

**\$200,000,000**  
**TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY**  
**(MTA Bridges and Tunnels)**  
**General Revenue Bonds, Series 2006A**

**DATED: Date of Delivery**

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

The Series 2006A Bonds are being issued to finance bridge and tunnel projects.

The Series 2006A Bonds –

- are general obligations of MTA Bridges and Tunnels, payable generally from the net revenues collected on the bridges and tunnels operated by MTA Bridges and Tunnels as described herein, and
- are not a debt of the State or The City of New York or any other local government unit.

MTA Bridges and Tunnels has no taxing power.

*In the opinion of Hawkins Delafield & Wood LLP, Bond Counsel to MTA Bridges and Tunnels, under existing law and relying on certain representations by MTA Bridges and Tunnels and assuming the compliance by MTA Bridges and Tunnels with certain covenants, interest on the Series 2006A Bonds is*

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

*Also in Bond Counsel's opinion, under existing law, interest on the Series 2006A Bonds is exempt from personal income taxes of New York State or any political subdivisions of the State, including The City of New York.*

The Series 2006A Bonds are subject to redemption prior to maturity as described herein.

The Series 2006A 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 June 22, 2006.

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This cover page contains certain information for general reference only. It is not intended to be a summary of the security or terms of the Series 2006A 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.

**UBS Investment Bank**

**Bear, Stearns & Co. Inc.**

**Citigroup**

**JPMorgan**

**Lehman Brothers**

**A.G. Edwards**

**Banc of America Securities LLC**

**First Albany Capital Inc.**

**Loop Capital Markets LLC**

**Merrill Lynch & Co.**

**Morgan Stanley**

**M.R. Beal & Company**

**Ramirez & Co., Inc.**

**Raymond James & Associates, Inc.**

**RBC Capital Markets**

**Roosevelt & Cross, Inc.**

**Siebert Brandford Shank & Co., LLC**

**Wachovia Bank, N.A.**

**\$200,000,000**  
**Triborough Bridge and Tunnel Authority**  
**(MTA Bridges and Tunnels)**  
**General Revenue Bonds, Series 2006A**

**\$107,885,000 Serial Bonds**

<b>Maturity (November 15)</b>	<b>Principal Amount</b>	<b>Interest Rate</b>	<b>Price or Yield</b>	<b>CUSIP Number (89602N)<sup>(1)</sup></b>
2006	\$ 1,365,000	4.500%	3.450%	HK3
2007	3,495,000	4.000	3.510	HL1
2008	3,635,000	4.000	3.600	HM9
2009	3,780,000	4.000	3.640	HN7
2010	3,930,000	4.000	3.680	HP2
2011	4,090,000	4.000	3.730	HQ0
2012	4,250,000	4.000	3.810	HR8
2013	4,420,000	4.000	3.890	HS6
2014	4,600,000	4.000	3.950	HT4
2015	4,785,000	4.000	4.040	HU1
2016	4,975,000	4.000	4.100	HV9
2017	5,175,000	4.125	4.150	HW7
2018	75,000	4.125	4.200	HX5
2018 <sup>†</sup>	5,310,000	5.000	4.200	HY3
2019 <sup>†</sup>	5,655,000	5.000	4.250	HZ0
2020 <sup>†</sup>	5,940,000	5.000	4.290	JA3
2021 <sup>†</sup>	6,235,000	5.000	4.320	JB1
2022 <sup>†</sup>	6,545,000	5.000	4.350	JC9
2023 <sup>†</sup>	6,875,000	5.000	4.380	JD7
2024 <sup>†</sup>	7,215,000	5.000	4.410	JE5
2025 <sup>†</sup>	7,580,000	5.000	4.430	JF2
2026	135,000	4.450	100	JG0
2026 <sup>†</sup>	7,820,000	5.000	4.450	JH8

**\$92,115,000 Term Bonds**

\$46,160,000 5.00% Series 2006A Term Bonds Due November 15, 2031 priced to Yield 4.55%<sup>†</sup>  
 CUSIP Number 89602NJJ4<sup>(1)</sup>

\$1,800,000 4.50% Series 2006A Term Bonds Due November 15, 2035 priced to Yield 4.57%  
 CUSIP Number 89602NJK1<sup>(1)</sup>

\$44,155,000 5.00% Series 2006A Term Bonds Due November 15, 2035 priced to Yield 4.57%<sup>†</sup>  
 CUSIP Number 89602N JL9<sup>(1)</sup>

The Series 2006A Bonds are subject to optional and mandatory redemption as described under the caption “DESCRIPTION OF SERIES 2006A BONDS – Redemption Prior to Maturity” in Part I. The following summarizes the optional redemption provisions: the Series 2006A Bonds maturing on and after November 15, 2017 are subject to redemption prior to maturity on any date on and after November 15, 2016, at the option of MTA Bridges and Tunnels, 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.

<sup>(1)</sup> CUSIP numbers have been assigned by an organization not affiliated with MTA Bridges and Tunnels and are included solely for the convenience of the holders of the Series 2006A Bonds. MTA Bridges and Tunnels is not responsible for the selection or uses of these CUSIP numbers, nor is any representation made as to their correctness on the Series 2006A Bonds or as indicated above.

<sup>†</sup> Priced at the stated yield to the November 15, 2016 optional redemption date at a redemption price of 100%.

# Triborough Bridge and Tunnel Authority

(MTA Bridges and Tunnels)  
Triborough Station, Box 35  
New York, New York 10035  
(212) 360-3000  
Website: [www.mta.info](http://www.mta.info)

Peter S. Kalikow.....	Chairman
David S. Mack.....	Vice-Chairman
Andrew M. Saul.....	Vice-Chairman
Andrew B. Albert.....	Non-Voting Member
John H. Banks.....	Member
James F. Blair.....	Non-Voting Member
Nancy Shevell Blakeman.....	Member
Anthony J. Bottalico.....	Non-Voting Member
Michael J. Canino.....	Non-Voting Member
Donald Cecil.....	Member
Barry L. Feinstein.....	Member
James H. Harding, Jr.....	Member
Mark D. Lebow.....	Member
James L. McGovern.....	Non-Voting Member
Susan G. Metzger.....	Member
Mark Page.....	Member
Mitchell H. Pally.....	Member
Francis H. Powers.....	Member
James L. Sedore, Jr.....	Member
Ed Watt.....	Non-Voting Member
Carl V. Wortendyke.....	Member

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Katherine N. Lapp.....	Executive Director
Susan L. Kupferman.....	President
Thomas Bach.....	Vice President and Chief Engineer
Robert M. O'Brien, Esq.....	General Counsel
David Moretti.....	Chief Financial Officer

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HAWKINS DELAFIELD & WOOD LLP  
New York, New York  
*Bond Counsel*

GOLDMAN, SACHS & CO.  
New York, New York  
*Financial Advisor*

URS CORPORATION – NEW YORK  
New York, New York  
*Independent Engineers*

**SUMMARY OF TERMS**

MTA Bridges and Tunnels has prepared this Summary of Terms to describe the specific terms of the Series 2006A Bonds. The information in this official statement, including the materials filed with the repositories and included by specific cross-reference as described herein, provides a more detailed description of matters relating to MTA Bridges and Tunnels and to MTA Bridges and Tunnels’ General Revenue Bonds. Investors should carefully review that detailed information in its entirety before making a decision to purchase any of the bonds being offered.

Issuer .....	Triborough Bridge and Tunnel Authority, a public benefit corporation of the State of New York (hereinafter referred to as MTA Bridges and Tunnels).	
Bonds Being Offered .....	General Revenue Bonds, Series 2006A.	
Purpose of Issue .....	To finance bridge and tunnel projects.	
Rates and Maturities .....	See inside cover.	
Denominations .....	\$5,000 and whole multiples of \$5,000.	
Interest Payment Dates .....	May 15 and November 15, commencing November 15, 2006.	
Redemption .....	See “DESCRIPTION OF SERIES 2006A BONDS – Redemption Prior to Maturity” in Part I.	
Sources of Payment and Security .....	Net revenues collected on the bridges and tunnels operated by MTA Bridges and Tunnels as described herein.	
Registration of the Bonds .....	DTC Book-Entry-Only System. No physical certificates evidencing ownership of a bond will be delivered, except to DTC.	
Trustee .....	U.S. Bank Trust National Association.	
Bond Counsel .....	Hawkins Delafield & Wood LLP, New York, New York.	
Tax Status .....	See “TAX MATTERS” in Part III.	
Ratings .....	<u>Rating Agency</u>	<u>Ratings</u>
	Moody’s	Aa2
	Standard & Poor’s	AA-
	Fitch	AA
	See “RATINGS” in Part III.	
Financial Advisor .....	Goldman, Sachs & Co.	
Underwriters .....	See cover page. UBS Securities LLC is the representative of the Underwriters for the Series 2006A Bonds.	
Purchase Price/Underwriters’ Discount .....	See “UNDERWRITING” in Part III.	
Counsel to the Underwriters .....	Orrick, Herrington & Sutcliffe LLP, New York, New York.	
Independent Engineers .....	URS Corporation – New York, New York, New York.	

