

BINGHAMTON URBAN RENEWAL AGENCY

April 26, 2024

RESOLUTION 24-01 A RESOLUTION OF THE BINGHAMTON URBAN RENEWAL AGENCY ("BURA") TO CONSENT TO A SUBLEASE ASSIGNMENT FROM SOUTHPAW RESOURCES LLC TO DBH BINGHAMTON, LLC

WHEREAS, Southpaw Resources LLC (the "Company") had a leasehold interest in Mirabito Stadium pursuant to that certain Development Sublease, Operation and Management Agreement dated November 6, 1991, as amended, between BURA as Lessee and Sterling Doubleday Enterprises, L.P. as Sub-Lessee (the "Sublease"); and

WHEREAS, the Company has entered into an Asset Purchase Agreement with DBH Binghamton, LLC ("Purchaser") for the purchase of all or substantially all of the assets of the Company; and

WHEREAS, pursuant to said Asset Purchase Agreement, the Company is assigning its leasehold interest in Mirabito Stadium to Purchaser; and

WHEREAS, such assignment is permitted under Section 18 of the Sublease with the consent of BURA; and

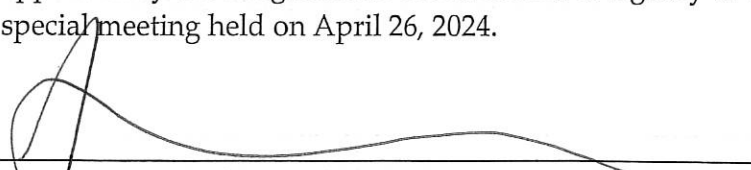
WHEREAS, BURA has previously consented to similar assignments under the Sublease.

NOW, THEREFORE, the Board of Directors of the Binghamton Urban Renewal Agency duly convened at a special meeting hereby does:

RESOLVE, to consent to the assignment of the leasehold interest in Mirabito Stadium from the Company to the Purchaser; and be it further

RESOLVED, that the Chairman is authorized to execute any and all documents necessary to accomplish this purpose.

I, Sophie Bergman, hereby certify the above resolution was approved by the Binghamton Urban Renewal Agency at a special meeting held on April 26, 2024.



Sophie Bergman, Interim Secretary
Binghamton Urban Renewal Agency



Binghamton Urban Renewal Agency

Mayor and Chairman, Jared M. Kraham

April 26, 2024

DBH Binghamton, LLC
211 Henry St.
Binghamton, NY 13901

Re: Southpaw Resources LLC (the "Company") Assignment of Sublease to DBH Binghamton, LLC ("Purchaser")

Dear Purchaser:

The Company has notified the Binghamton Urban Renewal Agency ("BURA") of the sale of all or substantially all of its assets to you, the Purchaser, pursuant to that certain Asset Purchase Agreement dated on or about April 25, 2024. Under said Asset Purchase Agreement, the Company consummated the sale of the assets of the Company, including, subject to the prior receipt of all necessary approvals of MLB Professional Development Leagues, LLC ("MLB PDL"), the assignment of that certain player development license agreement entered into between Company and MLB PDL, to Purchaser (the "Transaction"). As part of the Transaction, the Company assigned its leasehold interest in Mirabito Stadium to Purchaser.

The assignment of the leasehold interest is authorized under Section 18 of the Development Sublease, Operation and Management Agreement dated November 6, 1991, as amended, between BURA as Lessee and Sterling Doubleday Enterprises, L.P. as Sub-Lessee (the "Sublease"), which was previously assigned to the Company on November 18, 2021.

This letter serves as the consent of BURA to the assignment of the Sublease by the Company to Purchaser as of the date set forth above.

Sincerely,

Jared Kraham, Chairman
Binghamton Urban Renewal Agency