

REMARKETING

BOOK-ENTRY-ONLY

On November 13, 2024 (the Mandatory Tender Date), the Metropolitan Transportation Authority (MTA) is effectuating a mandatory tender for the purchase and remarketing of the currently outstanding Transportation Revenue Variable Rate Bonds, Subseries 2005D-2 (the Subseries 2005D-2 Bonds) and Transportation Revenue Variable Rate Refunding Bonds, Subseries 2012G-4 (the Subseries 2012G-4 Bonds and, together with the Subseries 2005D-2 Bonds, the Remarketed Bonds). On the Mandatory Tender Date (i) the Remarketed Bonds will be subject to mandatory tender; (ii) the Remarketed Bonds will remain as Variable Interest Rate Obligations bearing interest at a Daily Rate as further described herein; (iii) the irrevocable direct-pay letters of credit issued by Bank of Montreal, acting through its Chicago Branch, relating to the Remarketed Bonds, will be replaced with separate irrevocable direct-pay letters of credit issued by Bank of America, N.A., to support the payment of principal of and interest on, and the payment of the Purchase Price of, each subseries of the Remarketed Bonds, as further described herein; (iv) the terms and provisions of the Remarketed Bonds will be amended and restated to reflect the terms and provisions described herein; and (v) the Remarketed Bonds will be remarketed at a price equal to the principal amount thereof. See “REMARKETING PLAN” herein. For a discussion of certain federal and State income tax matters with respect to the Remarketed Bonds, see “TAX MATTERS” herein.



\$135,550,000
METROPOLITAN TRANSPORTATION AUTHORITY
Transportation Revenue Variable Rate Bonds
consisting of

\$65,900,000
Transportation Revenue Variable Rate Bonds
Subseries 2005D-2
Due: November 1, 2035

\$69,650,000
Transportation Revenue Variable Rate Refunding Bonds
Subseries 2012G-4
Due: November 1, 2030

Dated and accruing interest from: November 13, 2024

Due: As shown above

The Remarketed Bonds —

- are MTA’s special, not general, obligations, payable solely from the revenues of the transit and commuter systems and other sources pledged to bondholders as described in this remarketing circular, and
- are not a debt of the State of New York (the State) or The City of New York (the City) or any other local government unit.

MTA has no taxing power.

The Remarketed Bonds constitute Variable Interest Rate Obligations and will bear interest from and including November 13, 2024 in the Daily Mode, as described herein. MTA reserves the right at any time to convert the interest rate of the Remarketed Bonds to a Commercial Paper Mode, Weekly Mode, Fixed Rate Mode or Term Rate Mode. See “DESCRIPTION OF THE REMARKETED BONDS” herein. **This remarketing circular (i) is intended to provide disclosure only to the extent that each subseries of the Remarketed Bonds remains in the Daily Mode, and (ii) speaks only as of the date of this document or as of certain earlier dates specified herein.**

The payment of principal of and interest on each subseries of the Remarketed Bonds and the payment of the Purchase Price (as defined herein) of each subseries of the Remarketed Bonds, on any Purchase Date or Mandatory Purchase Date (each as defined herein) will be supported by a separate irrevocable direct-pay letter of credit (each a Credit Facility, and together, the Credit Facilities), issued by Bank of America, N.A. (the Credit Facility Issuer), pursuant to separate Letter of Credit and Reimbursement Agreements, each to be dated as of November 1, 2024 (each, a Reimbursement Agreement, and together, the Reimbursement Agreements), between MTA and the Credit Facility Issuer. Each Credit Facility will expire on November 12, 2027, unless extended or earlier terminated pursuant to its respective terms or the terms of the applicable Reimbursement Agreement. See “DESCRIPTION OF THE REMARKETED BONDS — Credit and Liquidity Facilities” herein.

Each subseries of the Remarketed Bonds is subject to redemption prior to maturity and mandatory and optional tender, including mandatory tender for purchase, prior to the expiration, termination or substitution of the applicable Credit Facility, as described herein. Payment of the Purchase Price is not an obligation of MTA. See “DESCRIPTION OF THE REMARKETED BONDS — Credit and Liquidity Facilities” herein.

The Remarketed Bonds are subject to the Book-Entry-Only system through the facilities of The Depository Trust Company.



Price – 100%

This cover page contains certain information for general reference only. It is not intended to be a summary of the security or terms of the Remarketed Bonds. Investors are advised to read this entire remarketing circular, including all portions hereof included by specific cross-reference, to obtain information essential to making an informed decision.

BofA Securities
Remarketing Agent

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New York, New York 10004
(212) 878-7000
Website: www.new.mta.info

John N. Lieber Chair and Chief Executive Officer
Andrew B. Albert..... Non-Voting Member
Gerard Bringmann Non-Voting Member
Norman E. Brown..... Non-Voting Member
Samuel Chu.....Member
Michael Fleischer.....Member
Daniel Garodnick.....Member
Randolph Glucksman..... Non-Voting Member
Marc Herbst Member
David R. Jones Member
Meera Joshi Member
Blanca P. López Member
David S. Mack Member
Haeda B. Mihaltses Member
John-Ross Rizzo Member
John Samuelson..... Non-Voting Member
Lisa Sorin.....Member
Vincent Tessitore, Jr. Non-Voting Member
Midori Valdivia.....Member
Neal Zuckerman.....Member

Kevin Willens Chief Financial Officer
Paige Graves General Counsel
Olga Chernat Deputy Chief, Financial Services

ORRICK, HERRINGTON & SUTCLIFFE LLP
New York, New York

BRYANT RABBINO LLP
New York, New York

Co-Bond Counsel

PUBLIC RESOURCES ADVISORY GROUP, INC.
New York, New York

SYCAMORE ADVISORS, LLC
New York, New York

Co-Financial Advisors

HAWKINS DELAFIELD & WOOD LLP
New York, New York
Special Disclosure Counsel

SUMMARY OF TERMS

MTA has prepared this Summary of Terms to describe the specific terms of the Remarketed Bonds following a remarketing of such bonds as described herein under “REMARKETING PLAN”. The information in this remarketing circular, including the materials filed with the Electronic Municipal Market Access System of the Municipal Securities Rulemaking Board and included by specific cross-reference as described herein, provides a more detailed description of matters relating to MTA and to the Transportation Revenue Bonds. Investors should carefully review that detailed information in its entirety before making a decision to purchase any of the Remarketed Bonds.

Issuer	Metropolitan Transportation Authority, a public benefit corporation of the State of New York.		
Bonds Being Remarketed	Transportation Revenue Variable Rate Bonds, Subseries 2005D-2 (the Subseries 2005D-2 Bonds) and Transportation Revenue Variable Rate Refunding Bonds, Subseries 2012G-4 (the Subseries 2012G-4 Bonds, and together with the Subseries 2005D-2 Bonds, the Remarketed Bonds).		
CUSIP Numbers	<u>Subseries</u>	<u>CUSIP Number*</u>	
	2005D-2	59261A 3R6	
	2012G-4	59261A 3T2	
Maturities and Rate Modes	The Remarketed Bonds are Variable Interest Rate Obligations. The Remarketed Bonds will mature on the dates shown on the cover page of this remarketing circular and shall bear interest in the Daily Mode as herein described.		
Denominations.....	\$100,000 and any integral multiples of \$5,000 in excess thereof.		
Interest Payment Dates	The first Business Day of each month, commencing December 2, 2024.		
Tender and Redemption.....	See “DESCRIPTION OF THE REMARKETED BONDS – Tender, Presentation and Purchase Provisions of the Remarketed Bonds During the Daily Mode” and “– Redemption Provisions” in Part I .		
Sources of Payment and Security.....	MTA’s pledged transportation revenues from Transit and Commuter System operations, MTA Bus operations, MTA Bridges and Tunnels operating surplus, subsidies from State and local governmental entities and certain other sources, all as described in Part II .		
Credit Enhancement and Liquidity Support...	The payment of principal of and interest on each subseries of the Remarketed Bonds and the payment of the Purchase Price (as defined herein) of each subseries of the Remarketed Bonds, on any Purchase Date or Mandatory Purchase Date (each as defined herein) will be supported by a separate irrevocable direct-pay letter of credit (each, a Credit Facility and, together, the Credit Facilities), issued by Bank of America, N.A. (the Credit Facility Issuer), pursuant to separate Letter of Credit and Reimbursement Agreements, each to be dated as of November 1, 2024 (each a Reimbursement Agreement and, together, the Reimbursement Agreements), between MTA and the Credit Facility Issuer. Each Credit Facility will expire on November 12, 2027, unless extended or earlier terminated pursuant to its respective terms or the terms of the applicable Reimbursement Agreement. See “DESCRIPTION OF THE REMARKETED BONDS — Credit and Liquidity Facilities” herein.		
Registration of the Bonds	DTC Book-Entry-Only System. No physical certificates evidencing ownership of a bond will be delivered, except to DTC.		
Trustee, Paying Agent, and Tender Agent	The Bank of New York Mellon, New York, New York.		
Co-Bond Counsel	Orrick, Herrington & Sutcliffe LLP, New York, New York and Bryant Rabbino LLP, New York, New York.		
Special Disclosure Counsel	Hawkins Delafield & Wood LLP, New York, New York.		
Tax Status	See “TAX MATTERS” in Part III .		
Ratings.....	<u>Subseries</u>	<u>Fitch</u> <u>(Long Term/Short Term)</u>	<u>Moody’s</u> <u>(Long Term/Short Term)</u>
	2005D-2	AAA/F1+	Aa1/VMIG 1
	2012G-4	AAA/F1+	Aa1/VMIG 1
			<u>S&P</u> <u>(Long Term/Short Term)</u>
			AA/A-1
			AA/A-1
	See “RATINGS” in Part III .		
Co-Financial Advisors	Public Resources Advisory Group, Inc., New York, New York, and Sycamore Advisors, LLC, New York, New York.		
Remarketing Agent.....	BofA Securities, Inc.		
Purchase Price	See “REMARKETING” in Part III .		
Counsel to the Remarketing Agent.....	Harris Beach PLLC, New York, New York.		

* The CUSIP numbers have been assigned by an organization not affiliated with MTA and are included solely for the convenience of the holders of the Remarketed Bonds. MTA is not responsible for the selection or uses of the CUSIP numbers, nor is any representation made as to their correctness on the Remarketed Bonds or as indicated above. The CUSIP numbers are subject to being changed after the remarketing of the Remarketed Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of the Remarketed Bonds.

SUMMARY OF TERMS RELATING TO DAILY MODE*

INTEREST PAYMENT DATES AND CALCULATION PERIOD	The first Business Day of each month, commencing December 2, 2024, based on actual days elapsed over a 365-day year (366 days in years when February has 29 days).
RECORD DATE	The Business Day preceding an Interest Payment Date.
OWNERS' RIGHTS TO TENDER	On any Business Day by irrevocable notice submitted by Electronic Means (promptly confirmed in writing by 11:00 a.m., New York time) to the Tender Agent and the Remarketing Agent at their addresses specified below.
NOTICE OF MODE CHANGE; MODE CHANGE DATE	Trustee to mail notice to Owners not later than 15 days before the Mode Change Date, which can be any Business Day.
MANDATORY TENDER FOR PURCHASE	On each Mode Change Date, Expiration Tender Date, Termination Tender Date, Interest Non-Reinstatement Tender Date, and Substitution Date.
PURCHASE PRICE	An amount equal to the principal amount of any Bond purchased on any Purchase Date or Mandatory Purchase Date, plus accrued interest, if any, to the Purchase Date.
RATE DETERMINATION AND ADJUSTMENT DATE	Each Business Day.
MAXIMUM RATE	9% per annum.
TRUSTEE AND TENDER AGENT'S ADDRESS FOR DELIVERY OF TENDER NOTICE	The Bank of New York Mellon 240 Greenwich Street, 7E New York, New York 10286 Attention: Global Corporate Trust - NY Muni Telephone: (973) 247-4395 Fax: (732) 667-9205
REMARKETING AGENT'S ADDRESS FOR DELIVERY OF TENDER NOTICE	BofA Securities, Inc. One Bryant Park, 3rd Floor New York, New York 10036 Attn: Municipal Markets Department Email: dg.temm@bofa.com Telephone: (212) 449-5544

* So long as the Remarketed Bonds are registered in the name of Cede & Co., as Bondholder and Securities Depository Nominee of DTC, mechanics for tender and redemption will be in accordance with procedures established by DTC.

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- ***No Unauthorized Offer.*** This remarketing circular is not an offer to sell, or the solicitation of an offer to buy, the Remarketed Bonds in any jurisdiction where that would be unlawful. MTA has not authorized any dealer, salesperson or any other person to give any information or make any representation in connection with the remarketing of the Remarketed Bonds, except as set forth in this remarketing circular. No other information or representations should be relied upon.
 - ***No Contract or Investment Advice.*** This remarketing circular is not a contract and does not provide investment advice. Investors should consult their financial advisors and legal counsel with questions about this remarketing circular, the Remarketed Bonds, and anything else related to this remarketing.
 - ***Information Subject to Change.*** Information and expressions of opinion are subject to change without notice, and it should not be inferred that there have been no changes since the date of this document. Neither the delivery of, nor any sale made under, this remarketing circular shall under any circumstances create any implication that there has been no change in MTA's affairs or in any other matters described herein since the date of this remarketing circular.
 - ***Forward-Looking Statements.*** Many statements contained in this remarketing circular, including the appendices and documents included by specific cross-reference, that are not historical facts are forward-looking statements, which are based on MTA's beliefs, as well as assumptions made by, and information currently available to, the management and staff of MTA as of the date of this remarketing circular. Because the statements are based on expectations about future events and economic performance and are not statements of fact, actual results may differ materially from those projected. The words "anticipate," "assume," "estimate," "expect," "objective," "projection," "plan," "forecast," "goal," "budget" or similar words are intended to identify forward-looking statements. The words or phrases "to date," "now," "currently," and the like are intended to mean as of the date of this remarketing circular. Neither MTA's independent auditors, nor any other independent auditors, have compiled, examined, or performed any procedures with respect to the forward-looking statements contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and they assume no responsibility for, and disclaim any association with, the prospective financial information. Neither MTA's independent auditors, nor any other independent auditors, have been consulted in connection with the preparation of the forward-looking statements set forth in this remarketing circular, which is solely the product of MTA and its affiliates and subsidiaries as of the date of this remarketing circular, and the independent auditors assume no responsibility for its content. These forward-looking statements speak only as of the date of this remarketing circular.
 - ***Projections.*** The projections set forth in this remarketing circular were not prepared with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information, but, in the view of MTA's management, were prepared on a reasonable basis, reflect the best currently available estimates and judgments, and present, to the best of management's knowledge and belief, the expected course of action and the expected future financial performance of MTA. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this remarketing circular are cautioned not to place undue reliance on the prospective financial information. Neither MTA's independent auditors, nor any other independent auditors, have compiled, examined, or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the prospective financial information. Neither MTA's independent auditors, nor any other independent auditors, have been consulted in connection with the preparation of the prospective financial information set forth in this remarketing circular, which is solely the product of MTA and its affiliates and subsidiaries as of the date of this remarketing circular, and the independent auditors assume no responsibility for its content.
 - ***Independent Auditor.*** Deloitte & Touche LLP, MTA's independent auditor, has not reviewed, commented on or approved, and is not associated with, this remarketing circular. The audit report of Deloitte & Touche LLP relating to MTA's consolidated financial statements for the years ended December 31, 2023 and 2022, which is a matter of public record, is included by specific cross-reference in this remarketing circular. Deloitte & Touche LLP has not been asked to consent to the inclusion, or incorporation by reference, of its audit report in this remarketing circular. Deloitte & Touche LLP has performed a review of the consolidated interim financial information of MTA for the three-month period ended March 31, 2024. As indicated in the review report which accompanies MTA's consolidated interim financial information, because Deloitte & Touche LLP did not perform

an audit, Deloitte & Touche LLP expresses no opinion on that information. The consolidated interim financial information of MTA for the three-month period ended March 31, 2024 (except for the auditor's review report accompanying the consolidated interim financial information) is included in this remarketing circular by specific cross-reference. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA, including without limitation any of the information contained in this remarketing circular, since the date of such review report which is not included by reference herein.

- ***No Guarantee of Information by Remarketing Agent.*** The Remarketing Agent has provided the following sentences for inclusion in this remarketing circular: The Remarketing Agent has reviewed the information in this remarketing circular in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Remarketing Agents does not guarantee the accuracy or completeness of such information. The Remarketing Agent does not make any representation or warranty, express or implied, as to
 - the accuracy or completeness of information they have neither supplied nor verified,
 - the validity of the Remarketed Bonds, or
 - the tax-exempt status of the interest on the Remarketed Bonds.
 - ***Website Addresses.*** References to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this remarketing circular for purposes of Rule 15c2-12 of the United States Securities and Exchange Commission, as amended, and in effect on the date hereof.
 - ***Credit Facility Issuer Information.*** Other than with respect to information concerning the Credit Facility Issuer contained in Attachment 4 hereto, none of the information in this remarketing circular has been supplied or verified by the Credit Facility Issuer and the Credit Facility Issuer makes no representation or warranty, express or implied, as to the accuracy or completeness of information it has neither supplied nor verified, the validity of the Remarketed Bonds, or the tax-exempt status of the interest on the Remarketed Bonds. Chapman and Cutler LLP, special counsel to the Credit Facility Issuer, has supplied and reviewed the summary of certain provisions of the Credit Facilities and the Reimbursement Agreements set forth under the heading "DESCRIPTION OF THE REMARKETED BONDS – Credit and Liquidity Facilities".
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Information Included by Specific Cross-reference. The following portions of MTA’s 2024 Combined Continuing Disclosure Filings, dated April 29, 2024, as updated on July 3, 2024, July 10, 2024, and August 7, 2024, each filed with the Electronic Municipal Market Access system (EMMA) of the Municipal Securities Rulemaking Board (MSRB), are included by specific cross-reference in this remarketing circular, along with material that updates this remarketing circular and that is filed with EMMA prior to the delivery date of the Remarketed Bonds, together with any supplements or amendments thereto:

- **Part I** – MTA Annual Disclosure Statement (the **MTA Annual Disclosure Statement** or **ADS**)
- **Appendix B** – Audited Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2023 and 2022 (including the auditor’s report accompanying the annual financial information)

The following documents have also been filed with EMMA and are included by specific cross-reference in this remarketing circular:

- the Transportation Resolution
- Annex A – Standard Resolution Provisions
- Form of the Interagency Agreement
- MTA’s Unaudited Consolidated Interim Financial Statements as of and for the three-month period ended March 31, 2024 (excluding the auditor’s review report accompanying the interim financial information)
- Letter of Credit and Reimbursement Agreements, each dated as of November 1, 2024, between MTA and the Credit Facility Issuer

MTA’s Unaudited Consolidated Interim Financial Statements as of and for the six-month period ending June 30, 2024 in a draft form were presented to and accepted by the Audit Committee of the MTA Board at the October 30, 2024 MTA Board Meeting. MTA expects to file the final version of these documents with EMMA when available.

For convenience, copies of most of these documents can be found on the MTA website (<https://new.mta.info>) under the captions “Transparency – Financial and investor information–Investor information and disclosures” and “– Financial and budget statements”. No statement on MTA’s website is included by specific cross-reference herein. For the **ADS** and **Appendix B**, see <https://new.mta.info/investor-info/disclosure-filings>. For the Transportation Resolution and related annex, see <https://new.mta.info/investor-info/bond-resolutions-interagency-agreements>. See “FURTHER INFORMATION” in **Part III**. Definitions of certain terms used in the summaries may differ from terms used in this remarketing circular, such as the use herein of the popular names of MTA affiliates and subsidiaries.

The Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2023 and 2022, incorporated by specific cross-reference in this remarketing circular, have been audited by Deloitte & Touche LLP, certified public accountants, as stated in their audit report appearing therein. Deloitte & Touche LLP has not reviewed, commented on or approved, and is not associated with, this remarketing circular. The audit report of Deloitte & Touche LLP relating to the Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2023 and 2022, which is a matter of public record, is included by specific cross-reference in this remarketing circular. Deloitte & Touche LLP has not been asked to consent to the inclusion, or incorporation by reference, of its audit report in this remarketing circular. The consolidated interim financial information for the three-month period ended March 31, 2024 (except for the auditor’s review report accompanying the consolidated interim financial information), has also been incorporated by specific cross-reference in this remarketing circular. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA, including without limitation any of the information contained in, or incorporated by specific cross-reference in, this remarketing circular, since the date of such review report, which is not included by reference herein.

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INTRODUCTION

MTA, MTA Bridges and Tunnels and Other Related Entities

The Metropolitan Transportation Authority (MTA) was created by special New York State (the State) legislation in 1965, as a public benefit corporation, which means that it is a corporate entity separate and apart from the State, without any power of taxation – frequently called a “public authority.” MTA is governed by board members appointed by the Governor, with the advice and consent of the State Senate.

MTA has responsibility for developing and implementing a single, integrated mass transportation policy for MTA’s service region (the MTA Commuter Transportation District or MCTD), which consists of New York City (the City) and the seven New York metropolitan-area counties of Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester. It carries out some of those responsibilities by operating the Transit and Commuter Systems through its subsidiary and affiliate entities: the New York City Transit Authority and its subsidiary, the Manhattan and Bronx Surface Transit Operating Authority; the Staten Island Rapid Transit Operating Authority; The Long Island Rail Road Company; the Metro-North Commuter Railroad Company; the MTA Bus Company; the MTA Construction and Development Company and the MTA Grand Central Madison Concourse Operating Company. MTA issues debt obligations to finance a substantial portion of the capital costs of these systems.

Triborough Bridge and Tunnel Authority (MTA Bridges and Tunnels), another affiliate of MTA, is a public benefit corporation empowered to construct and operate toll bridges and tunnels and other public facilities in the City. MTA Bridges and Tunnels issues debt obligations secured by bridge and tunnel tolls to finance the capital costs of its facilities. MTA Bridges and Tunnels is also empowered to issue debt obligations secured by bridge and tunnel tolls to finance the capital costs of the Transit and Commuter Systems operated by other affiliates and subsidiaries of MTA, but has not done so since 2008. MTA Bridges and Tunnels also issues debt obligations secured by non-toll revenues to finance the capital costs of the Transit and Commuter Systems operated by other affiliates and subsidiaries of MTA, such as the Payroll Mobility Tax Obligations and Sales Tax Revenue Bonds. MTA Bridges and Tunnels’ surplus amounts are also used to fund transit and commuter operations and finance capital projects.

The board members of MTA serve as the board members of MTA’s affiliates and subsidiaries, which, together with MTA, are referred to herein as the Related Entities. MTA and the other Related Entities are described in detail in **Part I** – MTA Annual Disclosure Statement to MTA’s 2024 Combined Continuing Disclosure Filings (the **MTA Annual Disclosure Statement** or **ADS**), which is included by specific cross-reference in this remarketing circular.

The following table sets forth the legal and popular names of the Related Entities. Throughout this remarketing circular, reference to each agency will be made using the popular names.

<u>Legal Name</u>	<u>Popular Name</u>
Metropolitan Transportation Authority	MTA
New York City Transit Authority	MTA New York City Transit
Manhattan and Bronx Surface Transit Operating Authority	MaBSTOA
Staten Island Rapid Transit Operating Authority	MTA Staten Island Railway
MTA Bus Company	MTA Bus
The Long Island Rail Road Company	MTA Long Island Rail Road
Metro-North Commuter Railroad Company	MTA Metro-North Railroad
MTA Construction and Development Company	MTA Construction and Development
MTA Grand Central Madison Concourse Operating Company	MTA GCMC
Triborough Bridge and Tunnel Authority	MTA Bridges and Tunnels

Capitalized terms used herein and not otherwise defined have the meanings provided in the ADS or the Transportation Resolution.

Information Provided in the MTA Annual Disclosure Statement

From time to time, the Governor, the State Comptroller, the Mayor of the City, the City Comptroller, county executives, State legislators, City Council members and other persons or groups may make public statements, issue reports, institute proceedings or take actions that contain predictions, projections or other information relating to the Related Entities or their financial condition, including potential operating results for the current fiscal year and projected baseline surpluses or gaps for future years, that may vary materially from, question or challenge the information provided in the ADS. Investors and other market participants should, however, refer to MTA's then current continuing disclosure filings, official statements, remarketing circulars and offering memorandums for information regarding the Related Entities and their financial condition.

Where to Find Information

Information in this Remarketing Circular. This remarketing circular is organized as follows:

- This **Introduction** provides a general description of MTA, MTA Bridges and Tunnels and the other Related Entities.
- **Part I** provides specific information about the Remarketed Bonds.
- **Part II** describes the sources of payment and security for all Transportation Revenue Bonds, including the Remarketed Bonds.
- **Part III** provides miscellaneous information relating to the Remarketed Bonds.
- **Attachment 1** sets forth certain provisions applicable to the book-entry-only system of registration to be used for the Remarketed Bonds.
- **Attachment 2** is the form of continuing disclosure agreement relating to the Remarketed Bonds.
- **Attachment 3-1** is the form of approving opinion of Hawkins Delafield & Wood LLP delivered in connection with the original issuance of the Series 2005D Bonds on November 2, 2005.
- **Attachment 3-2** is the form of approving opinion of Nixon Peabody LLP delivered in connection with the original issuance of the Series 2012G Bonds on November 13, 2012.
- **Attachment 3-3** is the form of opinions of Co-Bond Counsel to be delivered in connection with the remarketing of the Subseries 2005D-2 Bonds.
- **Attachment 3-4** is the form of opinions of Co-Bond Counsel to be delivered in connection with the remarketing of the Subseries 2012G-4 Bonds.
- **Attachment 4** sets forth certain information relating to the Credit Facility Issuer.

