



\$643,095,000
METROPOLITAN TRANSPORTATION AUTHORITY
Transportation Revenue Refunding Bonds, Series 2017D

DATED: Date of Delivery

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

The Metropolitan Transportation Authority's (MTA) Transportation Revenue Refunding Bonds, Series 2017D (the Series 2017D Bonds) are being issued to refund certain outstanding Transportation Revenue Bonds and Dedicated Tax Fund Bonds.

The Series 2017D Bonds —

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

MTA has no taxing power.

In the opinion of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel to MTA, under existing law and relying on certain representations by MTA and assuming the compliance by MTA with certain covenants, interest on the Series 2017D Bonds is:

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

Also in Co-Bond Counsel's opinion, under existing law, interest on the Series 2017D Bonds is exempt from personal income taxes of the State and any political subdivisions of the State, including the City. See "TAX MATTERS" herein for a discussion of certain federal and State income tax matters, including the impact of pending federal legislation.

The Series 2017D Bonds will bear interest at the rates shown on the inside cover page hereof.

The Series 2017D Bonds are subject to redemption prior to maturity as described herein.

The Series 2017D Bonds are offered when, as, and if issued, subject to certain conditions, and are expected to be delivered through the facilities of The Depository Trust Company, on or about December 21, 2017.

This cover page contains certain information for general reference only. It is not intended to be a summary of the security or terms of the Series 2017D Bonds. Investors are advised to read the entire official statement, including all portions hereof included by specific cross-reference, to obtain information essential to making an informed decision.

Goldman Sachs & Co. LLC

Loop Capital Markets

BofA Merrill Lynch Citigroup Drexel Hamilton, LLC J.P. Morgan Morgan Stanley

Ramirez & Co., Inc.

Stern Brothers & Co.

December 19, 2017

\$643,095,000
Metropolitan Transportation Authority
Transportation Revenue Refunding Bonds, Series 2017D

consisting of

\$275,195,000 Serial Bonds

<u>Maturity</u> <u>(November 15)</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Price or</u> <u>Yield</u>	<u>CUSIP Number*</u> <u>(59261A)</u>
2023	\$ 4,820,000	5.000%	1.89%	SQ1
2024	6,285,000	5.000	2.02	SR9
2025	6,620,000	5.000	2.12	SS7
2026	7,310,000	5.000	2.22	ST5
2027	7,675,000	5.000	2.34	SU2
2028	8,035,000	5.000	2.45 [†]	SV0
2029	2,055,000	5.000	2.53 [†]	SW8
2030	73,225,000	5.000	2.64 [†]	SX6
2031	17,980,000	5.000	2.69 [†]	SY4
2032	1,630,000	3.000	100	TA5
2032	47,080,000	5.000	2.74 [†]	SZ1
2033	42,435,000	5.000	2.79 [†]	TB3
2034	12,770,000	5.000	2.83 [†]	TC1
2035	25,295,000	5.000	2.85 [†]	TD9
2036	2,790,000	5.000	2.87 [†]	TE7
2037	2,930,000	5.000	2.89 [†]	TF4
2038	3,080,000	3.250	99¼	TG2
2039	3,180,000	3.250	99	TH0

\$367,900,000 Term Bonds

\$253,925,000 4.000% Series 2017D Term Bond due November 15, 2042, Yield: 3.33%[†]
CUSIP Number* 59261A TJ6

\$100,415,000 4.000% Series 2017D Term Bond due November 15, 2046, Yield: 3.37%[†]
CUSIP Number* 59261A TK3

\$13,560,000 3.375% Series 2017D Term Bond due November 15, 2047, Price: 98.50%
CUSIP Number* 59261A TL1

The Series 2017D Bonds are subject to redemption, as described under the caption “DESCRIPTION OF SERIES 2017D BONDS – Redemption Prior to Maturity” in **Part I**. The following summarizes the optional redemption provisions: the Series 2017D Bonds maturing on and after November 15, 2028, are subject to redemption prior to maturity on any date on and after May 15, 2028, at the option of MTA, in whole or in part at 100% of the principal amount thereof, together with accrued interest thereon up to but not including the redemption date.

* CUSIP numbers have been assigned by an organization not affiliated with MTA and are included solely for the convenience of the holders of the Series 2017D Bonds. MTA is not responsible for the selection or uses of these CUSIP numbers, nor is any representation made as to their correctness on the Series 2017D Bonds or as indicated above. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Series 2017D Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2017D Bonds.

[†] Priced at the stated yield to the May 15, 2028, optional redemption date at a redemption price of 100%.

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

Joseph J. Lhota.....	Chairman
Fernando Ferrer.....	Vice-Chairman
Andrew B. Albert.....	Non-Voting Member
Norman E. Brown.....	Non-Voting Member
Randolph Glucksman.....	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
Scott Rechler.....	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 Weisbrod.....	Member
Carl V. Wortendyke.....	Member
Neal Zuckerman.....	Member

Veronique Hakim.....	Managing Director
Patrick Foye	President
John N. Lieber	Chief Development Officer
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

NIXON PEABODY LLP
New York, New York

D. SEATON AND ASSOCIATES, P.A., P.C.
New York, New York
Co-Bond Counsel

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

ROCKFLEET FINANCIAL SERVICES, INC.
New York, New York
Co-Financial Advisors

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

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SUMMARY OF TERMS

MTA has prepared this Summary of Terms to describe the specific terms of the Series 2017D Bonds. The information in this official statement, including the materials filed with the Electronic Municipal Market Access System of the Municipal Securities Rulemaking Board and included by specific cross-reference as described herein, provides a more detailed description of matters relating to MTA and to the Transportation Revenue Refunding Bonds. Investors should carefully review that detailed information in its entirety before making a decision to purchase any of the Series 2017D Bonds being offered.

Issuer	Metropolitan Transportation Authority, a public benefit corporation of the State of New York.	
Bonds Being Offered.....	Transportation Revenue Refunding Bonds, Series 2017D (the Series 2017D Bonds).	
Purpose of Issue.....	The Series 2017D Bonds are being issued to refund certain outstanding Transportation Revenue Bonds and Dedicated Tax Fund Bonds. See “APPLICATION OF PROCEEDS AND PLAN OF REFUNDING” in Part I .	
Maturities and Rates	The Series 2017D Bonds mature on the dates and bear interest at the rates shown on the inside cover page of this official statement.	
Denominations.....	The Series 2017D Bonds will be sold in denominations of \$5,000 or any integral multiple thereof.	
Interest Payment Dates	Interest on the Series 2017D Bonds shall be paid semiannually on May 15 and November 15, commencing May 15, 2018.	
Redemption	See “DESCRIPTION OF SERIES 2017D BONDS – Redemption Prior to Maturity” in Part I .	
Sources of Payment and Security	MTA’s pledged transportation revenues from Transit and Commuter System operations, MTA Bus operations, MTA Bridges and Tunnels operating surplus, subsidies from State and local governmental entities and certain other sources, all as described in Part II .	
Registration of the Bonds	DTC Book-Entry-Only System. No physical certificates evidencing ownership of a bond will be delivered, except to DTC.	
Trustee	The Bank of New York Mellon, New York, New York.	
Co-Bond Counsel	Nixon Peabody LLP, New York, New York and D. Seaton and Associates, P.A., P.C., New York, New York.	
Special Disclosure Counsel	Hawkins Delafield & Wood LLP, New York, New York.	
Tax Status	See “TAX MATTERS” in Part III .	
Ratings.....	<u>Rating Agency</u>	<u>Rating</u>
	Fitch:	AA-
	KBRA:	AA+
	Moody’s:	A1
	S&P:	AA-
	See “RATINGS” in Part III .	
Co-Financial Advisors.....	Public Resources Advisory Group, Inc., New York, New York, and Rockfleet Financial Services, Inc., New York, New York.	
Underwriters.....	See cover page.	
Underwriters’ Discount	See “UNDERWRITING” in Part III .	
Counsel to the Underwriters	Squire Patton Boggs (US) LLP, New York, New York.	
Verification Agent.....	Samuel Klein and Company, Certified Public Accountants.	

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- *No Unauthorized Offer.* This official statement is not an offer to sell, or the solicitation of an offer to buy, the Series 2017D Bonds in any jurisdiction where that would be unlawful. MTA has not authorized any dealer, salesperson or any other person to give any information or make any representation in connection with the offering of the Series 2017D Bonds, except as set forth in this official statement. No other information or representations should be relied upon.
 - *No Contract or Investment Advice.* This official statement is not a contract and does not provide investment advice. Investors should consult their financial advisors and legal counsel with questions about this official statement and the Series 2017D Bonds being offered, and anything else related to this bond issue.
 - *Information Subject to Change.* Information and expressions of opinion are subject to change without notice, and it should not be inferred that there have been no changes since the date of this document. Neither the delivery of, nor any sale made under, this official statement shall under any circumstances create any implication that there has been no change in MTA's affairs or in any other matters described herein since the date of this official statement.
 - *Forward-Looking Statements.* Many statements contained in this official statement, including the appendices and documents included by specific cross-reference, that are not historical facts are forward-looking statements, which are based on MTA's beliefs, as well as assumptions made by, and information currently available to, the management and staff of MTA as of the date of this official statement. Because the statements are based on expectations about future events and economic performance and are not statements of fact, actual results may differ materially from those projected. The words "anticipate," "assume," "estimate," "expect," "objective," "projection," "plan," "forecast," "goal," "budget" or similar words are intended to identify forward-looking statements. The words or phrases "to date," "now," "currently," and the like are intended to mean as of the date of this official statement. Neither MTA's independent auditors, nor any other independent auditors, have compiled, examined, or performed any procedures with respect to the forward-looking statements contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the prospective financial information. Neither MTA's independent auditors, nor any other independent auditors, have been consulted in connection with the preparation of the forward-looking statements set forth in this official statement, which is solely the product of MTA and its affiliates and subsidiaries as of the date of this official statement, and the independent auditors assume no responsibility for its content. These forward-looking statements speak only as of the date of this official statement.
 - *Projections.* The projections set forth in this official statement were not prepared with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information, but, in the view of MTA's management, were prepared on a reasonable basis, reflect the best currently available estimates and judgments, and present, to the best of management's knowledge and belief, the expected course of action and the expected future financial performance of MTA. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this official statement are cautioned not to place undue reliance on the prospective financial information. Neither MTA's independent auditors, nor any other independent auditors, have compiled, examined, or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the prospective financial information. Neither MTA's independent auditors, nor any other independent auditors, have been consulted in connection with the preparation of the prospective financial information set forth in this official statement, which is solely the product of MTA and its other affiliates and subsidiaries as of the date of this official statement, and the independent auditors assume no responsibility for its content.
 - *Independent Auditor.* Deloitte & Touche LLP, MTA's independent auditor, has not reviewed, commented on or approved, and is not associated with, this official statement. The audit report of Deloitte & Touche LLP relating to MTA's consolidated financial statements for the years ended December 31, 2016 and 2015, which is a matter of public record, is included by specific cross-reference in this official statement. Deloitte & Touche LLP has performed a review of the consolidated interim financial information of MTA for the six-month period ended June 30, 2017. As indicated in such review report which accompanies MTA's consolidated interim financial information, because Deloitte & Touche LLP did not perform an audit, Deloitte & Touche LLP expresses no opinion on that information. The consolidated interim financial information of MTA for the six-month period ended June 30, 2017 (except for the auditor's review report accompanying the consolidated interim financial information as described above) which has been included on MTA's website is included in this official statement by specific cross-reference. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA, including without limitation any of the information contained in this official statement, since the date of such review report and has not been asked to consent to the inclusion, or incorporation by reference, of either its audit or review report in this official statement.

