

**ERIE COUNTY STADIUM CORPORATION (ECSC)**

**I. Legal Name, Address and Contact Information**

Erie County Stadium Corporation  
95 Perry Street - Suite 500  
Buffalo, NY 14203-3030

Contact: Kenneth Adams, President  
(212) 803-3700  
Kenneth.Adams@esd.ny.gov

**II. Names and Titles of Directors and Officers**

Board of Directors

Kenneth Adams – Chairman  
Hon. Byron W. Brown – Mayor, City of Buffalo  
Paul Brown  
Janis Colarusso  
Bryan Fiume  
Dennis Gorski  
Brenda Williams McDuffie  
Gregory P. Nelson  
Richard Tobe  
Satish K. Tripathi  
Howard A. Zemsky

Officers

Kenneth Adams, President  
Elizabeth R. Fine, General Counsel  
Maria Cassidy, Deputy General Counsel  
Margaret Tobin, Chief Financial Officer  
Robert M. Godley, Treasurer  
Deborah Royce, Secretary

**III. Report of Purpose, Operations and Mission and Projects, Statement of Justification**

**A. Purpose and Mission**

The subsidiary was incorporated in February of 1998 with the mission/purpose to facilitate the performance of the essential governmental functions in connection with the lease of the Erie County owned Ralph Wilson, Jr. Stadium (the "Stadium") in Orchard Park, New York to the Corporation and then subleased to the Buffalo Bills NFL Team.

B. **Projects**

In July of 2013, the subsidiary entered into various agreements with the Buffalo Bills and Erie County to maintain the Bills franchise in Western New York for an additional ten year term. Per the lease documents, the County owned Stadium is leased to the Erie County Stadium Corporation and subleased to the Bills.

C. **Statement of Justification**

Erie County Stadium Corporation is currently actively engaged as the lessee of the Stadium and subleases the Stadium to the Buffalo Bills. As the term of the lease extends until 2023, the subsidiary must remain in existence.

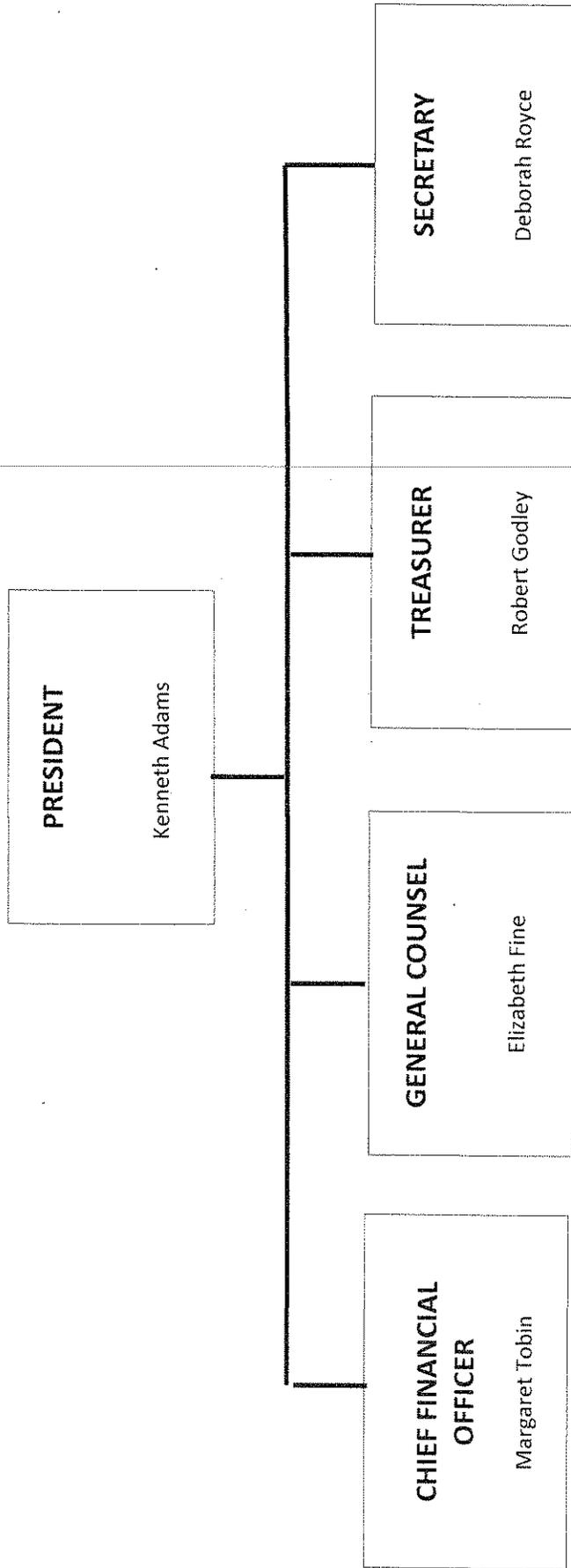
IV. **Bylaws and Organizational Documents (Attached)**

