

October 30, 2019

**Supplement to Remarketing Circular Dated October 25, 2019**  
**Relating to**  
**\$84,450,000**  
**METROPOLITAN TRANSPORTATION AUTHORITY**  
**Transportation Revenue Variable Rate Refunding Bonds,**  
**Subseries 2012G-1**

The Remarketing Circular dated October 25, 2019 (the Remarketing Circular) for the above-referenced Bonds is hereby supplemented to update the "SUMMARY OF TERMS" to insert the Long-Term Ratings/Short-Term Ratings as follows:

Ratings.....	Moody's (Long-Term/Short-Term)	S&P (Long-Term/Short-Term)	Fitch (Long-Term/Short-Term)
	Aa2/VMIG 1	AA/A-1	AA+/F1

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

The foregoing ratings will be effective upon the delivery of the Credit Facility on October 31, 2019.

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**Please affix this Supplement to the Remarketing Circular that you have in your possession and forward this Supplement to any party to whom you delivered a copy of the Remarketing Circular.**

*On October 31, 2019 (the Mandatory Tender Date), Metropolitan Transportation Authority (MTA) is effectuating a mandatory tender for the purchase and remarketing of the currently outstanding Transportation Revenue Variable Rate Refunding Bonds, Subseries 2012G-1 (the Subseries 2012G-1 Bonds). On the Mandatory Tender Date (i) the Subseries 2012G-1 Bonds will be subject to mandatory tender at a purchase price equal to the principal amount thereof; (ii) MTA will convert the Subseries 2012G-1 Bonds from a Term Rate Mode to a Daily Mode; (iii) MTA will obtain an irrevocable direct-pay letter of credit issued by Barclays Bank PLC to support the payment of principal and interest on the Subseries 2012G-1 Bonds; (iv) the terms and provisions of the Subseries 2012G-1 Bonds will be amended and restated to reflect the terms and provisions described herein; and (v) the Subseries 2012G-1 Bonds will be remarketed at a price equal to the principal amount thereof. The Mandatory Tender Date is also an Interest Payment Date (as defined herein) for the Subseries 2012G-1 Bonds, and accrued interest to, but not including, the Mandatory Tender Date will be paid in accordance with customary procedures. See “REMARKETING PLAN” herein. For a discussion of certain federal and State income tax matters with respect to the Subseries 2012G-1 Bonds, see “TAX MATTERS” herein.*



**\$84,450,000**

**METROPOLITAN TRANSPORTATION AUTHORITY**  
**Transportation Revenue Variable Rate Refunding Bonds, Subseries 2012G-1**

**Dated and accruing interest from: October 31, 2019**

**Due: November 1, 2032**

The Subseries 2012G-1 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 or The City of New York or any other local government unit.

MTA has no taxing power.

The Subseries 2012G-1 Bonds constitute Variable Interest Rate Obligations and will bear interest from and including October 31, 2019, in the Daily Mode, as described herein. MTA reserves the right at any time to convert the interest rate of any of the Subseries 2012G-1 Bonds to a Commercial Paper Mode, Weekly Mode, Fixed Rate Mode or Term Rate Mode. See “DESCRIPTION OF THE SUBSERIES 2012G-1 BONDS” herein. **This remarketing circular (i) is intended to provide disclosure only to the extent the Subseries 2012G-1 Bonds remain in the Daily Mode, and (ii) speaks only as of the date of this document or as of certain earlier dates specified herein.**

The payment of principal of and interest on the Subseries 2012G-1 Bonds (with interest being calculated based upon 53 days of interest at a rate not to exceed 9% per annum based on a year of 365 days), and the payment of the Purchase Price (as defined herein) of the Subseries 2012G-1 Bonds, on any Purchase Date or Mandatory Purchase Date (each as defined herein) is supported by an irrevocable direct-pay letter of credit (the Credit Facility), issued by Barclays Bank PLC (the Credit Facility Issuer), pursuant to a Letter of Credit and Reimbursement Agreement, dated as of October 1, 2019 (the Reimbursement Agreement), between MTA and the Credit Facility Issuer. The Credit Facility is scheduled to expire on October 31, 2023, unless extended or earlier terminated pursuant to its terms or the terms of the Reimbursement Agreement. See “DESCRIPTION OF THE SUBSERIES 2012G-1 BONDS — Credit and Liquidity Facility” herein.

The Subseries 2012G-1 Bonds are subject to redemption prior to maturity and mandatory and optional tender, including mandatory tender for purchase, prior to the expiration, termination or substitution of the Credit Facility, as described herein. Payment of the Purchase Price is not an obligation of MTA. See “DESCRIPTION OF THE SUBSERIES 2012G-1 BONDS — Credit and Liquidity Facility” herein.

The Subseries 2012G-1 Bonds are subject to the Book-Entry-Only system through the facilities of The Depository Trust Company.




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**Price – 100%**

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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 2012G-1 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.

**Barclays Capital, Inc.**  
 Remarketing Agent

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**Metropolitan Transportation Authority**  
**2 Broadway, 20<sup>th</sup> Floor**  
**New York, New York 10004**  
**(212) 878-7000**  
**Website: [www.mta.info](http://www.mta.info)**

Patrick J. Foye .....	Chair and Chief Executive Officer
Andrew B. Albert.....	Non-Voting Member
Norman E. Brown.....	Non-Voting Member
Sarah E. Feinberg.....	Member
Randolph F. Glucksman .....	Non-Voting Member
Rhonda Herman .....	Member
David R. Jones .....	Member
Linda A. Lacewell.....	Member
Kevin Law .....	Member
Robert W. Linn .....	Member
David S. Mack .....	Member
Susan G. Metzger.....	Member
Haeda B. Mihaltses.....	Member
Robert F. Mujica, Jr. ....	Member
John Samuelsen.....	Non-Voting Member
Lawrence S. Schwartz.....	Member
Vincent Tessitore, Jr. ....	Non-Voting Member
Veronica Vanterpool.....	Member
Neal Zuckerman.....	Member

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Veronique Hakim.....	Managing Director
John N. Lieber .....	Chief Development Officer
Robert E. Foran.....	Chief Financial Officer
Helene Fromm .....	Chief of Staff
Thomas J. Quigley .....	General Counsel
Patrick J. McCoy.....	Director, Finance

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New York, New York

BRYANT RABBINO LLP  
New York, New York

Co-Bond Counsel

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

ROCKFLEET FINANCIAL SERVICES, INC.  
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 2012G-1 Bonds following a remarketing of such bonds as described herein under “REMARKETING PLAN”. The information in this remarketing circular, including the materials filed with the Electronic Municipal Market Access System of the Municipal Securities Rulemaking Board and included by specific cross-reference as described herein, provides a more detailed description of matters relating to MTA and to the Transportation Revenue Bonds. Investors should carefully review that detailed information in its entirety before making a decision to purchase any of the Subseries 2012G-1 Bonds.

Issuer.....	Metropolitan Transportation Authority, a public benefit corporation of the State of New York.		
Bonds Being Remarketed.....	Transportation Revenue Variable Rate Refunding Bonds, Subseries 2012G-1 (the Subseries 2012G-1 Bonds).		
CUSIP Number*.....	59261A B22		
Denominations .....	\$100,000 minimum and integral multiples of \$5,000 in excess thereof.		
Interest Payment Dates in Daily Mode.....	Interest on the Subseries 2012G-1 Bonds shall be paid on the first Business Day of each month, commencing December 2, 2019.		
Tender and Redemption .....	See “DESCRIPTION OF THE SUBSERIES 2012G-1 BONDS – Tender, Presentation and Purchase Provisions of the Subseries 2012G-1 Bonds During the Daily Mode” and “– Redemption Provisions” in <b>Part I</b> .		
Maturity and Rate Mode .....	The Subseries 2012G-1 Bonds are Variable Interest Rate Obligations. The Subseries 2012G-1 Bonds will bear interest in the Daily Mode, as described herein. The Subseries 2012G-1 Bonds will mature as set forth on the front cover.		
Sources of Payment and Security.....	MTA’s pledged transportation revenues from Transit and Commuter System operations and MTA Bus operations, MTA Bridges and Tunnels operating surplus, subsidies from State and local governmental entities and certain other sources, all as described in <b>Part II</b> .		
Credit Enhancement and Liquidity Support.....	The payment of principal of and interest on the Subseries 2012G-1 Bonds (with interest being calculated based upon 53 days of interest at a rate not to exceed 9% per annum based on a year of 365 days), and the payment of the Purchase Price (as defined herein), on any Purchase Date or Mandatory Purchase Date (each as defined herein) is supported by an irrevocable direct-pay letter of credit (the Credit Facility), issued by Barclays Bank PLC (the Credit Facility Issuer), pursuant to a Letter of Credit and Reimbursement Agreement, dated as of October 1, 2019 (the Reimbursement Agreement), between MTA and the Credit Facility Issuer. The Credit Facility is scheduled to expire on October 31, 2023, unless extended or earlier terminated pursuant to its terms or the terms of the Reimbursement Agreement. See “DESCRIPTION OF THE SUBSERIES 2012G-1 BONDS – Credit and Liquidity Facility” herein.		
Registration of the Subseries 2012G-1 Bonds .....	DTC Book-Entry-Only System. No physical certificates evidencing ownership of a bond will be delivered, except to DTC.		
Trustee and Tender Agent.....	The Bank of New York Mellon, New York, New York.		
Co-Bond Counsel.....	Orrick, Herrington & Sutcliffe LLP, New York, New York, and Bryant Rabbino LLP, New York, New York.		
Special Disclosure Counsel.....	Hawkins Delafield & Wood LLP, New York, New York.		
Tax Status .....	See “TAX MATTERS” in <b>Part III</b> .		
Ratings .....	Moody’s <u>(Long Term/Short Term)</u> <i>Applied for</i>	S&P <u>(Long Term/Short Term)</u> AA/A-1	Fitch <u>(Long Term/Short Term)</u> <i>Applied for</i>
	See “RATINGS” in <b>Part III</b> .		
Co-Financial Advisors .....	Public Resources Advisory Group, Inc., New York, New York, and Rockfleet Financial Services, Inc., New York, New York.		
Remarketing Agent .....	Barclays Capital, Inc.		
Counsel to the Remarketing Agent .....	Norton Rose Fulbright US LLP, New York, New York.		

\* CUSIP number has been assigned by an organization not affiliated with MTA and are included solely for convenience of the holders of the Subseries 2012G-1 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 2012G-1 Bonds or as indicated above. The CUSIP numbers are subject to being changed after the remarketing of the Subseries 2012G-1 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 2012G-1 Bonds.

**SUMMARY OF TERMS RELATING TO DAILY MODE \***

INTEREST PAYMENT DATES AND CALCULATION PERIOD	The first Business Day of each month, commencing December 2, 2019, based on actual days elapsed over a 365-day year (366 days in years when February has 29 days).
RECORD DATE	The Business Day preceding an Interest Payment Date.
OWNERS' RIGHTS TO TENDER	On any Business Day by irrevocable notice submitted by Electronic Means (promptly confirmed in writing by 11:00 a.m.) to the Tender Agent and the Remarketing Agent at their addresses specified below.
NOTICE OF MODE CHANGE; MODE CHANGE DATE	Trustee to mail notice to Owners not later than 15 days before the Mode Change Date, which can be any Business Day.
MANDATORY TENDER FOR PURCHASE	On each Mode Change Date, Expiration Tender Date, Termination Tender Date, Interest Non-Reinstatement Tender Date, and Substitution Date.
DAILY MODE RATE DETERMINATION AND ADJUSTMENT DATE	Each Business Day.
MAXIMUM RATE	9% per annum.
TRUSTEE AND TENDER AGENT'S ADDRESS FOR DELIVERY OF TENDER NOTICE	The Bank of New York Mellon 240 Greenwich Street, 7W New York, New York 10286 Attention: Global Corporate Trust - NY Muni Phone: (973) 247-4395 Fax: (732) 667-9205
REMARKETING AGENT'S ADDRESS FOR DELIVERY OF TENDER NOTICE	Barclays Capital, Inc. Attn: Municipal Short-Term Trading 745 7th Avenue, 2nd Floor New York, NY 10019 Phone: (212) 528-1011 Fax: (917) 265-0750 Email: MuniVRDN@barclayscapital.com

\* So long as the Subseries 2012G-1 Bonds are registered in the name of Cede & Co., as Bondholder and Securities Depository Nominee of DTC, mechanics for tender and redemption will be in accordance with procedures established by DTC.

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- ***No Unauthorized Offer.*** This remarketing circular is not an offer to sell, or the solicitation of an offer to buy, the Subseries 2012G-1 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 2012G-1 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 and the Subseries 2012G-1 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 the 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 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 other affiliates and subsidiaries as of the date of this remarketing circular, and the independent auditors assume no responsibility for its content.
  - ***Independent Auditor.*** Deloitte & Touche LLP, MTA's independent auditor, has not reviewed, commented on or approved, and is not associated with, this remarketing circular. The audit report



of Deloitte & Touche LLP relating to MTA's consolidated financial statements for the years ended December 31, 2018 and 2017, which is a matter of public record, is included by specific cross-reference in this remarketing circular. Deloitte & Touche LLP has not been asked to consent to the inclusion, or incorporation by reference, of its audit report in this remarketing circular. Deloitte & Touche LLP has performed a review of the consolidated interim financial information of MTA for the six-month period ended June 30, 2019. As indicated in the review report which accompanies MTA's consolidated interim financial information, because Deloitte & Touche LLP did not perform an audit, Deloitte & Touche LLP expresses no opinion on that information. The consolidated interim financial information of MTA for the six-month period ended June 30, 2019 (except for the auditor's review report accompanying the consolidated interim financial information) is included in this remarketing circular by specific cross-reference. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA, including without limitation any of the information contained in this remarketing circular, since the date of such review report which is not included by reference herein.

- ***No Guarantee of Information by Remarketing Agent.*** The Remarketing Agent has provided the following sentences for inclusion in this remarketing circular: The Remarketing Agent has reviewed the information in this remarketing circular in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Remarketing Agent does not guarantee the accuracy or completeness of such information. The Remarketing Agent does not make any representation or warranty, express or implied, as to:
  - the accuracy or completeness of information it has neither supplied nor verified,
  - the validity of the Subseries 2012G-1 Bonds, or
  - the tax-exempt status of the interest on the Subseries 2012G-1 Bonds.
- ***Overallotment and Stabilization.*** The Remarketing Agent may overallot or effect transactions that stabilize or maintain the market price of the Subseries 2012G-1 Bonds at a level above that which might otherwise prevail in the open market. The Remarketing Agent is not obligated to do this and is 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.
- ***Credit Facility Issuer Information.*** Other than with respect to information concerning the Credit Facility Issuer contained in Attachment 4 herein, none of the information in this remarketing circular has been supplied or verified by the Credit Facility Issuer and the Credit Facility Issuer makes no representation or warranty, express or implied, as to the accuracy or completeness of information it has neither supplied nor verified, the validity of the Subseries 2012G-1 Bonds, or the tax-exempt status of the interest on the Subseries 2012G-1 Bonds.