- ***No Guarantee of Information by Underwriters.*** The Underwriters have provided the following sentences for inclusion in this official statement: The Underwriters have reviewed the information in this official statement in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information. The Underwriters do not make any representation or warranty, express or implied, as to
 - the accuracy or completeness of information they have neither supplied nor verified,
 - the validity of the Series 2017D Bonds, or
 - the tax-exempt status of the interest on the Series 2017D Bonds.
 - ***Overallotment and Stabilization.*** The Underwriters may overallot or effect transactions that stabilize or maintain the market price of the Series 2017D Bonds at a level above that which might otherwise prevail in the open market. The Underwriters are not obligated to do this and are free to discontinue it at any time.
 - ***Website Addresses.*** References to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this official statement for purposes of, and as that term is defined in, Rule 15c2-12 of the United States Securities and Exchange Commission, as amended, and in effect on the date hereof.
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Information Included by Specific Cross-reference. The following portions of MTA’s 2017 Combined Continuing Disclosure Filings, dated April 28, 2017, as supplemented on June 22, 2017, and July 5, 2017, and as updated by a First Quarterly Update, dated August 14, 2017, and a Second Quarterly Update, dated November 17, 2017, each filed with the Electronic Municipal Market Access system (EMMA) of the Municipal Securities Rulemaking Board (MSRB), and as updated by the audited financial statements included in **Appendix B**, referred to below, which were filed with EMMA on June 30 2017, are included by specific cross-reference in this official statement, along with material that updates this official statement and that is filed with EMMA prior to the delivery date of the Series 2017D Bonds, together with any supplements or amendments thereto:

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

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

- Summary of Certain Provisions of the Transportation Resolution
- Definitions and Summary of Certain Provisions of the Standard Resolution Provisions
- Form of the Interagency Agreement
- MTA’s Unaudited Consolidated Interim Financial Statements as of and for the Six-Month Period Ended June 30, 2017 (except that the auditor’s review report accompanying the interim financial information does not express an opinion on the interim financial information because no audit was performed in connection therewith, and, consequently, the auditor’s review report is not considered a part of this official statement)

For convenience, copies of most of these documents can be found on the MTA website (www.mta.info) under the caption “MTA Info–Financial Information–Budget and Financial Statements” in the case of MTA’s Unaudited Consolidated Interim Financial Statements as of and for the Six-Month Period Ended June 30, 2017 and “MTA Info–Financial Information–Investor Information” in the case of the remaining documents, including the Audited Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2016 and 2015. No statement on MTA’s website is included by specific cross-reference herein. See “FURTHER INFORMATION” in **Part III**. Definitions of certain terms used in the summaries may differ from terms used in this official statement, such as the use herein of the popular names of the MTA affiliates and subsidiaries.

The consolidated financial statements of MTA for the years ended December 31, 2016 and 2015, incorporated by specific cross-reference in this official statement, have been audited by Deloitte & Touche LLP, independent certified public accountants, as stated in their audit report appearing therein. Deloitte & Touche LLP has not reviewed, commented on or approved, and is not associated with, this official statement. The audit report of Deloitte & Touche LLP relating to MTA’s consolidated financial statements for the years ended December 31, 2016 and 2015, which is a matter of public record, is included in such consolidated financial statements. The consolidated interim financial information for the six-month period ended June 30, 2017 (except for the auditor’s review report accompanying the consolidated interim financial information as described above) has also been incorporated by specific cross-reference in this official statement. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA, including without limitation any of the information contained in, or incorporated by specific cross-reference in, this official statement, since the date of such review report and has not been asked to consent to the inclusion, or incorporation by reference, of its report on the audited consolidated financial statements or its review report, as the case may be, in this official statement.

INTRODUCTION

MTA, MTA Bridges and Tunnels and Other Related Entities

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

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

Triborough Bridge and Tunnel Authority (MTA Bridges and Tunnels), another affiliate of MTA, is a public benefit corporation empowered to construct and operate toll bridges and tunnels and other public facilities in the City. MTA Bridges and Tunnels issues debt obligations to finance the capital costs of its facilities and 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 to MTA’s 2017 Combined Continuing Disclosure Filings (the **MTA Annual Disclosure Statement** or **ADS**), which is included by specific cross-reference in this official statement.

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

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

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

Information Provided in the MTA Annual Disclosure Statement

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

Where to Find Information

Information in this Official Statement. This official statement is organized as follows:

- This **Introduction** provides a general description of MTA, MTA Bridges and Tunnels and the other Related Entities.
- **Part I** provides specific information about the Series 2017D Bonds.
- **Part II** describes the sources of payment and security for all Transportation Revenue Bonds, including the Series 2017D Bonds.
- **Part III** provides miscellaneous information relating to the Series 2017D Bonds.
- **Attachment 1** sets forth certain provisions applicable to the book-entry-only system of registration to be used for the Series 2017D Bonds.
- **Attachment 2** sets forth a summary of certain provisions of a continuing disclosure agreement relating to the Series 2017D Bonds.
- **Attachment 3** is the form of approving opinions of Co-Bond Counsel in connection with the issuance of the Series 2017D Bonds.
- **Attachment 4** sets forth a list of the bonds of MTA to be refunded.
- **Information Included by Specific Cross-reference** in this official statement and identified under the caption "Information Included by Specific Cross-reference" following the Table of Contents may be obtained, as described below, from the MSRB and from MTA.

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

Information Included by Specific Cross-reference. The information listed under the caption "Information Included by Specific Cross-reference" following the Table of Contents, as filed with the MSRB through EMMA to date, is "included by specific cross-reference" in this official statement. This means that important information is disclosed by referring to those documents and that the specified portions of those documents are considered to be part of this official statement. **This official statement, which includes the specified portions of those filings, should be read in its entirety in order to obtain essential information for making an informed decision in connection with the Series 2017D Bonds.**

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

Anticipated Debt Issuance

In addition to the issuance of the Series 2017D Bonds, MTA expects to issue approximately \$1,000,000,000 Transportation Revenue Bond Anticipation Notes, Series 2018A on or about January 23, 2018.

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PART I. SERIES 2017D BONDS

Part I of this official statement, together with the Summary of Terms, provides specific information about the Series 2017D Bonds.

APPLICATION OF PROCEEDS AND PLAN OF REFUNDING

MTA anticipates that the net proceeds of the Series 2017D Bonds (the principal amount thereof, plus a net original issue premium of \$75,049,937.10, and less certain financing, legal and miscellaneous expenses of \$3,842,036.97) in the total amount of \$714,302,900.13, together with certain other funds of MTA in the amount of \$3,169,438.75, will be issued to refund certain outstanding obligations of MTA consisting of \$533,255,000 aggregate principal amount of MTA's Transportation Revenue Bonds (the Refunded Transportation Revenue Bonds) and \$102,100,000 aggregate principal amount of MTA's Dedicated Tax Fund Bonds (the Refunded DTF Bonds, and collectively with the Refunded Transportation Revenue Bonds, the Refunded Bonds), as further described in **Attachment 4** to this official statement.

MTA anticipates that the net proceeds of the Series 2017D Bonds, together with other funds, will be used to acquire direct obligations of, or obligations guaranteed by, the United States of America (the Government Obligations), the principal of and interest on which, when due, will provide, together with any moneys that may be deposited by MTA with The Bank of New York Mellon, acting as the Trustee under both the Transportation Resolution and the Dedicated Tax Fund Obligation Resolution (the DTF Resolution), moneys sufficient to pay the redemption price of such Refunded Bonds, and the interest to become due on such Refunded Bonds, on and prior to their redemption date. The Government Obligations and such other moneys, if any, will be deposited with the Trustee upon the issuance and delivery of the Series 2017D Bonds and will be held in trust for the payment of the redemption price of and interest on such Refunded Bonds. Upon making such deposit with the Trustee and the issuance of certain irrevocable instructions to the Trustee pursuant to the Transportation Resolution, the Refunded Transportation Revenue Bonds will, under the terms of the Transportation Resolution, be deemed to have been paid and will no longer be outstanding under the Transportation Resolution. Furthermore, upon making such deposit with the Trustee and the issuance of certain irrevocable instructions to the Trustee pursuant to the DTF Resolution, the Refunded DTF Bonds will, under the terms of the DTF Resolution, be deemed to have been paid and will no longer be outstanding under the DTF Resolution.

DESCRIPTION OF SERIES 2017D BONDS

General

Record Date. The Record Date for the payment of principal of, interest on and Sinking Fund Installments with respect to the Series 2017D Bonds shall be the May 1 or November 1 immediately preceding such payment date.

Book-Entry-Only System. The Series 2017D 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 Series 2017D Bonds. Individual purchases of the Series 2017D Bonds will be made in book-entry-only form, in denominations of \$5,000 or any integral multiple thereof. So long as DTC is the registered owner of the Series 2017D Bonds, all payments on the Series 2017D 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. The Series 2017D Bonds mature on the dates and in the principal amounts and will bear interest at the per annum rates shown on the inside cover page of this official statement. Interest on the Series 2017D Bonds will be paid semiannually on each May 15 and November 15, beginning May 15, 2018, calculated based on a 360-day year comprised of twelve 30-day months and will be payable to the Holders thereof on each Interest Payment Date.

Transfers and Exchanges. So long as DTC is the securities depository for the Series 2017D Bonds, it will be the sole registered owner of the Series 2017D Bonds, and transfers of ownership interests in the Series 2017D Bonds will occur through the DTC Book-Entry-Only System.

Trustee and Paying Agent. The Bank of New York Mellon, New York, New York, is Trustee and Paying Agent with respect to the Series 2017D Bonds.

Redemption Prior to Maturity

Mandatory Sinking Fund Redemption. The Series 2017D Bonds term bonds shown below are subject to mandatory sinking fund redemption, in part (in accordance with procedures of DTC, so long as DTC is the sole registered owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper), on any November 15 on and after the first sinking fund installment date shown below at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments that are required to be made in amounts sufficient to redeem on November 15 of each year the principal amount of such Series 2017D Bonds shown below:

Series 2017D Bonds 2042 4.000% Term Bond		
	Sinking Fund Redemption Date (November 15)	Sinking Fund Installment
first payment	2040	\$98,295,000
	2041	95,495,000
final maturity	2042	60,135,000
average life – 23.750 years		

Series 2017D Bonds 2046 4.000% Term Bond		
	Sinking Fund Redemption Date (November 15)	Sinking Fund Installment
first payment	2043	\$48,215,000
	2044	18,275,000
	2045	19,005,000
final maturity	2046	14,920,000
average life – 26.906 years		

Series 2017D Bonds 2047 3.375% Term Bond		
	Sinking Fund Redemption Date (November 15)	Sinking Fund Installment
first payment	2046	\$4,850,000
final maturity	2047	8,710,000
average life – 29.542 years		

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 Series 2017D Bonds otherwise subject to mandatory Sinking Fund Installments on the date for which credit is taken:

- If MTA directs the Trustee to purchase term Series 2017D Bonds with money in the Debt Service Fund (at a price not greater than par plus accrued interest to the date of purchase), then a credit of 100% of the principal amount of bonds purchased will be made against the next Sinking Fund Installment due.

- If MTA purchases or redeems term Series 2017D Bonds with other available moneys, then the principal amount of those bonds will be credited against future Sinking Fund Installment requirements in any order, and in any annual amount, that MTA may direct.

Optional Redemption. The Series 2017D Bonds maturing on and after November 15, 2028, are subject to redemption prior to maturity on any date on and after May 15, 2028, at the option of MTA, in whole or in part (in accordance with procedures of DTC, so long as DTC is the sole registered owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper) at 100% of the principal amount thereof, together with accrued interest thereon up to but not including the redemption date.

State and City Redemption. Pursuant to the MTA Act, the State, upon providing sufficient funds, may require MTA to redeem the Series 2017D Bonds prior to maturity, as a whole, on any interest payment date not less than twenty years after the date of issue of the Series 2017D Bonds, at 105% of their face value and accrued interest or at such lower redemption price provided for the Series 2017D Bonds in the case of redemption as a whole on the redemption date. The MTA Act further provides that the City, upon furnishing sufficient funds, may require MTA to redeem the Series 2017D Bonds, as a whole, but only in accordance with the terms upon which the Series 2017D Bonds are otherwise redeemable.

Redemption Notices. So long as DTC is the securities depository for the Series 2017D Bonds, the Trustee must mail redemption notices to DTC at least 20 days before the redemption date. If the Series 2017D Bonds are not held in book-entry-only form, then the Trustee must mail redemption notices directly to Owners within the same time frame. A redemption of the Series 2017D Bonds is valid and effective even if DTC's procedures for notice should fail. Beneficial owners should consider arranging to receive redemption notices or other communications to DTC affecting them, including notice of interest payments through DTC participants. Any notice of optional redemption may state that such optional redemption is conditioned upon receipt by the Trustee of money sufficient to pay the Redemption Price or upon the satisfaction of any other condition, or that such optional redemption may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before the payment of the Redemption Price if any such condition so specified is not satisfied or if any such other event occurs.

Redemption Process. If the Trustee gives an unconditional notice of redemption, then on the redemption date the Series 2017D Bonds called for redemption will become due and payable. If the Trustee gives a conditional notice of redemption and holds money to pay the redemption price of the affected Series 2017D Bonds, and any other conditions included in such notice have been satisfied, then on the redemption date the Series 2017D Bonds called for redemption will become due and payable. In either case, after the redemption date, no interest will accrue on those Series 2017D Bonds, and an Owner's only right will be to receive payment of the redemption price upon surrender of those Series 2017D Bonds.

