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STATE OF NEW YORK

DEPARTMENT OF LAW

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REAL ESTATE FINANCE BUREAU

MEMORANDUM

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

**Originally Issued: December 9, 2015  
Updated: October 15, 2019  
Effective: October 15, 2019<sup>1</sup>**

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The New York State Department of Law publishes this memorandum as a guidance document pursuant to New York State Administrative Procedure Act § 102(14) and Parts 18.1(c)(7), 20.1(c)(8), 21.1(k), 22.1(c)(6), 23.1(c)(7), 24.1(c)(12), and/or 25.1(c)(6) of Title 13 of the Official Compilation of Codes, Rules, and Regulations of the State of New York (“13 N.Y.C.R.R.”).

**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 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

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<sup>1</sup> This guidance document supersedes and replaces all previous versions of this guidance document, including the most recently updated version effective February 4, 2016. All provisions of this guidance document are effective as of the October 15, 2019 effective date of this guidance document. Please note, however, that Certified Public Copies (“CPCs”) are not required to be submitted with an offering plan or amendment until November 15, 2019. Therefore, the provisions of this guidance document detailing the submission requirements for CPCs do not apply until November 15, 2019.

details the Department of Law's updated submission procedures to aid sponsors in their compliance with the new regulatory requirements.

The version of this guidance document published on February 4, 2016 was updated on **October 15, 2019** to reflect the Department of Law's requirement that sponsors include a Certified Public Copy ("CPC") with all new offering plan and amendment submissions, as further detailed herein and described more in depth in the Department of Law's guidance document entitled "*Standards for Submission of Certified Public Copies of Offering Plans and Amendments.*" Notwithstanding the foregoing, the Department of Law will not require the submission of CPCs until November 15, 2019.

## **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 ("RS-2"), form CD-11 ("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 rolls. Please note that the required Backup Documents differ slightly for Offering Plans and Amendments.

**"Certified Public Copy"** or "CPC" means a digital copy of the Offering Plan or Amendment that is identical in content to the Digital Copy except that all personal private information is redacted by sponsor using black-fill color and removed, as specified in the Department of Law's guidance document entitled "*Standards for Submission of Certified Public Copies of Offering Plans and Amendments,*" dated October 15, 2019 and available at the following web address:

[https://ag.ny.gov/sites/default/files/standards\\_for\\_submission\\_of\\_certified\\_public\\_copies\\_of\\_offering\\_plans\\_and\\_amendments\\_10-15-2019.pdf](https://ag.ny.gov/sites/default/files/standards_for_submission_of_certified_public_copies_of_offering_plans_and_amendments_10-15-2019.pdf)

**"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.

“Sponsor” means sponsor, successor sponsor, or holder of unsold shares wherever that term is used in this document.

## **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, 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.”<sup>2</sup>

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<sup>2</sup> 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.

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 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.

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.<sup>3</sup> 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 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.<sup>4</sup> Once the Department of Law accepts for filing the Amended and Restated Offering Plan, sponsors may submit subsequent Amendments to the Amended and Restated Offering 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 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.

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<sup>3</sup> 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 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).

<sup>4</sup> If the only missing Amendments are Price Change Only Amendments, the sponsor 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 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.

### 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 to Title 13

The revised regulations make no other material changes to Title 13 and/or current Department of Law practices.

Please 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 should follow the submission procedures outlined in the Cooperative Policy Statements.

### CPC Requirement Effective November 15, 2019

Additional changes were made to this guidance document on October 15, 2019 to incorporate the digital CPC requirements set forth in the Department of Law's guidance document entitled "*Standards for Submission of Certified Public Copies of Offering Plans and Amendments*." As further detailed therein, CPCs will be posted to the Department of Law's online Real Estate Finance Database ("REF Database") to facilitate public access to these documents. With respect to documents filed before November 15, 2019, the Agency's FOIL procedures will remain largely the same as at present. In particular, to obtain the majority of documents filed with the Department of Law before November 15, 2019, the public must still make a formal FOIL request and any personal private information in the requested documents will be redacted by the Department of Law before the public can view the documents.

