

ATTORNEY EQUIPMENT LIEN ATTESTATION FORM

RE: RECORDATION AND PERFECTION OF THE CITY'S SECURITY INTEREST IN CITY-FUNDED EQUIPMENT
PURSUANT TO DDC'S FUNDING / SECURITY AGREEMENTS & ARTICLE 9 OF THE UNIFORM COMMERCIAL CODE ("UCC")

PROJECT / CLIENT INFORMATION:

FUNDING RECIPIENT: _____

FUNDING AGREEMENT DATED AS OF _____, 20__ / SECURITY AGREEMENT DATED AS OF _____, 20__

EQUIPMENT FUNDING AMOUNT: \$ _____

FORM INSTRUCTIONS:

This form requires the Funding Recipient's attorney to attest that the Funding Recipient has complied with the requirements set forth in DDC's Funding and Security Agreement in order to secure a perfected security interest for the City pursuant to Article 9 of the UCC with respect to the City-Funded Equipment and other Collateral covered by the Security Agreement.

- **The City's UCC-related requirements that apply to the completion of this form are specified in DDC's UCC Guidelines attached to this form.**
- (Note: Capitalized terms included in this form are defined in the City's Funding and Security Agreement.)

FUNDING RECIPIENT'S ATTORNEY INFORMATION:

ATTORNEY NAME: _____
First Name Last Name

Work as: In-house Counsel for the Funding Recipient Law Firm Representing Client

Law Firm or Company Name: _____

Contact Information: _____
Address City State Zip Code

Telephone Number Email Address

LIEN SEARCH REPORT:

- Attach Lien Search Report: Please **attach to this form a copy of the UCC, judgment and tax lien search conducted by a reputable title company or other established lien search company reasonably satisfactory to the City.** The lien search report should evidence that there are no liens on the City-Funded Equipment and other Collateral covered by the Security Agreement except liens in favor of the City and permitted HUD liens.
- This **lien search should specifically use the full legal name of the Funding Recipient** as delineated in the Funding Agreement.

ATTESTATION:

As the attorney that is representing the above-mentioned Funding Recipient with the compliance of the UCC condition precedent requirements to the City's disbursement of City Funding pursuant to Section 6.02 of DDC's Funding Agreement, I attest, in reliance on the accuracy of the UCC, tax and judgment lien search report by a reputable title company or other established lien search company performed under the Funding Recipient's complete and official corporate name as found on file with the New York State Department of State and the Funding Recipient's representations relating to its UCC liens, tax liens and judgments, that: **(Check all applicable.)**

Judgments and Tax Liens, as applicable:

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- The Funding Recipient has addressed and satisfied any and all pending judgments and tax liens, and has properly filed the necessary paperwork to remove any such Liens with the court and/or has submitted the requisite payment(s) to the appropriate Federal, State and/or City government offices.

UCC-3 Amendment Statement(s), as applicable:

- The Funding Recipient has properly filed with the appropriate office of the New York State Department of State ("NYSDOS") the necessary UCC amendment financing statement form(s) ("UCC-3") required to terminate of record any Liens on the City-Funded Equipment and other Collateral covered by the Security Agreement, except Liens in favor of the City and Permitted HUD Liens.
- The amendment statement(s) utilized the City's required provisions and template exhibit (as noted in DDC's UCC Guidelines), and will serve to carve-out the City's security interest in the City-Funded Equipment and ensure the perfection of the City's security interest.
- Moreover, any and all competing liens with the Dormitory Authority of the State of New York ("DASNY") have also been amended with UCC-3 amendment statements.
- **Attach a copy of each UCC-3 Amendment Statement(s) filed with the NYSDOS.**

Permitted HUD Lien Subordination Agreement(s), as applicable:

- The Funding Recipient has executed the template HUD and City approved subordination agreement with HUD and the HUD-insured lender(s) as listed in Schedule V of the Funding Agreement for the project (and as explained in DDC's UCC Guidelines.)
- The Funding Recipient has also ensured that the subordination agreement(s) has/have been properly filed as an UCC-3 amendment statement(s) against the competing HUD-related UCC lien(s) on file with the NYSDOS.
- **Attach a copy of each UCC-3 amendment statement(s) filed with the NYSDOS.**

Mandatory UCC-1 Financing Statement:

- Upon first clearing any and all competing Lien interests (as listed above on this form), the Funding Recipient has properly filed with the appropriate office of the NYSDOS a Financing Statement Form ("UCC-1") with respect to City-Funded Equipment covered by the Reimbursement Request and other Collateral covered by the Security Agreement. Pursuant to the requirements of the City's Funding and Security Agreements, this UCC-1 filing will serve to perfect the City's security interest in the City-Funded Equipment, as any and all competing Liens on file with the NYSDOS have either been satisfied, amended or subordinated as above-noted.
- The UCC-1 financing statement must:
 - use the City's required provisions and template exhibit language (as shown in the sample provided in DDC's UCC Guidelines); and
 - include a DDC-approved equipment exhibit from DDC's Project Manager based on the payment requisition for the equipment reimbursement submitted to DDC by the Funding Recipient.
- **Attach a copy of the UCC-1 financing statement(s) filed with the NYSDOS.**

As checked-off above, I hereby attest that, in my opinion, the following items have been properly addressed, recorded and/or validly executed: the UCC-1 financing statement; satisfaction of judgment(s) (as applicable); release or withdrawal of tax lien(s) (as applicable); Permitted HUD Lien subordination agreement(s) (as applicable); and/or UCC-3 amendment statement(s) (as applicable). I certify under penalty of perjury that the foregoing information is true and correct.

Attorney Signature

Date