DECEMBER 31, 2017 AND 2016
(IN THOUSANDS)

	2017				2016			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenues								
Contributions								
Special events revenue	$ 1,988	$ 65	$ -	$ 2,053	$ 1,926	$ 47	$ -	$ 1,973
Less: Direct cost to donors	(429)	-	-	(429)	(512)	-	-	(512)
Total Special Events	1,559	65	-	1,624	1,414	47	-	1,461
Grants and contributions	7,562	2,398	35	9,995	3,121	288	-	3,409
Contributed services	2,127	-	-	2,127	2,081	-	-	2,081
Net assets released from restrictions (Note 7)	245	(245)	-	-	824	(824)	-	-
Total Operating Revenues	11,493	2,218	35	13,746	7,440	(489)	-	6,951
Expenses								
Program Services								
Scholarships	279	-	-	279	362	-	-	362
Grants	2,886	-	-	2,886	2,860	-	-	2,860
Other program services	642	-	-	642	1,490	-	-	1,490
Contributed program services	944	-	-	944	1,012	-	-	1,012
Total Program Expenses	4,751	-	-	4,751	5,724	-	-	5,724
Support Services								
Fundraising:								
Fundraising	234	-	-	234	288	-	-	288
Contributed fundraising services	835	-	-	835	756	-	-	756
Total Fundraising Services	1,069	-	-	1,069	1,044	-	-	1,044
General and Administrative:								
General and administrative	127	-	-	127	202	-	-	202
Contributed general and administrative services	348	-	-	348	313	-	-	313
Total General and Administrative Services	475	-	-	475	515	-	-	515
Total Support Services	1,544	-	-	1,544	1,559	-	-	1,559
Total Operating Expenses	6,295	-	-	6,295	7,283	-	-	7,283
Excess (Deficit) of operating revenues over operating expenses	5,198	2,218	35	7,451	157	(489)	-	(332)
Nonoperating Other Income								
Investment return net (Note 4)	205	18	-	223	111	13	-	124
Changes in Net Assets	5,403	2,236	35	7,674	268	(476)	-	(208)
Net Assets, Beginning of Year	764	701	299	1,764	496	1,177	299	1,972
Net Assets, End of Year	$ 6,167	$ 2,937	$ 334	$ 9,438	$ 764	$ 701	$ 299	$ 1,764

See notes to financial statements.

USTA FOUNDATION INCORPORATED
STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2017 AND 2016
(IN THOUSANDS)

	2017	2016
Cash Flows from Operating Activities		
Changes in net assets	$ 7,674	$ (208)
Adjustments to reconcile changes in net assets to net cash provided by operating activities:		
Gain on sale of securities, net	(40)	(10)
Net change in unrealized gain on investments	(134)	(72)
Changes in operating assets and liabilities:		
Increase in accounts receivable	(968)	(54)
Increase in prepaid expenses	(1)	(4)
Increase in pledge receivable	(2,893)	-
Increase in accounts payable and accrued liabilities	60	632
(Decrease) increase in scholarships payable	(80)	11
Net cash provided by operating activities	3,618	295
Cash Flows from Investing Activities		
Purchase of investments	(381)	(289)
Proceeds from sale of investments	248	244
Net cash used in investing activities	(133)	(45)
Increase in Cash and Cash Equivalents	3,485	250
Cash and Cash Equivalents, Beginning of Year	2,941	2,691
Cash and Cash Equivalents, End of Year	$ 6,426	$ 2,941

See notes to financial statements.

1. ORGANIZATION

USTA Foundation Incorporated (the "Foundation") is a New York not-for-profit corporation organized by the United States Tennis Association Incorporated ("USTA") whose purpose is to:

a) Provide and support educational activities for socially and economically disadvantaged youngsters who participate in tennis programs;

b) Provide academic and athletic scholarships to socially and economically disadvantaged youth who participate in tennis programs; and,

c) Support the growth of tennis programs for youth, the disabled and the elderly in community programs, educational facilities and public facilities to improve the quality of life, promote good character, responsible citizenship and good health.

d) Support community programs, educational institutions and public facilities to help foster the development and growth of tennis programs for youth, the disabled and the elderly and tennis education in general.

The USTA is the sole voting member of the Foundation. However, the Foundation Board of Directors is an independent body whose majority is comprised of non-USTA Board members. It is the responsibility of the Foundation Board of Directors to help set policy and oversee day-to-day operations of the Foundation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

The financial statements of the Foundation have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables, and other liabilities. The balance sheets assets and liabilities are presented in order of liquidity or conversion to cash and their maturity resulting in the use of cash, respectively.

