

Instructions for Form NYC-204

NEW YORK CITY DEPARTMENT OF FINANCE



Unincorporated Business Tax Return for Partnerships, including Limited Liability Companies

2021

Single member LLCs using SSN as their primary identifier must use Form NYC-202

Highlights of Recent Tax Law Changes for Partnerships (including Limited Liability Companies)

- For details on the proper reporting of income and expenses addressed in the federal Tax Cuts and Jobs Act of 2017, such as mandatory deemed repatriation income, foreign-derived intangible income (FDII), global intangible low-taxed income (GILTI), please refer to Finance Memorandum 18-10. For information about the IRC section 163(j) limitation on the business interest expense deduction, please refer to Finance Memorandum 18-11.
- Note that according to the federal Tax Cuts and Jobs Act of 2017, net operating losses generated during or after 2018 generally may no longer be carried back. These losses may be carried forward indefinitely; however, each year's deduction will be limited to 80% of taxable income (without regard to the deduction).
- Section 18 of part Q of Chapter 60 of the Laws of 2016 amended section 11-514 of the Administrative Code of the City of New York ("Administrative Code") to provide that for tax years beginning on or after January 1, 2016, calendar year taxpayers which are partnerships for federal tax purposes are required to file tax reports for such year on or before March 15 of the following year, instead of April 15 of the following year, and fiscal year taxpayers must file tax reports for such fiscal year by the 15th day of the third month following the date its tax year ended. Note that the time for filing a declaration of estimated tax set forth in Ad. Code section 11-511 has not changed.
- For taxable years beginning on or after January 1, 2015, federal or state tax base changes should be reported as an Amended Return. See Finance Memorandum 17-5, "Reporting Federal or State Changes", revised and dated October 10, 2018, for more information.
- Royalty payments -- For tax years beginning on or after January 1, 2013, the Unincorporated Business Tax has been amended to change the treatment of royalty payments to related members. Under prior law, taxpayers who made royalty payments to related entities were required to add back the amount of the payments to taxable income if those payments were deducted when calculating federal taxable income and if the royalty recipient, under certain conditions, could exclude the royalty income. Ad. Code section 11-506(e), as amended, eliminates the income exclusion previously allowed to certain royalty recipients and increases to four the number of exceptions to the add-back requirement. Part E of Chapter 59 of the Laws of 2013, § 9. For more information, see "Royalty Payments to Related Members," below.
- For purposes of the New York City Unincorporated Business Tax, General Corporation Tax, Banking Corporation Tax and Business Corporation Tax, the City has "decoupled" from the Federal bonus depreciation allowed under IRC section 168(k), except with respect to the depreciation deductions allowed with respect to "qualified New York liberty zone property" and "qualified property" placed in service in the Resurgence Zone (generally the area in the borough of Manhattan south of Houston Street and north of Canal Street.) For City tax purposes, depreciation deductions for all other "qualified property" must be calculated as if the property was placed in service prior to September 11, 2001. See Form NYC-399Z and Finance Memorandum 21-1, "Application of the IRC §280F to Sports Utility Vehicles" for more information.

IMPORTANT INFORMATION CONCERNING FORM NYC-200V AND PAYMENT OF TAX DUE

Payments may be made on the NYC Department of Finance website at nyc.gov/eservices, or via check or money order. If paying with check or money order, do not include these payments with your New York City return. Checks and money orders must be accompanied by payment voucher form NYC-200V and sent to the address on the voucher. Form NYC-200V must be post-marked by the return due date to avoid late payment penalties and interest. See form NYC-200V for more information.

GENERAL INFORMATION**PARTNERSHIP DEFINED**

For purposes of this form, “partnerships” include syndicates, groups, pools, joint ventures, limited liability companies (other than single-member LLCs) and other unincorporated or incorporated organizations classified as partnerships for federal income tax purposes, through or by means of which any business, profession, financial operation or venture is carried on. An estate or trust is not a partnership and must file using form NYC-202EIN.

WHO MUST FILE

For tax years beginning in 2009 or later, any partnership that carries on or liquidates any trade, business, profession or occupation wholly or partly within New York City and has a total gross income from all business regardless of where carried on of **more than \$95,000** (prior to any deduction for cost of goods sold or services performed) must file an Unincorporated Business Tax Return on Form NYC-204.

Taxpayers that are required to file an Unincorporated Business Tax Return but have no tax liability may be eligible to file a Form NYC-204EZ. To determine whether you may use Form NYC-204EZ, refer to that form. The Form NYC-204EZ may also be used by a partnership that is not required to file but wishes to disclaim any liability for tax because it is engaged solely in activities that are exempt from the tax.

WHO IS SUBJECT TO THE TAX

- 1) The Unincorporated Business Tax is imposed on any individual or unincorporated entity (including a partnership, fiduciary or corporation in liquidation) engaged in any trade, business, profession, or occupation wholly or partly carried on within New York City.
- 2) Income received from the practice of law, medicine, dentistry, architecture, or any other profession is subject to the unincorporated business tax.
- 3) S corporations are not subject to the Unincorporated Business Tax. S Corporations are subject to the General Corporation Tax.
- 4) **The Unincorporated Business Tax does not apply to:**
 - a) any entity subject to the tax imposed by Title 11, Chapter 6 of the NYC Administrative Code. For taxable years beginning in 1996 and thereafter, unincorporated associations and publicly-traded partnerships taxable as corporations for federal income tax purposes under IRC §7701(a) (3) and §7704 are subject to the applicable corporate tax under Title 11, Chapter 6 of the NYC Administrative Code and not the Unincorporated Business Tax. **However, unincorporated entities that were subject to the Unincorporated Business Tax for tax**

years beginning in 1995 that elected to continue to be subject to the Unincorporated Business Tax for years after 1995 on a timely filed Unincorporated Business Tax return for tax year beginning in 1996 continue to be subject to the Unincorporated Business Tax.

- b) any entity subject to the tax imposed by Title 11, Chapter 11 (Utility Tax) of the NYC Administrative Code (except that vendors of utility services are subject to the unincorporated business tax on that percentage of their entire net income allocable to the City which their non-utility receipts bear to their total receipts);
 - c) any entity carrying on an insurance business as a member of the New York Insurance Exchange (authorized in Section 6201 of the Insurance Law);
 - d) Real Estate Mortgage Investment Conduits (REMICs). Holders of interests in a REMIC remain taxable on such interests or on the income from such interests.
 - e) Wireless Telecommunications Service Providers
- Effective for tax periods beginning on and after August 1, 2002, entities that receive eighty percent or more of their gross receipts from charges for providing mobile telecommunications services to customers will be taxed as if they were regulated utilities for purposes of the New York City Utility Tax and Unincorporated Business Tax. Thus, such entities will be subject to only the New York City Utility Tax. The amount of gross income subject to tax has been amended to conform to the Federal Mobile Telecommunications Sourcing Act of 2000. In addition, for tax years beginning on and after August 1, 2002, partners in any partnership subject to the Utility Tax as a “utility” as defined in Ad. Code section 11-1101(6) will not be subject to Unincorporated Business Tax on their distributive share of the income of any such entity.

- 5) **Full Exemption for Investment Activities:** A partnership, except a dealer as defined in Admin. Code §11-501(I), will not be deemed engaged in an unincorporated business solely by reason of the conduct of the following activities for its own account: the purchasing, holding or selling of property (defined below), engaging in transactions in positions in property, the acquisition, holding or disposition, other than in the ordinary course of business, of interests in unincorporated entities also eligible for this exemp-

tion, and any other activity not constituting an unincorporated business subject to the Unincorporated Business Tax.

Property Defined. Property for this purpose includes real and personal property, including property qualifying as investment capital (see instructions for Schedule D of this form), and other stocks and securities, notional principal contracts, derivative financial instruments and other positions in property but excluding property and positions in property held by a dealer, and excluding debt instruments acquired in the ordinary course of a trade or business and certain other property. See Admin. Code §11-502(c)(i)(A).

Notwithstanding anything to the contrary, the receipt of \$25,000 or less of gross receipts during the taxable year (determined without regard to deductions) from an unincorporated business will not disqualify the taxpayer for this exemption.

Partial Exemption for Investment Activities: (Admin. Code §11-502(c)(4)) For taxable years beginning after 1995, if a taxpayer is an unincorporated entity (not an individual) and is **primarily engaged in**

1. the activities described above under “Full Exemption for Investment Activities” or
2. the ownership **as an investor** of interests in one or more other unincorporated entities engaged in an unincorporated business in the City.

The taxpayer’s own activities described at (1) and the activities of any other unincorporated entity primarily engaged in the activities described at (1) and (2) in which the taxpayer holds an interest will not be considered an unincorporated business carried on by the taxpayer and the income from those activities will not be subject to the tax.

A taxpayer will be considered to be **primarily engaged** in the activities described at (1) and (2) if at least 90 percent of the average monthly gross value of its total assets consists of:

- a. property as defined above,
- b. interests in unincorporated entities not engaged in any unincorporated business in the City, and
- c. interests held as **an investor** in entities engaged in an unincorporated business in the City.

For this purpose, real property and marketable securities are valued at their fair market value and all other assets are valued according to the books and records of the taxpayer in accordance with generally accepted accounting principles (GAAP).

