

# HARRIS BEACH <sup>PLLC</sup>

## ATTORNEYS AT LAW

Ulster County Economic Development Alliance, Inc.  
Attn: Timothy Weidemann  
P.O. Box 1800  
244 Fair Street  
Kingston, NY 12402

January 12, 2022  
Invoice #8839865

Firm Attorney: Thomas Garry  
Firm Matter Numbers: 2230870.412819

Client Name: Ulster County Economic Development Alliance,  
Inc.  
Matter Name: Tech City – EAST

January Invoice for Statement of Services and Disbursements

### ACCOUNT SUMMARY FOR THIS MATTER

TOTAL FEES THIS INVOICE.....\$81,406.00

TOTAL COSTS THIS INVOICE.....\$18.36

**TOTAL AMOUNT DUE FOR THIS INVOICE .....\$81,424.36**

PREVIOUS OUTSTANDING BALANCE FOR THIS MATTER.....\$56,415.20

**TOTAL AMOUNT DUE FOR THIS MATTER AS OF CURRENT INVOICE (01/12/22) .....\$137,839.56**

### OUTSTANDING INVOICE DETAIL AS OF: 01/12/22

<u>Invoice</u>	<u>Date</u>	<u>Original Amount</u>	<u>Payments/Credits</u>	<u>Amount Due</u>
8828997	11/05/21	699.20	0.00	699.20
8829417	11/05/21	6,712.00	0.00	6,712.00
8829418	11/05/21	8,287.20	0.00	8,287.20
8834863	12/20/21	40,644.00	0.00	40,644.00
8836694	12/20/21	72.80	0.00	72.80
<b>TOTALS</b>		<b>\$56,415.20</b>	<b>\$0.00</b>	<b>\$56,415.20</b>

**PROFESSIONAL SERVICES RENDERED:**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>NARRATIVE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
11/30/21	JAK	Email to HB Team regarding development concepts for Tech City West.	0.30	109.20
12/01/21	MVC	Prepare for and participate in conference call with client re: deal structure.	1.50	570.00
12/01/21	JAK	Review email from D. DeLeo with attached draft proposed resolution.	0.20	72.80
12/01/21	JAK	Prepare for and attend webex with P. Malgieri and M. Curti regarding potential deal structure for IBM TechCity West.	1.00	364.00
12/01/21	JAK	Review email from CA Johnson with attached Order and Stipulation of Court signed by Judge Rounds and correspondence received from National Resources regarding same.	0.10	36.40
12/01/21	JAK	Review email correspondence sent by County regarding SEQR.	0.30	109.20
12/01/21	AM	Review Term Sheet, Executive Summary, Stipulation of Settlement in connection with drafting Purchase and Sale Agreement.	1.30	395.20
12/02/21	JAK	Review Order & Stipulation of Settlement and Executive Summary in preparation for webex meeting with client to discuss escrow issues and SEQR issues.	1.00	364.00
12/02/21	PMM	Conference call with client, J. Kasschau and M. Curti	0.80	336.00
12/03/21	JAK	Prepare for and attend webex meeting regarding SEQR issues and other issues pertaining to planned transaction with IPark 87.	0.80	291.20
12/03/21	ADK	Discuss structure and review status with M. Curti and J. Kasschau.	2.60	1,092.00
12/03/21	AM	Prepare Purchase and Sale Agreement for Tech City parcels. Draft recitals, review pertinent parcels and draft summary of parcels to be included.	3.20	972.80
12/04/21	AM	Draft purchase and sale agreement for Tech City property, draft recitals and Article III.	2.00	608.00
12/06/21	MVC	Review and revise Purchase and Sale Agreement. Circulate comments.	5.70	2,166.00
12/06/21	JAK	Review draft ABO Notice.	0.10	36.40
12/07/21	MVC	Attend to various matters relating to the Purchase and Sale Agreement.	4.00	1,520.00
12/07/21	JAK	Continue review draft ABO Notice.	0.20	72.80
12/07/21	JAK	Teleconference with D. Pennessi regarding questions with respect to status of approvals, confirming power plant is not part of this deal, status of closing documents; email to P. Malgieri and M. Curti regarding same; telephone call with T. Weidemann.	0.40	145.60