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# ORGANIZATIONAL CHART

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**ERIE COUNTY STADIUM CORPORATION  
ORGANIZATIONAL CHART  
NOVEMBER 2014**



# BY-LAWS

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BY-LAWS  
OF  
ERIE COUNTY STADIUM CORPORATION

ARTICLE I  
SHAREHOLDER

Section 1. Sole Shareholder. The New York State Urban Development Corporation ("UDC"), as specified in the Certificate of Incorporation of the ERIE COUNTY STADIUM CORPORATION ("Corporation"), is the sole shareholder ("Shareholder") of the Corporation.

Section 2. Authority To Vote Shares. The President and Chief Executive Officer of the Shareholder shall have authority to vote the shares of the Corporation.

Section 3. Action without Meetings. The Shareholder may take any action which could be taken at a meeting without a meeting pursuant to Section 615 of the Business Corporation Law of the State of New York.

ARTICLE II  
BOARD OF DIRECTORS

Section 4. General Powers. The Board of Directors shall have the management and control of the business affairs and property of the Corporation and may exercise any and all of the powers possessed by it under its Certificate of Incorporation and By-Laws and under the laws of the State of New York.

Section 5. Number. The Board of Directors shall consist of fifteen (15) Directors. The first Board of Directors shall be composed of those persons appointed as follows:

- (a) nine directors shall be appointed by the Governor of New York State, one of which shall be designated as the Chair
- (b) two directors shall be appointed by the County Executive of Erie County
- (c) one director shall be appointed by the temporary president of the New York State Senate

- (d) one director shall be appointed by the Speaker of the Assembly of New York State
- (e) one director shall be appointed by the Chairman of the Erie County Legislature; and
- (f) one director shall be appointed by the Minority Leader of the Erie County Legislature.

Section 6. Qualifications of Director. Each Director of the Board of Directors shall be at least eighteen years of age and need not be an officer, director, or employee of the Shareholder.

Section 7. Appointment and Term of Director. Each Director of the Board of Directors shall be appointed as set forth in Section 5 and shall continue in office until his successor has been appointed and has taken office. or until his sooner death, resignation or removal.

Section 8. Removal of Director. Any Director may be removed with or without cause at any time by the individual that appointed the Director.

Section 9. Resignation of Director. A Director may resign from his office at any time by delivering his resignation in writing to the Corporation. and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

Section 10. Compensation. Neither a Director nor any officer of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation, except as provided by the Board of Directors.

Section 11. Committees. The Board of Directors may elect committees and delegate those powers and duties to them as the Board of Directors may deem advisable.

Section 12. Meetings. Regular and special meetings of the Board of Directors shall be held at such time and at such place within or without the State of New York as the Chairman or the President may determine.

Section 13. Notice of Meetings. Notice to the Directors shall not be required for regular or annual meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place, shall be given for special meetings in sufficient time for the convenient assembly of the Board of Directors unless the lapse of such time has been waived. The notice of any meeting need not specify the purpose of the meeting. Notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to each Director who was not present at the time of the adjournment, and, unless such time and place are announced at the meeting, to the other Directors. Any requirement for furnishing a notice shall be waived by any Director who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 14. Quorum and Action. The presence of a majority of the Directors then in office shall be required to constitute a quorum for the transaction of any and all business at any meeting of the Board of Directors. The majority vote of the Directors present at a meeting, provided that a quorum is present, shall constitute an action of the Corporation.

