

# KEVIN M. BALDWIN, ESQ.



## INVOICE

Invoice # 45  
Date: 02/01/2021  
Due Upon Receipt

San Francisco Bar Pilots Benevolent and Protective Association  
9 The Embarcadero #119a,  
San Francisco, CA 94111

### 00016-San Francisco Bar Pilots Benevolent and Protective Association

#### Vessel Construction Agreement

Type	Date	Notes	Quantity	Rate	Total
Service	01/04/2021	Continue to review draft vessel construction agreement against exemplar ASTORIA Purchase Contract, in preparation for revising former			
Service	01/05/2021	Continue to review vessel construction agreement and client-provided exemplar, revise agreement according to client comments and exemplar			
Service	01/06/2021	Teams call with A. McIntyre, John Carlier regarding vessel purchase agreement revisions			
Service	01/08/2021	Continue to revise vessel construction agreement according to comments and exemplar			
Service	01/08/2021	Email correspondence with A. McIntyre regarding security interest vs. progressive title in vessel during construction; NDA for new members			
Service	01/11/2021	Revise Vessel Construction Agreement pursuant to client comments and exemplar (ASTORIA) agreement			
Service	01/12/2021	Continue to revise Vessel Construction Agreement pursuant to client comments and exemplar (ASTORIA) agreement			
Service	01/13/2021	Complete review and revisions to Standard Vessel Construction Agreement, transmit same to A. McIntyre for review			
Service	01/15/2021	Email correspondence with A. McIntyre, D. McCloy, D.			

		Merritt regarding setting up call to discuss vessel construction agreement	
Service	01/15/2021	Initial review, vessel specification and general arrangement	
Service	01/18/2021	Review [REDACTED] contract regarding warranty claims, in preparation for further revising vessel construction agreement	
Service	01/19/2021	Review [REDACTED] vessel construction agreement, in preparation for revising vessel construction agreement with Snow	
Service	01/19/2021	Email correspondence with A. McIntyre regarding call to discuss vessel construction agreement	
Service	01/21/2021	Conference call with A. McIntyre, D. McCloy, J. Covell regarding vessel construction agreement revision	
Service	01/21/2021	Further revision to Vessel Construction Agreement pursuant to call with A. McIntyre, D. McCloy and J. Covell	
Service	01/21/2021	Review changes to vessel construction agreement, [REDACTED] and [REDACTED] contracts, in preparation to discuss same on conference call with A. McIntyre, J. Covell and D. McCloy	
Service	01/21/2021	Email correspondence with D. McCloy, A. McIntyre, J. Covell regarding noise specifications in vessel construction agreement	
Service	01/22/2021	Reveiw and further revise vessel construction agreement: add noise level provisions, revise speed provisions, miscellaneous other edits	
Service	01/25/2021	Final review and revisions to vessel construction agreement, review and accept all changes, clean up spacing and punctuation, save to sharepoint folder	
Service	01/25/2021	Teams call with A. McIntyre regarding vessel construction agreement, next steps	
Service	01/28/2021	Email correspondence with A. McIntyre regarding security restrictions on document; review document for same and retransmit	

**Subtotal**      \$5,650.00  
**Total**            \$5,650.00

## Detailed Statement of Account

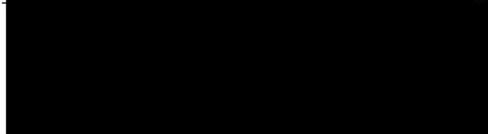
### Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
45	02/01/2021	\$5,650.00	\$0.00	\$5,650.00
<b>Outstanding Balance</b>				<b>\$5,650.00</b>
<b>Amount in Trust</b>				<b>\$0.00</b>
<b>Total Amount Outstanding</b>				<b>\$5,650.00</b>

Please make all amounts payable to: Kevin M. Baldwin, Esq.

Payment is due upon receipt.

