

# Item 1

**Erie County Stadium Corporation**

University of Buffalo – Center of Excellence  
In Bioinformatics & Life Sciences  
701 Ellicott Street  
Conference Room B2-209  
Buffalo, New York 14203

March 15, 2023

**MINUTES**

**In Attendance Directors:** Robert J. Duffy – Chair  
Paul Brown  
Brenda Williams McDuffie  
Eric S. Reich  
Jeremy Toth  
April N.M. Baskin  
Bryan Fiume

**Present for ECSC:** Steven P. Ranalli, President  
Raymond Orlando, Chief Financial Officer  
Debbie Royce, Secretary

**Present for ESD:** Tiffany Bowie, Director of Subsidiary Finance  
Stephen Gawlik, VP, Poly & Capital Projects & Senior Counsel,  
Strategic Initiatives  
Agnes Klosek, Staff Accountant, Non-Residential Mortgage  
Eugene Kwiatkowski, Senior Director of Budgeting  
Laura Magee, Deputy Director - Public Affairs  
Kathleen Mize, Deputy Chief Financial Officer and Controller  
Elvira Molinari, Financial Project Manger  
Paul Tronolone, Vice President - Planning & Policy, WNY

**Also Attended:** Members of the Media

Before calling the meeting to order, Chair Duffy welcomed everyone and then called the meeting of the Erie County Stadium Corporation for Monday, March 15, 2023 to order.

Chair Duffy noted that the meeting would be webcast.

Chair Duffy noted that the public had been given an opportunity to comment on the Agenda items by submitting their written comments by noon yesterday and that no comments were received from the public. He also noted no members of the public were in attendance, but would be acknowledged at each turn and each vote if they subsequently arrived.

Chair Duffy then noted that the Directors had received the relevant written materials in advance of today's meeting and were free to ask questions.

The Chair then asked the Directors if anyone had any potential conflict of interest with regard to any of the items on the Agenda and no conflicts were noted at this time.

The Chair then called for a motion to approve the Minutes of the January 23, 2023 Directors' Meeting. There being no changes or corrections, upon motion duly made and seconded, the following Resolution was unanimously adopted:

**APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE JANUARY 23, 2023 MEETING OF THE ERIE COUNTY STADIUM CORPORATION**

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RESOLVED, that the Minutes of the meetings of the Corporation held on January 23, 2023 as presented to this meeting, are hereby approved and all actions taken by the Directors presented at such meetings as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

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Chair Duffy then presented today's first item on the Agenda to related to the Appointment of Officer for the Directors' consideration.

Chair Duffy explained that the Directors were being asked to approve the appointment of Steven Ranalli as President of the Corporation.

Chair Duffy noted that Mr. Ranalli has worked for the State for 15 years and is a Professional Engineer with a Civil Engineering Degree from the University of Buffalo.

Chair Duffy then gave Mr. Ranalli the opportunity address the Board and Mr. Ranalli noted his excitement about the possibility of leading the project. He thanked the Governor and the ESD team for the opportunity.

Chair Duffy called for any questions or comments from the Directors. Director McDuffie offered Mr. Ranalli congratulations.

Chair Duffy then called for any further questions or comments. Hearing none, upon motion duly made and seconded, the following resolution was unanimously adopted:

ERIE COUNTY STADIUM CORPORATION – Officer of the Corporation - Appointment of President

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BE IT RESOLVED, that Steven Ranalli be, and he hereby is, appointed as an Officer of the Erie County Stadium Corporation (the “Corporation”), with the title of President, his appointment being effective immediately, and a copy of the attached materials is ordered to be filed with the records of the Corporation; and be it further

RESOLVED, that in accordance with and for all the purposes of the New York State Urban Development Corporation Act and the bylaws of the Corporation, including but not limited to the indemnification provisions thereof, the foregoing individual be hereby confirmed as an officer of the Corporation.

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Chair Duffy congratulated Mr. Ranalli and reiterated that if anyone from the public is attending and wants to comment each time an item is voted upon, time will be offered. It was noted that no member of the public was present.

Chair Duffy then asked Steve Gawlik to present the next item on today's Agenda relating to a request for authorization for the Corporation to adopt its Operating and Capital Budgets for Fiscal Year 2023/2024.

Mr. Gawlik explained that under the Public Authorities Law, Empire State Development ("ESD") Subsidiary Corporations are required to adopt a budget.