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

DEBT SERVICE ON THE BONDS

Table 1 on the next page sets forth, on a cash basis (i) the debt service on the outstanding Transportation Revenue Bonds, (ii) debt service on the Series 2017D Bonds, and (iii) the aggregate debt service on all Transportation Revenue Bonds to be outstanding after the issuance of the Series 2017D Bonds.

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

Year Ending December 31	Debt Service on Outstanding Bonds ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	Series 2017D Bonds			Aggregate Debt Service ⁽⁷⁾
		Principal	Interest	Total	
2018	\$ 1,566,172	-	\$ 25,424	\$ 25,424	\$ 1,591,596
2019	1,549,726	-	28,249	28,249	1,577,975
2020	1,527,693	-	28,249	28,249	1,555,942
2021	1,515,808	-	28,249	28,249	1,544,057
2022	1,499,218	-	28,249	28,249	1,527,466
2023	1,570,530	\$ 4,820	28,249	33,069	1,603,599
2024	1,560,753	6,285	28,008	34,293	1,595,046
2025	1,536,602	6,620	27,694	34,314	1,570,916
2026	1,569,194	7,310	27,363	34,673	1,603,867
2027	1,562,522	7,675	26,997	34,672	1,597,194
2028	1,555,506	8,035	26,613	34,648	1,590,154
2029	1,579,885	2,055	26,212	28,267	1,608,152
2030	1,494,521	73,225	26,109	99,334	1,593,855
2031	1,589,971	17,980	22,448	40,428	1,630,398
2032	1,562,008	48,710	21,549	70,259	1,632,267
2033	1,233,379	42,435	19,146	61,581	1,294,960
2034	1,219,851	12,770	17,024	29,794	1,249,645
2035	1,208,760	25,295	16,385	41,680	1,250,440
2036	1,043,848	2,790	15,121	17,911	1,061,759
2037	1,019,843	2,930	14,981	17,911	1,037,755
2038	947,555	3,080	14,835	17,915	965,470
2039	883,881	3,180	14,735	17,915	901,796
2040	687,773	98,295	14,631	112,926	800,700
2041	527,454	95,495	10,699	106,194	633,649
2042	513,852	60,135	6,880	67,015	580,867
2043	386,334	48,215	4,474	52,689	439,023
2044	269,649	18,275	2,546	20,821	290,469
2045	168,004	19,005	1,815	20,820	188,824
2046	111,447	19,770	1,054	20,824	132,271
2047	108,817	8,710	294	9,004	117,821
2048	108,817	-	-	-	108,817
2049	108,817	-	-	-	108,817
2050	108,814	-	-	-	108,814
2051	79,397	-	-	-	79,397
2052	79,394	-	-	-	79,394
2053	79,398	-	-	-	79,398
2054	79,395	-	-	-	79,395
2055	79,395	-	-	-	79,395
2056	63,684	-	-	-	63,684
2057	10,483	-	-	-	10,483
Total	\$34,368,151	\$643,095	\$554,279	\$1,197,374	\$35,565,525

⁽¹⁾ Totals may not add due to rounding.

⁽²⁾ Includes the following assumptions for debt service: variable rate bonds at an assumed rate of 4.0%; variable rate bonds swapped to fixed at the applicable fixed rate on the swap; floating rate notes at an assumed rate of 4.0% plus the current fixed spread; floating rate notes swapped to fixed at the applicable fixed rate on the swap plus the current fixed spread; Subseries 2002G-1 Bonds at an assumed rate of 4.0% plus the current fixed spread, except Subseries 2002G-1g Bonds at an assumed rate of 4.0%; Series 2011B Bonds at an assumed rate of 4.0% plus the current fixed spread; fixed rate mandatory tender bonds at their respective fixed rates prior to the mandatory tender date; interest paid monthly, calculated on the basis of a 360-day year of 30-day months.

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

⁽⁴⁾ Includes debt service on a \$146.5 million draw dated September 20, 2016 on the \$967.1 million Railroad Rehabilitation and Improvement Financing Program loan (the RRIF Loan). MTA delivered its Transportation Revenue Bonds, Series 2015X to evidence its obligation to repay the RRIF Loan. The undrawn balance of the RRIF Loan is \$820.6 million.

⁽⁵⁾ Debt service has not been reduced to reflect expected receipt of Build America Bond interest subsidies relating to certain Outstanding Bonds; such subsidies do not constitute pledged revenues under the Transportation Resolution.

⁽⁶⁾ Excludes debt service on the Refunded Transportation Revenue Bonds.

⁽⁷⁾ Figures reflect amounts outstanding as of the date of issuance of the Series 2017D Bonds.

PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS

Part II of this official statement describes the sources of payment and security for all Transportation Revenue Bonds, including the Series 2017D Bonds.

SOURCES OF PAYMENT

Pledged Transportation Revenues

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

MTA receives "transportation revenues" directly and through certain subsidiaries (currently, MTA Long Island Rail Road, MTA Metro-North Railroad and MTA Bus) and affiliates (currently, MTA New York City Transit and MaBSTOA), and its receipts from many of these sources are pledged for the payment of Transportation Revenue Bonds. MTA and its subsidiaries also receive operating subsidies from MTA Bridges and Tunnels and a number of other governmental sources. The Transportation Resolution provides that Owners are to be paid from pledged revenues prior to the payment of operating or other expenses, and as described in more detail below. MTA has covenanted to impose fares and other charges so that pledged revenues, together with other available moneys, will be sufficient to cover all debt service and operating and capital costs of the systems. See "Factors Affecting Revenues – Ability to Comply with Rate Covenant and Pay Operating and Maintenance Expenses" below.

Table 2a sets forth by general category the amount of pledged revenues, calculated in accordance with the Transportation Resolution, and the resulting debt service coverage for the five years ended December 31, 2016. A general description of the pledged revenues in the general categories referenced in **Table 2a** follows the table, and a more detailed description is set forth in Part 2 of the **ADS** under the heading "REVENUES OF THE RELATED ENTITIES."

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

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

	Years Ended December 31,				
	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>
Revenues from Systems Operations					
Fares from Transit System	\$ 3,706	\$ 4,060	\$ 4,195	\$ 4,396	\$ 4,414
Fares from Commuter System	1,169	1,252	1,308	1,373	1,401
Fares from MTA Bus	202	219	225	223	233
Other Income ⁽¹⁾	<u>197</u>	<u>230</u>	<u>270</u>	<u>248</u>	<u>248</u>
Subtotal – Operating Revenues	\$5,274	\$5,762	\$5,999	\$6,240	\$6,296
Revenues from MTA Bridges and Tunnels Surplus	\$509	\$606	\$623	\$740	\$742
Revenues from Governmental Sources					
State and Local General Operating Subsidies	\$375	\$376	\$376	\$370	\$378
Special Tax-Supported Operating Subsidies					
DTF Excess ⁽²⁾	241	226	279	277	259
MMTOA Receipts	1,343	1,514	1,564	1,564	1,668
Urban Tax	408	595	806	941	811
Excess Mortgage Recording Taxes	25	25	25	25	25
MTA Aid Trust Account Receipts	306	303	313	285	300
Payroll Mobility Tax Receipts ⁽³⁾	<u>1,531</u>	<u>1,522</u>	<u>1,572</u>	<u>1,626</u>	<u>1,682</u>
Subtotal Special Tax-Supported Operating Subsidies	\$3,853	\$4,185	\$4,559	\$4,718	\$4,745
Station Maintenance and Service Reimbursements	460	505	524	599	563
City Subsidy for MTA Bus	290	308	461	439	356
Revenues from Investment of Capital Program Funds⁽⁴⁾	<u>11</u>	<u>7</u>	<u>7</u>	<u>8</u>	<u>13</u>
Subtotal – Non-Operating Revenues⁽⁵⁾	\$5,499	\$5,987	\$6,550	\$6,874	\$6,797
Total Transportation Resolution Pledged Revenues	\$10,773	\$11,748	\$12,549	\$13,114	\$13,093
Debt Service⁽⁶⁾	\$1,093	\$1,257	\$1,332	\$1,399	\$1,381
Debt Service Coverage from Pledged Revenues	9.9x	9.3x	9.4x	9.4x	9.5x

⁽¹⁾ Other income in the case of the Transit System includes advertising revenue, interest income on certain operating funds, station concessions, Transit Adjudication Bureau collections, rental income and miscellaneous. Other income in the case of the Commuter System includes advertising revenues, interest income on certain operating funds, concession revenues (excluding Grand Central Terminal and Penn Station concessions), rental income and miscellaneous. Does not include Superstorm Sandy reimbursement funds.

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

⁽³⁾ Payroll Mobility Tax Receipts for the years 2012, 2013, 2014, 2015 and 2016 include PMT Revenue Offset of \$211 million, \$307 million, \$309 million, \$309 million and \$309 million, respectively.

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

⁽⁵⁾ Sum of (a) Revenues from MTA Bridges and Tunnels Surplus, (b) Revenues from Governmental Sources (including State and Local General Operating Subsidies and Special Tax-Supported Operating Subsidies), (c) Station Maintenance and Service Reimbursements, (d) City Subsidy for MTA Bus and (e) Revenues from Investment of Capital Program Funds.

⁽⁶⁾ Debt service was reduced by approximately \$59 million in 2012 and \$54 million in each of 2013, 2014, 2015 and 2016 to reflect Build America Bonds interest credit payments relating to certain outstanding bonds. Such payments do not constitute Pledged Revenues under the Transportation Resolution.

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

- Decrease in Other Income in 2015 by \$22 million derived from a decrease of \$34 million from MTA New York City Transit mainly due to a deferred Paratransit reimbursement and school subsidy, offset by an increase of \$12 million from the Commuter System.
- DTF Excess decreased in 2012 and 2013 due to lower MTTF Receipts and higher DTF debt service expenses. In 2014, there was an increase in DTF Excess due to higher MTTF Receipts, and 2015 remained at the same levels as the previous year. DTF Excess decreased in 2016 because debt service on DTF bonds increased by \$19 million while MTTF Receipts remained largely the same as the previous year.
- MTA receives monthly payments beginning in May of MMTOA Receipts, with the first quarter of the State's appropriation for the succeeding year advanced into the fourth quarter of MTA's calendar year. MTA continues to monitor the effect of not having MMTOA Receipts available during the first quarter of the calendar year to determine if working capital borrowings may be necessary for cash flow needs. MTA has not borrowed for working capital since 2010. MMTOA Receipts increased in each year during the 2012-2014 period due to a more stable economy in accordance with the State's appropriation. In 2015, MMTOA Receipts remained at the same level as in 2014, because the State redirected a portion of MMTOA funds from the operating budget to the capital budget. In 2016, there was an increase from the lower 2015 levels of MMTOA Receipts.
- "Urban Tax" collection reflects the activity level of certain commercial real estate transactions in the City. For the years 2012-2015, Urban Tax revenues increased due to improvements in commercial real estate transactions in the City. Urban Tax revenues declined in 2016 due to lower activity level of certain commercial real estate transactions in the City.
- Mortgage recording taxes consist of two separate taxes: the MRT-1 Tax, which is imposed on borrowers of recorded mortgages of real property; and the MRT-2 Tax, which is a tax imposed on the institutional lender. These taxes are collected by the City and the seven other counties within MTA's service area. Mortgage recording taxes are used for Transit and Commuter Systems purposes after the payment of MTA Headquarters' expenses and MTA Bus debt service (beginning in 2009). Since 2009, due to declining mortgage recording tax receipts and increasing MTA Headquarters expenses, there have been no Excess Mortgage Recording Tax transfers to the Transit and Commuter Systems after payment of MTA Bus debt service of \$25 million annually.
- In 2016, Station Maintenance increased by \$1 million and Service Reimbursements were down due to a prepayment of fare reimbursements in 2015.
- City Subsidy for MTA Bus was down in 2016 due predominantly to timing.
- Revenues from Investment of Capital Program Funds – substantially all of the investment income is generated from bond proceeds, such as funds held in anticipation of expenditure on project costs.
- 2013 Debt Service reflects a cash defeasance of \$57.9 million done in December of 2013. In 2016, \$45.3 million of revenues on deposit in the Transportation Revenue Bonds debt service fund was replaced with proceeds of certain Transportation Revenue Bonds permitting such revenues to be used together with other available moneys to prepay outstanding 2 Broadway Certificates of Participation. As a result, 2016 Debt Service reported in **Table 2a** is lower by \$45.3 million than it would have been if such transaction had not occurred.

