



**\$454,150,000**  
**METROPOLITAN TRANSPORTATION AUTHORITY**  
**Transportation Revenue Green Bonds,**  
**Series 2019A**  
**(Climate Bond Certified)**



**\$191,345,000**  
**Subseries 2019A-1**  
**(Mandatory Tender Bonds)**

*consisting of*  
**\$162,805,000**  
**Subseries 2019A-2**

**\$100,000,000**  
**Subseries 2019A-3**

**DATED: Date of Delivery**

**DUE: November 15, as shown on the inside cover page**

The Metropolitan Transportation Authority's (MTA) Transportation Revenue Green Bonds, Series 2019A (Climate Bond Certified) (the Series 2019A Bonds), consisting of Transportation Revenue Green Bonds, Subseries 2019A-1 (Mandatory Tender Bonds) (the Subseries 2019A-1 Bonds), Transportation Revenue Green Bonds, Subseries 2019A-2 (the Subseries 2019A-2 Bonds), and Transportation Revenue Green Bonds, Subseries 2019A-3 (the Subseries 2019A-3 Bonds) are being issued to (i) retire the outstanding Transportation Revenue Bond Anticipation Notes, Series 2017C-1, and (ii) pay certain financing, legal and miscellaneous expenses. See "APPLICATION OF PROCEEDS" herein.

The Series 2019A Bonds—

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

MTA has no taxing power.

In the opinion of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel to MTA, under existing law and relying on certain representations by MTA and assuming the compliance by MTA with certain covenants, interest on the Series 2019A Bonds is:

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

Also in Co-Bond Counsel's opinion, under existing law, interest on the Series 2019A Bonds is exempt from personal income taxes of the State and any political subdivisions of the State, including the City. See "TAX MATTERS" herein for a discussion of certain federal and State income tax matters.

The Series 2019A Bonds will bear interest at the rates shown on the inside cover page hereof.

The Subseries 2019A-1 Bonds are being issued as Mandatory Tender Bonds and will bear interest at the Term Rate from their date of delivery as set forth on the inside cover page hereof. The Subseries 2019A-1 Bonds are subject to mandatory tender for purchase on their Mandatory Purchase Date. MTA reserves the right to convert any of the Subseries 2019A-1 Bonds to a Commercial Paper Mode, Daily Mode, Weekly Mode, Fixed Rate Mode or another Term Rate Mode, and, in connection therewith, to change the principal amount of the Subseries 2019A-1 Bonds. Such right shall not occur prior to the Mandatory Purchase Date. This official statement is not intended to describe the Subseries 2019A-1 Bonds from and after the Mandatory Purchase Date.

The Series 2019A Bonds are subject to redemption prior to maturity as described herein.

The Series 2019A Bonds are offered when, as, and if issued, subject to certain conditions, and are expected to be delivered through the facilities of The Depository Trust Company on or about February 6, 2019.

The scheduled payment of principal of and interest on the Subseries 2019A-2 Bonds maturing on November 15, 2044, and the Subseries 2019A-3 Bonds, as shown on the inside cover hereof, when due, will each be guaranteed under separate insurance policies issued by Assured Guaranty Municipal Corp concurrently with the issuance of the Subseries 2019A-2 Bonds and the Subseries 2019A-3 Bonds.

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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 Series 2019A Bonds. Investors are advised to read the entire official statement, including all portions hereof included by specific cross-reference, to obtain information essential to making an informed decision.

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**\$454,150,000**  
**Metropolitan Transportation Authority**  
**Transportation Revenue Green Bonds,**  
**Series 2019A**  
**(Climate Bond Certified)**

*consisting of*

**\$191,345,000**  
**Subseries 2019A-1**  
**(Mandatory Tender Bonds)**  
**Maturing November 15, 2048**

<u>Mandatory Purchase Date</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP Number*</u> <u>(59261A)</u>
November 15, 2024	5.00%	2.30%	XR3

**\$162,805,000**  
**Subseries 2019A-2**

<u>Maturity (November 15)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP Number*</u> <u>(59261A)</u>
2044 <sup>†</sup>	\$79,415,000	5.00%	3.54%**	XS1
2045	83,390,000	5.00	3.67**	XT9

**\$100,000,000**  
**Subseries 2019A-3**

<u>Maturity (November 15)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP Number*</u> <u>(59261A)</u>
2046 <sup>†</sup>	\$100,000,000	4.00%	3.80%**	XU6

The Subseries 2019A-1 Bonds are not subject to redemption prior to their Mandatory Purchase Date, as described under the caption “DESCRIPTION OF SUBSERIES 2019A-1 BONDS – Tender and Redemption Provisions” in **Part I**. The Subseries 2019A-2 Bonds and the Subseries 2019A-3 Bonds are subject to redemption prior to maturity, as described under the caption “DESCRIPTION OF SUBSERIES 2019A-2 AND SUBSERIES 2019A-3 BONDS – Redemption Prior to Maturity” in **Part I**. The following summarizes the optional redemption provisions: the Subseries 2019A-2 Bonds and the Subseries 2019A-3 Bonds are subject to redemption prior to maturity on any date on and after November 15, 2028, at the option of MTA, in whole or in part at 100% of the principal amount thereof, together with accrued interest thereon up to but not including the redemption date.

\* CUSIP numbers have been assigned by an organization not affiliated with MTA and are included solely for the convenience of the holders of the Series 2019A Bonds. MTA is not responsible for the selection or uses of these CUSIP numbers, nor is any representation made as to their correctness on the Series 2019A Bonds or as indicated above. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Series 2019A Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity 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 certain maturities of the Series 2019A Bonds.

<sup>†</sup> Insured by Assured Guaranty Municipal Corp.

\*\* Priced at the stated yield to the November 15, 2028 optional redemption date at a redemption price of 100%.

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

Fernando Ferrer..... Acting Chair\*  
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Norman E. Brown..... Non-Voting Member  
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NIXON PEABODY LLP  
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Co-Bond Counsel

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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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\* Vice-Chair Fernando Ferrer is serving as Acting Chair, pending appointment and confirmation of a Chair.

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## SUMMARY OF TERMS

MTA has prepared this Summary of Terms to describe the specific terms of the Series 2019A Bonds. The information in this official statement, 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 Series 2019A Bonds being offered.

Issuer .....	Metropolitan Transportation Authority, a public benefit corporation of the State of New York.			
Bonds Being Offered .....	Transportation Revenue Green Bonds, Series 2019A (Climate Bond Certified) (the Series 2019A Bonds), consisting of Transportation Revenue Green Bonds, Subseries 2019A-1 (Mandatory Tender Bonds) (the Subseries 2019A-1 Bonds), Transportation Revenue Green Bonds, Subseries 2019A-2 (the Subseries 2019A-2 Bonds), and Transportation Revenue Green Bonds, Subseries 2019A-3 (the Subseries 2019A-3 Bonds).			
Purpose of Issue .....	The Series 2019A Bonds are being issued to (i) retire the outstanding Transportation Revenue Bond Anticipation Notes, Series 2017C-1, and (ii) pay certain financing, legal and miscellaneous expenses. See “APPLICATION OF PROCEEDS” in <b>Part I</b> .			
Maturities and Rates .....	The Series 2019A Bonds mature on the dates and bear interest at the rates shown on the inside cover page of this official statement.			
Denominations .....	Denominations of \$5,000 or any integral multiple thereof.			
Interest Payment Dates.....	Interest on the Series 2019A Bonds shall be paid semiannually on May 15 and November 15, commencing May 15, 2019.			
Redemption.....	See “DESCRIPTION OF SUBSERIES 2019A-1 BONDS – Tender and Redemption Provisions” and “DESCRIPTION OF SUBSERIES 2019A-2 AND SUBSERIES 2019A-3 BONDS – Redemption Prior to Maturity” in <b>Part I</b> .			
Sources of Payment and Security.....	MTA’s pledged transportation revenues from Transit and Commuter System operations, MTA Bus operations, MTA Bridges and Tunnels operating surplus, subsidies from State and local governmental entities and certain other sources, all as described in <b>Part II</b> .			
Credit Enhancement.....	The scheduled payment of principal of and interest on the Subseries 2019A-2 Bonds maturing on November 15, 2044, and the Subseries 2019A-3 Bonds, as shown on the inside cover hereof, when due, will each be guaranteed under separate insurance policies issued by Assured Guaranty Municipal Corp. (AGM) concurrently with the issuance of the Subseries 2019A-2 Bonds and the Subseries 2019A-3 Bonds. See “DESCRIPTION OF SUBSERIES 2019A-2 AND SUBSERIES 2019A-3 BONDS – Bond Insurance” in <b>Part I</b> and <b>Attachment 5</b> – “Information Relating to Assured Guaranty Municipal Corp. and Form of Policies.”			
Registration of the 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.....	Nixon Peabody LLP, New York, New York and D. Seaton and Associates, P.A., P.C., New York, New York.			
Special Disclosure Counsel.....	Hawkins Delafield & Wood LLP, New York, New York.			
Tax Status .....	See “TAX MATTERS” in <b>Part III</b> .			
Ratings .....	<u>Rating Agency</u>	<u>Underlying</u>	<u>Applicable Criteria/Methodology</u>	<u>Insured*</u>
	Fitch:	AA-	Public-Sector, Revenue-Supported Debt	Not Rated
	KBRA:	AA+	U.S. Public Toll Roads, Bridges & Tunnels Revenue Bond Rating	AA+
	Moody’s:	A1	Mass Transit Enterprises	A1†
	S&P:	A	Mass Transit Enterprise Ratings	AA‡
	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.			
Purchase Price.....	See “UNDERWRITING” in <b>Part III</b> .			

\* Applicable only to Subseries 2019A-2 Bonds maturing on November 15, 2044, and the Subseries 2019A-3 Bonds.

† Rating is based on the higher of AGM’s and MTA’s ratings, in this case MTA’s underlying rating. AGM is rated A2 by Moody’s.

‡ Rating is based on the higher of AGM’s and MTA’s ratings, in this case AGM, which is rated AA by S&P.

**SUMMARY OF TERMS RELATING TO  
SUBSERIES 2019A-1 BONDS \***

INTEREST PAYMENT DATES AND CALCULATION PERIOD THROUGH PURCHASE DATE	Each May 15 and November 15, commencing May 15, 2019, calculated based on a 360-day year comprised of twelve 30-day months.
RECORD DATE	The fifteenth (15th) day (whether or not a Business Day) of the calendar month next preceding each Interest Payment Date.
OWNERS' RIGHTS TO TENDER PRIOR TO PURCHASE DATE	None.
MANDATORY TENDER FOR PURCHASE	<ul style="list-style-type: none"> <li>• The Business Day after the last day of each Interest Rate Period (a Purchase Date). The Purchase Date for the Subseries 2019A-1 Bonds is November 15, 2024.</li> <li>• The Subseries 2019A-1 Bonds are not subject to mandatory tender for purchase prior to their Purchase Date.</li> </ul>
RATE UPON FAILURE TO PAY PURCHASE PRICE	9%

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\* So long as the Subseries 2019A-1 Bonds are registered in the name of Cede & Co., as Owner 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 official statement is not an offer to sell, or the solicitation of an offer to buy, the Series 2019A 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 offering of the Series 2019A Bonds, except as set forth in this official statement. No other information or representations should be relied upon.
  - ***No Contract or Investment Advice.*** This official statement is not a contract and does not provide investment advice. Investors should consult their financial advisors and legal counsel with questions about this official statement, the Series 2019A Bonds being offered, and anything else related to this bond issue.
  - ***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 official statement 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 official statement.
  - ***Forward-Looking Statements.*** Many statements contained in this official statement, including the appendices and documents included by specific cross-reference, that are not historical facts are forward-looking statements, which are based on MTA's beliefs, as well as assumptions made by, and information currently available to, the management and staff of MTA as of the date of this official statement. 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 official statement. 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 official statement, which is solely the product of MTA and its affiliates and subsidiaries as of the date of this official statement, and the independent auditors assume no responsibility for its content. These forward-looking statements speak only as of the date of this official statement.
  - ***Projections.*** The projections set forth in this official statement 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 official statement 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 official statement, which is solely the product of MTA and its other affiliates and subsidiaries as of the date of this official statement, 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 official statement. The audit report of Deloitte & Touche LLP relating to MTA's consolidated financial statements for the years ended December 31, 2017 and 2016, which is a matter of public record, is included by specific cross-reference in this official statement. Deloitte & Touche LLP has performed a review of the consolidated interim financial information of MTA for the nine-month period ended September 30, 2018. 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 nine-month period ended September 30, 2018 (except for the auditor's review report accompanying the consolidated interim financial information as described above) which has been included on MTA's website is included in this official statement 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 official statement, since the date of such review report and has not been asked to consent to the inclusion, or incorporation by reference, of either its audit or review report in this official statement.