(b) Financial Statement Presentation

The classification of a not-for-profit organization's net assets and its support, revenue and expenses is based on the existence or absence of donor-imposed restrictions. It requires that the amounts for each of the three classes of net assets, permanently restricted, temporarily restricted and unrestricted, be displayed in the balance sheets and that the amounts of change in each of those classes of net assets be displayed in the statements of revenues, expenses, and changes in net assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

(b) Financial Statement Presentation – Continued

The three classes of net assets are defined as follows:

i. *Permanently Restricted* – Net assets resulting from contributions and other inflows of assets whose use by the Foundation is limited by donor-imposed stipulations that neither expire by passage of time nor can be fulfilled or otherwise removed by actions of the Foundation.

ii. *Temporarily Restricted* – Net assets resulting from contributions and other inflows of assets whose use by the Foundation is limited by donor-imposed stipulations that either expire by passage of time or can be fulfilled and removed by actions of the Foundation pursuant to those stipulations. When such stipulations end or are fulfilled, such temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of revenues, expenses, and changes in net assets.

iii. *Unrestricted* – The part of net assets that is neither permanently nor temporarily restricted by donor-imposed stipulations. The unrestricted net assets are used to account for all resources over which the Board of Directors has discretionary control.

(c) Use of Estimates

Management of the Foundation uses estimates and assumptions in preparing the financial statements. Those estimates and assumptions affect the reported amounts and disclosures of assets and liabilities at the date of the financial statements, and the reported revenues and expenses during the reporting period. The significant estimates made by management include certain accrued liabilities. Actual results could differ from those estimates.

(d) Cash and Cash Equivalents

The Foundation considers all highly liquid investments with maturities of three months or less to be cash equivalents. Cash and cash equivalents are intended to be used to fulfill existing scholarship liabilities, fund future scholarship awards and fund tennis and education program grants. Cash and cash equivalents may, at times, exceed federally-insured limits.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

(e) Investments

Investments in equity and debt securities are measured at fair value based on quoted market prices.

(f) Allowance for Doubtful Accounts

The Foundation fully provides an allowance for doubtful accounts for accounts receivable specifically identified by management for which collectability is uncertain. For 2017 and 2016 the allowance was $0.

(g) Fair Value Measurements

Financial Accounting Standard Board ("FASB") Accounting Standards Codification ("ASC") 820, "Fair Value Measurement" establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that inputs that are most observable be used when available.

The Foundation only has Level 1 inputs for which the valuation is based on quoted market prices in active markets for identical assets or liabilities. Examples include equity securities and publicly-traded mutual funds that are actively traded on a major exchange or over-the-counter market.

(h) Permanently Restricted Donor Funds

The Foundation has permanently restricted donor funds. As required by accounting principles generally accepted in the United States of America, net assets associated with permanently restricted donor funds are classified and reported based on the existence or absence of donor-imposed restrictions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

(h) Permanently Restricted Donor Funds – Continued

The Board of Directors of the Foundation has interpreted the New York Prudent Management of Institutional Funds Act ("NYPMIFA") as requiring the preservation of the fair value of the original gift as of the gift date of the permanently restricted donor funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Foundation classifies as permanently restricted net assets (a) the original value of gifts designated as permanently restricted, (b) the original value of subsequent gifts designated as permanently restricted, and (c) accumulations to the permanently restricted funds made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the funds. The remaining portion of the permanently restricted donor funds that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Foundation in a manner consistent with the standard of prudence prescribed by NYPMIFA.

In accordance with NYPMIFA, the Foundation considers the following factors in making a determination to appropriate or accumulate permanently restricted donor funds: (1) the duration and preservation of the various funds, (2) the purposes of the permanently restricted donor funds, (3) general economic conditions, (4) the possible effect of inflation and deflation, (5) the expected total return from income and the appreciation of investments, (6) other resources of the Foundation, (7) where appropriate and circumstances would otherwise warrant, alternatives to expenditure of the endowment fund, giving due consideration to the effect that such alternatives may have on the institution, and (8) the Foundation's investment policies.

The permanently restricted donor assets are invested in a manner that is intended to produce results that exceed the price and yield results of the Triple A rated short-term money market instruments while assuming a minimum level of investment risk. The Foundation appropriates the actual interest income return from the restricted asset and may supplement non-restricted funds for specific scholarship grants. There are no unrestricted net assets associated with the permanently restricted donor funds.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

(i) Revenue Recognition

The Foundation records as revenue the following types of contributions, when they are received unconditionally, at their fair value: cash, promises to give, certain contributed services and gifts of other assets. Conditional contributions are recognized as revenue when the conditions on which they depend have been substantially met.

