



\$820,000,000*
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY
(MTA BRIDGES AND TUNNELS)
Payroll Mobility Tax Senior Lien Refunding Bonds,
Series 2026A
consisting of

\$775,000,000*
Payroll Mobility Tax Senior Lien Refunding Bonds,
Subseries 2026A-1

\$45,000,000*
Payroll Mobility Tax Senior Lien Refunding Bonds,
Subseries 2026A-2

DATED: Date of Delivery

DUE: as shown on the inside cover page

The Triborough Bridge and Tunnel Authority's (MTA Bridges and Tunnels) is issuing its Payroll Mobility Tax Senior Lien Refunding Bonds, Series 2026A (the Series 2026A Bonds) consisting of the Payroll Mobility Tax Senior Lien Refunding Bonds, Subseries 2026A-1 (the Subseries 2026A-1 Bonds) and the Payroll Mobility Tax Senior Lien Refunding Bonds, Subseries 2026A-2 (the Subseries 2026A-2 Bonds). MTA Bridges and Tunnels anticipates that the proceeds of the Subseries 2026A-1 Bonds will be used to (i) refund certain outstanding Payroll Mobility Tax Senior Lien Bonds of MTA Bridges and Tunnels and Transportation Revenue Bonds of the Metropolitan Transportation Authority (MTA), which may include bonds issued as Build America Bonds, as more fully described herein, and (ii) pay certain financing, legal and miscellaneous expenses. MTA Bridges and Tunnels anticipates that the proceeds of the Subseries 2026A-2 Bonds will be used to (i) refund certain outstanding Transportation Revenue Bonds of MTA, and (ii) pay certain financing, legal and miscellaneous expenses. See "APPLICATION OF PROCEEDS" herein.

MTA Bridges and Tunnels and MTA may each issue obligations secured on a parity (either on a senior lien basis with the Series 2026A Bonds, or on a second lien basis) by PMT Receipts pursuant to the Financing Agreement, as further described herein. The Series 2026A Bonds are to be issued by MTA Bridges and Tunnels under the Triborough Bridge and Tunnel Authority Payroll Mobility Tax Obligation Resolution (TBTA PMT Resolution).

The Series 2026A Bonds—

- are MTA Bridges and Tunnels' special, not general, obligations, payable solely from monies pledged therefor under the Obligations Trust Estate under the TBTA PMT Resolution derived primarily from certain payroll mobility taxes (Mobility Tax Receipts) and certain fees, surcharges and taxes (referred to herein as Aid Trust Account Receipts or ATA Receipts, and together with the Mobility Tax Receipts are referred to collectively, as PMT Receipts) deposited into the applicable subaccounts established for the PMT Receipts under the Payroll Mobility Tax Financing Agreement (Financing Agreement) between MTA and MTA Bridges and Tunnels as described in this official statement, and
- are not a debt of the State of New York (the State) or The City of New York (the City) or any other local government unit.

Mobility Tax Receipts and ATA Receipts are not subject to appropriation by the State.

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 MTA and assuming the compliance by MTA Bridges and Tunnels and MTA with certain covenants, interest on the Series 2026A Bonds is:

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

Also in Co-Bond Counsel's opinion, under existing law, interest on the Series 2026A Bonds is exempt from personal income taxes of the State and any political subdivisions of the State, including the City. See "TAX MATTERS" herein for a discussion of certain federal and State income tax matters.

The Series 2026A Bonds will bear interest at the rates shown on the inside cover page hereof.

The Series 2026A Bonds are subject to redemption prior to maturity as described herein.

The Subseries 2026A-1 Bonds and the Subseries 2026A-2 Bonds are expected to be sold separately fifteen days apart. The Subseries 2026A-1 Bonds are expected to be delivered on or about March 17, 2026 and the Subseries 2026A-2 Bonds are expected to be delivered on or about April 1, 2026.

The issuance of each subseries of the Series 2026A Bonds is not contingent upon the issuance of the other subseries of the Series 2026A Bonds and may occur independently of the issuance of such subseries of the Series 2026A Bonds.

The Series 2026A Bonds are offered when, as, and if issued, subject to certain conditions, and are expected to be delivered through the facilities of The Depository Trust Company.

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 2026A Bonds. Investors are advised to read the entire official statement, including all portions hereof included by specific cross-reference, to obtain information essential to making an informed decision.

Jefferies

BofA Securities

Goldman Sachs & Co. LLC

J.P. Morgan

Ramirez & Co., Inc.

Siebert Williams Shank

Drexel Hamilton, LLC

Rice Financial Products Company

Stern Brothers & Co.

Blaylock Van, LLC

Mischler Financial Group, Inc.

PNC Capital Markets

Raymond James

RBC Capital Markets

March __, 2026

* Preliminary, subject to change.

\$820,000,000*
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY
(MTA BRIDGES AND TUNNELS)
Payroll Mobility Tax Senior Lien Refunding Bonds,
Series 2026A

consisting of

\$775,000,000* Subseries 2026A-1 Bonds

\$ _____ **Serial Bonds**

<u>Maturity</u> <u>(November 15)</u>	<u>Principal</u> <u>Amount</u> \$	<u>Interest</u> <u>Rate</u> %	<u>Yield</u>	<u>CUSIP Number</u> <u>(89602H)</u> †
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\$ _____ **Term Bonds**

\$ _____ % Term Bond due November 15, 20 __, Yield: ___ % CUSIP Number † 89602H

\$45,000,000* Subseries 2026A-2 Bonds

<u>Maturity</u> <u>(November 15)</u>	<u>Principal</u> <u>Amount</u> \$	<u>Interest</u> <u>Rate</u> %	<u>Yield</u>	<u>CUSIP Number</u> <u>(89602H)</u> †
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The following summarizes the optional redemption provisions of the Series 2026A Bonds: the Subseries 2026A-1 Bonds are subject to redemption prior to maturity on any date on or after May 15, 2036* at the option of MTA Bridges and Tunnels, in whole or in part, at 100% of the principal amount thereof, together with accrued interest thereon up to but not including the redemption date. The Subseries 2026A-2 Bonds are not subject to optional redemption prior to maturity*. See “DESCRIPTION OF THE SERIES 2026A BONDS – Redemption Prior to Maturity” in **Part I**.

* Preliminary, subject to change.

† CUSIP numbers have been assigned by an organization not affiliated with MTA Bridges and Tunnels and are included solely for the convenience of the holders of the Series 2026A Bonds. MTA Bridges and Tunnels is not responsible for the selection or uses of these CUSIP numbers, nor is any representation made as to their correctness on the Series 2026A Bonds or as indicated above. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Series 2026A Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2026A Bonds.

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

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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 HerbstMember
David R. JonesMember
Christopher Leathers.....Member
Blanca P. LópezMember
David S. MackMember
Haeda B. Mihaltses.....Member
Melva M. Miller.....Member
James O’Donnell.....Member
John-Ross RizzoMember
John Samuelsen..... Non-Voting Member
Lisa Sorin.....Member
Midori Valdivia.....Member
Edward Valente..... Non-Voting Member
Neal Zuckerman.....Member

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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Co-Bond Counsel	

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

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

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SUMMARY OF TERMS

MTA Bridges and Tunnels has prepared this Summary of Terms to describe the specific terms of the Series 2026A Bonds. The information in this official statement, including the materials filed with the Electronic Municipal Market Access System of the Municipal Securities Rulemaking Board and included by specific cross-reference as described herein, provides a more detailed description of matters relating to MTA Bridges and Tunnels and to the Payroll Mobility Tax Senior Lien Refunding Bonds. Investors should carefully review that detailed information in its entirety before making a decision to purchase any of the Series 2026A Bonds being offered.

Issuer.....	Triborough Bridge and Tunnel Authority, a public benefit corporation of the State of New York, hereinafter referred to as MTA Bridges and Tunnels.		
Bonds Being Offered.....	MTA Bridges and Tunnels Payroll Mobility Tax Senior Lien Refunding Bonds, Series 2026A (the Series 2026A Bonds), consisting of Payroll Mobility Tax Senior Lien Refunding Bonds, Subseries 2026A-1 (the Subseries 2026A-1 Bonds), and Payroll Mobility Tax Senior Lien Refunding Bonds, Subseries 2026A-2 (the Subseries 2026A-2 Bonds).		
Purpose of Issue	The Subseries 2026A-1 Bonds are being issued to (i) refund certain outstanding Payroll Mobility Tax Senior Lien Bonds of MTA Bridges and Tunnels and Transportation Revenue Bonds of the Metropolitan Transportation Authority (MTA), which may include bonds issued as Build America Bonds (collectively, the Subseries 2026A-1 Refunded Bonds), as more fully described herein, and (ii) pay certain financing, legal and miscellaneous expenses. The Subseries 2026A-2 Bonds are being issued to (i) refund certain outstanding Transportation Revenue Bonds of MTA (the Subseries 2026A-2 Refunded Bonds and, collectively with the Subseries 2026A-1 Refunded Bonds, the Refunded Bonds), as more fully described herein, and (ii) pay certain financing, legal and miscellaneous expenses. See “APPLICATION OF PROCEEDS” in Part I .		
Sale and Closing.....	The Subseries 2026A-1 Bonds and the Subseries 2026A-2 Bonds are expected to be sold separately fifteen days apart. The Subseries 2026A-1 Bonds are expected to be delivered on or about March 17, 2026 and the Subseries 2026A-2 Bonds are expected to be delivered on or about April 1, 2026.		
Maturities and Rates.....	The Series 2026A Bonds mature on the dates and bear interest at the rates shown on the inside cover page of this official statement.		
Denominations	The Series 2026A Bonds will be sold in denominations of \$5,000 or any integral multiple thereof.		
Interest Payment Dates.....	Interest on the Series 2026A Bonds shall be paid semiannually on May 15 and November 15, commencing May 15, 2026.		
Redemption	See “DESCRIPTION OF THE SERIES 2026A BONDS – Redemption Prior to Maturity” in Part I .		
Sources of Payment and Security	<p>Mobility Tax Receipts and ATA Receipts (collectively, PMT Receipts) deposited in the Obligations Trust Estate and pledged under the TBTA PMT Resolution, all as described in Part II.</p> <p>Pursuant to the Financing Agreement, the Series 2026A Bonds will be secured on a parity as to PMT Receipts with any other PMT Senior Lien Indebtedness issued or incurred by MTA Bridges and Tunnels or MTA.</p> <p>Other than PMT Receipts, holders of PMT Senior Lien Indebtedness have no claim on any revenues of MTA Bridges and Tunnels, MTA or any of its Related Entities. The Obligations Trust Estate is the sole source of payment for TBTA PMT Senior Lien Indebtedness (as defined herein), including the Series 2026A Bonds.</p>		
Additional Bonds Test.....	Except for certain refundings of PMT Senior Lien Indebtedness, the issuance or incurrence of any PMT Senior Lien Indebtedness is subject to an additional bonds test of 2.25 times coverage of maximum annual senior lien debt service prescribed by the PMT Resolutions (as defined herein) from historical PMT Receipts, as more fully described herein under the caption “SECURITY – Covenants – Additional PMT Senior Lien Indebtedness Including Parity Debt”.		
Registration of the Bonds	DTC Book-Entry-Only System. No physical certificates evidencing ownership of a bond will be delivered, except to DTC.		
Trustee	The Bank of New York Mellon, New York, New York.		
Co-Bond Counsel.....	Nixon Peabody LLP, New York, New York and D. Seaton and Associates, P.A., P.C., New York, New York.		
Special Disclosure Counsel.....	Hawkins Delafield & Wood LLP, New York, New York.		
Tax Status	See “TAX MATTERS” in Part III .		
Ratings	<u>Rating Agency</u>	<u>Rating</u>	<u>Outlook</u>
	KBRA	AA+	Stable
	S&P	AA+	Stable
	See “RATINGS” in Part III .		
Co-Financial Advisors	Public Resources Advisory Group, Inc., New York, New York, and Sycamore Advisors, LLC, New York, New York.		
Underwriters	See cover page.		
Underwriters’ Discount	See “UNDERWRITING” in Part III .		
Counsel to Underwriters.....	Akerman LLP, New York, New York.		
Verification Agent.....	Samuel Klein and Company LLP.		

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- **No Unauthorized Offer.** This official statement is not an offer to sell, or the solicitation of an offer to buy, the Series 2026A Bonds 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 2026A Bonds, except as set forth in this official statement. No other information or representations should be relied upon.
 - **No Contract or Investment Advice.** This official statement is not a contract and does not provide investment advice. Investors should consult their financial advisors and legal counsel with questions about this official statement and the Series 2026A Bonds being offered, and anything else related to this bond issue.
 - **Information Subject to Change.** Information and expressions of opinion are subject to change without notice, and it should not be inferred that there have been no changes since the date of this document. Neither the delivery of, nor any sale made under, this official statement shall under any circumstances create any implication that there has been no change in MTA Bridges and Tunnels' affairs or in any other matters described herein since the date of this official statement.
 - **Forward-Looking Statements.** Many statements contained in this official statement, including the appendices and documents included by specific cross-reference, that are not historical facts are forward-looking statements, which are based on MTA and/or MTA Bridges and Tunnels' beliefs, in each case, as well as assumptions made by, and information currently available to, the management and staff of MTA and MTA Bridges and Tunnels as of the date of this official statement. Because the statements are based on expectations about future events and economic performance and are not statements of fact, actual results may differ materially from those projected. The words "anticipate," "assume," "estimate," "expect," "objective," "projection," "plan," "forecast," "goal," "budget" or similar words are intended to identify forward-looking statements. The words or phrases "to date," "now," "currently," and the like are intended to mean as of the date of this official statement. Neither MTA's nor 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's nor 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 official statement, which is solely the product of MTA Bridges and Tunnels and MTA and its affiliates and subsidiaries as of the date of this official statement, and the independent auditors assume no responsibility for its content. These forward-looking statements speak only as of the date of this official statement.
 - **Projections.** The projections set forth in this official statement were not prepared with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information, but, in the view of MTA's and 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 and MTA Bridges and Tunnels. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this official statement are cautioned not to place undue reliance on the prospective financial information. Neither MTA's nor 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's nor MTA Bridges and Tunnels' independent auditors, nor any other independent auditors, have been consulted in connection with the preparation of the prospective financial information set forth in this official statement, which is solely the product of MTA Bridges and Tunnels and MTA and its affiliates and subsidiaries as of the date of this official statement, and the independent auditors assume no responsibility for its content.
 - **Independent Auditor.** Deloitte & Touche LLP, MTA's and MTA Bridges and Tunnels' independent auditor, has not reviewed, commented on or approved, and is not associated with, this official statement. The audit report of Deloitte & Touche LLP relating to MTA's Consolidated Financial Statements for the Years Ended December 31, 2024 and 2023, which is a matter of public record, is included by specific cross-reference in this official statement. Deloitte & Touche LLP has not been asked to consent to the inclusion, or incorporation by reference, of its audit report in this official statement. Deloitte & Touche LLP has performed a review of the consolidated interim financial information of MTA for the nine-month period ended September 30, 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 nine-month period ended September 30, 2025 (except for the auditor's review report accompanying the consolidated interim financial information) is included in this official statement by specific cross-reference. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA or MTA Bridges and Tunnels, including, without limitation, any of the information contained in this official statement, since the date of such review report, which is not included by reference herein.
 - **Website Addresses.** References to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this official statement for purposes of Rule 15c2-12 of the United States Securities and Exchange Commission, as amended, and in effect on the date hereof (Rule 15c2-12).

