



STATE OF NEW YORK

DEPARTMENT OF LAW

REAL ESTATE FINANCE BUREAU

MEMORANDUM

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

**Originally Issued: December 9, 2015
Updated: February 4, 2016
Effective: February 4, 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.”) § 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 Amendments. 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. Following a forty-five day public comment period as required by S.A.P.A. § 202(1)(a), the Attorney General adopted the revised regulations on December 15, 2015. The “Notice of Adoption” was published in the December 30, 2015 issue of the *New York State Register*.

The regulatory changes are effective **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 Department of Law’s updated submission procedures to aid sponsors in their compliance with the new regulatory requirements.

Definitions

“Amendment” means an amendment to a filed Offering Plan pursuant to the G.B.L. and applicable Department of Law regulations.

“Amended and Restated Offering Plan” means a revised version of an Offering Plan previously filed with the Department of Law, which incorporates the contents of all Amendments to said Offering Plan and sets forth the disclosures required by the G.B.L. and applicable Department of Law regulations.

“Backup Documents” 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(s). Please note that the required Backup Documents differ slightly for Offering Plans and Amendments.

“Cooperative Interest in Realty” means any real estate security regulated by the New York Department of Law pursuant to Parts 18, 20, 21, 22, 23, 24, and 25 of 13 N.Y.C.R.R., including cooperatives, condominiums, timeshares, homeowners associations, and senior residential communities.

“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. §§ 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” means for Offering Plans all documents referenced in 13 N.Y.C.R.R. §§ 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). For Amendments, Exhibit Documents 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. The term “Exhibits” can be used interchangeably with “Exhibit Documents.”

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

“Price Change Only Amendment” means an Amendment to a filed Offering Plan that solely proposes to change an offering price contained in the Offering Plan.

“Offering 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 Offering Plan or Amendment that, in response to deficiency comments issued by the review attorney, engineer, and/or paralegal, clearly highlights all Revisions to the proposed Offering Plan or Amendment. Often, the revised text is denoted in red, bolded, or underlined font.

“Revision” means any changes to a proposed Offering Plan or Amendment following its initial submission to the Department of Law, but before the Department of Law accepts the Offering Plan or

Amendment for filing. Such revisions shall be submitted to the review attorney, engineer, and/or paralegal assigned to the proposed Offering Plan or Amendment.

Summary of the Digital Submission Requirements

As described above, the Department of Law's revised submission procedures 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, in lieu of 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."¹

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 that granted sponsors and holders of unsold shares an exemption from the requirement of submitting a Paper Copy of the Offering Plan and prior Amendments with proposed qualified Amendments. Accordingly, the Department of Law has repealed Cooperative Policy Statement #9, effective as of February 1, 2016. The memorandum repealing Cooperative Policy Statement #9 will be posted on the Department of Law's website.

Cooperative Policy Statement #5 remains in full effect. However, if an Offering 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.

¹ If the sponsor does not have access to "the offering plan including all previously filed amendments," the sponsor must, in most cases, submit an Amended and Restated Offering Plan to the Department of Law. The procedures by which sponsors must submit Amended and Restated Offering Plans are described below.

The Department of Law will reject for submission new amendments that do not include Digital Copies of the Offering Plan and all previously filed Amendments.² However, the Department of Law recognizes that records are sometimes destroyed or lost, and, in some cases, the Offering Plan and all previously filed Amendments cannot be located through a Freedom of Information Law (“FOIL”) request to the Department of Law or obtained through any other document repository system. To address this issue, the Department of Law will allow sponsors and holders of unsold shares to submit to the Department of Law an Amended and Restated Offering Plan when they cannot locate the original filed Offering Plan and/or all previously filed Amendments.³ Once the Department of Law accepts for filing the Amended and Restated Plan, sponsors may submit subsequent Amendments to the Amended and Restated Plan. For further information regarding submitting an Amended and Restated Offering Plan, please refer to the Department of Law’s guidance document entitled “*Submitting Amended and Restated Offering Plans when the Offering Plan and all Previously Filed Amendments are Unavailable.*”

Changes to Revisions Submission Requirements

Under the revised regulations, sponsors must submit their Revisions to Offering Plans and Amendments as a Digital Copy. The Department of Law will no longer require Paper Copies of these documents. However, if the Revisions are over 25, the review attorney/paralegal/architect/engineer assigned to the Offering Plan or Amendment shall have the right to require sponsor to submit the Revisions as a Paper Copy.

Additional Changes to Title 13

Finally, 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. § 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 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, 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.

² The Department of Law will accept a Price Change Only Amendment for filing without the requisite Digital Copy of the Offering Plan and previously filed Amendments until May 1, 2016. However, if after May 1, 2016 the first Amendment submitted since February 1, 2016 is a Price Change Only Amendment, then the sponsor or holder of unsold shares must include a Digital Copy of the Offering Plan and all Previously Filed Amendments with the submission (unless such documents have already been submitted to the Department of Law).

