

**\$230,000,000**

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

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

The Second Subordinate Revenue Bond Anticipation Notes, Series 2025A (the Series 2025A Notes) offered hereby are issued in accordance with the terms and provisions of the CBDTP Second Subordinate Revenue Resolution Authorizing CBDTP Second Subordinate Revenue Obligations adopted by Triborough Bridge and Tunnel Authority (MTA Bridges and Tunnels) on December 18, 2019 (the CBDTP Second 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 and amended on February 26, 2025 (the Supplemental Resolution, and together with the CBDTP Second Subordinate Resolution, the Resolution). One or more series of Second Subordinate Revenue Bonds is authorized to be issued in accordance with the Resolution to retire the Series 2025A Notes (the Take-Out Bonds).

The Series 2025A Notes are being issued to, together with certain other funds of MTA Bridges and Tunnels, (i) retire all of the outstanding MTA Bridges and Tunnels' Second Subordinate Revenue Bond Anticipation Notes, Series 2021A and Second Subordinate Revenue Bond Anticipation Notes, Series 2024A, as more fully described herein, and (ii) 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) the proceeds of other Obligation Anticipation Notes issued to refinance the Series 2025A Notes, (ii) the Take-Out Bonds and (iii) 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 after all payments required by the MTA Bridges and Tunnels Senior Resolution and the MTA Bridges and Tunnels Subordinate Resolution (as such terms are defined herein). However, 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 Resolution. The Series 2025A Notes are not secured by any other funds, accounts or amounts that are pledged to the payment of Second Subordinate Revenue Bonds and parity obligations issued under the CBDTP Second 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 Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., 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 (the Internal Revenue Code), and*
- *not a specific preference item for an Owner in calculating the federal alternative minimum tax.*

Also in Co-Bond Counsel's opinion, under existing law, interest on the Series 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 October 28, 2025.

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

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

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP Number*</u>
May 15, 2026	\$230,000,000	5.00%	89602R PE9

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\* 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>**

John N. Lieber .....	Chair and Chief Executive Officer
Andrew B. Albert .....	Non-Voting Member
Gerard Bringmann .....	Non-Voting Member
Samuel Chu .....	Member
Michael Fleischer .....	Member
Daniel Garodnick .....	Member
Randolph Glucksman .....	Non-Voting Member
Marc Herbst .....	Member
David R. Jones .....	Member
Christopher Leathers .....	Member
Blanca P. López .....	Member
David S. Mack .....	Member
Haeda B. Mihaltses .....	Member
Melva M. Miller .....	Member
James O'Donnell .....	Member
John-Ross Rizzo .....	Member
John Samuelsen .....	Non-Voting Member
Lisa Sorin .....	Member
Midori Valdivia .....	Member
Edward Valente .....	Non-Voting Member
Neal Zuckerman .....	Member

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

Jaibala Patel .....	Chief Financial Officer, MTA
Olga Chernat .....	Deputy Chief, Financial Services, MTA

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

PUBLIC RESOURCES ADVISORY GROUP, INC.	SYCAMORE ADVISORS, LLC
New York, New York	New York, New York
Co-Financial Advisors	

STANTEC CONSULTING SERVICES INC.  
New York, New York  
Independent Engineers

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

## 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 Second 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 .....	Second Subordinate Revenue Bond Anticipation Notes, Series 2025A (the Series 2025A Notes).	
Purpose of Issue .....	The Series 2025A Notes are being issued to, together with certain other funds of MTA Bridges and Tunnels, (i) retire all of the outstanding MTA Bridges and Tunnels' Second Subordinate Revenue Bond Anticipation Notes, Series 2021A and Second Subordinate Revenue Bond Anticipation Notes, Series 2024A, as more fully described herein, and (ii) pay certain financing, legal, and miscellaneous expenses. See "APPLICATION OF PROCEEDS" in <b>Part I</b> .	
Maturity and Rate.....	The Series 2025A Notes mature on the date and bear interest at the rate shown on the inside cover page of this offering memorandum.	
Denominations .....	Denominations of \$5,000 or any integral multiple thereof.	
Interest Payment Date .....	Interest on the Series 2025A Notes shall be paid at maturity. See "DESCRIPTION OF SERIES 2025A NOTES – General – Interest Payments" in <b>Part I</b> .	
Redemption .....	The Series 2025A Notes are not subject to redemption prior to maturity. See "DESCRIPTION OF SERIES 2025A NOTES – No Redemption Prior to Maturity" in <b>Part I</b> .	
Sources of Payment and Security.....	The following are pledged to the payment of principal and interest on the Series 2025A Notes: (i) the proceeds of other Obligation Anticipation Notes issued to refinance the Series 2025A Notes, (ii) the Take-Out Bonds and (iii) the proceeds of notes or other indebtedness, or any other amounts (which other amounts are not pledged under the Resolution), in each case if and to the extent such amounts may lawfully be used to make such payments. There is also pledged to the payment of interest on the Series 2025A Notes amounts available after all payments required by the MTA Bridges and Tunnels Senior Resolution and the MTA Bridges and Tunnels Subordinate Resolution (as such terms are defined herein). However, 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 Resolution. The Series 2025A Notes are not secured by any other funds, accounts or amounts that are pledged to the payment of Second Subordinate Revenue Bonds and parity obligations issued under the CBDTP Second Subordinate Resolution. See "SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2025A NOTES" in <b>Part I</b> .	
Registration of the Notes.....	DTC Book-Entry-Only System. No physical certificates evidencing ownership of a note will be delivered, except to DTC.	
Trustee .....	The Bank of New York Mellon, New York, New York.	
Co-Bond Counsel .....	Nixon Peabody LLP, New York, New York and D. Seaton and Associates, P.A., P.C., New York, New York.	
Special Disclosure Counsel.....	Hawkins Delafield & Wood LLP, New York, New York.	
Tax Status.....	See "TAX MATTERS" in <b>Part III</b> .	
Ratings .....	<u>Rating Agency</u> Fitch: Moody's: See "RATINGS" in <b>Part III</b> .	<u>Ratings</u> F1+ MIG 1
Co-Financial Advisors .....	Public Resources Advisory Group, Inc., New York, New York, and Sycamore Advisors, LLC, New York, New York.	
Purchase Price.....	See "UNDERWRITING" in <b>Part III</b> .	
Independent Engineers.....	Stantec Consulting Services Inc., New York, New York.	
Verification Agent.....	Robert Thomas CPA, LLC.	

