

June 13, 2017

Supplement To Remarketing Circular Dated June 6, 2017
Relating to
\$167,435,000
METROPOLITAN TRANSPORTATION AUTHORITY
Dedicated Tax Fund Variable Rate Refunding Bonds,
Subseries 2008A-1

The Remarketing Circular dated June 6, 2017 (the Remarketing Circular), for the above-referenced Bonds is hereby supplemented to update the “SUMMARY OF TERMS” to insert the Long Term Rating/Short Term Rating for S&P as follows:

<u>Ratings.....</u>	<u>Rating Agency</u>	<u>Long-Term Rating/Short Term Rating</u>
	Fitch:	AAA / F1+
	S&P	AAA/A-1+

See “RATINGS” in Part III.

The foregoing ratings will be effective upon the delivery of the Credit Facility on June 14, 2017.

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

On June 14, 2017 (the Mandatory Tender Date), Metropolitan Transportation Authority (MTA) is effectuating a mandatory tender for the purchase and remarketing of the currently outstanding Dedicated Tax Fund Variable Rate Refunding Bonds, Subseries 2008A-1 (the Subseries 2008A-1 Bonds). On the Mandatory Tender Date (i) the Subseries 2008A-1 Bonds will be subject to mandatory tender at a purchase price equal to the principal amount thereof, plus accrued interest to, but not including, the Mandatory Tender Date; (ii) the irrevocable direct-pay letter of credit issued by Royal Bank of Canada, acting through its New York branch, will be substituted with an irrevocable direct-pay letter of credit issued by TD Bank, N.A.; (iii) the terms and provisions of the Subseries 2008A-1 Bonds will be amended to reflect the terms and provisions described herein; and (iv) the Subseries 2008A-1 Bonds will be remarketed at a price equal to the principal amount thereof. For a discussion of certain federal and State income tax matters with respect to the Subseries 2008A-1 Bonds, see "TAX MATTERS" herein.



\$167,435,000
METROPOLITAN TRANSPORTATION AUTHORITY
Dedicated Tax Fund Variable Rate Refunding Bonds,
Subseries 2008A-1

Dated and accruing interest from: June 14, 2017

Due: November 1, 2031

The Subseries 2008A-1 Bonds –

- are MTA's special, not general, obligations, payable solely from the State of New York (the State) taxes deposited into the Pledged Amounts Account of the Metropolitan Transportation Authority Dedicated Tax Fund as described herein, and
- are not a debt of the State or The City of New York (the City) or any other local government unit.

MTA has no taxing power.

The Subseries 2008A-1 Bonds will constitute Variable Interest Rate Obligations and will bear interest in the Daily Mode as described herein. MTA reserves the right at any time to convert the interest rate on the Subseries 2008A-1 Bonds to a Weekly Mode, Term Rate Mode, Commercial Paper Mode or Fixed Rate Mode. See "DESCRIPTION OF THE SUBSERIES 2008A-1 BONDS" herein. This remarketing circular (i) is intended to provide disclosure only to the extent the Subseries 2008A-1 Bonds remain in the Daily Mode and (ii) speaks only as of the date of this document or as of certain earlier dates specified herein.

The payment of principal of and interest on the Subseries 2008A-1 Bonds (with interest being calculated based upon 53 days of interest at a rate not to exceed 9% per annum based on a year of 365 days), as well as the Purchase Price (as defined herein) of the Subseries 2008A-1 Bonds, on any Purchase Date or Mandatory Purchase Date (each as defined herein) is supported by an irrevocable direct-pay letter of credit (the Credit Facility) issued by TD Bank, N.A. (the Credit Facility Issuer), pursuant to a Letter of Credit and Reimbursement Agreement, dated as of June 1, 2017 (the Reimbursement Agreement), between MTA and the Credit Facility Issuer. The Credit Facility is scheduled to expire on June 13, 2022, unless extended or earlier terminated pursuant to its terms or the terms of the Reimbursement Agreement. See "DESCRIPTION OF THE SUBSERIES 2008A-1 BONDS — Credit and Liquidity Facility" herein.

The Subseries 2008A-1 Bonds are subject to redemption prior to maturity and mandatory and optional tender, including mandatory tender for purchase prior to the expiration, termination or substitution of the Credit Facility, as described herein. Payment of the Purchase Price is not an obligation of MTA. See "DESCRIPTION OF THE SUBSERIES 2008A-1 BONDS — Credit and Liquidity Facility" herein.

The Subseries 2008A-1 Bonds are subject to the Book-Entry-Only system through the facilities of The Depository Trust Company.



Price – 100%

This cover page contains certain information for general reference only. It is not intended to be a summary of the security or terms of the Subseries 2008A-1 Bonds. Investors are advised to read the entire remarketing circular, including all portions hereof included by specific cross-reference, to obtain information essential to making an informed decision.

TD Securities

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

Fernando Ferrer	Acting Chairman and Chief Executive Officer
Andrew B. Albert	Non-Voting Member
Norman E. Brown	Non-Voting Member
Ira R. Greenberg.....	Non-Voting Member
David Jones	Member
Susan G. Metzger	Member
Charles G. Moerdler.....	Member
John J. Molloy	Member
Mitchell H. Pally	Member
John Samuelson.....	Non-Voting Member
Andrew Saul	Member
Lawrence Schwartz	Member
Vincent Tessitore, Jr.....	Non-Voting Member
Polly Trottenberg.....	Member
Veronica Vanterpool	Member
James Vitiello.....	Member
Peter Ward.....	Member
Carl V. Wortendyke	Member
Neal Zuckerman	Member

Veronique Hakim	Interim Executive Director*
Phillip Eng.....	Chief Operating Officer
Robert E. Foran	Chief Financial Officer
Donna Evans	Chief of Staff
Helene Fromm, Esq.....	Acting General Counsel
Patrick J. McCoy	Director, Finance

ORRICK, HERRINGTON & SUTCLIFFE LLP
New York, New York

BRYANT RABBINO LLP
New York, New York

Co-Bond Counsel

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

BACKSTROM MCCARLEY BERRY & CO., LLC
San Francisco, California

Co-Financial Advisors

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

* On February 1, 2017, Fernando Ferrer, Acting Chairman and Chief Executive Officer of MTA and its affiliates and subsidiaries, appointed Veronique Hakim as Interim Executive Director and delegated to her the powers and duties of chief executive officer.

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SUMMARY OF TERMS

MTA has prepared this Summary of Terms to describe the specific terms of the Subseries 2008A-1 Bonds. The information in this remarketing circular, including the materials filed with the Electronic Municipal Market Access System of the Municipal Securities Rulemaking Board and included by specific cross-reference as described herein, provides a more detailed description of matters relating to MTA and to its Dedicated Tax Fund Bonds (the Dedicated Tax Fund Bonds). Investors should carefully review that detailed information in its entirety before making a decision to purchase any of the Subseries 2008A-1 Bonds being remarketed.

Issuer	Metropolitan Transportation Authority, a public benefit corporation of the State of New York.	
Bonds Being Remarketed.....	Dedicated Tax Fund Variable Rate Refunding Bonds, Subseries 2008A-1 (the Subseries 2008A-1 Bonds).	
CUSIP*	59259N 8Q9	
Maturity and Rate Mode	The Subseries 2008A-1 Bonds are Variable Interest Rate Obligations that bear interest in the Daily Mode as herein described and mature on November 1, 2031.	
Denominations	\$100,000 and integral multiples of \$5,000.	
Interest Payment Dates.....	Interest on the Subseries 2008A-1 Bonds shall be paid on the first Business Day of each month, commencing July 3, 2017.	
Tender and Redemption	See “DESCRIPTION OF THE SUBSERIES 2008A-1 BONDS – Tender, Presentation and Purchase Provisions for the Subseries 2008A-1 Bonds During the Daily Mode” and “– Redemption Provisions” in Part I .	
Sources of Payment and Security	MTA’s pledged State taxes, as described in Part II .	
Credit Enhancement and Liquidity Support....	The payment of principal of and interest on the Subseries 2008A-1 Bonds (with interest being calculated based upon 53 days of interest at a rate not to exceed 9% per annum based on a year of 365 days), as well as the Purchase Price of the Subseries 2008A-1 Bonds (as defined herein), on any Purchase Date or Mandatory Purchase Date (each as defined herein) is supported by an irrevocable direct-pay letter of credit (the Credit Facility) issued by TD Bank, N.A. (the Credit Facility Issuer), pursuant to a Letter of Credit and Reimbursement Agreement, dated as of June 1, 2017 (the Reimbursement Agreement), between MTA and the Credit Facility Issuer. The Credit Facility is scheduled to expire on June 13, 2022, unless extended or earlier terminated pursuant to its terms or the terms of the Reimbursement Agreement. See “DESCRIPTION OF THE SUBSERIES 2008A-1 BONDS — Credit and Liquidity Facility” herein.	
Registration of the Subseries 2008A-1 Bonds	DTC Book-Entry-Only System. No physical certificates evidencing ownership of a bond will be delivered, except to DTC.	
Trustee, Paying Agent and Tender Agent	The Bank of New York Mellon, New York, New York.	
Co-Bond Counsel	Orrick, Herrington & Sutcliffe LLP, New York, New York, and Bryant Rabbino LLP, New York, New York.	
Special Disclosure Counsel.....	Hawkins Delafield & Wood LLP, New York, New York.	
Tax Status.....	See “TAX MATTERS” in Part III .	
Ratings	<u>Rating Agency</u>	<u>Rating (Long Term/Short Term)</u>
	Fitch:	AAA/F1+
	S&P:	Applied for
	See “RATINGS” in Part III .	
Co-Financial Advisors	Public Resources Advisory Group, Inc., New York, New York, and Backstrom McCarley Berry & Co., LLC, San Francisco, California.	
Remarketing Agent	See cover page.	
Counsel to Remarketing Agent	Holland & Knight LLP, New York, New York.	

* The CUSIP number has been assigned by an organization not affiliated with MTA and is included solely for the convenience of the holders of the Subseries 2008A-1 Bonds. MTA is not responsible for the selection or uses of the CUSIP number, nor is any representation made as to its correctness on the Subseries 2008A-1 Bonds or as indicated above. The CUSIP number is subject to being changed after the remarketing of the Subseries 2008A-1 Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of the Subseries 2008A-1 Bonds.

SUMMARY OF TERMS RELATING TO DAILY MODE*

INTEREST PAYMENT DATES AND CALCULATION PERIOD	First Business Day of each month, commencing July 3, 2017, based on actual days elapsed over a 365-day year (366 days in years when February has 29 days).
RECORD DATE	The Business Day preceding each Interest Payment Date.
OWNERS' RIGHTS TO TENDER	On any Business Day by irrevocable notice of tender submitted by Electronic Means (promptly confirmed in writing by 11:00 a.m.) to the Tender Agent and Remarketing Agent at their respective addresses specified below.
NOTICE OF MODE CHANGE; MODE CHANGE DATE	Trustee to mail notice to Owners not later than 15 days before the Mode Change Date, which can be any Business Day.
MANDATORY TENDER FOR PURCHASE	On each Mode Change Date, Expiration Tender Date, Termination Tender Date, Interest Non-Reinstatement Tender Date, and Substitution Date.
RATE DETERMINATION DATE; RATE ADJUSTMENT DATE	Each Business Day.
MAXIMUM DAILY RATE	9% per annum.
TENDER AGENT'S ADDRESS FOR DELIVERY OF TENDER NOTICE	The Bank of New York Mellon 101 Barclay Street 7-W New York, New York 10286 Attention: Global Corporate Trust – NY Muni Phone: (973) 247-4395 Fax: (732) 667-9205
REMARKETING AGENT'S ADDRESS FOR DELIVERY OF TENDER NOTICE	TD Securities (USA) LLC 31 West 52nd Street, 2nd Floor New York, New York 10019 Attention: Short-Term Municipal Desk Phone: (212) 827-7171 Fax: (212) 827-7239

* So long as the Subseries 2008A-1 Bonds are registered in the name of Cede & Co., as Bondholder and Securities Depository Nominee of DTC, mechanics for tender and redemption will be in accordance with procedures established by DTC.

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- ***No Unauthorized Offer.*** This remarketing circular is not an offer to sell, or the solicitation of an offer to buy, the Subseries 2008A-1 Bonds in any jurisdiction where that would be unlawful. MTA has not authorized any dealer, salesperson or any other person to give any information or make any representation in connection with the remarketing of the Subseries 2008A-1 Bonds, except as set forth in this remarketing circular. No other information or representations should be relied upon.
 - ***No Contract or Investment Advice.*** This remarketing circular is not a contract and does not provide investment advice. Investors should consult their financial advisors and legal counsel with questions about this remarketing circular and the Subseries 2008A-1 Bonds, and anything else related to this remarketing.
 - ***Information Subject to Change.*** Information and expressions of opinion are subject to change without notice, and it should not be inferred that there have been no changes since the date of this document. Neither the delivery of, nor any sale made under, this remarketing circular shall under any circumstances create any implication that there has been no change in MTA's affairs or in any other matters described herein since the date of this remarketing circular.
 - ***Forward-Looking Statements.*** Many statements contained in this remarketing circular, including the appendices and the documents included by specific cross-reference, that are not historical facts are forward-looking statements, which are based on MTA's beliefs, as well as assumptions made by, and information currently available to, the management and staff of MTA as of the date of this remarketing circular. Because the statements are based on expectations about future events and economic performance and are not statements of fact, actual results may differ materially from those projected. The words "anticipate," "assume," "estimate," "expect," "objective," "projection," "plan," "forecast," "goal," "budget" or similar words are intended to identify forward-looking statements. The words or phrases "to date," "now," "currently," and the like are intended to mean as of the date of this remarketing circular. Neither MTA's independent auditors, nor any other independent auditors, have compiled, examined, or performed any procedures with respect to the forward-looking statements contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability. Neither MTA's independent auditors, nor any other independent auditors, have been consulted in connection with the preparation of the forward-looking statements set forth in this remarketing circular, which is solely the product of MTA and its affiliates and subsidiaries, and the independent auditors assume no responsibility for its content. These forward-looking statements speak only as of the date of this remarketing circular.
 - ***Projections.*** The projections set forth in this remarketing circular were not prepared with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information, but, in the view of MTA's management, were prepared on a reasonable basis, reflect the best currently available estimates and judgments, and present, to the best of management's knowledge and belief, the expected course of action and the expected future financial performance of MTA. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this remarketing circular are cautioned not to place undue reliance on the prospective financial information. Neither MTA's independent auditors, nor any other independent auditors, have compiled, examined, or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and the independent auditors disclaim any association with, the prospective financial information. Neither MTA's independent auditors, nor any other independent auditors, have been consulted in connection with the preparation of the prospective financial information set forth in this remarketing circular, which is solely the product of MTA and its affiliates and subsidiaries as of the date of this remarketing circular, and the independent auditors assume no responsibility for its content.
 - ***Independent Auditor.*** Deloitte & Touche LLP, MTA's independent auditor, has not reviewed, commented on or approved, and is not associated with, this remarketing circular. The last completed audit report of Deloitte & Touche LLP relating to MTA's consolidated financial statements for the years ended December 31, 2015 and 2014, is a matter of public record. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA, including without limitation any of the information contained in this remarketing circular, since the date of such audit report and has not been asked to consent to the inclusion, or incorporation by reference, of its audit report in this remarketing circular.

- ***No Guarantee of Information by Remarketing Agent.*** The Remarketing Agent has provided the following sentences for inclusion in this remarketing circular: The Remarketing Agent has reviewed the information in this remarketing circular in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Remarketing Agent does not guarantee the accuracy or completeness of such information. The Remarketing Agent does not make any representation or warranty, express or implied, as to
 - the accuracy or completeness of information it has neither supplied nor verified,
 - the validity of the Subseries 2008A-1 Bonds, or
 - the tax-exempt status of the interest on the Subseries 2008A-1 Bonds.
 - ***Overallotment and Stabilization.*** The Remarketing Agent may over allot or effect transactions that stabilize or maintain the market price of the Subseries 2008A-1 Bonds at a level above that which might otherwise prevail in the open market. The Remarketing Agent is not obligated to do this and is free to discontinue it at any time.
 - ***Website Addresses.*** References to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this remarketing circular for purposes of Rule 15c2-12 of the United States Securities and Exchange Commission.
 - ***Credit Facility Issuer Information.*** Other than with respect to information concerning the Credit Facility Issuer contained in Attachment 4 herein, none of the information in this remarketing circular has been supplied or verified by the Credit Facility Issuer and the Credit Facility Issuer makes no representation or warranty, express or implied, as to the accuracy or completeness of information it has neither supplied nor verified, the validity of the Subseries 2008A-1 Bonds, or the tax-exempt status of the interest on the Subseries 2008A-1 Bonds.
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- Attachment 1** – Book-Entry-Only System
- Attachment 2** – Continuing Disclosure Under SEC Rule 15c2-12
- Attachment 3** – Forms of Opinions of Bond Counsel
- Attachment 4** – Certain Information Regarding the Credit Facility Issuer.

Information Included by Specific Cross-reference. The following portions of MTA’s 2017 Combined Continuing Disclosure Filings, dated April 28, 2017, filed with the Electronic Municipal Market Access System (EMMA) of the Municipal Securities Rulemaking Board (MSRB), are included by specific cross-reference in this remarketing circular, along with material that updates this remarketing circular and that is filed with EMMA prior to the delivery date of the Subseries 2008A-1 Bonds, together with any supplements or amendments thereto:

- **Part I** – MTA Annual Disclosure Statement (the **MTA Annual Disclosure Statement** or **ADS**)
- **Appendix B** – Unaudited Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2016 and 2015

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

- Summary of Certain Provisions of the DTF Resolution
- Definitions and Summary of Certain Provisions of the Standard Resolution Provisions

For convenience, copies of most of these documents can be found on the MTA website (www.mta.info) under the caption “MTA Info–Financial Information–Budget and Financial Statements” in the case of the Unaudited Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2016 and 2015, and “MTA Info–Financial Information–Investor Information” in the case of the remaining documents. No statement on MTA’s website is included by specific cross-reference herein. See “FURTHER INFORMATION” in **Part III**. Definitions of certain terms used in the summaries may differ from terms used in this remarketing circular, such as the use herein of the popular names of the MTA affiliates and subsidiaries.