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**Information Included by Specific Cross-reference.** The following portions of MTA’s 2019 Combined Continuing Disclosure Filings, dated April 30, 2019, as supplemented on June 26, 2019 and on October 3, 2019, and as updated by a First Quarterly Update, dated August 2, 2019, each filed with the Electronic Municipal Market Access system (EMMA) of the Municipal Securities Rulemaking Board (MSRB), are included by specific cross-reference in this remarketing circular, along with material that updates this remarketing circular and that is filed with EMMA prior to the delivery date of the Subseries 2012G-1 Bonds, together with any supplements or amendments thereto:

- **Part I** – MTA Annual Disclosure Statement (the **MTA Annual Disclosure Statement** or **ADS**)
- **Appendix B** – Audited Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2018 and 2017 (including the auditor’s report accompanying the annual financial information)

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

- Summary of Certain Provisions of the Transportation Resolution
- Definitions and Summary of Certain Provisions of the Standard Resolution Provisions
- Form of the Interagency Agreement
- MTA’s Unaudited Consolidated Interim Financial Statements as of and for the Six-Month Period Ended June 30, 2019 (excluding the auditor’s review report accompanying the interim financial information)

For convenience, copies of most of these documents can be found on the MTA website ([www.mta.info](http://www.mta.info)) under the caption “MTA Info–Financial Information–Budget and Financial Statements” in the case of MTA’s Unaudited Consolidated Interim Financial Statements as of and for the Six-Month Period Ended June 30, 2019 and “MTA Info–Financial Information–Investor Information” in the case of the remaining documents, including the Audited Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2018 and 2017. 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.

The consolidated financial statements of MTA for the years ended December 31, 2018 and 2017, incorporated by specific cross-reference in this remarketing circular, have been audited by Deloitte & Touche LLP, independent certified public accountants, as stated in their audit report appearing therein. Deloitte & Touche LLP has not reviewed, commented on or approved, and is not associated with, this remarketing circular. The audit report of Deloitte & Touche LLP relating to MTA’s consolidated financial statements for the years ended December 31, 2018 and 2017, which is a matter of public record, is included in such consolidated financial statements. Deloitte & Touche LLP has not been asked to consent to the inclusion, or incorporation by reference, of its audit report in this remarketing circular. The consolidated interim financial information for the six-month period ended June 30, 2019 (except for the auditor’s review report accompanying the consolidated interim financial information), has also been incorporated by specific cross-reference in this remarketing circular. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA, including without limitation any of the information contained in, or incorporated by specific cross-reference in, this remarketing circular, since the date of such review report, which is not included by reference herein.

## 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 Capital Construction 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 the last ten years, MTA Bridges and Tunnels has not issued new money bonds to finance capital projects for the benefit of the Transit and Commuter Systems, and currently has no plans to do so in the future. MTA Bridges and Tunnels’ surplus amounts are used to fund certain transit and commuter operations and capital projects.

The board members of MTA serve as the board members of MTA’s affiliates and subsidiaries, which, together with MTA, are referred to herein as the Related Entities. MTA and the other Related Entities are described in detail in **Part I** – MTA Annual Disclosure Statement to MTA’s 2019 Combined Continuing Disclosure Filings (the **MTA Annual Disclosure Statement** or **ADS**), which is included by specific cross-reference in this remarketing circular.

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

<u>Legal Name</u>	<u>Popular Name</u>
Metropolitan Transportation Authority	MTA
New York City Transit Authority	MTA New York City Transit
Manhattan and Bronx Surface Transit Operating Authority	MaBSTOA
Staten Island Rapid Transit Operating Authority	MTA Staten Island Railway
MTA Bus Company	MTA Bus
The Long Island Rail Road Company	MTA Long Island Rail Road
Metro-North Commuter Railroad Company	MTA Metro-North Railroad
MTA Capital Construction 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 2012G-1 Bonds.
- **Part II** describes the sources of payment and security for all Transportation Revenue Bonds, including the Subseries 2012G-1 Bonds.
- **Part III** provides miscellaneous information relating to the Subseries 2012G-1 Bonds.
- **Attachment 1** sets forth certain provisions applicable to the book-entry-only system of registration to be used for the Subseries 2012G-1 Bonds.
- **Attachment 2** sets forth a summary of certain provisions of a continuing disclosure agreement relating to the Subseries 2012G-1 Bonds.
- **Attachment 3-1** is the form of opinion of Nixon Peabody LLP delivered in connection with the original issuance of the Subseries 2012G-1 Bonds on November 13, 2012.
- **Attachment 3-2** is the form of opinions of Co-Bond Counsel, Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP, to be delivered in connection with the remarketing of the Subseries 2012G-1 Bonds.
- **Attachment 4** sets forth certain information relating to the Credit Facility Issuer.

**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 2012G-1 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 2012G-1 Bonds, MTA expects to issue approximately \$242,240,000 Transportation Revenue Refunding Bonds, Series 2019D on or about November 7, 2019.

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## PART I. SUBSERIES 2012G-1 BONDS

**Part I** of this remarketing circular, together with the Summary of Terms, provides specific information about the Subseries 2012G-1 Bonds.

### REMARKETING PLAN

On October 31, 2019 (the Mandatory Tender Date), MTA is effectuating a mandatory tender for the purchase and remarketing of the currently outstanding Subseries 2012G-1 Bonds. On the Mandatory Tender Date, (i) the Subseries 2012G-1 Bonds will be subject to mandatory tender at a purchase price equal to the principal amount thereof; (ii) MTA will convert the Subseries 2012G-1 Bonds from a Term Rate Mode to a Daily Mode; and (iii) MTA will obtain an irrevocable direct-pay letter of credit issued by Barclays Bank PLC (the “Credit Facility”) providing for the payment of principal of and interest on, and the Purchase Price for, the Subseries 2012G-1 Bonds. The Mandatory Tender Date is also an Interest Payment Date (as defined herein) for the Subseries 2012G-1 Bonds, and accrued interest to, but not including, the Mandatory Tender Date will be paid in accordance with customary procedures.

MTA is further amending and restating the Certificate of Determination delivered in connection with the issuance and subsequent remarketing of the Subseries 2012G-1 Bonds, pursuant to the supplemental resolution relating to the Subseries 2012G-1 Bonds, to (i) reflect that MTA will obtain the Credit Facility relating to the Subseries 2012G-1 Bonds, and (ii) modify the terms and provisions of the Subseries 2012G-1 Bonds to reflect the terms and provisions described herein. By acceptance of a confirmation of purchase of the Subseries 2012G-1 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 2012G-1 Bonds described herein will be applicable to the Subseries 2012G-1 Bonds on and after the Mandatory Tender Date.

The Subseries 2012G-1 Bonds are being remarketed by the Remarketing Agent at a price of 100% of the principal amount thereof. The obligations of the Remarketing Agent to remarket the Subseries 2012G-1 Bonds are subject to certain terms and conditions set forth in the Firm Remarketing Agreement with MTA.

### DESCRIPTION OF THE SUBSERIES 2012G-1 BONDS

#### General

**Record Date.** The Record Date for the payment of principal of and interest on the Subseries 2012G-1 Bonds will be the first Business Day preceding each Interest Payment Date.

**Variable Rate Bonds.** The Subseries 2012G-1 Bonds mature on November 1, 2032. The Subseries 2012G-1 Bonds constitute Variable Interest Rate Obligations. The Subseries 2012G-1 Bonds will bear interest at the rate determined by the Remarketing Agent on October 30, 2019, and, thereafter, at the rates determined by the Remarketing Agent as described below. **This remarketing circular is intended to provide disclosure only to the extent the Subseries 2012G-1 Bonds remain in the Daily Mode. In the event MTA elects to convert the Subseries 2012G-1 Bonds to a different Mode, it expects to circulate a revised disclosure document relating thereto.**

Interest on the Subseries 2012G-1 Bonds is paid in arrears and is computed upon the basis of a 365-day year (366 days in years when February has 29 days), for the number of days actually elapsed. The maximum rate of interest on the Subseries 2012G-1 Bonds (other than Bank Bonds, as hereinafter described) at any time, whether before or after the maturity thereof, is equal to the lesser of the maximum rate permitted by law and 9% per annum (the Maximum Rate). Currently, there is no maximum rate of interest under State law applicable to the Subseries 2012G-1 Bonds. “Bank Bonds” are Subseries 2012G-1 Bonds purchased by the Credit Facility Issuer as a result of a draw on the Credit Facility, or any replacement thereof, to pay the principal amount plus accrued interest (if the Purchase Date is not an Interest Payment Date) on any Subseries 2012G-1 Bonds that have been tendered and not remarketed and may bear interest at a rate of up to 25% per annum.

MTA has appointed Barclays Capital, Inc. as Remarketing Agent in connection with the remarketing of the Subseries 2012G-1 Bonds.

The Remarketing Agent will determine the interest rate on the Subseries 2012G-1 Bonds and will remarket Subseries 2012G-1 Bonds tendered or required to be tendered for purchase on a best efforts basis. The Remarketing Agent may be removed or replaced by MTA in accordance with the Remarketing Agreement. Pursuant to the Remarketing Agreement, the Remarketing Agent may suspend its obligation to remarket the Subseries 2012G-1 Bonds upon, among other things, the failure by the Credit Facility Issuer to honor a properly presented and conforming drawing under the Credit Facility or the termination of the Credit Facility.

***Payment of Subseries 2012G-1 Bonds Purchase Price.*** The payment of principal of and interest on the Subseries 2012G-1 Bonds, and the Purchase Price of the Subseries 2012G-1 Bonds on any Purchase Date, is supported by the Credit Facility issued by the Credit Facility Issuer, pursuant to a Letter of Credit and Reimbursement Agreement dated as of October 1, 2019 (the Reimbursement Agreement), between MTA and the Credit Facility Issuer. For more information relating to the Credit Facility Issuer, see **Attachment 4**.

The Purchase Price of the Subseries 2012G-1 Bonds is payable solely from the proceeds of the remarketing of the Subseries 2012G-1 Bonds by the Remarketing Agent, and from the proceeds from draws under the Credit Facility. Although MTA has the option to purchase the Subseries 2012G-1 Bonds that have been neither remarketed nor paid from amounts drawn under the Credit Facility, it is not obligated to do so. Payment of the Purchase Price is not an obligation of MTA, the Trustee, the Tender Agent, or the Remarketing Agent and failure to make that payment will not constitute an Event of Default under the Transportation Resolution. In the case of such a failure to pay the Purchase Price of Subseries 2012G-1 Bonds, the Trustee shall use its best efforts to obtain funds under the Credit Facility in accordance with the terms thereof until the failure to pay the Purchase Price has been remedied. See “—Source of Funds for Purchase of Subseries 2012G-1 Bonds” below.

The Credit Facility is scheduled to expire on October 31, 2023 (the Expiration Date), unless extended or earlier terminated pursuant to its terms or the terms of the Reimbursement Agreement. The Subseries 2012G-1 Bonds will be subject to mandatory tender for purchase on the second Business Day preceding the Expiration Date. See “Tender, Presentation and Purchase Provisions of the Subseries 2012G-1 Bonds During the Daily Mode – *Mandatory Purchase Upon Expiration Tender Date, Termination Tender Date, Interest Non-Reinstatement Tender Date and Substitution Date*” below.

***Credit and Liquidity Enhancement.*** The Credit Facility is an irrevocable direct-pay letter of credit that provides for payment of the principal of and interest on, and the Purchase Price for, the Subseries 2012G-1 Bonds when due. See “Credit and Liquidity Facility” below.

***Credit Facility Draw Procedures.*** The Remarketing Agent will, at or before 11:45 a.m., with respect to the Subseries 2012G-1 Bonds, on the Purchase Date or Mandatory Purchase Date, as the case may be, notify MTA, the Trustee and the Tender Agent by Electronic Means of the amount of tendered Subseries 2012G-1 Bonds of the subseries that were not successfully remarketed, and confirm to the Trustee and the Tender Agent the transfer of the Purchase Price of remarketed Subseries 2012G-1 Bonds to the Tender Agent in immediately available funds.

The Trustee will draw on the Credit Facility, in accordance with the terms thereof, by 12:00 noon on the Purchase Date or Mandatory Purchase Date, as the case may be, in an amount equal to the Purchase Price of all of the Subseries 2012G-1 Bonds tendered or deemed tendered less the aggregate amount of remarketing proceeds confirmed to the Trustee and the Tender Agent as of 11:45 a.m. by the Remarketing Agent and will cause the proceeds of such draw to be transferred to the Tender Agent by no later than 2:30 p.m., to enable the Tender Agent to pay the Purchase Price of Subseries 2012G-1 Bonds tendered or deemed tendered. Notwithstanding the foregoing, the Trustee will draw on the Credit Facility in an amount equal to the Purchase Price of all of the Subseries 2012G-1 Bonds tendered or deemed tendered for purchase on each Purchase Date or Mandatory Purchase Date, as the case may be, if it does not receive a confirmation from the Remarketing Agent pursuant to the preceding paragraph.



At or before 3:00 p.m. on the Purchase Date or the Mandatory Purchase Date, as the case may be, the Tender Agent will purchase the tendered Subseries 2012G-1 Bonds from the Owners thereof.

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

***Book-Entry-Only System.*** The Subseries 2012G-1 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 2012G-1 Bonds. During the period the Subseries 2012G-1 Bonds bear interest in the Daily Mode, individual purchases will be made in book-entry-only form, in the principal amount of \$100,000 or any integral multiple of \$5,000 in excess thereof (Authorized Denominations). So long as DTC is the registered owner of the Subseries 2012G-1 Bonds, all payments on the Subseries 2012G-1 Bonds will be made directly to DTC. DTC is responsible for disbursement of those payments to its participants, and DTC participants and indirect participants are responsible for making those payments to beneficial owners. See **Attachment 1** – “Book-Entry-Only System.”

***Interest Payments.*** Interest on the Subseries 2012G-1 Bonds is payable on the first Business Day of each month, commencing December 2, 2019. So long as DTC is the sole registered owner of all of the Subseries 2012G-1 Bonds, all interest payments will be made to DTC by wire transfer of immediately available funds, and DTC’s participants will be responsible for payment of interest to beneficial owners. All Subseries 2012G-1 Bonds will be fully registered in Authorized Denominations.