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/07/21	JAK	Email correspondence with P. Malgieri and M. Curti regarding appraisal question raised by Comptroller; email correspondence from CA Johnson regarding meeting of the Ways and Means Committee.	0.40	145.60
12/07/21	ADK	Discuss structure and review status with M. Curti and J. Kasschau.	3.40	1,428.00
12/07/21	AM	Draft Purchase and Sale agreement for Tech City Article 3, discussion with Jared Kasschau regarding Authorities Budget Office letter.	1.30	395.20
12/08/21	MVC	Participate in multiple conference calls. Draft environmental indemnity agreement.	3.00	1,140.00
12/08/21	JAK	Revise and edit draft ABO Notice and forward to HBPLLC team for review and comment; review ABO policy guidance forwarded by P. Malgieri; review and respond to email from P. Malgieri re Judgment; teleconference and email correspondence with R. Ryan regarding PAAA questions; email final draft proposed ABO Notice to C. Johnson and T. Weidemann; email correspondence with C. Johnson regarding Ulster County authorization Resolution; Webex with HB Team and Ulster County Team.	4.10	1,492.40
12/08/21	AM	Draft Purchase and Sale agreement for Tech City Article 2 and Article 3.	2.30	699.20
12/08/21	PMM	Conference call with client, M. Curti and J. Kasschau to discuss ABO notice, summary judgment and next steps.	1.10	462.00
12/09/21	JAK	Review final filed county resolution authorizing disposition of surplus property to UCEDA.	0.20	72.80
12/09/21	JAK	Review and edit draft Judgment forwarded by Ulster County Attorney and send to P. Malgieri and M. Curti for comment.	0.30	109.20
12/09/21	AM	Draft Purchase and Sale Agreement for Tech City, Articles I, III, IV, V-XVI and Exhibits. Share preliminary draft with Jared Kasschau for internal review.	7.60	2,310.40
12/10/21	JAK	Meeting with A. Moss regarding draft PSA; review revised PSA and send to M. Curti and P. Malgieri for review and comment.	1.70	618.80
12/10/21	JAK	Correspondence with A. Moss regarding Tech City Management Agreement; review relevant portion of management agreement.	0.40	145.60
12/10/21	JAK	Review email from T. Weidemann forwarded by CA Johnson re Solar City correspondence with Sheriff.	0.20	72.80
12/10/21	JAK	Email correspondence to CA Team regarding draft proposed judgment; email to counsel for national resources regarding same.	0.30	109.20
12/10/21	AM	Meet with Jared Kasschau regarding draft purchase and sale agreement for Tech City site, revise purchase and sale agreement per Jared Kasschau comments.	3.80	1,155.20