### 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.<sup>5</sup> 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. Further, the new CPC requirements described herein and in the Department of Law's guidance document entitled "*Standards for Submission of Certified Public Copies of Offering Plans and Amendments*" are effective on November 15, 2019.

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<sup>5</sup> 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 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).

## **FORMAT OF DIGITAL COPIES AND CPCS**

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 that 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.

CPCs should be submitted in the same format as Digital Copies, except that only *unredacted* text in the document should be searchable by keyword. Sponsors must ensure that personal private information is redacted properly so that the redacted information is not searchable. Moreover, redacted content must be blacked out and removed so that personal private information is neither visible nor readable or recoverable through image processing or analysis. Please refer to the Department of Law’s guidance document entitled “*Standards for Submission of Certified Public Copies of Offering Plans and Amendments*” for further information.

## **MEDIUM FOR SUBMITTING DIGITAL COPIES AND CPCS**

### **Initial Submission and Final Submission**

All Digital Copies (along with a CPC of the Offering Plan or Amendment) must be submitted to the Department of Law on one CD-ROM, DVD, USB flash drive, or external hard drive.<sup>6</sup> 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.

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<sup>6</sup> The CPC of the Offering Plan or Amendment should be submitted on the same CD-ROM, DVD, USB flash drive, or external hard drive as the Digital Copies, but in a separate folder as further described herein.

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, as well as a CPC. Please note, however, that a paper copy of the CPC is never required nor encouraged. Please refer to the Department of Law's guidance document entitled "*Standards for Submission of Certified Public Copies of Offering Plans and Amendments*" for more information.

All CD-ROMs, DVDs, USB flash drives, or external hard drives containing Digital Copies of the Offering Plan or Amendment 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 attached to this guidance document 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.<sup>7</sup> 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 four separate folders entitled:

- (1) “Offering Plan”;
- (2) “Certified Public Copy”;
- (3) “Exhibits”; and
- (4) “Backup Documents”.

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

- (1) “M-10 Document” containing Exhibits D-1<sup>8</sup> 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.

*This folder structure applies to both the initial submission and the final submission of Offering Plans.*

### 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 Plan<sup>9</sup>
  - Offering Plan Name [space] Offering Plan [space] Initial
    - For example: *ABC Condominium Offering Plan Initial*
- Certified Public Copy
  - Offering Plan Name [space] Offering Plan [space] Initial [space] CPC
    - For example: *ABC Condominium Offering Plan Initial CPC*

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<sup>7</sup> To the extent that following these filename conventions results in unwieldy or overly lengthy filenames, the Department of Law highly encourages sponsors to use abbreviations to shorten portions of the filenames provided in this document, as long as the abbreviation is clear. For example, “Amendment” may be changed to “A”, “Backup Document” may be changed to “Backup Doc,” “Certification” may be changed to “Cert,” “Condominium” may be changed to “Condo”, “Cooperative” may be changed to “Coop”, and “Street” may be changed to “St”.

<sup>8</sup> 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.

<sup>9</sup> Part I and Part II of the Offering Plan must be included in one document.



