



STATE OF NEW YORK

DEPARTMENT OF LAW

REAL ESTATE FINANCE BUREAU

MEMORANDUM

**Re: Digital Submission Requirements
For Cooperative Interests in Realty**

**Issued: December 9, 2015
Updated: December 16, 2015
Effective: February 1, 2016**

The Department of Law publishes this memorandum as a guidance document pursuant to State Administrative Procedure Act (“S.A.P.A.”) §102(14).

Introduction

Pursuant to its authority under New York General Business Law (“G.B.L.”) Section 352-e(2-b), the Department of Law has revised Parts 18, 20, 21, 22, 23, 24, and 25 of Title 13 of the Official Compilation of Codes, Rules, and Regulations of the State of New York (“13 N.Y.C.R.R.”) to require sponsors of cooperative interests in realty to submit to the Department of Law fewer Paper Copies of their Offering Plans and the Amendments and Exhibits thereto. Instead, sponsors must now submit one Paper Copy and one Digital Copy (defined below) of these documents.

The Department of Law’s “Notice of Proposed Rule Making” entitled “Digital Submission Requirements for Cooperative Interests in Realty” was published in the New York State Register on October 21, 2015. A forty-five day public comment period followed the publication of the “Notice of Proposed Rule Making,” as required by S.A.P.A. §202(1)(a). The Department of Law accepted public comments until December 7, 2015, and after considering all received comments, the Department of Law now publishes procedures for the digital submission of Offering Plans, Exhibits, and Amendments, as described below.

The regulatory changes will go into effect on February 1, 2016, and will affect any and all Offering Plans and Amendments submitted to the Department of Law immediately thereafter. This guidance document details the updated submission procedures in order to aid sponsors in their compliance with the regulatory requirements for digital submissions.

Definitions

“Amendment” means an amendment to a Plan accepted for filing by the Department of Law pursuant to the G.B.L. and applicable Regulations.

“Backup Documents for Plans” means, among other things, the attorney transmittal letter, copies of the checks for the filing fee, and notice of appearance.

“Backup Documents for Amendments” means, among other things, the attorney transmittal letter, form RS-2, form CD-11, the notice of appearance, copies of checks for the filing fee, affidavits from sponsor or holder of unsold shares as required by the Department of Law’s regulations, and rent roll.

“Digital Copy” means a copy that is identical in content to a Paper Copy except that it is recorded electronically in read-only .pdf format or other electronic format that the Department of Law determines to be acceptable. Digital Copies of the plan shall include all the supporting documents included in Part II of the plan. Digital Copies of the exhibits to the plan shall include all documents referenced in 13 N.Y.C.R.R. sections 18.2(c)(4), 20.2(c)(5), 21.2(c)(3), 22.2(c)(6), 23.2(c)(5), 24.2(c)(4), or 25.2(c)(5), as applicable. Digital Copies of the amendment shall include all exhibits, back-up documents, and other supplemental documents annexed to the amendment, as applicable.”

“Exhibit Documents for Plans” means all documents referenced in 13 N.Y.C.R.R. sections 18.2(c)(4), 20.2(c)(5), 21.2(c)(3), 22.2(c)(6), 23.2(c)(5), 24.2(c)(4), or 25.2(c)(5).

“Exhibit Documents for Amendments” means, among other things, certified or unaudited financial statements, budget, certification regarding the adequacy for budget, certification by sponsor and sponsor’s principals, certification by sponsor’s architect, etc.

“Paper Copy” means a copy of a Plan, Amendment, or any Exhibits or Backup Documents thereto that is printed on paper.

“Plan” means an offering plan or prospectus of cooperative interests in realty for a particular property either submitted to or accepted for filing by the Department of Law pursuant to the G.B.L. and applicable regulations.

“Redline” means a version of the proposed Plan or Amendment that, in response to deficiency comments issued by the review attorney, engineer, and/or paralegal, clearly highlights all Revisions (as defined below) to the proposed Plan or Amendment. Often, the revised text is denoted in red, bolded, or underlined font.

“Revision” means any changes to a proposed Plan or Amendment following its initial submission to the Department of Law, but before the Department of Law accepts the Plan or Amendment for filing. Such revisions shall be submitted to the review attorney, engineer, and/or paralegal assigned to the proposed Plan or Amendment.

Summary of the Revised Regulations

As described above, the revised 13 N.Y.C.R.R. Parts 18, 20, 21, 22, 23, 24, and 25 regulations require sponsors of cooperative interests in realty to submit to the Department of Law one Paper Copy and one Digital Copy of their Offering Plans and the Amendments and Exhibits thereto, versus submitting numerous bound, paper copies of these documents.