Investor Defined: For this purpose, a tax-

payer will be considered to hold an interest in another entity as an investor if either:

- (i) the entity would qualify as primarily engaged in the activities described at (1) and (2) above and the taxpayer's share of each item of the entity's income, gain, deduction, credit or loss is not materially different from the taxpayer's share of any other such item, or
- (ii) the taxpayer is neither a general partner nor managing or participating in the day-to-day business of the other entity. See Admin. Code §11-502 (c) (1) (B).

A taxpayer claiming a partial exemption for investment activities should attach a copy of Form NYC-WPE (Worksheet for Partial Exemption). The partial exemption is illustrated by the following examples:

Example 1:

In 1996, Partnership A is engaged directly in the purchase and sale of stocks and securities for its own account in the City. Partnership A also is a limited partner in Partnership B, which is engaged in the purchase and sale of securities for its own account in the City. Partnership A also is a non-managing member of Limited Liability Company C, which is a securities dealer in the City. LLC C is subject to tax on all of its income. Partnership B is wholly exempt from tax.

Partnership A is not eligible for the full investment exemption. However, Partnership A qualifies as primarily engaged in activities described at (1) and (2). Therefore, A is not taxable on its own self-trading activity nor on its share of B's income from self-trading. A is taxable on its share of C's income, gains and losses, including any income, gains and losses from C's own self-trading activity. Partnership A is not treated as a dealer solely by reason of its membership in LLC C.

Example 2:

The facts are the same in example 1 except that C is also a limited partner in Partnership D, which is engaged solely in the purchase and sale of securities for its own account in the City. LLC C's interest in Partnership D represents less than 90 percent of C's gross assets. Partnership D is exempt from tax because it is solely trading for its own account. C is taxable on its share of D's self-trading income because C does not qualify as primarily engaged in the activities described at (1) and (2). A is taxable on its share of C's income including C's share of D's self-trading income.

Example 3:

The facts are the same as in example 2 except that C's interest in Partnership D represents 95 percent of C's gross assets. C qualifies as primarily engaged in the activities described at (1) and (2). Therefore C is

not taxable on its share of D's self-trading income. A is taxable on its share of C's income other than C's share of D's self-trading income.

- 6) A partnership that is an owner, lessee or fiduciary will not be deemed engaged in an unincorporated business solely by reason of the holding, leasing or managing of real property. For taxable years beginning on or after July 1, 1994, if an individual or unincorporated entity is carrying on an unincorporated business in whole or in part in the City, and is also holding, leasing or managing real property as an owner, lessee or fiduciary, the holding, leasing or managing of the property will not be considered an unincorporated business to the extent that the real property is held for the purposes of producing rental income or gain on the disposition of the real property, **provided, however, this partial exemption for rental real estate is not available to a dealer holding real property primarily for sale to customers in the ordinary course of the dealer's trade or business.** The operation by any taxpayer, otherwise eligible for the partial exemption, of a garage or other business at the property solely for the benefit of tenants in the property that is not open or available to the general public will be considered to be incidental to the holding, leasing or managing of the property and will not be considered an unincorporated business. However, if such a taxpayer operates a garage or other business at the property that also is open or available to the general public, that garage or other business will be considered a taxable unincorporated business, provided, however, for taxable years beginning after 1995, if a taxpayer operates a garage that is open to building tenants and the public, the operation of that garage will not be considered a taxable unincorporated business but only to the extent of income from parking services provided at that garage to building tenants on a monthly or longer-term basis and **only if the information required to be filed with this return specified below is provided with respect to that garage.** All other income from the operation of that garage will be subject to the tax.

The taxpayer must submit with this return a statement containing the following for each garage or other similar facility that is operated for the benefit of building tenants and that is open to the general public:

1. the parking facility name;
2. the parking facility address;
3. the license number of the facility if applicable;
4. the licensed capacity of the facility if licensed;
5. the total number of transactions and amount of receipts for the taxable year from all sales of parking services including prepaid parking services, all parking services provided without charge and all parking services paid

for by a person other than the person whose vehicle is parked, garaged or stored, such as a merchant validation of a parking ticket);

6. the total number of transactions and amount of receipts from sales of monthly or longer term parking services including a designation of each transaction and receipt as exempt from the 8 percent Manhattan parking tax, where applicable; and
7. the total number of transactions and amount of receipts from sales of monthly or longer term parking services provided to building tenants.

Failure to submit the above information with this return will result in all of the income of that garage being subject to tax. See Section 11-502 (d) of the NYC Administrative Code.

NOTE: If you engage exclusively in an exempt unincorporated business activity but file for information purposes, use Form NYC-204EZ.

ROYALTY PAYMENTS TO RELATED MEMBERS

For tax years beginning on or after January 1, 2013, the Unincorporated Business Tax was amended to change the treatment of royalty payments to related members. Under prior law, taxpayers who made royalty payments to related entities were required to add back the amount of the payments to taxable income if they were deducted when calculating federal taxable income. To avoid double taxation, if the royalty recipient was also a New York taxpayer, the statute allowed the recipient to exclude the royalty income if the related member added back the deduction for the royalty payment expense.

Ad. Code section 11-506(e), as amended, eliminates the income exclusion previously allowed to certain royalty recipients. It also modifies the two previous exceptions to the add-back requirement and adds two additional exceptions. Those four exceptions generally can apply in following situations (for additional conditions that must be met, see sections indicated below):

- If all or part of the royalty payment a related member received was then paid to an unrelated third party during the tax year, that portion of the payment will be exempt if the transaction giving rise to the original royalty payment to the related member was undertaken for a valid business purpose, and the related member was subject to tax on the royalty payment in this city or another city within the United States or a foreign nation or some combination thereof (Ad. Code section 11-506(e)(2)(B)(i));
- If the taxpayer's related member paid an aggregate effective rate of tax on the royalty payment, to this city or another city within the United States or some combination thereof, that is not less than 80 percent of the rate of tax that applied to the taxpayer

under Ad. Code section 11-503 for the tax year (Ad. Code section 11-506(e)(2)(B)(ii));

- If the related member is organized under the laws of a foreign country that has a tax treaty with the United States, the related member's income from the transaction was taxed in such country at an effective rate of tax at least equal to that imposed by this city, and the transaction giving rise to the royalty was undertaken for a valid business purpose and reflected an arm's length relationship. (Ad. Code section 11-506(e)(2)(B)(iii)); or
- If the taxpayer and the Department of Finance agree to alternative adjustments that more appropriately reflect the taxpayer's income. (Ad. Code section 11-506(e)(2)(B)(iv)).

The law as amended also defines the term "related member" by linking it to the definition in Internal Revenue Code section 465(b)(3)(c), but substituting 50 percent for the 10 percent ownership threshold.

OTHER FORMS YOU MAY BE REQUIRED TO FILE

FORM NYC-5UB - Partnership Declaration of Estimated Unincorporated Business Tax must be filed by every partnership carrying on an unincorporated business or profession in New York City and whose estimated tax can reasonably be expected to exceed \$3,400 for the tax year immediately following the tax year covered by this return.

The declaration must cover a full calendar or fiscal year and is due on the 15th day of the fourth month of the taxable year.

For further information about estimated tax payments and due dates see Form NYC-5UB.

FORM NYC-EXT - Application for Automatic 6-month Extension of Time to File Business Income Tax Return. File Form NYC-EXT on or before the due date of the return.

FORM NYC-115 - Unincorporated Business Tax Report of Change in Taxable Income made by the Internal Revenue Service and/or New York State Department of Taxation and Finance must be used for reporting adjustments in taxable income resulting from an Internal Revenue Service audit of your federal income tax return and/or a New York State Department of Taxation and Finance audit of your State income tax return for taxable years beginning prior to January 1, 2015 only.

FORM NYC-221 - Underpayment of Estimated Unincorporated Business Tax will help you determine if you have underpaid an estimated tax installment and, if so, compute the penalty due.

FORM NYC-399 - Schedule of New York City Depreciation Adjustments must be used to compute the allowable New York City depreciation deduction if you claim the federal ACRS or MACRS depreciation deduction for certain property placed in service after December 31, 1980. See the instructions for Form NYC-399.

FORM NYC-399Z - Depreciation Adjustments for Certain Post 9/10/01 Property may have to be filed by taxpayers claiming depreciation deductions for certain sport utility vehicles or "qualified property," other than "qualified property" placed in service in the Resurgence Zone, "qualified New York Liberty Zone property" and "qualified New York Liberty Zone leasehold improvements" placed in service after September 10, 2001 for federal or New York State tax purposes. See "Highlights of Recent Tax Law Changes", Finance Memorandum 21-1, "Application of IRC§280F Limits to Sport Utility Vehicles" and instructions to NYC-399Z.

FORM NYC-CR-A - Commercial Rent Tax Annual Return must be filed by every tenant that rents premises for business purposes in Manhattan south of the center line of 96th Street and whose annual or annualized rent for any premises is at least \$200,000. (Effective June 1, 2001).

FORM NYC-RPT - Real Property Transfer Tax Return must be filed when the partnership acquires or disposes of an interest in real property located in New York City, including a leasehold interest; when there is a partial or complete liquidation of the partnership that owns or leases real property; or when there is transfer of a controlling economic interest in a partnership that owns or leases real property.

FORM NYC-WPE- A Partial Exemption Worksheet must be filed for every partnership claiming a partial exemption for investment activities.

FORM NYC-NOLD-UBTP - Net Operating Loss Deduction schedule must be included in the unincorporated business tax filing of every unincorporated business claiming a net operating loss deduction.