- Exhibits<sup>10</sup>
  - M-10 Document
    - Offering Plan Name [space] Sponsor/Selling Agent [space] M-10 Document [space] Initial
      - For example: *ABC Condominium ABC Realty LLC M-10 Document Initial*
  - Exhibit A Documents
    - Offering Plan Name [space] Exhibit A-[1,2,3,4...] [space] [Description of Exhibit] [space] Initial
      - For example: *ABC Condominium Exhibit A-1 Certification by Sponsor and Principals of Sponsor Initial*
  - Exhibit B Documents
    - Offering Plan Name [space] Exhibit B-[1,2,3,4...] [space] [Description of Exhibit] [space] Initial
      - For example: *ABC Condominium Exhibit B-1 Title Company Report Initial*
  - Exhibit C Documents
    - Offering Plan Name [space] Exhibit C-[1,2,3,4...] [space] [Description of Exhibit] [space] Initial
      - For example: *ABC Condominium Exhibit C-1 Description of the Property and Building Condition Initial*
  - Exhibit D Documents
    - Offering Plan Name [space] Exhibit D-[1,2,3,4...] [space] [Description of Exhibit] Initial
      - For example: *ABC Condominium Exhibit D-4 Sponsor's Affidavit of Net Worth Initial*
- Backup Documents
  - Offering Plan Name [space] Backup Documents [space] [Description of Backup Document] [space] Initial
    - For example: *ABC Condominium Backup Document Attorney Transmittal Letter Initial*<sup>11</sup>

At the *initial* submission stage, the sponsor must also submit an updated RS-2, which, among other things, includes a sponsor certification stating that (1) the Digital Copy is identical to the included Paper Copy, and (2) the CPC has been redacted according to Department of Law standards requiring the redaction and removal of all personal private information and is identical in content to both the digital copy and paper copy submitted to the Department of Law, except with respect to any redactions made in the CPC. Attached to this guidance document as **Exhibit B** is the updated RS-2, which is effective on November 15, 2019.<sup>12</sup> Only the sponsor and one principal of the sponsor must sign the RS-2 containing the certification; the signatures of all the principals of the sponsor are not required (but are encouraged). The sponsor must submit the RS-2 containing the certification as both a Paper Copy and a Digital Copy. The Department of Law reserves the right to reject initial Offering Plan submissions that do not include the RS-2 containing the certification. *Because the certification included in the RS-2 encompasses future*

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<sup>10</sup> 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”.

<sup>11</sup> As indicated above (*see supra* note 7), to the extent that following these filename conventions results in unwieldy or overly lengthy filenames, the Department of Law highly encourages sponsors to use abbreviations in the filename, provided the abbreviation is clear. For example, the in-text example could be submitted as “ABC Condo Backup Doc Attorney Transmittal Letter Initial”.

<sup>12</sup> The Department of Law reserves the right to make changes to the RS-2 in the future without updating this guidance document. Accordingly, after November 15, 2019, sponsors should use the version of the RS-2 posted on the REF website.

revisions to the Offering Plan, no further RS-2 submission or certification regarding the CPC is required upon the submission of Redlined Revisions or the final version of the Offering Plan, or upon the submission of the CPC for the final Offering Plan.<sup>13</sup>

### 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:

- 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/C/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.

Please note that CPCs are not required for Redlined Revisions of Offering Plans. Rather, only the initial submission and final submission of Offering Plans require CPCs.

### 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*

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<sup>13</sup> Please note that CPCs are not required for Redlined Revisions of Offering Plans. After November 15, 2019, only the initial submission and the final submission of Offering Plans require CPCs.

- Certified Public Copy
  - Offering Plan Number [space] Offering Plan Name [space] Offering Plan [space] Final [space] CPC
    - For example: *CD19-0001 ABC Condominium Offering Plan Final CPC*
- Exhibits
  - M-10 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, as well as a CPC. 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, as well as a CPC. Please note that a paper copy of a CPC is never required nor encouraged. Please refer to the Department of Law's guidance document entitled "*Standards for Submission of Certified Public Copies of Offering Plans and Amendments*" for more information.

## SAVING AND NAMING CONVENTIONS FOR DIGITAL COPIES OF AMENDMENTS

Digital Copies of Amendments must be submitted to the Department of Law using the following saving and naming conventions.<sup>14</sup> The Department of Law reserves the right to reject Digital Copies that are not submitted in the prescribed format.

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

- (1) “Amendment”;
- (2) “Certified Public Copy”; and
- (3) “Backup Documents”.

*This folder structure applies to both the initial submission and the final submission of Amendments.*

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 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 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).

