REMARKETING **BOOK-ENTRY-ONLY**

In anticipation of the mandatory tender of the currently outstanding Transportation Revenue Bonds, Subseries 2015A-2 (SIFMA Floating Rate Tender Notes) (the Subseries 2015A-2 Bonds), (i) the Subseries 2015A-2 Bonds will be remarketed in a Term Rate Mode, as provided herein; (ii) the currently outstanding Subseries 2015A-2 Bonds will be defeased, and (iii) the terms and provisions of the Subseries 2015A-2 Bonds will be amended to reflect the terms and provisions described herein as of the date of execution and delivery of the remarketed Subseries 2015A-2 Bonds. See "PLAN OF FINANCE" herein.

$248,045,000
METROPOLITAN TRANSPORTATION AUTHORITY
Transportation Revenue Bonds,
Subseries 2015A-2
(Mandatory Tender Bonds)

Purchase Date	Interest Rate	Yield	CUSIP Number*
May 15, 2030	5.00%	4.83%	59261A G68

Dated and accruing interest from the date of delivery **Due: November 15, 2045**

In the opinion of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel to MTA, under existing law and relying on certain representations by MTA and assuming the compliance by MTA with certain covenants, interest on the Subseries 2015A-2 Bonds is:

- *excluded from an Owner's federal gross income under Section 103 of the Internal Revenue Code of 1986, and*
- *not a specific preference item for an Owner in calculating the federal alternative minimum tax.*

Also in Co-Bond Counsel's opinion, under existing law, interest on the Subseries 2015A-2 Bonds is exempt from personal income taxes of the State and any political subdivisions of the State, including the City. See "TAX MATTERS" herein for a discussion of certain federal and State income tax matters.

The Subseries 2015A-2 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 or The City of New York or any other local government unit.

MTA has no taxing power.

The Subseries 2015A-2 Bonds are being issued as Mandatory Tender Bonds and will bear interest in the Term Rate Mode, as set forth on the cover page hereof. The Subseries 2015A-2 Bonds are subject to mandatory tender for purchase on their Mandatory Purchase Date. MTA reserves the right to convert any of the Subseries 2015A-2 Bonds to a Commercial Paper Mode, Daily Mode, Weekly Mode, Fixed Rate Mode or another Term Rate Mode. **This remarketing circular (i) is intended to provide disclosure only to the extent that the Subseries 2015A-2 Bonds remain in the Term Rate Mode, and (ii) speaks only as of the date of this document or as of certain earlier dates specified herein.**

The Subseries 2015A-2 Bonds are subject to the Book-Entry-Only system through the facilities of The Depository Trust Company.

The Subseries 2015A-2 Bonds are not subject to optional redemption or mandatory tender prior to the Purchase Date.

The Subseries 2015A-2 Bonds are reoffered when, as, and if reoffered, subject to certain conditions, and are expected to be delivered through the facilities of The Depository Trust Company on or about May 14, 2020.

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 Subseries 2015A-2 Bonds. Investors are advised to read the entire remarketing circular, including all portions hereof included by specific cross-reference, to obtain information essential to making an informed decision.

Jefferies **J.P. Morgan**

Drexel Hamilton, LLC Loop Capital Markets Stern Brothers & Co.

May 6, 2020

* The CUSIP number has been assigned by an organization not affiliated with MTA and is included solely for the convenience of the holders of the Subseries 2015A-2 Bonds. MTA is not responsible for the selection or uses of the CUSIP number, nor is any representation made as to its correctness on the Subseries 2015A-2 Bonds or as indicated above. The CUSIP number is subject to being changed after the issuance of the Subseries 2015A-2 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 Subseries 2015A-2 Bonds.

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2 Broadway, 4th Floor
New York, New York 10004
(212) 878-7000
Website: www.mta.info

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New York, New York

Co-Bond Counsel

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New York, New York

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New York, New York

Co-Financial Advisors

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

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SUMMARY OF TERMS

MTA has prepared this Summary of Terms to describe the specific terms of the Subseries 2015A-2 Bonds following a remarketing as described herein under "PLAN OF FINANCE". 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 Subseries 2015A-2 Bonds being remarketed.

Issuer	Metropolitan Transportation Authority, a public benefit corporation of the State of New York.
Bonds Being Remarketed	Transportation Revenue Bonds, Subseries 2015A-2 (Mandatory Tender Bonds) (the Subseries 2015A-2 Bonds).
Maturity and Rate Mode	The Subseries 2015A-2 Bonds mature on the date and bear interest in the Term Rate Mode at the rate shown on the cover page of this remarketing circular.
Denominations	Denominations of $5,000 or any integral multiple thereof.
Interest Payment Dates	Interest on the Subseries 2015A-2 Bonds shall be paid semi-annually on May 15 and November 15, commencing on November 15, 2020.
Tender and Redemption	See "DESCRIPTION OF Subseries 2015A-2 BONDS – Tender 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**.
Impacts of the COVID-19 Pandemic	The impact of the COVID-19 pandemic on MTA revenues and operations in 2020 and beyond has been severe. See "SOURCES OF PAYMENT – Factors Affecting Revenues – The COVID-19 Pandemic" for a description of impacts of the COVID-19 pandemic upon MTA revenues, operations and timing and capital projects' implementation.
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	Nixon Peabody LLP, New York, New York and D. Seaton and Associates, P.A., P.C., New York, New York.
Special Disclosure Counsel	Hawkins Delafield & Wood LLP, New York, New York.
Tax Status	See "TAX MATTERS" in **Part III**.

Ratings

Rating Agency	Rating	Outlook	Applicable Criteria/Methodology
Fitch:	A+	Negative Outlook	Public-Sector, Revenue-Supported Debt
KBRA:	AA+	Watch Downgrade	U.S. Public Toll Roads, Bridges & Tunnels Revenue Bond Rating
Moody's:	A2	Negative Outlook	Mass Transit Enterprises
S&P:	A-	CreditWatch Negative	Mass Transit Enterprise Ratings

See "RATINGS" in **Part III**.

Co-Financial Advisors	Public Resources Advisory Group, Inc., New York, New York, and Rockfleet Financial Services, Inc., New York, New York.
Remarketing Agents	See cover page.
Purchase Price	See "REMARKETING" in **Part III**.
Counsel to the Remarketing Agents	Katten Muchin Rosenman LLP, New York, New York, and The Law Offices of Joseph C. Reid, P.A., New York, New York.

SUMMARY OF TERMS RELATING TO
SUBSERIES 2015A-2 BONDS (MANDATORY TENDER BONDS)*

INTEREST PAYMENT DATES AND CALCULATION PERIOD THROUGH PURCHASE DATE	Each May 15 and November 15, commencing November 15, 2020, calculated based on a 360-day year comprised of twelve 30-day months.
RECORD DATE	The May 1 or November 1 immediately preceding each Interest Payment Date.
OWNERS' RIGHTS TO TENDER PRIOR TO PURCHASE DATE	None.
MANDATORY TENDER FOR PURCHASE	• The Business Day after the last day of each Interest Rate Period (a Purchase Date). The Purchase Date for the Subseries 2015A-2 Bonds is May 15, 2030. • The Subseries 2015A-2 Bonds are not subject to mandatory tender for purchase prior to their Purchase Date.
RATE UPON FAILURE TO PAY PURCHASE PRICE	9% per annum.

* So long as the Subseries 2015A-2 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.

- ***No Unauthorized Offer.*** **This remarketing circular is not an offer to sell, or the solicitation of an offer to buy, the Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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. 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 the Unaudited Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2019 and 2018 and has not been asked to consent to the inclusion, or incorporation by reference, of such unaudited financial statements in this official statement.**

- ***No Guarantee of Information by Remarketing Agents.*** **The Remarketing Agents have provided the following sentence for inclusion in this remarketing circular: The Remarketing Agents have reviewed the information in this remarketing circular in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Remarketing Agents do not guarantee the accuracy or completeness of such information. The Remarketing Agents do 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 Subseries 2015A-2 Bonds, or**
    - **the tax-exempt status of the interest on the Subseries 2015A-2 Bonds.**
- ***Overallotment and Stabilization*. The Remarketing Agents may overallot or effect transactions that stabilize or maintain the market prices of the Subseries 2015A-2 Bonds at levels above those which might otherwise prevail in the open market. The Remarketing Agents are not obligated to do this and are free to discontinue it at any time.**
- ***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.**

TABLE OF CONTENTS

Information Included by Specific Cross-reference. The following portions of MTA's 2020 Combined Continuing Disclosure Filings, dated April 29, 2020, as supplemented on May 1, 2020, 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 Subseries 2015A-2 Bonds, together with any supplements or amendments thereto:

- **Part I** – MTA Annual Disclosure Statement (the **MTA Annual Disclosure Statement** or **ADS**)
- **Appendix B** – Unaudited Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2019 and 2018

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

- Summary of Certain Provisions of the Transportation Resolution
- Definitions and Summary of Certain Provisions of the Standard Resolution Provisions
- Form of the Interagency Agreement

For convenience, copies of most of these documents can be found on the MTA website (www.mta.info) under the caption "MTA Info–Financial Information–Budget and Financial Statements" in the case of MTA's Unaudited Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2019 and 2018. No statement on MTA's website is included by specific cross-reference herein. 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 the MTA affiliates and subsidiaries.

MTA filed its 2020 Combined Continuing Disclosure filings with EMMA on April 29, 2020, including, in compliance with Rule 15c2-12, its Unaudited Consolidated Financial Statements for the years ended December 31, 2019 and 2018. The Audited Consolidated Financial Statements for the years ended December 31, 2019 and 2018 are expected to be filed with EMMA upon receipt and approval thereof.

Deloitte & Touche LLP has not reviewed, commented on or approved, and is not associated with, 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 this remarketing circular, since the date of the Unaudited Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2019 and 2018 and has not been asked to consent to the inclusion, or incorporation by reference, of such unaudited financial statements in this remarketing circular.

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; and the MTA Construction and Development 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 to finance the capital costs of its facilities and is empowered to issue debt obligations to finance the capital costs of the Transit and Commuter Systems operated by other affiliates and subsidiaries of MTA, in each case secured by bridge and tunnel tolls. In the last ten years, MTA Bridges and Tunnels has not issued new money bonds secured by bridge and tunnel tolls to finance capital projects for the benefit of the Transit and Commuter Systems. MTA Bridges and Tunnels' surplus amounts are used to fund certain transit and commuter operations and capital projects. See "SOURCES OF PAYMENT - Description of Pledged Revenues – *Expectations with Respect to Future Bonding*".

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 2020 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.

Legal Name	Popular Name
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 Capital Construction
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 Subseries 2015A-2 Bonds.
- ***Part II*** describes the sources of payment and security for all Transportation Revenue Bonds, including the Subseries 2015A-2 Bonds.
- ***Part III*** provides miscellaneous information relating to the Subseries 2015A-2 Bonds.
- ***Attachment 1*** sets forth certain provisions applicable to the book-entry-only system of registration to be used for the Subseries 2015A-2 Bonds.
- ***Attachment 2*** sets forth a summary of certain provisions of a continuing disclosure agreement relating to the Subseries 2015A-2 Bonds.
- ***Attachment 3-1*** is the form of opinion of Hawkins Delafield & Wood LLP delivered in connection with the original issuance of the Series 2015A Bonds on January 22, 2015.
- ***Attachment 3-2*** is the form of opinions of Co-Bond Counsel to be delivered in connection with the remarketing of the Subseries 2015A-2 Bonds.

Information Included by Specific Cross-reference in this remarketing circular and identified under the caption "Information Included by Specific Cross-reference" following the Table of Contents 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 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 Subseries 2015A-2 Bonds.**

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**.

Anticipated Debt Issuance

In addition to the remarketing of the Subseries 2015A-2 Bonds, MTA expects to issue its Transportation Revenue Green Bonds, Series 2020C (Climate Bond Certified) (the Series 2020C Bonds), on or about May 14, 2020, consisting of $1,125,000,000 Subseries 2020C-1 Bonds (Federally Tax Exempt) and $600,000,000 Subseries 2020C-2 Bonds (Federally Taxable). Proceeds of the Series 2020C Bonds, together with other funds of MTA, are expected to be used to retire all of its outstanding Transportation Revenue Bond Anticipation Notes, Subseries 2018B-1, Subseries 2019B-2, and Subseries 2018C-1, and finance existing approved transit and commuter projects.