Information Included by Specific Cross-reference. The information listed under the caption "Information Included by Specific Cross-reference" following the Table of Contents, as filed with the MSRB through EMMA to date, is "included by specific cross-reference" in this remarketing circular. This means that important information is disclosed by referring to those documents and that the specified portions of those documents are considered to be part of this remarketing circular. **This remarketing circular, which includes the specified portions of those filings, should be read in its entirety in order to obtain essential information for making an informed decision in connection with the Remarketed Bonds.** Information included by specific cross-reference in this remarketing circular may be obtained, as described below, from the MSRB and from MTA.

Information from the MSRB through EMMA. MTA files annual and other information with EMMA. Such information can be accessed at <http://emma.msrb.org/>.

Information Available at No Cost. Information filed with the MSRB through EMMA is also available, at no cost, on MTA’s website or by contacting MTA, Attn.: Finance Department, at the address on page (i). For important information about MTA’s website, see “FURTHER INFORMATION” in **Part III**.

Special Disclosure Regarding the Proposed 2025-2029 Capital Program

On September 18, 2024, MTA released its proposed 2025-2029 Capital Program. The proposed program, which totals \$68.4 billion, includes investments to rebuild, improve, and expand the MTA system, including state of good repair investments in railcars, power, and signals; investments in accessibility, stations, and modern fare gates; and resilience and sustainability initiatives to address climate change. The proposed program also includes \$3 billion of additional investments into MTA Bridges and Tunnels’ capital projects.

Identified funding sources for the proposed 2025-2029 Capital Program include \$14 billion of federal grants and \$13 billion of MTA and MTA Bridges and Tunnels bonds. Funding sources for the remainder of the MTA 2025-2029 Capital Program have not yet been identified.

The MTA Board approved the capital program at its meeting on September 25, 2024. The MTA 2025-2029 Capital Program was submitted to the Capital Program Review Board on September 26, 2024, which has ninety (90) days to review and approve the proposed program.

For a description of certain risks relating to the 2025-2029 Capital Program, see “PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS – SOURCES OF PAYMENT – Factors Affecting Revenues – Risks Related to the 2025-2029 Capital Program”.

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PART I. REMARKETED BONDS

Part I of this remarketing circular, together with the Summary of Terms, provides specific information about the Remarketed Bonds.

REMARKETING PLAN

On November 13, 2024 (the Mandatory Tender Date), MTA is effectuating a mandatory tender for the purchase and remarketing of the currently outstanding Transportation Revenue Variable Rate Bonds, Subseries 2005D-2 (the Subseries 2005D-2 Bonds) and the Transportation Revenue Variable Rate Refunding Bonds, Subseries 2012G-4 (the Subseries 2012G-4 Bonds and, together with the Subseries 2005D-2 Bonds, the Remarketed Bonds). On the Mandatory Tender Date (i) the Remarketed Bonds will be subject to mandatory tender; (ii) the Remarketed Bonds will remain as Variable Interest Rate Obligations bearing interest at a Daily Rate; (iii) the irrevocable direct-pay letters of credit issued by Bank of Montreal, acting through its Chicago Branch, relating to the Subseries 2005D-2 Bonds (the Subseries 2005D-2 Existing Credit Facility) and to the Subseries 2012G-4 Bonds (the Subseries 2012G-4 Existing Credit Facility and, together with the Subseries 2005D-2 Existing Credit Facility, the Existing Credit Facilities), will be replaced with separate irrevocable direct-pay letters of credit issued by Bank of America, N.A., to support the payment of principal of and interest on, and the payment of the Purchase Price of, each subseries of the Remarketed Bonds. The Mandatory Tender Date is also an Interest Payment Date for the Remarketed Bonds, and accrued interest to, but not including, the Mandatory Tender Date will be paid in accordance with customary procedures.

As a result of the foregoing, the Existing Credit Facilities will be terminated pursuant to their terms on the Mandatory Tender Date. Upon the termination of the Existing Credit Facilities, registered owners of the Remarketed Bonds will have no claims against the Existing Credit Facilities.

MTA is further amending and restating the Certificates of Determination delivered in connection with the issuance and subsequent remarketing of each subseries of the Remarketed Bonds, pursuant to the supplemental resolutions relating to the Remarketed Bonds, to modify the terms and provisions of the Remarketed Bonds to reflect the terms and provisions described herein. By acceptance of a confirmation of purchase of the Remarketed Bonds, each beneficial owner will be deemed to have acknowledged that the amendments to the Certificates of Determination are applicable to the Remarketed Bonds.

On the Mandatory Tender Date, the Subseries 2005D-2 Bonds and the Subseries 2012G-4 Bonds will be purchased by the Remarketing Agent, and the Remarketing Agent will remarket each subseries of the Remarketed Bonds at a price that is not in excess of the price on the cover of this remarketing circular. Such obligations of the Remarketing Agent are subject to certain terms and conditions set forth in the Firm Remarketing Agreements with MTA.

MTA anticipates that the proceeds of the remarketing of the Remarketed Bonds will be used to pay or reimburse the principal portion of the Purchase Price of the currently outstanding Subseries 2005D-2 Bonds and Subseries 2012G-4 Bonds. Accrued interest on the currently outstanding Subseries 2005D-2 Bonds and Subseries 2012G-4 Bonds will be paid or reimbursed from available funds of MTA. In addition, the Remarketing Agent's compensation and certain financing and legal expenses will be paid by MTA at closing from other available funds.

DESCRIPTION OF THE REMARKETED BONDS

Unless the context otherwise indicates, references in the following description to the "Remarketed Bonds" apply to the Subseries 2005D-2 Bonds and the Subseries 2012G-4 Bonds independently. Actions may be taken, or determinations made, with respect to one subseries that are not taken or made with respect to the other.

General

Record Date. The Record Date for the payment of principal of and interest on the Remarketed Bonds will be the first Business Day preceding each Interest Payment Date.

Variable Rate Bonds. The Subseries 2005D-2 Bonds mature on November 1, 2035. The Subseries 2012G-4 Bonds mature on November 1, 2030. Each subseries of the Remarketed Bonds constitutes a Variable Interest Rate Obligation and is subject to mandatory sinking fund redemption as set forth below under “Redemption Provisions”. The Remarketed Bonds will initially bear interest at a rate to be determined by the Remarketing Agent on November 12, 2024, effective from and including November 13, 2024, and thereafter will bear interest in the Daily Mode, at the rates determined by the Remarketing Agent on each Business Day, as described below. **This remarketing circular is intended to provide disclosure only to the extent that each subseries of the Remarketed Bonds remains in the Daily Mode. In the event MTA elects to convert a subseries of the Remarketed Bonds to a different Mode other than a Daily Mode, it expects to circulate a revised disclosure document relating thereto.**

Interest on the Remarketed Bonds is paid in arrears and is computed upon the basis of a 365-day year (366 days in years when February has 29 days), for the number of days actually elapsed. The maximum rate of interest on the Remarketed Bonds (other than Bank Bonds, as hereinafter described) at any time, whether before or after the maturity thereof, is equal to the lesser of the maximum rate permitted by law and 9% per annum (the Maximum Rate). Currently, there is no maximum rate of interest under State law applicable to the Remarketed Bonds. “Bank Bonds” are Remarketed Bonds purchased by the Credit Facility Issuer as a result of a draw on the applicable Credit Facility, or any replacement thereof, to pay the principal amount plus accrued interest (if the Purchase Date is not an Interest Payment Date) on any Remarketed Bonds that have been tendered and not remarketed and may bear interest at a rate of up to 25% per annum.

MTA has appointed BofA Securities, Inc. as Remarketing Agent in connection with the remarketing of the Remarketed Bonds.

The Remarketing Agent will determine the interest rate on each subseries of the Remarketed Bonds and will remarket such Remarketed Bonds tendered or required to be tendered for purchase on a best efforts basis, all in accordance with the applicable Remarketing Agreement relating to the applicable subseries of the Remarketed Bonds by and between the Remarketing Agent and MTA (the Remarketing Agreements). The Remarketing Agent may be removed or replaced by MTA in accordance with the applicable Remarketing Agreement. Pursuant to each Remarketing Agreement, the Remarketing Agent may suspend its obligation to remarket the applicable subseries of Remarketed Bonds upon, among other things, the failure by the Credit Facility Issuer to honor a properly presented and conforming drawing under the related Credit Facility or the termination of the related Credit Facility securing such subseries of Remarketed Bonds.

Purchase Price of Remarketed Bonds. The purchase price for each subseries of the Remarketed Bonds is an amount equal to the principal amount of any Remarketed Bond purchased on any Purchase Date or Mandatory Purchase Date, plus accrued interest, if any, to the Purchase Date (Purchase Price).

Payment of Remarketed Bonds Purchase Price. The payment of principal of and interest on each subseries of the Remarketed Bonds, and the payment of the Purchase Price of each subseries of the Remarketed Bonds on any Purchase Date or Mandatory Purchase Date, will be supported by the related Credit Facility, each issued pursuant to the applicable Reimbursement Agreement, between MTA and the Credit Facility Issuer. For more information relating to the Credit Facility Issuer, see **Attachment 4**.

The Purchase Price of each subseries of the Remarketed Bonds is payable solely from, and in the following order of priority, (i) the proceeds of the remarketing of such subseries of the Remarketed Bonds by the Remarketing Agent, and (ii) the proceeds from draws under the related Credit Facility. Although MTA has the option to transfer immediately available funds to the Tender Agent for the payment of the Purchase Price of any tendered Remarketed Bonds for which the Purchase Price has not otherwise been paid from either of the sources identified in the immediately preceding sentence, it is not obligated to do so. Payment of the Purchase Price is not an obligation of MTA, the Trustee, the Tender Agent, or the Remarketing Agent and failure to make that payment shall not constitute an Event of Default under the Transportation Resolution. In the case of such a failure to pay the Purchase Price of the Remarketed Bonds, the Trustee shall use its best efforts to obtain funds under the related Credit Facility in accordance with the terms thereof until the failure to pay the Purchase Price has been remedied. See “– Source of Funds for Purchase of Remarketed Bonds” below.

Each Credit Facility will expire on November 12, 2027 (the Expiration Date), unless extended or earlier terminated pursuant to its terms or the terms of the applicable Reimbursement Agreement. The Remarketed Bonds will be subject to mandatory tender for purchase on the second Business Day preceding the Expiration Date. See “Tender, Presentation and Purchase Provisions of the Remarketed Bonds During the Daily Mode – *Mandatory Purchase Upon Expiration Tender Date, Termination Tender Date, Interest Non-Reinstatement Tender Date and Substitution Date*” below.

Credit and Liquidity Enhancement. Each Credit Facility will be an irrevocable direct-pay letter of credit that provides for payment of the principal of and interest on, and the Purchase Price of, the applicable subseries of the Remarketed Bonds when due. See “– Credit and Liquidity Facilities” below.

Credit Facility Draw Procedures. The Remarketing Agent will, at or before 11:45 a.m., with respect to the applicable subseries of the Remarketed Bonds, on the Purchase Date or Mandatory Purchase Date, as the case may be, notify MTA, the Trustee and the Tender Agent by Electronic Means of the amount of tendered Remarketed Bonds of the subseries that were not successfully remarketed, and confirm to the Trustee and the Tender Agent the transfer of the Purchase Price of Remarketed Bonds that were successfully remarketed to the Tender Agent in immediately available funds.

The Trustee will draw on the related Credit Facility, in accordance with the terms thereof, by 12:00 noon on the Purchase Date or Mandatory Purchase Date, as the case may be, in an amount equal to the Purchase Price of all of the applicable subseries of Remarketed Bonds tendered or deemed tendered less the aggregate amount of remarketing proceeds confirmed to the Trustee and the Tender Agent as of 11:45 a.m. by the Remarketing Agent for the applicable subseries of Remarketed Bonds and will cause the proceeds of such draw to be transferred to the Tender Agent by no later than 2:30 p.m., to enable the Tender Agent to pay the Purchase Price of such applicable subseries of Remarketed Bonds tendered or deemed tendered. Notwithstanding the foregoing, the Trustee will draw on the related Credit Facility in an amount equal to the Purchase Price of all of the applicable subseries of Remarketed Bonds tendered or deemed tendered for purchase on each Purchase Date or Mandatory Purchase Date, as the case may be, if it does not receive a confirmation from the Remarketing Agent pursuant to the preceding paragraph.

At or before 3:00 p.m. on the Purchase Date or the Mandatory Purchase Date, as the case may be, the Tender Agent will purchase the tendered Remarketed Bonds from the Owners thereof.

Unless otherwise specified, all times described herein are New York time.

Book-Entry-Only System. The Remarketed Bonds will be registered in the name of The Depository Trust Company, Brooklyn, New York, or its nominee (together, DTC), which will act as securities depository for the Remarketed Bonds. During the period the Remarketed Bonds bear interest in the Daily Mode, individual purchases will be made in book-entry-only form, in the principal amount of \$100,000 or any integral multiple of \$5,000 in excess thereof (Authorized Denominations). So long as DTC is the registered owner of the Remarketed Bonds, all payments on the Remarketed Bonds will be made directly to DTC. DTC is responsible for disbursement of those payments to its participants, and DTC participants and indirect participants are responsible for making those payments to beneficial owners. See **Attachment 1** – “Book-Entry-Only System.”

Interest Payments. Interest on each subseries of the Remarketed Bonds is payable on the first Business Day of each month, commencing December 2, 2024. So long as DTC is the sole registered owner of all of the Remarketed Bonds, all interest payments will be made to DTC by wire transfer of immediately available funds, and DTC’s participants will be responsible for payment of interest to beneficial owners. All Remarketed Bonds will be fully registered in Authorized Denominations.

Transfers and Exchanges. So long as DTC is the securities depository for the Remarketed Bonds, it will be the sole registered owner of the Remarketed Bonds, and transfers of ownership interests in the Remarketed Bonds will occur through the DTC Book-Entry-Only System.

Trustee, Paying Agent and Tender Agent. The Bank of New York Mellon, New York, New York, is Trustee, Paying Agent and Tender Agent with respect to each subseries of the Remarketed Bonds.

Terms Relating to the Daily Mode

Determination of Interest Rate in the Daily Mode. The interest rate for the subseries of the Remarketed Bonds in a Daily Mode will be determined by the Remarketing Agent on or before 10:00 a.m. on each Business Day (each, a Daily Rate Determination Date) as the minimum rate of interest that, in the opinion of the Remarketing Agent, would, under then existing market conditions, result in the sale of the Remarketed Bonds on such Daily Rate Determination Date at a price equal to the principal amount thereof, plus accrued interest, if any. With respect to any day that is not a Business Day, the interest rate will be the same rate as the interest rate established for the immediately preceding Business Day. The Remarketing Agent will make the rate determined by such Remarketing Agent on each day of the week available by Electronic Means to MTA and the Trustee by 10:30 a.m., on each Business Day.

Failure to Determine Interest Rate for Remarketed Bonds During the Daily Mode. In the event the Remarketing Agent fails to determine the interest rate on a subseries of Remarketed Bonds or the method of determining the interest rate is held to be unenforceable by a court of law of competent jurisdiction, the applicable subseries of Remarketed Bonds will bear interest at the Alternate Rate (defined below) for subsequent Interest Rate Periods until such time as the Remarketing Agent again makes such determination or until there is delivered to MTA and the Trustee a Favorable Opinion of Bond Counsel.

The Alternate Rate is 100% of:

- the SIFMA Index (The Securities Industry and Financial Markets Association Municipal Swap Index released by Municipal Market Data to its subscribers), or
- if the SIFMA Index is no longer published, the S&P Municipal Bond 7 Day High-Grade Rate Index (the rate determined on the basis of the S&P Municipal Bond 7 Day High-Grade Index announced on Wednesday or the next preceding Business Day and as published by S&P), or
- if neither the SIFMA Index nor the S&P Municipal Bond 7 Day High-Grade Rate Index is published, an index or a rate selected or determined by the Remarketing Agent and consented to by MTA and the Credit Facility Issuer.

If there has been a failure to pay the Purchase Price of a subseries of the Remarketed Bonds tendered or deemed tendered for purchase, the Remarketing Agent may elect to continue to use its best efforts to remarket such subseries of the Remarketed Bonds and may set an interest rate up to the Maximum Rate. If an interest rate is not set by the Remarketing Agent, the interest rate will be the Alternate Rate.

No Remarketed Bond of any subseries (other than a Bank Bond) may at any time bear interest at a rate that is in excess of the Maximum Rate. No Bank Bond may at any time bear interest at a rate that is in excess of 25% per annum.

Binding Effect. Determination of the interest rate for each subseries of the Remarketed Bonds, as provided herein, will, in the absence of manifest error, be conclusive and binding upon the Owners of the Remarketed Bonds, MTA, the Remarketing Agent, the Tender Agent, the Credit Facility Issuer and the Trustee.

Tender, Presentation and Purchase Provisions of the Remarketed Bonds During the Daily Mode

Purchase on Demand of Owners of Remarketed Bonds in Daily Mode. Any Remarketed Bonds of a subseries (or portions thereof in Authorized Denominations) in the Daily Mode that are not Bank Bonds are subject to purchase, on the demand of the Owner thereof, at a price equal to the Purchase Price on any Business Day (such purchase to be made on the Business Day upon which such demand is made), upon irrevocable notice submitted by Electronic Means to the Tender Agent and the Remarketing Agent (promptly confirmed in writing by such Owner, delivered to the Tender Agent and the Remarketing Agent by 11:00 a.m., New York City time, on such Business Day, at their respective principal offices) which states the number and principal amount of such Remarketed Bond being tendered and the Purchase Date. The Tender Notice, once transmitted to the Tender Agent and the Remarketing Agent, will be irrevocable with respect to the tender for which such Tender Notice was delivered and that tender will occur on the Purchase Date specified in that Tender Notice. The Tender Agent will, as soon as practicable, notify the Trustee and the Credit Facility Issuer of the principal amount of the

Remarketed Bond being tendered. The contents of any Tender Notice will be conclusive and binding on all parties.

Remarketed Bonds Registered in the Name of DTC. During any period that a subseries of Remarketed Bonds is registered in the name of DTC or a nominee thereof pursuant to the Transportation Resolution:

- any Tender Notice delivered as described in the immediately preceding paragraphs will identify the DTC Participant through whom the beneficial owner will direct transfer,
- on or before the Purchase Date, the beneficial owner must direct (or if the beneficial owner is not a DTC Participant, cause its DTC Participant to direct) the transfer of said Remarketed Bond on the records of DTC, and
- it will not be necessary for Remarketed Bonds to be physically delivered on the date specified for purchase thereof, but such purchase will be made as if such Remarketed Bonds had been so delivered, and the Purchase Price thereof will be paid to DTC.

In accepting a Tender Notice as provided above, the Trustee and the Tender Agent may conclusively assume that the person providing that Tender Notice is the beneficial owner of Remarketed Bonds tendered and therefore entitled to tender them. The Trustee and Tender Agent assume no liability to anyone in accepting a Tender Notice from a person whom it reasonably believes to be such a beneficial owner of Remarketed Bonds.

Mandatory Purchase on any Mode Change Date. Except for Bank Bonds, the Remarketed Bonds of a subseries to be changed to any Mode from any other Mode are subject to mandatory tender for purchase on the Mode Change Date at the Purchase Price thereof.

Mandatory Purchase Upon Expiration Tender Date, Termination Tender Date, Interest Non-Reinstatement Tender Date and Substitution Date. Except for Bank Bonds, the Remarketed Bonds of a subseries are subject to mandatory tender for purchase on:

- the second Business Day preceding the Expiration Date of the applicable Credit Facility, which second Business Day is hereinafter referred to as an “Expiration Tender Date”;
- the fifth calendar day (or if such day is not a Business Day, the preceding Business Day) preceding the Termination Date of the applicable Credit Facility, which fifth calendar day is hereinafter referred to as a “Termination Tender Date”;
- the fifth calendar day (or if such day is not a Business Day, the first Business Day after such fifth calendar day) following the receipt by the Trustee of a written, electronic or telephonic notice (promptly confirmed in writing) from the Credit Facility Issuer that the interest component of the applicable Credit Facility will not be reinstated to an amount equal to the interest component of the Liquidity and Credit Amount required with respect to the Remarketed Bonds of such subseries, which fifth calendar day (or if such day is not a Business Day, the first Business Day after such fifth calendar day) is hereinafter referred to as a “Interest Non-Reinstatement Tender Date”; and
- the Substitution Date for the applicable Credit Facility.

“Liquidity and Credit Amount” means an amount equal to the principal of the Remarketed Bonds of a subseries then outstanding plus an interest amount equal to fifty-three (53) days’ interest thereon calculated at 9% on the basis of a 365-day year for the actual number of days elapsed (366 days in years when February has 29 days).

A “Substitution Date” means:

- the date that is specified in a written notice given by MTA to the Trustee, the Remarketing Agent and the Tender Agent as the date on which an Alternate Credit Facility is to be substituted for the then-existing applicable Credit Facility (even if the substitution fails to occur on that date), and

- the second Business Day preceding the date that is specified in a written notice given to the Trustee, the Remarketing Agent and the Tender Agent in accordance with the applicable Credit Facility as the date on which the assignment of the obligation of the Credit Facility Issuer under its applicable Credit Facility is effective (even if the assignment fails to occur on that date).

A “Mandatory Purchase Date” means a Mode Change Date, an Expiration Tender Date, a Termination Tender Date, an Interest Non-Reinstatement Tender Date or a Substitution Date.

Notice of Mandatory Tender for Purchase. The Trustee will, at least fifteen (15) days prior to the Expiration Tender Date with respect to a subseries of Remarketed Bonds, give notice to the Owners of such subseries of Remarketed Bonds of the mandatory tender for purchase on that Expiration Tender Date if it has not theretofore received confirmation that the Expiration Date has been extended.

Upon receipt of a written notice from the Credit Facility Issuer or MTA that the related Credit Facility supporting a subseries of the Remarketed Bonds will terminate or the obligation of the Credit Facility Issuer to purchase the subseries of Remarketed Bonds will terminate prior to its Expiration Date, the Trustee will within two (2) Business Days give notice to the Owners of the applicable subseries of Remarketed Bonds of the mandatory tender of such subseries of the Remarketed Bonds that is to occur on such Termination Tender Date if it has not theretofore received from such Credit Facility Issuer or MTA a notice stating that the event which resulted in the Credit Facility Issuer or MTA giving a notice of the Termination Date has been cured and that the Credit Facility Issuer or MTA has rescinded its election to terminate the applicable Credit Facility. Notwithstanding anything to the contrary described below, that notice will be given by Electronic Means capable of creating a written notice. Any notice given substantially as described in this paragraph will be conclusively presumed to have been duly given, whether or not actually received by each Owner.

Upon receipt of a written notice from the Credit Facility Issuer that the related Credit Facility supporting a subseries of Remarketed Bonds will not be reinstated (in respect of interest) to an amount equal to the interest component of the Liquidity and Credit Amount required with respect to the related subseries of Remarketed Bonds, the Trustee will within two (2) Business Days of such receipt give notice to the Owners of the applicable subseries of Remarketed Bonds of the mandatory tender of such subseries of Remarketed Bonds which mandatory tender will occur on such Interest Non-Reinstatement Tender Date, unless, prior to the giving of such notice to the Owners, the Trustee will have received a written notice from the Credit Facility Issuer stating that the applicable Credit Facility has been reinstated to an amount equal to the interest component of the Liquidity and Credit Amount. Notwithstanding anything to the contrary described below, such notice will be given by Electronic Means capable of creating a written notice. Any notice given substantially as described in this paragraph will be conclusively presumed to have been duly given, whether or not actually received by each Owner.

The Trustee will, at least fifteen (15) days prior to any Mode Change Date or Substitution Date, give notice to the owners of the applicable subseries of Remarketed Bonds of the mandatory tender for purchase of such subseries of Remarketed Bonds that is to occur on the Mode Change Date or Substitution Date, as applicable.

So long as DTC is the Securities Depository for the Remarketed Bonds, such notice will be given to DTC. If the Remarketed Bonds are not held in book-entry-only form, such notice will be given directly to the bondholders.

Except as provided in the third and fourth immediately preceding paragraphs, notice of any mandatory tender of Remarketed Bonds will be provided by the Trustee or caused to be provided by the Trustee by mailing a copy of the notice of mandatory tender by first-class mail to each Owner of Remarketed Bonds of a subseries at the respective addresses shown on the registry books. Each notice of mandatory tender for purchase will identify the reason for the mandatory tender for purchase and specify:

- the Mandatory Purchase Date,
- the Purchase Price,
- the place and manner of payment,

- that the Owner has no right to retain such Remarketed Bond, and
- that no further interest will accrue from and after the Mandatory Purchase Date to such Owner.

Each notice of mandatory tender for purchase caused by a change in the Mode applicable to the Remarketed Bonds of a subseries will in addition specify the conditions that have to be satisfied pursuant to the Transportation Resolution in order for the New Mode to become effective and the consequences that the failure to satisfy any of such conditions would have.

In the event a mandatory tender of a subseries of Remarketed Bonds will occur at or prior to the date on which an optional tender for purchase is scheduled to occur, the terms and conditions of the applicable mandatory tender for purchase will control. Any notice mailed as described above will be conclusively presumed to have been duly given, whether or not the Owner of any Remarketed Bond of such subseries receives the notice, and the failure of that Owner to receive any such notice will not affect the validity of the action described in that notice. Failure by the Trustee to give a notice as provided under this caption would not affect the obligation of the Tender Agent to purchase the Remarketed Bonds of such subseries subject to mandatory tender for purchase on the Mandatory Purchase Date.

Changes in Mode

General. Any Remarketed Bonds of a subseries may be changed to any other Mode at the times and in the manner as summarized below.

Notice of Mandatory Tender for Purchase on a Mode Change Date. The Trustee will, at least fifteen (15) days prior to any Mode Change Date, give notice to the Owners of the applicable subseries of Remarketed Bonds of the mandatory tender for purchase of such subseries of Remarketed Bonds on the Mode Change Date.

General Provisions Applying to Changes from One Mode to Another.