MTA filed its 2017 Combined Continuing Disclosure Filings with EMMA on April 28, 2017, including its Unaudited Consolidated Financial Statements for the years ended December 31, 2016 and 2015. The Audited Consolidated Financial Statements for the years ended December 31, 2016 and 2015 are expected to be filed with EMMA promptly upon receipt.

Deloitte & Touche LLP, independent certified public accountants, has not reviewed, commented on or approved, and is not associated with, this remarketing circular. The last completed audit report of Deloitte & Touche LLP relating to MTA’s consolidated financial statements for the years ended December 31, 2015 and 2014, is a matter of public record. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA, including without limitation any of the information contained in, or incorporated by specific cross-reference in, this remarketing circular, since the date of such audit report and has not been asked to consent to the inclusion, or incorporation by reference, of its report on the audited financial statements, in this remarketing circular.

INTRODUCTION

MTA, MTA Bridges and Tunnels and Other Related Entities

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

MTA has responsibility for developing and implementing a single, integrated mass transportation policy for MTA’s service region (the MTA Commuter Transportation District or MCTD), which consists of New York City (the City) and the seven New York metropolitan-area counties of Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester. It carries out some of those responsibilities by operating the Transit and Commuter Systems through its subsidiary and affiliate entities: the New York City Transit Authority and its subsidiary, the Manhattan and Bronx Surface Transit Operating Authority; the Staten Island Rapid Transit Operating Authority; The Long Island Rail Road Company; the Metro-North Commuter Railroad Company; the MTA Bus Company; and 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 the Transit and Commuter Systems. 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 of MTA’s 2017 Combined Continuing Disclosure Filings (the **MTA Annual Disclosure Statement** or **ADS**), which is included by specific cross-reference in this remarketing circular.

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

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

Capitalized terms used herein and not otherwise defined have the meanings provided in the **ADS** or the Dedicated Tax Fund Obligation Resolution of MTA, adopted on March 26, 2002 (the DTF Resolution).

Information Provided in the MTA Annual Disclosure Statement

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

Where to Find Information

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

- This **Introduction** provides a general description of MTA, MTA Bridges and Tunnels and the other Related Entities.
- **Part I** provides specific information about the Subseries 2008A-1 Bonds.
- **Part II** describes the sources of payment and security for all Dedicated Tax Fund Bonds, including the Subseries 2008A-1 Bonds.
- **Part III** provides miscellaneous information relating to the Subseries 2008A-1 Bonds.
- **Attachment 1** sets forth certain provisions applicable to the book-entry-only system of registration to be used for the Subseries 2008A-1 Bonds.
- **Attachment 2** sets forth a summary of certain provisions of a continuing disclosure agreement relating to the Subseries 2008A-1 Bonds.
- **Attachment 3-1** is the form of opinion of Nixon Peabody LLP delivered in connection with the original issuance of the Series 2008A Bonds on June 25, 2008.
- **Attachment 3-2** is the form of opinion of Hawkins Delafield & Wood LLP delivered in connection with the remarketing of the Subseries 2008A-1 Bonds on June 22, 2011.
- **Attachment 3-3** is the form of opinion of Hawkins Delafield & Wood LLP delivered in connection with remarketing of the Subseries 2008A-1 Bonds on the June 18, 2014.
- **Attachment 3-4** is the form of opinion of Co-Bond Counsel to be delivered in connection with the remarketing of the Subseries 2008A-1 Bonds.
- **Attachment 4** sets forth certain information regarding the Credit Facility Issuer.
- **Information Included by Specific Cross-reference** in this remarketing circular and identified under the caption "Information Included by Specific Cross-reference" following the Table of Contents may be obtained, as described below, from the MSRB and from MTA.

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

Information Included by Specific Cross-reference. The information listed under the caption "Information Included by Specific Cross-reference" following the Table of Contents, as filed with the MSRB through EMMA to date, is "included by specific cross-reference" in this remarketing circular. This means that important information is disclosed by referring to those documents and that the specified portions of those documents are considered to be part of this remarketing circular. **This remarketing circular, which includes the specified portions of those filings, should be read in its entirety in order to obtain essential information for making an informed decision in connection with the Subseries 2008A-1 Bonds.**

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

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PART I. SUBSERIES 2008A-1 BONDS

Part I of this remarketing circular, together with the Summary of Terms, provides specific information about the Subseries 2008A-1 Bonds.

REMARKETING PLAN

On June 16, 2017, the existing letter of credit relating to the Subseries 2008A-1 Bonds issued by Royal Bank of Canada, acting through its New York branch (the Existing Facility), will expire by its terms. On June 14, 2017 (the Mandatory Tender Date), MTA is effectuating a mandatory tender of the Subseries 2008A-1 Bonds. On the Mandatory Tender Date, (i) the Subseries 2008A-1 Bonds will be subject to mandatory tender for purchase at a purchase price equal to the principal amount thereof plus accrued interest to, but not including, the Mandatory Tender Date; (ii) the Subseries 2008A-1 Bonds will remain outstanding and bear interest in the Daily Mode; and (iii) TD Bank, N.A. (the Credit Facility Issuer) will issue an irrevocable direct-pay letter of credit (the Credit Facility) providing for payment of the principal of and interest on, as well as Purchase Price (as defined herein) of the Subseries 2008A-1 Bonds. As a result of the foregoing, the Existing Facility will be terminated pursuant to its terms on the Mandatory Tender Date.

Upon the termination of the Existing Facility, registered owners of the Subseries 2008A-1 Bonds will have no claims against such Existing Facility.

MTA is further amending the Certificate of Determination delivered in connection with the issuance and subsequent remarketing of Subseries 2008A-1 Bonds, pursuant to the supplemental resolution relating to the Subseries 2008A-1 Bonds, to (i) reflect that the Existing Facility will be substituted with the Credit Facility, and (ii) modify the terms and provisions of the Subseries 2008A-1 Bonds to reflect the terms and provisions described herein. By acceptance of a confirmation of purchase of the Subseries 2008A-1 Bonds, each beneficial owner will be deemed to have acknowledged that the amendments to the Certificate of Determination reflecting such terms and provisions of the Subseries 2008A-1 Bonds described herein will be applicable to the Subseries 2008A-1 Bonds.

The Subseries 2008A-1 Bonds are being remarketed by the Remarketing Agent at a price that is not in excess of the price on the cover of this remarketing circular. The obligations of the Remarketing Agent to remarket the Subseries 2008A-1 Bonds are subject to certain terms and conditions set forth in the Firm Remarketing Agreement with MTA.

DESCRIPTION OF THE SUBSERIES 2008A-1 BONDS

General

Record Date. The Record Date for the payment of principal of and interest on the Subseries 2008A-1 Bonds will be the first Business Day preceding each Interest Payment Date.

Variable Rate Bonds. The Subseries 2008A-1 Bonds mature on November 1, 2031, constitute Variable Interest Rate Obligations and are subject to mandatory sinking fund redemption as set forth below under “Redemption Provisions”. The Subseries 2008A-1 Bonds will bear interest in the Daily Mode. The Subseries 2008A-1 Bonds will bear interest at the rate determined by the Remarketing Agent on the Mandatory Tender Date and, thereafter, at the rates determined by the Remarketing Agent as described below. **This remarketing circular is intended to provide disclosure only to the extent the Subseries 2008A-1 Bonds remain in the Daily Mode. In the event MTA elects to convert the Subseries 2008A-1 Bonds to a different Mode, it expects to circulate a revised disclosure document relating thereto.**

Interest on the Subseries 2008A-1 Bonds is paid in arrears and is computed upon the basis of a 365-day year (366 in years when February has 29 days), for the number of days actually elapsed. The maximum rate of interest on the Subseries 2008A-1 Bonds (other than Bank Bonds, as hereinafter described) at any time, whether before or after the maturity thereof, is equal to the lesser of the maximum rate permitted by law and

9% per annum (the Maximum Rate). Currently, there is no statutory cap under State law applicable to the Subseries 2008A-1 Bonds. “Bank Bonds” are Subseries 2008A-1 Bonds purchased by the Credit Facility Issuer as a result of a draw on the Credit Facility or any replacement thereof to pay the principal amount plus accrued interest (if the Purchase Date is not an Interest Payment Date) on Subseries 2008A-1 Bonds that have been tendered and not remarketed and may bear interest at a rate of up to 25% per annum.

The Remarketing Agent will determine the interest rate on the Subseries 2008A-1 Bonds and will remarket such Subseries 2008A-1 Bonds tendered or required to be tendered for purchase on a best efforts basis. The Remarketing Agent may be removed or replaced by MTA in accordance with the Remarketing Agreement. Pursuant to the Remarketing Agreement, the Remarketing Agent may suspend its obligation to remarket the Subseries 2008A-1 Bonds upon, among other things, the failure by the Credit Facility Issuer to honor a properly presented and conforming drawing under the Credit Facility or the termination of the Credit Facility.

Payment of Subseries 2008A-1 Bonds Purchase Price. The payment of principal of and interest on the Subseries 2008A-1 Bonds, and the Purchase Price of the Subseries 2008A-1 Bonds on any Purchase Date, is supported by the Credit Facility issued by the Credit Facility Issuer, pursuant to a Letter of Credit and Reimbursement Agreement dated as of June 1, 2017 (the Reimbursement Agreement) between MTA and the Credit Facility Issuer.

For more information relating to the Credit Facility Issuer, see **Attachment 4**.

The Purchase Price of the Subseries 2008A-1 Bonds is payable solely from the proceeds of the remarketing of the Subseries 2008A-1 Bonds by the Remarketing Agent, and from the proceeds from draws under the Credit Facility. Although MTA has the option to purchase Subseries 2008A-1 Bonds that have been neither remarketed nor paid from amounts drawn under a Credit Facility, it is not obligated to do so. Payment of the Purchase Price is not an obligation of MTA, the Trustee, the Tender Agent, or the Remarketing Agent and failure to make that payment will not constitute an Event of Default under the DTF Resolution. See “Source of Funds for Purchase of Subseries 2008A-1 Bonds” below.

The Credit Facility is scheduled to expire on June 13, 2022 (the Expiration Date), unless extended or earlier terminated in accordance with its terms or the terms of the Reimbursement Agreement. The Subseries 2008A-1 Bonds will be subject to mandatory tender for purchase on the second Business Day preceding such Expiration Date. See “Tender, Presentation and Purchase Provisions of the Subseries 2008A-1 Bonds During the Daily Mode – *Mandatory Purchase Upon Expiration Tender Date, Termination Tender Date, Interest Non-Reinstatement Tender Date and Substitution Date*” below.

Credit and Liquidity Enhancement. The Credit Facility is an irrevocable direct-pay letter of credit that provides for payment of principal of and interest on, and the Purchase Price for, the Subseries 2008A-1 Bonds when due. See “Credit and Liquidity Facility” below.

Credit Facility Draw Procedures. The Remarketing Agent will, at or before 11:45 a.m. on the Purchase Date or Mandatory Purchase Date, as the case may be, notify MTA, the Trustee and the Tender Agent by Electronic Means of the amount of tendered Subseries 2008A-1 Bonds that were not successfully remarketed, and confirm to the Trustee and the Tender Agent the transfer of the Purchase Price of remarketed Subseries 2008A-1 Bonds to the Tender Agent in immediately available funds, such confirmation to include the pertinent Fed Wire reference number.

The Trustee will draw on the Credit Facility, in accordance with the terms thereof, by 12:00 noon on the Purchase Date or Mandatory Purchase Date, as the case may be, in an amount equal to the Purchase Price of all of the Subseries 2008A-1 Bonds tendered or deemed tendered less the aggregate amount of remarketing proceeds confirmed to the Trustee and the Tender Agent as of 11:45 a.m. by the Remarketing Agent and will cause the proceeds of such draw to be transferred to the Tender Agent by no later than 2:30 p.m., to enable the Tender Agent to pay the Purchase Price of Subseries 2008A-1 Bonds tendered or deemed tendered. Notwithstanding the foregoing, the Trustee will draw on the Credit Facility in an amount equal to the Purchase Price of all Subseries 2008A-1 Bonds tendered or deemed tendered for purchase on each Purchase Date or

Mandatory Purchase Date, as the case may be, if it does not receive a confirmation from the Remarketing Agent pursuant to the preceding paragraph.

At or before 3:00 p.m. on the Purchase Date or the Mandatory Purchase Date, as the case may be, the Tender Agent will purchase the tendered Subseries 2008A-1 Bonds from the Owners thereof.

Book-Entry-Only System. The Subseries 2008A-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 2008A-1 Bonds. Individual purchases will be made in book-entry-only form, in the principal amount of \$100,000 or any integral multiple of \$5,000 in excess thereof (Authorized Denominations). So long as DTC is the registered owner of the Subseries 2008A-1 Bonds, all payments on the Subseries 2008A-1 Bonds will be made directly to DTC. DTC is responsible for disbursement of those payments to its participants, and DTC participants and indirect participants are responsible for making those payments to beneficial owners. See **Attachment 1** – “Book-Entry-Only System.”

Interest Payments. Interest on the Subseries 2008A-1 Bonds is payable on the first Business Day of each month, commencing July 3, 2017. So long as DTC is the sole registered owner of all of the Subseries 2008A-1 Bonds, all interest payments will be made to DTC by wire transfer of immediately available funds, and DTC’s participants will be responsible for payment of interest to beneficial owners.

Transfers and Exchanges. So long as DTC is the securities depository for the Subseries 2008A-1 Bonds, it will be the sole registered owner of the Subseries 2008A-1 Bonds, and transfers of ownership interests in the Subseries 2008A-1 Bonds will occur through the DTC Book-Entry-Only System.

Trustee, Paying Agent and Tender Agent. The Bank of New York Mellon, New York, New York, is Trustee, Paying Agent and Tender Agent with respect to the Subseries 2008A-1 Bonds.

Terms Relating to the Daily Mode

Determination of Interest Rate in the Daily Mode. The interest rate for the Subseries 2008A-1 Bonds in a Daily Mode will be determined by the Remarketing Agent on or before 10:00 a.m. on each Business Day (each, a Rate Determination Date) as the minimum rate of interest that, in the opinion of the Remarketing Agent, would, under then existing market conditions, result in the sale of the Subseries 2008A-1 Bonds on the Rate Determination Date at a price equal to the principal amount thereof, plus accrued interest, if any. With respect to any day that is not a Business Day, the interest rate will be the same rate as the interest rate established for the immediately preceding Business Day. The Remarketing Agent will make the rate determined by the Remarketing Agent on each day of the week available by Electronic Means to MTA and the Trustee by 10:30 a.m., on (i) each Monday (or, if such Monday is not a Business Day, on the immediately succeeding Business Day), (ii) each Purchase Date and (iii) the Business Day immediately preceding each Interest Payment Date.

Failure to Determine Interest Rate for Subseries 2008A-1 Bonds During the Daily Mode. In the event the Remarketing Agent fails to determine the interest rate or the method of determining the interest rate is held to be unenforceable by a court of law of competent jurisdiction, the Subseries 2008A-1 Bonds will bear interest at the Alternate Rate for subsequent Interest Rate Periods until such time as the Remarketing Agent again makes such determination or until there is delivered to MTA and the Trustee a Favorable Opinion of Bond Counsel.

The Alternate Rate is 100% of:

- the SIFMA Index (The Securities Industry and Financial Markets Association Municipal Swap Index released by Municipal Market Data to its subscribers), or

- if the SIFMA Index is no longer published, the S&P Municipal Bond 7 Day High Grade Index (the rate determined on the basis of the S&P Municipal Bond 7 Day High Grade Index announced on Wednesday or the next preceding Business Day and as published by Standard and Poor's), or
- if neither the SIFMA Index nor the S&P Municipal Bond 7 Day High Grade Index is published, an index or a rate selected or determined by the Remarketing Agent and consented to by MTA and the Credit Facility Issuer;

If there has been a failure to pay the Purchase Price of the Subseries 2008A-1 Bonds tendered or deemed tendered for purchase, the Remarketing Agent may elect to continue to use its best efforts to remarket the Subseries 2008A-1 Bonds and may set an interest rate up to the Maximum Rate. If an interest rate is not set by the Remarketing Agent, the interest rate will be the Alternate Rate.

No Subseries 2008A-1 Bond (other than a Bank Bond) may at any time bear interest at a rate that is in excess of the Maximum Rate. No Bank Bond may at any time bear interest at a rate that is in excess of 25% per annum.

Binding Effect. Each determination of the interest rate for the Subseries 2008A-1 Bonds, as provided herein, will, in the absence of manifest error, be conclusive and binding upon the holders of the Subseries 2008A-1 Bonds, MTA, the Remarketing Agent, the Tender Agent, the Credit Facility Issuer and the Trustee.

Tender, Presentation and Purchase Provisions of the Subseries 2008A-1 Bonds During the Daily Mode

Purchase on Demand of Owners of Subseries 2008A-1 Bonds in Daily Mode. Any Subseries 2008A-1 Bond (or portions thereof in Authorized Denominations) in the Daily Mode that is not a Bank Bond is subject to purchase, on the demand of the Owner thereof, at a price (the Purchase Price) equal to the principal amount so tendered plus accrued interest (if the Purchase Date is not an Interest Payment Date) on any Business Day (such purchase to be made on the Business Day upon which such demand is made), upon irrevocable notice (the Tender Notice) submitted by Electronic Means to the Tender Agent and the Remarketing Agent (promptly confirmed in writing to the Tender Agent and the Remarketing Agent by telecopier by 11:00 a.m. New York City time, at their respective principal offices) which states the number and principal amount of such Subseries 2008A-1 Bond being tendered and the Purchase Date. The Tender Notice, once transmitted to the Tender Agent and the Remarketing Agent, will be irrevocable with respect to the tender for which such Tender Notice was delivered and that tender will occur on the Purchase Date specified in that Tender Notice. The Tender Agent will, as soon as possible, notify the Trustee and the Credit Facility Issuer of the principal amount of the Subseries 2008A-1 Bond being tendered. The contents of any such irrevocable tender notice will be conclusive and binding on all parties.