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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 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, 2024 and 2023, 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. Deloitte & Touche LLP has performed a review of the consolidated interim financial information of MTA for the three-month period ended March 31, 2025. 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 three-month period ended March 31, 2025 (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 or MTA Bridges and Tunnels, including, without limitation, any of the information contained in this offering memorandum, since the date of the audit report, and has not been asked to consent to the inclusion, or incorporation by reference, of its audit report in this offering memorandum.

- *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 2025 Combined Continuing Disclosure Filings, dated April 29, 2025, as supplemented on July 11, 2025 and August 4, 2025, each filed with the Electronic Municipal Market Access system (EMMA) of the Municipal Securities Rulemaking Board (MSRB), are included by specific cross-reference in this 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, 2024 and 2023 (including the auditor’s report accompanying the annual financial information)

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

- MTA Bridges and Tunnels Senior Resolution Authorizing General Revenue Obligations adopted by MTA Bridges and Tunnels on March 26, 2002, as from time to time amended or supplemented (the MTA Bridges and Tunnels Senior Resolution)
- MTA Bridges and Tunnels Subordinate Revenue Resolution Authorizing Subordinated Obligations adopted by MTA Bridges and Tunnels on March 26, 2002, as from time to time amended or supplemented (the MTA Bridges and Tunnels Subordinate Resolution)
- The CBDTP Second Subordinate Resolution, together with the Standard Resolution Provisions Annex
- **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, 2025, prepared by Stantec Consulting Services Inc.
- MTA’s Unaudited Consolidated Interim Financial Statements as of and for the three-month period ended March 31, 2025 (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 captions “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, 2024 and 2023, 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, 2024 and 2023, 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 for the three-month period ended March 31, 2025 (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 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 toll revenues from the MTA Bridges and Tunnels Facilities (as defined herein) 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 from the MTA Bridges and Tunnels Facilities to finance capital projects for the benefit of the Transit and Commuter Systems. MTA Bridges and Tunnels has previously issued Subordinate Revenue Bond Anticipation Notes (Subordinate Revenue BANs) to finance transit and commuter projects, but such Subordinate Revenue BANs are not secured by bridge and tunnel tolls from the MTA Bridges and Tunnels Facilities. To finance capital costs of the Transit and Commuter Systems, MTA Bridges and Tunnels is also authorized to issue debt obligations secured primarily by certain non-MTA Bridges and Tunnels Facilities toll revenues, such as Payroll Mobility Tax Senior Lien Obligations, secured by certain payroll mobility taxes within the MTA’s service region (the MTA Commuter Transportation District or MCTD), Sales Tax Revenue Bonds, secured by certain sales and compensating use taxes authorized by the State and imposed by the City, Real Estate Transfer Tax Revenue Bonds, secured by certain real estate transfer taxes on real property in the City, and obligations secured by Central Business District Tolling Program (the CBD Tolling Program) revenues. MTA Bridges and Tunnels is also statutorily authorized to issue Sales Tax Revenue Bonds, Real Estate Transfer Tax Revenue Bonds, and obligations secured by the CBD Tolling Program revenues to finance the capital costs of the CBD Tolling Program.

MTA Bridges and Tunnel’s surplus amounts from the MTA Bridges and Tunnels Facilities 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 and MTA Bridges and Tunnels issue 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  
Metro-North Commuter Railroad Company

MTA Construction and Development Company

MTA Grand Central Madison Concourse Operating Company

Triborough Bridge and Tunnel Authority

MTA Long Island Rail Road  
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, the MTA Bridges and Tunnels Senior Resolution, the MTA Bridges and Tunnels Subordinate Resolution or the CBDTP Second Subordinate Resolution.

## Information Provided in the MTA Annual Disclosure Statement

From time to time, the Governor, the State Comptroller, the Mayor of the City, the City Comptroller, county executives, State legislators, City Council members and other persons or groups may make public statements, issue reports, institute proceedings or take actions that contain predictions, projections or other information relating to the Related Entities or their financial condition, including potential operating results for the current fiscal year and projected baseline surpluses or gaps for future years, that may vary materially from, question or challenge the information provided in the ADS. Investors and other market participants should, however, refer to MTA's then current continuing disclosure filings, official statements, remarketing circulars and offering 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 Second 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 October 14, 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 October 14, 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, 2025, which is attached hereto as **Attachment 4**.

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]**

## 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 net proceeds of the Series 2025A Notes (the principal amount thereof, plus original issue premium of \$3,028,700.00), in the aggregate amount of \$233,028,700.00, together with certain other funds of MTA Bridges and Tunnels in the amount of \$159,287,041.67, will be used as follows: (i) \$197,655,875.00 to retire \$192,835,000 outstanding principal amount of MTA Bridges and Tunnels' Second Subordinate Revenue Bond Anticipation Notes, Series 2021A, and to pay accrued interest due at maturity, (ii) \$193,988,982.22 to retire \$186,000,000 outstanding principal amount of MTA Bridges and Tunnels' Second Subordinate Revenue Bond Anticipation Notes, Series 2024A, and to pay accrued interest due at maturity, and (iii) \$670,884.45 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 at maturity, calculated based on a 360-day year comprised of twelve 30-day months. In the event that the 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 CBDTP Second 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) the proceeds of other Obligation Anticipation Notes issued to refinance the Series 2025A Notes, (ii) the Take-Out Bonds and (iii) the proceeds of notes or other indebtedness, or any other amounts (which other amounts are not pledged under the Resolution), in each case if and to the extent such amounts may lawfully be used to make such payments. There is also pledged to the payment of interest on the Series 2025A Notes amounts available after all payments required by the MTA Bridges and Tunnels Senior Resolution and the MTA Bridges and Tunnels Subordinate Resolution (as such terms are defined herein). However, 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 Resolution. The Series 2025A Notes are not secured by any other funds, accounts or amounts that are pledged to the payment of Second Subordinate Revenue Bonds or parity obligations issued under the CBDTP Second Subordinate Resolution.

MTA Bridges and Tunnels covenants in the Supplemental Resolution to maintain issuance capacity pursuant to the CBDTP Second 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.