³ If the only missing Amendments are Price Change Only Amendments, the sponsor or holder of unsold shares need not submit an Amended and Restated Offering Plan to the Department of Law. In such instances, the attorney transmittal letter must: (1) state that the submission contains missing Price Change Only Amendments, and (2) identify the specific Price Change Only Amendments that are missing (e.g., Amendments 3, 6, and 22). Digital Copy of the Offering Plan and all substantive Amendments must still be included with the Amendment submission. The Department of Law encourages sponsors and holders of unsold shares to attempt to obtain any missing Price Change Only Amendments through a FOIL request to the Department of Law and/or through any other document repository systems.

Please also note that as of the date of this guidance document, all of the Department of Law's other Cooperative Policy Statements remain unchanged. When submitting any documents to the Department of Law pursuant to Cooperative Policy Statements, sponsors and holders of unsold shares should follow the submission procedures outlined in the Cooperative Policy Statements.

Effective Date

The revised regulations are effective February 1, 2016. Any and all Offering 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.⁴ Additionally, Offering 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 Offering 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 Offering 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 Offering Plans and Amendments that are not formatted accordingly. The Department of Law will not interpret an *editable* .pdf document as contrary to the definition of "read-only," and thus will not reject for submission editable Digital Copies.

When submitting Offering Plans and Amendments that have been previously filed, 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 Offering 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 (and, if possible, specifying which sections may not be searchable).

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.

⁴ As mentioned above, The Department of Law will accept a Price Change Only Amendment for filing without the requisite Digital Copy of the Offering Plan and previously filed Amendments until May 1, 2016. However, if after May 1, 2016 the first Amendment submitted since February 1, 2016 is a Price Change Only Amendment, then the sponsor or holder of unsold shares must include a Digital Copy of the Offering Plan and all Previously Filed Amendments with the submission (unless such documents have already been submitted to the Department of Law).

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 an Offering Plan or Amendment *at the same time* they submit the Paper Copy of the same Offering Plan or Amendment. The Department of Law reserves the right to reject for submission Offering 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 either using the form annexed hereto as Exhibit A or strictly reflecting all the information listed on the form. The label must be placed on the jewel case, and not directly on the CD-ROM, DVD, USB flash drive, or external hard drive.

Digital Copies of each new Offering 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 Offering Plans or Amendments for multiple properties on the same CD-ROM, DVD, USB flash drive, or external hard drive. Additionally, the initial submission of Offering 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 Offering 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 Offering 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 the review attorney/paralegal/architect/engineer assigned to the Offering Plan or Amendment via email as a .pdf document, using the saving and naming conventions described below. 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 Revisions comprise more than twenty-five pages, the review attorney assigned to the Offering Plan or Amendment shall have the right to require sponsor to submit the Revisions as a Paper Copy.

Saving and Naming Conventions for Digital Copies of Offering Plans

Digital Copies of Offering Plans 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 Offering 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-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.

Initial Submission of the Offering Plan

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

- Offering Plan⁶
 - Offering Plan Name [space] Offering Plan [space] Initial Submission
 - For example: *ABC Condominium Offering Plan Initial Submission*
- Exhibits⁷
 - M10 Document
 - Offering Plan Name [space] Sponsor/Selling Agent [space] M-10 Document [space] Initial Submission
 - For example: *ABC Condominium ABC Realty LLC M-10 Document Initial Submission*

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 Part I and Part II must be included.

⁷ 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”.

- Exhibit A Documents
 - Offering Plan Name [space] Exhibit [A][1,2,3,4...] [space] [Description of Exhibit] [space] Initial Submission
 - For example: *ABC Condominium Exhibit A-1 Certification by Sponsor and Principals of Sponsor Initial Submission*
- Exhibit B Documents
 - Offering Plan Name [space] Exhibit B [1,2,3,4...] [space] [Description of Exhibit] [space] Initial Submission
 - For example: *ABC Condominium Exhibit B-1 Title Company Report Initial Submission*
- Exhibit C Documents
 - Offering Plan Name [space] Exhibit C [1,2,3,4...] [space] [Description of Exhibit] [space] Initial Submission
 - For example: *ABC Condominium Exhibit C-1 Description of the Property and Building Condition Initial Submission*
- Exhibit D Documents
 - Offering 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 Initial Submission*
- Backup Documents
 - Offering Plan Name [space] Backup Documents [space] [Description of Backup Document] [space] Initial Submission
 - For example: *ABC Condominium Backup Document Attorney Transmittal Letter Initial Submission*

At the *initial* submission stage,⁸ 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 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 initial Plan submissions that do not include the Certification. *Because the Certification encompasses future revisions to the Offering Plan, no further certification is required upon the submission of Redlined Revisions or final versions of the Offering Plan.*

Submission of Revisions to the Offering Plan

Digital Copies of any Revisions to the Offering Plan prior to its acceptance for filing must be saved as individual .pdf documents using the following naming conventions:

⁸ Please note that this procedure differs from that described in the December 9, 2016 and December 16, 2015 versions of this guidance document. Previous versions of this guidance document, stated sponsors must submit the Certification at the final submission stage. Upon further consideration, the Department of Law has altered its submission procedures, and will now require the Certification at the initial submission stage.

