

HARRIS BEACH ^{PLLC}

ATTORNEYS AT LAW

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

June 23, 2022
Invoice #8865397

Firm Attorney: Thomas Garry
Firm Matter Numbers: 2230870.415694

Client Name: Ulster County Economic Development Alliance,
Inc.
Matter Name: IBM Tech City - WEST

June Invoice for Statement of Services and Disbursements

ACCOUNT SUMMARY FOR THIS MATTER

TOTAL FEES THIS INVOICE\$43,178.00

TOTAL COSTS THIS INVOICE\$15.60

TOTAL AMOUNT DUE FOR THIS INVOICE\$43,193.60

PROFESSIONAL SERVICES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/31/22	JAK	Begin review draft marked LDDA forwarded by D. Pennessi; correspondence with M. Curti and client regarding same.	0.90	327.60
04/01/22	JAK	Review D. Pennessi comments to draft proposed LDDA; teleconference with M. Curti; review and respond to email from T. Weidemann and M. Curti	0.50	182.00
04/05/22	JAK	Review M. Curti comments to draft LDDA; communications with client regarding edits to LDDA;	1.20	436.80
04/06/22	MVC	Participate in conference call with client. Review, revise and edit ancillary documents related to ground lease of property 1 and 2.	3.50	1,330.00
04/06/22	JAK	Review materials forwarded by Ulster County Attorney vis a vis tax information for property; correspondence with M. Curti regarding open tax information for subject property.	0.80	291.20
04/07/22	MVC	Participate in conference call with client. Further review and revision of ancillary documents and ground leases (1 and 2).	3.50	1,330.00
04/10/22	JAK	Review email correspondence from D. Pennessi; conference with M. Curti re same; Review responsive email from M. Curti.	0.50	182.00
04/11/22	JAK	Prepare for and participate in webex with client; revise and edit Ground Lease for Property 1 to serve as a stand alone agreement and incorporate all relevant terms from draft LDDA; teleconference with M. Curti and P. Malgieri; correspondence with P. Malgieri and M. Curti with attached revised proposed Ground Lease.	9.50	3,458.00
04/12/22	JAK	Revise and edit Ground Lease, Purchase Option Agreement, Guaranty, and memorandum of lease; teleconferences with M. Curti regarding same.	4.80	1,747.20
04/12/22	PMM	Review and revise and transmit to M. Curti and J. Kasschau draft ground lease	5.00	2,100.00
04/13/22	JAK	Review email from M. Curti to A. Baranello regarding steps towards closing; revise and edit draft proposed deal documents; email correspondence with client and team regarding same.	3.20	1,164.80
04/13/22	AB	Review documents to finalize for closing and discussion with M. Curti.	5.50	704.00
04/14/22	MVC	Participate in conference call with client. Continue revising ground lease documents to address Seller Financeability concerns.	3.00	1,140.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/14/22	JAK	Review email correspondence from client and County regarding draft proposed ground lease, purchase option agreement, etc; email to D. Pennessi with proposed Ground Lease, Purchase Option Agreement, Guaranty, and Memorandum of Lease.	1.00	364.00
04/15/22	MVC	Review proposed Ground Lease provided by Developer. Review Ground Leases to address Developer comments. Conference call with Developer counsel.	8.00	3,040.00
04/15/22	JAK	Prepare for and participate in teleconference with M. Curti and T. Weidemann regarding National Resources comments to draft deal docs.	0.60	218.40
04/15/22	JAK	Review email from D. Pennessi forwarded by client regarding draft proposed ground lease and related documents and communications with team and client regarding same; webex meeting regarding Pennessi comments; review draft proposed estoppel and recognition agreement forwarded by M. Curti; review email from D. Pennessi with draft proposed ground lease; communication with team regarding financeability of ground leases.	5.00	1,820.00
04/16/22	MVC	Continuing reviewing Ground Lease provided by Developer Counsel. Email to client with changes to ground lease documents.	2.50	950.00
04/16/22	JAK	Communication with HBPLLC team regarding edits to ground lease in response to financability concerns raised by purchaser.	0.30	109.20
04/20/22	JAK	Communications with client regarding draft proposed ground lease and edits to address comments raised by iPark.	1.40	509.60
04/24/22	JAK	Draft and revise PSA in place of draft LDDA and Ground Lease.	3.80	1,383.20
04/25/22	JAK	Draft and revise first draft PSA in place of LDDA and Ground Lease and send to M. Curti for review and comment.	4.40	1,601.60
04/26/22	MVC	Review Purchase and Sale Agreement with Jared Kasschau. Review same with client (Tm Wiedemann) via conference call.	4.00	1,520.00
04/26/22	JAK	Conference with M. Curti regarding draft PSA; revise and edit PSA based on discussions with M. Curti and T. Weidemann.	3.50	1,274.00
04/27/22	JAK	Work on PSA related issues; correspondence with counsel to developer; prepare and circulate redline version of PSA; communication with HBPLLC team regarding same.	4.10	1,492.40
04/28/22	JAK	Communication with D. Pennessi and HBPLLC team regarding draft PSA.	0.90	327.60
05/02/22	JAK	Communications with HBPLLC team and client regarding comments from National Resources; revise and edit PSA accordingly.	1.20	436.80