1. The Mode Change Date must be a Business Day.
2. On or prior to the date MTA provides the notice to the Notice Parties (other than the Owners of the applicable subseries of the Remarketed Bonds) of its intention to effect a change in the Mode of the applicable subseries of the Remarketed Bonds, MTA will deliver to the Trustee (with a copy to all other Notice Parties) a letter from Co-Bond Counsel addressed to the Trustee to the effect that it expects to be able to deliver a Favorable Opinion of Co-Bond Counsel on the Mode Change Date.
3. No change in Mode will become effective unless all conditions precedent thereto have been met and the following items have been delivered to the Trustee and the Remarketing Agent by 10:00 a.m., or such later time as is acceptable to MTA, the Trustee and such Remarketing Agent, on the Mode Change Date:
 - a Favorable Opinion of Co-Bond Counsel dated the Mode Change Date,
 - unless the existing Tender Agency Agreement and Remarketing Agreement are effective on the Mode Change Date, a Tender Agency Agreement and a Remarketing Agreement if required for the New Mode, and
 - a certificate of an authorized officer of the Tender Agent to the effect that all of the applicable subseries of Remarketed Bonds tendered or deemed tendered, unless otherwise redeemed, have been purchased at a price at least equal to the Purchase Price thereof.
4. On the Mode Change Date, all of the applicable subseries of Remarketed Bonds are subject to mandatory tender whether or not the change in Mode occurs.

Rescission of Election to Change from One Mode to Another. MTA may rescind any election by it to change Mode as described above prior to the Mode Change Date by giving written notice thereof to the Notice Parties prior to 10:00 a.m. on the Business Day preceding such Mode Change Date. If the Tender Agent receives notice of such rescission prior to the time the Tender Agent has given notice to the holders of a subseries of the

Remarketed Bonds, then such notice of change in Mode will be of no force and effect. If the Tender Agent receives notice from MTA of rescission of a Mode Change Date after the Tender Agent has given notice thereof to the holders of a subseries of the Remarketed Bonds, then if the proposed Mode Change Date would have been a Mandatory Purchase Date, such date will continue to be a Mandatory Purchase Date. If the proposed change in Mode was from the Daily Mode, such subseries of the Remarketed Bonds will remain in the Daily Mode.

Remarketing of Remarketed Bonds

The Remarketing Agent will offer for sale and use its best efforts to find purchasers for (i) all Remarketed Bonds of each subseries or portions thereof as to which a Tender Notice has been properly given in accordance with the applicable Certificate of Determination and (ii) all Remarketed Bonds of a subseries required to be tendered for purchase in accordance with the Certificate of Determination. Any Remarketed Bonds of a subseries paid from amounts drawn under the applicable Credit Facility on an Interest Non-Reinstatement Tender Date will not be remarketed unless such Credit Facility has been reinstated to the Liquidity and Credit Amount. No Bank Bonds of a subseries of Remarketed Bonds will be remarketed unless the applicable Credit Facility has been or will be, immediately upon such remarketing, reinstated by the amount of the reduction that occurred when such Remarketed Bonds became Bank Bonds. No Bank Bonds will be remarketed at a price that is less than the Purchase Price of such Remarketed Bonds.

Pursuant to each Remarketing Agreement, the Remarketing Agent may suspend its remarketing efforts with respect to the remarketing of Remarketed Bonds of a subseries upon, among other things, receipt of written notice of (i) the failure by the Credit Facility Issuer to honor a properly presented and conforming drawing under the related Credit Facility or (ii) the termination or suspension of the related Credit Facility.

The Remarketing Agent may be removed at any time upon written notice filed by MTA with the Remarketing Agent, the Trustee, the Tender Agent and the Credit Facility Issuer (i) generally, at least thirty (30) days prior to the effective date of such removal or (ii) in the event of a suspension of remarketing, immediately upon appointment of, and acceptance by, a successor Remarketing Agent. Upon a written direction of the Credit Facility Issuer, MTA will remove the Remarketing Agent and use its best efforts to appoint a successor Remarketing Agent. Upon removal or resignation of the Remarketing Agent, MTA will cause the Trustee to give notice of such removal or resignation to all Owners.

Source of Funds for Purchase of Remarketed Bonds

On or before 3:00 p.m. on the Purchase Date or the Mandatory Purchase Date, the Tender Agent will purchase the Remarketed Bonds of a subseries from the Owners at the Purchase Price. Funds for the payment of such Purchase Price will be derived in the order of priority indicated:

- immediately available funds transferred by the Remarketing Agent to the Tender Agent derived from the remarketing of the related subseries of Remarketed Bonds; and
- immediately available funds transferred by the Trustee to the Tender Agent derived from the related Credit Facility.

Notwithstanding the foregoing, MTA will have the option, but will not be obligated, to transfer immediately available funds to the Tender Agent for the payment of the Purchase Price of any Remarketed Bond of a subseries that is tendered or deemed tendered as described in this remarketing circular and the Purchase Price of which is not paid on the Purchase Date or Mandatory Purchase Date from any of the sources identified above. None of MTA, the Trustee, the Tender Agent nor the Remarketing Agent will have any liability or obligation to pay or, except from the sources identified above, make available such Purchase Price. The failure to pay any such Purchase Price for Remarketed Bonds that have been tendered or deemed tendered for purchase from any of the sources identified above will not constitute an Event of Default under the Transportation Resolution. In the case of such failure, such subseries of Remarketed Bonds will not be purchased and will remain in the Daily Mode.

Delivery of Remarketed Bonds

Except as otherwise required or permitted by DTC's book-entry-only system of the Securities Depository, Remarketed Bonds of a subseries sold by the Remarketing Agent will be delivered by the Remarketing Agent to the purchasers of those Remarketed Bonds by 3:00 p.m. on the Purchase Date or Mandatory Purchase Date, as the case may be.

Delivery and Payment for Purchased Remarketed Bonds; Undelivered Remarketed Bonds

Except as otherwise required or permitted by DTC's book-entry-only system, Remarketed Bonds purchased as set forth above will be delivered (with all necessary endorsements) at or before 12:00 p.m. on the Purchase Date or Mandatory Purchase Date, as the case may be, at the office of the Tender Agent in New York, New York; provided, however, that payment of the Purchase Price of any Remarketed Bonds of a subseries purchased pursuant to the optional tender provisions will be made only if such Remarketed Bonds so delivered to the Tender Agent conform in all respects to the description thereof in the Tender Notice.

Payment of the Purchase Price will be made by wire transfer in immediately available funds by the Tender Agent by the close of business on the Purchase Date or Mandatory Purchase Date, as the case may be, or, if the bondholder has not provided or caused to be provided wire transfer instructions, by check mailed to the bondholder at the address appearing in the books required to be kept by the Trustee pursuant to the Transportation Resolution.

If Remarketed Bonds of a subseries to be purchased are not delivered by the Owners to the Tender Agent by 12:00 p.m., on the Purchase Date or Mandatory Purchase Date, as the case may be, the Tender Agent will hold any funds received for the purchase of those Remarketed Bonds in trust in a separate account uninvested, and will pay such funds to the former Owners upon presentation of the Remarketed Bonds. Undelivered Remarketed Bonds of a subseries are deemed tendered and cease to accrue interest as to the former Owners on the Purchase Date or Mandatory Purchase Date, as the case may be, if moneys representing the Purchase Price will be available against delivery of those Remarketed Bonds at the Principal Office of the Tender Agent; provided, however, that any funds so held by the Tender Agent that remain unclaimed by the former holder of any such Remarketed Bonds not presented for purchase for a period of two years after delivery of such funds to the Tender Agent will, to the extent permitted by law, upon request in writing by MTA and the furnishing of security or indemnity to the Tender Agent's satisfaction, be paid to MTA free of any trust or lien and thereafter the former holder of such Remarketed Bonds will look only to MTA and then only to the extent of the amounts so received by MTA without any interest thereon and the Tender Agent will have no further responsibility with respect to such moneys or payment of the Purchase Price of such Remarketed Bonds. The Tender Agent will authenticate a replacement Remarketed Bond for any undelivered Remarketed Bond of a subseries which may then be remarketed by the Remarketing Agent.

Special Considerations Relating to the Remarketed Bonds

The Remarketing Agent is Paid by MTA. The Remarketing Agent's responsibilities include determining the interest rate from time to time and remarketing Remarketed Bonds of a subseries that are optionally or mandatorily tendered by the owners thereof (subject, in each case, to the terms of the Transportation Resolution and the applicable Remarketing Agreement), all as further described in this remarketing circular. The Remarketing Agent is appointed by MTA and is paid by MTA for its services. As a result, the interests of the Remarketing Agent may differ from those of existing Owners and potential purchasers of the respective subseries of Remarketed Bonds.

The Remarketing Agent May Purchase Remarketed Bonds for its Own Account. The Remarketing Agent acts as remarketing agent for a variety of variable rate demand obligations and, in its sole discretion, may purchase such obligations for its own account. The Remarketing Agent is permitted, but not obligated, to purchase tendered Remarketed Bonds of a subseries for its own account and, in its sole discretion, may acquire such tendered Remarketed Bonds in order to achieve a successful remarketing of the Remarketed Bonds (i.e., because there otherwise are not enough buyers to purchase the Remarketed Bonds) or for other reasons. However, the Remarketing Agent is not obligated to purchase Remarketed Bonds, and may cease doing so at any time without notice. The Remarketing Agent may also make a market in the Remarketed Bonds of a

subseries by routinely purchasing and selling such Remarketed Bonds other than in connection with an optional or mandatory tender and remarketing. However, the Remarketing Agent is not required to make a market in the Remarketed Bonds of a subseries. The Remarketing Agent may also sell any Remarketed Bonds of a subseries it has purchased to one or more affiliated investment vehicles for collective ownership or enter into derivative arrangements with affiliates or others in order to reduce its exposure to such Remarketed Bonds. The purchase of Remarketed Bonds of a subseries by the Remarketing Agent may create the appearance that there is greater third party demand for such Remarketed Bonds in the market than is actually the case. The practices described above also may result in fewer Remarketed Bonds of a subseries being tendered in a remarketing.

Remarketed Bonds May be Offered at Different Prices on Any Date Including an Interest Rate Determination Date. Pursuant to the Transportation Resolution and each Remarketing Agreement, the Remarketing Agent is required to determine the applicable rate of interest that, in its judgment, is the lowest rate that would permit the sale of each subseries of the Remarketed Bonds bearing interest at the applicable interest rate at par plus accrued interest, if any, on and as of the applicable interest rate determination date. The interest rate will reflect, among other factors, the level of market demand for such Remarketed Bonds (including whether the Remarketing Agent is willing to purchase such Remarketed Bonds for its own account). There may or may not be Remarketed Bonds of a subseries tendered and remarketed on an interest rate determination date. The Remarketing Agent may or may not be able to remarket any Remarketed Bonds tendered for purchase on such date at par and the Remarketing Agent may sell Remarketed Bonds of such subseries at varying prices to different investors on such date or any other date. The Remarketing Agent is not obligated to advise purchasers in a remarketing if it does not have third party buyers for all of the Remarketed Bonds of the subseries at the remarketing price. In the event the Remarketing Agent owns any Remarketed Bonds of the subseries for its own account, it may, in its sole discretion in a secondary market transaction outside the tender process, offer such Remarketed Bonds on any date, including the interest rate determination date, at a discount to par to some investors.

The Ability to Sell the Remarketed Bonds Other Than Through the Tender Process May Be Limited. The Remarketing Agent may buy and sell Remarketed Bonds of its applicable subseries other than through the tender process. However, it is not obligated to do so and may cease doing so at any time without notice and may require Holders that wish to tender their Remarketed Bonds of such subseries to do so through the Tender Agent with appropriate notice. Thus, investors who purchase the Remarketed Bonds of such subseries, whether in a remarketing or otherwise, should not assume that they will be able to sell their Remarketed Bonds other than by tendering the Remarketed Bonds in accordance with the tender process.

The Remarketing Agent May Resign or be Removed Without a Successor Being Named. The Remarketing Agent may resign or be removed in accordance with the Remarketing Agreement, whether or not a successor Remarketing Agent has been appointed and accepted such appointment. Upon removal or resignation of the Remarketing Agent, MTA will cause the Trustee to give notice of such removal or resignation to all Owners, and MTA will use its best efforts to appoint a successor Remarketing Agent.

Redemption Provisions

The Remarketed Bonds are redeemable prior to maturity on such dates and at such prices during the Daily Mode and are set forth below.

Optional Redemption. The Remarketed Bonds of either subseries are subject to redemption prior to maturity as a whole or in part (in accordance with procedures of DTC, so long as DTC is the Owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper), on any Business Day, subject to applicable notice, at a Redemption Price equal to the principal amount thereof, without premium, plus accrued interest up to but not including the redemption date. If any such optional redemption will occur, MTA will redeem Bank Bonds of the applicable subseries first.

Mandatory Sinking Fund Redemption. The Remarketed Bonds are subject to mandatory sinking fund redemption in part (in accordance with procedures of DTC, so long as DTC is the sole registered owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper), on November 1 of each year and in the respective principal amounts set forth below at 100% of the principal amount thereof, plus accrued interest

to the redemption date, from sinking fund installments which are required to be made in amounts sufficient to effectuate such redemptions:

SINKING FUND INSTALLMENTS

<u>Year</u>	<u>Subseries 2005D-2</u>	<u>Subseries 2012G-4</u>
2025	\$4,875,000	\$525,000
2026	5,075,000	550,000
2027	5,275,000	575,000
2028	5,500,000	12,725,000
2029	5,700,000	13,525,000
2030	5,950,000	41,750,000*
2031	6,175,000	
2032	6,425,000	
2033	6,675,000	
2034	6,975,000	
2035	7,275,000*	

* Final maturity

Credit Toward Mandatory Sinking Fund Redemption. MTA may take credit toward mandatory Sinking Fund Installment requirements as follows, and if taken, thereafter reduce the amount of either subseries of term Remarketed Bonds otherwise subject to mandatory Sinking Fund Installments on the date for which credit is taken:

- If MTA directs the Trustee to purchase or redeem Remarketed Bonds of a subseries with money in the applicable account of the Debt Service Fund (at a price not greater than par plus accrued interest to the date of purchase or redemption), then a credit of 100% of the principal amount of those bonds will be made against the next Sinking Fund Installment for each subseries due.
- If MTA purchases or redeems Remarketed Bonds of a subseries with other available moneys, then the principal amount of those bonds will be credited against future Sinking Fund Installments for such subseries in any order, and in any annual amount, that MTA may direct.

State and City Redemption. Pursuant to the MTA Act, the State, upon providing sufficient funds, may require MTA to redeem either subseries of the Remarketed Bonds, prior to maturity, as a whole, on any interest payment date not less than twenty years after the date of issue of the Remarketed Bonds, at 105% of their face value and accrued interest or at such lower redemption price provided for such subseries of the Remarketed Bonds in the case of redemption as a whole on the redemption date. The MTA Act further provides that the City, upon furnishing sufficient funds, may require MTA to redeem either subseries of the Remarketed Bonds, as a whole, but only in accordance with the terms upon which the Remarketed Bonds are otherwise redeemable.

Redemption of Bank Bonds. Except as set forth in the second immediately preceding paragraph and in the following paragraph, the Bank Bonds of either subseries of the Remarketed Bonds will be subject to optional and mandatory redemption under the same terms and conditions as provided with respect to other Remarketed Bonds of the same subseries. The Bank Bonds of either subseries of the Remarketed Bonds will also be subject to mandatory redemption at the times and under the terms and conditions as provided in the Credit Facility relating to such Bank Bonds.

Redemption in Part; Bank Bonds To Be Redeemed First. In the event of a redemption of less than all the Remarketed Bonds of a subseries, the Trustee will in accordance with the Transportation Resolution first select for redemption all then outstanding Bank Bonds of such subseries prior to selecting for redemption any Remarketed Bonds of such subseries that are not Bank Bonds unless the Credit Facility Issuer fails to honor a properly presented and conforming drawing under the applicable Credit Facility, in which case, the Trustee will at the written direction of MTA, select for redemption outstanding Remarketed Bonds of such subseries in accordance with such direction.

Redemption Notices. So long as DTC is the securities depository for the Remarketed Bonds, the Trustee must mail redemption notices to DTC at least 20 days before the redemption date. If the Remarketed Bonds are not held in book-entry-only form, then the Trustee must mail redemption notices directly to bondholders within the same time frame. A redemption of the Remarketed Bonds is valid and effective even if DTC's procedures for notice should fail. Beneficial owners should consider arranging to receive redemption notices or other communications to DTC affecting them, including notice of interest payments through DTC participants. Any notice of optional redemption may state that it is conditional upon receipt by the Trustee of money sufficient to pay the Redemption Price or upon the satisfaction of any other condition, or that it may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before the payment of the Redemption Price if any such condition so specified is not satisfied or if any such other event occurs. **Please note that all redemptions are final - even if a beneficial owner did not receive their notice, and even if a notice had a defect.**

Redemption Process. If the Trustee gives an unconditional notice of redemption, then on the redemption date the Remarketed Bonds of a subseries called for redemption will become due and payable. If the Trustee gives a conditional notice of redemption and such notice is not rescinded, and any other conditions included in such notice have been satisfied, then on the redemption date the Remarketed Bonds of a subseries called for redemption will become due and payable. In either case, after the redemption date, no interest will accrue on those Remarketed Bonds, and an Owner's only right will be to receive payment of the redemption price upon surrender of those Remarketed Bonds.

Amendments

The provisions of the Transportation Resolution, with respect to a subseries of the Remarketed Bonds, may be modified or amended pursuant to the Transportation Resolution by obtaining, when required by the Transportation Resolution, the consent of the Owners of all of such subseries of Remarketed Bonds or, in lieu thereof, the Credit Facility Issuer, as permitted by the Transportation Resolution. All Owners of a subseries of the Remarketed Bonds will be deemed to have consented to a modification or amendment if on the 30th day (or if such day is not a Business Day, on the next succeeding Business Day) after the date on which the Trustee mailed notice of such proposed modification or amendment to the Owners of such subseries of the Remarketed Bonds there is delivered to the Trustee:

- a certificate of the Tender Agent to the effect that all such subseries of Remarketed Bonds that have been optionally tendered for purchase by their Owners after the date on which the Trustee mailed such notice of the proposed modification or amendment have been purchased at a price equal to the Purchase Price thereof,
- a written consent of the designated Remarketing Agent to the proposed modification or amendment, and
- a favorable Opinion of Bond Counsel.

Credit and Liquidity Facilities

General Description. *Unless the context otherwise indicates, references in the following description to "Remarketed Bonds" apply to the Subseries 2005D-2 Bonds and the Subseries 2012G-4 Bonds independently, as appropriate.* The following summarizes certain provisions of each Credit Facility and each Reimbursement Agreement and does not purport to be complete or definitive and reference to such documents is made for the complete provisions thereof. A draft form of each Reimbursement Agreement has been made available on EMMA contemporaneously herewith. *Investors should obtain and review copies of the Credit Facilities and the Reimbursement Agreements in order to understand all of the terms of those documents. Capitalized terms used in the following summary which are not otherwise defined in this Remarketing Circular shall have the meanings given to such terms in the Credit Facilities and the Reimbursement Agreements, respectively.* Chapman and Cutler LLP, special counsel to the Credit Facility Issuer, has supplied and reviewed the following summary of certain provisions of the Credit Facilities and the Reimbursement Agreements set forth below. See **Attachment 4** for certain information relating to the Credit Facility Issuer.

Subject to receipt of a properly presented and conforming draw certificate, the Credit Facility Issuer will pay the principal of and interest on the Remarketed Bonds, and the Purchase Price of any Remarketed Bonds which are tendered or deemed tendered on a Purchase Date or Mandatory Purchase Date and that have not been remarketed, from time to time from proceeds of drawings under the related Credit Facility during the period from the date of effectiveness of such Credit Facility to and including November 12, 2027 (in each case, as such date may be extended from time to time, the Stated Expiration Date), unless such Credit Facility is extended or earlier terminated, in accordance with its terms. Each Credit Facility will automatically terminate on the earliest of (i) the honoring by the Credit Facility Issuer of the final drawing available to be made under such Credit Facility, (ii) receipt by the Credit Facility Issuer of a notice that (A) an Alternate Credit Facility (as defined in the related Reimbursement Agreement) has been delivered to and accepted by the Trustee, (B) the rate of interest of all of the Remarketed Bonds of the applicable subseries has been converted to a rate other than the Daily Rate or the Weekly Rate or (C) no Remarketed Bonds of the applicable subseries remain outstanding under the Supplemental Resolution (as defined in the related Reimbursement Agreement) and, in each case, the Trustee is authorized to deliver a notice of cancellation to the Credit Facility Issuer, all conditions precedent to the cancellation of the applicable Credit Facility have been satisfied and the applicable Credit Facility (including any amendment thereto) is surrendered for cancellation (such termination of the applicable Credit Facility to take effect after the Credit Facility Issuer honors any properly presented and conforming drawing, if any, on such date), (iii) the date designated by the Credit Facility Issuer in a written notice to the Trustee, the Remarketing Agent and MTA, which will be (A) on the date of such notice if no Remarketed Bonds of the applicable subseries are outstanding or (B) on the fifteenth (15) calendar day (or if such day is not a Business Day, the preceding Business Day) after the Trustee receives written notice from the Credit Facility Issuer stating that an Event of Default (as defined in the related Reimbursement Agreement) has occurred and is continuing under the related Reimbursement Agreement, and instructing the Trustee to send a notice of mandatory tender for purchase of such Remarketed Bonds of the applicable subseries and to draw on such Credit Facility to effect such purchase (after the Credit Facility Issuer honors any properly presented and conforming drawing, if any, on such date), or (iv) the Stated Expiration Date of such Credit Facility.

Events of Default. Pursuant to the Reimbursement Agreements, the occurrence of any of the following events, among others, shall constitute an Event of Default thereunder, whatever the reason for such event and whether it is voluntary or involuntary, or within or without the control of MTA or be effected by operation of law or pursuant to any judgment or order of any court or any order, rule or regulation of any governmental body. Reference is made to the Reimbursement Agreements for a complete listing of all Events of Default:

- (i) any principal or interest due on any Bank Bonds or any Advance, unreimbursed Draw or Term Loan (as such terms are defined in the Reimbursement Agreement) is not paid by MTA when due or (ii) any amount (other than amounts referred to in clause (i) hereof) payable under the Reimbursement Agreement and under the Fee Agreement (as defined in the Reimbursement Agreement) is not paid by MTA within thirty (30) Business Days of its respective due date;
- the failure by MTA to perform or observe any other term, covenant or agreement contained in the Reimbursement Agreement or the Fee Agreement not specified in the paragraph summarized above, if such failure shall continue for a period of thirty (30) Business Days after written notice thereof by the Credit Facility Issuer to MTA; provided, however, that, except with regard to a failure to comply with the related Fee Agreement, such grace period shall not apply to certain covenants set forth in the Reimbursement Agreement for which no cure period exists;
- (i) MTA shall (A) commence a voluntary case under the federal bankruptcy laws (as now or hereafter in effect), (B) file a petition seeking to take advantage of any other laws, domestic or foreign, relating to bankruptcy, insolvency, reorganization, debt adjustment, winding up or composition or adjustment of debts, (C) consent to or fail to contest in a timely and appropriate manner any petition filed against it in an involuntary case under such bankruptcy laws or other laws, (D) apply for or consent to, or fail to contest in a timely and appropriate manner, the appointment of, or the taking of possession by, a receiver, custodian, trustee or liquidator of itself or of a substantial part of its property, (E) admit in writing its inability to pay, or generally not be paying, its debts as they become due, (F) make a general assignment for the benefit of creditors, or (G) take any official action for the purpose of effecting any of the foregoing; or (ii) a case or other proceeding shall be commenced against MTA in any court of competent jurisdiction seeking (A) relief under the federal bankruptcy laws (as now or hereafter in effect) or under any other laws, domestic or

- foreign, relating to bankruptcy, insolvency, reorganization, winding up or composition or adjustment of debts, or (B) the appointment of a trustee, receiver, custodian, liquidator or the like of MTA, or of all or a substantial part of its property, and any such case or proceeding shall continue undismissed or unstayed for a period of 60 consecutive calendar days, or an order granting the relief requested in any such case or proceeding against MTA (including, but not limited to, an order for relief under such federal bankruptcy laws) shall be entered;
- any warranty, representation or other written statement made by or on behalf of MTA contained in the Reimbursement Agreement or in any of the other Related Documents (as defined in the Reimbursement Agreement) or in any instrument furnished in compliance with or in reference to any of the foregoing, is false or misleading in any material respect on any date when made or deemed made;
 - any “event of default” under the Transportation Resolution, the Supplemental Resolution (as defined in the Reimbursement Agreement) or the Certificate of Determination (as defined in the Reimbursement Agreement, and collectively, with the Transportation Resolution and the Supplemental Resolution, the Resolution) shall have occurred and be continuing;
 - any material provision of the Reimbursement Agreement or any of the other Related Documents to which MTA is a party at any time for any reason ceases to be valid and binding in accordance with its terms on MTA, or is declared to be null and void, or the validity or enforceability of the Reimbursement Agreement or any of the other Related Documents is contested by MTA or a proceeding shall be commenced by MTA seeking to establish the invalidity or unenforceability thereof, or MTA shall deny that it has any further liability or obligation thereunder, in each case if, in the Credit Facility Issuer’s sole judgment, such event would have a materially adverse effect on the Credit Facility Issuer’s rights under the Reimbursement Agreement or the related Fee Agreement;
 - any governmental authority with jurisdiction over MTA and the affairs of MTA declares or imposes a debt moratorium, debt restructuring, debt adjustment or comparable restriction on the repayment when due and payable of the principal of or interest on any of MTA’s indebtedness issued under the Transportation Resolution;
 - the Act or the Resolution shall, for any reason, cease to be in full force and effect or shall be declared or become invalid or unenforceable in whole or in part or shall be interpreted, altered or amended in any manner that would in any of the foregoing cases materially adversely affect the obligations of MTA under the Reimbursement Agreement or under the related Fee Agreement or the rights of the Credit Facility Issuer under the Reimbursement Agreement or under the related Fee Agreement;
 - the long-term unenhanced rating assigned to the Remarketed Bonds of the applicable subseries or any other indebtedness of MTA senior to or on a parity with the Remarketed Bonds shall be withdrawn, suspended (other than as a result of debt maturity, redemption, non-application or non-provision of information) or reduced below “BBB-” (or its equivalent), “BBB-” (or its equivalent) or “Baa3” (or its equivalent) by any one of Fitch, S&P or Moody’s;
 - a final non-appealable judgment or order for the payment of money in excess of \$25,000,000 (in excess of the coverage limits of any applicable insurance therefor), and payable from the Trust Estate and which ranks senior to or on parity with the Remarketed Bonds shall have been rendered against MTA and such judgment or order shall not have been satisfied, stayed, vacated, discharged or bonded pending appeal within a period of sixty (60) days from the date on which it was first so rendered;
 - dissolution or termination of the existence of MTA; provided, however, that in the event that MTA dissolves or its existence terminates by operation of law and a successor entity assumes its obligations under the Reimbursement Agreement, the related Fee Agreement and with respect to the Remarketed Bonds of the applicable subseries and the rights and security for the Reimbursement Obligations (including the pledge of the Trust Estate securing Parity Debt as provided in the Reimbursement Agreement and in the Resolution) remain unchanged, a dissolution or termination of the existence of MTA shall not constitute an Event of Default under the Reimbursement Agreement; or

- MTA shall (i) default in any payment of any Obligations or Parity Reimbursement Obligation (as such terms are defined in the Reimbursement Agreement, hereinafter, “Secured Debt”), beyond the period of grace, if any, provided in the instrument or agreement under which such Secured Debt was created, or (ii) default in the observance or performance of any agreement or condition relating to any Secured Debt or contained in any instrument or agreement evidencing, securing or relating thereto, or any other event shall occur or condition exist, the effect of which default or other event or condition is to cause, or to permit the holder or holders of such Secured Debt (or a trustee or agent on behalf of such holder or holders) to cause (determined without regard to whether any notice is required) any such Secured Debt to become due prior to its stated maturity.