# KEVIN M. BALDWIN, ESQ.



## INVOICE

Invoice # 54  
Date: 03/02/2021  
Due Upon Receipt

San Francisco Bar Pilots Benevolent and Protective Association  
9 The Embarcadero #119a,  
San Francisco, CA 94111

### 00016-San Francisco Bar Pilots Benevolent and Protective Association

#### Vessel Construction Agreement

Type	Date	Notes	Quantity	Rate	Total
Service	02/08/2021	Call with A. McIntyre regarding Vessel Construction Agreement (VCA) revisions, plan to review same			
Service	02/08/2021	Review VCA revisions from Snow, comment regarding same			
Service	02/09/2021	Review changes to VCA (2nd pass) in preparation to discuss same with client via Teams			
Service	02/09/2021	Teams call with A. McIntyre, J. Carlier, D. McCloy regarding changes to VCA made by builder			
Service	02/09/2021	Accept changes proposed by Builder and make further revisions to draft VCA			
Service	02/10/2021	Introductory discussion with lender's attorney J. McCormack regarding VCA			
Service	02/16/2021	Email correspondence with A. McIntyre regarding review of VCA by Marsh, J. McCormack			
Service	02/16/2021	Phone call with J. McCormack regarding review of VCA			
Service	02/17/2021	Email correspondence with A. McIntyre, C. Cavalli regarding latest version of VCA			
Service	02/18/2021	Review insurance language from Marsh suggested for inclusion in VCA			
Service	02/18/2021	Email correspondence with A. McIntyre regarding review of insurance language from Marsh suggested for inclusion in			

VCA		
Service	02/18/2021	Review VCA regarding latest comments, revise contract accordingly; save clean version and transmit to J. McCormack for her review
Service	02/18/2021	Email correspondence with A. McIntyre regarding concerns with financial stability of builder, possible protections to build into VCA
Service	02/19/2021	Phone call with J. McCormack regarding her review of VCA
Service	02/19/2021	Review suggested changes to VCA from J. McCormack, revise draft accordingly
Service	02/22/2021	Review revisions to VCA from J. McCormack; transmit same to A. McIntyre
Service	02/23/2021	Email correspondence with J. McCormack regarding proof of payment of suppliers language for VCA
Service	02/23/2021	Review and revise VCA according to further input from J. McCormack; final review and synthesis of revisions in preparation to transmit to Builder's legal
Service	02/24/2021	Phone call with D. McLoy regarding language for liquidated damages section of VCA regarding speed
Service	02/24/2021	Review and revise liquidated damages provision regarding speed per email correspondence with D. McCloy
Service	02/25/2021	Review email correspondence from P. Torrey regarding insurance provisions of vessel construction agreement
Service	02/26/2021	Review email correspondence and suggested revisions to VCA from Snow representative P. Torrey; email correspondence with A. McIntyre regarding same
Service	03/01/2021	Review Snow redline to VCA in preparation to discuss same on call with SFBP, Snow on 3/3/2021
Service	03/01/2021	Email correspondence with A. McIntyre regarding calls to discuss changes to insurance provisions of VCA suggested by builder, review of lender term sheet
Service	03/01/2021	Phone call with A. McIntyre, D. McCloy, C. Cavalli regarding insurance provisions and other revisions to VCA from Snow
Service	03/01/2021	Review revised term sheet revision from lender
Service	03/01/2021	Email correspondence with A. McIntyre an D. McCloy regarding review of term sheet revision from lender
Service	03/01/2021	Email correspondence with P. Torrey of Snow regarding VCA issues

**Subtotal \$3,950.00**

**Total        \$3,950.00**

## Detailed Statement of Account

### Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
54	03/02/2021	\$3,950.00	\$0.00	\$3,950.00
<b>Outstanding Balance</b>				<b>\$3,950.00</b>
<b>Amount in Trust</b>				<b>\$0.00</b>
<b>Total Amount Outstanding</b>				<b>\$3,950.00</b>

Please make all amounts payable to: Kevin M. Baldwin, Esq.

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# KEVIN M. BALDWIN, ESQ.