- ***Climate Bonds Initiative.*** The Climate Bonds Initiative has provided the following paragraphs for inclusion in this official statement: The certification of the Series 2019A Bonds as Climate Bonds by the Climate Bonds Initiative is based solely on the Climate Bonds Standard 2.0 and does not, and is not intended to, make any representation or give any assurance with respect to any other matter relating to the Series 2019A Bonds or any projects financed by the Series 2019A Bonds, including but not limited to this official statement or MTA.

The certification of the Series 2019A Bonds as Climate Bonds by the Climate Bonds Initiative is not a recommendation to any person to purchase, hold or sell the Series 2019A Bonds and such certification does not address the market price or suitability of the Series 2019A Bonds for a particular investor. The certification also does not address the merits of the decision by MTA or any third party to participate in this transaction and does not express, and should not be deemed to be an expression of, an opinion as to MTA or any aspect of any projects financed by the Series 2019A Bonds (including but not limited to the financial viability of any projects financed by the Series 2019A Bonds) other than with respect to compliance with the Climate Bonds Standard.

In issuing or monitoring, as applicable, the certification, the Climate Bonds Initiative has assumed and relied upon and will assume and rely upon the accuracy and completeness in all material respects of the information supplied or otherwise made available to the Climate Bonds Initiative. The Climate Bonds Initiative does not assume or accept any responsibility to any person for independently verifying (and it has not verified) such information or to undertake (and it has not undertaken) any independent evaluation of any projects financed by the Series 2019A Bonds or of MTA. In addition, the Climate Bonds Initiative does not assume any obligation to conduct (and it has not conducted) any physical inspection of any projects financed by the Series 2019A Bonds. The certification may only be used in connection with the Series 2019A Bonds, including as provided in this official statement, and may not be used for any other purpose without the Climate Bonds Initiative's prior written consent.

The certification does not and is not in any way intended to address the likelihood of timely payment of interest or principal when due on the Series 2019A Bonds. In the event MTA does not comply with Climate Bonds Initiative's required procedures for Climate Bonds, Climate Bonds Initiative, in its sole and absolute discretion, may withdraw its Climate Bond certification of the Series 2019A Bonds at any time, and there can be no assurance that such certification may not be withdrawn.

- ***Bond Insurance Information.*** Assured Guaranty Municipal Corp. (AGM) makes no representation regarding the Series 2019A Bonds or the advisability of investing in the Series 2019A Bonds. In addition, AGM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this official statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding AGM supplied by AGM and presented under the heading "DESCRIPTION OF SUBSERIES 2019A-2 AND SUBSERIES 2019A-3 BONDS – Bond Insurance" in Part I and Attachment 5 – "Information Relating to Assured Guaranty Municipal Corp. and Form of Policies."
- MTA has not made an independent investigation into the claims paying ability of AGM and no assurance or representation regarding the financial strength or projected financial strength of AGM is given. Thus, when making an investment decision, potential investors should carefully consider the ability of MTA to pay principal and interest on the Series 2019A Bonds and the claims paying ability of AGM (with respect to the Subseries 2019A-2 Bonds maturing on November 15, 2044, and the Subseries 2019A-3 Bonds), particularly over the life of the investment. For certain information provided by AGM and information concerning the Policies, which includes further instructions for obtaining current financial information concerning AGM, see "DESCRIPTION OF SUBSERIES 2019A-2 AND SUBSERIES 2019A-3 BONDS – Bond Insurance" in Part I and Attachment 5 – "Information Relating to Assured Guaranty Municipal Corp. and Form of Policies."
- ***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 official statement for purposes of Rule 15c2-12 of the United States Securities and Exchange Commission, as amended, and in effect on the date hereof.



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**Information Included by Specific Cross-reference.** The following portions of MTA’s 2018 Combined Continuing Disclosure Filings, dated April 30, 2018, as supplemented on June 1, 2018, June 28, 2018, January 25, 2019, and January 31, 2019, and as updated by a First Quarterly Update, dated August 2, 2018, and a Second Quarterly Update, dated December 4, 2018, 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 official statement, along with material that updates this official statement and that is filed with EMMA prior to the delivery date of the Series 2019A 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, 2017 and 2016

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

- 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 Nine-Month Period Ended September 30, 2018 (except that the auditor’s review report accompanying the interim financial information does not express an opinion on the interim financial information because no audit was performed in connection therewith, and, consequently, the auditor’s review report is not considered a part of this official statement)

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 Nine-Month Period Ended September 30, 2018 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, 2017 and 2016. 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 official statement, 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, 2017 and 2016, incorporated by specific cross-reference in this official statement, 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 official statement. The audit report of Deloitte & Touche LLP relating to MTA’s consolidated financial statements for the years ended December 31, 2017 and 2016, which is a matter of public record, is included in such consolidated financial statements. The consolidated interim financial information for the nine-month period ended September 30, 2018 (except for the auditor’s review report accompanying the consolidated interim financial information as described above) has also been incorporated by specific cross-reference in this official statement. 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 official statement, since the date of such review report and has not been asked to consent to the inclusion, or incorporation by reference, of its report on the audited consolidated financial statements or its review report, as the case may be, in this official statement.

## 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 2018 Combined Continuing Disclosure Filings (the **MTA Annual Disclosure Statement** or **ADS**), which is included by specific cross-reference in this official statement.

The following table sets forth the legal and popular names of the Related Entities. Throughout this official statement, 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 Official Statement.** This official statement 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 Series 2019A Bonds.
- **Part II** describes the sources of payment and security for all Transportation Revenue Bonds, including the Series 2019A Bonds.
- **Part III** provides miscellaneous information relating to the Series 2019A Bonds.
- **Attachment 1** sets forth certain provisions applicable to the book-entry-only system of registration to be used for the Series 2019A Bonds.
- **Attachment 2** sets forth a summary of certain provisions of a continuing disclosure agreement relating to the Series 2019A Bonds.
- **Attachment 3** is the form of approving opinions of Co-Bond Counsel in connection with the issuance of the Series 2019A Bonds.
- **Attachment 4** sets forth a copy of the Supplement to the ADS, dated January 31, 2019, and the Supplement to the ADS, dated January 25, 2019.
- **Attachment 5** sets forth certain information relating to Assured Guaranty Municipal Corp. (AGM) and includes the form of its specimen municipal bond insurance policies related to the Subseries 2019A-2 Bonds maturing on November 15, 2044, and the Subseries 2019A-3 Bonds.

**Information Included by Specific Cross-reference** in this official statement 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 official statement. 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 official statement. **This official statement, 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 Series 2019A 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 issuance of the Series 2019A Bonds, MTA expects to issue \$750,000,000 Transportation Revenue Bond Anticipation Notes, Series 2019A on February 6, 2019.

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## PART I. SERIES 2019A BONDS

**Part I** of this official statement, together with the Summary of Terms, provides specific information about the Series 2019A Bonds.

### APPLICATION OF PROCEEDS

MTA anticipates that the proceeds of the Series 2019A Bonds (the principal amount thereof, plus original issue premium of \$47,938,496.45), together with certain funds of MTA in the amount of \$5,000,000.00, in the total amount of \$507,088,496.45, will be used as follows (i) \$505,000,000.00 to retire the outstanding Transportation Revenue Bond Anticipation Notes, Series 2017C-1, and (ii) \$2,088,496.45 to pay certain bond insurance and financing, legal and miscellaneous expenses.

#### Climate Bond Certified

*The information set forth under this caption “Climate Bond Certified” concerning (1) the Climate Bonds Initiative (the Climate Bonds Initiative) and the process for obtaining Climate Bond Certification (the Climate Bond Certification), and (2) Sustainalytics (Sustainalytics) in its role as a verifier with respect to the Climate Bond Certification, all as more fully described below, has been extracted from materials provided by the Climate Bonds Initiative and Sustainalytics, respectively, for such purposes, and none of such information is guaranteed as to accuracy or completeness or is to be construed as a representation by MTA or the Underwriters. Additional information relating to the Climate Bonds Initiative, the Climate Bonds Standard, the Certification Process and the process for obtaining Climate Bond Certification can be found at [www.climatebonds.net](http://www.climatebonds.net). This website is included for reference only and the information contained therein is not incorporated by reference in this official statement.*

*The terms “Climate Bond Certified” and “green bonds” are neither defined in, nor related to the Transportation Resolution, and their use herein is for identification purposes only and is not intended to provide or imply that a holder of the Series 2019A Bonds is entitled to any additional security other than as provided in the Transportation Resolution. MTA has no continuing legal obligation to maintain the Climate Bond Certification of the Series 2019A Bonds.*

**Introduction.** MTA has requested, and the Climate Bonds Standard Board has approved, the Series 2019A Bonds as “Climate Bond Certified”, based on the Climate Bonds Standard Verification Letter provided by Sustainalytics. Sustainalytics’ factual findings assessed that \$11.3 billion, which has been expended as of the date of the verification on eligible projects included in MTA’s 2010-2014 transit and commuter capital program, conform to the Climate Bonds - Low Carbon Transport Standard. MTA expects to issue additional green bonds from time to time for approved transit and commuter capital program projects reviewed and approved by the Climate Bonds Standard Board.

**The Climate Bonds Initiative and Climate Bond Certification.** MTA has applied to the Climate Bonds Initiative under the Climate Bonds Standard & Certification Scheme (the Certification Process), for designation of the Series 2019A Bonds as “Climate Bond Certified.” The Certification Process is a voluntary verification initiative which allows MTA to demonstrate to the investor market, the users of the MTA’s transit and commuter systems and other stakeholders that the Series 2019A Bonds meet international standards for climate integrity, management of proceeds and transparency. The Certification Process provides a scientific framework for determining which projects and assets are consistent with a low carbon and climate resilient economy and, therefore, eligible for inclusion in a Certified Climate Bond. The requirements of the Certification Process relating to the Series 2019A Bonds are separated into pre-issuance and post-issuance requirements.

The pre-issuance requirements are designed to ensure that MTA has established appropriate internal processes and controls prior to issuance of the Series 2019A Bonds, and that these internal processes and controls are sufficient to enable conformance with the Certification Process after the Series 2019A Bonds have been issued and bond proceeds are being expended.

The post-issuance requirements require annual certification of compliance.

## DESCRIPTION OF SUBSERIES 2019A-1 BONDS

### General

**Multi-Modal Obligations.** The Subseries 2019A-1 Bonds constitute Mandatory Tender Bonds and will bear interest at the Term Rate from their date of delivery as set forth on the inside cover page hereof. MTA reserves the right to convert any of the Subseries 2019A-1 Bonds to a Commercial Paper Mode, Daily Mode, Weekly Mode, Fixed Rate Mode or another Term Rate Mode, and, in connection therewith, to change the principal amount of the Subseries 2019A-1 Bonds. Such right shall not occur prior to the Mandatory Purchase Date. This official statement is not intended to describe the Subseries 2019A-1 Bonds from and after the Mandatory Purchase Date.

**Record Date.** The Record Date for the payment of principal of, interest on and Sinking Fund Installments with respect to the Subseries 2019A-1 Bonds will be the fifteenth (15th) day (whether or not a Business Day) of the calendar month next preceding each Interest Payment Date.

**Book-Entry-Only System.** The Subseries 2019A-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 2019A-1 Bonds. Individual purchases of the Subseries 2019A-1 Bonds will be made in book-entry-only form, in denominations of \$5,000 or any integral multiple thereof. So long as DTC is the registered owner of the Subseries 2019A-1 Bonds, all payments on the Subseries 2019A-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.”

**Maturity.** The Subseries 2019A-1 Bonds shall mature and be payable as to principal and interest accrued from the dated date, as set forth on the inside cover page.

**Interest Payments.** The Subseries 2019A-1 Bonds mature on the date and in the principal amounts and will bear interest at the per annum rate shown on the inside cover page of this official statement. Interest on the Subseries 2019A-1 Bonds will be paid semiannually on each May 15 and November 15, beginning May 15, 2019, calculated based on a 360-day year comprised of twelve 30-day months and will be payable to the Holders thereof on each Interest Payment Date through the Purchase Date.

**Transfers and Exchanges.** So long as DTC is the securities depository for the Subseries 2019A-1 Bonds, it will be the sole registered owner of the Subseries 2019A-1 Bonds, and transfers of ownership interests in the Subseries 2019A-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 and Paying Agent with respect to the Subseries 2019A-1 Bonds.