- ***Rule 15c2-12.*** For purposes of compliance with Rule 15c2-12, this preliminary official statement constitutes an official statement of MTA Bridges and Tunnels and MTA that has been deemed final by MTA Bridges and Tunnels and MTA as of its date except for the omission of no more than the information permitted by Rule 15c2-12.
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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, August 4, 2025, November 24, 2025 and February 25, 2026, 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 official statement, along with material that updates this official statement and that is filed with EMMA prior to the delivery date of the Series 2026A Bonds, together with any supplements or amendments thereto:

- **Part I** – MTA Annual Disclosure Statement (the **MTA Annual Disclosure Statement** or **ADS**);
- **Appendix B** – Audited Consolidated Financial Statements of Metropolitan Transportation Authority for the Years Ended December 31, 2024 and 2023 (including the auditor’s report accompanying the annual financial information)

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

- TBTA Payroll Mobility Tax Obligation Resolution
- MTA Payroll Mobility Tax Obligation Resolution
- Annex A – Standard Resolution Provisions Applicable to MTA and TBTA PMT Obligations and Parity Debt
- Annex B – Standard Resolution Provisions Applicable to MTA and TBTA Second Lien PMT Obligations and Second Lien Parity Debt
- Annex C – Additional Resolution Provisions Applicable to MTA and TBTA Senior Lien PMT Obligations and Second Lien PMT Obligations
- Payroll Mobility Tax Financing Agreement by and between MTA and MTA Bridges and Tunnels (Financing Agreement)
- MTA’s Unaudited Consolidated Interim Financial Statements as of and for the nine-month period ended September 30, 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 B**, 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 official statement, such as using the popular name “MTA Bridges and Tunnels” in place of Triborough Bridge and Tunnel Authority or its abbreviation, TBTA.

The Consolidated Financial Statements of the Metropolitan Transportation Authority for the years ended December 31, 2024 and 2023, incorporated by specific cross-reference in this official statement, have been audited by Deloitte & Touche LLP, independent certified public accountants, as stated in their audit report appearing therein. Deloitte & Touche LLP has not reviewed, commented on or approved, and is not associated with, this official statement. The audit report of Deloitte & Touche LLP relating to the Consolidated Financial Statements of the Metropolitan Transportation Authority for the years ended December 31, 2024 and 2023, which is a matter of public record, is included by specific cross-reference in this official statement. Deloitte & Touche LLP has not been asked to consent to the inclusion, or incorporation by reference, of its audit report in this official statement. The consolidated interim financial information for the nine-month period ended September 30, 2025 (except for the auditor’s review report accompanying the consolidated interim financial information), has also been incorporated by specific cross-reference in this official statement. Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of MTA or MTA Bridges and Tunnels, including, without limitation, any of the information contained in, or incorporated by specific cross-reference in, this official statement, since the date of such review report, 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, primarily secured by the PMT Receipts (as defined herein), 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 Tunnels’ 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 official statement.

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

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

MTA Construction and Development Company
MTA Grand Central Madison Concourse Operating
Company
Triborough Bridge and Tunnel Authority

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 Financing Agreement or the TBTA PMT Resolution.

Information Provided in MTA Disclosure

From time to time, the Governor, the State Comptroller, the Mayor of the City, the City Comptroller, county executives, State legislators, City Council members and other persons or groups may make public statements, issue reports, institute proceedings or take actions that contain predictions, projections or other information relating to the Related Entities or their financial condition, including potential operating results for the current fiscal year and projected baseline surpluses or gaps for future years, that may vary materially from, question or challenge the information provided in the **ADS**, this official statement and other offering documents, and information posted to EMMA. Investors and other market participants should, however, refer to MTA's and MTA Bridges and Tunnels' 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 Official Statement. This official statement is organized as follows:

- This ***Introduction*** provides a general description of MTA, MTA Bridges and Tunnels and the other Related Entities.
- ***Part I*** provides specific information about the Series 2026A Bonds.
- ***Part II*** describes the sources of payment and security for all MTA Bridges and Tunnels Payroll Mobility Tax Senior Lien Bonds (TBTA PMT Bonds), including the Series 2026A Bonds.
- ***Part III*** provides miscellaneous information relating to the Series 2026A Bonds.
- ***Attachment 1*** sets forth certain provisions applicable to the book-entry-only system of registration to be used for the Series 2026A Bonds.
- ***Attachment 2*** is a conformed copy of the executed Master Continuing Disclosure Agreement relating to PMT Indebtedness.
- ***Attachment 3*** is the form of approving opinions of Co-Bond Counsel in connection with the issuance of the Series 2026A Bonds.
- ***Attachment 4*** sets forth a list of the bonds expected to be refunded.
- ***Attachment 5*** sets forth a copy of the Update to the 2025 MTA Annual Disclosure Statement, dated February 25, 2026.

Information Included by Specific Cross-reference. The information listed under the caption "Information Included by Specific Cross-reference" following the Table of Contents, as filed with the MSRB through EMMA to date, is "included by specific cross-reference" in this official statement. This means that important information is disclosed by referring to those documents and that the specified portions of those documents are considered to be part of this official statement. **This official statement, which includes the specified portions of those filings, should be read in its entirety in order to obtain essential information for making an informed decision in connection with the Series 2026A Bonds.** Information included by specific cross-reference in this official statement 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**.

Anticipated Debt Issuance

In addition to the Series 2026A Bonds, MTA Bridges and Tunnels anticipates issuing Payroll Mobility Tax Bond Anticipation Notes later in 2026 to finance transit and commuter projects.

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PART I. SERIES 2026A BONDS

Part I of this official statement, together with the Summary of Terms, provides specific information about the Series 2026A Bonds.

APPLICATION OF PROCEEDS

MTA Bridges and Tunnels anticipates that the proceeds of the Subseries 2026A-1 Bonds (the principal amount thereof, plus [net] original issue premium of \$ _____, in the aggregate amount of \$ _____), together with certain funds of MTA Bridges and Tunnels or MTA, as applicable, in the amount of \$ _____, will be used as follows: (i) \$ _____ to refund certain outstanding Payroll Mobility Tax Senior Lien Bonds of MTA Bridges and Tunnels and Transportation Revenue Bonds of MTA, which may include bonds issued as Build America Bonds, a form of “Direct Pay Bonds” under the provisions of the American Recovery and Reinvestment Act of 2009 (the Refunded BABs), set forth in **Attachment 4** (collectively, the Subseries 2026A-1 Refunded Bonds), and to pay accrued interest thereon, and (ii) \$ _____ to pay certain financing, legal and miscellaneous expenses associated with the Subseries 2026A-1 Bonds.

MTA Bridges and Tunnels anticipates that the proceeds of the Subseries 2026A-2 Bonds (the principal amount thereof, plus [net] original issue premium of \$ _____, in the aggregate amount of \$ _____), will be used as follows: (i) \$ _____ to refund certain outstanding Transportation Revenue Bonds of MTA set forth in **Attachment 4** (the Subseries 2026A-2 Refunded Bonds and, together with the Subseries 2026A-1 Refunded Bonds, the Refunded Bonds), and (ii) \$ _____ to pay certain financing, legal and miscellaneous expenses associated with the Subseries 2026A-2 Bonds.

A portion of the proceeds of the Subseries 2026A-1 Bonds, together with certain other funds of MTA Bridges and Tunnels or MTA, as applicable, in the aggregate amount of \$ _____ will be deposited into separate funds or escrow accounts. The amounts deposited into the irrevocable escrow accounts will be held as cash or will be used to acquire direct obligations of, or obligations guaranteed by, the United States of America to pay the redemption price or purchase price of certain of the Refunded Bonds (the Defeased Bonds), and the interest to become due on such Defeased Bonds, prior to their respective redemption or purchase dates. Upon making certain deposits with the applicable escrow agent and the issuance of certain irrevocable instructions to such escrow agent pursuant to the TBTA PMT Resolution and the Transportation Resolution, as applicable, the Defeased Bonds will be deemed to have been paid in full and will no longer be outstanding under the applicable resolution. Excluding the Defeased Bonds, the remaining Refunded Bonds and any Refunded BABs will continue to remain legally outstanding under the Transportation Resolution until the trustee has paid the redemption price or purchase price, as applicable, for such Refunded Bonds on their stated date of redemption or purchase. MTA intends to call the Refunded BABs in accordance with the extraordinary redemption provisions of the Transportation Resolution and certificates of determination governing such Build America Bonds.

DESCRIPTION OF THE SERIES 2026A BONDS

General

Record Date. The Record Date for the payment of principal of, and interest on and any Sinking Fund Installments with respect to the Series 2026A Bonds shall be the May 1 or November 1 immediately preceding such payment date.

Book-Entry-Only System. The Series 2026A Bonds 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 2026A Bonds. Individual purchases of the Series 2026A Bonds will be made in book-entry-only form, in denominations of \$5,000 or any integral multiple thereof. So long as DTC is the registered owner of the Series 2026A Bonds, all payments on the Series 2026A Bonds will be made directly to DTC. DTC is responsible for disbursement of those payments to its participants, and DTC participants and indirect participants are responsible for making those payments to beneficial owners. See **Attachment 1** – “Book-Entry-Only System.”

Maturity. The Series 2026A Bonds will mature and be payable as to principal, as set forth on the inside cover page of this official statement.

Interest Payments. The Series 2026A Bonds will bear interest from the dated date at the per annum rates shown on the inside cover pages of this official statement. Interest will be paid semiannually on each May 15 and November 15, commencing May 15, 2026, calculated based on a 360-day year comprised of twelve 30-day months and will be payable to the Holders thereof on each Interest Payment Date. In the event that any payment date is not a Business Day, payment will be made on the next Business Day with the same force and effect as if made on the nominal date set forth herein and no interest shall accrue during the intervening period with respect to any payment so deferred.

Transfers and Exchanges. So long as DTC is the securities depository for the Series 2026A Bonds, it will be the sole registered owner of the Series 2026A Bonds, and transfers of ownership interests in the Series 2026A Bonds will occur through the DTC Book-Entry-Only System.

Trustee and Paying Agent. The Bank of New York Mellon, New York, New York, is Trustee and Paying Agent with respect to the Series 2026A Bonds.

Redemption Prior to Maturity

Optional Redemption. The Subseries 2026A-1 Bonds are subject to redemption prior to maturity on any date on or after May 15, 2036*, at the option of MTA Bridges and Tunnels, in whole or in part (in accordance with procedures of DTC, so long as DTC is the sole registered owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper), at 100% of the principal amount thereof, together with accrued interest thereon up to but not including the redemption date. The Subseries 2026A-2 Bonds are not subject to redemption prior to maturity*.

Mandatory Sinking Fund Redemption. The term Subseries 2026A-1 Bonds shown below are subject to mandatory sinking fund redemption, in part (in accordance with procedures of DTC, so long as DTC is the sole registered owner, and otherwise by lot in such manner as the Trustee in its discretion deems proper), on any November 15 on and after the first sinking fund installment date shown below at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments that are required to be made in amounts sufficient to redeem on November 15 of each year the principal amount of such Subseries 2026A-1 Bonds shown below:

Subseries 2026A-1 ____% Term Bond		
	Sinking Fund Redemption Date (November 15)	Sinking Fund Installment
first payment		
final maturity		
average life –	years	

Credit Toward Mandatory Sinking Fund Redemption. MTA Bridges and Tunnels may take credit toward mandatory Sinking Fund Installment requirements as follows, and, if taken, thereafter reduce the amount of term Subseries 2026A-1 Bonds otherwise subject to mandatory Sinking Fund Installments on the date for which credit is taken:

- If MTA Bridges and Tunnels directs the Trustee to purchase or redeem term Subseries 2026A-1 Bonds with money in the Debt Service Fund (at a price not greater than par plus accrued interest to the date of purchase

* Preliminary, subject to change.

or redemption), then a credit of 100% of the principal amount of those bonds will be made against the next Sinking Fund Installment due.

- If MTA Bridges and Tunnels purchases or redeems term Subseries 2026A-1 Bonds with other available moneys, then the principal amount of those bonds will be credited against future Sinking Fund Installment requirements in any order, and in any annual amount, that MTA Bridges and Tunnels may direct.

State and City Redemption. Pursuant to the MTA Bridges and Tunnels Act, the State or the City, upon providing sufficient funds, may require MTA Bridges and Tunnels to redeem any subseries of the Series 2026A Bonds as a whole at the time and at the price and in accordance with the terms upon which the Series 2026A Bonds are otherwise redeemable.

Redemption Notices. So long as DTC is the securities depository for the Subseries 2026A-1 Bonds, the Trustee must mail redemption notices to DTC at least 20 days before the redemption date. If the Subseries 2026A-1 Bonds are not held in book-entry-only form, then the Trustee must mail redemption notices directly to Owners within the same time frame. A redemption of the Subseries 2026A-1 Bonds is valid and effective even if DTC's procedures for notice should fail. Beneficial owners should consider arranging to receive redemption notices or other communications to DTC affecting them, including notice of interest payments through DTC participants. Any notice of optional redemption may state that such optional redemption is conditioned upon receipt by the Trustee of money sufficient to pay the Redemption Price or upon the satisfaction of any other condition, or that such optional redemption may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before the payment of the Redemption Price if any such condition so specified is not satisfied or if any such other event occurs.

Redemption Process. If the Trustee gives an unconditional notice of redemption, then on the redemption date the Subseries 2026A-1 Bonds called for redemption will become due and payable. If the Trustee gives a conditional notice of redemption and holds money to pay the redemption price of the Subseries 2026A-1 Bonds, and any other conditions included in such notice have been satisfied, then on the redemption date the Subseries 2026A-1 Bonds called for redemption will become due and payable. In either case, after the redemption date, no interest will accrue on those Subseries 2026A-1 Bonds, and an Owner's only right will be to receive payment of the redemption price upon surrender of those Subseries 2026A-1 Bonds.

All redemptions are final even if beneficial owners did not receive their notice or if the notice has a defect.

DEBT SERVICE ON THE BONDS

Table 1 on the next page sets forth, on a cash basis, (i) the debt service on the outstanding MTA Bridges and Tunnels Payroll Mobility Tax Senior Lien Bonds, (ii) the debt service on the Series 2026A Bonds, and (iii) the aggregate debt service on all MTA Bridges and Tunnels Payroll Mobility Tax Senior Lien Bonds outstanding upon the issuance of the Series 2026A Bonds. There are currently no Payroll Mobility Tax Senior Lien Bonds outstanding under the MTA PMT Resolution. See the first paragraph under "SOURCES OF PAYMENT AND SECURITY FOR THE BONDS" in **Part II. Table 1** does not include debt service on outstanding Payroll Mobility Tax Bond Anticipation Notes, constituting PMT Obligation Anticipation Notes. See "SOURCES OF PAYMENT AND SECURITY FOR THE BONDS – SECURITY – Subordinate Obligations and Obligation Anticipation Notes" in **Part II. Table 1** includes certain assumptions for debt service on outstanding "Balloon Obligations," including the MTA Bridges and Tunnels Payroll Mobility Tax Senior Lien Green Bonds, Series 2022E (the Series 2022E Bonds), the MTA Bridges and Tunnels Payroll Mobility Tax Senior Lien Green Bonds, Series 2023B (the Series 2023B Bonds), and the MTA Bridges and Tunnels Payroll Mobility Tax Senior Lien Green Bonds, Subseries 2024B-2 (the Subseries 2024B-2 Bonds). MTA Bridges and Tunnels expects to refinance the Series 2022E Bonds, the Series 2023B Bonds and the Subseries 2024B-2 Bonds on or prior to their respective maturity dates. MTA Bridges and Tunnels does not expect to deposit with the Trustee any PMT Receipts for the payment of any principal installments on the Series 2022E Bonds, the Series 2023B Bonds and the Subseries 2024B-2 Bonds on or prior to the expected refinancings thereof. See "SOURCES OF PAYMENT AND SECURITY FOR THE BONDS – SECURITY – Covenants" in **Part II.**

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Table 1
Aggregate PMT Senior Lien Debt Service
(\$ in thousands)⁽¹⁾

<u>Year Ending December 31</u>	<u>Debt Service on Outstanding Bonds⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾</u>	<u>Series 2026A Bonds</u>			<u>Aggregate Debt Service</u>
		<u>Principal</u>	<u>Interest</u>	<u>Total</u>	
2026	\$716,386		\$	\$	\$
2027	669,516				
2028	696,369				
2029	725,735				
2030	621,853				
2031	645,429				
2032	533,364				
2033	688,625				
2034	720,677				
2035	719,937				
2036	721,713				
2037	753,507				
2038	722,725				
2039	573,759				
2040	758,620				
2041	654,709				
2042	621,740				
2043	551,078				
2044	445,947				
2045	487,603				
2046	497,588				
2047	539,651				
2048	547,266				
2049	546,859				
2050	546,538				
2051	532,703				
2052	441,303				
2053	389,537				
2054	356,787				
2055	160,438				
2056	160,349				
2057	106,174				
2058	29,564				
2059	29,568				
Total	\$17,913,615	\$	\$	\$	\$

⁽¹⁾ Totals may not add due to rounding.