Prior to July 1, 2020, MTA expects to issue Transportation Revenue Bond Anticipation Notes to retire its $300,000,000 outstanding principal amount of Transportation Revenue Bond Anticipation Notes, Series 2019C, and its $200,000,000 outstanding principal amount of Transportation Revenue Bond Anticipation Notes, Subseries 2019D-2, plus related interest.

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PART I. SUBSERIES 2015A-2 BONDS

Part I of this remarketing circular, together with the Summary of Terms, provides specific information about the Subseries 2015A-2 Bonds.

PLAN OF FINANCE

MTA anticipates that the proceeds of the Subseries 2015A-2 Bonds (the principal amount thereof, plus an original issue premium of $3,311,400.75), in the total amount of $251,356,400.75, together with other funds of MTA in the amount of $1,930,408.15, will be used as follows: (i) $251,745,205.48 to pay the purchase price of, and accrued interest on, the currently outstanding Subseries 2015A-2 Bonds, and (ii) $1,541,603.42 to pay certain financing, legal and miscellaneous expenses.

On the date of execution and delivery of the remarketed Subseries 2015A-2 Bonds, (i) MTA will amend and restate the Certificate of Determination relating to the Subseries 2015A-2 Bonds to reflect the terms and provisions of the Subseries 2015A-2 Bonds described herein; (ii) the currently outstanding Subseries 2015A-2 Bonds will be defeased; and (iii) the Subseries 2015A-2 Bonds will remain in the Term Rate Mode, bearing interest at the rate shown on the cover page of this remarketing circular. The currently outstanding Subseries 2015A-2 Bonds will be paid upon their mandatory tender on June 1, 2020.

By acceptance of a confirmation of purchase of the Subseries 2015A-2 Bonds, each beneficial owner will be deemed to have acknowledged that the amendments to the Certificate of Determination reflecting the terms and provisions of the Subseries 2015A-2 Bonds described herein will be applicable to the Subseries 2015A-2 Bonds.

DESCRIPTION OF SUBSERIES 2015A-2 BONDS

General

MTA reserves the right to remarket the Subseries 2015A-2 Bonds in a Fixed Rate Mode, subject to market conditions.

Multi-Modal Obligations. The Subseries 2015A-2 Bonds constitute Mandatory Tender Bonds and will bear interest at the Term Rate from their date of delivery, as set forth on the cover page hereof. MTA reserves the right to convert any of the Subseries 2015A-2 Bonds to a Commercial Paper Mode, Daily Mode, Weekly Mode, Fixed Rate Mode or another Term Rate Mode, and, in connection therewith, to change the principal amount of the Subseries 2015A-2 Bonds. Such right shall not occur prior to the Mandatory Purchase Date. This remarketing circular is not intended to describe the Subseries 2015A-2 Bonds from and after the Mandatory Purchase Date.

Record Date. The Record Date for the payment of principal of, interest on and any Sinking Fund installments with respect to the Subseries 2015A-2 Bonds shall be the May 1 or November 1 immediately preceding such payment date.

Book-Entry-Only System. The Subseries 2015A-2 Bonds will be registered in the name of The Depository Trust Company, New York, New York, or its nominee (together, DTC) which will act as securities depository for the Subseries 2015A-2 Bonds. Individual purchases of the Subseries 2015A-2 Bonds will be made in book-entry-only form, in denominations of $5,000 or any integral multiple thereof. So long as DTC is the registered owner of the Subseries 2015A-2 Bonds, all payments on the Subseries 2015A-2 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."

Maturity. The Subseries 2015A-2 Bonds shall mature and be payable as to principal, as set forth on the cover page.

Interest Payments. The Subseries 2015A-2 Bonds will bear interest accrued from the dated date at the per annum rate shown on the cover page of this remarketing circular. Interest on the Subseries 2015A-2 Bonds will be paid semiannually on each May 15 and November 15, beginning November 15, 2020, calculated based on a 360-day year comprised of twelve 30-day months and will be payable to the Holders thereof on each Interest Payment Date through the Purchase Date.

Transfers and Exchanges. So long as DTC is the securities depository for the Subseries 2015A-2 Bonds, it will be the sole registered owner of the Subseries 2015A-2 Bonds, and transfers of ownership interests in the Subseries 2015A-2 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 the Subseries 2015A-2 Bonds.

Tender and Redemption Provisions

Mandatory Tender for Purchase at End of Term Rate Mode Interest Rate Period. The Subseries 2015A-2 Bonds are subject to mandatory tender for purchase on the Business Day after the last day of each Interest Rate Period (the Purchase Date) at the Purchase Price (as defined herein). The Purchase Date for the Subseries 2015A-2 Bonds is May 15, 2030.

Mandatory Purchase Date and Purchase Price. The Purchase Date and the Mode Change Date are each referred to herein as a Mandatory Purchase Date. The Purchase Price to be paid for the Subseries 2015A-2 Bonds on any Mandatory Purchase Date will be the principal amount of such Subseries 2015A-2 Bonds. Each Mandatory Purchase Date is also an Interest Payment Date for the Subseries 2015A-2 Bonds and interest will be paid in accordance with customary procedures.

No Mandatory Tender for Purchase at the Option of the Issuer. The Subseries 2015A-2 Bonds are not subject to mandatory tender for purchase prior to their Purchase Date.

Mandatory Tender for Purchase on any Mode Change Date. The Subseries 2015A-2 Bonds are subject to a mandatory tender for purchase on the Mode Change Date (which Mode Change Date will not be prior to the Purchase Date) at the Purchase Price.

No Optional Redemption. The Subseries 2015A-2 Bonds are not subject to optional redemption prior to their Purchase Date.

No City Redemption Prior to Mandatory Purchase Date. The MTA Act provides that the City, upon furnishing sufficient funds, may require MTA to redeem the Subseries 2015A-2 Bonds, as a whole, but only in accordance with the terms upon which the Subseries 2015A-2 Bonds are otherwise redeemable. The Subseries 2015A-2 Bonds are not subject to City redemption prior to the Mandatory Purchase Date.

Mandatory Sinking Fund Redemption. The term bond shown below is 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 15 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:

Subseries 2015A-2 Term Bond		
	Sinking Fund Redemption Date (November 15)	Sinking Fund Installment
first payment	2038	$25,975,000
	2039	27,275,000
	2040	28,640,000
	2041	30,070,000
	2042	31,575,000
	2043	33,150,000
	2044	34,810,000
final maturity	2045	36,550,000

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 term Subseries 2015A-2 Bonds otherwise subject to mandatory Sinking Fund Installments on the date for which credit is taken:

- If MTA directs the Trustee to purchase term Subseries 2015A-2 Bonds with money in the Debt Service Fund (at a price not greater than par plus accrued interest to the date of purchase), then a credit of 100% of the principal amount of bonds purchased will be made against the next Sinking Fund Installment due.
- If MTA purchases or redeems term Subseries 2015A-2 Bonds with other available moneys, then the principal amount of those bonds will be credited against future Sinking Fund Installment requirements in any order, and in any annual amount, that MTA may direct.

Notice of Mandatory Tender for Purchase. The Trustee will, at least fifteen (15) days prior to any Mandatory Purchase Date, give notice to the Notice Parties of the mandatory tender for purchase of the Subseries 2015A-2 Bonds that is to occur on that date.

Notice of any mandatory tender of Subseries 2015A-2 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 Subseries 2015A-2 Bonds 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 Subseries 2015A-2 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 Subseries 2015A-2 Bonds 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.

Any notice mailed as described above will be conclusively presumed to have been duly given, whether or not the Owner of any Subseries 2015A-2 Bonds 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 Subseries 2015A-2 Bonds subject to mandatory tender for purchase on the Mandatory Purchase Date.

Future Remarketing of Subseries 2015A-2 Bonds

MTA currently plans to remarket the Subseries 2015A-2 Bonds on or before the Mandatory Purchase Date, and apply the proceeds of such remarketing to pay the Purchase Price of the Subseries 2015A-2 Bonds. MTA expects to appoint a future remarketing agent (the Remarketing Agent) and direct the Remarketing Agent to offer for sale and use its best efforts to find purchasers for all Subseries 2015A-2 Bonds required to be tendered for purchase.

Source of Funds for Purchase of Subseries 2015A-2 Bonds

On or before 3:00 p.m. on each Mandatory Purchase Date, the Tender Agent will purchase the Subseries 2015A-2 Bonds from the Owners at the Purchase Price. Funds for the payment of such Purchase Price will be derived solely from immediately available funds transferred by the Remarketing Agent to the Tender Agent derived from the remarketing of Subseries 2015A-2 Bonds.

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 Subseries 2015A-2 Bond tendered or deemed tendered as described in this remarketing circular and the Purchase Price of which is not paid on the Mandatory Purchase Date. 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 Subseries 2015A-2 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 and in the case of such failure, none of such Subseries 2015A-2 Bonds will be purchased, and such Subseries 2015A-2 Bonds will remain in the Term Rate Mode and bear interest at the lesser of the maximum rate permitted by law and 9% per annum (the Maximum Rate). See "Consequences of a Failed Remarketing" below.

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

Delivery of Remarketed Subseries 2015A-2 Bonds

Except as otherwise required or permitted by DTC's book-entry-only system, remarketed Subseries 2015A-2 Bonds 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 Mandatory Purchase Date.

Delivery and Payment for Purchased Subseries 2015A-2 Bonds; Undelivered Subseries 2015A-2 Bonds

Except as otherwise required or permitted by DTC's book-entry-only system, remarketed Subseries 2015A-2 Bonds purchased as set forth above will be delivered (with all necessary endorsements) at or before 12:00 p.m. noon on the Mandatory Purchase Date at the office of the Tender Agent in New York, New York; provided, however, that payment of the Purchase Price of any remarketed Subseries 2015A-2 Bonds purchased will be made only if such Subseries 2015A-2 Bonds so delivered to the Tender Agent conform in all respects to the description thereof in the notice of tender. 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 Mandatory Purchase Date or, if the Owner has not provided or caused to be provided wire transfer instructions, by check mailed to the Owners at the address appearing in the books required to be kept by the Trustee pursuant to the Transportation Resolution. If Subseries 2015A-2 Bonds to be purchased are not delivered by the Owners to the Tender Agent by 12:00 p.m. noon on the Mandatory Purchase Date, the Tender Agent will hold any funds received for the purchase of those Subseries 2015A-2 Bonds in trust in a separate account uninvested, and will pay such funds to the former Owners upon presentation of Subseries 2015A-2 Bonds subject to tender. Undelivered Subseries 2015A-2 Bonds are deemed tendered and cease to accrue interest as to the former Owners on the Mandatory Purchase Date if moneys representing the Purchase Price will be available against delivery of those Subseries 2015A-2 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 Subseries 2015A-2 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

Subseries 2015A-2 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 Subseries 2015A-2 Bonds. The Tender Agent will authenticate replacement Subseries 2015A-2 Bonds for any undelivered Subseries 2015A-2 Bonds which may then be remarketed by the Remarketing Agent.

Consequences of a Failed Remarketing

In the event that remarketing proceeds are insufficient to pay the Purchase Price of all Outstanding Subseries 2015A-2 Bonds on the Mandatory Purchase Date, (1) no purchase will be consummated on such Mandatory Purchase Date and the Tender Agent will, after any applicable grace period, (a) return all tendered Subseries 2015A-2 Bonds to the registered owners thereof and (b) return all remarketing proceeds to the Remarketing Agent for return to the persons providing such moneys; and (2) the Subseries 2015A-2 Bonds will bear interest at the Maximum Rate during the period of time from and including the Mandatory Purchase Date to (but not including) the date that all such Subseries 2015A-2 Bonds are successfully remarketed (the Delayed Remarketing Period).

