



Homes and Community Renewal

KATHY HOCHUL
Governor

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Commissioner/CEO

Statewide Asset Management Unit (SAMU) Legal Affairs Checklist

HTFC/HFA Project General Partner or Managing Member Interest Change

To: XXXXXXXXXXXXX

From: Asset Management Unit Rep. XXXXXXXXXXXXXXXXX

Date: XXXXXXXXXXXX

Re: PROJECT NAME (SHARS/HFA #)

CC: TEAM LEADER/SUPERVISOR

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1. Cover letter addressed to HTFC/HFA describing the change of partner/member. Include SHARS ID#/HFA #, project name and address, and name of the new general partner/managing member entity. Along with, name and contact information of borrower's counsel. Indicate any perceived deadlines and the reasons supporting them.
 2. Copies of all draft transfer documents, assignments, assumptions, contracts for sale, stock certificates as applicable to the transaction.
 3. Proposed general partner's or limited liability company member's organizational documents and related state and county filing receipts including a current certificate of good standing. Include organizational documents for all GP/managing members in submission. Include pre-closing and post-closing organizational charts in submission.
 4. Draft Amended and Restated Limited Partnership or Limited Liability Company Agreement or amendments thereto.
 5. Draft of a corporate resolution of the proposed general partner or managing member authorizing assumption of the HTFC/HFA loan and designating the individuals authorized to execute documents (if applicable). To be supplemented with an original at closing.
 6. Evidence of continued tax abatement/PILOT with proposed general partner or managing member, if applicable.
 7. Consent and Release for Nonpublic Personal Information ("NPI") forms attached are to be prepared all applicants and/or awardees, project development team members (including the project applicant, owner, management agent and housing consultant), and their principals and returned to SAMU. Forms may also be found at the following link: <https://hcr.ny.gov/asset-management#asset-management-unit-transactions>
 8. Provide HUD Form 2530 Previous Participation Certification. Include every project, in or outside of New York State, assisted or insured by HUD, USDA FmHA and/or State and local government housing finance agencies where the

controlling participant(s) have participated or are now participating. HUD Form 2530 can be found at the following link: <https://www.hud.gov/sites/dfiles/OCHCO/documents/2530.pdf>.

9. Any proposed changes to the management plan or management agreement must be submitted, reviewed and approved by SAMU, if applicable.
10. Copies of property, liability, automobile, worker's compensation/disability insurance ACORD certificates for acquiring entity. HTFC/DHCR to be named as additional insured and certificate holder.
11. Counsel's opinion letter regarding proper legal formation of new owner entity, its ability to legally enter into the transfer and execute documents of HTFC/HFA and absence of litigation or threat thereof.
12. Further documentation may be requested to fully evaluate the proposed transaction.

NOTE:

NYC projects only: HPD/HDC reliance letter and background check can be accepted in lieu of NPI forms if either city agency is also participating in the transaction.

All submissions are to be submitted electronically, named, and numbered to correspond to the above checklist item.

Partial submissions will not be accepted.

Once a COMPLETE packet is received the agency is likely to require 60 days to review, comment and prepare for closing on any transaction.

New York State Division of Housing and Community Renewal
Housing Trust Fund Corporation
Consent and Release for Nonpublic Personal Information

The attached "Nonpublic Personal Information ("NPI") consent forms are to be prepared by the principals of the proposed general partner/managing member and returned to the Asset Management Unit ("AMU") with the submission of all the checklist items. To authorize and permit the Division of Housing and Community Renewal ("DHCR"), Housing Trust Fund Corporation ("HTFC") and/or their agents or affiliates to request, review and/or share any and all certain non-public personal information received with respect to a Capital Project General Partner/Managing Member Interest Change or Capital Project Transfer/Sale Checklist request, a background search must be conducted as needed to determine eligibility of proposed owner for requested transaction.

Note:

NYC projects only: HPD/HDC reliance letter and background check can be accepted in lieu of NPI forms if either city agency is also participating in the transaction.

The transaction will be held in abeyance if these NPI forms are not submitted to AMU.

The attached NPI form(s) may be duplicated as necessary.

Project Name: _____

Project SHARS ID: _____

Consent and Release:

The undersigned is a principal of the Proposed Owner for the above-referenced project and hereby consents to, and authorizes, DHCR and HTFC (including its employees, partners, affiliates, agents and consultants), to request, review, and/or share any and all information received with respect to the Capital Project General Partner/Managing Member Interest Change or Capital Project Transfer/Sale Checklist request, whether provided by me or by third parties with whom I may or may not have a relationship, as needed to determine eligibility of proposed owner for approval of transaction.

I understand and acknowledge that any party disclosing information on behalf of DHCR/HTFC or to DHCR/HTFC on my behalf is not responsible for any negligent misrepresentation or omission, and I agree to hold DHCR/HTFC and its agents, partners, affiliates and consultants, harmless from and against all claims, actions, suits or other proceedings, and any and all losses, judgments, damages, expenses or other costs (including reasonable counsel fees and disbursements), arising from or in any way relating to any disclosure of my NPI.