In connection with the creation of the CBD Tolling Program, the State provided MTA Bridges and Tunnels certain State sales taxes, City sales taxes, and real estate transfer taxes, as well as the power to establish a tolling program in the Central Business District. Funds from such additional revenue sources are deposited in the 2020 to 2024 capital program account of the MTA Capital Lockbox Fund (formerly the CBD Tolling Capital Lockbox Fund) held by MTA Bridges and Tunnels (the MTA Capital Lockbox Fund), to be used, subject to certain limitations, to fund operating, administration and other necessary expenses relating to the CBD Tolling Program, including costs incurred by MTA Bridges and Tunnels in administering the program and related costs incurred by the City Department of Transportation, and costs of MTA capital projects included in the 2020-2024 Capital Program or any successor capital program. See “FINANCIAL INFORMATION – REVENUES OF THE RELATED ENTITIES – Capital Program Funding Sources (Lockbox Real Estate Transfer Taxes, City and State Sales Taxes and CBD Tolling Program Revenues)” in Part 2 of the **ADS** and the Supplements to the **ADS**, dated July 11, 2025 and August 4, 2025. MTA Bridges and Tunnels intends to refinance the Series 2025A Notes and/or pay principal of and interest on the Series 2025A Notes from amounts derived from the CBD Tolling Program.

## 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 the 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 and debt service on MTA Bridges and Tunnels’ Second Subordinate Revenue Bond Anticipation Notes, Series 2021A (Series 2021A Notes) and Second Subordinate Revenue Bond Anticipation Notes, Series 2024A (Series 2024A Notes) expected to be retired with proceeds of the Series 2025A Notes and certain other funds of MTA Bridges and Tunnels. **Table 1** also excludes debt service on MTA Bridges and Tunnel’s Subordinate Revenue Bond Anticipation Notes, Series 2025A.

As described herein, Second Subordinate Revenue Bonds, including the Take-Out Bonds, are Subordinate Indebtedness as described under the MTA Bridges and Tunnels Senior Resolution and the MTA Bridges and Tunnels Second Subordinate Resolution and the payment of interest on the Series 2025A Notes is subordinate to the payment of principal and interest on Second Subordinate Revenue Bonds and parity obligations issued under the CBDTP Second Subordinate Resolution.

**Table 1**  
**Aggregate MTA Bridges and Tunnels**  
**Senior and Subordinate Debt Service**  
**(\$ in thousands)<sup>(1)</sup>**

Year Ending December 31	MTA Bridges and Tunnels General Revenue Bonds Debt Service <sup>(2)(3)(4)</sup>	MTA Bridges and Tunnels Subordinate Revenue Bonds Debt Service <sup>(3)</sup>	MTA Bridges and Tunnels Aggregate Debt Service <sup>(5)</sup>
2025	\$529,116	\$17,995	\$547,111
2026	790,190	-	790,190
2027	782,251	-	782,251
2028	788,021	-	788,021
2029	689,785	58,760	748,545
2030	691,234	59,720	750,954
2031	701,461	59,775	761,236
2032	705,965	47,015	752,980
2033	493,498	-	493,498
2034	598,319	-	598,319
2035	594,673	-	594,673
2036	524,660	-	524,660
2037	525,171	-	525,171
2038	536,984	-	536,984
2039	404,799	-	404,799
2040	409,403	-	409,403
2041	500,979	-	500,979
2042	394,165	-	394,165
2043	345,863	-	345,863
2044	418,992	-	418,992
2045	372,843	-	372,843
2046	389,265	-	389,265
2047	381,285	-	381,285
2048	361,277	-	361,277
2049	267,393	-	267,393
2050	246,366	-	246,366
2051	232,641	-	232,641
2052	257,676	-	257,676
2053	257,946	-	257,946
2054	233,827	-	233,827
2055	121,723	-	121,723
2056	82,192	-	82,192
2057	34,261	-	34,261
Total	\$14,664,226	\$243,265	\$14,907,492

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

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

<sup>(3)</sup> Excludes debt service on the Series 2021A Notes, the Series 2024A Notes, the Series 2025A Notes and the Subordinate Revenue Bond Anticipation Notes, Series 2025A.

<sup>(4)</sup> 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.

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

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

**Part II** of this offering memorandum describes the sources of payment and security for all Second 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, first, as required by the MTA Bridges and Tunnels Senior Resolution, and second, as required by the MTA Bridges and Tunnels Subordinate Resolution, are pledged to the holders of the Second 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 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, 2025, and the Bringdown Letter of Stantec Consulting Services Inc., dated October 14, 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 February Financial Plan for the Fiscal Years 2025-2028 (the February Financial Plan) and the MTA July Financial Plan for the Fiscal Years 2026-2029 (the July Plan). Consequently, the projections set forth in the Independent Engineers’ Report and in the February Financial Plan and the July 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**.

Copies of MTA Bridges and Tunnels' audited financial statements for the years ended December 31, 2024 and 2023 are included herein by specific cross-reference.

