

Exchange of Information Agreement
Between New York State Department of Taxation and Finance
And
City of New York Department of Finance

Agreement made this 12th day of May 2011 between the City of New York Department of Finance (hereinafter "DOF") and the New York State Department of Taxation and Finance (hereinafter "DTF").

I. PURPOSE

The purpose of this agreement is to define the general administrative, procedural and technical framework in which each party can assist the other in the effective administration of the New York State Tax Law (hereinafter "Tax Law") and Title 11 of the New York City Administrative Code (hereinafter the "Code"). It will incorporate access to electronic data as well as to written data.

This agreement will supersede the Exchange of Information Agreement between the New York State Department of Taxation and Finance and the New York City Department of Finance, effective November 30, 2005.

II. DEFINITIONS

A. The term "tax information" shall mean:

1. a taxpayer's identity (including but not limited to name, SSN or EIN), the nature, source or amount of the taxpayer's income, payments, receipts, deductions, exemptions, credits, assets, liabilities, net worth, tax liabilities, tax withheld, deficiencies, tax payments, or any information contained on a taxpayer's return or derived from an audit of such return, whether in hard copy or electronic format, whether the taxpayer's return was, is, or will be examined or subject to other investigation or processing, or any other data, received by, recorded by, prepared by, furnished to, or collected by DOF or DTF or the New York State/City Sales Tax and Personal Income Tax Metropolitan Audit Groups ("Metro") with respect to a return or with respect to the determination of liability (or amount thereof) of any person, under the Tax Law or Code, for any tax, penalty, interest, fine, forfeiture, or other imposition or offense, and,
2. any part of any written determination issued by DOF or DTF or Metro concerning a particular taxpayer, or any background or audit file document relating to such written determination which is not otherwise open to public inspection under the law, and,

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3. such term shall include the filing history or status of a particular taxpayer, however,
4. such term does not include data in a form which cannot be associated with or otherwise identify, directly or indirectly, a particular taxpayer.

B. The term "tax purpose" shall mean:

1. the administration, management, conduct, direction, and supervision of the execution and application of the Tax Law and the Code and associated rules and regulations,
2. the development and formulation of State and City tax policy and revenue forecasting relating to existing or proposed provisions of the Tax Law or Code, and associated rules and regulations, and
3. the assessment, collection, enforcement (including criminal enforcement), civil and criminal litigation, statistical gathering and publication, and development and implementation of computer-generated modeling, and data mining and analysis functions under the Tax Law and the Code, and associated rules and regulations.

III. PROCEDURES FOR EXCHANGE OF TAX INFORMATION

- A. All requests by DOF for New York State tax information and all requests by DTF for New York City tax information shall be communicated in writing and transmitted in person or by mail, facsimile machine or other electronic means to the Information Exchange Representatives (hereinafter "Representative") named in this section. Representatives are authorized to request and receive information.

The Representative of DOF shall be:

Deputy Commissioner and General Counsel
New York City Department of Finance
Office of Legal Affairs
345 Adams Street, 3rd Floor
Brooklyn, New York 11201
By: Disclosure Officer

The Representative for DTF shall be:

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Disclosure Officer
New York State Department of Taxation and Finance
W. A. Harriman State Office Building Campus
Building 8 - Room 700
Albany, New York 12227

- B. The Representatives will provide the information requested if it is available and permitted under the Tax Law or Code. When inspection of files or documents is permitted, authorized personnel may be permitted to inspect such files or documents after arrangement for such inspection is made by the Representatives. When a request is made for photocopies of tax information, DOF or DTF or Metro shall comply with such request for photocopies of documents and work papers, except when the information requested pertain to a case where an audit is still in progress. In this instance, information shall be available for inspection, review and discussion but no photocopies will be provided.
- C. In addition to the designations described in paragraphs A. and B. above, the DOF Commissioner and DTF Commissioner may also delegate authority to request and receive information to other DOF and DTF and Metro employees, respectively, as deemed necessary and appropriate. DOF will notify DTF in writing of all personnel authorized to request and receive state tax information. DTF will notify DOF in writing of all personnel authorized to request and receive city tax information. Authorized DOF and DTF employees will be permitted to request and receive, respectively, New York State and New York City tax information for tax purposes in accordance with various secrecy provisions of the Tax Law and the Code and this agreement. The Representatives shall be notified in writing, either paper or electronic means, by their respective agency employee as to the particulars of each request and corresponding reply. On a regular basis, DOF and DTF will exchange lists of all requests made pursuant to this section.
- D. Information Not Subject to Exchange: The following information shall not be subject to exchange:
1. Information received from the Internal Revenue Service pursuant to Section 6103(d) of the Internal Revenue Code, or any other federal agency unless the exchange is authorized in advance by the Internal Revenue Service or such other federal agency.

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2. Any information that would identify a confidential informant or seriously impair a civil or criminal tax investigation.
 3. Information received from another state, city or other New York State or city agency.
- E. Any New York State tax information provided to DOF by DTF or New York City tax information provided to DTF by DOF pursuant to the terms of this agreement are to be used by DOF and DTF for tax administration purposes only.