Table 2b sets forth, by major category, for the five years ended December 31, 2016, all of the system operating revenues, expenses, adjustments, prior-year carryover and net cash balance. This information contained in **Table 2b** may not be indicative of future results of operations and financial condition. The information in **Table 2b** has been prepared by MTA management based on MTA financial plans.

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

	Actual 2012	Actual 2013	Actual 2014	Actual 2015	Actual 2016
Non-Reimbursable					
<u>Operating Revenue</u>					
Farebox Revenue	\$5,079	\$5,501	\$5,709	\$5,961	\$6,050
Toll Revenue	1,491	1,645	1,676	1,809	1,870
Other Revenue	564	754	682	689	688
Capital and Other Reimbursements	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Total Operating Revenue	\$7,134	\$7,900	\$8,068	\$8,459	\$8,608
<u>Operating Expense</u>					
Labor Expenses:					
Payroll	\$4,194	\$4,333	\$4,672	\$4,696	\$4,839
Overtime	574	621	730	755	771
Health & Welfare	813	896	962	1,050	1,172
OPEB Current Payment	413	473	479	502	562
Pensions	1,328	1,302	1,304	1,249	1,370
Other-Fringe Benefits	650	695	784	861	948
Reimbursable Overhead	<u>(309)</u>	<u>(321)</u>	<u>(350)</u>	<u>(380)</u>	<u>(425)</u>
Subtotal Labor Expenses	\$7,663	\$7,997	\$8,582	\$8,732	\$9,238
Non-Labor Expenses:					
Electric Power	\$472	\$493	\$516	\$474	\$406
Fuel	252	259	267	162	125
Insurance	8	39	51	57	(21)
Claims	136	300	269	331	464
Paratransit Service Contracts	361	367	366	379	384
Maintenance and Other Operating Contracts	452	497	549	579	631
Professional Service Contracts	277	297	283	380	401
Materials & Supplies	431	475	527	543	586
Other Business Expenses	<u>144</u>	<u>167</u>	<u>180</u>	<u>196</u>	<u>193</u>
Subtotal Non-Labor Expenses	\$2,530	\$2,894	\$3,007	\$3,101	\$3,168
Other Expense Adjustments:					
Other	\$63	\$46	\$45	\$37	\$47
General Reserve	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Subtotal Other Expense Adjustments	\$63	\$46	\$45	\$37	\$47
Total Operating Expense before Non-Cash Liability Adjustments	\$10,256	\$10,937	\$11,634	\$11,871	\$12,454
Depreciation	\$2,149	\$2,174	\$2,266	\$2,443	\$2,443
OPEB Liability Adjustment	1,786	1,920	2,035	1,490	1,562
GASB 68 Pension Expense Adjustment	0	0	0	(410)	(219)
Environmental Remediation	25	14	21	21	12
Total Operating Expense after Non-Cash Liability Adjustments	\$14,216	\$15,046	\$15,956	\$15,414	\$16,252
Conversion to Cash Basis: Non-Cash Liability Adjustments	(\$3,959)	(\$4,109)	(\$4,322)	(\$3,543)	(\$3,798)
Debt Service (excludes Service Contract Bonds)	2,058	2,299	2,249	2,373	2,459
Total Operating Expense with Debt Service	\$12,315	\$13,237	\$13,882	\$14,244	\$14,912
Dedicated Taxes and State/Local Subsidies	\$5,502	\$5,893	\$6,375	\$6,595	\$6,666
Net Surplus/(Deficit) After Subsidies and Debt Service	\$321	\$557	\$561	\$810	\$362
Conversion to Cash Basis: GASB Account	(90)	(86)	(50)	0	0
Conversion to Cash Basis: All Other	(297)	(262)	(626)	(660)	(581)
CASH BALANCE BEFORE PRIOR-YEAR CARRYOVER	(\$66)	\$209	(\$115)	\$150	(\$232)
ADJUSTMENTS	0	0	0	0	0
PRIOR-YEAR CARRYOVER	301	235	445	330	480
NET CASH BALANCE	\$235	\$445	\$330	\$480	\$248

Table 3a sets forth the Summary of Final Estimate 2017 and Final Proposed Budget 2018 Pledged Revenues based on the November Financial Plan, adopted by the Board of MTA on December 13, 2017. The information set forth in **Table 3a** is comparable to that set forth, with respect to the years 2012-2016, in **Table 2a**.

Table 3a
Summary of Final Estimate 2017 and 2018 Final Proposed Budget Pledged Revenues
(Calculated in Accordance with the Transportation Resolution)
(\$ in millions)

	<u>Final Estimate 2017</u>	<u>Final Proposed Budget 2018</u>
Revenues from Systems Operations		
Fares from Transit System	\$4,493	\$4,551
Fares from Commuter System	1,474	1,507
Fares from MTA Bus	217	219
Other Income ⁽¹⁾	<u>341</u>	<u>364</u>
Subtotal – Operating Revenues	\$6,525	\$6,641
Revenues from MTA Bridges and Tunnels Surplus	\$697	\$638
Revenues from State and Local Governmental Sources		
State and Local General Operating Subsidies	374	376
Special Tax-Supported Operating Subsidies		
DTF Excess ⁽²⁾	224	224
MMTOA Receipts	1,668	1,748
Urban Tax	565	528
Excess Mortgage Recording Taxes	25	24
Aid Trust Account Receipts ⁽³⁾	305	307
Payroll Mobility Tax Receipts ⁽³⁾⁽⁴⁾	<u>1,697</u>	<u>1,771</u>
Subtotal Special Tax-Supported Operating Subsidies	\$4,485	\$4,601
Station Maintenance and Service Reimbursements	552	515
City Subsidy for MTA Bus	572	498
Revenues from Investment of Capital Program Funds	<u>1</u>	<u>1</u>
Subtotal – Non-Operating Revenues	\$6,681	\$6,630
Total Transportation Resolution Pledged Revenues	\$13,206	\$13,271
Budgeted Debt Service⁽⁵⁾	\$1,475	\$1,550
Debt Service Coverage from Pledged Revenues	9.0x	8.6x

⁽¹⁾ Other income in the case of the Transit System includes advertising revenue, interest income on certain operating funds, station concessions, Transit Adjudication Bureau collections, rental income and miscellaneous. Other income in the case of the Commuter System includes advertising revenues, interest income on certain operating funds, concession revenues (excluding Grand Central Terminal and Penn Station concessions), rental income and miscellaneous. Includes MTA Bus Other Income.

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

⁽³⁾ See “PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS – SOURCES OF PAYMENT – Description of Pledged Revenues – Additional Taxes and Fees” for a description of such additional revenues and MTA’s current expectations for application of such revenues in the future.

⁽⁴⁾ See also “PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS – SOURCES OF PAYMENT – Description of Pledged Revenues – Additional Taxes and Fees” for a discussion of certain recent legislative changes affecting future Payroll Mobility Tax Receipts. Payroll Mobility Tax Receipts include PMT Revenue Offset of \$244.3 million in 2017, a reduction of \$65 million from 2016. As reflected in the July Financial Plan, in 2017, the State appropriated an additional \$65 million to the MTA Capital Budget allowing the MTA to redirect that same amount of money from planned PAYGO back to the operating budget so the impact of the 2017 reduction was net neutral. The November Financial Plan assumes restoration of PMT Revenue Offset to \$307 million per year, beginning in 2018.

⁽⁵⁾ Net of annual Build America Bond interest credit payments on previously issued bonds of approximately \$54.6 million in each of 2017 and 2018. Such payments do not constitute pledged revenues under the Transportation Resolution.

Table 3b sets forth, by major category, for the Final Estimate 2017 and Final Proposed Budget 2018, all of the system operating revenues, expenses, adjustments, prior-year carryover and net cash balance as published in the November Financial Plan, adopted by the Board of MTA on December 13, 2017. The information contained in **Table 3b** is comparable to that set forth, with respect to the years 2012-2016, in **Table 2b**.

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

	Final Estimate 2017	Final Proposed Budget 2018
Non-Reimbursable		
<u>Operating Revenue</u>		
Farebox Revenue	\$6,172	\$6,277
Toll Revenue	1,906	1,923
Other Revenue	668	685
Capital and Other Reimbursements	<u>0</u>	<u>0</u>
Total Operating Revenue	\$8,747	\$8,886
<u>Operating Expense</u>		
Labor Expenses:		
Payroll	\$5,040	\$5,360
Overtime	879	829
Health & Welfare	1,214	1,364
OPEB Current Payment	569	638
Pensions	1,326	1,351
Other-Fringe Benefits	892	918
Reimbursable Overhead	<u>(476)</u>	<u>(426)</u>
Subtotal Labor Expenses	\$9,444	\$10,033
Non-Labor Expenses:		
Electric Power	\$444	\$505
Fuel	147	153
Insurance	30	30
Claims	314	320
Paratransit Service Contracts	391	416
Maintenance and Other Operating Contracts	746	858
Professional Service Contracts	573	518
Materials & Supplies	617	719
Other Business Expenses	<u>209</u>	<u>206</u>
Subtotal Non-Labor Expenses	\$3,471	\$3,726
Other Expense Adjustments:		
Other	\$52	\$49
General Reserve	<u>155</u>	<u>160</u>
Subtotal Other Expense Adjustments	\$207	\$209
Total Operating Expense before Non-Cash Liability Adjustments	\$13,122	\$13,968
Depreciation	\$2,615	\$2,674
OPEB Liability Adjustment	1,681	1,776
GASB 68 Pension Expense Adjustment	(172)	(235)
Environmental Remediation	4	6
Total Operating Expense after Non-Cash Liability Adjustments	\$17,250	\$18,190
Conversion to Cash Basis: Non-Cash Liability Adjustments	(\$4,128)	(\$4,222)
Debt Service (excludes Service Contract Bonds)	2,525	2,604
Total Operating Expense with Debt Service	\$15,647	\$16,573
Dedicated Taxes and State/Local Subsidies	\$6,470	\$6,659
Net Surplus/(Deficit) After Subsidies and Debt Service	(\$430)	(\$1,028)
Conversion to Cash Basis: GASB Account	0	(8)
Conversion to Cash Basis: All Other	88	9
CASH BALANCE BEFORE PRIOR-YEAR CARRYOVER	(\$342)	(\$1,028)
ADJUSTMENTS	172	979
PRIOR-YEAR CARRYOVER	248	78
NET CASH BALANCE	\$78	\$30

Description of Pledged Revenues

Each of the following revenues is described in more detail in Part 2 of the ADS under the caption “REVENUES OF THE RELATED ENTITIES.” See also **Tables 2a, 2b, 3a and 3b** above for both historical and forecasted results for each category of Pledged Revenues described below.

Revenues from Systems Operations.

- **Fares from the Transit and Commuter Systems.** The previously approved transit and commuter fare increases were implemented on March 19, 2017.

The base subway, local bus and paratransit fares remained unchanged at \$2.75 per trip and the base express bus fare remained unchanged at \$6.50 per trip. The Pay-Per-Ride MetroCard bonus decreased from 11% to 5%, and the minimum purchase price to receive the bonus remained at \$5.50. Single ride subway and bus tickets remained unchanged at \$3.00. MTA New York City Transit increased the cost of 30-day and calendar monthly unlimited ride MetroCards from \$116.50 to \$121, the cost of a 7-day unlimited ride MetroCard from \$31 to \$32, and the 7-day Express Bus Plus unlimited ride MetroCard from \$57.25 to \$59.50.

At MTA Metro-North Railroad and MTA Long Island Rail Road, all weekly and monthly passes increased 3.75% or less, and monthly tickets no more than \$15. One way tickets had a range of increases due to the need for fares to round to \$0.25 increments. One-way fares into New York City had a range of increases up to 6.45%. Other ticket types such as intermediates, half fares and other discounted tickets had larger increases up to 10%, again due to the need to round to \$0.25 increments on a low ticket price. For these one-way fares, any increase greater than 6.0% was not more than \$0.50 per ride. Increased fares also apply to UniTickets and MTA Metro-North Railroad-managed connecting services. CityTicket remains unchanged at \$4.25.

- **Other Income.** MTA receives revenues from concessions to vendors and from advertising and other space it rents in subway and commuter rail cars, buses, stations and other facilities. Concession revenues from Grand Central Terminal (the main station for MTA Metro-North Railroad) and Penn Station (the main station for MTA Long Island Rail Road), however, are not included within these amounts pledged.