- Offering Plan Number (e.g. CD16-0001) Offering Plan Name [space] (e.g. ABC Condominium) [space] Redlined Revisions [space] [Date]
 - For example: *CD16-0001 ABC Condominium Redlined Revisions 01.01.2016*
- Offering Plan Number [space] Offering 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*
- Offering Plan Number [space] Offering Plan Name [space] Backup Documents [space] [Description of Backup Document] [space] Revisions [space] [Date]
 - For example: *CD16-0001 ABC Condominium Backup Document Attorney Transmittal Letter Revisions 01.01.2016*

Any Revisions to the Offering Plan, Exhibits, and/or Backup Documents must be sent to the review attorney/paralegal/architect/engineer as separate digital files (*i.e.* as individual .pdf documents). Please note that an attorney transmittal letter must be submitted each time a new version of the Offering Plan is submitted to the Department of Law, including when submitting Revisions to the Offering Plan. However, the new attorney transmittal letter and the Revisions to the Offering Plan can be emailed to the review attorney/paralegal/architect/engineer assigned to the Offering Plan, rather than submitted on a CD-ROM, DVD, USB flash drive, or external hard drive. However, the Department of Law reserves the right to request these documents on a CD-ROM, DVD, USB flash drive, or external hard drive. Additionally, if the Revisions comprise more than twenty-five pages, the review attorney/paralegal/architect/engineer assigned to the Offering 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 Offering 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
 - Offering Plan Number [space] Offering Plan Name [space] Offering Plan [space] Final
 - For example: *CD16-0001 ABC Condominium Offering Plan Final*
- Exhibits
 - M10 Document
 - Offering Plan Number [space] Offering Plan Name [space] Sponsor/Selling Agent [space] M-10 Document [space] Final
 - For example: *CD16-0001 ABC Condominium ABC Realty LLC M-10 Document Final*
 - Exhibit A Documents
 - Offering Plan Number [space] Offering Plan Name [space] Exhibit [A][1,2,3,4...] [space] [Description of Exhibit] [space] Final
 - For example: *CD16-0001 ABC Condominium Exhibit A-1 Certification by Sponsor and Principals of Sponsor Final*
 - Exhibit B Documents
 - Offering Plan Number [space] Offering Plan Name [space] Exhibit B [1,2,3,4...] [space] [Description of Exhibit] [space] Final

- For example: *CD16-0001 ABC Condominium Exhibit B-1 Title Company Report Final*
 - Exhibit C Documents
 - Offering Plan Number [space] Offering Plan Name [space] Exhibit C [1,2,3,4...] [space] [Description of Exhibit] [space] Final
 - For example: *CD16-0001 ABC Condominium Exhibit C-1 Description of the Property and Building Condition Final*
 - Exhibit D Documents
 - Offering Plan Number [space] Offering Plan Name [space] Exhibit D [1,2,3,4...] [space] [Description of Exhibit] [space] Final
 - For example: *CD16-0001 ABC Condominium Exhibit D-4 Sponsor's Affidavit of Net Worth Final*
- Backup Documents
 - Offering Plan Number [space] Offering Plan Name [space] Backup Documents [space] [Description of Backup Document] [space] Final
 - For example: *CD16-0001 ABC Condominium Backup Document Attorney Transmittal Letter Final*

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

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 Offering Plan, the Exhibits to the Amendment must be saved in the same digital file and folder as the Amendment itself. Specifically, sponsors and holders of unsold shares 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 or holder of unsold shares has not already submitted to the Department of Law a Digital Copy of the Offering Plan and all previously filed Amendments (if any), the sponsor or holder of unsold shares must also submit a Digital Copy of these documents with the Amendment. In such instances, the Digital Copy of the Plan and all previously filed 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 Previously Filed Amendments”. The Department of Law requires that the Digital Copies of the Offering Plan and each individual prior Amendment each be saved as a separate digital file. For example, if an Offering Plan has two previously filed Amendments, three digital files would be submitted: (1) Offering Plan; (2) First Amendment; and (3) Second Amendment. These files must be named in accordance with the below naming conventions.

All of the digital submission requirements for Amendments apply to Price Change Only Amendments as well as substantive Amendments, including the requirement to submit a Digital Copy of the Offering Plan and all previously filed Amendments with the first Amendment submitted to the Department of Law subsequent to February 1, 2016. However, in order to ensure that Price Change Only Amendments are easily submitted and accepted for filing, the Department of Law will permit the submission of a Price Change Only Amendment without a Digital Copy of the Offering Plan and all previously filed Amendments until **May 1, 2016**. If after May 1, 2016 the first Amendment submitted since February 1, 2016 is a Price Change Only Amendment, then the sponsor or holder of unsold shares must include a Digital Copy of the Offering Plan and all previously filed Amendments upon submission of a Price Change Only Amendment (unless such documents have already been submitted to the Department of Law).