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<sup>14</sup> To the extent that following these filename conventions results in unwieldy or overly lengthy filenames, the Department of Law highly encourages sponsors to use abbreviations to shorten portions of the filenames provided in this document, as long as the abbreviation is clear. For example, “Amendment” may be changed to “A”, “Backup Document” may be changed to “Backup Doc,” “Certification” may be changed to “Cert,” “Condominium” may be changed to “Condo”, “Cooperative” may be changed to “Coop”, and “Street” may be changed to “St”.

## 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*
- Certified Public Copy
  - Offering Plan Number [space] Offering Plan Name [space] Amendment Number [space] CPC
    - For example: *CD19-0001 ABC Condominium Amendment 1 CPC*
- 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*<sup>15</sup>
- Offering Plan and All Previously Filed Amendments (if applicable)
  - For the Offering Plan: Offering Plan Number [space] Offering Plan Name [space] Offering Plan [space]<sup>16</sup>
    - 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, the sponsor must also submit an updated RS-2, which, among other things, includes a sponsor certification stating that (1) the Digital Copy is identical to the included Paper Copy, and (2) the CPC has been redacted according to Department of Law standards requiring the redaction and removal of all personal private information and is identical in content to both the digital copy and paper copy submitted to the Department of Law, except with respect to any redactions made in the CPC. Attached to this guidance document as **Exhibit B** is the updated RS-2, which is effective on November 15, 2019. Only the sponsor and one principal of the sponsor must sign the RS-2 containing the certification; the signatures of all the principals of the sponsor are not required (but are encouraged). The sponsor must submit the RS-2 containing the certification as both a Paper Copy and a Digital Copy. The Department of Law reserves the right to reject initial Amendment submissions that do not include the RS-2 containing the certification. *Because the certification included in the RS-2 encompasses future revisions to the Amendment, no further RS-2 submission or certification regarding the CPC is required upon the*

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<sup>15</sup> As indicated above (*see supra* note 14), to the extent that following these filename conventions results in unwieldy or overly lengthy filenames, the Department of Law highly encourages sponsors to use abbreviations in the filename, provided the abbreviation is clear. For example, the in-text example could be submitted as “*CD16-0001 ABC Condo A1 Backup Doc Attorney Transmittal Letter*”.

<sup>16</sup> 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.

*submission of Redlined Revisions or the final version of the Amendment, or upon the submission of the CPC for the final Amendment.*<sup>17</sup>

### 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.

Please note that CPCs are not required for Redlined Revisions of Amendments. Rather, only the initial submission and the final submission of Amendments require CPCs.

### 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*

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<sup>17</sup> Please note that CPCs are not required for Redlined Revisions of Amendments. After November 15, 2019, only the initial submission and the final submission of Amendments require CPCs.

- Certified Public Copy
  - Offering Plan Number [space] Offering Plan Name [space] Amendment Number [space] Final [space] CPC
    - For example: *CD19-0001 ABC Condominium Amendment 1 Final CPC*
- 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, as well as a CPC. The Department of Law reserves the right to reject final Amendment submissions that do not include both a Digital Copy and a Paper Copy, as well as a CPC. Please note, however, that a paper copy of a CPC is never required nor encouraged. Please refer to the Department of Law’s guidance document entitled “*Standards for Submission of Certified Public Copies of Offering Plans and Amendments*” for more information.

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 and CPC is not necessary. In such instances, the CPC that is posted to REF’s website will be the CPC that was included with the initial submission.

### **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.<sup>18</sup> However, if the only missing Amendments are Price Change Only Amendments, the sponsor need not submit an Amended and Restated Offering Plan to the Department of Law (see below for further information).<sup>19</sup>

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<sup>18</sup> 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 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).

<sup>19</sup> The Department of Law recognizes that there are other situations in which a sponsor 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 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 Offering Plans.

Digital Copies of Amended and Restated Offering Plans must be submitted to the Department of Law using the following saving and naming conventions.<sup>20</sup> The Department of Law reserves the right to reject Digital Copies that are not submitted in the prescribed format.