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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 2006A Bonds in any jurisdiction where that would be unlawful. MTA Bridges and Tunnels has not authorized any dealer or salesperson or anyone else to give any information or make any representation in connection with the offering of the Series 2006A 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 2006A 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 Bridges and Tunnels' affairs or in any other matters described herein.
  - ***Forward-Looking Statements.*** Many statements contained in this official statement, including the documents included by specific cross-reference, that are not historical facts are forward-looking statements, which are based on MTA Bridges and Tunnels' and the Independent Engineers' beliefs, as well as assumptions made by, and information currently available to, the management and staff of MTA Bridges and Tunnels and the Independent Engineers. 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.
  - ***Projections.*** The MTA Bridges and Tunnels 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 Bridges and Tunnels' 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 Bridges and Tunnels. 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 Bridges and Tunnels' 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. Neither MTA Bridges and Tunnels' 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 Bridges and Tunnels and its affiliates, and the independent auditors assume no responsibility for its content.
  - ***No Guarantee of Information by Underwriters.*** The Underwriters have provided the following sentence for inclusion in this official statement: The Underwriters have reviewed the information in this official statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.
  - ***Overallotment and Stabilization.*** The Underwriters may overallot or effect transactions that stabilize or maintain the market price of the Series 2006A 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.
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## TABLE OF CONTENTS

	<u>Page</u>
<b>SUMMARY OF TERMS</b> .....	ii
<b>INTRODUCTION</b> .....	1
MTA Bridges and Tunnels and Other Related Entities .....	1
Where to Find Information .....	2
<b>PART I. SERIES 2006A BONDS</b> .....	3
<b>APPLICATION OF PROCEEDS</b> .....	3
<b>DESCRIPTION OF SERIES 2006A BONDS</b> .....	3
General .....	3
Redemption Prior to Maturity .....	3
Debt Service on the Bonds .....	5
<b>PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS</b> .....	7
<b>SOURCES OF PAYMENT</b> .....	7
<b>SECURITY</b> .....	11
Pledge Effected by the Senior Bridges and Tunnels Resolution .....	11
Revenues and Additional MTA Bridges and Tunnels Projects .....	11
Flow of Revenues .....	13
Rate Covenant .....	13
Additional Bonds .....	14
Refunding Bonds .....	15
Subordinate Obligations .....	15
<b>PART III. OTHER INFORMATION ABOUT THE SERIES 2006A BONDS</b> .....	16
<b>TAX MATTERS</b> .....	16
General .....	16
Original Issue Discount .....	17
Bond Premium .....	17
<b>LEGALITY FOR INVESTMENT</b> .....	17
<b>LITIGATION</b> .....	17
<b>FINANCIAL ADVISOR</b> .....	18
<b>UNDERWRITING</b> .....	18
<b>RATINGS</b> .....	18
<b>LEGAL MATTERS</b> .....	19
<b>CONTINUING DISCLOSURE</b> .....	19
<b>FURTHER INFORMATION</b> .....	20
<b>Attachment 1</b> – Book-Entry-Only System	
<b>Attachment 2</b> – Continuing Disclosure Under SEC Rule 15c2-12	
<b>Attachment 3</b> – Form of Opinion of Bond Counsel	

**Information Included by Specific Cross-reference.** The following portions of MTA’s 2006 Combined Continuing Disclosure Filings, dated April 27, 2006, and filed with the repositories identified in the “INTRODUCTION” to this official statement, are included by specific cross-reference in this official statement, along with material that updates this official statement and that is either filed with those repositories or, in the case of official statements, filed with the Municipal Securities Rulemaking Board (MSRB) prior to the delivery date of the Series 2006A Bonds, together with any supplements or amendments thereto:

- **Appendix A** – The Related Entities
- **Appendix D** – Audited Financial Statements of Triborough Bridge and Tunnel Authority for the Years Ended December 31, 2005 and 2004
- **Appendix E** – History and Projection of Traffic, Toll Revenues and Expenses and Review of Physical Conditions of the Facilities of Triborough Bridge and Tunnel Authority, dated April 27, 2006

The following documents have also been filed with the repositories identified in the “INTRODUCTION” and are included by specific cross-reference in this official statement:

- Summary of Certain Provisions of the Senior Bridges and Tunnels Resolution<sup>(1)</sup>
- Definitions and Summary of Certain Provisions of the Standard Resolution Provisions<sup>(1)</sup>

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<sup>(1)</sup> Copies of these summaries can be found on the MTA website ([www.mta.info](http://www.mta.info)) under the caption “MTA Home-Investor Information.” The summary of certain provisions of the Senior Bridges and Tunnels Resolution is listed under “Summaries of Certain Provisions of the TBTA Senior Lien Resolution.” Definitions of certain terms used in the summaries may differ from terms used in this official statement, such as using the popular name “MTA Bridges and Tunnels” in place of Triborough Bridge and Tunnel Authority or its abbreviation, TBTA.

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## INTRODUCTION

### MTA Bridges and Tunnels and Other Related Entities

Triborough Bridge and Tunnel Authority, or MTA Bridges and Tunnels, is 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 Bridges and Tunnels is empowered to construct and operate toll bridges and tunnels and other public facilities in New York City. MTA Bridges and Tunnels issues debt obligations to finance the capital costs of its facilities and the transit and commuter systems operated by other affiliates and subsidiaries of the Metropolitan Transportation Authority, or MTA. MTA Bridges and Tunnels’ surplus amounts are used to fund transit and commuter operations and finance capital projects.

MTA has responsibility for developing and implementing a single, integrated mass transportation policy for the MTA Commuter Transportation District, which consists of New York 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 Metropolitan Suburban Bus Authority; 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, other than MSBA.

The board members of MTA serve as the board members of the MTA’s affiliates and subsidiaries, which, together with the MTA, are referred to collectively herein as the Related Entities. MTA, MTA Bridges and Tunnels and the other Related Entities are described in detail in Appendix A to MTA’s 2006 Combined Continuing Disclosure Filings (Appendix A), 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
Metropolitan Suburban Bus Authority	MTA Long Island 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 by Appendix A.

## Where to Find Information

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

- **Part I** provides specific information about the Series 2006A Bonds.
- **Part II** describes the sources of payment and security for all General Revenue Bonds, including the Series 2006A Bonds.
- **Part III** provides miscellaneous information relating to the Series 2006A Bonds.
- **Attachment 1** sets forth certain provisions applicable to the book-entry system of registration to be used for the Series 2006A Bonds.
- **Attachment 2** sets forth a summary of certain provisions of a continuing disclosure agreement relating to the Series 2006A Bonds.
- **Attachment 3** is the form of opinion of Bond Counsel in connection with the Series 2006A Bonds.
- **Information Included by Specific Cross-reference** in this official statement and identified in the Table of Contents may be obtained, as described below, from the repositories or the MSRB and from MTA.

**Information from Repositories.** MTA and MTA Bridges and Tunnels file annual and other information with each Nationally Recognized Municipal Securities Information Repository (NRMSIRs). Documents filed by MTA and MTA Bridges and Tunnels should be available from those repositories designated as such at the time of the filing. The repositories may charge a fee for access to those documents. The current repositories are as follows:

**Bloomberg Municipal Repository**

100 Business Park Drive  
Skillman, NJ 08558  
Phone: (609) 279-3225  
Fax: (609) 279-5962  
Email: munis@bloomberg.com

**FT Interactive Data**

Attn: NRMSIR  
100 William Street, 15<sup>th</sup> Floor  
New York, NY 10038  
Phone: (212) 771-6999; (800) 689-8466  
Fax: (212) 771-7390  
Email: NRMSIR@interactivedata.com

**DPC Data Inc.**

One Executive Drive  
Fort Lee, NJ 07024  
Phone: (201) 346-0701  
Fax: (201) 947-0107  
Email: nrmsir@dpcdata.com

**Standard & Poor's Securities Evaluations, Inc.**

55 Water Street, 45<sup>th</sup> Floor  
New York, NY 10041  
Phone: (212) 438-4595  
Fax: (212) 438-3975  
Email: nrmsir\_repository@sandp.com

**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 repositories 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 those filings, should be read in its entirety in order to obtain essential information for making an informed decision in connection with the Series 2006A Bonds.

