

Please use this form to report details of your Payments in Lieu of Taxes ("PILOT") Project. This form is to be completed even if the project is still in its "Ramp-Up Period." If a PILOT Recipient has been granted multiple PILOTs, each PILOT Project has to be reported separately.

Combined reports are acceptable only upon written approval.

1.0 Project Data

PILOT Case #:	20171003
PILOT Recipient:	Pfizer Inc.
Address of Property Subject to PILOT:	949 Shady Grove Road, Memphis, TN
Mailing Address:	100 Route 206N, Peapack, NJ 07977
PILOT Term (Years):	14 years
Ramp-Up Period Ends (Date):	2 years; 11/01/2018-10/31/2020

1.1 PILOT Employment, Wage, & Capital Investment Contact Information


Contact Name:	Steve Rauch
Contact Phone Number:	908-901-1116
Contact Email:	steve.rauch@pfizer.com

1.2 Diversity Plan Contact Information

Contact Name:	Steve Rauch
Contact Phone Number:	908-901-1116
Contact Email:	steve.rauch@pfizer.com

1.3 Other PILOT Project Officials Contact Information (Where applicable)

Contact Name:	Harry Skefos
Contact Phone Number:	901-522-9000
Contact Email:	hskefos@martintate.com

 Submission Deadline: January 31, 2019.
Submission Deadline of March 1, 2019 for PILOTs granted before January 1, 2003.
If a portion of this report does not pertain to your PILOT incentives, please indicate not applicable ("N/A"), as appropriate.

Should you have any questions concerning this report, please contact Tracy Buckley, Manager, Economic Development Programs, at 901.341.2103 or TBuckley@growth-engine.org

PILOT Annual Report – Payments Made & Capital Investments

2.0 Payments in Lieu of Taxes Made:

Please indicate payments in lieu of taxes made to the City of Memphis and Shelby County for the current year and the previous year, in the table below. If any taxes are under appeal, please provide comments in the space provided, noting the entity the PILOT Recipient is appealing to, the years under discussion, and the amounts under review. See Note 1 in the PILOT Annual Report Guidelines for additional instructions

	2017		2018	
	City	County	City	County
Real Property	N/A	N/A	Pending	Pending
[parcel #] 080-024-00025	N/A	N/A	N/A	N/A
[parcel #]	N/A	N/A	N/A	N/A
[parcel #]	N/A	N/A	N/A	N/A
Personal Property	N/A	N/A	N/A	N/A
[parcel #]	N/A	N/A	N/A	N/A
[parcel #]	N/A	N/A	N/A	N/A
[parcel #]	N/A	N/A	N/A	N/A

For additional parcels, please attach page.

* Does not include existing real property leased by PILOT Recipient, as reflected in the Community Reinvestment Credit.

Comments:

3.0 Capital Investments - Real Property (Note 1)

Commitment - Real Property: \$ 18,260,733

Please indicate the **cumulative** total PILOT Project investments in Real Property as of December 31, 2018, in the table below. Please include tenant improvements under Real Property. CRC is the rollback of the tax assessment whereby the payment in lieu of taxes for the demised premises is based wholly or partially on the pre-acquisition value of the demised premises as of January 1, 2014, without regard to any improvements thereon, as provided in sections 6.02(a) in the real property lease.

Capital Investment	Year	Additions \$	Disposals \$	Cumulative Total at End of Year \$
Real Property	2018	Lessee: <u>\$13,813,875.60</u> Applicant: <u>\$4,687,757</u>	0	\$18,501,632.60

	2017	Included in Cumulative 2018	0	Included in Cumulative 2018
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PILOT Annual Report – Capital Investments

3.1 Capital Investments -Tangible Personal Property (Notes 1, 2)

Commitment - Tangible Personal Property: \$ 2,992,000

Please indicate the **cumulative** total PILOT Project investments in Tangible Personal Property as of December 31, 2018, in the table below. See Note 2 in the PILOT Annual Report Guidelines for additional instructions. If additions, replacements and/or disposals of Tangible Personal Property occurred during the year, please indicate the bills of sale and the associated amounts.