⁽²⁾ Includes the following assumption for debt service: floating rate notes at an assumed rate of 4.0% plus the current fixed spread; fixed rate mandatory tender bonds bear interest at their respective fixed interest rates prior to the mandatory tender date until the final maturity date; interest paid monthly, calculated on the basis of a 360-day year consisting of twelve 30-day months for floating rate notes.

⁽³⁾ Excludes (i) debt service on all outstanding Bond Anticipation Notes, which constitute PMT Obligation Anticipation Notes, the principal of which is not secured by PMT Receipts and interest on which is secured by PMT Receipts on a subordinate basis to PMT Senior Lien Indebtedness and (ii) payment of the CRZ Loan Agreement (as defined herein). See "SOURCES OF PAYMENT AND SECURITY FOR THE TBTA PMT BONDS – SECURITY – Subordinate Obligations and Obligation Anticipation Notes" and "CRZ Loan Agreement" in **Part II** hereof.

⁽⁴⁾ For bonds that are designated as "Balloon Obligations" under the TBTA PMT Resolution (which currently includes the Series 2022E Bonds, Series 2023B Bonds, and Subseries 2024B-2 Bonds in the aggregate principal amount of \$1,400,200,000), figures assume interest only on the aggregate principal amount at their respective fixed interest rates or assumed interest rates, as applicable, through their respective maturity dates, and thereafter, estimated debt service on the refinancings of the Balloon Obligations. See "SOURCES OF PAYMENT AND SECURITY FOR THE BONDS-SECURITY-Covenants."

⁽⁵⁾ Figures include debt service on Payroll Mobility Tax Senior Lien Bonds expected to be refunded with proceeds of the Series 2026A Bonds.

⁽⁶⁾ Figures reflect amounts outstanding as of the date of this preliminary official statement.

PART II. SOURCES OF PAYMENT AND SECURITY FOR THE BONDS

Part II of this official statement describes the sources of payment and security for all TBTA PMT Bonds, including the Series 2026A Bonds.

The TBTA PMT Resolution was deemed approved by the Capital Program Review Board (CPRB) on March 17, 2021. On March 17, 2021, the MTA Bridges and Tunnels Board adopted the Payroll Mobility Tax Obligation Resolution (TBTA PMT Resolution) to authorize the issuance of TBTA PMT Bonds to finance MTA-approved Capital Program transit and commuter projects. The MTA Payroll Mobility Tax Obligation Resolution (MTA PMT Resolution) adopted by the MTA Board on November 18, 2020, permits MTA to issue bonds for approved Capital Program transit and commuter projects and for working capital and all other expenditures of MTA and certain of its affiliates and subsidiaries relating to its transit and commuter systems incident to and necessary or convenient to carry out their purposes and powers (Working Capital Expenditures). CPRB approval would be required prior to the issuance of bonds for approved Capital Program transit and commuter projects, but not for obligations issued for Working Capital Expenditures. MTA has no plans to seek CPRB approval in the immediate future for issuances under the MTA PMT Resolution.

The TBTA PMT Bonds, together with Obligations and Parity Debt issued in accordance with the TBTA PMT Resolution (collectively, TBTA PMT Senior Lien Indebtedness), are special obligations of MTA Bridges and Tunnels payable from and secured by the revenues described below (1) on a parity basis with the obligation of MTA to pay debt service on Obligations and Parity Debt issued under the MTA PMT Resolution (MTA PMT Senior Lien Indebtedness, and together with the TBTA PMT Senior Lien Indebtedness, PMT Senior Lien Indebtedness), and (2) senior to the obligations of (i) MTA Bridges and Tunnels to pay debt service on TBTA PMT Second Lien Obligations and TBTA PMT Second Lien Parity Debt issued under the Resolution (TBTA PMT Second Lien Indebtedness) and (ii) MTA to pay debt service on MTA PMT Second Lien Obligations and MTA PMT Second Lien Parity Debt issued under the MTA PMT Resolution (MTA PMT Second Lien Indebtedness and collectively with TBTA PMT Second Lien Indebtedness, PMT Second Lien Indebtedness). PMT Senior Lien Indebtedness and PMT Second Lien Indebtedness are collectively referred to herein as PMT Indebtedness.

The TBTA PMT Resolution and the MTA PMT Resolution have substantially identical terms except for applicable references to the respective issuer and the authorized purposes for which PMT Indebtedness under the respective PMT Resolutions may be issued. *Each of the TBTA PMT Senior Lien Indebtedness and the MTA PMT Senior Lien Indebtedness are secured by a first lien on, and parity pledge of, the PMT Receipts, consisting of two distinct revenue streams, each of which are described in detail below, namely Mobility Tax Receipts and Aid Trust Account Receipts (also referred to as ATA Receipts). MTA and MTA Bridges and Tunnels entered into the Financing Agreement to provide the mechanism by which MTA and MTA Bridges and Tunnels share PMT Receipts on a parity basis (i) first, with respect to PMT Senior Lien Indebtedness, and (ii) second, with respect to PMT Second Lien Indebtedness. See “– SECURITY – Flow of PMT Receipts - Deposit and Application of PMT Receipts Under Financing Agreement” and “– SOURCES OF REVENUE AND FLOW OF FUNDS” below.*

SOURCES OF PAYMENT

PMT Receipts

Under State law, TBTA PMT Bonds are MTA Bridges and Tunnels’ special obligations, which means that they are payable solely from monies pledged therefor (PMT Receipts) in the Obligations Trust Estate under the TBTA PMT Resolution. They are not MTA Bridges and Tunnels’ general obligations. PMT Receipts are comprised of Mobility Tax Receipts and ATA Receipts. Copies of the TBTA PMT Resolution, the MTA PMT Resolution and the executed Financing Agreement have each been filed with the MSRB through EMMA as described under “INTRODUCTION – Where to Find Information.”

Mobility Tax Receipts

The Payroll Mobility Tax. The Payroll Mobility Tax (PMT) is a tax imposed on certain employers and individuals engaging in business in the Metropolitan Commuter Transportation District (MCTD). The MCTD, which is subject to the imposition of the PMT, includes New York City (the counties of New York (Manhattan), Bronx, Kings (Brooklyn), Queens and Richmond (Staten Island)) and the counties of Rockland, Nassau, Suffolk, Orange, Putnam, Dutchess, and Westchester. The PMT is administered by the Department of Taxation and Finance and collected by the Commissioner of Taxation and Finance, and deposited to the segregated account held in trust by the State Comptroller for MTA. Revenue from the PMT is not subject to appropriation, and is payable directly to MTA.

Immediately upon their receipt, MTA is required to transfer all of the revenues derived from the imposition of the PMT to the Mobility Tax Receipts Subaccount in the MTA Finance Fund in accordance with the Financing Agreement. Such revenues are referred to as “Mobility Tax Receipts”. Beginning September 1, 2025, after satisfying any debt service or reserve requirements under the MTA PMT Resolution and the TBTA PMT Resolution, MTA is required to transfer monthly 28.5% of the gross amount of the Mobility Tax Receipts received by MTA to the 2025 to 2029 Capital Program Account of the Metropolitan Transportation Authority Capital Lockbox Fund established by Section 553-j of the TBTA Act and moneys transferred to such Account will be applied by MTA Bridges and Tunnels to the payment or reimbursement of Capital Costs for Transportation District Projects included within the 2025 to 2029 MTA Capital Program or any successor programs in accordance with Section 553-j(2-a) of the TBTA Act. Any remaining amounts in the Mobility Tax Receipts Subaccount will be applied by MTA to the payment or reimbursement of Capital Costs for Transportation District Projects or the payment of operating costs of the MTA, MTA New York City Transit and their subsidiaries in accordance with Section 1270-h of the MTA Act.

Legislation was enacted in the State in 2009 (the May 2009 Legislation), providing additional sources of revenues, in the form of taxes, fees and surcharges, to address the financial needs of MTA. The PMT on payroll expenses and net earnings from self-employment within the MCTD initially imposed a 0.34% tax collected from private (for-profit and not-for-profit) and public sector employers in the MCTD.

The PMT was modified in 2011 to exempt certain taxpayers from paying the PMT and decrease rates paid by others. The PMT currently excludes federal, international, interstate agencies, certain eligible educational institutions, and certain small businesses. Additional amendments made in 2011 to the May 2009 Legislation further provided that any reductions in aid to MTA attributable to the 2011 statutory reductions in the PMT “shall be offset through alternative sources that will be included in the state budget” (PMT Revenue Offset Receipts). The PMT Revenue Offset Receipts are not pledged to the payment of TBTA PMT Indebtedness or MTA PMT Indebtedness.

MTA, along with the State and various officials of the State, successfully defended several actions challenging the constitutionality of the legislation that enacted the Payroll Mobility Tax (Chapter 25 of the Laws of 2009). These cases were conclusively resolved in 2014 when the New York Court of Appeals declined to hear an appeal of the appellate court decision, thereby confirming that the PMT is constitutional.

PMT Legislation in the State Fiscal Year 2025-2026 Enacted Budget. The State Fiscal Year 2025-2026 Enacted Budget included legislation which defined Bronx, Kings, New York, Queens and Richmond counties as “MCTD Zone 1,” and defined Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester counties as “MCTD Zone 2.” Effective July 1, 2025, the legislation modified the PMT rates in effect for the various tax brackets and established a new tax bracket for employers with payroll expenses of over \$2,500,000 in any calendar quarter. The legislation created exceptions for Local Government Employers (defined below). Local Government Employers located in MCTD Zone 1 with Payroll Expenses above \$2,500,000 continue to pay at a PMT rate of 0.60% and Local Government Employers located in MCTD Zone 2 are exempt from the PMT. Finally, the legislation also increased the minimum net earnings threshold for self-employed individuals from \$50,000 to \$150,000 allocated to the MCTD for the tax years beginning on and after January 1, 2026.

Current Payroll Mobility Tax Rates. Effective July 1, 2025, the PMT is imposed on the total payroll expense for all covered employees for each tax quarter at the following rates:

<u>Payroll Expense for Calendar Quarter</u>	<u>Tax Rate on Payroll Expense for Employers Engaged in Business in</u>	
	<u>MCTD Zone 1</u>	<u>MCTD Zone 2⁽²⁾</u>
Under \$312,500	Not subject to PMT	Not subject to PMT
Over \$312,500 but not over \$375,000	0.055%	0.055%
Over \$375,000 but not over \$437,500	0.115	0.115
Over \$437,500 but not over \$2,500,000	0.600	0.340
Over \$2,500,000	0.895 ⁽¹⁾	0.635

⁽¹⁾ Local Government Employers located in MCTD Zone 1 with Payroll Expenses above \$2,500,000 pay at a rate of 0.60%.
⁽²⁾ Local Government Employers located in MCTD Zone 2 are exempt.

For a description of changes to the PMT, see “REVENUES OF THE RELATED ENTITIES – Payroll Mobility Tax, PMT Offset and ATA Receipts” in Part 2 of the ADS.

Payroll expenses subject to the PMT includes all wages or compensation (as defined under sections 3121 or 3231 of the Internal Revenue Code), including back pay, sick pay, deferred compensation, and bonuses if the payroll payment is attributable to services performed while the employee is or was a covered employee (described below). Section 3121 of the Internal Revenue Code defines wages and compensation as those subject to federal social security taxes and section 3231 of the Internal Revenue Code defines wages and compensation as those subject to the federal railroad retirement tax. However, in computing payroll expense subject to the PMT, the caps on wages subject to either social security taxes or railroad retirement taxes do not apply. Accordingly, for most employers, payroll expense is the amount of the employee wages or other compensation that is subject to the Medicare portion of the federal social security taxes.

Employers subject to the Payroll Mobility Tax. The PMT is imposed on certain employers within the MCTD, as described below. Subject to the exemptions described below, an employer engaging in business within the MCTD is subject to the PMT for each calendar quarter they are required to withhold New York State income tax from wages paid to employees and their payroll expense for all covered employees exceeds \$312,500 for that calendar quarter. An employer whose payroll expense does not exceed \$312,500 for that calendar quarter is not subject to the PMT for that calendar quarter.

Employers exempt from the Payroll Mobility Tax. The following employers are exempt from the PMT: agencies and instrumentalities of the United States; the United Nations; interstate agencies and public corporations created pursuant to an agreement or compact with another state or Canada (such as The Port Authority of New York and New Jersey). The following educational institutions are also exempt from the PMT: any public school district; a board of cooperative educational services; a public elementary or secondary school; schools which serve students with disabilities of school age; and nonpublic elementary or secondary school that provides instruction in grade one or above.

Effective July 1, 2025, the following employers are defined as “Local Government Employers”: (1) a county, city, town, village or any other political subdivision or civil division of the state, (2) a public improvement or special district, (3) a public authority, commission, community college, or public benefit corporation, (4) any other public corporation, agency or instrumentality or unit of government which exercises governmental powers under the laws of the state, or (5) in the case of a county sheriff’s office in those counties where the office of sheriff is an elected position, both the county and the sheriff. After the effective date, Local Government Employers located in MCTD Zone 1 with Payroll Expenses above \$2,500,000 continue to pay the PMT at a rate of 0.60%, and Local Government Employers located in MCTD Zone 2 are exempt from the PMT.

Covered Employees subject to Payroll Mobility Tax. An employee is considered to be a covered employee (whose wages are then subject to the PMT) if the employee’s services are allocated to the MCTD. An employee’s services are allocated to the MCTD if any one of the following are true:

- 1) *Localization* - If an employee’s services are either (a) performed entirely within the MCTD or (b) performed both inside and outside the MCTD, but the services performed outside the MCTD are incidental (i.e., temporary or transitory or consist of isolated transactions).
- 2) *Base of Operations* - If the employee’s base of operations is in the MCTD. Base of operations generally means where the employee customarily starts out to perform his or her functions within or outside the MCTD or where the employee customarily returns to receive instruction, replenish stock and materials, repair equipment, or perform any other necessary function. This test is not applied if an employee has no base of operations or has more than one base of operations.
- 3) *Place of Direction and Control* - If the employee’s direction and control emanates only from within the MCTD, and the employee performs some services within the MCTD.
- 4) *Residence* - If the employee resides in the MCTD and performs some services in the MCTD.