**Information Available at No Cost.** Information filed with the repositories is also available, at no cost, on MTA's website or by contacting MTA, Attn.: Finance Department, at 347 Madison Avenue, New York, New York 10017. For important information about MTA's website, see Part III – "FURTHER INFORMATION" below.

## PART I. SERIES 2006A BONDS

Part I of this official statement, together with the Summary of Terms, provides specific information about the Series 2006A Bonds.

### APPLICATION OF PROCEEDS

MTA Bridges and Tunnels anticipates that the net proceeds of the Series 2006A Bonds (the principal amount thereof plus net original issue premium of \$6,647,262.50 and less certain financing, legal and miscellaneous expenses of \$2,858,683.76) in the amount of \$203,788,578.74 will be used to finance bridge and tunnel projects.

### DESCRIPTION OF SERIES 2006A BONDS

#### General

***Book-Entry-Only System.*** The Series 2006A Bonds will be issued as registered bonds, registered in the name of The Depository Trust Company or its nominee (together, DTC), New York, New York, which will act as securities depository for the Series 2006A Bonds. Individual purchases will be made in book-entry-only form, in the principal amount of \$5,000 or integral multiples thereof. So long as DTC is the registered owner of the Series 2006A Bonds, all payments on the Series 2006A 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 2006A Bonds will bear interest at the rates and mature in the amounts and on the dates shown on the inside cover of this official statement. Interest will be paid on each May 15 and November 15, beginning November 15, 2006. So long as DTC is the sole registered owner of all of the Series 2006A Bonds, all interest payments will be paid to DTC by wire transfer of immediately available funds, and payment of interest to beneficial owners will occur through the DTC Book-Entry-Only System.

***Transfers and Exchanges.*** So long as DTC is the securities depository for the Series 2006A Bonds, it will be the sole registered owner of the Series 2006A Bonds, and transfers of ownership interests in the Series 2006A Bonds will occur through the DTC Book-Entry-Only System.

***Trustee.*** U.S. Bank Trust National Association is Trustee and Paying Agent with respect to the Series 2006A Bonds.

#### Redemption Prior to Maturity

***Mandatory Sinking Fund Redemption.*** The term bonds shown below are subject to mandatory sinking fund redemption, in part (in accordance with procedures of DTC, so long as DTC is the sole registered owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper) on 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 2006A Bonds shown below:

<u>2031 Term Bond</u>		
	Sinking Fund Redemption Date (November 15)	Sinking Fund Installment
first payment	2027	\$ 8,355,000
	2028	8,770,000
	2029	9,210,000
	2030	9,670,000
final maturity	2031	10,155,000
average life 23.50 years		

<u>2035 5.00% Term Bond</u>		
	Sinking Fund Redemption Date (November 15)	Sinking Fund Installment
first payment	2032	\$10,660,000
	2033	11,195,000
	2034	11,755,000
final maturity	2035	10,545,000
average life 27.90 years		

<u>2035 4.50% Term Bond</u>		
	Sinking Fund Redemption Date (November 15)	Sinking Fund Installment
first and final maturity	2035	\$1,800,000
average life 29.40 years		

**Credit Toward Mandatory Sinking Fund Redemption.** MTA Bridges and Tunnels may take credit toward mandatory Sinking Fund Installment requirements as follows, and if taken, thereafter reduce the amount of term Series 2006A Bonds of the same maturity and interest rate otherwise subject to mandatory Sinking Fund Installments on the date for which credit is taken:

- If MTA Bridges and Tunnels directs the Trustee to purchase term Series 2006A 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 Bridges and Tunnels purchases or redeems term Series 2006A 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 Bridges and Tunnels may direct.

**Optional Redemption.** The Series 2006A Bonds maturing on and after November 15, 2017 are subject to redemption prior to maturity on any date on and after November 15, 2016, at the option of MTA Bridges and Tunnels, 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 Bridges and Tunnels Act, the State or the City, upon providing sufficient funds, may require MTA Bridges and Tunnels to redeem the Series 2006A Bonds as a whole at the time and at the price and in accordance with the terms upon which the Series 2006A Bonds are otherwise redeemable.

**Redemption Notices.** So long as DTC is the securities depository for the Series 2006A Bonds, the Trustee must mail redemption notices to DTC at least 30, but not more than 45, days before the redemption date. If the Series 2006A Bonds are *not* held in book-entry-only form, then the Trustee must mail redemption notices directly to bondholders within the same time frame. A redemption of the Series 2006A Bonds is valid and effective even if DTC's procedures for notice should fail. Beneficial owners should consider arranging to receive redemption notices or other communications to DTC affecting them, including notice of interest payments through DTC participants. Any notice of optional redemption may state that it is conditional upon receipt by the Trustee of money sufficient to

pay the Redemption Price or upon the satisfaction of any other condition, or that it may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before the payment of the Redemption Price if any such condition so specified is not satisfied or if any such other event occurs. **Please note that all redemptions are final - even if beneficial owners did not receive their notice, and even if that notice had a defect.**

*Effect of Call for Redemption.* If the Trustee gives an unconditional notice of redemption, then on the redemption date the Series 2006A 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 2006A Bonds, then on the redemption date the Series 2006A Bonds called for redemption will become due and payable. In either case, if on the redemption date the Trustee holds money to pay the Series 2006A Bonds called for redemption, thereafter, no interest will accrue on those Series 2006A Bonds, and a bondholder's only right will be to receive payment of the redemption price upon surrender of those Series 2006A Bonds.

#### **Debt Service on the Bonds**

**Table 1** on the next page sets forth, on a cash basis, the debt service on the outstanding Bonds, estimated debt service on the Series 2006A Bonds, and the aggregate senior lien debt service on all Bonds to be outstanding after the issuance of the Series 2006A Bonds. **Table 1** does not include debt service on the subordinate bonds.

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**Table 1**

**Aggregate Senior Lien Debt Service  
(in thousands)<sup>(1)</sup>**

Year Ending December 31	Outstanding Bonds <sup>(2)</sup>	Series 2006A			Aggregate Debt Service <sup>(3)</sup>
		Principal	Interest	Total	
2006	\$ 295,996	\$ 1,365	\$ 3,781	\$ 5,146	\$301,141
2007	295,929	3,495	9,456	12,951	308,880
2008	295,847	3,635	9,317	12,952	308,799
2009	295,729	3,780	9,171	12,951	308,680
2010	296,042	3,930	9,020	12,950	308,992
2011	295,938	4,090	8,863	12,953	308,891
2012	295,811	4,250	8,699	12,949	308,760
2013	295,759	4,420	8,529	12,949	308,708
2014	294,550	4,600	8,352	12,952	307,502
2015	294,430	4,785	8,168	12,953	307,384
2016	294,316	4,975	7,977	12,952	307,269
2017	294,609	5,175	7,778	12,953	307,562
2018	294,455	5,385	7,565	12,950	307,405
2019	294,361	5,655	7,296	12,951	307,312
2020	294,641	5,940	7,013	12,953	307,594
2021	294,491	6,235	6,716	12,951	307,442
2022	294,355	6,545	6,405	12,950	307,305
2023	295,882	6,875	6,077	12,952	308,835
2024	294,476	7,215	5,734	12,949	307,424
2025	294,374	7,580	5,373	12,953	307,327
2026	294,635	7,955	4,994	12,949	307,584
2027	294,675	8,355	4,597	12,952	307,627
2028	294,552	8,770	4,179	12,949	307,501
2029	294,424	9,210	3,741	12,951	307,375
2030	294,571	9,670	3,280	12,950	307,521
2031	294,425	10,155	2,797	12,952	307,377
2032	265,215	10,660	2,289	12,949	278,164
2033	8,791	11,195	1,756	12,951	21,742
2034	8,804	11,755	1,196	12,951	21,755
2035	8,814	12,345	608	12,953	21,768
Total	<u>\$7,960,899</u>	<u>\$200,000</u>	<u>\$180,726</u>	<u>\$380,726</u>	<u>\$8,341,626</u>

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

<sup>(2)</sup> Includes the following variable rate assumptions for debt service: Series 2001B, Series 2001C and Series 2002C – assumed net payments made by MTA Bridges and Tunnels under the respective swap agreements relating thereto and a variable interest rate of 4% per annum thereafter; and Series 2002F, Series 2003B and Series 2005A – assumed variable interest rate of 4% per annum. Debt service payable on January 1 of each year is included in the prior year's debt service; Series 2005B – assumes interest at a rate of 3.513% per annum based on the related interest rate swaps through January 1, 2012 and 3.076% per annum based on the related interest rate swaps from January 1, 2012 through final maturity.