Year	Transactions	Bill(s) of Sale No.	Amount
2018	Cumulative Balance at Beginning of Year		N/A
	Additions		N/A
	Replacements		N/A
	Disposals		N/A
	<input type="checkbox"/> Net		N/A
	Cumulative Balance at End of Year		N/A
2017	Cumulative Balance at Beginning of Year		N/A
	Additions		N/A
	Replacements		N/A
	Disposals		N/A
	<input type="checkbox"/> Net		N/A
	Cumulative Balance at End of Year		N/A

**Only property added into the PILOT will count in this total.*

PILOT Annual Report – Jobs Created and Maintained

4.0 Jobs Created and Maintained

Commitment - Net New Jobs: _____ **Commitment - Existing/Retained Jobs:** 250

Please enter data regarding Full-Time Equivalent Jobs provided for **persons employed by the PILOT Recipient** (“Employees”) and **persons employed by a party other than the PILOT Recipient** (“Contract Employees”). Refer to Notes 3, 4, and 5 of the Annual Reports Guidelines for qualifications of a full-time equivalent job.

Year	Company Employees			3 rd Party Contract Employees			Total Number of Workers on Site at End of Year
	Number of Employees on Site at Beginning of Year	Net New Employees Hired During the Year	Total Number of Employees on Site at End of Year	Number of Contract Employees on Site at Beginning of Year	Net New Contract Employees Hired During the Year	Total Number of Contract Employees on Site at End of Year	
2018	N/A	0	250	N/A	0	0	250*
2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A

- *Number of Employees at the beginning of the year – Insert the total number of Full-Time Equivalent Jobs in existence at the beginning of the year, provided for persons employed by the PILOT Recipient.*
- *Net New Employees hired – Insert the difference between Employees hired and Employees terminated during the year.*
- *Number of Contract Employees at the beginning of the year – Insert the total number of full-time equivalent jobs in existence at the beginning of the year, provided for persons employed by a party other than the PILOT Recipient.*
- *Net New Contract Employees hired – Insert the difference between Contract Employees hired and Contract Employees terminated during the year.*

**The real property lease is dated 11/1/18, when Pfizer took occupancy of the subject location. So, Pfizer has listed N/A for jobs on site at as of 1/1/18. The year-end figures only include Pfizer’s Project Jobs. The total headcount at Pfizer’s location in Memphis, Shelby County, Tennessee, is 300 as of December 31, 2018.*

PILOT Annual Report – Wages

5.0 Wages without Benefits - (Note 6)

Commitment – Wages Without Benefits: \$ 88,776

The average/median wage (per lease agreement) includes overtime/incentive bonuses.

Year	Employees \$	3 rd Party Contract Employees \$	Weighted Average Wage \$ [(# of employees x wages) + (# of contract employees x wages)] / total # of employees + contract employees
2018	\$108,396	\$	\$108,396
2017	N/A	N/A	N/A

- *Employee means a person employed by the PILOT Recipient.*
- *Contract Employee means a person employed by a party other than the PILOT Recipient and whose labor is contracted for by the PILOT Recipient and who is considered a necessary member of the workforce responsible for duties and assignments required to be performed in order for the PILOT Recipient to operate its business. All Contract Employees are subject to the PILOT criteria for determining Net New Jobs, including, but not limited to, wages and health insurance requirements.*
- *The wage paid should be the actual amount paid to the Contract Employees. The third party employer’s profit margin should be clearly identified and eliminated to determine the actual amount paid to the Contract Employee.*

PILOT Annual Report – Diversity Plan Program

6.0 2018 Project Commitments - (Notes 7, 8, 9)




Please use this form to report transactions between the PILOT Recipient and certified Minority and Woman Owned Small Business Enterprises (“MWBEs”) and Locally Owned Small Businesses (“LOSBS”) during the year. The committed annual expenditures with certified MWBEs and LOSBs per the Diversity Plan are in the table below.

EDGE engages a local consultant that can help PILOT recipients identify additional MWBEs at no charge. To learn more contact Tracy Buckley, Manager of Economic Development Programs at (901) 341-2103 or tbuckley@growth-engine.org.

