

\$500,000,000

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY
(MTA BRIDGES AND TUNNELS)
Subordinate Revenue Bond Anticipation Notes,
Series 2025A

**DATED: Date of Delivery****DUE: as shown on the inside cover page**

The Triborough Bridge and Tunnel Authority's (MTA Bridges and Tunnels) Subordinate Revenue Bond Anticipation Notes, Series 2025A (the Series 2025A Notes) offered hereby are issued in accordance with the terms and provisions of the 2001 Subordinate Revenue Resolution Authorizing Subordinate Revenue Obligations of MTA Bridges and Tunnels adopted on March 26, 2002 (MTA Bridges and Tunnels Subordinate Resolution), as supplemented, including as supplemented by the Multiple Credit and Series 2025 Supplemental Resolution Authorizing Obligations, Obligation Anticipation Notes and Refunding Obligations adopted by MTA Bridges and Tunnels on December 18, 2024 (the Supplemental Resolution, and together with the MTA Bridges and Tunnels Subordinate Resolution, the Resolution). One or more series of Subordinate Revenue Bonds is authorized by the Supplemental Resolution to be issued to retire the Series 2025A Notes (the Take-Out Bonds).

The Series 2025A Notes are being issued to (i) finance approved transit and commuter projects included in the Metropolitan Transportation Authority's (MTA) 2020-2024 Capital Program, (ii) fund capitalized interest payments due on the Series 2025A Notes through and including May 15, 2026, and (iii) pay certain financing, legal and miscellaneous expenses. See "APPLICATION OF PROCEEDS" herein.

The following are pledged to the payment of principal and interest on the Series 2025A Notes: (i) proceeds of other Obligation Anticipation Notes issued to refinance the Series 2025A Notes and (ii) proceeds of the Take-Out Bonds. Principal and interest on the Series 2025A Notes may also be paid from the proceeds of notes or other indebtedness, or any other amounts (which other amounts are not pledged under the Resolution), to the extent such amounts may lawfully be used to make such payments, as more fully described herein. There is also pledged to the payment of interest on the Series 2025A Notes amounts available for transfer pursuant to the Resolution for the payment of Subordinated Indebtedness in accordance with the Resolution. MTA Bridges and Tunnels intends to pay principal of and interest on the Series 2025A Notes from amounts derived from the CBD Tolling Program (as defined herein), as permitted, but not obligated, by the Supplemental Resolution. The Series 2025A Notes are not secured by any other funds, accounts or amounts that are pledged to the payment of Subordinate Revenue Bonds or parity obligations issued under the MTA Bridges and Tunnels Subordinate Resolution. See "SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2025A NOTES".

The Series 2025A Notes are not a debt of the State of New York (the State), The City of New York (the City) or any other local government unit, and the State, the City and other local government units are not liable thereon. MTA Bridges and Tunnels has no taxing power.

In the opinion of Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP, Co-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 2025A Notes is:

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

Also in Co-Bond Counsel's opinion, under existing law, interest on the Series 2025A Notes is exempt from personal income taxes imposed by the State or any political subdivisions of the State, including the City. See "TAX MATTERS" herein for a discussion of certain federal and State income tax matters.

The Series 2025A Notes will bear interest at the rate shown on the inside cover page hereof.

The Series 2025A Notes are not subject to redemption prior to maturity.

The Series 2025A Notes are offered when, as, and if issued, subject to certain conditions, and are expected to be delivered through the facilities of The Depository Trust Company on or about February 6, 2025.

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 2025A Notes. Investors are advised to read the entire offering memorandum, including all portions hereof included by specific cross-reference, to obtain information essential to making an informed decision.

\$500,000,000
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY
(MTA BRIDGES AND TUNNELS)
Subordinate Revenue Bond Anticipation Notes,
Series 2025A

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP Number*</u>
February 1, 2028	\$500,000,000	5.00%	89602R MU6

* The CUSIP number has been assigned by an organization not affiliated with MTA Bridges and Tunnels and is included solely for the convenience of the holders of the Series 2025A Notes. MTA Bridges and Tunnels is not responsible for the selection or uses of the CUSIP number, nor is any representation made as to its correctness on the Series 2025A Notes or as indicated above. The CUSIP number is subject to being changed after the issuance of the Series 2025A Notes as a result of various subsequent actions including, but not limited to, a refunding in whole or in part or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of the Series 2025A Notes.

Triborough Bridge and Tunnel Authority
(MTA Bridges and Tunnels)
2 Broadway
New York, New York 10004
(212) 360-3000
Website: <https://new.mta.info>

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Gerard Bringmann	Non-Voting Member
Norman E. Brown.....	Non-Voting Member
Samuel Chu	Member
Michael Fleischer	Member
Daniel Garodnick.....	Member
Randolph Glucksman	Non-Voting Member
Marc Herbst.....	Member
David R. Jones.....	Member
Meera Joshi.....	Member
Blanca P. López.....	Member
David S. Mack.....	Member
Haeda B. Mihaltses.....	Member
John-Ross Rizzo	Member
John Samuelsen	Non-Voting Member
Lisa Sorin.....	Member
Vincent Tessitore, Jr.	Non-Voting Member
Midori Valdivia	Member
Neal Zuckerman	Member

Catherine Sheridan	President, MTA Bridges and Tunnels
Paul Friman, Esq.	General Counsel and Corporate Secretary, MTA Bridges and Tunnels

Kevin Willens	Chief Financial Officer, MTA
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STANTEC CONSULTING SERVICES INC.
New York, New York
Independent Engineers

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

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SUMMARY OF TERMS

MTA Bridges and Tunnels has prepared this Summary of Terms to describe the specific terms of the Series 2025A Notes. The information in this offering memorandum, including the materials filed with the Electronic Municipal Market Access system of the Municipal Securities Rulemaking Board and included by specific cross-reference as described herein, provides a more detailed description of matters relating to MTA Bridges and Tunnels and to MTA Bridges and Tunnels Subordinate Revenue Bonds. Investors should carefully review that detailed information in its entirety before making a decision to purchase any of the notes being issued.

Issuer	Triborough Bridge and Tunnel Authority, a public benefit corporation of the State of New York, hereinafter referred to as MTA Bridges and Tunnels.	
Notes Being Offered.....	Subordinate Revenue Bond Anticipation Notes, Series 2025A (the Series 2025A Notes).	
Purpose of Issue	The Series 2025A Notes are being issued to (i) finance approved transit and commuter projects included in the 2020-2024 Capital Program, (ii) fund capitalized interest payments due on the Series 2025A Notes through and including May 15, 2026, and (iii) pay certain financing, legal and miscellaneous expenses. See “APPLICATION OF PROCEEDS” in Part I .	
Maturity and Rate.....	The Series 2025A Notes mature on the date and bear interest at the rate shown on the inside cover page.	
Denominations	The Series 2025A Notes will be sold in denominations of \$5,000 or any integral multiple thereof.	
Interest Payment Dates	Interest on the Series 2025A Notes shall be paid semi-annually on each May 15 and November 15, commencing on May 15, 2025, and at maturity. See “DESCRIPTION OF THE SERIES 2025A NOTES – General – Interest Payments” in Part I .	
No Redemption	The Series 2025A Notes are not subject to redemption prior to maturity.	
Sources of Payment and Security	The following are pledged to the payment of principal and interest on the Series 2025A Notes: (i) proceeds of other Obligation Anticipation Notes issued to refinance the Series 2025A Notes and (ii) proceeds of the Take-Out Bonds. Principal and interest on the Series 2025A Notes may also be paid from the proceeds of notes or other indebtedness, or any other amounts (which other amounts are not pledged under the Resolution), to the extent such amounts may lawfully be used to make such payments, as more fully described herein. There is also pledged to the payment of interest on the Series 2025A Notes amounts available for transfer pursuant to the Resolution for the payment of Subordinated Indebtedness in accordance with the Resolution. MTA Bridges and Tunnels intends to pay principal of and interest on the Series 2025A Notes from amounts derived from the CBD Tolling Program (as defined herein), as permitted, but not obligated, by the Supplemental Resolution. The Series 2025A Notes are not secured by any other funds, accounts or amounts that are pledged to the payment of Subordinate Revenue Bonds or parity obligations issued under the MTA Bridges and Tunnels Subordinate Resolution. See “SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2025A NOTES” in Part I .	
Registration of the Notes	DTC Book-Entry-Only System. No physical certificates evidencing ownership of a Series 2025A Note will be delivered, except to DTC.	
Trustee and Paying Agent	The Bank of New York Mellon, New York, New York.	
Co-Bond Counsel	Orrick, Herrington & Sutcliffe LLP, New York, New York and Bryant Rabbino LLP, New York, New York.	
Special Disclosure Counsel.....	Hawkins Delafield & Wood LLP, New York, New York.	
Tax Status.....	See “TAX MATTERS” in Part III .	
Ratings.....	<u>Rating Agency</u>	<u>Rating</u>
	Fitch:	A+ (Long-Term)
	KBRA:	AA- (Long-Term)
	Moody’s:	A1 (Long-Term)
	S&P:	SP-1+ (Short-Term)
	See “RATINGS” in Part III .	
Co-Financial Advisors.....	Public Resources Advisory Group, Inc., New York, New York, and Sycamore Advisors, LLC, New York, New York.	
Independent Engineers	Stantec Consulting Services Inc., New York, New York.	
Purchase Price	See “UNDERWRITING” in Part III .	

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- *No Unauthorized Offer.* This offering memorandum is not an offer to sell, or the solicitation of an offer to buy, the Series 2025A Notes in any jurisdiction where that would be unlawful. MTA Bridges and Tunnels has not authorized any dealer, salesperson or any other person to give any information or make any representation in connection with the offering of the Series 2025A Notes, except as set forth in this offering memorandum. No other information or representations should be relied upon.
 - *No Contract or Investment Advice.* This offering memorandum is not a contract and does not provide investment advice. Investors should consult their financial advisors and legal counsel with questions about this offering memorandum and the Series 2025A Notes being offered, and anything else related to this note 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 offering memorandum 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 since the date of this offering memorandum.
 - *Forward-Looking Statements.* Many statements contained in this offering memorandum, including the appendices and 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 as of the date of this offering memorandum. 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 offering memorandum. Neither MTA Bridges and Tunnels' independent auditors, nor any other independent auditors, have compiled, examined, or performed any procedures with respect to the forward-looking statements contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and they assume no responsibility for, and disclaim any association with, the prospective financial information. Neither MTA Bridges and Tunnels' independent auditors, nor any other independent auditors, have been consulted in connection with the preparation of the forward-looking statements set forth in this offering memorandum, which is solely the product of MTA Bridges and Tunnels and its affiliates and subsidiaries as of the date of this offering memorandum, and the independent auditors assume no responsibility for its content. These forward-looking statements speak only as of the date of this offering memorandum.
 - *Projections.* The projections set forth in this offering memorandum 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 offering memorandum 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, and they assume no responsibility for, and disclaim any association with, the prospective financial information. 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 offering memorandum, which is solely the product of MTA Bridges and Tunnels and MTA and its affiliates and subsidiaries as of the date of this offering memorandum, and the independent auditors assume no responsibility for its content.
 - *Independent Auditor.* Deloitte & Touche LLP, MTA Bridges and Tunnels' independent auditor, has not reviewed, commented on or approved, and is not associated with, this offering memorandum. The audit report of Deloitte & Touche LLP relating to MTA Bridges and Tunnels' financial statements for the years ended December 31, 2023 and 2022, which is a matter of public record, is included by specific cross-reference in this offering memorandum. Deloitte & Touche LLP has performed a review of the consolidated interim financial information of MTA for the nine-month period ended September 30, 2024. As indicated in the review report which accompanies MTA's consolidated interim financial information, because Deloitte & Touche LLP did not perform an audit, Deloitte & Touche LLP expresses no opinion on that information. The consolidated interim financial information of MTA for the for the nine-month period ended September 30, 2024 (except for the auditor's review report accompanying the consolidated interim financial information) is included in this offering memorandum by specific cross-reference. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA Bridges and Tunnels, including without limitation any of the information contained in this offering memorandum, since the date of such review report which is not included by reference herein.