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/03/22	JAK	Review email from D. Pennessi regarding open items and discussion with HB Team and Client regarding same.	0.50	182.00
05/03/22	JAK	Communication with D. Grippo regarding assistance with IBM Tech City - West PSA and ancillary documents.	0.50	182.00
05/04/22	MVC	Review project file with Dan Grippo and Jared Kasschau.	0.50	190.00
05/04/22	JAK	Review environmental report forwarded by T. Weidemann; review and respond to comments from D. Pennessi regarding open business items; conference with team regarding same.	0.80	291.20
05/04/22	DG	Review and comment on purchase and sale agreement for IBM Tech City West sale. Start drafting ancillary documents referenced therein. Draft assignment, assumption and environmental indemnity agreement, cost escrow agreement, license agreement, and purchase money note.	4.00	1,440.00
05/05/22	JAK	Prepare for and attend webex with client and Ulster County Attorney regarding ancillary documents and environmental assumption agreement questions; discussions with D. Grippo regarding ancillary documents; review and edit draft ancillary documents forwarded by D. Grippo; discussions with client regarding same.	2.50	910.00
05/05/22	DG	Discuss deal point variations between West and East transactions with Jared Kasschau. Review and revise PSA, License Agreement, Environmental Indemnity and Mortgage.	2.50	900.00
05/05/22	AB	Draft ABO notice for sale of property.	0.40	51.20
05/06/22	MVC	Review Tech City documents. Telephone conference call with Jared Kasschau.	1.00	380.00
05/06/22	DG	Review and review PSA, including tax adjustment provisions and recreational use restrictions. Consider deed restrictions in lieu of conservations easement.	2.00	720.00
05/06/22	AB	Research matter and work on draft of ABO.	2.50	320.00
05/09/22	JAK	Review and respond to client email concerning prevailing wage questions;	2.00	728.00
05/09/22	DG	Review whether memorialize recreational use restrictions through a conservation easement or a deed restriction.	1.00	360.00
05/09/22	AB	Finish drafting ABO notice. Send draft to M. Curti.	0.40	51.20
05/10/22	AB	Finish drafting ABO Notice. Send draft to M. Curti.	1.30	166.40
05/11/22	JAK	Review draft ancillary documents forwarded by D. Grippo and communications regarding same; communications with counsel to National Resources; Communication with client.	1.30	473.20

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/11/22	DG	Revise SPA, including addition of deed restriction language in lieu of conservation easement requirement. Clean up SPA and ancillary documents, including review of comments, section references throughout documents and exhibits and schedules.	2.00	720.00
05/12/22	AB	Revise ABO Notice.	3.30	422.40
05/19/22	JAK	Work with HBPLLC team to revise and edit PSA including project labor language; communications with client regarding PSA; email correspondence and telephone calls with D. Pennessi regarding PSA.	2.20	800.80
05/23/22	JAK	Communications with D. Grippo re draft labor language with edits suggested by client; email correspondence with client; communications with D. Pennessi regarding same.	1.40	509.60
05/24/22	MVC	Revise and edit Tech City West ABO notice. Email to HB internal group re: same. Review PSA and other documents in preparation of same.	1.50	570.00
05/24/22	JAK	Communications with HBPLLC team regarding ancillary documents - license agreement, etc; review final ancillary documents; review communications with D. Pennessi with attached proposed documents.	0.90	327.60
05/25/22	JAK	Communications with team and client regarding status of PSA and ancillary agreements; review and forward draft proposed ABO notice; review and respond to correspondence from National Resources in relation to draft proposed documents	3.20	1,164.80
05/26/22	JAK	Communications with national resources counsel regarding draft proposed PSA; communications with client and team regarding national resources comments to draft PSA; review revised and edited documents based on client feedback.	2.30	837.20
05/27/22	MVC	Prepare for and participate in conference call with client regarding PSA for Tech City West Campus. Review latest edition of PSA.	1.30	494.00
05/31/22	JAK	Attend to modifications to PSA to address lot 600, etc.	1.50	546.00
TOTAL HOURS AND FEES			125.40	\$43,178.00