WHEN TO FILE

For taxable years beginning on or after January 1, 2021, Form NYC-204 is due on or before March 15, 2022, or, for fiscal year taxpayers, on or before the 15th day of the third month following the close of the taxable year.

If a partnership is terminated and completely liquidated during its normal taxable year, resulting in an accounting period of less than 12 months for federal income tax purposes, the due date is the 15th day of the third month following the end of the accounting period.

An automatic extension of six months for filing this return will be allowed if, within the time prescribed for filing, the taxpayer files with the Department of Finance Form NYC-EXT and pays the amount properly estimated as its tax. See the instructions for Form NYC-EXT for information regarding what constitutes a properly estimated tax for this purpose. Failure to pay a properly estimated amount will result in a denial of the extension.

No additional extension for filing a return will be granted beyond the six-month extension, unless the taxpayer is outside the United States. (Taxpayers outside the United States should refer to

19 RCNY Section 28-18(c)(3) for additional extensions.)

WHERE TO FILE

All returns, except refund returns:

NYC Department of Finance
P.O. Box 5564
Binghamton, NY 13902-5564

Remittances - Pay online with Form NYC-200V at nyc.gov/eservices, or Mail payment and Form NYC-200V only to:

NYC Department of Finance
P.O. Box 3933
New York, NY 10008-3933

Returns claiming refunds:

NYC Department of Finance
P.O. Box 5563
Binghamton, NY 13902-5563

NOTE: If a Declaration of Estimated Unincorporated Business Tax (Form NYC-5UB) is being filed, DO NOT mail it to any address listed here. It should be mailed to the address indicated on Form NYC-5UB.

ACCESSING NYC TAX FORMS

By Computer - Download forms from the Finance website at nyc.gov/finance

By Phone - Order forms by calling 311. If calling from outside of the five NYC boroughs, please call 212-NEW-YORK (212-639-9675).

BUSINESS CARRIED ON BOTH INSIDE AND OUTSIDE NEW YORK CITY

If business is carried on both inside and outside New York City, a fair and equitable portion of the business income shall be allocated to New York City.

If the unincorporated business does not carry on business both inside and outside of New York City, all of the business income shall be allocated to New York City. (*Refer to the instructions for Schedule E, Business Allocation Schedule.*)

BUSINESS TERMINATED DURING TAXABLE YEAR

If the business was terminated during 2021, attach a statement to Form NYC-204 showing disposition of the business property and how it was reported on the return. Check the box marked final return on page 1 of the return.

USE OF FEDERAL FIGURES

Except where otherwise indicated, items of business income, gain, loss or deduction are to be entered on the return as reportable for federal tax purposes. All items reported on Form NYC-204 derived from federal partnership returns are, however, subject to verification, audit and revision by the Department of Finance. Report the character of a partner's share of income, gains, losses and deductions from a partnership as if it were realized directly by the partner regardless of how the partner acquired its partnership

interest and regardless of whether the partner's share of such items is disproportionate to its interest in capital. The preceding sentence does not apply to guaranteed payments or other payments to the partner treated as made to one who is not a partner for federal income tax purposes, and does not affect the treatment of any item as being derived from an unincorporated business carried on in the City by the partner.

FEDERAL OR NEW YORK STATE CHANGES

For taxable years beginning on or after January 1, 2015, changes in taxable income or other tax base made by the Internal Revenue Service ("IRS") and /or New York State Department of Taxation and Finance ("DTF") will no longer be reported on Form NYC-115. Instead, taxpayers must report these federal or state changes to taxable income or other tax base by filing an amended return. This amended return must include a tax worksheet that identifies each change to the tax base ("Tax Base Change") and shows how each such Tax Base Change affects the taxpayer's calculation of its New York City tax. A template for the tax worksheet is available on the DOF website at nyc.gov/finance. This amended return must also include a copy of the IRS and/or DTF final determination, waiver, or notice of carryback allowance. Taxpayers that have federal and state Tax Base Changes for the same tax period may report these changes on the same amended return that includes separate tax worksheet for the IRS Tax Base Changes and the DTF Tax Base Changes.

The Amended Return checkbox on the return is to be used for reporting an IRS or DTF Tax Base Changes, with the appropriate box for the agency making the Tax Base Changes also checked. Taxpayers must file an amended return for Tax Base Changes within 90 days after (i) a final determination on the part of the IRS or DTF, or (ii) the signing of a waiver under IRC §6312(d) or NY Tax Law §681(f).

If the taxpayer believes that any Tax Base Change is erroneous or should not apply to its City tax calculation, it should not incorporate that Tax Base Change into its City tax calculation on its amended return. However, the taxpayer must attach: (i) a statement to its report that explains why it believes the adjustment is erroneous or inapplicable; (ii) the tax worksheet that identifies each Tax Base Change and shows how each would affect its City tax calculation; and (iii) a copy of the IRS and/or DTF final determination or waiver.

For more information on federal or state Tax Base Changes, including a more expansive explanation of how taxpayers must report these changes as well as a sample of the explanatory schedule to be included within the amended return, see *Finance Memorandum 17-5, revised and dated October 10, 2018*.

For taxable years beginning prior to January 1, 2015 only Form NYC-115 is to be used to report changes in taxable income or other tax base made by the IRS and /or DTF. Form NYC-115 must be

filed separately and should not be attached to any return.

If an amended federal or New York State return is filed reflecting a change in unincorporated business income or deductions, an amended Unincorporated Business Tax return must be filed within 90 days. Use Form NYC-204 to file an amended return and check the box on page 1.

ACCOUNTING PERIODS AND METHODS

The accounting period for which Form NYC-204 is filed and the method of accounting used are the same as for federal income tax purposes. If a partnership's taxable year or method of accounting is changed for federal income tax purposes, the change must also be made for purposes of the Unincorporated Business Tax.

PENALTIES

The law imposes penalties for failure to file a return or to pay any tax when due, or for making, rendering, signing, certifying or filing a false or fraudulent return, or for making a false certification. The mere fact that the figures reported on Form NYC-204 are taken from the federal return will not relieve the partnership from the imposition of penalties because of negligence or for filing a false or fraudulent return.

TAX PREPARERS

Anyone who prepares a return for a fee must sign the return as a paid preparer and enter his or her Social Security Number or PTIN. Include the company or corporation name and Employer Identification Number, if applicable.

Preparer Authorization: If you want to allow the Department of Finance to discuss your return with the paid preparer who signed it, you must check the "yes" box in the signature area of the return. This authorization applies only to the individual whose signature appears in the "Preparer's Use Only" section of your return. It does not apply to the firm, if any, shown in that section. By checking the "Yes" box, you are authorizing the Department of Finance to call the preparer to answer any questions that may arise during the processing of your return. Also, you are authorizing the preparer to:

- Give the Department any information missing from your return,
- Call the Department for information about the processing of your return or the status of your refund or payment(s), and
- Respond to certain **notices that you have shared with the preparer** about math errors, offsets, and return preparation. The notices **will not** be sent to the preparer.

You are not authorizing the preparer to receive any refund check, bind you to anything (including any additional tax liability), or otherwise represent you before the Department. The authorization cannot be revoked, however, the authorization will automatically expire no later than the due date (without regard to any extensions) for filing next year's return. **Failure to check the box will be deemed a denial of authority.**

SPECIFIC INSTRUCTIONS

Period Covered

File the 2021 return for calendar year 2021 and fiscal years that begin in 2021 and end in 2022. For a fiscal or short tax year return, fill in the tax year space at the top of the form. The 2021 Form NYC-204 also can be used if:

- You have a tax year of less than 12 months that begins and ends in 2022, and
- The 2022 Form NYC-204 is not available at the time you are required to file the return.

You must show the 2022 tax year on the 2021 Form NYC-204 and take into account any tax law changes that are effective for tax years beginning after December 31, 2021.

Amended Return

If this is an amended return, check the box on page 1.

September 11, 2001 Related Tax Benefits

Check the box on page 1 of this form if, on your federal return: (i) you reported bonus depreciation and/or a first year expense deduction under IRC §179 for "qualified New York Liberty Zone property," "qualified New York Liberty Zone leasehold improvements," or "qualified Resurgence Zone property," regardless of whether you are required to file form NYC-399Z or (ii) you replaced property involuntarily converted as a result of the attacks on the World Trade Center during the five (5) year extended replacement period. You must attach Federal forms 4562, 4684 and 4797 to this return. See instructions for Schedule B, lines 14c and 19 for more information.

Special Condition Codes

Check the Finance website for applicable special condition codes. If applicable, enter the two character code in the box provided on the form.

SCHEDULE A

Computation of Tax

LINE 1 - BUSINESS INCOME

Enter on line 1, the total from page 3, Schedule B, line 31.

LINE 3a - INCOME, GAIN OR LOSS FROM NYC REAL PROPERTY

The business allocation percentage is not applied to income from rentals of New York City real property or gains or losses from the sale of New York City real property. Enter here the modified gain (or loss) from the sale or exchange and net income from rental of real property located in New York City included on line 1 of Schedule A. This is the gain (or loss) and net rental income included on line 12 of Schedule B, as adjusted for the portion of the New York City modifications (Schedule B, part 2) applicable to such items. If New York City modifications are not applicable, enter on line 3a the full amount of gain (or loss) and net rental income included on line 12 of Schedule B. (Refer to "Who is Subject to the Tax," paragraph 6.)