### Tender and Redemption Provisions

**Mandatory Tender for Purchase at End of Term Rate Mode Interest Rate Period.** The Subseries 2019A-1 Bonds are subject to mandatory tender for purchase on the Business Day after the last day of each Interest Rate Period (the Purchase Date) at the Purchase Price (as defined herein). The Purchase Date for the Subseries 2019A-1 Bonds is November 15, 2024.

**Mandatory Purchase Date and Purchase Price.** The Purchase Date and the Mode Change Date are each referred to herein as a Mandatory Purchase Date. The Purchase Price to be paid for the Subseries 2019A-1 Bonds on any Mandatory Purchase Date will be the principal amount of such Subseries 2019A-1 Bonds. Each Mandatory Purchase Date is also an Interest Payment Date for the Subseries 2019A-1 Bonds and interest will be paid in accordance with customary procedures.

**Mandatory Tender for Purchase at the Option of the Issuer.** The Subseries 2019A-1 Bonds are not subject to mandatory tender for purchase prior to their Purchase Date.

**Mandatory Tender for Purchase on any Mode Change Date.** The Subseries 2019A-1 Bonds are subject to a mandatory tender for purchase on the Mode Change Date (which Mode Change Date will not be prior to the Purchase Date) at the Purchase Price.

**No Optional Redemption.** The Subseries 2019A-1 Bonds are not subject to optional redemption prior to their Purchase Date.

**Mandatory Sinking Fund Redemption.** The term bonds shown below are subject to mandatory sinking fund redemption, in part (in accordance with procedures of DTC, so long as DTC is the sole registered owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper), on November 15 of each year and in the respective principal amounts set forth below at 100% of the principal amount thereof, plus accrued interest to the redemption date, from sinking fund installments which are required to be made in amounts sufficient to effectuate such redemptions:

Subseries 2019A-1 2048 Term Bond		
	Sinking Fund Redemption Date (November 15)	Sinking Fund Installment
first payment	2047	\$93,340,000
final maturity	2048	98,005,000

**Credit Toward Mandatory Sinking Fund Redemption.** MTA may take credit toward mandatory Sinking Fund Installment requirements as follows, and, if taken, thereafter reduce the amount of term Subseries 2019A-1 Bonds otherwise subject to mandatory Sinking Fund Installments on the date for which credit is taken:

- If MTA directs the Trustee to purchase term Subseries 2019A-1 Bonds with money in the Debt Service Fund (at a price not greater than par plus accrued interest to the date of purchase), then a credit of 100% of the principal amount of bonds purchased will be made against the next Sinking Fund Installment due.
- If MTA purchases or redeems term Subseries 2019A-1 Bonds with other available moneys, then the principal amount of those bonds will be credited against future Sinking Fund Installment requirements in any order, and in any annual amount, that MTA may direct.

**Notice of Mandatory Tender for Purchase.** The Trustee will, at least fifteen (15) days prior to any Mandatory Purchase Date, give notice to the Notice Parties of the mandatory tender for purchase of the Subseries 2019A-1 Bonds that is to occur on that date.

Notice of any mandatory tender of Subseries 2019A-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 2019A-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 2019A-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 2019A-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.

Any notice mailed as described above will be conclusively presumed to have been duly given, whether or not the Owner of any Subseries 2019A-1 Bonds receives the notice, and the failure of that Owner to receive any such notice will not affect the validity of the action described in that notice. Failure by the Trustee to give a notice as provided under this caption would not affect the obligation of the Tender Agent to purchase the Subseries 2019A-1 Bonds subject to mandatory tender for purchase on the Mandatory Purchase Date.

***Redemption Notices.*** So long as DTC is the securities depository for the Subseries 2019A-1 Bonds, the Trustee must mail redemption notices to DTC at least 20 days before the redemption date. If the Subseries 2019A-1 Bonds are not held in book-entry-only form, then the Trustee must mail redemption notices directly to Owners within the same time frame. A redemption of the Subseries 2019A-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 beneficial owners did not receive their notice and even if that notice had a defect.**

***Redemption Process.*** If the Trustee gives an unconditional notice of redemption, then on the redemption date the Subseries 2019A-1 Bonds called for redemption will become due and payable. If the Trustee gives a conditional notice of redemption and holds money to pay the redemption price of the affected Subseries 2019A-1 Bonds, and any other conditions included in such notice have been satisfied, then on the redemption date the Subseries 2019A-1 Bonds called for redemption will become due and payable. In either case, after the redemption date, no interest will accrue on those Subseries 2019A-1 Bonds, and a bondholder's only right will be to receive payment of the redemption price upon surrender of those Subseries 2019A-1 Bonds.

### **Future Remarketing of Subseries 2019A-1 Bonds**

MTA currently plans to remarket the Subseries 2019A-1 Bonds on or before the Mandatory Purchase Date, and apply the proceeds of such remarketing to pay the Purchase Price of the Subseries 2019A-1 Bonds. MTA expects to appoint a future remarketing agent (the Remarketing Agent) and direct the Remarketing Agent to offer for sale and use its best efforts to find purchasers for all Subseries 2019A-1 Bonds required to be tendered for purchase.

### **Source of Funds for Purchase of Subseries 2019A-1 Bonds**

On or before 3:00 P.M. on each Mandatory Purchase Date, the Tender Agent will purchase the Subseries 2019A-1 Bonds from the Owners at the Purchase Price. Funds for the payment of such Purchase Price will be derived solely from immediately available funds transferred by the Remarketing Agent to the Tender Agent derived from the remarketing of Subseries 2019A-1 Bonds.

Notwithstanding the foregoing, MTA will have the option, but will not be obligated, to transfer immediately available funds to the Tender Agent for the payment of the Purchase Price of any Subseries 2019A-1 Bond tendered or deemed tendered as described in this official statement and the Purchase Price of which is not paid on the Mandatory Purchase Date. None of MTA, the Trustee, the Tender Agent nor the Remarketing Agent will have any liability or obligation to pay or, except from the sources identified above, make available such Purchase Price. The failure to pay any such Purchase Price for Subseries 2019A-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 and in the case of such failure, none of such

Subseries 2019A-1 Bonds will be purchased, and such Subseries 2019A-1 Bonds will remain in the Term Rate Mode and bear interest at the lesser of the maximum rate permitted by law and 9% per annum (the Maximum Rate). See “Consequences of a Failed Remarketing” below.

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

### **Delivery of Remarketed Subseries 2019A-1 Bonds**

Except as otherwise required or permitted by DTC’s book-entry-only system, remarketed Subseries 2019A-1 Bonds sold by the Remarketing Agent will be delivered by the Remarketing Agent to the purchasers of those Remarketed Bonds by 3:00 P.M. on the Mandatory Purchase Date.

### **Delivery and Payment for Purchased Subseries 2019A-1 Bonds; Undelivered Subseries 2019A-1 Bonds**

Except as otherwise required or permitted by DTC’s book-entry-only system, remarketed Subseries 2019A-1 Bonds purchased as set forth above will be delivered (with all necessary endorsements) at or before 12:00 P.M. noon on the Mandatory Purchase Date at the office of the Tender Agent in New York, New York; provided, however, that payment of the Purchase Price of any remarketed Subseries 2019A-1 Bonds purchased will be made only if such Subseries 2019A-1 Bonds so delivered to the Tender Agent conform in all respects to the description thereof in the notice of tender. Payment of the Purchase Price will be made by wire transfer in immediately available funds by the Tender Agent by the close of business on the Mandatory Purchase Date or, if the Owner has not provided or caused to be provided wire transfer instructions, by check mailed to the Owners at the address appearing in the books required to be kept by the Trustee pursuant to the Transportation Resolution. If Subseries 2019A-1 Bonds to be purchased are not delivered by the Owners to the Tender Agent by 12:00 P.M. noon on the Mandatory Purchase Date, the Tender Agent will hold any funds received for the purchase of those Subseries 2019A-1 Bonds in trust in a separate account uninvested, and will pay such funds to the former Owners upon presentation of Subseries 2019A-1 Bonds subject to tender. Undelivered Subseries 2019A-1 Bonds are deemed tendered and cease to accrue interest as to the former Owners on the Mandatory Purchase Date if moneys representing the Purchase Price will be available against delivery of those Subseries 2019A-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 2019A-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 2019A-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 2019A-1 Bonds. The Tender Agent will authenticate replacement Subseries 2019A-1 Bonds for any undelivered Subseries 2019A-1 Bonds which may then be remarketed by the Remarketing Agent.

### **Consequences of a Failed Remarketing**

In the event that remarketing proceeds are insufficient to pay the Purchase Price of all Outstanding Subseries 2019A-1 Bonds on the Mandatory Purchase Date, (1) no purchase will be consummated on such Mandatory Purchase Date and the Tender Agent will, after any applicable grace period, (a) return all tendered Subseries 2019A-1 Bonds to the registered owners thereof and (b) return all remarketing proceeds to the Remarketing Agent for return to the persons providing such moneys; and (2) the Subseries 2019A-1 Bonds will bear interest at the Maximum Rate during the period of time from and including the Mandatory Purchase Date to (but not including) the date that all such Subseries 2019A-1 Bonds are successfully remarketed (the Delayed Remarketing Period).

Following a failed remarketing, MTA expects to continue to have the Remarketing Agent use its best efforts to remarket the Subseries 2019A-1 Bonds into a Mode and at a rate determined by MTA, which rate may or may not exceed the Maximum Rate (or such other Mode as the Trustee, at the direction of MTA, will thereafter designate to the Remarketing Agent and the prospective owners thereof) or an additional Interest Rate Period in the Term Rate Mode. Once the Remarketing Agent has advised the Trustee that it has a good

faith belief that it is able to remarket all of the Subseries 2019A-1 Bonds, the Trustee, at the direction of MTA, will give notice by mail to the registered owners of such Subseries 2019A-1 Bonds not later than five Business Days prior to the purchase date, which notice will state (1) that the interest rate on such Subseries 2019A-1 Bonds will continue to be a Term Rate or will be adjusted to a Daily Rate, Weekly Rate or Fixed Rate or to the interest rates and Interest Rate Periods applicable in the Commercial Paper Mode on and after the purchase date; (2) that such Subseries 2019A-1 Bonds will be subject to mandatory tender for purchase on the purchase date; (3) the procedures for such mandatory tender; and (4) the Purchase Price of such Subseries 2019A-1 Bonds on the purchase date (expressed as a percentage of the principal amount thereof).

During the Delayed Remarketing Period, the Trustee may, upon direction of MTA, apply amounts to the redemption of all or any portion of the Subseries 2019A-1 Bonds as a whole or in part on any Business Day during the Delayed Remarketing Period, at a redemption price equal to the principal amount thereof, together with interest accrued thereon to the date fixed for redemption, without premium. Notice of redemption will be provided at least five Business Days prior to the date fixed for redemption.

During the Delayed Remarketing Period, interest on such Subseries 2019A-1 Bonds will be paid to the registered owners thereof (i) on each May 15 and November 15 occurring during the Delayed Remarketing Period and (ii) on the last day of the Delayed Remarketing Period. Payment of such interest will be made by the Trustee from the Debt Service Fund pursuant to the Transportation Resolution.

During any Delayed Remarketing Period, pursuant to its plan of financing, MTA currently expects to use commercially reasonable efforts to cause the Remarketing Agent to remarket such Subseries 2019A-1 Bonds, to convert such Subseries 2019A-1 Bonds to another Mode or another Interest Rate Period or to refund such Subseries 2019A-1 Bonds, subject to market conditions and the determination of a rate and structure acceptable to MTA at that time.

## DESCRIPTION OF SUBSERIES 2019A-2 AND SUBSERIES 2019A-3 BONDS

### General

**Record Date.** The Record Date for the payment of principal of, interest on and Sinking Fund Installments with respect to the Subseries 2019A-2 Bonds and the Subseries 2019A-3 Bonds (referred to collectively as the Subseries 2019A-2 and 2019A-3 Bonds) shall be the May 1 or November 1 immediately preceding such payment date.

**Book-Entry-Only System.** The Subseries 2019A-2 and 2019A-3 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 2019A-2 and 2019A-3 Bonds. Individual purchases will be made in book-entry-only form, in the principal amount of \$5,000 or integral multiples thereof. So long as DTC is the registered owner of the Subseries 2019A-2 and 2019A-3 Bonds, all payments on the Subseries 2019A-2 and 2019A-3 Bonds will be made directly to DTC. DTC is responsible for disbursement of those payments to its participants, and DTC participants and indirect participants are responsible for making those payments to beneficial owners. See **Attachment 1** – “Book-Entry-Only System.”

**Maturity.** The Subseries 2019A-2 and 2019A-3 Bonds shall mature and be payable as to principal and interest accrued from the dated date, as set forth on the inside cover page.