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 four separate folders entitled:

- (1) “Amended and Restated Offering Plan”;
- (2) “Certified Public Copy”;
- (3) “Backup Documents”; and
- (4) “Previously Filed Documents” (if applicable).

*This folder structure applies to both the initial submission and the final submission of Amended and Restated Offering Plans.*

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 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

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<sup>20</sup> To the extent that following these filename conventions results in unwieldy or overly lengthy filenames, the Department of Law highly encourages sponsors to use abbreviations to shorten portions of the filenames provided in this document, as long as the abbreviation is clear. For example, “Amendment” may be changed to “A”, “Amended and Restated Offering Plan” may be changed to “A&R Offering Plan,” “Backup Document” may be changed to “Backup Doc,” “Certification” may be changed to “Cert,” “Condominium” may be changed to “Condo”, “Cooperative” may be changed to “Coop”, and “Street” may be changed to “St”.



Amendments must still be included with the Amendment submission, saved and named pursuant to the above requirements.<sup>21</sup>

### 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
    - For example: *CD16-0001 ABC Condominium Amended and Restated Offering Plan Initial*
- Certified Public Copy
  - Offering Plan Number [space] Offering Plan Name [space] Amended and Restated Offering Plan [space] Initial [space] CPC
    - For example: *CD19-0001 ABC Condominium Amended and Restated Offering Plan Initial CPC*
- 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
    - For example: *CD16-0001 ABC Condominium Amended and Restated Offering Plan Backup Document Attorney Transmittal Letter Initial<sup>22</sup>*
- Previously Filed Documents (if applicable)
  - For the Offering Plan: Offering Plan Number [space] Offering Plan Name [space] Offering Plan [space] (if applicable)<sup>23</sup>
    - 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*

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

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<sup>21</sup> The Department of Law encourages sponsors 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.

<sup>22</sup> As indicated above (*see supra* note 20), to the extent that following these filename conventions results in unwieldy or overly lengthy filenames, the Department of Law highly encourages sponsors to use abbreviations in the filename, provided the abbreviation is clear. For example, the in-text example could be submitted as "*CD16-0001 ABC Condo A&R Offering Plan Backup Doc Attorney Transmittal Letter Initial*".

<sup>23</sup> 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.

When *initially* submitting an Amended and Restated Offering Plan to the Department of Law, the sponsor must also submit an updated RS-2, which includes, among other things, a sponsor certification stating that (1) the Digital Copy is identical to the included Paper Copy, and (2) the CPC has been redacted according to Department of Law standards requiring the redaction and removal of all personal private information and is identical in content to both the digital copy and paper copy submitted to the Department of Law, except with respect to any redactions made in the CPC. Attached to this guidance document as **Exhibit B** is the updated RS-2, which is effective on November 15, 2019.<sup>24</sup> Only the sponsor and one principal of the sponsor must sign the RS-2 containing the certification; the signatures of all the principals of the sponsor are not required (but are encouraged). The sponsor must submit the RS-2 containing the certification as both a Paper Copy and a Digital Copy. The Department of Law reserves the right to reject initial Amended and Restated Offering Plan submissions that do not include the RS-2 containing the certification. *Because the certification included in the RS-2 encompasses future revisions to the Amended and Restated Offering Plan, no further RS-2 submission or certification regarding the CPC is required upon the submission of Redlined Revisions or the final version of the Amended and Restated Offering Plan, or upon the submission of the CPC for the final Amended and Restated Offering Plan.*<sup>25</sup>

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 Offering Plan and previously filed Amendments are unavailable. 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). Additionally, 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.

### Submissions of Revisions to the Amended and Restated Offering Plan

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

- Offering 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*
- Offering 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*

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<sup>24</sup> The Department of Law reserves the right to make changes to the RS-2 in the future without updating this guidance document. Accordingly, after November 15, 2019, sponsors should use the version of the RS-2 posted on the REF website.