<sup>(3)</sup> Includes the assumptions set forth in footnotes 1 and 2.

## 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 Bonds, including the Series 2006A Bonds.

### SOURCES OF PAYMENT

MTA Bridges and Tunnels receives its revenues from all tolls, rates, fees, charges, rents, proceeds of use and occupancy insurance on any portion of its tunnels, bridges and other facilities, including the net revenues of the Battery Parking Garage, and MTA Bridges and Tunnels' receipts from those sources, after payment of MTA Bridges and Tunnels' operating expenses, are pledged to the holders of the Bonds for payment, as described below.

The following 7 bridges and 2 tunnels constitute MTA Bridges and Tunnels Facilities for purposes of the Senior Bridges and Tunnels Resolution:

- Triborough Bridge,
- Verrazano-Narrows Bridge,
- Bronx-Whitestone Bridge,
- Throgs Neck Bridge,
- Henry Hudson Bridge,
- Marine Parkway-Gil Hodges Memorial Bridge,
- Cross Bay Veterans Memorial Bridge,
- Brooklyn-Battery Tunnel, and
- Queens Midtown Tunnel.

MTA Bridges and Tunnels is required to fix and collect tolls for the MTA Bridges and Tunnels Facilities, and MTA Bridges and Tunnels' power to establish toll rates is not subject to the approval of any governmental entity. For more information relating to MTA Bridges and Tunnels' power to establish tolls, see **Appendix A – "RIDERSHIP AND FACILITIES USE – Toll Rates."**

For more detailed information about MTA Bridges and Tunnels' tolls, see "History and Projection of Traffic, Toll Revenues and Expenses and Review of Physical Conditions of the Facilities of Triborough Bridge and Tunnel Authority" included herein by specific cross-reference. Copies of TBTA's audited financial statements for the years ended December 31, 2005 and 2004 are also included herein by specific cross-reference.

From time to time legislation has been introduced by various State legislators seeking, among other things, to restrict the level of tolls on certain of MTA Bridges and Tunnels' Facilities, to require approval of future toll increases by the Governor, or to eliminate minimum tolls or to require discounts or free passage to be accorded to certain users of MTA Bridges and Tunnels' Facilities. Under the MTA Bridges and Tunnels Act, however, the State has covenanted to holders of MTA Bridges and Tunnels' bonds that it will not limit or alter the rights vested in MTA Bridges and Tunnels to establish and collect such charges and tolls as may be convenient or necessary to produce sufficient revenue to fulfill the terms of any agreements made with the holders of MTA Bridges and Tunnels bonds or in any way to impair rights and remedies of those bondholders.

**Table 2** sets forth, by MTA Bridges and Tunnels Facility, the amount of revenues for each of the last 5 years, as well as operating expenses.

**Table 2**  
**MTA Bridges and Tunnels**  
**Historical Revenues, Certain Operating Expenses<sup>(1)</sup> and Senior Lien Debt Service**  
**(in thousands)**

	Years Ended December 31,				
	2001	2002	2003	2004	2005
Bridge and Tunnel Revenues:					
Triborough Bridge	\$215,241	\$208,905	\$222,224	\$247,937	\$280,516
Verrazano-Narrows Bridge	208,164	216,312	233,482	246,322	267,276
Bronx-Whitestone Bridge	152,881	160,730	175,393	187,231	188,808
Throgs Neck Bridge	150,764	157,988	172,603	184,338	210,242
Henry Hudson Bridge	32,242	34,045	37,744	40,149	43,920
Marine Parkway-Gil Hodges Memorial Bridge	8,344	8,938	9,694	10,102	11,234
Cross Bay Veterans' Memorial Bridge	7,965	8,471	8,993	9,477	10,988
Queens Midtown Tunnel	87,067	88,865	99,994	107,067	121,666
Brooklyn-Battery Tunnel	<u>52,188</u>	<u>48,880</u>	<u>61,810</u>	<u>64,365</u>	<u>70,294</u>
Total Bridge and Tunnel Revenues:	\$914,856	\$933,134	\$1,021,937	\$1,096,988	\$1,204,944
Investment Income and Other <sup>(2)</sup>	<u>56,681</u>	<u>27,757</u>	<u>87,743</u>	<u>38,376</u>	<u>60,102</u>
<b>Total Revenues</b>	<b>\$971,537</b>	<b>\$960,891</b>	<b>\$1,109,680</b>	<b>\$1,135,364</b>	<b>\$1,265,046</b>
Operating Expenses <sup>(1)</sup>					
Personnel Costs	\$123,316	\$140,967	\$159,976	\$158,403	\$173,549
Maintenance and Other Operating Expenses	<u>133,198</u>	<u>159,229</u>	<u>169,041</u>	<u>160,812</u>	<u>170,123</u>
<b>Total Operating Expenses</b>	<b>\$256,514</b>	<b>\$300,196</b>	<b>\$329,017</b>	<b>\$319,215</b>	<b>\$343,672</b>
<b>Net Revenues Available for Debt Service</b>	<b>\$715,023</b>	<b>\$660,695</b>	<b>\$780,663</b>	<b>\$816,149</b>	<b>\$921,374</b>
<b>Senior Lien Debt Service<sup>(3)</sup></b>	<b>\$320,451</b>	<b>\$349,478</b>	<b>\$206,946</b>	<b>\$251,139</b>	<b>\$284,462</b>
<b>Senior Lien Coverage</b>	<b>2.23x</b>	<b>1.89x</b>	<b>3.77x</b>	<b>3.25x</b>	<b>3.24x</b>

(1) Excludes depreciation.

(2) Includes the net revenues from the Battery Parking Garage, as well as E-ZPass administrative fees and miscellaneous other revenues. Investment earnings include interest earned on bond funds, including debt service and debt service reserve funds, that were applied to the payment of debt service as follows for the years 2001 through 2005, respectively: \$25.696 million; \$6.403 million; \$11.863 million; \$4.048 million; and \$5.578 million. Figures are net of Other Income as included on the MTA Bridges and Tunnels audited financial statements (rail car leases), as follows for the years 2001 through 2005, respectively: \$.620 million; \$0; \$0; \$0 and \$0. The amounts set forth in this footnote, as well as all of **Table 2**, are derived from MTA Bridges and Tunnels' audited financial statements for the years 2001 through 2005.

(3) For the years 2001 and 2002 includes debt service on the senior bonds refunded under the debt restructuring until the date of defeasance thereof.

The following should be noted in **Table 2** and the following **Table 3**:

- Bridge and Tunnel Revenues – In 2003, crossing charges were increased effective May 18, 2003. In 2005, crossing charges were increased effective March 13, 2005.
- Investment Income and Other – Investment income on debt service and debt service reserve funds declined substantially beginning in 2002 due primarily to the lower market interest rates available in authorized investments. Since debt service reserve funds on all MTA Bridges and Tunnels bond credits were eliminated at the end of 2002 due to the debt restructuring, investment income began to decline substantially again beginning in 2003. For 2003, other income includes non-recurring revenues of \$37 million in security reimbursements and \$24.6 million in World Trade Center insurance settlement proceeds allocable to MTA Bridges and Tunnels. For 2005, other income includes \$25.9 million in security reimbursements and \$9.5 million relating to the \$1 per month account maintenance fees that MTA Bridges and Tunnels imposed on all E-ZPass subscribers effective July 1, 2005. Legislation enacted with the State’s budget for State Fiscal Year 2006-07 prevents MTA Bridges and Tunnels from charging that fee effective June 1, 2006.
- Operating Expenses—Personnel Costs – The 2002 results reflect certain additional expenses incurred after the terrorist attack to provide additional security at all facilities. The 2003 increase in personnel costs was caused by additional expenditures for security staff, worker’s compensation adjustments and health and welfare benefits rate increases. 2004 personnel costs were marginally lower. The 2005 increase in personnel costs was caused by worker’s compensation and pension cost adjustments.
- Operating Expenses—Maintenance and Other Operating Expenses – Maintenance and other operating expenses were approximately \$26 million higher in 2002 than in 2001 primarily due to the beginning of a program to replace existing E-ZPass tags (approximately \$15.8 million) and an increase in insurance costs attributable to MTA Bridges and Tunnels (approximately \$7.6 million). In 2003, the following major costs were more than in 2002: major maintenance (consisting of additional roadway and standpipe repair on the Verrazano) – \$9.1 million; and bridge painting – \$6.3 million. In 2004, non-labor expenses were 4.5% lower than in 2003 due to a decrease in the required number of E-ZPass tag purchases. In 2005, major maintenance and bridge painting were more than in 2004.
- Total Debt Service (Senior) – The significant decline in senior debt service between 2002 and 2003 reflects the effects of the debt restructuring.