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

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

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

	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>
Bridge and Tunnel Revenues:					
Robert F. Kennedy Bridge	\$ 355,004	\$ 466,908	\$ 503,541	\$ 525,748	\$ 564,736
Verrazano-Narrows Bridge	386,978	515,132	544,527	570,710	602,420
Bronx-Whitestone Bridge	282,204	379,286	401,877	399,506	420,867
Throgs Neck Bridge	293,274	348,927	368,082	394,314	429,771
Henry Hudson Bridge	59,958	91,874	97,581	100,899	107,027
Marine Parkway Gil Hodges Memorial Bridge	16,560	20,381	21,208	21,196	22,278
Cross Bay Veterans' Memorial Bridge	17,741	21,392	21,626	21,286	22,509
Queens Midtown Tunnel	134,251	192,306	221,532	226,903	237,715
Hugh L. Carey Tunnel	93,783	133,671	152,410	158,193	164,937
Total Bridge and Tunnel Revenues:	\$ 1,639,753	\$ 2,169,877	\$ 2,332,384	\$ 2,418,755	\$ 2,572,260
Investment Income and Other <sup>(2)</sup>	22,716	24,726	31,251	53,993	53,763
<b>Total Revenues</b>	<b>\$ 1,662,469</b>	<b>\$ 2,194,603</b>	<b>\$ 2,363,636</b>	<b>\$ 2,472,748</b>	<b>\$ 2,626,024</b>
Operating Expenses <sup>(3)</sup>					
Personnel Costs <sup>(4)</sup>	\$ 254,547	\$ 234,823	\$ 225,071	\$ 222,989	\$ 247,867
Maintenance and Other Operating Expenses	212,188	227,203	247,771	254,612	295,272
<b>Total Operating Expenses</b>	<b>\$ 466,735</b>	<b>\$ 462,026</b>	<b>\$ 472,842</b>	<b>\$ 477,601</b>	<b>\$ 543,139</b>
<b>Net Revenues Available for Debt Service</b>	<b>\$ 1,195,734</b>	<b>\$ 1,732,577</b>	<b>\$ 1,890,793</b>	<b>\$ 1,995,147</b>	<b>\$2,082,885</b>
<b>MTA Bridges and Tunnels Senior Lien Debt Service<sup>(5)</sup></b>	<b>\$ 564,261</b>	<b>\$ 586,373</b>	<b>\$ 581,186</b>	<b>\$ 605,574</b>	<b>\$ 652,020</b>
<b>Subordinate Bond Fund Investment Earnings</b>	<b>\$ 165</b>	<b>\$ 14</b>	<b>\$ 615</b>	<b>\$ 2,007</b>	<b>\$ 442</b>
<b>Net Revenues Available for Subordinate Debt Service</b>	<b>\$ 631,638</b>	<b>\$ 1,146,204</b>	<b>\$ 1,310,222</b>	<b>\$ 1,391,580</b>	<b>\$ 1,431,307</b>
<b>Debt Service on Subordinate Revenue Bonds</b>	<b>\$ 102,234</b>	<b>\$ 102,115</b>	<b>\$ 103,300</b>	<b>\$ 80,949</b>	<b>\$ 18,302</b>
<b>Total Debt Service (Senior and Subordinate)</b>	<b>\$ 666,495</b>	<b>\$ 688,488</b>	<b>\$ 684,486</b>	<b>\$ 686,524</b>	<b>\$ 670,322</b>
<b>Combined Debt Service Coverage Ratio</b>	<b>1.79x</b>	<b>2.52x</b>	<b>2.76x</b>	<b>2.91x</b>	<b>3.11x</b>

(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 2020 through 2024, respectively (in thousands); \$970, \$116, \$3,167, \$13,537, and \$16,316. The amounts set forth in this footnote are derived from MTA Bridges and Tunnels audited financial statements for the years 2020 through 2024.

(3) Excludes depreciation, includes GASB 75 OPEB Expense Adjustment, GASB 68 Pension Expense Adjustment, beginning as of 2021, GASB 87 Lease Adjustment and beginning as of 2022, GASB 96 SBITA adjustments and beginning as of 2023 GASB 101 Compensated absences.

(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 2020, \$8.5 million in 2021, \$8.5 million in 2022, \$7.6 million in 2023 and \$6.9 million in 2024.

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 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. In 2024, traffic volumes increased by 0.7% over 2023, to a record high of 337.3 million vehicles.
- **Operating Expenses - Personnel Costs** – 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. The increase in 2024

was due to the expected filling of vacancies and revised wage assumptions. Overtime expenses continued to increase due to absentee coverage caused by attrition, as well as an unfavorable arbitration decision within Operations.

- Operating Expenses - Maintenance and Other Operating Expenses – 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. The increase in 2024 was due to increased maintenance, other operating contracts (higher major maintenance and painting and facilities expenses), and other business expenses including credit card processing fees.

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**Table 3** sets forth certain revenues and expenses, including debt service, relating to MTA Bridges and Tunnels' 2025 Mid-Year Forecast and 2026 Preliminary Budget are based on the July 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 2025 Mid-Year Forecast and 2026 Preliminary Budget, 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**  
**2025 Mid-Year Forecast and 2026 Preliminary Budget**  
**(\$ in thousands) <sup>(1)</sup>**

	<b>Mid-Year Forecast 2025</b>	<b>Preliminary Budget 2026</b>
Operating Revenue		
Toll Revenue	\$2,584,730	\$2,610,788
Investment Income and Other Operating Revenue <sup>(2)</sup>	<u>32,296</u>	<u>28,339</u>
<b>Total Revenues</b>	<b><u>\$2,617,026</u></b>	<b><u>\$2,639,127</u></b>
Operating Expenses <sup>(3)</sup>		
Personnel Costs (net of reimbursements) <sup>(4)</sup>	\$236,618	\$234,267
Maintenance and Other Operating Expenses	<u>275,037</u>	<u>277,794</u>
<b>Total Operating Expenses</b>	<b><u>\$511,655</u></b>	<b><u>\$512,061</u></b>
<b>Net Revenues Available for Debt Service</b>	<b>\$2,105,371</b>	<b>\$2,127,067</b>
<b>MTA Bridges and Tunnels Senior Lien Debt Service<sup>(5)</sup></b>	<b>719,274</b>	<b>818,527</b>
<b>Senior Lien Coverage</b>	<b>2.93x</b>	<b>2.60x</b>
<b>TBTA Subordinate Lien Debt Service<sup>(6)</sup></b>	<b>16,037</b>	<b>0</b>
<b>TBTA Second Subordinate Lien Debt Service<sup>(6)</sup></b>	<b>804</b>	<b>0</b>
<b>Total TBTA Debt Service (Senior Subordinate, and Second Subordinate)</b>	<b>736,115</b>	<b>818,527</b>
<b>Combined Debt Service Coverage Ratio</b>	<b>2.86x</b>	<b>2.60x</b>

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

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

<sup>(3)</sup> Excludes depreciation and other non-cash liability adjustments.

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

<sup>(5)</sup> Debt service is net of the expected receipt of annual Build America Bonds interest subsidies of approximately \$3.6 million in 2025 and \$3.6 million in 2026. Such interest subsidies do not constitute revenues under the MTA Bridges and Tunnels Senior Resolution.

<sup>(6)</sup> Debt service amounts in the 2026 Preliminary Budget reflect the assumptions in the July Financial Plan that MTA Bridges and Tunnels Subordinate Lien and Second Subordinate Lien Bond Anticipation Notes, issued to fund either transit and commuter projects or CBD Tolling Program projects, will be paid solely from amounts deposited in the CBD Tolling Capital Lockbox Fund.