If an employee is considered a covered employee based on any one of these tests, then all of the payroll expense for that employee is included in the payroll expense for purposes of the PMT.

Individuals with net earnings from self-employment. Individuals who have net earnings from self-employment allocated to the MCTD are also subject to the PMT. After January 1, 2026, if total net earnings from self-employment allocated to the MCTD are \$150,000 or less for the tax year, no PMT is due. Prior to January 1, 2026, if total net earnings from self-employment allocated to the MCTD were \$50,000 or less for the tax year, no PMT was due. Net earnings from self-employment engaged in business in the counties of MCTD Zone 1 are taxed at a flat rate of 0.60% of total net earnings allocated to the MCTD, and net earnings from self-employment engaged in business in the counties of MCTD Zone 2 are taxed at a flat rate of 0.34% of total net earnings allocated to the MCTD (in each case, subject to the minimum annual earnings threshold described in the preceding sentences). Self-employed individuals which may be subject to the PMT include sole proprietors, partners in partnerships, members of limited liability companies (LLCs) treated as partnerships for federal income tax purposes and certain single-member LLCs. Certain church employees, members of the clergy and Christian Science practitioners (those who are not subject to federal self-employment taxes) are also not subject to the PMT. See “SOURCES OF PAYMENT – PMT Receipts - Mobility Tax Receipts – *PMT Legislation in the State Fiscal Year 2025-2026 Enacted Budget*”.

Net earnings from self-employment allocated to the MCTD means net earnings from self-employment that are attributable to a business carried on within the MCTD. Business activity is considered carried on in the MCTD for purposes of the PMT if an individual maintains, operates, or occupies desk space, an office, a shop, a store, a warehouse, a factory, an agency, or other place located in the MCTD where the individual’s business matters are systematically and regularly carried on.

If a self-employed individual carries on business both in and outside the MCTD, only a portion of the individual’s self-employed earnings are allocated to the MCTD, and thus subject to the PMT. Allocation for PMT purposes is required to be done using the same rules that apply for purposes of the allocation of business income in and out of New York State under the personal income tax rules.

Method of Payments of the PMT. The PMT is paid concurrently with regular periodic payroll by large employers required to use the State’s prompt payment system (payrolls in excess of \$100,000) and quarterly by sole proprietors and other smaller employers. The PMT is audited and enforced by the Department of Taxation and Finance and collected by the Commissioner of Taxation and Finance for the sole benefit of MTA and deposited to a segregated account held in trust by the State Comptroller for MTA.

Certain MCTD Wage Base Information

The PMT and the collection thereof are related to, among other things, employment and wages in the MCTD. The following table sets forth estimated wages, salaries and proprietors’ income in the MCTD (by place of work) since 2015, and the MCTD’s wages, salaries and proprietors’ income as a percent of New York statewide wages, salaries and proprietors’ income. The wages, salaries and proprietors’ income in the following table include all wages, salaries and proprietors’ income reported by the U.S. Bureau of Economic Analysis (U.S. BEA) and does not exclude any wages, salaries and proprietors’ income that may be exempt from the PMT, and therefore, is provided only as a proxy of the gross wages, salaries and proprietors’ income base, which may be subject to the PMT.

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Historical MCTD and Statewide Wages, Salaries and Proprietors' Income

Calendar Year	MCTD Wages, Salaries and Proprietors' Income (\$ in millions) ⁽¹⁾	MCTD as a % of NY Statewide Wages, Salaries and Proprietors' Income
2015	\$576,886	79.6%
2016	602,086	79.9
2017	641,352	80.3
2018	674,537	80.6
2019	699,906	80.6
2020	691,163	80.4
2021	758,993	80.7
2022	794,122	80.4
2023	825,098	80.2
2024	878,378	80.4

Source: U.S. BEA

⁽¹⁾ Wages, salaries and proprietor's income estimates based on data last updated by U.S. BEA on February 5, 2026. Proprietors' income includes the inventory valuation adjustment and the capital consumption adjustment.

Statistical information and calculations contained in the above tables are based on data obtained from the U.S. BEA. Neither MTA nor MTA Bridges and Tunnels can guarantee the accuracy of such information, assure its completeness or warrant that such information will not be changed, modified or otherwise revised subsequent to the date thereof. Neither MTA nor MTA Bridges and Tunnels has any obligation to update any or all of such information nor does MTA or MTA Bridges and Tunnels make any express or implied warranties or representations as to its accuracy or completeness.

ATA Receipts

The ATA Receipts. The May 2009 Legislation also provided additional support for MTA in the form of revenues comprised of the supplemental fee on learner's permits and driver's licenses, supplemental fees on the registration and renewal of motor vehicles, the taxicab surcharge, and the supplemental tax on auto rentals, collectively referred to as the "ATA Receipts." The ATA Receipts are collected by the Commissioner of Taxation and Finance or the Commissioner of Motor Vehicles, as applicable, on behalf of MTA, and deposited to the segregated account held in trust by the State Comptroller for MTA. Revenue from the ATA Receipts is not subject to appropriation, and is payable quarterly directly to MTA. Immediately upon their receipt, MTA is required to transfer the ATA Receipts to the ATA Receipts Subaccount in accordance with the terms of the Financing Agreement.

ATA Receipts are derived from activities conducted in the MCTD at the collection rates listed in the following table. For a historical breakdown of ATA Receipts by category, see "Revenues of the Related Entities – Payroll Mobility Tax, PMT Offset, and ATA Receipts – *ATA Receipts*" in Part 2 of the **ADS**.

Source	Collection Rate	Collection Area
Driver's License Fee	\$1.00 per 6 months ⁽¹⁾	MCTD
Auto Registration Fee	\$25 every year ⁽²⁾	MCTD
Taxicab Surcharge	\$0.50 per ride	Any taxi ride starting in New York City and ending within the MCTD
Auto Rental Tax	6% of the cost of the rental ⁽³⁾	MCTD

Source: MTA, Department of Taxation and Finance, State Division of the Budget

⁽¹⁾ Collected as a \$16 surcharge on an 8-year license.

⁽²⁾ Collected as a \$50 surcharge on a 2-year vehicle registration.

⁽³⁾ Raised from 5% in 2019.

Historical PMT Receipts

Table 2 sets forth on a cash basis, actual PMT Receipts for each of the last five years, debt service paid on TBTA PMT Bonds beginning in 2021, and debt service coverage from PMT Receipts. The information in **Table 2** may not be indicative of future results of receipts or coverage. The information contained in **Table 2** has been prepared by MTA management based on historical financial statements and notes.

Table 2
Historical Mobility Tax Receipts and ATA Receipts and PMT Debt Service
Cash Basis (\$ in millions)⁽¹⁾

	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>	<u>2025⁽⁴⁾</u>
PMT Receipts					
Mobility Tax Receipts ⁽²⁾	\$1,713.2	\$1,796.9	\$2,232.9	\$3,116.5	\$3,961.9
ATA Receipts	263.3	263.3	273.6	269.6	280.0
Total PMT Receipts	<u>\$1,976.6</u>	<u>\$2,060.2</u>	<u>\$2,506.6</u>	<u>\$3,386.1</u>	<u>\$4,241.9</u>
PMT Debt Service⁽³⁾	\$31.2	\$172.4	\$382.7	\$639.6	\$422.7
Debt Service Coverage Ratio	63.4x	11.9x	6.6x	5.3x	10.0x

Source: MTA Management

⁽¹⁾ Numbers may not total due to rounding.

⁽²⁾ Revisions to the PMT effective July 1, 2023, which increased the tax rate for certain taxpayers engaged in business in the counties of Bronx, Kings, New York, Queens and Richmond, increased Mobility Tax Receipts in the second half of 2023. Also, additional revisions to the PMT rates for covered employees, effective July 1, 2025, increased Mobility Tax Receipts in the second half of 2025.

⁽³⁾ PMT Debt Service amounts (i) include debt service on Payroll Mobility Tax Obligation Anticipation Notes of \$9.8 million in 2022, \$82.7 million in 2023, \$80.9 million in 2024, and \$7.5 million in 2025; (ii) exclude interest on certain PMT Bonds in 2023, 2024 and 2025 pre-paid from other available monies of MTA; (iii) exclude capitalized interest on certain PMT Bonds and Obligation Anticipation Notes; and (iv) exclude debt service on Payroll Mobility Tax Obligation Anticipation Notes issued for working capital expenditures.

⁽⁴⁾ The amounts for 2025 are preliminary and unaudited

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Projected PMT Receipts

Table 3 sets forth on a cash basis, the Summary of Adopted Budget 2026 and Forecast 2027 of PMT Receipts and PMT Debt Service based on the MTA 2026 Adopted Budget and February Financial Plan 2026-2029 (the February Financial Plan). The information set forth in **Table 3** is comparable to that set forth, with respect to the years 2021 through 2025, in **Table 2**.

Table 3
Summary of Adopted Budget 2026 and Forecast 2027
Mobility Tax Receipts and ATA Receipts and PMT Debt Service
Cash Basis (\$ in millions)⁽¹⁾

	Adopted Budget <u>2026</u>	Forecast <u>2027</u>
PMT Receipts		
Mobility Tax Receipts	\$4,912.3	\$5,010.5
ATA Receipts	273.6	273.6
Total PMT Receipts	<u>\$5,185.9</u>	<u>\$5,284.1</u>
PMT Debt Service⁽²⁾	\$632.5	\$755.6
Debt Service Coverage Ratio	8.2x	7.0x

Source: MTA Management

⁽¹⁾ Numbers may not total due to rounding.

⁽²⁾ PMT Debt Service amounts (i) include outstanding PMT Bonds and PMT Bonds projected to be issued, as budgeted in the February Financial Plan, (ii) include interest on Payroll Mobility Tax Obligation Anticipation Notes, excluding capitalized interest, and (iii) exclude interest on certain PMT Bonds pre-paid from other available monies of MTA.

Factors Affecting Revenues

For a description of certain risks and other factors affecting revenues, see “CERTAIN RISK FACTORS” in Part 1 of the ADS and “GENERAL – Creditworthiness and Market Risk” in Part 3 of the ADS.

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SECURITY

The TBTA PMT Bonds, including the Series 2026A Bonds, are MTA Bridges and Tunnels' special obligations payable as to principal, redemption premium, if any, and interest solely from the security, sources of payment and funds specified in the TBTA PMT Resolution. Payment of principal of or interest on the TBTA PMT Bonds may not be accelerated in the event of a default.

The TBTA PMT Bonds are secured primarily by the sources of payment described under the caption "SOURCES OF PAYMENT." As described below, pursuant to the Financing Agreement, the TBTA PMT Bonds are secured on a parity with the MTA PMT Bonds.

The TBTA PMT Bonds are not secured by:

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

The TBTA PMT Bonds are not a debt of the State or the City, or any other local governmental unit. MTA Bridges and Tunnels has no taxing power.

The TBTA PMT Resolution, the MTA PMT Resolution, the Standard Resolution Provisions Applicable to MTA PMT Indebtedness and Parity Debt and TBTA PMT Indebtedness and Parity Debt, the Standard Resolution Provisions Applicable to MTA and TBTA PMT Second Lien Indebtedness and Second Lien Parity Debt, the Additional Resolution Provisions Applicable to MTA and TBTA PMT Senior Lien Indebtedness and PMT Second Lien Indebtedness, and a copy of the executed Financing Agreement have been filed with EMMA and are included by specific cross-reference in this official statement, and are also available on MTA's website.

Flow of PMT Receipts

MTA and MTA Bridges and Tunnels entered into the Financing Agreement to provide the mechanism by which MTA and MTA Bridges and Tunnels share PMT Receipts on a parity basis. As described below, the statutes providing for the imposition and collection of the PMT Receipts, together with the Financing Agreement and the MTA PMT Resolution and the TBTA PMT Resolution (collectively, the PMT Resolutions) provide the procedures for the deposit and transfer of amounts constituting PMT Receipts to ensure that sufficient amounts will be available for MTA to (i) provide MTA Bridges and Tunnels, or the Trustee on behalf of MTA Bridges and Tunnels, with the PMT Receipts necessary for MTA Bridges and Tunnels to timely perform its obligations under the TBTA PMT Resolution, and (ii) retain, or provide to the trustee under the MTA PMT Resolution on its own behalf, the PMT Receipts necessary for MTA to timely perform its obligations under the MTA PMT Resolution, in each case on the terms and conditions and in the priority set forth in the applicable statutes and financing documents.

Deposit and Application of PMT Receipts Required by Statute

Mobility Tax Receipts. The Mobility Tax Receipts collected or received by the Commissioner of Taxation and Finance on behalf of MTA are deposited daily into a segregated account held in trust by the State Comptroller for the credit of MTA. Mobility Tax Receipts are not subject to appropriation, and are payable twice a month (on the 15th and the final business day of each month) by the State Comptroller directly to MTA for deposit in the MTA Finance Fund held by MTA in accordance with each of Section 805(b) of the State Tax Law and Section 1270-h of the MTA Act. Immediately upon their receipt, MTA transfers the Mobility Tax Receipts to the Mobility Tax Receipts Subaccount in accordance with the terms of the Financing Agreement described below.

ATA Receipts. The ATA Receipts are collected or received by the Commissioner of Taxation and Finance or the Commissioner of Motor Vehicles, as applicable, on behalf of MTA and are deposited daily into a segregated account held in trust by the State Comptroller for the credit of MTA. ATA Receipts are not subject to appropriation, and are payable quarterly (by the 15th day of the last month of each calendar quarter) by the State Comptroller directly to MTA for deposit in the Corporate Transportation Account within the Special Assistance Fund held by MTA for application in

accordance with Section 1270-a of the MTA Act. Immediately upon their receipt, MTA transfers the ATA Receipts to the ATA Receipts Subaccount in accordance with the terms of the Financing Agreement described below.

Deposit and Application of PMT Receipts Under Financing Agreement

The statutory lien in favor of the holders of PMT Indebtedness is effective immediately upon receipt by MTA of the Mobility Tax Receipts and the ATA Receipts, prior to the deposit of such moneys into the Mobility Tax Receipts Subaccount and the ATA Receipts Subaccount, respectively. All PMT Receipts received by MTA are required to be immediately deposited into the applicable Subaccount established under the Financing Agreement. Such Subaccounts are separate bank accounts established for the purpose of segregating and investing the receipts deposited therein prior to transfer to the respective Trustee under the MTA PMT Resolution and the TBTA PMT Resolution, as described below. Amounts held at any time by MTA in the Mobility Tax Receipts Subaccount and the ATA Receipts Subaccount are held in trust separate and apart from all other funds of MTA for the benefit of holders of PMT Indebtedness.

MTA Bridges and Tunnels and MTA have entered into the Financing Agreement for the purposes of establishing the procedures pursuant to which MTA will deposit, allocate and transfer the PMT Receipts in order to ensure the parity allocation of such PMT Receipts between the TBTA PMT Resolution and the MTA PMT Resolution.