- ***Website Addresses.*** References to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this offering memorandum for purposes of Rule 15c2-12 of the United States Securities and Exchange Commission, as amended, and in effect on the date hereof.
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Information Included by Specific Cross-reference. The following portions of MTA’s 2024 Combined Continuing Disclosure Filings, dated April 29, 2024, as updated on July 3, 2024, July 10, 2024, August 7, 2024, and December 3, 2024, filed with the Electronic Municipal Market Access system (EMMA) of the Municipal Securities Rulemaking Board (MSRB), are included by specific cross-reference in this offering memorandum, along with material that updates this offering memorandum and that is filed with EMMA prior to the delivery date of the Series 2025A Notes, together with any supplements or amendments thereto:

- **Part I** – MTA Annual Disclosure Statement (the **MTA Annual Disclosure Statement** or **ADS**)
- **Appendix D** – Audited Financial Statements of Triborough Bridge and Tunnel Authority for the Years Ended December 31, 2023 and 2022 (including the auditor’s report accompanying the annual financial information)

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

- The Triborough Bridge and Tunnel Authority 2001 Subordinate Revenue Resolution Authorizing Subordinate Revenue Obligations (i.e., as used in this offering memorandum, the MTA Bridges and Tunnels Subordinate Resolution)
- The Triborough Bridge and Tunnel Authority General Resolution Authorizing General Revenue Obligations (the MTA Bridges and Tunnels Senior Resolution)
- Annex A – Standard Resolution Provisions
- 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 29, 2024, prepared by Stantec Consulting Services Inc.
- MTA’s Unaudited Consolidated Interim Financial Statements as of and for the for the nine-month period ended September 30, 2024 (excluding the auditor’s review report accompanying the interim financial information)

For convenience, copies of most of these documents can be found on the MTA website (<https://new.mta.info>) under the caption “Transparency – Financial and Investor information – Investor Information and Disclosures” and “– Financial and Budget Statements”. No statement on MTA’s website is included by specific cross-reference herein. For the **ADS** and **Appendix D**, see <https://new.mta.info/investor-info/disclosure-filings>. For bond resolutions and related annexes, see <https://new.mta.info/investor-info/bond-resolutions-interagency-agreements>. See “FURTHER INFORMATION” in **Part III**. Definitions of certain terms used in the foregoing instruments may differ from terms used in this offering memorandum, such as using the popular name “MTA Bridges and Tunnels” in place of Triborough Bridge and Tunnel Authority or its abbreviation, TBTA.

The financial statements of MTA Bridges and Tunnels for the years ended December 31, 2023 and 2022, incorporated by specific cross-reference in this offering memorandum, have been audited by Deloitte & Touche LLP, independent certified public accountants, as stated in their audit report appearing therein. Deloitte & Touche LLP has not reviewed, commented on or approved, and is not associated with, this offering memorandum. The audit report of Deloitte & Touche LLP relating to MTA Bridges and Tunnels’ financial statements for the years ended December 31, 2023 and 2022, which is a matter of public record, is included by specific cross-reference in this offering memorandum. Deloitte & Touche LLP has not been asked to consent to the inclusion, or incorporation by reference, of its audit report in this offering memorandum. The consolidated interim financial information of MTA for the for the nine-month period ended September 30, 2024 (except for the auditor’s review report accompanying the consolidated interim financial information) has also been incorporated by specific cross-reference in this offering memorandum. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA Bridges and Tunnels, including without limitation any of the information contained in, or incorporated by specific cross-reference in, this offering memorandum, since the date of such review report, which is not included by specific cross-reference herein.

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 New York State (the State), without any power of taxation – frequently called a “public authority.” MTA Bridges and Tunnels is an affiliate of MTA. The board members of the Metropolitan Transportation Authority (MTA) serve as the board members of MTA’s affiliates and subsidiaries, which, together with MTA, are referred to collectively herein as the Related Entities.

MTA Bridges and Tunnels is authorized to construct and operate toll bridges and tunnels and other public facilities in New York City (the City) and to issue debt obligations secured primarily by its bridge and tunnel tolls to finance the capital costs of its bridge and tunnel facilities and of the Transit and Commuter Systems operated by other affiliates and subsidiaries of MTA. Since 2008, MTA Bridges and Tunnels has not issued debt obligations secured by bridge and tunnel tolls to finance capital projects for the benefit of the Transit and Commuter Systems. MTA Bridges and Tunnels is also authorized to issue debt obligations to finance capital costs of the Transit and Commuter Systems secured primarily by certain non-toll revenues. While the Series 2025A Notes are not secured by bridge and tunnel tolls, and MTA Bridges and Tunnels intends to use amounts derived from the CBD Tolling Program to retire the Series 2025A Notes, if the Series 2025A Notes are retired with Take-Out Bonds, those Take-Out Bonds would be secured by bridge and tunnel tolls. See “SOURCES OF PAYMENT AND SECURITY FOR THE SEIRES 2025A NOTES” in **Part I** and “SOURCES OF PAYMENT AND SECURITY FOR SUBORDINATE REVENUE BONDS” in **Part II**.

MTA Bridges and Tunnels is authorized to issue Second Subordinate Revenue Bonds, Sales Tax Revenue Bonds, and bonds secured by certain real estate transfer taxes to finance capital costs of the Central Business District Tolling Program (CBD Tolling Program).

MTA Bridges and Tunnel’s surplus amounts from bridge and tunnel toll revenues are also used to fund transit and commuter operations, and to finance capital projects.

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

MTA, MTA Bridges and Tunnels and the other Related Entities are described in detail in the **ADS**, which is included by specific cross-reference in this offering memorandum.

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

<u>Legal Name</u>	<u>Popular Name</u>
Metropolitan Transportation Authority	MTA
New York City Transit Authority	MTA New York City Transit
Manhattan and Bronx Surface Transit Operating Authority	MaBSTOA
Staten Island Rapid Transit Operating Authority	MTA Staten Island Railway
MTA Bus Company	MTA Bus
The Long Island Rail Road Company	MTA Long Island Rail Road

Metro-North Commuter Railroad Company
MTA Construction and Development Company
MTA Grand Central Madison Concourse Operating Company
Triborough Bridge and Tunnel Authority

MTA Metro-North Railroad
MTA Construction and Development
MTA GCMC
MTA Bridges and Tunnels

Capitalized terms used herein and not otherwise defined have the meanings provided in the ADS or the MTA Bridges and Tunnels Subordinate Resolution.

Information Provided in MTA Disclosure

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

Where to Find Information

Information in this Offering Memorandum. This offering memorandum is organized as follows:

- This **Introduction** provides a general description of MTA Bridges and Tunnels and the other Related Entities.
- **Part I** provides specific information about the Series 2025A Notes.
- **Part II** describes the sources of payment and security for all Subordinate Revenue Bonds, including the Take-Out Bonds.
- **Part III** provides miscellaneous information relating to the Series 2025A Notes.
- **Attachment 1** sets forth certain provisions applicable to the book-entry-only system of registration to be used for the Series 2025A Notes.
- **Attachment 2** sets forth the form of a continuing disclosure agreement relating to the Series 2025A Notes.
- **Attachment 3** is the form of approving opinions of Co-Bond Counsel in connection with the issuance of the Series 2025A Notes.
- **Attachment 4** is a copy of the Bringdown Letter of Stantec Consulting Services Inc., dated January 28, 2025.

Information Included by Specific Cross-reference. The information listed under the caption "Information Included by Specific Cross-reference" following the Table of Contents, as filed with the MSRB through EMMA to date, is "included by specific cross-reference" in this offering memorandum. 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 offering memorandum. **This offering memorandum, which includes the specified portions of those filings, should be read in its entirety in order to obtain essential information for making an informed decision in connection with the Series 2025A Notes.** Information included by specific cross-reference in this offering memorandum may be obtained, as described below, from the MSRB and from MTA Bridges and Tunnels.

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

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

Bringdown Letter of Stantec Consulting Services Inc. In connection with the issuance of the Series 2025A Notes, Stantec Consulting Services Inc. delivered a bringdown letter, dated January 28, 2025, of its report entitled "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 29, 2024, which is attached hereto as **Attachment 4**.

Anticipated Debt Issuance

In addition to the Series 2025A Notes, MTA Bridges and Tunnels anticipates issuing, in the second half of 2025, General Revenue Bonds to finance bridge and tunnel projects in its approved capital program and, subject to market conditions, to refund certain outstanding General Revenue Bonds of MTA Bridges and Tunnels.

Special Disclosure Regarding Pause in Federal Assistance

Recently, a number of presidential executive orders, as well as an Office of Management and Budget (OMB) memorandum dated January 27, 2025 with respect to those executive orders were issued. The memorandum directed federal agencies to temporarily pause the execution of certain new federal grants and disbursement of funds on certain existing federal grants while analyses of federal financial assistance programs in context of the executive orders are conducted. The OMB rescinded the memo on January 29, 2025, and a temporary judicial restraining order pertaining to certain of these presidential executive orders was issued on January 31, 2025. The MTA Bridges and Tunnels does not receive any federal financial assistance. MTA and MTA Bridges and Tunnels are monitoring these developments to assess any potential impact on MTA's capital program.

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PART I. SERIES 2025A NOTES

Part I of this offering memorandum, together with the Summary of Terms, provides specific information about the Series 2025A Notes.

APPLICATION OF PROCEEDS

MTA Bridges and Tunnels anticipates that the proceeds of the Series 2025A Notes (the principal amount thereof, plus original issue premium of \$32,775,000), in the aggregate amount of \$532,775,000, will be used as follows: (i) \$500,072,300 to finance approved transit and commuter projects included in MTA's 2020-2024 Capital Program, (ii) \$31,875,000 to fund capitalized interest payments due on the Series 2025A Notes through and including May 15, 2026, and (iii) \$827,700 to pay certain financing, legal and miscellaneous expenses associated with the Series 2025A Notes.

DESCRIPTION OF SERIES 2025A NOTES

General

Record Date. The Record Date for the payment of principal of and interest on the Series 2025A Notes shall be the date that is 15 days immediately preceding such payment date.

Book-Entry-Only System. The Series 2025A Notes will be registered in the name of The Depository Trust Company, or its nominee (together, DTC) which will act as securities depository for the Series 2025A Notes. Individual purchases of the Series 2025A Notes will be made in book-entry-only form, in denominations of \$5,000 or any integral multiple thereof. So long as DTC is the registered owner of the Series 2025A Notes, all payments on the Series 2025A Notes will be made directly to DTC. DTC is responsible for disbursement of those payments to its participants, and DTC participants and indirect participants are responsible for making those payments to beneficial owners. See **Attachment 1** – “Book-Entry-Only System”.