Changes to Offering Plan Submission Requirements

Sponsors of new real estate offerings must now submit to the Department of Law one Paper Copy and one Digital Copy of their Offering Plans. In addition, the revised regulations alter the procedure by which sponsors submit the Exhibits to their Offering Plans. The revisions require “[o]ne Paper Copy of all original exhibits to the offering plan and one digital copy of all exhibits to the offering plan.”

Changes to Amendment Submission Requirements

The revised regulations also require sponsors and holders of unsold shares, when submitting an Amendment to the Department of Law, to provide one Paper Copy and one Digital Copy of the Amendment. With the Amendment submission, sponsors must also include “[o]ne digital copy of the offering plan including all previously filed amendments, if not already submitted to the Department of Law.”

Similarly, the revised regulations mandate that the attorney transmittal letter for Amendments state “the date on which sponsor submitted a digital copy of the offering plan and all previously filed amendments to the Department of Law or whether this is the first time sponsor is submitting a digital copy of the offering plan and previously filed amendments, if any.” Accordingly, the submission of “[o]ne digital copy of the offering plan including all previously filed amendments” is a one-time requirement.

These changes have rendered unnecessary the Department of Law’s Cooperative Policy Statement #9, which granted sponsors and holders of unsold shares an exemption from the requirement of submitting a copy of the Plan and prior Amendments with proposed qualified Amendments. Accordingly, the Department of Law plans to repeal Cooperative Policy Statement #9. The memorandum repealing Cooperative Policy Statement #9 shall be posted on the Department of Law’s website, and will be effective as of February 1, 2016.

Cooperative Policy Statement #5 remains in full effect. However, if a Plan with Cooperative Policy Statement #5 treatment must be amended in accordance with the policy statement, the Amendment must be submitted to the Department of Law pursuant to the revised regulations and this guidance document.

Changes to Redlined Revisions Submission Requirements

Under the revised regulations, sponsors must submit their Redlined Revisions to Plans and Amendments as a Digital Copy. The Department of Law will no longer require Paper Copies of these documents. However, if the Redlined Revisions are over twenty-five pages, the review attorney assigned to the Plan or Amendment shall have the right to require sponsor to submit the Redlined Revisions as a Paper Copy.

Additional Changes to Title 13

Finally, in order to ensure that the Department of Law's submission requirements are consistent throughout Title 13, the revised regulations amend several other related sections of Title 13. These changes, which are most evident in the proposed additions to Part 21, streamline the Department of Law's regulations and ensure sponsor compliance with G.B.L. Section 352-(e)(7)(a).

No Other Material Changes

The revised regulations make no other material changes to Title 13 and/or current Department of Law practices. In particular, the Agency's Freedom of Information Law ("FOIL") procedures will remain largely the same as at present. Although the use of Digital Copies will allow members of the public making FOIL requests to obtain the requested documents digitally, in order to obtain the requested documents, the public must still make a formal FOIL request and any sensitive information in the documents will be redacted by the Department of Law before the public can view the documents. At present, no information will be made generally available to the public through a web portal or other online database, and therefore privacy concerns should be allayed.

Effective Date

The revised regulations are effective as of February 1, 2016. Any and all Plans and Amendments submitted to the Department of Law on or after February 1, 2016 must comply with the requirements of the revised regulations and this guidance document. Additionally, Plans and Amendments that have been accepted for submission, but have not yet been accepted for filing, as of February 1, 2016 must submit the revisions (if any) and final versions of their Plans and Amendments pursuant to the revised regulations and this guidance memorandum.

Format of Digital Copies

Digital Copies must be searchable and printable to the extent technologically possible. Digital Copies of Plans or Amendments first submitted to the Department of Law on or after February 1, 2016 must be a read-only .pdf document, which is searchable by keyword. The Department of Law reserves the right to reject for submission Plans and Amendments that are not formatted accordingly.

When submitting Plans and Amendments that have been previously-accepted for filing, sponsors should endeavor to submit these documents in substantially the same format as above. However, the Department of Law realizes that technology may limit the extent to which such documents can be made searchable. If portions of such Plans or Amendments are not searchable by keyword, those documents must nevertheless be submitted to the Department of Law as a Digital Copy. In such cases, the attorney transmittal letter must include a statement informing the Department of Law that certain portions of the Digital Copy may not be searchable by keyword.