Subseries 2008A-1 Bonds Registered in the Name of DTC. During any period that Subseries 2008A-1 Bonds are registered in the name of DTC or a nominee thereof pursuant to the DTF Resolution,

- any Tender Notice delivered as described in the immediately preceding paragraph will identify the DTC Participant through whom the beneficial owner will direct transfer,
- on or before the Purchase Date, the beneficial owner must direct (or if the beneficial owner is not a DTC Participant, cause its DTC Participant to direct) the transfer of said Subseries 2008A-1 Bond on the records of DTC, and
- it will not be necessary for Subseries 2008A-1 Bonds to be physically delivered on the date specified for purchase thereof, but such purchase will be made as if such Subseries 2008A-1 Bonds had been so delivered, and the Purchase Price thereof will be paid to DTC.

In accepting a notice of tender as provided above, the Trustee and the Tender Agent may conclusively assume that the person providing that notice of tender is the beneficial owner of Subseries 2008A-1 Bonds tendered and therefore entitled to tender them. The Trustee and Tender Agent assume no liability to anyone in

accepting a notice of tender from a person whom it reasonably believes to be such a beneficial owner of Subseries 2008A-1 Bonds.

Mandatory Purchase on any Mode Change Date. Except for Bank Bonds, the Subseries 2008A-1 Bonds to be changed to any Mode from any other Mode are subject to mandatory tender for purchase on the Mode Change Date at the Purchase Price thereof.

Mandatory Purchase Upon Expiration Tender Date, Termination Tender Date, Interest Non-Reinstatement Tender Date and Substitution Date. Except for Bank Bonds, the Subseries 2008A-1 Bonds are subject to mandatory tender for purchase on:

- the second Business Day preceding the Expiration Date of the Credit Facility, which second Business Day is hereinafter referred to as an “Expiration Tender Date”;
- the fifth calendar day (or if such day is not a Business Day, the preceding Business Day) preceding the Termination Date of the Credit Facility, which fifth calendar day is hereinafter referred to as a Termination Tender Date, if the Credit Facility permits a draw thereon on the Termination Tender Date;
- the fifth calendar day (or if such day is not a Business Day, the first Business Day after such fifth calendar day) following the receipt by the Trustee of a written, electronic or telephonic notice (promptly confirmed in writing) from the Credit Facility Issuer that the interest component of the Credit Facility will not be reinstated to an amount equal to the interest component of the Liquidity and Credit Amount required with respect to the Subseries 2008A-1 Bonds, which fifth calendar day (or first Business Day after such fifth calendar day, if applicable) is hereinafter referred to as a “Interest Non-Reinstatement Tender Date”; and
- the Substitution Date for the Credit Facility.

A “Substitution Date” means:

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

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

Upon receipt of a written notice from the Credit Facility Issuer or MTA that the Credit Facility supporting the Subseries 2008A-1 Bonds will terminate or the obligation of the Credit Facility Issuer purchase the Subseries 2008A-1 Bonds will terminate prior to its Expiration Date, the Trustee will within two (2) Business Days give notice to the Owners of the Subseries 2008A-1 Bonds of the mandatory tender of the Subseries 2008A-1 Bonds that is to occur on such Termination Tender Date if it has not theretofore received from the Credit Facility Issuer or MTA a notice stating that the event which resulted in the Credit Facility Issuer or MTA giving a notice of the Termination Date has been cured and that the Credit Facility Issuer or MTA has rescinded its election to terminate the Credit Facility. Notwithstanding anything to the contrary described below, that notice will be given by Electronic Means capable of creating a written notice. Any notice given substantially as described in this paragraph will be conclusively presumed to have been duly given, whether or not actually received by each Owner.

Upon receipt of a written notice from the Credit Facility Issuer that the Credit Facility will not be reinstated (in respect of interest) to an amount equal to the interest component of the Liquidity and Credit Amount required with respect to the Subseries 2008A-1 Bonds, the Trustee will within two (2) Business Days of such receipt give notice to the owners of the Subseries 2008A-1 Bonds of the mandatory tender of the Subseries 2008A-1 Bonds which mandatory tender will occur on such Interest Non-Reinstatement Tender Date, unless, prior to the giving of such notice to the Owners, the Trustee will have received a written notice from the Credit Facility Issuer stating that the Credit Facility has been reinstated to an amount equal to the interest component of the Liquidity and Credit Amount. Notwithstanding anything to the contrary described below, such notice will be given by Electronic Means capable of creating a written notice. Any notice given substantially as described in this paragraph will be conclusively presumed to have been duly given, whether or not actually received by each Owner. For purposes of this remarketing circular, the term Liquidity and Credit Amount will mean an amount equal to the principal of the Subseries 2008A-1 Bonds the Outstanding plus an interest amount equal to fifty-three (53) days' interest thereon calculated at 9% on the basis of a 365 day year for the actual number of days elapsed (366 days in years when February has 29 days).

The Trustee will, at least fifteen (15) days prior to any Mode Change Date or Substitution Date, give notice to the Owners of the Subseries 2008A-1 Bonds of the mandatory tender for purchase of such Subseries 2008A-1 Bonds that is to occur on the Mode Change Date or Substitution Date, as applicable.

So long as DTC is the Securities Depository for the Subseries 2008A-1 Bonds, such notice will be given to DTC. If the Subseries 2008A-1 Bonds are not held in book-entry-only form, such notice will be given directly to the bondholders.

Except as provided in the third and fourth immediately preceding paragraphs, notice of any mandatory tender of Subseries 2008A-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 2008A-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 2008A-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 2008A-1 Bonds will in addition specify the conditions that have to be satisfied pursuant to the DTF Resolution in order for the New Mode to become effective and the consequences that the failure to satisfy any of such conditions would have.

In the event a mandatory tender of Subseries 2008A-1 Bonds will occur at or prior to the date on which an optional tender for purchase is scheduled to occur, the terms and conditions of the applicable mandatory tender for purchase will control. Any notice mailed as described above will be conclusively presumed to have been duly given, whether or not the Owner of any Subseries 2008A-1 Bond receives the notice, and the failure of that Owner to receive any such notice will not affect the validity of the action described in that notice. Failure by the Trustee to give a notice as provided under this caption would not affect the obligation of the Tender Agent to purchase the Subseries 2008A-1 Bonds subject to mandatory tender for purchase on the Mandatory Purchase Date.

Changes in Mode

General. Any Subseries 2008A-1 Bonds may be changed to any other Mode at the times and in the manner as summarized below.

Notice of Mandatory Tender for Purchase on a Mode Change Date. The Trustee will, at least fifteen (15) days prior to any Mode Change Date, give notice to the Owners of the Subseries 2008A-1 Bonds of the mandatory tender for purchase of such Subseries 2008A-1 Bonds on the Mode Change Date.

General Provisions Applying to Changes from One Mode to Another.

1. The Mode Change Date must be a Business Day.
2. On or prior to the date MTA provides the notice to the Notice Parties, MTA will deliver to the Trustee (with a copy to all other Notice Parties) a letter from Bond Counsel addressed to the Trustee to the effect that it expects to be able to deliver a Favorable Opinion of Bond Counsel on the Mode Change Date.
3. No change in Mode will become effective unless all conditions precedent thereto have been met and the following items will have been delivered to the Trustee and the Remarketing Agent by 10:00 a.m., or such later time as is acceptable to MTA, the Trustee and the Remarketing Agent, on the Mode Change Date:
 - a Favorable Opinion of Bond Counsel dated the Mode Change Date,
 - unless the existing Tender Agency Agreement and Remarketing Agreement are effective on the Mode Change Date, a Tender Agency Agreement and a Remarketing Agreement if required for the New Mode, and
 - a certificate of an authorized officer of the Tender Agent to the effect that all of the Subseries 2008A-1 Bonds tendered or deemed tendered, unless otherwise redeemed, have been purchased at a price at least equal to the Purchase Price thereof.
4. On the Mode Change Date, all of the Subseries 2008A-1 Bonds are subject to mandatory tender whether or not the change in Mode occurs.

Rescission of Election to Change from One Mode to Another. MTA may rescind any election by it to change Mode as described above prior to the Mode Change Date by giving written notice thereof to the Notice Parties prior to 10:00 a.m. on the Business Day preceding such Mode Change Date. If the Tender Agent receives notice of such rescission prior to the time the Tender Agent has given notice to the holders of the Subseries 2008A-1 Bonds, then such notice of change in Mode will be of no force and effect. If the Tender Agent receives notice from MTA of rescission of a Mode Change Date after the Tender Agent has given notice thereof to the holders of the Bonds, then if the proposed Mode Change Date would have been a Mandatory Purchase Date, such date will continue to be a Mandatory Purchase Date. If the proposed change in Mode was from the Daily Mode, the Bonds will remain in the Daily Mode.

Remarketing of Subseries 2008A-1 Bonds

The Remarketing Agent for the Subseries 2008A-1 Bonds will offer for sale and use its best efforts to find purchasers for (i) all Subseries 2008A-1 Bonds or portions thereof as to which a Tender Notice has been properly given in accordance with the Certificate of Determination and (ii) all Subseries 2008A-1 Bonds required to be tendered for purchase in accordance with the Certificate of Determination. Any Subseries 2008A-1 Bonds paid from amounts drawn under the Credit Facility will not be remarketed unless such Credit Facility has been reinstated to the Liquidity and Credit Amount. No Bank Bonds will be remarketed unless the Credit Facility has been or will be, immediately upon such remarketing, reinstated by the amount of the reduction that occurred when such Subseries 2008A-1 Bonds became Bank Bonds. No Bank Bonds will be remarketed at a price that is less than the Purchase Price of such Subseries 2008A-1 Bonds.

Pursuant to the Remarketing Agreement, the Remarketing Agent may suspend its remarketing efforts with respect to the Subseries 2008A-1 Bonds upon, among other things, receipt of written notice of (i) the failure by the Credit Facility Issuer to honor a properly presented and conforming drawing under the Credit Facility or (ii) the termination or suspension of the Credit Facility.

Source of Funds for Purchase of Subseries 2008A-1 Bonds

On or before 3:00 p.m. on the Purchase Date or the Mandatory Purchase Date, the Tender Agent will purchase the Subseries 2008A-1 Bonds from the Owners at the Purchase Price. Funds for the payment of such Purchase Price will be derived in the order of priority indicated:

- immediately available funds transferred by the Remarketing Agent to the Tender Agent derived from the remarketing of Subseries 2008A-1 Bonds; and
- immediately available funds transferred by the Trustee to the Tender Agent derived from the Credit Facility.

Notwithstanding the foregoing, MTA will have the option, but will not be obligated, to transfer immediately available funds to the Tender Agent for the payment of the Purchase Price of any Subseries 2008A-1 Bond that is tendered or deemed tendered as described in this remarketing circular and the Purchase Price of which is not paid on the Purchase Date or Mandatory Purchase Date from any of the sources identified above. None of the 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 2008A-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 DTF Resolution. In the case of such failure such Subseries 2008A-1 Bonds will not be purchased and will remain in the respective Mode in effect immediately preceding the Purchase Date, as the case may be, unless such Subseries 2008A-1 Bonds have been automatically converted to a Weekly Mode in accordance with the DTF Resolution.

Delivery of Remarketed Subseries 2008A-1 Bonds

Except as otherwise required or permitted by DTC's book-entry-only system of the Securities Depository, remarketed Subseries 2008A-1 Bonds sold by the Remarketing Agent will be delivered by the Remarketing Agent to the purchasers of those Subseries 2008A-1 Bonds by 3:00 p.m. on the Purchase Date or Mandatory Purchase Date, as the case may be.

Delivery and Payment for Purchased Subseries 2008A-1 Bonds; Undelivered Subseries 2008A-1 Bonds

Except as otherwise required or permitted by DTC's book-entry-only system, remarketed Subseries 2008A-1 Bonds purchased as set forth above will be delivered (with all necessary endorsements) at or before 12:00 p.m. on the Purchase Date or Mandatory Purchase Date, as the case may be, at the office of the Tender Agent in New York, New York; provided, however, that payment of the Purchase Price of any Subseries 2008A-1 Bonds purchased pursuant to the optional tender provisions will be made only if such Subseries 2008A-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 Purchase Date or Mandatory Purchase Date, as the case may be, or, if the bondholder has not provided or caused to be provided wire transfer instructions, by check mailed to the bondholder at the address appearing in the books required to be kept by the Trustee pursuant to the DTF Resolution.

If Subseries 2008A-1 Bonds to be purchased are not delivered by the bondholders to the Tender Agent by 12:00 p.m. on the Purchase Date or Mandatory Purchase Date, as the case may be, the Tender Agent will

hold any funds received for the purchase of those Subseries 2008A-1 Bonds in trust in a separate account uninvested, and will pay such funds to the former bondholders upon presentation of the Subseries 2008A-1 Bonds. Undelivered Subseries 2008A-1 Bonds are deemed tendered and cease to accrue interest as to the former bondholders on the Purchase Date or Mandatory Purchase Date, as the case may be, if moneys representing the Purchase Price will be available against delivery of those Subseries 2008A-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 2008A-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 2008A-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 2008A-1 Bonds. The Tender Agent will authenticate a replacement Subseries 2008A-1 Bonds for any undelivered Subseries 2008A-1 Bonds which may then be remarketed by the Remarketing Agent.

Special Considerations Relating to the Subseries 2008A-1 Bonds

The Remarketing Agent is Paid by MTA. The Remarketing Agent's responsibilities include determining the interest rate from time to time and remarketing Subseries 2008A-1 Bonds that are optionally or mandatorily tendered by the owners thereof (subject, in each case, to the terms of the DTF Resolution and the Remarketing Agreement), all as further described in this remarketing circular. The Remarketing Agent is appointed by MTA and is paid by MTA for its services. As a result, the interests of the Remarketing Agent may differ from those of existing bondholders and potential purchasers of Subseries 2008A-1 Bonds.

The Remarketing Agent May Purchase Subseries 2008A-1 Bonds for its Own Account. The Remarketing Agent acts as remarketing agent for a variety of variable rate demand obligations and, in its sole discretion, may purchase such obligations for its own account. The Remarketing Agent is permitted, but not obligated, to purchase tendered Subseries 2008A-1 Bonds for its own account and, in its sole discretion, may acquire such tendered Subseries 2008A-1 Bonds in order to achieve a successful remarketing of the Subseries 2008A-1 Bonds (i.e., because there otherwise are not enough buyers to purchase the Subseries 2008A-1 Bonds) or for other reasons. However, the Remarketing Agent is not obligated to purchase Subseries 2008A-1 Bonds, and may cease doing so at any time without notice. The Remarketing Agent may also make a market in the Subseries 2008A-1 Bonds by routinely purchasing and selling Subseries 2008A-1 Bonds other than in connection with an optional or mandatory tender and remarketing. However, the Remarketing Agent is not required to make a market in the Subseries 2008A-1 Bonds. The Remarketing Agent may also sell any Subseries 2008A-1 Bonds it has purchased to one or more affiliated investment vehicles for collective ownership or enter into derivative arrangements with affiliates or others in order to reduce its exposure to the Subseries 2008A-1 Bonds. The purchase of Subseries 2008A-1 Bonds by the Remarketing Agent may create the appearance that there is greater third party demand for the Subseries 2008A-1 Bonds in the market than is actually the case. The practices described above also may result in fewer Subseries 2008A-1 Bonds being tendered in a remarketing.

Subseries 2008A-1 Bonds May be Offered at Different Prices on Any Date Including an Interest Rate Determination Date. Pursuant to the DTF Resolution and the Remarketing Agreement, the Remarketing Agent is required to determine the applicable rate of interest that, in its judgment, is the lowest rate that would permit the sale of the Subseries 2008A-1 Bonds bearing interest at the applicable interest rate at par plus accrued interest, if any, on and as of the applicable interest rate determination date. The interest rate will reflect, among other factors, the level of market demand for the Subseries 2008A-1 Bonds (including whether the Remarketing Agent is willing to purchase Subseries 2008A-1 Bonds for its own account). There may or may not be Subseries 2008A-1 Bonds tendered and remarketed on an interest rate determination date, the Remarketing Agent may or may not be able to remarket any Subseries 2008A-1 Bonds tendered for purchase on such date at par and the Remarketing Agent may sell Subseries 2008A-1 Bonds at varying prices to different investors on such date or any other date. The Remarketing Agent is not obligated to advise purchasers in a remarketing if it does not have third party buyers for all of the Subseries 2008A-1 Bonds at the remarketing price. In the event the Remarketing Agent owns any Subseries 2008A-1 Bonds for its own

account, it may, in its sole discretion in a secondary market transaction outside the tender process, offer such Subseries 2008A-1 Bonds on any date, including the interest rate determination date, at a discount to par to some investors.

The Ability to Sell the Subseries 2008A-1 Bonds Other Than Through the Tender Process May Be Limited. The Remarketing Agent may buy and sell Subseries 2008A-1 Bonds other than through the tender process. However, it is not obligated to do so and may cease doing so at any time without notice and may require holders that wish to tender their Subseries 2008A-1 Bonds to do so through the Tender Agent with appropriate notice. Thus, investors who purchase the Subseries 2008A-1 Bonds, whether in a remarketing or otherwise, should not assume that they will be able to sell their Subseries 2008A-1 Bonds other than by tendering the Subseries 2008A-1 Bonds in accordance with the tender process.

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

Redemption Provisions

The Subseries 2008A-1 Bonds are redeemable prior to maturity on such dates and at such prices during the Daily Mode as are set forth below.

Mandatory Sinking Fund Redemption. The Subseries 2008A-1 Bonds are subject to mandatory sinking fund redemption in part (in accordance with procedures of DTC, so long as DTC is the sole registered owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper), on November 1 of each year and in the respective principal amounts set forth below at 100% of the principal amount thereof, plus accrued interest to the redemption date, from sinking fund installments which are required to be made in amounts sufficient to effectuate such redemptions:

<u>November 1</u>	<u>Subseries 2008A-1</u>
2017	\$ 1,205,000
2018	1,250,000
2019	10,495,000
2020	1,180,000
2021	10,435,000
2022	12,160,000
2023	12,585,000
2024	13,025,000
2025	13,495,000
2026	13,970,000
2027	14,465,000
2028	14,975,000
2029	15,510,000
2030	16,060,000
2031*	16,625,000

* Final maturity

Credit Toward Mandatory Sinking Fund Redemption. MTA may take credit toward mandatory Sinking Fund Installment requirements as follows, and if taken, thereafter reduce the amount of term Subseries 2008A-1 Bonds otherwise subject to mandatory Sinking Fund Installments on the date for which credit is taken:

- If MTA directs the Trustee to purchase or redeem Subseries 2008A-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 those bonds will be made against the next Sinking Fund Installment due.