LINE 3b

Taxpayers who subtracted a distributive share of income or gain from another partnership, other than a mobile telecommunication partnership, on line 23 of Schedule B of this form should add back the same percentage of such income or gain as the other partnership allocated to the City for purposes of determining its own business income.

Taxpayers who added back a distributive share of business loss or deductions from another partnership, other than a mobile telecommunication partnership, on line 15 of Schedule B of this form should subtract the same percentage of such loss or deductions as the other partnership allocated to the City for purposes of determining its own business income. See instructions for lines 15 and 23.

Receipts from vendors of utility services, as defined in Ad. Code section 11-1101(7), that are taxed under Ch. 11 of Title 11 of the Ad. Code are not subject to the unincorporated business tax. Taxpayers whose income includes such receipts should exclude them from taxable income by making a subtraction on this line. To determine the amount to be entered on this line taxpayers should first multiply entire net income allocated to the City by a fraction, the numerator of which is the total receipts allocated to the City less the receipts subject to tax under Ch. 11 of Title 11 of the Ad. Code and the denominator of which is the total receipts allocated to the City. The product should be subtracted from the allocated business income. The resulting amount is subtracted on this line and a detailed statement of the calculations should be attached with the return.

EXAMPLE

If total receipts allocated to the City are \$1,500, out which \$500 represents receipts from vendor of utility services, the amount on Line 1 is \$900 and the business allocation percentage is 75%, the amount to be entered on line 3b is calculated as follows:

- 1) $\$900 \times 75\% = \675
- 2) $\$675 \times \frac{\$1,500 - \$500}{\$1,500} = \$450$
- 3) Subtract \$225 ($\$675 - \450) on line 3b.

LINE 7b

Taxpayers who subtracted a distributive share of investment income or gain from another partnership, other than a mobile telecommunication partnership, on line 23 of Schedule B of this form should add back the same percentage of such income or gain as the other partnership allocated to the City for purposes of determining its own investment income.

Taxpayers who added back a distributive share of investment loss or deductions from another partnership, other than a mobile telecommunication partnership, on line 15 of Schedule B of this form should subtract the same percentage of such loss or deductions as the other partner-

ship allocated to the City for purposes of determining its own partnership income.

LINE 9 - ALLOCATED INVESTMENT INCOME

Only the amount on line 7a should be multiplied by the IAP. After determining the product of the amount on line 7a and the IAP enter the sum of that product and the amount on line 7b on this line. If the investment allocation percentage is zero, interest on bank accounts must be multiplied by the business allocation percentage.

LINE 10 - TOTAL BEFORE NOL DEDUCTIONS

For taxpayers using formula allocation, enter on line 10 the sum of the amount on line 9 and the amounts on lines 5 and 6.

UNINCORPORATED BUSINESS NET OPERATING LOSS

If line 10 shows a net loss from business, this loss is the 2021 unincorporated business net operating loss. The deduction of losses incurred in taxable years beginning on or after January 1, 2018 continues to be limited to 80% of New York City taxable income. Additionally, NOLs generated in tax years beginning on or after January 1, 2020 and before January 1, 2021 may not be carried back to any prior year. See also Form NYC-NOLD-UBTP.

For prior year losses, only the first \$10,000 of each year's loss may be carried back. The carryback period for City purposes generally corresponds to the federal carryback period available for individuals. Because a partnership does not carry over NOLs, it will not have made a Federal election with regard to any net operating loss carryover. Therefore, for City tax purposes for prior year losses arising in taxable years ending in or after 2002, unless the taxpayer attaches a statement to this return indicating that the taxpayer intends to carry back the first \$10,000 of the current year's loss for either 2 or 5 years, the taxpayer is presumed to have elected to relinquish the entire carryback period.

If the taxpayer elects to carry back the first \$10,000 of the loss, any excess net operating loss may be carried forward as if the taxpayer had elected to relinquish the entire carryback period for all but the first \$10,000 of the loss.

Losses that are not permitted to be carried back may be carried forward and used to offset income for the period permitted for Federal Tax purposes, 20 years for losses from years beginning after 8/5/97 and prior to years ending after 12/31/17.

If a "carryback" results in an overpayment of a prior year's tax, a claim for refund should be filed within the limitation period prescribed by law. This claim should be accompanied by a copy of Form NYC-204 filed for the taxable year for which the refund is claimed and a detailed statement of the computation.

LINE 11 - NEW YORK CITY NET OPERATING LOSS DEDUCTION

If the partnership had an unincorporated business net operating loss in a prior year any part of which may be carried over to 2021, the amount claimed for 2021 should be entered on line 11 after completing Form NYC-NOLD-UBTP. (Refer to instructions for NYC-NOLD-UBTP.)

LINE 13 - ALLOWANCE FOR ACTIVE PARTNERS' SERVICES

A deduction may be claimed for reasonable compensation for personal services rendered by the partners. The allowable deduction is:

- 1) 20% of line 12, *or*
- 2) \$10,000 for each active partner,

whichever is *lower*. If line 12 is a loss, enter "0" on line 13. This deduction is not dependent on amounts actually withdrawn by the partners as salaries and is in lieu of any deduction for salaries credited or paid to or withdrawn by them. Enter in the box provided on line 13 the number of partners *actively* engaged in the business.

LINE 15 - SPECIFIC EXEMPTION

A specific exemption of \$5,000 is allowed against net income reported on line 14. If more than one business was carried on by the partnership, only one exemption of \$5,000 is allowed against the combined net income derived from all business activities.

The specific exemption of \$5,000 must be prorated on a \$13.70 daily basis if the business was carried on for a period of less than a full taxable year of 12 months, unless the business was carried on and the returns filed for a number of whole months. In that case, the proration is \$416.67 per month.

EXAMPLE

- #1 If the partnership carried on business for a full 9 months, the exemption amount to be entered on line 15 is \$3,750.03 (9 months X \$416.67 per full month).
- #2 If the partnership carried on business for 263 days, the exemption amount to be entered on line 15 is \$3,603.10 (263 days X \$13.70 per day).

Taxpayers filing a short period return should fill in the dates at the top of page 1 of the return and prorate the specific exemption as described above.

LINE 16 - TAXABLE INCOME

If line 16 is a loss refer to the instructions for Schedule A, line 10.

LINE 18 - BUSINESS TAX CREDIT

- If the amount entered on line 17 is \$5,400 or over, no credit is allowable; enter "0" on line 18.
- If the amount entered on line 17 is \$3,400 or less, your credit is the entire amount of tax on line 17. No tax will be due.
- If the amount of tax entered on line 17 exceeds \$3,400 but is less than \$5,400, a credit is allowed in the amount determined

by multiplying the tax on line 17 by a fraction, the numerator of which is \$5,400 minus the amount of the tax on line 17 and the denominator of which is \$2,000. Use the following formula:

FORMULA

$$\text{amount on line 17} \times \frac{(\$5,400 - \text{tax on line 17})}{\$2,000} = \text{business tax credit}$$

EXAMPLE

If the tax on line 17 is \$3,900, the business tax credit is calculated as follows:

- 1) $\$3,900 \times \frac{(\$5,400 - \$3,900)}{\$2,000} = \$2,925$
- 2) Enter \$2,925 on line 18
- 3) Enter \$975 (\$3,900 - \$2,925) on line 19 (Unincorporated Business Tax).

LINE 19 - TAX BEFORE UBT PAID CREDIT

Enter on line 19 the Unincorporated Business Tax due before applying the UBT paid credit. If the credit on line 18 equals the tax shown on line 17, enter "0" on line 19.

LINE 20 - UBT PAID CREDIT

Enter on line 20 the credit against the Unincorporated Business Tax paid by partnerships from which you receive a distributive share or guaranteed payment that you include in unincorporated business taxable income. (Attach Form NYC-114.7, UBT Paid Credit.)

LINE 21 - UNINCORPORATED BUSINESS TAX

If the balance is less than zero, enter "0."

LINE 22a - RELOCATION AND EMPLOYMENT ASSISTANCE PROGRAM (REAP) CREDITS

Refer to instructions on Form NYC-114.5 and attach form.

LINE 22b - REAL ESTATE TAX ESCALATION, INDUSTRIAL BUSINESS ZONE AND EMPLOYMENT OPPORTUNITY RELOCATION COSTS CREDITS

Refer to instructions on Form NYC-114.6, Claim for Credit Applied to Unincorporated Business Tax and attach form.

LINE 22c - LOWER MANHATTAN RELOCATION AND EMPLOYMENT ASSISTANCE PROGRAM (LMREAP) CREDIT

Refer to instructions on Form NYC-114.8 and attach form.

LINE 22e - BEER PRODUCTION CREDIT

Enter on this line the NYC beer production credit. (Attach Form NYC-114.12).

LINE 24 - PAYMENT OF ESTIMATED TAX

Enter on line 24 the sum of all payments of estimated tax made for calendar year 2021 or fiscal year beginning in 2021 including carryover credit from the preceding taxable year, and payment with extension, NYC-EXT. Complete table on page 2 of this return.

LINE 27a - LATE PAYMENT/INTEREST

If the tax is not paid on or before the due date (determined without regard to any extension of time), interest must be paid on the amount of the underpayment from the due date to the date paid. For information regarding interest rates, visit the Department of Finance website at www1.nyc.gov/site/finance/taxes/business-interest-rates.page or call 311. If calling from outside of the five NYC boroughs, please call 212-NEW-YORK (212-639-9675). For further information about estimated tax payments and due dates see Form NYC-5UB.

