

# STATE OF NEW YORK

LEGISLATURE OF ERIE COUNTY

## CLERK'S OFFICE

*BUFFALO, N.Y., May 4, 2023*

TO WHOM IT MAY CONCERN:

**I HEREBY CERTIFY**, that at the *9th Session of the Legislature of Erie County, held in the Legislative Chambers, in the City of Buffalo, on the 4th day of May, 2023 A.D., a Resolution was adopted, of which the following is a true copy:*

WHEREAS, Ralph C. Wilson, Jr. formed a professional football team in 1960 that became known as the Buffalo Bills; and

WHEREAS, the Buffalo Bills are an original American Football League franchise and have been located in Buffalo and the County (as defined herein) for the last sixty-three years; and

WHEREAS, the Buffalo Bills played their first thirteen seasons in the City of Buffalo at War Memorial Stadium (also known as the "Rockpile"); and

WHEREAS, in 1971, the Buffalo Bills began looking for a new place to play and ultimately, in conjunction with the County, built a stadium that would initially be known as Rich Stadium located in Orchard Park, New York; and

WHEREAS, the Buffalo Bills would go on to play their first season in 1973 at Rich Stadium and continue to do so for the next forty-nine seasons; and

WHEREAS, the naming rights to Rich Stadium has changed hands over the years, with the stadium also having been known as Ralph Wilson Stadium, New Era Field, Bills Stadium, and currently Highmark Stadium; and

WHEREAS, the Buffalo Bills have been an important part of New York for more than sixty-two years and the team is an integral part of the fabric of this community and brings pride and distinction to the County, the Western New York region and the State; and

WHEREAS, the Buffalo Bills are a part of the efforts to promote the County and Western New York as a major community where companies may settle and grow; and

WHEREAS, the Buffalo Bills, as part of the regional and State economy, bring significant amounts of sales tax, hotel occupancy tax and personal income tax to public sector coffers; and

WHEREAS, in 2014, the Buffalo Bills, the County and the State formed a committee known as the "New Stadium Working Group" to conduct a study and determine whether the current stadium could be renovated to be comparable with current National Football League facilities or whether a new stadium should be built; and

WHEREAS, after exploring all potential options, the New Stadium Working Group recommended that a new stadium (referred to herein as the "New Stadium Project") be built in light of the age and cost of structural repairs needed for Highmark Stadium to remain a safe and viable home for the team; and

WHEREAS, it is the desire of the Buffalo Bills, the County, the State and the thousands of fans of the Buffalo Bills who are located throughout the world, that the Buffalo Bills remain in Erie County; and

WHEREAS, on March 29, 2022, the Buffalo Bills, the County and the State, through the ECSC (as defined herein), signed a Memorandum of Understanding (the "MOU") outlining a common understanding among the parties and setting forth in principle certain actions to be undertaken by each of the parties to enable (a) the financing, design and construction of the New Stadium Project and (b) the Buffalo Bills to

ATTEST



ROBERT M. GRABER

*Clerk of the Legislature of Erie County*

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continue to play their home games at Highmark Stadium through completion of construction of the New Stadium Project; and

WHEREAS, on May 26, 2022, this Honorable Body approved the MOU; and

WHEREAS, pursuant to the MOU, the financial contribution to be made by the County to the design and construction of the New Stadium Project is \$250 million, regardless of the total cost; and

WHEREAS, upon completion of the New Stadium Project, the County will have no further obligation to the Buffalo Bills or the operation of the new facility, except for the limited obligations set forth in the Stadium Lease (as defined herein); and

WHEREAS, the County of Erie, a New York municipal corporation (the "County"), Erie County Stadium Corporation, a New York business corporation and wholly-owned subsidiary of the New York State Urban Development Corporation d/b/a Empire State Development, which subsidiary is a public benefit corporation ("ECSC") and Buffalo Bills, LLC, a Delaware limited liability company (the "Bills") have decided to develop and construct a new football stadium and related amenities in the Town of Orchard Park, New York (the "Stadium Complex"); and

WHEREAS, Bills Stadium and Events Company, LLC, a Delaware limited liability company ("StadCo"), an affiliate of the Bills by virtue of the common ownership of StadCo and the Bills by Buffalo Bills Holdings, LLC, a Delaware limited liability company ("HoldCo") and ECSC have entered into a new stadium lease (the "Stadium Lease") with respect to the Bills' use of the Stadium Complex; and

WHEREAS, the Stadium Lease requires that the County, ECSC and StadCo jointly fund a Capital Improvement Fund (the "Fund"); and

WHEREAS, the County shall use revenue produced by a county surcharge imposed on ticket and other items at the Stadium Complex to satisfy its required contribution to the Fund; and

WHEREAS, the Stadium Lease provides that the County's obligation to contribute to the Fund shall not exceed the amount of revenue generated by the county surcharge and collected on its behalf (the "Surcharges Revenue").