Maturity. The Series 2025A Notes will mature and be payable as to principal, as set forth on the inside cover page.

Interest Payments. The Series 2025A Notes will bear interest from the dated date at the per annum rate shown on the inside cover page of this offering memorandum. Interest on the Series 2025A Notes shall be paid semi-annually on each May 15 and November 15, commencing on May 15, 2025, and at maturity, calculated based on a 360-day year comprised of twelve 30-day months and will be payable to the Holders thereof on each Interest Payment Date. In the event that any payment date is not a Business Day, payment will be made on the next Business Day with the same force and effect as if made on the nominal date set forth herein and no interest shall accrue during the intervening period with respect to any payment so deferred.

Transfers and Exchanges. So long as DTC is the securities depository for the Series 2025A Notes, it will be the sole registered owner of the Series 2025A Notes, and transfers of ownership interests in the Series 2025A Notes will occur through the DTC Book-Entry-Only System.

Trustee and Paying Agent. The Bank of New York Mellon, New York, New York, is Trustee and Paying Agent with respect to the Series 2025A Notes.

No Redemption Prior to Maturity

The Series 2025A Notes are not subject to redemption prior to maturity.

SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2025A NOTES

The Series 2025A Notes are bond anticipation notes issued pursuant to the MTA Bridges and Tunnels Subordinate Resolution and the Supplemental Resolution in anticipation of the Take-Out Bonds.

The following are pledged to the payment of principal and interest on the Series 2025A Notes: (i) proceeds of other Obligation Anticipation Notes issued to refinance the Series 2025A Notes and (ii) proceeds of the Take-Out Bonds. Principal and interest on the Series 2025A Notes may also be paid from the proceeds of notes or other indebtedness, or any other amounts (which other amounts are not pledged under the Resolution), to the extent such amounts may lawfully be used to make such payments, as more fully described herein. There is also pledged to the payment of interest on the Series 2025A Notes amounts available for transfer pursuant to the Resolution for the payment of Subordinated Indebtedness in accordance with the Resolution.

MTA Bridges and Tunnels intends to pay principal of and interest on the Series 2025A Notes from amounts derived from the CBD Tolling Program, as permitted, but not obligated, by the Supplemental Resolution. For a description of the CBD Tolling Program, see “OPERATIONS – TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY – Central Business District Tolling Program” in Part 4 of the **ADS**.

The Series 2025A Notes are not secured by any other funds, accounts or amounts that are pledged to the payment of Subordinate Revenue Bonds or parity obligations issued under the MTA Bridges and Tunnels Subordinate Resolution.

MTA Bridges and Tunnels covenants in the Supplemental Resolution to maintain issuance capacity pursuant to the MTA Bridges and Tunnels Subordinate Resolution to issue the Take-Out Bonds or additional Obligation Anticipation Notes in an amount sufficient to pay the principal of and interest on the Series 2025A Notes when due.

DEBT SERVICE

Table 1 on the next page sets forth, on a cash basis, (i) debt service on the outstanding General Revenue Bonds, (ii) debt service on the outstanding Subordinate Revenue Bonds, and (iii) aggregate debt service on all outstanding General Revenue Bonds and Subordinate Revenue Bonds issued by MTA Bridges and Tunnels as of the date of issuance of the Series 2025A Notes. **Table 1** excludes debt service on the Series 2025A Notes.

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Table 1
MTA Bridges and Tunnels
Aggregate Senior and Subordinate Debt Service⁽¹⁾
(\$ in thousands)

Year Ending December 31	MTA Bridges and Tunnels General Revenue Bonds Debt Service ⁽²⁾⁽³⁾⁽⁴⁾	MTA Bridges and Tunnels Subordinate Revenue Bonds Debt Service ⁽³⁾	MTA Bridges and Tunnels Aggregate Debt Service ⁽⁵⁾
2025	\$ 725,719	\$ 18,386	\$ 744,105
2026	767,060	-	767,060
2027	759,122	-	759,122
2028	764,894	-	764,894
2029	671,609	58,760	730,369
2030	672,179	59,720	731,899
2031	675,652	59,775	735,427
2032	680,224	47,015	727,239
2033	467,692	-	467,692
2034	572,511	-	572,511
2035	554,934	-	554,934
2036	484,926	-	484,926
2037	485,437	-	485,437
2038	497,246	-	497,246
2039	365,062	-	365,062
2040	369,667	-	369,667
2041	461,242	-	461,242
2042	354,430	-	354,430
2043	306,125	-	306,125
2044	379,254	-	379,254
2045	333,108	-	333,108
2046	349,524	-	349,524
2047	341,546	-	341,546
2048	321,539	-	321,539
2049	227,653	-	227,653
2050	206,629	-	206,629
2051	192,903	-	192,903
2052	217,938	-	217,938
2053	218,211	-	218,211
2054	194,092	-	194,092
2055	81,986	-	81,986
2056	82,192	-	82,192
2057	34,261	-	34,261
Total	\$13,816,567	\$243,656	\$14,060,223

⁽¹⁾ Totals may not add due to rounding.

⁽²⁾ Includes the following assumptions for debt service: variable rate bonds at an assumed rate of 4.0%; variable rate bonds swapped to fixed at the applicable fixed rate on the swap; floating rate notes at an assumed rate of 4.0% plus the current fixed spread; floating rate notes swapped to fixed at the applicable fixed rate on the swap plus the current fixed spread; MTA Bridges and Tunnels General Revenue Variable Rate Bonds, Series 2001C Bonds and a portion of MTA Bridges and Tunnels General Revenue Variable Rate Bonds, Series 2005A Bonds at an assumed rate of 4.0%; interest paid monthly, calculated on the basis of a 360-day year consisting of twelve 30-day months.

⁽³⁾ Excludes debt service on the Series 2025A Notes.

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

⁽⁵⁾ Figures reflect amounts outstanding as of the date of issuance of the Series 2025A Notes.

PART II. SOURCES OF PAYMENT AND SECURITY FOR SUBORDINATE REVENUE BONDS

Part II of this offering memorandum describes the sources of payment and security for all Subordinate Revenue Bonds, including the Take-Out Bonds. In connection with the payment of the Series 2025A Notes as described above under “SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2025A NOTES”, the Take-Out Bonds are the primary source of security for the Series 2025A Notes.

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 and after the application of such net revenues to the payment of debt service as required by the MTA Bridges and Tunnels Senior Resolution, are pledged to the holders of the Subordinate Revenue Bonds for payment, as described below.

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

- Robert F. Kennedy Bridge (formerly the Triborough Bridge),
- Verrazzano-Narrows Bridge,
- Bronx-Whitestone Bridge,
- Throgs Neck Bridge,
- Henry Hudson Bridge,
- Marine Parkway-Gil Hodges Memorial Bridge,
- Cross Bay Veterans Memorial Bridge,
- Hugh L. Carey Tunnel (formerly the 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 Part 4 of the **ADS** – “TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY – Toll Rates.”

For more detailed information about MTA Bridges and Tunnels’ tolls, see the report of the Independent Engineers included by specific cross-reference herein entitled “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 29, 2024, and the Bringdown Letter of Stantec Consulting Services Inc., dated January 28, 2025, and included herein as **Attachment 4** (collectively, the Independent Engineers’ Report). Readers should understand that the projections set forth in the Independent Engineers’ Report have been developed based upon methodologies and using assumptions that may be different from the methodologies and assumptions used by MTA Bridges and Tunnels in connection with preparing the MTA 2025 Final Proposed Budget and November Financial Plan 2025-2028, as presented to the Finance Committee of the MTA Board on November 18, 2024 (the November Financial Plan). Consequently, the projections set forth in the Independent Engineers’ Report and in the November Financial Plan may differ. Prospective investors should read the Independent Engineers’ Report in its entirety, including the updated traffic volume and toll revenue calculations detailed in **Attachment 4**.

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 five years, as well as operating expenses.

Table 2
Historical Revenues, Operating Expenses and Senior and Subordinate Debt Service
(in thousands)⁽¹⁾

	2019	2020	2021	2022	2023
Bridge and Tunnel Revenues:					
Robert F. Kennedy Bridge	\$ 463,134	\$ 355,004	\$ 466,908	\$ 503,541	\$ 525,748
Verrazano-Narrows Bridge	453,434	386,978	515,132	544,527	570,710
Bronx-Whitestone Bridge	352,093	282,204	379,286	401,877	399,506
Throgs Neck Bridge	356,078	293,274	348,927	368,082	394,314
Henry Hudson Bridge	88,568	59,958	91,874	97,581	100,899
Marine Parkway Gil Hodges Memorial Bridge	18,507	16,560	20,381	21,208	21,196
Cross Bay Veterans' Memorial Bridge	19,543	17,741	21,392	21,626	21,286
Queens Midtown Tunnel	198,866	134,251	192,306	221,532	226,903
Hugh L. Carey Tunnel	121,279	93,783	133,671	152,410	158,193
Total Bridge and Tunnel Revenues:	\$ 2,071,411	\$ 1,639,753	\$ 2,169,877	\$ 2,332,384	\$ 2,418,755
Investment Income and Other ⁽²⁾	31,921	22,716	24,726	31,251	53,993
Total Revenues	\$ 2,103,332	\$ 1,662,469	\$ 2,194,603	\$ 2,363,636	\$ 2,472,748
Operating Expenses ⁽³⁾					
Personnel Costs ⁽⁴⁾	\$ 286,792	\$ 254,547	\$ 234,823	\$ 225,071	\$ 222,989
Maintenance and Other Operating Expenses	257,028	212,188	227,203	247,771	254,612
Total Operating Expenses	\$ 543,820	\$ 466,735	\$ 462,026	\$ 472,842	\$ 477,601
Net Revenues Available for Debt Service	\$ 1,559,512	\$ 1,195,734	\$ 1,732,577	\$ 1,890,793	\$ 1,995,147
MTA Bridges and Tunnels Senior Lien Debt Service⁽⁵⁾	\$ 558,253	\$ 564,261	\$ 586,373	\$ 581,186	\$ 605,574
Subordinate Bond Fund Investment Earnings	\$ 938	\$ 165	\$ 14	\$ 615	\$ 2,007
Net Revenues Available for Subordinate Debt Service	\$ 1,002,197	\$ 631,638	\$ 1,146,204	\$ 1,310,222	\$ 1,391,580
Debt Service on Subordinate Revenue Bonds	\$ 102,721	\$ 102,234	\$ 102,115	\$ 103,300	\$ 80,949
Total Debt Service (Senior and Subordinate)	\$ 660,974	\$ 666,495	\$ 688,488	\$ 684,486	\$ 686,524
Combined Debt Service Coverage Ratio	2.36x	1.79x	2.52x	2.76x	2.91x

⁽¹⁾ Numbers may not add due to rounding.

⁽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 funds that were applied to the payment of debt service as follows for the years 2019 through 2023, respectively (in thousands); \$4,793, \$970, \$116, \$3,167, and \$13,537. The amounts set forth in this footnote are derived from MTA Bridges and Tunnels audited financial statements for the years 2019 through 2023.