The Foundation reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or the purpose of the restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of revenues, expenses, and changes in net assets as net assets released from restrictions. Temporarily restricted contributions received and expended in the same accounting period are recorded in the unrestricted net asset category.

(j) Contributed Services

USTA provides program, fundraising, administrative and other services to the Foundation, as well as the use of certain facilities, without charge. For the year ended December 31, 2017 and 2016, the value of these services and facilities, including expenses for National Junior Tennis and Learning ("NJTL"), totaled $2,127 and $2,081, respectively. The services and facilities included, but were not limited to, salaries, rent/occupancy costs, health and life benefits and other shared services (accounting, legal, etc.). These contributed services and facilities are reported in the statements of revenues, expenses, and changes in net assets as contributed services revenue and offsetting contributed program services, contributed fundraising services and contributed general and administrative services. This disclosure is based on the requirements for recognition of contributed services as stated in FASB ASC 958. For the years ended December 31, 2017 and 2016, there is no cash cost to the Foundation for any contributed services.

All the officers who are not compensated, as well as a number of other volunteers, have contributed significant amounts of time to the Foundation. These financial statements do not reflect a value for these contributed services, as they do not meet the requirements for recognition as stated in FASB ASC 958. There is no objective basis to determine the value of contributed services not recorded.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

(k) Functional Expenses

The majority of expenses can be directly identified with the program or supporting service to which they relate and are charged accordingly. Other expenses by function have been allocated among program and supporting service classifications using bases determined by management to be reasonable.

(l) Income Taxes

The Foundation is a not-for-profit organization that is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and therefore has made no provision for income taxes in the accompanying financial statements. The Foundation has filed all applicable returns when required. For the years ended December 31, 2017 and 2016, there were no interest or penalties required to be recorded or disclosed in the financial statements. In addition, the Foundation has not taken an unsubstantiated tax position that would require provision of a liability under FASB ASC 740, "Income Taxes." The Foundation believes it is no longer subject to income tax examinations for the years prior to 2014.

(m) Recently Issued Accounting Pronouncements

Financial Statements of Not for Profits

In August 2016, the FASB issued ASU 2016-14, "Not-for-Profit Entities (Topic 958) and Health Care Entities (Topic 954) – Presentation of Financial Statements of Not-for-Profit Entities." The ASU amends the current reporting model for nonprofit organizations and enhances their required disclosures. The major changes include: (a) requiring the presentation of only two classes of net assets now entitled "net assets without donor restrictions" and "net assets with donor restrictions," (b) modifying the presentation of endowment funds and related disclosures, (c) requiring the use of the placed in service approach to recognize the expirations of restrictions on gifts used to acquire or construct long-lived assets absent explicit donor stipulations otherwise, (d) requiring that all nonprofits present an analysis of expenses by function and nature in either the statement of activities, a separate statement, or in the notes and disclose a summary of the allocation methods used to allocate costs, (e) requiring the disclosure of quantitative and qualitative information regarding liquidity and availability of resources, (f) presenting investment return net of external and direct internal expenses, and (g) modifying other financial statement reporting requirements and disclosures intended to increase the usefulness of nonprofit financial statements. The ASU is effective for the Foundation's financial statements for fiscal years beginning after December 15, 2017.

(IN THOUSANDS)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

(m) Recently Issued Accounting Pronouncements – Continued

Financial Statements of Not for Profits – Continued

Early adoption is permitted. The provisions of the ASU must be applied on a retrospective basis for all years presented although certain optional practical expedients are available for periods prior to adoption. Management is currently evaluating the impact of this ASU on the Foundation's financial statements.

3. FINANCIAL INSTRUMENTS AND FAIR VALUE

The Foundation's holdings in stocks and publicly-traded mutual funds consist principally of equity securities and guaranteed income securities carried at their aggregate market value as determined by quoted market prices. Each of the above investments are considered Level 1 inputs given there are quoted active markets with quoted prices and the investments can be liquidated daily.