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/11/21	PMM	Review and revise draft Purchase and Sale Agreement and transmit same to J. Kasschau, A. Moss and M. Curti.	6.00	2,520.00
12/12/21	JAK	Review and respond to email from T. Weidemann regarding his comments to the draft ABO Notice; correspondence with P. Malgieri and M. Curti regarding same.	0.30	109.20
12/13/21	JAK	Review email from counsel to National Resources regarding question about draft proposed Judgment; email Ulster County team and HB Team regarding same.	0.30	109.20
12/13/21	JAK	Email revised and edited ABO notice to T. Weidemann and C. Johnson for review and comment; teleconference with HB team regarding same.	0.50	182.00
12/14/21	MVC	Review, revise, edit various closing documents. Address questions regarding deal points. Attend to closing matters.	3.00	1,140.00
12/14/21	JAK	Prepare for and attend webex conference with T. Weidemann, C. Johnson, and HBPLLC team regarding project status (ABO Notice, PSA, etc.).	0.70	254.80
12/14/21	JAK	Revise and edit draft Purchase and Sale Agreement based on edits received from P. Malgieri and M. Curti and forward initial draft to client for review; email to T. Weidemann regarding ABO notice; email to D. Pennessi with requirements in order to close before year end.	3.60	1,310.40
12/14/21	JAK	Revise and edit ABO notice per discussion and forward final draft to team along with redlined version.	0.20	72.80
12/14/21	PMM	Conference call with client regarding court judgment, ABO notice changes, PSA provisions and closing logistics. Telephone conference with M. Curti regarding the same	1.40	588.00
12/15/21	MVC	Attend to various closing matters and address edits/revisions to closing documents.	2.50	950.00
12/15/21	JAK	Teleconference with P. Malgieri and M. Curti regarding draft escrow agreement.	0.30	109.20
12/15/21	JAK	Discussion and email with R. Chanis re draft purchase money mortgage and note.	0.30	109.20
12/15/21	JAK	Teleconference with R. Ryan regarding questions raised with respect to PAAA and email to R. Ryan, P. Malgieri and M. Curti regarding same.	0.70	254.80
12/15/21	JAK	Review email from T. Weidemann regarding proposed modifications to terms necessary to close this year and email correspondence with P. Malgieri and M. Curti regarding same; Webex meeting with client regarding same.	1.20	436.80

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/15/21	RJR	Teleconference with Jared Kasschau regarding court settlement and PAAA property disposition requirements. Receive and review settlement agreement - research and analyze Public Authorities Accountability Act. Email correspondence with Pat Malgieri, Mike Curti and Jared Kasschau regarding same. Participate in conference call with client regarding same.	2.50	990.00
12/15/21	PMM	Review client comments and changes to draft PSA. Correspond with J. Kasschau, M. Curti and A. Moss regarding responses to client changes and comments	0.40	168.00
12/15/21	PMM	Telephone conference with M. Curti and J. Kasschau regarding escrow letter and issues regarding delivery of certain closing items including court judgment.	0.30	126.00
12/15/21	PMM	Review and revise closing escrow letter. Conference with M. Curti and J. Kasschau. Review e-mail from R. Ryan regarding ABO compliance issues. Conference with M. Curti regarding the same	1.60	672.00
12/16/21	MVC	Attend to various closing issues. Address multiple emails/telephone conferences regarding closing items.	2.60	988.00
12/16/21	JAK	Revise and edit PSA based on client comments to ascribe closing and monitoring costs to National Resources; email correspondence with team regarding same; email to client attaching revisions for review and comment.	0.80	291.20
12/16/21	JAK	Prepare for and attend meeting with client, National Resources and HB Team to discuss PSA and related closing documents and negotiations with National Resources.	1.00	364.00
12/16/21	JAK	Email correspondence with M. Curti regarding draft proposed edits to PSA based on negotiations with National resources; email correspondence with P. Malgieri re proposed license structure.	0.50	182.00
12/16/21	ADK	Discuss structure and review status with M. Curti and J. Kasschau.	3.50	1,470.00
12/16/21	CWR	Research pre-possession license agreements and provide precedent to Jared Kasschau.	0.40	168.00
12/16/21	PMM	Conference call with client, purchaser, purchaser's counsel, M. Curti, J. Kasschau regarding closing issues and logistics. Review revised PSA and correspond with J. Kasschau and M. Curti regarding additional changes.	0.90	378.00
12/17/21	MVC	Review changes to document with client. Draft imprest/escrow agreement. Revise resolution. Revise Environmental agreement. Revise PSA. T/c with internal HB team re: same.	4.60	1,748.00
12/17/21	MVC	Attend to various matters regarding closing issues, purchase and sale agreement and related documents.	2.80	1,064.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/17/21	JAK	Draft and revise proposed license agreement and send to M. Curti and P. Malgieri for review and comment; email to client team with current draft proposed closing documents.	3.20	1,164.80
12/17/21	JAK	Prepare for and attend meeting with client team and HB team to discuss PSA edits and status of closing documents; email correspondence with P. Malgieri and M. Curti regarding reverter language.	1.50	546.00
12/17/21	JAK	Prepare for and attend afternoon webex with client team and HB team regarding National Resources comments to PSA; review comments received from National Resources and circulate to the team.	2.10	764.40
12/17/21	JAK	Receipt and review of draft stip withdrawing answer and stip of discontinuance forwarded by D. Pennessi; discussion with team regarding same.	0.30	109.20
12/17/21	JAK	Review email from counsel to National Resources with proposed steps to close and email to M. Curti and P. Malgieri regarding same; review tech city closing checklist forwarded by D. Pennessi.	0.70	254.80
12/17/21	PMM	Conference call with client, J. Kasschau and M. Curti. Review and revise proposed reverter language for PSA. Draft UCEDA resolutions and FIRPTA affidavits for County and UCEDA. Review and revise Environmental Assumption agreement. Review closing checklist and correspond with J. Kasschau and M Curti regarding the same. Conference call to review PSA changes from purchaser. Review and revise License Agreement	3.80	1,596.00
12/18/21	MVC	Review SPA and t/c with H team re: buyers counsel call re: reverter. Review Ginsberg purchase and sale agreement.	1.50	570.00
12/18/21	JAK	Receipt and review of email correspondence from D. Pennessi with comments to PSA; email correspondence with HB Team regarding Pennessi comments; review P. Malgieri email in response to Pennessi.	0.50	182.00
12/19/21	MVC	Conference call with client and HB team re: PSA and escrow agreement revisions. Draft revisions. Respond to email of buyer's counsel. Review revisions.	4.00	1,520.00
12/19/21	JAK	Revise and edit PSA and send to D. Pennessi per discussions with client and HB team.	0.80	291.20
12/19/21	JAK	Review and respond to email correspondence from HB team related to D. Pennessi comments re license agreement; prepare for and attend webex call with client team and HB team to discuss status of negotiations of closing documents; review draft proposed title escrow instructions forwarded by D. Pennessi.	2.30	837.20