Remedies. Upon the occurrence and continuance of an Event of Default, and notice thereof to MTA and the Trustee, and, with regard to the immediately succeeding paragraph, the Remarketing Agent, the Credit Facility Issuer may, in its sole discretion, but shall not be obligated to, exercise any or all of the following remedies:

- by written, electronic or telephonic notice (promptly confirmed in writing), give notice of such Event of Default to the Trustee and MTA and specifying that the applicable Credit Facility shall terminate on the fifteenth (15th) calendar day (or if such day is not a Business Day, the preceding Business Day) following delivery of such notice, whereupon the Trustee shall immediately declare all of the Remarketed Bonds of the applicable subseries supported by the Credit Facility then outstanding to be subject to mandatory purchase in accordance with the Certificate of Determination; and
- exercise all or any of its rights and remedies as it may otherwise have under Applicable Law (as defined in the Reimbursement Agreement) and under the Reimbursement Agreement, the related Fee Agreement and the Resolution or otherwise by such suits, actions, or proceedings in equity or at law, either for specific performance of any covenant or agreement contained in the Transportation Resolution or the Reimbursement Agreement or the related Fee Agreement, or in aid or execution of any power therein granted or for the enforcement of any proper legal or equitable remedy.

Remarketed Bonds remarketed by the Remarketing Agent prior to the date on which the related Credit Facility terminates following notice by the Credit Facility Issuer to MTA and the Trustee in accordance with the Reimbursement Agreement, which date of termination shall be a date designated by the Credit Facility Issuer not earlier than fifteen (15) calendar days following delivery of such notice, shall continue to be entitled to the benefit of such Credit Facility in accordance with the terms thereof.

No failure or delay on the part of the Credit Facility Issuer to exercise any right or remedy under the Reimbursement Agreement shall operate as a waiver thereof, nor shall any single or partial exercise of any right or remedy under the Reimbursement Agreement preclude any further exercise thereof or the exercise of any further right or remedy under the Reimbursement Agreement. The remedies provided in the Reimbursement Agreement are cumulative and not exclusive of any remedies provided by law.

DEBT SERVICE ON THE BONDS

Table 1 on the next page sets forth, on a cash basis (i) the debt service on the outstanding Transportation Revenue Bonds (other than the Remarketed Bonds), (ii) debt service on the Remarketed Bonds of each subseries, and (iii) the aggregate debt service on all Transportation Revenue Bonds (including the Remarketed Bonds) outstanding as of the date of the remarketing of the Remarketed Bonds.

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Table 1
Aggregate Debt Service
(\$ in thousands)⁽¹⁾

Year Ending December 31	Debt Service on Outstanding Bonds ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	Subseries 2005D-2 Bonds ⁽²⁾			Subseries 2012G-4 Bonds ⁽²⁾			Aggregate Debt Service ⁽⁶⁾
		Principal	Interest	Total	Principal	Interest	Total	
2024	\$921,735	-	\$117	\$117	-	\$124	\$124	\$921,976
2025	1,328,936	\$4,875	2,332	7,207	\$525	2,480	3,005	1,339,148
2026	1,387,426	5,075	2,158	7,233	550	2,461	3,011	1,397,671
2027	1,288,164	5,275	1,977	7,252	575	2,442	3,017	1,298,433
2028	1,262,733	5,500	1,788	7,288	12,725	2,385	15,110	1,285,131
2029	1,317,533	5,700	1,592	7,292	13,525	1,929	15,454	1,340,279
2030	1,320,031	5,950	1,388	7,338	41,750	1,364	43,114	1,370,482
2031	1,492,057	6,175	1,176	7,351	-	-	-	1,499,407
2032	1,462,590	6,425	955	7,380	-	-	-	1,469,969
2033	1,220,771	6,675	725	7,400	-	-	-	1,228,171
2034	1,197,246	6,975	487	7,462	-	-	-	1,204,708
2035	1,122,593	7,275	237	7,512	-	-	-	1,130,105
2036	962,825	-	-	-	-	-	-	962,825
2037	952,498	-	-	-	-	-	-	952,498
2038	984,300	-	-	-	-	-	-	984,300
2039	906,394	-	-	-	-	-	-	906,394
2040	892,488	-	-	-	-	-	-	892,488
2041	859,095	-	-	-	-	-	-	859,095
2042	817,468	-	-	-	-	-	-	817,468
2043	855,905	-	-	-	-	-	-	855,905
2044	981,771	-	-	-	-	-	-	981,771
2045	881,934	-	-	-	-	-	-	881,934
2046	793,646	-	-	-	-	-	-	793,646
2047	796,608	-	-	-	-	-	-	796,608
2048	772,814	-	-	-	-	-	-	772,814
2049	813,414	-	-	-	-	-	-	813,414
2050	550,762	-	-	-	-	-	-	550,762
2051	282,567	-	-	-	-	-	-	282,567
2052	282,812	-	-	-	-	-	-	282,812
2053	233,445	-	-	-	-	-	-	233,445
2054	233,687	-	-	-	-	-	-	233,687
2055	171,225	-	-	-	-	-	-	171,225
2056	63,684	-	-	-	-	-	-	63,684
2057	10,483	-	-	-	-	-	-	10,483
Total	\$29,421,637	\$65,900	\$14,932	\$80,832	\$69,650	\$13,185	\$82,835	\$29,585,305

⁽¹⁾ Totals may not add due to rounding.

⁽²⁾ Includes the following assumptions for debt service: variable rate bonds at an assumed rate of 4.0%; variable rate bonds swapped to fixed at the applicable fixed rate on the swap; floating rate notes at an assumed rate of 4.0% plus the current fixed spread; floating rate notes swapped to fixed at the applicable fixed rate on the swap plus the current fixed spread; Subseries 2002G-1 Bonds at an assumed rate of 4.0% plus the current fixed spread, except Subseries 2002G-1g Bonds at an assumed rate of 4.0%; fixed rate mandatory tender bonds at their respective fixed rates prior to the mandatory tender date; interest paid monthly, calculated on the basis of a 360-day year consisting of twelve 30-day months for variable rate bonds and floating rate notes.

⁽³⁾ Excludes debt service on all outstanding Revenue Anticipation Notes.

⁽⁴⁾ Debt service has not been reduced to reflect expected receipt of Build America Bond interest subsidies relating to certain Outstanding Transportation Revenue Bonds; such subsidies do not constitute pledged revenues under the Transportation Resolution.

⁽⁵⁾ Excludes debt service on the Remarketed Bonds.

⁽⁶⁾ Figures reflect amounts outstanding as of November 13, 2024, the Mandatory Tender Date for the Remarketed Bonds.

PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS

Part II of this remarketing circular describes the sources of payment and security for all Transportation Revenue Bonds, including the Remarketed Bonds.

SOURCES OF PAYMENT

Gross Lien on TRB Pledged Revenues

Under State law, the Transportation Revenue Bonds are MTA's special obligations, which means that they are payable solely from a gross lien on the money pledged for payment under the Transportation Resolution. They are not MTA's general obligations. The Transportation Resolution and the form of the Interagency Agreement have been filed with the MSRB through EMMA as described under "INTRODUCTION – Where to Find Information."

MTA receives fares, tolls, rentals, rates, charges and other fees directly and through certain subsidiaries (currently, MTA Long Island Rail Road, MTA Metro-North Railroad and MTA Bus) and affiliates (currently, MTA New York City Transit and MaBSTOA) from the use and operation of the Transit and Commuter Systems, and portions of its receipts from many of these sources are pledged for the payment of Transportation Revenue Bonds. Such pledged portions are referred to as "TRB Operating Receipts" (shown under the heading "Revenues from Systems Operations" in **Table 2a** and **Table 3a**). MTA and its subsidiaries and affiliates also receive operating surplus from MTA Bridges and Tunnels and operating subsidies from other governmental sources, portions of which are pledged for the payment of Transportation Revenue Bonds. Such pledged receipts are referred to as "TRB Operating Subsidies" (shown under the heading "Non-Operating Revenues" in **Table 2a** and **Table 3a**). The TRB Operating Receipts and the TRB Operating Subsidies are collectively referred to herein as the "TRB Pledged Revenues." The Transportation Resolution permits MTA to issue revenue anticipation notes (RANs) that are secured by certain of such TRB Operating Subsidies prior to the payment of debt service on Transportation Revenue Bonds. See "SECURITY – Revenue Anticipation Notes Authorized by the Resolution" below. Subject to the prior lien on certain TRB Operating Subsidies for the benefit of the owners of the RANs, the Transportation Resolution provides that Owners are to be paid from TRB Pledged Revenues prior to the payment of operating or other expenses, as described in more detail below. MTA has covenanted to impose fares and other charges so that TRB Pledged Revenues, together with other available moneys, will be sufficient to cover all debt service and operating and capital costs of the Transit and Commuter Systems. See "Factors Affecting Revenues – Ability to Comply with Rate Covenant and Pay Operating and Maintenance Expenses" below.

TRB Operating Subsidies include: (i) MTA Bridges and Tunnels operating surplus, (ii) operating subsidies from the State and local governments under the State's Section 18-b program; (iii) Congestion Zone Surcharges (also referred to as the For-Hire Vehicle Surcharges) and Rapid Transit Lane Fines deposited into the General Transportation Account; (iv) special tax-supported operating subsidies, including the MTTF revenues and MMTOA taxes, after the payment of debt service and certain other obligations relating to MTA's Dedicated Tax Fund senior and subordinated bonds; certain mortgage recording and real property transfer taxes with respect to certain real property located within the City (the Urban Taxes); the PMT Revenues (defined herein) and the ATA Receipts, after the payment of debt service and certain other obligations relating to senior and subordinated obligations issued under the PMT Resolutions (defined herein); (v) Commuter System station maintenance payments; and (vi) City subsidy for MTA Bus, all as hereinafter described.

MTA receives additional funds from other entities that are not automatically pledged to the payment of RANs and/or Transportation Revenue Bonds (Non-Pledged Operating Subsidies), but that may be used for the payment of RANs and/or Transportation Revenue Bonds, provided MTA allocates them for such purposes. As more fully described below, MTA has allocated certain mortgage recording taxes to the payment of Transportation Revenue Bonds and has also allocated ATA Receipts to the payment of RANs and Transportation Revenue Bonds; however, no assurances can be given that MTA will continue to allocate any of the mortgage recording taxes or ATA Receipts to the payment of debt service on the RANs and/or Transportation Revenue Bonds in the future.

Table 2a sets forth by general category the amount of TRB Pledged Revenues, calculated in accordance with the Transportation Resolution, and the resulting debt service coverage for the five years ended December 31, 2023. A general description of the TRB Pledged Revenues in the general categories referenced in **Table 2a** follows the table, and a more detailed description is set forth in Part 2 of the **ADS** under the heading “REVENUES OF THE RELATED ENTITIES.”

Table 2a is a summary of historical revenues of MTA and its subsidiaries, MTA Long Island Rail Road, MTA Metro-North Railroad and MTA Bus, and affiliates, MTA New York City Transit and MaBSTOA, on a cash basis. The audited financial statements for MTA and MTA New York City Transit for 2022 and 2023 covered by **Table 2a** are included herein by specific cross-reference and should be read in connection with this information. The information in **Table 2a** may not be indicative of future results of operations and financial condition. The information contained in the table has been prepared by MTA management based upon the historical financial statements and the notes thereto.

Table 2a
Summary of Pledged Revenues (Calculated in Accordance with the Transportation Resolution)
Historical Cash Basis (\$ in millions)⁽¹⁾

	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
<u>Revenues from Systems Operations</u>					
Fares from Transit System	\$ 4,592	\$ 1,939	\$2,332	\$2,944	\$3,341
Fares from Commuter System	1,526	517	557	902	1,124
Fares from MTA Bus	245	100	144	185	183
Other Income ⁽²⁾	<u>278</u>	<u>207</u>	<u>197</u>	<u>215</u>	<u>270</u>
Subtotal – Operating Revenues	\$6,641	\$2,763	\$3,230	\$4,245	\$4,917
<u>Non-Operating Revenues⁽³⁾</u>					
Revenues from MTA Bridges and Tunnels Surplus	\$788	\$495	\$928	\$1,193	\$1,256
State and Local General Operating Subsidies ⁽⁴⁾	\$340	\$365	\$408	\$370	\$381
NYC Transportation Assistance Fund - General Transportation Account ⁽⁵⁾	\$0	\$2	\$2	\$4	\$10
Special Tax-Supported Operating Subsidies					
DTF Excess ⁽⁶⁾	268	180	198	174	374
MMTOA Receipts	1,824	1,564	2,247	2,601	2,839
Urban Tax	668	377	429	729	382
MRT-2 Distribution ⁽⁷⁾	12	12	12	12	12
Payroll Mobility Tax and Aid Trust Account Receipts ⁽⁸⁾	1,871	1,810	1,931	1,859	2,125
Payroll Mobility Revenue Offset Funds ⁽⁹⁾	<u>244</u>	<u>195</u>	<u>293</u>	<u>244</u>	<u>244</u>
Subtotal Special Tax-Supported Operating Subsidies	\$4,888	\$4,139	\$5,111	\$5,620	\$5,976
Station Maintenance and Service Reimbursements	647	637	795	797	930
City Subsidy for MTA Bus	669	355	456	522	525
Income from Investments ⁽¹⁰⁾	50	22	4	17	22
Subtotal – Non-Operating Revenues	\$7,382	\$6,015	\$7,704	\$8,523	\$9,099
Total Transportation Resolution Pledged Revenues	\$14,023	\$8,778	\$10,934	\$12,768	\$14,016
Debt Service⁽¹¹⁾	\$1,751	\$1,989	\$1,852	\$1,780	\$1,553
Debt Service Coverage from Pledged Revenues	8.0x	4.4x	5.9x	7.2x	9.0x

⁽¹⁾ Totals may not add due to rounding

⁽²⁾ Other income in the case of the Transit System includes advertising revenue, interest income on certain operating funds, station concessions, Transit Adjudication Bureau collections, rental income and miscellaneous. Other income in the case of the Commuter System includes advertising revenues, interest income on certain operating funds, concession revenues (excluding Grand Central Terminal and Penn Station concessions), rental income and miscellaneous. MTA Bus other incomes is also included.

⁽³⁾ The Transportation Resolution permits MTA to issue RANs that are secured by TRB Operating Subsidies prior to the payment of debt service on the Transportation Revenue Bonds. See discussion under “Revenue Anticipation Notes Authorized by the Resolution” below.

⁽⁴⁾ For State and Local General Operating Subsidies, the favorable year-over-year change in 2020 primarily reflected a catch-up of a 2019 shortfall in Local 18-b payments, partially offset by an unfavorable State 18-b payment in 2020, due to a timing delay as a result of the COVID-19 pandemic. The 2021 favorable year-over-year change primarily reflected the reversal of the unfavorable 2020 delayed State 18-b payment that was received in 2021.

⁽⁵⁾ The 2018-2019 State Enacted Budget included a new revenue stream for MTA to provide a source of funding for the Subway Action Plan, outer borough transit improvements, and other MTA needs. Such new revenues consist of certain statutory surcharges and fines, including a surcharge beginning in 2019, on for-hire vehicle trips entirely within the State that start or terminate in, or traverse, Manhattan below 96th Street (the Congestion Zone Surcharge). Revenues from this surcharge are deposited into a New York City Transportation Assistance Fund and disbursed to three sub-accounts established in such fund in the following order: a Subway Action Plan Account, an Outer Borough Transportation Account, and the General Transportation Account. The surcharge on for-hire vehicles in excess of the amounts statutorily required to be deposited into the Subway

Action Plan Account and the Outer Borough Transportation Account are deposited into the General Transportation Account. The General Transportation Account is also the repository for fines and penalties from the Automated Camera Enforcement (ACE), pursuant to Chapter 59 of the Laws of 2018, which has been receiving such funds since the City began enforcement in 2020. Funds in the General Transportation Account are TRB Operating Subsidies and pledged to the bondholders of Transportation Revenue Bonds.

- (6) Calculated by subtracting the debt service payments on the Dedicated Tax Fund Bonds from the MTTF Receipts described under the caption "DEDICATED TAX FUND BONDS" in Part 3 of the ADS.
- (7) MRT-2 funds are Non-Pledged Operating Subsidies; however, pursuant to MTA Board authorization in December 2007, a portion of such funds are allocated for the MTA Bus portion of debt service on the Transportation Revenue Bonds.
- (8) Calculated by subtracting the debt service payments on obligations issued under the PMT Resolutions from the combined Payroll Mobility Tax Receipts and ATA Receipts, which are pledged revenues for the obligations issued under the PMT Resolutions described under the caption "PAYROLL MOBILITY TAX OBLIGATIONS" in Part 3 of the ADS.
- (9) In prior Annual Disclosure Statements, PMT Revenue Offset Receipts were included in the PMT Receipts (as defined herein). Beginning with the 2021 ADS, PMT Revenue Offset Receipts are presented separately because such revenues do not constitute pledged revenues under the PMT Resolutions.
- (10) Consists of investment income on capital program funds held for the benefit of the Transit and Commuter Systems on an accrual basis, and also investment income earned on subsidy accounts.
- (11) Debt service was reduced by approximately \$54 million in each year in 2019 and 2020, \$49 million in 2021, \$48 million in 2022 and \$46 million in 2023 to reflect Build America Bond interest subsidies relating to certain outstanding bonds. Such payments do not constitute Pledged Revenues under the Transportation Resolution. Debt service includes payments of interest on bond anticipation notes, including, \$188.6 million in 2019, \$344.5 million in 2020, \$216.4 million in 2021, \$133.8 million in 2022, and \$8 million in 2023. Additionally, total debt service on Transportation Revenue Bonds has decreased since 2020 primarily due to payment of debt at maturity as well as cross-credit refundings reducing outstanding Transportation Revenue Bond debt.

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The following should be noted in **Table 2a**:

- Pledged Revenues from Systems Operations (including Other Income): Revenues constituting TRB Pledged Revenues fell significantly between 2019 and 2020 due primarily to decreased ridership during the pandemic. Ridership and revenues have continued to recover from their low in 2020; as of 2023, pledged revenues from system operations had reached 74% of pre-pandemic 2019 levels. Pledged operating revenues, excluding other income, in 2023 were approximately \$617 million, or 15.3%, higher compared to 2022.
- Total Transportation Resolution Pledged Revenues in 2023 are returning closer to the 2019 level, lower by only approximately \$7 million and were \$1.2 billion, or 9.8%, higher than total 2022 Transportation Resolution Pledged Revenues.
- Federal COVID-19 relief receipts are not included in “Other Income” in **Table 2a**, but are included in Other Revenue under **Table 2b** for 2020 through 2022 because they do not constitute TRB Pledged Revenues under the Transportation Resolution. Additionally, while Internet Sales Tax and Mansion Tax receipts were made available as a resource for operating expenses for two years during the COVID-19 pandemic, they do not constitute TRB Pledged Revenues under the Transportation Resolution and are not included in the table above. Such receipts may be pledged to other existing MTA credits or new credits in the future.
- MTA Bridges and Tunnels Surplus: Revenues from the MTA Bridges and Tunnels Surplus have risen from \$788 million in 2019 to approximately \$1.3 billion in 2023; the increase is attributable to recovering traffic volumes as well as a toll rate increase in April 2021 and August 2023.
- Urban Tax collection reflects the activity level and value of certain commercial mortgage recordings and real estate transactions in the City, including other factors such as unusually high-valued transactions. In 2020, Urban Tax revenues declined significantly from the prior year due to the lower value of commercial real estate transactions and mortgages during the COVID-19 pandemic. In 2021 and 2022, Urban Tax receipts increased, reflecting increased activity in the commercial real estate market in the City, and in 2023 Urban Tax receipts decreased.
- Mortgage recording taxes consist of two separate taxes: the MRT-1 Tax, which is imposed on borrowers of recorded mortgages of real property; and the MRT-2 Tax, which is a tax imposed on the institutional lender. These taxes are collected by the City and the seven other counties within the MCTD. Mortgage recording taxes are used to provide funds for MTA’s Transit and Commuter Systems after the payment of MTA Headquarters’ expenses and MTA Bus debt service. The allocation of MRT-2 Tax receipts as TRB Pledged Revenues is made before the funds are used for MTA Headquarters expenses.
- Since 2019, City Subsidy for MTA Bus has increased or decreased primarily due to timing of payments. Since the COVID-19 pandemic, available federal relief funds specifically attributed to the loss of revenue and increase in expenses at MTA Bus have been used to cover deficits that would otherwise be billed to the City for MTA Bus service.

Table 2b is the MTA Consolidated Statement of Operations by Category. It sets forth, by major category, for the five years ended December 31, 2023, all of the system operating revenues, expenses, adjustments, prior-year carryover and net cash balance. The information in the table has been prepared by MTA management based on MTA financial plans. The amounts indicated in the “Actual” columns reflect actual information based on the historical audited financial statements of MTA and its subsidiaries. The information in **Table 2b** may not be indicative of future results of operations and financial condition.

Table 2b

MTA Consolidated Statement of Operations by Category
(\$ in millions)

	Actual <u>2019</u>	Actual <u>2020</u>	Actual <u>2021</u>	Actual <u>2022</u>	Actual <u>2023</u>
Non-Reimbursable					
<u>Operating Revenue</u>					
Farebox Revenue	\$6,351	\$2,625	\$3,048	\$4,024	\$4,658
Toll Revenue	2,071	1,640	2,170	2,332	2,419
Other Revenue	706	4,571	4,706	7,657	881
Capital and Other Reimbursements	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Total Operating Revenue	\$9,128	\$8,836	\$9,924	\$14,014	\$7,958
<u>Operating Expense</u>					
Labor Expenses:					
Payroll	\$5,311	\$5,308	\$5,215	\$5,414	\$5,820
Overtime	974	910	965	1,127	1,152
Health & Welfare	1,339	1,298	1,405	1,423	1,581
OPEB Current Payment	666	633	722	752	827
Pensions	1,493	1,510	1,411	1,339	1,363
Other-Fringe Benefits	848	789	817	1,010	1,059
Reimbursable Overhead	<u>(470)</u>	<u>(380)</u>	<u>(372)</u>	<u>(400)</u>	<u>(474)</u>
Subtotal Labor Expenses	\$10,161	\$10,068	\$10,163	\$10,666	\$11,328
Non-Labor Expenses:					
Electric Power	\$444	\$385	\$430	\$556	\$510
Fuel	174	103	163	283	226
Insurance	2	(5)	26	9	32
Claims	495	237	426	376	394
Paratransit Service Contracts	477	326	346	412	517
Maintenance and Other Operating Contracts	731	773	765	806	908
Professional Service Contracts	442	446	499	545	631
Materials & Supplies	647	543	486	561	641
Other Business Expenses	<u>231</u>	<u>152</u>	<u>200</u>	<u>246</u>	<u>314</u>
Subtotal Non-Labor Expenses	\$3,642	\$2,960	\$3,341	\$3,804	\$4,174
Other Expense Adjustments:					
Other	\$149	\$80	\$21	\$100	(\$16)
General Reserve	<u>0</u>	<u>335</u>	<u>(335)</u>	<u>0</u>	<u>185</u>
Subtotal Other Expense Adjustments	\$149	\$414	\$317	\$100	\$169
Total Operating Expense before Non-Cash Liability Adj.	\$13,952	\$13,443	\$13,187	\$14,570	\$15,671
Depreciation	\$2,870	\$3,010	\$3,159	\$3,286	\$3,549
OPEB Liability Adjustment	0	0	0	0	0
GASB 68 Pension Expense Adjustment	13	(77)	(917)	(393)	170
GASB 75 OPEB Expense Adjustment	895	978	1,075	1,084	591
GASB 87 Lease Adjustment	0	0	0	21	20
GASB 96 SBITA Adjustment	0	0	0	0	(2)
Environmental Remediation	42	123	37	26	51
Total Operating Expense after Non-Cash Liability Adj.	\$17,771	\$17,477	\$18,594	\$16,541	\$20,049
Conversion to Cash Basis: Non-Cash Liability Adjs.	(\$3,801)	(\$4,034)	(\$3,354)	(\$4,034)	(\$4,378)
Debt Service	2,630	2,703	2,787	2,703	2,631
Total Operating Expense with Debt Service	\$16,582	\$16,146	\$15,974	\$17,691	\$18,302
Dedicated Taxes and State/Local Subsidies	\$7,376	\$6,678	\$7,679	\$8,556	\$8,869
Net Surplus/(Deficit) After Subsidies and Debt Service	(\$79)	(\$632)	\$1,628	\$4,879	(\$1,475)
Conversion to Cash Basis: GASB Account	0	0	0	0	0
Conversion to Cash Basis: All Other	192	646	(961)	(6,045)	1,475
CASH BALANCE BEFORE PRIOR-YEAR CARRYOVER	\$113	\$13	\$668	(\$1,166)	\$0
ADJUSTMENTS	0	0	0	0	0
PRIOR-YEAR CARRYOVER	372	485	499	1,166	0
NET CASH BALANCE	\$485	\$499	\$1,166	\$0	\$0

Table 3a sets forth TRB Pledged Revenues for the Mid-Year Forecast 2024 and Preliminary Budget 2025 are based on the MTA 2025 Preliminary Budget and the July Financial Plan 2025-2028 (the July Financial Plan). The information set forth in **Table 3a** is comparable to that set forth, with respect to the years 2019-2023 in **Table 2a**.