Revenues from MTA Bridges and Tunnels Surplus. MTA Bridges and Tunnels is required by law to transfer its annual operating surpluses (generally, tolls and other operating revenues from bridges and tunnels after payment of operating expenses and debt service costs) to MTA, and a statutory formula determines how MTA allocates that money between the Transit and Commuter Systems.

The previously approved toll increases were implemented on March 19, 2017, as follows:

- **Cash/Tolls by Mail for Passenger Vehicles.** Toll rates for fare media other than New York Customer Service Center (NYCSC) E-ZPass (which includes cash, Tolls by Mail and non-NYCSC E-ZPass) were increased by \$0.50 at the Robert F. Kennedy, Bronx-Whitestone and Throgs Neck Bridges and Queens Midtown and Hugh L. Carey Tunnels (the major facilities) to \$8.50, by \$1.00 at the Verrazano-Narrows Bridge (the VNB) (where tolls are collected in the westbound direction only) to \$17.00, by \$0.50 at the Henry Hudson Bridge to \$6.00, and by \$0.25 at the Marine Parkway-Gil Hodges and Cross Bay Veterans Memorial Bridges (the Rockaway Bridges) to \$4.25. Commercial vehicle tolls also increased.
- **E-ZPass Tolls.** E-ZPass tolls for passenger vehicles using tags issued by the NYCSC increased by \$0.22 at major facilities, \$0.44 at the VNB, \$0.10 at the Henry Hudson Bridge and \$0.08 at the Rockaway Bridges.

Revenues from State and Local Governmental Sources.

- ***General Operating Subsidies from the State and Local Governments.*** Under the State's Section 18-b program, MTA receives:
 - subsidies for the Transit System from the State and matching subsidies from the City, and
 - subsidies for the Commuter System from the State and matching subsidies from the City and the seven counties within the MCTD.
- ***Special Tax-Supported Operating Subsidies.*** MTA receives subsidies from a number of sources including:
 - portions of the following dedicated taxes pledged but not ultimately needed to pay debt service on MTA's Dedicated Tax Fund bonds:
 - a group of business privilege taxes imposed on petroleum businesses operating in the State, referred to as the PBT,
 - motor fuel taxes on gasoline and diesel fuel, and
 - certain motor vehicle fees administered by the State Department of Motor Vehicles, including both registration and non-registration fees; and
 - portions of the following mass transportation operating assistance or MMTOA taxes, which State law requires first be used to pay debt service on MTA's Dedicated Tax Fund bonds if the dedicated taxes described above are insufficient:
 - the regional PBT (in addition to the State-wide portion described above), which is referred to as the MMTOA PBT,
 - the sales and compensating use tax within the MCTD,
 - two franchise taxes imposed on certain transportation and transmission companies, and
 - a surcharge on a portion of the franchise tax imposed on certain corporations, banks, insurance, utility and transportation companies attributable to business activities within the MCTD; and
 - a portion of the amounts collected by the City for the benefit of the Transit System from certain mortgage transfer and recording taxes (the Urban Taxes).

Additional Taxes and Fees. On May 7, 2009, legislation was enacted in the State (the May 2009 Legislation) providing additional sources of revenues in the form of taxes, fees and surcharges to address the financial needs of MTA. The May 2009 Legislation (Chapter 25 of the Laws of 2009) among other things:

- imposed a payroll mobility tax (the PMT) of 0.34% on payroll expenses and net earnings from self-employment within the MCTD (effective as of March 1, 2009, except school districts, effective September 1, 2009);
- imposed a supplemental fee of one dollar for each six-month period of validity of a learner's permit or a driver's license issued to a person residing in the MCTD (effective September 1, 2009);
- imposed a supplemental fee of twenty-five dollars per year on the registration and renewals of registrants of motor vehicles who reside within the MCTD (effective September 1, 2009);
- imposed on taxicab owners a tax of fifty cents per ride on taxicab rides originating in the City and terminating within the MCTD (effective November 1, 2009); and
- imposed a supplemental tax of five percent of the cost of rentals of automobiles rented within the MCTD (effective June 1, 2009).

On December 9, 2011, Governor Andrew Cuomo signed into law legislation (the December 2011 Legislation) that made significant changes to the PMT eliminating or reducing the PMT imposed within the MCTD for certain taxpayers. Employers with payroll expense less than or equal to \$312,500 in any calendar quarter, any public school district, a board of cooperative educational services, a public elementary or secondary school, a school serving students with disabilities of school age and any nonpublic elementary or secondary school that provides instruction in grade one or above are no longer required to pay the PMT, as of the quarter beginning April 1, 2012. In addition, individuals with net earnings from self-employment attributable to the MCTD that do not exceed \$50,000 for the tax year are no longer subject to the PMT. Employers with payroll expense no greater than \$375,000 in any calendar quarter are subject to a reduced tax rate of 0.11%; employers with payroll expense greater than \$375,000 but not greater than \$437,500 in any calendar quarter are subject to a reduced tax rate of 0.23%. Employers with payroll expense in excess of \$437,500 in any calendar quarter will continue to pay a tax rate of 0.34%. The employer rate changes became effective beginning April 1, 2012.

The December 2011 Legislation further expressly provided that any reductions in aid to MTA attributable to these reductions in the payroll mobility tax “shall be offset through alternative sources that will be included in the state budget” (the PMT Revenue Offset).

The 2015-2016 State Enacted Budget included an amendment to the PMT legislation to eliminate the PMT for all public library systems as well as public and free association libraries. This change applies to taxable periods beginning on or after January 1, 2016. Based on a preliminary review by the New York State Division of the Budget, PMT revenue is projected to decline by \$2 million per year. The 2017-2018 State Enacted Budget also includes an appropriation of \$244.3 million to MTA for the PMT Revenue Offset.

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

The revenues from other taxes and fees imposed by the May 2009 Legislation (the Aid Trust Account Monies) may be pledged by MTA or pledged to MTA Bridges and Tunnels to secure debt of MTA or MTA Bridges and Tunnels. Subject to the provisions of such pledge, or in the event there is no such pledge, such revenues can be used by MTA for the payment of operating and capital costs of MTA, its subsidiaries and MTA New York City Transit and its subsidiary as MTA shall determine. Under the Transportation Resolution, the Aid Trust Account Monies constitute “Non-Pledged Operating Subsidies” that are not pledged to the payment of principal of and interest on the Transportation Revenue Bonds, unless and until and to the extent MTA allocates such moneys to the payment of debt service on the Transportation Revenue Bonds or Operating and Maintenance Expenses. Although MTA has allocated such monies so as to constitute Pledged Revenues in prior years, no assurances can be given that MTA will allocate any of the Aid Trust Account Monies to the payment of debt service on the Transportation Revenue Bonds or Operating and Maintenance Expenses in the future.

MTA anticipates establishing a new credit secured in whole or in part by the PMT Revenues and the Aid Trust Account Monies. Such pledge would reduce the amounts of PMT Revenues and Aid Trust Account Monies available to constitute Operating Subsidies.

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

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

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

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

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

Factors Affecting Revenues

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

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

Ability to Comply with Rate Covenant and Pay Operating and Maintenance Expenses. The Transit, Commuter and MTA Bus Systems have depended, and are expected to continue to depend, upon government subsidies to meet capital and operating needs. Thus, although MTA is legally obligated by the Transportation Resolution's rate covenant to raise fares sufficiently to cover all capital and operating costs, there can be no assurance that there is any level at which Transit, Commuter and MTA Bus Systems fares alone would produce revenues sufficient to comply with the rate covenant, particularly if the current level (or the assumed level in the budget prepared in connection with 2018 and the forecasts prepared in connection with 2019, 2020 and 2021) of collection of dedicated taxes, operating subsidies, and expense reimbursements were to be discontinued or substantially reduced.

Operating Results and Projections. Based upon the November Financial Plan 2018-2021, the budgets of the Related Entities are expected to be substantially in balance through 2019, but there are projected deficits in 2020 and 2021. Any of the Transit System, the Commuter System or MTA Bus System or all of them may be forced to institute additional cost reductions (which, in certain circumstances, could affect service which, in turn, could adversely affect revenues) or take other additional actions to close projected budget gaps, which could include additional fare increases.

Financial Plans. The November Financial Plan 2018-2021, the 2010-2014 Capital Program, the 2015-2019 Capital Program and prior and future Capital Programs are interrelated, and any failure to fully achieve the various components of these plans could have an adverse impact on one or more of the other proposals contained in the November Financial Plan 2018-2021, the 2010-2014 Capital Program, the 2015-2019 Capital Program and prior and future Capital Programs, as well as on pledged revenues.

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

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

- Subsidy payments by the State may be made only if and to the extent that appropriations have been made by the Legislature and money is available to fund those appropriations.
- The Legislature may not bind or obligate itself to appropriate revenues during a future legislative session, and appropriations approved during a particular legislative session generally have no force or effect after the close of the State fiscal year for which the appropriations are made.
- The State is not bound or obligated to continue to pay operating subsidies to the Transit, Commuter or MTA Bus Systems or to continue to impose any of the taxes currently funding those subsidies.
- The financial condition of the State and the State of Connecticut, and the City and counties in the MCTD could affect the ability or willingness of the States and local governments to continue to provide general operating subsidies, the City and local governments to continue to provide reimbursements and station maintenance payments, and the State to continue to make special appropriations.
- Court challenges to the State taxes that are the sources of various State and City operating subsidies to MTA, if successful, could adversely affect the amount of pledged revenues generated by such State taxes.

Information Relating to the State. Information relating to the State, including the Annual Information Statement of the State, as amended or supplemented, is not a part of this official statement. Such information is on file with MSRB through EMMA with which the State was required to file, and the State has committed to update that information to the holders of its general obligation bonds in the manner specified in SEC Rule 15c2-12. Prospective purchasers of the Transportation Revenue Bonds wishing to obtain that information may refer to those filings regarding currently available information about the State. The State has not obligated itself to provide continuing disclosure in connection with the offering of the Transportation Revenue Bonds or the Series 2017D Bonds. MTA makes no representations about State information or its continued availability.

SECURITY

General

The Transportation Revenue Bonds, including the Series 2017D Bonds, are MTA's special obligations payable as to principal (including sinking fund installments), redemption premium, if any, and interest from the security, sources of payment, and funds specified in the Transportation Resolution.

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

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

Pledge Effected by the Resolution

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

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

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

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

Flow of Revenues

The Transportation Resolution creates the following funds and accounts:

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

The Transportation Resolution requires the Trustee, promptly upon receipt of the pledged revenues in the Revenue Fund, to deposit the revenues into the following funds and accounts, in the amounts and in the order of priority, as follows:

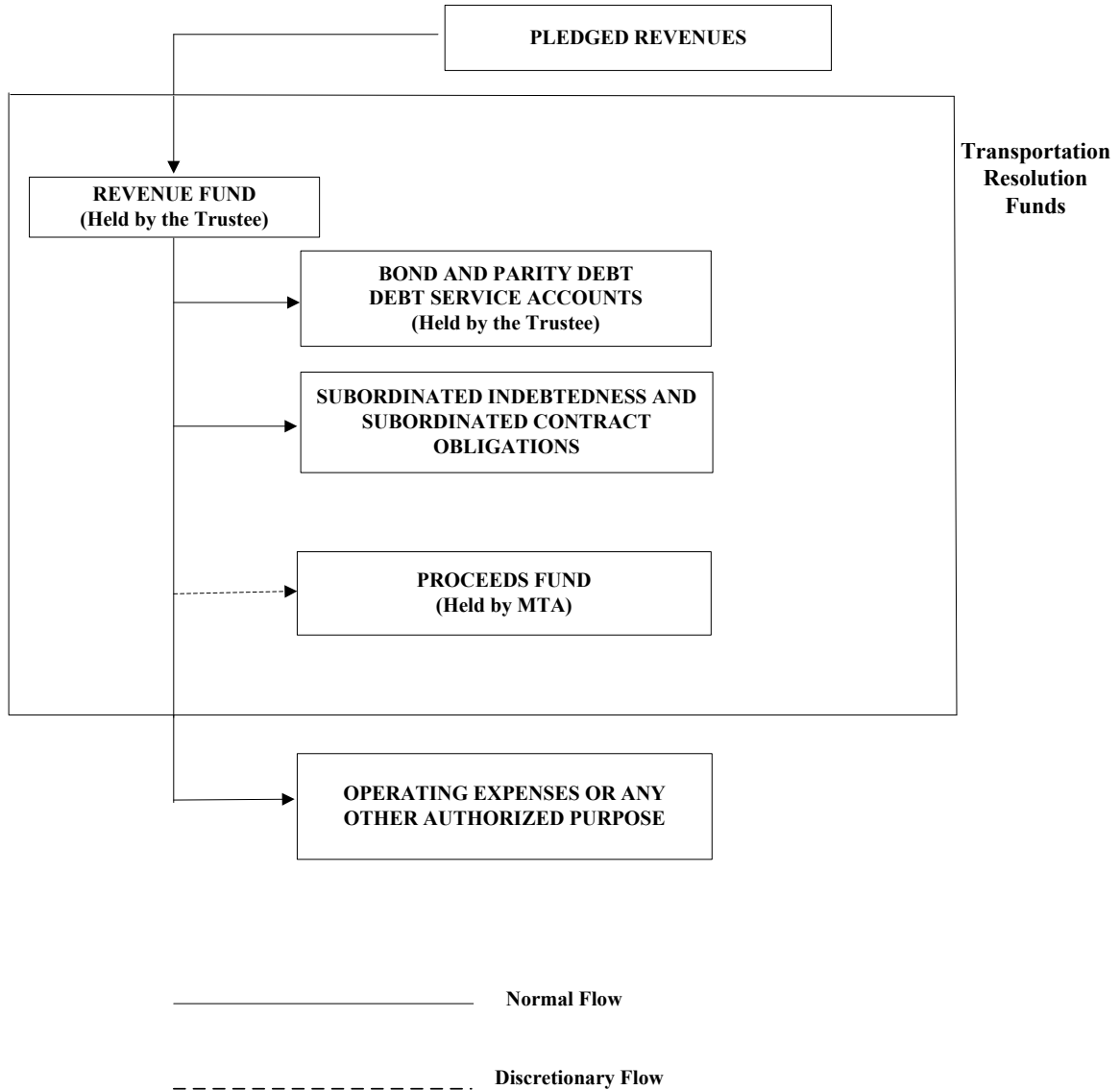
- to the debt service accounts, the net amount, if any, required to make the amount in the debt service accounts equal to the accrued debt service for Transportation Revenue Bonds and Parity Debt to the last day of the current calendar month;
- to pay, or accrue to pay, principal of and interest on any Subordinated Indebtedness or for payment of amounts due under any Subordinated Contract Obligation;
- to MTA for deposit in the Proceeds Fund, as directed by one of MTA's authorized officers, to fund Capital Costs of the Transit, Commuter and MTA Bus Systems; and
- to accounts held by MTA or any of the Related Transportation Entities for payment of operating expenses or any other authorized purpose.

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

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

TRANSPORTATION REVENUE OBLIGATIONS – FLOW OF PLEDGED REVENUES



Covenants

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

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

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

Operating and Maintenance Covenants.

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

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

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

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

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

No Bankruptcy. State law specifically prohibits MTA, its Transit System affiliates, its Commuter System subsidiaries or MTA Bus from filing a bankruptcy petition under Chapter 9 of the U.S. Federal Bankruptcy Code. As long as any Transportation Revenue Bonds are outstanding, the State has covenanted

not to change the law to permit MTA or its affiliates or subsidiaries to file such a petition. Chapter 9 does not provide authority for creditors to file involuntary bankruptcy proceedings against MTA or other Related Entities.

Parity Debt

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

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PART III. OTHER INFORMATION ABOUT THE SERIES 2017D BONDS

Part III of this official statement provides miscellaneous additional information relating to the Series 2017D Bonds.

TAX MATTERS

General

Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., are Co-Bond Counsel for the Series 2017D Bonds. Each Co-Bond Counsel is of the opinion that, under existing law, relying on certain statements by MTA and assuming compliance by MTA with certain covenants, interest on the Series 2017D Bonds is:

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

Each Co-Bond Counsel is also of the opinion that, under existing law, interest on the Series 2017D Bonds is exempt from personal income taxes of the State and any political subdivisions of the State, including the City. See **Attachment 3** to this official statement for the form of the opinions that Co-Bond Counsel each expect to deliver when the Series 2017D Bonds are delivered.

The Series 2017D Bonds

The Internal Revenue Code of 1986 imposes requirements on the Series 2017D Bonds that MTA must continue to meet after the Series 2017D Bonds are issued. These requirements generally involve the way that Series 2017D Bond proceeds must be invested and ultimately used and the way that assets financed and refinanced with proceeds of the Series 2017D Bonds must be used. If MTA does not meet these requirements, it is possible that an Owner may have to include interest on the Series 2017D Bonds in its federal gross income on a retroactive basis to the date of issue. MTA has covenanted to do everything necessary to meet the requirements of the Internal Revenue Code of 1986.

An Owner who is a particular kind of taxpayer may also have additional tax consequences from owning the Series 2017D Bonds. This is possible if an Owner is:

- an S corporation,
- a United States branch of a foreign corporation,
- a financial institution,
- a property and casualty or a life insurance company,
- an individual receiving Social Security or railroad retirement benefits,
- an individual claiming the earned income credit, or
- a borrower of money to purchase or carry the Series 2017D Bonds.

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

Co-Bond Counsel are not responsible for updating their respective opinions in the future. It is possible that future events could change the tax treatment of the interest on the Series 2017D Bonds or affect the market price of the Series 2017D Bonds. See also "Miscellaneous" below under this heading.

Co-Bond Counsel express no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel on the federal income tax treatment of interest on the Series 2017D Bonds, or under State, local or foreign tax law.

Original Issue Discount

Each maturity of the Series 2017D Bonds will have “original issue discount” if the price first paid by the purchasers of a substantial amount of such Series 2017D Bonds is less than the principal amount of these Series 2017D Bonds. Original issue discount on these Series 2017D Bonds as it accrues is excluded from an Owner’s federal gross income under the Internal Revenue Code of 1986 to the same extent and subject to the same considerations discussed above as interest paid on the Series 2017D Bonds. In addition, original issue discount on these Series 2017D Bonds as it accrues is exempt from personal income taxes of the State and its political subdivisions, including the City. The tax accounting treatment of original issue discount is complex. It accrues on an actuarial basis and as it accrues an Owner’s tax basis in these Series 2017D Bonds will be increased. If an Owner owns one of these Series 2017D Bonds, it should consult its tax advisor regarding the tax treatment of original issue discount.

Bond Premium

If an Owner purchases a Series 2017D Bond for a price that is more than the principal amount, generally the excess is “bond premium” on that Series 2017D Bond. The tax accounting treatment of bond premium is complex. It is amortized over time and as it is amortized an Owner’s tax basis in that Series 2017D Bond will be reduced. The Owner of a Series 2017D Bond that is callable before its stated maturity date may be required to amortize the premium over a shorter period, resulting in a lower yield on such Series 2017D Bond. An Owner in certain circumstances may realize a taxable gain upon the sale of a Series 2017D Bond with bond premium, even though the Series 2017D Bond is sold for an amount less than or equal to the Owner’s original cost. If an Owner owns any Series 2017D Bonds with bond premium, it should consult its tax advisor regarding the tax accounting treatment of bond premium.

Information Reporting and Backup Withholding

Information reporting requirements apply to interest paid on tax-exempt obligations, such as the Series 2017D Bonds. In general, such requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, “Request for Taxpayer Identification Number and Certification,” or if the interest recipient is one of a limited class of exempt recipients. A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to “backup withholding,” which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Internal Revenue Code of 1986. For the foregoing purpose, a “payor” generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient.

If an Owner purchasing a Series 2017D Bond through a brokerage account has executed a Form W-9 in connection with the establishment of such account, as generally can be expected, no backup withholding should occur. In any event, backup withholding does not affect the excludability of the interest on the Series 2017D Bonds from gross income for federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the Owner’s federal income tax once the required information is furnished to the Internal Revenue Service.

Miscellaneous

Legislative or administrative actions and court decisions, at either the federal or state level, may cause interest on the Series 2017D Bonds to be subject, directly or indirectly, in whole or in part, to federal, state or local income taxation, and thus have an adverse impact on the value or marketability of the Series 2017D Bonds. This could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), repeal of the exclusion or exemption of the interest on the Series 2017D Bonds from gross income for federal or state income tax purposes, or otherwise. Legislation is pending in the U.S. Congress which, if enacted, would significantly change the

individual and corporate income tax rates and would repeal the alternative minimum tax for corporations effective for tax years beginning after 2017. It is not possible to predict whether any legislative or administrative actions or court decisions having an impact on the federal or state income tax treatment of holders of the Series 2017D Bonds may occur. Prospective purchasers of the Series 2017D Bonds should consult their own tax advisors regarding the impact of any change in law or proposed change in law on the Series 2017D Bonds. Co-Bond Counsel have not undertaken to advise in the future whether any events after the date of issuance of the Series 2017D Bonds may affect the tax status of interest on the Series 2017D Bonds.

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

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The arithmetical accuracy of certain computations was independently verified by Samuel Klein and Company, Certified Public Accountants (the Verification Agent). These computations indicate (i) the sufficiency of the receipts from the Government Obligations together with an initial cash deposit, to pay at early redemption, the principal of and interest on the Refunded Bonds, and (ii) the yields to be considered in determining that the Series 2017D Bonds are not “arbitrage bonds” under Section 148 of the Internal Revenue Code. The Verification Agent relied upon assumptions and information supplied by the co-financial advisors on behalf of MTA and has not made any study or examination of them, except as noted in its report. The Verification Agent has not expressed an opinion on the reasonableness of the assumptions or the likelihood that the debt service requirements of the Refunded Bonds will be satisfied as described in its report.

LEGALITY FOR INVESTMENT

The MTA Act provides that the Series 2017D Bonds are securities in which the following investors may properly and legally invest funds, including capital in their control or belonging to them:

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

Certain of those investors, however, may be subject to separate restrictions that limit or prevent their investment in the Series 2017D Bonds.

LITIGATION

There is no pending litigation concerning the Series 2017D Bonds.

MTA is the defendant in numerous claims and actions, as are its affiliates and subsidiaries, including MTA New York City Transit, MaBSTOA, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA Bus and MTA Bridges and Tunnels. Certain of these claims and actions, either individually or in the aggregate, are potentially material to MTA, or its affiliates or subsidiaries. MTA does not believe that any of these claims or actions would affect the application of the sources of payment for the Series 2017D Bonds. A summary of certain of these potentially material claims and actions is set forth in Part 6 of the ADS under the caption “LITIGATION,” as that filing may be amended or supplemented to date.

CO-FINANCIAL ADVISORS

Public Resources Advisory Group, Inc. and Rockfleet Financial Services, Inc. are MTA's Co-Financial Advisors for the Series 2017D Bonds. The Co-Financial Advisors have provided MTA advice on the plan of refunding and reviewed the pricing of the Series 2017D Bonds. The Co-Financial Advisors have not independently verified the information contained in this official statement and do not assume responsibility for the accuracy, completeness or fairness of such information.

UNDERWRITING

The Underwriters for the Series 2017D Bonds, acting through Goldman Sachs & Co. LLC, as Representative, have agreed, subject to certain conditions, to purchase from MTA the Series 2017D Bonds described on the inside cover page of this official statement at an aggregate purchase price of \$715,158,493.29, reflecting a net original issue premium of \$75,049,937.10 and an underwriters' discount of \$2,986,443.81 and to reoffer such Series 2017D Bonds at the public offering prices or yields set forth on the inside cover page.

The Series 2017D Bonds may be offered and sold to certain dealers (including dealers depositing such Series 2017D Bonds into investment trusts) at prices lower or yields higher than such public offering prices or yields and prices or yields may be changed, from time to time, by the Underwriters.

The Underwriters' obligations to purchase the Series 2017D Bonds are subject to certain conditions precedent, and they will be obligated to purchase all such Series 2017D Bonds if any Series 2017D Bonds are purchased.

In addition, certain of the Underwriters have entered into distribution agreements with other broker-dealers (that have not been designated by MTA as Underwriters) for the distribution of the Series 2017D Bonds at the original issue prices. Such agreements generally provide that the relevant Underwriter will share a portion of its underwriting compensation or selling concession with such broker-dealers.