- If MTA purchases or redeems term Subseries 2008A-1 Bonds with other available moneys, then the principal amount of those bonds will be credited against future Sinking Fund Installments in any order, and in any annual amount, that MTA may direct.

Optional Redemption. The Subseries 2008A-1 Bonds are subject to redemption prior to maturity as a whole or in part (in accordance with procedures of DTC, so long as DTC is the Owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper), on any Business Day, subject to applicable notice, at a Redemption Price equal to the principal amount thereof, without premium, plus accrued interest up to but not including the redemption date. If any such optional redemption will occur, MTA will redeem Bank Bonds first.

State and City Redemption. Pursuant to the MTA Act, the State or the City, upon providing sufficient funds, may require MTA to redeem the Subseries 2008A-1 Bonds, as a whole, at the time, at the price and in accordance with the terms upon which the Subseries 2008A-1 Bonds are otherwise redeemable.

Redemption of Bank Bonds. Except as set forth in the second immediately preceding paragraph and in the following paragraph, the Bank Bonds will be subject to optional and mandatory redemption under the same terms and conditions as provided with respect to other Subseries 2008A-1 Bonds. The Bank Bonds will also be subject to mandatory redemption at the times and under the terms and conditions as provided in the Credit Facility relating to such Bank Bonds.

Redemption in Part; Bank Bonds To Be Redeemed First. In the event of a redemption of less than all the Subseries 2008A-1 Bonds, the Trustee will in accordance with the DTF Resolution first select for redemption all then outstanding Bank Bonds prior to selecting for redemption any Subseries 2008A-1 Bonds that are not Bank Bonds unless the Credit Facility Issuer fails to honor a properly presented and conforming drawing under the Credit Facility, in which case, the Trustee will at the written direction of MTA, select for redemption outstanding Subseries 2008A-1 Bonds in accordance with such direction.

Redemption Notices. So long as DTC is the securities depository for the Subseries 2008A-1 Bonds, the Trustee must mail redemption notices to DTC at least 20 days before the redemption date. If the Subseries 2008A-1 Bonds are not held in book-entry-only form, then the Trustee must mail redemption notices directly to bondholders within the same time frame. A redemption of the Subseries 2008A-1 Bonds is valid and effective even if DTC's procedures for notice should fail. Beneficial owners should consider arranging to receive redemption notices or other communications to DTC affecting them, including notice of interest payments through DTC participants. Any notice of optional redemption may state that it is conditional upon receipt by the Trustee of money sufficient to pay the Redemption Price or upon the satisfaction of any other condition, or that it may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before the payment of the Redemption Price if any such condition so specified is not satisfied or if any such other event occurs. **Please note that all redemptions are final - even if a beneficial owner did not receive their notice and even if a notice had a defect.**

Redemption Process. If the Trustee gives an unconditional notice of redemption, then on the redemption date the Subseries 2008A-1 Bonds called for redemption will become due and payable. If the Trustee gives a conditional notice of redemption and such notice is not rescinded, and any other conditions included in such notice have been satisfied, then on the redemption date the Subseries 2008A-1 Bonds called for redemption will become due and payable. In either case, after the redemption date, no interest will accrue on those Subseries 2008A-1 Bonds, and an Owner's only right will be to receive payment of the redemption price upon surrender of those Subseries 2008A-1 Bonds.

Amendments

The provisions of the DTF Resolution, with respect to the Subseries 2008A-1 Bonds, may be modified or amended pursuant to the DTF Resolution by obtaining, when required by the DTF Resolution, the consent of the Owners of all Subseries 2008A-1 Bonds or, in lieu thereof, the Credit Facility Issuer, as permitted by the DTF Resolution. All Owners of the Subseries 2008A-1 Bonds will be deemed to have consented to a

modification or amendment if on the 30th day (or if such day is not a Business Day, on the next succeeding Business Day) after the date on which the Trustee mailed notice of such proposed modification or amendment to the Owners of the Subseries 2008A-1 Bonds there is delivered to the Trustee:

- a certificate of the Tender Agent to the effect that all Subseries 2008A-1 Bonds that have been optionally tendered for purchase by their Owners after the date on which the Trustee mailed such notice of the proposed modification or amendment have been purchased at a price equal to the Purchase Price thereof,
- a written consent of the Remarketing Agent to the proposed modification or amendment, and
- a favorable Opinion of Bond Counsel.

Credit and Liquidity Facility

General Description. The following summarizes certain provisions of the Credit Facility and the Reimbursement Agreement and does not purport to be complete or definitive and reference to such documents is made for the complete provisions thereof. See **Attachment 4** – “Certain Information Regarding TD Bank, N.A.” for information regarding the Credit Facility Issuer.

Subject to receipt of a properly presented and conforming draw certificate, the Credit Facility Issuer will pay the principal of and interest on the Subseries 2008A-1 Bonds, and the Purchase Price of any Subseries 2008A-1 Bonds which are tendered or deemed tendered on a Purchase Date or Mandatory Purchase Date and that have not been remarketed, from time to time from proceeds of drawings under the Credit Facility during the period from the date of effectiveness of the Credit Facility to and including June 13, 2022 (as such date may be extended from time to time, the Stated Expiration Date), unless the Credit Facility is extended or earlier terminated in accordance with its terms. The Credit Facility will automatically terminate on the earliest of (i) the honoring by the Credit Facility Issuer of the final drawing available to be made under the Credit Facility, (ii) receipt by the Credit Facility Issuer of a notice from the Trustee that (A) an Alternate Credit Facility (as defined in the Reimbursement Agreement) has been delivered to and accepted by the Trustee, (B) the rate of interest of all of the Subseries 2008A-1 Bonds has been converted to a rate other than the Daily Rate or the Weekly Rate, or (C) no Subseries 2008A-1 Bonds remain outstanding under the Supplemental Resolution (as defined in the Reimbursement Agreement) relating to the Subseries 2008A-1 Bonds and, in each case, the Trustee is authorized to deliver a notice of cancellation to the Credit Facility Issuer, all conditions precedent to the cancellation of the Credit Facility have been satisfied and the Credit Facility is surrendered for cancellation (such termination of the Credit Facility to take effect after the Credit Facility Issuer honors any properly presented and conforming drawing, if any, on such date), (iii) the date designated by the Credit Facility Issuer in a written notice to the Trustee, the Remarketing Agent and MTA, which will be (A) on the date of such notice if no Subseries 2008A-1 Bonds are outstanding or (B) on the fifteenth (15) calendar day (or if such day is not a Business Day, then the next preceding Business Day) after the Trustee receives written notice from the Credit Facility Issuer stating that an Event of Default (as defined in the Reimbursement Agreement) has occurred and is continuing under the Reimbursement Agreement, and instructing the Trustee to send a notice of mandatory tender for purchase of the Subseries 2008A-1 Bonds and to draw on the Credit Facility to effect such purchase (after the Credit Facility Issuer honors any properly presented and conforming drawing, if any, on such date), or (iv) the Stated Expiration Date.

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

- (i) any principal or interest due on any Bank Bonds or any Advance, unreimbursed Draw or Term Loan (as such terms are defined in the Reimbursement Agreement) is not paid by MTA when due, or (ii) any amount (other than amounts referred to in clause (i) hereof) payable under the

Reimbursement Agreement and under the Fee Agreement (as defined in the Reimbursement Agreement) is not paid by MTA within thirty (30) Business Days of its respective due date;

- the failure by MTA to perform or observe any other term, covenant or agreement contained in the Reimbursement Agreement or the Fee Agreement (as defined in the Reimbursement Agreement) not specified in the paragraph above, if such failure continues for a period of thirty (30) Business Days after written notice thereof by the Credit Facility Issuer to MTA; provided, however, that, except with regard to failure to comply with the Fee Agreement, such grace period will not apply to certain covenants set forth in the Reimbursement Agreement;
- MTA will (A) commence a voluntary case under the federal bankruptcy laws (as now or hereafter in effect), (B) file a petition seeking to take advantage of any other laws, domestic or foreign, relating to bankruptcy, insolvency, reorganization, debt adjustment, winding up or composition or adjustment of debts, (C) consent to or fail to contest in a timely and appropriate manner any petition filed against it in an involuntary case under such bankruptcy laws or other laws, (D) apply for or consent to, or fail to contest in a timely and appropriate manner, the appointment of, or the taking of possession by, a receiver, custodian, trustee or liquidator of itself or of a substantial part of its property, (E) admit in writing its inability to pay, or generally not be paying, its debts as they become due, (F) make a general assignment for the benefit of creditors, or (G) take any official action for the purpose of effecting any of the foregoing; or (ii) a case or other proceeding is commenced against MTA in any court of competent jurisdiction seeking (A) relief under the Federal bankruptcy laws (as now or hereafter in effect) or under any other laws, domestic or foreign, relating to bankruptcy, insolvency, reorganization, winding up or composition or adjustment of debts, or (B) the appointment of a trustee, receiver, custodian, liquidator or the like of MTA, or of all or a substantial part of its property, and any such case or proceeding will continue undismissed or unstayed for a period of 60 consecutive calendar days, or an order granting the relief requested in any such case or proceeding against MTA (including, but not limited to, an order for relief under such Federal bankruptcy laws) will be entered;
- any warranty, representation or other written statement made by or on behalf of MTA contained in the Reimbursement Agreement or in any of the other Related Documents (as defined in the Reimbursement Agreement) or in any instrument furnished in compliance with or in reference to any of the foregoing, is false or misleading in any material respect on any date when made or deemed made;
- any “event of default” under the DTF Resolution, the Supplemental Resolution (as defined in the Reimbursement Agreement) or the Certificate of Determination (as defined in the Reimbursement Agreement), and collectively with the DTF Resolution and the Supplemental Resolution, the Resolution) will have occurred and be continuing;
- (any material provision of the Reimbursement Agreement or any of the other Related Documents to which MTA is a party will at any time for any reason cease to be valid and binding in accordance with its terms on MTA, or will be declared to be null and void, or the validity or enforceability of the Reimbursement Agreement or any of the other Related Documents is contested by MTA, or a proceeding will be commenced by MTA seeking to establish the invalidity or unenforceability thereof, or MTA will deny that it has any further liability or obligation thereunder, in each case if, in the Credit Facility Issuer’s sole judgment, such event would have a materially adverse effect on the Credit Facility Issuer’s rights under the Reimbursement Agreement or the Fee Agreement;
- any governmental authority with jurisdiction over MTA and the affairs of MTA will have declared or imposed a debt moratorium, debt restructuring, debt adjustment or comparable restriction on the repayment when due and payable of the principal of or interest on any of MTA’s indebtedness issued under the DTF Resolution;
- the MTA Act or the Resolution will, for any reason, cease to be in full force and effect or will be declared or become invalid or unenforceable in whole or in part or will be interpreted, altered or amended in any manner that would in any of the foregoing cases materially adversely affect the obligations of MTA under the Reimbursement Agreement or under the Fee Agreement or the

rights of the Credit Facility Issuer under the Reimbursement Agreement or under the Fee Agreement;

- the long-term unenhanced rating assigned to the Subseries 2008A-1 Bonds or any other indebtedness of MTA senior to or on a parity with the Subseries 2008A-1 Bonds will be withdrawn, suspended (other than as a result of debt maturity, redemption, defeasance, non-application or non-provision of information) or reduced below “BBB-” (or its equivalent), “BBB-” (or its equivalent) or “Baa3” (or its equivalent) by any one of Fitch, S&P or Moody’s;
- a final non-appealable judgment or order for the payment of money in excess of \$25,000,000 (in excess of the coverage limits of any applicable insurance therefor), and payable from the Trust Estate and which ranks senior to or on parity with the Subseries 2008A-1 Bonds of the related subseries will have been rendered against MTA and such judgment or order will not have been satisfied, stayed, vacated, discharged or bonded pending appeal within a period of sixty (60) days from the date on which it was first so rendered;
- dissolution or termination of the existence of MTA; provided, however, that in the event that MTA dissolves or its existence terminates by operation of law and a successor entity assumes its obligations under the Reimbursement Agreement, the Fee Agreement and with respect to the Subseries 2008A-1 Bonds and the rights and security for the Reimbursement Obligations (as defined in the Reimbursement Agreement) (including the pledge of the Trust Estate securing Parity Debt as provided in the Reimbursement Agreement and in the Resolution) remain unchanged, a dissolution or termination of the existence of MTA will not constitute an Event of Default under the Reimbursement Agreement; or
- MTA will (i) default in any payment of any Obligations or Parity Reimbursement Obligation (as such terms are defined in the Reimbursement Agreement, hereinafter, “Secured Debt”), beyond the period of grace, if any, provided in the instrument or agreement under which such Secured Debt was created, or (ii) default in the observance or performance of any agreement or condition relating to any Secured Debt or contained in any instrument or agreement evidencing, securing or relating thereto, or any other event will occur or condition exist, the effect of which default or other event or condition is to cause, or to permit the holder or holders of such Secured Debt (or a trustee or agent on behalf of such holder or holders) to cause (determined without regard to whether any notice is required), any such Secured Debt to become due prior to its stated maturity.

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

- by written, electronic or telephonic notice (promptly confirmed in writing) give notice of such Event of Default to the Trustee and MTA and specifying that the Credit Facility will terminate on the fifteenth (15th) calendar day (or if such day is not a Business Day, the preceding Business Day) following delivery of such notice, whereupon the Trustee will immediately declare all of the Subseries 2008A-1 Bonds supported by the Credit Facility then Outstanding to be subject to mandatory purchase in accordance the Certificate of Determination (as defined in the Reimbursement Agreement); and
- exercise all or any of its rights and remedies as it may otherwise have under Applicable Law (as defined in the Reimbursement Agreement) and under the Reimbursement Agreement, the Fee Agreement and the Resolution or otherwise by such suits, actions, or proceedings in equity or at law, either for specific performance of any covenant or agreement contained in the Resolution or the Reimbursement Agreement or the Fee Agreement, or in aid or execution of any power therein granted or for the enforcement of any proper legal or equitable remedy.

Subseries 2008A-1 Bonds remarketed by the Remarketing Agent prior to the date on which the Credit Facility terminates following notice by the Credit Facility Issuer to MTA and the Trustee in accordance with the Reimbursement Agreement, which date of termination will be a date designated by the Credit Facility

Issuer not earlier than fifteen (15) calendar days following delivery of such notice, will continue to be entitled to the benefit of the Credit Facility in accordance with the terms thereof.

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

Debt Service on the Dedicated Tax Fund Bonds

Table 1 on the next page sets forth, on a cash basis, for each fiscal year ending December 31, (i) the debt service on the outstanding Dedicated Tax Fund Bonds, excluding the Subseries 2008A-1 Bonds, (ii) the debt service on the Subseries 2008A-1 Bonds, and (iii) the aggregate debt service on all Dedicated Tax Fund Bonds to be outstanding after the remarketing of the Subseries 2008A-1 Bonds.

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Table 1
MTA Dedicated Tax Fund Bonds
Aggregate Debt Service
(in thousands) ⁽¹⁾

Year Ending December 31	Debt Service on Outstanding Bonds ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	Debt Service on the Subseries 2008A-1 Bonds ⁽²⁾			Aggregate Debt Service ⁽⁶⁾
		Principal	Interest	Total	
2017	\$ 275,934	\$ 1,205	\$ 3,345	\$ 4,550	\$ 280,484
2018	417,157	1,250	6,645	7,895	425,052
2019	407,991	10,495	6,564	17,059	425,050
2020	417,685	1,180	6,175	7,355	425,040
2021	408,507	10,435	6,097	16,532	425,040
2022	407,200	12,160	5,674	17,834	425,034
2023	407,254	12,585	5,186	17,771	425,025
2024	407,313	13,025	4,682	17,707	425,019
2025	407,353	13,495	4,159	17,654	425,007
2026	407,411	13,970	3,618	17,588	424,998
2027	407,466	14,465	3,057	17,522	424,988
2028	407,541	14,975	2,477	17,452	424,993
2029	407,610	15,510	1,876	17,386	424,996
2030	407,679	16,060	1,254	17,314	424,993
2031	407,761	16,625	610	17,235	424,996
2032	424,992	-	-	-	424,992
2033	424,995	-	-	-	424,995
2034	300,008	-	-	-	300,008
2035	300,009	-	-	-	300,009
2036	371,532	-	-	-	371,532
2037	394,327	-	-	-	394,327
2038	375,992	-	-	-	375,992
2039	357,651	-	-	-	357,651
2040	74,216	-	-	-	74,216
2041	38,171	-	-	-	38,171
2042	38,169	-	-	-	38,169
2043	38,170	-	-	-	38,170
2044	38,163	-	-	-	38,163
2045	38,171	-	-	-	38,171
2046	38,167	-	-	-	38,167
2047	38,167	-	-	-	38,167
2048	21,459	-	-	-	21,459
2049	21,456	-	-	-	21,456
2050	21,457	-	-	-	21,457
2051	21,460	-	-	-	21,460
2052	21,454	-	-	-	21,454
2053	21,448	-	-	-	21,448
2054	21,447	-	-	-	21,447
2055	21,451	-	-	-	21,451
2056	21,448	-	-	-	21,448
2057	13,425	-	-	-	13,425
Total	\$9,499,267	\$167,435	\$61,419	\$228,854	\$9,728,122

⁽¹⁾ Totals may not add due to rounding.

⁽²⁾ Includes the following assumptions for debt service: variable rate bonds at an assumed rate of 4.0%; variable rate bonds swapped to fixed at the applicable fixed rate on the swap; floating rate notes at an assumed rate of 4.0% plus the current fixed spread; floating rate notes swapped to fixed at the applicable fixed rate on the swap plus the current fixed spread.

⁽³⁾ Excludes debt service on all outstanding Dedicated Tax Fund Bond Anticipation Notes.

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

⁽⁵⁾ Excludes debt service on the Subseries 2008A-1 Bonds.

⁽⁶⁾ Figures reflect amounts outstanding as of the date of this remarketing circular.

PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS

Part II of this remarketing circular describes the sources of payment and security for all Dedicated Tax Fund Bonds, including the Subseries 2008A-1 Bonds.

SOURCES OF PAYMENT

Under State law, MTA receives money from certain dedicated taxes and fees described in this section. This money is deposited into MTA's Dedicated Tax Fund and is pledged by MTA for the payment of its Dedicated Tax Fund Bonds.