Table 3a
Summary of Mid-Year Forecast 2024 and Preliminary Budget 2025
(Calculated in Accordance with the Transportation Resolution)
(\$ in millions)⁽¹⁾

	Mid-Year Forecast 2024	Preliminary Budget 2025
<u>Revenues from Transit and Commuter Systems Operations:</u>		
Fares from Transit System	\$3,657	\$3,831
Fares from Commuter System	1,201	1,230
Fares from MTA Bus	186	196
Other Income ⁽²⁾	<u>589</u>	<u>450</u>
Subtotal – Operating Revenues	\$5,633	\$5,707
<u>Non-Operating Revenues:</u>⁽³⁾		
Revenues from MTA Bridges and Tunnels Surplus	\$1,501	\$1,313
State and Local General Operating Subsidies	\$376	\$376
NYC Transportation Assistance Fund – General Transportation Account ⁽⁴⁾	\$61	\$112
Special Tax-Supported Operating Subsidies		
DTF Excess ⁽⁵⁾	380	302
MTOA Receipts	3,000	3,150
Urban Tax	314	384
MRT-2 Distribution ⁽⁶⁾	12	13
Payroll Mobility Tax and Aid Trust Account Receipts Excess ⁽⁷⁾	2,695	2,849
Payroll Mobility Revenue Offset Funds ⁽⁸⁾	<u>244</u>	<u>244</u>
Subtotal Special Tax-Supported Operating Subsidies	<u>\$6,646</u>	<u>\$6,942</u>
Station Maintenance and Service Reimbursements	\$1,054	\$1,106
City Subsidy for MTA Bus	\$519	\$519
Income from Investments ⁽⁹⁾	\$66	\$41
Subtotal – Non-Operating Revenues	\$10,223	\$10,409
Total Transportation Resolution Pledged Revenues	\$15,856	\$16,116
Budgeted Debt Service⁽¹⁰⁾	\$1,174	\$1,176
Debt Service Coverage from Pledged Revenues	13.5x	13.7x

(1) Totals may not add due to rounding.

(2) Other income in the case of the Transit System includes advertising revenue, interest income on certain operating funds, station concessions, Transit Adjudication Bureau collections, rental income and miscellaneous. Other income in the case of the Commuter System includes advertising revenues, interest income on certain operating funds, concession revenues (excluding Grand Central Terminal and Penn Station concessions), rental income and miscellaneous. MTA Bus other incomes is also included.

(3) The Transportation Resolution permits MTA to issue RANs that are secured by TRB Operating Subsidies prior to the payment of debt service on the Transportation Revenue Bonds. See discussion under “Revenue Anticipation Notes Authorized by the Resolution” below.

(4) The 2018-2019 State Enacted Budget included a new revenue stream for MTA to provide a source of funding for the Subway Action Plan, outer borough transit improvements, and other MTA needs. Such new revenues consist of certain statutory surcharges and fines, including a surcharge beginning in 2019, on for-hire vehicle trips entirely within the State that start or terminate in, or traverse, Manhattan below 96th Street (the Congestion Zone Surcharge). Revenues from this surcharge are deposited into a New York City Transportation Assistance Fund and disbursed to three sub-accounts established in such fund in the following order: a Subway Action Plan Account, an Outer Borough Transportation Account, and the General Transportation Account. The surcharge on for-hire vehicles in excess of the amounts statutorily required to be deposited into the Subway Action Plan Account and the Outer Borough Transportation Account are deposited into the General Transportation Account. The General Transportation Account is also the repository for fines and penalties from the Automated Camera Enforcement (ACE), pursuant to Chapter 59 of the Laws of 2018, which has been receiving such funds since the City began enforcement in 2020. Funds in the General Transportation Account are TRB Operating Subsidies and pledged to the bondholders of Transportation Revenue Bonds.

(5) Calculated by subtracting the debt service payments on the Dedicated Tax Fund Bonds from the MTTF Receipts described under the caption “DEDICATED TAX FUND BONDS” in Part 3 of the ADS.

(6) MRT-2 Funds are Non-Pledged Operating Subsidies; however, pursuant to MTA Board authorization in December 2007, a portion of such funds are allocated for the MTA Bus portion of debt service on the Transportation Revenue Bonds.

(7) Calculated by subtracting the debt service payments on obligations issued under the PMT Resolutions from the combined Payroll Mobility Tax Receipts and ATA Receipts, which are pledged revenues for obligations issued under the PMT Resolutions described under the caption “PAYROLL MOBILITY TAX OBLIGATIONS” in Part 3 of the ADS.

(8) Payroll Mobility Revenue Offset Receipts do not constitute pledged revenues under the PMT Resolutions discussed in footnote (7), so are presented separately.

(9) Consists of investment income on capital program funds held for the benefit of the Transit and Commuter Systems on an accrual basis, and also investment income earned on subsidy accounts.

(10) Debt service is reduced to reflect Build America Bond interest subsidies relating to certain outstanding bonds by approximately \$46.6 million in 2024 and \$46.0 million in 2025. Such payments do not constitute TRB Pledged Revenues under the Transportation Resolution.

Table 3b sets forth, by major category, for the Mid-Year Forecast 2024 and Preliminary Budget 2025, all of the system operating revenues, expenses, adjustments, prior-year carryover and net cash balance as published in the July Financial Plan. The information contained in **Table 3b** is comparable to that set forth, with respect to the years 2019-2023, in **Table 2b**.

Table 3b
MTA Consolidated Statement of Operations by Category
(\$ in millions)

<u>Non-Reimbursable</u>	Mid-Year Forecast 2024	Preliminary Budget 2025
<u>Operating Revenue</u>		
Farebox Revenue	\$5,061	\$5,276
Toll Revenue	2,576	2,581
Other Revenue	999	996
Capital and Other Reimbursements	<u>0</u>	<u>0</u>
Total Operating Revenue	\$8,637	\$8,853
<u>Operating Expense</u>		
Labor Expenses:		
Payroll	\$6,310	\$6,453
Overtime	856	831
Health & Welfare	1,843	1,977
OPEB Current Payment	870	942
Pensions	1,439	1,604
Other-Fringe Benefits	1,084	1,118
Reimbursable Overhead	<u>(476)</u>	<u>(491)</u>
Subtotal Labor Expenses	\$11,927	\$12,434
Non-Labor Expenses:		
Electric Power	\$555	\$598
Fuel	216	227
Insurance	19	15
Claims	399	426
Paratransit Service Contracts	582	606
Maintenance and Other Operating Contracts	1,083	969
Professional Service Contracts	789	729
Materials & Supplies	685	666
Other Business Expenses	<u>333</u>	<u>330</u>
Subtotal Non-Labor Expenses	\$4,660	\$4,567
Other Expense Adjustments:		
Other	\$19	\$13
General Reserve	<u>195</u>	<u>200</u>
Subtotal Other Expense Adjustments	\$214	\$213
Total Operating Expense before Non-Cash Liability Adjustments	\$16,802	\$17,214
Depreciation	\$3,583	\$3,595
GASB 75 OPEB Expense Adjustment	764	774
GASB 68 Pension Expense Adjustment	(253)	(216)
GASB 87 Lease Adjustment	19	16
GASB 96 SBITA Adjustment	(3)	(3)
Environmental Remediation	6	6
Total Operating Expense after Non-Cash Liability Adjustments	\$20,917	\$21,386
Conversion to Cash Basis: Non-Cash Liability Adjustments	(\$4,116)	(\$4,172)
Debt Service	2,666	2,791
Total Operating Expense with Debt Service	\$19,467	\$20,005
Dedicated Taxes and State/Local Subsidies	\$9,799	\$10,081
Net Surplus/(Deficit) After Subsidies and Debt Service	(\$1,032)	(\$1,071)
Conversion to Cash Basis: GASB Account	\$0	\$0
Conversion to Cash Basis: All Other	949	853
CASH BALANCE BEFORE PRIOR-YEAR CARRYOVER	(\$83)	(\$219)
ADJUSTMENTS	\$83	\$219
PRIOR-YEAR CARRYOVER	\$0	\$0
NET CASH BALANCE	\$0	\$0

Description of Pledged Revenues

Each of the following revenues is described in more detail in Part 2 of the ADS under the caption “REVENUES OF THE RELATED ENTITIES.” See also **Tables 2a, 2b, 3a and 3b** above for both historical and forecasted results for each category of TRB Pledged Revenues described below. Where certain TRB Pledged Revenues or other operating subsidies described below become available to pay debt service on RANs and/or Transportation Revenue Bonds after the payment of debt service and other financial commitments pursuant to other existing bond resolutions, information relating to those other existing bond resolutions and the amount of debt service and other financial commitments payable under such other existing bond resolutions is described in more detail in Part 3 of the ADS – “PUBLIC DEBT SECURITIES AND OTHER FINANCIAL INSTRUMENTS”.

Revenues from Systems Operations.

- *Fares from the Transit and Commuter Systems.* At its July 19, 2023 meeting, the MTA Board approved transit and commuter fare increases that became effective on August 20, 2023.
- The base subway, local bus and paratransit fares increased from \$2.75 to \$2.90 per trip and the base express bus fare increased from \$6.75 to \$7.00 per trip. Single ride subway and bus tickets increased from \$3.00 to \$3.25. MTA New York City Transit increased the cost of 30-day and calendar monthly unlimited ride MetroCards from \$127.00 to \$132.00, the cost of a 7-day unlimited ride MetroCard from \$33.00 to \$34.00, and the 7-day Express Bus Plus unlimited ride MetroCard from \$62.00 to \$64.00.
- Customers using OMNY are subject to a fare capping program, pursuant to which they pay the full fare per trip of \$2.75 until they have paid a total of \$33.00 in fares during any one week period from Monday through Sunday, after which point they will automatically receive free, unlimited rides for the rest of the week. This program went into effect on February 28, 2022.
- At MTA Metro-North Railroad and MTA Long Island Rail Road, all weekly and monthly passes increased 4.5% or less, and monthly tickets no more than \$20.50. One-way tickets had a range of increases due to the need for fares to round to \$0.25 increments. One-way fares into New York City had a range of increases up to 10%. Other ticket types such as intermediates, half fares and other discounted tickets had larger increases up to 20%, again due to the need to round to \$0.25 increments on a low ticket price. For these one-way fares, any increase greater than 6.0% was not more than \$0.50 per ride. Increased fares also apply to UniTickets and MTA Metro-North Railroad-managed connecting services. CityTicket increased to \$5 during off-peak hours and \$7.00 during peak hours. On Metro-North Railroad Pascack Valley and Port Jervis lines, no fares were increased.
- The 20-trip ticket for trips to and from Zone One for LIRR and Manhattan for Metro-North Railroad, as well as the \$5.00 One-Way Atlantic Ticket and \$60.00 Weekly Atlantic Ticket have been discontinued.
- *Other Income.* MTA receives revenues from advertising, interest on certain funds, concessions to vendors, Transit Adjudication Bureau collections, and from other space it rents in subway and commuter rail cars, buses, stations and other facilities. Concession revenues from Grand Central Terminal (the main station for MTA Metro-North Railroad) and Penn Station (the main station for MTA Long Island Rail Road), however, are not included within these amounts pledged.

Non-Operating Revenues.

Revenues from MTA Bridges and Tunnels Surplus. MTA Bridges and Tunnels is required by law to transfer its annual operating surpluses (generally, tolls and other operating revenues from bridges and tunnels after payment of operating expenses and debt service costs related to the bridges and tunnels, but not including moneys deposited into the CBD Tolling Capital Lockbox Fund or operating expenses and debt service costs related to the CBD Tolling Program, as hereinafter described) to MTA, and a statutory formula determines how MTA allocates that money between the Transit and Commuter Systems.

At its July 19, 2023 meeting, the MTA Bridges and Tunnels Board approved toll increases that were implemented on August 6, 2023, as follows:

- Tolls by Mail/Non-NYCSC E-ZPass for Passenger Vehicles. Toll rates for fare media other than New York Customer Service Center (NYCSC) E-ZPass (which includes Tolls by Mail and non-NYCSC E-ZPass) were increased by \$1.02 at the Verrazzano-Narrows Bridge, Robert F. Kennedy, Bronx-Whitestone and Throgs Neck Bridges and Queens Midtown and Hugh L. Carey Tunnels (the major facilities) to \$11.19; by \$0.75 at the Henry Hudson Bridge to \$8.25; and by \$0.51 at the Marine Parkway-Gil Hodges and Cross Bay Veterans Memorial Bridges (the Rockaway Bridges) to \$5.60. Commercial vehicle tolls also increased.
- E-ZPass Tolls. E-ZPass tolls for passenger vehicles using tags issued by the NYCSC increased by \$0.39 (to \$6.94) at major facilities, by \$0.18 (to \$3.18) at the Henry Hudson Bridge and by \$0.15 (to \$2.60) at the Rockaway Bridges.
- Mid-Tier Tolls. The mid-tier passenger car charge, which applies to NYCSC E-ZPass customers when their NYCSC E-ZPass tag is not properly mounted, for tolls posted to NYCSC E-ZPass accounts based on license plates, and for NYCSC third-party account providers was increased by \$0.57 (to \$9.11) at major facilities, by \$0.42 (to \$5.04) at the Henry Hudson Bridge, and by \$0.34 (to \$4.11) at the Rockaway Bridges.

Revenues from State and Local Governmental Sources.

Operating Subsidies from the State and Local Governments. Under the State’s Section 18-b program, MTA receives:

- subsidies for the Transit System from the State and matching subsidies from the City, and
- subsidies for the Commuter System from the State and matching subsidies from the City and the seven counties within the MCTD.

Congestion Zone Surcharges and Rapid Transit Lane Fines. MTA receives portions of two surcharges, referred to collectively as the Congestion Zone Surcharges (also referred to as the For-Hire Vehicle Surcharges), that apply to certain trips which originate, terminate, or travel through the “Congestion Zone”, which is legally distinct from the zone created for the CBD Tolling Program and is defined as the area south of and excluding 96th Street in the Borough of Manhattan. The Rapid Transit Lane Fines (sometimes referred to as the Automated Bus Lane Enforcement fines or “ABLE”) are collected based on stationary and mobile (on-bus) bus lane photo devices on more than 50% of bus lane miles across the City to capture violations of certain bus rapid transit lane restrictions. Congestion Zone Surcharges in excess of the amounts statutorily required to be deposited into the Subway Action Account (the first \$300 million) and the Outer Borough Transportation Account (the next \$450 million) and all of the Rapid Transit Lane Fines are deposited into the General Transportation Account and are TRB Operating Subsidies and pledged to the bondholders of Transportation Revenue Bonds.

Under the Transportation Resolution, the Congestion Zone Surcharges deposited into the Subway Action Plan Account and the Outer Borough Transportation Account constitute Non-Pledged Operating Subsidies that are not pledged to the payment of principal of and interest on the Transportation Revenue Bonds, unless and until and to the extent MTA allocates such moneys to the payment of debt service on the Transportation Revenue Bonds.

Special Tax-Supported Operating Subsidies. MTA receives subsidies from a number of sources including:

- portions of the following dedicated taxes (referred to as the MTF Receipts) pledged but not ultimately needed to pay debt service on MTA’s Dedicated Tax Fund senior and subordinated obligations:
 - business privilege taxes imposed on petroleum businesses operating in the State, referred to as the PBT,
 - motor fuel taxes on gasoline and diesel fuel, and

- certain motor vehicle fees administered by the State Department of Motor Vehicles, including both registration and non-registration fees; and
- portions of the following mass transportation operating assistance or MMTOA taxes, which State law requires first be used to pay debt service on MTA's Dedicated Tax Fund senior and subordinated obligations if the dedicated taxes described above are insufficient:
 - the regional PBT (in addition to the State-wide portion described above), which is referred to as the MMTOA PBT,
 - the sales and compensating use tax within the MCTD,
 - two franchise taxes imposed on certain transportation and transmission companies, and
 - a surcharge on a portion of the franchise tax imposed on certain corporations, banks, insurance, utility and transportation companies attributable to business activities within the MCTD; and
- a portion of the amounts collected by the City for the benefit of the Transit System from certain mortgage transfer and recording taxes (the Urban Taxes).
- portions of the Payroll Mobility Tax (PMT) and ATA Receipts (collectively, the PMT Receipts) pledged but not ultimately needed to pay debt service on senior and subordinate obligations issued under the MTA PMT Resolution or TBTA PMT Resolution (collectively, the PMT Resolutions):
 - the PMT is a tax imposed on certain employers and individuals engaging in business in the MCTD on payroll expenses and net earnings from self-employment, subject to certain limitations and exemptions. Revenue from the PMT is not subject to appropriation, and is payable monthly directly to MTA.
 - the ATA Receipts are composed of the following fees and taxes imposed to provide assistance to MTA, are not subject to appropriation and are payable directly to MTA on a quarterly basis:
 - a supplemental fee of one dollar for each six-month period of validity of a learner's permit or a driver's license issued to a person residing in the MCTD;
 - a supplemental fee of twenty-five dollars per year on the registration and renewals of registrants of motor vehicles who reside within the MCTD;
 - a tax on taxicab owners of fifty cents per ride on taxicab rides originating in the City and terminating within the MCTD; and
 - a supplemental tax of six percent of the cost of rentals of automobiles rented within the MCTD.
- the PMT Revenue Offset. In 2011, the PMT was modified to exempt certain taxpayers from paying the PMT and decrease rates paid by others; however, the legislature provided that any reductions in aid to MTA attributable to the 2011 statutory reductions in the PMT "shall be offset through alternative sources that will be included in the state budget" (the PMT Revenue Offset). The PMT Revenue Offset is subject to appropriation, but is not pledged to the payment of indebtedness issued under the PMT Resolutions.

Under the Transportation Resolution, the PMT and PMT Revenue Offset (the PMT Revenues) constitute TRB Operating Subsidies that are pledged to the payment of principal of and interest on the RANs and the Transportation Revenue Bonds to the extent not required to be applied to the payment of debt service on obligations issued by MTA or MTA Bridges and Tunnels (with PMT Revenues transferred by MTA) to fund capital projects of MTA, its subsidiaries, and MTA New York City Transit and its subsidiary, or issued by MTA to fund working capital needs, and secured in whole or in part by the PMT Revenues. The ATA Receipts constitute Non-Pledged Operating Subsidies that are not pledged to the payment of principal of and interest on the Transportation Revenue Bonds, unless and until and to the extent MTA allocates such moneys to the payment of debt service on the RANs and/or the Transportation Revenue Bonds or Operating and Maintenance Expenses. Although MTA has allocated such monies so as to constitute TRB Pledged Revenues with respect to the RANs

and the Transportation Revenue Bonds in prior years, no assurances can be given that MTA will allocate any of the ATA Receipts to the payment of debt service on the RANs and/or Transportation Revenue Bonds in the future.

The PMT Resolutions and the DTF Resolution and related annexes may be found on the MTA investor website under the caption “Debt Portfolio Information – Bond Resolutions and Interagency Agreements”. The provisions of the TBTA PMT Resolution are substantially the same as the provisions of the MTA PMT Resolution and the annexes for both resolutions are identical. No statement on MTA’s website is included by specific cross-reference herein.

Anti-Diversion Legislation. Effective December 28, 2018, the Executive Law of the State was amended to, among other things, prohibit, subject to limited exceptions requiring the adoption of future State legislation, any diversion of revenues derived from taxes and fees payable to MTA (including, but not limited to taxes and fees paid to the MTA Dedicated Tax Fund, the PMT and certain other taxes and fees imposed) into the State’s general fund or any other fund maintained for support of another governmental purpose.

Station Maintenance and Service Reimbursements. MTA is reimbursed by the City and the seven counties in the MCTD with respect to commuter stations located in each respective jurisdiction for the cost of staffing the stations, maintaining the stations and appurtenant land and buildings, and insurance. In addition, the City provides for the policing of the Transit System and contributes to support MTA New York City Transit’s paratransit, senior citizen and school children programs. Also, MTA Metro-North Railroad receives certain payments from the Connecticut Department of Transportation (CDOT) for its share of the operating deficits of the New Haven rail line.

City Subsidy for MTA Bus. In December 2004, the MTA Board approved a letter agreement with the City (the MTA Bus Letter Agreement) with respect to MTA Bus’ establishment and operation of certain bus routes (the MTA Bus System) in areas then served by seven private bus companies pursuant to franchises granted by the City. The City’s payments under the MTA Bus Letter Agreement are pledged to holders of the Transportation Revenue Bonds and are reflected in **Tables 2a, 2b, 3a and 3b** above. The MTA Bus Letter Agreement with the City provides for the following:

- A lease by the City to MTA Bus of the bus assets to operate the MTA Bus System.
- The City agrees to pay MTA Bus the difference between the actual cost of operation of the MTA Bus System (other than certain capital costs) and all revenues and subsidies received by MTA Bus and allocable to the operation of the MTA Bus System.
- If the City fails to timely pay any of the subsidy amounts due for a period of 30 days, MTA Bus has the right, after an additional 10 days, to curtail, suspend or eliminate service and may elect to terminate the agreement. The City can terminate the agreement on one year’s notice.

Revenues from Investment Income and Miscellaneous. MTA earns income, as do its subsidiaries and affiliates, from the temporary investment of money held in those of MTA’s various funds and accounts that are pledged to holders of Transportation Revenue Bonds.

Factors Affecting Revenues

For a description of certain risks and other factors affecting TRB Pledged Revenues, which includes appropriation risk and the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the TRB Operating Subsidies or the taxes or appropriations which are the source of such TRB Operating Subsidies, see “CERTAIN RISK FACTORS” in Part 1 of the **ADS** and “GENERAL – Creditworthiness and Market Risk” in Part 3 of the **ADS**.

Ridership. The level of fare revenues depends to a large extent on MTA’s ability to maintain and/or increase ridership levels on the Transit, Commuter and MTA Bus Systems. Those ridership levels are affected by safety and the quality and efficiency of systems operations, as well as by financial and economic conditions in the New York metropolitan area.

Fare Policy. MTA determines the rate or rates of fares charged to users of the Commuter System and MTA Bus System, and MTA New York City Transit and MABSTOA, together with MTA, do the same for the Transit System. After adopting operating expense budgets and assessing the availability of governmental subsidies, each makes a determination of fares necessary to operate on a self-sustaining cash basis in compliance with State law and covenants in the Transportation Resolution. Considering the impact of increased fares on riders and on the regional economy, MTA may attempt to reduce costs or obtain additional revenues from other sources, mainly governmental sources, before increasing fares. As a result, even though MTA does not generally need other governmental approvals before setting fares, the amount and timing of fare increases may be affected by the federal, State and local government financial conditions, as well as by budgetary and legislative processes. MTA's obligation to obtain approval of fare increases on the New Haven line from CDOT can also affect the amount and timing of fare increases.

Ability to Comply with Rate Covenant and Pay Operating and Maintenance Expenses. The Transit, Commuter and MTA Bus Systems have depended, and are expected to continue to depend, upon government subsidies to meet capital and operating needs. Thus, although MTA is contractually obligated by the Transportation Resolution's rate covenant to raise fares sufficiently to cover all capital and operating costs, there can be no assurance that there is any level at which Transit, Commuter and MTA Bus Systems fares alone would produce revenues sufficient to comply with the rate covenant, particularly if the current level (or the assumed level in the Mid-Year Forecast 2024 and Preliminary Budget 2025 and the forecasts in the July Financial Plan prepared in connection with 2026, 2027 and 2028) of collection of dedicated taxes, operating subsidies, and expense reimbursements were to be discontinued or substantially reduced.

Operating Results and Projections. Based upon the July Financial Plan, the budgets of the Related Entities are balanced through 2028. Any of the Transit System, the Commuter System or MTA Bus System or all of them may be forced to institute additional cost reductions (which, in certain circumstances, could affect service which, in turn, could adversely affect revenues) or take other additional actions to close future projected budget gaps, which could include additional fare increases.

MTA Liquidity Resources. As of November 4, 2024, MTA had liquidity resources in the approximate amount of \$7.71 billion, consisting of an operating funds liquidity balance of \$671.4 million, internal available funds and reserves totaling \$5.84 billion, and undrawn commercial bank lines of credit totaling \$1.2 billion. The increase in liquidity resources, compared to the \$5.33 billion reported in the MTA Annual Disclosure Statement Update, dated August 7, 2024, is primarily due to the receipt of additional funding which is available as an operating liquidity resource until disbursed for capital purposes.

The credit agreement with Bank of America, N.A. (the BofA Credit Agreement) is expected to be amended on or about November 8, 2024, to extend the expiration date to July 30, 2027 and change the amount available under the line of credit from \$400 million to \$200 million, which will consequently change the total undrawn commercial bank lines of credit from \$1.2 billion to \$1.0 billion. See "- GENERAL - Revenue Anticipation Notes Authorized by the Resolution".

