



THE ERIE COUNTY LEGISLATURE

Session No. 9
SPECIAL MEETING
MAY 4, 2023

April N.M. Baskin
Chair

Timothy J. Meyers
Majority Leader

John J. Mills
Minority Leader

Robert M. Graber
Clerk of the Legislature

ROLL CALL

INVOCATION - Mr. Gilmour

PLEDGE OF ALLEGIANCE - Mr. Mills

COMMUNICATIONS DISCHARGED FROM COMMITTEE:

COMM. 7E-8	From the Economic Development Committee	From the County Executive - New Stadium Complex in Orchard Park Involving NYS and Buffalo Bills
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COMMUNICATIONS FROM ELECTED OFFICIALS:

COMM. 9E-1	BASKIN	Letter Calling for Special Meeting
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COMMUNICATIONS FROM THE DEPARTMENTS:

COMM. 9D-1	CLERK OF LEGISLATURE	Special Meeting Notice
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ANNOUNCEMENTS:

MEMORIAL RESOLUTIONS:

ADJOURNMENT:

Erie County Legislature
Meeting Date: 05/04/2023

SUBJECT

COMM. 7E-8	From the Economic Development Committee	From the County Executive - New Stadium Complex in Orchard Park Involving NYS and Buffalo Bills
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Attachments

COMM. 7E-8 (2023) New Stadium Complex in Orchard Park



EC LEG APR 4 '23 PM 3:56

COUNTY OF ERIE

MARK C. POLONCARZ

COUNTY EXECUTIVE

April 4, 2023

Erie County Legislature
92 Franklin Street – Fourth Floor
Buffalo, New York 14202

RE: New Stadium Complex in Orchard Park Involving NYS and Buffalo Bills

Dear Honorable Members:

The attached resolution ratifies and approves the County's entrance into the accompanying documents related to the construction of a new stadium for the Buffalo Bills. That are attached as exhibits. As you know, the County has been working in close coordination with the Buffalo Bills and New York State for some time to facilitate the development of a new stadium complex in Orchard Park, and these are the documents that will govern the development and operation of that project.

The resolution also serves to enact the (attached) bond resolution that provides for the future financing of a portion of the County's fixed share of the cost of the development of the project. Further, the resolution establishes a 6% surcharge on tickets, concessions, parking, and merchandise sales at the stadium. The turnover of the funds generated by this surcharge constitute the County's only future obligation toward funding maintenance and capital improvements at the new stadium complex. Upon completion of the new stadium complex, ownership of the land will be transferred from the County to New York State which, in turn, will lease the complex to the Buffalo Bills.

As we have previously discussed, this Honorable Body is expected to act upon this resolution within 30 days. Because of the complicated nature of this deal and the intricacies of the legal documents attached, I have instructed my administration, as well as outside counsel, to make themselves available for as much discussion as may be necessary. Thank you for your anticipated cooperation on this critically important matter.

Sincerely yours,

Mark C. Poloncarz, Esq.
Erie County Executive

cc: Jeremy C. Toth, County Attorney

MEMORANDUM

To: Honorable Members of the Erie County Legislature
From: Jeremy C. Toth, County Attorney
Re: 30 Year Lease with the Buffalo Bills and Construction of a New Stadium
Date: April 4, 2023

SUMMARY

Ratification (or, in the case of the bond resolution, enactment) of all necessary agreements and measures relating to the new lease with the Buffalo Bills and New York State and the construction of a new stadium complex in Orchard Park, including, but not limited to, Amendment to Memorandum of 2013 Master Lease, Amendment to Memorandum of 2013 Stadium Lease, Second Amendment to the 2013 Master Lease, Amendment to the 2013 Stadium Security Agreement, Amendment to 2013 Non Relocation Agreement, Stadium Lease, Community Benefits Agreement, Stadium Development and Construction Coordination Agreement, Bills Non-Relocation Agreement, Stadium Security Agreement, Buffalo Bills Guaranty, PSL Sales and Marketing Agreement, Team Use Agreement, and related documents and exhibits. Also attached is the bond resolution relating to the future financing of the County's share of the cost of the project, and this resolution will be enacted as part of the overall approval resolution delivered herewith.

FISCAL IMPLICATIONS

The County will be responsible for \$250 million contribution to design and construct a new stadium (with a maximum of \$150 million of that amount to be borrowed). The Buffalo Bills will be responsible for any and all cost overruns. The County will have no further obligations for the maintenance or upkeep of the new stadium. The County is assessing a 6% surcharge on ticket sales and merchandise to partially fund a capital improvement program for the new stadium.