Revenues from Dedicated Taxes

MTA Revenues from Petroleum Business Tax (PBT), Motor Fuel Tax and Motor Vehicle Fees (MTTF Receipts). In 1991, as part of a program to address the need for continued capital investment in the State's transportation infrastructure, the State Legislature established a State fund, called the Dedicated Tax Funds Pool, from which money is apportioned by statutory allocation under current State Tax Law to a State fund, called the Dedicated Mass Transportation Trust Fund (MTTF). Currently, portions of the following taxes and fees are deposited into the Dedicated Tax Funds Pool, of which 34% is allocated to the MTTF for the benefit of MTA:

- A business privilege tax imposed on petroleum businesses operating in the State (the PBT), consisting of:
 - a basic tax that varies based on product type,
 - a supplemental tax on gasoline and highway diesel, and
 - a petroleum business carrier tax.
- Currently, 80.3% of net PBT receipts from the basic tax and all of the supplemental tax and the carrier tax are required by current law to be deposited in the Dedicated Tax Funds Pool.
- Motor fuel taxes on gasoline (50%) and diesel fuel (100%).
 - Certain motor vehicle fees administered by the State Department of Motor Vehicles, including both registration and non-registration fees.

Thirty-four percent (34%) of the Dedicated Tax Funds Pool is currently deposited in the MTTF for MTA's benefit. Subject to appropriation by the State Legislature, money in the MTTF is required by law to be transferred to the MTA Dedicated Tax Fund held by MTA. Amounts transferred from the MTTF account to the MTA's Dedicated Tax Fund constitute "MTTF Receipts."

MTA anticipates that the amount and timing of MTTF Receipts will be sufficient to make required principal and interest payments on the Dedicated Tax Fund Bonds, including the Subseries 2008A-1 Bonds.

A more detailed description of the MTTF Receipts is set forth in the **ADS** (included herein by specific cross-reference) under the caption "DEDICATED TAX FUND BONDS" under the following headings:

- MTTF Receipts — Dedicated Petroleum Business Tax,
- MTTF Receipts — Motor Fuel Tax, and
- MTTF Receipts — Motor Vehicle Fees.

MTA Revenues from Special Tax Supported Operating Subsidies (MMTOA Receipts). Like other U.S. mass transit systems, the Transit System and Commuter System have historically operated at a deficit and have been dependent upon substantial amounts of general operating subsidies from the State, as well as the

City. Over time, the ongoing needs of the State's mass transportation systems led the State to supplement the general operating subsidies with additional operating subsidies supported by special State taxes.

Starting in 1980, in response to anticipated operating deficits of the State's mass transportation systems, the State Legislature enacted a series of taxes, portions of the proceeds of which have been and are to be deposited in a special State Fund — the Mass Transportation Operating Assistance Fund — to fund the operations of mass transportation systems. The Metropolitan Mass Transportation Operating Assistance Account, or MMTOA Account, was established in that State Fund to support operating expenses of transportation systems in the MCTD, including the MTA New York City Transit, MaBSTOA and the commuter railroads operated by MTA's subsidiaries, MTA Long Island Rail Road and MTA Metro-North Railroad. After payment of Section 18-b general operating assistance to the various transportation systems, MTA receives 85.4% of the moneys deposited in the MMTOA Account, with the remaining 14.6% available to other transportation properties within the MCTD, such as MTA Bus, which currently operates the routes formerly operated by the City private franchise bus lines.

Since the creation of the MMTOA Account, MTA has requested and received in each year significant payments from that account in order to meet operating expenses of the transit and commuter systems. It is expected that payments from the MMTOA Account will continue to be essential to the operations of the transit and commuter systems. Although a variety of taxes have been used to fund the special tax supported operating subsidies, the taxes levied for this purpose, which MTA refers to collectively as the "MMTOA Taxes," currently include:

- MMTOA PBT. The products that are subject to the tax, the tax rates, and the transactions excluded from the tax are identical to those of the basic PBT dedicated to the Dedicated Tax Funds Pool and the MTTF account in that Pool. Pursuant to State law, 10.835% of the PBT Basic Tax collections is deposited in the MMTOA Account.
- District Sales Tax. The District Sales Tax consists of a 0.375% sales and compensating use tax imposed on sales and uses of certain tangible personal property and services applicable only within the MCTD.
- Franchise Taxes. Also deposited in the MMTOA Account is a legislatively-allocated portion of the following three taxes imposed on certain transportation and transmission companies (such as trucking, telegraph and local telephone companies and mobile communication services):
 - an annual franchise tax based on the amount of the taxpayer's issued capital stock,
 - an annual franchise tax on the taxpayer's gross earnings from all sources calculated to have been generated statewide pursuant to statutory formulae, and
 - an additional excise tax on the sale of mobile communication services effective May 1, 2015.
- Franchise Surcharges. The Franchise Surcharges are imposed on the portion of the franchise and other taxes of certain corporations, insurance, transportation and transmission companies attributable (according to various complex formulae) to business activity carried on within the MCTD. In accordance with the State Tax Law, the tax revenue generated under these provisions, after the deduction of administrative costs, is to be deposited to the MMTOA Account, as taxes are received.

MTA receives the equivalent of four quarters of MMTOA Receipts each year, with the first quarter of each succeeding calendar year's receipts advanced into the fourth quarter of the preceding year. This results in little or no MMTOA Receipts being received during the first quarter of each calendar year; MTA is required to make other provisions to provide for cash liquidity during this period.

A more detailed description of the MMTOA Taxes is set forth in the **ADS** (included herein by specific cross-reference) under the caption "DEDICATED TAX FUND BONDS — MMTOA Account — Special Tax Supported Operating Subsidies."

Five Year Summary of MTTF Receipts and MMTOA Receipts. **Table 2** sets forth a five year summary (based on the State's fiscal year ending March 31) of the following:

- actual collections by the State of receipts for each of the sources of revenues that, subject to appropriation and allocation among MTA and other non-MTA transportation agencies, could become receipts of the MTA Dedicated Tax Fund,
- amount of MTTF Receipts and MMTOA Receipts, and
- debt service coverage ratio based upon MTTF Receipts, and MTTF Receipts plus MMTOA Receipts.

The information in the following **Table 2** relating to MTTF Receipts and MMTOA Receipts was provided by the New York State Division of the Budget and the remaining information was provided by MTA.

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Table 2
Summary of MTTF Receipts and MMTOA Receipts⁽¹⁾
State Fiscal Year ending March 31 (\$ millions)

	Actual	Actual	Actual	Actual	Projection
Dedicated Taxes (\$ millions)	2014	2015	2016	2017	2018⁽⁸⁾
MTTF⁽¹⁾					
PBT ⁽²⁾	\$ 345.9	\$ 347.4	\$ 337.3	\$ 336.9	\$ 324.6
Motor Fuel Tax	90.7	92.7	96.5	100.5	98.9
Motor Vehicle Fees	181.6	120.4 ⁽⁷⁾	127.4 ⁽⁷⁾	128.7 ⁽⁷⁾	128.6 ⁽⁷⁾
Total Available	\$ 618.2	\$ 560.5	\$ 561.2	\$ 566.1	\$ 552.1
MMTOA⁽¹⁾					
PBT ⁽²⁾	\$ 75.5	\$ 75.1	\$ 72.6	\$ 73.1	\$ 69.7
District Sales Tax	801.7	854.2	874.2	903.0	942.0
Franchise Taxes ⁽³⁾	36.5	25.7	39.4	41.4	39.6
Franchise Surcharges	989.9	1,032.0	1,039.7	1,017.1	1,092.9
Total Available	\$1,903.6	\$1,987.0	\$2,025.9	\$2,034.6	\$2,144.2
Disbursements					
MTTF⁽⁴⁾	\$ 606.9	\$ 629.8⁽⁷⁾	\$604.8⁽⁷⁾	\$ 616.4⁽⁷⁾	\$ 613.2⁽⁷⁾
MMTOA⁽⁵⁾	\$1,518.2	\$1,563.9	\$1,563.9	\$1,668.0	\$1,668.0
Total Disbursed	\$2,125.1	\$2,193.7	\$2,168.7	\$2,284.4	\$2,281.2
Debt Service⁽⁶⁾	\$ 356.1	\$ 344.6	\$341.7	\$ 365.1	\$ 394.9
Debt Service Coverage Ratio –					
MTTF Receipts Only	1.70x	1.83x	1.77x	1.69x	1.55x
Debt Service Coverage Ratio –					
MTTF and MMTOA Receipts	5.97x	6.37x	6.35x	6.26x	5.78x

(1) As used in this Table, MTTF Receipts and MMTOA Receipts have the meaning given such terms in the DTF Resolution.

(2) Effective December 1, 2017, all receipts from aviation fuel will be directed to an aviation purpose account, from which no revenue is directed to MTTF or MMTOA. The impact in State fiscal year 2017-2018 is projected to result in a reduction of \$1.0 million for MTTF and \$0.4 million for MMTOA.

(3) Effective State fiscal year 2012-2013, the distribution to the MMTOA Account was changed from 80% to 54% of the taxes collected from Franchise Taxes. The remaining 26% is distributed to the Public Transportation Systems Operating Assistance PTOA Account. This distribution is in effect through March 31, 2018.

(4) Represents the amount in the MTTF that was, subject to appropriation, paid to MTA by deposit into the MTA Dedicated Tax Fund, thereby becoming MTTF Receipts. The amount of MTTF Receipts in any State fiscal year may be greater than the amount collected for deposit into the MTTF due to, among other things, investment earnings or surplus amounts retained in the MTTF that were not paid out in prior years.

(5) Represents the amount in the MMTOA Account that was, subject to appropriation, paid to MTA by deposit into the MTA Dedicated Tax Fund, thereby becoming MMTOA Receipts. The difference between Total Available MMTOA Taxes and MMTOA Receipts generally represents the amount appropriated for operating expenses of the various non-MTA systems in the MCTD, as well as the amounts appropriated to MTA and other transportation agencies, primarily in accordance with the Section 18-b Program as described in the ADS under the caption "REVENUES OF THE RELATED ENTITIES – State and Local General Operating Subsidies" in Part 2.

(6) Net of \$26.0 million of Build America Bond interest credit payments in each State fiscal year from 2013-2014 through 2017-2018.

(7) Pursuant to legislation enacted in 2014, beginning with State fiscal year 2014-2015 and each year thereafter, a portion of the Fiscal Year 2013-2014 Motor Vehicle General Fund transfer of \$169.4 million has been replaced with a direct transfer of \$62.7 million from the State General Fund to the Dedicated Mass Transportation Trust Fund. \$57.7 million of such amount flows to the MTA Dedicated Tax Fund as MTTF Receipts; the remainder flows to other transportation systems.

(8) The State fiscal year 2017-2018 projection is based on the 2017-2018 Enacted Budget Financial Plan.

Factors Affecting Revenues from Dedicated Taxes

Legislative Changes. The requirement that the State pay MTA Dedicated Tax Fund Revenues to the MTA Dedicated Tax Fund is subject to and dependent upon annual appropriations being made by the State Legislature for such purpose and the availability of moneys to fund such appropriations. The State Legislature is not obligated to make appropriations to fund the MTA Dedicated Tax Fund, and there can be no assurance that the State Legislature will make any such appropriation. The State is not restricted in its right to amend, repeal, modify or otherwise alter statutes imposing or relating to the MTA Dedicated Tax Fund Revenues or the taxes or appropriations that are the source of such Revenues.

In connection with the financing of future capital programs, MTA may propose legislation affecting components of the taxes currently securing the Dedicated Tax Fund Bonds.

Litigation. Aspects relating to the imposition and collection of the Dedicated Taxes have from time to time been and may continue to be the subject of administrative claims and litigation by taxpayers.

Economic Conditions. Many of the Dedicated Taxes are dependent upon economic and demographic conditions in the State and in the MCTD, and therefore there can be no assurance that historical data with respect to collections of the Dedicated Taxes will be indicative of future receipts.

Government Assistance. The level of government assistance to MTA through Dedicated Taxes may be affected by several different factors including:

- The State 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. However, in the case of the PBT that is deposited as a portion of the MTTF Receipts, the State Legislature has expressed its intent in the State Finance Law to enact for each State fiscal year an appropriation for the current and the next year. See the heading “SECURITY – Appropriation by the State Legislature” below.
- The State is not bound or obligated to continue to pay operating subsidies to the transit or commuter systems or to continue to impose any of the taxes currently funding those subsidies.

Information Relating to the State. Information relating to the State, including the Annual Information Statement of the State, as amended or supplemented, is not a part of this remarketing circular. Such information is on file with the MSRB through EMMA with which the State was required to file, and the State has committed to update that information to the holders of its general obligation bonds in the manner specified in SEC Rule 15c2-12. Prospective purchasers of MTA’s Dedicated Tax Fund 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 MTA’s Dedicated Tax Fund Bonds. MTA makes no representations about State information or its continued availability.

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SECURITY

The Dedicated Tax Fund Bonds, including the Subseries 2008A-1 Bonds, are MTA's special obligations payable as to principal, redemption premium, if any, and interest solely from the security, sources of payment and funds specified in the DTF Resolution. Payment of principal of or interest on the Dedicated Tax Fund Bonds may not be accelerated in the event of a default.

The Dedicated Tax Fund Bonds are secured primarily by the sources of payment described under the caption "SOURCES OF PAYMENT", and are not secured by

- the general fund or other funds and revenues of the State, or
- the other funds and revenues of MTA or any of its affiliates or subsidiaries.

The Dedicated Tax Fund 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 DTF Resolution and the Standard Resolution Provisions have been filed with EMMA and are available on MTA's website.

Pledge Effected by the DTF Resolution

Trust Estate. The DTF Resolution provides that there are pledged to the payment of principal and redemption premium of, interest on, and sinking fund installments for, the Dedicated Tax Fund Bonds and Parity Debt, in accordance with their terms and the provisions of the DTF Resolution, subject only to the provisions permitting the application of that money for the purposes and on the terms and conditions permitted in the DTF Resolution, the following, referred to as the "Trust Estate":

- the proceeds of the sale of the Dedicated Tax Fund Bonds, until those proceeds are paid out for an authorized purpose,
- the Pledged Amounts Account in the MTA Dedicated Tax Fund (which includes MTTF Receipts and MMTOA Receipts), any money on deposit in that Account and any money received and held by MTA and required to be deposited in that Account, and
- all funds, accounts and subaccounts established by the DTF Resolution (except funds, accounts and subaccounts established pursuant to Supplemental Resolution, and excluded by such Supplemental Resolution from the Trust Estate as security for all Dedicated Tax Fund Bonds, in connection with Variable Interest Rate Obligations, Put Obligations, Parity Debt, Subordinated Indebtedness or Subordinated Contract Obligations), including the investments, if any, thereof.

The DTF Resolution provides that the Trust Estate is and will be free and clear of any pledge, lien, charge or encumbrance thereon or with respect thereto prior to, or of equal rank with, the pledge created by the DTF Resolution, and all corporate action on the part of MTA to that end has been duly and validly taken.

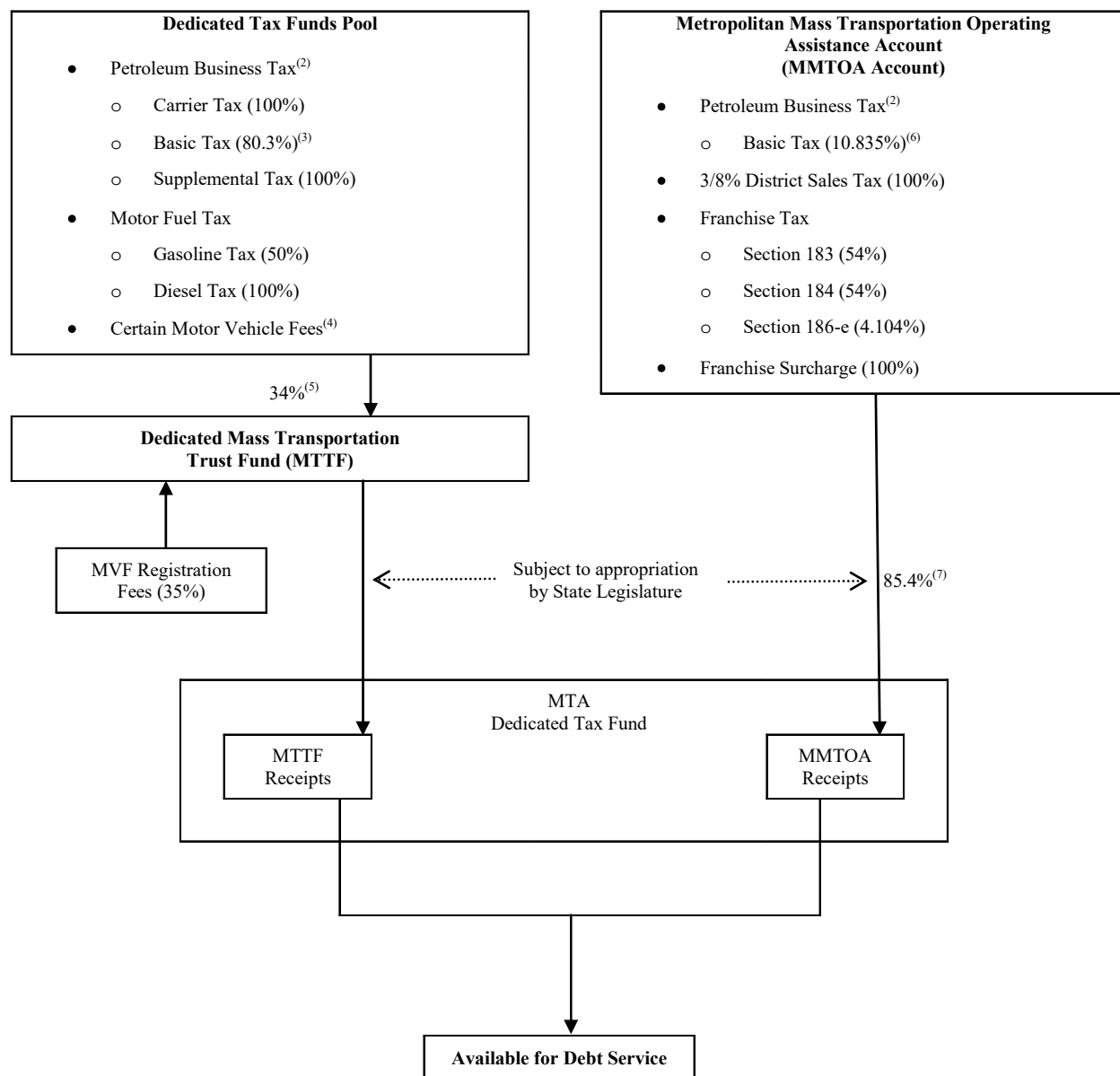
Flow of Funds

The DTF Resolution establishes a Proceeds Fund held by MTA and a Debt Service Fund held by the Trustee. See "SUMMARY OF CERTAIN PROVISIONS OF THE DTF RESOLUTION" included herein by specific cross-reference for a description of the provisions of the DTF Resolution governing the deposits to and withdrawals from the Funds and Accounts. Amounts held by MTA or the Trustee in any of such Funds will be held in trust separate and apart from all other funds and applied solely for the purposes specified in the DTF Resolution or any Supplemental Resolution thereto.