Financial Plans. The July Financial Plan, the 2025-2029 Capital Program and prior and future Capital Programs are interrelated, and any failure to fully achieve the various components of these plans could have an adverse impact on one or more of the other proposals contained in the July Financial Plan, the 2025-2029 Capital Program and prior and future Capital Programs, as well as on TRB Pledged Revenues.

MTA Bridges and Tunnels Operating Surplus. The amount of MTA Bridges and Tunnels operating surplus to be used for the Transit and Commuter Systems is affected by a number of factors, including traffic volume, the timing and amount of toll increases, the operating and capital costs of MTA Bridges and Tunnels Facilities, and the amount of debt service payable from its operating revenues, including debt service on obligations issued for the benefit of MTA's affiliates and subsidiaries and for MTA Bridges and Tunnels' own capital needs, including its bridges and tunnels and the CBD Tolling Program.

Government Assistance. The level and timing of government assistance to MTA may be affected by several different factors, such as:

- In the case of certain subsidy payments by the State as described above, such payments may be made only if and to the extent that appropriations have been made by the Legislature and money is available to fund those appropriations.
- The Legislature may not bind or obligate itself to appropriate revenues during a future legislative session, and appropriations approved during a particular legislative session generally have no force or effect after the close of the State fiscal year for which the appropriations are made.
- The State is not bound or obligated to continue to pay operating subsidies to the Transit, Commuter or MTA Bus Systems or to continue to impose any of the taxes currently funding those subsidies.
- The financial condition of the State and the State of Connecticut, and the City and counties in the MCTD could affect the ability or willingness of the States and local governments to continue to provide general operating subsidies, the City and local governments to continue to provide reimbursements and station maintenance payments, and the State to continue to make special appropriations.
- Court challenges to the State taxes that are the sources of various State and City operating subsidies to MTA, if successful, could adversely affect the amount of TRB Pledged Revenues generated by such State taxes.
- Various bills have been introduced by the Legislature which, if enacted, could have an impact on special tax-supported operating subsidies paid to MTA, including MTTF revenues and MMTOA taxes. MTA is actively monitoring these bills, but at this time, MTA cannot predict which bills, if any, will become law, or whether any proposed transfer of other State resources to offset any loss of revenues to MTA will be included in any enacted legislation. MTA does not currently expect any measures to have a material adverse impact on the TRB Pledged Revenues securing the Transportation Revenue Bonds.

Risks Related to the 2025-2029 Capital Program. In connection with identifying the substantial amount of additional funding needed for MTA’s proposed 2025-2029 Capital Program, MTA is exploring possible solutions and is reviewing its various revenue streams. Solutions to close the funding gap could include the development of new credits based on new or existing revenue streams, seeking additional taxes or statutory changes to existing taxes currently provided to MTA by the State legislature, or other actions. The State Legislature could determine to modify, reduce or expand existing taxes and fees, subject to the State’s pledge that the State will not limit or alter the rights vested in MTA to fulfill the terms of any agreements made by MTA with the holders of its notes, bonds and lease obligations, or in any way impair the rights and remedies of such holders, as further described herein under “Covenants – *Non-Impairment*”.

In the event that identified funding sources are insufficient to close the funding gap, MTA and/or MTA Bridges and Tunnels may need to issue more debt payable from existing revenues than currently anticipated, which could lead to a strain on MTA’s and MTA Bridges and Tunnels’ operating budgets and negatively impact credit ratings of obligations issued by MTA and MTA Bridges and Tunnels, or curtail the proposed 2025-2029 Capital Program, which could put state of good repair of the Transit and Commuter Systems at risk, leave the system vulnerable to climate change, and leave accessibility needs unaddressed. In order to issue additional debt, an amended capital program must be approved by both the MTA Board and the Capital Program Review Board. For additional information on the 2025-2029 Capital Program, see “INTRODUCTION - Special Disclosure Regarding the Proposed 2025-2029 Capital Program”.

For a discussion of additional risk factors, see “BUSINESS – CERTAIN RISK FACTORS” in Part 1 of the ADS and “PUBLIC DEBT SECURITIES AND OTHER FINANCIAL INSTRUMENTS – GENERAL – Creditworthiness and Market Risk” in Part 3 of the ADS.

Information Relating to the State. Information relating to the State, including the Annual Information Statement of the State, as amended or supplemented, is not a part of this remarketing circular. Such information is on file with the MSRB through EMMA with which the State was required to file, and the State has committed to update that information to the holders of its general obligation bonds in the manner specified in Rule 15c2-12. Prospective purchasers of Transportation Revenue Bonds and Notes wishing to obtain that information may

refer to those filings regarding currently available information about the State. The State has not obligated itself to provide continuing disclosure in connection with the offering of Transportation Revenue Bonds or Notes. MTA makes no representations about State information or its continued availability.

SECURITY

General

The Transportation Revenue Bonds, including the Remarketed Bonds, are MTA's special obligations payable as to principal (including sinking fund installments), redemption premium, if any, and interest from the security, sources of payment, and funds specified in the Transportation Resolution.

- The payment of principal (including sinking fund installments, if any), redemption premium, if any, and interest on Transportation Revenue Bonds is secured by, among other sources described below, the Operating Receipts and Operating Subsidies discussed in the preceding section "SOURCES OF PAYMENT," which are, together with certain other revenues, referred to as "TRB Pledged Revenues."
- Holders of Transportation Revenue Bonds are to be paid after the payment of debt service on RANs and prior to the payment, from TRB Pledged Revenues, of operating or other expenses of MTA, MTA New York City Transit, MaBSTOA, MTA Long Island Rail Road, MTA Metro-North Railroad and MTA Bus. However, MTA's ability to generate major portions of the TRB Pledged Revenues depends upon its payment of operating and other expenses.
- Transportation Revenue Bonds are not a debt of the State or the City, or any other local governmental unit.
- MTA has no taxing power.

Summaries of certain provisions of the Transportation Resolution and the form of the Interagency Agreement have been filed with the MSRB through EMMA. See "INTRODUCTION – Where to Find Information."

Revenue Anticipation Notes Authorized by the Resolution

MTA and MTA New York City Transit have in the past and may, from time to time, in the future issue RANs for their working capital needs and the needs of their respective affiliates and subsidiaries occasioned by delays in the receipt of subsidies or other irregularities in the timing of receipt of revenues. See "PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS – SOURCES OF PAYMENT – Gross Lien on TRB Pledged Revenues." RANs issued under the Transportation Resolution are secured by a lien on TRB Operating Subsidies prior to the lien in favor of the owners of Transportation Revenue Bonds. Owners of the Transportation Revenue Bonds retain a first lien on the other TRB Pledged Revenues, including the TRB Operating Receipts, which include fares. The maturity on such RANs may not exceed 18 months. While such notes can be rolled, the final maturity of the notes cannot exceed five years from the date of their original issuance.

MTA currently has two taxable revolving commercial line of credit agreements that permit the issuance of up to \$1.2 billion of RANs. The \$800 million credit agreement with JPMorgan Chase Bank, National Association expires on April 28, 2026 and the \$400 million BofA Credit Agreement expires on August 1, 2025. The BofA Credit Agreement is expected to be amended on or about November 8, 2024, to extend the expiration date to July 30, 2027 and change the amount available under the line of credit from \$400 million to \$200 million, which will change the total undrawn commercial bank lines of credit from \$1.2 billion to \$1.0 billion. The credit agreements, as amended from time to time, have been filed with EMMA, along with periodic notices regarding amounts drawn thereunder. MTA may enter into additional credit agreements or amendments to the existing credit agreements from time-to-time to, among other things, extend the expiration dates and change the amounts which may be drawn.

Subsidies that secure the line of credit agreements include general operating subsidies from the State and local governments under the State's Section 18-b program; special tax-supported operating subsidies (the MTF revenues and MMTOA taxes) after the payment of debt service and certain other obligations relating to MTA's Dedicated Tax Fund senior and subordinated bonds; PMT Revenues and ATA Receipts after the payment of debt service and certain other obligations relating to senior and subordinated bonds issued under the PMT Resolutions; MTA Bridges and Tunnels operating surplus; Commuter System station maintenance payments; certain mortgage recording taxes and real property transfer taxes with respect to certain real property located within the City referred to as the "Urban Taxes"; and Congestion Zone Surcharges and Rapid Transit Lane Fines deposited into the General Transportation Account, as hereinafter described.

Pledge Effected by the Resolution

The Transportation Resolution provides that there are pledged to the payment of principal and redemption premium of, interest on, and sinking fund installments for, the Transportation Revenue Bonds and Parity Debt, in accordance with their terms and the provisions of the Transportation Resolution the following, referred to as the "Trust Estate":

- all TRB Pledged Revenues as described above;
- the net proceeds of certain agreements pledged by MTA to the payment of transit and commuter capital projects;
- the proceeds from the sale of Transportation Revenue Bonds, until those proceeds are paid out for an authorized purpose;
- all funds, accounts and subaccounts established by the Transportation Resolution (except those established by a supplemental obligation resolution for variable interest rate obligations, put obligations, parity debt, subordinated contract obligations or subordinated debt); and
- the Amended and Restated Interagency Agreement dated as of April 1, 2006, among MTA, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA New York City Transit, MaBSTOA and MTA Bus.

The Trustee may directly enforce an undertaking to operate the Transit System, the Commuter System or the MTA Bus System to ensure compliance with the Transportation Resolution.

Under the Transportation Resolution, the operators of the Transit, Commuter and MTA Bus Systems are obligated to transfer to the Trustee for deposit into the Revenue Fund virtually all TRB Pledged Revenues as soon as practicable following receipt or, with respect to revenues in the form of cash and coin, immediately after being counted and verified. The pledge of money located in the State of Connecticut may not be effective until that money is deposited under the Transportation Resolution.

Flow of Revenues

The Transportation Resolution creates the following funds and accounts:

- Revenue Fund,
- Debt Service Fund, and
- Proceeds Fund.

Subject to the payment from the operating subsidies of debt service on RANs, the Transportation Resolution requires the Trustee, promptly upon receipt of the TRB Pledged Revenues in the Revenue Fund, to deposit the revenues into the following funds and accounts, in the amounts and in the order of priority, as follows:

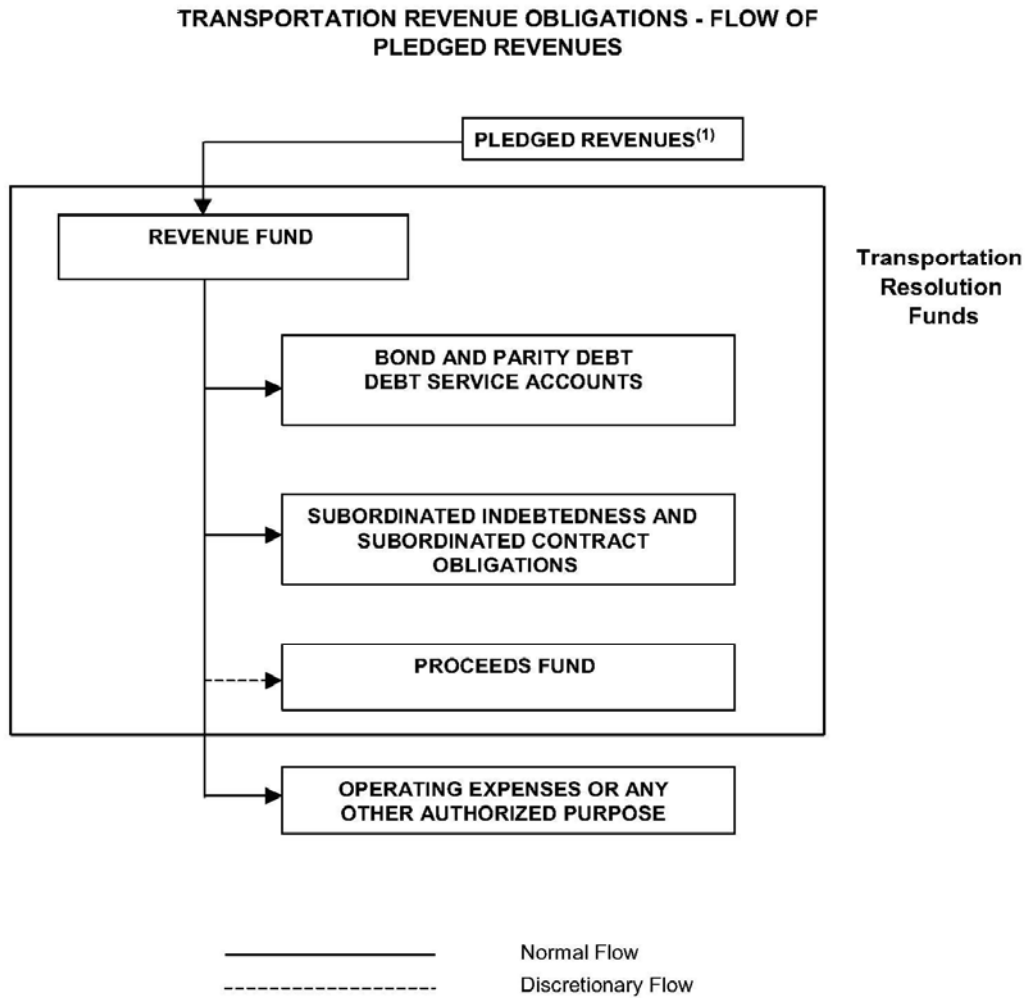
- to the debt service accounts, the net amount, if any, required to make the amount in the debt service accounts equal to the accrued debt service for Transportation Revenue Bonds and Parity Debt to the last day of the current calendar month;

- to pay, or accrue to pay, principal of and interest on any Subordinated Indebtedness or for payment of amounts due under any Subordinated Contract Obligation;
- to MTA for deposit in the Proceeds Fund, as directed by one of MTA's authorized officers, to fund Capital Costs of the Transit, Commuter and MTA Bus Systems; and
- to accounts held by MTA or any of the Related Transportation Entities for payment of operating expenses or any other authorized purpose.

All amounts paid out by MTA or the Trustee either for an authorized purpose (excluding transfers to any other pledged fund or account) or under the last bullet point above are free and clear of the lien and pledge created by the Transportation Resolution.

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The following chart illustrates the basic elements of the flow of revenues described above:



⁽¹⁾ Includes TRB Operating Subsidiaries pledged to the payment of RANs prior to the payment of principal and interest on Transportation Revenue Bonds.

Covenants

Rate Covenants. MTA must fix the transit and commuter fares and other charges and fees to be sufficient, together with other money legally available or expected to be available, including from government subsidies –

- to pay the debt service on all the Transportation Revenue Bonds;
- to pay any Parity Debt;
- to pay any Subordinated Indebtedness and amounts due on any Subordinated Contract Obligations; and
- to pay, when due, all operating and maintenance expenses and other obligations of its transit and commuter affiliates and subsidiaries.

See “SOURCES OF PAYMENT – Factors Affecting Revenues” above.

Operating and Maintenance Covenants.

- MTA, MaBSTOA, MTA New York City Transit, MTA Metro-North Railroad, MTA Long Island Rail Road and MTA Bus are required at all times to operate, or cause to be operated, the systems properly and in a sound and economical manner and maintain, preserve, reconstruct and keep the same or cause the same to be maintained, preserved, reconstructed and kept in good repair, working order and condition.
- Nothing in the Transportation Resolution prevents MTA from ceasing to operate or maintain, or from leasing or disposing of, all or any portion of the systems if, in MTA’s judgment it is advisable to do so, but only if the operation is not essential to the maintenance and continued operation of the rest of the systems and this arrangement does not materially interfere with MTA’s ability to comply with MTA’s rate covenants.

Additional Bonds. The Transportation Resolution permits MTA to issue additional Transportation Revenue Bonds and to issue or enter into Parity Debt, from time to time, to pay or provide for the payment of qualifying costs, without meeting any specific debt-service-coverage level, as long as MTA certifies to meeting the rate covenant described above for the year in which the additional debt is being issued. Under the Transportation Resolution, MTA may only issue additional Transportation Revenue Bonds if those bonds are issued to fund projects pursuant to an approved MTA Capital Program, if an approved capital program is then required.

There is no covenant with Owners limiting the aggregate principal amount of revenue anticipation notes or additional Transportation Revenue Bonds or Parity Debt that MTA may issue. There is a limit under current State law that covers the Transportation Revenue Bonds and certain other securities. See Part 3 of the **ADS** under the caption “GENERAL – Financing of Capital Projects and Statutory Ceiling” for a description of the current statutory cap.

Refunding Bonds. MTA may issue Transportation Revenue Bonds to refund all or any portion of outstanding Transportation Revenue Bonds or Parity Debt. Transportation Revenue Bonds may also be issued to refund any pre-existing indebtedness of any Related Entity issued to fund transit and commuter projects. The MTA Board has adopted a refunding policy which must be complied with prior to the issuance of any refunding Bonds.

Non-Impairment. Under State law, the State has pledged to MTA that it will not limit or change MTA’s powers or rights in such a way that would impair the fulfillment of MTA’s promises to holders of the Transportation Revenue Bonds.

No Bankruptcy. State law specifically prohibits MTA, its Transit System affiliates, its Commuter System subsidiaries or MTA Bus from filing a bankruptcy petition under Chapter 9 of the U.S. Federal

Bankruptcy Code. As long as any Transportation Revenue Bonds are outstanding, the State has covenanted not to change the law to permit MTA or its affiliates or subsidiaries to file such a petition. Chapter 9 does not provide authority for creditors to file involuntary bankruptcy proceedings against MTA or other Related Entities.

Parity Debt

MTA may incur Parity Debt pursuant to the terms of the Transportation Resolution that, subject to certain exceptions, would be secured by a pledge of, and a lien on, the Trust Estate on a parity with the lien created by the Transportation Resolution with respect to Transportation Revenue Bonds. Parity Debt may be incurred in the form of a Parity Reimbursement Obligation, a Parity Swap Obligation or any other contract, agreement or other obligation of MTA designated as constituting "Parity Debt" in a certificate of an Authorized Officer delivered to the Trustee.

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PART III. OTHER INFORMATION ABOUT THE REMARKETED BONDS

Part III of this remarketing circular provides miscellaneous additional information relating to the Remarketed Bonds.

TAX MATTERS

General

On November 2, 2005, the date of original issuance of the Series 2005D Bonds, Hawkins Delafield & Wood LLP, as bond counsel to MTA, delivered the opinion set forth in **Attachment 3-1** (the Subseries 2005D-2 Approving Opinion). On November 13, 2012, the date of original issuance of the Series 2012G Bonds, Nixon Peabody LLP, as bond counsel to MTA, delivered the opinion set forth as **Attachment 3-2** (the Subseries 2012G-4 Approving Opinion). Each of the foregoing opinions speaks only as of its respective date and only as to the matters expressly stated and none of such opinions is being re-delivered or reissued.

The Subseries 2005D-2 Approving Opinion and the Subseries 2012G-4 Approving Opinion each concluded that, under then existing law, as of its respective date, relying on certain statements by MTA and assuming compliance by MTA with certain covenants, interest on the Subseries 2005D-2 Bonds and the Subseries 2012G-4 Bonds, respectively, was:

- excluded from a bondholder's federal gross income under the Internal Revenue Code of 1986, and
- not a preference item for a bondholder under the federal alternative minimum tax.

Such Approving Opinions also stated that interest is included in the adjusted current earnings of certain corporations for purposes of calculating the federal corporate alternative minimum tax. Subsequent to the delivery of such Approving Opinions, the Tax Cuts and Jobs Act of 2017, Public Law No. 115-97, eliminated the alternative minimum tax in respect of corporations for taxable years commencing after December 31, 2017. However, the Inflation Reduction Act of 2022, Public Law No. 117-169, provides that for taxable years beginning after December 31, 2022, interest on tax-exempt bonds, including the Remarketed Bonds, will be taken into account in computing the alternative minimum tax imposed on certain corporations to the extent that such interest is included in the "adjusted financial statement income" of such corporations.

Each of the Subseries 2005D-2 Approving Opinion and the Subseries 2012G-4 Approving Opinion also concluded that, under then existing law, as of its respective date, interest on the Subseries 2005D-2 Bonds and the Subseries 2012G-4 Bonds, respectively, was exempt from personal income taxes of the State and any political subdivisions of the State, including the City.

On the Mandatory Tender Date, Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP, as Co-Bond Counsel to MTA for the remarketing of the Remarketed Bonds, will deliver opinions in the forms set forth hereto as **Attachment 3-3** and **Attachment 3-4** that the mandatory tender and remarketing of the respective subseries of Remarketed Bonds on such Mandatory Tender Date and the amendment of the terms and provisions of such subseries of Remarketed Bonds as described herein will not, in and of themselves, adversely affect the exclusion of interest on the respective subseries of Remarketed Bonds from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986.

Neither current Co-Bond Counsel to the MTA nor prior co-bond counsel is rendering an opinion on the current tax status of any of the Remarketed Bonds.

The Remarketed Bonds

The Internal Revenue Code of 1986 imposes requirements on the Remarketed Bonds that MTA must continue to meet after the Remarketed Bonds were originally issued (or reissued for federal tax purposes). These requirements generally involve the way that Remarketed Bond proceeds must be invested and ultimately used. If MTA does not meet these requirements, it is possible that an Owner may have to include interest on the

Remarketed Bonds in its federal gross income on a retroactive basis to the date of issue. MTA has covenanted to do everything necessary to meet the requirements of the Internal Revenue Code of 1986.

An Owner who is a particular kind of taxpayer may also have additional tax consequences from owning the Remarketed Bonds. This is possible if an Owner is:

- an S corporation,
- a United States branch of a foreign corporation,
- a financial institution,
- a property and casualty or a life insurance company,
- an individual receiving Social Security or railroad retirement benefits,
- an individual claiming the earned income credit, or
- a borrower of money to purchase or carry the Remarketed Bonds.

If an Owner is in any of these categories, it should consult its tax advisor.

Co-Bond Counsel are not responsible for updating their respective opinions in the future. Although it is not possible to predict, as of the respective dates of delivery of such opinions, it is possible that something may have happened or may happen in the future that could change the tax treatment of the interest on the Remarketed Bonds or affect the market price of the Remarketed Bonds. See also “Miscellaneous” below under this heading.

Co-Bond Counsel expresses no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel on the federal income tax treatment of interest on the Remarketed Bonds or under State, local or foreign tax law.

Information Reporting and Backup Withholding

Information reporting requirements apply to interest paid on tax-exempt obligations, such as the Remarketed Bonds. In general, such requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, “Request for Taxpayer Identification Number and Certification,” or if the interest recipient is one of a limited class of exempt recipients. A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to “backup withholding,” which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Internal Revenue Code of 1986. For the foregoing purpose, a “payor” generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient.

If an Owner purchasing a Remarketed Bond through a brokerage account has executed a Form W-9 in connection with the establishment of such account, as generally can be expected, no backup withholding should occur. In any event, backup withholding does not affect the excludability of the interest on the Remarketed Bonds from gross income for federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the Owner’s federal income tax once the required information is furnished to the Internal Revenue Service.

Miscellaneous

Legislative or administrative actions and court decisions, at either the federal or state level, may cause interest on the Remarketed Bonds to be subject, directly or indirectly, in whole or in part, to federal, state or local income taxation, and thus have an adverse impact on the value or marketability of the Remarketed Bonds. This could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), repeal of the exclusion or exemption of the interest on the Remarketed Bonds from gross income for federal or state income tax purposes, or otherwise. It is not possible to predict whether any legislative or administrative actions or court decisions having an impact

on the federal or state income tax treatment of holders of the Remarketed Bonds may occur. Prospective purchasers of the Remarketed Bonds should consult their own tax advisors regarding the impact of any change in law or proposed change in law on the Remarketed Bonds. Co-Bond Counsel have not undertaken to advise in the future whether any events after the date of the remarketing of the Remarketed Bonds may affect the tax status of interest on the Remarketed Bonds.

Prospective Owners should consult their own tax advisors regarding the foregoing matters.

LEGALITY FOR INVESTMENT

The MTA Act provides that the Remarketed Bonds are securities in which the following investors may properly and legally invest funds, including capital in their control or belonging to them:

- all public officers and bodies of the State and all municipalities and political subdivisions in the State,
- all insurance companies and associations and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks and savings associations, including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking business,
- all administrators, guardians, executors, trustees and other fiduciaries, and
- all other persons whatsoever who are now or who may hereafter be authorized to invest in the obligations of the State.

Certain of those investors, however, may be subject to separate restrictions that limit or prevent their investment in the Remarketed Bonds.

LITIGATION

There is no pending litigation concerning the Remarketed Bonds.

MTA is the defendant in numerous claims and actions, as are its affiliates and subsidiaries, including MTA New York City Transit, MaBSTOA, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA Bus and MTA Bridges and Tunnels. Certain of these claims and actions, either individually or in the aggregate, are potentially material to MTA, or its affiliates or subsidiaries. MTA does not believe that any of these claims or actions would affect the application of the sources of payment for the Remarketed Bonds. A summary of certain of these potentially material claims and actions is set forth in Part 5 of the ADS under the caption "LITIGATION," as that filing may be amended or supplemented to date.

CO-FINANCIAL ADVISORS

Public Resources Advisory Group, Inc. and Sycamore Advisors, LLC are MTA's Co-Financial Advisors for the Remarketed Bonds. The Co-Financial Advisors have provided MTA advice on the remarketing plan and reviewed the pricing of the Remarketed Bonds. The Co-Financial Advisors have not independently verified the information contained in this remarketing circular and do not assume responsibility for the accuracy, completeness or fairness of such information.