LINE 27b - LATE PAYMENT OR LATE FILING/ADDITIONAL CHARGES

- a) A late filing penalty is assessed if you fail to file this form when due, unless the failure is due to reasonable cause. For every month or partial month that this form is late, add to the tax (less any payments made on or before the due date) 5%, up to a total of 25%.
- b) If this form is filed more than 60 days late, the above late filing penalty cannot be less than the lesser of (1) \$100 or (2) 100% of the amount required to be shown on the form (less any payments made by the due date or credits claimed on the return).
- c) A late payment penalty is assessed if you fail to pay the tax shown on this form by the prescribed filing date, unless the failure is due to reasonable cause. For every month or partial month that your payment is late, add to the tax (less any payments made) 1/2%, up to a total of 25%.
- d) The total of the additional charges in a and c may not exceed 5% for any one month except as provided for in b.

If you claim not to be liable for these additional charges, attach a statement to your return explaining the delay in filing, payment or both.

LINES 29 and 30 - NET OVERPAYMENT

If there is an overpayment on line 29, enter on line 30a the amount of overpayment to be refunded. Enter on line 30b the amount to be credited to the 2022 estimated tax on Form NYC-5UB. If line 23 is less than zero, disregard negative sign and add that amount to line 24.

LINE 31 - TOTAL REMITTANCE DUE

If the amount on line 26 is not greater than zero, enter on line 31 the sum of the amount on line 25 and the amount by which line 28 exceeds line 26, if any. If filing and paying electronically, enter the amount of your remittance on Line A. If not paying electronically, leave Line A blank. All remittances must be payable in U.S. dollars drawn on a U.S. bank. Checks drawn on foreign banks will be rejected and returned. Remittances must be payable to:

NYC Department of Finance.

The entire balance due must be paid with the return and is not to be transferred to or paid on any other return.

SCHEDULE B

Computation of Total Income

PART 1 - ITEMS OF BUSINESS INCOME, GAIN, LOSS OR DEDUCTION

Amounts on lines 1 through 10 are to be entered from the federal Partnership Tax Return and Schedule K. **Attach federal Form 1065 and all schedules, including individual Schedules K-1.**

Where a partnership carries on two or more unincorporated businesses, either wholly or partly in New York City, all are treated as one business for purposes of the Unincorporated Business Tax. Combine the net income of all business activities and enter on lines 1 through 9. An unincorporated entity (not an individual) is considered to be carrying on any trade, business, profession or occupation carried on in the City by any other unincorporated entity in which the taxpayer owns an interest. An unincorporated entity will not be considered to be conducting an unincorporated business in the City as a result of owning an interest in another unincorporated entity if the second entity is not engaged in any activity in the City.

NOTE: A partnership that makes an election under IRC Section 754 may not adjust the basis of its assets on the sale or purchase of an interest in the partnership.

LINES 1, 2, 3 AND 4

Enter on line 1 the ordinary income (loss) from federal Form 1065, line 22. Enter on line 2 net income (loss) from all rental real estate activity not included on line 1 but included on Schedule K of federal Form 1065. Enter on line 3 portfolio income included on federal Schedule K. Enter on line 4 guaranteed payments to partners properly reportable on Schedule K.

Portfolio income includes interest, dividends, royalties, annuity income and gain (loss) on the disposition of property. (Attach a schedule indicating type and amount of portfolio income.)

LINE 8 - ADDBACK OF OTHER DEDUCTIONS

Enter on line 8 those deductions included in lines 1 and 2 that are not allowed in computing unincorporated business taxable income, other than the guaranteed payments entered on line 4, the payments to current or retired partners on line 5 and the New York City modifications on lines 13 through 15. For example, the partnership's contributions to retirement plans for partners (if deducted on Form 1065, page 1 or Form 1065-B) are entered on line 8.

LINE 9 - OTHER ITEMS

Enter the net amount of the partners' distributive shares of income and deduction items not included in any other line on Form NYC-204, Schedule B, but required to be reported separately to complete federal Form 1065 or 1065-B. (Attach schedule.) Deduction items reported separately on Form 1065 or 1065-B that constitute payments to partners for purposes of the Unincorporated Business Tax, such as amounts paid for a partner's medical insurance are not deductible for Unincorporated Business Tax purposes. These amounts should be listed on the attached schedule for informational purposes, but not deducted in determining the net amount to be entered on this line.

LINE 11 - INCOME OR GAIN - SALE OR EXCHANGE OF REAL PROPERTY

Rental income or loss from real property located outside New York City and gain or loss on disposition of real property located outside New York City are not considered for purposes of computing the unincorporated business tax. Therefore, to exclude this income, gain or loss, subtract on line 11 the amount included on line 10 if income or gain is reported, and add this amount on line 11 if a loss is reported. Do not exclude the rental income from property located in New York City even if not considered an unincorporated business. (Refer to "Who is Subject to the Tax", paragraph 6)(See instructions for line 14(d).)

PART 2 - NEW YORK CITY MODIFICATIONS

It may be necessary to make certain additions to or subtractions from the amount reported on Schedule B, part 1, line 12 to arrive at total income from business to be reported on line 26. If any of the following items is applicable, complete part 2 showing the nature and amount of each item. If none of these applies, transfer the amount on line 12 to line 26 of Schedule B.

- ADDITIONS -

LINE 13 - INCOME AND UNINCORPORATED BUSINESS TAXES

Enter the amount of income and unincorporated business taxes imposed by New York City, New York State or any other taxing jurisdiction that were deducted in computing part 1, line 12.

LINE 14 - MODIFICATIONS RELATING TO ITEMS OF TAX CREDIT AND DEDUCTION

Line 14a: Taxpayers claiming the real estate tax escalation credit or employment opportunity relocation costs credit or industrial business zone credit must enter the sum of the amounts shown on lines 4 and 5, respectively, of Form NYC-114.6.

Line 14b: Enter any amounts deducted in computing part 1, line 12, for:

- i) interest on money borrowed to purchase or carry bonds or securities, the interest on which is exempt from the Unincorporated Business Tax;
- ii) expenses that relate to exempt income or to property held for the production of exempt income; and
- iii) amortization of bond premium on any bond, the interest on which constitutes exempt income.

Line 14c: The Federal bonus depreciation allowed for "qualified property," as defined in IRC section 168(k) is not allowed for Unincorporated Business Tax purposes except for such deductions allowed with respect to "qualified New York liberty zone property", "qualified New York liberty zone leasehold improvements" and "qualified property" placed in service in the Resurgence Zone (generally the area in the borough of Manhattan South of Houston Street and North of Canal Street.) For more information on Federal bonus depreciation, see Form NYC-399Z and that Form's instructions. For City tax purposes, depreciation deductions for all other "qualified property" must be calculated

as if the property was placed in service prior to September 11, 2001.

Section 13201(b) of the Tax Cuts and Jobs Act of 2017 ("TCJA") extended the bonus depreciation deduction to cover property placed in service before January 1, 2027 (except for aircraft and long-production period property have to be placed into service before January 1, 2028.) Previously, Section 143 of the Protecting Americans from Tax Hikes Act of 2015, Pub. L. No.114-113, Div Q (December 18, 2015)("2015 PATH Act") had extended bonus depreciation so that it was available for property acquired and placed in service during 2015-2019; bonus depreciation was extended through 2020 for certain property with a longer production period. Under the 2015 PATH Act, the bonus depreciation is 50% for property placed in service during 2015-2017, 40% for property placed in service during 2018, and 30% for property placed in service during 2019.

Pursuant to section 13201(a) of the TCJA, for property placed in service after September 27, 2017, the bonus depreciation rate was raised to 100% with the phase-down to begin in 2023. The taxpayer can elect to apply a 50% depreciation rate for property placed in service in the taxpayer's first tax year ending after September 27, 2017. The phase-down of the bonus depreciation enacted under the 2015 PATH Act is still applicable to property acquired before September 28, 2017. Thus, for property acquired before September 28, 2017 and placed in service in 2018, the bonus depreciation is 40% and 30% for property placed in service in 2019 with no bonus depreciation for property placed in service after 2019. Under the TCJA the first year depreciation limit increase of \$8,000 for passenger automobiles under §280(F)(a)(1)(A) is extended to include automobiles placed in service on or before December 31, 2026. Prior to that, in order to qualify for the \$8,000 increase in bonus depreciation, the passenger automobile would had to have been placed into service on or before December 31, 2019. This extension of the placed in service deadline only applies to automobiles acquired on or after September 28, 2017. However, if the passenger automobile was acquired before September 28, 2018, the first year additional depreciation is phased down to \$6,400 in the case of an automobile placed in service during 2018 and to \$4,800 in the case of automobile placed in service during 2019.

For tax years beginning on or after January 1, 2004, other than for eligible farmers (for purposes of the New York State farmers' school tax credit), the amount allowed as a deduction with respect to a sport utility vehicle that is not a passenger automobile for purposes of section 280F(d)(5) of the Internal Revenue Code is limited to the amount allowed under section 280F of the Internal Revenue Code as if the vehicle were a passenger automobile as defined in that section. SUVs which are entitled to Federal first-year bonus depreciation under IRC section 168(k) are not entitled to bonus depreciation for New York City purposes except for SUVs that are "qualified Resurgence Zone

property." On the disposition of an SUV subject to the limitation, the amount of any gain or loss included in income must be adjusted to reflect the limited deductions allowed for City purposes under this provision. Enter on Schedule B, lines 14(c) and 19 the appropriate adjustments from form NYC-399Z. See Finance Memorandum 21-1, "Application of IRC §280F Limits to Sport Utility Vehicles" for more information.