Likewise, certain Digital Copies of Exhibits and Backup Documents—such as copies of checks and property deeds—may not be searchable by keyword due to technological limitations. In such instances, those documents still must be submitted to the Department of Law as a Digital Copy. Again, the attorney

transmittal letter must include a statement denoting that certain portions of the Digital Copy may not be searchable by keyword.

Medium for Submitting Digital Copies

Initial Submission and Final Submission

All Digital Copies must be submitted to the Department of Law on a CD-ROM, DVD, USB flash drive, or external hard drive. As of the effective date of this guidance document, the Department of Law considers the above to be the only acceptable media for submission of Digital Copies. Digital Copies submitted to the Department of Law on any other medium will be rejected for submission. However, the Department of Law reserves the right, in its sole discretion, to update which electronic media it determines to be acceptable for the submission of Digital Copies, and will do so by updating this guidance document.

Sponsors must submit to the Department of Law the CD-ROM, DVD, USB flash drive, or external hard drive containing the Digital Copy of a Plan or Amendment *at the same time* they submit the Paper Copy of the same Plan or Amendment. The Department of Law reserves the right to reject for submission Plans and Amendments that do not include both a Digital Copy and a Paper Copy.

All CD-ROMs, DVDs, USB flash drives, or external hard drives containing Digital Copies must be submitted to the Department of Law in a jewel case, sleeve, or other similar container. All such containers must bear a label or printed or written information either using the form annexed hereto as Exhibit A or strictly reflecting all the information listed on said form.

Digital Copies of each new Plan or Amendment must be submitted to the Department of Law on a separate CD-ROM, DVD, USB flash drive, or external hard drive. A sponsor cannot submit Plans or Amendments for multiple properties on the same CD-ROM, DVD, USB flash drive, or external hard drive. Additionally, the initial submission of Plans and Amendments must be submitted on a separate CD-ROM, DVD, USB flash drive, or external hard drive from the final submission of the same Plan or Amendment.

At present, the Department of Law plans to keep all CD-ROMs, DVDs, and/or USB flash drives containing Digital Copies in accordance with agency record retention policies. Accordingly, the Department of Law will not return these media to sponsors. Based upon estimates from several New York City print shops as well as its own Administrative Services Bureau, the Department of Law has ascertained that the cost to sponsors of submitting and preparing CD-ROMs, DVDs, USB flash drives, or/and external hard drives will be less than that associated with submitting and preparing numerous, bound paper copies.

Submission of Revisions to Plans and Amendments

Unlike the initial and final submission, Digital Copies of Revisions to Plans and Amendments prior to their acceptance for filing do not need to be submitted to the Department of Law on a CD-ROM, DVD, USB flash drive, or external hard drive. Rather, these documents can be submitted to review attorney assigned to the Plan or Amendment via email as a .pdf document. However, the Department of Law

reserves the right to request these documents on a CD-ROM, DVD, USB flash drive, or external hard drive. In addition, if the Redlined Revisions comprise more than twenty-five pages, the review attorney assigned to the Plan or Amendment shall have the right to require sponsor to submit the Redlined Revisions as a Paper Copy.

Saving and Naming Conventions for Digital Copies of Offering Plans

Digital Copies of Plans and Amendments must be submitted to the Department of Law using the following saving and naming conventions. The Department of Law reserves the right to reject Digital Copies that are not submitted in the prescribed format.

The Digital Copy of the Plan must be saved to the CD-ROM, DVD, USB flash drive, or external hard drive in three separate folders entitled:

- (1) "Offering Plan";
- (2) "Exhibits"; and
- (3) "Backup Documents".

In addition, the Exhibit folder must be subdivided into five separate subfolders entitled:

- (1) "M-10 Document" containing Exhibits D-1¹ and D-2;
- (2) "Exhibit A Documents" containing all applicable Exhibit A documents;
- (3) "Exhibit B Documents" containing all applicable Exhibit B Documents;
- (4) "Exhibit C Documents" containing all applicable Exhibit C documents; and
- (5) "Exhibit D Documents" containing all applicable Exhibit D Documents.

For Revisions to the Plan prior to its acceptance for filing, the Redlined Revisions to the Plan, any updated Exhibits, and any updated Backup Documents must be sent to the review attorney as separate digital files (*i.e.* as individual .pdf documents).

