



COUNTY OF ULSTER
 P.O. Box 1800 - Kingston, New York 12402
REQUEST FOR PAYMENT



VENDOR NAME: Golden Hill Local Development Corporati
ADDRESS: PO Box 1800
CITY/STATE/ZIP: Kingston, NY 12402
DESCRIPTION: _____

Line	Appropriation Number	Amount
1	A4-1150-4553	19,211.12
2		
3		
TOTAL		19,211.12

VENDOR #: 17610

CONTRACT #:

Date(s)	Qty	Description of Service	Unit Price	Amount
11/14/2012		Reimbursement for legal services related to general corporate matters for the period through 10/31/12		19,211.12
		Invoice # 1972652		
		Invoice Date 11/14/2012		
		Amount 19,211.12		
			TOTAL	19,211.12

CLAIMANT'S CERTIFICATION
 I certify that the above account is true and correct; that the services and disbursements charged were rendered to or for the County of Ulster on the dates stated; that no part has been paid or satisfied; and that the amount claimed is actually due.

DATE CLAIMANT'S SIGNATURE TITLE

SPACE BELOW FOR COUNTY USE

DEPARTMENTAL APPROVAL
 The above services or materials have been rendered or furnished to the County of Ulster and received by us for the County. The charges are correct and do not exceed budgetary appropriation.

APPROVED FOR PAYMENT
 I hereby approve this claim and order it paid from the appropriations indicated above.

DATE AUTHORIZED OFFICIAL

PRINT NAME AND TITLE

DATE OFFICE OF THE COMPTROLLER

PRINT NAME AND TITLE

HARRIS BEACH PLLC
ATTORNEYS AT LAW

THE OMNI
333 EARLE OVINGTON BLVD., SUITE 901
UNIONDALE, NEW YORK 11553
(516) 880-8484

THOMAS J. GARRY

DIRECT: (516) 880-8489
FAX: (516) 880-8483
TGARRY@HARRISBEACH.COM

November 14, 2012

Golden Hill Local Development Corporation
Attn: Mr. Robert Sudlow, CEO
244 Fair Street
Kingston, New York 12401

Re: Golden Hill Local Development Corporation
General Corporate Matters
Professional Services Rendered

Dear Mr. Sudlow:

Enclosed please find our firm's current statement for professional services and disbursements rendered through October 31, 2012. If you have any questions please do not hesitate to call.

Very truly yours,



Thomas J. Garry

TG:sk

Enclosure

cc: Mr. James Hanson, CFO

HARRIS BEACH PLLC
ATTORNEYS AT LAW

GOLDEN HILL LOCAL DEVELOPMENT CORPORATION
Attn.: Robert Sudlow, CEO
244 Fair Street
Kingston, NY 12401

File # 4000168 260723
Inv # 1972652
Atty TJ GARRY

NOVEMBER 14, 2012

Matter Name GENERAL CORPORATE MATTERS

CURRENT INVOICE TOTAL \$19,211.12

BALANCES DUE FROM PRIOR INVOICES:

Invoice Date	Invoice #	Amount Due
9/11/2012	1961785	\$2,997.22
10/5/2012	1966368	\$13,725.97

\$16,723.19

TOTAL AMOUNT DUE

\$35,934.31

PLEASE SEND REMITTANCE TO:
*Remember to include your file and invoice
number on all remittances.*

HARRIS BEACH PLLC
HARRIS BEACH PLLC
The Omni
333 Earle Ovington Blvd, Suite 901
Uniondale, NY 11553
516-880-8484

GOLDEN HILL LOCAL DEVELOPMENT CORPORATION

File # 4000168 260723

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NOVEMBER 14, 2012

FOR PROFESSIONAL SERVICES RENDERED AND COSTS INCURRED AS FOLLOWS:

Matter Name: GENERAL CORPORATE MATTERS

<u>Date</u>	<u>Int</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/01/12	JSM	Respond to bidder requests for due diligence items; forward same; Various Inter-office Conferences with Attorney Shawn M. Griffin regarding PSA and Transition Agreement; messages to/from company counsel regarding LOI and PSA matters; Notes to File.	1.80	450.00
10/02/12	JSM	Various conferences with bidder counsel and broker regarding PSA and contract matters; draft summary for client to review; various messages to/from R. Sudlow; Notes to File.	1.50	375.00
10/03/12	JSM	Coordinate meeting on 10/4; prepare outline of business issues; Various conferences with client.	1.00	250.00
10/04/12	JSM	Prepare for, travel to and attend meeting with bidder and bidder counsel; receipt and review of issue sheet from bidder and review with client; negotiate business terms; Various conferences with client regarding same; Notes to File.	7.00	1750.00
10/04/12	HCP	Review Nixon comments to agreement; email comments to Justin, Shawn.	1.50	397.50
10/12/12	JSM	Participated in Conference Call with Attorney C Johnson regarding PSA and Transition Agreement matters; review issue sheet from bidder counsel; Various Inter-office Conferences with Attorney Shawn M. Griffin.	1.00	250.00
10/15/12	JSM	Various Inter-office Conferences with Attorney Shawn M. Griffin regarding questions posed by Leg counsel; receipt and review of various messages regarding same; outline core provisions of transition agreement; Notes to File.	1.50	375.00
10/16/12	JSM	Receipt and initial review of marked-up PSA from bidder counsel; forward to client with note.	1.00	250.00
10/17/12	JSM	Review comments to PSA from bidder counsel; research title contingency matters.	1.40	350.00