**Interest Payments.** The Subseries 2019A-2 and 2019A-3 Bonds mature on the dates and in the principal amounts and will bear interest at the per annum rates shown on the inside cover page of this official statement. Interest will be paid semiannually on each May 15 and November 15, beginning May 15, 2019, calculated based on a 360-day year comprised of twelve 30-day months and will be payable to the Holders thereof on each Interest Payment Date.

**Transfers and Exchanges.** So long as DTC is the securities depository for the Subseries 2019A-2 and 2019A-3 Bonds, it will be the sole registered owner of the Subseries 2019A-2 and 2019A-3 Bonds, and

transfers of ownership interests in the Subseries 2019A-2 and 2019A-3 Bonds will occur through the DTC Book-Entry-Only System.

***Trustee and Paying Agent.*** The Bank of New York Mellon, New York, New York, is Trustee and Paying Agent with respect to the Subseries 2019A-2 and 2019A-3 Bonds.

### **Redemption Prior to Maturity**

***Optional Redemption.*** The Subseries 2019A-2 and 2019A-3 Bonds are subject to redemption prior to maturity on any date on and after November 15, 2028, at the option of MTA, in whole or in part (in accordance with procedures of DTC, so long as DTC is the sole registered owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper) at 100% of the principal amount thereof, together with accrued interest thereon up to but not including the redemption date.

***State and City Redemption.*** Pursuant to the MTA Act, the State, upon providing sufficient funds, may require MTA to redeem the Subseries 2019A-2 and 2019A-3 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 2019A-2 and 2019A-3 Bonds, at 105% of their face value and accrued interest or at such lower redemption price provided for the Subseries 2019A-2 and 2019A-3 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 2019A-2 and 2019A-3 Bonds, as a whole, but only in accordance with the terms upon which the Subseries 2019A-2 and 2019A-3 Bonds are otherwise redeemable.

***Redemption Notices.*** So long as DTC is the securities depository for the Subseries 2019A-2 and 2019A-3 Bonds, the Trustee must mail redemption notices to DTC at least 20 days before the redemption date. If the Subseries 2019A-2 and 2019A-3 Bonds are not held in book-entry-only form, then the Trustee must mail redemption notices directly to Owners within the same time frame. A redemption of the Subseries 2019A-2 and 2019A-3 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 such optional redemption is conditioned upon receipt by the Trustee of money sufficient to pay the Redemption Price or upon the satisfaction of any other condition, or that such optional redemption 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.

***Redemption Process.*** If the Trustee gives an unconditional notice of redemption, then on the redemption date the Subseries 2019A-2 and 2019A-3 Bonds called for redemption will become due and payable. If the Trustee gives a conditional notice of redemption and holds money to pay the redemption price of the affected Subseries 2019A-2 and 2019A-3 Bonds, and any other conditions included in such notice have been satisfied, then on the redemption date the Subseries 2019A-2 and 2019A-3 Bonds called for redemption will become due and payable. In either case, after the redemption date, no interest will accrue on those Subseries 2019A-2 and 2019A-3 Bonds, and an Owner's only right will be to receive payment of the redemption price upon surrender of those Subseries 2019A-2 and 2019A-3 Bonds.

**Please note that all redemptions are final – even if beneficial owners did not receive their notice and even if that notice had a defect.**

### **Bond Insurance**

Concurrently with the issuance of the Series 2019A Bonds, AGM will issue separate Municipal Bond Insurance Policies (the Policies) for the Subseries 2019A-2 Bonds maturing on November 15, 2044, and the Subseries 2019A-3 Bonds (the Insured Bonds). The Policies will guarantee the scheduled payment of principal of and interest on the Insured Bonds when due as set forth in the form of the Policies included as **Attachment 5** to this official statement.

The Policies are not covered by any insurance security or guaranty fund established under New York, California, Connecticut or Florida insurance 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, (ii) debt service on the Series 2019A Bonds, and (iii) the aggregate debt service on all Transportation Revenue Bonds to be outstanding after the issuance of the Series 2019A Bonds.

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

Year Ending December 31	Debt Service on Outstanding Bonds <sup>(2)(3)(4)</sup>	Series 2019A Bonds			Aggregate Debt Service <sup>(5)</sup>
		Principal	Interest	Total	
2019	\$ 1,588,815	-	\$ 16,823	\$ 16,823	\$ 1,605,638
2020	1,573,421	-	21,708	21,708	1,595,128
2021	1,561,493	-	21,708	21,708	1,583,201
2022	1,544,852	-	21,708	21,708	1,566,560
2023	1,630,232	-	21,708	21,708	1,651,940
2024	1,621,630	-	21,708	21,708	1,643,338
2025	1,601,885	-	21,708	21,708	1,623,592
2026	1,644,557	-	21,708	21,708	1,666,265
2027	1,629,934	-	21,708	21,708	1,651,641
2028	1,624,430	-	21,708	21,708	1,646,138
2029	1,633,065	-	21,708	21,708	1,654,773
2030	1,618,714	-	21,708	21,708	1,640,421
2031	1,655,211	-	21,708	21,708	1,676,918
2032	1,657,039	-	21,708	21,708	1,678,746
2033	1,319,789	-	21,708	21,708	1,341,496
2034	1,274,368	-	21,708	21,708	1,296,076
2035	1,275,055	-	21,708	21,708	1,296,762
2036	1,086,266	-	21,708	21,708	1,107,974
2037	1,062,217	-	21,708	21,708	1,083,924
2038	989,886	-	21,708	21,708	1,011,593
2039	926,164	-	21,708	21,708	947,871
2040	825,017	-	21,708	21,708	846,724
2041	657,914	-	21,708	21,708	679,621
2042	605,077	-	21,708	21,708	626,785
2043	463,177	-	21,708	21,708	484,885
2044	411,914	\$ 79,415	21,708	101,123	513,037
2045	305,340	83,390	17,737	101,127	406,467
2046	239,046	100,000	13,567	113,567	352,614
2047	219,898	93,340	9,567	102,907	322,806
2048	206,198	98,005	4,900	102,905	309,103
2049	108,965	-	-	-	108,965
2050	108,888	-	-	-	108,888
2051	79,397	-	-	-	79,397
2052	79,394	-	-	-	79,394
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
<b>Total</b>	<b>\$35,141,603</b>	<b>\$454,150</b>	<b>\$605,282</b>	<b>\$1,059,432</b>	<b>\$36,201,035</b>

<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 Transportation Revenue Bonds; such subsidies do not constitute pledged revenues under the Transportation Resolution.

<sup>(5)</sup> Figures reflect amounts outstanding as of the date of issuance of the Series 2019A Bonds.

## PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS

**Part II** of this official statement describes the sources of payment and security for all Transportation Revenue Bonds, including the Series 2019A 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 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, 2017. 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>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
<b>Revenues from Systems Operations</b>					
Fares from Transit System	\$ 4,060	\$ 4,195	\$ 4,396	\$ 4,414	\$ 4,487
Fares from Commuter System	1,252	1,308	1,373	1,401	1,460
Fares from MTA Bus	219	225	223	233	236
Other Income <sup>(1)</sup>	<u>230</u>	<u>270</u>	<u>248</u>	<u>248</u>	<u>256</u>
<b>Subtotal – Operating Revenues</b>	<b>\$5,762</b>	<b>\$5,999</b>	<b>\$6,240</b>	<b>\$6,296</b>	<b>\$6,439</b>
<b>Revenues from MTA Bridges and Tunnels Surplus</b>	<b>\$606</b>	<b>\$623</b>	<b>\$740</b>	<b>\$742</b>	<b>\$731</b>
<b>Revenues from Governmental Sources</b>					
State and Local General Operating Subsidies	<b>\$376</b>	<b>\$376</b>	<b>\$370</b>	<b>\$378</b>	<b>\$376</b>
Special Tax-Supported Operating Subsidies					
DTF Excess <sup>(2)</sup>	226	279	277	259	231
MMTOA Receipts	1,514	1,564	1,564	1,668	1,668
Urban Tax	595	806	941	811	585
Excess Mortgage Recording Taxes	25	25	25	25	25
MTA Aid Trust Account Receipts	303	313	285	300	306
Payroll Mobility Tax Receipts <sup>(3)</sup>	<u>1,522</u>	<u>1,572</u>	<u>1,626</u>	<u>1,682</u>	<u>1,680</u>
<b>Subtotal Special Tax-Supported Operating Subsidies</b>	<b>\$4,185</b>	<b>\$4,559</b>	<b>\$4,718</b>	<b>\$4,745</b>	<b>\$4,495</b>
<b>Station Maintenance and Service Reimbursements</b>	<b>505</b>	<b>524</b>	<b>599</b>	<b>563</b>	<b>560</b>
<b>City Subsidy for MTA Bus</b>	<b>308</b>	<b>461</b>	<b>439</b>	<b>356</b>	<b>520</b>
<b>Revenues from Investment of Capital Program Funds<sup>(4)</sup></b>	<b>7</b>	<b>7</b>	<b>8</b>	<b>13</b>	<b>24</b>
<b>Subtotal – Non-Operating Revenues<sup>(5)</sup></b>	<b>\$5,987</b>	<b>\$6,550</b>	<b>\$6,874</b>	<b>\$6,797</b>	<b>\$6,706</b>
<b>Total Transportation Resolution Pledged Revenues</b>	<b>\$11,748</b>	<b>\$12,549</b>	<b>\$13,114</b>	<b>\$13,093</b>	<b>\$13,145</b>
<b>Debt Service<sup>(6)</sup></b>	<b>\$1,257</b>	<b>\$1,332</b>	<b>\$1,399</b>	<b>\$1,381</b>	<b>\$1,581</b>
<b>Debt Service Coverage from Pledged Revenues</b>	<b>9.3x</b>	<b>9.4x</b>	<b>9.4x</b>	<b>9.5x</b>	<b>8.3x</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. 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 MTTTF Receipts described in Part 3 of the ADS under the caption “DEDICATED TAX FUND BONDS.”

<sup>(3)</sup> 2013, 2014, 2015, 2016 and 2017 Payroll Mobility Tax Receipts include PMT Revenue Offset of \$307 million, \$309 million, \$309 million, \$309 million and \$244.3 million, respectively.

<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 of 2013, 2014, 2015, 2016 and 2017, 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**:

- In 2014 and 2015, there was an increase in DTF Excess due to higher MTTF Receipts. DTF Excess decreased in 2016 and 2017 because debt service on DTF bonds increased while MTTF Receipts remained primarily the same as the previous year.
- 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 the 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. In 2016, there was an increase from the lower 2015 levels of MMTOA Receipts, and in 2017, MMTOA Receipts remained at the same level as the prior year.
- "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.
- Mortgage recording taxes consist of two separate taxes: the MRT-1 Tax, which is imposed on borrowers of recorded mortgages of real property; and the MRT-2 Tax, which is a tax imposed on the institutional lender. These taxes are collected by the City and the seven other counties within the 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 (beginning in 2009). Since 2009, due to declining mortgage recording tax receipts and increasing MTA Headquarters expenses, there have been no Excess Mortgage Recording Tax transfers to the Transit and Commuter Systems after payment of MTA Bus debt service of \$25 million annually.
- City Subsidy for MTA Bus was higher in 2017 predominantly due to the timing of payments received, including one additional quarterly payment, which is usually reconciled in the following year, that was received in 2017, and an extra monthly payment made in 2017. There were only eleven (11) payments in 2016.
- 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.
- 2013 Debt Service reflects a cash defeasance of \$57.9 million completed in December 2013. In 2016, \$45.3 million of revenues on deposit in the Transportation Revenue Bond debt service fund was replaced with proceeds of certain Transportation Revenue Bonds permitting such revenues to be used together with other available moneys to prepay outstanding 2 Broadway Certificates of Participation. As a result, 2016 Debt Service reported in the above table is lower by \$45.3 million than it would have been if such transaction had not occurred.

**Table 2b** sets forth, by major category, for the five years ended December 31, 2017, 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.