Section 15. Participation by Telephone. Notwithstanding anything elsewhere contained in these By-Laws, any one or more members of the Board of Directors or any Committee thereof may participate in a meeting of the Board of Directors or such Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board of Directors or any Committee thereof.

Section 16. Action by Directors without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and a written record of such action shall be inserted in the Corporate Record of the Corporation.

### ARTICLE III

#### OFFICERS

Section 17. Designation and Term of Office. The officers of the Corporation, to be elected by the Board of Directors, shall be a President, an Executive Vice President, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person except the offices of President and Secretary. All officers shall hold office until their death, removal, resignation or election of new officers.

Section 18. President. The President shall be the Chief Executive Officer and shall have general control of the business of the Corporation and shall supervise the work of the other officers. The President may sign in the name of the Corporation any and all contracts or other instruments authorized by the Board of Directors.

Section 19. Vice President. Any Vice President shall be capable of performing all of the duties of the President and may be designated by such title or titles as the President may determine, and any Vice President shall, in the absence or at the request of the President, perform the duties and exercises the powers of the President. Any Vice President also shall have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors. Any Vice President may sign in the name of the Corporation any and all contracts or other instruments authorized by the Board of Directors as delegated in writing by the President.

Section 20. Secretary. The Secretary shall issue notices of all meetings of the Board of Directors where notices of such meetings are required by law or these By-Laws. The Secretary shall attend all meetings of the Board of Directors and keep the minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal and his/her signature and shall perform such other duties as usually pertain to the office or as are properly required of him/her by the Board of Directors. Any Assistant Secretary shall be capable of performing all of the duties of the Secretary.

Section 21. Treasurer. The Treasurer shall have the care and custody of all moneys and securities of the Corporation and shall cause to be entered into books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received by him/her and paid by him/her on account of the Corporation. The Treasurer shall account to the President and the Board of Directors, whenever they may require it, with respect to all the transactions of the Treasurer and the financial condition of the Corporation, and shall perform all other duties that are assigned to him/her by the President or the Board of Directors. Any Assistant Treasurer shall be capable of performing all of the duties of the Treasurer.

Section 22. Removal of Officer. Any officer may be removed, either with or without cause, at any time by the affirmative vote of a majority of the entire Board of Directors, or by the Shareholder.

#### ARTICLE IV

##### CONTRACTS AND BANK ACCOUNTS

Section 23. The Board of Directors may authorize any officer, or officers, agent or agents, to take any action and to enter into any contract or execute and deliver all kinds of instruments, including, but not limited to, checks, notes, drafts and bills of exchange in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. The funds of the Corporation shall be deposited with such banks or other depositories and shall be subject to withdrawal under such regulations as shall be adopted from time to time by the Board of Directors.

#### ARTICLE V

##### INTERESTED DIRECTORS

Section 24. Unless otherwise provided by law, no contract or other transaction between the Corporation and any other corporation, firm, association or other entity (including any State instrumentality) in which one or more of the Directors or officers of the Corporation are directors or officers or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the

meeting of the Board of Directors, or of any Committee thereof, which approves such contract or transaction or that his/her or their votes are counted for such purpose:

1. If the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common Directorship, officership, financial interest or affiliation are disclosed in good faith or known to the Directors and the Directors approve such contract or transaction by unanimous vote of the disinterested Directors and by such vote as is required under Section 14 (Article II) of these By-laws; or
2. If the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common Directorship, officership, financial interest or affiliation are disclosed in good faith or known to the Stockholder, and such contract or transaction is approved by the Stockholder.

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Common, interested or affiliated Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or Committee thereof which authorizes such contract or transaction.

## ARTICLE VI

### INDEMNIFICATION

Section 25. (a) General Scope of Indemnification. The provisions of this Article for indemnification shall be in addition to and shall not supplant any indemnification by the State heretofore or hereafter conferred upon any Director, officer or employee by any statute, by Section 17 of the Public Officers Law, or otherwise. This Article is to be construed liberally in favor of each Director, officer and employee of the Corporation to the fullest extent permitted by law, any ambiguity, uncertainty or reasonable doubt as to facts, interpretation or legal conclusions shall be resolved in favor of such Director, officer or employee. The provisions of this Article: (i) shall inure only to the Directors, officers or employees of the Corporation or its subsidiaries, and to their estates; (ii) shall not enlarge or diminish the rights of any other party; and (iii) shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance.