## SECURITY

MTA Bridges and Tunnels Second Subordinate Revenue Bonds, including the Take-Out Bonds, issued under the CBDTP Second Subordinate Resolution will, when and if issued, be payable after the payment of debt service on obligations issued under the existing MTA Bridges and Tunnels Senior Resolution and MTA Bridges and Tunnels Subordinate Resolution. The financing of CBD Tolling Program costs is not currently authorized under MTA Bridges and Tunnel's Senior Resolution or under the MTA Bridges and Tunnels Subordinate Resolution. The Series 2025A Notes constitute CBDTP Second Subordinate Obligation Anticipation Notes under the CBDTP Second Subordinate Resolution, and are not secured or payable from the trust estate described below.

MTA Bridges and Tunnels Second Subordinate Revenue Bonds are special obligations of MTA Bridges and Tunnels payable solely from the trust estate (described below) pledged for the payment of the Second Subordinate Revenue Bonds, after the payment of Operating Expenses, and payment of debt service as required by the MTA Bridges and Tunnels Senior Resolution and the MTA Bridges and Tunnels Subordinate Resolution. The payment of principal of and interest on the Second Subordinate Revenue Bonds is prior to the payment of termination payments on certain derivatives entered into by MTA Bridges and Tunnels in connection with obligations issued under the MTA Bridges and Tunnels Senior Resolution and the MTA Bridges and Tunnels Subordinate Resolution.

MTA Bridges and Tunnels is statutorily required to annually transfer operating surplus to MTA and MTA New York City Transit, for use on the Transit and Commuter systems. Notwithstanding the lien securing MTA Bridges and Tunnels Second Subordinate Revenue Bonds, including the Take-Out Bonds, in the event that revenues from MTA Bridges and Tunnels Facilities were used to pay debt service on any Take-Out Bonds, the statutorily required operating surplus transfer amount would not be decreased. Accordingly, MTA Bridges and Tunnels would need to reimburse itself annually for such amounts used to pay debt service on the Take-Out Bonds. The reimbursement requirement does not impact the pledge of the revenues from MTA Bridges and Tunnels Facilities to pay debt service on MTA Bridges and Tunnels' Second Subordinate Revenue Bonds, including the Take-Out Bonds. MTA Bridges and Tunnels does not intend to issue Take-Out Bonds to pay the principal of and interest on the Series 2025A Notes, but intends to apply amounts derived from the CBD Tolling Program, as permitted, but not obligated, by the Resolution.

The CBDTP Second Subordinate Resolution has been filed with the MSRB through EMMA, and is incorporated by specific cross-reference herein. In addition, for convenience, copies of the resolution can be obtained on MTA's website under "MTA Info – Financial Information – Investor Information" or from the MTA Finance Department at 2 Broadway, New York, New York 10004.

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

### **Pledge Effected by the CBDTP Second Subordinate Resolution**

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

Pursuant to, and in accordance with, the CBDTP Second Subordinate Resolution, MTA Bridges and Tunnels has pledged to the holders of the MTA Bridges and Tunnels Second Subordinate Revenue Bonds a "trust estate," which consists of:

- Revenues (after the application of those 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 and MTA Bridges and Tunnels Subordinate Resolution debt service);

- the proceeds from the sale of the Second Subordinate Revenue Bonds; and
- all funds, accounts and subaccounts established by the CBDTP Second 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 Second Subordinate Revenue Bonds in connection with variable interest rate obligations, put obligations, parity debt, subordinated contract obligations or subordinated debt).

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

*Revenues from MTA Bridges and Tunnels Facilities.* For purposes of the pledge under the MTA Bridges and Tunnels Senior Resolution, MTA Bridges and Tunnels Subordinate Resolution and 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 Second Subordinate Revenue Bonds.

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

## **Flow of Revenues**

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

- Proceeds Fund; and
- Debt Service Fund.

Under the CBDTP Second Subordinate Resolution, MTA Bridges and Tunnels is required to transfer to the Debt Service Fund, from time to time, but no less frequently than on or before the 25th day of each calendar month, from 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 MTA Bridges and Tunnels Senior Resolution and the MTA Bridges and Tunnels Subordinate 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**

The rate covenant contained in MTA Bridges and Tunnels Senior Resolution is incorporated by reference in the CBDTP Second Subordinate Resolution, such that 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 that 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 related 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.

## **Additional Second Subordinate Revenue Bonds**

Under the provisions of the CBDTP Second Subordinate Resolution, MTA Bridges and Tunnels may issue one or more series of Additional Second Subordinate Revenue Bonds to pay or provide for the payment of all or part of Capital Costs relating to the CBD Tolling Program.

In addition to meeting certain other conditions, all as more fully described under the section “Special Provisions for Issuance of Capital Cost CBDTP Second Subordinate Revenue Obligations” in the CBDTP Second Subordinate Resolution included by specific cross-reference herein, an Authorized Officer must certify that the aggregate principal amount of all Second Subordinate Revenue Bonds and second subordinate parity debt of all series to be outstanding immediately after such authentication and delivery shall not exceed five hundred and six million dollars.

## **Refunding Second Subordinate Revenue Bonds**

MTA Bridges and Tunnels Second Subordinate Revenue Bonds may be issued for the purpose of refunding MTA Bridges and Tunnels Second Subordinate Revenue Bonds if:

- Calculated Debt Service (including the refunding Second Subordinate Revenue Bonds then proposed to be issued *but not including* the Second Subordinate Revenue Bonds or second subordinate parity debt to be refunded) in each year that the Second Subordinate Revenue Bonds or second subordinate parity debt to be refunded were Outstanding following the refunding is less than before the refunding, or
- the conditions referred to above under “— Additional Second Subordinate Revenue Bonds” are satisfied.

For a more complete description of the conditions that must be satisfied before issuing refunding MTA Bridges and Tunnels Second Subordinate Revenue Bonds, see the section “Refunding CBDTP Second

Subordinate Revenue Obligations” in the CBDTP Second Subordinate Resolution included by specific cross-reference herein.

### **Second Subordinate Parity Debt**

MTA Bridges and Tunnels may incur second subordinate parity debt pursuant to the terms of the CBDTP Second 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 CBDTP Second Subordinate Resolution with respect to MTA Bridges and Tunnels Second Subordinate Revenue Bonds. Such second subordinate 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 CBDTP Second 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**

Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C. 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, 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 Series 2025A Notes**

The Internal Revenue Code of 1986 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 of 1986.