***Transfers and Exchanges.*** So long as DTC is the securities depository for the Subseries 2012G-1 Bonds, it will be the sole registered owner of the Subseries 2012G-1 Bonds, and transfers of ownership interests in the Subseries 2012G-1 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 2012G-1 Bonds.

#### **Terms Relating to the Daily Mode**

***Determination of Interest Rate During Daily Mode.*** The interest rate for the Subseries 2012G-1 Bonds in a Daily Mode will be determined by the Remarketing Agent on or before 10:00 a.m. on each Business Day (each, a Rate Determination Date) as the minimum rate of interest that, in the opinion of the Remarketing Agent, would, under then existing market conditions, result in the sale of the Subseries 2012G-1 Bonds on such Rate Determination Date at a price equal to the principal amount thereof, plus accrued interest, if any. With respect to any day that is not a Business Day, the interest rate will be the same rate as the interest rate established for the immediately preceding Business Day. The Remarketing Agent will make the rate determined by such Remarketing Agent on each day of the week available by Electronic Means to MTA and the Trustee by 10:30 a.m., on each Business Day.

***Failure to Determine Interest Rate for Subseries 2012G-1 Bonds During the Daily Mode.*** In the event the Remarketing Agent fails to determine the interest rate on the Subseries 2012G-1 Bonds or the method of determining the interest rate is held to be unenforceable by a court of law of competent jurisdiction, the Subseries 2012G-1 Bonds will bear interest at the Alternate Rate (defined below) for subsequent Interest Rate Periods until such time as the Remarketing Agent again makes such determination or until there is delivered to MTA and the Trustee a Favorable Opinion of Bond Counsel.

The Alternate Rate is 100% of:

- the SIFMA Index (The Securities Industry and Financial Markets Association Municipal Swap Index released by Municipal Market Data to its subscribers), or
- if the SIFMA Index is no longer published, the S&P Municipal Bond 7 Day High-Grade Rate Index (the rate determined on the basis of the S&P Municipal Bond 7 Day High-Grade Rate Index announced on Wednesday or the next preceding Business Day and as published by S&P), or

- if neither the SIFMA Index nor the S&P Municipal Bond 7 Day High-Grade Rate Index is published, an index or a rate selected or determined by the Remarketing Agent and consented to by MTA, the Trustee and the Credit Facility Issuer.

If there has been a failure to pay the Purchase Price of the Subseries 2012G-1 Bonds tendered or deemed tendered for purchase, the Remarketing Agent may elect to continue to use its best efforts to remarket such Subseries 2012G-1 Bonds and may set an interest rate up to the Maximum Rate. If an interest rate is not set by the Remarketing Agent, the interest rate will be the Alternate Rate.

No Subseries 2012G-1 Bond (other than a Bank Bond) may at any time bear interest at a rate that is in excess of the Maximum Rate. No Bank Bond may at any time bear interest at a rate that is in excess of 25% per annum.

***Binding Effect.*** Determination of the interest rate for the Subseries 2012G-1 Bonds, as provided herein, will, in the absence of manifest error, be conclusive and binding upon the Owners of the Subseries 2012G-1 Bonds, MTA, the Remarketing Agent, the Tender Agent, the Credit Facility Issuer and the Trustee.

### **Tender, Presentation and Purchase Provisions of the Subseries 2012G-1 Bonds During the Daily Mode**

***Purchase on Demand of Owners of Subseries 2012G-1 Bonds in Daily Mode.*** Any Subseries 2012G-1 Bond (or portions thereof in Authorized Denominations) in the Daily Mode that is not a Bank Bond is subject to purchase, on the demand of the Owner thereof, at a price (the Purchase Price) equal to the principal amount so tendered plus accrued interest (if the Purchase Date is not an Interest Payment Date) on any Business Day (the Purchase Date) (such purchase to be made on the Business Day upon which such demand is made), upon irrevocable notice (the Tender Notice) submitted by Electronic Means to the Tender Agent and the Remarketing Agent (promptly confirmed in writing to the Tender Agent and the Remarketing Agent by 11:00 a.m., at their respective principal offices) which states the principal amount of such Subseries 2012G-1 Bond being tendered and the Purchase Date. The Tender Notice, once transmitted to the Tender Agent and the Remarketing Agent, will be irrevocable with respect to the tender for which such Tender Notice was delivered and that tender will occur on the Purchase Date specified in that Tender Notice. The Tender Agent will, as soon as practicable, notify the Trustee and the Credit Facility Issuer of the principal amount of the Subseries 2012G-1 Bond being tendered. The contents of any Tender Notice will be conclusive and binding on all parties.

***Subseries 2012G-1 Bonds Registered in the Name of DTC.*** During any period that the Subseries 2012G-1 Bonds are registered in the name of DTC or a nominee thereof pursuant to the Transportation Resolution,

- any Tender Notice delivered as described in the immediately preceding paragraph will identify the DTC Participant through whom the beneficial owner will direct transfer,
- on or before the Purchase Date, the beneficial owner must direct (or if the beneficial owner is not a DTC Participant, cause its DTC Participant to direct) the transfer of said Subseries 2012G-1 Bond on the records of DTC, and
- it will not be necessary for Subseries 2012G-1 Bonds to be physically delivered on the date specified for purchase thereof, but such purchase will be made as if such Subseries 2012G-1 Bonds had been so delivered, and the Purchase Price thereof will be paid to DTC.

In accepting a Tender Notice as provided above, the Trustee and the Tender Agent may conclusively assume that the person providing that Tender Notice is the beneficial owner of Subseries 2012G-1 Bonds tendered and therefore entitled to tender them. The Trustee and Tender Agent assume no liability to anyone in accepting a Tender Notice from a person whom it reasonably believes to be such a beneficial owner of Subseries 2012G-1 Bonds.

***Mandatory Purchase on any Mode Change Date.*** Except for Bank Bonds, the Subseries 2012G-1 Bonds to be changed to any Mode from any other Mode are subject to mandatory tender for purchase on the Mode Change Date at the Purchase Price thereof.

***Mandatory Purchase Upon Expiration Tender Date, Termination Tender Date, Interest Non-Reinstatement Tender Date and Substitution Date.*** Except for Bank Bonds, the Subseries 2012G-1 Bonds are subject to mandatory tender for purchase on:

- the second Business Day preceding the Expiration Date of the Credit Facility, which second Business Day is hereinafter referred to as an “Expiration Tender Date”;
- the fifth calendar day (or if such day is not a Business Day, the preceding Business Day) preceding the Termination Date of the Credit Facility, which fifth calendar day is hereinafter referred to as a “Termination Tender Date”;
- the fifth calendar day (or if such day is not a Business Day, the first Business Day after such fifth calendar day) following the receipt by the Trustee of a written, electronic or telephonic notice (promptly confirmed in writing) from the Credit Facility Issuer that the interest component of the Credit Facility will not be reinstated to an amount equal to the interest component of the Liquidity and Credit Amount required with respect to the Subseries 2012G-1 Bonds, which fifth calendar day (or first Business Day after such fifth calendar day, if applicable) is hereinafter referred to as a “Interest Non-Reinstatement Tender Date”; and
- the Substitution Date for the Credit Facility.

“Liquidity and Credit Amount” means an amount equal to the principal of the Subseries 2012G-1 Bonds then outstanding plus an interest amount equal to fifty-three (53) days’ interest thereon calculated at 9% on the basis of a 365 day year for the actual number of days elapsed (366 days in years when February has 29 days).

A “Substitution Date” means:

- the date that is specified in a written notice given by MTA to the Trustee, the Remarketing Agent and the Tender Agent as the date on which an Alternate Credit Facility is to be substituted for the then-existing Credit Facility (even if the substitution fails to occur on that date), and
- the second Business Day preceding the date that is specified in a written notice given to the Trustee, the Remarketing Agent and the Tender Agent in accordance with the Credit Facility as the date on which the assignment of the obligation of the Credit Facility Issuer under its Credit Facility is effective (even if the assignment fails to occur on that date).

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

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

Upon receipt of a written notice from the Credit Facility Issuer or MTA that the Credit Facility supporting the Subseries 2012G-1 Bonds will terminate or the obligation of the Credit Facility Issuer to purchase the Subseries 2012G-1 Bonds will terminate prior to its Expiration Date, the Trustee will within two (2) Business Days give notice to the Owners of the Subseries 2012G-1 Bonds of the mandatory tender of such subseries of the Subseries 2012G-1 Bonds that is to occur on such Termination Tender Date if it has not theretofore received from such Credit Facility Issuer or MTA a notice stating that the event which resulted in the Credit Facility Issuer or MTA giving a notice of the Termination Date has been cured and that such Credit Facility Issuer or MTA has rescinded its election to terminate the Credit Facility. Notwithstanding anything to the contrary described below, that notice will be given by Electronic Means capable of creating a written notice. Any notice given substantially as described in this paragraph will be conclusively presumed to have been duly given, whether or not actually received by each Owner.

Upon receipt of a written notice from the Credit Facility Issuer that the Credit Facility supporting the Subseries 2012G-1 Bonds will not be reinstated (in respect of interest) to an amount equal to the interest component of the Liquidity and Credit Amount required with respect to the Subseries 2012G-1 Bonds, the Trustee will within two (2) Business Days of such receipt give notice to the Owners of the Subseries 2012G-1 Bonds of the mandatory tender of such Subseries 2012G-1 Bonds which mandatory tender will occur on such Interest Non-Reinstatement Tender Date, unless, prior to the giving of such notice to the Owners, the Trustee will have received a written notice from the Credit Facility Issuer stating that the Credit Facility has been reinstated to an amount equal to the interest component of the Liquidity and Credit Amount. Notwithstanding anything to the contrary described below, such notice will be given by Electronic Means capable of creating a written notice. Any notice given substantially as described in this paragraph will be conclusively presumed to have been duly given, whether or not actually received by each Owner.

The Trustee will, at least fifteen (15) days prior to any Mode Change Date or Substitution Date, give notice to the Owners of the Subseries 2012G-1 Bonds of the mandatory tender for purchase of such Subseries 2012G-1 Bonds that is to occur on the Mode Change Date or Substitution Date, as applicable.

So long as DTC is the Securities Depository for the Subseries 2012G-1 Bonds, such notice will be given to DTC. If the Subseries 2012G-1 Bonds are not held in book-entry-only form, such notice will be given directly to the beneficial owners.

Except as provided in the third and fourth immediately preceding paragraphs, notice of any mandatory tender of Subseries 2012G-1 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 2012G-1 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 2012G-1 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 2012G-1 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.

In the event a mandatory tender of Subseries 2012G-1 Bonds will occur at or prior to the date on which an optional tender for purchase is scheduled to occur, the terms and conditions of the applicable mandatory tender for purchase will control. Any notice mailed as described above will be conclusively presumed to have been duly given, whether or not the Owner of any Subseries 2012G-1 Bond 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 2012G-1 Bonds subject to mandatory tender for purchase on the Mandatory Purchase Date.

### **Changes in Mode**

**General.** Any Subseries 2012G-1 Bonds may be changed to any other Mode at the times and in the manner as summarized below.

**Notice of Mandatory Tender for Purchase on a Mode Change Date.** The Trustee will, at least fifteen (15) days prior to any Mode Change Date, give notice to the Owners of the Subseries 2012G-1 Bonds of the mandatory tender for purchase of the Subseries 2012G-1 Bonds on the Mode Change Date.

***General Provisions Applying to Changes from One Mode to Another.***

1. The Mode Change Date must be a Business Day.
2. On or prior to the date MTA provides the notice to the Notice Parties (other than the Owners of the Subseries 2012G-1 Bonds) of its intention to effect a change in the Mode of the Subseries 2012G-1 Bonds, MTA will deliver to the Trustee (with a copy to all such Notice Parties) a letter from Co-Bond Counsel addressed to the Trustee to the effect that it expects to be able to deliver a Favorable Opinion of Co-Bond Counsel on the Mode Change Date.
3. No change in Mode will become effective unless all conditions precedent thereto have been met and the following items have been delivered to the Trustee and the Remarketing Agent by 10:00 a.m., or such later time as is acceptable to MTA, the Trustee and the Remarketing Agent, on the Mode Change Date:
  - o a Favorable Opinion of Co-Bond Counsel dated the Mode Change Date,
  - o unless the existing Tender Agency Agreement and Remarketing Agreement are effective on the Mode Change Date, a Tender Agency Agreement and a Remarketing Agreement if required for the New Mode, and
  - o a certificate of an authorized officer of the Tender Agent to the effect that all of the Subseries 2012G-1 Bonds tendered or deemed tendered, unless otherwise redeemed, have been purchased at a price at least equal to the Purchase Price thereof.
4. On the Mode Change Date, all of the Subseries 2012G-1 Bonds are subject to mandatory tender whether or not the change in Mode occurs.

***Rescission of Election to Change from One Mode to Another.*** MTA may rescind any election by it to change Mode as described above prior to the Mode Change Date by giving written notice thereof to the Notice Parties prior to 10:00 A.M. on the Business Day preceding such Mode Change Date. If the Tender Agent receives notice of such rescission prior to the time the Tender Agent has given notice of a change in Mode to the holders of the Subseries 2012G-1 Bonds, then such notice of change in Mode will be of no force and effect. If the Tender Agent receives notice from MTA of rescission of a Mode Change Date after the Tender Agent has given notice of a change in Mode to the holders of the Subseries 2012G-1 Bonds, then if the proposed Mode Change Date would have been a Mandatory Purchase Date, such date will continue to be a Mandatory Purchase Date. If the proposed change in Mode was from the Daily Mode, the Subseries 2012G-1 Bonds will remain in the Daily Mode.

**Remarketing of Subseries 2012G-1 Bonds**

The Remarketing Agent for the Subseries 2012G-1 Bonds will offer for sale and use its best efforts to find purchasers for (i) all Subseries 2012G-1 Bonds or portions thereof as to which a Tender Notice has been properly given in accordance with the Certificate of Determination and (ii) all Subseries 2012G-1 Bonds required to be tendered for purchase in accordance with the Certificate of Determination. Any Subseries 2012G-1 Bonds purchased from amounts drawn under the Credit Facility on an Interest Non-Reinstatement Tender Date will not be remarketed unless such Credit Facility has been reinstated to the Liquidity and Credit Amount. No Bank Bonds will be remarketed unless the Credit Facility has been or will be, immediately upon such remarketing, reinstated by the amount of the reduction that occurred when such Subseries 2012G-1 Bonds became Bank Bonds. No Bank Bonds will be remarketed at a price that is less than the Purchase Price of such Subseries 2012G-1 Bonds.