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
 - Offering Plan Number [*space*] Offering Plan Name [*space*] Amendment Number
 - For example: *CD16-0001 ABC Condominium Amendment 1*
- Backup Documents
 - Offering Plan Number [*space*] Offering 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 Previously Filed Amendments (if applicable)
 - For the Offering Plan: Offering Plan Number [*space*] Offering Plan Name [*space*] Offering Plan [*space*] and Amendment Number(s) (if applicable)⁹
 - For example:
 - *CD16-0001 ABC Condominium Offering Plan*
 - For the previously filed Amendments: Offering Plan Number [*space*] Offering Plan Name [*space*] Amendment Number(s) (if applicable)
 - For example:
 - *CD16-0001 ABC Condominium Amendment 1*
 - *CD16-0001 ABC Condominium Amendment 2*

At the *initial* submission stage,¹⁰ the sponsor or holder of unsold shares 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 of the sponsor must sign the Certification; the signatures of all the principals of the sponsor or holder of unsold shares are not required (but are encouraged). The sponsor or

⁹ The Department of Law requires that the Digital Copies of the Offering Plan and each individual previously filed Amendment each be saved as a separate digital file. For example, if an Offering Plan has two previously filed Amendments, three digital files would be submitted: (1) Offering Plan; (2) First Amendment; and (3) Second Amendment.

¹⁰ Please note that this procedure differs from that described in the December 9, 2016 and December 16, 2015 versions of this guidance document. Previous versions of this guidance document, stated sponsors must submit the Certification at the final submission stage. Upon further consideration, the Department of Law has altered its submission procedures, and will now require the Certification at the initial submission stage.

holder of unsold shares 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 initial Amendment submissions that do not include the Certification. *Because the Certification encompasses future revisions to the Amendment, no further certification is required upon the submission of Redlined Revisions or final versions of the Amendment.*

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 individual .pdf documents 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] Revisions [space] [Date]
 - For example: *CD16-0001 ABC Condominium Amendment 1 Backup Document Attorney Transmittal Letter Revisions 01.01.2016*

Any Revisions to the Amendment, Exhibits, and/or Backup Documents must be sent to the review attorney/paralegal/architect/engineer as separate digital files (*i.e.* as individual .pdf documents). Please 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 Revisions to the Amendment. However, the new attorney transmittal letter and the Revisions to the Amendment can be emailed to the review attorney/paralegal/architect/engineer assigned to the Amendment, rather than submitted on a CD-ROM, DVD, USB flash drive, or external hard drive. However, the Department of Law reserves the right to request these documents on a CD-ROM, DVD, USB flash drive, or external hard drive. Additionally, if the Revisions comprise more than twenty-five pages, the review attorney/paralegal/architect/engineer 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
 - Offering Plan Number [space] Offering Plan Name [space] Amendment Number [space] Final
 - For example: *CD16-0001 ABC Condominium Amendment 1 Final*
- Backup Documents (if modified)
 - Offering Plan Number [space] Offering Plan Name [space] Amendment Number [space] Backup Documents [space] [Description of Backup Document] [space] Final
 - 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.

The Department of Law realizes that, in many cases, especially for Price Change Only 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.

Saving and Naming Conventions for Amended and Restated Offering Plans

As described above, the Department of Law will require the submission of an Amended and Restated Offering Plan in situations where the sponsor cannot locate the Offering Plan and all previously filed Amendments through a FOIL request to the Department of Law, any document repository systems or its own diligent search.¹¹ However, if the only missing Amendments are Price Change Only Amendments, the sponsor or holder of unsold shares need not submit an Amended and Restated Offering Plan to the Department of Law (*See* below for further information).¹²

Although the Department of Law processes Amended and Restated Offering Plans like an Amendment, the Department of Law requires specific saving and naming conventions for Amended and Restated Offering Plans. The Digital Copy of an Amended and Restated Offering Plan must be saved to the CD-ROM, DVD, USB flash drive, or external hard drive in three separate folders entitled:

- (1) "Amended and Restated Offering Plan";
- (2) "Backup Documents"; and
- (3) "Previously Filed Documents" (if applicable).

Unlike the procedure for new Offering Plan submissions, the Department of Law will not require any binder documents to be submitted with Amended and Restated Offering Plans. Nevertheless, each Backup Document (such as the attorney transmittal letter) 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.

The Amended and Restated Offering Plan must include a Digital Copy of all documents previously filed with the Department of Law to which the sponsor or holder of unsold shares currently has access, such as the original Offering Plan and/or any available Amendments. For example, if the sponsor or holder of unsold shares currently is in receipt of the original Offering Plan and several (but not all) of the previously filed Amendments, the sponsor or holder of unsold shares must submit all of those documents along with

¹¹ As mentioned above, the Department of Law will accept a Price Change Only Amendment for filing without the requisite Digital Copy of the Offering Plan and previously filed Amendments until May 1, 2016. However, if after May 1, 2016 the first Amendment submitted since February 1, 2016 is a Price Change Only Amendment, then the sponsor or holder of unsold shares must include a Digital Copy of the Offering Plan and all Previously Filed Amendments with the submission (unless such documents have already been submitted to the Department of Law).