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 of 1986. For the foregoing purpose, a “payor” generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient.

If an Owner purchasing a Series 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 Owners 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.

## **VERIFICATION OF MATHEMATICAL COMPUTATIONS**

The arithmetical accuracy of certain computations was independently verified by Robert Thomas CPA, LLC (Verification Agent). These computations indicate (i) the sufficiency of available amounts held in escrow to pay the principal amount and interest on the Series 2024A Notes on its maturity date, and (ii) the yields to be considered in determining that the Series 2025A Notes are not “arbitrage bonds” under Section 148 of the Internal Revenue Code. The Verification Agent has relied upon assumptions and information supplied by Public Resources Advisory Group, Inc., as Co-Financial Advisor for the Series 2025A Notes, and has not made any study or examination of them, except as noted in its report. The Verification Agent has not expressed an opinion on the reasonableness of the assumptions or the likelihood that the debt service requirements of the Series 2024A Notes will be satisfied as described in its report.

## **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 Second Subordinate Revenue Bonds”, respectively, in **Part II**, of this offering memorandum, 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 1.75x. 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. For a description of litigation relating to the CBD Tolling Program, see “TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY – Central Business District Tolling Program” in Part 4 of the ADS, and the ADS Update Relating to the July Financial Plan, dated August 4, 2025.

## 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 are municipal advisors registered with the SEC and MSRB and have provided MTA Bridges and Tunnels advice on the plan of finance and 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 October 21, 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>
Goldman Sachs & Co. LLC	\$100,000,000	\$1,314,000	-	\$101,314,000
J.P. Morgan Securities LLC	40,000,000	528,800	\$3,600	40,525,200
Loop Capital Markets, LLC	35,000,000	460,600	700	35,459,900
RBC Capital Markets, LLC	30,000,000	394,800	-	30,394,800
FHN Financial Capital Markets	25,000,000	330,500	2,000	25,328,500

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

Moody's Ratings  
7 World Trade Center  
New York, New York 10007  
(212) 553-0300

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 Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel to MTA Bridges and Tunnels. The form of the opinion to be delivered by each Co-Bond Counsel is **Attachment 3** to this offering memorandum.

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

Certain legal matters regarding MTA Bridges and Tunnels will be passed on 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 CBDTP Second Subordinate 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)

## **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 Note of such maturity will be issued with respect to each \$500 million of principal amount, and an additional Note will be issued with respect to any remaining principal amount of such maturity.

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

3. Purchases of Series 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) SECOND SUBORDINATE REVENUE BOND ANTICIPATION NOTES, SERIES 2025A**

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#### **CONTINUING DISCLOSURE AGREEMENT**

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**THIS AGREEMENT**, dated October \_\_, 2025, is made by and between TBTA and the Trustee, each as defined below in Section 1.

In order to permit the Underwriter 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 October 21, 2025, in connection with the Notes.

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

“Resolution” shall mean the CBDTP Second Subordinate Revenue Resolution Authorizing CBDTP Second Subordinate Revenue Obligations adopted by TBTA on December 18, 2019, as supplemented, including

as supplemented by a supplemental resolution adopted by TBTA on December 18, 2024 and amended on February 26, 2025.

“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.

“Senior Resolution” shall mean MTA Bridges and Tunnels Senior Resolution Authorizing General Revenue Obligations adopted by TBTA on March 26, 2002, as from time to time amended or supplemented.

“State” shall mean the State of New York.

“Subordinate Resolution” shall mean MTA Bridges and Tunnels Subordinate Revenue Resolution Authorizing Subordinated Obligations adopted by TBTA on March 26, 2002, as from time to time amended or supplemented.

“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 or any successor trustee under the Resolution.

“Underwriter” shall mean the underwriter or underwriters that have contracted to purchase the Notes from TBTA upon initial 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, 2025, 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, 2025, 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 Bonds, 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”) 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,”

(e) “TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY — Central Business District Tolling Program,” and

(f) “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 the Senior Resolution, Subordinate Resolution and CBDTP Second Subordinate Resolution, 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, Senior Resolution, Subordinate Resolution and CBDTP Second Subordinate 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.

[Signature page of the Continuing Disclosure Agreement Follows]

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:

[Signature page of the Continuing Disclosure Agreement]



## ATTACHMENT 3

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

**Upon delivery of the Series 2025A Notes in definitive form, each of Nixon Peabody LLP, New York, New York and D. Seaton and Associates, P.A., P.C., New York, New York, Co-Bond Counsel to MTA 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 \$230,000,000 aggregate principal amount of Triborough Bridge and Tunnel Authority Second 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 members of TBTA on December 18, 2019 entitled “CBDTP Second Subordinate Revenue Resolution Authorizing CBDTP Second Subordinate Revenue Obligations”, as supplemented by the Multiple Credit and Series 2025 Supplemental Resolution Authorizing Obligations, Obligation Anticipation Notes and Refunding Obligations adopted by TBTA on December 18, 2024 and amended on February 26, 2025 (collectively, the “Resolution”).

The Series 2025A Notes are dated, mature, are payable, and bear interest all as provided in the Resolution. The Series 2025A Notes are not subject to redemption prior to maturity.

The Internal Revenue Code of 1986 (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, the investment of certain funds and the way that assets financed or refinanced with proceeds of the Series 2025A Notes must be used. 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 and Subordinate Obligations and Subordinate Parity Debt secured by the Subordinate 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 under 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 Subordinate Obligations and Subordinate Parity Debt in accordance with the provisions of the Subordinate Resolution, and to issue additional CBDTP Second Subordinate Revenue Obligations and to incur CBDTP Second Subordinate 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  
OCTOBER 14, 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:	October 14, 2025

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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, 2025 (the “Report”), based on actual traffic and revenue data through February 2025, as well as preliminary unaudited traffic volumes through April 16, 2025, was reviewed in connection with, and included by specific reference in, the Preliminary Offering Memorandum dated Preliminary Offering Memorandum, 2025 of the Triborough Bridge and Tunnel Authority’s (MTA Bridges and Tunnels) Second Subordinate Series 2025A Bond Anticipation Notes.