DISBURSEMENTS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
Vendor: Michael Curti Invoice#: 5125342204281744 Date: 4/28/2022 - - Mileage-04/19/22-Michael Curti-Travel from Suffolk County office Building to Uniondale office to attend meeting. (26.67 Total Miles)	15.60

DESCRIPTION**AMOUNT****TOTAL DISBURSEMENTS****\$15.60****TIMEKEEPER SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Curti, M.	380.00	28.80	10,944.00
Kasschau, J.	364.00	66.70	24,278.80
Grippio, D.	360.00	11.50	4,140.00
Malgieri, P.	420.00	5.00	2,100.00
Baranello, A.	128.00	13.40	1,715.20

TOTALS**125.40****\$43,178.00****TOTAL AMOUNT DUE FOR THIS INVOICE.....\$43,193.60**

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REMITTANCE

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

June 23, 2022

Firm Matter Number: 2230870.415694
Invoice #8865397
Firm Attorney: Thomas Garry

June Invoice for Statement of Services and Disbursements

TOTAL AMOUNT DUE FOR THIS INVOICE\$43,193.60

PAYMENT INSTRUCTIONS

Payment by Credit Card

<https://www.harrisbeach.com>

*Choose "Make a Payment" at the very lower right hand corner of our Homepage.
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 (8865397) 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: 2230870.415694
Attorney: Thomas Garry
For questions please contact: billing@harrisbeach.com
Federal Tax Id: 84-1623836

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Attn: Timothy Weidemann
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June 23, 2022
Invoice #8865396

Firm Attorney: Thomas Garry
Firm Matter Numbers: 2230870.412819

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

June Invoice for Statement of Services and Disbursements

ACCOUNT SUMMARY FOR THIS MATTER

TOTAL FEES THIS INVOICE	\$5,302.40
TOTAL COSTS THIS INVOICE	\$23.38
TOTAL AMOUNT DUE FOR THIS INVOICE	\$5,325.78

PROFESSIONAL SERVICES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>NARRATIVE</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/07/22	AB	Complete draft Settlement Statement; Virtual meeting with Michael, Chris, Bryant and Jared to discuss various items for closing	1.30	166.40
04/08/22	MVC	Participate in closing call regarding Tech City east campus. Review file regarding same.	1.00	380.00
04/08/22	JAK	Review materials forwarded by A. Bloch in preparation for closing.	0.30	109.20
04/08/22	JAK	Review email correspondence to D. Pennessi regarding closing preparations.	0.20	72.80
04/08/22	JAK	Webex meeting with A. Bloch, M. Curti and others.	1.00	364.00
04/08/22	AB	Prep and print out Note and Mortgage for signature; send out via FedEx	0.20	25.60
04/08/22	CN	Drafting escrow and recording letter and work on settlement statement.	1.50	202.50
04/11/22	BG	Reviewed documentation in preparation to draft Ground Lease.	0.50	147.50
04/11/22	BG	Drafted and revised Guaranty for submission.	1.00	295.00
04/11/22	BG	Drafted and revised Ground Lease Memorandum for submission.	0.30	88.50
04/13/22	BG	Reviewed physical file to make sure everything was in place according to Closing Checklist.	0.20	59.00
04/19/22	BG	Reviewed Proposed Estoppel and Recognition Agreement and Leasehold Mortgage Provisions in preparation for closing.	0.50	147.50
04/29/22	JAK	Communications with client and work on revised PSA; review material forwarded by D. Pennessi.	3.70	1,346.80
05/06/22	JAK	Review and respond to email from D. Pennessi regarding Lot 600 and status of solartech litigation; communication with client and HBPLLC team regarding same; review and discuss revised PSA with D. Grippo and M. Curti.	1.80	655.20
05/12/22	JAK	Email correspondence with client regarding proposed closing date; discussion with HBPLLC Team regarding same.	0.60	218.40
05/31/22	MVC	Coordinate closing matters with Jared Kasschau and Chris Nardi.	0.30	114.00
05/31/22	JAK	Planing and preparation for closing on IBM Tech City - East	2.50	910.00
TOTAL HOURS AND FEES			16.90	\$5,302.40

DISBURSEMENTS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
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DESCRIPTION**AMOUNT**