WHEREAS, on July 1, 2022, the Erie County Legislature transmitted to all potentially Interested and Involved Agencies (as those terms are defined pursuant to SEQRA) a notice of the Legislature's intent to act as Lead Agency for the review of the Stadium Complex (together with a completed Part 1 of the Full Environmental Assessment Form), as that term is defined pursuant to SEQRA; and

WHEREAS, on January 19, 2023, under COMM. 22E-6 (2022) As Amended, Erie County issued a Negative Declaration and issued a Notice of Determination of Non-Significance; and

WHEREAS, the County wishes to finance its \$250,000,000 share of the total cost of the New Stadium Project through (i) the issuance of up to \$150,000,000 of serial bonds, notes or other obligations of the County and (ii) the expenditure of available funds of the County (in an amount of at least \$100,000,000) to cover the balance of such \$250,000,000 share, with the issuance of such obligations and the implementation of such plan of financing to be formally authorized through the adoption of the bond

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resolution that is being presented herewith, that is incorporated herein by the reference, and that is to be deemed formally adopted by the approval hereof (the "Bond Resolution"); and

WHEREAS, final Stadium Complex documents consisting of the Second Amendment to 2013 Master Lease Agreement, the Second Amendment to 2013 Stadium Lease Agreement, Amendment to 2013 Memorandum, the Amendment to 2013 Non-Relocation Agreement, the Amendment to 2013 Stadium Security Agreement, the Stadium Lease Agreement, the Stadium Development and Construction Coordinating Agreement, the Non-Relocation Agreement, the Community Benefits Agreement, the Stadium Security Agreement, the Club Guaranty Agreement and the Bond Resolution were filed with the Legislature, the County's approval of which shall become effective upon the passage of this resolution;

NOW, THEREFORE, BE IT

RESOLVED, that the County Executive is authorized to execute all necessary agreements related to the construction of a new stadium in Erie County, as generally described herein and in the various documents presented to the Erie County Legislature herewith, and the Erie County Legislature does hereby approve (and, in the case of the Bond Resolution, formally adopt) the following project documents dated March 29, 2023 by and among the Bills, the County, and ECSC including, but not limited to the Second Amendment to 2013 Master Lease Agreement, the Second Amendment to 2013 Stadium Lease Agreement, Amendment to 2013 Memorandum, the Amendment to 2013 Non-Relocation Agreement, the Amendment to 2013 Stadium Security Agreement, the Stadium Lease Agreement, the Stadium Development and Construction Coordinating Agreement, the Non-Relocation Agreement, the Community Benefits Agreement, the Stadium Security Agreement, the Club Guaranty Agreement and the Bond Resolution (which is being contemporaneously enacted hereby, not merely approved or ratified, and is thus dated the date hereof), all in substantially the same form and with substantially the same content as contained in the documents submitted to the Legislature, with such minor changes therein as may be approved by the County Executive, his execution thereof to be conclusive evidence of his approval and the approval of this body; and be it further

RESOLVED, that the County Executive is further authorized to take any and all additional actions necessary to execute all required documents; and be it further

RESOLVED, that the Erie County Legislature hereby authorizes a county surcharge to be added to the purchase price of each ticket sold for admittance to any ticketed event held at the Stadium Complex; and be it further

RESOLVED, that the Erie County Legislature hereby authorizes a county surcharge to be added to the purchase price of all concessions, merchandise, parking, and other sales at the Stadium Complex; and be it further

RESOLVED, that the amount of such surcharge shall be six percent of the purchase price of items identified herein; and be it further

RESOLVED, that all Surcharges Revenue shall be collected by StadCo on the County's behalf and shall be funded into and disbursed from the Fund in a manner consistent with the terms contained in the Stadium Lease; and be it further

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RESOLVED, that the Bond Resolution as presented to this body is hereby formally adopted and approved through the vote on this master approval resolution that has incorporated the terms of the Bond Resolution fully by reference, and the Bond Resolution shall be deemed effective and legally sufficient to the same extent as if it had been presented to, and acted upon, separately by the Erie County Legislature, rather than (for convenience) as part of this overall master approval resolution for the project to which the Bond Resolution relates.

RESOLVED, that certified copies of this resolution be forwarded to the County Executive, the Deputy County Executive, the County Attorney, the Bills and ECSC.

### Amendments to 2013 Stadium Lease Documents

1. Amendment to Memorandum of 2013 Master Lease
2. Amendment to Memorandum of 2013 Stadium Lease
3. Second Amendment to 2013 Master Lease
4. Second Amendment to 2013 Stadium Lease
5. Amendment to 2013 Stadium Security Agreement
6. Amendment to 2013 Non-Relocation Agreement

### 2023 Stadium Lease Documents

7. Stadium Lease
8. Stadium Development and Construction Coordinating Agreement - Part One, Part Two
9. Community Benefits Agreement
10. Non-Relocation Agreement
11. Stadium Security Agreement
12. Club Guaranty Agreement
13. Legal Opinion of County
14. Legal Opinion of Loeb
15. Legal Opinion of Sidley

ATTEST



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16. Legal Opinion of Hodgson Russ
17. ECSC Secretary's Certificate
18. PSL Marketing Agreement
19. Team Use Agreement
20. Bond Resolution

**REFERENCE: COMM. 7E-8 (2023)**

ATTEST



ROBERT M. GRABER

*Clerk of the Legislature of Erie County*