As described in the Report, the Triborough Bridge and Tunnel Authority (“TBTA”) began collecting Congestion Relief Zone (“CRZ,” also referred to as the CBD Tolling Program) tolls on January 5, 2025. With roughly three months of CRZ data available at the time of our analysis, the effects of CRZ were included in the analysis prepared by Stantec for the Report.

To supplement the findings presented in the Report, we have analyzed additional transaction and revenue data from March through August 2025. 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 October 14, 2025 of the Triborough Bridge and Tunnel Authority’s (MTA Bridges and Tunnels) Second Subordinate Series 2025A Bond Anticipation Notes.

As reported in the July update, a transition in the tolling back-office to a new system in early April resulted in challenges for TBTA toll transactions, as well as certain other regional toll operators. The reconciliation and delayed mailing of invoices issues are still being resolved and continue to be monitored closely. The full scope of the financial implications won’t be clear until sometime after year-end, when any final adjustments related to reconciled transactions and changes to the bad debt will be made as back-office operations normalize. There are no budgetary concerns as traffic is higher in 2025 as compared to 2024 and these higher traffic levels would offset any financial impacts.

After the Report publication, the schedule for the implementation of the 2025 toll increase shifted and was moved to January 4, 2026, as approved by the MTA Board at the September 30<sup>th</sup> meeting. Consequently, the last five months of 2025 will process transactions at the current toll rates (implemented August 6, 2023) rather than the new toll rates assumed in the Report forecast. Additionally, the Report included a 5.0 percent toll increase in August 2025. However, the toll rates proposed at the September 30<sup>th</sup> MTA Board meeting were a roughly 7.5 percent toll increase in January 2026. Overall, this will produce less revenue in 2025 but higher revenues in 2026 and all years thereafter when compared to Stantec’s toll increase Report forecast. A detailed analysis of the effects of this change on 2025 revenue is included in Attachment A.

Aside from the delay in the toll increase, 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 projections in the Report remain valid. Additionally, the conclusions as to

October 14, 2025

Triborough Bridge and Tunnel Authority

Page 2 of 6

the physical conditions and expected useful lives of the MTA Bridges and Tunnels facilities set forth in the Report remain valid.

Please see Attachment A for a detailed comparison of available actual 2025 transactions and toll revenue data to the 2025 and the Report.

Very truly yours,

**STANTEC CONSULTING SERVICES INC.**

A handwritten signature in black ink, appearing to read "Rick Gobeille". The signature is fluid and cursive, with the first name "Rick" and last name "Gobeille" clearly distinguishable.

Rick Gobeille, PE

**SENIOR PRINCIPAL**



## ATTACHMENT A

### TOLL TRANSACTION VOLUMES

Stantec's development of transaction and toll revenue forecasts for 2025 took into account the implementation of the CRZ, the economic condition of the region, fuel prices, unusual weather events, and construction projects, among other factors. Projected toll transactions for 2025 in the Report were based on actual performance through February 2025 and projected 2025 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 2025 transactions for January and February (available at the time of the Report) and for March through August (new data received since the Report) are compared to actual 2024 transactions in Table 1. Actual 2025 transactions through February 2025 were 2.3 percent lower than the same period in 2024. It was forecast that the base transaction levels for the remaining ten months of 2025 would decrease at an average rate of 0.7 percent. For the full year 2025, transactions were projected to decrease 0.9 percent. As shown in Table 1, actual 2025 transactions through August 2025 are 0.4 percent more than the same period in 2024 and are 1.3 percent greater than Stantec's comparable forecasts for the full twelve months of 2025. Actual transactions for the March through August period are 1.2 percent greater than the same period in 2024; this is 190 basis points above the average of -0.7 percent that Stantec projected for the remainder of the 2025 year. Actual 2025 transactions for January and February (available at the time of the Report) and for March 2025 through August 2025 (new data received since the Report) are compared to the Stantec forecast in Figure 1.

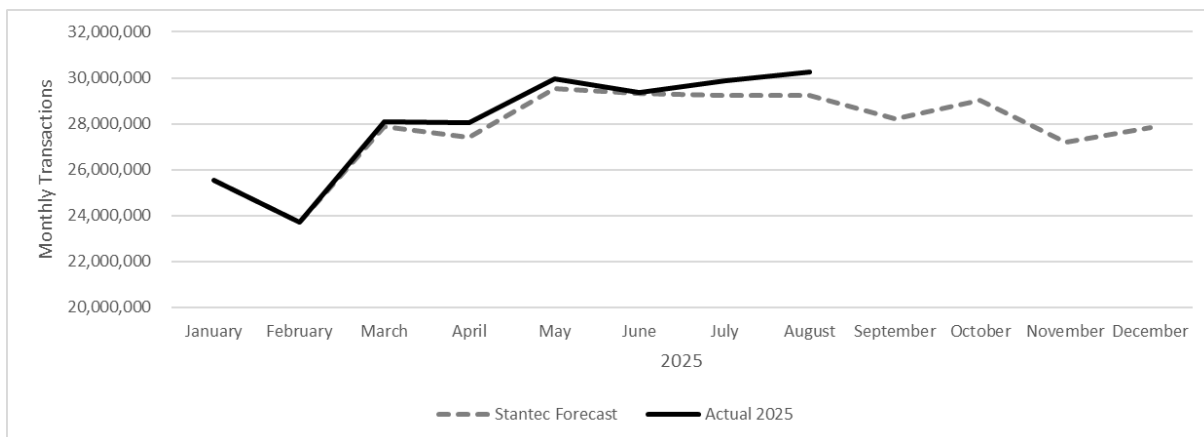
**Table 1 Systemwide MTA Bridges and Tunnels Transactions**  
(Subject to Final Audit)

Time Period	2024 Actual	2025 Actual	Percent Change
January - February	50,420,853	49,242,378	-2.3%
March - August	173,515,434	175,564,171	1.2%
Total 8 Months	223,936,287	224,806,549	0.4%

Time Period	2024 Actual	2025 Forecast	Percent Change
Actual 2024 v. Forecast 2025 (Full Year in the Report)	337,333,238	334,149,697	-0.9%

Time Period	2025 Forecast	2025 Actual	Percent Change
Forecast 2025 v. Actual 2025 (January - August)	221,853,426	224,806,549	1.3%

**Figure 1 Stantec Forecast v. 2025 Actual Transactions**  
(Actual MTA Bridges and Tunnels Transactions Subject to Final Audit)



## TOLL REVENUE

The total 2025 toll revenue forecast shown in the Report was based on actual data through February 2025 and projected transaction volumes for March to December 2025, and included the estimated toll increase which had been scheduled for August 1, 2025 at the time of the Report publication. Actual toll revenues for January and February 2025 (available at the time of the Report) and for March through August 2025 (new data received since the Report) are compared to actual January through August 2024 toll revenues in Table 2.