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/20/21	MVC	Attend to various closing matters, including revising transaction documents, attend public committee meetings, prepare for same. Multiple T/c and emails with client and purchaser's counsel.	8.00	3,040.00
12/20/21	JAK	Travel to White Plains to meet with M. Curti and P. Malgieri to discuss matter; plan and prepare for and attend meeting of the Ulster County Ways and Means Committee; webex with HB Team and client team; email correspondence with D. Pennessi regarding post closing remedies including reverter, and addressing other questions/comments.	6.00	2,184.00
12/20/21	PMM	Conference with J. Kasschau and M. Curti regarding discussion of proposed changes to PSA and communication with purchaser's counsel following meeting with County officials	0.60	252.00
12/21/21	RJC	Draft purchase money note and purchase money mortgage.	1.00	472.00
12/21/21	MVC	Participate and attend in Committee meetings and UCEDA meeting. Prepare for same. Revise PSA, prepare mortgage, and edit other acquisition documents. Multiple t/c with HB team and UCEDA team re: same.	9.80	3,724.00
12/21/21	JAK	Webex meeting with client and HB team; Review and edit draft deal documents including: PSA, Escrow Letter, Escrow Agreement, Assignment Assumption Agreement, UCEDA Resolution, License Agreement, Purchase Money Note and Mortgage; teleconferences with HB Team and T. Weidemann regarding strategy for legislative and UCEDA hearing; attend legislative hearings and UCEDA Board hearing.	13.50	4,914.00
12/21/21	PMM	Conference call with client to review PSA. changes and UCEDA meeting. Conference with M. Curti regarding the same Telephone conference and correspond with M. Curti regarding changes to PSA. Review and revise PSA, purchase money note and purchase money mortgage. Attend County Leg committee meeting, County Leg meeting and UCEDA meeting	5.80	2,436.00
12/22/21	MVC	Participate in conference calls with client. Respond to emails. Review closing documents. provide edits to same.	8.00	3,040.00
12/22/21	JAK	Conferences with P. Malgieri and M. Curti; webex conferences with HB Team and County Team; communication with D. Pennessi; continue editing and revising each of the many closing documents based on exchange of comments with counsel to I.Park 87; create sharefile and begin uploading clean draft closing documents.	12.20	4,440.80