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

	Actual	Actual	Actual	Actual	Actual
Non-Reimbursable	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
<b><u>Operating Revenue</u></b>					
Farebox Revenue	\$5,501	\$5,709	\$5,961	\$6,050	\$6,170
Toll Revenue	1,645	1,676	1,809	1,870	1,912
Other Revenue	754	682	689	688	653
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>\$7,900</b>	<b>\$8,068</b>	<b>\$8,459</b>	<b>\$8,608</b>	<b>\$8,735</b>
<b><u>Operating Expense</u></b>					
<b>Labor Expenses:</b>					
Payroll	\$4,333	\$4,672	\$4,696	\$4,839	\$5,019
Overtime	621	730	755	771	934
Health & Welfare	896	962	1,050	1,172	1,209
OPEB Current Payment	473	479	502	562	564
Pensions	1,302	1,304	1,249	1,370	1,345
Other-Fringe Benefits	695	784	861	948	794
Reimbursable Overhead	<u>(321)</u>	<u>(350)</u>	<u>(380)</u>	<u>(425)</u>	<u>(492)</u>
<b>Subtotal Labor Expenses</b>	<b>\$7,997</b>	<b>\$8,582</b>	<b>\$8,732</b>	<b>\$9,238</b>	<b>\$9,374</b>
<b>Non-Labor Expenses:</b>					
Electric Power	\$493	\$516	\$474	\$406	\$430
Fuel	259	267	162	125	150
Insurance	39	51	57	(21)	(3)
Claims	300	269	331	464	515
Paratransit Service Contracts	367	366	379	384	393
Maintenance and Other Operating Contracts	497	549	579	631	692
Professional Service Contracts	297	283	380	401	506
Materials & Supplies	475	527	543	586	588
Other Business Expenses	<u>167</u>	<u>180</u>	<u>196</u>	<u>193</u>	<u>217</u>
<b>Subtotal Non-Labor Expenses</b>	<b>\$2,894</b>	<b>\$3,007</b>	<b>\$3,101</b>	<b>\$3,168</b>	<b>\$3,488</b>
<b>Other Expense Adjustments:</b>					
Other	\$46	\$45	\$37	\$47	\$49
General Reserve	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<b>Subtotal Other Expense Adjustments</b>	<b>\$46</b>	<b>\$45</b>	<b>\$37</b>	<b>\$47</b>	<b>\$49</b>
<b>Total Operating Expense before Non-Cash Liability Adjustments</b>	<b>\$10,937</b>	<b>\$11,634</b>	<b>\$11,871</b>	<b>\$12,454</b>	<b>\$12,912</b>
Depreciation	\$2,174	\$2,266	\$2,443	\$2,443	\$2,600
OPEB Liability Adjustment	1,920	2,035	1,490	1,562	1,548
GASB 68 Pension Expense Adjustment	0	0	(410)	(219)	(234)
Environmental Remediation	14	21	21	12	13
<b>Total Operating Expense after Non-Cash Liability Adjustments</b>	<b>\$15,046</b>	<b>\$15,956</b>	<b>\$15,414</b>	<b>\$16,252</b>	<b>\$16,839</b>
Conversion to Cash Basis: Non-Cash Liability Adjustments	(\$4,109)	(\$4,322)	(\$3,543)	(\$3,798)	(\$3,927)
Debt Service (excludes Service Contract Bonds)	2,299	2,249	2,373	2,459	2,525
<b>Total Operating Expense with Debt Service</b>	<b>\$13,237</b>	<b>\$13,882</b>	<b>\$14,244</b>	<b>\$14,912</b>	<b>\$15,437</b>
Dedicated Taxes and State/Local Subsidies	\$5,893	\$6,375	\$6,595	\$6,676	\$6,429
<b>Net Surplus/(Deficit) After Subsidies and Debt Service</b>	<b>\$557</b>	<b>\$561</b>	<b>\$810</b>	<b>\$371</b>	<b>(\$273)</b>
Conversion to Cash Basis: GASB Account	(86)	(50)	0	0	0
Conversion to Cash Basis: All Other	<u>(262)</u>	<u>(626)</u>	<u>(660)</u>	<u>(603)</u>	<u>129</u>
<b>CASH BALANCE BEFORE PRIOR-YEAR CARRYOVER</b>	<b>\$209</b>	<b>(\$115)</b>	<b>\$150</b>	<b>(\$232)</b>	<b>(\$144)</b>
<b>ADJUSTMENTS</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>17</b>
<b>PRIOR-YEAR CARRYOVER</b>	<b><u>235</u></b>	<b><u>445</u></b>	<b><u>330</u></b>	<b><u>480</u></b>	<b><u>248</u></b>
<b>NET CASH BALANCE</b>	<b>\$445</b>	<b>\$330</b>	<b>\$480</b>	<b>\$248</b>	<b>\$121</b>

**Table 3a** sets forth the Summary of November Forecast 2018 and Final Proposed Budget 2019 pledged revenues based on the November Financial Plan, presented to and approved by the Board of MTA on December 12, 2018. The information set forth in **Table 3a** is comparable to that set forth, with respect to the years 2013-2017, in **Table 2a**.

**Table 3a**  
**Summary of November Forecast 2018 and Final Proposed Budget 2019**  
**(Calculated in Accordance with the Transportation Resolution)**  
**(\$ in millions) <sup>(1)</sup>**

	November Forecast <u>2018</u>	Final Proposed Budget <u>2019</u>
<b>Revenues from Systems Operations</b>		
Fares from Transit System	\$4,439	\$4,392
Fares from Commuter System	1,492	1,505
Fares from MTA Bus	219	221
Other Income <sup>(2)</sup>	<u>274</u>	<u>269</u>
<b>Subtotal – Operating Revenues</b>	<b>\$6,424</b>	<b>\$6,386</b>
<b>Revenues from MTA Bridges and Tunnels Surplus</b>	<b>\$685</b>	<b>\$592</b>
<b>Revenues from State and Local Governmental Sources</b>		
<b>State and Local General Operating Subsidies</b>	<b>\$376</b>	<b>\$376</b>
<b>NYC Transportation Assistance Fund –     General Transportation Account<sup>(3)</sup></b>	<b>\$0</b>	<b>\$23</b>
<b>Special Tax-Supported Operating Subsidies</b>		
DTF Excess <sup>(4)</sup>	239	249
MMTOA Receipts	1,687	1,778
Urban Tax	638	626
Excess Mortgage Recording Taxes	24	24
Aid Trust Account Receipts <sup>(5)</sup>	303	308
Payroll Mobility Tax Receipts <sup>(5)</sup>	<u>1,771</u>	<u>1,839</u>
<b>Subtotal Special Tax-Supported Operating Subsidies</b>	<b>\$4,661</b>	<b>\$4,824</b>
<b>Station Maintenance and Service Reimbursements</b>	<b>\$540</b>	<b>\$605</b>
<b>City Subsidy for MTA Bus</b>	<b>464</b>	<b>694</b>
<b>Income from Investment of Capital Program Funds</b>	<b>1</b>	<b>1</b>
<b>Subtotal – Non-Operating Revenues</b>	<b>\$6,727</b>	<b>\$7,115</b>
<b>Total Transportation Resolution Pledged Revenues</b>	<b>\$13,151</b>	<b>\$13,502</b>
<b>Budgeted Debt Service <sup>(6)</sup></b>	<b>\$1,509</b>	<b>\$1,611</b>
<b>Debt Service Coverage from Pledged Revenues</b>	<b>8.7x</b>	<b>8.4x</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. The amount reflected above for the Final Proposed Budget 2019 constitutes pledged revenues under the Transportation Resolution and includes funds deposited into the 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”. 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” 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 \$54.6 million in 2018 and \$54.2 million in 2019. Such payments do not constitute pledged revenues under the Transportation Resolution.

**Table 3b** sets forth, by major category, for the November Forecast 2018 and Final Proposed Budget 2019, all of the system operating revenues, expenses, adjustments, prior-year carryover and net cash balance as published in the November Financial Plan, approved by the Board of MTA on December 12, 2018. The information contained in **Table 3b** is comparable to that set forth, with respect to the years 2013-2017, in **Table 2b**.

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

Non-Reimbursable	November Forecast <u>2018</u>	Final Proposed Budget <u>2019</u>
<b><u>Operating Revenue</u></b>		
Farebox Revenue	\$6,153	\$6,122
Toll Revenue	1,967	1,984
Other Revenue	662	705
Capital and Other Reimbursements	<u>0</u>	<u>0</u>
<b>Total Operating Revenue</b>	<b>\$8,782</b>	<b>\$8,810</b>
<b><u>Operating Expense</u></b>		
<b>Labor Expenses:</b>		
Payroll	\$5,212	\$5,392
Overtime	1,051	811
Health & Welfare	1,322	1,448
OPEB Current Payment	616	682
Pensions	1,333	1,354
Other-Fringe Benefits	880	857
Reimbursable Overhead	<u>(494)</u>	<u>(457)</u>
<b>Subtotal Labor Expenses</b>	<b>\$9,919</b>	<b>\$10,086</b>
<b>Non-Labor Expenses:</b>		
Electric Power	\$475	\$451
Fuel	186	190
Insurance	11	17
Claims	376	379
Paratransit Service Contracts	452	483
Maintenance and Other Operating Contracts	780	899
Professional Service Contracts	578	555
Materials & Supplies	677	677
Other Business Expenses	<u>225</u>	<u>231</u>
<b>Subtotal Non-Labor Expenses</b>	<b>\$3,761</b>	<b>\$3,882</b>
<b>Other Expense Adjustments:</b>		
Other	\$134	\$158
General Reserve	<u>160</u>	<u>165</u>
<b>Subtotal Other Expense Adjustments</b>	<b>\$294</b>	<b>\$323</b>
<b>Total Operating Expense before Non-Cash Liability Adjustments</b>	<b>\$13,974</b>	<b>\$14,291</b>
Depreciation	\$2,697	\$2,778
OPEB Liability Adjustment	1,809	1,910
GASB 68 Pension Expense Adjustment	(240)	(224)
Environmental Remediation	6	6
<b>Total Operating Expense after Non-Cash Liability Adjustments</b>	<b>\$18,247</b>	<b>\$18,761</b>
Conversion to Cash Basis: Non-Cash Liability Adjustments	(\$4,273)	(\$4,469)
Debt Service (excludes Service Contract Bonds)	2,559	2,692
<b>Total Operating Expense with Debt Service</b>	<b>\$16,534</b>	<b>\$16,983</b>
Dedicated Taxes and State/Local Subsidies	\$7,254	\$7,249
<b>Net Surplus/(Deficit) After Subsidies and Debt Service</b>	<b>(\$498)</b>	<b>(\$924)</b>
Conversion to Cash Basis: GASB Account	0	0
Conversion to Cash Basis: All Other	282	365
<b>CASH BALANCE BEFORE PRIOR-YEAR CARRYOVER</b>	<b>(\$216)</b>	<b>(\$560)</b>
<b>ADJUSTMENTS</b>	<b>159</b>	<b>514</b>
<b>PRIOR-YEAR CARRYOVER</b>	<b><u>121</u></b>	<b><u>64</u></b>
<b>NET CASH BALANCE</b>	<b>\$64</b>	<b>\$18</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.

The base subway, local bus and paratransit fares remained unchanged at \$2.75 per trip and the base express bus fare remained unchanged at \$6.50 per trip. The Pay-Per-Ride MetroCard bonus decreased from 11% to 5%, and the minimum purchase price to receive the bonus remained at \$5.50. 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 \$116.50 to \$121, the cost of a 7-day unlimited ride MetroCard from \$31 to \$32, and the 7-day Express Bus Plus unlimited ride MetroCard from \$57.25 to \$59.50.

At MTA Metro-North Railroad and MTA Long Island Rail Road, all weekly and monthly passes increased 3.75% 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 6.45%. 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 remains unchanged at \$4.25.

- **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) to MTA, and a statutory formula determines how MTA allocates that money between the Transit and Commuter Systems.

The previously approved toll increases were implemented on March 19, 2017, 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 \$0.50 at the Robert F. Kennedy, Bronx-Whitestone and Throgs Neck Bridges and Queens Midtown and Hugh L. Carey Tunnels (the major facilities) to \$8.50, by \$1.00 at the Verrazano-Narrows Bridge (the VNB) (where tolls are collected in the westbound direction only) to \$17.00, by \$0.50 at the Henry Hudson Bridge to \$6.00, and by \$0.25 at the Marine Parkway-Gil Hodges and Cross Bay Veterans Memorial Bridges (the Rockaway Bridges) to \$4.25. 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 \$0.22 at major facilities, \$0.44 at the VNB, \$0.10 at the Henry Hudson Bridge and \$0.08 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 payroll mobility tax, 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 five 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.

*2018 Additional Revenues.* In April of 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. 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 pay-go or for debt service and reserve requirements.

The Congestion Zone Surcharges, together with interest and penalties thereon, will be deposited daily to the credit of 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 that 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 (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) at the end of each calendar year shall be transferred to the General Transportation Account; 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) uncommitted balances at the end of each year in the Outer Borough Transportation Accounts, and (3) Rapid Transit Lane Fines, interest and penalties until expiration in September 20, 2020.

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

- *PMT.* The revenues from the PMT (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, 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 the purposes described above relating to uses of the moneys in the applicable account, 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 the purposes described above relating to uses of the moneys in the applicable Account.