IV. EXCHANGE OF TAX INFORMATION IN ELECTRONIC FORMAT

The following information may be exchanged in agreed-upon formats, including, but not limited to, electronic transmission (e.g., FTP) and electronic on-line access through secured lines, connections and/or terminals:

- A. DTF will provide the following information at agreed-upon intervals, but in any case no less often than on an annual basis:
1. Closed audit history records for Personal Income, Corporation and Sales and Use taxes
 2. NYC Partnership and Partner Data
 3. Withholding Tax Information on Employers that Reported NYC Withholding Tax
 4. Wage and Withholding Information based on tickler file that DOF provides
 5. Bank and Corporate Intermediate Files
 6. Open inventory Extract
 7. Corporation Tax files and combined returns for taxpayers with nexus to NYC based on tickler file that DOF provides (including taxpayers in the MTA Surcharge area)
 8. Sales Tax information for NYC vendors-provided on a quarterly basis
 9. Corporation, Bank and Personal Income tax study files
 10. Personal Income Tax Population file
 11. S-Corporation EIN file based on tickler file that DOF provides
 12. EINs of NYC taxpayers who file the Limited Liability Company/Limited Liability Partnership Filing Fee payment form based on tickler file that DOF provides
 13. List of Regulated Investment Companies and Real Estate Investment Trusts
 14. Sales and Use Tax Policy and Population files
 15. Sales and Use Tax Returns and Return Information filed by NYC Vendors.

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16. Personal Income Tax Returns and Return Information filed by NYC Residents and NYS Residents who may have NYC nexus.
- B. DOF will provide the following information on an annual basis (unless otherwise noted)
1. NYC Parking Permit Exemption
 2. NYC STAR
 3. NYC Condo/Co-op
 4. NYC Fairtax File
 5. NYC UBT/GCT
- C. It is agreed that neither agency will charge the other agency for any expenses incurred in preparing or transmitting the extract tapes or in making any other information exchanges provided for in this section. Staff from DOF's Office of Legal Affairs, Disclosure, Audit, Tax Policy, Enforcement, and Information Technology offices have been, and will remain, in contact with staff from DTF's Disclosure Office, Audit Division, and Information Technology Services to work out the technical aspects involved in the exchange of the information.
- D. All other requests by DOF for New York State tax information and by DTF for New York City tax information will be evaluated by both parties on its own merit. DOF and DTF will attempt to comply with all requests that they may legally comply with, that are administratively and technologically feasible and that are determined to be in the best interests of both parties to this agreement.

V. SECRECY / CONFIDENTIALITY

DOF and DTF are prohibited from disclosing any tax information received from the other party to any person or other agency without the explicit written consent of the party furnishing the information. All DOF and DTF and Metro employees who obtain access to any tax information provided by the other party are subject to all of the provisions of the Tax Law and the Code including, but not limited to the secrecy and criminal provisions contained therein that make it unlawful to divulge or make known in any manner the amount of income or any particulars set forth or disclosed in any report or return required to be filed under the Tax Law or Code. It shall be the duty of DOF's Representative and DTF's Representative to take all necessary steps to ensure the secrecy of all such materials and information.

VI. ADMINISTRATIVE PROVISIONS

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DOF agrees to provide DTF with the services of a full-time file clerk, if the parties agree that such clerk is needed. The responsibilities of the file clerk shall be to locate, retrieve, and if necessary, photocopy New York State tax information that is to be provided by DTF to DOF. The file clerk is to be a DOF employee and all compensation, payments of benefits, and any other costs incurred by or with respect to such employee shall be the responsibility of DOF. However, the employee will be required to adhere to the rules of DTF while working within said department, including but not limited to, the strict confidentiality policies of DTF.

If it is determined by DTF that the file clerk, provided for above, is not able to effectively cover all DOF requests for New York State tax information, DOF will be charged, by DTF, for any additional requests on a cost basis.

VII. STATE / CITY AUDIT CHANGE PROGRAM

The current State/City Change Program, whereby DTF routinely sends to DOF copies of assessments made with respect to taxpayers with New York City addresses, and whereby DOF routinely sends similar documents to DTF, will remain in effect. This process may continue as is without need for processing through the DOF and DTF representatives.

VIII. OTHER AGREEMENTS

This agreement shall not affect or be deemed to amend terms of any other agreement currently in effect regarding joint administration of taxes. Furthermore, it shall not prevent the parties from entering into any future agreements regarding joint administration of taxes.

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IX. EFFECTIVE DATE

This agreement shall take effect immediately upon execution by the parties hereto.

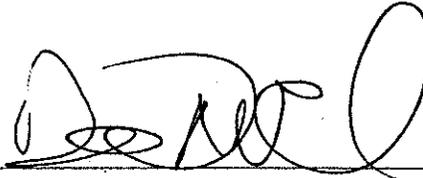


Commissioner, New York State

Thomas H. Mattox

Department of Taxation and Finance

Signed this 12th day of Nov, 2011



Commissioner, City of New York

David M. Frankel

Department of Finance

Signed this 12th day of Nov, 2011