Following a failed remarketing, MTA expects to continue to have the Remarketing Agent use its best efforts to remarket the Subseries 2015A-2 Bonds into a Mode and at a rate determined by MTA, which rate may or may not exceed the Maximum Rate (or such other Mode as the Trustee, at the direction of MTA, will thereafter designate to the Remarketing Agent and the prospective owners thereof) or an additional Interest Rate Period in the Term Rate Mode. Once the Remarketing Agent has advised the Trustee that it has a good faith belief that it is able to remarket all of the Subseries 2015A-2 Bonds, the Trustee, at the direction of MTA, will give notice by mail to the registered owners of such Subseries 2015A-2 Bonds not later than five Business Days prior to the purchase date, which notice will state (1) that the interest rate on such Subseries 2015A-2 Bonds will continue to be a Term Rate or will be adjusted to a Daily Rate, Weekly Rate or Fixed Rate or to the interest rates and Interest Rate Periods applicable in the Commercial Paper Mode on and after the purchase date; (2) that such Subseries 2015A-2 Bonds will be subject to mandatory tender for purchase on the purchase date; (3) the procedures for such mandatory tender; and (4) the Purchase Price of such Subseries 2015A-2 Bonds on the purchase date (expressed as a percentage of the principal amount thereof).

During the Delayed Remarketing Period, the Trustee may, upon direction of MTA, apply amounts to the redemption of all or any portion of the Subseries 2015A-2 Bonds as a whole or in part on any Business Day during the Delayed Remarketing Period, at a redemption price equal to the principal amount thereof, together with interest accrued thereon to the date fixed for redemption, without premium. Notice of redemption will be provided at least five Business Days prior to the date fixed for redemption.

During the Delayed Remarketing Period, interest on such Subseries 2015A-2 Bonds will be paid to the registered owners thereof (i) on each May 15 and November 15 occurring during the Delayed Remarketing Period and (ii) on the last day of the Delayed Remarketing Period. Payment of such interest will be made by the Trustee from the Debt Service Fund pursuant to the Transportation Resolution.

During any Delayed Remarketing Period, pursuant to its plan of financing, MTA currently expects to use commercially reasonable efforts to cause the Remarketing Agent to remarket such Subseries 2015A-2 Bonds, to convert such Subseries 2015A-2 Bonds to another Mode or another Interest Rate Period or to refund such Subseries 2015A-2 Bonds, subject to market conditions and the determination of a rate and structure acceptable to MTA at that time.

Debt Service on the Bonds

Table 1 on the next page sets forth, on a cash basis (i) the debt service on the Transportation Revenue Bonds (other than the Subseries 2015A-2 Bonds), (ii) debt service on the Subseries 2015A-2 Bonds, and (iii) the aggregate debt service on all Transportation Revenue Bonds (including the Subseries 2015A-2 Bonds) outstanding as of the date of remarketing of the Subseries 2015A-2 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)]	Subseries 2015A-2 Bonds[(2)] Principal	Interest	Total	Aggregate Debt Service[(5)]
2020	$1,675,099	-	$ 6,236	$ 6,236	$1,681,335
2021	1,754,438	-	12,402	12,402	1,766,840
2022	1,737,797	-	12,402	12,402	1,750,199
2023	1,823,177	-	12,402	12,402	1,835,579
2024	1,814,575	-	12,402	12,402	1,826,977
2025	1,794,829	-	12,402	12,402	1,807,231
2026	1,816,693	-	12,402	12,402	1,829,095
2027	1,660,544	-	12,402	12,402	1,672,946
2028	1,766,263	-	12,402	12,402	1,778,666
2029	1,782,471	-	12,402	12,402	1,794,873
2030	1,780,704	-	12,402	12,402	1,793,106
2031	1,833,128	-	12,402	12,402	1,845,531
2032	1,827,787	-	12,402	12,402	1,840,190
2033	1,565,176	-	12,402	12,402	1,577,578
2034	1,526,956	-	12,402	12,402	1,539,358
2035	1,461,432	-	12,402	12,402	1,473,835
2036	1,282,839	-	12,402	12,402	1,295,241
2037	1,262,545	-	12,402	12,402	1,274,947
2038	1,218,946	$ 25,975	12,402	38,377	1,257,323
2039	1,155,250	27,275	11,104	38,379	1,193,628
2040	1,099,251	28,640	9,740	38,380	1,137,631
2041	932,253	30,070	8,308	38,378	970,631
2042	879,788	31,575	6,804	38,379	918,167
2043	737,976	33,150	5,226	38,376	776,351
2044	766,216	34,810	3,568	38,378	804,594
2045	659,736	36,550	1,828	38,378	698,113
2046	811,716	-	-	-	811,716
2047	812,594	-	-	-	812,594
2048	788,079	-	-	-	788,079
2049	582,519	-	-	-	582,519
2050	325,760	-	-	-	325,760
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	$42,214,440	$248,045	$276,052	$524,097	$42,738,537

(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%; Series 2011B Bonds at an assumed rate of 4.0% plus the current fixed spread; Series 2020B 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, floating rate notes and direct purchases.

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

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

(5) Figures reflect amounts outstanding as of the delivery date of the Subseries 2015A-2 Bonds and include debt service on the Series 2020C 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 Subseries 2015A-2 Bonds.

SOURCES OF PAYMENT

Pledged Transportation Revenues Gross Lien

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. Summaries of certain provisions of 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 "transportation revenues" 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), and its receipts from many of these sources are pledged for the payment of Transportation Revenue Bonds. MTA and its subsidiaries and affiliates also receive operating subsidies from MTA Bridges and Tunnels and a number of other governmental sources. The Transportation Resolution permits MTA to issue revenue anticipation notes that are secured by operating subsidies prior to the payment of debt service on the Bonds. There are currently $1.2 billion of such revenue anticipation notes outstanding and MTA has Board approval to enter into agreements for an additional $1.8 billion. See "Revenue Anticipation Notes Authorized by the Resolution" below. The Transportation Resolution provides that Owners are to be paid from pledged revenues prior to the payment of operating or other expenses, and as described in more detail below. MTA has covenanted to impose fares and other charges so that pledged revenues, together with other available moneys, will be sufficient to cover all debt service and operating and capital costs of the systems. See "Factors Affecting Revenues – Ability to Comply with Rate Covenant and Pay Operating and Maintenance Expenses" below.

Operating Subsidies include general operating subsidies from the State and local governments under the State's Section 18-b program; special tax-supported operating subsidies (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; PMT Revenues after the payment of debt service and certain other obligations relating to senior and subordinated bonds issued under a PMT Resolution that may be adopted by MTA; MTA Bridges and Tunnels operating surplus; Commuter System station maintenance payments; certain mortgage recording and real property transfer taxes with respect to certain real property located within the City; and Congestion Zone Surcharges and Rapid Transit Lane Fines deposited into the General Transportation Account.

Table 2a sets forth by general category the amount of pledged revenues, calculated in accordance with the Transportation Resolution, and the resulting debt service coverage for the five years ended December 31, 2019. A general description of the 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."

For the years 2015-2018, **Table 2a** is based on the historical audited financial statements of MTA and its subsidiaries, MTA Long Island Rail Road, MTA Metro-North Railroad and MTA Bus, and MTA New York City Transit and its subsidiary MaBSTOA, on a cash basis. For the year 2019, **Table 2a** is based on the unaudited financial statements of MTA, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA Bus, and MTA New York City Transit and its subsidiary MaBSTOA, on a cash basis, which unaudited financial statements are expected to be released with the posting of the 2020 Annual Disclosure Statement on April 29, 2020. The audited financial statements for MTA and MTA New York City Transit for 2017 and 2018 covered by **Table 2a** are included herein by specific cross-reference and should be read in connection with this information. The unaudited financial statements for 2019 covered by Table 2a are expected to be released with the posting of the ADS on April 29, 2020. 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)]

	2015	2016	2017	2018	2019
Revenues from Systems Operations					
Fares from Transit System	$ 4,396	$ 4,414	$ 4,487	$ 4,454	$ 4,592
Fares from Commuter System	1,373	1,401	1,460	1,481	1,526
Fares from MTA Bus	223	233	236	242	245
Other Income[(2)]	248	248	256	280	278
Subtotal – Operating Revenues	**$6,240**	**$6,296**	**$6,439**	**$6,457**	**$6,641**
Non-Operating Revenues:					
Revenues from MTA Bridges and Tunnels Surplus	$740	$742	$731	$692	$788
State and Local General Operating Subsidies[(3)]	$370	$378	$376	$375	$340
Special Tax-Supported Operating Subsidies					
DTF Excess[(4)]	277	259	231	250	268
MMTOA Receipts	1,564	1,668	1,668	1,687	1,824
Urban Tax	941	811	585	656	668
Excess Mortgage Recording Taxes	25	25	25	25	12
MTA Aid Trust Account Receipts	285	300	306	273	311
Payroll Mobility Tax Receipts[(5)]	1,626	1,682	1,680	1,727	1,805
Subtotal Special Tax-Supported Operating Subsidies	$4,718	$4,745	$4,495	$4,617	$4,888
Station Maintenance and Service Reimbursements	599	563	560	530	647
City Subsidy for MTA Bus	439	356	520	464	669
Revenues from Investment of Capital Program Funds[(6)]	8	13	24	55	50
Subtotal – Non-Operating Revenues[(7)]	**$6,874**	**$6,797**	**$6,706**	**$6,734**	**$7,382**
Total Transportation Resolution Pledged Revenues	**$13,114**	**$13,093**	**$13,145**	**$13,190**	**$14,023**
Debt Service[(8)]	**$1,399**	**$1,381**	**$1,581**	**$1,457**	**$1,751**
Debt Service Coverage from Pledged Revenues	**9.4x**	**9.5x**	**8.3x**	**9.1x**	**8.0x**

(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. Other income does not include Superstorm Sandy reimbursement funds.

(3) State and Local General Operating Subsidies are lower in 2019 due to delay in receipt of the City's December 18-b payment.

(4) Calculated by subtracting the debt service payments on the Dedicated Tax Fund Bonds from the MTTF Receipts described under the caption "PART 3. PUBLIC DEBT SECURITIES – DEDICATED TAX FUND BONDS."

(5) Payroll Mobility Tax Receipts include PMT Revenue Offset of $309 million annually in 2015 through 2016, and $244.3 million in 2017 to 2019.

(6) Represents investment income on capital program funds held for the benefit of the Transit and Commuter Systems on an accrual basis.

(7) Sum of (a) Revenues from MTA Bridges and Tunnels Surplus, (b) Revenues from Governmental Sources (including State and Local General Operating Subsidies and Special Tax-Supported Operating Subsidies), (c) Station Maintenance and Service Reimbursements, (d) City Subsidy for MTA Bus and (e) Revenues from Investment of Capital Program Funds.

(8) Debt service was reduced by approximately $54 million in each year of 2015 through 2019 to reflect Build America Bonds interest credit payments 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 $13 million in 2016, $13.5 million in 2017, $101.5 million in 2018, and $188.6 million in 2019.

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

- MTA receives monthly payments beginning in May of MMTOA Receipts, with the first quarter of the State's appropriation for the succeeding year advanced into the fourth quarter of MTA's calendar year. MTA continues to monitor the effect of not having MMTOA Receipts available during the first quarter of the calendar year to determine if working capital borrowings may be necessary for cash flow needs. In 2015, MMTOA Receipts remained at the same level as in 2014, because the State redirected a portion of MMTOA funds from the operating budget to the capital budget.

- "Urban Tax" collection reflects the activity level of certain commercial real estate transactions in the City. Urban Tax revenues declined in 2017 due to fewer significantly large transactions (valued over $100 million) as compared to 2015 and 2016. In 2018 and 2019, MTA saw an increase in Urban Tax revenues from the prior year, as a result of both an overall stronger commercial real estate economy and an uptick in the value of significantly large transactions.