Initial Submission of the Offering Plan

The initial submission of the Digital Copy of the Plan must be saved to the CD-ROM, DVD, USB flash drive, or external hard drive using the following naming conventions:

- Offering Plan²
 - Plan Name (*e.g.* ABC Condominium) [*space*] Initial Submission Offering Plan
 - For example: *ABC Condominium Initial Submission*
- Exhibits³
 - M10 Document

¹ Sponsors must only submit the Exhibit D-1 registration document if the selling agent is not licensed under Article 12 of the New York Real Property Law, or if the Department of Law does not have the selling agent's license on file. Otherwise, both a Paper Copy and a Digital Copy (as a .pdf file) of the selling agent's active professional license must be submitted.

² Part I and Part II must be included.

³ Again, the Exhibits must be subdivided into five separate subfolders entitled: (1) "M-10 Document"; (2) "Exhibit A Documents"; (3) "Exhibit B Documents"; (4) "Exhibit C Documents"; and (5) "Exhibit D Documents".

- Plan Name [space] Sponsor/Selling Agent [space] M-10 Document
 - For example: *ABC Condominium ABC Realty LLC M-10 Document*
- Exhibit A Documents
 - Plan Name [space] Exhibit [A][1,2,3,4...] [space] [Description of Exhibit]
 - For example: *ABC Condominium Exhibit A-1 Certification by Sponsor and Principals of Sponsor*
- Exhibit B Documents
 - Plan Name [space] Exhibit B [1,2,3,4...] [space] [Description of Exhibit]
 - For example: *ABC Condominium Exhibit B-1 Title Company Report*
- Exhibit C Documents
 - Plan Name [space] Exhibit C [1,2,3,4...] [space] [Description of Exhibit] For example: *ABC Condominium Exhibit C-1 Description of the Property and Building Condition*
- Exhibit D Documents
 - Plan Name [space] Exhibit D [1,2,3,4...] [space] [Description of Exhibit]
 - For example: *ABC Condominium Exhibit D-4 Sponsor's Affidavit of Net Worth*
- Backup Documents
 - Plan Name [space] Backup Documents [space] [Description of Backup Document]
 - For example: *ABC Condominium Backup Document Attorney Transmittal Letter*

Submission of Revisions to the Offering Plan

The Digital Copy of any Revisions to the Plan prior to its acceptance for filing must be saved as a .pdf document using the following naming conventions:

- Plan Number (e.g. CD16-0001) Plan Name [space] (e.g. ABC Condominium) [space] Redlined Revisions [space] [Date]
 - For example: *CD16-0001 ABC Condominium Redlined Revisions 01.01.2016*
- Plan Number [space] Plan Name [space] Exhibit [A/B/D][1,2,3,4...] [space] [Description of Exhibit] [space] Revisions [space] [Date]
 - For example: *CD16-0001 ABC Condominium Exhibit A-1 Certification by Sponsor and Principals of Sponsor Revisions 01.01.2016*
- Plan Number [space] Plan Name [space] Backup Documents [space] [Description of Backup Document] [space] [Date]
 - For example: *CD16-0001 ABC Condominium Backup Document Attorney Transmittal Letter 01.01.2016*

An attorney transmittal letter must be submitted each time a new version of the Plan is submitted to the Department of Law, including when submitting Revisions to the Plan. However, the new attorney transmittal letter and the Revisions to the Plan can be emailed to the review attorney assigned to the Plan, rather than submitted on a CD-ROM, DVD, USB flash drive, or external hard drive. If the Revisions comprise more than twenty-five pages, the review attorney assigned to the Plan or Amendment shall have the right to require sponsor to submit the Revisions as a Paper Copy.

Final Submission of the Offering Plan

The final submission of the Digital Copy of the Plan (*i.e.* the “final books”) must be saved to the CD-ROM, DVD, USB flash drive, or external hard drive using the following naming conventions:

- Offering Plan
 - Plan Number (*e.g.* CD16-0001) Plan Name [*space*] (*e.g.* ABC Condominium) [*space*] Final Offering Plan
 - For example: *CD16-0001 ABC Condominium Final Offering Plan*
- Exhibits
 - M10 Document
 - Plan Number [*space*] Plan Name [*space*] Sponsor/Selling Agent [*space*] M-10 Document
 - For example: *CD16-0001 ABC Condominium ABC Realty LLC M-10 Document*
 - Exhibit A Documents
 - Plan Number [*space*] Plan Name [*space*] Exhibit [A][1,2,3,4...] [*space*] [Description of Exhibit]
 - For example: *CD16-0001 ABC Condominium Exhibit A-1 Certification by Sponsor and Principals of Sponsor*
 - Exhibit B Documents
 - Plan Number [*space*] Plan Name [*space*] Exhibit B [1,2,3,4...] [*space*] [Description of Exhibit]
 - For example: *CD16-0001 ABC Condominium Exhibit B-1 Title Company Report*
 - Exhibit C Documents
 - Plan Number [*space*] Plan Name [*space*] Exhibit C [1,2,3,4...] [*space*] [Description of Exhibit]
 - For example: *CD16-0001 ABC Condominium Exhibit C-1 Description of the Property and Building Condition*
 - Exhibit D Documents
 - Plan Number [*space*] Plan Name [*space*] Exhibit D [1,2,3,4...] [*space*] [Description of Exhibit]
 - For example: *CD16-0001 ABC Condominium Exhibit D-4 Sponsor's Affidavit of Net Worth*
- Backup Documents
 - Plan Number [*space*] Plan Name [*space*] Backup Documents [*space*] [Description of Backup Document]
 - For example: *CD16-0001 ABC Condominium Backup Document Attorney Transmittal Letter*

The final submission of the Digital Copy of the Plan must be accompanied by one identical Paper Copy of the Plan. The Department of Law reserves the right to reject final Plan submissions that do not include both a Digital Copy and a Paper Copy.

At the final submission stage, the sponsor must also submit a “Certification of Sponsor and Principal(s) Concerning Digital Copies” stating that the Digital Copy is identical to the included Paper Copy.

Attached to this guidance document as Exhibit B is a sample Certification. Only the sponsor and one principal must sign the Certification; the signatures of all the principals of the sponsor are not required (but are encouraged). The sponsor must submit the Certification as a Digital Copy. The Department of Law does not require a Paper Copy of the Certification; however, it reserves the right to request a Paper Copy. The Department of Law also reserves the right to reject final Plan submissions that do not include the Certification.

Saving and Naming Conventions for Digital Copies of Amendments

The Digital Copy of an Amendment must be saved to the CD-ROM, DVD, USB flash drive, or external hard drive in two separate folders entitled:

- (1) “Amendment”; and
- (2) “Backup Documents”.

Unlike the Exhibits to the Plan, the Exhibits to the Amendment must be saved in the same digital file and folder as the Amendment itself. Specifically, sponsors must submit both the Amendment itself and the Exhibits to the Amendment as one .pdf document using the naming conventions described below. Nevertheless, each Backup Document must be submitted as a separate digital .pdf document in accordance with the below naming conventions, and saved to the “Backup Documents” folder on the CD-ROM, DVD, USB flash drive, or external hard drive.

If sponsor has not yet already submitted to the Department of Law a Digital Copy of the Plan and all prior Amendments (if any), the sponsor must also submit a Digital Copy of these documents with the Amendment. In such instances, the Digital Copy of the Plan and all prior Amendments must be saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a separate folder entitled “Offering Plan and All Prior Amendments”. The Department of Law strongly recommends that the Digital Copies of the Plan and each individual prior Amendment each be saved as a separate digital file. For example, if a Plan has two prior Amendments, three digital files will be submitted: (1) Plan; (2) First Amendment; and (3) Second Amendment. These files must be named in accordance with the below naming conventions.

For revisions to the Amendment prior to its acceptance for filing, the Redlined Revisions to the Amendment and any updated Backup Documents must be sent to the review attorney as separate digital files (*i.e.* as individual .pdf documents).

Initial Submission of the Amendment

The initial submission of the Digital Copy of an Amendment must be saved to the CD-ROM, DVD, USB flash drive, or external hard drive using the following naming conventions:

- Amendment
 - Plan Number [space] Plan Name [space] Amendment Number
 - For example: *CD16-0001 ABC Condominium Amendment 1*
- Backup Documents
 - Plan Number [space] Plan Name [space] Amendment Number [space] Backup Documents [space] [Description of Backup Document]

- For example: *CD16-0001 ABC Condominium Amendment 1 Backup Document Attorney Transmittal Letter*
- Offering Plan and All Prior Amendments⁴
 - For the Plan: Plan Number [space] Plan Name [space] and Amendment Number(s) (if applicable)
 - For example: *CD16-0001 ABC Condominium Offering Plan*
 - For the prior Amendments: Plan Number [space] Plan Name [space] Amendment Number(s) (if applicable)
 - For example:
 - *CD16-0001 ABC Condominium Amendment 1*
 - *CD16-0001 ABC Condominium Amendment 2*