In every month, at such time or times as MTA in its discretion shall determine (but in no event later than the last Business Day of every month), MTA shall transfer PMT Receipts from the Mobility Tax Receipts Subaccount or the ATA Receipts Subaccount or both (as determined by MTA) in the following order of priority and to the extent available for application, as follows:

- *first*, to the applicable Trustee for deposit in the applicable Senior Lien Debt Service Fund, an amount equal to the applicable Monthly Senior Lien Deposit Requirement (generally, one-fifth (1/5th) of the interest due and payable on the next interest payment date and one-tenth (1/10th) of the next Principal Installment) plus an amount equal to the amount required to cure any deficiency in prior transfers made; *provided, however*, if on the date of any such transfer the amount of PMT Receipts available for transfer is less than the amount required to be transferred, the amount actually available shall be transferred, first, on a *pro rata* basis (in proportion to the amount of any deficiencies relative to each other) to each applicable Trustee to cure any deficiencies in prior deposits or transfers, and then, on a *pro rata* basis to each applicable Trustee in proportion to the amount of the respective current applicable Monthly Senior Lien Debt Service Requirement; and
- *second*, to the applicable Trustee for deposit in the applicable Second Lien Debt Service Fund, an amount equal to the applicable Monthly Second Lien Deposit Requirement plus an amount equal to the amount required to cure any deficiency in prior transfers made; *provided, however*, if on the date of any such transfer the amount of PMT Receipts available for transfer is less than the amount required to be so transferred, the amount actually available shall be transferred, first, on a *pro rata* basis (in proportion to the amount of any deficiencies relative to each other) to each applicable Trustee to cure any deficiencies in prior deposits or transfers, and then, on a *pro rata* basis to each applicable Trustee in proportion to the amount of the respective current applicable Monthly Second Lien Deposit Requirement; and
- *third*, to the applicable Trustee or another Person, the amount necessary for the payment of Other Subordinated Obligations or obligations payable from PMT Receipts in the priority set forth in the applicable PMT Resolution or other authorizing document for such obligations; and
- *fourth*, to the applicable Trustee or another Person, for the payment of fees and expenses due and payable under the related PMT Indebtedness and PMT Resolutions, to the extent payable from PMT Receipts in the priority set forth in the applicable authorizing document;
- *fifth*, for transfer to the appropriate Person, from the Mobility Tax Receipts Subaccount to the 2025 to 2029 Capital Program Account as required by Section 1270-h(4) of the MTA Act, any amounts as required by law; and

- *sixth*, after the amounts actually transferred under clauses *first* through *fifth* above equal the amounts required to have been so transferred on a cumulative basis as of the end of each month, to MTA or for expenditure by MTA, PMT Receipts and investment income, if any, on deposit in the Mobility Tax Receipts Subaccount and the ATA Receipts Subaccount free and clear of any lien, pledge or claim of the TBTA PMT Resolution and the MTA PMT Resolution, to be applied by MTA as provided in the MTA Act.

If, after the date or dates of any transfers made by MTA in a particular month described above, there continues to be a deficiency in the cumulative amounts required to be transferred and MTA receives additional PMT Receipts later in such month, MTA will apply those additional PMT Receipts as soon as practicable (but no later than the last Business Day of such month) in the same priority as set forth above to cure such deficiencies to the greatest extent possible.

If on any Business Day no later than two Business Days preceding any Applicable Debt Service Payment Date, MTA receives notice from an applicable Trustee that there are insufficient funds on deposit to pay Debt Service on PMT Indebtedness on such payment date, MTA shall transfer, to the extent moneys are available, any or all PMT Receipts on deposit in the Subaccounts in the amount necessary to cure such deficiency. Amounts so transferred shall be applied in the same priority as set forth above; *provided, however*, that no transfers shall be made to an applicable Second Lien Trustee if there is a deficiency that has not been cured in the amounts transferred for the payment of Senior Lien Debt Service.

Pledge Effected by the TBTA PMT Resolution

Application of PMT Receipts Under TBTA PMT Resolution

The TBTA PMT Resolution establishes an Obligations Proceeds Fund held by MTA Bridges and Tunnels and a Senior Lien Debt Service Fund held by the Trustee. Amounts held by MTA Bridges and Tunnels or the Trustee in any of such Funds shall be held in trust separate and apart from all other funds and applied solely for the purposes specified in the TBTA PMT Resolution or any Supplemental Resolution thereto. For TBTA PMT Resolution provisions governing the deposits to and withdrawals from the Funds and Accounts, see the TBTA PMT Resolution, a copy of which may be found on MTA's website (<https://new.mta.info/investor-info/bond-resolutions-interagency-agreements>) and is included herein by specific cross-reference.

Obligations Trust Estate. The TBTA PMT Resolution provides that there are pledged to the payment of principal and redemption premium of, interest on, and sinking fund installments for, the TBTA PMT Bonds, and other Obligations and Parity Debt, in accordance with their terms and the provisions of the TBTA PMT Resolution, subject only to the provisions permitting the application of that money for the purposes and on the terms and conditions permitted in the TBTA PMT Resolution, and subject also to the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the PMT Receipts as described in “— Agreements of the State” below, the following, referred to as the “Obligations Trust Estate”:

- (i) the proceeds of the sale of the TBTA PMT Bonds, until those proceeds are paid out for an authorized purpose;
- (ii) all right, title and interest of MTA Bridges and Tunnels in (x) the Financing Agreement, including the right of MTA Bridges and Tunnels to receive the PMT Receipts thereunder and (y) the funds and accounts established under the Financing Agreement into which the PMT Receipts are to be deposited; *provided, however, that*, all right, title and interest of MTA Bridges and Tunnels in and to the Financing Agreement and receipt of amounts payable thereunder for the benefit of TBTA PMT Bonds, other Obligations and Parity Debt is of equal rank with all right, title and interest of MTA in and to the Financing Agreement and receipt of amounts payable thereunder for the benefit of MTA PMT Bonds, other Obligations and Parity Debt;
- (iii) the Obligations Proceeds Fund and the Senior Lien Debt Service Fund, any money on deposit therein and any money received and held by MTA Bridges and Tunnels which is required to be deposited therein;

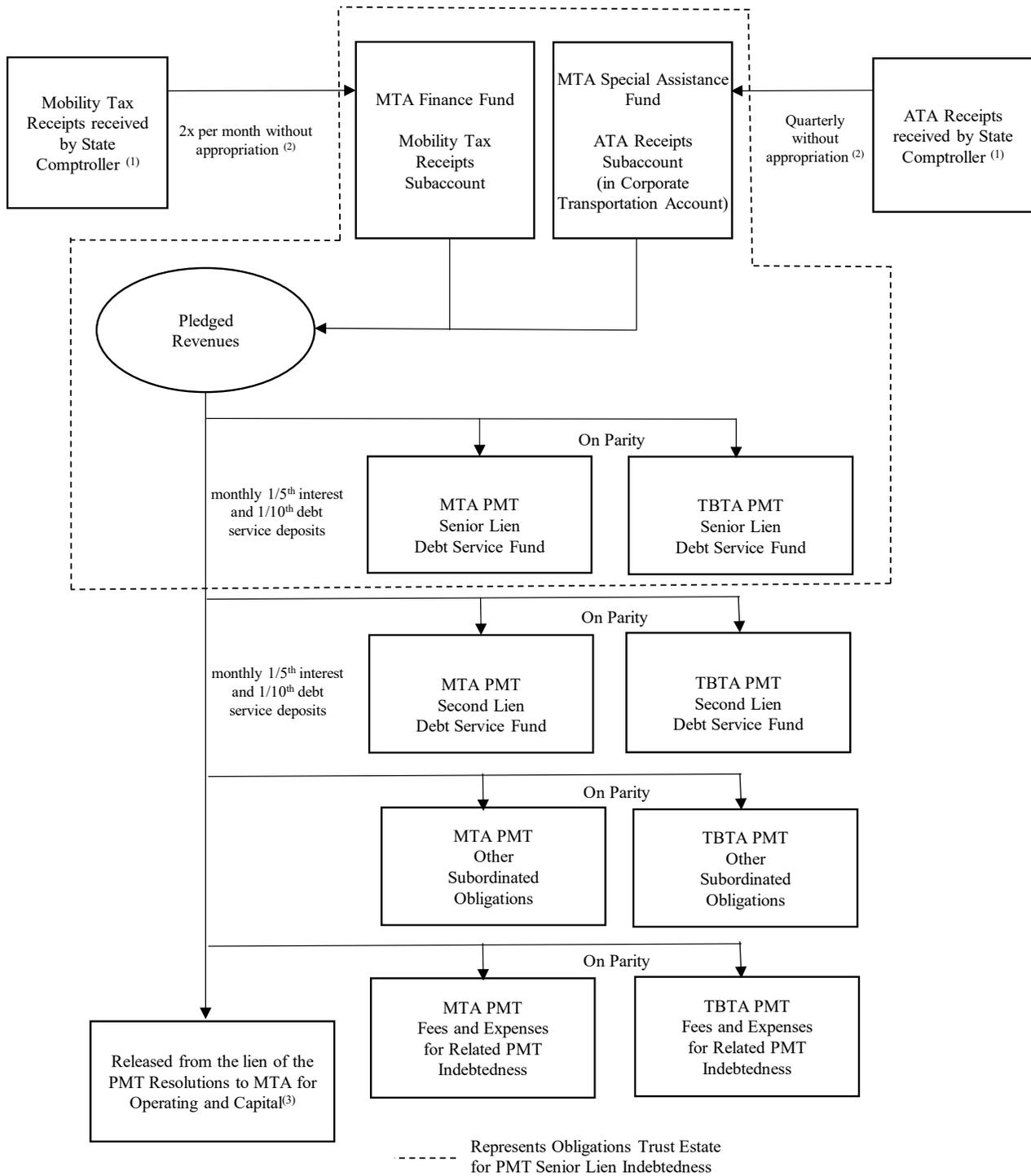
- (iv) all Funds, Accounts and Subaccounts established by the TBTA PMT Resolution (other than (a) the Second Lien Obligations Proceeds Fund and the Second Lien Debt Service Fund, and any accounts and subaccounts therein and (b) funds and any accounts and subaccounts therein established pursuant to a Supplemental Resolution in connection with Variable Interest Rate Obligations, Put Obligations or Parity Debt; provided, however, that, in the case of funds described in clause (b) hereof, such funds, accounts and subaccounts are specifically excepted from the Obligations Trust Estate by the Supplemental Resolution authorizing such Variable Interest Rate Obligations, Put Obligations or Parity Debt), including the investments, if any, thereof; and
- (v) all funds, moneys and securities and any and all other rights and interests in property, whether tangible or intangible, from time to time hereafter by delivery or by writing of any kind conveyed, mortgaged, pledged, assigned or transferred as and for additional security under the TBTA PMT Resolution for the TBTA PMT Bonds by MTA Bridges and Tunnels, or by anyone on its behalf, or with its written consent, to the Trustee, which is authorized to receive any and all such property at any and all times, and to hold and apply the same subject to the terms of the TBTA PMT Resolution.

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

The following chart summarizes (i) the flow of taxes, fees and surcharges into the MTA Finance Fund and the MTA Special Assistance Fund, and (ii) the flow of the PMT Receipts pursuant to the terms of the Financing Agreement through the Funds and Accounts established under the TBTA PMT Resolution and the MTA PMT Resolution.

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SOURCES OF REVENUE AND FLOW OF FUNDS



(1) Held in trust for sole benefit of MTA

(2) Statutory lien attaches upon transfer

(3) Beginning September 1, 2025, after satisfying any debt service or reserve requirements under the MTA PMT Resolution and the TBTA PMT Resolution, MTA is required to transfer 28.5% of the gross amount of the Mobility Tax Receipts received by MTA to the 2025 to 2029 Capital Program Account of the Metropolitan Transportation Authority Capital Lockbox Fund. Moneys in such account may only be applied to capital costs. See "SOURCES OF PAYMENT – PMT Receipts – *Mobility Tax Receipts – The Payroll Mobility Tax*" above.

Debt Service Fund

Pursuant to the TBTA PMT Resolution, the Trustee holds the Senior Lien Debt Service Fund. Moneys deposited in the Senior Lien Debt Service Fund are applied by the Trustee to the payment of Debt Service on the TBTA PMT Bonds in the manner, and from the accounts and subaccounts, more fully described under the heading “Senior Lien Debt Service Fund” in the TBTA PMT Resolution included herein by specific cross-reference.

MTA is required under the Financing Agreement to make transfers no less frequently than monthly to the Trustee for deposit in the appropriate account of the Senior Lien Debt Service Fund of interest (1/5th of the next semiannual payment) and principal (1/10th of the next annual payment) from PMT Receipts. See “— Flow of PMT Receipts — *Deposit and Application of PMT Receipts Under Financing Agreement*” above.

Covenants

Additional PMT Senior Lien Indebtedness Including Parity Debt. The TBTA PMT Resolution permits the issuance or incurrence of additional PMT Senior Lien Indebtedness from time to time to pay or provide for payment of Capital Costs for any Transportation District Project that may be financed with obligations the payment of which may be secured by and paid from the PMT Receipts and to refund Outstanding TBTA PMT Bonds.

Additional PMT Senior Lien Indebtedness, including additional Series of TBTA PMT Bonds, may be issued provided that, in addition to satisfying certain other requirements, MTA Bridges and Tunnels delivers a certificate that evidences MTA Bridges and Tunnels’ compliance with the additional bonds test set forth in the TBTA PMT Resolution. The additional bonds test for either the issuance of TBTA PMT Senior Lien Indebtedness or MTA PMT Senior Lien Indebtedness requires that the amount of PMT Receipts (Mobility Tax Receipts and ATA Receipts) for any twelve consecutive calendar months ended not more than six months prior to the date of such calculation, as set forth in a certificate of an Authorized Officer, is at least 2.25 times the combined maximum annual Calculated Debt Service (as defined in the TBTA PMT Resolution) on all Outstanding TBTA PMT Senior Lien Indebtedness and MTA PMT Senior Lien Indebtedness then outstanding (including the TBTA or MTA PMT Senior Lien Indebtedness then proposed to be issued).

With respect to any Obligations of a series designated as “Balloon Obligations” under the TBTA PMT Resolution, Calculated Debt Service will be determined based on (i) principal installments assumed to amortize over a 30-year period from their date of issuance based on substantially level debt service as estimated by MTA Bridges and Tunnels and (ii) interest based on the actual interest rate or the Estimated Average Interest Rate (as defined in the TBTA PMT Resolution), as applicable, or for both (i) and (ii) above as otherwise set forth in a supplemental resolution or certificate of determination with respect to such Obligations.

Each of the TBTA PMT Resolution and the MTA PMT Resolution also provides that additional PMT Senior Lien Indebtedness may be issued to refund Outstanding PMT Senior Lien Indebtedness, either by meeting the additional bonds test described above, or, in the alternative, by demonstrating that (1) combined maximum annual Calculated Debt Service on all PMT Senior Lien Indebtedness for any future debt service year, and (2) combined maximum annual (a) Calculated Debt Service on all PMT Senior Lien Indebtedness and (b) Calculated Second Lien Debt Service on all PMT Second Lien Indebtedness for any future debt service year, will not increase as a result of such refunding. If additional PMT Senior Lien Indebtedness is issued to refund or refinance indebtedness or obligations of MTA or MTA Bridges and Tunnels other than Outstanding PMT Senior Lien Indebtedness, then MTA or MTA Bridges and Tunnels, as the case may be, must satisfy the additional bonds test described above.

For the requirements relating to the issuance of Refunding Bonds under the TBTA PMT Resolution and under the MTA PMT Resolution, see “— Special Provisions for Refunding Obligations” in “ANNEX C” to the TBTA PMT Resolution included herein by specific cross-reference.

Parity Debt

Subject to compliance with the additional bonds test for PMT Senior Lien Indebtedness described above, MTA Bridges and Tunnels and MTA may incur Parity Debt pursuant to the terms of the respective PMT Resolution. Such

PMT Senior Lien Indebtedness would, subject to certain exceptions, be secured by a pledge of, and a lien on, the Obligations Trust Estate on a parity with the lien created by the applicable PMT Resolution. 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” in a certificate of an Authorized Officer delivered to the applicable Trustee.