- 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 MTA's service area. Mortgage recording taxes are used for Transit and Commuter Systems purposes after the payment of MTA Headquarters' expenses and MTA Bus debt service ($25 million annually beginning in 2009). Since 2009, even though mortgage recording tax receipts have grown in seven out of the last eight years, MTA Headquarters expenses and MTA Bus debt service expenses have continued to exceed MRT receipts, resulting in no Excess Mortgage Recording Tax transfers to the Transit and Commuter Systems.

- City Subsidy for MTA Bus was higher in 2017 predominantly due to the timing of payments received. MTA received one extra monthly payment made in 2017 (only 11 payments were made in 2016) and an additional quarterly payment, which is usually reconciled in the following year. In 2018, there was a decrease in receipts for MTA Bus, resulting from the additional quarterly payment that was made in 2017. In 2019, the increase in receipts for MTA Bus is the result of higher monthly fixed payments and an additional quarterly payment made in 2019.

- Revenues from Investment of Capital Program Funds – substantially all of the investment income is generated from bond proceeds, such as funds held in anticipation of expenditure on project costs.

- In 2016, $45.3 million of revenues on deposit in the Debt Service Fund were replaced with proceeds of certain Transportation Revenue Bonds permitting such revenues to be used together with other available moneys to prepay outstanding 2 Broadway Certificates of Participation. As a result, 2016 Debt Service reported in the above table is lower by $45.3 million than it would have been if such transaction had not occurred.

Table 2b is the MTA Consolidated Statement of Operations by Category. It sets forth, by major category, for the five years ended December 31, 2019, all of the system operating revenues, expenses, adjustments, prior-year carryover and net cash balance. The information in **Table 2b** has been prepared by MTA management based on MTA financial plans. The amounts indicated in the "Actual" columns for 2015 to 2018 reflect actual information based on the historical audited financial statements of MTA and its subsidiaries, and amounts for 2019 are based on unaudited financial statements. The information in **Table 2b** may not be indicative of future results of operations and financial condition.

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Table 2b

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

Non-Reimbursable	Actual 2015	Actual 2016	Actual 2017	Actual 2018	Actual 2019
Operating Revenue					
Farebox Revenue	$5,961	$6,170	$6,172	$6,155	$6,351
Toll Revenue	1,809	1,912	1,912	1,976	2,071
Other Revenue	689	653	653	643	706
Capital and Other Reimbursements	0	0	0	0	0
Total Operating Revenue	**$8,459**	**$8,608**	**$8,737**	**$8,774**	**9,128**
Operating Expense					
Labor Expenses:					
Payroll	$4,696	$5,019	$5,021	$5,211	$5,312
Overtime	755	934	934	1,066	974
Health & Welfare	1,050	1,209	1,209	1,230	1,339
OPEB Current Payment	502	564	564	604	666
Pensions	1,249	1,345	1,345	1,336	1,493
Other-Fringe Benefits	861	794	792	881	848
Reimbursable Overhead	(380)	(492)	(492)	(528)	(470)
Subtotal Labor Expenses	**$8,732**	**$9,238**	**$9,373**	**$9,799**	**$10,162**
Non-Labor Expenses:					
Electric Power	$474	$430	$430	$482	$444
Fuel	162	150	150	185	174
Insurance	57	(3)	(3)	(29)	2
Claims	331	515	526	438	495
Paratransit Service Contracts	379	393	393	478	477
Maintenance and Other Operating Contracts	579	692	695	678	731
Professional Service Contracts	380	506	507	544	442
Materials & Supplies	543	588	588	637	647
Other Business Expenses	196	217	217	221	231
Subtotal Non-Labor Expenses	**$3,101**	**$3,168**	**$3,505**	**$3,611**	**$3,642**
Other Expense Adjustments:					
Other	$37	$49	$49	$129	149
General Reserve	0	0	0	0	0
Subtotal Other Expense Adjustments	**$37**	**$47**	**$49**	**$129**	**$149**
Total Operating Expense before Non-Cash Liability Adj.	**$11,871**	**$12,454**	**$12,927**	**$13,539**	**$13,953**
Depreciation	$2,443	$2,600	$2,608	$2,805	$2,869
OPEB Liability Adjustment	1,490	1,548	1,567		
GASB 75 OPEB Expense Adjustment				1,048	766
GASB 68 Pension Expense Adjustment	(410)	(234)	(168)	(373)	10
Environmental Remediation	21	13	13	106	42
Total Operating Expense after Non-Cash Liability Adj.	**$15,414**	**$16,252**	**$16,948**	**$17,124**	**$17,640**
Conversion to Cash Basis: Non-Cash Liability Adjs.	($3,543)	($3,927)	($4,021)	($3,585)	($3,687)
Debt Service (excludes Service Contract Bonds)	2,373	2,525	2,525	2,541	2,630
Total Operating Expense with Debt Service	**$14,244**	**$14,912**	**$15,452**	**$16,079**	**$16,583**
Dedicated Taxes and State/Local Subsidies	$6,595	$6,429	$6,416	$7,177	$7,283
Net Surplus/(Deficit) After Subsidies and Debt Service	**$810**	**$371**	**($300)**	**($128)**	**($172)**
Conversion to Cash Basis: GASB Account	0	0	0	0	0
Conversion to Cash Basis: All Other	(660)	129	174	379	281
CASH BALANCE BEFORE PRIOR-YEAR CARRYOVER	**$150**	**($232)**	**($126)**	**$251**	**$109**
ADJUSTMENTS	**0**	**0**	**0**	**0**	**0**
PRIOR-YEAR CARRYOVER	**330**	**480**	**248**	**121**	**372**
NET CASH BALANCE	**$480**	**$248**	**$121**	**$372**	**$481**

Table 3a sets forth the Summary of Final Estimate 2019 and Adopted Budget 2020 pledged revenues based on the MTA 2020 Adopted Budged and the February Financial Plan 2020-2023, adopted by the Board of MTA on February 26, 2020. **Table 3a** does not reflect the severe adverse impacts on estimates of 2020 pledged revenues from the COVID-19 pandemic. For a description of impacts of the COVID-19 pandemic upon MTA revenues, operations and timing of capital projects' implementation see "SOURCES OF PAYMENT – Factors Affecting Revenues – The COVID-19 Pandemic". The information set forth in **Table 3a** is comparable to that set forth, with respect to the years 2015-2019 in **Table 2a**.

Table 3a
Summary of Final Estimate 2019 and Adopted Budget 2020
(Calculated in Accordance with the Transportation Resolution)
($ in millions) (1)

	Final Estimate 2019	Adopted Budget 2020(7)
Revenues from Systems Operations:		
Fares from Transit System	$4,582	$4,697
Fares from Commuter System	1,530	1,557
Fares from MTA Bus	222	225
Other Income (2)	321	296
Subtotal – Operating Revenues	**$6,655**	**$6,776**
Non-Operating Revenues:		
Revenues from MTA Bridges and Tunnels Surplus	$783	$786
State and Local General Operating Subsidies	$376	$376
NYC Transportation Assistance Fund – General Transportation Account(3)	$0	$84
Special Tax-Supported Operating Subsidies		
DTF Excess (4)	256	245
MMTOA Receipts	1,824	2,144
Urban Tax	661	639
Excess Mortgage Recording Taxes	12	12
Aid Trust Account Receipts (5)	313	318
Payroll Mobility Tax Receipts (5)	1,801	1,876
Subtotal Special Tax-Supported Operating Subsidies	$4,866	$5,234
Station Maintenance and Service Reimbursements	$647	$585
City Subsidy for MTA Bus	$627	$569
Income from Investments	$2	$2
Subtotal – Non-Operating Revenues	**$7,300**	**$7,636**
Total Transportation Resolution Pledged Revenues	**$13,955**	**$14,412**
Budgeted Debt Service (6)	**$1,604**	**$1,696**
Debt Service Coverage from Pledged Revenues	**8.7x**	**8.5x**

(1) Totals may not add due to rounding.
(2) Other income for the Transit System includes advertising revenue, interest income on certain operating funds, station concessions, Transit Adjudication Bureau collections, rental income and miscellaneous. Other income for 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. Includes MTA Bus Other Income.
(3) 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 January 1, 2019, on for-hire vehicle trips entirely within the State that start or terminate in, or traverse, Manhattan below 96th Street. Revenues from this surcharge will be deposited into a new 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 a General Transportation account. See "PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS – SOURCES OF PAYMENT – Description of Pledged Revenues – Additional Taxes and Fees – *2018 Additional Revenues*". The zero amounts in 2019 reflect lower collection of For-Hire Vehicle fees, as collections were delayed following the filing of a lawsuit and a temporary restraining order, which was lifted at the end of January 2019. See the PART I of the **ADS**.
(4) Calculated by subtracting the debt service payments on Dedicated Tax Fund Bonds from the MTTF Receipts described in Part 3 of the **ADS** under the caption "DEDICATED TAX FUND BONDS."
(5) See "PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS – SOURCES OF PAYMENT – Description of Pledged Revenues – *Additional Taxes and Fees*" in the **ADS** for a description of such additional revenues and MTA's current expectations for application of such revenues in the future.
(6) Net of annual Build America Bond interest credit payments on previously issued bonds of approximately $54.2 million in 2019 and $53.7 million in 2020. Such payments do not constitute pledged revenues under the Transportation Resolution.
(7) See "PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS – SOURCES OF PAYMENT – Factors Affecting Revenues – *The COVID-19 Pandemic*" for a description of impacts of the COVID-19 pandemic upon MTA revenues, operations and timing of capital projects' implementation.

Table 3b sets forth, by major category, for the Final Estimate 2019 and Adopted Budget 2020, as adopted on February 26, 2020, all of the system operating revenues, expenses, adjustments, prior-year carryover and net cash balance as published in the February Financial Plan 2020-2023. **Table 3b** does not reflect the severe adverse impacts on estimates of 2020 pledged revenues from the COVID-19 pandemic. For a description of impacts of the COVID-19 pandemic upon MTA revenues, operations and timing of capital projects' implementation see "SOURCES OF PAYMENT – Factors Affecting Revenues – The COVID-19 Pandemic". The information contained in **Table 3b** is comparable to that set forth, with respect to the years 2015-2019, in **Table 2b**.

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

Non-Reimbursable	Final Estimate 2019	Adopted Budget 2020[1]
Operating Revenue		
Farebox Revenue	$6,346	$6,486
Toll Revenue	2,078	2,118
Other Revenue	700	692
Capital and Other Reimbursements	0	0
Total Operating Revenue	**$9,124**	**$9,296**
Operating Expense		
Labor Expenses:		
Payroll	$5,334	$5,486
Overtime	978	852
Health & Welfare	1,342	1,437
OPEB Current Payment	655	719
Pensions	1,495	1,469
Other-Fringe Benefits	898	941
Reimbursable Overhead	(490)	(432)
Subtotal Labor Expenses	**$10,211**	**$10,568**
Non-Labor Expenses:		
Electric Power	$452	$481
Fuel	176	172
Insurance	7	8
Claims	418	413
Paratransit Service Contracts	488	489
Maintenance and Other Operating Contracts	804	758
Professional Service Contracts	587	681
Materials & Supplies	627	686
Other Business Expenses	241	240
Subtotal Non-Labor Expenses	**$3,801**	**$3,927**
Other Expense Adjustments:		
Other	$158	$86
General Reserve	165	170
Subtotal Other Expense Adjustments	**$323**	**$256**
Total Operating Expense before Non-Cash Liability Adjustments	**$14,335**	**$14,654**
Depreciation	$2,777	$2,843
GASB 75 OPEB Expense Adjustment	1,457	1,628
GASB 68 Pension Expense Adjustment	(221)	(272)
Environmental Remediation	6	6
Total Operating Expense after Non-Cash Liability Adjustments	**$18,355**	**$18,859**
Conversion to Cash Basis: Non-Cash Liability Adjustments	($4,020)	($4,205)
Debt Service (excludes Service Contract Bonds)	2,664	2,833
Total Operating Expense with Debt Service	**$16,999**	**$17,487**
Dedicated Taxes and State/Local Subsidies	$7,272	$7,758
Net Surplus/(Deficit) After Subsidies and Debt Service	**($603)**	**($432)**
Conversion to Cash Basis: GASB Account	0	0
Conversion to Cash Basis: All Other	302	16
CASH BALANCE BEFORE PRIOR-YEAR CARRYOVER	**($249)**	**($416)**
ADJUSTMENTS	**11**	**364**
PRIOR-YEAR CARRYOVER	**372**	**134**
NET CASH BALANCE	**$134**	**$81**

[1] See "SOURCES OF PAYMENT – Factors Affecting Revenues – The COVID-19 Pandemic" for a description of impacts of the COVID-19 pandemic upon MTA revenues, operations and timing of capital projects' implementation.

