

PURCHASE AND SALE AGREEMENT dated December 21, 2021, between NYCTL 2021-A TRUST, a Delaware statutory trust (the “Issuer”), and THE CITY OF NEW YORK (the “City” or the “Seller”).

WHEREAS, the Issuer and the Seller have entered into a Purchase and Sale Agreement, dated December 17, 2021 (the “Sale Agreement”); and

WHEREAS, pursuant to Section 2.01 of the Sale Agreement, the Seller agreed to sell the Schedule B Tax Liens to the Issuer on the date of this Agreement.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree as follows:

Section 1. In consideration of (i) the Issuer’s promise to deliver on the Closing Date to or upon the order of the Seller the Schedule B Tax Lien Consideration and (ii) an increase in the value of the beneficial Ownership Interest in the Issuer in accordance with the Trust Agreement, the Seller does hereby sell, transfer, assign, set over and otherwise convey to the Issuer, without recourse (subject to the obligations herein), in accordance with applicable law, all right, title and interest of the Seller on the Sale Date for the Schedule B Tax Liens, whether now owned or hereinafter acquired, in and to:

- (i) the Schedule B Tax Liens;
- (ii) all payments representing Collections in respect of the Schedule B Tax Liens, to the extent such Collections have not previously been applied by the Seller to reduce the Tax Lien Principal Balance of the Schedule B Tax Liens prior to the applicable Sale Date for the Schedule B Tax Liens; and
- (iii) the proceeds of any and all of the foregoing.

The Issuer hereby promises to furnish to the Seller on the Closing Date (i) the Schedule B Tax Lien Consideration and (ii) an increase in the value of the beneficial Ownership Interest in the Issuer in accordance with the Trust Agreement, against delivery of the related Tax Lien Certificates on the Closing Date by the Seller to the Issuer or its designee.

Section 2. Capitalized terms used herein and not defined shall have the meanings ascribed thereto in the Sale Agreement. The provisions of the Sale Agreement are hereby incorporated by reference into this Agreement as if they were fully set forth herein.

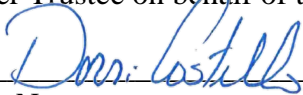
Section 3. The provisions of Articles IV and V of the Sale Agreement shall apply to this Agreement in the same manner as they apply to the Sale Agreement.

[Signatures on following page]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers as of the day and year first above written.

NYCTL 2021-A TRUST

By: WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Issuer Trustee on behalf of the Trust,

By:  _____
Name: Dorri Costello
Title: Vice President

THE CITY OF NEW YORK, Seller

By: _____
Name:
Title:

Approved as to form:

By: _____
Name:
Title:


IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers as of the day and year first above written.

NYCTL 2021-A TRUST

By: WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Issuer Trustee on behalf of the Trust,

By: _____
Name:
Title:

THE CITY OF NEW YORK, Seller

By:  _____
Name: Annette Hill
Title: Associate Commissioner

Approved as to form:

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers as of the day and year first above written.

NYCTL 2021-A TRUST

By: WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Issuer Trustee on behalf of the Trust,

By: _____
Name:
Title:

THE CITY OF NEW YORK, Seller

By: _____
Name:
Title:

Approved as to form:

By: Albert Rodriguez
Name: Albert Rodriguez
Title: Acting Corporation Counsel