

Board Resolution 3.4.22
Of
Binghamton Auxiliary Services Corporation (BASC)

We, being the Binghamton Auxiliary Services Corporation Board of Directors, organized and existing under the laws of the State of New York, and having a principal place of business at 4400 Vestal Parkway E., Vestal, New York 13902 (the "Corporation"), hereby certify that the following is a true and correct copy of a resolution duly adopted at a regular meeting of the Corporation duly held and convened on March 4, 2022, at which quorum of the Board of Directors was present and voting throughout, and that such resolution has not been modified, rescinded or revoked, and is at present in full force and effect:

WHEREAS, Binghamton University Foundation, through BFSS LLC (the "Foundation") is the contract purchaser for the Binghamton Tennis Center ("BTC") located at 3801 Mill Street, Binghamton New York, 13903;

WHEREAS, the Foundation is purchasing the BTC principally to support the needs of the Binghamton University NCAA tennis team for competition and practice space;

WHEREAS, it is anticipated that the BTC will also continue to operate as a tennis facility open to public and university use during hours not required by the tennis team;

WHEREAS, the Foundation does not have the expertise to manage on-going operations at the BTC following purchase;

THEREFORE BE IT RESOLVED THAT: The Corporation will form a limited liability corporation named "BASC Mill Street, LLC" for the purposes of leasing and operating the tennis center formerly known as the Binghamton Tennis Center ("BTC").

BE IT FURTHER RESOLVED THAT: The BASC Mill Street, LLC will obtain its own EIN, maintain separate bank account(s), operating and leasing agreements, and contracts pertaining to the maintenance and operation of the business, facility and programs therein.

BE IT FURTHER RESOLVED THAT: the BASC Executive Director or his or her designee is hereby authorized and empowered to negotiate, finalize, execute, deliver and modify as is necessary, advisable, and prudent, all contracts, agreements, orders and documents pertaining to the maintenance and operation of the business, facility and programs therein.

BE IT FURTHER RESOLVED THAT: the BASC Executive Director and each of the officers of the Corporation is hereby authorized, empowered and directed to take all such action on behalf of the Corporation as they may deem necessary, appropriate or advisable to carry out the intent and purposes of the foregoing resolutions.

THEREFORE, we hereby agree to the above resolutions and the BASC Mill Street, LLC is formed.

The Secretary of the Corporation hereby certifies that he/she is the duly elected and qualified Secretary of the Binghamton Auxiliary Services Corporation (BASC) and certifies that the above is a true and correct record of the resolution that was duly adopted by the Board of Directors of the Corporation on March 4, 2022.



Secretary