⁽³⁾ Excludes depreciation, includes GASB 75 OPEB Expense Adjustment, GASB 68 Pension Expense Adjustment, GASB 87 Lease Adjustment and beginning as of 2022, GASB 96 SBITA adjustments.

⁽⁴⁾ Includes regular and overtime salaries and fringe annual benefits, less capitalized personnel reimbursements.

⁽⁵⁾ Net of Build America Bond interest subsidies of \$8.4 million in 2019, \$8.6 million in 2020, \$8.5 million in 2021 and 2022, and \$7.6 million in 2023.

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

- Bridge and Tunnel Revenues – In 2020, traffic and revenues were negatively affected during the height of the COVID-19 pandemic. In 2021, paid vehicle crossings rebounded to 307.3 million, an increase of 21.4% from 2020. There were 326.3 million paid vehicle crossings in 2022, an increase of 6.2% compared to 2021. A toll increase was implemented in April 2021. In 2023,

traffic volumes increased by 2.7% over 2022, to a record high of 335.1 million vehicles, which also is 1.7% higher than the previous record high of 329.3 million vehicles in 2019. Toll revenue increased by 3.6% from \$2.332 billion in 2022 to \$2.418 billion in 2023. A toll increase was implemented in August 2023.

- Operating Expenses - Personnel Costs – The decrease in 2020 was primarily due to a decrease in salaries and benefits and other post-employment benefits. The decreases in 2021 and 2022 were primarily due to a decrease in salaries and benefits and other post-employment benefits as a result of lower headcount. The decrease in 2023 was primarily due to lower health and welfare costs for retirees, and higher reimbursable overhead credits, as well as vacancies.
- Operating Expenses - Maintenance and Other Operating Expenses – The decrease in 2020 was primarily due to lower major maintenance and bridge painting costs, lower legal expenses, and lower credit card fees. The increase in 2021 was due to higher legal expenses, credit card fees and insurance, offset by lower major maintenance and bridge painting costs. The increase in 2022 was primarily due to higher major maintenance and bridge painting costs, credit card fees and insurance. The increase in 2023 was mainly due to the timing of insurance costs as well as higher maintenance and operating contract expenses.

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Table 3 sets forth certain revenues and expenses, including debt service, relating to MTA Bridges and Tunnels' November Forecast 2024 and Final Proposed Budget 2025 based on the November Financial Plan. The projection of estimated revenues and expenses set forth in the report by MTA Bridges and Tunnels' Independent Engineers (which is included by specific cross-reference in this offering memorandum), is different from that set forth in the November Forecast 2024 and Final Proposed Budget 2025, as the projection is based upon conclusions formed independently based upon the Independent Engineers' own methodology and assumptions. Prospective investors should read the Independent Engineers' Report in its entirety, including the Independent Engineers' bringdown letter included herein as **Attachment 4**.

Table 3
MTA Bridges and Tunnels
November Forecast 2024 and Final Proposed Budget 2025
(\$ in thousands)⁽¹⁾

	November Forecast 2024	Final Proposed Budget 2025
Operating Revenue		
Toll Revenue	\$2,576,221	\$2,583,402
Investment Income and Other Operating Revenue ⁽²⁾	<u>40,339</u>	<u>28,339</u>
Total Revenues	<u>\$2,616,560</u>	<u>\$2,611,741</u>
Operating Expenses ⁽³⁾		
Personnel Costs (net of reimbursements) ⁽⁴⁾	\$227,937	\$244,607
Maintenance and Other Operating Expenses	<u>274,523</u>	<u>276,907</u>
Total Operating Expenses	<u>\$502,461</u>	<u>\$521,514</u>
Net Revenues Available for Debt Service	\$2,114,099	\$2,090,227
MTA Bridges and Tunnels Senior Lien Debt Service⁽⁵⁾	597,244	714,682
Senior Lien Coverage	3.54x	2.92x
TBTA Subordinate Lien Debt Service	\$18,172	\$16,039
TBTA Debt Service (Senior and Subordinate)	\$615,416	\$730,721
Combined Debt Service Coverage Ratio	3.44x	2.86x

⁽¹⁾ Numbers may not add due to rounding.

⁽²⁾ Includes the net revenues from the Battery Parking Garage, as well as E-ZPass administrative fees as well as investment income

⁽³⁾ Excludes depreciation, includes GASB 75 OPEB Expense Adjustment, GASB 68 Pension Expense Adjustment, GASB 87 Lease Adjustment and GASB 96 SBITA adjustments.

⁽⁴⁾ Includes regular and overtime salaries and fringe annual benefits, less capitalized personnel reimbursements.

⁽⁵⁾ Debt service is net of the expected receipt of annual Build America Bonds interest subsidies of approximately \$7.6 million in 2024 and \$3.6 million in 2025. Such interest subsidies do not constitute revenues under the MTA Bridges and Tunnels Senior Resolution.

SECURITY

Subordinate Revenue Bonds, including the Take-Out Bonds, are special obligations of MTA Bridges and Tunnels payable solely from the trust estate (described below) pledged for the payment of the Subordinate Revenue Bonds and Parity Debt pursuant to the terms of the MTA Bridges and Tunnels Subordinate Resolution, after the payment of Operating Expenses and after payment of debt service as required by the MTA Bridges and Tunnels Senior Resolution. The MTA Bridges and Tunnels Subordinate Resolution, including the Standard Resolution Provisions, is included by specific cross-reference herein and is available on MTA's website at <https://new.mta.info/investor-info/bond-resolutions-interagency-agreements>.

The Series 2025A Notes and any MTA Bridges and Tunnels Subordinate Revenue Bonds, including the Take-Out Bonds, are not a debt of the State or the City, or any other local governmental unit. MTA Bridges and Tunnels has no taxing power.

Pledge Effected by the MTA Bridges and Tunnels Subordinate Resolution

The lien on the trust estate described below created by the MTA Bridges and Tunnels Subordinate Resolution is junior and subordinate to the lien created by the MTA Bridges and Tunnels Senior Resolution.

Pursuant to, and in accordance with, the MTA Bridges and Tunnels Subordinate Resolution, MTA Bridges and Tunnels has pledged to the holders of the Subordinate Revenue Bonds and Parity Debt a "Trust Estate," which consists of:

- Revenues (after the application of such Revenues as required by the MTA Bridges and Tunnels Senior Resolution, including the payment of Operating Expenses and MTA Bridges and Tunnels Senior Resolution debt service),
- the proceeds from the sale of the Subordinate Revenue Bonds, and
- all funds, accounts and subaccounts established by the MTA Bridges and Tunnels Subordinate Resolution (except those established pursuant to a related supplemental resolution, and excluded by such supplemental resolution from the Trust Estate as security for all Subordinate Revenue Bonds in connection with variable interest rate obligations, put obligations, parity debt, subordinated contract obligations or subordinated debt).

Revenues and Additional Subordinate TBTA Projects

Revenues from MTA Bridges and Tunnels Facilities. For purposes of the pledge under the MTA Bridges and Tunnels Senior Resolution, the MTA Bridges and Tunnels Subordinate Resolution and the CBDTP Second Subordinate Revenue Resolution Authorizing CBDTP Second Subordinate Revenue Obligations adopted by MTA Bridges and Tunnels on December 18, 2019 (the CBDTP Second Subordinate 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 capital projects for the Transit and Commuter Systems, MTA Bus and MTA Staten Island Railway financed by MTA Bridges and Tunnels is not derived by or for the account of MTA Bridges and Tunnels; consequently, no revenues from any portion of the capital projects for the Transit and Commuter Systems, MTA Bus and MTA

Staten Island Railway financed by MTA Bridges and Tunnels are pledged to the payment of debt service on the Subordinate Revenue Bonds.

Pledged revenues under the MTA Bridges and Tunnels Senior Resolution and the MTA Bridges and Tunnels Subordinate Resolution are not available to be expended on the implementation or administration of the CBD Tolling Program, unless the CBD Tolling Program qualifies as an Additional TBTA Project, as defined in the MTA Bridges and Tunnels Senior Resolution, or an Additional Subordinate TBTA Project, as defined in the MTA Bridges and Tunnels Subordinate Resolution. Revenues derived from the CBD Tolling Program are not available for debt service on the General Revenue Bonds or Subordinate Revenue Bonds of MTA Bridges and Tunnels issued to finance bridge and tunnel projects in the MTA Bridges and Tunnels Capital Program, unless the CBD Tolling Program qualifies as an Additional TBTA Project under the MTA Bridges and Tunnels Senior Resolution or as an Additional Subordinate TBTA Project under the MTA Bridges and Tunnels Subordinate Resolution.

For a discussion of other projects that MTA Bridges and Tunnels is authorized to undertake, see Part 4 of the **ADS** – “TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY – *Authorized Projects of MTA Bridges and Tunnels.*”

Additional TBTA Projects that can become TBTA Facilities. If MTA Bridges and Tunnels is authorized to undertake another project, whether or not a bridge or tunnel, that project can become a TBTA Facility for purposes of the MTA Bridges and Tunnels Senior Resolution if it is designated as such by MTA Bridges and Tunnels and it satisfies certain conditions more fully described in the MTA Bridges and Tunnels Senior Resolution included by specific cross-reference herein.

MTA Bridges and Tunnels has no present intention of qualifying the CBD Tolling Program as an Additional TBTA Project or as an Additional Subordinate TBTA Project. See “TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY – Central Business District Tolling Program” in Part 4 of the **ADS**.

Flow of Revenues

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

- Proceeds Fund, and
- Debt Service Fund.

MTA Bridges and Tunnels is required to transfer to the Debt Service Fund under the MTA Bridges and Tunnels Subordinate Resolution, from time to time, but no less frequently than on or before the 25th day of each calendar month, from such amounts as shall from time to time be available for transfer from the Revenue Fund under the MTA Bridges and Tunnels Senior Resolution, free and clear of the lien of the Senior Resolution, the amount, if any, required so that the balance in the Debt Service 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.

Rate Covenant

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 the 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 on all senior lien, subordinate lien, and second subordinate lien bonds and parity debt, plus
 - to maintain any reserve established by MTA Bridges and Tunnels pursuant to the MTA Bridges and Tunnels Senior 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 1.10x the Calculated Debt Service on all senior lien and subordinate lien bonds and parity debt 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 the MTA Bridges and Tunnels Subordinate Resolution included by specific cross-reference herein.

Additional Subordinate Revenue Bonds

Under the provisions of the MTA Bridges and Tunnels Subordinate Resolution, MTA Bridges and Tunnels may issue one or more series of Additional Subordinate Revenue 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 Facilities,
- MTA Bridges and Tunnels Transit and Commuter Project, or
- any Additional Subordinate TBTA Project.

In addition to meeting certain other conditions, all as more fully described in the MTA Bridges and Tunnels Subordinate Resolution, included by specific reference herein, an Authorized Officer must certify that the Twelve Month Period Net Revenues are at least equal to 1.10 times the Combined Maximum Annual Calculated Debt Service for all Subordinate Revenue Obligations, Parity Debt, Senior Obligations and Senior Parity Debt.

In addition, MTA Bridges and Tunnels covenants that, prior to the issuance of Senior Obligations, an Authorized Officer must certify that the Twelve Month Period Net Revenues are at least equal to 1.10 times the Combined Maximum Annual Calculated Debt Service for all Subordinate Revenue Obligations, Parity Debt, Senior Obligations and Senior Parity Debt.