Subordinate Obligations and Obligation Anticipation Notes

The TBTA PMT Resolution and the MTA PMT Resolution each authorize the issuance or incurrence of subordinate obligations, including PMT Second Lien Indebtedness and Obligation Anticipation Notes (PMT Obligation Anticipation Notes).

The payment of principal on PMT Obligation Anticipation Notes is not secured by revenues under the PMT Resolutions, and the payment of interest on the PMT Obligation Anticipation Notes is payable on a subordinate basis to PMT Senior Lien Indebtedness. MTA or MTA Bridges and Tunnels may issue take-out bonds under the PMT Resolutions to retire PMT Obligation Anticipation Notes.

CRZ Loan Agreement

On May 2, 2025, MTA Bridges and Tunnels entered into a \$500,000,000 loan agreement (the CRZ Loan Agreement) maturing on May 1, 2026, which is secured by net revenues from the CBD Tolling Program (also called the Congestion Relief Zone). The CRZ Loan Agreement is not secured by PMT Receipts, however, in the event that the CRZ Loan Agreement is not repaid at maturity, the lender may demand that MTA Bridges and Tunnels issue TBTA PMT Bonds as repayment for the loan, upon the terms and conditions set forth in the CRZ Loan Agreement. The CRZ Loan Agreement has been posted to EMMA and is not included by specific cross-reference herein.

Agreements of the State

The MTA Act provides that, so long as MTA has any outstanding bonds, notes or other obligations, none of MTA, MTA Bridges and Tunnels or any of the other Related Entities has the authority to file a voluntary petition under Chapter 9 of the United States Bankruptcy Code, and neither any public officer nor any organization, entity or other person shall authorize MTA, MTA Bridges and Tunnels or any of the other Related Entities to be or become a debtor under Chapter 9 during any such period. In addition, under the MTA Act, the State pledges and agrees that it will not limit or alter the denial of authority to file a voluntary petition under Chapter 9 as provided in the preceding sentence during any such period. The Financing Agreement is an MTA obligation that extends the protections of this provision through the final maturity of PMT Senior Lien Indebtedness.

Chapter 9 does not provide authority for creditors to file involuntary bankruptcy proceedings against MTA, MTA Bridges and Tunnels or the other Related Entities.

Under the MTA Act and the MTA Bridges and Tunnels Act, the State pledges to and agrees with the holders of any notes, bonds or lease obligations issued or incurred by MTA and MTA Bridges and Tunnels, including the MTA PMT Bonds and the TBTA PMT Bonds, that the State will not limit or alter the rights vested in MTA or MTA Bridges and Tunnels to fulfill the terms of any agreements made with the holders of their respective notes, bonds and lease obligations, or in any way impair the rights and remedies of such holders. Notwithstanding the foregoing, in accordance with State law and the MTA PMT Resolution and the TBTA PMT Resolution, nothing in the MTA PMT Resolution or the TBTA PMT Resolution restricts the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the taxes, fees or appropriations which are the source of PMT Receipts. No default under the MTA PMT Resolution or the TBTA PMT Resolution would occur solely as a result of the State exercising its right to amend, repeal, modify or otherwise alter such taxes, fees or appropriations.

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PART III. OTHER INFORMATION ABOUT THE SERIES 2026A BONDS

Part III of this official statement provides miscellaneous additional information relating to the Series 2026A Bonds.

TAX MATTERS

General

Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C. are Co-Bond Counsel for the Series 2026A Bonds. Each Co-Bond Counsel is of the opinion that, under existing law, relying on certain statements by MTA Bridges and Tunnels and MTA and assuming compliance by MTA Bridges and Tunnels and MTA with certain covenants, interest on the Series 2026A Bonds is:

- excluded from an Owner's federal gross income under Section 103 of the Internal Revenue Code of 1986 (the Internal Revenue Code); and
- not a specific preference item for an Owner in calculating the federal individual alternative minimum tax. Interest on the Series 2026A Bonds 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 2026A Bonds is exempt from personal income taxes of the State and any political subdivisions of the State, including the City. See **Attachment 3** to this official statement for the form of the opinion that each Co-Bond Counsel expects to deliver when the Series 2026A Bonds are delivered.

The Internal Revenue Code imposes requirements on the Series 2026A Bonds that MTA Bridges and Tunnels and MTA must continue to meet after the Series 2026A Bonds are issued. These requirements generally involve the way that Series 2026A Bond proceeds must be invested and ultimately used and the way that assets financed and refinanced with proceeds of the Series 2026A Bonds must be used. If MTA Bridges and Tunnels and MTA do not meet these requirements, it is possible that an Owner may have to include interest on the Series 2026A Bonds in its federal gross income on a retroactive basis to the date of issue. MTA Bridges and Tunnels and MTA have covenanted to do everything necessary to meet the requirements of the Internal Revenue Code.

An Owner who is a particular kind of taxpayer may also have additional tax consequences from owning the Series 2026A Bonds. This is possible if an Owner is:

- an S corporation,
- a United States branch of a foreign corporation,
- a financial institution,
- a property and casualty or a life insurance company,
- an individual receiving Social Security or railroad retirement benefits,
- an individual claiming the earned income credit, or
- a borrower of money to purchase or carry the Series 2026A Bonds.

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

Co-Bond Counsel are not responsible for updating their respective opinions in the future. Although it is not possible to predict, as of the date of delivery of such opinions, it is possible that future events could change the tax treatment of the interest on the Series 2026A Bonds or affect the market price of the Series 2026A Bonds. See also "Miscellaneous" below under this heading.

Co-Bond Counsel express no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel on the federal income tax treatment of interest on the Series 2026A Bonds, or under State, local or foreign tax law.

Original Issue Discount and Bond Premium

Each maturity of the Series 2026A Bonds will have “original issue discount” if the price first paid by the Owner for a substantial amount of such Series 2026A Bonds is less than the principal amount of these Series 2026A Bonds. Original issue discount on these Series 2026A Bonds as it accrues is excluded from an Owner’s federal gross income under the Internal Revenue Code of 1986 to the same extent and subject to the same considerations discussed above as interest paid on the Series 2026A Bonds. In addition, original issue discount on these Series 2026A Bonds as it accrues is exempt from personal income taxes of the State and its political subdivisions, including the City. The tax accounting treatment of original issue discount is complex. It accrues on an actuarial basis and as it accrues an Owner’s tax basis in these Series 2026A Bonds will be increased. If an Owner owns one of these Series 2026A Bonds, it should consult its tax advisor regarding the tax treatment of original issue discount.

If an Owner purchases a Series 2026A Bond for a price that is more than the principal amount, generally the excess is “bond premium” on that Series 2026A Bond. The tax accounting treatment of bond premium is complex. It is amortized over time and as it is amortized, an Owner’s tax basis in that Series 2026A Bond will be reduced. The Owner of a Series 2026A Bond that is callable before its stated maturity date may be required to amortize the premium over a shorter period, resulting in a lower yield on such Series 2026A Bond. An Owner in certain circumstances may realize a taxable gain upon the sale of a Series 2026A Bond with bond premium, even though the Series 2026A Bond is sold for an amount less than or equal to the Owner’s original cost. If an Owner owns any Series 2026A Bonds with bond premium, it should consult its tax advisor regarding the tax accounting treatment of bond premium.

Information Reporting and Backup Withholding

Information reporting requirements apply to interest paid on tax-exempt obligations, such as the Series 2026A Bonds. In general, such requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, “Request for Taxpayer Identification Number and Certification,” or if the interest recipient is one of a limited class of exempt recipients. A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to “backup withholding,” which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Internal Revenue Code. 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 2026A Bond through a brokerage account has executed a Form W-9 in connection with the establishment of such account, as generally can be expected, no backup withholding should occur. In any event, backup withholding does not affect the excludability of the interest on the Series 2026A Bonds from gross income for federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the Owner’s federal income tax once the required information is furnished to the Internal Revenue Service.

Miscellaneous

Legislative or administrative actions and court decisions, at either the federal or state level, may cause interest on the Series 2026A Bonds to be subject, directly or indirectly, in whole or in part, to federal, state or local income taxation, and thus have an adverse impact on the value or marketability of the Series 2026A Bonds. This could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), repeal of the exclusion or exemption of the interest on the Series 2026A Bonds 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 2026A Bonds may occur. Prospective purchasers of the Series 2026A Bonds should consult their own tax advisors regarding the impact of any change in law or proposed change in law on the Series 2026A Bonds. Co-

Bond Counsel have not undertaken to advise in the future whether any events after the date of issuance of the Series 2026A Bonds may affect the tax status of interest on the Series 2026A Bonds.

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

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The arithmetical accuracy of certain computations was independently verified by Samuel Klein and Company LLP (Verification Agent). These computations indicate (i) the sufficiency of available amounts held in escrow or set aside to pay the principal amount and interest on certain of the Refunded Bonds on their respective purchase date or redemption date, and (ii) the yields to be considered in determining that the Series 2026A Bonds are not “arbitrage bonds” under Section 148 of the Internal Revenue Code. The Verification Agent has relied upon assumptions and information supplied by Jefferies LLC as representative of the Underwriters for the Series 2026A Bonds, and has not made any study or examination of them, except as noted in its report. The Verification Agent has not expressed an opinion on the reasonableness of the assumptions or the likelihood that the debt service requirements of the Refunded Bonds will be satisfied as described in its report.

LEGALITY FOR INVESTMENT

The MTA Bridges and Tunnels Act provides that the Series 2026A Bonds are securities in which the following investors may properly and legally invest funds, including capital in their control or belonging to them:

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

Certain of those investors, however, may be subject to separate restrictions that limit or prevent their investment in the Series 2026A Bonds.

LITIGATION

There is no pending litigation concerning the Series 2026A Bonds. MTA Bridges and Tunnels is a defendant in numerous claims and actions, the status of which is set forth in Part 5 of the **ADS** under the caption “LITIGATION – MTA Bridges and Tunnels”, as that filing may be amended or supplemented to date.

CO-FINANCIAL ADVISORS

Public Resources Advisory Group, Inc. and Sycamore Advisors, LLC are MTA Bridges and Tunnels Co-Financial Advisors for the Series 2026A Bonds. 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 refunding and reviewed the pricing of the Series 2026A Bonds. The Co-Financial Advisors have not independently verified the information contained in this official statement and do not assume responsibility for the accuracy, completeness or fairness of such information.

UNDERWRITING

The Underwriters for the Subseries 2026A-1 Bonds, acting through Jefferies LLC, as representative, have agreed, subject to certain conditions, to purchase from MTA Bridges and Tunnels the Subseries 2026A-1 Bonds described on the inside cover page of this official statement at an aggregate purchase price of \$ _____, reflecting a [net]

original issue premium of \$ _____ and Underwriters' discount of \$ _____ and to reoffer such Subseries 2026A-1 Bonds at the public offering prices or yields set forth on the inside cover page.

The Underwriters for the Subseries 2026A-2 Bonds, acting through Jefferies LLC, as representative, have agreed, subject to certain conditions, to purchase from MTA Bridges and Tunnels the Subseries 2026A-2 Bonds described on the inside cover page of this official statement at an aggregate purchase price of \$ _____, reflecting a [net] original issue premium of \$ _____ and Underwriters' discount of \$ _____ and to reoffer such Subseries 2026A-2 Bonds at the public offering prices or yields set forth on the inside cover page.

The issuance of each subseries of the Series 2026A Bonds is not contingent upon the issuance of the other subseries of the Series 2026A Bonds and may occur independently of the issuance of such subseries of the Series 2026A Bonds.

The Series 2026A Bonds may be offered and sold to certain dealers (including dealers depositing such Series 2026A Bonds into investment trusts) at prices lower or yields higher than such public offering prices or yields and prices or yields may be changed, from time to time, by the Underwriters.

In addition, 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 2026A Bonds at the original issue prices. Such agreements generally provide that the Underwriters will share a portion of their underwriting compensation or selling concession with such broker-dealers.

The Underwriters and their respective affiliates are a full service financial institution 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. 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 2026A Bonds. Those ratings reflect only the views of the organizations assigning them. An explanation of the significance of the ratings or any outlooks, criteria, methodology or other statements given with respect thereto from each identified agency may be obtained as follows:

Kroll Bond Ratings Agency, LLC 805 Third Avenue, 29th Floor New York, New York 10022 (212) 702-0707	S&P Global Ratings 55 Water Street New York, New York 10041 (212) 438-2000
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MTA Bridges and Tunnels has furnished information to each rating agency rating the Series 2026A Bonds, including information not included in this official statement, about MTA and MTA Bridges and Tunnels and the Series 2026A Bonds. Generally, rating agencies base their ratings on that information and on independent investigations, studies

and assumptions made by each rating agency. A securities rating is not a recommendation to buy, sell or hold securities. There can be no assurance that ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by a rating agency if, in the judgment of that rating agency, circumstances warrant the revision or withdrawal. Those circumstances may include, among other things, changes in or unavailability of information relating to MTA, MTA Bridges and Tunnels or the Series 2026A Bonds. Any downward revision or withdrawal of a rating may have an adverse effect on the market price of the Series 2026A Bonds.

LEGAL MATTERS

All legal proceedings in connection with the issuance of the Series 2026A Bonds 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 opinions of Co-Bond Counsel in connection with the issuance of the Series 2026A Bonds are set forth in **Attachment 3** to this official statement.

The Underwriters have appointed Akerman LLP as Counsel to the Underwriters in connection with the underwriting of the Series 2026A Bonds, which firm will pass upon certain legal matters.

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

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

CONTINUING DISCLOSURE

In order to assist the Underwriters of the Series 2026A Bonds 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 and MTA Bridges and Tunnels and each of the respective trustees under the PMT Resolutions have entered into a written agreement, dated as of May 5, 2021 (the Master Disclosure Agreement), for the benefit of all holders of PMT Indebtedness, including the holders of the Series 2026A Bonds. A conformed copy of such Master Disclosure Agreement is attached hereto as “**Attachment 2 – Copy of Master 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, information concerning MTA’s annual audited financial statements prepared in accordance with generally accepted accounting principles, or if unavailable, unaudited financial statements will be delivered until audited statements become available. MTA Bridges and Tunnels has undertaken to file such information (the Annual Information) with EMMA.

Both MTA and MTA Bridges and Tunnels have further agreed to deliver notice to EMMA of any failure to provide the Annual Information. MTA and MTA Bridges and Tunnels are each 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 Master Disclosure Agreement notice of the occurrence of such events.

Neither MTA nor MTA Bridges and Tunnels has 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.

Neither MTA nor MTA Bridges and Tunnels is responsible for any failure by EMMA or any nationally recognized municipal securities information repository to timely post disclosure submitted to it by either MTA or MTA Bridges and Tunnels or any failure to associate such submitted disclosure to all related CUSIPs.

The Master 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.

As a result, it is not anticipated that it often will be necessary to amend the information undertakings. The Master Disclosure Agreement, however, may be amended or modified without bondholders' consent under certain circumstances set forth herein.

FURTHER INFORMATION

MTA Bridges and Tunnels may place a copy of this official statement on MTA's website at <http://new.mta.info/investor-info>. 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: _____

Olga Chernat
Deputy Chief, Financial Services
Metropolitan Transportation Authority and
Authorized Officer
Triborough Bridge and Tunnel Authority
(MTA Bridges and Tunnels)

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ATTACHMENT 1

BOOK-ENTRY-ONLY SYSTEM

1. The Depository Trust Company (DTC) will act as securities depository for the Series 2026A Bonds. The Series 2026A Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Series 2026A Bond will be issued for each maturity of the Series 2026A Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC. If, however, the aggregate principal amount of any maturity of the Series 2026A Bonds exceeds \$500 million, one Bond of such maturity will be issued with respect to each \$500 million of principal amount, and an additional Bond will be issued with respect to any remaining principal amount of such maturity.