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

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

RATINGS

The Summary of Terms identifies the ratings of the credit rating agencies that are assigned to the Series 2017D Bonds. Those ratings reflect only the views of the organizations assigning them. An explanation of the significance of the ratings or any outlooks or other statements given with respect thereto from each identified agency may be obtained as follows:

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

Kroll Bond Rating Agency, Inc.
845 Third Avenue
New York, New York 10022
(212) 702-0707

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

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

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

LEGAL MATTERS

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

The Underwriters have appointed Squire Patton Boggs (US) LLP as Counsel to the Underwriters in connection with the underwriting of the Series 2017D Bonds, which firm will pass upon 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 bonds or other material events affecting the tax status of the bonds;
- modifications to the rights of security holders, if material;
- bond calls, if material, and tender offers;
- defeasances;
- release, substitution, or sale of property securing repayment of the securities, if material;
- rating changes;
- bankruptcy, insolvency, receivership of MTA or similar event;
- consummation of a merger, consolidation, or acquisition involving an obligated person or sale of all or substantially all of the assets of an obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such action or the termination of a definitive agreement relating to such actions, other than pursuant to its terms, if material; and
- appointment of a successor or additional trustee or the change in name of a trustee, if material.

FURTHER INFORMATION

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

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

METROPOLITAN TRANSPORTATION AUTHORITY

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

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ATTACHMENT 1

BOOK-ENTRY-ONLY SYSTEM

1. The Depository Trust Company (DTC), New York, NY, will act as securities depository for the Series 2017D Bonds. The Series 2017D Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Series 2017D Bond will be issued for each maturity of the Series 2017D Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC. If, however, the aggregate principal amount of any maturity of the Series 2017D Bonds exceeds \$500 million, one Bond of such maturity will be issued with respect to each \$500 million of principal amount, and an additional Bond will be issued with respect to any remaining principal amount of such maturity.

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

3. Purchases of Series 2017D Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2017D Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2017D Bond (Beneficial Owner) is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2017D Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Series 2017D Bonds, except in the event that use of the book-entry-only system for the Series 2017D Bonds is discontinued.

4. To facilitate subsequent transfers, all Series 2017D Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2017D Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2017D Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2017D Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be

governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2017D Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2017D Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Series 2017D Bond documents. For example, Beneficial Owners of the Series 2017D Bonds may wish to ascertain that the nominee holding the Series 2017D Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the Series 2017D Bonds of any maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2017D Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to MTA as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Series 2017D Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds and principal and interest payments on the Series 2017D Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from MTA or the Trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee or MTA, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of MTA or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Participants.

9. DTC may discontinue providing its services as depository with respect to the Series 2017D Bonds at any time by giving reasonable notice to MTA or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificates for the Series 2017D Bonds are required to be printed and delivered.

10. MTA may decide to discontinue use of the system of book-entry transfers through DTC (or a successor depository). In that event, certificates for the Series 2017D Bonds will be printed and delivered.

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

ATTACHMENT 2

CONTINUING DISCLOSURE UNDER SEC RULE 15c2-12

In order to assist the Underwriters in complying with the provisions of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (Rule 15c2-12), MTA and the Trustee will enter into a written agreement (the Disclosure Agreement) for the benefit of holders of the Series 2017D Bonds to provide continuing disclosure. MTA will undertake to provide certain financial information and operating data relating to the Related Transportation Entities (currently, MTA and its subsidiaries MTA Long Island Rail Road, MTA Metro-North Railroad and MTA Bus, and MTA New York City Transit and its subsidiary MaBSTOA) by no later than 120 days after the end of each MTA fiscal year, commencing with the fiscal year ending December 31, 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 material events is set forth below.

Pursuant to Rule 15c2-12, MTA will undertake for the benefit of holders of Series 2017D Bonds to provide or cause to be provided, either directly or through the Trustee, audited consolidated financial statements of MTA New York City Transit and the audited consolidated financial statements of MTA by no later than 120 days after the end of each fiscal year commencing with the fiscal year ending December 31, 2017, when and if such audited financial statements become available and, if such audited financial statements of either MTA New York City Transit or MTA are not available on the date which is 120 days after the end of a fiscal year, the unaudited financial statements of MTA New York City Transit or MTA for such fiscal year. MTA New York City Transit's and MTA's annual financial statements will be filed by or on behalf of such parties by MTA with EMMA. In the event that such audited financial statements of MTA New York City Transit cease to be separately published, the obligation of MTA hereunder to provide such financial statements shall cease.

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

1. a description of the systems operated by the Related Transportation Entities and their operations,
2. a description of changes to the fares or fare structures charged to users of the systems operated by the Related Transportation Entities,
3. operating data of the Related Transportation Entities, including data of the type included in the MTA Annual Disclosure Statement (the **ADS**) under the following captions:
 - a. "TRANSIT SYSTEM,"
 - b. "RIDERSHIP AND FACILITIES USE – Transit System (MTA New York City Transit and MaBSTOA) Ridership,"
 - c. "EMPLOYEES, LABOR RELATIONS AND PENSION AND OTHER POST-EMPLOYMENT OBLIGATIONS – MTA New York City Transit and MaBSTOA,"
 - d. "COMMUTER SYSTEM,"
 - e. "RIDERSHIP AND FACILITIES USE – Commuter System Ridership,"
 - f. "EMPLOYEES, LABOR RELATIONS AND PENSION AND OTHER POST-EMPLOYMENT OBLIGATIONS – Commuter System,"
 - g. "MTA BUS COMPANY,"
 - h. "RIDERSHIP AND FACILITIES USE – MTA Bus Ridership," and

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

All or any portion of the Annual Information as well as required audited financial statements may be incorporated therein by specific cross-reference to any other documents which have been filed with (a) EMMA or (b) the Securities and Exchange Commission (the SEC). Annual Information for any fiscal year containing any amended operating data or financial information for such fiscal year shall explain, in narrative form, the reasons for such amendment and the impact of the change on the type of operating data or financial information in the Annual Information being provided for such fiscal year. If a change in accounting principles is included in any such amendment, such information shall present a comparison between the financial statements or information prepared on the basis of the amended accounting principles and those prepared on the basis of the former accounting principles. Such comparison shall include a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information. To the extent feasible, such comparison shall also be quantitative. A notice of any such change in accounting principles shall be sent to EMMA.

MTA will undertake, for the benefit of holders of the Series 2017D Bonds, to provide or cause to be provided:

1. to EMMA, in a timely manner not in excess of 10 business days after the occurrence of the event, notice of any of the events listed under the caption “CONTINUING DISCLOSURE” in this official statement with respect to the Series 2017D Bonds, and
2. to EMMA, in a timely manner, notice of a failure to provide any Annual Information required by such undertaking or any required audited financial statements of any of the Related Transportation Entities.

The Disclosure Agreement provides that if any party to the Disclosure Agreement fails to comply with any provisions of its undertaking described herein, then any holder of the Series 2017D Bonds (which will include beneficial owners during any period that DTC acts as securities depository for, and DTC or its nominee is the registered owner of, the Series 2017D Bonds) may enforce, for the equal benefit and protection

of all holders similarly situated, by mandamus or other suit or proceeding at law or in equity, the undertaking against such party and any of its officers, agents and employees, and may compel such party or any of its officers, agents or employees to perform and carry out their duties thereunder; provided that the sole and exclusive remedy for breach under the undertaking is an action to compel specific performance, and no person or entity, including any holder of Series 2017D Bonds, may recover monetary damages thereunder under any circumstances, and provided further that any challenge to the adequacy of any information under the undertaking may be brought only by the Trustee or the holders of 25 percent in aggregate principal amount of the Series 2017D Bonds at the time Outstanding which are affected thereby. Each of MTA and the Trustee reserves the right, but shall not be obligated, to enforce the obligations of the others. Failure to comply with any provisions of the undertaking shall not constitute a default under the Transportation Resolution nor give right to the Trustee or any Owner to exercise any remedies under the Transportation Resolution. In addition, if all or any part of Rule 15c2-12 ceases to be in effect for any reason, then the information required to be provided under the undertaking insofar as the provision of Rule 15c2-12 no longer in effect required the provision of such information shall no longer be required to be provided.

The foregoing is intended to set forth a general description of the type of financial information and operating data that will be provided; the descriptions are not intended to state more than general categories of financial information and operating data, and where MTA's undertaking calls for information that no longer can be generated or is no longer relevant because the operations to which it related have been materially changed or discontinued, a statement to that effect will be provided. MTA does not anticipate that it often will be necessary to amend the undertaking. The undertaking, however, may be amended or modified under certain circumstances set forth therein and the undertaking will continue until the earlier of the date the Series 2017D Bonds have been paid in full or legally defeased pursuant to the Transportation Resolution or the date the undertaking is no longer required by law. Copies of the undertaking when executed by the parties will be on file at the office of MTA.

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ATTACHMENT 3

FORM OF APPROVING OPINION OF CO-BOND COUNSEL

Upon delivery of the Series 2017D Bonds in definitive form, each of Nixon Peabody LLP, New York, New York, and D. Seaton and Associates, P.A., P.C., New York, New York, Co-Bond Counsel to MTA, proposes to render its final approving opinions in substantially the following form:

[Date of Delivery]

Metropolitan Transportation Authority
New York, New York

Ladies and Gentlemen:

We have examined a certified record of proceedings of the Metropolitan Transportation Authority (“MTA”) and other proofs submitted to us relative to the issuance of \$643,095,000 aggregate principal amount of Metropolitan Transportation Authority Transportation Revenue Refunding Bonds, Series 2017D (the “Series 2017D Bonds”).

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

The Series 2017D Bonds are issued under and pursuant to the Constitution and statutes of the State of New York (the “State”), including the Metropolitan Transportation Authority Act, being Title 11 of Article 5 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State of New York, as amended to the date of this opinion letter (herein called the “Issuer Act”), and under and pursuant to proceedings of MTA duly taken, including a resolution adopted by the members of MTA on March 26, 2002 entitled “General Resolution Authorizing Transportation Revenue Obligations” (the “General Resolution”), as supplemented by a resolution of said members adopted on December 14, 2016 (collectively with the General Resolution, the “Resolution”). The Series 2017D Bonds are dated, mature and are payable and bear interest all as provided in the Resolution.

The Internal Revenue Code of 1986, as amended (the “Code”), establishes certain requirements that must be met subsequent to the issuance and delivery of the Series 2017D Bonds in order that interest on the Series 2017D Bonds be and remain excluded from gross income for federal income tax purposes under Section 103 of the Code. We have examined the Arbitrage and Use of Proceeds Certificate of MTA, dated the date hereof (the “Arbitrage and Use of Proceeds Certificate”), in which MTA has made representations, statements of intention and reasonable expectation, certifications of fact and covenants relating to the federal tax status of interest on the Series 2017D Bonds, including, but not limited to, certain representations with respect to the use of the proceeds of the Series 2017D Bonds and the investment of certain funds. The Arbitrage and Use of Proceeds Certificate obligates MTA to take certain actions necessary to cause interest on the Series 2017D 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 2017D 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 2017D Bonds from gross income for federal income tax purposes pursuant to Section 103(a) of the Code.

In rendering the opinion in paragraph 6 hereof, we have relied upon and assumed the material accuracy of the representations, statements of intention and reasonable expectation and certifications of fact contained in the Arbitrage and Use of Proceeds Certificate with respect to matters affecting the exclusion of interest on the Series 2017D Bonds from gross income for federal income tax purposes under Section 103 of

the Code and compliance by MTA with procedures and covenants set forth in the Arbitrage and Use of Proceeds Certificate as to such tax matters.

A portion of the proceeds of the Series 2017D Bonds is being used to refund certain outstanding bonds of MTA issued pursuant to the General Resolution, such bonds having been issued as described in the hereinafter defined TRB Escrow Agreement (the “Refunded TRB Bonds”). A portion of the proceeds of the Series 2017D Bonds (the “TRB Defeasance Deposit”) has been used to purchase direct obligations of the United States of America in an aggregate amount sufficient, together with any amounts held uninvested, to pay when due the applicable redemption price of and interest due and to become due on said Refunded TRB Bonds (the “TRB Defeasance Requirement”). Such TRB Defeasance Deposit is being held in trust under an escrow agreement, dated December 21, 2017 (the “TRB Escrow Agreement”), by and between MTA and The Bank of New York Mellon, as escrow agent thereunder and as Trustee under the General Resolution. MTA has given the Trustee, in form satisfactory to such Trustee, irrevocable instructions to give notice in accordance with the General Resolution of the redemption of those Refunded TRB Bonds being redeemed prior to maturity and the deposit of the TRB Defeasance Deposit. Samuel Klein and Company, Certified Public Accountants, has prepared a report stating that they have reviewed the accuracy of the mathematical computations of the adequacy of the TRB Defeasance Deposit, as invested, to pay in full the TRB Defeasance Requirement when due. We have undertaken no independent verification of the adequacy of the TRB Defeasance Deposit.