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/22/21	PMM	Telephone conference with M. Curti. Telephone conference with J. Kasschau. Review draft notice to ABO	0.60	252.00
12/23/21	MVC	Attend to multiple emails and closing matters, including preparing ancillary documents, title affidavits, UCC's, and other related documents. Multiple t/c with internal HB team.	5.90	2,242.00
12/23/21	JAK	Continue to review, edit (as necessary), and upload closing documents; telephone calls to T. Weidemann; Telephone calls to CA; conference with M. Curt and P. Malgieri; email communications with D. Pennessi.	5.00	1,820.00
12/23/21	PMM	Review and revise UCC-1 financing statements. Telephone conference with J., Kasschau regarding appraisal question. Draft and transmit settlement statement to M. Curti and J. Kasschau	1.10	462.00
12/24/21	MVC	Attend to various closing matters.	2.00	760.00
12/24/21	JAK	Email correspondence with D. Pennessi regarding status of stipulation of withdrawal and stip of discontinuance.	0.40	145.60
12/26/21	MVC	Read email from Buyer's counsel. Caucus internally with team regarding next steps.	0.20	76.00
12/26/21	JAK	Email correspondence with D. Pennessi regarding checklist of deliverables; email to HB Team regarding same.	0.10	36.40
12/27/21	MVC	Attend to various closing matters. Review and revise principal documents (PSA, Assignment and Assumption, License Agreement, Mortgage and Mortgage Note).	7.00	2,660.00
12/27/21	JAK	Prepare for and attend webex call with HB Team and Client; review and respond to emails from D. Pennessi, client, and HB Team;	1.00	364.00
12/27/21	PMM	Conference call with client. Review title affidavit draft and correspond with M. Curti regarding changes to same. Review final revisions to closing documents and correspond with M. Curti regarding mortgage coverage of environmental clean-up true-up amounts,	0.60	252.00
12/28/21	JAK	Email correspondence with HB Team and D. Pennessi regarding minor modifications to closing documents; teleconferences with D. Pennessi and HB Team; teleconferences with client regarding status of signature pages; make minor modifications to draft settlement documents and share to sharefile for review and discussion by D. Pennessi.	2.30	837.20
12/28/21	PMM	Conference call with client. Review revised documents and correspond with M. Curti and J. Kasschau regarding the same	0.60	252.00



<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/29/21	JAK	Email correspondence with HB Team and client regarding outstanding issues with respect to closing documents and status of signature pages;.	0.40	145.60
12/30/21	MVC	Attend to various closing matters. Draft correspondence and email regarding same. Field t/c from client and buyer's counsel regarding ancillary closing documents.	4.00	1,520.00
12/30/21	JAK	Email correspondence from client confirming execution of Judgment; email to D. Pennessi and HB Team regarding same.	0.30	109.20
12/31/21	MVC	Attend to various questions regarding judgment and closing matters.	2.00	760.00

**TOTAL HOURS AND FEES**

<b>217.60</b>	<b>\$81,406.00</b>
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**DISBURSEMENTS****DESCRIPTION****AMOUNT**

