

# STATE OF NEW YORK

## LEGISLATURE OF ERIE COUNTY CLERK'S OFFICE

***BUFFALO, N.Y., October 23, 2025***

TO WHOM IT MAY CONCERN:

**I HEREBY CERTIFY**, that at the **19th** Session of the Legislature of Erie County, held in the Legislative Chambers, in the City of Buffalo, on the **23rd** day of **October, 2025 A.D.**, a Resolution was adopted, of which the following is a true copy:

WHEREAS, the County of Erie, a New York municipal corporation (the "County") has leased the current stadium complex to the 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") pursuant to that certain 2013 Master Lease dated as of May 6, 2013, as assigned pursuant to that certain Stadium Assignment and Assumption dated as of October 9, 2014 and as amended by that certain First Amendment to 2013 Master Lease dated as of April 7, 2017 and by that certain Second Amendment to 2013 Master Lease dated as of March 29, 2023 (as so amended, the "2013 Master Lease"); and

WHEREAS, ECSC subleases the current stadium complex to Buffalo Bills, LLC, a Delaware limited liability company (successor in interest to Buffalo Bills, Inc.) (the "Bills") pursuant to that certain 2013 Stadium Lease dated as of May 6, 2013, as assigned pursuant to that certain Stadium Assignment and Assumption dated as of October 9, 2014, and as amended by that certain First Amendment to 2013 Stadium Lease dated as of April 7, 2017, by that certain Second Amendment to 2013 Stadium Lease dated as of March 29, 2023 (as so amended, the "2013 Stadium Lease"); and

WHEREAS, ECSC, the County, and the Bills desire to further amend the 2013 Master Lease and the 2013 Stadium Lease (respectively, the "Third Amendment to 2013 Master Lease" and the "Third Amendment to 2013 Stadium Lease") to amend certain provisions thereof relative to the expiration of the term thereof; and

WHEREAS, the County, ECSC, and the Bills are constructing a new football stadium and related amenities (the "Stadium"); 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"), the County and ECSC are parties to that certain Stadium Development and Construction Coordinating Agreement dated as of March 29, 2023 (the "Construction Coordinating Agreement") with respect to the development, financing and construction of the Stadium; and

WHEREAS, ECSC and StadCo are parties to that certain lease agreement dated as of March 29, 2023 (the "Stadium Lease") with respect to the leasing and operation of the Stadium on an approximately 242-acre parcel of real property owned by the County; and

WHEREAS, the County is the owner in fee simple of an approximately 103.2 acres of real property located in the Town of Hamburg, New York known as 4041 Southwestern Blvd., Hamburg, New York, currently used to house the South Campus of Erie Community College (the "ECC Parcel"); and

WHEREAS, the County is the current owner of an approximately 57 acres of real property [located in Town of Orchard Park, New York known as 4196 Abbott Road, Orchard Park, New York] on which the Stadium is currently under construction (the "Stadium Parcel"); and

WHEREAS, upon substantial completion of the Stadium, the County will convey the Stadium, together with the Stadium Parcel, all other improvements thereon and certain other adjacent land, to ECSC; and

ATTEST



OLIVIA M. OWENS

*Clerk of the Legislature of Erie County*

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WHEREAS, the ECC Parcel and the Stadium Parcel are sometimes referred to collectively herein as the "Parcels," and sometimes individually as a "Parcel"; and

WHEREAS, the County agrees to (i) grant a nonexclusive, perpetual access easement over and across a portion of the ECC Parcel to ECSC and (ii) as part of the transfer of the Stadium Parcel by the County to ECSC, reserve a nonexclusive, perpetual access easement over and across a portion of the Stadium Parcel, all pursuant to a reciprocal easement agreement (the "Reciprocal Easement Agreement") for the purposes of providing vehicular and pedestrian ingress and egress for the Parcels to and from Southwestern Boulevard and Big Tree Road; and

WHEREAS, StadCo has requested, and the County has agreed, pursuant to a revocable license agreement (the "Revocable License Agreement"), to grant to StadCo, for a period concurrent with the term of Stadium Lease, the license and privilege of accessing and utilizing the portion of the ECC Parcels for the construction, operation and maintenance of two wet pond stormwater retention basins and one bio retention area for the purpose of stormwater discharge from the Stadium Parcel; and

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, the County issued a Negative Declaration and issued a Notice of Determination of Non-Significance; and

WHEREAS, because of the amendments, easements, and licenses referenced herein, on October 9, 2025, the Erie County Legislature reviewed such amendments, easements, and licenses and reaffirmed the Negative Declaration and Notice of Determination of Non-Significance; and

WHEREAS, the Third Amendment to 2013 Master Lease Agreement, the Third Amendment to 2013 Stadium Lease Agreement, the Reciprocal Easement Agreement, and the Revocable License Agreement were filed with the Erie County 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 matters as generally described herein and in the various documents presented to the Erie County Legislature herewith, and the Erie County Legislature does hereby approve the following project documents dated \_\_\_\_\_, 2025 by and among the Bills, the County, and ECSC including, but not limited to the Third Amendment to 2013 Master Lease Agreement, the Third Amendment to 2013 Stadium Lease Agreement, the Reciprocal Easement Agreement, and the Revocable License Agreement, all in substantially the same form and with substantially the same content as contained in the documents submitted to the Erie County 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

ATTEST



OLIVIA M. OWENS

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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 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. Third Amendment to 2013 Master Lease
- 2. Third Amendment to 2013 Stadium Lease

Related Easement and License Documents

- 3. Reciprocal Easement Agreement
- 4. Revocable License Agreement

REFERENCE:      COMM. 16E-22 (2025)      AS AMENDED

ATTEST



OLIVIA M. OWENS  
*Clerk of the Legislature of Erie County*