The following two charts summarize (i) the flow of taxes into the MTA Dedicated Tax Fund, and (ii) the flow of MTA Dedicated Tax Fund Revenues through the MTA Dedicated Tax Fund and the Funds and Accounts established under the DTF Resolution.

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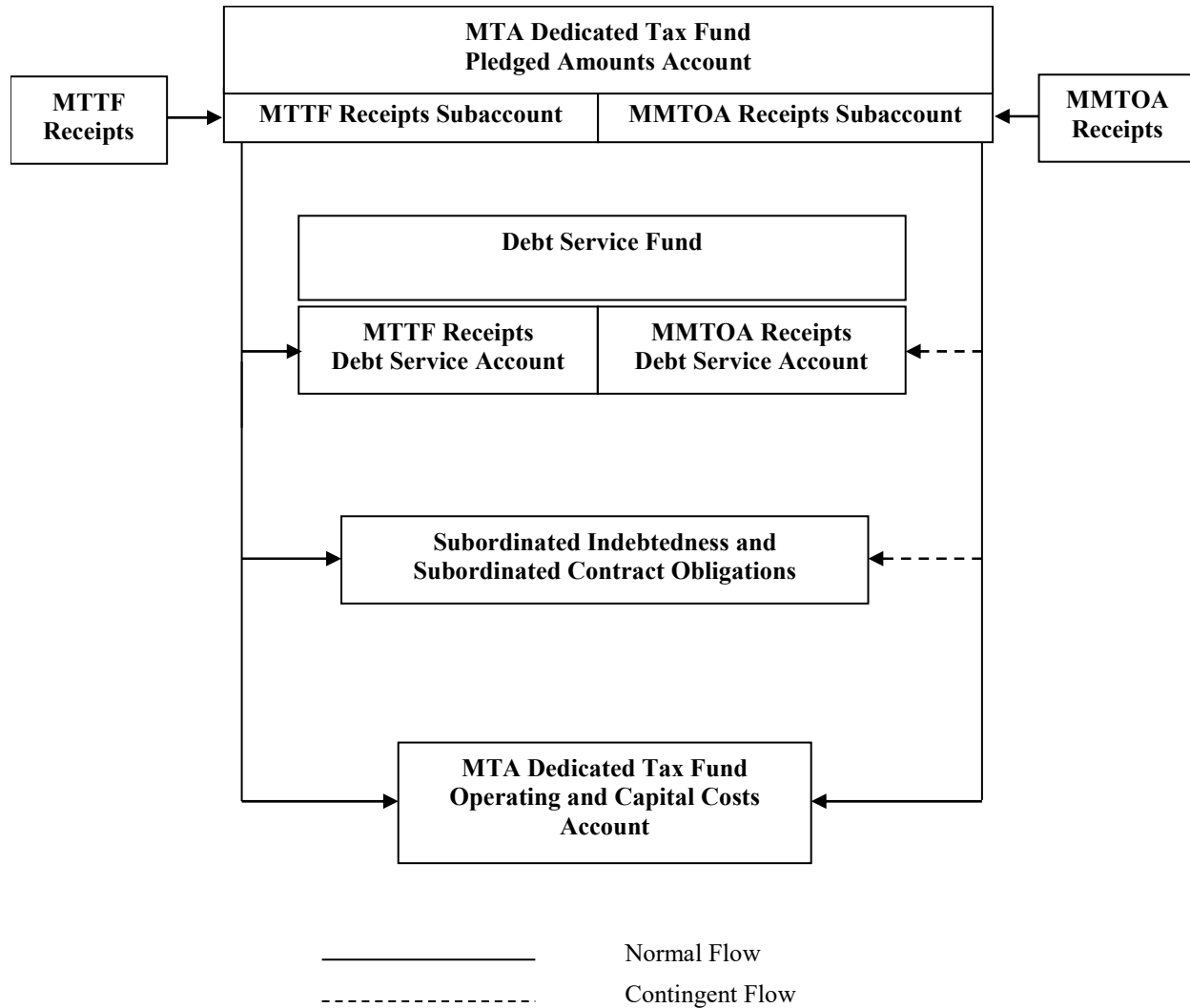
MTA DEDICATED TAX FUND BONDS SOURCES OF REVENUE
(Through March 31, 2018)⁽¹⁾



Notes

- (1) Parenthetical amounts and percentages, as well as flow of fund percentages, indicate the amount or percent of that tax or fund to be deposited for the year ending March 31, 2018 in the respective fund or account. The allocations shown may be changed at any time by the Legislature.
- (2) Effective December 1, 2017, all receipts from aviation fuel will be directed to an aviation purpose account, from which no revenue is directed to MTTF or MMTOA. Currently, aviation fuel receipts are part of the Basic Tax. The impact in State fiscal year 2017-2018 is projected to result in a reduction of \$1.0 million for MTTF and \$0.4 million for MMTOA.
- (3) In addition, the first \$7.5 million of the Basic Tax is appropriated to the Dedicated Tax Funds Pool prior to any percentage split of the Dedicated Tax Funds Pool.
- (4) Beginning with the State fiscal year 2014-2015, and each year thereafter, a portion of the State fiscal year 2013-2014 Motor Vehicle General Fund transfer of \$169.4 million has been replaced with a direct transfer of \$62.7 million from the State General Fund to the MTTF; \$57.7 million of such amount flows to the MTA Dedicated Tax Fund as MTTF Receipts as defined in the DTF Resolution.
- (5) Percentage of Dedicated Tax Funds Pool.
- (6) The remaining 8.865% share of the Basic Tax is deposited in an account for certain upstate transportation entities.
- (7) Percentage based upon appropriations for State fiscal year 2017-2018.

MTA DEDICATED TAX FUND BONDS – RESOLUTION FLOW OF FUNDS



All amounts on deposit in the Pledged Amounts Account – MTTF Receipts Subaccount are paid out before any amounts on deposit in the Pledged Amounts Account – MMTOA Receipts Subaccount are paid out.

Amounts paid out from any fund or account for an authorized purpose (excluding transfers to any other pledged fund or account) are free and clear of the lien and pledge created by the DTF Resolution.

Debt Service Fund

Pursuant to the DTF Resolution, the Trustee holds the Debt Service Fund, consisting of the MTTF Receipts Debt Service Account and the MMTOA Receipts Debt Service Account. Moneys in the Debt Service Fund are applied by the Trustee to the payment of Debt Service on the Dedicated Tax Fund Bonds in the manner, and from the accounts and subaccounts, more fully described under “SUMMARY OF CERTAIN PROVISIONS OF THE DTF RESOLUTION — Debt Service Fund” included herein by specific cross-reference.

MTA is required to make monthly deposits to the appropriate account of the Debt Service Fund of interest (1/5th of the next semiannual payment) and principal (1/10th of the next annual payment), first from MTTF Receipts and then, to the extent of any deficiency, from MMTOA Receipts.

Covenants

Additional Bonds. The DTF Resolution permits MTA to issue additional Bonds from time to time to pay or provide for the payment of Capital Costs and to refund Outstanding Bonds.

Under the DTF Resolution, MTA may issue one or more Series of Bonds for the payment of Capital Costs, provided, in addition to satisfying certain other requirements, MTA delivers a certificate that evidences MTA’s compliance with the additional bonds test set forth in the DTF Resolution.

Such certificate must set forth:

- (A) for any 12 consecutive calendar months ended not more than six months prior to the date of such certificate: (i) MTTF Receipts, (ii) MMTOA Receipts, and (iii) investment income received during such period on amounts on deposit in the Pledged Amounts Account, the MTTF Receipts Subaccount, the MMTOA Receipts Subaccount and the Debt Service Fund; and
- (B) the greatest amount for the then current or any future Debt Service Year of the sum of (a) Calculated Debt Service on all Outstanding Obligations, including the proposed Capital Cost Obligations and any proposed Refunding Obligations being treated as Capital Cost Obligations, but excluding any Obligations or Parity Debt to be refunded with the proceeds of such Refunding Obligations, plus (b) additional amounts, if any, payable with respect to Parity Debt;

and then state:

- (x) that the sum of the MTTF Receipts and investment income (other than investment income on the MMTOA Receipts Subaccount) set forth in clause (A) above is not less than 1.35 times the amount set forth in accordance with clause (B) above and
- (y) that the sum of the MTTF Receipts, MMTOA Receipts and investment income set forth in clause (A) above is not less than 2.5 times the amount set forth in clause (B) above.

See “SUMMARY OF CERTAIN PROVISIONS OF THE DTF RESOLUTION—Special Provisions for Capital Cost Obligations” included herein by specific cross-reference for a description of further provisions which apply to the additional bonds test if the percentage of available existing taxes deposited into the MTA Dedicated Tax Fund is increased or additional taxes are added to the amounts so deposited.

For a discussion of the requirements relating to the issuance of Refunding Bonds, see “SUMMARY OF CERTAIN PROVISIONS OF THE DTF RESOLUTION—Special Provisions for Refunding Obligations” included herein by specific cross-reference.

Parity Debt

MTA may incur Parity Debt pursuant to the terms of the DTF 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 DTF Resolution with respect to the Dedicated Tax Fund 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.

Appropriation by the State Legislature

The State Constitution provides that the State may not expend money without an appropriation, except for the payment of debt service on general obligation bonds or notes issued by the State. An appropriation is an authorization approved by the State Legislature to expend money. The State Constitution requires all appropriations of State funds, including funds in the MTTF and MMTOA Accounts, to be approved by the State Legislature at least every two years. In addition, the State Finance Law provides, except as described below, that appropriations shall cease to have force and effect, except as to liabilities incurred thereunder, at the close of the State Fiscal Year for which they were enacted and that to the extent of liabilities incurred thereunder, such appropriations shall lapse on the succeeding June 30th or September 15th, depending upon the nature of the appropriation. The State Legislature may not be bound in advance to make any appropriation, and there can be no assurances that the State Legislature will appropriate the necessary funds as anticipated. MTA expects that the State Legislature will make appropriations from amounts on deposit in the MTTF and MMTOA Accounts in order to make payments when due. Until such time as payments pursuant to such appropriation are made in full, revenues in the MTTF shall not be paid over to any entity other than MTA.

The State Legislature has expressed its intent in the State Finance Law to enact for each State Fiscal Year in the future in an annual budget bill an appropriation from the MTTF (with respect to the PBT portion only) to the MTA Dedicated Tax Fund for the then current State Fiscal Year and an appropriation of the amounts projected by the Director of the Budget to be deposited in the MTA Dedicated Tax Fund from the MTTF (with respect to the PBT portion only) for the next succeeding State Fiscal Year. In any State Fiscal Year, if the Governor does not submit or if the State Legislature does not enact a current year appropriation from the MTTF (with respect to the PBT portion) to the MTA Dedicated Tax Fund, or such appropriation has been delayed, MTA is required to notify the State of amounts required to be disbursed from the appropriation made during the preceding State Fiscal Year for payment in the current State Fiscal Year. The State Comptroller may not make any payments from the MTTF to the MTA Dedicated Tax Fund from such prior year appropriation prior to May 1st of the current State Fiscal Year.

The adopted State budget for State Fiscal Year 2017-2018 included two appropriations from the MTTF to the MTA Dedicated Tax Fund. One such appropriation is for the State Fiscal Year that ends March 31, 2018 and the other such appropriation is for the succeeding State Fiscal Year that ends March 31, 2019. MTA has periodically availed itself of the latter appropriation to meet operating costs in response to delays in the adoption of the State budget in such years.

A budgetary imbalance in the present or any future State Fiscal Year could affect the ability and willingness of the State Legislature to appropriate and the availability of moneys to make the payments from the MTTF and the MMTOA Accounts. However, MTA believes that if the State Legislature does not make appropriations as contemplated, it would have a serious impact on the ability of the State and its public benefit corporations to raise funds in the public credit markets.

Agreement of the State

The MTA Act prohibits MTA from filing a voluntary petition in bankruptcy under Chapter 9 of the Federal Bankruptcy Code or such successor chapters or sections as may from time to time be in effect and the State has pledged that so long as any notes, bonds or lease obligations of the MTA are outstanding, it will not

limit or alter the denial of authority to MTA to so file. Chapter 9 does not provide authority for creditors to file involuntary bankruptcy proceedings against MTA or other Related Entities.

Under the MTA Act, the State pledges to and agrees with the holders of any notes, bonds or lease obligations issued or incurred by MTA, including the Subseries 2008A-1 Bonds, that the State will not limit or alter the rights vested in MTA to fulfill the terms of any agreements made by MTA with the holders of its notes, bonds and lease obligations, including the Subseries 2008A-1 Bonds, or in any way impair the rights and remedies of such holders. Notwithstanding the foregoing, in accordance with State law, nothing in the DTF Resolution shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the MTA Dedicated Tax Fund Revenues or the taxes or appropriations which are the source of such Revenues. No default under the DTF Resolution would occur solely as a result of the State exercising its right to amend, repeal, modify or otherwise alter such taxes or appropriations.

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PART III. OTHER INFORMATION ABOUT THE SUBSERIES 2008A-1 BONDS

Part III of this remarketing circular provides miscellaneous additional information relating to the Subseries 2008A-1 Bonds.

TAX MATTERS

General

On June 25, 2008, Nixon Peabody LLP, as bond counsel to MTA, delivered the opinion set forth as **Attachment 3-1** (the Approving Opinion) in connection with the original issuance of the Series 2008A Bonds. On June 22, 2011, Hawkins Delafield & Wood LLP, as bond counsel to MTA, delivered the opinion set forth as **Attachment 3-2** (the First Remarketing Opinion) relating to the conversion and remarketing of the Subseries 2008A-1 Bonds, and on June 18, 2014, Hawkins Delafield & Wood LLP, as bond counsel to MTA, delivered the opinion set forth as **Attachment 3-3** (the Second Remarketing Opinion) relating to the credit facility substitution and remarketing of the Subseries 2008A-1 Bonds. Each of the foregoing opinions (collectively referred to herein as the Prior Opinions) speaks only as of its respective date, only as to the matters expressly stated and none of such opinions is being re-delivered.

The Approving Opinion concluded that under then existing law, as of its date, relying on certain statements by MTA and assuming compliance by MTA with certain covenants, that interest on the Series 2008A Bonds is:

- excluded from a bondholder's federal gross income under the Internal Revenue Code of 1986, and
- not a preference item for a bondholder under the federal alternative minimum tax, although it is included in the adjusted current earnings of certain corporations for purposes of calculating the federal corporate alternative minimum tax.

The Approving Opinion also concluded that, under then existing law, as of its date, interest on the Series 2008A Bonds, was exempt from personal income taxes of the State and any political subdivisions of the State, including the City.

The First Remarketing Opinion concluded that, under then existing law, as of its date, the mandatory tender and remarketing of the Series 2008A Bonds, the redesignation of the Series 2008A Bonds as the Subseries 2008A-1 Bonds and the Subseries 2008A-2 Bonds, the termination of the bond insurance policy in effect with respect to the Series 2008A Bonds, and the substitution of the standby bond purchase agreement relating to the Series 2008A Bonds with a direct-pay letter of credit would not adversely affect for federal and State income tax purposes the tax treatment on the Subseries 2008A-1 Bonds.

The Second Remarketing Opinion concluded that, under then existing law, as of its date, the mandatory tender and remarketing of the Subseries 2008A-1 Bonds and the substitution of the credit facility relating to such bonds would not adversely affect for federal and State income tax purposes the tax treatment on the Subseries 2008A-1 Bonds.

On the Mandatory Tender Date, Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP, as Co-Bond Counsel to MTA for the remarketing of the Subseries 2008A-1 Bonds, will deliver opinions in the form set forth hereto as **Attachment 3-4** that the mandatory tender and remarketing of the Subseries 2008A-1 Bonds, the substitution of the credit facility relating to the Subseries 2008A-1 Bonds and the amendment of the terms and provisions of the Subseries 2008A-1 Bonds as described herein will not, in and of themselves, adversely affect the exclusion of interest on the Subseries 2008A-1 Bonds from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986.

Neither Orrick, Herrington & Sutcliffe LLP nor Bryant Rabbino LLP is rendering an opinion on the current tax status of any of the Subseries 2008A-1 Bonds.

The Subseries 2008A-1 Bonds

The Internal Revenue Code of 1986 imposes requirements on the Subseries 2008A-1 Bonds that MTA must continue to meet after the Subseries 2008A-1 Bonds were issued (or reissued for federal tax purposes). These requirements generally involve the way that Subseries 2008A-1 Bond proceeds must be invested and ultimately used. If MTA does not meet these requirements, it is possible that a bondholder may have to include interest on the Subseries 2008A-1 Bonds in its federal gross income on a retroactive basis to the date of issue. MTA has covenanted to do everything necessary to meet the requirements of the Internal Revenue Code of 1986.

An Owner who is a particular kind of taxpayer may also have additional tax consequences from owning the Subseries 2008A-1 Bonds. This is possible if an Owner is

- an S corporation,
- a United States branch of a foreign corporation,
- a financial institution,
- a property and casualty or a life insurance company,
- an individual receiving Social Security or railroad retirement benefits,
- an individual claiming the earned income credit or
- a borrower of money to purchase or carry the Subseries 2008A-1 Bonds.

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

Neither current Co-Bond Counsel to MTA nor prior bond counsel is responsible for updating their respective opinions after the respective dates such opinions were or will be provided. Although it is not possible to predict, as of the delivery of such opinions, it is possible that something may have happened or may happen in the future that could change the tax treatment of the interest on the Subseries 2008A-1 Bonds or affect the market price of the Subseries 2008A-1 Bonds.