Refunding Subordinate Revenue Bonds

Subordinate Revenue Bonds may be issued for the purpose of refunding Subordinate Revenue Bonds, Parity Debt, Senior Obligations or Senior Parity Debt if

- the Combined Maximum Annual Calculated Debt Service (including the refunding Subordinate Revenue Bonds then proposed to be issued, but not including the Subordinate Revenue Bonds, Parity Debt, Senior Obligations or Senior Parity Debt to be refunded) is equal to or less than the Combined Maximum Annual Calculated Debt Service as calculated immediately prior to the refunding (including the refunded Subordinate Revenue Bonds, Parity Debt, Senior Obligations or Senior Parity Debt, but not including the refunding Subordinate Revenue Bonds), or
- the conditions referred to above under Additional Subordinate Revenue Bonds are satisfied.

For a more detailed description of the conditions that must be satisfied before issuing refunding Subordinate Revenue Bonds, see the MTA Bridges and Tunnels Subordinate Resolution, included by specific reference herein.

Parity Debt

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

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PART III. OTHER INFORMATION ABOUT THE SERIES 2025A NOTES

Part III of this offering memorandum provides miscellaneous additional information relating to the Series 2025A Notes.

TAX MATTERS

General

Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP are Co-Bond Counsel for the Series 2025A Notes. Each Co-Bond Counsel is of the opinion that, under existing law, relying on certain statements by MTA Bridges and Tunnels and assuming compliance by MTA Bridges and Tunnels with certain covenants, interest on the Series 2025A Notes is:

- excluded from an Owner's federal gross income under Section 103 of the Internal Revenue Code of 1986 (the Internal Revenue Code), and
- not a specific preference item for an Owner in calculating the federal individual alternative minimum tax. Interest on the Series 2025A Notes that is included in the "adjusted financial statement income" of certain corporations is not excluded from the federal corporate alternative minimum tax.

Each Co-Bond Counsel is also of the opinion that, under existing law, interest on the Series 2025A Notes is exempt from personal income taxes of the State and any political subdivisions of the State, including the City. See **Attachment 3** to this offering memorandum for the form of the opinions that Co-Bond Counsel expect to deliver when the Series 2025A Notes are delivered.

The Internal Revenue Code imposes requirements on the Series 2025A Notes that MTA Bridges and Tunnels must continue to meet after the Series 2025A Notes are issued. These requirements generally involve the way that Series 2025A Note proceeds must be invested and ultimately used and the way that assets financed and refinanced with proceeds of the Series 2025A Notes must be used. If MTA Bridges and Tunnels does not meet these requirements, it is possible that an Owner may have to include interest on the Series 2025A Notes 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.

An Owner who is a particular kind of taxpayer may also have additional tax consequences from owning the Series 2025A Notes. This is possible if an Owner is:

- an S corporation,
- a United States branch of a foreign corporation,
- a financial institution,
- a property and casualty or a life insurance company,
- an individual receiving Social Security or railroad retirement benefits,
- an individual claiming the earned income credit, or
- a borrower of money to purchase or carry the Series 2025A Notes.

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

Co-Bond Counsel are not responsible for updating their respective opinions in the future. It is possible that future events could change the tax treatment of the interest on the Series 2025A Notes or affect the market price of the Series 2025A Notes. See also "Miscellaneous" below under this heading.

Co-Bond Counsel express no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel on the federal income tax treatment of interest on the Series 2025A Notes, or under State, local or foreign tax law.

Bond Premium

If an Owner purchases a Series 2025A Note for a price that is more than the principal amount, generally the excess is “bond premium” on that Series 2025A Note. The tax accounting treatment of bond premium is complex. It is amortized over time and as it is amortized, an Owner’s tax basis in that Series 2025A Note will be reduced. An Owner of a Series 2025A Note that is callable before its stated maturity date may be required to amortize the premium over a shorter period, resulting in a lower yield on such Series 2025A Note. An Owner in certain circumstances may realize a taxable gain upon the sale of a Series 2025A Note with bond premium, even though the Series 2025A Note is sold for an amount less than or equal to the Owner’s original cost. If an Owner owns any Series 2025A Notes with bond premium, it should consult its tax advisor regarding the tax accounting treatment of bond premium.

Information Reporting and Backup Withholding

Information reporting requirements apply to interest paid on tax-exempt obligations, such as the Series 2025A Notes. In general, such requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, “Request for Taxpayer Identification Number and Certification,” or if the interest recipient is one of a limited class of exempt recipients. A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to “backup withholding,” which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Internal Revenue Code. For the foregoing purpose, a “payor” generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient.

If an Owner purchasing a Series 2025A Note through a brokerage account has executed a Form W-9 in connection with the establishment of such account, as generally can be expected, no backup withholding should occur. In any event, backup withholding does not affect the excludability of the interest on the Series 2025A Notes from gross income for federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the Owner’s federal income tax once the required information is furnished to the Internal Revenue Service.

Miscellaneous

Legislative or administrative actions and court decisions, at either the federal or state level, may cause interest on the Series 2025A Notes to be subject, directly or indirectly, in whole or in part, to federal, state or local income taxation, and thus have an adverse impact on the value or marketability of the Series 2025A Notes. This could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), repeal of the exclusion or exemption of the interest on the Series 2025A Notes from gross income for federal or state income tax purposes, or otherwise. It is not possible to predict whether any legislative or administrative actions or court decisions having an impact on the federal or state income tax treatment of holders of the Series 2025A Notes may occur. Prospective purchasers of the Series 2025A Notes should consult their own tax advisors regarding the impact of any change in law or proposed change in law on the Series 2025A Notes. Co-Bond Counsel have not undertaken to advise in the future whether any events after the date of issuance of the Series 2025A Notes may affect the tax status of interest on the Series 2025A Notes.

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

BOARD POLICY REGARDING SENIOR LIEN COVERAGE

In addition to the requirements of the rate covenant and the requirements for the issuance of additional bonds for certain purposes set forth under “SECURITY – Rate Covenant” and “–Additional Subordinate Revenue Bonds”, respectively, in **Part II**, the Board of MTA Bridges and Tunnels has established a policy that it will “endeavor to maintain a ratio” of Net Revenues to senior lien Debt Service of at least 1.75 times. MTA Bridges and Tunnels has been in compliance with this policy since its adoption in March 2002.

The policy does not constitute a covenant or agreement by MTA Bridges and Tunnels enforceable under the MTA Bridges and Tunnels Senior Resolution, the MTA Bridges and Tunnels Subordinate Resolution or the CBDTP Second Subordinate Resolution. While this policy has been in effect without change since 2002, the Board of MTA Bridges and Tunnels retains the right to amend, modify or repeal such policy and may do so at any time in its sole discretion without the consent or approval of the Trustee or any Bondholder under the MTA Bridges and Tunnels Senior Resolution, the MTA Bridges and Tunnels Subordinate Resolution or the CBDTP Second Subordinate Resolution.

LEGALITY FOR INVESTMENT

The MTA Bridges and Tunnels Act provides that the Series 2025A Notes are securities in which the following investors may properly and legally invest funds, including capital in their control or belonging to them:

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

Certain of those investors, however, may be subject to separate restrictions that limit or prevent their investment in the Series 2025A Notes.

LITIGATION

There is no pending litigation concerning the issuance of the Series 2025A Notes.

MTA Bridges and Tunnels is a defendant in numerous claims and actions, the status of which is set forth in Part 5 of the **ADS** under the caption “LITIGATION – MTA Bridges and Tunnels”, as that filing may be amended or supplemented to date.

CO-FINANCIAL ADVISORS

Public Resources Advisory Group, Inc. and Sycamore Advisors, LLC are MTA Bridges and Tunnels’ Co-Financial Advisors for the Series 2025A Notes. The Co-Financial Advisors have provided MTA Bridges and Tunnels advice on the plan of finance and have reviewed the competitive bidding of the Series 2025A Notes. The Co-Financial Advisors have not independently verified the information contained in this offering memorandum and do not assume responsibility for the accuracy, completeness or fairness of such information.

UNDERWRITING

After competitive bidding on February 4, 2025, the Series 2025A Notes were awarded to the purchasers identified in the table below (the Underwriters) in the principal amounts and at the purchase prices indicated therein. Each Underwriter has agreed to purchase all of the Series 2025A Notes awarded to them. Each Underwriter has sole discretion in establishing the price at which the Series 2025A Notes awarded to them will be offered to the public and may change from time to time the offering prices for the Series 2025A Notes it purchased.

<u>Underwriter</u>	<u>Principal Amount Purchased</u>	<u>Original Issue Premium</u>	<u>Underwriter's Discount</u>	<u>Purchase Price</u>
BofA Securities, Inc.	\$375,000,000	\$24,581,250	\$187,500	\$399,393,750
Morgan Stanley & Co. LLC	75,000,000	4,916,250	27,750	79,888,500
Goldman Sachs & Co. LLC	50,000,000	3,277,500	17,500	53,260,000

The Series 2025A Notes may be offered and sold to certain dealers (including dealers depositing such Series 2025A Notes into investment trusts) at prices lower or yields higher than such public offering prices or yields and prices or yields may be changed, from time to time, by the Underwriters.

In addition, certain of the Underwriters may have entered into distribution agreements with other broker-dealers (that have not been designated by MTA Bridges and Tunnels as Underwriters) for the distribution of the Series 2025A Notes at the original issue prices. Such agreements generally provide that the relevant Underwriter will share a portion of its underwriting compensation or selling concession with such broker-dealers.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. Certain of the Underwriters and their respective affiliates have provided, and may in the future provide, a variety of these services to MTA Bridges and Tunnels and to persons and entities with relationships with MTA Bridges and Tunnels, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates, officers, directors and employees may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of MTA Bridges and Tunnels (directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with MTA Bridges and Tunnels. The Underwriters and their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

RATINGS

The Summary of Terms identifies the ratings of the credit rating agencies that are assigned to the Series 2025A Notes. Those ratings reflect only the views of the organizations assigning them. An explanation of the significance of the ratings or any outlooks or other statements given with respect thereto from each identified agency may be obtained as follows:

Fitch Ratings
Hearst Tower
300 W. 57th Street
New York, New York 10019
(212) 908-0500

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

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

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

MTA Bridges and Tunnels has furnished information to each rating agency rating the Series 2025A Notes, including information not included in this offering memorandum, about MTA Bridges and Tunnels and such notes. Generally, rating agencies base their ratings on that information and on independent investigations, studies and assumptions made by each rating agency. A securities rating is not a recommendation to buy, sell or hold securities. There can be no assurance that ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by a rating agency if, in the judgment of that rating agency, circumstances warrant the revision or withdrawal. Those circumstances may include, among other things, changes in or unavailability of information relating to MTA Bridges and Tunnels or the Series 2025A Notes. Any downward revision or withdrawal of a rating may have an adverse effect on the market price of the Series 2025A Notes.

LEGAL MATTERS

All legal proceedings in connection with the issuance of the Series 2025A Notes are subject to the approval of Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP, Co-Bond Counsel to MTA Bridges and Tunnels. The form of the opinions of Co-Bond Counsel in connection with the issuance of the Series 2025A Notes is set forth in **Attachment 3** to this offering memorandum.