¹² The Department of Law recognizes that there are other situations in which a sponsor or holder of unsold shares may want to submit an Amended and Restated Offering Plan other than when the Offering Plan and all previously filed Amendments cannot be located. Nevertheless, such sponsors or holders of unsold shares must adhere to all of the below submission requirements, except for those concerning the "Certification of Sponsor and Principal(s) Concerning Partial Digital Copies". The "Certification of Sponsor and Principal(s) Concerning Partial Digital Copies" is not required for such Plans.

the Amended and Restated Offering Plan. In such instances, the Digital Copy of the Offering Plan and/or any available Amendments must be saved to the same CD-ROM, DVD, USB flash drive, or external hard drive as the Amended and Restated Offering Plan, but in a separate digital folder entitled “Previously Filed Documents.” Again, the Department of Law requires that the Digital Copies of the Offering Plan and each individual previously filed Amendment each be saved as a separate digital file. For example, if the sponsor or holder of unsold shares has access to the Offering Plan and its first two Amendments, three digital files must be submitted: (1) Offering Plan; (2) First Amendment; and (3) Second Amendment. These files must be named in accordance with the below naming conventions.

If the only unavailable previously filed Amendments are Price Change Only Amendments, the sponsor or holder of unsold shares need not submit an Amended and Restated Offering Plan to the Department of Law. In such instances, the attorney transmittal letter must: (1) state that the submission contains missing Price Change Only Amendments, and (2) identify the specific Price Change Only Amendments that are missing (*e.g.*, Amendments 3, 6, and 22). A Digital Copy of the Offering Plan and all substantive Amendments must still be included with the Amendment submission, saved and named pursuant to the above requirements.¹³

Initial Submission of an Amended and Restated Offering Plan

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

- Amended and Restated Offering Plan
 - Offering Plan Number [space] Offering Plan Name [space] Amended and Restated Offering Plan [space] Initial Submission
 - For example: *CD16-0001 ABC Condominium Amended and Restated Offering Plan Initial Submission*
- Backup Documents
 - Offering Plan Number [space] Offering Plan Name [space] Amended and Restated Offering Plan [space] Backup Documents [space] [Description of Backup Document] [space] Initial Submission
 - For example: *CD16-0001 ABC Condominium Amended and Restated Offering Plan Backup Document Attorney Transmittal Letter Initial Submission*
- Previously Filed Documents (if applicable)
 - For the Offering Plan: Offering Plan Number [space] Offering Plan Name [space] Offering Plan [space] (if applicable)¹⁴
 - For example:
 - *CD16-0001 ABC Condominium Offering Plan*
 - For the previously filed Amendments: Offering Plan Number [space] Offering Plan Name [space] Amendment Number(s) (if applicable)
 - For example:
 - *CD16-0001 ABC Condominium Amendment 1*

¹³ The Department of Law encourages sponsors and holders of unsold shares to attempt to obtain any missing Price Change Only Amendments through a FOIL request to the Department of Law and/or through any other document repository systems.

¹⁴ Again, the Department of Law requires that the Digital Copies of the Offering Plan and each individual previously filed Amendment each be saved as a separate digital file. For example, if an Offering Plan has two previously filed Amendments, three digital files would be submitted: (1) Offering Plan; (2) First Amendment; and (3) Second Amendment.

- *CD16-0001 ABC Condominium Amendment 2*

When submitting Digital Copies of Amended and Restated Offering Plans, sponsors or holders of unsold shares must use the original Offering Plan's designated Offering Plan number listed in the Department of Law's database. The Department of Law will not issue new Offering Plan numbers for Amended and Restated Plans.

When *initially* submitting an Amended and Restated Offering Plan to the Department of Law, the sponsor must also include 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. *Because the Certification encompasses future revisions to the Offering Plan, no further certification is required upon the submission of Revisions or final versions of the Amended and Restated Offering Plan.* The Department of Law reserves the right to reject initial Amended and Restated Offering Plan submissions that do not include this Certification.

In circumstances wherein the sponsor or holder of unsold shares submits an Amended and Restated Offering Plan because the original Offering Plan and/or previously filed Amendments are unavailable, the Amended and Restated Offering Plan must also include a Digital Copy of the "Certification of Sponsor and Principal(s) Concerning Partial Digital Copies" at its *initial* submission. This Certification must state that although sponsor or holder of unsold shares has done its due diligence, the Offering Plan and previously filed Amendments are unavailable through the Department of Law, online repositories, and other such resources. Attached to this guidance document as Exhibit C is a sample Certification. The "Certification of Sponsor and Principal(s) Concerning Partial Digital Copies" is not required for Amended and Restated Offering Plans submitted for purposes other than when the Plan and previously filed Amendments are unavailable.