Neither current Co-Bond Counsel to MTA nor prior bond counsel expresses any opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel on the federal income tax treatment of interest on the Subseries 2008A-1 Bonds or under State, local or foreign tax law.

Information Reporting and Backup Withholding

Information reporting requirements apply to interest paid on tax-exempt obligations, such as the Subseries 2008A-1 Bonds. In general, such requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, "Request for Taxpayer Identification Number and Certification," or if the recipient is one of a limited class of exempt recipients. A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to "backup withholding," which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Internal Revenue Code of 1986. For the foregoing purpose, a "payor" generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient.

If an Owner purchasing a Subseries 2008A-1 Bonds through a brokerage account has executed a Form W-9 in connection with the establishment of such account, as generally can be expected, no backup withholding should occur. In any event, backup withholding does not affect the excludability of the interest on the Subseries 2008A-1 Bonds from gross income for federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the Owner's federal income tax once the required information is furnished to the Internal Revenue Service.

Miscellaneous

Legislative or administrative actions and court decisions, at either the federal or state level, may cause interest on the Subseries 2008A-1 Bonds to be subject, directly or indirectly, in whole or in part, to federal, state or local income taxation, and thus have an adverse impact on the value or marketability of the Subseries 2008A-1 Bonds. This could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), repeal of the exclusion of the interest on the Subseries 2008A-1 Bonds from gross income for federal or state income tax purposes, or otherwise. For example, presidential budget proposals in recent years have proposed legislation that would limit the extent of the exclusion from gross income of interest on obligations of states and political subdivisions under Section 103 of the Internal Revenue Code of 1986 (including the Subseries 2008A-1 Bonds) for taxpayers whose income exceeds certain thresholds. It is not possible to predict whether any legislative or administrative actions or court decisions having an adverse impact on the federal or state income tax treatment of holders of the Subseries 2008A-1 Bonds may occur. Prospective purchasers of the Subseries 2008A-1 Bonds should consult their own tax advisors regarding the impact of any change in law on the Subseries 2008A-1 Bonds.

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

LEGALITY FOR INVESTMENT

The MTA Act provides that the Subseries 2008A-1 Bonds are securities in which the following investors may properly and legally invest funds, including capital in their control or belonging to them:

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

Certain of those investors, however, may be subject to separate restrictions that limit or prevent their investment in the Subseries 2008A-1 Bonds.

LITIGATION

There is no pending litigation concerning the Subseries 2008A-1 Bonds.

MTA is the defendant in numerous claims and actions, as are its affiliates and subsidiaries, including MTA New York City Transit, MaBSTOA, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA Bus and MTA Bridges and Tunnels. Certain of these claims and actions, either individually or in the aggregate, are potentially material to MTA, its affiliates or subsidiaries. MTA does not believe that any of these claims or actions would affect the application of the sources of payment for the Subseries 2008A-1 Bonds. A summary of certain of these potentially material claims and actions is set forth in Part 6 of the **ADS** under the caption “LITIGATION,” as that filing may be amended or supplemented to date.

FINANCIAL ADVISOR

Public Resources Advisory Group, Inc. and Backstrom McCarley Berry & Co., LLC are MTA's Co-Financial Advisors for the Subseries 2008A-1 Bonds. The Co-Financial Advisors have provided MTA advice on the plan of financing and reviewed the pricing of the Subseries 2008A-1 Bonds. The Co-Financial Advisors have not independently verified the information contained in this remarketing circular and do not assume responsibility for the accuracy, completeness or fairness of such information.

REMARKETING

The Subseries 2008A-1 Bonds are being remarketed by TD Securities (USA) LLC (the Remarketing Agent), at prices that are not in excess of the price stated on the cover of this remarketing circular. The Remarketing Agent will be paid a separate fee as compensation for services rendered in connection with the remarketing of the Subseries 2008A-1 Bonds.

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

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

RATINGS

The Summary of Terms identifies the ratings of the credit rating agencies that are assigned to the Subseries 2008A-1 Bonds. Those ratings reflect only the views of the organizations assigning them. An explanation of the significance of the ratings or any outlooks or other statements given with respect thereto from each identified agency may be obtained as follows:

Fitch Ratings
33 Whitehall Street
New York, New York 10004
(212) 908-0500

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

MTA has furnished information to each rating agency rating the Subseries 2008A-1 Bonds, including information not included in this remarketing circular, about MTA and the Subseries 2008A-1 Bonds. Generally, rating agencies base their ratings on that information and on independent investigations, studies and assumptions made by each rating agency. A securities rating is not a recommendation to buy, sell or hold securities. There can be no assurance that ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by a rating agency if, in the judgment of that rating agency, circumstances warrant the revision or withdrawal. Those circumstances may include, among other things, changes in or unavailability of information relating to MTA or the Subseries 2008A-1 Bonds. Any downward revision or withdrawal of a rating may have an adverse effect on the market price of the Subseries 2008A-1 Bonds.

LEGAL MATTERS

Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP are Co-Bond Counsel to MTA for the remarketing of the Subseries 2008A-1 Bonds. On June 25, 2008, Nixon Peabody LLP, as bond counsel to MTA, delivered the opinion set forth as **Attachment 3-1** in connection with the original issuance of the Series 2008A Bonds. On June 22, 2011, Hawkins Delafield & Wood LLP, as bond counsel to MTA, delivered the opinion set forth as **Attachment 3-2** relating to the conversion and remarketing of the Subseries 2008A-1 Bonds, and on June 18, 2014, Hawkins Delafield & Wood LLP, as bond counsel to MTA, delivered the opinion set forth as **Attachment 3-3** relating to the credit facility substitution and remarketing of the Subseries 2008A-1 Bonds. Each of the foregoing opinions speaks only as of its respective date, only as to the matters expressly stated and none of such opinions is being re-delivered. On the date of the remarketing of the Subseries 2008A-1 Bonds, Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP, as Co-Bond Counsel, will deliver opinions in substantially the form set forth in **Attachment 3-4**.

The Remarketing Agent has appointed Holland & Knight LLP as Counsel to the Remarketing Agent in connection with the remarketing of the Subseries 2008A-1 Bonds, which firm will pass on certain legal matters.

Certain legal matters will be passed upon by Hawkins Delafield & Wood LLP, special disclosure counsel to MTA.

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

CONTINUING DISCLOSURE

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

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

- principal and interest payment delinquencies;
- non-payment related defaults, if material;
- unscheduled draws on debt service reserves reflecting financial difficulties;
- unscheduled draws on credit enhancements reflecting financial difficulties;
- substitution of credit or liquidity providers, or their failure to perform;
- adverse tax opinions, the issuance by the IRS of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Subseries 2008A-1 Bonds or other material events affecting the tax status of the Subseries 2008A-1 Bonds;
- modifications to the rights of security holders, if material;
- bond calls, if material, and tender offers;
- defeasances;

- release, substitution, or sale of property securing repayment of the Subseries 2008A-1 Bonds, if material;
- rating changes;
- bankruptcy, insolvency, receivership 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 remarketing circular on MTA's website at <http://web.mta.info/mta/investor/>. No statement on MTA's website or any other website is included by specific cross-reference herein.

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

METROPOLITAN TRANSPORTATION AUTHORITY

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

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ATTACHMENT 1

BOOK-ENTRY-ONLY SYSTEM

1. The Depository Trust Company (DTC), New York, NY, will act as securities depository for the Subseries 2008A-1 Bonds. The Subseries 2008A-1 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Subseries 2008A-1 Bond will be issued for each maturity of the Subseries 2008A-1 Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC. If, however, the aggregate principal amount of any maturity of the Subseries 2008A-1 Bonds exceeds \$500 million, one Bond of such maturity will be issued with respect to each \$500 million of principal amount, and an additional Bond will be issued with respect to any remaining principal amount of such maturity.

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

3. Purchases of Subseries 2008A-1 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Subseries 2008A-1 Bonds on DTC's records. The ownership interest of each actual purchaser of each Subseries 2008A-1 Bond (Beneficial Owner) is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Subseries 2008A-1 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Subseries 2008A-1 Bonds, except in the event that use of the book-entry-only system for the Subseries 2008A-1 Bonds is discontinued.

4. To facilitate subsequent transfers, all Subseries 2008A-1 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Subseries 2008A-1 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Subseries 2008A-1 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such

Subseries 2008A-1 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Subseries 2008A-1 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Subseries 2008A-1 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Subseries 2008A-1 Bond documents. For example, Beneficial Owners of the Subseries 2008A-1 Bonds may wish to ascertain that the nominee holding the Subseries 2008A-1 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the Subseries 2008A-1 Bonds of any maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Subseries 2008A-1 Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to MTA as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Subseries 2008A-1 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds and principal and interest payments on the Subseries 2008A-1 Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from MTA or the Trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee or MTA, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of MTA or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. A Beneficial Owner shall give notice to elect to have its Subseries 2008A-1 Bonds purchased or tendered, through its Participant, to the Remarketing Agent, and shall effect delivery of such Subseries 2008A-1 Bonds by causing the Direct Participant to transfer the Participant's interest in the Subseries 2008A-1 Bonds, on DTC's records, to the Remarketing Agent. The requirement for physical delivery of Subseries 2008A-1 Bonds in connection with an optional tender on a mandatory purchase will be deemed satisfied when the ownership rights in the Subseries 2008A-1 Bonds are transferred by the Direct Participants on DTC's records and followed by a book-entry credit of tendered Subseries 2008A-1 Bonds to the Remarketing Agent's DTC account

10. DTC may discontinue providing its services as depository with respect to the Subseries 2008A-1 Bonds at any time by giving reasonable notice to MTA or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificates for the Subseries 2008A-1 Bonds are required to be printed and delivered.

11. MTA may decide to discontinue use of the system of book-entry transfers through DTC (or a successor depository). In that event, certificates for the Subseries 2008A-1 Bonds will be printed and delivered.

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

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ATTACHMENT 2

CONTINUING DISCLOSURE UNDER SEC RULE 15c2-12

In order to assist the Remarketing Agent in complying with the provisions of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (Rule 15c2-12), MTA and the Trustee will enter into a written agreement (the Disclosure Agreement) for the benefit of holders of the Subseries 2008A-1 Bonds to provide continuing disclosure. MTA will undertake to provide certain financial information and operating data relating to MTA by no later than 120 days after the end of each MTA fiscal year, commencing with the fiscal year ending December 31, 2017 (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 enumerated events is set forth below.

Pursuant to Rule 15c2-12, MTA will undertake for the benefit of holders of the Subseries 2008A-1 Bonds to provide or cause to be provided either directly or through the Trustee, audited combined 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, 2017, when and if such audited financial statements become available and, if such audited financial statements of MTA are not available on the date which is 120 days after the end of a fiscal year, the unaudited financial statements of MTA for such fiscal year.

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

1. description of the transit and commuter systems operated by the MTA and its affiliates and subsidiaries and their operations,
2. information regarding the transit and commuter capital programs, including information of the type included in MTA Annual Disclosure Statement (the ADS) under the caption "FINANCIAL PLANS AND CAPITAL PROGRAMS,"
3. presentation of changes to indebtedness issued by MTA under the DTF Resolution, as well as information concerning changes to MTA's debt service requirements on such indebtedness payable from DTF Revenues,
4. financial information and operating data of the type included in the ADS under the caption "DEDICATED TAX FUND BONDS" which shall include information relating to the following:
 - a. description of how the State allocates taxes to the MTA Dedicated Tax Fund;
 - b. description of the material taxes allocated to the MTA Dedicated Tax Fund, currently the petroleum business tax, the motor fuel tax on gasoline and diesel fuel, certain motor vehicle fees, including both registration and non-registration fees, the District Sales Tax, the Franchise Taxes, and the Franchise Surcharge, together with a description of the tax rate, the tax base and the composition and collection of such taxes by the State (unless the taxes constituting the sources of revenue have been materially changed or modified, in which case similar information about such new or modified taxes will be provided); and
 - c. for the material taxes then constituting a source of revenue for the MTA Dedicated Tax Fund, an historical summary of such revenue, if available, together with an

explanation of the factors affecting collection levels, for a period of at least the five most recent completed fiscal years then available,

5. information concerning the amounts, sources, material changes in and material factors affecting DTF Revenues and debt service incurred under the DTF Resolution,
6. material litigation related to any of the foregoing, and
7. 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, MTA.

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

MTA will undertake, for the benefit of holders of the Subseries 2008A-1 Bonds, to provide or cause to be provided:

1. to EMMA, in a timely manner not in excess of ten business days after the occurrence of the event, notice of any of the events listed under the caption "CONTINUING DISCLOSURE" in this remarketing circular with respect to the Subseries 2008A-1 Bonds, and
2. to EMMA, in a timely manner, notice of a failure to provide any Annual Information required by such undertaking or any required audited financial statements of MTA.

The Disclosure Agreement provides that if any party to the Disclosure Agreement fails to comply with any provisions of its undertaking described herein, then any holder of the Subseries 2008A-1 Bonds (which will include beneficial owners during any period that DTC acts as securities depository for, and DTC or its nominee is the registered owner of, the Subseries 2008A-1 Bonds) may enforce, for the equal benefit and protection of all holders similarly situated, by mandamus or other suit or proceeding at law or in equity, the undertaking against such party and any of its officers, agents and employees, and may compel such party or any of its officers, agents or employees to perform and carry out their duties thereunder; provided that the sole and exclusive remedy for breach under the undertaking is an action to compel specific performance, and no person or entity, including any holder of the Subseries 2008A-1 Bonds, may recover monetary damages thereunder under any circumstances, and provided further that any challenge to the adequacy of any information under the undertaking may be brought only by the Trustee or the holders of 25 percent in aggregate principal amount of the Subseries 2008A-1 Bonds at the time outstanding which are affected thereby. MTA and the Trustee reserve 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 DTF Resolution nor give right to the Trustee or any Holder to exercise any remedies under the DTF Resolution. In addition, if all or any part of Rule 15c2-12 ceases to be in effect for any reason, then the information required to be provided under the undertaking insofar as the provision of Rule 15c2-12 no longer in effect required the provision of such information, shall no longer be required to be provided.

The foregoing is intended to set forth a general description of the type of financial information and operating data that will be provided; the descriptions are not intended to state more than general categories of financial information and operating data; and where MTA's undertaking calls for information that no longer can be generated or is no longer relevant because the operations to which it related have been materially changed or discontinued, a statement to that effect will be provided. MTA does not anticipate that it often will be necessary to amend the undertaking. The undertaking, however, may be amended or modified under certain circumstances set forth therein and the undertaking will continue until the earlier of the date the Subseries 2008A-1 Bonds have been paid in full or legally defeased pursuant to the DTF Resolution or the date the undertaking is no longer required by law. Copies of the undertaking when executed by the parties will be on file at the office of MTA.

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ATTACHMENT 3-1

**FORM OF OPINION OF NIXON PEABODY LLP
DELIVERED ON JUNE 25, 2008 IN CONNECTION WITH
THE ISSUANCE OF THE SERIES 2008A BONDS**

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

June 25, 2008

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

Ladies and Gentlemen:

We have examined a certified copy of the record of proceedings of the Metropolitan Transportation Authority ("MTA") and other proofs submitted to us relative to the issuance of \$352,915,000 aggregate principal amount of Metropolitan Transportation Authority Dedicated Tax Fund Variable Rate Refunding Bonds, Series 2008A (the "Series 2008A Bonds").

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

The Series 2008A 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 "Dedicated Tax Fund Obligation Resolution", as supplemented by a resolution of said members adopted on January 30, 2008 as amended and restated by a resolution of said members adopted on April 30, 2008 (collectively, the "Resolution").

The Series 2008A Bonds are dated, mature, are payable, bear interest and are subject to redemption, all as provided in the Resolution.

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements that must be met subsequent to the issuance and delivery of the Series 2008A Bonds in order that interest on the Series 2008A Bonds be and remain excluded from gross income for federal income tax purposes under Section 103 of the Code. We have examined the Tax Certificate as to Arbitrage and the Provisions of Sections 141-150 of the Internal Revenue Code of 1986 of MTA, dated the date hereof (the "Tax 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 2008A Bonds, including, but not limited to, certain representations with respect to the use of the proceeds of the Series 2008A Bonds and the investment of certain funds. The Tax Certificate obligates MTA to take certain actions necessary to cause interest on the Series 2008A 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 2008A 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 2008A 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 Tax Certificate with respect to matters affecting the exclusion of interest on the Series 2008A 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 Tax Certificate as to such tax matters.

We have also examined one of said Series 2008A Bonds as executed and, in our opinion, the form of said Series 2008A 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 2008A 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 2008A Bonds are not debts of the State or of any other political subdivision thereof. MTA reserves the right to issue additional Obligations and to incur Parity Debt on the terms and conditions, and for the purposes, provided in the Resolution, on a parity as to security and payment with the Series 2008A Bonds.

4. MTA, the holders of the Series 2008A 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 mass transportation operating assistance account established in the mass transportation operating assistance fund pursuant to Section 88-a of the State Finance Law, or (iii) the taxes or moneys deposited therein.

5. The Series 2008A 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 2008A Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, and (ii) interest on the Series 2008A Bonds is not treated as a preference item in calculating the alternative minimum tax imposed on individuals and corporations under the Code; such interest, however, is included in the adjusted current earnings of certain corporations for purposes of calculating the alternative minimum tax imposed on such corporations.

7. Under existing statutes, interest on the Series 2008A Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof.

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

Except as stated in paragraphs 6 and 7, we express no opinion regarding any other federal, state, local or foreign tax consequences with respect to the Series 2008A Bonds. We express no opinion on the effect of any action hereafter taken or not taken in reliance upon an opinion of other counsel on the federal income tax treatment of interest on the Series 2008A Bonds, or under state, local and foreign tax law.

We express no opinion as to the accuracy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series 2008A Bonds.

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

Very truly yours,

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ATTACHMENT 3-2

**FORM OF OPINION OF HAWKINS DELAFIELD & WOOD LLP
DELIVERED ON JUNE 22, 2011 IN CONNECTION WITH
THE REMARKETING OF THE SUBSERIES 2008A-1 BONDS**

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

June 22, 2011

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

Ladies and Gentlemen:

On June 25, 2008, in connection with the issuance by Metropolitan Transportation Authority ("MTA") of \$347,665,000 aggregate principal amount of its Metropolitan Transportation Authority Dedicated Tax Fund Variable Rate Refunding Bonds, Series 2008A (the "Original Series 2008A Bonds"), Nixon Peabody LLP delivered their opinion as bond counsel for the MTA.