<sup>25</sup> Please note that CPCs are not required for Redlined Revisions of Amended and Restated Offering Plans. After November 15, 2019, only the initial submission and the final submission of Amended and Restated Offering Plans require CPCs.

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.

Please note that CPCs are not required for Redlined Revisions of Amendments. Rather, only the initial submission and final submission of Amendments require CPCs.

### 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:

- Offering 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*
- Offering Plan Number [space] Offering Plan Name [space] Amended and Restated Offering Plan [space] Final [space] CPC
  - For example: *CD19-0001 ABC Condominium Amended and Restated Offering Plan Final CPC*
- Offering 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, as well as a CPC. 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, as well as a CPC. Please note, however, that a paper copy of a CPC is never required nor encouraged. Please refer to the Department of Law’s guidance document entitled “*Standards for Submission of Certified Public Copies of Offering Plans and Amendments*” for more information.

### Submission of Amendments to Amended and Restated Offering Plans

After the Department of Law accepts for filing the Amended and Restated Offering Plan, sponsors may submit subsequent Amendments to the Amended and Restated Offering Plan. In addition, sponsors 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 REF 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 aforescribed 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*
- Certified Public Copy
  - Offering Plan Number [space] Offering Plan Name [space] Amended and Restated [space] Amendment Number [space] CPC
    - *For example: CD19-0001 ABC Condominium Amended and Restated Amendment 1 CPC*

Please note that the first Amendment to the Amended and Restated Offering Plan should be entitled “Amendment 1”. Sponsors 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 Offering 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) Certified Public Copy

- One CPC of the Offering Plan
  - The CPC of the Offering Plan 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 “Certified Public Copy”.

(3) 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 five separate subfolders entitled:
    - (1) “M-10 Document” containing Exhibits D-1<sup>26</sup> 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.

(4) 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”.

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<sup>26</sup> 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.

- 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.<sup>27</sup>
    - 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
  - 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 including the certification concerning digital copies and the CPC (*See **Exhibit B***)
  - The Digital Copy of the RS-2 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 must submit both a Paper Copy and a Digital Copy of the RS-2.<sup>28</sup>
  - Please note that only the sponsor and one principal of the sponsor must sign the RS-2 containing 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 must include all of the following when submitting Amendments to the Department of Law:

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<sup>27</sup> In most cases, the Digital Copy of the check will be a scanned copy of the executed physical check.

<sup>28</sup> The DOL previously required only a Digital Copy of the “Certification of Sponsor and Principal(s) Concerning Digital Copies” certification. Now that this certification has been incorporated into the RS-2, a Paper Copy is required.

(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 of the Amendment must be submitted *simultaneously* with the Paper Copy of the Amendment.

(2) Certified Public Copy

- One CPC of the Amendment
  - The CPC 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 “Certified Public Copy”.

(3) 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.<sup>29</sup>
    - 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.

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<sup>29</sup> In most cases, the Digital Copy of the check will be a scanned copy of the executed physical check.

- One Paper Copy and one Digital Copy of the RS-2 including the certification concerning digital copies and the CPC (See **Exhibit B**)
  - The Digital Copy of the RS-2 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 must submit both a Paper Copy and a Digital Copy of the RS-2.<sup>30</sup>
  - Please note that only the sponsor and one principal of the sponsor must sign the RS-2 containing 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 the CD-11, if applicable
  - The Digital Copy of the CD-11 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 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”.

(4) Offering Plan and All Previously Filed Amendments<sup>31</sup>

- 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 Offering 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 neither a Paper Copy nor a CPC of the Offering Plan and all previously filed Amendments is 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”.<sup>32</sup>
  - 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

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<sup>30</sup> The DOL previously required only a Digital Copy of the “Certification of Sponsor and Principal(s) Concerning Digital Copies” certification. Now that this certification has been incorporated into the RS-2, a Paper Copy is required.

<sup>31</sup> 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).

<sup>32</sup> 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).