**Table 3** sets forth certain revenues and expenses, including debt service, relating to MTA Bridges and Tunnels’ (1) results of operations for 2005 (audited) and (2) 2006 budget. The projection of estimated revenues set forth in the report by MTA Bridges and Tunnels’ Independent Engineers (which is included herein by specific cross-reference) is different from that set forth in the 2006 budget as the projection is based upon conclusions formed independently based upon their own methodology and assumptions. Investors should read the Independent Engineers’ report in its entirety.

**Table 3**  
**MTA Bridges and Tunnels**  
**Audited 2005 and 2006 Budget Comparisons**  
**(in thousands)**

	Years Ended December 31, <u>2005</u>	2006 (budgeted)
Total Bridge and Tunnel Revenues <sup>(1)</sup> :	\$1,204,944	\$1,238,291
Investment Income and Other <sup>(2)</sup>	<u>60,102</u>	<u>44,813</u>
<b>Total Revenues</b>	<b><u>\$1,265,046</u></b>	<b><u>\$1,283,104</u></b>
Operating Expenses <sup>(3)</sup>		
Personnel Costs (net of reimbursements) <sup>(4)</sup>	\$173,549	\$182,970
Maintenance and Other Operating Expenses <sup>(5)</sup>	<u>170,123</u>	<u>209,190</u>
<b>Total Operating Expenses</b>	<b><u>\$343,672</u></b>	<b><u>\$392,160</u></b>
<b>Net Revenues Available for Debt Service</b>	<b>\$921,374</b>	<b>\$890,944</b>
<b>Senior Lien Debt Service</b>	<b>\$284,462</b>	<b>\$299,469</b>
<b>Senior Lien Coverage</b>	<b>3.24x</b>	<b>2.98x</b>

<sup>(1)</sup> Crossing charges were increased effective March 13, 2005.

<sup>(2)</sup> Includes the net revenues from the Battery Parking Garage, E-ZPass administrative fees through May 2006 (after which MTA Bridges and Tunnels is prohibited from imposing them pursuant to recent law), and miscellaneous other revenues. Investment earnings include interest earned on bond funds, including debt service and debt service reserve funds, that were applied to the payment of debt service for the year 2005 in the amount of \$5.578 million. The amounts set forth in this footnote relating to 2005 are derived from MTA Bridges and Tunnels' audited financial statements.

<sup>(3)</sup> Excludes depreciation.

<sup>(4)</sup> For 2005 and 2006, includes regular and overtime salaries and fringe benefits, less capitalized personnel reimbursements.

<sup>(5)</sup> Increases in budgeted 2006 expenses are due primarily to additional bridge painting, E-ZPass equipment maintenance, Customer Service Center administrative and insurance premium costs. It is expected that the insurance premium increases will be recurring.

## SECURITY

General Revenue Bonds are general obligations of MTA Bridges and Tunnels payable solely from the trust estate (described below) pledged for the payment of the Bonds and Parity Debt pursuant to the terms of the Senior Bridges and Tunnels Resolution, after the payment of Operating Expenses. Summaries of certain provisions of the Senior Bridges and Tunnels Resolution, including the Standard Resolution Provisions, are included by specific cross-reference herein.

General Revenue Bonds are not a debt of the State or The City of New York, or any local governmental unit. MTA Bridges and Tunnels has no taxing power.

### **Pledge Effected by the Senior Bridges and Tunnels Resolution**

The Bonds and Parity Debt issued in accordance with the Senior Bridges and Tunnels Resolution are secured by a net pledge of Revenues after the payment of Operating Expenses.

Pursuant to, and in accordance with, the Senior Bridges and Tunnels Resolution, MTA Bridges and Tunnels has pledged to the holders of the Bonds a “trust estate,” which consists of

- Revenues,
- the proceeds from the sale of the Bonds, and
- all funds, accounts and subaccounts established by the Senior Bridges and Tunnels Resolution (except those established by a supplemental obligation resolution for variable interest rate obligations, put obligations, parity debt, subordinated contract obligations or subordinated debt).

### **Revenues and Additional MTA Bridges and Tunnels Projects**

***Revenues from MTA Bridges and Tunnels Facilities.*** For purposes of the pledge under the Senior Bridges and Tunnels Resolution, revenues of MTA Bridges and Tunnels generally include all tolls, revenues, rates, fees, charges, rents, proceeds of use and occupancy insurance on any portion of the MTA Bridges and Tunnels Facilities (including net revenues derived from the Battery Parking Garage) and of any other insurance which insures against loss of revenues therefrom payable to or for the account of MTA Bridges and Tunnels, and other income and receipts, as received by MTA Bridges and Tunnels directly or indirectly from any of MTA Bridges and Tunnels’ operations, including the ownership or operation of any MTA Bridges and Tunnels Facilities, subject to certain exceptions.

MTA Bridges and Tunnels does not currently derive any significant recurring Revenues from any sources other than the MTA Bridges and Tunnels Facilities and investment income. Income from the MTA Bridges and Tunnels Transit and Commuter Project (the transit and commuter systems) is not derived by or for the account of MTA Bridges and Tunnels; consequently, no revenues from any portion of the MTA Bridges and Tunnels Transit and Commuter Project are pledged to the payment of debt service on the Bonds.

For a discussion of other projects that MTA Bridges and Tunnels is authorized to undertake, see **Appendix A** – “TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY – *Authorized Projects of MTA Bridges and Tunnels.*”

***Additional MTA Bridges and Tunnels Projects that can become MTA Bridges and Tunnels Facilities.*** If MTA Bridges and Tunnels is authorized to undertake another project, whether or not a bridge or tunnel, that project can become a MTA Bridges and Tunnels Facility for purposes of the Senior Bridges and Tunnels Resolution if it is designated as such by MTA Bridges and Tunnels and it satisfies, among others, the following conditions:

- an Authorized Officer certifies that either:
  - the Additional MTA Bridges and Tunnels Project has been in operation (whether or not by MTA Bridges and Tunnels) for a period of at least 12 months prior to the date of such designation, and that for a period of any 12 consecutive calendar months out of the 18 calendar months preceding the date of designation, the Additional MTA Bridges and Tunnels Project Revenues derived from the operation of such Additional MTA Bridges and Tunnels Project exceeded the Operating Expenses; or
  - the Additional MTA Bridges and Tunnels Project is in operation and, in such Authorized Officer's opinion, the Additional MTA Bridges and Tunnels Project Revenues to be derived from the operation of such Project will exceed the Operating Expenses for such Additional MTA Bridges and Tunnels Project during the first 12 months of operation; and
- an Authorized Officer certifies
  - as to the actual or anticipated Revenues and Operating Expenses of MTA Bridges and Tunnels for the applicable 12-month period; provided that,
    - the Revenues (adjusted up or down to reflect any new toll rate changes) and Operating Expenses shall be increased by the actual or anticipated Additional MTA Bridges and Tunnels Project Revenues and Operating Expenses of the Additional MTA Bridges and Tunnels Project for such 12-month period, and
    - the actual or anticipated Additional MTA Bridges and Tunnels Project Revenues (adjusted up or down to reflect any new toll rate changes) and Operating Expenses of any Additional MTA Bridges and Tunnels Project operated by or under lease from MTA Bridges and Tunnels otherwise than as an Additional MTA Bridges and Tunnels Project during any part of the period shall be calculated as if the definitions of Revenues and Operating Expenses had been applicable thereto, and
  - that for such 12-month period, the Revenues less Operating Expenses, as calculated in accordance with the preceding bullet points, are at least equal to 1.40 times Maximum Annual Calculated Debt Service during such period; and
- an Independent Engineer certifies that, for each of 5 successive 12-month periods, the earliest of which begins on a calendar quarterly date not more than 60 days immediately following the date of designation as an Additional MTA Bridges and Tunnels Project, the Net Revenues in each 12-month period (after giving effect to such designation) will be at least equal to 1.40 times the Maximum Calculated Debt Service for each of such successive 12-month periods.

For a more complete description of the requirements that must be satisfied before designation as an Additional MTA Bridges and Tunnels Facility, see "SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR BRIDGES AND TUNNELS RESOLUTION – Additional TBTA Facilities" included by specific cross-reference herein.

The Convention Center Project is not and cannot become an Additional MTA Bridges and Tunnels Project, and no Bonds may be issued under the Senior Bridges and Tunnels Resolution to finance the Convention Center Project.