Submissions of Revisions to the Amendment

The Digital Copy of any Revisions to the Amendment prior to its acceptance for filing must be saved as a .pdf document using the following naming conventions:

- Plan Number [space] Plan Name [space] Amendment Number [space] Redlined Revisions [space] [Date]
 - For example: *CD16-0001 ABC Condominium Amendment 1 Redlined Revisions 01.01.2016*
- Plan Number [space] Plan Name [space] Amendment Number [space] Backup Documents [space] [Description of Backup Document] [space] [Date]
 - For example: *CD16-0001 ABC Condominium Amendment 1 Backup Document Attorney Transmittal Letter 01.01.2016*

An attorney transmittal letter must be submitted each time a new version of the Amendment is submitted to the Department of Law, including when submitting Revisions to the Amendment. However, the new attorney transmittal letter and the Revisions to the Amendment can be emailed to the review attorney assigned to the Amendment, rather than submitted on a CD-ROM, DVD, USB flash drive, or external hard drive. If the Revisions comprise more than twenty-five pages, the review attorney assigned to the Amendment shall have the right to require sponsor to submit the Revisions as a Paper Copy.

Final Submission of the Amendment

The final submission of the Digital Copy of an Amendment must be saved to the CD-ROM, DVD, USB flash drive, or external hard drive using the following naming conventions:

- Amendment
 - Plan Number [space] Plan Name [space] Amendment Number [space] Final
 - For example: *CD16-0001 ABC Condominium Amendment 1 Final*
- Backup Documents (if modified)
 - Plan Number [space] Plan Name [space] Amendment Number [space] Backup Documents [space] [Description of Backup Document] [space] Final

⁴ If applicable.

- For example: *CD16-0001 ABC Condominium Amendment 1 Backup Documents Attorney Transmittal Letter Final*

The final submission of the Digital Copy of the Amendment must be accompanied by one identical Paper Copy of the Amendment. The Department of Law reserves the right to reject final Amendment submissions that do not include both a Digital Copy and a Paper Copy.

At the final submission stage, the sponsor must also submit a “Certification of Sponsor and Principal(s) Concerning Digital Copies” stating that the Digital Copy is identical to the included Paper Copy. Attached to this guidance document as Exhibit B is a sample Certification. Only one principal of the sponsor must sign the Certification; the signatures of all the principals of the sponsor are not required (but are encouraged). The sponsor must submit the Certification as a Digital Copy. The Department of Law does not require a Paper Copy of the Certification; however, it reserves the right to request a Paper Copy. The Department of Law also reserves the right to reject final Amendment submissions that do not include the Certification.

The Department of Law realizes that, in many cases, especially for Price Change Amendments, the initially-submitted version of the Amendment will be the final version of the Amendment. In such instances, the review attorney assigned to the Amendment will inform the sponsor’s attorney that submission of another CD-ROM, DVD, USB flash drive, or external hard drive containing the final Amendment is not necessary.

Submission of Amendments to Amended and Restated Offering Plans

When submitting Digital Copies of Amendments to Amended and Restated Plans, sponsors must use the designated Plan number listed in the Department of Law’s database and include “Amended and Restated” in the file name. Such Amendments must otherwise adhere to all of the above saving and naming conventions for Amendments.

To illustrate, the initial submission of an Amendment to an Amended and Restated Plan must be submitted as follows:

- Amendment
 - Plan Number [*space*] Plan Name [*space*] Amended and Restated [*space*] Amendment Number
 - For example: *CD16-0001 ABC Condominium Amended and Restated Amendment 1*

Procedure for Submitting Offering Plans and Amendments to the Department of Law

Offering Plans

Sponsors must include all of the following when submitting Plans to the Department of Law:

(1) Offering Plan

- One Paper Copy and one Digital Copy of the Plan

- The Digital Copy of the Plan must be named in accordance with the aforescribed Plan naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a folder marked “Offering Plan”.
- The CD-ROM, DVD, USB flash drive, or external hard drive containing the Digital Copy the Plan must be submitted *simultaneously* to the Paper Copy of the Plan.

(2) Exhibits to the Offering Plan

- One Paper Copy and one Digital Copy of all Exhibits to the Plan
 - The Digital Copy of the Exhibits must be named in accordance with the aforescribed Plan naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a folder marked “Exhibits”. In addition, the Exhibit folder must be subdivided into three separate subfolders entitled:
 - (1) “M-10 Document” containing Exhibits D-1⁵ and D-2;
 - (2) “Exhibit A Documents” containing all applicable Exhibit A documents;
 - (3) “Exhibit B Documents” containing all applicable Exhibit B Documents;
 - (4) “Exhibit C Documents” containing all applicable Exhibit C documents; and
 - (5) “Exhibit D Documents” containing all applicable Exhibit D Documents.