(b) Directors and Officers. The Corporation shall save harmless and indemnify any person (or his estate) who shall have served as a Director or officer of the Corporation or of a subsidiary of the Corporation against financial loss or reasonable litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (i) any transaction of the Corporation or a subsidiary of the Corporation, or (ii) any act or failure to act by any such Director or officer while engaged in the discharge of his duties on behalf of the Corporation or its subsidiaries. In the event any such claim, demand, suit, action or proceeding shall occur, such Director or officer shall be saved harmless and

indemnified to the fullest extent possible consistent with Article Seven of the Business Corporation Law.

(c) Employees. The Corporation shall save harmless and indemnify any person (or his estate) who shall have served as an employee of the Corporation or of a subsidiary of the Corporation against financial loss or reasonable litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (i) any transaction of the Corporation or of a subsidiary of the Corporation, or (ii) any act or failure to act by any such employee while engaged in the discharge of his duties on behalf of the Corporation, or its subsidiaries. In the event any such claim, demand, suit, action or proceeding shall occur, such employee shall be saved harmless and indemnified to the fullest extent as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith for a purpose which he reasonably believed to be in the best interests of the Corporation or its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his conduct was lawful.

Section 26. Conditions Precedent and Representation of Persons Indemnified. Except in a criminal proceeding, the right to indemnification shall be conditioned on: (i) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding; (ii) a contemporaneous offer to name counsel to the Corporation as counsel to the said Director, officer or employee in the defense of such claim, demand, suit, action or proceeding; and, (iii) the full cooperation of the said Director, officer or employee, in the event the offer is accepted, in the making of such defense. The Corporation may, either by its own staff counsel or by outside counsel of its choice, accept the offer and assume the representation of any person who becomes a party to the claim, demand, suit, action or proceeding, except in situations in which (i) choice of counsel is governed by statute, or (ii) the Corporation's counsel determines that it is inappropriate or inadvisable for such person to be represented by counsel chosen by the Corporation. In the event the Corporation does not assume such representation, such person shall have the right to engage private counsel of his choice and the Corporation shall have the obligation of indemnification for the reasonable fees and expenses of such private counsel as provided in this Article and, to the extent applicable, Article Seven of the Business Corporation Law; provided, however, that the Corporation as a condition to such indemnification for the cost of private counsel may, and where the Attorney General has so required as a condition to any indemnification by the State of New York, pursuant to statute, shall require appropriate groups of persons to be represented by the same counsel.

Section 27. Advances of Expenses.

(a) Directors and Officers. A Director or officer who becomes a party to an action or proceeding may request that the Corporation advance expenses pending the final disposition of such action or proceeding. Such advancement shall be made in the manner delineated by Section 724 of the Business Corporation Law.

(b) Employees. Reasonable litigation expenses incurred by an employee who becomes a party to an action or proceeding shall be paid by the Corporation, from time to time pending the final disposition of such action or proceeding, without necessity for any authorization, finding, or other action by the Directors prior to the making of such advances. At any time prior to the final disposition of such action or proceeding, the Directors may: (i) make a preliminary finding or seek an opinion, in writing, of outside legal counsel, that it appears that the employee clearly did not act in good faith, for a purpose reasonably believed to be in the best interests of the Corporation or its subsidiaries and, in criminal actions or proceedings, in addition, that the employee clearly did not have reasonable cause to believe that his conduct was lawful. If such a preliminary find shall be made or a negative opinion on that issue shall be given, no further advances under this paragraph shall be made with respect to expenses of such employee; and, (ii) determine, or provide for the determination of, the reasonableness of expenses sought to be advanced.

(c) Repayment. The Corporation shall require each person receiving amounts advanced under paragraph (a) or (b) of this Section to agree in writing that the same shall be repaid if the person receiving such advances is ultimately found not to be entitled to indemnification or, if indemnification is granted, to the extent the expenses so advanced by the Corporation or allowed by a court exceed the indemnification to which he/she is ultimately found to be entitled.