## **Flow of Revenues**

The Senior Bridges and Tunnels Resolution establishes the following funds and accounts, each held by MTA Bridges and Tunnels:

- Revenue Fund,
- Proceeds Fund,
- Debt Service Fund, and
- General Fund.

Under the Senior Bridges and Tunnels Resolution, MTA Bridges and Tunnels is required to pay into the Revenue Fund all Revenues as and when received and available for deposit.

MTA Bridges and Tunnels is required to pay out from the Revenue Fund, on or before the 25th day of each calendar month, the following amounts in the following order of priority:

- payment of reasonable and necessary Operating Expenses or accumulation in the Revenue Fund as a reserve (i) for working capital, (ii) for such Operating Expenses the payment of which is not immediately required, including amounts determined by MTA Bridges and Tunnels to be required as an operating reserve, or (iii) deemed necessary or desirable by MTA Bridges and Tunnels to comply with orders or rulings of an agency or regulatory body having lawful jurisdiction;
- transfer to the Debt Service Fund, the amount, if any, required so that the balance in the fund is equal to Accrued Debt Service to the last day of the current calendar month; provided, however, that in no event shall the amount to be so transferred be less than the amount required for all payment dates occurring prior to the 25th day of the next succeeding calendar month;
- transfer to another person for payment of, or accrual for payment of, principal of and interest on any Subordinated Indebtedness or for payment of amounts due under any Subordinated Contract Obligations; and
- transfer to the General Fund any remaining amount.

All amounts paid out by MTA Bridges and Tunnels for an authorized purpose (excluding transfers to any other pledged Fund or Account), or withdrawn from the General Fund in accordance with the Senior Bridges and Tunnels Resolution, are free and clear of the lien and pledge created by the Senior Bridges and Tunnels Resolution.

Under the Senior Bridges and Tunnels Resolution, MTA is required to use amounts in the General Fund to make up deficiencies in the Debt Service Fund and the Revenue Fund, in that order. Subject to the preceding sentence and any lien or pledge securing Subordinated Indebtedness, the Senior Bridges and Tunnels Resolution authorizes MTA Bridges and Tunnels to release amounts in the General Fund to be paid to MTA Bridges and Tunnels free and clear of the lien and pledge created by the Senior Bridges and Tunnels Resolution.

MTA Bridges and Tunnels is required by law to transfer amounts released from the General Fund to MTA, and a statutory formula determines how MTA allocates that money between the transit and commuter systems.

## **Rate Covenant**

Under the Senior Bridges and Tunnels Resolution, MTA Bridges and Tunnels is required at all times to establish, levy, maintain and collect, or cause to be established, levied, maintained and collected, such tolls, rentals and other charges in connection with the MTA Bridges and Tunnels Facilities as shall always be sufficient, together with other money available therefor (including the anticipated receipt of proceeds of sale of Obligations or other bonds, notes or other obligations or evidences of indebtedness of MTA Bridges and Tunnels that will be used to pay the principal of Obligations issued in anticipation of such receipt, but not including any anticipated or actual

proceeds from the sale of MTA Bridges and Tunnels Facilities), to equal or exceed in each calendar year the greater of:

- an amount equal to the sum of amounts necessary in such calendar year
  - to pay all Operating Expenses of MTA Bridges and Tunnels, plus
  - to pay Calculated Debt Service, as well as the debt service on all Subordinated Indebtedness and all Subordinated Contract Obligations, plus
  - to maintain any reserve established by MTA Bridges and Tunnels pursuant to the Senior Bridges and Tunnels Resolution, in such amount as may be determined from time to time by MTA Bridges and Tunnels in its judgment, or
- an amount such that Revenues less Operating Expenses shall equal at least 1.25 times Calculated Debt Service on all senior lien Bonds for such calendar year.

For a more complete description of the rate covenant and a description of the minimum tolls that can be charged at the MTA Bridges and Tunnels Facilities, see “SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR BRIDGES AND TUNNELS RESOLUTION – Rates and Fees” included by specific cross-reference herein.

### **Additional Bonds**

Under the provisions of the Senior Bridges and Tunnels Resolution, MTA Bridges and Tunnels may issue one or more series of Additional Bonds on a parity with the Series 2006A Bonds and other Outstanding Bonds to provide for Capital Costs.

*Certain Additional Bonds for MTA Bridges and Tunnels Facilities.* MTA Bridges and Tunnels may issue Additional Bonds without satisfying any earnings or coverage test for the purpose of providing for Capital Costs relating to MTA Bridges and Tunnels Facilities for the purpose of keeping such MTA Bridges and Tunnels Facilities in good operating condition or preventing a loss of Revenues or Revenues after payment of Operating Expenses derived from such MTA Bridges and Tunnels Facilities.

*Additional Bonds for Other Purposes.* MTA Bridges and Tunnels may issue Additional Bonds to pay or provide for the payment of all or part of Capital Costs relating to any of the following purposes:

- MTA Bridges and Tunnels Transit and Commuter Project,
- any Additional MTA Bridges and Tunnels Project (that does not become a MTA Bridges and Tunnels Facility), or
- any MTA Bridges and Tunnels Facilities other than for the purposes set forth in the preceding paragraph.

In the case of Additional Bonds issued other than for the improvement, reconstruction or rehabilitation of MTA Bridges and Tunnels Facilities as described under the preceding heading, in addition to meeting certain other conditions, all as more fully described in “SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR BRIDGES AND TUNNELS RESOLUTION – Special Provisions for Capital Cost Obligations” included by specific cross-reference herein, an Authorized Officer must certify that the historical Twelve Month Period Net Revenues are at least equal to 1.40 times the Maximum Annual Calculated Debt Service on all senior lien Bonds, including debt service on the Bonds to be issued.

## **Refunding Bonds**

Bonds may be issued for the purpose of refunding Bonds if (a) the Maximum Annual Calculated Debt Service (including the refunding Bonds then proposed to be issued but not including the Bonds to be refunded) is equal to or less than the Maximum Annual Calculated Debt Service on the Bonds as calculated immediately prior to the refunding (including the refunded Bonds but not including the refunding Bonds) or (b) the conditions referred to above under Additional Bonds for the category of Bonds being refunded are satisfied.

For a more complete description of the conditions that must be satisfied before issuing refunding Bonds, see “SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR BRIDGES AND TUNNELS RESOLUTION – Refunding Obligations” included by specific cross-reference herein.

## **Subordinate Obligations**

The Senior Bridges and Tunnels Resolution authorizes the issuance or incurrence of subordinate obligations.

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### PART III. OTHER INFORMATION ABOUT THE SERIES 2006A BONDS

Part III of this official statement provides miscellaneous additional information relating to the Series 2006A Bonds.

#### TAX MATTERS

##### General

Hawkins Delafield & Wood LLP is Bond Counsel for the Series 2006A Bonds. Their opinion under existing law, relying on certain statements by MTA Bridges and Tunnels and assuming compliance by MTA Bridges and Tunnels with certain covenants, is that interest on the Series 2006A Bonds is:

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

Their opinion is also that under existing law interest on the Series 2006A Bonds is exempt from personal income taxes of New York State and any political subdivisions of the State, including The City of New York. See **Attachment 3** to this official statement for the form of the opinion that Bond Counsel expects to deliver when the Series 2006A Bonds are delivered.

The Internal Revenue Code imposes requirements on the Series 2006A Bonds that MTA Bridges and Tunnels must continue to meet after the Series 2006A Bonds are issued. These requirements generally involve the way that Series 2006A Bond proceeds must be used and invested. If MTA Bridges and Tunnels does not meet these requirements, it is possible that a bondholder may have to include interest on the Series 2006A Bonds in its federal gross income on a retroactive basis to the date of issue. MTA Bridges and Tunnels has covenanted to do everything necessary to meet the requirements of the Internal Revenue Code.

A bondholder who is a particular kind of taxpayer may also have additional tax consequences from owning the Series 2006A Bonds. This is possible if a bondholder 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 2006A Bonds.

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

Bond Counsel is not responsible for updating its opinion in the future. It is possible that something may happen in the future that could change the tax treatment of the interest on the Series 2006A Bonds or affect the market price of the Series 2006A Bonds. For example, the Internal Revenue Code could be changed.

Bond Counsel expresses no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel on the federal income tax treatment of interest on the Series 2006A Bonds, or under State, local or foreign tax law.