Pursuant to the Remarketing Agreement, the Remarketing Agent may suspend its remarketing efforts with respect to the Subseries 2012G-1 Bonds upon, among other things, receipt of written notice of (i) the failure by the Credit Facility Issuer to honor a properly presented and conforming drawing under the Credit Facility or (ii) the termination or suspension of the Credit Facility.

## **Source of Funds for Purchase of Subseries 2012G-1 Bonds**

On or before 3:00 p.m. on the Purchase Date or the Mandatory Purchase Date, the Tender Agent will purchase the Subseries 2012G-1 Bonds from the Owners at the Purchase Price. Funds for the payment of such Purchase Price will be derived in the order of priority indicated:

- immediately available funds transferred by the Remarketing Agent to the Tender Agent derived from the remarketing of the Subseries 2012G-1 Bonds; and
- immediately available funds transferred by the Trustee to the Tender Agent derived from the Credit Facility.

Notwithstanding the foregoing, MTA will have the option, but will not be obligated, to transfer immediately available funds to the Tender Agent for the payment of the Purchase Price of any Subseries 2012G-1 Bonds that are tendered or deemed tendered as described in this remarketing circular and the Purchase Price of which is not paid on the Purchase Date or Mandatory Purchase Date from any of the sources identified above. None of MTA, the Trustee, the Tender Agent nor the Remarketing Agent will have any liability or obligation to pay or, except from the sources identified above, make available such Purchase Price. The failure to pay any such Purchase Price for Subseries 2012G-1 Bonds that have been tendered or deemed tendered for purchase from any of the sources identified above will not constitute an Event of Default under the Transportation Resolution. In the case of such failure, such Subseries 2012G-1 Bonds will not be purchased and will remain in the Daily Mode.

## **Delivery of Remarketed Subseries 2012G-1 Bonds**

Except as otherwise required or permitted by DTC's book-entry-only system of the Securities Depository, remarketed Subseries 2012G-1 Bonds sold by the Remarketing Agent will be delivered by the Remarketing Agent to the purchasers of those Subseries 2012G-1 Bonds by 3:00 p.m. on the Purchase Date or Mandatory Purchase Date, as the case may be.

## **Delivery and Payment for Purchased Subseries 2012G-1 Bonds; Undelivered Subseries 2012G-1 Bonds**

Except as otherwise required or permitted by DTC's book-entry-only system, remarketed Subseries 2012G-1 Bonds purchased as set forth above will be delivered (with all necessary endorsements) at or before 12:00 p.m. on the Purchase Date or Mandatory Purchase Date, as the case may be, at the office of the Tender Agent in New York, New York; provided, however, that payment of the Purchase Price of any Subseries 2012G-1 Bonds purchased pursuant to the optional tender provisions will be made only if such Subseries 2012G-1 Bonds so delivered to the Tender Agent conform in all respects to the description thereof in the Tender Notice.

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

If Subseries 2012G-1 Bonds to be purchased are not delivered by the Owners to the Tender Agent by 12:00 p.m., on the Purchase Date or Mandatory Purchase Date, as the case may be, the Tender Agent will hold any funds received for the purchase of those Subseries 2012G-1 Bonds in trust in a separate account uninvested, and will pay such funds to the former Owners upon presentation of the Subseries 2012G-1 Bonds. Undelivered Subseries 2012G-1 Bonds are deemed tendered and cease to accrue interest as to the former Owners on the Purchase Date or Mandatory Purchase Date, as the case may be, if moneys representing the Purchase Price will be available against delivery of those Subseries 2012G-1 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 2012G-1 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 2012G-1 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 2012G-1 Bonds. The Tender Agent will authenticate a replacement Subseries 2012G-1 Bond for any undelivered Subseries 2012G-1 Bond which may then be remarketed by a Remarketing Agent.

### **Special Considerations Relating to the Subseries 2012G-1 Bonds**

***The Remarketing Agent is Paid by MTA.*** The Remarketing Agent's responsibilities include determining the interest rate from time to time and remarketing Subseries 2012G-1 Bonds that are optionally or mandatorily tendered by the owners thereof (subject, in each case, to the terms of the Transportation Resolution and the Remarketing Agreement), all as further described in this remarketing circular. The Remarketing Agent is appointed by MTA and is paid by MTA for its services. As a result, the interests of the Remarketing Agent may differ from those of existing Owners and potential purchasers of the Subseries 2012G-1 Bonds.

***The Remarketing Agent May Purchase Subseries 2012G-1 Bonds for its Own Account.*** The Remarketing Agent acts as remarketing agent for a variety of variable rate demand obligations and, in its sole discretion, may purchase such obligations for its own account. The Remarketing Agent is permitted, but not obligated, to purchase tendered Subseries 2012G-1 Bonds for its own account and, in its sole discretion, may acquire such tendered Subseries 2012G-1 Bonds in order to achieve a successful remarketing of the Subseries 2012G-1 Bonds (i.e., because there otherwise are not enough buyers to purchase the Subseries 2012G-1 Bonds) or for other reasons. However, the Remarketing Agent is not obligated to purchase Subseries 2012G-1 Bonds, and may cease doing so at any time without notice. The Remarketing Agent may also make a market in the Subseries 2012G-1 Bonds by routinely purchasing and selling such Subseries 2012G-1 Bonds other than in connection with an optional or mandatory tender and remarketing. However, the Remarketing Agent is not required to make a market in the Subseries 2012G-1 Bonds. The Remarketing Agent may also sell any Subseries 2012G-1 Bonds it has purchased to one or more affiliated investment vehicles for collective ownership or enter into derivative arrangements with affiliates or others in order to reduce its exposure to such Subseries 2012G-1 Bonds. The purchase of Subseries 2012G-1 Bonds by the Remarketing Agent may create the appearance that there is greater third party demand for such Subseries 2012G-1 Bonds in the market than is actually the case. The practices described above also may result in fewer Subseries 2012G-1 Bonds being tendered in a remarketing.

***Subseries 2012G-1 Bonds May be Offered at Different Prices on Any Date Including an Interest Rate Determination Date.*** Pursuant to the Transportation Resolution and the Remarketing Agreement, the Remarketing Agent is required to determine the applicable rate of interest that, in its judgment, is the lowest rate that would permit the sale of the Subseries 2012G-1 Bonds bearing interest at the applicable interest rate at par plus accrued interest, if any, on and as of the applicable interest rate determination date. The interest rate will reflect, among other factors, the level of market demand for such Subseries 2012G-1 Bonds (including whether the Remarketing Agent is willing to purchase such Subseries 2012G-1 Bonds for its own account). There may or may not be Subseries 2012G-1 Bonds tendered and remarketed on an interest rate determination date, the Remarketing Agent may or may not be able to remarket any Subseries 2012G-1 Bonds tendered for purchase on such date at par and the Remarketing Agent may sell Subseries 2012G-1 Bonds at varying prices to different investors on such date or any other date. The Remarketing Agent is not obligated to advise purchasers in a remarketing if it does not have third party buyers for all of the Subseries 2012G-1 Bonds at the remarketing price. In the event the Remarketing Agent owns any Subseries 2012G-1 Bonds for its own account, it may, in its sole discretion in a secondary market transaction outside the tender process, offer such Subseries 2012G-1 Bonds on any date, including the interest rate determination date, at a discount to par to some investors.

***The Ability to Sell the Subseries 2012G-1 Bonds Other Than Through the Tender Process May Be Limited.*** The Remarketing Agent may buy and sell Subseries 2012G-1 Bonds other than through the tender process. However, it is not obligated to do so and may cease doing so at any time without notice and may require Holders that wish to tender their Subseries 2012G-1 Bonds to do so through the Tender Agent with appropriate notice. Thus, investors who purchase the Subseries 2012G-1 Bonds, whether in a remarketing or

otherwise, should not assume that they will be able to sell their Subseries 2012G-1 Bonds other than by tendering the Subseries 2012G-1 Bonds in accordance with the tender process.

*The Remarketing Agent May Resign or be Removed Without a Successor Being Named.* The Remarketing Agent may resign or be removed, whether or not a successor Remarketing Agent has been appointed and accepted such appointment.

### **Redemption Provisions**

The Subseries 2012G-1 Bonds are redeemable prior to maturity on such dates and at such prices during the Daily Mode, as set forth below.

*Optional Redemption.* The Subseries 2012G-1 Bonds are subject to redemption prior to maturity as a whole or in part (in accordance with procedures of DTC, so long as DTC is the Owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper), on any Business Day, subject to applicable notice, at a Redemption Price equal to the principal amount thereof, without premium, plus accrued interest up to but not including the redemption date. If any such optional redemption occurs, MTA will redeem Bank Bonds first.

*State and City Redemption.* Pursuant to the MTA Act, the State, upon providing sufficient funds, may require MTA to redeem the Subseries 2012G-1 Bonds, prior to maturity, as a whole, on any interest payment date not less than twenty years after the date of issue of the Subseries 2012G-1 Bonds, at 105% of their face value and accrued interest or at such lower redemption price provided for such subseries of the Subseries 2012G-1 Bonds in the case of redemption as a whole on the redemption date. The MTA Act further provides that the City, upon furnishing sufficient funds, may require MTA to redeem the Subseries 2012G-1 Bonds, as a whole, but only in accordance with the terms upon which the Subseries 2012G-1 Bonds are otherwise redeemable.

*Redemption of Bank Bonds.* Except as set forth in the second immediately preceding paragraph and in the following paragraph, the Bank Bonds will be subject to optional and mandatory redemption under the same terms and conditions as provided with respect to other Subseries 2012G-1 Bonds. The Bank Bonds of the Subseries 2012G-1 Bonds will also be subject to mandatory redemption at the times and under the terms and conditions as provided in the Credit Facility.

*Redemption in Part; Bank Bonds To Be Redeemed First.* In the event of a redemption of less than all the Subseries 2012G-1 Bonds, the Trustee will in accordance with the Transportation Resolution first select for redemption all then outstanding Bank Bonds prior to selecting for redemption any Subseries 2012G-1 Bonds that are not Bank Bonds unless the Credit Facility Issuer fails to honor a properly presented and conforming drawing under the Credit Facility, in which case, the Trustee will at the written direction of MTA, select for redemption outstanding Subseries 2012G-1 Bonds in accordance with such direction.

*Redemption Notices.* So long as DTC is the securities depository for the Subseries 2012G-1 Bonds, the Trustee must mail redemption notices to DTC at least 20 days before the redemption date. If the Subseries 2012G-1 Bonds are not held in book-entry-only form, then the Trustee must mail redemption notices directly to bondholders within the same time frame. A redemption of the Subseries 2012G-1 Bonds is valid and effective even if DTC's procedures for notice should fail. Beneficial owners should consider arranging to receive redemption notices or other communications to DTC affecting them, including notice of interest payments through DTC participants. Any notice of optional redemption may state that it is conditional upon receipt by the Trustee of money sufficient to pay the Redemption Price or upon the satisfaction of any other condition, or that it may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before the payment of the Redemption Price if any such condition so specified is not satisfied or if any such other event occurs. **Please note that all redemptions are final - even if a beneficial owner did not receive their notice, and even if a notice had a defect.**

*Redemption Process.* If the Trustee gives an unconditional notice of redemption, then on the redemption date the Subseries 2012G-1 Bonds called for redemption will become due and payable. If the Trustee gives a conditional notice of redemption and such notice is not rescinded, and any other conditions



included in such notice have been satisfied, then on the redemption date the Subseries 2012G-1 Bonds called for redemption will become due and payable. In either case, after the redemption date, no interest will accrue on those Subseries 2012G-1 Bonds, and an Owner's only right will be to receive payment of the redemption price upon surrender of those Subseries 2012G-1 Bonds.

## **Amendments**

The provisions of the Transportation Resolution, with respect to the Subseries 2012G-1 Bonds, may be modified or amended pursuant to the Transportation Resolution by obtaining, when required by the Transportation Resolution, the consent of the Owners of all of the Subseries 2012G-1 Bonds or, in lieu thereof, the Credit Facility Issuer, as permitted by the Transportation Resolution. All Owners of the Subseries 2012G-1 Bonds will be deemed to have consented to a modification or amendment if on the 30th day (or if such day is not a Business Day, on the next succeeding Business Day) after the date on which the Trustee mailed notice of such proposed modification or amendment to the Owners of the Subseries 2012G-1 Bonds there is delivered to the Trustee:

- a certificate of the Tender Agent to the effect that all such Subseries 2012G-1 Bonds that have been optionally tendered for purchase by their Owners after the date on which the Trustee mailed such notice of the proposed modification or amendment have been purchased at a price equal to the Purchase Price thereof,
- a written consent of the Remarketing Agent to the proposed modification or amendment, and
- a favorable Opinion of Bond Counsel.

## **Credit and Liquidity Facility**

**General Description.** The following summarizes certain provisions of the Credit Facility and the Reimbursement Agreement and does not purport to be complete or definitive and reference to such documents is made for the complete provisions thereof. A draft form of the Reimbursement Agreement has been made available on EMMA contemporaneously herewith. *Investors should obtain and review copies of the Credit Facility and the Reimbursement Agreement in order to understand all of the terms of those documents. Capitalized terms used in the following summary which are not otherwise defined in this Remarketing Circular shall have the meanings given to such terms in the Credit Facility and the Reimbursement Agreement, respectively. See Attachment 4 for certain information relating to the Credit Facility Issuer.*

Subject to receipt of a properly presented and conforming draw certificate, the Credit Facility Issuer will pay the principal of and interest on the Subseries 2012G-1 Bonds, and the Purchase Price of any Subseries 2012G-1 Bonds which are tendered or deemed tendered on a Purchase Date or Mandatory Purchase Date and that have not been remarketed, from time to time from proceeds of drawings under the Credit Facility during the period from the date of effectiveness of the Credit Facility to and including October 31, 2023 (as such date may be extended from time to time, the Stated Expiration Date), unless the Credit Facility is extended or earlier terminated, in accordance with its terms. The Credit Facility will automatically terminate on the earliest of (i) the honoring by the Credit Facility Issuer of the final drawing available to be made under the Credit Facility, (ii) receipt by the Credit Facility Issuer of a notice that (A) an Alternate Credit Facility (as defined in the Reimbursement Agreement) has been delivered to and accepted by the Trustee, (B) the rate of interest of all of the Subseries 2012G-1 Bonds has been converted to a rate other than the Daily Rate or the Weekly Rate, or (C) no Subseries 2012G-1 Bonds remain outstanding under the Supplemental Resolution (as defined in the related Reimbursement Agreement) and, in each case, the Trustee is authorized to deliver a notice of cancellation to the Credit Facility Issuer, all conditions precedent to the cancellation of the Credit Facility have been satisfied and the Credit Facility (including any amendment thereto) is surrendered for cancellation (such termination of the Credit Facility to take effect after the Credit Facility Issuer honors any properly presented and conforming drawing, if any, on such date), (iii) the date designated by the Credit Facility Issuer in a written notice to the Trustee, the Remarketing Agent and MTA, which will be (A) on the date of such notice if no Subseries 2012G-1 Bonds are outstanding or (B) on the fifteenth (15th) calendar day (or if such day is not a Business Day, the preceding Business Day) after the Trustee receives written notice from the Credit Facility Issuer stating that an Event of Default (as defined in the related Reimbursement Agreement) has occurred and is continuing under the Reimbursement Agreement, and instructing the Trustee to send a notice of mandatory

tender for purchase of such Subseries 2012G-1 Bonds and to draw on such Credit Facility to effect such purchase (after the Credit Facility Issuer honors any properly presented and conforming drawing, if any, on such date), or (iv) the Stated Expiration Date.