Mr. Gawlik noted that the Capital Budget for the Project is \$600 million which will be provided by ESD but will be administered through the Corporation. He stated that as part of the Capital Budget a \$300 million allotment was being requested. He noted that the State's portion of the construction budget will not be more than \$300 million and over the course of 3 years, \$600 million of the State's money is expected to be expended.

Mr. Gawlik noted that the for the Operating Budget, \$630,000 is available for personnel services. He stated that the Budget allows for four staff members to help manage the Project. He also noted that the Budget includes \$1.2 million for consultants which is primarily comprised of legal services. He explained that last year LiRo Engineers was brought on to help staff the project, manage the construction aspects, manage the payment applications, and monitor

MWBE compliance.

Mr. Gawlik reiterated that the Capital Budget is \$300 million for State’s share of the construction and the noncapital portion is for expenses related to staffing and outside consultants for the Project.

In response to a call from Chair Duffy for comments from the Directors, Director McDuffie asked about the consultant fees and whether the contract bids would be in accordance with the guidelines relative to bidding practices for MWBE firms. Mr. Gawlik replied yes, they were and that the ESD Board approved those contracts last year.

Director McDuffie asked the names of the firms and Mr. Gawlik noted that Hodgson Russ oversaw the construction and real estate locally. He further noted that Sidley Austin and Irwin Raji, the primary attorney for the State prior to the MOU and LiRo Engineers have several sub-consultants working on the Project. He advised Landon Rian oversaw MWBE compliance and that a firm in Philadelphia experienced with designing stadiums was brought in on an as needed basis but that primarily LiRo Engineers and their local team would be providing onsite support.

Hearing no further question or comments from the Directors, and noting no comments were received from the public, upon motion duly made and seconded, the following resolution was unanimously adopted:

ERIE COUNTY STADIUM CORPORATION – FY 2023-24 Operating and Capital Budgets - Approval of the Corporation’s FY 2023-24 Operating and Capital Budgets (April 1, 2023 – March 31, 2024)

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BE IT RESOLVED, based on the materials at this meeting and ordered filed with the Corporation (the “Materials”), the Corporation’s proposed FY 2023-24 Operating and Capital Budgets are hereby approved, and adopted in all respects, substantially in the form set forth in the materials and subject to the availability of funds; and be it further

RESOLVED, that the Officers of the Corporation and/or appropriate designees, and each of them, are hereby authorized and directed to take all actions and execute all documents in connection with the establishment and implementation of the Corporation’s Budget; and be it further

RESOLVED, that the Officers of the Corporation and/or appropriate designees, and each of them, are hereby authorized to enter into a Memorandum of Understanding with ESD to administer the Corporation’s Budget; and be it further

RESOLVED, that the President of the Corporation or his or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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Chair Duffy asked Mr. Gawlik to present the final item on today’s Agenda, a request for authorization to affirm the General Project Plan for the Project and take all related actions.

Mr. Gawlik explained that at the previous Board Meeting a General Project Plan was adopted and approved by the Directors. He explained that subsequently, a public hearing was held at ECC South and comments were taken both at the hearing and in writing via email. He stated negative comments received were being provided to the Directors and the GPP is being brought back to Board for final approval. He stated a list of comments, the transcript of the meeting, and the staff responses to those comments were included in today’s materials.

Mr. Gawlik noted that overall, ten people spoke out of the approximately 30 people

present and that two written comments were received.

Mr. Gawlik then provided a summary of the comments. He stated there was a concern about the use of local workforce participation and he noted that it is a focus of the Governor and the Bills.

Mr. Gawlik noted that the Bricklayers Union had concerns about certain aspects and a meeting was held with the Bills. He stated that their concerns are a priority for everyone.

Mr. Gawlik noted a concern about the dome stadium. He stated that a dome stadium was considered early on but an open stadium was decided upon due to cost and fan experience. He explained that the Bills conducted various surveys and ascertained that their fan base prefers, for the most part, the open air.

Mr. Gawlik also noted comments from a lot of the neighbors about construction impacts. He noted that work is being done in conjunction with the Bills to address those concerns.

Mr. Gawlik concluded that these comments are minor, but they have been addressed. He advised they will not change the General Project Plan but there will be some minor tweaks in the process moving forward.



Mr. Gawlik requested the Directors to affirm the General Project Plan and authorize the Corporation to move forward and enter the necessary agreements.