Vendor: Fed Ex Invoice#: 761816810 Date: 1/3/2022 - - Invoice No: 761816810 Sender:  
Jared A. Kasschau Ship To: Daniel Pennessi, Esq, Accredited Title Agency, Inc Ship Dt:  
12/28/21 Airbill: 288142910384

18.36

**TOTAL DISBURSEMENTS**

<b>\$18.36</b>
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**TIMEKEEPER SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Chanis, R.	472.00	1.00	472.00
Curti, M.	380.00	82.10	31,198.00
Kasschau, J.	364.00	75.00	27,300.00
Komaromi, A.	420.00	9.50	3,990.00
Russell, C.	420.00	0.40	168.00
Ryan, R.	396.00	2.50	990.00
Moss, A.	304.00	21.50	6,536.00
Malgieri, P.	420.00	25.60	10,752.00
<b>TOTALS</b>		<b>217.60</b>	<b>\$81,406.00</b>

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TOTAL AMOUNT DUE FOR THIS INVOICE ..... \$81,424.36

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# HARRIS BEACH <sup>PLLC</sup>

## ATTORNEYS AT LAW

### REMITTANCE

Ulster County Economic Development Alliance, Inc.  
Attn: Timothy Weidemann  
P.O. Box 1800  
244 Fair Street  
Kingston, NY 12402

January 12, 2022

Firm Matter Number: 2230870.412819  
Invoice #8839865  
Firm Attorney: Thomas Garry

January Invoice for Statement of Services and Disbursements

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**TOTAL AMOUNT DUE FOR THIS INVOICE ..... \$81,424.36**

PREVIOUS OUTSTANDING BALANCE FOR THIS MATTER..... \$56,415.20

**TOTAL AMOUNT DUE FOR THIS MATTER AS OF CURRENT INVOICE (01/12/22) ..... \$137,839.56**

### PAYMENT INSTRUCTIONS

#### Payment by Credit Card

<https://www.harrisbeach.com/practice/business-commercial-litigation>

Under Services, choose "Make a Payment"

Include the Firm Matter Number and Invoice Number which are referenced on this invoice above



#### Payment by Wire or ACH

Bank Name: Sterling National Bank  
Account Name: Harris Beach, PLLC Operating A/C  
Account #: 6700337453  
ABA #: 221970443  
Swift Code: STETUS33

#### Payment by Check (U.S. Only)

Please include this remittance or print your matter and invoice number (8839865) in the check memo. Mail to:

**HARRIS BEACH PLLC**  
The Omni  
333 Earle Ovington Blvd, Suite 901  
Uniondale, NY 11553

#### Reference Information

Firm Matter Number:	2230870.412819
Attorney:	Thomas Garry

For questions please contact: [billing@harrisbeach.com](mailto:billing@harrisbeach.com)

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2230870.412819

Ulster County Economic Development Alliance,  
Inc.  
Tech City

**Harris Beach LLC**

Invoice # 8839865

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Federal Tax Id: 84-1623836

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## Receipt

Vendor: FedEx  
Invoice: 761816810  
Invoice Date: Mon, Jan 03 2022  
Items: 1  
Total: \$ 18.36

Transaction ID: 288142910384

Invoice Number: 761816810

Client: **client id 2230870 (2230870)**  
Matter: **matter id 412819 (412819)**  
Service: **FedEx Priority Overnight®**  
Timekeeper: **Jared A. Kasschau (2627)**  
Reference: **2230870 412819 2627**

Pickup: **Tue, Dec 28 2021**  
Delivered: **Wed, Dec 29 2021 10:39 AM**  
Weight: **1.00 Lbs**

Sender  
**Jared A Kasschau**  
**Harris Beach PLLC**  
**333 Earle Ovington Blvd**  
**UNIONDALE, NY 11553 US**

Recipient  
**Daniel Pennessi, Esq**  
**Accredited Title Agency, Inc**  
**485 W PUTNAM AVE**  
**GREENWICH, CT 06830 US**

Charges: **\$ 18.36**