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

3. Purchases of Series 2026A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2026A Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2026A Bond (Beneficial Owner) is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2026A Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Series 2026A Bonds, except in the event that use of the book-entry-only system for the Series 2026A Bonds is discontinued.

4. To facilitate subsequent transfers, all Series 2026A Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2026A Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2026A Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2026A Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from

time to time. Beneficial Owners of Series 2026A Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2026A Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Series 2026A Bond documents. For example, Beneficial Owners of the Series 2026A Bonds may wish to ascertain that the nominee holding the Series 2026A Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the Series 2026A Bonds of any maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2026A Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to MTA 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 2026A Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds and principal and interest payments on the Series 2026A Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from MTA Bridges and Tunnels or the Trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee or MTA Bridges and Tunnels, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of MTA Bridges and Tunnels or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Participants.

9. DTC may discontinue providing its services as depository with respect to the Series 2026A Bonds at any time by giving reasonable notice to MTA Bridges and Tunnels or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificates for the Series 2026A Bonds are required to be printed and delivered.

10. MTA Bridges and Tunnels may decide to discontinue use of the system of book-entry transfers through DTC (or a successor depository). In that event, certificates for the Series 2026A Bonds will be printed and delivered to DTC.

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

ATTACHMENT 2

COPY OF MASTER CONTINUING DISCLOSURE AGREEMENT

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**METROPOLITAN TRANSPORTATION AUTHORITY
MTA BRIDGES AND TUNNELS
PAYROLL MOBILITY TAX OBLIGATIONS**

MASTER CONTINUING DISCLOSURE AGREEMENT

THIS MASTER CONTINUING DISCLOSURE AGREEMENT, dated May 5, 2021 (the “Agreement”), is made by and among MTA, MTA Bridges and Tunnels and the respective PMT Trustees, each as defined below in Section 1.

In order to permit the Underwriters of each series of PMT Indebtedness issued from and after the date hereof to comply with the provisions of Rule 15c2-12, each of 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 respective PMT Resolutions.

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

“Bonds” or “PMT Indebtedness” shall mean all PMT Indebtedness issued from time to time by the Issuers and outstanding pursuant to the applicable PMT Resolution, and made subject to this Agreement at the time of issuance or incurrence thereof.

“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 Bonds, 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 Bonds.

“Issuer” shall mean individually, the MTA and MTA Bridges and Tunnels.

“MTA” shall mean Metropolitan Transportation Authority, a public benefit corporation of the State of New York.

“MTA Bridges and Tunnels” shall mean the Triborough Bridge and Tunnel Authority, a public benefit company of the State of New York.

“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.

“PMT Indebtedness” shall mean any bonds, notes or other evidence of indebtedness issued or incurred under the PMT Resolutions.

“PMT Resolutions” shall mean the Triborough Bridge and Tunnel Authority Payroll Mobility Tax Obligation Resolution (the “TBTA PMT Resolution”) and the Metropolitan Transportation Authority Payroll Mobility Tax Obligation Resolution (the “MTA PMT Resolution” and, collectively with the TBTA PMT Resolution, the “PMT Resolutions”).

“PMT Trustee” under each of the PMT Resolutions shall mean The Bank of New York Mellon or any successor trustee under the PMT Resolutions.

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

“State” shall mean the State of New York.

(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 the Issuers.

(i) The Issuers each hereby undertake, for the benefit of the Holders of Bonds, 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, 2021, 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, 2021, audited consolidated financial statements of MTA 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 MTA 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 Bonds:

- (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 Bonds or other material events affecting the tax status of the Bonds;
- (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 of 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) The Issuers may satisfy their respective 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) Neither MTA nor MTA Bridges and Tunnels has 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 PMT Trustees.* The PMT Trustees shall notify MTA or MTA Bridges and Tunnels, as applicable, 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 PMT Trustees, 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 MTA or MTA Bridges and Tunnels from disseminating any other information in addition to that required hereby in the manner set forth herein or in any other manner. If MTA or MTA Bridges and Tunnels should disseminate any such additional information neither, MTA nor MTA Bridges and Tunnels, shall have any obligation hereunder to update such information or to include it in any future materials disseminated hereunder.

(ii) Disclaimer. Each of the Issuers and the PMT Trustees, under each of the PMT Resolutions, 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:

1. a. presentation of changes to indebtedness issued by MTA Bridges and Tunnels and MTA, respectively, under the TBTA PMT Resolution and the MTA PMT Resolution as well as information concerning changes to MTA Bridges and Tunnels' and MTA's debt service requirements on such indebtedness payable from PMT Receipts,

b. financial information and operating data of the type included in the **ADS** under the caption "PAYROLL MOBILITY TAX OBLIGATIONS" which shall include information relating to the following:

- (i) description of the taxes and fees allocated to the Financing Agreement, currently Mobility Tax Receipts and ATA Receipts; and
 - (ii) for the taxes and fees then constituting sources of revenue for the PMT Indebtedness, an historical summary of such revenues, if available, together with an explanation of the factors affecting collection levels, for a period of at least the three most recent completed fiscal years then available,
- c. information concerning the amounts, sources, material changes in and material factors affecting PMT Receipts and debt service incurred under PMT Resolutions,
- 2. material litigation related to any of the foregoing, and
 - 3. such narrative explanation as may be necessary to avoid misunderstanding and to assist the reader in understanding the presentation of financial information and operating data concerning, and in judging the financial condition of, MTA Bridges and Tunnels and MTA as such may impact the security for Bonds.

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.

MTA'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 MTA'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 Bonds at the time outstanding which are affected thereby. The Issuers and each 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 PMT Resolutions nor give right to either Trustee or any Holder to exercise any of the remedies under the PMT Resolutions, 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 Bonds specified in the definition of Holder set forth in Section 1. For the purposes of such Section 5, such beneficial owners of Bonds 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), the Issuers and the PMT Trustees 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 either Issuers and the assumption by any such successor of the covenants of such Issuers hereunder;

(iv) to add to the covenants of the Issuers for the benefit of the Holders, or to surrender any right or power herein conferred upon the Issuers; 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 the Issuers, 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 Bonds, 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 Bonds 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 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 Bonds shall have been paid in full or legally defeased pursuant to the applicable PMT 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 Bonds, 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, the applicable Issuer shall provide notice of such defeasance to EMMA. Such notice shall state whether the Bonds 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, the applicable Issuer shall provide notice of such termination to EMMA.

Section 9. The PMT Trustees.

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

(ii) The Issuers shall indemnify and hold harmless the PMT Trustees in connection with this Agreement, to the same extent provided in the PMT Resolutions 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 to the Master 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: /s/ Patrick J. McCoy
Patrick J. McCoy
Deputy Chief, Financial Services
Metropolitan Transportation Authority and
Authorized Officer
Triborough Bridge and Tunnel Authority
(MTA Bridges and Tunnels)

**METROPOLITAN TRANSPORTATION
AUTHORITY**

By: /s/ Patrick J. McCoy
Patrick J. McCoy
Deputy Chief, Financial Services
Metropolitan Transportation Authority

**THE BANK OF NEW YORK MELLON, as
Trustee under the TBTA PMT Resolution**

By: /s/ Joseph M. Lawlor
Name: Joseph M. Lawlor
Title: Vice President

**THE BANK OF NEW YORK MELLON, as
Trustee under the MTA PMT Resolution**

By: /s/ Joseph M. Lawlor
Name: Joseph M. Lawlor
Title: Vice President

[Signature Page of the Master Continuing Disclosure Agreement]

ATTACHMENT 3

FORM OF APPROVING OPINIONS OF CO-BOND COUNSEL

Upon delivery of the Series 2026A Bonds in definitive form, each of Nixon Peabody LLP, New York, New York, and D. Seaton and Associates, P.A., P.C., New York, New York, Co-Bond Counsel to MTA Bridges and Tunnels, propose 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 record of proceedings of the Triborough Bridge and Tunnel Authority (“TBTA”) and other proofs submitted to us relative to the issuance of \$_____ aggregate principal amount of Triborough Bridge and Tunnel Authority Payroll Mobility Tax Senior Lien Refunding Bonds, Series 2026A, Subseries 2026A-[] (the “Subseries 2026A-[] Bonds”), and the authorization, execution and delivery of the Financing Agreement, defined and described below. We have also examined a certified copy of the proceedings of the Metropolitan Transportation Authority (“MTA”) and other proofs submitted to us relative to the authorization, execution and delivery of the Financing Agreement.

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

The Subseries 2026A-[] Bonds are issued under and pursuant to the Constitution and statutes of the State of New York (the “State”), including the Triborough Bridge and Tunnel Authority Act, being Title 3 of Article 3 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State of New York, as amended to the date of this opinion letter (herein called the “Issuer Act”), and under and pursuant to proceedings of TBTA duly taken, including a resolution adopted by the members of TBTA on March 17, 2021 entitled “Payroll Mobility Tax Obligation Resolution,” as supplemented to the date hereof (the “Resolution”).

TBTA and MTA have entered into the Payroll Mobility Tax Financing Agreement, dated as of April 9, 2021, as amended (the “Financing Agreement”), which provides for, among other things, the transfer and payment of PMT Receipts by MTA to (i) The Bank of New York Mellon, as trustee under the Resolution, in amounts sufficient to pay the principal of, redemption premium, if any, and interest on TBTA’s Obligations and Parity Debt, including the Subseries 2026A-[] Bonds, issued and incurred under the Resolution, and (ii) The Bank of New York Mellon, as trustee under the MTA PMT Resolution, in amounts sufficient to pay the principal of, redemption premium, if any, and interest on MTA’s Obligations and Parity Debt issued and incurred under the MTA PMT Resolution, on a parity basis as provided in the Financing Agreement.

The Subseries 2026A-[] Bonds are dated, mature, are payable, are subject to redemption and bear interest all as provided in the Resolution.

The Internal Revenue Code of 1986 (the “Code”), establishes certain requirements that must be met subsequent to the issuance and delivery of the Subseries 2026A-[] Bonds in order that interest on the Subseries 2026A-[] Bonds be and remain excluded from gross income for federal income tax purposes under Section 103 of the Code. Pursuant to the Resolution and/or the Arbitrage and Use of Proceeds Certificate dated the date hereof (the “Arbitrage and Use of Proceeds Certificate”), TBTA and MTA have covenanted to comply with the applicable requirements of the Code in order to maintain the exclusion of the interest on the Subseries 2026A-[] Bonds from gross income for federal income tax purposes pursuant to Section 103 of the Code. In addition, TBTA and MTA have made certain representations, statements of intention and reasonable expectation, and

certifications in the Arbitrage and Use of Proceeds Certificate. We have not independently verified the accuracy of those representations, statements and certifications. Noncompliance with the requirements of the Code could cause interest on the Subseries 2026A-[] Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance, irrespective of the date on which such noncompliance occurs or is ascertained.

In rendering the opinion in paragraph 6 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 Subseries 2026A-[] Bonds from gross income for federal income tax purposes under Section 103 of the Code and compliance by TBTA and MTA 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 Subseries 2026A-[] Bonds as executed and, in our opinion, the form of each of said Subseries 2026A-[] Bonds 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 Obligations Trust Estate, subject only to the provisions of the Resolution and the Financing Agreement permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution. All right, title and interest of TBTA in and to the Financing Agreement and receipt of PMT Receipts payable thereunder for the benefit of TBTA's Obligations and Parity Debt, including the Subseries 2026A-[] Bonds, is of equal rank with all right, title and interest of MTA in and to the Financing Agreement and receipt of PMT Receipts payable thereunder for the benefit of MTA's Obligations and Parity Debt.

3. The Financing Agreement has been duly authorized, executed and delivered by TBTA and MTA and is a legal and valid contractual obligation of TBTA and MTA enforceable in accordance with its terms.

4. The Subseries 2026A-[] Bonds have been duly and validly authorized and issued in accordance with the laws of the State, including the Constitution of the State and the Issuer Act, and in accordance with the Resolution, and are valid and binding special obligations of TBTA, enforceable in accordance with their terms and the terms of the Resolution, payable solely from the Obligations Trust Estate as provided in the Resolution, and are entitled to the benefits of the Issuer Act and the Resolution. TBTA has no taxing power and the Subseries 2026A-[] Bonds are not debts of the State or of any other political subdivision thereof. TBTA reserves the right to issue additional Obligations and to incur Parity Debt on the terms and conditions, and for the purposes, provided in the Resolution, on a parity as to security and payment with the Subseries 2026A-[] Bonds.

5. The Subseries 2026A-[] Bonds are securities in which all public officers and bodies of the State and all municipalities and political subdivisions, all insurance companies and associations and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks and savings associations, including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking business, all administrators, guardians, executors, trustees and other fiduciaries, and all other persons who are or may be authorized to invest in bonds or other obligations of the State, may properly and legally invest funds including capital in their control or belonging to them to the extent that the legality of such investment is governed by the laws of the State; and which may be deposited with and shall be received by all public officers and bodies of the State and all municipalities and political subdivisions for any purpose for which the deposit of bonds or other obligations of the State is or may be authorized.

6. Under existing statutes and court decisions, interest on the Subseries 2026A-[] Bonds 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 Subseries 2026A-[] Bonds that is included in the “adjusted financial statement income” of certain corporations is not excluded from the federal corporate alternative minimum tax.

7. Under the Issuer Act, interest on the Subseries 2026A-[] Bonds 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, 3 and 4 above are subject to applicable bankruptcy, insolvency, receivership, reorganization, arrangements, fraudulent conveyances, moratorium and other laws heretofore or hereafter enacted affecting creditors’ rights and are subject to the application of principles of equity relating to or affecting the enforcement of contractual obligations, whether such enforcement is considered in a proceeding in equity or at law.

Except as stated in paragraphs 6 and 7, we express no opinion regarding any other federal, state, local or foreign tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the Subseries 2026A-[] Bonds. We express no opinion regarding the federal, state, local or foreign tax consequences of any action hereafter taken or not taken in reliance upon an opinion of other counsel with respect to the Subseries 2026A-[] Bonds.

We express no opinion as to the accuracy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Subseries 2026A-[] Bonds. Our services did not include financial or other non-legal advice. Finally, we undertake no responsibility for the accuracy, completeness or fairness of the official statement or other offering material relating to the Subseries 2026A-[] Bonds and express no opinion with respect thereto.

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

Very truly yours,

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ATTACHMENT 4

BONDS TO BE REFUNDED

The following tables provide information regarding the outstanding MTA Bridges and Tunnels Payroll Mobility Tax Senior Lien Bonds and Metropolitan Transportation Authority Transportation Revenue Bonds to be refunded, in whole or in part, with proceeds of the Subseries 2026A-1 Bonds (the Subseries 2026A-1 Refunded Bonds) and the Subseries 2026A-2 Bonds (the Subseries 2026A-2 Refunded Bonds and, together with the Subseries 2026A-1 Refunded Bonds, the Refunded Bonds) and certain other funds of MTA Bridges and Tunnels or MTA, as applicable. The refunding of the Subseries 2026A-1 Refunded Bonds is contingent upon the delivery of the Subseries 2026A-1 Bonds and the refunding of the Subseries 2026A-2 Refunded Bonds is contingent upon the delivery of the Subseries 2026A-2 Bonds.