## INVOICE

Invoice # 60  
Date: 04/01/2021  
Due Upon Receipt

San Francisco Bar Pilots Benevolent and Protective Association  
9 The Embarcadero #119a,  
San Francisco, CA 94111

### 00016-San Francisco Bar Pilots Benevolent and Protective Association

#### Vessel Construction Agreement

Type	Date	Notes	Quantity	Rate	Total
Service	03/02/2021	Phone call with J. McCormack regarding Snow redline of VCA			
Service	03/02/2021	Phone call with M. Budelmann, (counsel for Snow), regarding redline of VCA			
Service	03/02/2021	Draft email to A. McIntyre and D. McCloy regarding follow-up to calls with J. McCormack and M. Budelmann, attorneys for lender and Snow respectively			
Service	03/03/2021	Teams call with A. McIntyre, D. McLoy, J. Covell, D. Merritt regarding preparation for call with Snow to finalize contract			
Service	03/03/2021	Teams call with principals from SFBP, Snow to finalize VCA			
Service	03/03/2021	Review VCA changes, draft talking points in preparation for call with Snow to finalize VCA			
Service	03/03/2021	Review exemplar shipyard vessel oil pollution policy in preparation for call with Snow to finalize VCA			
Service	03/03/2021	Draft follow-up email to A. McIntyre and D. McCloy regarding issues coming out of call with Snow			
Service	03/04/2021	Review WQIS vessel pollution policy against sudden and accidental pollution endorsement in builder's MGL policy in preparation to conclude negotiation of VCA			

Service	03/04/2021	Phone call with J. McCormack to review latest revisions to VCA preparation to conclude negotiation of same
Service	03/04/2021	Email correspondence with A. McIntyre regarding insurance provisions of VCA in preparation to discuss same on call at 1500
Service	03/04/2021	Teams call with A. McIntyre, D. McCloy, D. Merritt regarding insurance provisions and revisions thereto in VCA
Service	03/04/2021	Review and accept all changes to insurance provisions and revisions thereto in VCA, upload same to sharepoint drive
Service	03/08/2021	Review language issue regarding indemnity in VCA flagged by P. Torrey, review email correspondence from M. Budelman regarding same; transmit email response to same
Service	03/08/2021	Review language issue regarding technical spec disagreement with VCA on liquidated damages speed conditions; email correspondence with D. McCloy regarding same; review revised versions regarding same
Service	03/08/2021	Review final versions of technical specification and VCA including attachments; email correspondence with D. McLoy and A. McIntyre regarding same
Service	03/25/2021	Review Vessel Construction Loan Agreement provided by First Republic Bank, in preparation for execution of same
Service	03/25/2021	Review Vessel Security Agreement, in preparation for execution of same
Service	03/25/2021	Review Vessel Construction Note, in preparation for execution of same
Service	03/25/2021	Review Assignment of Vessel Construction Agreement, in preparation for execution of same
Service	03/25/2021	Review Builder's Consent to Assignment of Vessel Construction Agreement, in preparation for execution of same
Service	03/25/2021	Review Corporate Resolution to Borrow, in preparation for execution of same
Service	03/25/2021	Review UCC-1 Ex. A, in preparation for execution of Loan Documents
Service	03/25/2021	Review Initial Disbursement Request, in preparation for execution of Loan Documents
Service	03/26/2021	Review all loan documents and initial edits thereto, transmit same to A. McIntyre, et al
Service	03/26/2021	Teams call with SFBP B&P Pilot Boat project team regarding loan document review
Service	03/26/2021	Phone call, emails with J. McCormack regarding loan