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

- (i) any principal or interest due on any Bank Bonds or any Advance, unreimbursed Draw or Term Loan (as such terms are defined in the Reimbursement Agreement) is not paid by MTA when due or (ii) any amount (other than amounts referred to in clause (i) hereof) payable under the Reimbursement Agreement and under the Fee Agreement (as defined in the Reimbursement Agreement) is not paid by MTA within thirty (30) Business Days of its respective due date;
- the failure by MTA to perform or observe any other term, covenant or agreement contained in the Reimbursement Agreement or the Fee Agreement not specified in the paragraph summarized above, if such failure shall continue for a period of thirty (30) Business Days after written notice thereof by the Credit Facility Issuer to MTA; provided, however, that, such grace period shall not apply to certain covenants set forth in the Reimbursement Agreement for which no cure period exists;
- (i) MTA shall (A) commence a voluntary case under the federal bankruptcy laws (as now or hereafter in effect), (B) file a petition seeking to take advantage of any other laws, domestic or foreign, relating to bankruptcy, insolvency, reorganization, debt adjustment, winding up or composition or adjustment of debts, (C) consent to or fail to contest in a timely and appropriate manner any petition filed against it in an involuntary case under such bankruptcy laws or other laws, (D) apply for or consent to, or fail to contest in a timely and appropriate manner, the appointment of, or the taking of possession by, a receiver, custodian, trustee or liquidator of itself or of a substantial part of its property, (E) admit in writing its inability to pay, or generally not be paying, its debts as they become due, (F) make a general assignment for the benefit of creditors, or (G) take any official action for the purpose of effecting any of the foregoing; or (ii) a case or other proceeding shall be commenced against MTA in any court of competent jurisdiction seeking (A) relief under the federal bankruptcy laws (as now or hereafter in effect) or under any other laws, domestic or foreign, relating to bankruptcy, insolvency, reorganization, winding up or composition or adjustment of debts, or (B) the appointment of a trustee, receiver, custodian, liquidator or the like of MTA, or of all or a substantial part of its property, and any such case or proceeding shall continue undismissed or unstayed for a period of 60 consecutive calendar days, or an order granting the relief requested in any such case or proceeding against MTA (including, but not limited to, an order for relief under such federal bankruptcy laws) shall be entered;
- any warranty, representation or other written statement made by or on behalf of MTA contained in the Reimbursement Agreement or in any of the other Related Documents (as defined in the Reimbursement Agreement) or in any instrument furnished in compliance with or in reference to any of the foregoing, is false or misleading in any material respect on any date when made or deemed made;
- any “event of default” under the Transportation Resolution, the Supplemental Resolution (as defined in the Reimbursement Agreement) or the Certificate of Determination (as defined in the Reimbursement Agreement, and collectively, with the Transportation Resolution and the Certificate of Determination, the Resolution) shall have occurred and be continuing;
- any material provision of the Reimbursement Agreement or any of the other Related Documents to which MTA is a party at any time for any reason ceases to be valid and binding in accordance with its terms on MTA, or is declared to be null and void, or the validity or enforceability of the Reimbursement Agreement or any of the other Related Documents is contested by MTA or a proceeding shall be commenced by MTA seeking to establish the invalidity or unenforceability

thereof, or MTA shall deny that it has any further liability or obligation thereunder, in each case if, in the Credit Facility Issuer's sole judgment, such event would have a materially adverse effect on the Credit Facility Issuer's rights under the Reimbursement Agreement or the related Fee Agreement;

- any governmental authority with jurisdiction over MTA and the affairs of MTA declares or imposes a debt moratorium, debt restructuring, debt adjustment or comparable restriction on the repayment when due and payable of the principal of or interest on any of MTA's indebtedness issued under the Transportation Resolution;
- the Act or the Resolution shall, for any reason, cease to be in full force and effect or shall be declared or become invalid or unenforceable in whole or in part or shall be interpreted, altered or amended in any manner that would in any of the foregoing cases materially adversely affect the obligations of MTA under the Reimbursement Agreement or under the Fee Agreement or the rights of the Credit Facility Issuer under the Reimbursement Agreement or under the Fee Agreement;
- the long-term unenhanced rating assigned to the Subseries 2012G-1 Bonds or any other indebtedness of MTA senior to or on a parity with the Subseries 2012G-1 Bonds shall be withdrawn, suspended (other than as a result of debt maturity, redemption, non-application or non-provision of information) or reduced below "BBB-" (or its equivalent), "BBB-" (or its equivalent) or "Baa3" (or its equivalent) by any one of Fitch, S&P or Moody's;
- a final non-appealable judgment or order for the payment of money in excess of \$25,000,000 (in excess of the coverage limits of any applicable insurance therefor), and payable from the Trust Estate and which ranks senior to or on parity with the Subseries 2012G-1 Bonds shall have been rendered against MTA and such judgment or order shall not have been satisfied, stayed, vacated, discharged or bonded pending appeal within a period of sixty (60) days from the date on which it was first so rendered;
- dissolution or termination of the existence of MTA; provided, however, that in the event that MTA dissolves or its existence terminates by operation of law and a successor entity assumes its obligations under the Reimbursement Agreement, the Fee Agreement and with respect to the Subseries 2012G-1 Bonds and the rights and security for the Reimbursement Obligations (including the pledge of the Trust Estate securing Parity Debt as provided in the Reimbursement Agreement and in the Resolution) remain unchanged, a dissolution or termination of the existence of MTA shall not constitute an Event of Default under the Reimbursement Agreement; or
- MTA shall (i) default in any payment of any Obligations or Parity Reimbursement Obligation (as such terms are defined in the Reimbursement Agreement, hereinafter, "Secured Debt"), beyond the period of grace, if any, provided in the instrument or agreement under which such Secured Debt was created, or (ii) default in the observance or performance of any agreement or condition relating to any Secured Debt or contained in any instrument or agreement evidencing, securing or relating thereto, or any other event shall occur or condition exist, the effect of which default or other event or condition is to cause, or to permit the holder or holders of such Secured Debt (or a trustee or agent on behalf of such holder or holders) to cause (determined without regard to whether any notice is required) any such Secured Debt to become due prior to its stated maturity.

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

- by written, electronic or telephonic notice (promptly confirmed in writing), give notice of such Event of Default to the Trustee and MTA and specifying that the Credit Facility shall terminate on the fifteenth (15th) calendar day (or if such day is not a Business Day, the preceding Business Day) following delivery of such notice, whereupon the Trustee shall immediately declare all of the Subseries 2012G-1 Bonds supported by the Credit Facility then outstanding to be subject to mandatory purchase in accordance with the Certificate of Determination; and

- exercise all or any of its rights and remedies as it may otherwise have under Applicable Law (as defined in the Reimbursement Agreement) and under the Reimbursement Agreement, the Fee Agreement and the Resolution or otherwise by such suits, actions, or proceedings in equity or at law, either for specific performance of any covenant or agreement contained in the Transportation Resolution or the Reimbursement Agreement or the Fee Agreement, or in aid or execution of any power therein granted or for the enforcement of any proper legal or equitable remedy.

Subseries 2012G-1 Bonds remarketed by the Remarketing Agent prior to the date on which the Credit Facility terminates following notice by the Credit Facility Issuer to MTA and the Trustee in accordance with the Reimbursement Agreement, which date of termination shall be a date designated by the Credit Facility Issuer not earlier than fifteen (15) calendar days following delivery of such notice, shall continue to be entitled to the benefit of the Credit Facility in accordance with the terms thereof.

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

### **DEBT SERVICE ON THE BONDS**

**Table 1** on the next page sets forth, on a cash basis (i) the debt service on the outstanding Transportation Revenue Bonds (other than the Subseries 2012G-1 Bonds), (ii) debt service on the Subseries 2012G-1 Bonds, and (iii) the aggregate debt service on all Transportation Revenue Bonds to be outstanding after the remarketing of the Subseries 2012G-1 Bonds.

**Table 1**  
**Aggregate Debt Service**  
**(\$ in thousands)<sup>(1)</sup>**

Year Ending December 31,	Debt Service on Outstanding Bonds <sup>(2)(3)(4)</sup>	Subseries 2012G-1 Bonds <sup>(2)</sup>			Aggregate Debt Service <sup>(5)</sup>
		Principal	Interest	Total	
2019	\$ 1,104,557	-	\$ 259	\$ 259	\$ 1,104,816
2020	1,638,252	-	3,009	3,009	1,641,261
2021	1,626,324	-	3,009	3,009	1,629,333
2022	1,609,683	-	3,009	3,009	1,612,692
2023	1,695,063	-	3,009	3,009	1,698,072
2024	1,686,461	-	3,009	3,009	1,689,470
2025	1,666,716	-	3,009	3,009	1,669,724
2026	1,709,388	-	3,009	3,009	1,712,397
2027	1,694,764	-	3,009	3,009	1,697,773
2028	1,689,261	-	3,009	3,009	1,692,270
2029	1,697,896	-	3,009	3,009	1,700,905
2030	1,683,545	-	3,009	3,009	1,686,554
2031	1,720,041	-	3,009	3,009	1,723,050
2032	1,637,692	\$84,450	2,758	87,208	1,724,900
2033	1,387,882	-	-	-	1,387,882
2034	1,342,462	-	-	-	1,342,462
2035	1,343,148	-	-	-	1,343,148
2036	1,154,359	-	-	-	1,154,359
2037	1,130,310	-	-	-	1,130,310
2038	1,065,192	-	-	-	1,065,192
2039	1,001,470	-	-	-	1,001,470
2040	900,322	-	-	-	900,322
2041	733,229	-	-	-	733,229
2042	680,674	-	-	-	680,674
2043	538,770	-	-	-	538,770
2044	566,922	-	-	-	566,922
2045	460,357	-	-	-	460,357
2046	406,500	-	-	-	406,500
2047	376,693	-	-	-	376,693
2048	362,990	-	-	-	362,990
2049	204,475	-	-	-	204,475
2050	158,518	-	-	-	158,518
2051	129,026	-	-	-	129,026
2052	129,022	-	-	-	129,022
2053	79,398	-	-	-	79,398
2054	79,395	-	-	-	79,395
2055	79,395	-	-	-	79,395
2056	63,684	-	-	-	63,684
2057	10,483	-	-	-	10,483
Total	\$37,244,320	\$84,450	\$39,125	\$123,575	\$37,367,895

<sup>(1)</sup> Totals may not add due to rounding.

<sup>(2)</sup> 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; fixed rate mandatory tender bonds at their respective fixed rates prior to the mandatory tender date; interest paid monthly, calculated on the basis of a 360-day year consisting of twelve 30-day months for variable rate bonds and floating rate notes.

<sup>(3)</sup> Excludes debt service on all outstanding Bond Anticipation Notes and Revenue Anticipation Notes.

<sup>(4)</sup> 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.

<sup>(5)</sup> Figures reflect amounts outstanding as of October 31, 2019, the Mandatory Tender Date for the Subseries 2012G-1 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 2012G-1 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 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.

**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, 2018. 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."

**Table 2a** is a summary of historical revenues of MTA and its subsidiaries, MTA Long Island Rail Road, MTA Metro-North Railroad and MTA Bus, and MTA New York City Transit and its subsidiary MaBSTOA on a cash basis. This information in **Table 2a** may not be indicative of future results of operations and financial condition. The information contained in **Table 2a** has been prepared by MTA management based upon the historical financial statements and the notes thereto.

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**Table 2a**

**Summary of Pledged Revenues (Calculated in Accordance with the Transportation Resolution)  
Historical Cash Basis (\$ in millions)**

	Years Ended December 31,				
	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
<b>Revenues from Systems Operations</b>					
Fares from Transit System	\$ 4,195	\$ 4,396	\$ 4,414	\$ 4,487	\$ 4,454
Fares from Commuter System	1,308	1,373	1,401	1,460	1,481
Fares from MTA Bus	225	223	233	236	242
Other Income <sup>(1)</sup>	<u>270</u>	<u>248</u>	<u>248</u>	<u>256</u>	<u>280</u>
<b>Subtotal – Operating Revenues</b>	<b>\$5,999</b>	<b>\$6,240</b>	<b>\$6,296</b>	<b>\$6,439</b>	<b>\$6,457</b>
<b>Revenues from MTA Bridges and Tunnels Surplus</b>	<b>\$623</b>	<b>\$740</b>	<b>\$742</b>	<b>\$731</b>	<b>\$692</b>
<b>Revenues from Governmental Sources</b>					
State and Local General Operating Subsidies	<b>\$376</b>	<b>\$370</b>	<b>\$378</b>	<b>\$376</b>	<b>\$375</b>
Special Tax-Supported Operating Subsidies					
DTF Excess <sup>(2)</sup>	279	277	259	231	250
MMTOA Receipts	1,564	1,564	1,668	1,668	1,687
Urban Tax	806	941	811	585	656
Excess Mortgage Recording Taxes	25	25	25	25	25
MTA Aid Trust Account Receipts	313	285	300	306	273
Payroll Mobility Tax Receipts <sup>(3)</sup>	<u>1,572</u>	<u>1,626</u>	<u>1,682</u>	<u>1,680</u>	<u>1,727</u>
<b>Subtotal Special Tax-Supported Operating Subsidies</b>	<b>\$4,559</b>	<b>\$4,718</b>	<b>\$4,745</b>	<b>\$4,495</b>	<b>\$4,617</b>
<b>Station Maintenance and Service Reimbursements</b>	<b>524</b>	<b>599</b>	<b>563</b>	<b>560</b>	<b>530</b>
<b>City Subsidy for MTA Bus</b>	<b>461</b>	<b>439</b>	<b>356</b>	<b>520</b>	<b>464</b>
<b>Revenues from Investment of Capital Program Funds<sup>(4)</sup></b>	<b><u>7</u></b>	<b><u>8</u></b>	<b><u>13</u></b>	<b><u>24</u></b>	<b><u>55</u></b>
<b>Subtotal – Non-Operating Revenues<sup>(5)</sup></b>	<b>\$6,550</b>	<b>\$6,874</b>	<b>\$6,797</b>	<b>\$6,706</b>	<b>\$6,734</b>
<b>Total Transportation Resolution Pledged Revenues</b>	<b>\$12,549</b>	<b>\$13,114</b>	<b>\$13,093</b>	<b>\$13,145</b>	<b>\$13,190</b>
<b>Debt Service<sup>(6)</sup></b>	<b>\$1,332</b>	<b>\$1,399</b>	<b>\$1,381</b>	<b>\$1,581</b>	<b>\$1,457</b>
<b>Debt Service Coverage from Pledged Revenues</b>	<b>9.4x</b>	<b>9.4x</b>	<b>9.5x</b>	<b>8.3x</b>	<b>9.1x</b>

<sup>(1)</sup> 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.