For both the "Certification of Sponsor and Principal(s) Concerning Digital Copies" and the "Certification of Sponsor and Principal(s) Concerning Partial Digital Copies," only the sponsor and one principal of the sponsor must sign; the signatures of all the principals of the sponsor are not required (but are encouraged). Additionally, the sponsor must submit the Certifications as a Digital Copy. The Department of Law does not require a Paper Copy of the Certifications; however, it reserves the right to request a Paper Copy.

Submissions of Revisions to the Amended and Restated Plan

The Digital Copy of any Revisions to the Amended and Restated Plan prior to its acceptance for filing must be saved as individual .pdf documents using the following naming conventions:

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

Any Revisions to the Amended and Restated Offering Plan and/or Backup Documents must be sent to the review attorney/paralegal/architect/engineer as separate digital files (*i.e.*, as individual .pdf documents).

Please note that an attorney transmittal letter must be submitted each time a new version of the Amended and Restated Offering Plan is submitted to the Department of Law, including when submitting Revisions to the Amended and Restated Offering Plan. However, the new attorney transmittal letter and the Revisions can be emailed to the review attorney/paralegal/architect/engineer assigned to the Amended and Restated Offering Plan, rather than submitted on a CD-ROM, DVD, USB flash drive, or external hard drive. However, the Department of Law reserves the right to request these documents on a CD-ROM, DVD, USB flash drive, or external hard drive. Additionally, if the Revisions comprise more than twenty-five pages, the review attorney/paralegal/architect/engineer assigned to the Amended and Restated Offering Plan shall have the right to require sponsor to submit the Revisions as a Paper Copy.

Final Submission of the Amended and Restated Offering Plan

The final submission of the Digital Copy of the Amended and Restated Offering 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:

- Plan Number [space] Plan Name [space] Amended and Restated Offering Plan [space] Final
 - For example: *CD16-0001 ABC Condominium Amended and Restated Offering Plan Final*
- Plan Number [space] Plan Name [space] Amended and Restated Offering Plan [space] Backup Documents [space] [Description of Backup Document] [space] Final
 - For example: *CD16-0001 ABC Condominium Amended and Restated Offering Plan Backup Document Attorney Transmittal Letter Final*

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

Submission of Amendments to Amended and Restated Offering Plans

After the Department of Law accepts for filing the Amended and Restated Offering Plan, sponsors and holders of unsold shares may submit subsequent Amendments to the Amended and Restated Offering Plan. In addition, sponsors or holders of unsold shares may submit Amendments to Amended and Restated Offering Plans that the Department of Law accepted for filing prior to February 1, 2016. Both categories of Amendments must be submitted in the manner described below.

All Amendments to Amended and Restated Offering Plans must use the designated Offering Plan number listed in the Department of Law’s database and include “Amended and Restated” in the file name. The saving and naming conventions for such Amendments must otherwise adhere to all of the aforementioned saving and naming conventions for Amendments.

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

- Amendment

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

Please note that the first Amendment to the Amended and Restated Offering Plan should be entitled “Amendment 1”. Sponsors and holders of unsold shares should *not* number the Amendment following the sequence of the originally filed Offering Plan. For example, if the originally filed Offering Plan had 10 Amendments prior to being Amended and Restated, the first Amendment submitted to the Department of Law subsequent to the filed Amended and Restated Plan should be named “Amendment 1”, versus “Amendment 11”. However, the Amendment and the attorney transmittal letter should clearly state the Amendment number to both the Amended and Restated Offering Plan and the originally filed Offering Plan. To illustrate, in the above example, the Amendment and attorney transmittal letter would read, “Amendment 1 to the Amended and Restated Offering Plan and Amendment 11 to the originally filed Offering Plan.”

If the Department of Law filed the Amended and Restated Offering Plan prior to February 1, 2016, the first Amendment to the Amended and Restated Offering Plan submitted to the Department of Law after February 1, 2016 must include a digital copy of: (1) the Amended and Restated Offering Plan, (2) all previously filed Amendments to the Amended and Restated Offering Plan, and (3) any other available previously filed documents (*i.e.*, the originally filed Offering Plan and any Amendments thereto). In such instances, the Digital Copy of the Plan and all previously filed Amendments must be saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a separate folder entitled “Amended and Restated Offering Plan and All Previously Filed Documents”. The Department of Law requires that the Digital Copies of the Offering Plan and each individual previously filed Amendment each be saved as a separate digital file. For example, if an Amended and Restated Offering Plan has two previously filed Amendments and the sponsor has access to the originally filed Offering Plan, four digital files would be submitted: (1) Amended and Restated Offering Plan; (2) First Amendment; (3) Second Amendment; and (4) Originally Filed Offering Plan. These files must be named in accordance with the aforescribed naming conventions.

If the Department of Law accepted for filing the Amended and Restated Offering Plan subsequent to February 1, 2016, the first Amendment to the Amended and Restated Offering Plan need not include a Digital Copy of all available previously filed documents because the Department of Law will have already received these documents with the submission of the Amended and Restated Offering Plan. However, the attorney transmittal letter must state the date on which the Amended and Restated Offering Plan was accepted for filing by the Department of Law.