Local Business Participation	
Overall Commitment	\$2,073,521
Cumulative Spend	\$3,127,036.49
Achieved Spend 2017	N/A
Achieved Spend 2018	\$3,127,036.49

6.1 Business Transaction Form

Please state the **actual** amount of expenditures transacted with MWBE and LOSB firms from **January 1, 2018 to December 31, 2018**. Please indicate the MWBE and LOSB firm, address, and the dollar value of the transactions. Please note that only transactions that occurred between the Applicant/Sponsor/PILOT Recipient and MWBEs and LOSBs in the year under review should be reported, where applicable. Categories are defined as Construction (C), Professional Services (PS), Goods (G), and Non-Professional Services (NPS).

	Company's Name & Address	Transacted Amount	Entity Certifying Local Business Participant Please Attach Certification.	Category
1	MBI – 4539 Distriplex Dr Mphs, TN 38118	\$582,609.50 Lessee Pd 6/20/18	 WBENC Certificate 2018.pdf	C
2	MBI – 4539 Distriplex Dr Mphs, TN 38118	\$399,857.00 Lessee Pd 10/19/18	 WBENC Certificate 2018.pdf	C
3	MBI – 4539 Distriplex Dr Mphs, TN 38118	\$182,753.10 Lessee Pd 11/27/18	 WBENC Certificate 2018.pdf	C
4	APG Office Furnishings, Inc.	\$1,878,058.14 (Applicant Pd)	(EOC number EOC-V-0520-27707)	C
5	Ewing Moving Service, Inc.	\$83,758.75 (Applicant Pd)	(EOC number MBE-V-0520-27741)	N P S
6				
7				
8				
9				

*Attach additional sheets if necessary

Total Transactions \$3,127,036.49

PILOT Annual Report – Diversity Plan Program

6.2 Diversity Plan Hiring

Did the organization advertise available jobs with Workforce Investment Network (WIN)? X Yes No
If so, how many? ____14_____

7.0 PILOT Annual Report Certification

To the best of my knowledge and belief, I certify the following:

That the information and attachments provided are true and accurate, and except as noted on the previous page(s) or other attachments to this document, has complied with all major criteria/components related to PILOT # 20171003.



Signature

Name: Steve Rauch
 Title: Asst Dir. Tax
 Date: February 25, 2019
 Phone: 908-901-1116
 Email: steve.rauch@pfizer.com

Please submit completed and signed materials electronically to:

PILOTCompliance@Growth-Engine.org

For assistance call: 901.341.2100

8.0 Non-Discrimination Certification - Ongoing Compliance

Documentation in the form of a certificate signed under penalty of false statement by a chief executive officer, president, chairperson, member, or other corporate officer duly authorized to adopt corporate, company, or partnership policy that certifies the PILOT Recipient complies with the non-discrimination requirements under the Payments in Lieu of Taxes ("PILOT") Program.

Instructions:

Please complete all sections of the form.

Certificate:

I, the undersigned, am over the age of eighteen (18) and understand and appreciate the obligations of an oath. I am Assis. Dir. Tax of Pfizer Inc., an
Signatory's Title Name of Entity
entity duly formed and existing under the laws of Delaware. I certify that I
Name of State
am authorized to execute and deliver this certificate on behalf of Pfizer Inc. and
Name of Entity
that Pfizer Inc. has a policy in place that complies with the non-
Name of Entity
discrimination agreements of the Payments in Lieu of Taxes ("PILOT") Program.



Signature

Steve Rauch
Name

Asst Dir. Tax.
Title

Date: February 25, 2019

9.0 Third Party Employee Report

Third Party Employment Certificate

I _____ hereby certify the following:
Name

1. That I am the _____ of _____, a
Title Business
_____ corporation (“Employer”).
Business Type

2. Employer has contracted with _____, (“Company”) to provide
PILOT Recipient
employees for its location at _____, Memphis, Shelby
PILOT Address
County, Tennessee (“Site”).

3. The term for the contract between Employer and Company for the Site is from
_____ to _____.
Date Date

4. During the calendar year _____, Employer provided _____
Year
employees to the Company at the Site with a wage of _____.
\$ Amount

This employment certificate is executed on this _____ day of _____, 2019 for the
benefit of the EDGE/Industrial Development Board of the City of Memphis and The County of
Shelby, Tennessee.

Signature

Name

Title

Date: _____

PILOT Annual Report – Guidelines

(Note 1) For clarification purposes, the achieved amounts should include total investments since inception of the PILOT, through the Ramp-Up Period; plus, any additions or replacements made in accordance with the terms of the Lease Agreements and Amendments, where applicable. In addition, the amounts claimed as invested in newly acquired real property should be the actual expenditures (amounts spent) on the asset type, and not a value determined by the Shelby County Assessor's Office, or any other entity.