By completing and signing this form, I acknowledge and agree to the above.

Name of Entity: _____

Federal Employer ID Number: _____

Business Address: _____

Business Phone: _____

(Street, City State, Zip Code)

Name of Principal: _____

Principal Social Security Number: _____

Address: _____

Phone: _____

(Street, City State, Zip Code)

Proposed Principal
Signature

Date

OMNIBUS CERTIFICATION

The attached Omnibus Certification is to be completed as follows:

1. Please insert the name of the project in the space below.
2. If the principal is a partnership, by all general partners, regardless of their percentage interest, and limited partners having a 25% or more interest in the partnership.
3. If the principal is a corporation, by the president, vice-president, secretary, treasurer and all other executive officers who are directly responsible to the Board of Directors or any equivalent governing body, as well as all directors and each stockholder who beneficially owns 25% or more of the corporation's stock.
4. Complete the attached Schedule of Real Estate Owned/Cash Flow Statement
5. If the principal is unable to certify to any one of the items contained in the Omnibus Certification please provide the following information on a separate sheet:

a. For each loan default, list:

- Project Name
- Project Address
- Number of units and total square footage
- Ownership role and interest in the project
- Type and source of financing and any subsidy
- All defaults, mortgage relief, or foreclosures of any loan secured by the project.

b. For each bankruptcy or insolvency proceeding, provide:

- Date of filing
- Location of case
- Type of case (e.g., Chapter 7, 11, 13)
- Disposition of case and date of disposition (attach copy of discharge)
- Evidence that debts not discharged in the proceeding have been paid
- Explanation of circumstances resulting in the filing of the petition

c. For each government proceeding, provide:

- Name of Agency or government department
- Date of proceeding
- Description of nature of proceeding
- Resolution of proceeding
- Attach a copy of any final decision or findings

d. For each hazardous violation provide:

- Name of government entity with jurisdiction for the violation
- Description of the violation
- Action taken to correct the violation
- Attach a copy of any final action taken by the responsible jurisdiction

On my behalf and on behalf of the parties listed herein (collectively referred to as the Applicant), I hereby certify that the following statements and information, including information contained in any attachments to this Omnibus Certification, are to the best of my knowledge based on due inquiry, true, accurate and complete. The information is submitted to the New York State Division of Housing and Community Renewal in order that the Applicant may be approved as the

ownership entity for _____ for which the Applicant has submitted an application for ownership.

Certification Questions:

For the period beginning ten (10) years prior to the date of this Omnibus Certification:

- Yes No The Applicant has not been a principal in a project in which a mortgage has ever been in default, assigned or foreclosed or for which relief by a lender has been granted.
- Yes No The Applicant has not experienced a default or non-compliance under any HUD Conventional Contract or Turnkey Contract of Sale, or on any loan made by the Urban Development Corporation or New York State HTFC, or any other federal, state or local loan or grant.
- Yes No There are no unresolved findings raised as a result of audits, management reviews or other investigations by federal, state or local government entities concerning the Applicant or projects in which the Applicant is a principal.
- Yes No The Applicant has not been convicted of, nor is the proposed principle presently the subject of a complaint or indictment charging any offense punishable by imprisonment for a term exceeding one year but not including any offense classified as a misdemeanor under the laws of a state and punishable by imprisonment of two years or less.
- Yes No The Applicant has not been suspended, disbarred or otherwise restricted by any department or agency of the federal government from doing business with such department or agency.
- Yes No The Applicant is not the subject of any bankruptcy or insolvency proceeding nor has the Applicant been a subject of a bankruptcy or insolvency proceeding for the time period covering this omnibus certification.
- Yes No There are no hazardous violations or immediately hazardous violations filed against the project for which the proposed principle has submitted a financing application for failure to comply with local building, housing maintenance and/or construction codes, the New York Multiple Dwelling Law, or the New York Multiple Residence Law.
- Yes No Neither the borrowing entity for the project for which the Applicant has submitted a ownership change request nor any party of said entity has a managerial position and/or ownership interest in excess of 25% in any other property in New York against which any hazardous violations or immediately hazardous violations for failure to comply with local building, housing maintenance and/or construction codes, the New York Multiple Dwelling Law, or the New York Multiple Residence Law. (If no, please explain)
- Yes No The project for which the Applicant has submitted a ownership change request is not located in a jurisdiction in which there is a court decision or court entered plan to address housing desegregation or remedy some other violation of law. [If the project is located in such a jurisdiction, provide the evidence for your conclusion that it is consistent with such court decision or court entered plan in an attachment to this omnibus certification].

*** If the answer to any question is YES, please provide a detailed explanation and supporting documentation to this attachment. Clearly label any explanation and supporting documentation with the name and title of whom the information pertains to.**

SCHEDULE OF REAL ESTATE OWNED/CASH FLOW STATEMENT

Property Name & Address	# Units	% Owner-ship	Type of Property	Acquisition Date/Cost	Name & Address of Lender	Loan #	Mat. Date	Mort. Bal.	Mkt. Value	Gross Operating Expenses	Net Operating Income	Total Debt Service	Net Cash Flow