## **Original Issue Discount**

Each maturity of the Series 2006A Bonds will have “original issue discount” if the price first paid by the bondholders for a substantial amount of the Series 2006A Bonds is less than the principal amount of these Series 2006A Bonds. Bond Counsel’s opinion is that the original issue discount on these Series 2006A Bonds as it accrues is excluded from a bondholder’s federal gross income under the Internal Revenue Code. The tax accounting treatment of original issue discount is complex. It accrues on an actuarial basis and as it accrues a bondholder’s tax basis in these Series 2006A Bonds will be increased. Bond Counsel’s opinion is also that the original issue discount on these Series 2006A Bonds as it accrues is exempt from personal income taxes of New York State and its political subdivisions. If a bondholder owns one of these Series 2006A Bonds, it should consult its tax advisor regarding the tax treatment of original issue discount.

## **Bond Premium**

If a bondholder purchases a Series 2006A Bond for a price that is more than the principal amount, generally the excess is “bond premium” on that Series 2006A Bond. The tax accounting treatment of bond premium is complex. It is amortized over time and as it is amortized a bondholder’s tax basis in that Series 2006A Bond will be reduced. The holder of a Series 2006A 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 Bonds. A bondholder in certain circumstances may realize a taxable gain upon the sale of a Series 2006A Bond with bond premium, even though the Series 2006A Bond is sold for an amount less than or equal to the owner’s original cost. If a bondholder owns any Series 2006A Bonds with bond premium, it should consult its tax advisor regarding the tax accounting treatment of bond premium.

## **LEGALITY FOR INVESTMENT**

The MTA Bridges and Tunnels Act provides that the Series 2006A 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 which limit or prevent their investment in the Series 2006A Bonds.

## **LITIGATION**

There is no pending litigation concerning the Series 2006A Bonds.

MTA Bridges and Tunnels is the defendant in numerous claims and actions, including an action recently commenced (*Janes and Schwartz v. TBTA, MTA, Kalikow and Ascher*) alleging unfair treatment on toll collection policies at certain bridges. MTA Bridges and Tunnels does not believe that any of these claims and actions are material to MTA Bridges and Tunnels’ ability to pay principal and interest on the Series 2006A Bonds. A summary of certain of these potentially material claims and actions is set forth in **Appendix A** – “LITIGATION – MTA Bridges and Tunnels,” as that filing may be amended or supplemented to date.

## FINANCIAL ADVISOR

Goldman, Sachs & Co. is MTA Bridges and Tunnels' financial advisor for the Series 2006A Bonds. The financial advisor has provided MTA Bridges and Tunnels advice on the plan of financing and reviewed the pricing of the Series 2006A Bonds. The financial advisor has not independently verified the information contained in this official statement and does not assume responsibility for the accuracy, completeness or fairness of such information. The financial advisor's fees for serving as financial advisor are contingent upon the issuance of the Series 2006A Bonds.

## UNDERWRITING

The Underwriters for the Series 2006A Bonds, acting through UBS Securities LLC, as Representative, have jointly and severally agreed, subject to certain conditions, to purchase from MTA Bridges and Tunnels the Series 2006A Bonds described on the inside cover page of this official statement at an aggregate purchase price of \$205,616,346.86, reflecting a net original issue premium of \$6,647,262.50 and an Underwriters' discount of \$1,030,915.64, and to reoffer such Series 2006A Bonds at the public offering prices or yields set forth on the inside cover page.

The Series 2006A Bonds may be offered and sold to certain dealers (including dealers depositing such Series 2006A 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 are subject to certain conditions precedent, and they will be obligated to purchase all such Series 2006A Bonds if any Series 2006A Bonds are purchased.

## RATINGS

The Summary of Terms identifies the ratings of the credit rating agencies that are expected to be assigned to the Series 2006A Bonds. Those expected ratings reflect only the views of the organizations assigning them. An explanation of the significance of the ratings from each identified agency may be obtained as follows:

Fitch Ratings	Moody's Investors Service, Inc.	Standard & Poor's Ratings Services
One State Street Plaza	99 Church Street	55 Water Street
New York, New York 10004	New York, New York 10007	New York, New York 10041
(212) 908-0500	(212) 553-0300	(212) 438-2000

MTA Bridges and Tunnels has furnished to each rating agency rating the bonds being offered information, including information not included in this official statement, about MTA Bridges and Tunnels and the bonds. Generally, rating agencies base their ratings on that information and on independent investigations, studies and assumptions made by each rating agency. 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 Bridges and Tunnels 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 the nationally-recognized bond counsel firm identified on the cover page and in the Summary of Terms. The form of the opinion of Bond Counsel is **Attachment 3** to this official statement.

Certain legal matters regarding MTA Bridges and Tunnels will be passed upon by its General Counsel. In addition, certain legal matters will be passed upon by counsel to the Underwriters as indicated in the Summary of Terms.

## CONTINUING DISCLOSURE

As more fully stated in **Attachment 2**, MTA Bridges and Tunnels 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 Bridges and Tunnels 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 Bridges and Tunnels has undertaken to file such above information with each Nationally Recognized Municipal Securities Repository and a New York State Information Depository (the SID), if and when one is established.

MTA Bridges and Tunnels has further agreed to deliver notice to each repository or the Municipal Securities Rulemaking Board (MSRB) and to the SID of any failure to provide the Annual Information. MTA Bridges and Tunnels is also obligated to deliver notices of the following events, if material, to each repository, or to the MSRB or the SID:

- principal and interest delinquencies;
- non-payment related defaults;
- 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 or events affecting the tax exempt status of the security;
- modifications to the rights of security holders;
- bond calls;
- defeasance;
- release, substitution, or sale of property securing repayment of the securities; and
- rating changes.

MTA Bridges and Tunnels has also contracted with Digital Assurance Corporation (DAC), a dissemination agent recognized as such by the SEC to perform certain of the foregoing functions. In addition, as described in **Attachment 2**, MTA may file its information with the Texas Municipal Advisory Council provided at [www.disclosureusa.org](http://www.disclosureusa.org).

MTA Bridges and Tunnels has not failed to comply, in any material respect, with any previous undertakings in a written contract or agreement specified in paragraph (b)(5)(i) of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended.

## **FURTHER INFORMATION**

MTA Bridges and Tunnels may place a copy of this official statement on MTA's website at "www.mta.info". No statement on the MTA's website or any other website is included by specific cross-reference herein.

Although MTA Bridges and Tunnels and MTA have prepared the information on the MTA's 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 and MTA Bridges and Tunnels assume no liability or responsibility for errors or omissions contained on any website. Further, MTA and MTA Bridges and Tunnels disclaim 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 Bridges and Tunnels and MTA also assume no liability or responsibility for any errors or omissions or for any updates to dated information contained on any website.

## **TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY**

By: /s/ Patrick J. McCoy  
Director of Finance  
Metropolitan Transportation Authority

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

1. The Depository Trust Company (DTC), New York, NY, will act as securities depository for the Series 2006A Bonds. The Series 2006A 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 2006A Bond will be issued for each maturity of the Series 2006A 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 2006A 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 2.2 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, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Fixed Income Clearing Corporation, and Emerging Markets Clearing Corporation (NSCC, FICC, and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. 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 Standard & Poor's highest rating: AAA. The DTC Rules applicable to Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com) and [www.dtc.org](http://www.dtc.org).

3. Purchases of Series 2006A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2006A Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2006A 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 2006A 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 2006A Bonds, except in the event that use of the book-entry system for the Series 2006A Bonds is discontinued.

4. To facilitate subsequent transfers, all Series 2006A 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 2006A 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 2006A Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2006A 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 2006A Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2006A Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Series 2006A Bond documents. For example, Beneficial Owners of the Series 2006A Bonds may wish to ascertain that the nominee holding the Series 2006A 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 2006A 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 2006A Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to TBTA 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 2006A 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 2006A 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 Bridges and Tunnels 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 Bridges and Tunnels, 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 Bridges and Tunnels or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. DTC may discontinue providing its services as depository with respect to the Series 2006A Bonds at any time by giving reasonable notice to MTA Bridges and Tunnels or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificates for the Series 2006A Bonds are required to be printed and delivered.

10. MTA Bridges and Tunnels 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 2006A Bonds will be printed and delivered.