REASONS FOR RECOMMENDATION

In addition to being a source of pride for our community, the Buffalo Bills are a key component to the regional and New York State economy. Erie County derives a significant amount of sales tax revenue from ticket and merchandise sales. Many members of the Buffalo Bills organization reside in our community and the County derives revenue from property and sales tax from these residents. Moreover, this new arrangement removes Erie County from ownership of the new stadium facility. Under the new arrangements, a subsidiary of New York State will own the stadium facility and lease it to the Buffalo Bills. This will save county taxpayers millions of dollars over the course of the 30 year lease, when compared to past arrangements regarding the existing stadium.

BACKGROUND INFORMATION

The Buffalo Bills football team has played in Erie County since their inception in 1960. Beginning in 1973, the team has played in what is now known as Highmark Stadium, a facility owned by Erie County. After exhaustive analysis, further rehabilitation of the existing stadium has been determined to be cost prohibitive. In conjunction with entering into a new 30-year agreement with the Buffalo Bills, Erie County, New York State and the Buffalo Bills have agreed to design and construct a new stadium. Erie County is responsible for \$250 million of the overall cost.

CONSEQUENCES OF NEGATIVE ACTION

None of the documents referenced above would be approved/ratified and the bond resolution would not be enacted. The Buffalo Bills and the NFL would be forced to search for a new host city.

STEPS FOLLOWING APPROVAL

Upon ratification of these documents, construction is scheduled to begin on the new stadium this spring, with an estimated final completion date of spring of 2026.

A RESOLUTION SUBMITTED BY:
DEPARTMENT OF LAW

RE: New Stadium Complex in Orchard Park Involving NYS and Buffalo Bills

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 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 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

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

Erie County Legislature
Meeting Date: 05/04/2023

SUBJECT

COMM. 9E-1

BASKIN

Letter Calling for Special Meeting

Attachments

EC Legislature Chair Baskin - Letter to Clerk Graber Calling for Special Meeting for May 4, 2023

ERIE COUNTY LEGISLATURE

HON. APRIL N.M. BASKIN
CHAIR OF THE LEGISLATURE
2ND DISTRICT LEGISLATOR



92 Franklin St., 4th Fl.
Buffalo, NY 14202
716/858-8869
FAX: 716/858-8895

April 28, 2023

EC LEG APR 28 '23 PM 2:59

Robert M. Graber
Clerk of the Legislature
92 Franklin Street, Fourth Floor
Buffalo, New York 14202

Re: Calling a Special Meeting of the Legislature

Dear Mr. Graber:

Please be advised that there is a pressing matter before the Erie County Legislature that needs immediate attention. Therefore, there is a need to call a Special Meeting of the Legislature.

Accordingly, pursuant to Rule 2.02 of the Rules of Order of the Erie County Legislature, you are hereby directed to call a SPECIAL MEETING of the Erie County Legislature to be held on Thursday, May 4, 2023 at 2:00 p.m. in the Chambers of the Legislature, 4th Floor of Old County Hall, 92 Franklin Street, Buffalo, New York.

The purpose of the Special Meeting will be to discuss and potentially act on a Discharge from the Economic Development Committee, COMM. 7E-8 (2023), concerning "New Stadium Complex in Orchard Park Involving NYS and Buffalo Bills."

The items on the agenda of the Special Meeting will include COMM. 7E-8 (2023), a Discharge from the Economic Development Committee, my letter to you directing the calling of the Special Meeting, and your Memo as Clerk of the Legislature to Members of the Legislature calling the Special Meeting.

Thank you for your attention to this matter.

Sincerely,

April N.M. Baskin
Chair, Erie County Legislature

Erie County Legislature
Meeting Date: 05/04/2023

SUBJECT

COMM. 9D-1

CLERK OF
LEGISLATURE

Special Meeting Notice

Attachments

EC Legislature - Special Meeting Notice for May 4, 2023



EC LEG APR 28 '23 PM3:00

ERIE COUNTY LEGISLATURE

**92 Franklin Street - 4th Floor
Buffalo, New York 14202**

April 28, 2023

To: All Members of the Erie County Legislature

From: Robert M. Graber, Clerk

Subject: SPECIAL MEETING NOTICE FOR MAY 4, 2023

PLEASE TAKE NOTICE that pursuant to Rule 2.02 of the RULES OF ORDER of the Erie County Legislature, and under the direction of Chair April N.M. Baskin, there will be a Special Meeting of the Erie County Legislature on Thursday, May 4, 2023 at 2:00 p.m. in the Chambers of the Legislature, 4th Floor of Old County Hall, 92 Franklin Street, Buffalo, New York.

The Special Meeting will consider a Discharge from the Economic Development Committee, COMM. 7E-8 (2023), concerning "New Stadium Complex in Orchard Park Involving NYS and Buffalo Bills."

The items on the agenda of the Special Meeting will include COMM. 7E-8 (2023), Discharged from the Economic Development Committee, Chair Baskin's letter to me directing the calling of the Special Meeting, and my Memo as Clerk of the Legislature to Members of the Legislature calling the Special Meeting. The items are attached.

Thank you.