REMARKETING

The Remarketed Bonds are being remarketed by BofA Securities, Inc. (the Remarketing Agent), at prices that are not in excess of the prices stated on the cover of this remarketing circular. The Remarketing Agent's compensation in connection with the remarketing of the Remarketed Bonds, including certain financing and legal expenses, total \$46,678. Of that amount, the Remarketing Agent will be paid \$1,678 as reimbursement for certain financing expenses, while the remaining amount, consisting of the fee for counsel to the Remarketing Agent, will be paid directly by MTA.

In addition, the Remarketing Agent has entered into distribution agreements with other broker-dealers (that have not been designated by MTA as Remarketing Agents) for the distribution of the Remarketed Bonds at the original issue prices. Such agreements generally provide that the relevant Remarketing Agent will share a portion of its compensation or selling concession with such broker-dealers.

The Remarketing Agent and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, advisory, investment management, principal investment, hedging, financing and brokerage activities. The Remarketing Agent and its affiliates have, from time to time, performed, and may in the future perform, various investment banking services for MTA, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Remarketing Agent and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities, which may include credit default swaps) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of MTA. The Remarketing Agent and its affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

RATINGS

The Summary of Terms identifies the ratings of the credit rating agencies that are assigned to the Remarketed Bonds. Those ratings reflect only the views of the organizations assigning them. An explanation of the significance of the ratings or any outlooks, criteria methodology or other statements given with respect thereto from each identified agency may be obtained as follows:

Fitch Ratings	Moody's Rating	S&P Global Ratings
Hearst Tower	7 World Trade Center	55 Water Street
300 W. 57th Street	New York, New York 10007	New York, New York 10041
New York, New York 10019	(212) 553-0300	(212) 438-2000
(212) 908-0500		

MTA has furnished information to each rating agency rating the Remarketed Bonds, including information not included in this remarketing circular, about MTA and the bonds. Generally, rating agencies base their ratings on that information and on independent investigations, studies and assumptions made by each rating agency. A securities rating is not a recommendation to buy, sell or hold securities. There can be no assurance that ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by a rating agency if, in the judgment of that rating agency, circumstances warrant the revision or withdrawal. Those circumstances may include, among other things, changes in or unavailability of information relating to MTA or the Remarketed Bonds. Any downward revision or withdrawal of a rating may have an adverse effect on the market price of the Remarketed Bonds.

LEGAL MATTERS

Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP are Co-Bond Counsel to MTA for the remarketing of the Remarketed Bonds. On November 2, 2005, the date of original issuance of the Series 2005D Bonds, Hawkins Delafield & Wood LLP, as bond counsel to MTA, delivered the opinion set forth in **Attachment 3-1**. On November 13, 2012, the date of original issuance of the Series 2012G Bonds, Nixon Peabody LLP, as bond counsel to MTA, delivered the opinion set forth as **Attachment 3-2**. Each of the foregoing opinions speaks only as of its respective date and only as to the matters expressly stated and none of such opinions is being re-delivered or reissued.

On the delivery date for the Remarketed Bonds, Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP, as Co-Bond Counsel to MTA, will each deliver opinions substantially in the forms set forth as **Attachment 3-3** and **Attachment 3-4**.

The Remarketing Agent has appointed Harris Beach PLLC as counsel to the Remarketing Agent in connection with the remarketing of the Remarketed Bonds, which firm will pass on certain legal matters.

Certain legal matters will be passed upon by Hawkins Delafield & Wood LLP, Special Disclosure Counsel to MTA.

Certain legal matters relating to the Credit Facilities will be passed on by Chapman and Cutler LLP, special counsel to the Credit Facility Issuer.

Certain legal matters regarding MTA will be passed upon by its General Counsel.

CONTINUING DISCLOSURE

In order to assist the Remarketing Agent in complying with Rule 15c2-12 (Rule 15c2-12) promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, MTA and the trustee under the Transportation Resolution will enter into a written agreement, dated as of November 13, 2024 (the Continuing Disclosure Agreement), for the benefit of the holders of the Remarketed Bonds. A form of such Continuing Disclosure Agreement is attached hereto as “**Attachment 2 – Form of Continuing Disclosure Agreement**”. As more fully stated in **Attachment 2**, MTA has agreed to provide certain financial information and operating data by no later than 120 days following the end of each fiscal year. That information is to include, among other things, MTA’s annual audited financial statements prepared in accordance with generally accepted accounting principles, or if unavailable, unaudited financial statements will be delivered until audited statements become available. MTA has undertaken to file such information (the Annual Information) with EMMA.

MTA has further agreed to deliver notice to EMMA of any failure to provide the Annual Information. MTA is also obligated to deliver to EMMA, in a timely manner not in excess of ten business days after the occurrence of any of the sixteen (16) events described in the Continuing Disclosure Agreement notice of the occurrence of such events.

MTA has not failed to comply, in any material respect, with any previous undertakings in a written contract or agreement specified in paragraph (b)(5)(i) of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended.

MTA is not responsible for any failure by EMMA or any nationally recognized municipal securities information repository to timely post disclosure submitted to it by MTA or any failure to associate such submitted disclosure to all related CUSIPs.

The Continuing Disclosure Agreement contains a general description of the type of financial information and operating data that will be provided. The descriptions are not intended to state more than general categories of financial information and operating data, and if an undertaking calls for information that no longer can be generated because the operations to which it is related have been materially changed or discontinued, a statement to that effect will be provided. It is not anticipated that it will be necessary to amend the information undertakings, however, the Continuing Disclosure Agreement may be amended or modified without bondholders’ consent under certain circumstances set forth therein.

FURTHER INFORMATION

MTA may place a copy of this remarketing circular on MTA's website at <https://new.mta.info/investors>. No statement on MTA's website or any other website is included by specific cross-reference herein.

Although MTA has prepared the information on its website for the convenience of those seeking that information, no decision in reliance upon that information should be made. Typographical or other errors may have occurred in converting the original source documents to their digital format, and MTA assumes no liability or responsibility for errors or omissions contained on any website. Further, MTA disclaims any duty or obligation to update or maintain the availability of the information contained on any website or any responsibility or liability for any damages caused by viruses contained within the electronic files on any website. MTA also assumes no liability or responsibility for any errors or omissions or for any updates to dated information contained on any website.

METROPOLITAN TRANSPORTATION AUTHORITY

By: /s/ Olga Chernat
Olga Chernat
Deputy Chief, Financial Services
Metropolitan Transportation Authority

ATTACHMENT 1

BOOK-ENTRY-ONLY SYSTEM

1. The Depository Trust Company (DTC), Brooklyn, New York, will act as securities depository for the Remarketed Bonds. The Remarketed Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Remarketed Bond will be issued for each maturity of the Remarketed Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC. If, however, the aggregate principal amount of any maturity of the Remarketed Bonds exceeds \$500 million, one Bond of such maturity will be issued with respect to each \$500 million of principal amount, and an additional Bond will be issued with respect to any remaining principal amount of such maturity.

2. DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants (Direct Participants) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (DTCC). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (Indirect Participants). DTC has an S&P rating of AA+. The DTC Rules applicable to Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

3. Purchases of Remarketed Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Remarketed Bonds on DTC's records. The ownership interest of each actual purchaser of each Remarketed Bond (Beneficial Owner) is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Remarketed Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Remarketed Bonds, except in the event that use of the book-entry-only system for the Remarketed Bonds is discontinued.

4. To facilitate subsequent transfers, all Remarketed Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Remarketed Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Remarketed Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Remarketed Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from

time to time. Beneficial Owners of Remarketed Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Remarketed Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Remarketed Bond documents. For example, Beneficial Owners of the Remarketed Bonds may wish to ascertain that the nominee holding the Remarketed Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the Remarketed Bonds of any maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Remarketed Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to MTA as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Remarketed Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds and principal and interest payments on the Remarketed Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from MTA or the Trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee or MTA, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of MTA or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Participants.

9. DTC may discontinue providing its services as depository with respect to the Remarketed Bonds at any time by giving reasonable notice to MTA or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificates for the Remarketed Bonds are required to be printed and delivered.

10. MTA may decide to discontinue use of the system of book-entry transfers through DTC (or a successor depository). In that event, certificates for the Remarketed Bonds will be printed and delivered.

THE ABOVE INFORMATION CONCERNING DTC AND DTC'S BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT MTA BELIEVES TO BE RELIABLE, BUT MTA TAKES NO RESPONSIBILITY FOR THE ACCURACY THEREOF.

ATTACHMENT 2

FORM OF CONTINUING DISCLOSURE AGREEMENT

**METROPOLITAN TRANSPORTATION AUTHORITY
TRANSPORTATION REVENUE [REFUNDING] GREEN BONDS,
SUBSERIES _____**

CONTINUING DISCLOSURE AGREEMENT

THIS AGREEMENT, dated _____, 2024, is made by and between MTA and the Trustee, each as defined below in Section 1.

In order to permit the Underwriters to comply with the provisions of Rule 15c2-12 in connection with the issuance of the Bonds, the parties hereto, in consideration of the mutual covenants herein contained and other good and lawful consideration, hereby agree, for the sole and exclusive benefit of the Holders, as follows:

Section 1. Definitions; Rules of Construction.

(i) Capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Resolution.

“Annual Information” shall mean the information specified in Section 3(A) hereof.

“Bonds” shall mean MTA’s Transportation Revenue Variable Rate [Refunding] Bonds, Subseries _____.

“EMMA” shall mean the Electronic Municipal Market Access System of the MSRB.

“Financial Obligation” means “financial obligation” as such term is defined in Rule 15c2-12.

“GAAP” shall mean generally accepted accounting principles as in effect from time to time in the United States.

“Holder” shall mean any registered owner of Bonds, and, for purposes of Section 5 of this Agreement only, if registered in the name of DTC (or a nominee thereof) or in the name of any other entity (or a nominee thereof) that acts as a “clearing corporation” within the meaning of the New York Uniform Commercial Code and is a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended, any beneficial owner of Bonds.

“MTA” shall mean Metropolitan Transportation Authority, a public benefit corporation of the State of New York.

“MSRB” shall mean the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the Securities Exchange Act of 1934, as amended.

“Related Transportation Entities” shall have the meaning set forth in the Resolution.

“Remarketing Agent” shall mean the Remarketing Agent or Remarketing Agents that have contracted to remarket the Bonds.

“Remarketing Circular” shall mean the remarketing circular of the MTA dated _____, 2024, relating to the Bonds.

“Resolution” shall mean the General Resolution Authorizing Transportation Revenue Obligations of MTA, adopted by the members of MTA on March 26, 2002, as amended and supplemented to the date of issuance thereof, including by _____, as subsequently amended and restated.

“Rule 15c2-12” shall mean Rule 15c2-12 (as amended through the date of this Agreement) under the Securities Exchange Act of 1934, as amended, including any official interpretations thereof promulgated on or prior to the effective date hereof.

“State” shall mean the State of New York.

“Trustee” shall mean The Bank of New York Mellon or any successor trustee under the Resolution.

“Underwriters” shall mean the underwriter or underwriters that have contracted to purchase the Bonds from MTA upon initial issuance.

(ii) Unless the context clearly indicates to the contrary, the following rules shall apply to the construction of this Agreement:

(a) Words importing the singular number shall include the plural number and vice versa.

(b) Any reference herein to a particular Section or subsection without further reference to a particular document or provision of law or regulation is a reference to a Section or subsection of this Agreement.

(c) The captions and headings herein are solely for convenience of reference and shall not constitute a part of this Agreement nor shall they affect its meaning, construction or effect.

Section 2. Obligation to Provide Continuing Disclosure.

A. Obligations of MTA

(i) MTA hereby undertakes, for the benefit of Holders, to provide or cause to be provided:

(a) to EMMA, no later than 120 days after the end of each fiscal year, commencing with the fiscal year ending December 31, 2024, Annual Information relating to such fiscal year;

(b) if not submitted as part of Annual Information, to EMMA, not later than 120 days after the end of each fiscal year commencing with the fiscal year ending December 31, 2024, audited consolidated financial statements of the Transit Authority and audited consolidated financial statements of MTA for such fiscal year when and if they become available and, if such audited financial statements are not available on the date which is 120 days after the end of a fiscal year, the unaudited financial statements of the Transit Authority or MTA for such fiscal year. In the event that the audited financial statements of the Transit Authority shall cease to be separately published, the obligation of the MTA hereunder to provide such financial statements shall cease; and

(c) to EMMA in a timely manner, not in excess of ten business days after the occurrence of each event, notices of the following events with respect to the Bonds:

- (1) principal and interest payment delinquencies;
- (2) non-payment related defaults, if material;
- (3) unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) substitution of credit or liquidity providers, or their failure to perform;
- (6) adverse tax opinions, the issuance by the IRS of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds or other material events affecting the tax status of the Bonds;
- (7) modifications to the rights of security holders, if material;
- (8) bond calls, if material, and tender offers;
- (9) defeasances;
- (10) release, substitution, or sale of property securing repayment of the Bonds, if material;
- (11) rating changes;
- (12) bankruptcy, insolvency, receivership or similar event of the issuer as set forth in Rule 15c2-12;
- (13) consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of an obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such action or the termination of a definitive agreement relating to such actions, other than pursuant to its terms, if material;
- (14) appointment of a successor or additional trustee or the change of name of a trustee, if material;
- (15) incurrence of a Financial Obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and
- (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of an obligated person, any of which reflect financial difficulties.

(d) to EMMA, in a timely manner, notice of a failure to provide any Annual Information required by clause A(i)(a) of this Section 2 or any financial statements required by clause A(i)(b) of this Section 2.

(ii) MTA may satisfy its obligations hereunder by filing any notice, document or information with EMMA, to the extent permitted or required by the Securities and Exchange Commission (the “SEC”).

(iii) MTA has not failed to comply, in any material respect, with any previous undertakings in a written contract or agreement specified in paragraph (b)(5)(i) of Rule 15c2-12.

B. *Obligations of the Trustee.* The Trustee shall notify MTA upon the occurrence of any of the events listed in Section 2(A)(i)(c) promptly upon becoming aware of the occurrence of any such event. The Trustee shall not be deemed to have become aware of the occurrence of any such event unless an officer in its corporate trust department becomes aware of the occurrence of any such event.

C. *Additional Obligations.*

(i) Other information. Nothing herein shall be deemed to prevent MTA from disseminating any other information in addition to that required hereby in the manner set forth herein or in any other manner. If MTA should disseminate any such additional information, MTA shall not have any obligation hereunder to update such information or to include it in any future materials disseminated hereunder.

(ii) Disclaimer. Each of MTA and the Trustee shall be obligated to perform only those duties expressly provided for such entity in this Agreement, and neither of the foregoing shall be under any obligation to the Holders or other parties hereto to perform, or monitor the performance of, any duties of such other parties.

Section 3. Annual Information.

A. *Annual Information.*

The required Annual Information shall consist of at least the following:

1. a description of the systems operated by the Related Transportation Entities and their operations,
2. a description of changes to the fares or fare structures charged to users of the systems operated by the Related Transportation Entities,
3. operating data of the Related Transportation Entities, including data of the type included in MTA Annual Disclosure Statement (the “ADS”), filed with EMMA on April 29, 2024, as supplemented and updated, under the following captions:
 - a. “TRANSIT SYSTEM,”
 - b. “TRANSIT SYSTEM – Transit System (MTA New York City Transit and MaBSTOA) Ridership,”
 - c. “EMPLOYEES, LABOR RELATIONS AND PENSION AND OTHER POST-EMPLOYMENT OBLIGATIONS – MTA New York City Transit and MaBSTOA,”
 - d. “COMMUTER SYSTEM,”
 - e. “COMMUTER SYSTEM – Commuter System Ridership,”
 - f. “EMPLOYEES, LABOR RELATIONS AND PENSION AND OTHER POST-EMPLOYMENT OBLIGATIONS – Commuter System,”

- g. “MTA BUS COMPANY,”
 - h. “MTA BUS COMPANY - MTA Bus Ridership,” and
 - i. “EMPLOYEES, LABOR RELATIONS AND PENSION AND OTHER POST-EMPLOYMENT OBLIGATIONS – MTA Bus,”
- 4. information regarding the capital programs of the Related Transportation Entities, including information of the type included in the ADS under the caption “FINANCIAL PLANS AND CAPITAL PROGRAMS,”
 - 5. a presentation of the financial results of the Related Transportation Entities prepared in accordance with GAAP for the most recent year for which that information is then currently available (currently, the Transit Authority prepares consolidated financial statements and MTA prepares combined financial statements),
 - 6. a presentation of changes to indebtedness issued by MTA under the Resolution, as well as information concerning changes to MTA’s debt service requirements on such indebtedness payable from pledged revenues,
 - 7. information concerning the amounts, sources, material changes in and material factors affecting pledged revenues and debt service incurred under the Resolution,
 - 8. financial information of the type included in the Remarketing Circular, in Tables 2a and 2b under the caption “SOURCES OF PAYMENT—Gross Lien on TRB Pledged Revenues” and included in the ADS under the caption “REVENUES OF THE RELATED ENTITIES,”
 - 9. material litigation related to any of the foregoing, and
 - 10. such narrative explanation as may be necessary to avoid misunderstanding and to assist the reader in understanding the presentation of financial information and operating data concerning, and in judging the financial condition of, the Related Entities.

B. *Incorporation by Reference*

All or any portion of Annual Information may be incorporated therein by cross reference to any other documents which have been filed with (i) EMMA or (ii) the SEC.

C. *General Categories of Information Provided*

The requirements contained in this Agreement under Section 3 are intended to set forth a general description of the type of financial information and operating data to be provided; such descriptions are not intended to state more than general categories of financial information and operating data; and where the provisions of Section 3 call for information that no longer can be generated or is no longer relevant because the operations to which it related have been materially changed or discontinued, a statement to that effect shall be provided.

Section 4. Financial Statements.

MTA’s and the Transit Authority’s annual financial statements for each fiscal year shall be prepared in accordance with GAAP as in effect from time to time. Such financial statements shall be audited by an independent accounting firm.

All or any portion of MTA's and the Transit Authority's audited or unaudited financial statements may be incorporated therein by specific cross-reference to any other documents which have been filed with (i) EMMA or (ii) the SEC.

Section 5. Remedies.

If any party hereto shall fail to comply with any provision of this Agreement, then the Trustee or any Holder may enforce, for the equal benefit and protection of all Holders similarly situated, by mandamus or other suit or proceeding at law or in equity, this Agreement against such party and any of its officers, agents and employees, and may compel such party or any of its officers, agents or employees to perform and carry out their duties under this Agreement; provided that the sole and exclusive remedy for breach of this Agreement shall be an action to compel specific performance of this Agreement of such party hereunder and no person or entity shall be entitled to recover monetary damages hereunder under any circumstances, and, provided further, that any challenge to the adequacy of any information provided pursuant to Section 2 shall be brought only by the Trustee or the Holders of 25% in aggregate principal amount of the Bonds at the time outstanding which are affected thereby. MTA and the Trustee each reserves the right, but shall not be obligated, to enforce the obligations of the others. Failure to comply with any provision of this Agreement shall not constitute a default under the Resolution nor give right to the Trustee or any Holder to exercise any of the remedies under the Resolution, except as otherwise set forth herein.

Section 6. Parties in Interest.

This Agreement is executed and delivered solely for the benefit of the Holders which, for the purposes of Section 5, includes those beneficial owners of Bonds specified in the definition of Holder set forth in Section 1. For the purposes of such Section 5, such beneficial owners of Bonds shall be third-party beneficiaries of this Agreement. No person other than those described in Section 5 shall have any right to enforce the provisions hereof or any other rights hereunder.

Section 7. Amendments.

Without the consent of any Holders (except to the extent expressly provided below), MTA and the Trustee at any time and from time to time may enter into any amendments or changes to this Agreement for any of the following purposes:

- (i) to comply with or conform to Rule 15c2-12 or any amendments thereto or authoritative interpretations thereof by the SEC or its staff (whether required or optional) which are applicable to the Agreement;
- (ii) to add a dissemination agent for the information required to be provided hereby and to make any necessary or desirable provisions with respect thereto;
- (iii) to evidence the succession of another person to MTA and the assumption by any such successor of the covenants of MTA hereunder;
- (iv) to add to the covenants of MTA for the benefit of the Holders, or to surrender any right or power herein conferred upon MTA; or
- (v) for any other purpose as a result of a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of MTA, or type of business conducted; provided that (1) the Agreement, as amended, would have complied with the requirements of Rule 15c2-12 at the time of the offering of the Bonds, after taking into account any amendments or authoritative interpretations of Rule 15c2-12, as well as any change in circumstances, (2) the amendment or change either (a) does not materially impair the interests of Holders, as determined by Bond Counsel or (b) is approved by the vote or

consent of Holders of a majority in outstanding principal amount of the Bonds affected thereby at or prior to the time of such amendment or change and (3) the Trustee receives an opinion of Bond Counsel that such amendment is authorized or permitted by this Agreement.

Annual Information for any fiscal year containing any amended operating data or financial information for such fiscal year shall explain, in narrative form, the reasons for such amendment and the impact of the change on the type of operating data or financial information in Annual Information being provided for such fiscal year. If a change in accounting principles is included in any such amendment, such Annual Information shall present a comparison between the financial statements or information prepared on the basis of the amended accounting principles and those prepared on the basis of the former accounting principles. Such comparison shall include a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information. To the extent reasonably feasible such comparison shall also be quantitative. A notice of any such change in accounting principles shall be sent to EMMA.

Section 8. Termination.

This Agreement shall remain in full force and effect until such time as all principal, redemption premiums, if any, and interest on the Bonds shall have been paid in full or legally defeased pursuant to the Resolution (a "Legal Defeasance"); *provided, however*, that if Rule 15c2-12 (or successor provision) shall be amended, modified or changed so that all or any part of the information currently required to be provided thereunder shall no longer be required to be provided thereunder, then such information shall no longer be required to be provided hereunder; and *provided, further*, that if and to the extent Rule 15c2-12 (or successor provision), or any provision thereof, shall be declared by a court of competent and final jurisdiction to be, in whole or in part, invalid, unconstitutional, null and void, or otherwise inapplicable to the Bonds, then the information required to be provided hereunder, insofar as it was required to be provided by a provision of Rule 15c2-12 so declared, shall no longer be required to be provided hereunder. Upon any Legal Defeasance, MTA shall provide notice of such defeasance to EMMA. Such notice shall state whether the Bonds have been defeased to maturity or to redemption and the timing of such maturity or redemption. Upon any other termination pursuant to this Section 8, MTA shall provide notice of such termination to EMMA.

Section 9. The Trustee.

(i) Except as otherwise set forth herein, this Agreement shall not create any obligation or duty on the part of the Trustee and the Trustee shall not be subject to any liability hereunder for acting or failing to act as the case may be.

(ii) MTA shall indemnify and hold harmless the Trustee in connection with this Agreement, to the same extent provided in the Resolution for matters arising thereunder.

Section 10. Governing Law.

This Agreement shall be governed by the laws of the State determined without regard to principles of conflict of law.

Section 11. Counterparts.

This Agreement may be executed in one or more counterparts, each of which shall be an original, but which together shall constitute one and the same Agreement.

[Signature Page to the Continuing Disclosure Agreement follows]

IN WITNESS WHEREOF, the undersigned have duly authorized, executed and delivered this Agreement as of the date first above written.

**METROPOLITAN TRANSPORTATION
AUTHORITY**

By: _____
Name:
Title:

THE BANK OF NEW YORK MELLON, as Trustee

By: _____
Name:
Title:

[Signature Page of the Continuing Disclosure Agreement]

ATTACHMENT 3-1

**FORM OF APPROVING OPINION OF HAWKINS DELAFIELD & WOOD LLP
DELIVERED ON NOVEMBER 2, 2005 IN CONNECTION WITH THE ORIGINAL ISSUANCE
OF THE SERIES 2005D BONDS**

**THE BELOW OPINION IS NOT BEING REISSUED
AND SPEAKS ONLY AS OF ITS DATE**

November 2, 2005

Metropolitan Transportation Authority
347 Madison Avenue
New York, New York 10017

Ladies and Gentlemen:

We have examined a certified record of proceedings of the Metropolitan Transportation Authority (the "MTA") and other proofs submitted to us relative to the issuance of \$250,000,000 aggregate principal amount of Metropolitan Transportation Authority Transportation Revenue Variable Rate Bonds, Series 2005D (Auction Rate Securities) (collectively, the "Series 2005D Bonds").

All terms defined in the Resolution (hereinafter defined) and used herein shall have the meanings assigned in the Resolution, except where the context hereof requires otherwise.

The Series 2005D Bonds are issued under and pursuant to the Constitution and statutes of the State (the "State"), including the Metropolitan Transportation Authority Act, being Title 11 of Article 5 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State of New York, as amended to the date of this opinion letter (herein called the "Issuer Act"), and under and pursuant to proceedings of MTA duly taken, including a resolution adopted by the members of MTA on March 26, 2002 entitled "General Resolution Authorizing Transportation Revenue Obligations", as supplemented by a resolution of said members adopted on July 29, 2004, as amended and restated in its entirety on January 27, 2005 (collectively, the "Resolution").

The Bonds are dated, mature, are payable, bear interest and are subject to redemption, all as provided in the Resolution.

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements that must be met subsequent to the issuance and delivery of the Series 2005D Bonds in order that interest on the Series 2005D Bonds be and remain excluded from gross income for federal income tax purposes under Section 103 of the Code. We have examined the Arbitrage and Use of Proceeds Certificate of the MTA, dated the date hereof (the "Tax Certificate"), in which the MTA has made representations, statements of intention and reasonable expectation, certifications of fact and covenants relating to the federal tax status of interest on the Series 2005D Bonds, including, but not limited to, certain representations with respect to the use of the proceeds of the Series 2005D Bonds and the investment of certain funds. The Tax Certificate obligates the MTA to take certain actions necessary to cause interest on the Series 2005D

Bonds to be excluded from gross income pursuant to Section 103 of the Code. Noncompliance with the requirements of the Code may cause interest on the Series 2005D Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance, irrespective of the date on which such noncompliance occurs or is ascertained. The MTA has covenanted in the Resolution to maintain the exclusion of the interest on the Series 2005D Bonds from gross income for federal income tax purposes pursuant to Section 103(a) of the Code.