In our Report, Stantec forecast total 2025 toll revenues of \$2,605.3 million, a forecast increase of 0.8 percent above the actual 2024 toll revenue. Eight months of actual toll revenue data through August 2025 are currently available and are 1.0 percent more than the actual first eight months of 2024. The first eight months of actual 2025 toll revenues are 0.9 percent more than Stantec's comparable eight-month 2025 forecast toll revenues.

Actual monthly toll revenues from 2025 are compared to the forecast in the Report in Figure 2.

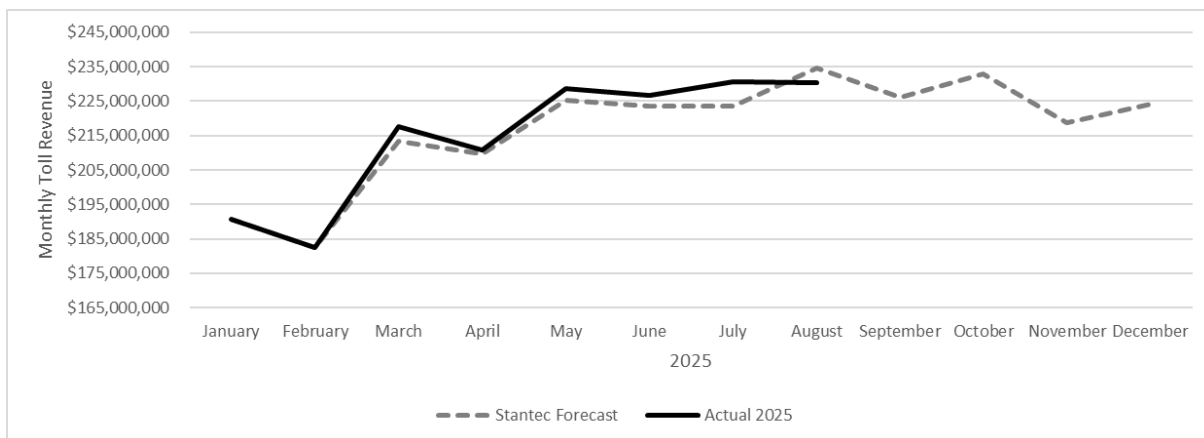
**Table 2 Systemwide MTA Bridges and Tunnels Toll Revenue**  
(Subject to Final Audit)

Time Period	2024 Actual	2025 Actual	Percent Change
January - February	\$ 384,154,663	\$ 373,208,063	-2.8%
March - August	\$ 1,316,289,310	\$ 1,344,853,399	2.2%
Total 8 Months	\$ 1,700,443,973	\$ 1,718,061,462	1.0%

Time Period	2024 Actual	2025 Forecast	Percent Change
Actual 2024 v. Forecast 2025 (Full Year in the Report)	\$ 2,583,757,912	\$ 2,605,339,553	0.8%

Time Period	2025 Forecast	2025 Actual	Percent Change
Forecast 2025 v. Actual 2025 (January - August)	\$ 1,703,405,242	\$ 1,718,061,462	0.9%

**Figure 2 Forecast v. 2025 Actual Toll Revenue**  
(Actual MTA Bridges and Tunnels Revenue Subject to Final Audit)



## 2025 TOLL INCREASE

At the time the Report was published in April 2025, Stantec provided two forecasts. One forecast held the current tolls constant for the next ten years, while the second forecast included toll increases in 2025 and 2027 in accordance with the 2025-2028 MTA Financial Plan. This plan included projected toll increases on August 1, 2025 and March 1, 2027. For the 2025 toll increase, the MTA set a goal of a 4.0 percent revenue yield. In order to achieve this goal, Stantec had assumed a 5.0 percent toll increase on all payment types beginning August 1, 2025.

Since the Report publication, the schedule for the implementation of the 2025 toll increase has shifted from August 1, 2025 to January 4, 2026. The current toll rates (implemented August 6, 2023) will remain unchanged in August through December 2025 rather than charging the new 2025 toll rates assumed in the Report forecast.

In order to estimate the change in 2025 revenue due to the delayed toll increase implementation date, Stantec developed an updated 2025 forecast that includes these adjustments. As shown in Table 3, it is estimated that 2025 revenue will be roughly \$43.7 million or 1.7 percent lower than projected in the Report due to this change.

Given that the change in toll implementation date for 2025 is expected to only shift the revenue forecast by a small amount, and the year-to-date transactions and toll revenue are very close to the Report forecast, Stantec believes that the forecast continues to be valid.

**Table 3 2025 Monthly Revenue Changes Caused by Shift in Toll Implementation Date**  
(Millions)

<b>Month</b>	<b>April 2025 Forecast</b> (Toll Increase 8/1/25)	<b>Forecast Update</b> (If no toll increase in 2025)	<b>Revenue Change</b>	<b>% Revenue Change</b>
Jan-25	\$190.72	\$190.72	\$0.00	0.0%
Feb-25	\$182.48	\$182.48	\$0.00	0.0%
Mar-25	\$213.39	\$213.39	\$0.00	0.0%
Apr-25	\$209.61	\$209.61	\$0.00	0.0%
May-25	\$225.18	\$225.18	\$0.00	0.0%
Jun-25	\$223.66	\$223.66	\$0.00	0.0%
Jul-25	\$223.67	\$223.67	\$0.00	0.0%
Aug-25	\$234.68	\$225.64	(\$9.04)	-3.9%
Sep-25	\$225.98	\$217.28	(\$8.71)	-3.9%
Oct-25	\$232.90	\$223.92	(\$8.97)	-3.9%
Nov-25	\$218.78	\$210.37	(\$8.41)	-3.8%
Dec-25	\$224.27	\$215.67	(\$8.61)	-3.8%
<b>Total</b>	<b>\$2,605.34</b>	<b>\$2,561.60</b>	<b>(\$43.74)</b>	<b>-1.7%</b>



**Bridges and Tunnels**