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 pledged revenues described below.

Revenues from Systems Operations.

- ***Fares from the Transit and Commuter Systems.*** The previously approved transit and commuter fare increases were implemented on March 19, 2017. At its February 27, 2019 meeting, the MTA Board approved transit and commuter fare increases, that became effective on April 21, 2019.

  The base subway, local bus and paratransit fares remained unchanged at $2.75 per trip and the base express bus fare increased from $6.50 to $6.75 per trip. The Pay-Per-Ride MetroCard bonus was eliminated. Single ride subway and bus tickets remained unchanged at $3.00. MTA New York City Transit increased the cost of 30-day and calendar monthly unlimited ride MetroCards from $121 to $127, the cost of a 7-day unlimited ride MetroCard from $32 to $33, and the 7-day Express Bus Plus unlimited ride MetroCard from $59.50 to $62.

  At MTA Metro-North Railroad and MTA Long Island Rail Road, all weekly and monthly passes increased 3.85% or less, and monthly tickets no more than $15. 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 8.00%. Other ticket types such as intermediates, half fares and other discounted tickets had larger increases up to 10%, 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 from $4.25 to $4.50.

- ***Other Income.*** MTA receives revenues from concessions to vendors and from advertising and 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.

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, but not including moneys deposited in to the CBD Tolling Capital Lockbox Fund, as hereinafter described) to MTA, and a statutory formula determines how MTA allocates that money between the Transit and Commuter Systems.

At their February 27, 2019 meeting, the MTA Board approved toll increases that became effective on March 31, 2019, as follows:

- ***Cash/Tolls by Mail for Passenger Vehicles.*** Toll rates for fare media other than New York Customer Service Center (NYCSC) E-ZPass (which includes cash, Tolls by Mail and non-NYCSC E-ZPass) were increased by $1.00 at the Robert F. Kennedy, Bronx-Whitestone and Throgs Neck Bridges and Queens Midtown and Hugh L. Carey Tunnels (the major facilities) to $9.50, by $2.00 at the Verrazzano-Narrows Bridge (the VNB) (where tolls are collected in the westbound direction only) to $19.00, by $1.00 at the Henry Hudson Bridge to $7.00, and by $0.50 at the Marine Parkway-Gil Hodges and Cross Bay Veterans Memorial Bridges (the Rockaway Bridges) to $4.75. Commercial vehicle tolls also increased. Effective September 30, 2017, MTA Bridges and Tunnels completed full implementation of Cashless Tolling at all MTA Bridges and Tunnels Facilities.

- ***E-ZPass Tolls.*** E-ZPass tolls for passenger vehicles using tags issued by the NYCSC increased by $0.36 at major facilities, $0.72 at the VNB, $0.16 at the Henry Hudson Bridge and $0.13 at the Rockaway Bridges.

Revenues from State and Local Governmental Sources.

- ***General Operating Subsidies from the State and Local Governments.*** Under the State's Section 18-b program, MTA receives:
  - o subsidies for the Transit System from the State and matching subsidies from the City, and
  - o subsidies for the Commuter System from the State and matching subsidies from the City and the seven counties within the MCTD.
- ***Special Tax-Supported Operating Subsidies.*** MTA receives subsidies from a number of sources including:
  - o portions of the following dedicated taxes pledged but not ultimately needed to pay debt service on MTA's Dedicated Tax Fund senior and subordinated bonds:
    - ▪ a group of 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
  - o 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 bonds 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
  - o 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).

Additional Taxes and Fees.

2009 Additional Taxes and Fees. On May 7, 2009, legislation was enacted in the State (the May 2009 Legislation) providing additional sources of revenues, in the form of taxes, fees and surcharges, to address the financial needs of MTA. Certain provisions of the May 2009 Legislation, principally relating to the payroll mobility tax (PMT), have been substantially revised since originally enacted, including provisions exempting additional categories of taxpayers from payment of the PMT, increasing the level of payroll expense at which the PMT becomes applicable, and lowering the tax rate. The May 2009 Legislation, as amended to date, among other things, imposes:

- a PMT on payroll expenses and net earnings from self-employment within the MCTD, subject to certain limitations and exemptions;
- 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.

Additional amendments made in 2011 to the May 2009 Legislation further 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).

Revenue from the PMT is not subject to appropriation, but is payable directly to MTA. The PMT Revenue Offset, however, is subject to appropriation. Beginning in State Fiscal Year 2019-2020, revenues from other taxes and fees imposed by the May 2009 Legislation (the Aid Trust Account Monies) are no longer subject to appropriation, but will be paid on a quarterly basis to MTA.

2018 Additional Revenues. In April 2018, legislation was enacted in the State (the April 2018 Legislation) providing additional sources of revenues, in the form of surcharges and fines, to address the financial needs of MTA. Among other things, the April 2018 Legislation imposed, beginning January 1, 2019, the following:

- a surcharge of $2.75 on for-hire transportation trips (the For-Hire Transportation Surcharge) provided by motor vehicles carrying passengers for hire (or $2.50 in the case of taxicabs that are subject to the $0.50 tax on hailed trips that are part of the MTA Aid Trust Account Receipts), other than pool vehicles, ambulances and buses, on each trip that (1) originates and terminates south of and excluding 96th Street in the Borough of Manhattan (the Congestion Zone), (2) originates anywhere in the State and terminates within the Congestion Zone, (3) originates in the Congestion Zone and terminates anywhere in the State, or (4) originates anywhere in the State, enters into the Congestion Zone while in transit, and terminates anywhere in the State;
- a surcharge of $0.75 for each person (the Pool Vehicle Surcharge, which, together with the For-Hire Transportation Surcharge, is referred to herein collectively as the Congestion Zone Surcharges) who both enters and exits a pool vehicle (certain carpool arrangements set forth in the April 2018 Legislation) in the State and who is picked up in, dropped off in, or travels through the Congestion Zone; and
- certain fines relating to bus rapid transit lane restrictions (the Rapid Transit Lane Fines) captured by the use of stationary and mobile (on-bus) bus lane photo devices on up to ten bus rapid transit routes designated by the New York City Department of Transportation.

The Congestion Zone Surcharges do not apply to transportation services administered by or on behalf of MTA, including paratransit services.

The April 2018 Legislation also created the New York City Transportation Assistance Fund, held by MTA, and the following three accounts therein:

- Subway Action Plan Account,
- Outer Borough Transportation Account, and
- General Transportation Account.

Moneys in the Subway Action Plan Account may be used exclusively for funding the operating and capital costs of the Subway Action Plan (such plan developed by MTA New York City Transit and approved by the MTA Board). Moneys in the Outer Borough Transportation Account may be used exclusively for funding (1) the operating and capital costs of MTA facilities, equipment and services in the counties of Bronx, Kings, Queens and Richmond, and any projects improving transportation connections from such counties to Manhattan, or (2) a toll reduction program for any crossing under the jurisdiction of MTA or MTA Bridges and Tunnels. In connection with the enactment of the State budget for Fiscal Year 2019-2020, adopted on April 1, 2019 (the 2019-2020 State Enacted Budget), moneys from the Outer Borough Transportation Account were earmarked to establish two rebate programs relating to certain toll payers of specified MTA Bridges and Tunnels crossings. Moneys in the General Transportation Account may be used to fund the operating and capital costs of MTA. In each case, moneys may be used for PAYGO or for debt service and reserve requirements.

The Congestion Zone Surcharges, together with interest and penalties thereon, will be deposited daily with the State Comptroller in trust for MTA. The State Comptroller will retain such amount as is determined to be necessary for refunds and the State Commissioner of Taxation and Finance (the Commissioner) will deduct reasonable amounts for costs incurred to administer, collect and distribute such amounts. If sufficient amounts are collected and available, then in accordance with the April 2018 Legislation, on or before the 12th day of each month, after reserving amounts for refunds and reasonable costs, the Commissioner will certify to the State Comptroller the amounts collected in the prior month and the following amounts will be transferred to the following accounts by the 15th business day of each succeeding month (except for the Rapid Transit Lane Fines, which are payable quarterly):

- to the Subway Action Plan Account, without appropriation:
  - in calendar year 2020 – the first $301 million, and
  - in calendar year 2021 and thereafter – the first $300 million.
- to the Outer Borough Transportation Account, without appropriation, in each year the next $50 million; provided that any uncommitted balance at the end of each calendar year shall be transferred to the General Transportation Account (the use of any funds paid into the Outer Borough Transportation Account must be unanimously approved by the members of the MTA Capital Program Review Board appointed upon the recommendations of the Temporary President of the Senate and the Speaker of the Assembly and the member appointed by the Governor); and
- to the General Transportation Account, without appropriation, (1) all excess Congestion Zone Surcharges in each calendar year above the amounts required to be deposited to the Subway Action Plan Account and the Outer Borough Transportation Account, (2) the uncommitted balance at the end of each year in the Outer Borough Transportation Account, and (3) Rapid Transit Lane Fines, interest and penalties until expiration on September 20, 2020.

With reference to certain litigation relating to the Congestion Zone Surcharges, in a Decision and Judgment dated June 25, 2019, the court denied the challenge to the Congestion Zone Surcharges and dismissed the proceeding. No appeal was taken. See "FINANCIAL PLANS AND CAPITAL PROGRAMS – Additional Matters – *Legal Challenge to Certain 2018 Enacted Congestion Zone Surcharges*" in Part 2 of the **ADS**.

Application of 2009 Additional Taxes and Fees and 2018 Additional Revenues.

- *PMT*. The revenues from the PMT and the PMT Revenue Offset (the PMT Revenues) can be: (i) pledged by MTA to secure and be applied to the payment of bonds to be issued in the future to fund capital projects of MTA, its subsidiaries, and MTA New York City Transit and its subsidiary and (ii) used by MTA to pay capital costs, including debt service on Transportation Revenue Bonds, of MTA, its subsidiaries and MTA New York City Transit and its subsidiary. Subject to the provisions of any such pledge, or in the event there is no such pledge, the PMT Revenues can be used by MTA to pay for costs, including operating costs of MTA, its subsidiaries and MTA New York City Transit and its subsidiary. Under the Transportation Resolution, the PMT Revenues constitute "Operating Subsidies" that are pledged to the payment of principal of and interest on the Transportation Revenue Bonds to the extent not required to be applied to the payment of debt service on bonds issued to fund capital projects of MTA, its subsidiaries, and MTA New York City Transit and its subsidiary, or to fund operation costs, such as the deficit bonds, that may be issued in the future by MTA that are secured in whole or in part by the PMT Revenues.

- *Aid Trust Account Monies*. The revenues from other taxes and fees imposed by the May 2009 Legislation (the Aid Trust Account Monies) may be pledged by MTA or pledged to MTA Bridges and Tunnels to secure debt of MTA or MTA Bridges and Tunnels. Subject to the provisions of such pledge, or in the event there is no such pledge, such revenues can be used by MTA for the payment of operating and capital costs of MTA, its subsidiaries and MTA New York City Transit and its subsidiary as MTA shall determine. Under the Transportation Resolution, the Aid Trust Account Monies 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 or Operating and Maintenance Expenses. Although MTA has allocated such monies so as to constitute Pledged Revenues in prior years, no assurances can be given that MTA will allocate any of the Aid Trust Account Monies to the payment of debt service on the Transportation Revenue Bonds or Operating and Maintenance Expenses in the future.

