

MINUTES
UNITED STATES SOCCER FEDERATION, INC.
BOARD OF DIRECTORS MEETING
TELEPHONE CONFERENCE
DECEMBER 1, 2018
2:00 P.M. CT

PRESENT: Carlos Cordeiro, Dan Flynn, Val Ackerman, Carlos Bocanegra, Lisa Carnoy, John Collins, Sunil Gulati, Steve Malik, Richard Moeller, John Motta, Dr. Pete Zopfi

REGRETS: Chris Ahrens, Don Garber, Angela Hucles, Tim Turney

IN ATTENDANCE: Brian Remedi, Lydia Wahlke, Neil Buethe, Greg Fike, Ryan Mooney, Nico Romeijn, Earnie Stewart

MNT HEAD COACH

Since this meeting involved a personnel matter, it was held in Executive Session. The minutes below reflect a decision of the Board during that meeting for the purpose of communicating the same to membership. Additional items subject to attorney-client privilege were discussed and are reflected in Executive Session minutes but not herein.

The Board was presented with (1) a presentation summarizing the search and selection process for the position and the General Manager's recommendation for the hire, previously approved by the Technical Committee; (2) a summary of the material compensation terms of the employment agreement and separate license agreement; as well as (3) a written opinion of independent compensation consultant Korn Ferry, which was directed, on behalf of the Board, to review appropriate comparative data and determine the reasonableness of the compensation terms of the employment agreement (together with the final form agreements embodying the terms so summarized, the "**Transaction Documents**")

The Board reviewed the Transaction Documents, and the terms and provisions thereof, and in reliance on the opinion of Korn Ferry and its determination as to the reasonableness of the compensation terms of the employment agreement and the royalties payable under the license, believes that such compensation and consideration is fair and reasonable, and that it is in the best interests of the Corporation to approve and ratify the execution, delivery and performance of the Transaction Documents and the hiring of the selected candidate, Gregg Berhalter, for the position of Head Coach, Men's National Team.

The Board approved the form, terms and provisions of Transaction Documents (together with the performance thereunder and the transactions contemplated thereby), as presented to the Board, by execution thereof, fair, advisable and in the best interests of the Corporation.

The Board further authorized the execution and delivery of the Transaction Documents and all other documentation contemplated therein, substantially in the form presented to the Board by the Chief Executive Officer/Secretary General and General Manager.