The federal depreciation deduction computed under the Accelerated Cost Recovery System (ACRS) or the Modified Accelerated Cost Recovery System (MACRS) (IRC Section 168) is not allowed for property placed in service in New York State in taxable years beginning before January 1, 1985 (except recovery property subject to the provisions of IRC Section 280-F).

ACRS and MACRS may not be allowed for property placed in service outside of New York State in taxable years beginning after 1984 and before January 1, 1994 (except property subject to the provisions of IRC Section 280-F).

For additional information regarding depreciation deductions for property placed in service outside of New York after 1984 and before 1994, see Finance Memorandum 99-4 "Depreciation for Property Placed in Service Outside New York after 1984 and Before 1994".

In place of the federal depreciation deduction, a depreciation deduction using pre-ACRS or MACRS rules (IRC Section 167) is allowed. Enter on line 14c the ACRS depreciation deduction used in computing, part 1, line 12. (Refer to instructions for line 19.) (Attach Form NYC-399 and/or NYC-399Z.)

Line 14d: Exempt Activities. Deductions and losses attributable to activities not considered part of an unincorporated business must be added back. See "Who is Subject to the Tax". Add back losses, interest, depreciation and any other expenses deducted for federal income tax purposes directly or indirectly attributable to the holding, leasing or managing of real property (including any business conducted at the property as an incidental service to tenants) or to the income or gain therefrom, if such holding, leasing or managing of property is exempt from Unincorporated Business Tax under NYC Administrative Code Section 11-502(d) in taxable years beginning on or after July 1, 1994 or January 1, 1996, in the case of parking services rendered to tenants at a garage open to the public. (Refer to "Who is Subject to the Tax", paragraph 6.)

Add back losses, interest or other expenses deducted for federal income tax purposes directly or indirectly attributable to notional principal contracts, the holding, sale, disposition, assumption, offset or termination of a position in property as defined in Admin. Code §11-502(c) (1) (A), or other substantially similar losses from ordinary and routine trading or investment activity as determined by the Commissioner, realized in connection with certain investment activities to the extent such activities are considered exempt from the Unincorporated Business Tax. Refer to "Who is Subject to the Tax", Paragraph 5.

In the case of a taxpayer that qualifies for the partial investment exemption (see: “Who is Subject to the Tax”, paragraph 5), add back losses, interest or other expenses deducted for federal income tax purposes directly or indirectly attributable to the sale or other disposition of an interest in another unincorporated entity to the extent attributable to activities of that entity covered by the taxpayer’s partial exemption.

LINE 15 - OTHER ADDITIONS

If you have received a distributive share of investment or business loss or deductions from any partnership, other than a mobile telecommunications partnership as described below, add back here any distributive share amounts of such loss or deductions included in calculating the amount on line 12 of this schedule and not previously added back on line 11. NOTE: A corresponding subtraction may have to be made on Schedule A, line 3b or 7b. See instructions for those lines.

Mobile Telecommunications Partnerships. For tax years beginning on or after August 1, 2002, partnerships that are partners in partnerships that receive at least eighty percent of their gross receipts from providing mobile telecommunications services should add back here any distributive share of losses or deductions from any such partnership, including their share of separately reported items included in calculating the amount on line 1 of this schedule. There is no corresponding subtraction on Schedule A for these amounts.

Describe in a separate schedule the nature and amount of any additions, such as:

- 1) interest income on state and local bonds held in connection with the business (other than on bonds of New York State and its political subdivisions)
- 2) interest or dividend income on bonds or securities, held in connection with the business, of any United States authority, commission or instrumentality that the laws of the United States exempt from federal income tax but not from state or local income taxes
- 3) royalty and interest payments made to related members as required by Ad. Code section 11-506(e). (See Royalty Payments to Related Members, page 3)
- 4) any other additions required by Sections 11-506 and 11-507 of the NYC Administrative Code. (Attach any appropriate schedules.)

- SUBTRACTIONS -

LINE 17 - INCOME AND UNINCORPORATED BUSINESS TAX REFUNDS

Enter any refund or credit for the overpayment of any income tax to the extent included in computing part 1, line 10.

LINE 18 - FEDERAL EMPLOYMENT CREDIT

Enter the portion of wages and salaries paid or incurred for the taxable year for which a deduction is not allowed pursuant to the provisions of

Section 280C of the Internal Revenue Code. (Attach federal Form 5884 or any other applicable federal forms.)

LINE 19 - DEPRECIATION ADJUSTMENT

If a taxpayer took the additional depreciation deduction on its federal return with respect to “qualified property” OTHER THAN “qualified Resurgence Zone property”, “qualified New York Liberty Zone property” and “qualified New York Liberty Zone leasehold improvements or SUVs for which an addback was required under the instructions to Line 14(c) of this schedule, use NYC-399Z to calculate the amount of the deduction that may be deducted for City purposes. The amount appearing in column B of line 8 on Form NYC-399Z should be included on this line. See “Highlights of Recent Tax Law Changes”, and Finance Memorandum 20-1, “Application of IRC §280F Limits to Sport Utility Vehicles” for more information.

In place of the disallowed ACRS deduction for certain property, line 14c, a depreciation deduction computed by any method permitted under IRC Section 167 as in effect on December 31, 1980, will be allowed. Enter on line 19 the ACRS adjustment from Form NYC-399, Schedule C, line 8B. (Attach Form NYC-399.) (See instructions for line 14c and Finance Memorandum 99-4 “Depreciation for Property Placed in Service Outside New York After 1984 and Before 1994”.)

LINE 20 - EXEMPT INCOME

Attach a schedule showing nature and amount of exempt income, such as:

- 1) interest income on United States obligations included in computing part 1, line 12;
- 2) interest or dividend income on bonds or securities of any United States authority, commission or instrumentality included in computing part 1, line 12 but exempt from state or local income taxes under United States law; or
- 3) interest or dividend income on bonds or securities to the extent exempt from income tax under New York laws authorizing the issuance of these bonds or securities, but included in computing part 1, line 12.

LINE 21 - DIVIDENDS

Enter 50% of dividends other than dividends from stocks not meeting the holding period requirement set forth in IRC Section 246(c).

LINE 22 - EXEMPT ACTIVITIES

Subtract income or gain includible in gross income for federal income tax purposes from the holding, leasing or managing of real property (including any business conducted at the property as an incidental service to tenants) if such holding, leasing or managing of property is not subject to Unincorporated Business Tax under NYC Administrative Code Section 11-502(d) (Refer to “Who is Subject to the Tax”, paragraph 6.)

Subtract income or gain includible in gross income for federal income tax purposes, including

dividends, interest, income attributable to securities loans, notional principal contracts, the holding, sale, disposition, assumption, offset or termination of a position in property as defined in Admin. Code §11-502(2) (1) (A), or other substantially similar income from ordinary and routine trading or investment activity as determined by the Commissioner, realized in connection with certain investment activities to the extent such activities are considered exempt from the Unincorporated Business Tax. (Refer to: “Who is Subject to the Tax”, paragraph 5.)

In the case of a taxpayer that qualifies for the partial investment exemption (see: “Who is Subject to the Tax”, paragraph 5), subtract income or gain includible in gross income for federal income tax purposes realized from the sale or other disposition of an interest in another unincorporated entity to the extent attributable to activities of that entity covered by the taxpayer’s partial exemption.

LINE 23 - OTHER SUBTRACTIONS

If you have received a distributive share of business or investment income or gains from any partnership, other than a utility partnership as described below, subtract here any distributive share amounts of such income or gains included in calculating the amount on line 12 of this schedule and not previously subtracted on line 11. NOTE: A corresponding addback may have to be made on Schedule A, line 3b or 7b. See instructions for those lines.

Utility Partnerships. For tax years beginning on or after August 1, 2002, partnerships that are partners in partnerships that are subject to tax under Ad. Code Title 11, Ch. 11 as “utilities” defined in Ad. Code section 11-1101(6) should subtract here any distributive share of income or gains from any such partnership, including their share of separately reported items included in calculating the amount on line 1 of this schedule. There is no corresponding addback on Schedule A for these amounts.

Describe in a separate schedule the nature and amount of any subtractions, such as:

- 1) the portion of gain included in computing part 1, line 12, from the sale or other disposition of property acquired before January 1, 1966, except:
 - a) stock in trade of the taxpayer or other property of a kind that would be properly included in his inventory if on hand at the close of the taxable year, or property held by the taxpayer primarily for sale to customers in the ordinary course of his trade or business; and
 - b) accounts or notes receivable acquired in the ordinary course of the trade or business for services rendered or from the sale of property described in a) to the extent of the difference between:
 - i) the amount of gain reported for each property; and
 - ii) the amount of gain that would be

reported for each property if the adjusted basis of the property on the date of sale or other disposition had been either:

- A) its fair market value on January 1, 1966, or on the date of its sale or disposition prior to January 1, 1966, plus or minus all federal adjustments to basis for the period after December 31, 1965, or
- B) the amount realized from its sale or other disposition,

whichever is lower.