Vendor: Fed Ex Invoice#: 772627536 Date: 4/18/2022 - - Invoice No: 772627536 Sender: 23.38
Jared A. Kasschau Ship To: daniel pennessi, esq, INFORMATION NOT SUPPLIED Ship Dt:
04/08/22 Airbill: 271818356676

TOTAL DISBURSEMENTS**\$23.38****TIMEKEEPER SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Curti, M.	380.00	1.30	494.00
Kasschau, J.	364.00	10.10	3,676.40
Gordon, B.	295.00	2.50	737.50
Bloch, A.	128.00	1.50	192.00
Nardi, C.	135.00	1.50	202.50
TOTALS		16.90	\$5,302.40

TOTAL AMOUNT DUE FOR THIS INVOICE.....\$5,325.78

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Attorney:	Thomas Garry
For questions please contact: billing@harrisbeach.com	
Federal Tax Id: 84-1623836	



Receipt

Vendor:

FedEx

Invoice:

772627536

Invoice Date:

Mon, Apr 18 2022

Items:

1

Total:

\$ 23.38

Transaction ID: 271818356676

Invoice Number: 772627536

Client: **client id 2230870 (2230870)**

Matter: **matter id 412819 (412819)**

Service: **FedEx Priority Overnight®**

Timekeeper: **Jared A. Kasschau (2627)**

Reference: **2230870 412819 2627**

Pickup: **Fri, Apr 08 2022**

Delivered: **Mon, Apr 11 2022 09:48 AM**

Weight: **1.00 Lbs**

Sender

Jared A Kasschau

Harris Beach PLLC

333 Earle Ovington Blvd

UNIONDALE, NY 11553 US

Recipient

daniel pennessi, esq

INFORMATION NOT SUPPLIED

485 W PUTNAM AVE

GREENWICH, CT 06830 US

Charges: **\$ 23.38**

Invoice No	Date	Status	Balance Due	Billed	East	West	Other		Paid	Amount	East	West	Other
				Amount					Date				
8829418	11/5/2021	Paid	\$ -	\$ 8,287.20	\$ 8,287.20								
8830553	10/18/2021	Paid	\$ -	\$ 9,446.00	\$ 9,446.00				12/22/2021	\$ 9,446.00	\$ 9,446.00		
8830550	10/18/2021	Paid	\$ -	\$ 670.40			\$ 670.40		12/22/2021	\$ 670.40			\$ 670.40
8824122	10/18/2021	Paid	\$ -	\$ 6,307.60		\$ 6,307.60			12/22/2021	\$ 6,307.60		\$ 6,307.60	
8828997	11/5/2021	Paid	\$ 699.20	\$ 699.20		\$ 699.20			12/23/2021	\$ 72,766.40	\$ 72,766.40		
8829417	11/5/2021	Paid	\$ 6,712.00	\$ 6,712.00			\$ 6,712.00		3/15/2022	\$ 772.00		\$ 772.00	
8839865	1/12/2022	Paid	\$ 57,589.16	\$ 81,424.36	\$ 81,424.36				3/15/2022	\$ 6,712.00			\$ 6,712.00
8834863	12/20/2021	Paid	\$ -	\$ 40,644.00	\$ 40,644.00				4/22/2022	\$ 57,589.16	\$ 57,589.16		
8836694	12/20/2021	Paid	\$ 72.80	\$ 72.80		\$ 72.80			4/22/2022	\$ 3,086.70	\$ 3,086.70		
8843967	2/15/2022	Paid	\$ 3,086.70	\$ 3,086.70	\$ 3,086.70				5/12/2022	\$ 22,036.25	\$ 7,051.85	\$ 14,799.60	\$ 184.80
8853699	3/31/2022	Paid	\$ 7,051.85	\$ 7,051.85	\$ 7,051.85								
8853700	3/31/2022	Paid	\$ 14,799.60	\$ 14,799.60		\$ 14,799.60							
8853701	3/31/2022	Paid	\$ 184.80	\$ 184.80			\$ 184.80						
8865396	6/23/2022	Unpaid	\$ 5,325.78	\$ 5,325.78	\$ 5,325.78								
8865397	6/23/2022	Unpaid	\$ 43,193.60	\$ 43,193.60		\$ 43,193.60							
TOTAL				\$ 227,905.89	\$ 155,265.89	\$ 65,072.80	\$ 7,567.20			\$ 179,386.51	\$ 149,940.11	\$ 21,879.20	\$ 7,567.20
									Less NR pmt to HB	\$ 106,620.11			
OUTSTANDING BALANCE				\$ 48,519.38	\$ 5,325.78	\$ 43,193.60	\$ -			\$ 70,613.49			