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

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

CONTINUING DISCLOSURE UNDER SEC RULE 15c2-12

In order to assist the Underwriters to comply with Rule 15c2-12 (Rule 15c2-12) promulgated by the Securities and Exchange Commission (the SEC) under the Securities Exchange Act of 1934, as amended, MTA Bridges and Tunnels and the trustee under the MTA Bridges and Tunnels Senior Resolution will enter into a written agreement, dated as of the date of issuance of the Series 2025A Notes (the Continuing Disclosure Agreement), for the benefit of the holders of the Series 2025A Notes. A form of such Continuing Disclosure Agreement is attached hereto as "**Attachment 2 – FORM OF CONTINUING DISCLOSURE AGREEMENT**". 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, 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 information (the Annual Information) with EMMA.

MTA Bridges and Tunnels has further agreed to deliver notice to EMMA of any failure to provide the Annual Information. MTA Bridges and Tunnels is also obligated to deliver to EMMA, in a timely manner not in excess of ten business days after the occurrence of any of the sixteen (16) events described in the Continuing Disclosure Agreement, notice of the occurrence of such events.

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.

MTA Bridges and Tunnels is not responsible for any failure by EMMA or any nationally recognized municipal securities information repository to timely post disclosure submitted to it by MTA Bridges and Tunnels or any failure to associate such submitted disclosure to all related CUSIPs.

The Continuing Disclosure Agreement contains 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 if an undertaking calls for information that no longer can be generated because the operations to which it is related have been materially changed or discontinued, a statement to that effect will be provided. It is not anticipated that it will be necessary to amend the information undertakings, however, the Continuing Disclosure Agreement may be amended or modified without bondholders' consent under certain circumstances set forth therein.

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FURTHER INFORMATION

MTA Bridges and Tunnels may place a copy of this offering memorandum on MTA's website at <https://new.mta.info/investors>. No statement on 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 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 Bridges and Tunnels and MTA assume no liability or responsibility for errors or omissions contained on any website. Further, MTA Bridges and Tunnels and MTA 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/ Olga Chernat
Olga Chernat
Deputy Chief, Financial Services
Metropolitan Transportation Authority and
Authorized Officer
Triborough Bridge and Tunnel Authority
(MTA Bridges and Tunnels)

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ATTACHMENT 1

BOOK-ENTRY-ONLY SYSTEM

1. The Depository Trust Company (DTC) will act as securities depository for the Series 2025A Notes. The Series 2025A Notes 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 2025A Note will be issued for each maturity of the Series 2025A Notes, 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 2025A Notes exceeds \$500 million, one Bond of such maturity will be issued with respect to each \$500 million of principal amount, and an additional Bond will be issued with respect to any remaining principal amount of such maturity.

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

3. Purchases of Series 2025A Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2025A Notes on DTC's records. The ownership interest of each actual purchaser of each Series 2025A Note (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 2025A Notes 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 2025A Notes, except in the event that use of the book-entry-only system for the Series 2025A Notes is discontinued.

4. To facilitate subsequent transfers, all Series 2025A Notes 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 2025A Notes 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 2025A Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2025A Notes 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 2025A Notes may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2025A Notes, such as redemptions, tenders, defaults, and proposed amendments to the Series 2025A Note documents. For example, Beneficial Owners of the Series 2025A Notes may wish to ascertain that the nominee holding the Series 2025A Notes 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 2025A Notes 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 2025A Notes unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to MTA Bridges and Tunnels 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 2025A Notes 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 2025A Notes 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 2025A Notes 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 2025A Notes 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 2025A Notes will be printed and delivered.

THE ABOVE INFORMATION CONCERNING DTC AND DTC'S BOOK-ENTRY-ONLY 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

FORM OF CONTINUING DISCLOSURE AGREEMENT TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY (MTA BRIDGES AND TUNNELS) SUBORDINATE REVENUE BOND ANTICIPATION NOTES, SERIES 2025A

CONTINUING DISCLOSURE AGREEMENT

THIS AGREEMENT, dated February 6, 2025, is made by and between TBTA and the Trustee, each as defined below in Section 1.

In order to permit the Underwriters to comply with the provisions of Rule 15c2-12 in connection with the public offering of the Notes, the parties hereto, in consideration of the mutual covenants herein contained and other good and lawful consideration, hereby agree, for the sole and exclusive benefit of the Holders, as follows:

Section 1. Definitions; Rules of Construction.

(i) Capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Resolution.

“Annual Information” shall mean the information specified in Section 3(A) hereof.

“EMMA” shall mean the Electronic Municipal Market Access System of the MSRB.

“Financial Obligation” means “financial obligation” as such term is defined in Rule 15c2-12.

“GAAP” shall mean generally accepted accounting principles as in effect from time to time in the United States.

“Holder” shall mean any registered owner of Notes, and, for purposes of Section 5 of this Agreement only, if registered in the name of DTC (or a nominee thereof) or in the name of any other entity (or a nominee thereof) that acts as a “clearing corporation” within the meaning of the New York Uniform Commercial Code and is a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended, any beneficial owner of Notes.

“MSRB” shall mean the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the Securities Exchange Act of 1934, as amended.

“Offering Memorandum” shall mean the Offering Memorandum dated February 4, 2025, in connection with the Notes.

“Notes” shall mean the TBTA’s Subordinate Revenue Bond Anticipation Notes, Series 2025A.

“Resolution” shall mean the 2001 Subordinate Revenue Resolution Authorizing Subordinate Revenue Obligations of MTA Bridges and Tunnels adopted on March 26, 2002, as supplemented, including as supplemented by the Multiple Credit and Series 2025 Supplemental Resolution Authorizing Obligations,

Obligation Anticipation Notes and Refunding Obligations adopted by MTA Bridges and Tunnels on December 18, 2024.

“Rule 15c2-12” shall mean Rule 15c2-12 (as amended through the date of this Agreement) under the Securities Exchange Act of 1934, as amended, including any official interpretations thereof promulgated on or prior to the effective date hereof.

“State” shall mean the State of New York.

“TBTA” shall mean Triborough Bridge and Tunnel Authority, a public benefit corporation of the State of New York.

“Trustee” shall mean The Bank of New York Mellon, New York, New York, or any successor trustee under the Resolution.

“Underwriters” shall mean the underwriter or underwriters that have contracted to purchase the Notes from TBTA upon original issuance.

(ii) Unless the context clearly indicates to the contrary, the following rules shall apply to the construction of this Agreement:

(a) Words importing the singular number shall include the plural number and vice versa.

(b) Any reference herein to a particular Section or subsection without further reference to a particular document or provision of law or regulation is a reference to a Section or subsection of this Agreement.

(c) The captions and headings herein are solely for convenience of reference and shall not constitute a part of this Agreement nor shall they affect its meaning, construction or effect.

Section 2. Obligation to Provide Continuing Disclosure.

A. Obligations of TBTA.

(i) TBTA hereby undertakes, for the benefit of Holders, to provide or cause to be provided:

(a) to EMMA, no later than 120 days after the end of each fiscal year, commencing with the fiscal year ending December 31, 2024, Annual Information relating to such fiscal year;

(b) if not submitted as part of Annual Information, to EMMA, not later than 120 days after the end of each fiscal year commencing with the fiscal year ending December 31, 2024, audited financial statements of TBTA for such fiscal year when and if they 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 of TBTA for such fiscal year; and

(c) to EMMA in a timely manner, not in excess of ten business days after the occurrence of each event, notices of the following events with respect to the Notes:

(1) principal and interest payment delinquencies;

(2) non-payment related defaults, if material;

(3) unscheduled draws on debt service reserves reflecting financial difficulties;

(4) unscheduled draws on credit enhancements reflecting financial difficulties;

(5) substitution of credit or liquidity providers, or their failure to perform;

(6) adverse tax opinions, the issuance by the IRS of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Notes or other material events affecting the tax status of the Notes;

(7) modifications to the rights of security holders, if material;

(8) bond calls, if material, and tender offers;

(9) defeasances;

(10) release, substitution, or sale of property securing repayment of the Notes, if material;

(11) rating changes;

(12) bankruptcy, insolvency, receivership or similar event of the issuer as set forth in Rule 15c2-12;

(13) consummation of a merger, consolidation or acquisition involving an obligated person or the sale of all or substantially all of the assets of an obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such action or the termination of a definitive agreement relating to such actions, other than pursuant to its terms, if material;

(14) appointment of a successor or additional trustee or the change of name of a trustee, if material;

(15) incurrence of a Financial Obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and

(16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of an obligated person, any of which reflect financial difficulties.

(d) to EMMA, in a timely manner, notice of a failure to provide any Annual Information required by clause A(i)(a) of this Section 2 or any financial statements required by clause A(i)(b) of this Section 2.

(ii) TBTA may satisfy its obligations hereunder by filing any notice, document or information with EMMA, to the extent permitted or required by the Securities and Exchange Commission (the "SEC").

(iii) Except as disclosed in the Offering Memorandum, TBTA 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.

B. Obligations of the Trustee.

The Trustee shall notify TBTA upon the occurrence of any of the events listed in Section 2(A)(i)(c) promptly upon becoming aware of the occurrence of any such event. The Trustee shall not be deemed to have become aware of the occurrence of any such event unless an officer in its corporate trust department becomes aware of the occurrence of any such event.

C. Additional Obligations.

(i) Other information. Nothing herein shall be deemed to prevent TBTA from disseminating any other information in addition to that required hereby in the manner set forth herein or in any other manner. If TBTA should disseminate any such additional information, TBTA shall not have any obligation hereunder to update such information or to include it in any future materials disseminated hereunder.

(ii) Disclaimer. Each of TBTA and the Trustee shall be obligated to perform only those duties expressly provided for such entity in this Agreement, and neither of the foregoing shall be under any obligation to the Holders or other parties hereto to perform, or monitor the performance of, any duties of such other parties.

Section 3. Annual Information.

A. Annual Information.

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

(i) information of the type included in MTA Annual Disclosure Statement (the “**ADS**”), in the form filed with EMMA on April 29, 2024, 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) “TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY – MTA Bridges and Tunnels – Total Revenue Vehicles,”

(d) “TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY – Toll Rates,” and

(e) “EMPLOYEES, LABOR RELATIONS AND PENSION AND OTHER POST-EMPLOYMENT OBLIGATIONS – MTA Bridges and Tunnels.”

(ii) information regarding the capital programs of TBTA, 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 TBTA,

(iii) a presentation of changes to indebtedness issued by TBTA under both the senior and subordinate resolutions, as well as information concerning changes to TBTA’s debt service requirements on such indebtedness payable from Pledged Revenues,

(iv) historical information concerning traffic, revenues, operating expenses, Resolution debt service and debt service coverage of the type included in the Offering Memorandum, in **Table 2** and included by specific reference in the **ADS** under the heading “REVENUES OF THE RELATED ENTITIES – MTA Bridges and Tunnels Surplus”,

(v) material litigation related to any of the foregoing, and

(vi) 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, TBTA.

B. Incorporation by Reference.

All or any portion of Annual Information may be incorporated therein by cross reference to any other documents which have been filed with (i) EMMA or (ii) the SEC.