- *Congestion Zone Surcharges and Rapid Transit Lane Fines.* The Congestion Zone Surcharges and the Rapid Transit Lane Fines may be pledged by MTA to secure and be applied to the payment of bonds to be issued in the future to fund capital projects for which moneys in the applicable Account of the New York City Transportation Assistance Fund may be used, as described above, including the payment of debt service of MTA. Subject to the provisions of any such pledge, or in the event there is no such pledge, the Congestion Zone Surcharges and the Rapid Transit Lane Fines may be used by MTA to pay costs, including operating costs of MTA, for which moneys in the applicable Account of the New York City Transportation Assistance Fund may be used.

  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 or to Operating and Maintenance Expenses. Under the Transportation Resolution, the Congestion Zone Surcharges deposited into the General Transportation Account and the Rapid Transit Lane Fines constitute "Operating Subsidies" that are pledged to the payment of principal of and interest on the Transportation Revenue Bonds.

2019 Additional Revenues for MTA Capital Program Costs. The 2019-2020 State Enacted Budget established three additional revenue sources for MTA: (1) the Central Business District Tolling Program, (2) a portion of the collections of new real estate transfer taxes to be imposed in the City, and (3) allocated portions of the State and City sales tax collections based upon projected increases due to legislative changes to collect City-based internet sales tax allocations (appropriations for the State portion of the sales tax collections were included in the 2020-2021 State Enacted Budget). Funds from such additional revenue sources are to deposited in a newly established CBD Tolling Capital Lockbox Fund held by MTA Bridges and Tunnels, to be used, subject to certain limitations, to fund operating, administration and other necessary expenses relating to the CBD Tolling Program, including costs incurred by MTA Bridges and Tunnels in administering the program and related costs incurred by the City Department of Transportation, and costs of MTA capital projects included in the 2020-2024 Capital Program or any successor capital program. Such funds in the CBD Tolling Capital Lockbox Fund may be:

(i) pledged by MTA Bridges and Tunnels to pay any bonds issued by MTA Bridges and Tunnels to finance (a) costs of the CBD Tolling Program, including the tolling infrastructure, CBD tolling collection system and CBD tolling customer service center and (b) the costs of any MTA capital projects in the 2020-2024 Capital Program or later capital program; or

(ii) used by MTA Bridges and Tunnels to pay capital costs of the CBD Tolling Program and the costs of any MTA capital projects in the 2020-2024 Capital Program or later capital program on a PAYGO basis; or

(iii) transferred to MTA and either (x) pledged by MTA to pay MTA bonds issued to pay costs of MTA capital projects in the 2020-2024 Capital Program or later capital program, or (y) used by MTA to pay costs of MTA capital projects in the 2020-2024 Capital Program or later capital program on a PAYGO basis.

Notwithstanding the foregoing, however, the State recently enacted legislation that allows MTA, subject to repayment as described therein, to use the moneys in the CBD Tolling Capital Lockbox Fund for 2020 and 2021 to offset decreases in revenue or increases in operating costs due in whole or in part to the State emergency disaster caused by the COVID-19 pandemic. For further information related to the impact of the COVID-19 pandemic on the revenues and operations of MTA and its Related Entities, see "SOURCES OF PAYMENT – Factors Affecting Revenue – *Government Assistance"* in **Part II.**

Expectations with Respect to Future Bonding. On January 13, 2020, MTA submitted to the Capital Program Review Board a proposed MTA Bridges and Tunnels Special Obligation Resolution Authorizing Sales Tax Revenue Obligations (Statewide and Citywide Sales Tax) (the MTA Bridges and Tunnels Sales Tax Bond Resolution) for review and approval. The MTA Bridges and Tunnels Sales Tax Bond Resolution was deemed approved upon completion of the statutory 15-day review period following such submission and subsequently approved by the MTA Bridges and Tunnels' Board. It is anticipated that MTA Bridges and Tunnels will begin issuing obligations under the MTA Bridges and Tunnels Sales Tax Bond Resolution for capital costs of the transit and commuter systems relating to projects in the 2020-2024 Capital Program in the first half of this year. In addition, MTA currently anticipates establishing a new credit, with bonds to be issued by MTA Bridges and Tunnels, secured in whole or in part by the PMT Revenues and the Aid Trust Account Monies. Such pledge would reduce the amounts of PMT Revenues and Aid Trust Account Monies available to constitute Operating Subsidies.

The 2020-2021 State Enacted Budget creates new authorization for MTA to issue a total of up to $10 billion of bonds during the three year period from 2020-2022, to offset decreases in revenue (i.e. lost taxes, fees, charges, fares and tolls) or increases in operating costs of the MTA and its Related Entities due in whole or in part to the State disaster emergency caused by the COVID-19 pandemic.

MTA currently expects that, unless and until amounts constituting the PMT Revenue Offset are pledged as part of the security for the new credit secured in whole or in part by PMT Revenues that can be used for capital or working capital or deficit bond purposes, such amounts would be treated as "Operating Subsidies" pledged to the payment of principal and interest on the Transportation Revenue Bonds.

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 other taxes and fees imposed by the May 2009 Legislation, as amended) 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 Agreement with 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

The COVID-19 Pandemic. The COVID-19 pandemic has, since its emergence in February and, particularly in March, 2020, had a substantially adverse impact on MTA revenues, operations and the timing of its capital projects' implementation. The estimated revenues, as reflected in **Table 3a** and **Table 3b** above, were based on the MTA 2020 Adopted Budget and the February Financial Plan 2020-2023, adopted by the Board of MTA on February 26, 2020. Such estimates were made before the impacts of the COVID-19 pandemic were assessed and are expected to be materially adjusted in the July Plan. The impacts of the COVID-19 pandemic on MTA's financial condition have been, and continue to be severe and may deteriorate further. For further information related to the impact of the COVID-19 pandemic on the revenues and operations of MTA and its Related Entities, see "BUSINESS – UPDATE REGARDING IMPACTS FROM THE CORONAVIRUS PANDEMIC AND CERTAIN MTA, FEDERAL AND STATE RESPONSES" in Part I 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 legally 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 adopted budget for 2019 and the forecasts prepared in connection with 2021, 2022 and 2023) of collection of dedicated taxes, operating subsidies, and expense reimbursements were to be discontinued or substantially reduced.

Operating Results and Projections. Based upon the February Financial Plan 2020-2023, the budgets of the Related Entities are expected to be in balance in 2019 through 2022, but there is a projected deficit in 2023. 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 projected budget gaps, which could include additional fare increases.

MTA Liquidity Resources. As of April 28, 2020, MTA had liquidity resources in the approximate amount of $3.158 billion, consisting of a current running cash balance of $479 million, internal available flexible funds totaling $1.157 billion, OPEB resources of $318 million and commercial bank lines of credit totaling $1.204 billion ($1.003 billion of which has been drawn). *These funds provide a temporary funding "bridge" to a permanent solution to lost revenues and higher expenses. They must be repaid or replaced. Use of these monies will leave MTA with a significant gap in funding for both the operating budget and capital plan over the longer term and will likely result in additional debt issuance and unfunded operating needs.*

Financial Plans. The February Financial Plan 2020-2023, the 2010-2014 Capital Program, the 2015-2019 Capital Program, the 2020-2024 Capital Program (which was deemed approved by the Capital Program Review Board on January 1, 2020) 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 February Financial Plan 2020-2023, the 2010-2014 Capital Program, the 2015-2019 Capital Program, the 2020-2024 Capital Program and prior and future Capital Programs, as well as on pledged revenues.

MTA Transformation Plan. The 2019-2020 State Enacted Budget required a series of MTA reforms, including the mandate to develop an organizational restructuring plan with the goal of streamlining the organization and providing safe and reliable service. MTA remains committed to meeting the needs of its customers in a more cost efficient and trustworthy manner. To that end, MTA procured the services of a management consulting firm to aid in this transformation. That firm presented its report to MTA (the MTA Transformation Plan) and initial anticipated fiscal impacts of the report's recommendations are included in the February Financial Plan 2020-2023. The MTA Transformation Plan was approved as a blueprint plan by the MTA Board at its July 24, 2019 meeting.

In light of the COVID-19 pandemic, Transformation Plan efforts will proceed, but on a different timeline that (i) focuses on employee and customer health and safety, (ii) prioritizes ensuring continued operation of MTA through the pandemic, and (iii) addresses immediate financial challenges. Layoffs related to Transformation Plan are not contemplated in 2020. During the pandemic, the Transformation Plan's leadership team has shifted its focus to providing support to ensure that back-office and administrative processes are operationally efficient, effective and resilient. In addition, there will be a renewed focus on implementing continuous improvement opportunities that do not impact resource levels and do not require any cash or capital outlays at this time.

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:

- Subsidy payments by the State 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 pledged revenues generated by such State taxes.
- The State released its Fiscal Year 2021 Enacted Budget Financial Plan (the "State Fiscal Year 2021 Financial Plan") on April 25, 2020 in connection with the State Fiscal Year 2020-2021 Enacted Budget. The State Fiscal Year 2021 Financial Plan cautioned that the wide-ranging economic, health, and social disruptions caused by the COVID-19 pandemic are having an adverse impact not only on the State's finances but also on aid directed to State authorities and localities, including MTA and the City. The State's aid-to-localities ("ATL") disbursements reductions that will need to be taken in the State Fiscal Year 2021 Financial Plan may materially and adversely affect the financial position of MTA, the City, and other localities. The State Fiscal Year 2021 Financial Plan included $8.2 billion in recurring reductions in ATL disbursements, resulting in total ATL disbursements of $61.7 billion in fiscal year 2021, as part of a plan to address the financial impacts of the COVID-19 pandemic. The State's Division of the Budget expects to submit a detailed plan itemizing the appropriations and disbursements that will be reduced or withheld in May, 2020. Depending on the programs included in the reduction, the level of targeted reductions achievable, and the availability of unrestricted federal aid received by the State, average programmatic reductions could range from 20 to 50 percent. Prior to this exercise, MTA expected to receive approximately $3.2 billion in ATL disbursements during the State's 2021 fiscal year which ends on March 31, 2021.

For further information related to the impact of the COVID-19 pandemic on government assistance and relating to the operations of MTA and its Related Entities, see "BUSINESS – UPDATE REGARDING IMPACTS FROM THE CORONAVIRUS PANDEMIC AND CERTAIN MTA, FEDERAL AND STATE RESPONSES" in PART 1 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 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, including the Subseries 2015A-2 Bonds. MTA makes no representations about State information or its continued availability.

SECURITY

General

The Transportation Revenue Bonds, including the Subseries 2015A-2 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 transportation revenues discussed in the preceding section "SOURCES OF PAYMENT," which are, together with certain other revenues, referred to as "pledged revenues."
- Holders of Transportation Revenue Bonds are to be paid after the payment of debt service on revenue anticipation notes and prior to the payment, from 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 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 revenue anticipation notes (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. RANs issued under the Transportation Resolution are secured by a lien on Operating Subsidies (as defined in the Transportation Resolution) 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 Pledged Revenues, including 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.

Operating Subsidies include general operating subsidies from the State and local governments under the State's Section 18-b program; special tax-supported operating subsidies (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; PMT Revenues after the payment of debt service and certain other obligations relating to senior and subordinated bonds issued under a PMT Resolution that may be adopted by MTA; MTA Bridges and Tunnels operating surplus; Commuter System station maintenance payments; certain mortgage recording 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.

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 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 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 (held by the Trustee),
- Debt Service Fund (held by the Trustee), and
- Proceeds Fund (held by MTA).