If a gain reported is from a sale of property prior to January 1, 1966, reported on the installment method, the fair market value of the property on the date of the sale must be substituted for its fair market value on January 1, 1966. The total adjustment may not exceed the taxpayer's net gain from the sale or other disposition of all the property.

- 2) interest on money borrowed to purchase or carry bonds or securities, the interest on which is subject to the Unincorporated Business Tax but exempt from federal income tax; ordinary and necessary expenses paid or incurred during the taxable year in connection with income or property held for the production of this income; and amortization of bond premium for the taxable year on any bond, the interest on which is subject to the Unincorporated Business Tax but exempt from federal income tax, to the extent these items were not deducted in computing part 1, line 12.
- 3) any other subtractions required by Sections 11-506 and 11-507 (other than charitable contributions) of the NYC Administrative Code. (*Attach any appropriate schedules.*)

Do not include on line 23 any net operating loss carryover. Any unincorporated business net operating loss deduction allowable in 2021 by reason of a carryover of a net operating loss sustained by the partnership in prior years should be reported on Form NYC-NOLD-UBTP and on Schedule A.

SAFE HARBOR LEASES

This applies to agreements entered into prior to January 1, 1984. The NYC Administrative Code was amended to nullify the effects of federal "Safe Harbor Leases" upon New York City unincorporated business taxable income. (*Refer to Sections 11-506 and 11-507 of the NYC Administrative Code for details.*)

LINE 27 - CHARITABLE CONTRIBUTIONS

Deductions are allowed for charitable contributions made by the partnership, as a tax entity separate and distinct from its partners, to the extent contributions would be deductible by a corporation for federal income tax purposes, but not in excess of 5% of line 26. In general, contributions

deductible by a corporation are the same as those for individuals, except that:

- 1) contributions to fraternal societies, orders and associations operating under the lodge system are not deductible, and
- 2) contributions to a trust, chest, fund or foundation are deductible only if they are to be used within the United States or its possessions.

LINE 29 - INVESTMENT INCOME

Investment income includes: 50% of dividends from stocks held for investment; interest from investment capital; net capital gain or loss from sales or exchanges of securities held for investment; and income from cash if an election is made to treat cash as investment capital on line 3 of Schedule D. Do not include any capital loss that could not be used in computing federal taxable income.

In computing investment income, subtract the amount of deductions allowable in computing entire net income which are directly or indirectly attributable to investment capital or investment income.

LINE 29a - DIVIDENDS FROM STOCKS HELD FOR INVESTMENT

Enter dividends not excluded on line 21. This includes 50% of dividends from corporations for which an exclusion was allowed on line 21 of this schedule and 100% of dividends from stock not meeting the holding period requirement set forth in Section 246(c) of the IRC.

LINE 29d - INCOME FROM CASH

Enter income from cash on Schedule B, line 29d only if you have elected to treat cash as investment capital and have entered the amount thereof on Schedule D, line 3.

LINE 29f - DEDUCTIONS ATTRIBUTABLE TO INVESTMENT INCOME

For more information, see Statement of Audit Procedure GCT-2008-04, Noninterest Expense Attribution, April 9, 2008 and Statement of Audit Procedure PP-2008-12, GCT & UBT Treatment of Repurchase Agreements and Securities Lending and Borrowing Transactions for Financial Services Firms Regularly Engaged in Such Activities, March 31, 2008, available on the Department's website at nyc.gov/finance.

SCHEDULE C

Partnership Information

Partnerships must complete this schedule in order to claim the allowance for partner's services (Schedule A, line 13). In addition, this schedule must be completed for partners to claim the UBT Paid Credit on their own respective Unincorporated Business, General Corporation, Banking Corporation or Business Corporation Tax returns or a credit for UBT paid on their own City resident PIT return.

Enter for each partner in column H the sum of that partner's distributive share of income, gain, loss and deductions of the partnership, and guaranteed payments from the partnership, **but only if the sum is greater than or equal to zero** (i.e., the partner's in-

come, gain, and guaranteed payments exceed the partner's losses and deductions). For this purpose, a partner's distributive share is that partner's distributive share of each item of income, gain, loss, and deduction, other than guaranteed payments made by the partnership, reflected in Schedule B, line 28, plus the amount of any guaranteed payments to that partner from the partnership. **If the sum is less than zero** (i.e., the partner's losses and deductions exceed the partner's income, gain, and guaranteed payments), **enter "0"**.

Enter in column I each partner's percentage share of the total of the amounts entered in column H. Divide the amount for the partner in column H by the column H total. The total of the percentages in column I must add up to 100%.

SCHEDULE D

Investment Allocation

Complete Schedule D if you directly own investment capital.

Allocation for Partners in Other Partnerships.

If an unincorporated entity (the "partner") is a partner in another unincorporated entity (the "partnership"), carrying on an unincorporated business wholly or partly in New York City, the partner should not include its percentage interest in the items of investment capital of the partnerships from which it receives a distributive share in Schedule D. The partner must allocate its distributive share of the partnership's investment income as provided below. See §28-07(j)(3)(i) of Title 19 of the Rules of the City of New York for more information.

Unless a partner is permitted or required by the Commissioner to use an alternative method, the partner must allocate to the City its investment income from directly owned investment capital based solely by reference to its directly owned investment capital without regard to its percentage interest in the investment capital of any partnership.

Unless a partner is permitted or required by the Commissioner to use an alternative method, the partner must separately allocate to the City the same percentage of its distributive share of investment income from a particular partnership as that partnership allocated to the City for purposes of determining its own unincorporated business taxable income for the partnership's taxable year ending with or within the partner's taxable year. The partner must report those amounts on lines 15 and 23 of Schedule B and line 7b of Schedule A. See instructions for those lines.

Discretionary use of other methods. The Commissioner of Finance in his or her discretion may permit or require the taxpayer to use another method to allocate its directly owned investment income and its distributive share of investment income of another partnership if the Commissioner determines that the above methods do not result in a fair and equitable allocation to the City of the taxpayer's income. If a partner is permitted or required to use a discretionary method, detailed schedules and explanations should be attached.

Investment capital is the average value of your investments in stocks, bonds, and other corporate or government securities, less liabilities, both long term and short term, directly or indirectly attributable to investment capital. Investment capital does not include governmental stocks, bonds and other securities, the interest and dividends from which are totally exempt from the UBT except such instruments that are disposed of during the taxable year, producing taxable gain or loss. Investment capital does not include those stocks, bonds or other securities that are held for sale to customers in the regular course of business. Investment capital does not include interests in, or obligations of, partnerships or other unincorporated entities.

To determine the value of your assets for investment allocation purposes, you must include marketable securities at fair market value.

The fair market value of any asset is the price (without any encumbrance, whether or not the taxpayer is liable) at which a willing seller, not compelled to sell, will sell and a willing purchaser, not compelled to buy, will buy. The fair market value, on any date, of stocks, bonds and other securities regularly dealt in on an exchange or in the over-the-counter market is the mean between the highest and lowest selling prices on that date.

The value of all other property must be included at the value shown on the taxpayer's books and records in accordance with generally accepted accounting principles (GAAP).

ISSUER'S ALLOCATION PERCENTAGE

To determine the portion of investment capital to be allocated within the City, multiply the value of each stock or security during the period covered by the return (column E) by the issuer's allocation percentage for that stock or security.

This percentage may be obtained from (1) tax service publications, (2) from the Department's website under "Forms & Publications" at nyc.gov/finance or (3) by calling 311. If calling from outside of the five NYC boroughs, please call 212-NEW-YORK (212-639-9675). If the issuer was not doing business in New York City during the preceding year, the percentage is "0".

SCHEDULE D, LINE 3 - CASH

If you have both business and investment capital, you may elect to treat cash on hand or on deposit as either business or investment capital. If you wish to elect to treat cash as investment capital, you must include it on this line. Otherwise, you will be deemed to have elected to treat cash as business capital. You may not elect to treat part of such cash as business capital and part as investment capital. You may not revoke your election after it has been made.

COMPOSITION OF PREPAYMENTS SCHEDULE

Enter the payment date and the amount of all prepayments made for this tax period.

SCHEDULE E

Business Allocation

An allocation of business income is permitted for purposes of the Unincorporated Business Tax if the partnership carries on business both inside and outside New York City. For tax years beginning on or after January 1, 2012, all taxpayers must allocate unincorporated business taxable income using formula allocation. See sections 11-508(b) and (c) of the Administrative Code. Tax year 2011 was the last taxable year in which eligible taxpayers who made the one-time election to continue using books and records allocation for tax year 2005 were permitted to use that method of allocation.

Allocation for Partners in Other Partnerships.

If an unincorporated entity (the "partner") is a partner in another unincorporated entity (the "partnership"), carrying on an unincorporated business wholly or partly in New York City and either the partner or the partnership allocates a portion of its unincorporated business entire net income outside New York City, the partner must allocate its distributive share of the partnership's business income, if any, as provided below. The partner should not report its distributive share of that partnership's business income or any of that partnership's allocation factors on Schedule E.

Unless a partner is permitted or required by the Commissioner to use an alternative method, the partner must allocate to the City the same percentage of its distributive share of each item of a particular partnership's business income, gain, loss and deduction as the partnership allocated to the City for purposes of determining its own business income allocated to the City for the partnership's taxable year ending with or within the partner's taxable year. The partner must report those amounts on lines 15 and 23 of Schedule B and line 3b of Schedule A. See instructions for those lines. See §28-07(j)(2)(i)(A) of Title 19 the Rules of the City of New York.