The Original Series 2008A Bonds were issued pursuant to the MTA Dedicated Tax Fund Obligation Resolution, adopted by the Board of MTA on March 26, 2002 (the "Original DTF Resolution"), as amended and supplemented to the date of issuance thereof, including by a resolution adopted on January 30, 2008, as amended and restated by a resolution of said Board adopted on April 30, 2008 (collectively with the Original DTF Resolution, the "DTF Resolution"), along with a Certificate of Determination relating to the Series 2008A Bonds (the "Original Certificate of Determination" and, collectively with the DTF Resolution, the "Resolution").

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

On the date hereof, MTA intends to (i) terminate the bond insurance policy issued by Financial Securities Assurance Inc. (now known as Assured Guaranty Municipal Corp.) with respect to the Original Series 2008A Bonds (the "FSA Insurance Policy"); (ii) substitute the Dexia Crédit Local, New York Branch, Standby Bond Purchase Agreement relating to the Original Series 2008A Bonds (the "Dexia Crédit Local, New York Branch, Standby Bond Purchase Agreement" or "Original Liquidity Facility") with an irrevocable direct-pay letter of credit issued by Morgan Stanley Bank, N.A. relating to the Subseries 2008A-1 Bonds (hereinafter defined) (the "Subseries 2008A-1 Substitute Liquidity Facility") and an irrevocable direct-pay letter of credit issued by The Bank of Tokyo-Mitsubishi UFJ, Ltd. relating to the Subseries 2008A-2 Bonds (hereinafter defined) (the "Subseries 2008A-2 Substitute Liquidity Facility", and together with the Subseries 2008A-1 Substitute Liquidity Facility, the "Substitute Liquidity Facilities"); and (iii) amend the Original Certificate of Determination, to provide for, among other things, the re-designation of the Original Series 2008A Bonds as two subseries consisting of Dedicated Tax Fund Variable Rate Refunding Bonds, Subseries 2008A-1 in the principal amount of \$173,835,000 (the "Subseries 2008A-1 Bonds") and Dedicated Tax Fund Variable Rate Refunding Bonds, Subseries 2008A-2 in the principal amount of \$173,830,000 (the "Subseries 2008A-2 Bonds", and, together with the Subseries 2008A-1 Bonds, the "Series 2008A Bonds").

In order for MTA to the substitute the Original Liquidity Facility with the Substitute Liquidity Facilities, MTA was required to provide to the Trustee a Mandatory Tender Notice pursuant to Section A-405(iv) of Appendix A to the Original Certificate of Determination (the "Mandatory Tender Notice"). In

accordance with such requirement, the Trustee disseminated the Mandatory Tender Notice to the owners of the Original Series 2008A Bonds at least fifteen days prior to the date hereof. Immediately prior to the substitution of the Original Liquidity Facility with the Substitute Liquidity Facilities, the Original Series 2008A Bonds will be subject to mandatory tender at a Purchase Price equal to the principal amount thereof.

Based on the foregoing, we are of the opinion that the mandatory tender and remarketing of the Series 2008A Bonds; the termination of the FSA Insurance Policy and the Dexia Crédit Local, New York Branch, Standby Bond Purchase Agreement; the issuance of an irrevocable direct-pay letter of credit by Morgan Stanley Bank, N.A. relating to the Subseries 2008A-1 Bonds; the issuance of an irrevocable direct-pay letter of credit by The Bank of Tokyo-Mitsubishi UFJ, Ltd. relating to the Subseries 2008A-2 Bonds; and the amendment of the terms and provisions of the Series 2008A Bonds to reflect the terms and provisions described herein will not adversely affect for Federal and State income tax purposes the tax treatment on the Series 2008A Bonds. We express no opinion as to the accuracy, adequacy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series 2008A Bonds.

Except as necessary to render this opinion, we have undertaken no investigation as to matters affecting the exclusion of interest on the Series 2008A Bonds from gross income for Federal income tax purposes since the date of their issuance. In delivering this opinion, we have assumed with respect to the Series 2008A Bonds, without investigation, that MTA is in compliance with its covenants and agreements under the Resolution and that the proceeds of the Series 2008A Bonds were applied in accordance with the Resolution and the tax certificate of MTA delivered in connection with the issuance of the Series 2008A Bonds. Failure of MTA to have so complied or to have so applied the proceeds of the Series 2008A Bonds, or to so comply, could adversely affect the exclusion of interest on the Series 2008A Bonds from gross income for Federal income tax purposes. We are expressing no opinion herein as to whether any matter, action, other than the actions described above, or omission subsequent to such date of issuance may have adversely affected the exclusion of interest on the Series 2008A Bonds from gross income for Federal income tax purposes.

We express no opinion as to the accuracy, adequacy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series 2008A Bonds. This opinion is rendered solely with regard to the matters expressly opined on above and does not consider or extend to any documents, agreements, representations or other material of any kind not specifically opined on above. No other opinions are intended nor should they be inferred. This opinion is issued as of the date hereof, and we assume no obligation to update, revise or supplement this opinion to reflect any action hereafter taken or not taken, or any facts or circumstances or any changes in law, or in interpretations thereof, that may hereafter arise or occur, or for any other reason.

Very truly yours,

ATTACHMENT 3-3

**FORM OF OPINION OF HAWKINS DELAFIELD & WOOD LLP
DELIVERED ON JUNE 18, 2014 IN CONNECTION WITH
THE REMARKETING OF THE SUBSERIES 2008A-1 BONDS**

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

June 18, 2014

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

Ladies and Gentlemen:

On June 25, 2008, in connection with the issuance by Metropolitan Transportation Authority (“MTA”) of \$347,665,000 aggregate principal amount of its Metropolitan Transportation Authority Dedicated Tax Fund Variable Rate Refunding Bonds, Series 2008A (the “Original Series 2008A Bonds”), Nixon Peabody LLP delivered their opinion as bond counsel for the MTA. On June 22, 2011, we delivered our opinion as bond counsel to MTA related to the remarketing of that portion of the Original Series 2008A Bonds designated as the Subseries 2008A-1 Bonds (the “Subseries 2008A-1 Bonds”).

The Original Series 2008A Bonds were issued pursuant to the MTA Dedicated Tax Fund Obligation Resolution, adopted by the Board of MTA on March 26, 2002 (the “Original DTF Resolution”), as amended and supplemented to the date of issuance thereof, including by a resolution adopted on January 30, 2008, as amended and restated by a resolution of said Board adopted on April 30, 2008 (collectively with the Original DTF Resolution, the “DTF Resolution”), along with a Certificate of Determination relating to the Series 2008A Bonds, as amended (the “Original Certificate of Determination” and, collectively with the DTF Resolution, the “Resolution”).

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

On the date hereof, MTA intends to (i) substitute the irrevocable direct-pay letter of credit issued by Morgan Stanley Bank, N.A. relating to the Subseries 2008A-1 Bonds (the “Original Credit Facility”) with an irrevocable direct-pay letter of credit issued by Royal Bank of Canada, acting through a New York branch (the “Substitute Credit Facility”); and (ii) further amend the Original Certificate of Determination, to provide for, among other things, such substitution and the remarketing of the Subseries 2008A Bonds in a Daily Mode.

In order for MTA to substitute the Original Credit Facility with the Substitute Liquidity Facility, MTA was required to provide to the Trustee a Mandatory Tender Notice pursuant to Section A-405(iv) of Appendix A to the Original Certificate of Determination (the “Mandatory Tender Notice”). In accordance with such requirement, the Trustee disseminated the Mandatory Tender Notice to the owners of the Subseries 2008A-1 Bonds at least fifteen days prior to the date hereof. Immediately prior to the substitution of the Original Credit Facility with the Substitute Credit Facility, the Subseries 2008A-1 Bonds will be subject to mandatory tender at a Purchase Price equal to the principal amount thereof.

Based on the foregoing, we are of the opinion that the mandatory tender and remarketing of the Subseries 2008A-1 Bonds in the Daily Mode; the issuance of an irrevocable direct-pay letter of credit by Royal Bank of Canada, acting through its New York branch; and the amendment of the terms and provisions of the Subseries 2008A-1 Bonds to reflect the terms and provisions described herein, will not adversely affect for

Federal and State income tax purposes the tax treatment on the Series 2008A-1 Bonds. We express no opinion as to the accuracy, adequacy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series 2008A-1 Bonds.

Except as necessary to render this opinion, we have undertaken no investigation as to matters affecting the exclusion of interest on the Series 2008A-1 Bonds from gross income for Federal income tax purposes since the date of their issuance. In delivering this opinion, we have assumed with respect to the Series 2008A-1 Bonds, without investigation, that MTA is in compliance with its covenants and agreements under the Resolution and that the proceeds of the Series 2008A-1 Bonds were applied in accordance with the Resolution and the tax certificate of MTA delivered in connection with the issuance of the Series 2008A-1 Bonds. Failure of MTA to have so complied or to have so applied the proceeds of the Series 2008A-1 Bonds, or to so comply, could adversely affect the exclusion of interest on the Series 2008A-1 Bonds from gross income for Federal income tax purposes. We are expressing no opinion herein as to whether any matter, action, other than the actions described above, or omission subsequent to such date of issuance, may have adversely affected the exclusion of interest on the Series 2008A-1 Bonds from gross income for Federal income tax purposes.

We express no opinion as to the accuracy, adequacy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series 2008A-1 Bonds. This opinion is rendered solely with regard to the matters expressly opined on above and does not consider or extend to any documents, agreements, representations or other material of any kind not specifically opined on above. No other opinions are intended nor should they be inferred. This opinion is issued as of the date hereof, and we assume no obligation to update, revise or supplement this opinion to reflect any action hereafter taken or not taken, or any facts or circumstances or any changes in law, or in interpretations thereof, that may hereafter arise or occur, or for any other reason.

Very truly yours,

ATTACHMENT 3-4

**FORM OF OPINION OF ORRICK, HERRINGTON & SUTCLIFFE LLP
AND BRYANT RABBINO LLP EXPECTED TO BE DELIVERED
ON THE DATE THE SUBSERIES 2008A-1 BONDS ARE REMARKETED**

[Date of Delivery]

Metropolitan Transportation Authority
2 Broadway
New York, New York 10004

Ladies and Gentlemen:

On June 25, 2008, in connection with the issuance by Metropolitan Transportation Authority (“MTA”) of \$352,915,000 original aggregate principal amount of its Dedicated Tax Fund Variable Rate Refunding Bonds, Series 2008A (the “Series 2008A Bonds”), Nixon Peabody LLP delivered its opinion as bond counsel for MTA. On June 22, 2011, in connection with the mandatory tender, re-designation of the Series 2008A Bonds as two subseries and remarketing by MTA of \$173,835,000 aggregate principal amount of its Dedicated Tax Fund Variable Rate Refunding Bonds, Subseries 2008A-1 (the “Subseries 2008A-1 Bonds”), Hawkins Delafield & Wood LLP delivered its opinion as bond counsel for MTA. On June 18, 2014, in connection with the mandatory tender and remarketing of the Subseries 2008A-1 Bonds, Hawkins Delafield & Wood LLP delivered its opinion as bond counsel for MTA.

The Subseries 2008A-1 Bonds were issued pursuant to the Dedicated Tax Fund Obligation Resolution, adopted by the Board of MTA on March 26, 2002 (the “Original Resolution”) as amended and supplemented to the date of issuance thereof, including by a supplemental resolution adopted on January 30, 2008, as amended and restated by a resolution adopted on April 30, 2008 (collectively with the Original Resolution, the “DTF Resolution”), along with the Certificate of Determination Relating to Dedicated Tax Fund Variable Rate Refunding Bonds, Series 2008A, dated as of June 25, 2008, as subsequently amended with respect to the Subseries 2008A-1 Bonds as of June 22, 2011 and June 18, 2014 and amended and restated as of June 14, 2017 (the “Certificate of Determination” and, collectively with the DTF Resolution, the “Resolution”).

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

On the date hereof, MTA intends to (i) substitute the irrevocable direct-pay letter of credit issued by Royal Bank of Canada, acting through its New York branch, relating to the Subseries 2008A-1 Bonds with an irrevocable direct-pay letter of credit issued by TD Bank, N.A. (the “Substitution”); and (ii) amend and restate the Certificate of Determination to provide for, among other things, the Substitution and the remarketing of the Subseries 2008A-1 Bonds, in the outstanding aggregate principal amount of \$167,435,000, in a Daily Mode.

In order to effectuate the Substitution, MTA was required to provide to the Trustee a notice of mandatory tender relating to the Subseries 2008A Bonds pursuant to Section A-501(c) of Appendix A to the Certificate of Determination (the “Mandatory Tender Notice”). In accordance with Section A-406(d) of Appendix A to the Certificate of Determination, the Trustee disseminated the Mandatory Tender Notice to the owners of the Subseries 2008A-1 Bonds at least fifteen days prior to the date hereof. Immediately prior to the Substitution, the Subseries 2008A-1 Bonds will be subject to mandatory tender at a Purchase Price equal to the principal amount thereof plus accrued interest to but not including the date hereof.

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

Based on the foregoing, we are further of the opinion that the mandatory tender and remarketing of the Subseries 2008A-1 Bonds, the Substitution, and the amendment of the terms and provisions of the Subseries 2008A-1 Bonds to reflect the terms and provisions described herein and in the remarketing circular for the Subseries 2008A-1 Bonds will not, in and of itself, adversely affect the exclusion of interest on the Subseries 2008A-1 Bonds from gross income for purposes of federal income taxation.

We have undertaken no investigation as to matters affecting the exclusion of interest on the Subseries 2008A-1 Bonds from gross income for Federal income tax purposes since the date of their issuance. In delivering this opinion, we have assumed with respect to the Subseries 2008A-1 Bonds, without investigation, that MTA is in compliance with its covenants and agreements under the Resolution and that the proceeds of the Subseries 2008A-1 Bonds were applied in accordance with the Resolution and the tax certificate of MTA delivered in connection with the issuance of the Subseries 2008A-1 Bonds. Failure of MTA to have so complied or to have so applied the proceeds of the Subseries 2008A-1 Bonds, or to so comply, could adversely affect the exclusion of interest on the Subseries 2008A-1 Bonds from gross income for Federal income tax purposes. No opinion is expressed herein as to whether interest on the Subseries 2008A-1 Bonds is excludable from gross income for federal income tax purposes or as to any other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Subseries 2008A-1 Bonds. We are also expressing no opinion herein as to whether any matter, action, other than the actions described above, or omission subsequent to such date of issuance, may have adversely affected the exclusion of interest on the Subseries 2008A-1 Bonds from gross income for Federal income tax purposes.

We express no opinion as to the accuracy, adequacy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Subseries 2008A-1 Bonds. This opinion is rendered solely with regard to the matters expressly opined on above and does not consider or extend to any documents, agreements, representations or other material of any kind not specifically opined on above. No other opinions are intended nor should they be inferred. This opinion is issued as of the date hereof, and we assume no obligation to update, revise or supplement this opinion to reflect any action hereafter taken or not taken, or any facts or circumstances or any changes in law, or in interpretations thereof, that may hereafter arise or occur, or for any other reason.

Very truly yours,

ATTACHMENT 4

CERTAIN INFORMATION REGARDING THE CREDIT FACILITY ISSUER

TD Bank, N.A. (the “Bank”) is a national banking association organized under the laws of the United States, with its main office located in Wilmington, Delaware. The Bank is an indirect, wholly-owned subsidiary of The Toronto-Dominion Bank (“TD”) and offers a full range of banking services and products to individuals, businesses and governments throughout its market areas, including commercial, consumer and trust services and indirect automobile dealer financing. The Bank operates banking offices in Connecticut, Delaware, the District of Columbia, Florida, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, North Carolina, New York, Pennsylvania, Rhode Island, South Carolina, Vermont and Virginia. As of December 31, 2016, the Bank had consolidated assets of \$269.0 billion, consolidated deposits of \$228.9 billion and stockholder’s equity of \$34.5 billion, based on regulatory accounting principles.

Additional information regarding the foregoing, and the Bank and TD, is available from the filings made by TD with the U.S. Securities and Exchange Commission (the “SEC”), which filings can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. In addition, the SEC maintains a website at <http://www.sec.gov>, which contains reports, proxy statements and other information regarding registrants that file such information electronically with the SEC.

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

The Credit Facility has been issued by the Bank and is the obligation of the Bank and not TD.

The Bank will provide copies of the publicly available portions of the most recent quarterly Call Report of the Bank delivered to the Comptroller of the Currency, without charge, to each person to whom this document is delivered, on the written request of such person. Written requests should be directed to:

TD Bank, N.A.
1701 Route 70 East
Cherry Hill, New Jersey 08034
Attn: Corporate and Public Affairs

Information regarding the financial condition and results of operations of the Bank is contained in the quarterly Call Reports of the Bank delivered to the Comptroller of the Currency and available online at <https://cdr.ffiec.gov/public>. General information regarding the Bank may be found in periodic filings made by TD with the SEC. TD is a foreign issuer that is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare certain filings with the SEC in accordance with the disclosure requirements of Canada, its home country. Canadian disclosure requirements are different from those of the United States. TD’s financial statements are prepared in accordance with International Financial Reporting Standards, and may be subject to Canadian auditing and auditor independence standards, and thus may not be comparable to financial statements of United States companies prepared in accordance with United States generally accepted accounting principles.

The delivery hereof shall not create any implication that there has been no change in the affairs of TD or the Bank since the date hereof, or that the information contained or referred to in this **Appendix 4** is correct as of any time subsequent to its date.

NEITHER TD NOR ANY OTHER SUBSIDIARY OF TD OTHER THAN THE BANK IS OBLIGATED TO MAKE PAYMENTS UNDER THE CREDIT FACILITY.

The Bank is responsible only for the information contained in this section of the remarketing circular and did not participate in the preparation of, or in any way verify the information contained in, any other part of the remarketing circular. Accordingly, the Bank assumes no responsibility for and makes no representation or warranty as to the accuracy or completeness of information contained in any other part of the remarketing circular.

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