## ARTICLE VII

### BOOKS AND RECORDS

Section 28. General. The Corporation shall keep at the office of the Corporation within the State of New York correct and complete books and records of account and shall keep minutes of the proceedings of the Shareholder, of the Board of Directors, and/or any committee which the Directors may appoint. Any of the foregoing books, minutes, lists or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

## ARTICLE VIII

### STATUTES

Section 29. BCL and UDC Act. This Corporation is organized by the New York State Urban Development Corporation under and pursuant to the New York State Urban Development Corporation Act of 1968 as amended and the Business Corporation Law of the State of New York. All functions of this Corporation are subject to the provisions of such laws and such other rules, regulations, policies, procedures and guidelines as are now or may hereafter apply to or be adopted by UDC.

ARTICLE IX

FISCAL YEAR

Section 30. The fiscal year of the Corporation shall be from April 1st through March 31st.

ARTICLE X

CORPORATE SEAL

Section 31. The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the words "Corporate Seal", the year of incorporation, and the words "New York" and may be affixed to any instrument by causing it to be impressed or otherwise reproduced thereon.

ARTICLE XI

COMPENSATION

Section 32. No Director of the Corporation shall receive any money from the Corporation or any pecuniary profit from the operations thereof, except reimbursement for expenses incurred in the performance of services as such Director. Officers may receive such compensation as shall be approved by the Shareholder, except that no officer of UDC shall receive additional compensation for serving as an officer of the Corporation.

ARTICLE XII

AMENDMENTS

Section 33. The By-Laws may be altered, amended or repealed and new By-Laws added by the action of the Shareholder or by the Directors.

CERTIFICATE  
OF  
INCORPORATION

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CERTIFICATE OF INCORPORATION

OF

**ERIE COUNTY STADIUM CORPORATION**

Under section 402 of the Business Corporation Law

The undersigned, being a natural person of the age of eighteen years or over, for the purpose of forming a corporation pursuant to section 402 of the Business Corporation Law of the State of New York, does hereby certify:

(1) The name of the corporation is the **ERIE COUNTY STADIUM CORPORATION** (the "Corporation").

(2) The Corporation is to be a subsidiary of the New York State Urban Development Corporation ("UDC"), as authorized by section 12 of the New York State Urban Development Corporation Act (the "UDC Act"). UDC is doing business as the "Empire State Development Corporation".

(3) The purposes for which the Corporation is formed are to facilitate the performance of the essential governmental functions entrusted to UDC under the UDC Act and to exercise all or any part of such functions with respect to all or any part of a project in Orchard Park, New York which is to be known as the Erie County Stadium Project (the "Project"), including without limitation:

(a) to acquire, hold title to, develop, improve, sell, encumber lease, transfer or otherwise deal with any real property and any improvements thereon relating to the Project and any real or personal property appurtenant thereto (hereinafter collectively the "Property");

(b) to act as a conduit for State funds and to finance, or participate in or secure the financing of, all or any part of the Project;

(c) to assist in the marketing efforts related to the Project;

(d) to enter into agreements relating to the design, construction, development and operation of the Project; and

(e) to take all actions necessary or appropriate in furtherance of these purposes.

(4) The office of the Corporation is to be located in the County and State of New York.

(5) The aggregate number of shares which this corporation shall have authority to issue is one hundred (100) shares of Common Stock, of one class only, which shares are without par value and shall be issued to UDC d/b/a Empire State Development Corporation.

(6) The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the Corporation is:

Erie County Stadium Corporation  
c/o Empire State Development Corporation  
633 Third Avenue  
New York, NY 1017  
Att.: General Counsel

(7) In accordance with Section 12 of the UDC Act, the Corporation shall have all the privileges, immunities, tax exemptions and other exemptions as UDC and shall have all the powers conferred upon a business corporation by the laws of the State of New York.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate and hereby affirms it as true under the penalties of perjury this 3rd day of February 1998.



Eileen M. Mildberger  
Counsel

New York State Urban Development Corporation,  
d/b/a Empire State Development Corporation  
633 Third Avenue  
New York, NY 10017