THE ABOVE INFORMATION CONCERNING DTC AND DTC'S BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT MTA BRIDGES AND TUNNELS BELIEVES TO BE RELIABLE, BUT MTA BRIDGES AND TUNNELS 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 Bridges and Tunnels and the Trustee will enter into a written agreement (the “Disclosure Agreement”) for the benefit of holders of the Series 2006A Bonds to provide continuing disclosure. MTA Bridges and Tunnels will undertake to provide certain financial information and operating data by no later than 120 days after the end of each MTA Bridges and Tunnels fiscal year, commencing with the fiscal year ending December 31, 2006 (the “Annual Information”), and to provide notices of the occurrence of certain enumerated events, if material. The Annual Information will be filed by or on behalf of MTA Bridges and Tunnels with each Nationally Recognized Municipal Securities Information Repository (the “NRMSIRs”) and with the state information depository for the State, if and to the extent it shall have been established and shall be in existence and operating as a state information depository within the meaning of Rule 15c2-12 (the “State Depository”). Notices of material events will be filed by or on behalf of MTA Bridges and Tunnels with NRMSIRs or the Municipal Securities Rulemaking Board (the “MSRB”) and with the State Depository. 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 Bridges and Tunnels will undertake for the benefit of holders of Series 2006A Bonds to provide or cause to be provided either directly or through the Trustee, audited financial statements by no later than 120 days after the end of each fiscal year commencing with the fiscal year ending December 31, 2006, when and if such audited financial statements become available and, if such audited financial statements are not available on the date which is 120 days after the end of a fiscal year, the unaudited financial statements for such fiscal year. MTA Bridges and Tunnels annual financial statements will be filed with each NRMSIR and the State Depository.

The required Annual Information will include at least the following:

1. information of the type included in **Appendix A** under the following captions:
  - a. “TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY – MTA Bridges and Tunnels Facilities,”
  - b. “TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY – Authorized Projects of MTA Bridges and Tunnels,”
  - c. “RIDERSHIP AND FACILITIES USE – MTA Bridges and Tunnels – Total Revenue Vehicles,”
  - d. “RIDERSHIP AND FACILITIES USE – Toll Rates,”
  - e. “RIDERSHIP AND FACILITIES USE – Competing Facilities and Other Matters,” and
  - f. “EMPLOYEES, LABOR RELATIONS AND PENSION OBLIGATIONS – MTA Bridges and Tunnels.”
2. information regarding the capital programs of MTA Bridges and Tunnels, as well as of related public authorities whose operating needs, financing activities and capital programs may have a material impact on the operations and financing activities of MTA Bridges and Tunnels,
3. a presentation of changes to indebtedness issued by MTA Bridges and Tunnels under both the Senior Bridges and Tunnels Resolution, as well as information concerning changes to MTA Bridges and Tunnels’ debt service requirements on such indebtedness payable from Revenues,
4. historical information concerning traffic, revenues, operating expenses, Senior Bridges and Tunnels Resolution debt service and debt service coverage of the type included in this Official Statement in **Table 2**,
5. material litigation related to any of the foregoing, and
6. such narrative explanation as may be necessary to avoid misunderstanding and to assist the reader in understanding the presentation of financial information and operating data concerning, and in judging the financial condition of, MTA Bridges and Tunnels.

All or any portion of the Annual Information as well as required audited financial statements may be incorporated therein by specific reference to any other documents which have been filed with (a) the NRMSIRs and the State Depository or (b) the Securities and Exchange Commission; provided, however, that if the document is an official statement, it shall have been filed with the MSRB and need not have been filed elsewhere. 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 each NRMSIR or to the MSRB, and to the State Depository.

MTA Bridges and Tunnels will undertake, for the benefit of holders of the Series 2006A Bonds, to provide or cause to be provided:

1. to each NRMSIR or to the MSRB and to the State Depository, in a timely manner, notice of any of the events listed under the heading "CONTINUING DISCLOSURE" in this official statement with respect to the Series 2006A Bonds, if material, and
2. to each NRMSIR or to the MSRB, and to the State Depository, in a timely manner, notice of a failure to provide any Annual Information required by such undertaking or any required audited financial statements.

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 2006A 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 2006A 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 2006A 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 2006A Bonds at the time Outstanding which are affected thereby. Each of MTA Bridges and Tunnels 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 Senior Bridges and Tunnels Resolution nor give right to the Trustee or any Bondholder to exercise any remedies under the Senior Bridges and Tunnels 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 Bridges and Tunnels' 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 Bridges and Tunnels 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 2006A Bonds have been paid in full or legally defeased pursuant to the Senior Bridges and Tunnels 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 Bridges and Tunnels.

MTA Bridges and Tunnels may satisfy its obligations to file any notice, document or information with a NRMSIR or SID (i) solely by transmitting such filing to the Texas Municipal Advisory Council (the MAC) as provided at [http://www. disclosureusa.org](http://www.disclosureusa.org) unless the SEC has withdrawn the interpretive advice in its letter to the MAC dated September 7, 2004, or (ii) by filing the same with any dissemination agent, including any “central post office” or similar entity, assuming or charged with responsibility for accepting notices, documents or information for transmission to such NRMSIR or SID, to the extent permitted or required by the SEC. For this purpose, permission shall be deemed to have been granted by the SEC if and to the extent the agent has received a “no action” letter, which has not been revoked, from the SEC to the effect that enforcement action would not be recommended on account of using the agent, and not such NRMSIR or SID, as the source of information in determining compliance with the Rule.

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**ATTACHMENT 3  
FORM OF OPINION OF BOND COUNSEL**

**Upon delivery of the Series 2006A Bonds in definitive form, Hawkins Delafield & Wood LLP, New York, New York, Bond Counsel to TBTA, proposes to render its final approving opinion in substantially the following form:**

[Date of Closing]

Triborough Bridge and Tunnel Authority  
New York, New York

Ladies and Gentlemen:

We have examined a certified copy of the record of proceedings of the Triborough Bridge and Tunnel Authority (the "TBTA") and other proofs submitted to us relative to the issuance of \$200,000,000 aggregate principal amount of Triborough Bridge and Tunnel Authority General Revenue Bonds, Series 2006A (the "Series 2006A Bonds").

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

The Series 2006A Bonds are issued under and pursuant to the Constitution and statutes of the State of New York (the "State"), including the Triborough Bridge and Tunnel Authority Act, being Title 3 of Article 3 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 TBTA duly taken, including a resolution adopted by the members of TBTA on March 26, 2002 entitled "General Resolution Authorizing General Revenue Obligations", as supplemented by a resolution of said members adopted on January 25, 2006 (collectively, the "Resolution").

The Series 2006A Bonds are dated, mature, are payable, bear interest and are subject to redemption, all as provided in the Resolution.

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements that must be met subsequent to the issuance and delivery of the Series 2006A Bonds in order that interest on the Series 2006A 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 the TBTA, dated the date hereof (the "Arbitrage and Use of Proceeds Certificate"), in which the TBTA 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 2006A Bonds, including, but not limited to, certain representations with respect to the use of the proceeds of the Series 2006A Bonds and the investment of certain funds. The Arbitrage and Use of Proceeds Certificate obligates the TBTA to take certain actions necessary to cause interest on the Series 2006A 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 2006A 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. The TBTA has covenanted in the Resolution to maintain the exclusion of the interest on the Series 2006A Bonds from gross income for federal income tax purposes pursuant to Section 103(a) of the Code.

In rendering the opinion in paragraph 5 hereof, we have relied upon and assumed (i) 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 2006A Bonds from gross income for federal income tax purposes under Section 103 of the Code and (ii) compliance by the TBTA with procedures and covenants set forth in the Arbitrage and Use of Proceeds Certificate as to such tax matters.

We have also examined one of said Series 2006A Bonds as executed and, in our opinion, the form of said Series 2006A Bond and its execution are regular and proper.

We are of the opinion that:

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

2. TBTA has the right and power under the Issuer Act to adopt the Resolution. The Resolution has been duly and lawfully adopted by TBTA, is in full force and effect, is valid and binding upon TBTA, 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 2006A 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 direct and general obligations of TBTA, 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. TBTA has no taxing power and the Series 2006A Bonds are not debts of the State or of any other political subdivision thereof. TBTA 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 2006A Bonds.

4. The Series 2006A 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.

5. Under existing statutes and court decisions (i) interest on the Series 2006A Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, and (ii) interest on the Series 2006A Bonds is not treated as a preference item in calculating the alternative minimum tax imposed on individuals and corporations under the Code; such interest, however, is included in the adjusted current earnings of certain corporations for purposes of calculating the alternative minimum tax imposed on such corporations.

6. Under existing statutes, interest on the Series 2006A Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof.

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

Except as stated in paragraphs 5 and 6, we express no opinion regarding any other federal, state, local or foreign tax consequences with respect to the Series 2006A Bonds. We express no opinion on the effect of any action hereafter taken or not taken in reliance upon an opinion of other counsel on the exclusion from gross income for federal income tax purposes of interest on the Series 2006A Bonds, or under state, local and foreign tax law.

We express no opinion as to the accuracy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series 2006A Bonds.

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

Very truly yours,

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