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.

*Legal Challenge to Certain Congestion Zone Surcharges.* On December 20, 2018, a group of taxi drivers and taxi medallion owners filed a suit in State Supreme Court in Manhattan against the State, the City and the City’s Taxi and Limousine Commission, challenging the legality of the portion of the Congestion Zone Surcharges that impose surcharges on the operation of taxis in the Congestion Zone (the area south of and excluding 96th Street in the Borough of Manhattan), pursuant to legislation enacted by the State in April, 2018. A temporary restraining order was granted by the Court in favor of the petitioners which was in effect until a hearing which took place on January 31, 2019. Following the hearing, the temporary restraining order was vacated and lifted by a Decision and Order of the court, dated January 31, 2019, and the City’s motion to dismiss was granted. The State’s motion to dismiss was denied, and the Court directed the State to file an answer to the amended petition within twenty days. No preliminary injunction was granted, and collection of the Congestion Zone Surcharges can commence. Neither the MTA nor any Related Entities are party to the action. If a final court judgment in favor of the petitioners occurred, and such a judgement is sustained on appeal, the portion of the Congestion Zone Surcharges attributable to surcharges on taxicab and other for-hire transportation operations could be adversely affected. The outcome of this matter cannot be determined at this time. The revenue loss to MTA while the temporary restraining order was in place was approximately \$1 million per day.

*Anti-Diversion Legislation.* Pursuant to Chapter 465 of the Laws of New York, 2018, 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 in each case) 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 budget prepared in connection with 2018 and the forecasts prepared in connection with, 2019, 2020, 2021 and 2022) of collection of dedicated taxes, operating subsidies, and expense reimbursements were to be discontinued or substantially reduced.

**Operating Results and Projections.** Based upon the November Financial Plan 2019-2022, the budgets of the Related Entities are expected to be substantially in balance through 2019, but there are projected deficits in 2020, 2021, and 2022. 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 November Financial Plan 2019-2022, the 2010-2014 Capital Program, the 2015-2019 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 November Financial Plan 2019-2022, the 2010-2014 Capital Program, the 2015-2019 Capital Program and prior and future Capital Programs, as well as on pledged revenues.

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

**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 official statement. 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 the Transportation Revenue Bonds 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 the Transportation Revenue Bonds, including the Series 2019A Bonds. MTA makes no representations about State information or its continued availability.

## SECURITY

### General

The Transportation Revenue Bonds, including the Series 2019A 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:

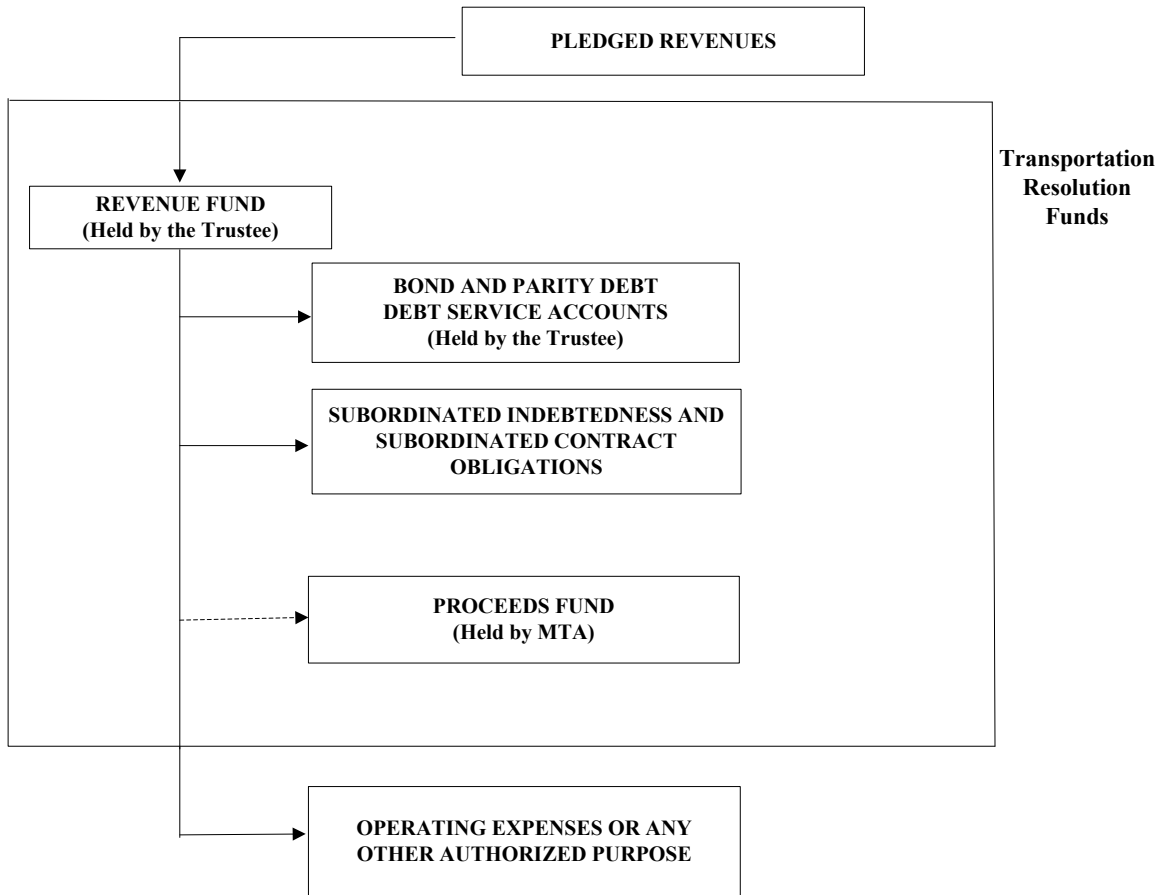
- to the debt service accounts, the net amount, if any, required to make the amount in the debt service accounts equal to the accrued debt service for Transportation Revenue Bonds and Parity Debt to the last day of the current calendar month;
- to pay, or accrue to pay, principal of and interest on any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



————— Normal Flow

- - - - - Discretionary Flow

## 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 SERIES 2019A BONDS

**Part III** of this official statement provides miscellaneous additional information relating to the Series 2019A Bonds.

### TAX MATTERS

#### General

Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., are Co-Bond Counsel for the Series 2019A Bonds. Each Co-Bond Counsel is of the opinion that, under existing law, relying on certain statements by MTA and assuming compliance by MTA with certain covenants, interest on the Series 2019A Bonds is:

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

Each Co-Bond Counsel is also of the opinion that, under existing law, interest on the Series 2019A Bonds is exempt from personal income taxes of the State and any political subdivisions of the State, including the City. See **Attachment 3** to this official statement for the form of the opinion that Co-Bond Counsel each expect to deliver when the Series 2019A Bonds are delivered.

#### The Series 2019A Bonds

The Internal Revenue Code of 1986 imposes requirements on the Series 2019A Bonds that MTA must continue to meet after the Series 2019A Bonds are issued. These requirements generally involve the way that Series 2019A Bond proceeds must be invested and ultimately used and the way that assets financed and refinanced with proceeds of the Series 2019A Bonds must be used. If MTA does not meet these requirements, it is possible that an Owner may have to include interest on the Series 2019A Bonds in its federal gross income on a retroactive basis to the date of issue. MTA has covenanted to do everything necessary to meet the requirements of the Internal Revenue Code of 1986.

An Owner who is a particular kind of taxpayer may also have additional tax consequences from owning the Series 2019A Bonds. This is possible if an Owner is:

- an S corporation,
- a United States branch of a foreign corporation,
- a financial institution,
- a property and casualty or a life insurance company,
- an individual receiving Social Security or railroad retirement benefits,
- an individual claiming the earned income credit, or
- a borrower of money to purchase or carry the Series 2019A Bonds.

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

Co-Bond Counsel are not responsible for updating their respective opinions in the future. It is possible that future events could change the tax treatment of the interest on the Series 2019A Bonds or affect the market price of the Series 2019A Bonds. See also "Miscellaneous" below under this heading.

Co-Bond Counsel express no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel on the federal income tax treatment of interest on the Series 2019A Bonds, or under State, local or foreign tax law.

### **Original Issue Discount and Bond Premium**

Each maturity of the Series 2019A Bonds will have “original issue discount” if the price first paid by the purchasers of a substantial amount of such Series 2019A Bonds is less than the principal amount of these Series 2019A Bonds. Original issue discount on these Series 2019A Bonds as it accrues is excluded from an Owner’s federal gross income under the Internal Revenue Code of 1986 to the same extent and subject to the same considerations discussed above as interest paid on the Series 2019A Bonds. In addition, original issue discount on these Series 2019A Bonds as it accrues is exempt from personal income taxes of the State and its political subdivisions, including the City. The tax accounting treatment of original issue discount is complex. It accrues on an actuarial basis and as it accrues an Owner’s tax basis in these Series 2019A Bonds will be increased. If an Owner owns one of these Series 2019A Bonds, it should consult its tax advisor regarding the tax treatment of original issue discount.

If an Owner purchases a Series 2019A Bond for a price that is more than the principal amount, generally the excess is “bond premium” on that Series 2019A Bond. The tax accounting treatment of bond premium is complex. It is amortized over time and as it is amortized an Owner’s tax basis in that Series 2019A Bond will be reduced. The Owner of a Series 2019A Bond that is callable before its stated maturity date may be required to amortize the premium over a shorter period, resulting in a lower yield on such Series 2019A Bond. An Owner in certain circumstances may realize a taxable gain upon the sale of a Series 2019A Bond with bond premium, even though the Series 2019A Bond is sold for an amount less than or equal to the Owner’s original cost. If an Owner owns any Series 2019A Bonds with bond premium, it should consult its tax advisor regarding the tax accounting treatment of bond premium.

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

Information reporting requirements apply to interest paid on tax-exempt obligations, such as the Series 2019A Bonds. In general, such requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, “Request for Taxpayer Identification Number and Certification,” or if the interest recipient is one of a limited class of exempt recipients. A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to “backup withholding,” which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Internal Revenue Code of 1986. For the foregoing purpose, a “payor” generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient.

If an Owner purchasing a Series 2019A 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 Series 2019A 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 Series 2019A 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 Series 2019A 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 Series 2019A Bonds from gross income for federal or state income tax purposes, or otherwise. Prospective purchasers of the Series 2019A Bonds should consult their own tax advisors regarding the impact of any change in law or proposed change in law on the Series 2019A Bonds. Co-Bond Counsel

have not undertaken to advise in the future whether any events after the date of issuance of the Series 2019A Bonds may affect the tax status of interest on the Series 2019A Bonds.

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

### **LEGALITY FOR INVESTMENT**

The MTA Act provides that the Series 2019A 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 Series 2019A Bonds.

### **LITIGATION**

There is no pending litigation concerning the Series 2019A Bonds except as described herein at “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”.

MTA is the defendant in numerous claims and actions, as are its affiliates and subsidiaries, including MTA New York City Transit, MaBSTOA, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA Bus and MTA Bridges and Tunnels. Certain of these claims and actions, either individually or in the aggregate, are potentially material to MTA, or its affiliates or subsidiaries. MTA does not believe that any of these claims or actions would affect the application of the sources of payment for the Series 2019A 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 Series 2019A Bonds. The Co-Financial Advisors have provided MTA advice on the plan of financing and reviewed the competitive bidding and pricing of the Series 2019A Bonds. The Co-Financial Advisors have not independently verified the information contained in this official statement and do not assume responsibility for the accuracy, completeness or fairness of such information.

### **UNDERWRITING**

After competitive bidding on January 31, 2019, the Subseries 2019A-1 Bonds were awarded to Merrill Lynch, Pierce, Fenner & Smith Incorporated (Merrill Lynch) for an aggregate purchase price of \$218,919,727.95, reflecting an original issue premium of \$27,781,380.55 and an underwriter’s discount of \$206,652.60; the Subseries 2019A-2 Bonds were awarded to J.P. Morgan Securities LLC (J.P. Morgan and, together with Merrill Lynch, the Underwriters) for an aggregate purchase price of \$180,736,368.90, reflecting

an original issue premium of \$18,542,115.90, an underwriter's discount of \$229,555.00 and an insurance premium of \$381,192.00; and the Subseries 2019A-3 Bonds were awarded to Merrill Lynch for an aggregate purchase price of \$101,082,000.00, reflecting an original issue premium of \$1,615,000.00, an underwriter's discount of \$33,000.00 and an insurance premium of \$500,000.00. The Underwriters will reoffer such Series 2019A Bonds at the public offering prices or yields set forth on the inside cover page.