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

Offering Plans

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

(1) Offering Plan

- One Paper Copy and one Digital Copy of the Offering 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 Offering Plan must be submitted *simultaneously* with the Paper Copy of the Offering Plan

(2) Exhibits to the Offering Plan

- One Paper Copy and one Digital Copy of all Exhibits to the Offering Plan
 - The Digital Copy of the Exhibits must be named in accordance with the aforescribed Offering 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-1¹⁵ 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 attorney transmittal letter must be named in accordance with the aforescribed Offering Plan naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a digital folder entitled “Backup Documents”
 - Please note that an attorney transmittal letter must be submitted each time a new version of the Offering Plan is submitted to the Department of Law, including when submitting Revisions to the Offering Plan.
 - Submitting attorneys are *strongly encouraged* to include their email address in the attorney transmittal letter
- 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.¹⁶
 - The Digital Copy must be named in accordance with the aforescribed Offering 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 Law §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 Offering 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 of proof of submitting attorney’s active registration status with the New York State Courts

¹⁵ 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.

¹⁶ In most cases, the Digital Copy of the check will be a scanned copy of the executed physical check.

- Please note that the inclusion of this document is optional (but strongly encouraged)
 - If this document is included with the submission, the Department of Law does not require a Digital Copy. The Department of Law will, however, accept Digital Copies in addition to Paper Copies
- 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 Offering Plan 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.
 - Please 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 Offering 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 Offering 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 or holders of unsold shares 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* with the Paper Copy of the Amendment

(2) Backup Documents to the Amendment

- One Paper Copy and one Digital Copy of the attorney 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”
 - Please 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 Revisions to the Amendment

- Submitting attorneys are *strongly encouraged* to include their email address in the attorney transmittal letter
- 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.¹⁷
 - 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 Copy and one Digital copy of the Notice of Appearance pursuant to Executive Law § 166, signed by the individual attorney who prepared the Amendment
 - The Digital Copy of the Notice of Appearance 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 Copy of proof of submitting attorney’s active registration status with the New York State Courts
 - Please note that the inclusion of this document is optional (but strongly encouraged)
 - If this document is included with the submission, the Department of Law does not require a Digital Copy. The Department of Law will, however, accept Digital Copies in addition to Paper Copies
- If this document is included with the submission, the Department of Law does not require a Digital Copy. The Department of Law will, however, accept Digital Copies in addition to Paper Copies 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 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 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 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 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 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
 - Please 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 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”

(3) Offering Plan and all Previously Filed Amendments¹⁸

¹⁷ In most cases, the Digital Copy of the check will be a scanned copy of the executed physical check.

¹⁸ The Department of Law will accept a Price Change Only Amendment for filing without the requisite Digital Copy of the Offering Plan and previously filed Amendments until May 1, 2016. However, if after May 1, 2016 the first Amendment submitted since February 1, 2016 is a

- One Digital Copy of the Offering Plan and all previously filed Amendments, if any
 - The Digital Copy of the Offering Plan and all previously filed Amendments 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 “Offering Plan and All Previously Filed Amendments”
 - The Department of Law requires that the Digital Copies of the Plan and each individual previously filed Amendment each be saved as a separate digital file. For example, if an Offering Plan has two Amendments, three digital files will be submitted:
 - (1) Offering Plan;
 - (2) First Amendment; and
 - (3) Second Amendment
 - Please note that a Paper Copy of the Offering Plan and all previously filed Amendments is not required
 - Please also note that if submitting an Amendment to an Amended and Restated Offering Plan that was accepted for filing before February 1, 2016, this folder should be entitled “Amended and Restated Offering Plan and Previously Filed Documents”¹⁹
 - Further note that if sponsor already submitted to the Department of Law a Digital Copy of the Offering Plan and all previously filed Amendments, it will not be required to do so in subsequent Amendment submissions. In the attorney transmittal letter, sponsor’s attorney must indicate the date the Digital Copy of the Offering Plan and all previously filed Amendments were submitted to Department of Law

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.

Amended and Restated Offering Plans

Sponsors or holders of unsold shares must include all of the following when submitting Amended and Restated Offering Plans to the Department of Law:

(1) Amended and Restated Offering Plan

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

(2) Backup Documents to the Amended and Restated Offering Plan

Price Change Only Amendment, then the sponsor or holder of unsold shares must include a Digital Copy of the Offering Plan and all Previously Filed Amendments with the submission (unless such documents have already been submitted to the Department of Law).

¹⁹ In such instances, the folder must include a digital copy of: (1) the Amended and Restated Offering Plan, (2) all previously filed Amendments to the Amended and Restated Offering Plan, and (3) any other available previously filed documents (*i.e.*, the originally filed Offering Plan and any Amendments thereto).