		documents, edits thereto, in preparation for execution of same	
Service	03/29/2021	Phone call with J. McCormack regarding approval of loan documents and transmittal of same for final review and execution by SFBP	
Service	03/29/2021	Email correspondence with A. McIntyre regarding final review and execution of loan documents by SFBP	
Service	03/29/2021	Review final versions of First Republic Bank loan documents to confirm changes thereto; transmit same to client for execution	
Service	03/30/2021	Email correspondence with J. McCormack regarding wire instructions for Snow; email correspondence with A. McIntyre re same	
Service	03/30/2021	Review Builder's Consent to Assignment of Vessel Construction Agreement form in preparation to discuss same with attorney for Snow	
Service	03/30/2021	Phone call with Snow attorney, M. Budelman regarding suggested revision to Builder's Consent to Assignment of VCA form	
Service	03/30/2021	Phone call with First Republic Bank attorney, J. McCormack regarding suggested revision to Builder's Consent to Assignment of VCA form	
Service	03/31/2021	Phone call with J. McCormack to discuss Snow revisions to Builder's Consent to Assignment form	
Service	03/31/2021	Email correspondence With J. McCormack, M. Budelman regarding setting up call to discuss Builder's consent form revisions	
Service	03/31/2021	Email correspondence with A. McIntyre and D. McCloy regarding attempted conference call to iron out terms of Builder's Consent to Assignment form	

**Subtotal**            **\$5,000.00**

**Total**                **\$5,000.00**

## Detailed Statement of Account

### Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
60	04/01/2021	\$5,000.00	\$0.00	\$5,000.00

<b>Outstanding Balance</b>	<b>\$5,000.00</b>
<b>Amount in Trust</b>	<b>\$0.00</b>
<b>Total Amount Outstanding</b>	<b>\$5,000.00</b>

Please make all amounts payable to: Kevin M. Baldwin, Esq.

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# KEVIN M. BALDWIN, ESQ.



## INVOICE

Invoice # 67  
Date: 05/03/2021  
Due Upon Receipt

San Francisco Bar Pilots Benevolent and Protective Association  
9 The Embarcadero #119a,  
San Francisco, CA 94111

### 00016-San Francisco Bar Pilots Benevolent and Protective Association

#### Vessel Construction Agreement

Type	Date	Notes	Quantity	Rate	Total
Service	04/01/2021	Conference call with J. McCormack, M. Budelman regarding builder's consent to assignment form; email to A. McIntyre, D. McCloy regarding same			
Service	04/01/2021	Email correspondence with A. McIntyre and D. McCloy regarding negotiation with lender and builder on consent to assignment document			
Service	04/01/2021	Follow-up phone call and email correspondence with J. McCormack regarding revision to Builder's consent to assignment document			
Service	04/01/2021	Review further revision to Builder's Consent to Assignment document from M. Budelman			
Service	04/02/2021	Phone calls (3) with J. McCormack regarding back and forth with M. Budelman on consent to assignment document			
Service	04/02/2021	Review J. McCormack revisions to Builder's Consent to Assignment; draft revisions to same, in preparation to complete loan package			
Service	04/02/2021	Email correspondence with M. Budelman, J. McCormack, P. Torrey regarding back and forth on consent to assignment document			
Service	04/02/2021	Phone call with A. McIntyre regarding back and forth on consent to assignment document			

Service	04/05/2021	Conference call with J. McCormack, M. Budelmann, P. Torrey, A. McIntyre, regarding revision of Builder's Consent to Assignment
Service	04/05/2021	Draft further revision of Builder's Consent to Assignment; circulate same, along with clean copy, to parties
Service	04/05/2021	Further email correspondence, further and final revision of Builder's Consent to Assignment document
Service	04/05/2021	Email correspondence, phone call with A. McIntyre regarding execution of loan package
Service	04/06/2021	Phone calls with J. McCormack regarding completion process for loan package; email correspondence with A. McIntyre regarding same



**Subtotal**      **\$1,675.00**  
**Total**            **\$1,675.00**

## Detailed Statement of Account

### Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67	05/03/2021	\$1,675.00	\$0.00	\$1,675.00
<b>Outstanding Balance</b>				<b>\$1,675.00</b>
<b>Amount in Trust</b>				<b>\$0.00</b>
<b>Total Amount Outstanding</b>				<b>\$1,675.00</b>

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