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 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 Offering Plan 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 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) Certified Public Copy

- One CPC of the Amended and Restated Offering Plan
  - The CPC of the Amended and Restated Offering Plan 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 folder marked “Certified Public Copy”.

#### (3) Backup Documents to the Amended and Restated Offering Plan

- One Paper Copy and one Digital Copy of the transmittal letter signed by the individual attorney who prepared the Amended and Restated Offering Plan<sup>33</sup>
  - 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 Offering Plan.
  - Submitting attorneys are *strongly encouraged* to include their email address in the attorney transmittal letter.

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<sup>33</sup> For more information on the specific contents of the attorney transmittal letter for Amended and Restated Offering 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.*”

- 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.<sup>34</sup> 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 including the certification concerning digital copies and the CPC (*See **Exhibit B***)
  - The Digital Copy of the RS-2 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”.
  - Sponsors must submit both a Paper Copy and a Digital Copy of this Certification.
  - Please note that only the sponsor and one principal of the sponsor must sign the RS-2 containing the 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 the sponsor and 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.

(4) Previously Filed Documents

- One Digital Copy of the Offering Plan and All Previously Filed Amendments (if available).

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<sup>34</sup> In most cases, the Digital Copy of the check will be a scanned copy of the executed physical check.

- 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 neither a Paper Copy of the previously filed documents is 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.

### **FAILURE TO COMPLY WITH THE DEPARTMENT OF LAW’S DIGITAL SUBMISSION REQUIREMENTS**

The Department of Law reserves the right to reject for submission or filing offering plans and amendments that do not meet all standards detailed in this guidance document. Sponsors are advised that the Department of Law’s rejection of a submission may delay an offering plan or amendment’s processing or acceptance for filing. Additionally, the Department of Law will not be responsible if personal private information or inappropriate content is included in the CPC and, consequently, posted to the REF Database. Therefore, sponsors are encouraged to read this document and the Department of Law’s guidance document entitled “*Standards for Submission of Certified Public Copies of Offering Plans and Amendments*” carefully and ensure that all submissions comply with all requirements and standards described herein and therein.

The Attorney General has the authority under Article 23-A of the G.B.L. to investigate and strictly enforce violations of the statutes and regulations governing disclosure requirements. Nothing contained in this guidance document shall be construed to be a waiver of or a limitation on the Attorney General’s authority to take enforcement action pursuant to Article 23-A of the G.B.L. and other applicable provisions of law, except as expressly stated herein.

# **EXHIBIT A**

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

Container for Digital Copies of:

*[Insert name of Property]*

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Complete Address of Property:

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Department of Law File Number (if available):

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Offeror's Name and Address:

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Contents:

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

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# **EXHIBIT B**

**OFFERING PLAN / AMENDMENT FILING FORM**

(Cooperatives, Condominiums, Homeowners Associations, Senior Residential Communities, & Timeshares)

Name of Project: \_\_\_\_\_

Address of Project: \_\_\_\_\_

\_\_\_\_\_

File Number (if applicable): \_\_\_\_\_ Amendment Number (if applicable): \_\_\_\_\_

Sponsor/Successor Sponsor/Holder of Unsold Shares (underline one of the foregoing options and list entity name below):

\_\_\_\_\_

Current Address of Sponsor/Successor Sponsor/Holder of Unsold Shares:

\_\_\_\_\_

\_\_\_\_\_

Uwdo kwpj 'Cwqrney's Name: \_\_\_\_\_

Submitting Attorney's Law Firm: \_\_\_\_\_

Law Firm Address: \_\_\_\_\_

\_\_\_\_\_

**Check which are applicable (for offering plans and amendments):**

- |                                |                  |
|--------------------------------|------------------|
| Cooperative                    | Commercial Only  |
| Condominium                    | Conversion       |
| Homeowners Association         | New Construction |
| Senior Residential Communities | Rehab            |
| Timeshare                      | Vacant           |