- One Paper Copy and one Digital Copy of the transmittal letter signed by the individual attorney who prepared the Amended and Restated Offering Plan;²⁰
 - The Digital Copy of the attorney transmittal letter must be named in accordance with the aforescribed Amended and Restated Offering Plan naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a digital folder entitled “Backup Documents”
 - Please note that an attorney transmittal letter must be submitted each time a new version of the Amended and Restated Offering Plan is submitted to the Department of Law, including when submitting Redlined Revisions to the Amended and Restated Plan
 - Submitting attorneys are *strongly encouraged* to include their email address in the attorney transmittal letter
- 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.²¹ The Digital Copy must be named in accordance with the aforescribed Amended and Restated Offering 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 Law § 166, signed by the individual attorney who prepared the Amended and Restated Offering Plan
 - The Digital Copy of the Notice of Appearance must be named in accordance with the aforescribed Amended and Restated Offering 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 of proof of submitting attorney’s active registration status with the New York State Courts
 - Please note that the inclusion of this document is optional (but strongly encouraged)
 - If this document is included with the submission, the Department of Law does not require a Digital Copy. The Department of Law will, however, accept Digital Copies in addition to Paper Copies
- 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 aforescribed Amended and Restated Offering 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 Amended and Restated Offering Plan naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a digital folder entitled “Backup Documents”

²⁰ For more information on the specific contents of the attorney transmittal letter for Amended and Restated Plans, please refer to the Department of Law’s guidance document entitled “*Submitting Amended and Restated Offering Plans when the Offering Plan and all Previously Filed Amendments are Unavailable.*”

²¹ 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.
- Please note that only one principal of the sponsor must sign this Certification; the signatures of all the principals of the sponsor are not required (but are encouraged)
- One Digital Copy of the “Certification of Sponsor and Principal(s) Concerning Partial Digital Copies” (See Exhibit C)
 - The Digital Copy of the Certification must also be named in accordance with the aforescribed Amended and Restated Offering Plan 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
 - Please note that only one principal of the sponsor must sign this Certification; the signatures of all the principals of the sponsor are not required (but are encouraged)
 - Please also note that this Certification is not required for Amended and Restated Offering Plans submitted for purposes other than when the Plan and previously filed Amendments are unavailable

(3) Previously Filed Documents

- One Digital Copy of the Plan and all Previously Filed Amendments (if available).
 - The Digital Copy of the Offering Plan and all previously filed Amendments must be named in accordance with the aforescribed Amended and Restated Offering Plan naming conventions and saved to the CD-ROM, DVD, USB flash drive, or external hard drive in a digital folder entitled “Previously Filed Documents”
 - The Department of Law requires that the Digital Copies of the Plan and each individual previously filed Amendment be saved as a separate digital files. For example, if the sponsor has access to the originally filed Offering Plan and its first two Amendments, three digital files will be submitted:
 - (1) Offering Plan;
 - (2) First Amendment; and
 - (3) Second Amendment.
 - Please note that a Paper Copy of the previously filed documents is not required
 - Please also note that if the sponsor or holder of unsold shares cannot obtain any previously filed documents through a FOIL request or other means, this folder does not need to be included. However, the attorney transmittal letter must indicate which documents are unavailable. For further information, please refer to the Department of Law’s guidance document entitled “*Submitting Amended and Restated Offering Plans when the Offering Plan and all Previously Filed Amendments Are Unavailable*”

The Department of Law reserves the right to reject for submission Amended and Restated Offering 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.

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 principal(s) of the Sponsor of the Offering Plan for the [*insert Property name, complete address, and Department of Law file number*] (“Offering 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 [*insert applicable 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 jointly and severally certify that the Digital Copy of the Offering Plan [*and/or Amendment(s)*] submitted by us is identical in content to the Paper Copy of the Offering Plan [*and/or Amendment(s)*] submitted to the Department of Law. We also jointly and severally certify that any documents submitted hereinafter by us to the Department of Law that revise or supplement the Offering Plan [*and/or Amendment(s)*] will be identical in content to the Paper Copy of the Offering Plan [*and/or Amendment(s)*] submitted by us 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 Offering 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*]

EXHIBIT C

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

We are the Sponsor and principal(s) of the Sponsor of the Offering Plan for [*insert property name, complete address, and Department of Law file number*] (“Offering Plan”). The Department of Law accepted the Offering Plan for filing on [*insert date*]. The Offering Plan has been amended [*insert number of times amended*] times.

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 [*insert applicable Part*] of Title 13 of the New York Code of Rules and Regulations and such other laws and regulations as may be applicable.

We jointly and severally certify that we have attempted to obtain copies of the originally filed Offering Plan and/or all previously filed Amendments for [*insert property name*] through Freedom of Information Law Requests to the Department of Law, online document repositories, and any other such resources.

We jointly and severally certify that, despite our best efforts, we cannot obtain copies of the originally filed Offering Plan and/or all previously filed Amendments for [*insert property name*].

We jointly and severally certify that all previously filed documents available to us as of [*insert current date*] are included with the submission of the Amended and Restated Offering Plan for [*insert property name*].

This certification is made under penalty of perjury for the benefit of all persons to whom the offer under the Offering 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*]