Subject to the payment from the operating subsidies of debt service on RANs, the Transportation Resolution requires the Trustee, promptly upon receipt of the 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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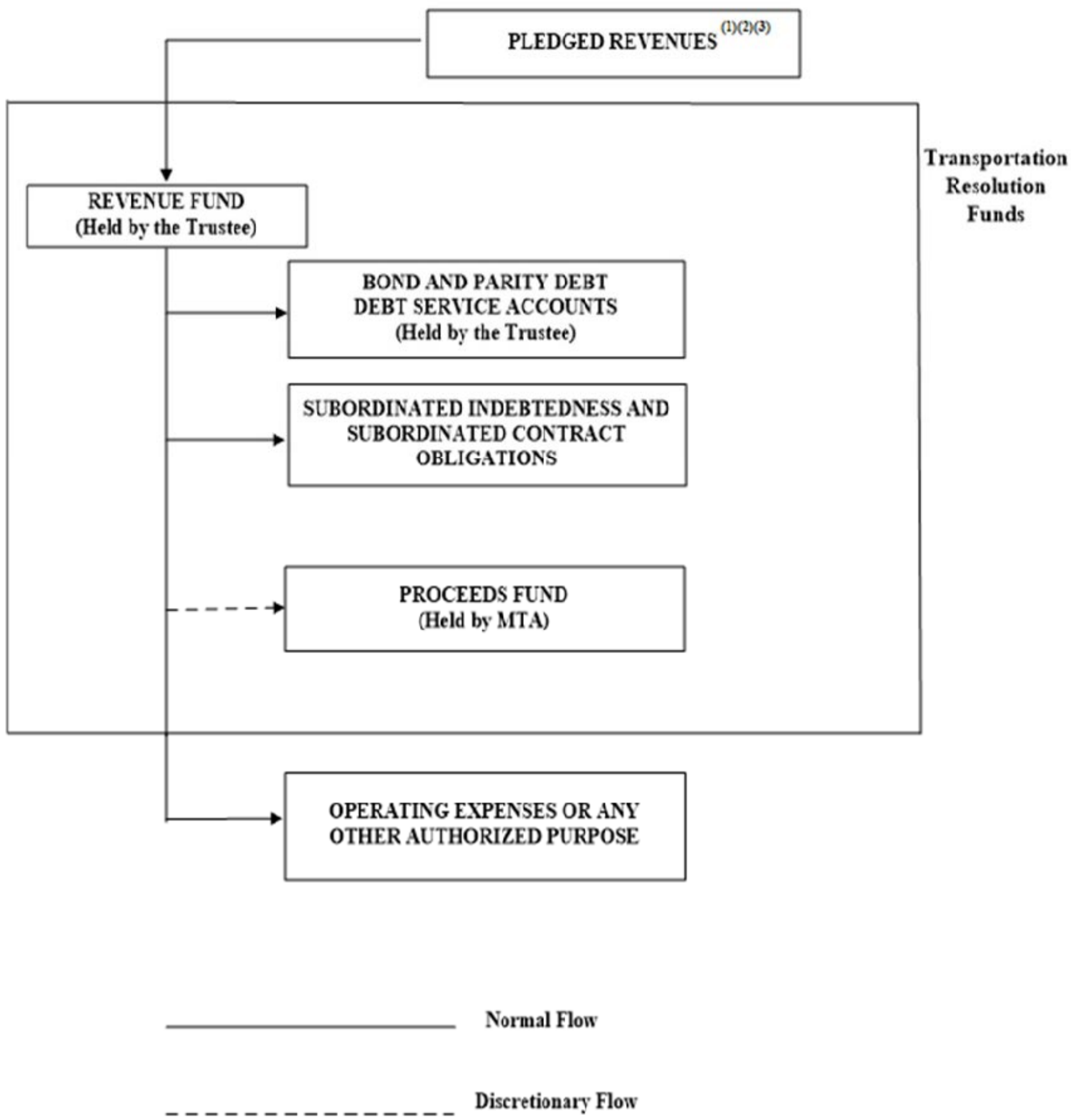
The following chart illustrates the basic elements of the flow of revenues described above:

TRANSPORTATION REVENUE OBLIGATIONS – FLOW OF PLEDGED REVENUES



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

(2) MTA currently anticipates establishing a new credit, with bonds to be secured in whole or in part by the PMT Revenues and the Aid Trust Account Monies.

(3) MTA is authorized to issue deficit bonds payable from numerous sources, including PMT Revenues.

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 SUBSERIES 2015A-2 BONDS

Part III of this remarketing circular provides miscellaneous additional information relating to the Subseries 2015A-2 Bonds.

TAX MATTERS

General

On January 22, 2015, Hawkins Delafield & Wood LLP, as bond counsel to MTA, delivered the opinion set forth as **Attachment 3-1** (the Approving Opinion) in connection with the original issuance of the Subseries 2015A-2 Bonds. In connection with the remarketing of the Subseries 2015A-2 Bonds, Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., as Co-Bond Counsel to MTA, will each deliver an opinion on the delivery date substantially in the form of **Attachment 3-2** (the Remarketing Opinion) to the effect, in part, that the mandatory tender and remarketing of the Subseries 2015A-2 Bonds, and the amendment of the terms and provisions of the Subseries 2015A-2 Bonds to reflect the terms and provisions described herein, have been determined to result in a reissuance of the Subseries 2015A-2 Bonds for federal income tax purposes, and that interest on the Subseries 2015A-2 Bonds as remarketed is excluded from gross income as further described below. Each opinion speaks only as of its respective date and only as to the matters expressly stated.

As provided in the Remarketing Opinion, each Co-Bond Counsel is of the opinion that, under existing law, relying on certain statements by MTA and assuming compliance by MTA with certain covenants, interest on the Subseries 2015A-2 Bonds as remarketed is:

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

Each Co-Bond Counsel is also of the opinion that under existing law, interest on the Subseries 2015A-2 Bonds is exempt from personal income taxes of the State and any political subdivisions of the State, including the City.

The Subseries 2015A-2 Bonds

The Internal Revenue Code of 1986 imposes requirements on the Subseries 2015A-2 Bonds that MTA must continue to meet after the Subseries 2015A-2 Bonds are reissued. These requirements generally involve the way that Subseries 2015A-2 Bond proceeds must be invested and ultimately used and the way that assets financed and refinanced with proceeds of the Subseries 2015A-2 Bonds must be used. If MTA does not meet these requirements, it is possible that an Owner may have to include interest on the Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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 date of delivery of such opinions, it is possible that future events could change the tax treatment of the interest on the Subseries 2015A-2 Bonds or affect the market price of the Subseries 2015A-2 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 Subseries 2015A-2 Bonds or under State, local or foreign tax law.

Bond Premium

If an Owner purchases a Subseries 2015A-2 Bond for a price that is more than the principal amount, generally the excess is “bond premium” on that Subseries 2015A-2 Bond. The tax accounting treatment of bond premium is complex. It is amortized over time and as it is amortized an Owner’s tax basis in that Subseries 2015A-2 Bond will be reduced. The Owner of a Subseries 2015A-2 Bond that is callable before its stated maturity date may be required to amortize the premium over a shorter period, resulting in a lower yield on such Subseries 2015A-2 Bond. An Owner in certain circumstances may realize a taxable gain upon the sale of a Subseries 2015A-2 Bond with bond premium, even though the Subseries 2015A-2 Bond is sold for an amount less than or equal to the Owner’s original cost. If an Owner owns any Subseries 2015A-2 Bonds with bond premium, it should consult its tax advisor regarding the tax accounting treatment of bond premium.

Information Reporting and Backup Withholding

Information reporting requirements apply to interest paid on tax-exempt obligations, such as the Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 Bonds may occur. Prospective purchasers of the Subseries 2015A-2 Bonds should consult their own tax advisors regarding the impact of any change in law or proposed change in law on the Subseries 2015A-2 Bonds. Co-Bond Counsel have not undertaken to advise in the future whether any events after the date of the remarketing of the Subseries 2015A-2 Bonds may affect the tax status of interest on the Subseries 2015A-2 Bonds.

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

LEGALITY FOR INVESTMENT

The MTA Act provides that the Subseries 2015A-2 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 Subseries 2015A-2 Bonds.

LITIGATION

There is no pending litigation concerning the Subseries 2015A-2 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 Subseries 2015A-2 Bonds. A summary of certain of these potentially material claims and actions is set forth in Part 6 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 Rockfleet Financial Services, Inc. are MTA's Co-Financial Advisors for the Subseries 2015A-2 Bonds. The Co-Financial Advisors have provided MTA advice on the remarketing plan and reviewed the pricing of the Subseries 2015A-2 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 Remarketing Agents for the Subseries 2015A-2 Bonds, acting through Jefferies LLC, as representative, have agreed, subject to certain conditions, to purchase from MTA and remarket the Subseries 2015A-2 Bonds described on the cover page of this remarketing circular at an aggregate purchase price of $250,166,134.99, reflecting an original issue premium of $3,311,400.75 and the Remarketing Agents' compensation of $1,190,265.76, and to reoffer such Subseries 2015A-2 Bonds at the public offering prices or yields set forth on the cover page.

The Remarketing Agents and their 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. Certain of the Remarketing Agents and their 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 Agents and their 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 Agents and their 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 Subseries 2015A-2 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 Hearst Tower 300 W. 57th Street New York, New York 10019 (212) 908-0500	Kroll Bond Ratings Agency, Inc. 805 Third Avenue, 29th Floor New York, New York 10022 (212) 702-0707
Moody’s Investors Service, Inc. 7 World Trade Center New York, New York 10007 (212) 553-0300	S&P Global Ratings 55 Water Street New York, New York 10041 (212) 438-2000

MTA has furnished information to each rating agency rating the Subseries 2015A-2 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 Subseries 2015A-2 Bonds. Any downward revision or withdrawal of a rating may have an adverse effect on the market price of the Subseries 2015A-2 Bonds.

LEGAL MATTERS

Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C. are Co-Bond Counsel to MTA for the remarketing of the Subseries 2015A-2 Bonds. On January 22, 2015, Hawkins Delafield & Wood LLP, as bond counsel to MTA, delivered the opinion set forth as **Attachment 3-1** in connection with the original issuance of the Subseries 2015A-2 Bonds. The foregoing opinion speaks only as of its date, only as to the matters expressly stated and is not being re-delivered.

On the date of delivery, Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., as Co-Bond Counsel to MTA, will each deliver an opinion substantially in the form set forth as **Attachment 3-2**.

The Remarketing Agents have appointed Katten Muchin Rosenman LLP and The Law Offices of Joseph C. Reid, P.A. as co-counsel to the Remarketing Agents in connection with the remarketing of the Subseries 2015A-2 Bonds, which firms 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 regarding MTA will be passed upon by its General Counsel.

CONTINUING DISCLOSURE

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, information concerning 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, in a timely manner not in excess of ten business days after the occurrence of each event, notices of the following events to EMMA:

- principal and interest payment delinquencies;
- non-payment related defaults, if material;
- unscheduled draws on debt service reserves reflecting financial difficulties;
- unscheduled draws on credit enhancements reflecting financial difficulties;
- substitution of credit or liquidity providers, or their failure to perform;
- 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;
- modifications to the rights of security holders, if material;
- bond calls, if material, and tender offers;
- defeasances;
- release, substitution, or sale of property securing repayment of the securities, if material;
- rating changes;
- bankruptcy, insolvency, receivership of MTA or similar event;
- consummation of a merger, consolidation, or acquisition involving an obligated person or 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;
- appointment of a successor or additional trustee or the change in name of a trustee, if material;
- incurrence of a financial obligation, as defined in Rule 15c2-12, of MTA, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of MTA, any of which affect security holders, if material; and
- default, event of acceleration, termination event, modification of terms or other similar events under the terms of a financial obligation of MTA, any of which reflect financial difficulties.

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.

FURTHER INFORMATION

MTA may place a copy of this remarketing circular on MTA's website at http://web.mta.info/mta/investor/. 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/ Patrick J. McCoy
Patrick J. McCoy
Director, Finance

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ATTACHMENT 1

BOOK-ENTRY-ONLY SYSTEM

1. The Depository Trust Company (DTC), New York, NY, will act as securities depository for the Subseries 2015A-2 Bonds. The Subseries 2015A-2 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 Subseries 2015A-2 Bond will be issued for each maturity of the Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Subseries 2015A-2 Bonds on DTC's records. The ownership interest of each actual purchaser of each Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 Bonds, except in the event that use of the book-entry-only system for the Subseries 2015A-2 Bonds is discontinued.