(Note 2) Please note any additions, replacements/disposals of tangible personal property and the corresponding Bills of Sale generated due to additions, replacement or disposals of the tangible personal property assets during the year (Please indicate by checking the box (☐), if one bill of sale reflects both additions and disposals and utilize the "Net" row). In addition, the amounts claimed as invested in tangible personal property should be the actual expenditures (amounts spent) on the asset type, and not a value determined by the Shelby County Assessor's Office, or any other entity. Personal Property amounts should be as stated on Bills of Sale conveying title to the EDGE/IDB and also include additional project expenditures, if any, not yet captured under a Bill of Sale.

(Note 3) "Net New Jobs" means the number of new Full-Time Equivalent Jobs in Shelby County created by the Project, and based at the site(s) that is/are the subject of the Lease Agreement. Net New Jobs in Shelby County shall not include any Full-Time Equivalent Jobs being provided by PILOT Recipient in Shelby County at the time the PILOT Application is submitted to EDGE, including any jobs located at another site in Shelby County at the time of the PILOT Application and moved by PILOT Recipient from said other site(s) in Shelby County to the Project sites(s).

"Full-Time Equivalent Jobs" means a job for which a PILOT benefit is awarded and is a full-time job which provides full-time employment of at least 1,600 hours per year, and permanent part-time jobs, which, when combined, total at least 1,600 hours of employment for the Project. For example, if an employer had one worker working 1,600 hours per year and two workers working 800 hours per year each, that employer would be providing employment for two full-time equivalent jobs. A Full-Time Equivalent Job must be paid at least \$12.00/hour and the employer must offer to pay at least one half of health insurance costs for the Employee. The \$12.00/hour must be the actual amount paid the Employee or Contract Employee for base compensation, but not including benefits. This minimum amount paid will reset every three years to one half the Shelby County Annual Average Wage rounded to the nearest ½ dollar. Contract Employees (defined in Note 5 below) are included as full-time equivalent Employees.

(Note 4) In addition to the "Jobs Created and Maintained" information for Contract Employees, where applicable, please note the following: If PILOT Recipient utilized contract labor provided by a vendor, please attach reports as necessary. Utilize the attached Third Party Employee Report form. Forms should be sent to vendors, returned to you, and included with your PILOT Performance Report submission.

(Note 5) "Contract Employee" means a person employed by a party other than the PILOT Recipient and whose labor is contracted for by the PILOT Recipient and who is considered a necessary member of the workforce responsible for duties and assignments required to be performed in order for the PILOT Recipient to operate its business. All Contract Employees are subject to the PILOT criteria for determining Net New Jobs, including, but not limited to, wages and health insurance requirements.

PILOT Annual Report – Guidelines (continued)

(Note 6) *The PILOT Lease Agreements and/or PILOT Documents, usually specify the committed wage as either an average wage or a median wage. Refer to your PILOT Lease Agreement and/or other supporting documents and determine whether the exact commitment is median wage or average wage. Eliminate the incorrect type and present the achieved wage, i.e. average or median wage, without benefits. If Project Wages include Benefits per the Lease Agreement, provide such Wages and indicate accordingly.*

(Note 7) *Per the Diversity Program/Local Business Participation Policy, MWBEs refers to City of Memphis certified Minority and Woman Owned Business Enterprises. In addition, LOSBs refers to Shelby County certified Locally Owned Small Businesses.*

(Note 8) *Per the Diversity Program/Local Business Participation Policy, PILOT Recipients are to transact business with certified MWBEs/LOSBs. The acceptable certifying agencies are:*

- *The Office of Business Diversity and Compliance of the City of Memphis (“OBDC”)*
- *The Equal Opportunity Compliance Office of Shelby County (“EOC”)*

(Note 9) *Summarize the names, transaction amounts and MWBE/LOSBE certification agencies. Ensure that the MWBE/LOSBE details agree with the certificates of MWBE/LOSBE status issued by the certifying bodies. The Transacted Amount represents the cumulative value of goods and/or services that have been provided by a vendor as of the end of the year.*