<sup>(2)</sup> Calculated by subtracting the debt service payments on the Dedicated Tax Fund Bonds from the MTF Receipts described in Part 3 of the ADS under the caption “DEDICATED TAX FUND BONDS.”

<sup>(3)</sup> Payroll Mobility Tax Receipts include PMT Revenue Offset of \$309 million annually in 2014 through 2016, and \$244.3 million in both 2017 and 2018.

<sup>(4)</sup> Represents investment income on capital program funds held for the benefit of the Transit and Commuter Systems on an accrual basis.

<sup>(5)</sup> 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.

<sup>(6)</sup> Debt service was reduced by approximately \$54 million in each year of 2014 through 2018 to reflect Build America Bonds interest credit payments relating to certain outstanding bonds. Such payments do not constitute Pledged Revenues under the Transportation Resolution.

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, 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 six out of the last seven 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.
- 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.
- Totals may not add due to rounding.

**Table 2b** sets forth, by major category, for the five years ended December 31, 2018, all of the system operating revenues, expenses, adjustments, prior-year carryover and net cash balance. This information contained in **Table 2b** may not be indicative of future results of operations and financial condition. The information in **Table 2b** has been prepared by MTA management based on MTA financial plans.

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**Table 2b**  
**MTA Consolidated Statement of Operations by Category**  
(\$ in millions)

<b>Non-Reimbursable</b>	<b>Actual 2014</b>	<b>Actual 2015</b>	<b>Actual 2016</b>	<b>Actual 2017</b>	<b>Actual 2018</b>
<b><u>Operating Revenue</u></b>					
Farebox Revenue	\$5,709	\$5,961	\$6,170	\$6,172	\$6,155
Toll Revenue	1,676	1,809	1,912	1,912	1,976
Other Revenue	682	689	653	653	643
Capital and Other Reimbursements	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<b>Total Operating Revenue</b>	<b>\$8,068</b>	<b>\$8,459</b>	<b>\$8,608</b>	<b>\$8,737</b>	<b>\$8,774</b>
<b><u>Operating Expense</u></b>					
<b>Labor Expenses:</b>					
Payroll	\$4,672	\$4,696	\$5,019	\$5,021	\$5,211
Overtime	730	755	934	934	1,066
Health & Welfare	962	1,050	1,209	1,209	1,230
OPEB Current Payment	479	502	564	564	604
Pensions	1,304	1,249	1,345	1,345	1,336
Other-Fringe Benefits	784	861	794	792	881
Reimbursable Overhead	<u>(350)</u>	<u>(380)</u>	<u>(492)</u>	<u>(492)</u>	<u>(528)</u>
<b>Subtotal Labor Expenses</b>	<b>\$8,582</b>	<b>\$8,732</b>	<b>\$9,238</b>	<b>\$9,373</b>	<b>\$9,799</b>
<b>Non-Labor Expenses:</b>					
Electric Power	\$516	\$474	\$430	\$430	\$482
Fuel	267	162	150	150	185
Insurance	51	57	(3)	(3)	(29)
Claims	269	331	515	526	438
Paratransit Service Contracts	366	379	393	393	455
Maintenance and Other Operating Contracts	549	579	692	695	678
Professional Service Contracts	283	380	506	507	544
Materials & Supplies	527	543	588	588	637
Other Business Expenses	<u>180</u>	<u>196</u>	<u>217</u>	<u>217</u>	<u>221</u>
<b>Subtotal Non-Labor Expenses</b>	<b>\$3,007</b>	<b>\$3,101</b>	<b>\$3,168</b>	<b>\$3,505</b>	<b>\$3,611</b>
<b>Other Expense Adjustments:</b>					
Other	\$45	\$37	\$49	\$49	\$129
General Reserve	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<b>Subtotal Other Expense Adjustments</b>	<b>\$45</b>	<b>\$37</b>	<b>\$47</b>	<b>\$49</b>	<b>\$129</b>
<b>Total Operating Expense before Non-Cash Liability Adj.</b>	<b>\$11,634</b>	<b>\$11,871</b>	<b>\$12,454</b>	<b>\$12,927</b>	<b>\$13,539</b>
Depreciation	\$2,266	\$2,443	\$2,600	\$2,608	\$2,805
OPEB Liability Adjustment	2,035	1,490	1,548	1,567	
GASB 75 OPEB Expense Adjustment					1,048
GASB 68 Pension Expense Adjustment	0	(410)	(234)	(168)	(373)
Environmental Remediation	21	21	13	13	106
<b>Total Operating Expense after Non-Cash Liability Adj.</b>	<b>\$15,956</b>	<b>\$15,414</b>	<b>\$16,252</b>	<b>\$16,948</b>	<b>\$17,124</b>
Conversion to Cash Basis: Non-Cash Liability Adjs.	(\$4,322)	(\$3,543)	(\$3,927)	(\$4,021)	(\$3,585)
Debt Service (excludes Service Contract Bonds)	2,249	2,373	2,525	2,525	2,541
<b>Total Operating Expense with Debt Service</b>	<b>\$13,882</b>	<b>\$14,244</b>	<b>\$14,912</b>	<b>\$15,452</b>	<b>\$16,079</b>
Dedicated Taxes and State/Local Subsidies	\$6,375	\$6,595	\$6,429	\$6,416	\$7,177
<b>Net Surplus/(Deficit) After Subsidies and Debt Service</b>	<b>\$561</b>	<b>\$810</b>	<b>\$371</b>	<b>(\$300)</b>	<b>(\$128)</b>
Conversion to Cash Basis: GASB Account	(50)	0	0	0	0
Conversion to Cash Basis: All Other	(626)	(660)	129	174	379
<b>CASH BALANCE BEFORE PRIOR-YEAR CARRYOVER</b>	<b>(\$115)</b>	<b>\$150</b>	<b>(\$232)</b>	<b>(\$126)</b>	<b>\$251</b>
<b>ADJUSTMENTS</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>PRIOR-YEAR CARRYOVER</b>	<b>445</b>	<b>330</b>	<b>480</b>	<b>248</b>	<b>121</b>
<b>NET CASH BALANCE</b>	<b>\$330</b>	<b>\$480</b>	<b>\$248</b>	<b>\$121</b>	<b>\$372</b>

**Table 3a** sets forth the Summary of Mid-Year Forecast 2019 and Preliminary Budget 2020. Pledged Revenues are based on the MTA 2020 Preliminary Budget and the July Financial Plan 2020-2023. The information set forth in **Table 3a** is comparable to that set forth, with respect to the years 2014-2018, in **Table 2a**.

**Table 3a**  
**Summary of Mid-Year Forecast 2019 and Preliminary Budget 2020**  
**(Calculated in Accordance with the Transportation Resolution)**  
**(\$ in millions) <sup>(1)</sup>**

	<b>Mid-Year Forecast <u>2019</u></b>	<b>Preliminary Budget <u>2020</u></b>
<b>Revenues from Systems Operations</b>		
Fares from Transit System	\$4,539	\$4,600
Fares from Commuter System	1,536	1,561
Fares from MTA Bus	221	224
Other Income <sup>(2)</sup>	<u>309</u>	<u>289</u>
<b>Subtotal – Operating Revenues</b>	<b>\$6,604</b>	<b>\$6,674</b>
<b>Revenues from MTA Bridges and Tunnels Surplus</b>	<b>\$762</b>	<b>\$776</b>
<b>Revenues from State and Local Governmental Sources</b>		
<b>State and Local General Operating Subsidies</b>	<b>\$356</b>	<b>\$376</b>
<b>NYC Transportation Assistance Fund –     General Transportation Account<sup>(3)</sup></b>	<b>\$0</b>	<b>\$84</b>
<b>Special Tax-Supported Operating Subsidies</b>		
DTF Excess <sup>(4)</sup>	253	235
MMTOA Receipts	1,824	1,888
Urban Tax	671	626
Excess Mortgage Recording Taxes	12	12
Aid Trust Account Receipts <sup>(5)</sup>	313	318
Payroll Mobility Tax Receipts <sup>(5)</sup>	<u>1,839</u>	<u>1,907</u>
<b>Subtotal Special Tax-Supported Operating Subsidies</b>	<b>\$4,912</b>	<b>\$4,987</b>
<b>Station Maintenance and Service Reimbursements</b>	<b>\$613</b>	<b>\$610</b>
<b>City Subsidy for MTA Bus</b>	<b>\$669</b>	<b>\$517</b>
<b>Income from Investment of Capital Program Funds</b>	<b>\$2</b>	<b>\$2</b>
<b>Subtotal – Non-Operating Revenues</b>	<b>\$7,315</b>	<b>\$7,351</b>
<b>Total Transportation Resolution Pledged Revenues</b>	<b>\$13,919</b>	<b>\$14,026</b>
<b>Budgeted Debt Service <sup>(6)</sup></b>	<b>\$1,613</b>	<b>\$1,721</b>
<b>Debt Service Coverage from Pledged Revenues</b>	<b>8.6x</b>	<b>8.1x</b>

<sup>(1)</sup> Totals may not add due to rounding.

<sup>(2)</sup> 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.

<sup>(3)</sup> 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. See also “PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS – SOURCES OF PAYMENT – Description of Pledged Revenues – Additional Taxes and Fees – Legal Challenges to Certain Congestion Zone Surcharges” for a description of a lawsuit challenging the application of certain Congestion Zone Surcharges.

<sup>(4)</sup> 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.”

<sup>(5)</sup> 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.

<sup>(6)</sup> Net of annual Build America Bond interest credit payments on previously issued bonds of approximately \$54.2 million in 2019 and \$53.5 million in 2020. Such payments do not constitute pledged revenues under the Transportation Resolution.

**Table 3b** sets forth, by major category, for the Mid-Year Forecast 2019 and Preliminary Budget 2020, all of the system operating revenues, expenses, adjustments, prior-year carryover and net cash balance as published in the MTA 2020 Preliminary Budget and the July Financial Plan 2020-2023. The information contained in **Table 3b** is comparable to that set forth, with respect to the years 2014-2018, in **Table 2b**.

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

	<b>Mid-Year Forecast 2019</b>	<b>Preliminary Budget 2020</b>
<b>Non-Reimbursable</b>		
<b><u>Operating Revenue</u></b>		
Farebox Revenue	\$6,305	\$6,389
Toll Revenue	2,088	2,121
Other Revenue	696	684
Capital and Other Reimbursements	<u>0</u>	<u>0</u>
<b>Total Operating Revenue</b>	<b>\$9,089</b>	<b>\$9,195</b>
<b><u>Operating Expense</u></b>		
<b>Labor Expenses:</b>		
Payroll	\$5,328	\$5,422
Overtime	910	838
Health & Welfare	1,341	1,414
OPEB Current Payment	645	704
Pensions	1,494	1,461
Other-Fringe Benefits	869	897
Reimbursable Overhead	<u>(471)</u>	<u>(430)</u>
<b>Subtotal Labor Expenses</b>	<b>\$10,116</b>	<b>\$10,306</b>
<b>Non-Labor Expenses:</b>		
Electric Power	\$452	\$473
Fuel	183	183
Insurance	6	16
Claims	388	394
Paratransit Service Contracts	495	488
Maintenance and Other Operating Contracts	840	797
Professional Service Contracts	608	503
Materials & Supplies	689	680
Other Business Expenses	<u>218</u>	<u>214</u>
<b>Subtotal Non-Labor Expenses</b>	<b>\$3,877</b>	<b>\$3,748</b>
<b>Other Expense Adjustments:</b>		
Other	\$175	\$86
General Reserve	<u>165</u>	<u>170</u>
<b>Subtotal Other Expense Adjustments</b>	<b>\$340</b>	<b>\$256</b>
<b>Total Operating Expense before Non-Cash Liability Adjustments</b>	<b>\$14,333</b>	<b>\$14,310</b>
Depreciation	\$2,785	\$2,843
GASB 75 OPEB Expense Adjustment	1,457	1,628
GASB 68 Pension Expense Adjustment	(221)	(272)
Environmental Remediation	6	6
<b>Total Operating Expense after Non-Cash Liability Adjustments</b>	<b>\$18,360</b>	<b>\$18,515</b>
Conversion to Cash Basis: Non-Cash Liability Adjustments	(\$4,027)	(\$4,205)
Debt Service (excludes Service Contract Bonds)	2,683	2,830
<b>Total Operating Expense with Debt Service</b>	<b>\$17,016</b>	<b>\$17,140</b>
Dedicated Taxes and State/Local Subsidies	\$7,314	\$7,406
<b>Net Surplus/(Deficit) After Subsidies and Debt Service</b>	<b>(\$613)</b>	<b>(\$539)</b>
Conversion to Cash Basis: GASB Account	0	0
Conversion to Cash Basis: All Other	229	147
<b>CASH BALANCE BEFORE PRIOR-YEAR CARRYOVER</b>	<b>(\$384)</b>	<b>(\$392)</b>
<b>ADJUSTMENTS</b>	<b>73</b>	<b>386</b>
<b>PRIOR-YEAR CARRYOVER</b>	<b><u>372</u></b>	<b><u>61</u></b>
<b>NET CASH BALANCE</b>	<b>\$61</b>	<b>\$55</b>

## 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:
  - subsidies for the Transit System from the State and matching subsidies from the City, and
  - subsidies for the Commuter System from the State and matching subsidies from the City and the seven counties within the MCTD.
- ***Special Tax-Supported Operating Subsidies.*** MTA receives subsidies from a number of sources including:
  - portions of the following dedicated taxes pledged but not ultimately needed to pay debt service on MTA's Dedicated Tax Fund 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
  - 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 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
  - 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 expressly provided that any reductions in aid to MTA attributable to the 2011 statutory reductions in the payroll mobility tax “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 pursuant to an amendment in the 2015-2016 State Enacted Budget. The PMT Revenue Offset, however, is subject to appropriation. Beginning in State Fiscal Year 2019-2020, the 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 for funding 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 2019 – the first \$362 million,
  - 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.