Discretionary use of other methods. The Commissioner of Finance in his or her discretion may permit or require a taxpayer partner to use another method to allocate its own business income and its distributive share of the business income, gain, loss and deduction of another partnership if the Commissioner determines that the methods provided do not result in a fair and equitable allocation to the City of the taxpayer partner's income. If a partner is permitted or required to use a discretionary method, detailed schedules and explanations should be attached.

ALLOCATION BY FORMULA

Income from business carried on both inside and outside New York City must be determined in accordance with the statutory formula or an alternative method approved by the Department of Finance. Schedules E, Parts 1, 2 and 3 must be completed for this purpose in accordance with the specific instructions below.

A partnership that derives more than 10% of its gross receipts for the taxable year from publishing newspapers or periodicals or radio or television broadcasting must allocate all its income using the statutory formula unless the Department of Fi-

nance requires an alternative method to be used in order to fairly and equitably reflect the partnership's business income in the City.

ALTERNATIVE ALLOCATION METHOD

In order to request a discretionary adjustment to the statutory method of allocation, a written request, separate and apart from filing this return, must be submitted. For details on how to make such a request, go to <http://www1.nyc.gov/site/finance/taxes/business-filing-information.page>

If consent to use a different allocation method has not been obtained at the time of the filing of the return, you must use the formula basis set out in Schedule E, and pay the tax in accordance therewith. If the Department consents to your proposed alternative allocation method and it results in a lower tax liability than the formula basis set out in Schedule E, you may be entitled to claim a refund of the excess amount you have paid.

Securities and commodities brokers should refer to 19 RCNY Section 28-07(h) for special rules for allocating commissions, manager fees, primary spreads, and selling concessions.

SCHEDULE E, PARTS 1 AND 2

Enter the information requested in parts 1 and 2, all columns. Indicate in the "rent" column whether you own or rent the premises listed. Enter the amount of rent paid, if any. (*Attach rider if necessary.*)

SCHEDULE E, PART 3 - SINGLE RECEIPTS FACTOR ALLOCATION

The business allocation percentage is computed by dividing the amount of New York City gross income by total gross income and entering the result on Schedule E, Part 3, Line 2. Taxpayers who do not allocate business income outside New York City must enter 100% on Schedule E, Part 3, line 2.

LINE 1 - GROSS SALES OF MERCHANDISE OR CHARGES FOR SERVICES DURING THE YEAR

Except as provided in the following paragraphs, the amount to be entered on line 1 in column A is the portion of the total gross sales or charges that represents services performed by or through an agency in New York City. This includes services performed by employees, agents, agencies or independent contractors situated at, connected with, or sent out from offices of the unincorporated business (or its agencies) located in New York City.

Notwithstanding the foregoing, for tax years beginning on and after July 1, 2005, the source of income from services will be determined by the place where the services were performed (the "place-of-performance method"), instead of the office out of which the services were performed, according to the following phase-in schedule: Taxpayers having gross receipts of less than \$100,000 for the first tax year starting on or after July 1, 2005 and before July 1, 2006, must use the place-of-performance method starting in that year. Taxpayers having gross receipts of less than \$300,000 for the first tax year starting on or after July 1, 2006 and before July 1, 2007, must use

the place-of-performance method starting in that year. All other taxpayers must use the place-of-performance method starting with the first tax year beginning on or after July 1, 2007.

For taxable years beginning after June 30, 1996, the amount to be entered on line 1, column A with respect to sales of tangible personal property is the portion of the total gross sales of tangible personal property that represents sales where shipment is made to a point within New York City.

The amount to be entered on line 1 in column B is the total gross sales made or charges for services performed by the partners or by employees, agents, agencies, or independent contractors of the unincorporated business inside and outside New York City.

Partnerships engaged in publishing newspapers or periodicals must allocate receipts from advertising in such publications based on the circulation of the publication in the City compared to the total circulation. Partnerships engaged in radio or television broadcasting, whether by cable or other means, must allocate receipts from broadcasting programs or commercial messages based upon the location of the audience for the broadcasts in the City compared to the total audience. Partnerships engaged in publishing newspapers or periodicals or in radio or television broadcasting must allocate receipts from subscriptions to such newspapers, periodicals and broadcast programs based on the location of the subscriber.

Receipts from management, administration or distribution services provided to a regulated investment company (RIC) must be allocated based upon the percentage of the RIC's shareholders domiciled in New York City. (Attach rider showing computation.) See Admin. Code §11-508(e-2).

SOURCING OF RECEIPTS OF REGISTERED SECURITIES OR COMMODITIES BROKERS OR DEALERS.

For taxable years beginning after 2008, new rules are applicable in determining the sourcing of the receipts of taxpayers which are registered securities or commodities brokers or dealers. See Chapter 201 of the Laws of 2009.

Receipts earned by registered securities or commodities broker or dealer - The rules below apply for determining whether a receipt is deemed to arise from services performed in New York City by a registered securities or commodities broker or dealer, for purposes of computing the gross income factor of the BAP (Administrative Code section 11-508(e-3)).

A registered securities or commodities broker or dealer is a broker or dealer who is registered by the Securities and Exchange Commission (SEC) or the Commodities Futures Trading Commission and includes over-the-counter (OTC) derivatives dealers as defined under regulations of the SEC (17 CFR 240.3b-12). The terms *securities and commodities* have the same meanings as the meanings in IRC sections 475(c)(2) and 475(e)(2).

- **Brokerage commissions** - Brokerage com-

missions earned from the execution of securities or commodities purchase or sales orders for the accounts of customers are deemed to arise from a service performed in New York City if the customer who is responsible for paying the commissions is located in New York City.

- **Margin interest** - Margin interest earned on brokerage accounts is deemed to arise from a service performed in New York City if the customer who is responsible for paying the margin interest is located in New York City.
- **Account maintenance fees** - Account maintenance fees are deemed to arise from a service performed in New York City if the customer who is responsible for paying the account maintenance fees is located in New York City.
- **Income from principal transactions** - Gross income from principal transactions (that is, transactions in which the registered broker or dealer is acting as principal for its own account, rather than as an agent for the customer) are deemed to arise from a service performed in New York City if the production credits for these transactions are awarded to a New York City branch, office, or employee of the taxpayer.

Registered broker dealers may elect to source the gross income from principal transactions based on the location of the customer to the principal transaction. If the election is made, gross income from principal transactions is deemed to arise from a service performed in New York City to the extent that the gross proceeds from the transactions are generated from sales of securities or commodities to customers within the city based upon the mailing addresses of those customers in the records of the taxpayer. For additional information, see Administrative Code section 11-503(e-3)(1)(C) as added by section 108 of Chapter 201 of the Laws of 2009.

- **Fees earned from advisory services for a customer in connection with the underwriting of securities** (where the customer is the entity contemplating the issuance of the securities or is issuing securities) or for the management of an underwriting of securities are deemed to arise from a service performed in New York City if the customer responsible for paying the fee is located in New York City.
- **Receipts from the primary spread for the underwriting of securities** - Receipts from the primary spread or selling concession from underwritten securities are deemed to arise from a service performed in New York City if production credits are awarded to a branch, office, or employee of the taxpayer in New York City as a result of the sale of underwritten securities.
- **Interest earned on loans to affiliates** - Interest earned on loans and advances made by a taxpayer to an affiliate are deemed to arise from a service performed in New York City if

the principal place of business of the affiliate who is responsible for the payment of interest is located in New York City. An entity shall be considered an affiliate with the taxpayer for this purpose if the entity and the taxpayer have an eighty percent or more common direct or indirect, actual or beneficial ownership.

- **Fees for management or advisory services** - Fees earned from management or advisory services, including fees from advisory services for activities relating to mergers or acquisition activities, are deemed to arise from a service performed in New York City if the customer responsible for paying these fees is located in New York City.

A customer is located in New York City if the mailing address of the customer, as it appears in the broker's or dealer's records, is in New York City. For more information, see Administrative Code section 11-503(e-3) as added by section 108 of Chapter 201 of the Laws of 2009.

LINE 2 – BUSINESS ALLOCATION PERCENTAGE

Divide line 1, column A by line 1, column B. Round to the nearest hundredth of a percent.

SCHEDULE G

Additional Required Information

All questions in this schedule must be answered.

For interest calculations and account information, call 311. If calling from outside of the five NYC boroughs, please call 212-NEW-YORK (212-639-9675).

You can also visit the Finance website at:

nyc.gov/finance

PRIVACY ACT NOTIFICATION

The Federal Privacy Act of 1974, as amended, requires agencies requesting Social Security Numbers to inform individuals from whom they seek this information as to whether compliance with the request is voluntary or mandatory, why the request is being made and how the information will be used. The disclosure of Social Security Numbers for taxpayers is mandatory and is required by section 11-102.1 of the Administrative Code of the City of New York. Such numbers disclosed on any report or return are requested for tax administration purposes and will be used to facilitate the processing of tax returns and to establish and maintain a uniform system for identifying taxpayers who are or may be subject to taxes administered and collected by the Department of Finance, and, as may be required by law, or when the taxpayer gives written authorization to the Department of Finance for another department, person, agency or entity to have access (limited or otherwise) to the information contained in his or her return.