(3) Backup Documents to the Offering Plan

- One Paper Copy and one Digital Copy of the transmittal letter, signed by the individual attorney who prepared the offering plan
 - The Digital Copy of the transmittal letter must be named in accordance with the aforescribed Plan naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a digital folder entitled “Backup Documents”
 - Note that an attorney transmittal letter must be submitted each time a new version of the Plan is submitted to the Department of Law, including when submitting Redlined Revisions to the Plan.
- Checks (certified or uncertified) for filing fees pursuant to G.B.L. § 352-e(7) payable to the New York Department of Law, dated no more than 90 days from date of submission
 - A Digital Copy of the check is also required.⁶ The Digital Copy must be named in accordance with the aforescribed Plan naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a digital folder entitled “Backup Documents”
- One Paper Copy and one Digital copy of the Notice of Appearance pursuant to Executive §166, signed by the individual attorney who prepared the Plan
 - The Digital Copy of the Notice of Appearance must be named in accordance with the aforescribed Plan naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a digital folder entitled “Backup Documents”
- One Digital Copy of the “Certification of Sponsor and Principal(s) Concerning Digital Copies” (*See Exhibit B*).
 - The Digital Copy of the Certification must also be named in accordance with the aforescribed Plan naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a digital folder entitled “Backup Documents”

⁵ Sponsors must only submit the Exhibit D-1 registration document if the selling agent is not licensed under Article 12 of the New York Real Property Law, or if the Department of Law does not have the selling agent’s license on file. Otherwise, both a Paper Copy and a Digital Copy (as a .pdf file) of the selling agent’s active professional license must be submitted.

⁶ In most cases, the Digital Copy of the check will be a scanned copy of the executed physical check.

- Sponsors do not need to submit a Paper Copy of this Certification. However, the Department of Law reserves the right to request a Paper Copy of the Certification.
- Note that only one principal of the sponsor must sign the Certification; the signatures of all the principals of the sponsor are not required (but are encouraged).
- One Paper Copy and one Digital Copy of any other Backup Documents

The Digital Copies of such documents must also be named in accordance with the aforescribed Plan naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a digital folder entitled “Backup Documents” The Department of Law reserves the right to reject for submission Plans that do not include all of the applicable documents saved and named in the prescribed format. All of the applicable documents must be included in both the initial submission and the final submission, unless the review attorney communicates otherwise.

Amendments

Sponsors must include all of the following when submitting Amendments to the Department of Law:

(1) Amendment

- One Paper Copy and one Digital Copy of the Amendment, including all Exhibits to the Amendment.
 - The Digital Copy of the Amendment must be named in accordance with the aforescribed Amendment naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a folder marked “Amendment”.
 - The Digital Copy of the Exhibits to the Amendment do not need to be saved to a separate folder than the Amendment itself.
 - The CD-ROM, DVD, USB flash drive, or external hard drive containing the Digital Copy the Amendment must be submitted *simultaneously* to the Paper Copy of the Amendment.

(2) Backup Documents for the Proposed Amendment

- One Paper Copy and one Digital Copy of the transmittal letter signed by the individual attorney who prepared the amendment;
 - The Digital Copy of the transmittal letter must be named in accordance with the aforescribed Amendment naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a digital folder entitled “Backup Documents”
 - Note that an attorney transmittal letter must be submitted each time a new version of the Amendment is submitted to the Department of Law, including when submitting Redlined Revisions to the Amendment.
- Checks (certified or uncertified) for filing fees pursuant to G.B.L. § 352-e(7) payable to the New York Department of Law, dated no more than 90 days from date of submission
 - A Digital Copy of the check is also required.⁷ The Digital Copy must be named in accordance with the aforescribed Amendment naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a digital folder entitled “Backup Documents”
- One Paper and one Digital copy of the Notice of Appearance pursuant to Executive § 166, signed by the individual attorney who prepared the amendment

⁷ In most cases, the Digital Copy of the check will be a scanned copy of the executed physical check.