Mr. Gawlik reiterated information from the previous Board meeting that the main agreements are extensions to the current lease, a new lease, a construction and development agreement, the non-relocation agreement, an extension and non-relocation agreement, a community benefits agreement, and 40 other small documents.

Chair Duffy added to Mr. Gawlik's comments. He stated that he read the comments and responses and said that they were thoughtful and respectful. He also stated he believed they were consistent with what neighbors or other parties involved would ask, those who had attended meetings over the years. He commended the State for the thoughtful and comprehensive responses.

In response to a call from Chair Duffy for further questions or comments from the Directors, Director Toth explained that in addition to the Corporation's process, the County, State, and the Bills have conducted a SEQRA process that was a much longer process. He stated this process had the same sort of comments and were addressed very thoughtfully and thoroughly by the various team members. He noted the Corporation was not the only entity doing public outreach on the Project.

Mr. Gawlik agreed with Director Toth's point regarding the SEQR process. He noted that

some of the responses were based on what was provided during the SEQRA process. He advised traffic management was thoroughly studied by the County and it came up with a traffic management plan that involved a team of State, Local, and Bills officials constantly meeting on traffic and traffic safety. He stated that this was the culmination of a year long process and multiple hearings held by the County. Overall, he believed that that public was pleased.

Chair Duffy asked whether there were any further comments from the Directors and Director Baskin asked whether there was a name change for the lessee.

Mr. Gawlik noted that the Bills have various entities working on the Project and the entity that they initially had signing the lease is OPSTAD, LLC. He stated that the name was changed but he could not recall the new name at the moment.

Director Baskin asked whether it was Bills Stadium and Events, LLC and Mr. Gawlik agreed that it was. He also explained that for tax purposes the Bills have multiple entities. He advised the entity that owns the Team will guarantee obligations. He also said that they would sign the non-relocation agreement.

Director Baskin asked whether an agreement was being entered with all the entities or just this specific one and Mr. Gawlik explained that the non-relocation agreement will be with the Bills' Team entity. He also stated that there was an overall guarantee where the Bills entity would guarantee all the other agreements.

Director Baskin asked whether one signatory would be the Buffalo Bills and Mr. Gawlik explained that two entities from the Bills would be signing various agreements and the State would just be the Stadium Corporation and the County just the County.

Director McDuffie said that it was mentioned that there will be several agreements. She asked when those agreements, including the Community Benefits Agreement, would be released to the public.

Mr. Gawlik explained that they would be released soon, when the County Legislature gives its final approval.

Director Toth clarified that they would be released when they are sent to the County Legislature. He explained that the County Legislature has 30-days to review. He stated that multiple meetings are planned with the County Legislature and that outside council would be consulted.

Director Baskin stated that 30-days would be taken to deliberate and Director Fiume stated that they would be in the public domain for 30-days.

Chair Duffy called for further questions or comments from the Directors. Hearing no further questions and noting that no comments were received from the public, upon motion duly made and seconded, the following Resolutions were unanimously adopted:

ERIE COUNTY STADIUM CORPORATION – Orchard Park (Erie County) – Erie County Stadium Civic Project – Authorization to Affirm the General Project Plan; Authorization to Acquire and Lease Real Property; Authorization to Enter into a Lease and Other Agreements; and Authorization to Take All Related Actions

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RESOLVED, that on the basis of the materials presented to this (the “Materials”), a copy of which is hereby ordered filed with the records of the Erie County Stadium Corporation (the “Corporation”), relating to the Erie County Stadium Civic Project (the “Project”), the Corporation hereby affirms the General Project Plan for the Project, together with such other changes as the President of the Corporation or his or her designee(s) may deem appropriate; and be it further

RESOLVED, that the Corporation is hereby authorized to acquire property and lease the same in accordance with the terms contained in the Materials; and be it further

RESOLVED, that the President of the Corporation or his or her designee(s) be, and each of them hereby is authorized to enter in all agreements necessary to effectuate the Project; and be it further

RESOLVED, that the President of the Corporation or his or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents, contracts and other agreements and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the Project and the foregoing resolutions.

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Chair Duffy thanked everyone for their participation and again welcomed the new President, Steve Ranalli.

There being no further business, the meeting was adjourned at 9:59 a.m.

Respectfully submitted,

Debbie Royce  
Corporate Secretary