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

The Series 2019A Bonds may be offered and sold to certain dealers (including dealers depositing such Series 2019A Bonds into investment trusts) at prices lower or yields higher than such public offering prices or yields and prices or yields may be changed, from time to time, by the Underwriters.

In addition, certain of the Underwriters may have entered into distribution agreements with other broker-dealers (that have not been designated by MTA as Underwriter) for the distribution of the Series 2019A Bonds at the original issue prices. Such agreements generally provide that the relevant Underwriters will share a portion of its underwriting compensation or selling concession with such broker-dealers.

The Underwriters and their affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Underwriters and their respective 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 Underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities, which may include credit default swaps) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of MTA. The Underwriters and their affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

## RATINGS

The Summary of Terms identifies the ratings of the credit rating agencies that are assigned to the Series 2019A 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

Kroll Bond Ratings Agency  
805 Third Avenue, 29th Floor  
New York, New York 10022  
(212) 702-0707

Moody's Investors Service, Inc.  
7 World Trade Center  
New York, New York 10007  
(212) 553-0300

S&P Global Ratings  
55 Water Street  
New York, New York 10041  
(212) 438-2000

MTA has furnished information to each rating agency rating the bonds being offered, including information not included in this official statement, 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

All legal proceedings in connection with the issuance of the bonds being offered are subject to the approval of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel to MTA. The form of the opinions of Co-Bond Counsel in connection with the issuance of the Series 2019A Bonds is **Attachment 3** to this official statement.

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

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

## CONTINUING DISCLOSURE

As more fully stated in **Attachment 2**, MTA has agreed to provide certain financial information and operating data by no later than 120 days following the end of each fiscal year. That information is to include, among other things, information concerning MTA's annual audited financial statements prepared in accordance with generally accepted accounting principles, or if unavailable, unaudited financial statements will be delivered until audited statements become available. MTA has undertaken to file such information (the Annual Information) with EMMA.

MTA has further agreed to deliver notice to EMMA of any failure to provide the Annual Information. MTA is also obligated to deliver, in a timely manner not in excess of ten business days after the occurrence of each event, notices of the following events to EMMA:

- principal and interest payment delinquencies;
- non-payment related defaults, if material;
- unscheduled draws on debt service reserves reflecting financial difficulties;
- unscheduled draws on credit enhancements reflecting financial difficulties;
- substitution of credit or liquidity providers, or their failure to perform;
- adverse tax opinions, the issuance by the IRS of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the bonds or other material events affecting the tax status of the bonds;
- modifications to the rights of security holders, if material;
- bond calls, if material, and tender offers;
- defeasances;
- release, substitution, or sale of property securing repayment of the securities, if material;
- rating changes;
- bankruptcy, insolvency, receivership of MTA or similar event;

- consummation of a merger, consolidation, or acquisition involving an obligated person or sale of all or substantially all of the assets of an obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such action or the termination of a definitive agreement relating to such actions, other than pursuant to its terms, if material; and
- appointment of a successor or additional trustee or the change in name of a trustee, if material.

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 official statement on MTA's website at <http://web.mta.info/mta/investor/>. No statement on MTA's website or any other website is included by specific cross-reference herein.

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

#### **METROPOLITAN TRANSPORTATION AUTHORITY**

By: /s/ Patrick J. McCoy  
Patrick J. McCoy  
Director, Finance

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## ATTACHMENT 1

### BOOK-ENTRY-ONLY SYSTEM

1. The Depository Trust Company (DTC), New York, NY, will act as securities depository for the Series 2019A Bonds. The Series 2019A 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 Series 2019A Bond will be issued for each maturity of the Series 2019A 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 Series 2019A Bonds exceeds \$500 million, one Bond of such maturity will be issued with respect to each \$500 million of principal amount, and an additional Bond will be issued with respect to any remaining principal amount of such maturity.

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

3. Purchases of Series 2019A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2019A Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2019A 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 Series 2019A 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 Series 2019A Bonds, except in the event that use of the book-entry-only system for the Series 2019A Bonds is discontinued.

4. To facilitate subsequent transfers, all Series 2019A 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 Series 2019A 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 Series 2019A Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2019A 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 Series 2019A Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2019A Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Series 2019A Bond documents. For example, Beneficial Owners of the Series 2019A Bonds may wish to ascertain that the nominee holding the Series 2019A 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 Series 2019A 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 Series 2019A 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 Series 2019A 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 Series 2019A Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from MTA or the Trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee or MTA, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of MTA or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Participants.

9. DTC may discontinue providing its services as depository with respect to the Series 2019A 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 Series 2019A Bonds are required to be printed and delivered.

10. MTA may decide to discontinue use of the system of book-entry transfers through DTC (or a successor depository). In that event, certificates for the Series 2019A 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 Underwriters 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 Series 2019A 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 Series 2019A 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 official statement 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 Series 2019A 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 official statement with respect to the Series 2019A 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 Series 2019A 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 Series 2019A 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 Series 2019A 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 Series 2019A Bonds at the time Outstanding which are affected thereby. Each of MTA and the Trustee reserves the right, but shall not be obligated, to enforce the obligations of the others. Failure to comply with any provisions of the undertaking shall not constitute a default under the Transportation Resolution nor give right to the Trustee or any Owner to exercise any remedies under the Transportation Resolution. In addition, if all or any part of Rule 15c2-12 ceases to be in effect for any reason, then the information required to be provided under the undertaking insofar as the provision of Rule 15c2-12 no longer in effect required the provision of such information shall no longer be required to be provided.

The foregoing is intended to set forth a general description of the type of financial information and operating data that will be provided; the descriptions are not intended to state more than general categories of financial information and operating data, and where MTA's undertaking calls for information that no longer can be generated or is no longer relevant because the operations to which it related have been materially changed or discontinued, a statement to that effect will be provided. MTA does not anticipate that it often will be necessary to amend the undertaking. The undertaking, however, may be amended or modified under certain circumstances set forth therein and the undertaking will continue until the earlier of the date the Series 2019A 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

### FORM OF APPROVING OPINIONS OF CO-BOND COUNSEL

**Upon delivery of the Series 2019A Bonds in definitive form, each of Nixon Peabody LLP, New York, New York, and D. Seaton and Associates, P.A., P.C., New York, New York, Co-Bond Counsel to MTA, propose to render its final approving opinion in substantially the following form:**

[Date of Delivery]

Metropolitan Transportation Authority  
New York, New York

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 \$454,150,000 aggregate principal amount of Metropolitan Transportation Authority Transportation Revenue Green Bonds, Series 2019A (Climate Bond Certified) (the “Series 2019A Bonds”), consisting of \$191,345,000 aggregate principal amount of Transportation Revenue Green Bonds, Subseries 2019A-1 (Mandatory Tender Bonds), \$162,805,000 aggregate principal amount of Transportation Revenue Green Bonds, Subseries 2019A-2, and \$100,000,000 aggregate principal amount of Transportation Revenue Green Bonds, Subseries 2019A-3.

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 2019A 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” (the “General Resolution”), as supplemented by a resolution of said members adopted on December 14, 2016 (collectively with the General Resolution, the “Resolution”).

The Series 2019A Bonds are dated, mature and are payable and bear interest all as provided in the Resolution.

The Internal Revenue Code of 1986, as amended (the “Code”), establishes certain requirements that must be met subsequent to the issuance and delivery of the Series 2019A Bonds in order that interest on the Series 2019A 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 2019A Bonds, including, but not limited to, certain representations with respect to the use of the proceeds of the Series 2019A 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 2019A 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 2019A 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 2019A 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 2019A Bonds from gross income for federal income tax purposes under Section 103 of the Code and compliance by MTA with procedures and covenants set forth in the Arbitrage and Use of Proceeds Certificate as to such tax matters.

We have also examined one of said Series 2019A Bonds as executed and, in our opinion, the form of said Series 2019A 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 2019A 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 2019A Bonds are not a debt 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 2019A Bonds.

4. MTA, the holders of the Series 2019A Bonds, or the holders of any evidence of indebtedness of 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 2019A 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 2019A Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, and (ii) interest on the Series 2019A Bonds is not treated as a specific preference item in calculating the federal alternative minimum tax imposed under the Code.

7. Under existing statutes, interest on the Series 2019A Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof, including The City of New York.



The opinions expressed in paragraphs 2 and 3 above are subject to applicable bankruptcy, insolvency, receivership, reorganization, arrangements, fraudulent conveyances, 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 related to the ownership or disposition of, or the accrual or receipt of interest on, the Series 2019A 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 2019A 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 2019A Bonds. Our services did not include financial or other non-legal advice. Finally, we undertake no responsibility for the accuracy, completeness or fairness of the Official Statement or other offering material relating to the Series 2019A Bonds and express no opinion with respect thereto.

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 4**

**SUPPLEMENT TO THE ADS  
DATED JANUARY 31, 2019**

**AND**

**SUPPLEMENT TO THE ADS  
DATED JANUARY 25, 2019**

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**MTA ANNUAL DISCLOSURE STATEMENT SUPPLEMENT**  
**January 31, 2019**

**This Metropolitan Transportation Authority (“MTA”) Annual Disclosure Statement Supplement (the “Supplement”) is dated January 25, 2019, supplements the information contained in the Annual Disclosure Statement (the “ADS”) of MTA, dated April 30, 2018, as supplemented June 1, 2018 and June 28, 2018, January 25, 2019, and as further supplemented by a First Quarterly Update, dated August 2, 2018, and a Second Quarterly Update, dated December 4, 2018 (the “Second Quarterly Update”), and contains information only through its date. MTA expects to file this Supplement with the Municipal Securities Rulemaking Board on its Electronic Municipal Market Access system and may incorporate such information herein by specific cross-reference. No statement on MTA’s website or any other website is included by specific cross-reference herein. All of the information in this Supplement is accurate as of its respective date. MTA retains the right to update and supplement specific information contained herein as events warrant.**

**The factors affecting MTA’s financial condition are complex. This Supplement contains forecasts, projections, and estimates that are based on expectations and assumptions, which existed at the time they were prepared and contains statements relating to future results and economic performance that are “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. Such statements generally are identifiable by the terminology used, such as “plan,” “expect,” “estimate,” “budget,” “project,” “forecast,” “anticipate” or other similar words. The forward looking statements contained herein are based on MTA’s expectations and are necessarily dependent upon assumptions, estimates and data that it believes are reasonable as of the date made but that may be incorrect, incomplete, imprecise or not reflective of future actual results. Forecasts, projections and estimates are not intended as representations of fact or guarantees of results. The achievement of certain results or other expectations contained in such forward-looking statements involves known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Except as set forth in the preceding paragraph, MTA does not plan to issue any updates or revisions to those forward-looking statements if or when its expectations change or events occur that change the conditions or circumstances on which such statements are based. These forward-looking statements speak only as of the date of this Supplement.**

**MTA ANNUAL DISCLOSURE STATEMENT SUPPLEMENT**  
**January 31, 2019**

The material in this supplement updates the disclosure contained in the MTA Annual Disclosure Statement Supplement dated January 25, 2019, under the heading “*Legal Challenge to Certain 2018 Enacted Congestion Zone Surcharges*”.

*Legal Challenge to Certain 2018 Enacted Congestion Zone Surcharges.* On December 20, 2018, a group of taxi drivers and taxi medallion owners filed a suit in State Supreme Court in Manhattan against the State, the City and the City’s Taxi and Limousine Commission, challenging the legality of the portion of the congestion zone surcharges that impose surcharges on the operation of taxis in the congestion zone (the area south of and excluding 96<sup>th</sup> Street in the Borough of Manhattan), pursuant to legislation enacted by the State in April, 2018. A temporary restraining order was granted by the Court in favor of the petitioners which was in effect until a hearing which took place on January 31, 2019. Following the hearing, the temporary restraining order was vacated and lifted by a Decision and Order of the court, dated January 31, 2019, and the City’s motion to dismiss was granted. The State’s motion to dismiss was denied, and the Court directed the State to file an answer to the amended petition within twenty days. No preliminary injunction was granted, and collection of the congestion zone surcharges can commence.

Neither the MTA nor any Related Entities are party to the action. If a final court judgment in favor of the petitioners occurred, and such judgment is sustained on appeal, the portion of the congestion zone surcharges attributable to surcharges on taxicab and other for-hire transportation operations could be adversely affected. The outcome of this matter cannot be determined at this time. The revenue loss to MTA while the temporary restraining order was in place was approximately \$1 million per day.