A portion of the proceeds of the Series 2017D Bonds is being used to refund certain outstanding bonds of MTA issued pursuant to the Dedicated Tax Fund Obligation Resolution, adopted March 26, 2002, as supplemented (the “DTF Resolution”), such bonds having been issued as described in the hereinafter defined DTF Escrow Agreement (the “Refunded DTF Bonds”). A portion of the proceeds of the Series 2017D Bonds (the “DTF Defeasance Deposit”) has been used to purchase direct obligations of the United States of America in an aggregate amount sufficient, together with any amounts held uninvested, to pay when due the applicable redemption price of and interest due and to become due on said Refunded DTF Bonds (the “DTF Defeasance Requirement”). Such DTF Defeasance Deposit is being held in trust under an escrow agreement, dated December 21, 2017 (the “DTF Escrow Agreement” and together with the TRB Escrow Agreement, the “Escrow Agreements”), by and between MTA and The Bank of New York Mellon, as escrow agent thereunder and as Trustee under the DTF Resolution. MTA has given the Trustee, in form satisfactory to such Trustee, irrevocable instructions to give notice in accordance with the DTF Resolution of the redemption of those Refunded Bonds being redeemed prior to maturity and the deposit of the DTF Defeasance Deposit. Samuel Klein and Company, Certified Public Accountants, has prepared a report stating that they have reviewed the accuracy of the mathematical computations of the adequacy of the DTF Defeasance Deposit, as invested, to pay in full the DTF Defeasance Requirement when due. We have undertaken no independent verification of the adequacy of the DTF Defeasance Deposit.

We have also examined one of said Series 2017D Bonds as executed and, in our opinion, the form of said Series 2017D 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 2017D 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 2017D 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 2017D Bonds.

4. MTA, the holders of the Series 2017D Bonds, or the holders of any evidence of indebtedness of MTA do not and will not have a pledge of or lien on (i) the dedicated mass transportation trust fund established by Section 89-c of the State Finance Law, (ii) the metropolitan transportation authority financial assistance fund established by Section 92-ff of the State Finance Law, (iii) the metropolitan mass transportation operating assistance account established in the mass transportation operating assistance fund pursuant to Section 88-a of the State Finance Law, or (iv) the taxes or moneys deposited therein.

5. The Series 2017D 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 2017D Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, and (ii) interest on the Series 2017D Bonds is not treated as a specific preference item in calculating the federal alternative minimum tax imposed on individuals and corporations under the Code; however, we note that interest is included in the adjusted current earnings of certain corporations for purposes of calculating the federal corporate alternative minimum tax.

7. Under existing statutes, interest on the Series 2017D Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof, including The City of New York.

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

The opinions expressed in paragraphs 2, 3 and 8 above are subject to applicable bankruptcy, insolvency, receivership, reorganization, arrangements, fraudulent conveyances, moratorium and other laws heretofore or hereafter enacted affecting creditors' rights and are subject to the application of principles of equity relating to or affecting the enforcement of contractual obligations, whether such enforcement is considered in a proceeding in equity or at law.

Except as stated in paragraphs 6 and 7, we express no opinion regarding any other federal, state, local or foreign tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on,

the Series 2017D Bonds. We express no opinion regarding the federal, state, local or foreign tax consequences of any action hereafter taken or not taken in reliance upon an opinion of other counsel with respect to the Series 2017D Bonds.

We express no opinion as to the accuracy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series 2017D Bonds. Our services did not include financial or other non-legal advice. Finally, we undertake no responsibility for the accuracy, completeness or fairness of the Official Statement or other offering material relating to the Series 2017D Bonds and express no opinion with respect thereto.

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

Very truly yours

ATTACHMENT 4

REFUNDED BONDS

The following table provides information regarding the Refunded Bonds. The Outstanding Bonds shown below are being refunded. The refunding is contingent upon the delivery of the Series 2017D Bonds.

<u>Series</u>	<u>Dated</u> <u>Date</u>	<u>Refunded</u> <u>Par</u> <u>Amount</u>	<u>Remaining</u> <u>Outstanding</u> <u>Par Amount</u>	<u>Final</u> <u>Maturity</u>	<u>Interest</u> <u>Rate</u>	<u>Redemption</u> <u>Date</u>	<u>Redemption</u> <u>Price</u>	<u>CUSIP</u> <u>Number*</u>	<u>Pre-Refunded</u> <u>CUSIP</u> <u>Number*</u>	<u>Unrefunded</u> <u>CUSIP</u> <u>Number*</u>
2011A	7/20/2011	\$ 3,340,000	-	11/15/2018	3.000%	11/15/2018	100%	59259YGX1	-	-
2011A	7/20/2011	4,960,000	-	11/15/2020	4.000	11/15/2020	100	59259YGZ6	-	-
2011A	7/20/2011	43,950,000	-	11/15/2041	5.000	11/15/2021	100	59261ASH1	-	-
2011A	7/20/2011	45,660,000	-	11/15/2046	5.000	11/15/2021	100	59259YHP7	-	-
2011C	11/10/2011	850,000	\$ 1,825,000	11/15/2022	4.000	11/15/2021	100	59259YJK6	59261ATM9	59261ATX5
2011C	11/10/2011	3,705,000	7,900,000	11/15/2022	5.000	11/15/2021	100	59259YJY6	59261ATU1	59261AUE5
2011C	11/10/2011	1,585,000	3,385,000	11/15/2023	5.000	11/15/2021	100	59259YJL4	59261ATN7	59261ATY3
2011C	11/10/2011	3,195,000	6,805,000	11/15/2023	5.000	11/15/2021	100	59259YKA6	59261ATW7	59261AUG0
2011C	11/10/2011	5,015,000	10,700,000	11/15/2024	5.000	11/15/2021	100	59259YJM2	59261ATP2	59261ATZ0
2011C	11/10/2011	5,270,000	11,235,000	11/15/2025	5.000	11/15/2021	100	59259YJN0	59261ATQ0	59261AUA3
2011C	11/10/2011	5,535,000	11,795,000	11/15/2026	5.000	11/15/2021	100	59259YJP5	59261ATR8	59261AUB1
2011C	11/10/2011	5,810,000	12,385,000	11/15/2027	5.000	11/15/2021	100	59259YJQ3	59261ATS6	59261AUC9
2011C	11/10/2011	3,615,000	7,710,000	11/15/2028	5.000	11/15/2021	100	59259YJR1	59261ATT4	59261AUD7
2011C	11/10/2011	2,465,000	5,255,000	11/15/2028	5.000	11/15/2021	100	59259YJZ3	59261ATV9	59261AUF2
2011D	12/7/2011	1,370,000	-	11/15/2018	3.000	11/15/2018	100	59259YKT5	-	-
2011D	12/7/2011	13,250,000	-	11/15/2041	5.250	11/15/2021	100	59261ASM0	-	-
2011D	12/7/2011	5,540,000	-	11/15/2046	4.875	11/15/2021	100	59259YLK3	-	-
2012C	5/3/2012	61,875,000	102,440,000	11/15/2041	5.000	11/15/2022	100	59261ASP3	59261AUT2	59261AUU9
2012C	5/3/2012	38,995,000	-	11/15/2047	5.000	11/15/2022	100	59259YPA1	-	-
2012E	7/20/2012	89,470,000	27,030,000	11/15/2042	5.000	11/15/2022	100	59259YSL4	59261AUX3	59261AUY1
2012E	7/20/2012	19,200,000	5,800,000	11/15/2042	5.000	11/15/2022	100	59259YSJ9	59261AUR6	59261AUS4
2012H	11/15/2012	32,200,000	60,885,000	11/15/2042	5.000	11/15/2022	100	59259YWH8	59261AUH8	59261AUJ4
2013A	1/24/2013	16,120,000	-	11/15/2030	5.000	5/15/2023	100	59259YXS3	-	-
2013A	1/24/2013	30,355,000	107,630,000	11/15/2043	5.000	5/15/2023	100	59259YYF0	59261AUV7	59261AUW5
2013B	4/2/2013	3,000,000	4,015,000	11/15/2020	5.000	11/15/2020	100	59259YZH5	59261AUK1	59261AUL9
2013B	4/2/2013	9,350,000	-	11/15/2021	5.000	11/15/2021	100	59259YZJ1	-	-
2013B	4/2/2013	16,130,000	-	11/15/2030	5.000	5/15/2023	100	59259YZT9	-	-
2013C	6/11/2013	5,910,000	1,190,000	11/15/2019	5.000	11/15/2019	100	59259YD89	59261AUM7	59261AUN5
2013D	7/11/2013	6,500,000	795,000	11/15/2022	5.000	11/15/2022	100	59259YF79	59261AUP0	59261AUQ8
2013D	7/11/2013	10,880,000	-	11/15/2030	5.250	11/15/2023	100	59259YG78	-	-
2013E	11/15/2013	16,370,000	-	11/15/2030	5.000	11/15/2023	100	59259YM22	-	-
2014A-1	2/28/2014	11,570,000	-	11/15/2030	5.000	11/15/2023	100	59259YR50	-	-
2014A-1	2/28/2014	10,215,000	-	11/15/2034	5.250	11/15/2023	100	59259YR92	-	-
2004B-2†	4/28/2011‡	15,740,000	-	11/15/2031	5.000	11/15/2021	100	59259NF99	-	-
2004B-2†	4/28/2011‡	46,360,000	-	11/15/2032	5.000	11/15/2021	100	59259NG23	-	-
2004B-2†	4/28/2011‡	40,000,000	-	11/15/2033	5.000	11/15/2021	100	59259NG31	-	-

Refunded Bonds will be credited against the following mandatory redemption dates:

\$43,950,000 5.00% Series 2011A Term Bonds Due November 15, 2041
CUSIP* Number: 59261A SH1

<u>November 15</u>	<u>Refunded Amount</u>
2040	\$21,440,000
2041	22,510,000

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

† Issued as Dedicated Tax Fund Bonds pursuant to the DTF Resolution.

‡ Represents the remarketing date on the 2004B-2 Dedicated Tax Fund bonds to their current fixed rate mode.

\$45,660,000 5.00% Series 2011A Term Bonds Due November 15, 2046
CUSIP* Number: 59259Y HP7

<u>November 15</u>	<u>Refunded Amount</u>
2042	\$8,265,000
2043	8,675,000
2044	9,110,000
2045	9,565,000
2046	10,045,000

\$13,250,000 5.25% Series 2011D Term Bonds Due November 15, 2041
CUSIP* Number: 59261A SM0

<u>November 15</u>	<u>Refunded Amount</u>
2041	\$13,250,000

\$5,540,000 5.00% Series 2011D Term Bonds Due November 15, 2046
CUSIP* Number: 59259Y LK3

<u>November 15</u>	<u>Refunded Amount</u>
2042	\$1,005,000
2043	1,055,000
2044	1,105,000
2045	1,160,000
2046	1,215,000

\$61,875,000 5.00% Series 2012C Term Bonds Due November 15, 2041
CUSIP* Number: 59261A SP3

<u>November 15</u>	<u>Refunded Amount</u>
2035	\$22,635,000
2040	28,890,000
2041	10,350,000

\$38,995,000 5.00% Series 2012C Term Bonds Due November 15, 2047
CUSIP* Number: 59259Y PA1

<u>November 15</u>	<u>Refunded Amount</u>
2043	\$7,055,000
2044	7,410,000
2045	7,780,000
2046	8,170,000
2047	8,580,000

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\$89,470,000 5.00% Series 2012E Term Bonds Due November 15, 2042
CUSIP* Number: 59259Y SL4

<u>November 15</u>	<u>Refunded Amount</u>
2040	\$28,380,000
2041	29,800,000
2042	31,290,000

\$19,200,000 5.00% Series 2012E Term Bonds Due November 15, 2042
CUSIP* Number: 59259Y SJ9

<u>November 15</u>	<u>Refunded Amount</u>
2040	\$6,090,000
2041	6,395,000
2042	6,715,000

\$32,200,000 5.00% Series 2012H Term Bonds Due November 15, 2042
CUSIP* Number: 59259Y WH8

<u>November 15</u>	<u>Refunded Amount</u>
2040	\$10,215,000
2041	10,725,000
2042	11,260,000

\$30,355,000 5.00% Series 2013A Term Bonds Due November 15, 2043
CUSIP* Number: 59259Y YF0

<u>November 15</u>	<u>Refunded Amount</u>
2043	\$30,355,000

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