**Complete the following section (for amendments only):**

Offering Plan Acceptance Date: \_\_\_\_\_

- A post-closing amendment has already been filed including all requirements of applicable regulations (e.g., 13 NYCRR § 18.5(f) for cooperatives and 13 NYCRR § 20.5(f) for condominiums).
- This offering plan has been declared effective. Date offering plan declared effective: \_\_\_\_\_
- This amendment contains architectural/engineering changes.<sup>1</sup>

**NOTE: In addition to completing all information on page 1 of this form, Sponsor must also sign the certification on page 2 of this form and have it notarized. This form and certification must be signed on behalf of the sponsor/successor sponsor/holder of unsold shares and by at least one of its principals. If the offering plan or amendment is being submitted on behalf of multiple sponsors/successor sponsors/holders of unsold shares, each sponsor/successor sponsor/holder of unsold shares must submit a separate RS-2 signed on behalf of the sponsor/successor sponsor/holder of unsold shares and by at least one of its principals.**

**\*\*\*SPONSOR MUST COMPLETE PAGE 2 OF THIS FORM.\*\*\***

<sup>1</sup> Failure to check this box when applicable could delay the review of this submission.

**CERTIFICATION OF SPONSOR/SUCCESSOR SPONSOR/HOLDER OF UNSOLD SHARES AND PRINCIPAL(S) CONCERNING DIGITAL COPIES AND CERTIFIED PUBLIC COPIES**

We are the Sponsor and Principal(s) of the Sponsor, Holder of Unsold Shares, or Successor Sponsor and Principal(s) of the Successor Sponsor [underline one] of the above-referenced offering plan (“Offering Plan”).

We have read the submission accompanying this form. We hereby jointly and severally certify that the submission accompanying this form complies with Article 23-A of the General Business Law and applicable regulations promulgated by the New York State Department of Law (“DOL”).

We further jointly and severally certify that the Digital Copy of this Offering Plan and/or Amendment(s) submitted by us is identical in content to the Paper Copy of this Offering Plan and/or Amendment(s) submitted to the DOL. We also jointly and severally certify that any digital documents submitted hereinafter by us to the DOL that revise or supplement this 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 DOL.

We further jointly and severally certify that the digital Certified Public Copy (“CPC”) of this Offering Plan or Amendment submitted by us herewith has been redacted according to DOL standards requiring the redaction and removal of all personal private information. We also jointly and severally certify that any CPC of this Offering Plan or Amendment submitted hereinafter by us to the DOL will be redacted according to DOL standards requiring the redaction and removal of all personal private information. We also jointly and severally certify that the CPC of the Offering Plan or Amendment submitted herewith—and any CPC of this Offering Plan or Amendment submitted hereinafter—except with respect to any redactions, is otherwise identical in content to both the Digital Copy and Paper Copy of this Offering Plan or Amendment submitted by us to the DOL.

We understand it is our responsibility to ensure compliance with the DOL’s requirements. The DOL will not be responsible if personal private information or inappropriate content is included in the CPC and, consequently, posted to the REF Database. Further, we understand that if the CPC is not redacted properly, we are responsible for redacting and submitting a revised copy to the DOL.

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/SUCCESSOR SPONSOR/HOLDER OF UNSOLD SHARES (underline one):**

\_\_\_\_\_  
Name of Sponsor/Successor Sponsor/Holder of Unsold Shares

\_\_\_\_\_  
Signature of Authorized Signatory

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name and Title of Authorized Signatory

**PRINCIPAL(S):**

\_\_\_\_\_  
Principal’s Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print 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/SUCCESSOR SPONSOR/HOLDER OF UNSOLD SHARES (underline one):**

\_\_\_\_\_  
Name of Sponsor/Successor Sponsor/Holder of Unsold Shares

\_\_\_\_\_  
Signature of Authorized Signatory

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name and Title of Authorized Signatory

**PRINCIPAL(S):**

\_\_\_\_\_  
Principal’s Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name of Principal

SWORN TO BEFORE ME

THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
NOTARY PUBLIC

[Affix stamp]