- The Digital Copy of the Notice of Appearance must be named in accordance with the
aforedescribed Amendment naming conventions and saved to the CD-ROM, DVD, USB
flash drive, or external hard drive in a digital folder entitled “Backup Documents”
- One Paper Copy and one Digital Copy of the RS-2
 - The Digital Copy of the RS-2 form must be named in accordance with the aforedescribed
Amendment naming conventions and saved to the CD-ROM, DVD, USB flash drive, or
external hard drive in a digital folder entitled “Backup Documents”
- One Paper Copy and one Digital copy of the CD-11 form, if applicable
 - The Digital Copy of the CD-11 form must be named in accordance with the aforedescribed
Amendment naming conventions and saved to the CD-ROM, DVD, USB flash drive, or
external hard drive in a digital folder entitled “Backup Documents”
- One Digital Copy of the “Certification of Sponsor and Principal(s) Concerning Digital Copies”
(See Exhibit B).
 - The Digital Copy of the Certification must also be named in accordance with the
aforedescribed Amendment naming conventions and saved to the CD-ROM, DVD, USB
flash drive, or external hard drive in a digital folder entitled “Backup Documents”
 - Sponsors do not need to submit a Paper Copy of this Certification. However, the
Department of Law reserves the right to request a Paper Copy of the Certification.
 - Note that only one principal of the sponsor must sign the Certification; the signatures of all
the principals of the sponsor are not required (but are encouraged).
- One Paper Copy and one Digital Copy of any other Backup Documents, such as a certified Rent
Roll or Affidavit of No Sales.
 - The Digital Copies of such documents must also be named in accordance with the
aforedescribed Amendment naming conventions and saved to the CD-ROM, DVD, USB
flash drive, or external hard drive in a digital folder entitled “Backup Documents”

(3) Offering Plan and all Prior Amendments

- One Digital Copy of the Plan and all Prior Amendments, if any.⁸
 - The Digital Copy of the Plan and all prior Amendments must be named in accordance with
the aforedescribed Amendment naming conventions and saved to the CD-ROM, DVD,
USB flash drive, or external hard drive in a digital folder entitled “Offering Plan and All
Prior Amendments”
 - The Department of Law strongly recommends that the Digital Copies of the Plan
and each individual prior Amendment each be saved as a separate digital file. For
example, if a Plan has two Amendments, three digital files will be submitted:
 - (1) Plan;
 - (2) First Amendment; and
 - (3) Second Amendment.
 - Please note that a Paper Copy of the Plan and all prior Amendments is not required.

The Department of Law reserves the right to reject for submission Amendments that do not include all of the applicable documents, saved and named in the prescribed format. All of the applicable documents must be included in both the initial submission and the final submission, unless the review attorney communicates otherwise.

⁸ If sponsor already submitted to the Department of Law a Digital Copy of the Plan and all prior Amendments, it will not be required to do so in subsequent Amendment submissions. Sponsor’s attorney must indicate the date the Digital Copy of the Plan and all prior Amendments were submitted to Department of Law in the attorney transmittal letter.

EXHIBIT A

**LABEL FOR JEWEL CASE, SLEEVE, OR
OTHER CONTAINER OF DIGITAL COPY**

Container for Digital Copies of:

[Insert name of Property]

Complete Address of Property:

Department of Law File Number (if available):

Offeror's Name and Address:

Contents:

[e.g., Offering Plan Final Submission; Amendment 1 Initial Submission; etc.]

EXHIBIT B

**CERTIFICATION OF SPONSOR AND PRINCIPAL(S)
CONCERNING DIGITAL COPIES**

We are the Sponsor and principals of the Sponsor of the Plan for the [*insert Property name, complete address, and Department of Law file number*] (“Plan”).

We understand that we have primary responsibility for compliance with the provisions of Article 23-A of the General Business Law, the regulations promulgated by the Department of Law in Part __ of Title 13 of the New York Code of Rules and Regulations and such other laws and regulations as may be applicable.

We have read the Plan [*as amended to date*]. We hereby jointly and severally certify that the Digital Copy of the Plan and/or Amendments thereto submitted by us is identical in content to the Paper Copy of the Plan and/or Amendments thereto submitted to the Department of Law.

This certification is made under penalty of perjury for the benefit of all persons to whom the offer under the Plan is made. We understand that violations are subject to the civil and criminal penalties of the General Business Law and Penal Law.

SPONSOR:

[*Insert name of Sponsor*]

By: [*Signature of authorized signatory*]

[*Insert printed name and title of authorized signatory*]

PRINCIPAL(S):

[*Insert name of Principal(s) of Sponsor*]

By: [*Signature of Principal of Sponsor*]

[*Insert printed name of Principal*]

Sworn to before me this
___ day of _____, 20____

Notary Public

[*Affix stamp*]