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<u>Date</u>	<u>Int</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/18/12	JSM	Continue review of bidder counsel comments to PSA; Various Inter-office Conferences with Attorney Marybeth E. Franz regarding bulk sales tax implications; messages to/from Attorney Shawn M. Griffin.	1.50	375.00
10/18/12	JSM	Prepare for, travel to and attend board meeting in Kingston; advised board regarding various matters; Notes to File.	6.00	1500.00
10/18/12	AC	Conference with Marybeth Frantz regarding bulk sales notice/sales tax reporting obligations of municipality; review bulk sales regulations regarding same; telephone conference with NYS Tax Department Bulk Sales Unit.	.30	58.50
10/18/12	MF	Telephone conference with J. Miller; receipt and review of email correspondence; research regarding applicability of bulk sale provisions; telephone conference with NYS Tax Department Bulk Sale Unit and A. Conroy regarding same	.50	97.50
10/19/12	SMG	Telephone calls and research GASB 48 concerns and address ability to proceed with or without fund changes.	3.40	850.00
10/19/12	JSM	Review financing options; research GASB 48 matters; Various conferences with client and Attorney Shawn M. Griffin regarding same; respond to several inquiries from Chair and board member regarding insurance and indemnity provisions; Notes to File.	2.80	700.00
10/22/12	JSM	Drafted extensive comments and revisions to PSA per comments from bidder counsel; review Phase I and environmental covenants; circulate revised draft.	4.80	1200.00
10/22/12	MF	Review draft documents; prepare and send email correspondence to J. Miller regarding applicability of bulk sales.	.50	97.50
10/23/12	JSM	Drafted form of Transition Agreement; research various elements to be incorporated; circulate to client and county with questions; Notes to File.	4.50	1125.00
10/23/12	SMG	Telephone calls and research FASB 48 and compare ODMD and Toski analysis to determine if counties can use LDC borrowing as contemplated.	4.00	1000.00

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<u>Date</u>	<u>Int</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/24/12	SMG	After meeting with County officials review existing agreements in order to get back to as is where is and to push for Nov 1 signing.	4.50	1125.00
10/25/12	SMG	Telephone calls and research and review proposed agreements and redraft to move in direction of Time of the Essence closing in 2013 on real estate sale with provisions for funding 2014.	4.90	1225.00
10/25/12	JSM	Various Inter-office Conferences with Attorney Shawn M. Griffin regarding PSA and revisions; provide working drafts.	1.00	250.00
10/26/12	JSM	Participated in Conference Call with bidder counsel regarding revisions to PSA; Various Inter-office Conferences with Attorney Shawn M. Griffin; provide all underlying bid materials for review; Notes to File.	2.00	500.00
10/26/12	SMG	Research and redraft agreements to move back to "time of the essence".	4.80	1200.00
10/26/12	RG	Conference with Mr. Griffin on potential transaction issues and potential labor law consequences; review file on planned transactions; review draft transitional agreement and sale contract for labor issues.	.90	225.00
10/28/12	RG	Review draft transitional agreement and sale contract for labor issues; revise same and prepare correspondence.	2.40	600.00
10/29/12	RG	Review updated draft of sale contract for labor issues; correspondence on suggested revisions.	1.50	375.00
10/29/12	JSM	Receipt and review of updated PSA from Attorney Shawn M. Griffin; Participated in Conference Call with bidder counsel; Various Inter-office Conferences with Attorney Shawn M. Griffin.	1.70	425.00
10/29/12	SMG	Research labor issues and DOH issues with new expedited procedures for closing and finalize redrafts.	3.20	800.00
10/29/12	HCP	Review purchase agreement, mark up, discuss with Justin; email Shawn G, exchange emails with SG. Review Shawn email, draft reply.	2.00	530.00

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NOVEMBER 14, 2012

<u>Date</u>	<u>Int</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/30/12	JSM	Participated in Conference Call with bidder counsel regarding PSA terms; continue review of PSA provisions; Various Inter-office Conferences with Attorneys HP and Shawn M. Griffin; labor matters.	1.40	350.00

SERVICES RENDERED \$19,056.00

COSTS	Travel Expense - JUSTIN S. MILLER	72.14
	Travel Expense - JUSTIN S. MILLER	66.17
	Conference Calls	16.81

155.12

CURRENT INVOICE TOTAL

\$19,211.12

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SERVICE AND COST SUMMARY

<u>Professional</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
GALEWSKI, R	250.00	4.80	\$1,200.00
GRIFFIN, SM	250.00	24.80	\$6,200.00
MILLER, JS	250.00	41.90	\$10,475.00
PATRICK, HC	265.00	3.50	\$927.50
CONROY, A	195.00	0.30	\$58.50
FRANTZ, M	195.00	1.00	\$195.00
SERVICES		76.30	\$19,056.00

COSTS \$155.12

CURRENT INVOICE TOTAL **\$19,211.12**