**MTA ANNUAL DISCLOSURE STATEMENT SUPPLEMENT**  
**January 25, 2019**

**This Metropolitan Transportation Authority (“MTA”) Annual Disclosure Statement Supplement (the “Supplement”) is dated January 25, 2019, supplements the information contained in the Annual Disclosure Statement (the “ADS”) of MTA, dated April 30, 2018, as supplemented June 1, 2018 and June 28, 2018, and as further supplemented by a First Quarterly Update, dated August 2, 2018, and a Second Quarterly Update, dated December 4, 2018 (the “Second Quarterly Update”), and contains information only through its date. MTA expects to file this Supplement with the Municipal Securities Rulemaking Board on its Electronic Municipal Market Access system and may incorporate such information herein by specific cross-reference. No statement on MTA’s website or any other website is included by specific cross-reference herein. All of the information in this Supplement is accurate as of its respective date. MTA retains the right to update and supplement specific information contained herein as events warrant.**

**The factors affecting MTA’s financial condition are complex. This Supplement contains forecasts, projections, and estimates that are based on expectations and assumptions, which existed at the time they were prepared and contains statements relating to future results and economic performance that are “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. Such statements generally are identifiable by the terminology used, such as “plan,” “expect,” “estimate,” “budget,” “project,” “forecast,” “anticipate” or other similar words. The forward looking statements contained herein are based on MTA’s expectations and are necessarily dependent upon assumptions, estimates and data that it believes are reasonable as of the date made but that may be incorrect, incomplete, imprecise or not reflective of future actual results. Forecasts, projections and estimates are not intended as representations of fact or guarantees of results. The achievement of certain results or other expectations contained in such forward-looking statements involves known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Except as set forth in the preceding paragraph, MTA does not plan to issue any updates or revisions to those forward-looking statements if or when its expectations change or events occur that change the conditions or circumstances on which such statements are based. These forward-looking statements speak only as of the date of this Supplement.**

**MTA ANNUAL DISCLOSURE STATEMENT SUPPLEMENT**  
**January 25, 2019**

*Market Update Regarding Aspects of MTA Budgetary and Capital Spending Financial Status and State Funding Proposals*

*Current Budget Situation.* The current MTA Financial Plan projects deficits of \$510 million, \$816 million and \$991 million in 2020, 2021, and 2022, respectively. Included within these baseline deficits are the assumed implementation of 4% fare/toll increases in 2019 and 2021 which are projected to generate approximately \$316 million in annual recurring revenue per increase, and the achievement of additional cost reduction targets, including as yet unidentified annually recurring savings targets totaling \$348 million.

Projected incremental debt service included in the Financial Plan represents approximately one-half of the projected annual deficits. These deficit projections may limit MTA's ability to issue debt beyond mid-2019 and to continue funding its approved Capital Programs.

On January 24, 2019, the MTA Board deferred the scheduled vote on the 2019 fare and toll increase for consideration at the next MTA Board meeting on February 27, 2019 to consider alternative options to the current fare and toll increase proposals. The delay in the vote will cause a delay in the implementation of the higher fares and tolls from March to April, which is expected to reduce fare and toll revenues in 2019 by a minimum of \$25 million.

MTA's financial condition remains tenuous, with 2019 anticipated to be the MTA's third consecutive fiscal year with a structurally imbalanced financial condition, with expenditures exceeding available revenues. MTA has previously used non-recurring actions, including use of the MTA general budget reserve to achieve budget balance. To mitigate projected deficits and bring the operating budget into structural balance, MTA is taking immediate cost reduction actions (such as the ongoing hiring/promotion freeze and the review of all consultants and all significant service contracts) and is planning significant additional measures to achieve savings, including, but not limited to, a review of various business processes, the consolidation of duplicative functions at the Related Entities as well as other significant actions.

MTA is having continuing discussions with the New York State Division of the Budget ("DOB") addressing the urgent need for additional revenue to close the projected deficits. As of the date of this Supplement, no agreement identifying new revenues has been reached; however, MTA has communicated the need that this issue be addressed within the current legislative session as part of the current budget process. DOB has indicated its understanding of the urgency of the matter.

There can be no assurance that MTA will meet these deficit reduction targets or that additional reductions, including service reductions, may not be required.

*Legal Challenge to Certain 2018 Enacted Congestion Zone Surcharges.* On December 20, 2018, a group of taxi drivers and taxi medallion owners filed a suit in State Supreme Court in Manhattan against the State, the City and the City's Taxi and Limousine Commission, challenging the legality of the portion of the congestion zone surcharges that



impose surcharges on the operation of taxis in the congestion zone (the area south of and excluding 96<sup>th</sup> Street in the Borough of Manhattan), pursuant to legislation enacted by the State in April, 2018. A temporary restraining order granted by the Court in favor of the plaintiffs will remain in effect until a hearing scheduled for January 31, 2019, at which plaintiffs' and respondents' briefs will be considered. Neither the MTA nor any Related Entities are party to the action. If a final court judgment in favor of the plaintiffs occurred, the portion of the congestion zone surcharges attributable to surcharges on taxicab and other for-hire transportation operations could be adversely affected. The outcome of this matter cannot be determined at this time. The revenue loss to MTA is approximately \$1 million per day.

*Congestion Pricing and Future Needs.* On January 15, 2019, Governor Cuomo released the Executive Budget proposal for the State's 2019-2020 fiscal year beginning April 1, 2019. Among the proposals were the establishment of a congestion tolling program which, if enacted as proposed, would be designed and implemented by MTA Bridges and Tunnels and would provide revenues from tolls imposed on vehicles traveling below 60<sup>th</sup> Street in Manhattan, sufficient to fund a minimum of fifteen billion dollars for MTA capital projects. Presumably tolls would be imposed in amounts to allow bonding secured by the new congestion toll revenues to provide such capital funds over a period of years. In addition to the congestion pricing initiative just described, the Executive Budget proposal would also amend State law to (i) allow MTA to reform its organizational structure as may be approved by the MTA Board, and (ii) provide a new vehicle speed violation monitoring system to aid the congestion tolling program.

The Executive Budget proposal further linked four separate appropriations and reappropriations of expected State capital aid dedicated to support the 2015-2019 Capital Program to the successful adoption by the Legislature of the MTA-related initiatives previously described. The State capital aid is intended to be made available to the MTA on a pro-rata basis together with the commitment by the City of New York to support the 2015-2019 Capital Program. Thus, a delay in receipt of State aid will also delay receipt of support from the City of New York which may have an adverse impact on implementation of a substantial portion of the MTA's 2015-2019 Capital Program.

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## ATTACHMENT 5

### INFORMATION RELATING TO ASSURED GUARANTY MUNICIPAL CORP. AND FORM OF BOND INSURANCE POLICIES

#### *Bond Insurance Policies*

Concurrently with the issuance of the Series 2019A Bonds, AGM will issue separate Municipal Bond Insurance Policies (the Policies) for the Subseries 2019A-2 Bonds maturing on November 15, 2044, and the Subseries 2019A-3 Bonds (the Insured Bonds). The Policies will guarantee the scheduled payment of principal of and interest on the Insured Bonds when due as set forth in the form of the Policies included as Attachment 5 to this official statement.

The Policies are not covered by any insurance security or guaranty fund established under New York, California, Connecticut or Florida insurance law.

#### *Assured Guaranty Municipal Corp.*

AGM is a New York domiciled financial guaranty insurance company and an indirect subsidiary of Assured Guaranty Ltd. (AGL), a Bermuda-based holding company whose shares are publicly traded and are listed on the New York Stock Exchange under the symbol "AGO". AGL, through its operating subsidiaries, provides credit enhancement products to the U.S. and global public finance, infrastructure and structured finance markets. Neither AGL nor any of its shareholders or affiliates, other than AGM, is obligated to pay any debts of AGM or any claims under any insurance policy issued by AGM.

AGM's financial strength is rated "AA" (stable outlook) by S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC (S&P), "AA+" (stable outlook) by Kroll Bond Rating Agency, Inc. (KBRA) and "A2" (stable outlook) by Moody's Investors Service, Inc. (Moody's). Each rating of AGM should be evaluated independently. An explanation of the significance of the above ratings may be obtained from the applicable rating agency. The above ratings are not recommendations to buy, sell or hold any security, and such ratings are subject to revision or withdrawal at any time by the rating agencies, including withdrawal initiated at the request of AGM in its sole discretion. In addition, the rating agencies may at any time change AGM's long-term rating outlooks or place such ratings on a watch list for possible downgrade in the near term. Any downward revision or withdrawal of any of the above ratings, the assignment of a negative outlook to such ratings or the placement of such ratings on a negative watch list may have an adverse effect on the market price of any security guaranteed by AGM. AGM only guarantees scheduled principal and scheduled interest payments payable by the issuer of bonds insured by AGM on the date(s) when such amounts were initially scheduled to become due and payable (subject to and in accordance with the terms of the relevant insurance policy), and does not guarantee the market price or liquidity of the securities it insures, nor does it guarantee that the ratings on such securities will not be revised or withdrawn.

#### *Current Financial Strength Ratings*

On December 21, 2018, KBRA announced it had affirmed AGM's insurance financial strength rating of "AA+" (stable outlook). AGM can give no assurance as to any further ratings action that KBRA may take.

On June 26, 2018, S&P announced it had affirmed AGM's financial strength rating of "AA" (stable outlook). AGM can give no assurance as to any further ratings action that S&P may take.

On May 7, 2018, Moody's announced it had affirmed AGM's insurance financial strength rating of "A2" (stable outlook). AGM can give no assurance as to any further ratings action that Moody's may take.

For more information regarding AGM's financial strength ratings and the risks relating thereto, see AGL's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

### *Capitalization of AGM*

At September 30, 2018:

- The policyholders' surplus of AGM was approximately \$2,203 million.
- The contingency reserves of AGM and its indirect subsidiary Municipal Assurance Corp. (MAC) (as described below) were approximately \$1,187 million. Such amount includes 100% of AGM's contingency reserve and 60.7% of MAC's contingency reserve.
- The net unearned premium reserves and net deferred ceding commission income of AGM and its subsidiaries (as described below) were approximately \$1,863 million. Such amount includes (i) 100% of the net unearned premium reserve and deferred ceding commission income of AGM, (ii) the consolidated net unearned premium reserves and net deferred ceding commissions of AGM's wholly owned subsidiary Assured Guaranty (Europe) plc (AGE), and (iii) 60.7% of the net unearned premium reserve of MAC.

The policyholders' surplus of AGM and the contingency reserves, net unearned premium reserves and deferred ceding commission income of AGM and MAC were determined in accordance with statutory accounting principles. The net unearned premium reserves and net deferred ceding commissions of AGE were determined in accordance with accounting principles generally accepted in the United States of America.

### *Incorporation of Certain Documents by Reference*

Portions of the following documents filed by AGL with the Securities and Exchange Commission (the "SEC") that relate to AGM are incorporated by reference into this Official Statement and shall be deemed to be a part hereof:

(i) the Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (filed by AGL with the SEC on February 23, 2018);

(ii) the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018 (filed by AGL with the SEC on May 4, 2018);

(iii) the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018 (filed by AGL with the SEC on August 2, 2018); and

(iv) the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 (filed by AGL with the SEC on November 9, 2018).

All consolidated financial statements of AGM and all other information relating to AGM included in, or as exhibits to, documents filed by AGL with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, excluding Current Reports or portions thereof "furnished" under Item 2.02 or Item 7.01 of Form 8-K, after the filing of the last document referred to above and before the termination of the offering of the Series 2019A Bonds shall be deemed incorporated by reference into this official statement and to be a part hereof from the respective dates of filing such documents. Copies of materials incorporated by reference are available over the internet at the SEC's website at <http://www.sec.gov>, at AGL's website at <http://www.assuredguaranty.com>, or will be provided upon request to Assured Guaranty Municipal Corp.: 1633 Broadway, New York, New York 10019, Attention: Communications Department (telephone (212) 974-0100). Except for the information referred to above, no information available on or through AGL's website shall be deemed to be part of or incorporated in this official statement.

Any information regarding AGM included herein under the caption "DESCRIPTION OF SUBSERIES 2019A-2 AND SUBSERIES 2019A-3 BONDS – Bond Insurance", this **Attachment 5**, or included in a document incorporated by reference herein (collectively, the AGM Information) shall be modified or superseded to the extent that any subsequently included AGM Information (either directly or through incorporation by reference) modifies or supersedes such previously

included AGM Information. Any AGM Information so modified or superseded shall not constitute a part of this official statement, except as so modified or superseded.

*Miscellaneous Matters*

AGM makes no representation regarding the Series 2019A Bonds or the advisability of investing in the Series 2019A Bonds. In addition, AGM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this official statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding AGM supplied by AGM and presented under the heading “DESCRIPTION OF SUBSERIES 2019A-2 AND SUBSERIES 2019A-3 BONDS – Bond Insurance” and this **Attachment 5**.

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