C. General Categories of Information Provided.

The requirements contained in this Agreement under Section 3 are intended to set forth a general description of the type of financial information and operating data to be provided; such descriptions are not intended to state more than general categories of financial information and operating data; and where the provisions of Section 3 call 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 shall be provided.

Section 4. Financial Statements.

TBTA’s annual financial statements for each fiscal year shall be prepared in accordance with GAAP as in effect from time to time. Such financial statements shall be audited by an independent accounting firm.

All or any portion of TBTA’s audited or unaudited financial statements may be incorporated therein by specific cross-reference to any other documents which have been filed with (i) EMMA or (ii) the SEC.

Section 5. Remedies.

If any party hereto shall fail to comply with any provision of this Agreement, then the Trustee or any Holder 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, this Agreement 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 under this Agreement; provided that the sole and exclusive remedy for breach of this Agreement shall be an action to compel specific performance of this Agreement of such party hereunder and no person or entity shall be entitled to recover monetary damages hereunder under any circumstances, and, provided further, that any challenge to the adequacy of any information provided pursuant to Section 2 shall be brought only by the Trustee or the Holders of 25% in aggregate principal amount of the Notes at the time outstanding which are affected thereby. TBTA and the Trustee each reserves the right, but shall not be obligated, to enforce the obligations of the others. Failure to comply with any provision of this Agreement shall not constitute a default under the Resolution nor give right to the Trustee or any Holder to exercise any of the remedies under the Resolution, except as otherwise set forth herein.

Section 6. Parties in Interest.

This Agreement is executed and delivered solely for the benefit of the Holders which, for the purposes of Section 5, includes those beneficial owners of Notes specified in the definition of Holder set forth in

Section 1. For the purposes of such Section 5, such beneficial owners of Notes shall be third-party beneficiaries of this Agreement. No person other than those described in Section 5 shall have any right to enforce the provisions hereof or any other rights hereunder.

Section 7. Amendments.

Without the consent of any Holders (except to the extent expressly provided below), TBTA and the Trustee at any time and from time to time may enter into any amendments or changes to this Agreement for any of the following purposes:

(i) to comply with or conform to Rule 15c2-12 or any amendments thereto or authoritative interpretations thereof by the SEC or its staff (whether required or optional) which are applicable to the Agreement;

(ii) to add a dissemination agent for the information required to be provided hereby and to make any necessary or desirable provisions with respect thereto;

(iii) to evidence the succession of another person to TBTA and the assumption by any such successor of the covenants of TBTA hereunder;

(iv) to add to the covenants of TBTA for the benefit of the Holders, or to surrender any right or power herein conferred upon TBTA; or

(v) for any other purpose as a result of a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of TBTA, or type of business conducted; provided that (1) the Agreement, as amended, would have complied with the requirements of Rule 15c2-12 at the time of the offering of the Notes, after taking into account any amendments or authoritative interpretations of Rule 15c2-12, as well as any change in circumstances, (2) the amendment or change either (a) does not materially impair the interests of Holders, as determined by Bond Counsel or (b) is approved by the vote or consent of Holders of a majority in outstanding principal amount of the Notes affected thereby at or prior to the time of such amendment or change and (3) the Trustee receives an opinion of Bond Counsel that such amendment is authorized or permitted by this Agreement.

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 Annual 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 reasonably feasible such comparison shall also be quantitative. A notice of any such change in accounting principles shall be sent to EMMA.

Section 8. Termination.

This Agreement shall remain in full force and effect until such time as all principal, redemption premiums, if any, and interest on the Notes shall have been paid in full or legally defeased pursuant to the Resolution (a "Legal Defeasance"); *provided, however*, that if Rule 15c2-12 (or successor provision) shall be amended, modified or changed so that all or any part of the information currently required to be provided thereunder shall no longer be required to be provided thereunder, then such information shall no longer be required to be provided hereunder; and *provided, further, that* if and to the extent Rule 15c2-12 (or successor provision), or any provision thereof, shall be declared by a court of competent and final jurisdiction to be, in

whole or in part, invalid, unconstitutional, null and void, or otherwise inapplicable to the Notes, then the information required to be provided hereunder, insofar as it was required to be provided by a provision of Rule 15c2-12 so declared, shall no longer be required to be provided hereunder. Upon any Legal Defeasance, TBTA shall provide notice of such defeasance to EMMA. Such notice shall state whether the Notes have been defeased to maturity or to redemption and the timing of such maturity or redemption. Upon any other termination pursuant to this Section 8, TBTA shall provide notice of such termination to EMMA.

Section 9. The Trustee.

(i) Except as otherwise set forth herein, this Agreement shall not create any obligation or duty on the part of the Trustee and the Trustee shall not be subject to any liability hereunder for acting or failing to act as the case may be.

(ii) TBTA shall indemnify and hold harmless the Trustee in connection with this Agreement, to the same extent provided in the Resolution for matters arising thereunder.

Section 10. Governing Law.

This Agreement shall be governed by the laws of the State determined without regard to principles of conflict of law.

Section 11. Counterparts.

This Agreement may be executed in one or more counterparts, each of which shall be an original, but which together shall constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned have duly authorized, executed and delivered this Agreement as of the date first above written.

**TRIBOROUGH BRIDGE AND TUNNEL
AUTHORITY**

By: _____
Name:
Title:

THE BANK OF NEW YORK MELLON, as Trustee

By: _____
Name:
Title:

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ATTACHMENT 3

FORM OF APPROVING OPINIONS OF CO-BOND COUNSEL

Upon delivery of the Series 2025A Notes in definitive form, each of Orrick, Herrington & Sutcliffe LLP, New York, New York, and Bryant Rabbino, LLP, New York, New York, Co-Bond Counsel to MTA Bridges and Tunnels, proposes to render its final approving opinion in substantially the following form:

[Date of Closing]

Triborough Bridge and Tunnel Authority
Triborough Station, Box 35
New York, New York 10035

Ladies and Gentlemen:

We have examined a certified copy of the record of proceedings of Triborough Bridge and Tunnel Authority (“TBTA”) and other proofs submitted to us relative to the issuance of \$500,000,000 aggregate principal amount of Triborough Bridge and Tunnel Authority Subordinate Revenue Bond Anticipation Notes, Series 2025A (the “Series 2025A Notes”).

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 2025A Notes 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 Board of TBTA on March 26, 2002 entitled “2001 Subordinate Revenue Resolution Authorizing Subordinate Revenue Obligations”, as supplemented, including as supplemented by the Multiple Credit and Series 2025 Supplemental Resolution Authorizing Obligations, Obligation Anticipation Notes And Refunding Obligations adopted by the Board of TBTA on December 18, 2024 (collectively, the “Resolution”).

The Series 2025A Notes are dated, mature, are payable, bear interest and are subject to redemption, all as provided in the Resolution.

The Internal Revenue Code (the “Code”) establishes certain requirements that must be met subsequent to the issuance and delivery of the Series 2025A Notes in order that interest on the Series 2025A Notes 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 TBTA, dated the date hereof (the “Arbitrage and Use of Proceeds Certificate”), in which 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 2025A Notes, including, but not limited to, certain representations with respect to the use of the proceeds of the Series 2025A Notes and the investment of certain funds. We have not independently verified the accuracy of those representations, statements and certifications. The Arbitrage and Use of Proceeds Certificate obligates TBTA to take certain actions necessary to cause interest on the Series 2025A Notes 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 2025A Notes 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. TBTA has covenanted in the Resolution to maintain the exclusion of the interest on the Series 2025A Notes 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 the accuracy of the representations, statements of intention and reasonable expectation and certifications contained in the Arbitrage and Use of Proceeds Certificate with respect to matters affecting the exclusion of interest on the Series 2025A Notes from gross income for federal income tax purposes under Section 103 of the Code and compliance by 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 2025A Notes as executed and, in our opinion, the form of said Series 2025A Note 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, including the prior pledge created in favor of Senior Obligations and Senior Parity Debt secured by the Senior Resolution.

3. The Series 2025A Notes have been duly and validly authorized and issued in accordance with the laws of the State, including the Constitution of the State and the Issuer Act, and in accordance with the Resolution, and are valid and binding special obligations of TBTA, enforceable in accordance with their terms and the terms of the Resolution and entitled to the benefits of the Issuer Act, payable solely from the amounts pledged pursuant to the Resolution. TBTA has no taxing power and the Series 2025A Notes are not debts of the State or of any other political subdivision thereof. TBTA reserves the right to issue Senior Obligations and Senior Parity Debt in accordance with the provisions of the Senior Resolution and to issue additional Subordinate Revenue Obligations and to incur Parity Debt on the terms and conditions, and for the purposes, provided in the Resolution.

4. The Series 2025A Notes 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, interest on the Series 2025A Notes is excluded from gross income for federal income tax purposes under Section 103 of the Code and is not a specific preference item in calculating the federal individual alternative minimum tax imposed under the Code. Interest on the Series 2025A Notes that is included in the "adjusted financial statement income" of certain corporations is not excluded from the federal corporate alternative minimum tax.

6. Under the Issuer Act, interest on the Series 2025A Notes is exempt from personal income taxes imposed by the State or any political subdivision thereof, including The City of New York.

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

Except as stated in paragraphs 5 and 6, we express no opinion regarding any other federal, state, local or foreign tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the Series 2025A Notes. We express no opinion regarding the federal, state, local or foreign tax consequences of any action hereafter taken or not taken in reliance upon an opinion of other counsel with respect to the Series 2025A Notes.

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 2025A Notes. Our services did not include financial or other non-legal advice. Finally, we undertake no responsibility for the accuracy, completeness or fairness of the Offering Memorandum or other offering material relating to the Series 2025A Notes and express no opinion with respect thereto.

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

Very truly yours,

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ATTACHMENT 4

**COPY OF BRINGDOWN LETTER OF STANTEC CONSULTING SERVICES INC., DATED
JANUARY 28, 2025**

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To:	Triborough Bridge and Tunnel Authority	From:	Rick Gobeille, PE Stantec Consulting Services, Inc
	Triborough Station, Box 35 New York, New York 10035		475 Fifth Avenue, 12th Floor New York, NY 10017-7239
File:	Bringdown Letter of Stantec Consulting Services Inc.	Date:	January 28, 2025

Ladies and Gentlemen:

Our report entitled “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 29, 2024 (the “Report”), based on actual traffic and revenue data through February 2024, as well as preliminary unaudited traffic volumes through March 24, 2024, was reviewed in connection with, and included by specific reference in, the Preliminary Offering Memorandum dated January 25, 2025 of the Triborough Bridge and Tunnel Authority’s (MTA Bridges and Tunnels) Subordinate Revenue Bond Anticipation Notes, Series 2025A.

We have reviewed transaction and revenue data from March through December 2024. Additionally, we have reviewed underlying economic factors from the Report. Based on this analysis, this letter reaffirms the conclusions made in the Report and is relevant for use in connection with the Preliminary Offering Memorandum dated January 28, 2025 of the Triborough Bridge and Tunnel Authority’s (MTA Bridges and Tunnels) Subordinate Revenue Bond Anticipation Notes, Series 2025A.

On June 26, 2023, the Federal Highway Administration confirmed the conclusions found in the Final Environmental Assessment of the MTA’s Central Business District Tolling Program (“CBDTP”), and issued a Finding of No Significant Impact, officially allowing the program to move forward. On June 5, 2024, shortly before the original toll commencement date of June 30, 2024, Governor Hochul announced her intention to pause the implementation of the CBDTP, and the MTA Board adopted a resolution recognizing the pause.