For a discussion of certain litigation relating to the Congestion Zone Surcharges, 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 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 for 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.

*Expectations with Respect to Future Bonding.* MTA currently anticipates establishing a new credit 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.

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, such amounts would be treated as “Operating Subsidies” pledged to the payment of principal 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 (the State portion of such sales tax collections were not appropriated in the 2019 legislative session and accordingly will not be available to MTA until they are appropriated by the Legislature). Funds from such additional revenue sources are to be 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 for 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.

See “MTA-RELATED PROVISIONS IN THE NEW YORK STATE FISCAL YEAR 2019-2020 ENACTED BUDGET – Central Business District Tolling Program” and “–Other New Recurring Revenue Sources for MTA” in Part I of the ADS. See also **Attachment 4** – “Supplement to the ADS, dated October 3, 2019”, which discusses the MTA Board approval of the proposed 2020-2024 Capital Program.

*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**

*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, the preliminary budget prepared in connection with 2020 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 July Financial Plan 2020-2023, the budgets of the Related Entities are expected to be in balance in 2019 and 2020, but there are projected deficits in 2021, 2022 and 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.

***Financial Plans.*** The July Financial Plan 2020-2023, the 2010-2014 Capital Program, the 2015-2019 Capital Program, the proposed 2020-2024 Capital Program and prior and future Capital Programs are interrelated, and any failure to fully achieve the various components of these plans could have an adverse impact on one or more of the other proposals contained in the July Financial Plan 2020-2023, the 2010-2014 Capital Program, the 2015-2019 Capital Program, the proposed 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 (MTA Transformation Plan) and initial anticipated fiscal impacts of the report's recommendations are included in the July Financial Plan 2019-2023. The MTA Transformation Plan was approved as a blueprint plan by the MTA Board at its July 24, 2019 meeting.

***MTA Enhanced Policing and Cyber Security Initiatives.*** MTA management has committed to two new initiatives that will have incremental budgetary expenditure impacts over the term of MTA's current four-year Financial Plan through 2023 and beyond. First, MTA is planning an incremental increase of 493 uniformed police officers over an already planned initiative that will provide an increase of police to serve East Side Access upon its opening. This additional increase in police officers will be primarily focused on MTA New York City Transit quality of life concerns, fare evasion enforcement and employee and customer safety on the subways and buses. By the end of the financial plan period, these combined initiatives are expected to provide MTA with an additional 581 uniformed police. The incremental costs of the initiative since the July Plan over the course of the 2020-2023 Financial Plan period is estimated to be approximately \$248.2 million, excluding related ongoing training and equipment costs. Second, a new cyber security initiative is planned as part of MTA's continual assessment of cyber security vulnerabilities to enhance MTA and Related Entities' operating technologies and to protect critical infrastructure. The estimated costs of the cyber security initiative are \$52.3 million annually for the years 2020 through 2022, \$42.3 million in 2023 and \$41.3 million in 2024, and annually thereafter. Each of the foregoing new programs will be included in the MTA budget in the November Financial Plan expected to be considered by the MTA Board at its November 2019 meeting.

***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.

***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.

***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, including the Subseries 2012G-1 Bonds. MTA makes no representations about State information or its continued availability.

## SECURITY

### General

The Transportation Revenue Bonds, including the 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 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.”

### **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).

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;

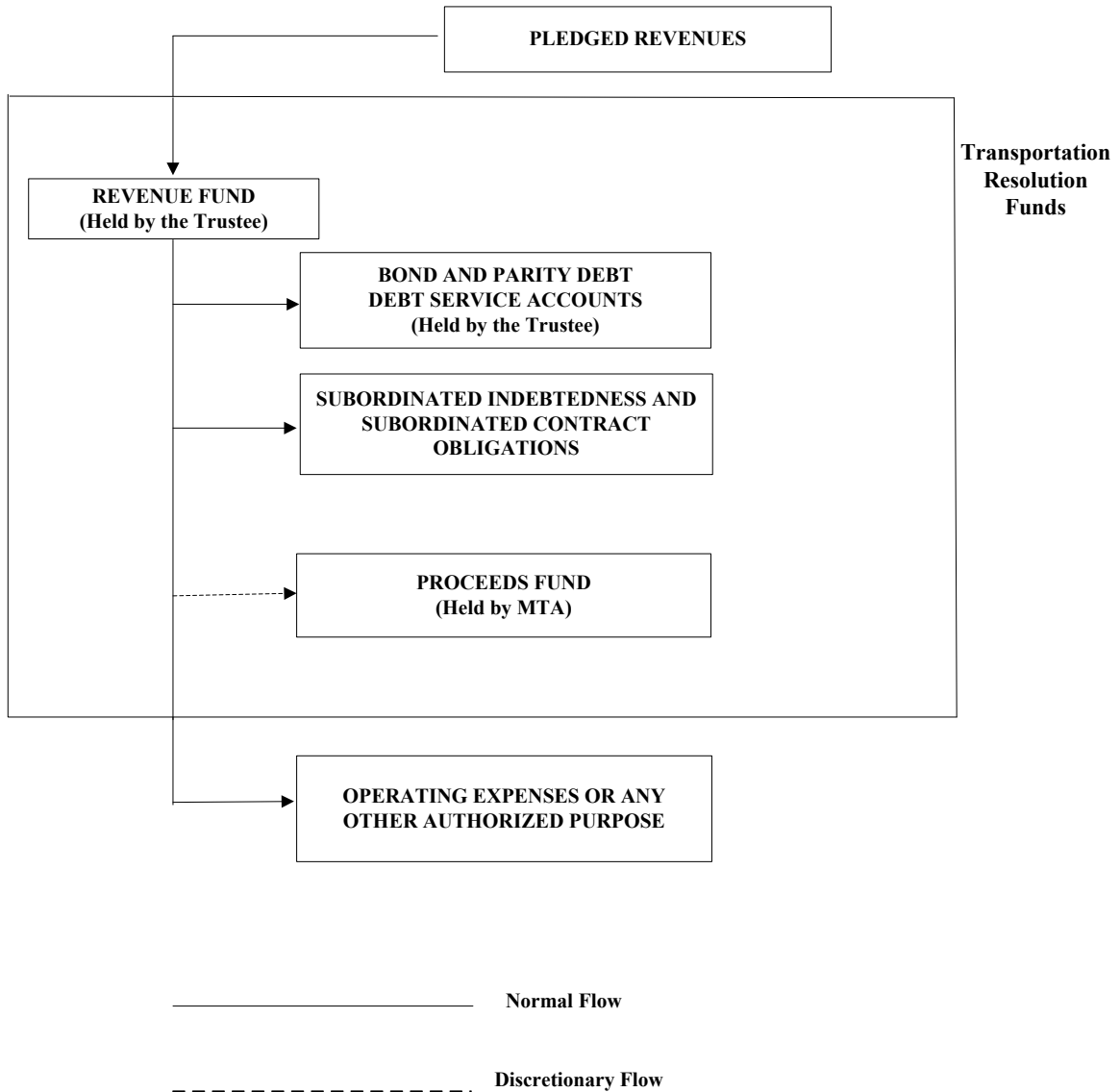
- to MTA for deposit in the Proceeds Fund, as directed by one of MTA's authorized officers, to fund Capital Costs of the Transit, Commuter and MTA Bus Systems; and
- to accounts held by MTA or any of the Related Transportation Entities for payment of operating expenses or any other authorized purpose.

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



## 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 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 the 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 2012G-1 BONDS

**Part III** of this remarketing circular provides miscellaneous additional information relating to the Subseries 2012G-1 Bonds.

#### TAX MATTERS

##### General

On November 13, 2012, the date of original issuance of the Subseries 2012G-1 Bonds, Nixon Peabody LLP, as bond counsel to MTA, delivered the opinion set forth as **Attachment 3-1**. Such opinion (the “Approving Opinion”) speaks only as of its date, only to the matters expressly stated and such opinion is not being re-delivered.

The Approving Opinion provided that, under existing law, as of its date, relying on certain statements by MTA and assuming compliance by MTA with certain covenants, interest on the Subseries 2012G-1 Bonds was:

- excluded from a bondholder’s federal gross income under the Internal Revenue Code of 1986,
- not a preference item for a bondholder under the federal alternative minimum tax, and
- included in the adjusted current earnings of a corporation under the federal corporate alternative minimum tax.\*

The Approving Opinion also concluded that, under then existing law, as of its date, interest on the Subseries 2012G-1 Bonds was exempt from personal income taxes of New York State and any political subdivisions of the State, including The City of New York.

On the Mandatory Tender Date, Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP, as Co-Bond Counsel to MTA for the remarketing of the Subseries 2012G-1 Bonds, will each deliver an opinion in the form set forth hereto as **Attachment 3-2** that the mandatory tender and remarketing of the Subseries 2012G-1 Bonds as described herein will not, in and of themselves, adversely affect the exclusion of interest on the Subseries 2012G-1 Bonds from gross income for purposes of federal income taxation.

Neither current Co-Bond Counsel to MTA nor prior bond counsel is rendering an opinion on the current tax status of the Subseries 2012G-1 Bonds.

##### The Subseries 2012G-1 Bonds

The Internal Revenue Code of 1986 imposes requirements on the Subseries 2012G-1 Bonds that MTA must continue to meet after the Subseries 2012G-1 Bonds were issued. These requirements generally involve the way that bond proceeds must be invested and ultimately used. If MTA does not meet these requirements, it is possible that a bondholder may have to include interest on the Subseries 2012G-1 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.

A bondholder who is a particular kind of taxpayer may also have additional tax consequences from owning the Subseries 2012G-1 Bonds. This is possible if a bondholder is

- an S corporation,

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\* The Tax Cuts and Jobs Act of 2017, Public Law No. 115-97, eliminated the alternative minimum tax in respect of corporations for taxable years commencing after December 31, 2017.

- 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 2012G-1 Bonds.

If a bondholder is in any of these categories, it should consult its tax advisor.

Neither current Co-Bond Counsel to MTA nor prior bond counsel is responsible for updating their respective opinions after the respective dates such opinions were or will be provided. Although not possible to predict as of the respective dates such opinions were or will be provided, it is possible that something may have happened or may happen in the future that could change the tax treatment of the interest on the Subseries 2012G-1 Bonds or affect the market price of the Subseries 2012G-1 Bonds.

Neither current Co-Bond Counsel to MTA nor prior bond counsel expresses any 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 2012G-1 Bonds or under State, local or foreign tax law.

### **Information Reporting and Backup Withholding**

Information reporting requirements apply to interest paid on tax-exempt obligations, such as the Subseries 2012G-1 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 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 2012G-1 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 2012G-1 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 2012G-1 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 2012G-1 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 2012G-1 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 2012G-1 Bonds may occur. Prospective purchasers of the Subseries 2012G-1 Bonds should consult their own tax advisors regarding the impact of any change in law or proposed change in law on the Subseries 2012G-1 Bonds. Co-Bond Counsel have not undertaken to advise in the future whether any events after the date of the remarketing of the Subseries 2012G-1 Bonds may affect the tax status of interest on the Subseries 2012G-1 Bonds.

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

## **LEGALITY FOR INVESTMENT**

The MTA Act provides that the Subseries 2012G-1 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 2012G-1 Bonds.

## **LITIGATION**

There is no pending litigation concerning the bonds being remarketed.

MTA is the defendant in numerous claims and actions, as are its affiliates and subsidiaries, including the 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 2012G-1 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 remarketing of the Subseries 2012G-1 Bonds. The Co-Financial Advisors have provided MTA advice on the remarketing plan and reviewed the pricing of the Subseries 2012G-1 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 Subseries 2012G-1 Bonds are being remarketed by Barclays Capital, Inc. (the Remarketing Agent) at prices that are not in excess of the price stated on the cover of this remarketing circular. The Remarketing Agent will be paid \$48,463.16 as reimbursement for certain financing and legal expenses in connection with the remarketing of the Subseries 2012G-1 Bonds.

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

In the ordinary course of their various business activities, the Remarketing Agent and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities, which may include credit default swaps) and financial instruments (including bank loans) for their

own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of MTA. The Remarketing Agent and its affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

The Remarketing Agent for the Subseries 2012G-1 Bonds is a wholly-owned indirect subsidiary of the Credit Facility Issuer.

## RATINGS

MTA has applied to each of the credit rating agencies set forth below for the ratings to be assigned to the Subseries 2012G-1 Bonds upon the substitution by Credit Facility Issuer of the Credit Facility. Upon the assignment of such ratings, MTA intends to supplement this remarketing circular to reflect the ratings assigned to the Subseries 2012G-1 Bonds. Those ratings reflect only the views of the organizations assigning them. An explanation of the significance of the ratings or any outlooks or other statements given with respect thereto from each identified agency may be obtained as follows:

Fitch Ratings 33 Whitehall Street New York, New York 10004 (212) 908-0500	Moody's Investors Service, Inc. 7 World Trade Center 250 Greenwich Street, 23 <sup>rd</sup> Floor New York, New York 10007 (212) 553-0300	S&P Global Ratings 55 Water Street New York, New York 10041 (212) 438-2000
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MTA has furnished information to each rating agency rating the bonds being offered, 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 bonds. Any downward revision or withdrawal of a rating may have an adverse effect on the market price of the bonds.

## LEGAL MATTERS

Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP are Co-Bond Counsel to MTA for the remarketing of the Subseries 2012G-1 Bonds. On November 13, 2012, Nixon Peabody LLP, as bond counsel to MTA, delivered the Approving Opinion set forth as **Attachment 3-1** in connection with the original issuance of the Subseries 2012G-1 Bonds. The Approving Opinion speaks only as of its date, only as to the matters expressly stated and is not being re-delivered. On the date of the remarketing of the Subseries 2012G-1 Bonds, Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP, as Co-Bond Counsel, will deliver opinions in substantially the form set forth in **Attachment 3-2**.

The Remarketing Agent has appointed Norton Rose Fulbright US LLP, as counsel to the Remarketing Agent in connection with the remarketing of the Subseries 2012G-1 Bonds, which firm will pass on certain legal matters.