4. To facilitate subsequent transfers, all Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Subseries 2015A-2 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 Subseries 2015A-2 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Subseries 2015A-2 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Subseries 2015A-2 Bond documents. For example, Beneficial Owners of the Subseries 2015A-2 Bonds may wish to ascertain that the nominee holding the Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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 Subseries 2015A-2 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

CONTINUING DISCLOSURE UNDER SEC RULE 15c2-12

In order to assist the Remarketing Agent in complying with the provisions of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (Rule 15c2-12), MTA and the Trustee will enter into a written agreement (the Disclosure Agreement) for the benefit of holders of the Subseries 2015A-2 Bonds to provide continuing disclosure. MTA will undertake to provide certain financial information and operating data relating to the Related Transportation Entities (currently, MTA and its subsidiaries MTA Long Island Rail Road, MTA Metro-North Railroad and MTA Bus, and MTA New York City Transit and its subsidiary MaBSTOA) by no later than 120 days after the end of each MTA fiscal year, commencing with the fiscal year ending December 31, 2020 (the Annual Information), and to provide notices of the occurrence of certain enumerated events. The Annual Information will be filed by or on behalf of MTA with the Electronic Municipal Market Access system (EMMA) of the Municipal Securities Rulemaking Board (the MSRB). Notices of enumerated events will be filed by or on behalf of MTA with EMMA. The nature of the information to be provided in the Annual Information and the notices of material events is set forth below.

Pursuant to Rule 15c2-12, MTA will undertake for the benefit of holders of Subseries 2015A-2 Bonds to provide or cause to be provided, either directly or through the Trustee, audited consolidated financial statements of MTA New York City Transit and the audited consolidated financial statements of MTA by no later than 120 days after the end of each fiscal year commencing with the fiscal year ending December 31, 2020, when and if such audited financial statements become available and, if such audited financial statements of either MTA New York City Transit or MTA are not available on the date which is 120 days after the end of a fiscal year, the unaudited financial statements of MTA New York City Transit or MTA for such fiscal year. MTA New York City Transit's and MTA's annual financial statements will be filed by or on behalf of such parties by MTA with EMMA. In the event that such audited financial statements of MTA New York City Transit cease to be separately published, the obligation of MTA hereunder to provide such financial statements shall cease.

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 the MTA Annual Disclosure Statement (the **ADS**) under the following captions:
    a. "TRANSIT SYSTEM,"
    b. "RIDERSHIP AND FACILITIES USE – 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. "RIDERSHIP AND FACILITIES USE – Commuter System Ridership,"
    f. "EMPLOYEES, LABOR RELATIONS AND PENSION AND OTHER POST-EMPLOYMENT OBLIGATIONS – Commuter System,"
    g. "MTA BUS COMPANY,"
    h. "RIDERSHIP AND FACILITIES USE – 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, MTA New York City Transit prepares consolidated financial statements and MTA prepares consolidated financial statements),

6. a presentation of changes to indebtedness issued by MTA under the Transportation 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 Transportation Resolution,

8. financial information of the type included in this remarketing circular in **Table 2a** and **Table 2b** under the caption “SOURCES OF PAYMENT—Pledged Transportation 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.

All or any portion of the Annual Information as well as required audited financial statements may be incorporated therein by specific cross-reference to any other documents which have been filed with (a) EMMA or (b) the Securities and Exchange Commission (the SEC). 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 the Annual Information being provided for such fiscal year. If a change in accounting principles is included in any such amendment, such 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 feasible, such comparison shall also be quantitative. A notice of any such change in accounting principles shall be sent to EMMA.

MTA will undertake, for the benefit of holders of the Subseries 2015A-2 Bonds, to provide or cause to be provided:

1. to EMMA, in a timely manner not in excess of 10 business days after the occurrence of the event, notice of any of the events listed under the caption “CONTINUING DISCLOSURE” in this remarketing circular with respect to the Subseries 2015A-2 Bonds, and

2. to EMMA, in a timely manner, notice of a failure to provide any Annual Information required by such undertaking or any required audited financial statements of any of the Related Transportation Entities.

The Disclosure Agreement provides that if any party to the Disclosure Agreement fails to comply with any provisions of its undertaking described herein, then any holder of the Subseries 2015A-2 Bonds (which will include beneficial owners during any period that DTC acts as securities depository for, and DTC or its nominee is the registered owner of, the Subseries 2015A-2 Bonds) 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, the undertaking 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 thereunder; provided that the sole and exclusive remedy for breach under the undertaking is an action to compel specific performance, and no person or entity, including any holder of Subseries 2015A-2 Bonds, may recover monetary damages thereunder under any circumstances, and provided further that any challenge to the adequacy of any information under the undertaking may be brought only by the Trustee or the holders of 25 percent in aggregate principal amount of the Subseries 2015A-2 Bonds at the time Outstanding which are affected thereby. Each of MTA and the Trustee reserves the right, but shall not be obligated, to enforce the obligations of the others. Failure to comply with any provisions of the undertaking shall not constitute a default under the Transportation Resolution nor give right to the Trustee or any Owner to exercise any remedies under the Transportation Resolution. In addition, if all or any part of Rule 15c2-12 ceases to be in effect for any reason, then the information required to be provided under the undertaking insofar as the provision of Rule 15c2-12 no longer in effect required the provision of such information shall no longer be required to be provided.

The foregoing is intended to set forth 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 where MTA's undertaking calls 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 will be provided. MTA does not anticipate that it often will be necessary to amend the undertaking. The undertaking, however, may be amended or modified under certain circumstances set forth therein and the undertaking will continue until the earlier of the date the Subseries 2015A-2 Bonds have been paid in full or legally defeased pursuant to the Transportation Resolution or the date the undertaking is no longer required by law. Copies of the undertaking when executed by the parties will be on file at the office of MTA.

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ATTACHMENT 3-1

FORM OF OPINION OF HAWKINS DELAFIELD & WOOD LLP DELIVERED ON JANUARY 22, 2015, IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2015A BONDS.

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

January 22, 2015

Metropolitan Transportation Authority
2 Broadway
New York, New York 10004

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 $850,000,000 aggregate principal amount of Metropolitan Transportation Authority Transportation Revenue Bonds, Series 2015A (the "Series 2015A 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 2015A 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 December 17, 2014 (collectively, 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 2015A Bonds in order that interest on the Series 2015A 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 2015A Bonds, including, but not limited to, certain representations with respect to the use of the proceeds of the Series 2015A 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 2015A 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 2015A 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 2015A 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 2015A 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 2015A Bonds as executed and, in our opinion, the form of said Series 2015A 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 2015A 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 2015A 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 2015A Bonds.

4. The MTA, the holders of the Series 2015A 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 2015A 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 2015A Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, and (ii) interest on the Series 2015A 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.

7. Under existing statutes, interest on the Series 2015A Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof, including The City of New York.

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 2015A 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 2015A 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 2015A 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,

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ATTACHMENT 3-2

FORM OF OPINIONS OF NIXON PEABODY LLP AND D. SEATON AND ASSOCIATES, P.A., P.C., EXPECTED TO BE DELIVERED ON THE DATE THE SUBSERIES 2015A-2 BONDS ARE REMARKETED

[Date of Delivery]

Metropolitan Transportation Authority
2 Broadway
New York, New York 10004

Ladies and Gentlemen:

On January 22, 2015, in connection with the issuance by Metropolitan Transportation Authority ("MTA") of its $850,000,000 aggregate principal amount of Metropolitan Transportation Authority Transportation Revenue Bonds, Series 2015A, including $250,000,000 aggregate principal amount of its Metropolitan Transportation Authority Transportation Revenue Bonds, Subseries 2015A-2 (SIFMA Floating Rate Tender Notes) (the "Subseries 2015A-2 Bonds"), Hawkins, Delafield & Wood LLP delivered its opinion as bond counsel for MTA in connection with the issuance of the Subseries 2015A-2 Bonds.

The Subseries 2015A-2 Bonds were issued pursuant to the 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, including by a resolution adopted on December 17, 2014 (collectively with the General Resolution, the "TRB Resolution"), along with a Certificate of Determination relating to the Subseries 2015A-2 Bonds, dated January 22, 2015 and subsequently amended and restated as of May 14, 2020 (the "Certificate of Determination" and, collectively with the TRB Resolution, the "Resolution").

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

On the date the Subseries 2015A-2 Bonds are executed and delivered upon their remarketing, the Certificate of Determination will be amended to provide for, among other things, the redesignation of the Subseries 2015A-2 Bonds as Transportation Revenue Bonds, Subseries 2015A-2 (Mandatory Tender Bonds) and the modification of certain terms of the Subseries 2015A-2 Bonds relating to the remarketing. The currently outstanding Subseries 2015A-2 Bonds being remarketed are subject to mandatory tender on June 1, 2020.

Based on the foregoing, we are further of the opinion that (i) the mandatory tender and remarketing of the Subseries 2015A-2 Bonds, (ii) the amendment of the Certificate of Determination and (iii) the conversion of the Subseries 2015A-2 Bonds to a Term Rate Mode are permitted under the Issuer Act and the Resolution and, furthermore, we have determined that the remarketing of the Subseries 2015A-2 Bonds will result in a reissuance for federal income tax purposes.

The Internal Revenue Code of 1986, as amended (the "Code"), sets forth certain requirements that must be met subsequent to the issuance and delivery of the Subseries 2015A-2 Bonds in order that interest on the Subseries 2015A-2 Bonds be and remain excluded from gross income for federal income tax purposes under Section 103 of the Code. Noncompliance with the requirements of the Code could cause interest on the Subseries 2015A-2 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. 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 Subseries 2015A-2 Bonds, including, but not limited to, certain representations with respect to the use of the proceeds of the Subseries 2015A-2 Bonds and the investment of certain funds, and the way that assets financed and refinanced with proceeds of the Subseries 2015A-2 Bonds must be used. The Arbitrage and Use of Proceeds Certificate obligates MTA to take certain actions necessary to cause interest on the Subseries 2015A-2 Bonds to be excluded from gross income pursuant to Section 103 of the Code. In addition, MTA has covenanted in the Resolution to maintain the exclusion of the interest on the Subseries 2015A-2 Bonds from gross income for federal income tax purposes pursuant to Section 103 of the Code.

A portion of the proceeds of the Subseries 2015A-2 Bonds, together with any other amounts made available by MTA (the "Defeasance Deposit"), has been used to purchase direct obligations of the United States of America in an aggregate amount sufficient, together with any amounts held uninvested, to pay the Purchase Price of and interest due on the tendered Subseries 2015A-2 Bonds on June 1, 2020 (the "Defeasance Requirement"). Such Defeasance Deposit is being held in trust under the escrow agreement, dated the date of closing (the "Escrow Agreement"), by and between MTA and The Bank of New York Mellon, as escrow agent thereunder and as Trustee under the Resolution. MTA has given the Trustee, in form satisfactory to it, irrevocable instructions to give notice in accordance with the Resolution of the deposit of the Defeasance Deposit. Samuel Klein & Company has prepared a report stating that it has reviewed the accuracy of the mathematical computations of the adequacy of the Defeasance Deposit, as invested, to pay in full the Defeasance Requirement when due. We have undertaken no independent verification of the adequacy of the Defeasance Deposit.

In rendering the opinions provided below, 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 Subseries 2015A-2 Bonds from gross income for federal income tax purposes under Section 103 of the Code, and compliance by MTA with procedures and covenants set forth in the Arbitrage and Use of Proceeds Certificate as to such tax matters. We have not independently verified the accuracy of those certifications and representations.

We are of the opinion that under existing statutes and court decisions (i) interest on the Subseries 2015A-2 Bonds, as reissued, is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, and (ii) interest on the Subseries 2015A-2 Bonds, as reissued, is not treated as a specific preference item in calculating the federal alternative minimum tax imposed under the Code.

We are further of the opinion that under the Issuer Act, interest on the Subseries 2015A-2 Bonds, as reissued, is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof, including The City of New York.

Except as stated in the two preceding paragraphs, we express no opinion regarding any other federal, state, local or foreign tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the Subseries 2015A-2 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 Subseries 2015A-2 Bonds.

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 2015A-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,

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