On November 14, 2024, Governor Kathy Hochul announced the end of the congestion pricing pause. The reinstated program included an additional feature of a phase-in over six years. Subsequently, the MTA board adopted the modified program and the TBTA began collecting CBDTP tolls on January 5, 2025. The current toll is 60% of the original toll structure approved by the TBTA Board in March 2024 for the program’s first three years. It will increase to 80% from 2028 through 2030, finally graduating to the full original toll structure beginning in 2031.

The effects of the CBD Tolling Program have not been included in the analysis prepared by Stantec for the Report or this Bringdown Letter as the program was originally paused indefinitely and only recently went into effect. At the time of this bringdown letter, tolling has only been operational for less than three weeks. Additionally, January is historically one of the lowest months each year for TBTA transactions. The beginning of January 2025, specifically, had extreme cold weather and snow that could affect typical traffic trends. Consequently, insufficient information is available to make realistic assumptions regarding any impacts of the program on the MTA Bridges and Tunnels facilities or projected revenues. However, such a program could have an impact on both travel patterns and MTA Bridges and Tunnels revenue, none of which is reflected in the Report or this Bringdown Letter.

The assumptions and projections contained in the Report are reasonable and nothing has occurred in the interim that would cause us to change our underlying assumptions for the forecast as presented in the Report or negatively impact the traffic and revenue projections presented, therefore the toll traffic and revenue

January 28, 2025

Triborough Bridge and Tunnel Authority

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ATTACHMENT A

projections in the Report remain valid. Additionally, the conclusions as to the physical conditions and expected useful lives of the MTA Bridges and Tunnels facilities set forth in the Report remain valid.

Stantec will complete a detailed analysis of the full year 2024 data and will include the results in the upcoming April 2025 Independent Engineer Report ("April 2025 Report"). The detailed analysis will include an estimate of CBTP related impacts on the MTA Bridge and Tunnel facilities. An updated traffic and revenue forecast for 2025 and following years (consistent with the 2025-2028 MTA Financial Plan) will also be included in the April 2025 Report.

Please see Attachment A for a detailed comparison of available actual 2024 transactions and toll revenue data to the 2023 and the Report.

Very truly yours,

STANTEC CONSULTING SERVICES INC.

A handwritten signature in black ink, appearing to read "Rick Gobeille".

Rick Gobeille, PE
Senior Principal

ATTACHMENT A

Toll Transaction Volumes

Stantec's development of transaction and toll revenue forecasts for 2024 took into account the economic condition of the region, fuel prices, unusual weather events, and construction projects, among other factors. Projected toll transactions for 2024 in the Report were based on actual performance through February 2024 and projected 2024 transaction volumes for the March – December period.

Elasticity factors used in estimating the impacts of the revised toll schedules were developed in cooperation with MTA Bridges and Tunnels and were based on factors developed primarily from analyzing the elasticity exhibited following the March 2017 toll increase and continuously adjusted with each subsequent toll increase while also factoring in the available capacity on each facility. A shift of transactions from Tolls by Mail to E-ZPass tolls was also included in the forecast, since the differential between the E-ZPass and Tolls by Mail rates increased, making E-ZPass more attractive.

Actual 2024 transactions for January and February (the period available at the time of the Report) and for March through December (the period for which actual data are now available) are compared to actual 2023 transactions in Table 1. At the time of the Report, actual 2024 transactions through February 2024 were 1.5 percent higher than the same period in 2023. It was forecast that the base transaction levels for the remaining ten months of 2023 would increase at an average rate of 1.0 percent. For the full year 2024, transactions were projected to increase 1.1 percent. As shown in Table 1, actual 2024 transactions through December 2024 are 0.7 percent greater than the same period in 2023 and are 0.40 percent lower than Stantec's comparable forecasts for the full twelve months of 2024. Actual transactions for the March through December period are 0.5 percent greater than the same period in 2023; this is 0.5 percent below the average of 1.0 percent that Stantec projected for the remainder of the 2024 year. Actual 2024 transactions for January and February (the period available at the time of the Report) and for March 2024 through December 2024 (the period for which actual data are now available) are compared to the Stantec forecast in Figure 1.

Table 1 Systemwide MTA Bridges and Tunnels Transactions
(Subject to Final Audit)

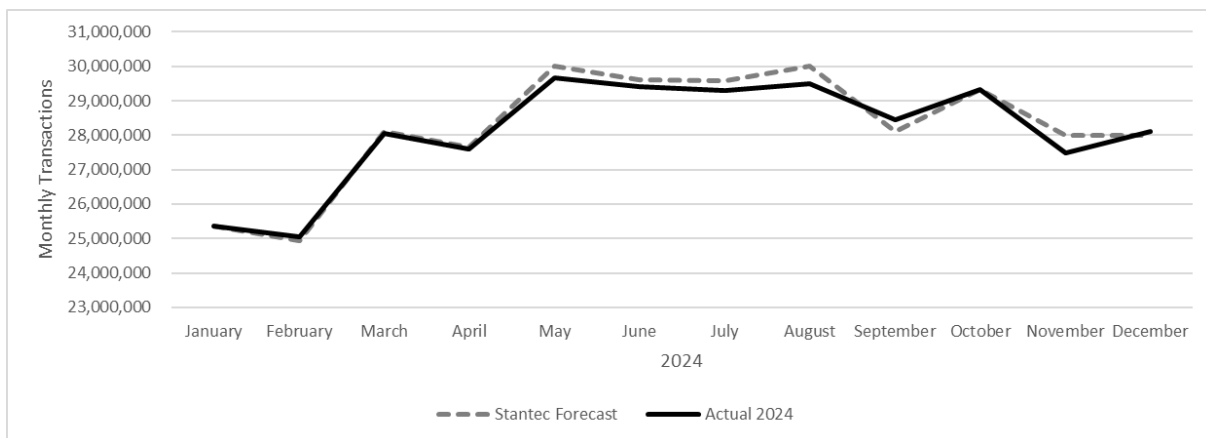
Time Period	2023 Actual	2024 Actual	Percent Change
January - February	49,663,394	50,421,103	1.5%
March - December	285,423,107	286,888,627	0.5%
Total 12 Months	335,086,501	337,309,730	0.7%

Time Period	2023 Actual	2024 Forecast	Percent Change
Actual 2023 v. Forecast 2024 (Full Year in the Report)	335,086,501	338,667,433	1.1%

Time Period	2024 Forecast	2024 Actual	Percent Change
Forecast 2024 v. Actual 2024 (January - December)	338,667,433	337,309,730	-0.40%

ATTACHMENT A

Figure 1 Stantec Forecast v. 2024 Actual Transactions
(Actual MTA Bridges and Tunnels Transactions Subject to Final Audit)



TOLL REVENUE

Forecast total 2024 toll revenues shown in the Report were based on actual data through February 2024, projected transaction volumes for March to December 2024, and current toll rates (implemented August 6, 2023). Actual toll revenues for January and February 2024 (the period available at the time of the Report) and for March through December 2024 (the period for which actual traffic and revenue data are now available) are compared to actual January through December 2023 toll revenues in Table 2.

In our Report, Stantec forecast total 2024 toll revenues of \$2,505.6 million, a forecast increase of 3.7 percent above the actual 2023 toll revenue. Twelve months of actual toll revenue data through December 2024 are currently available and are 6.9 percent greater than the actual full twelve months of 2023. The full twelve months of actual 2024 toll revenues are 3.1 percent more than Stantec's comparable twelve-month 2024 forecast toll revenues. This is mainly caused by accounting adjustments throughout several months. April 2024 actual revenue is 9.7 percent higher than the April 2024 revenue forecast in the Report. This discrepancy is related to a write-off of uncollected debt, which subsequently resulted in MTA Bridges and Tunnels having to reserve less for uncollected bad debt reserve because the overall receivable decreased. In May, the lower average toll revenue per vehicle was largely driven by a delay in processing revenue transactions, which are booked at the lower intermediate toll revenue rate and are then updated in subsequent months, and an increase in the uncollected toll reserve allocation due to timing. Additionally, there was an accounting adjustment in June regarding revenue received from some outside agencies which caused the revenue swings between June and August. The higher revenue in the Fall is caused by the continued reconciliation of transactions to their correct rate, a correction from the adjustments made throughout the Spring and Summer. Independent of the revenue adjustments described above, the underlying forecast of traffic and revenue remains valid.

Actual monthly toll revenues from 2024 are compared to the forecast in the Report in Figure 2.

ATTACHMENT A**Table 2 Systemwide MTA Bridges and Tunnels Toll Revenue**

(Subject to Final Audit)

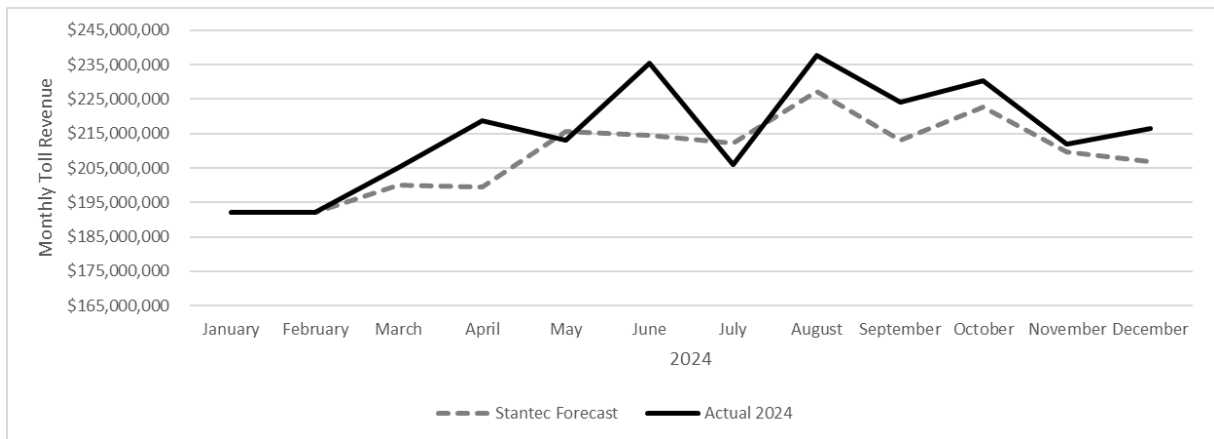
Time Period	2023 Actual	2024 Actual	Percent Change
January - February	\$ 354,161,045	\$ 384,154,663	8.5%
March - December	\$ 2,062,698,992	\$ 2,199,603,249	6.6%
Total 12 Months	\$ 2,416,860,036	\$ 2,583,757,912	6.9%

Time Period	2023 Actual	2024 Forecast	Percent Change
Actual 2023 v. Forecast 2024 (Full Year in the Report)	\$ 2,416,860,036	\$ 2,505,577,057	3.7%

Time Period	2024 Forecast	2024 Actual	Percent Change
Forecast 2024 v. Actual 2024 (January - December)	\$ 2,505,577,057	\$ 2,583,757,912	3.1%

Figure 2 Forecast v. 2023 Actual Toll Revenue

(Actual MTA Bridges and Tunnels Revenue Subject to Final Audit)



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