In rendering the opinion in paragraph 6 hereof, we have relied upon and assumed (i) the material accuracy of the representations, statements of intention and reasonable expectation and certifications of fact contained in the Tax Certificate with respect to matters affecting the exclusion from gross income for federal income tax purposes pursuant to Section 103 of the Code of interest on the Series 2005D Bonds, and (ii) compliance by the MTA with procedures and covenants set forth in the Tax Certificate as to such tax matters.

We have also examined one of said Series 2005D Bonds as executed and, in our opinion, the form of said Series 2005D Bond and its execution are regular and proper.

We are of the opinion that:

1. MTA is duly created and validly existing under the laws of the State, including the Constitution of the State and the Issuer Act.

2. MTA has the right and power under the Issuer Act to adopt the Resolution. The Resolution has been duly and lawfully adopted by MTA, is in full force and effect, is valid and binding upon MTA, and is enforceable in accordance with its terms, and no other authorization for the Resolution is required. The Resolution creates the valid pledge which it purports to create of the Trust Estate, subject only to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution. We express no opinion as to the effectiveness of the pledge of moneys located in the State of Connecticut until such moneys are deposited in the Revenue Fund.

3. The Series 2005D Bonds have been duly and validly authorized and issued in accordance with the laws of the State, including the Constitution of the State and the Issuer Act, and in accordance with the Resolution, and are valid and binding special obligations of MTA, enforceable in accordance with their terms and the terms of the Resolution, payable solely from the Trust Estate as provided in the Resolution, and are entitled to the benefits of the Issuer Act and the Resolution. MTA has no taxing power and the Series 2005D Bonds are not debts of the State or of any other political subdivision thereof. MTA reserves the right to issue additional Obligations and to incur Parity Debt on the terms and conditions, and for the purposes, provided in the Resolution, on a parity as to security and payment with the Series 2005D Bonds.

4. The MTA, the holders of the Series 2005D Bonds, or the holders of any evidence of indebtedness of the MTA do not and will not have a pledge of or lien on (i) the dedicated mass transportation trust fund established by Section 89-c of the State Finance Law, (ii) the metropolitan mass transportation operating assistance account established in the mass transportation operating assistance fund pursuant to Section 88-a of the State Finance Law, or (iii) the taxes or moneys deposited therein.

5. The Series 2005D Bonds are securities in which all public officers and bodies of the State and all municipalities and political subdivisions, all insurance companies and associations and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks and savings associations, including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking business, all administrators, guardians, executors,

trustees and other fiduciaries, and all other persons who are or may be authorized to invest in bonds or other obligations of the State, may properly and legally invest funds including capital in their control or belonging to them to the extent that the legality of such investment is governed by the laws of the State; and which may be deposited with and shall be received by all public officers and bodies of the State and all municipalities and political subdivisions for any purpose for which the deposit of bonds or other obligations of the State is or may be authorized.

6. Under existing statutes and court decisions (i) interest on the Series 2005D Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, and (ii) interest on the Series 2005D Bonds is not treated as a preference item in calculating the alternative minimum tax imposed on individuals and corporations under the Code; such interest, however, is included in the adjusted current earnings of certain corporations for purposes of calculating the alternative minimum tax imposed on such corporations.

7. Under existing statutes, interest on the Series 2005D Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof.

The opinions expressed in paragraphs 2 and 3 above are subject to applicable bankruptcy, insolvency, reorganization, moratorium and other laws heretofore or hereafter enacted affecting creditors' rights and are subject to the application of principles of equity relating to or affecting the enforcement of contractual obligations, whether such enforcement is considered in a proceeding in equity or at law.

Except as stated in paragraphs 6 and 7, we express no opinion regarding any other federal, state, local or foreign tax consequences with respect to the Series 2005D Bonds. We express no opinion on the effect of any action hereafter taken or not taken in reliance upon an opinion of other counsel on the federal income tax treatment of interest on the Bonds, or under state, local and foreign tax law.

We express no opinion as to the accuracy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Bonds.

This opinion letter is rendered solely with regard to the matters expressly opined on above and does not consider or extend to any documents, agreements, representations or other material of any kind not specifically opined on above. No other opinions are intended nor should they be inferred. This opinion letter is issued as of the date hereof, and we assume no obligation to update, revise or supplement this opinion letter to reflect any future actions, facts or circumstances that may hereafter come to our attention, or any changes in law, or in interpretations thereof, that may hereafter occur, or for any reason whatsoever.

Very truly yours,

[THIS PAGE IS INTENTIONALLY LEFT BLANK.]

ATTACHMENT 3-2

**FORM OF APPROVING OPINION OF NIXON PEABODY LLP
DELIVERED ON NOVEMBER 13, 2012 IN CONNECTION WITH THE ORIGINAL ISSUANCE
OF THE SERIES 2012G BONDS**

**THE BELOW OPINION IS NOT BEING REISSUED
AND SPEAKS ONLY AS OF ITS DATE**

November 13, 2012

Metropolitan Transportation Authority
347 Madison Avenue
New York, New York 10017

Ladies and Gentlemen:

We have examined a certified record of proceedings of the Metropolitan Transportation Authority (“MTA”) and other proofs submitted to us relative to the issuance of \$359,450,000 aggregate principal amount of Metropolitan Transportation Authority Transportation Revenue Variable Rate Refunding Bonds, Subseries 2012G, consisting of \$84,450,000 of such Bonds designated as Subseries 2012G-1 (Floating Rate Tender Notes), \$125,000,000 of such Bonds designated as Subseries 2012G-2 (Floating Rate Tender Notes), \$75,000,000 of such Bonds designated as Subseries 2012G-3 (Floating Rate Tender Notes), and \$75,000,000 of such Bonds designated as Subseries 2012G-4 (Floating Rate Tender Notes) (collectively, the “Series 2012G Bonds”).

All terms defined in the Resolution (hereinafter defined) and used herein shall have the meanings assigned in the Resolution, except where the context hereof requires otherwise.

The Series 2012G Bonds are issued under and pursuant to the Constitution and statutes of the State of New York (the “State”), including the Metropolitan Transportation Authority Act, being Title 11 of Article 5 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State of New York, as amended to the date of this opinion letter (herein called the “Issuer Act”), and under and pursuant to proceedings of MTA duly taken, including a resolution adopted by the members of MTA on March 26, 2002 entitled “General Resolution Authorizing Transportation Revenue Obligations,” as supplemented by a resolution of said members adopted on January 31, 2007 (collectively, the “Resolution”).

A portion of the proceeds of the Series 2012G Bonds is being used to refund certain outstanding bonds of MTA issued pursuant to the Resolution, such bonds having been issued as described in the hereinafter defined Escrow Agreement (the “Refunded Bonds”). A portion of the proceeds of the Series 2012G Bonds (the “Defeasance Deposit”) has been used to deposit with The Bank of New York Mellon, as escrow agent under the Escrow Agreement and as Trustee under the Resolution, a cash amount sufficient, together with other amounts provided by MTA, to pay when due the applicable principal of and interest due on said Refunded Bonds (the “Defeasance Requirement”). Such Defeasance Deposit is being held in trust under an escrow agreement, dated the date hereof (the “Escrow Agreement”), by and between MTA and The Bank of New York Mellon, as escrow agent thereunder and as Trustee under the Resolution. The Trustee has previously given, at the direction of MTA, notice of the redemption of the Refunded Bonds. Samuel Klein and Company, Certified Public Accountants, has prepared a report stating that they have reviewed the accuracy of the mathematical computations of the adequacy of the Defeasance Deposit to pay

in full the Defeasance Requirement when due. We have undertaken no independent verification of the adequacy of the Defeasance Deposit.

The Internal Revenue Code of 1986, as amended (the “Code”), establishes certain requirements that must be met subsequent to the issuance and delivery of the Series 2012G Bonds in order that interest on the Series 2012G Bonds be and remain excluded from gross income for federal income tax purposes under Section 103 of the Code. We have examined the Arbitrage and Use of Proceeds Certificate of MTA, dated the date hereof (the “Arbitrage and Use of Proceeds Certificate”), in which MTA has made representations, statements of intention and reasonable expectation, certifications of fact and covenants relating to the federal tax status of interest on the Series 2012G Bonds, including, but not limited to, certain representations with respect to the use of the proceeds of the Series 2012G Bonds and the investment of certain funds. The Arbitrage and Use of Proceeds Certificate obligates MTA to take certain actions necessary to cause interest on the Series 2012G Bonds to be excluded from gross income pursuant to Section 103 of the Code. Noncompliance with the requirements of the Code could cause interest on the Series 2012G Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance, irrespective of the date on which such noncompliance occurs or is ascertained. MTA has covenanted in the Resolution to maintain the exclusion of the interest on the Series 2012G Bonds from gross income for federal income tax purposes pursuant to Section 103(a) of the Code.

In rendering the opinion in paragraph 6 hereof, we have relied upon and assumed the material accuracy of the representations, statements of intention and reasonable expectation and certifications of fact contained in the Arbitrage and Use of Proceeds Certificate with respect to matters affecting the exclusion of interest on the Series 2012G Bonds from gross income for federal income tax purposes under Section 103 of the Code and compliance by the MTA with procedures and covenants set forth in the Arbitrage and Use of Proceeds Certificate as to such tax matters.

We have also examined one of said Series 2012G Bonds as executed and, in our opinion, the form of said Series 2012G Bond and its execution are regular and proper.

We are of the opinion that:

1. MTA is duly created and validly existing under the laws of the State, including the Constitution of the State and the Issuer Act.
2. MTA has the right and power under the Issuer Act to adopt the Resolution. The Resolution has been duly and lawfully adopted by MTA, is in full force and effect, is valid and binding upon MTA, and is enforceable in accordance with its terms, and no other authorization for the Resolution is required. The Resolution creates the valid pledge which it purports to create of the Trust Estate, subject only to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution.
3. The Series 2012G Bonds have been duly and validly authorized and issued in accordance with the laws of the State, including the Constitution of the State and the Issuer Act, and in accordance with the Resolution, and are valid and binding special obligations of MTA, enforceable in accordance with their terms and the terms of the Resolution, payable solely from the Trust Estate as provided in the Resolution, and are entitled to the benefits of the Issuer Act and the Resolution. MTA has no taxing power and the Series 2012G Bonds are not debts of the State or of any other political subdivision thereof. MTA reserves the right to issue additional Obligations and to incur Parity Debt on the terms and conditions, and for the purposes, provided in the Resolution, on a parity as to security and payment with the Series 2012G Bonds.

4. The MTA, the holders of the Series 2012G Bonds, or the holders of any evidence of indebtedness of the MTA do not and will not have a pledge of or lien on (i) the dedicated mass transportation trust fund established by Section 89-c of the State Finance Law, (ii) the metropolitan transportation authority financial assistance fund established by Section 92-ff of the State Finance Law, (iii) the metropolitan mass transportation operating assistance account established in the mass transportation operating assistance fund pursuant to Section 88-a of the State Finance Law, or (iv) the taxes or moneys deposited therein.

5. The Series 2012G Bonds are securities in which all public officers and bodies of the State and all municipalities and political subdivisions, all insurance companies and associations and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks and savings associations, including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking business, all administrators, guardians, executors, trustees and other fiduciaries, and all other persons who are or may be authorized to invest in bonds or other obligations of the State, may properly and legally invest funds including capital in their control or belonging to them to the extent that the legality of such investment is governed by the laws of the State; and which may be deposited with and shall be received by all public officers and bodies of the State and all municipalities and political subdivisions for any purpose for which the deposit of bonds or other obligations of the State is or may be authorized.

6. Under existing statutes and court decisions (i) interest on the Series 2012G Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, and (ii) interest on the Series 2012G Bonds is not treated as a preference item in calculating the federal corporate alternative minimum tax imposed on individuals and corporations under the Code; however, we note that interest is included in the adjusted current earnings of certain corporations for purposes of calculating the federal corporate alternative minimum tax.

We are further of the opinion that, for any Series 2012G Bonds having “original issue discount” (a “Discount Bond”), “original issue discount” that has accrued and is properly allocable to the owners of the Discount Bonds under Section 1288 of the Code is excludable from gross income for federal income tax purposes to the same extent as other interest on the Series 2012G Bonds.

7. Under existing statutes, interest on the Series 2012G Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof, including The City of New York.

8. The Escrow Agreement has been duly authorized, executed and delivered by MTA, and, assuming the due authorization, execution and delivery thereof by the Trustee, the Escrow Agreement is a valid and binding obligation of MTA, enforceable in accordance with its terms. The Refunded Bonds have been paid within the meaning and with the effect expressed in the Resolution, and the covenants, agreements and other obligations of MTA to the holders of the Refunded Bonds have been discharged and satisfied.

The opinions expressed in paragraphs 2 and 3 above are subject to applicable bankruptcy, insolvency, reorganization, moratorium and other laws heretofore or hereafter enacted affecting creditors’ rights and are subject to the application of principles of equity relating to or affecting the enforcement of contractual obligations, whether such enforcement is considered in a proceeding in equity or at law.

Except as stated in paragraphs 6 and 7, we express no opinion regarding any other federal, state, local or foreign tax consequences with respect to the Series 2012G Bonds. We express no opinion regarding the federal, state, local or foreign tax consequences of any action hereafter taken or not taken in reliance upon an opinion of other counsel with respect to the Series 2012G Bonds.

We express no opinion as to the accuracy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series 2012G Bonds.

This opinion letter is rendered solely with regard to the matters expressly opined on above and does not consider or extend to any documents, agreements, representations or other material of any kind not specifically opined on above. No other opinions are intended nor should they be inferred. This opinion letter is issued as of the date hereof, and we assume no obligation to update, revise or supplement this opinion letter to reflect any future actions, facts or circumstances that may hereafter come to our attention, or any changes in law, or in interpretations thereof, that may hereafter occur, or for any reason whatsoever.

Very truly yours

ATTACHMENT 3-3

**FORM OF OPINIONS OF ORRICK, HERRINGTON & SUTCLIFFE LLP
AND BRYANT RABBINO LLP EXPECTED TO BE DELIVERED
ON THE DATE THE SUBSERIES 2005D-2 BONDS ARE REMARKETED**

[Date of Remarketing]

Metropolitan Transportation Authority
New York, New York

Ladies and Gentlemen:

On November 2, 2005, Metropolitan Transportation Authority (“MTA”) issued its Transportation Revenue Variable Rate Bonds, Series 2005D (Auction Rate Securities) (the “Series 2005D Bonds”) pursuant to the MTA General Resolution Authorizing Transportation Revenue Obligations, adopted by the Board of MTA on March 26, 2002 (the “General Resolution”), as amended and supplemented to the date of issuance thereof by the Multiple Series Transportation Revenue Bond Supplemental Resolution adopted by the Board of MTA on July 29, 2004, as amended and restated on January 27, 2005 (collectively with the General Resolution, the “Transportation Resolution”), along with the Certificate of Determination Relating to Metropolitan Transportation Authority Transportation Revenue Variable Rate Bonds, Series 2005D, dated as of November 2, 2005, as subsequently amended and restated (the “Certificate of Determination” and, together with the Transportation Resolution, the “Resolution”). Subsequent to the initial issuance of the Series 2005D Bonds, MTA re-designated the Series 2005D Bonds as multiple subseries, including the “Transportation Revenue Variable Rate Bonds, Subseries 2005D-2” (the “Subseries 2005D-2 Bonds”).

All capitalized terms used in this opinion have the respective meanings set forth in the Resolution unless otherwise defined herein.

On the date hereof, MTA intends to (i) agree to the delivery of an irrevocable direct-pay letter of credit issued by Bank of America, N.A., providing liquidity and credit support for the Subseries 2005D-2 Bonds (the “Liquidity and Credit Facility”); (ii) effect the mandatory tender and remarketing of the Subseries 2005D-2 Bonds and (iii) further amend and restate the Certificate of Determination, to provide for, among other things, the remarketing of the Subseries 2005D-2 Bonds and the delivery of the Liquidity and Credit Facility.

In order to effectuate the aforementioned actions, MTA provided to the Trustee and certain other parties a Notice of Mandatory Tender relating to the Subseries 2005D-2 Bonds pursuant to the Certificate of Determination. In accordance with the Certificate of Determination, the Trustee disseminated a Notice of Mandatory Tender to the owners of the Subseries 2005D-2 Bonds at least fifteen days prior to the date hereof.

Based on the foregoing, we are of the opinion that the aforementioned actions are authorized under the Resolution and will not, in and of themselves, adversely affect the exclusion of interest on the Subseries 2005D-2 Bonds from gross income for purposes of federal income taxation.

We have undertaken no investigation as to matters affecting the exclusion of interest on the Subseries 2005D-2 Bonds from gross income for federal income tax purposes since the date of their

issuance. In delivering this opinion, we have assumed with respect to the Subseries 2005D-2 Bonds, without investigation, that MTA is in compliance with its covenants and agreements under the Resolution and that the proceeds of the Subseries 2005D-2 Bonds were applied in accordance with the Resolution and the applicable tax certificate of MTA delivered in connection with the issuance or reissuance of the Subseries 2005D-2 Bonds. Failure of MTA to have so complied or to have so applied the proceeds of the Subseries 2005D-2 Bonds, or to so comply, could adversely affect the exclusion of interest on the Subseries 2005D-2 Bonds from gross income for federal income tax purposes. No opinion is expressed herein as to whether interest on the Subseries 2005D-2 Bonds is excludable from gross income for federal income tax purposes or as to any other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Subseries 2005D-2 Bonds. We are also expressing no opinion herein as to whether any matter, action, other than the actions described above, or omission subsequent to such date of issuance, may have adversely affected the exclusion of interest on the Subseries 2005D-2 Bonds from gross income for federal income tax purposes.

We express no opinion as to the accuracy, adequacy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Subseries 2005D-2 Bonds. This opinion is rendered solely with regard to the matters expressly opined on above and does not consider or extend to any documents, agreements, representations or other material of any kind not specifically opined on above. No other opinions are intended nor should they be inferred. This opinion is issued as of the date hereof, and we assume no obligation to update, revise or supplement this opinion to reflect any action hereafter taken or not taken, or any facts or circumstances or any changes in law, or in interpretations thereof, that may hereafter arise or occur, or for any other reason.

Very truly yours,

ATTACHMENT 3-4

**FORM OF OPINIONS OF ORRICK, HERRINGTON & SUTCLIFFE LLP
AND BRYANT RABBINO LLP EXPECTED TO BE DELIVERED
ON THE DATE THE SUBSERIES 2012G-4 BONDS ARE REMARKETED**

[Date of Remarketing]

Metropolitan Transportation Authority
New York, New York

Ladies and Gentlemen:

On November 13, 2012, Metropolitan Transportation Authority (“MTA”) issued its Transportation Revenue Variable Rate Refunding Bonds, Series 2012G (the “Series 2012G Bonds”) pursuant to the MTA General Resolution Authorizing Transportation Revenue Obligations, adopted by the Board of MTA on March 26, 2002 (the “General Resolution”), as amended and supplemented to the date of issuance thereof by the Multiple Series Transportation Revenue Bond Supplemental Resolution adopted by the Board of MTA on January 31, 2007 (collectively with the General Resolution, the “Transportation Resolution”), along with the Certificate of Determination Relating to Metropolitan Transportation Authority Transportation Revenue Variable Rate Refunding Bonds, Series 2012G, dated as of November 13, 2012, as subsequently amended and restated (the “Certificate of Determination” and, together with the Transportation Resolution, the “Resolution”). The Series 2012G Bonds were issued as multiple subseries, including the “Transportation Revenue Variable Rate Refunding Bonds, Subseries 2012G-4” (the “Subseries 2012G-4 Bonds”).

All capitalized terms used in this opinion have the respective meanings set forth in the Resolution unless otherwise defined herein.

On the date hereof, MTA intends to (i) agree to the delivery of an irrevocable direct-pay letter of credit issued by Bank of America, N.A., providing liquidity and credit support for the Subseries 2012G-4 Bonds (the “Liquidity and Credit Facility”); (ii) effect the mandatory tender and remarketing of the Subseries 2012G-4 Bonds and (iii) further amend and restate the Certificate of Determination, to provide for, among other things, the remarketing of the Subseries 2012G-4 Bonds and the delivery of the Liquidity and Credit Facility.

In order to effectuate the aforementioned actions, MTA provided to the Trustee and certain other parties a Notice of Mandatory Tender relating to the Subseries 2012G-4 Bonds pursuant to the Certificate of Determination. In accordance with the Certificate of Determination, the Trustee disseminated a Notice of Mandatory Tender to the owners of the Subseries 2012G-4 Bonds at least fifteen days prior to the date hereof.

Based on the foregoing, we are of the opinion that the aforementioned actions are authorized under the Resolution and will not, in and of themselves, adversely affect the exclusion of interest on the Subseries 2012G-4 Bonds from gross income for purposes of federal income taxation.

We have undertaken no investigation as to matters affecting the exclusion of interest on the Subseries 2012G-4 Bonds from gross income for federal income tax purposes since the date of their issuance. In delivering this opinion, we have assumed with respect to the Subseries 2012G-4 Bonds, without investigation, that MTA is in compliance with its covenants and agreements under the Resolution and that

the proceeds of the Subseries 2012G-4 Bonds were applied in accordance with the Resolution and the applicable tax certificate of MTA delivered in connection with the issuance or reissuance of the Subseries 2012G-4 Bonds. Failure of MTA to have so complied or to have so applied the proceeds of the Subseries 2012G-4 Bonds, or to so comply, could adversely affect the exclusion of interest on the Subseries 2012G-4 Bonds from gross income for federal income tax purposes. No opinion is expressed herein as to whether interest on the Subseries 2012G-4 Bonds is excludable from gross income for federal income tax purposes or as to any other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Subseries 2012G-4 Bonds. We are also expressing no opinion herein as to whether any matter, action, other than the actions described above, or omission subsequent to such date of issuance, may have adversely affected the exclusion of interest on the Subseries 2012G-4 Bonds from gross income for federal income tax purposes.

We express no opinion as to the accuracy, adequacy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Subseries 2012G-4 Bonds. This opinion is rendered solely with regard to the matters expressly opined on above and does not consider or extend to any documents, agreements, representations or other material of any kind not specifically opined on above. No other opinions are intended nor should they be inferred. This opinion is issued as of the date hereof, and we assume no obligation to update, revise or supplement this opinion to reflect any action hereafter taken or not taken, or any facts or circumstances or any changes in law, or in interpretations thereof, that may hereafter arise or occur, or for any other reason.

Very truly yours,

ATTACHMENT 4

CERTAIN INFORMATION RELATING TO THE CREDIT FACILITY ISSUER

*The following information in this **Attachment 4** has been provided by the Credit Facility Issuer for use in this remarketing circular. Such information is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by, MTA, the Remarketing Agent or any of their counsel. This information has not been independently verified by MTA, the Remarketing Agent or any of their counsel. No representation is made by MTA, the Remarketing Agent or any of their counsel as to the accuracy or adequacy of such information or as to the absence of material adverse changes in such information subsequent to the date hereof.*

Bank of America, N.A. (the "Bank") is a national banking association organized under the laws of the United States, with its principal executive offices located in Charlotte, North Carolina. The Bank is a wholly-owned indirect subsidiary of Bank of America Corporation (the "Corporation") and is engaged in a general consumer banking, commercial banking and trust business, offering a wide range of commercial, corporate, international, financial market, retail and fiduciary banking services. As of June 30, 2024, the Bank had consolidated assets of \$2.551 trillion, consolidated deposits of \$2.019 trillion and stockholder's equity of \$239.356 billion based on regulatory accounting principles.

The Corporation is a bank holding company and a financial holding company, with its principal executive offices located in Charlotte, North Carolina. Additional information regarding the Corporation is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2023, together with its subsequent periodic and current reports filed with the Securities and Exchange Commission (the "SEC").

The SEC maintains a website at www.sec.gov which contains the filings that the Corporation files with the SEC such as reports, proxy statements and other documentation. The reports, proxy statements and other information the Corporation files with the SEC are also available at its website, www.bankofamerica.com.

The information concerning the Corporation and the Bank is furnished solely to provide limited introductory information and does not purport to be comprehensive. Such information is qualified in its entirety by the detailed information appearing in the referenced documents and financial statements referenced therein.

The Bank will provide copies of the most recent Bank of America Corporation Annual Report on Form 10-K, any subsequent reports on Form 10-Q, and any required reports on Form 8-K (in each case, as filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended), and the publicly available portions of the most recent quarterly Call Report of the Bank delivered to the Comptroller of the Currency, without charge, to each person to whom this document is delivered, on the written request of such person. Written requests should be directed to:

Bank of America Corporation
Office of the Corporate Secretary/Shareholder Relations
One Bank of America Center
100 North Tryon Street, NC1-007-56-06
Charlotte, NC 28255

PAYMENTS OF PRINCIPAL AND INTEREST ON THE REMARKETED BONDS WILL BE MADE FROM DRAWINGS UNDER THE APPLICABLE CREDIT FACILITY. PAYMENTS OF THE PURCHASE PRICE OF THE REMARKETED BONDS WILL BE MADE FROM DRAWINGS UNDER THE APPLICABLE CREDIT FACILITY IF REMARKETING PROCEEDS ARE NOT AVAILABLE. ALTHOUGH EACH CREDIT FACILITY IS A BINDING OBLIGATION OF THE BANK, THE REMARKETED BONDS ARE NOT DEPOSITS OR OBLIGATIONS OF THE

CORPORATION OR ANY OF ITS AFFILIATED BANKS AND ARE NOT GUARANTEED BY ANY OF THESE ENTITIES. THE BONDS ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY AND ARE SUBJECT TO CERTAIN INVESTMENT RISKS, INCLUDING POSSIBLE LOSS OF THE PRINCIPAL AMOUNT INVESTED.

The delivery of this information shall not create any implication that there has been no change in the affairs of the Corporation or the Bank since the date of the most recent filings referenced herein, or that the information contained or referred to in this Attachment 4 is correct as of any time subsequent to the referenced date.



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