The following table identifies assets measured at fair value on a recurring basis as of December 31, 2017 and 2016:

December 31,	**2017**	**2016**
Level 1:		
Cash and cash equivalents	$ 6,426	$ 2,941
Stocks	681	465
Investment held in perpetuity carried in publicly-traded mutual funds	334	299
Publicly-traded mutual funds	578	522
Total	$ 8,019	$ 4,227

(IN THOUSANDS)

4. INVESTMENTS RETURN PRESENTATION

The following schedule summarizes the investment returns for the years ended December 31, 2017 and 2016:

Years Ended December 31,	2017	2016
Dividend income	$ 26	$ 35
Interest income	23	7
Realized gain	40	10
Change in unrealized (loss) gain	134	72
	$ 223	$ 124

The Foundation expenses investment management and advisory fees as they are incurred. The Foundation incurred fees of $11 and $9 for the years ended December 31, 2017 and 2016, respectively, reporting them as a reduction of investment return in the accompanying statements of revenues, expenses, and changes in net assets.

5. ACCOUNTS RECEIVABLE

At December 31, 2017 and 2016, the Foundation had receivables totaling $1,063 and $95, respectively, of which $0 and $10, respectively, are from USTA. Receivables are expected to be collected within the next year.

Unconditional promises to give at December 31, 2017, are as follows:

Receivable in less than one year	$ 1,000
Receivable in one to three years	3,000
Total unconditional promises to give	4,000
Less discounts to net present value	(107)
Net unconditional promises to give at December 31, 2017	$ 3,893

Long term pledge receivable in more than one year totaling $2,893 is discounted at 1.84%.

(IN THOUSANDS)

6. SCHOLARSHIPS PAYABLE

The net present value of the scholarships payable was calculated using a discount rate equal to the risk-free interest rate, which is the U.S. Treasury note interest rate in effect at the time the scholarships payable amounts are paid, equal in duration to the length of time that the scholarships are expected to be paid over.

The following represents future payments due:

Year Ending December 31,	
2018	$ 275
2019	172
2020	71
Total	518
Net present value discount	(6)
Net Present Value	$ 512

7. TEMPORARILY RESTRICTED NET ASSETS

At December 31, 2017 and 2016, temporarily restricted net assets are available for the following purposes:

	2017	2016
College Scholarships	$ 110	$ 85
ACE Curriculum	5	-
Military Initiative	23	35
Judy Levering Leadership Initiative	355	298
Program Grants	299	56
Fresh Courts	333	-
Tennis Training Scholarships (Evert)	223	152
Excellence Program	50	25
West Coast Facility Project	1,456	-
Other	83	50
Total	$ 2,937	$ 701

(IN THOUSANDS)

7. TEMPORARILY RESTRICTED NET ASSETS – CONTINUED

At December 31, 2017 and 2016, temporarily restricted net assets were released for the following purposes:

	2017	2016
College Scholarships	$ 83	$ 65
ACE Curriculum	-	239
Military Initiative	12	18
Judy Levering Leadership Initiative	-	8
Program Grants	54	10
Tennis Training Scholarships (Evert)	47	-
Fresh Courts	-	400
Other	49	84
Total	$ 245	$ 824

8. RESTRICTED NET ASSETS

Below are the changes in restricted donor net assets by type of investment:

	Years Ended December 31, 2017 and 2016		
	Temporarily Restricted	Permanently Restricted	Total
Restricted donor funds at January 1, 2016	$ 17	$ 299	$ 316
Income	13	-	13
Appropriation of temporarily restricted donor assets for expenditures	(15)	-	(15)
Restricted donor funds at December 31, 2016	15	299	314
Donor restricted	-	35	35
Income	18	-	18
Appropriation of temporarily restricted donor assets for expenditures	(15)	-	(15)
Restricted donor funds at December 31, 2017	$ 18	$ 334	$ 352

Permanently restricted net assets are restricted in perpetuity. The income is designated for scholarships. In 2005 and 2017, the Foundation received pledges of approximately $299 and $35, respectively, which was fully funded as of December 31, 2007 and December 31, 2017.

9. RELATED PARTY TRANSACTIONS

The Foundation is affiliated with USTA by virtue of USTA being its sole voting member. As mentioned in Note 2 USTA provides services and the use of certain facilities to the Foundation the value of which is estimated to be $2,127 and $2,081 for the years ended December 31, 2017 and 2016, respectively. These contributed services and facilities are reported in the statements of revenues, expenses, and changes in net assets as contributed services revenue and offsetting contributed program services, contributed fundraising services and contributed general and administrative services expenses.

In addition, for the years ended December 31, 2017 and 2016 USTA provided grants to the Foundation of $510, for each year respectively. These grants are included in grants and contributions in the statements of revenues, expenses, and changes in net assets. The grants were unrestricted as to timing and use.

10. SUBSEQUENT EVENTS

Pursuant to FASB ASC 855, as amended, "Subsequent Events," the Foundation has evaluated subsequent events through March 18, 2018, the date these financial statements were available to be issued.