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

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

Certain legal matters regarding MTA will be passed on 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 Subseries 2012G-1 Bonds or other material events affecting the tax status of the Subseries 2012G-1 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 Subseries 2012G-1 Bonds, 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 the 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

## **ATTACHMENT 1 BOOK-ENTRY-ONLY SYSTEM**

1. The Depository Trust Company (DTC), New York, NY, will act as securities depository for the Subseries 2012G-1 Bonds. The Subseries 2012G-1 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 2012G-1 Bond will be issued for each maturity of the Subseries 2012G-1 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 2012G-1 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 its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

3. Purchases of Subseries 2012G-1 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Subseries 2012G-1 Bonds on DTC's records. The ownership interest of each actual purchaser of each Subseries 2012G-1 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 2012G-1 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 2012G-1 Bonds, except in the event that use of the book-entry system for the Subseries 2012G-1 Bonds is discontinued.

4. To facilitate subsequent transfers, all Subseries 2012G-1 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 2012G-1 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 2012G-1 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Subseries 2012G-1 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 2012G-1 Bonds may wish to take certain steps to augment the



transmission to them of notices of significant events with respect to the Subseries 2012G-1 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Subseries 2012G-1 Bond documents. For example, Beneficial Owners of the Subseries 2012G-1 Bonds may wish to ascertain that the nominee holding the Subseries 2012G-1 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 2012G-1 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 2012G-1 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 2012G-1 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 2012G-1 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. A Beneficial Owner shall give notice to elect to have its Subseries 2012G-1 Bonds purchased or tendered, through its Participant, to the Remarketing Agent, and shall effect delivery of such Subseries 2012G-1 Bonds by causing the Direct Participant to transfer the Participant's interest in the Subseries 2012G-1 Bonds, on DTC's records, to the Remarketing Agent. The requirement for physical delivery of Subseries 2012G-1 Bonds in connection with an optional tender on a mandatory purchase will be deemed satisfied when the ownership rights in the Subseries 2012G-1 Bonds are transferred by the Direct Participants on DTC's records and followed by a book-entry credit of tendered Subseries 2012G-1 Bonds to the Remarketing Agent's DTC account.

10. DTC may discontinue providing its services as depository with respect to the Subseries 2012G-1 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 2012G-1 Bonds are required to be printed and delivered.

11. 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 2012G-1 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 2012G-1 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, 2019 (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 2012G-1 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, 2019, 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 2012G-1 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 2012G-1 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 2012G-1 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 2012G-1 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 2012G-1 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 2012G-1 Bonds at the time Outstanding which are affected thereby. Each of the 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 2012G-1 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 APPROVING OPINION OF NIXON PEABODY LLP  
DELIVERED IN CONNECTION WITH THE ORIGINAL ISSUANCE  
OF THE SUBSERIES 2012G-1 BONDS**

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

November 13, 2012

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

Ladies and Gentlemen:

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

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

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

A portion of the proceeds of the Series 2012G Bonds is being used to refund certain outstanding bonds of MTA issued pursuant to the Resolution, such bonds having been issued as described in the hereinafter defined Escrow Agreement (the “Refunded Bonds”). A portion of the proceeds of the Series 2012G Bonds (the “Defeasance Deposit”) has been used to deposit with The Bank of New York Mellon, as escrow agent under the Escrow Agreement and as Trustee under the Resolution, a cash amount sufficient, together with other amounts provided by MTA, to pay when due the applicable principal of and interest due on said Refunded Bonds (the “Defeasance Requirement”). Such Defeasance Deposit is being held in trust under an escrow agreement, dated the date hereof (the “Escrow Agreement”), by and between MTA and The Bank of New York Mellon, as escrow agent thereunder and as Trustee under the Resolution. The Trustee has previously given, at the direction of MTA, notice of the redemption of the Refunded Bonds. Samuel Klein and Company, Certified Public Accountants, has prepared a report stating that they have reviewed the accuracy of the mathematical computations of the adequacy of the Defeasance Deposit to pay in full the Defeasance Requirement when due. We have undertaken no independent verification of the adequacy of the Defeasance Deposit.

The Internal Revenue Code of 1986, as amended (the “Code”), establishes certain requirements that must be met subsequent to the issuance and delivery of the Series 2012G Bonds in order that interest on the Series 2012G Bonds be and remain excluded from gross income for federal income tax purposes under Section 103 of the Code. We have examined the Arbitrage and Use of Proceeds Certificate of MTA, dated the date hereof (the “Arbitrage and Use of Proceeds Certificate”), in which MTA has made representations, statements

of intention and reasonable expectation, certifications of fact and covenants relating to the federal tax status of interest on the Series 2012G Bonds, including, but not limited to, certain representations with respect to the use of the proceeds of the Series 2012G Bonds and the investment of certain funds. The Arbitrage and Use of Proceeds Certificate obligates MTA to take certain actions necessary to cause interest on the Series 2012G Bonds to be excluded from gross income pursuant to Section 103 of the Code. Noncompliance with the requirements of the Code could cause interest on the Series 2012G Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance, irrespective of the date on which such noncompliance occurs or is ascertained. MTA has covenanted in the Resolution to maintain the exclusion of the interest on the Series 2012G Bonds from gross income for federal income tax purposes pursuant to Section 103(a) of the Code.

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

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

We are of the opinion that:

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

2. MTA has the right and power under the Issuer Act to adopt the Resolution. The Resolution has been duly and lawfully adopted by MTA, is in full force and effect, is valid and binding upon MTA, and is enforceable in accordance with its terms, and no other authorization for the Resolution is required. The Resolution creates the valid pledge which it purports to create of the Trust Estate, subject only to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution.

3. The Series 2012G Bonds have been duly and validly authorized and issued in accordance with the laws of the State, including the Constitution of the State and the Issuer Act, and in accordance with the Resolution, and are valid and binding special obligations of MTA, enforceable in accordance with their terms and the terms of the Resolution, payable solely from the Trust Estate as provided in the Resolution, and are entitled to the benefits of the Issuer Act and the Resolution. MTA has no taxing power and the Series 2012G Bonds are not debts of the State or of any other political subdivision thereof. MTA reserves the right to issue additional Obligations and to incur Parity Debt on the terms and conditions, and for the purposes, provided in the Resolution, on a parity as to security and payment with the Series 2012G Bonds.

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

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

legality of such investment is governed by the laws of the State; and which may be deposited with and shall be received by all public officers and bodies of the State and all municipalities and political subdivisions for any purpose for which the deposit of bonds or other obligations of the State is or may be authorized.

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

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

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

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

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

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

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

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

Very truly yours,



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ATTACHMENT 3-2

**FORM OF OPINIONS OF ORRICK, HERRINGTON & SUTCLIFFE LLP AND  
BRYANT RABBINO LLP EXPECTED TO BE DELIVERED  
ON THE DATE THE SUBSERIES 2012G-1 BONDS ARE REMARKETED**

[Date of Remarketing]

Metropolitan Transportation Authority  
2 Broadway  
New York, New York 10004

Ladies and Gentlemen:

On November 13, 2012, Nixon Peabody LLP delivered its opinion as bond counsel to the Metropolitan Transportation Authority (“MTA”) in connection with the issuance by MTA of \$359,450,000 aggregate principal amount of its Transportation Revenue Variable Rate Refunding Bonds, Series 2012G, issued in four subseries, including Subseries 2012G-1 in the principal amount of \$84,450,000 (the “Subseries 2012G-1 Bonds”).

The Subseries 2012G-1 Bonds were issued pursuant to the MTA General Resolution Authorizing Transportation Revenue Obligations, adopted by the Board of MTA on March 26, 2002, as amended and supplemented to the date of issuance thereof, including by a supplemental resolution adopted by the Board of MTA on January 31, 2007 (the “Transportation Resolution”), along with the Certificate of Determination relating to Transportation Revenue Bonds, Series 2012G, dated as of November 13, 2012, as subsequently amended on September 10, 2014, and amended and restated as of November 2, 2015, November 1, 2016 and October 20, 2017 (the “Certificate of Determination” and, together with the Transportation Resolution, the “Resolution”).

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

On the date hereof, MTA intends to (i) convert the Subseries 2012G-1 Bonds from the Term Rate Mode to the Daily Mode (the “Mode Change”); (ii) agree to the delivery of an irrevocable direct-pay letter of credit issued by Barclays Bank PLC, providing liquidity and credit support for the Subseries 2012G-1 Bonds (the “Liquidity and Credit Facility”); and (iii) further amend and restate the Certificate of Determination to provide for, among other things, the Mode Change, the delivery of the Liquidity and Credit Facility and the remarketing of the Subseries 2012G-1 Bonds.

In order to effect the Mode Change, MTA provided to the Trustee a Notice of Mandatory Tender and Notice of Intention to Change Mode relating to the Subseries 2012G-1 Bonds pursuant to Section A-208(b) of Appendix A-2 to the Certificate of Determination (“Appendix A-2”). In accordance with Section A-407(e) of Appendix A-2, the Trustee disseminated a Notice of Mandatory Tender to the owners of the Subseries 2012G-1 Bonds at least fifteen days prior to the date hereof. Immediately prior to the Mode Change, the Subseries 2012G-1 Bonds will be subject to mandatory tender at a Purchase Price equal to the principal amount thereof. The date hereof is also an Interest Payment Date for the Subseries 2012G-1 Bonds, and accrued interest thereon to, but not including, the date hereof, will be paid in accordance with customary procedures.

Based on the foregoing, we are of the opinion that the Mode Change is authorized under the Resolution, and all conditions to the Mode Change have been satisfied.

Based on the foregoing, we are further of the opinion that the Mode Change, the delivery of the Liquidity and Credit Facility, the mandatory tender and remarketing of the Subseries 2012G-1 Bonds and the amendment of the terms and provisions of the Subseries 2012G-1 Bonds to reflect the terms and provisions

described herein will not, in and of themselves, adversely affect the exclusion of interest on the Subseries 2012G-1 Bonds from gross income for purposes of federal income taxation.

We have undertaken no investigation as to matters affecting the exclusion of interest on the Subseries 2012G-1 Bonds from gross income for federal income tax purposes since the date of their issuance. In delivering this opinion, we have assumed with respect to the Subseries 2012G-1 Bonds, without investigation, that MTA is in compliance with its covenants and agreements under the Resolution and that the proceeds of the Subseries 2012G-1 Bonds were applied in accordance with the Resolution and the tax certificate of MTA delivered in connection with the issuance of the Subseries 2012G-1 Bonds. Failure of MTA to have so complied or to have so applied the proceeds of the Subseries 2012G-1 Bonds, or to so comply, could adversely affect the exclusion of interest on the Subseries 2012G-1 Bonds from gross income for federal income tax purposes. No opinion is expressed herein as to whether interest on the Subseries 2012G-1 Bonds is excludable from gross income for federal income tax purposes or as to any other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Subseries 2012G-1 Bonds. We are also expressing no opinion herein as to whether any matter, action, other than the actions described above, or omission subsequent to such date of issuance, may have adversely affected the exclusion of interest on the Subseries 2012G-1 Bonds from gross income for federal income tax purposes.

We express no opinion as to the accuracy, adequacy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Subseries 2012G-1 Bonds. This opinion is rendered solely with regard to the matters expressly opined on above and does not consider or extend to any documents, agreements, representations or other material of any kind not specifically opined on above. No other opinions are intended nor should they be inferred. This opinion is issued as of the date hereof, and we assume no obligation to update, revise or supplement this opinion to reflect any action hereafter taken or not taken, or any facts or circumstances or any changes in law, or in interpretations thereof, that may hereafter arise or occur, or for any other reason.

Very truly yours,

## ATTACHMENT 4

### CERTAIN INFORMATION RELATING TO THE CREDIT FACILITY ISSUER

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

### CERTAIN INFORMATION CONCERNING BARCLAYS BANK PLC

Barclays Bank PLC (the Bank, and together with its subsidiary undertakings, the Bank Group) is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Bank is limited. It has its registered and head office at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number +44 (0)20 7116 1000). The Bank was incorporated on 7 August 1925 under the Colonial Bank Act 1925 and on 4 October 1971 was registered as a company limited by shares under the Companies Acts 1948 to 1967. Pursuant to The Barclays Bank Act 1984, on 1 January 1985, the Bank was re-registered as a public limited company and its name was changed from 'Barclays Bank International Limited' to 'Barclays Bank PLC'. The whole of the issued ordinary share capital of the Bank is beneficially owned by Barclays PLC. Barclays PLC (together with its subsidiary undertakings, the Group) is the ultimate holding company of the Group.

The Group is a transatlantic consumer and wholesale bank with global reach offering products and services across personal, corporate and investment banking, credit cards and wealth management anchored in the Group's two home markets of the UK and the US. The Group is organised into two clearly defined business divisions – Barclays UK division and Barclays International division. These are housed in two banking subsidiaries – Barclays UK sits within Barclays Bank UK PLC and Barclays International sits within the Bank – which operate alongside Barclays Execution Services Limited but, in accordance with the requirements of ring-fencing legislation, independently from one another. Barclays Execution Services Limited drives efficiencies in delivering operational and technology services across the Group.

The Bank and the Bank Group offer products and services designed for the Group's larger corporate, wholesale and international banking clients.

The short term unsecured obligations of the Bank are rated A-1 by Standard & Poor's Credit Market Services Europe Limited, P-1 by Moody's Investors Service Ltd. and F1 by Fitch Ratings Limited and the long-term unsecured unsubordinated obligations of the Bank are rated A by Standard & Poor's Credit Market Services Europe Limited, A2 by Moody's Investors Service Ltd. and A+ by Fitch Ratings Limited.

Based on the Bank Group's audited financial information for the year ended 31 December 2018, the Bank Group had total assets of £877,700m (2017: £1,129,343m), total net loans and advances of £136,959m (2017: £324,590m), total deposits of £199,337m (2017: £399,189m), and total equity of £47,711m (2017: £65,734m) (including non-controlling interests of £2m (2017: £1m)). The profit before tax of the Bank Group for the year ended 31 December 2018 was £1,286m (2017: £1,758m) after credit impairment charges and other provisions of £643m (2017: £1,553m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Bank for the year ended 31 December 2018.

Based on the Bank Group's unaudited financial information for the six months ended 30 June 2019, the Bank Group had total assets of £969,266m, total net loans and advances of £144,664m, total deposits of £215,125m, and total equity of £52,610m (including non-controlling interests of £0m). The profit before tax of the Bank Group for the six months ended 30 June 2019 was £1,725m (30 June 2018: £725m) after credit impairment charges and other provisions of £510m (30 June 2018: £156m). The financial information in this

paragraph is extracted from the unaudited condensed consolidated interim financial statements of the Bank for the six months ended 30 June 2019.

Barclays Bank PLC is responsible only for the information contained in this Attachment 4 under the heading “Certain Information Concerning Barclays Bank PLC” and did not participate in the preparation of, or in any way verify the information contained in, any other part of the Remarketing Circular. Accordingly, Barclays Bank PLC assumes no responsibility for and makes no representation or warranty as to the accuracy or completeness of information contained in any other part of the Remarketing Circular.

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