The Subseries 2026A-1 Refunded Bonds are as follows:

Payroll Mobility Tax Senior Lien Bonds

Series	Dated Date	Maturity	Interest Rate	Refunded Amount	Remaining Amount	Redemption Date	Redemption Price	CUSIP*
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Transportation Revenue Bonds

Series	Dated Date	Maturity	Interest Rate	Refunded Amount	Remaining Amount	Redemption Date	Redemption Price	CUSIP*
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The Subseries 2026A-2 Refunded Bonds are as follows:

Transportation Revenue Bonds

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

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ATTACHMENT 5

**UPDATE TO THE 2025 MTA ANNUAL DISCLOSURE STATEMENT,
DATED FEBRUARY 25, 2026**

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**MTA ANNUAL DISCLOSURE STATEMENT UPDATE
RELATING TO THE 2026 FEBRUARY FINANCIAL PLAN
February 25, 2026**

Introduction

This Metropolitan Transportation Authority (“MTA”) Annual Disclosure Statement Update (including Attachment A hereto, the “February Plan Update”), dated February 25, 2026, is the February Plan Update to the Annual Disclosure Statement (the “ADS”) of MTA, dated April 29, 2025, as supplemented on July 11, 2025, August 4, 2025 and November 24, 2025. This February Plan Update contains information only through February 25, 2026, and should be read in its entirety, together with the ADS as so previously supplemented. Capitalized terms not otherwise defined herein have the meanings ascribed to them in the ADS.

MTA expects to file this February Plan Update with the Municipal Securities Rulemaking Board on its Electronic Municipal Market Access (“EMMA”) system and may incorporate the information contained herein by specific cross-reference into other documents. Such information, together with the complete February Plan, is also posted on the MTA website: <https://new.mta.info/transparency/financial-information/financial-and-budget-statements>. All of the information in this February Plan Update is accurate as of its date. MTA retains the right to update and supplement specific information contained herein as events warrant.

No statement on MTA’s website or any other website is included by specific cross-reference herein.

The factors affecting MTA’s financial condition are complex. This February Plan Update contains forecasts, projections, and estimates that are based on expectations and assumptions that existed at the time they were prepared and contains statements relating to future results and economic performance that are “forward-looking statements”, as such term is defined in the Private Securities Litigation Reform Act of 1995. Such statements generally are identifiable by the terminology used, such as “plan,” “expect,” “estimate,” “calculate,” “budget,” “project,” “forecast,” “anticipate” or other similar words. The forward-looking statements contained herein are based on MTA’s expectations and are necessarily dependent upon assumptions, estimates and data that it believes are reasonable as of the date made but that may be incorrect, incomplete, imprecise or not reflective of future actual results. Forecasts, projections, calculations and estimates are not intended as representations of fact or guarantees of results. The achievement of certain results or other expectations contained in such forward-looking statements involves known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, general economic and business conditions; natural calamities; foreign hostilities or wars; domestic or foreign terrorism; changes in political, social, economic and environmental conditions including climate change and extreme weather events; severe epidemic or pandemic events; cybersecurity events; impediments to the regulations; litigation; actions or changes in policy by the federal government to reduce or disallow expected aid, including federal aid authorized or appropriated by Congress, but subject to sequestration,

administrative actions, or other actions that would reduce aid to MTA; and various other events, conditions and circumstances. Many of these risks and uncertainties are beyond the control of MTA. Except as set forth in the preceding paragraph, MTA does not plan to issue any updates or revisions to those forward-looking statements if or when its expectations change or events occur that change the conditions or circumstances on which such statements are based. Such forward-looking statements speak only as of the date of this February Plan Update.

In this February Plan Update, readers will find:

1. A summary of recent events and the 2026 MTA February Financial Plan presented to the Finance Committee of the MTA Board on February 25, 2026 (the “February Plan”). The complete February Plan is posted on MTA’s website: <https://www.mta.info/transparency/financial-information/financial-and-budget-statements>. No statement on MTA’s website or any other website is included by specific cross-reference herein. The February Plan includes projections for fiscal years 2026 through 2029, including the 2026 Adopted Budget (the “Adopted Budget”) and reflects minor technical adjustments to the November Financial Plan 2026-2029 presented to the MTA Board on November 19, 2025 (the “November Plan”).
2. **Attachment A** to this February Plan Update, which presents the consolidated February Plan in tabular form and includes Financial Plan tables that summarize MTA’s February Plan projected receipts and expenditures for fiscal years 2024 (actual), 2025 (final estimate), 2026 (adopted budget) and 2027 through 2029, in each case prepared by MTA management.

The February Plan

The purpose of the February Plan is to incorporate certain Board-approved MTA adjustments that were captured “below-the-line” and on a consolidated basis in the November Plan into Agencies’ Financial Plan baseline budgets and forecasts. “Above-the-line” items are all items that are incorporated in the Related Entity and corporate-wide (such as subsidies and debt service) financials. Items are “below-the-line” for one or more of several reasons, such as: (i) they are a late adjustment and MTA cannot revise the aforementioned financials; (ii) they are proposed actions that require future Board approval (such as fare and toll increases); or (iii) they are actions which have yet to be allocated to each Related Entity. It also establishes a 12-month allocation of the Adopted Budget for financials, utilization, and positions, which will be compared with actual results. Variances will be analyzed and reported monthly to Board Committees. The February Plan, unlike the July and November Plans, typically does not include new proposals or programs. The detailed explanation of the programs and assumptions supporting the February Plan can be found in the November Plan.

MTA’s financial situation, as reflected in the February Plan, is unchanged from the November Plan.

The February Plan reflects the inclusion of MTA adjustments that were presented in the November Plan and adopted by the Board, including:

- MTA Operating Efficiencies for various new initiatives that have been identified and are being implemented in 2026;
- Re-timing of Penn Station Access.

Minor technical adjustments with no material financial impact have been incorporated into the plan. The February Plan also provides schedules detailing the monthly allocation of financials, headcount, and utilization based on the 2026 Adopted Budget for the purpose of reporting actual results to the MTA Board.

The February Plan continues to present a balanced budget annually through 2026. Detailed explanations of the programs and assumptions supporting this plan can be found in the 2025 November Financial Plan.

Casino Revenues. MTA has received all \$1.5 billion of downstate casino licensing fees that had been anticipated in prior financial plans. This amount is reflected in the February Plan, and will be part of the 2026 July Financial Plan, including the 2027 Preliminary Budget and the Financial Plan for Fiscal Years 2027-2030.

Central Business District Tolling Program (“CBD Tolling Program”)

Results to Date. Since CBD Tolling Program toll collections began in January 2025, gross monthly collections through January 2026 have averaged \$58.7 million and monthly expenses have averaged \$11.4 million. Net revenues collected in 2025 totaled \$562.0 million, which exceeded the \$500 million initial revenue projection.

Litigation. MTA, MTA Bridges and Tunnels and the defendants have all moved for summary judgment in the *MTA v. Duffy* case, and such motions were fully briefed as of July 18, 2025. Oral argument on the cross motions for summary judgment was held on January 28, 2026, and supplemental briefing was completed on February 6, 2026. No ruling has been made on the motions for summary judgement.

In December of 2025, a putative class action was filed by three individual plaintiffs in the District of New Jersey, against MTA and MTA Bridges and Tunnels (*Dunne v. the Metropolitan Transportation Authority et. al.*) alleging claims of illegal exaction and money had and received and seeking a declaratory judgment that the CBD Tolling Program is unlawful, injunctive relief discontinuing the program, and the return of collected tolls. The Complaint alleges that the program does not fall within the Value Pricing Pilot Program (“VPPP”) tolling exception under 23 U.S.C. § 149 because the toll reaches outside the “Interstate System” and thus is barred under 23 U.S.C. § 301; the VPPP is no longer operative due to a lack of federal funding and thus the unfunded CBD Tolling Program does not fall within any exception to Section 301’s general prohibition on tolling federal aid highways; and there is no federal approval under the VPPP as Secretary Duffy terminated the VPPP Agreement. Defendants moved on January 9, 2026, to transfer venue of the litigation to the Southern District of New York. The motion is fully briefed, and the court has set argument for April 7, 2026.

MTA Liquidity Resources

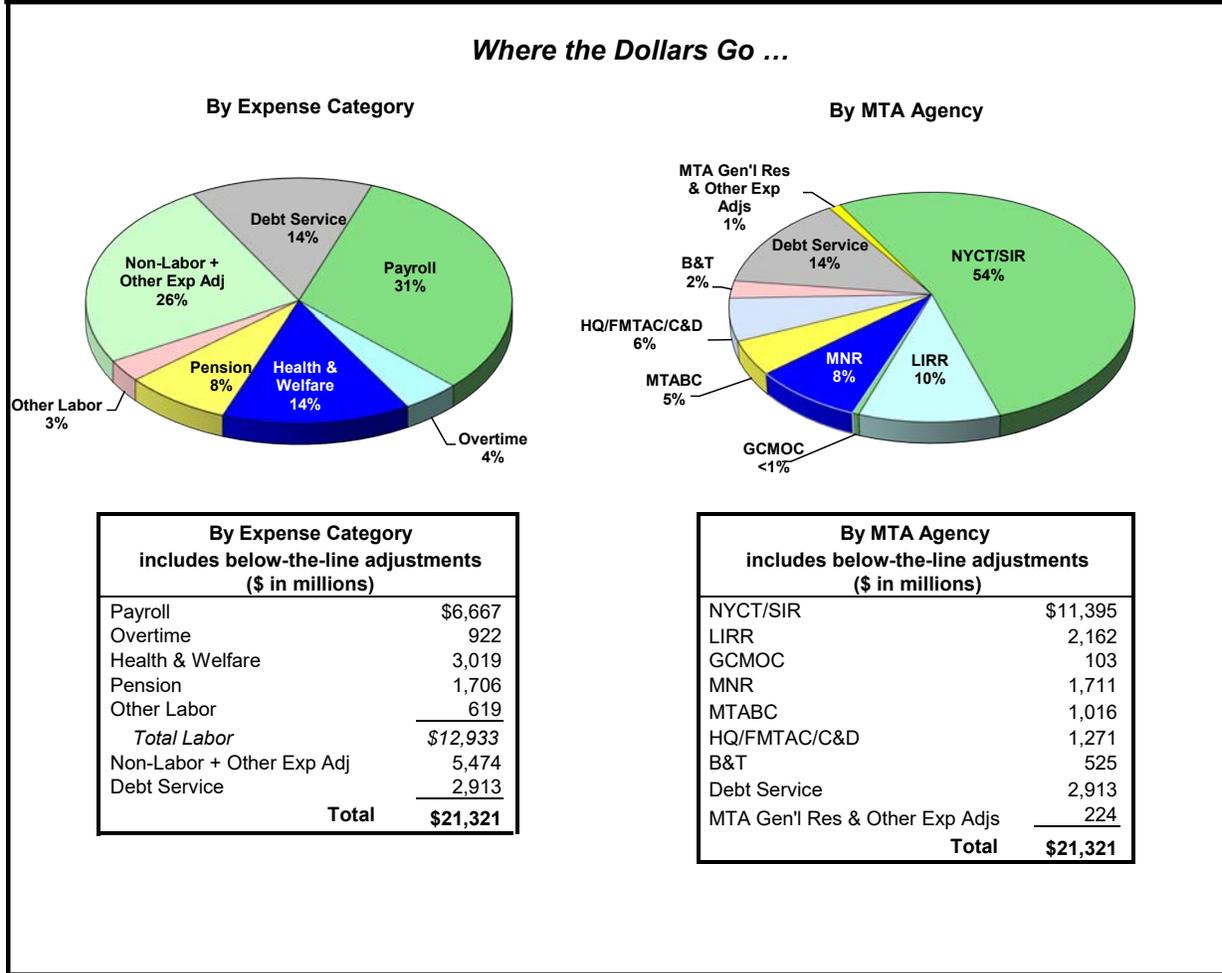
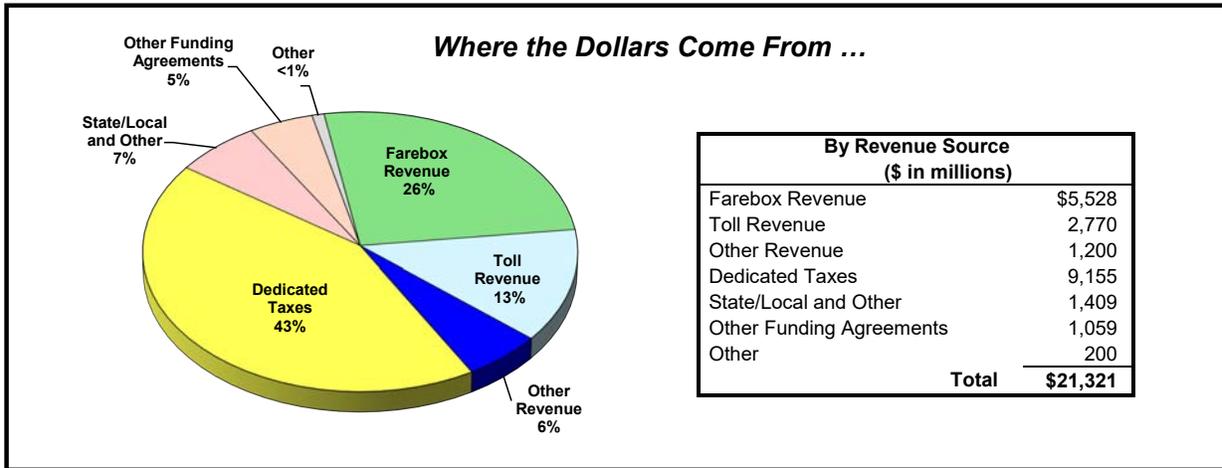
As of February 20, 2026, MTA had liquidity resources in the approximate amount of \$12.60 billion, consisting of an operating funds liquidity balance of \$3.03 billion, internal available funds and reserves totaling \$8.27 billion, and undrawn commercial bank lines of credit totaling \$1.3 billion.

**Attachment A to MTA Annual Disclosure Statement
February Plan Update
February 25, 2026**

MTA February Financial Plan

This **Attachment A** to the February Plan Update sets forth the consolidated February Plan in tabular form and includes Financial Plan tables that summarize MTA's February Plan projected receipts and disbursements for fiscal years 2024 (actual), 2025 (final estimate), 2026 (adopted budget) and 2027 through 2029, in each case prepared by MTA management. The complete February Plan is posted on MTA's website <https://www.mta.info/transparency/financial-information/financial-and-budget-statements>. No statement on MTA's website or any other website is included by specific cross-reference herein.

MTA 2026 Adopted Budget
Baseline Revenues and Expenses After Below-the-Line (BTL) Adjustments
Non-Reimbursable



Notes:

- The revenues and expenses reflected in these charts are on an accrued basis.
- Other Revenue includes below-the-line FEMA COVID Reimbursement.
- Revenue and expenses totals may not add due to rounding; percentages may not add to 100% due to rounding.
- Expenses exclude Non-Cash Liabilities.

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan 2026 - 2029
MTA Consolidated Accrued Statement of Operations By Category
(\$ in millions)

	Actual 2024	Final Estimate 2025	Adopted Budget 2026	2027	2028	2029
Non-Reimbursable						
Operating Revenues						
Farebox Revenue	\$4,997	\$5,226	\$5,528	\$5,621	\$5,685	\$5,692
Toll Revenue	2,572	2,585	2,770	2,797	2,816	2,828
Other Revenue	3,352	4,258	1,200	1,250	1,391	1,446
Capital and Other Reimbursements	0	0	0	0	0	0
Total Revenues	\$10,920	\$12,069	\$9,498	\$9,668	\$9,892	\$9,966
Operating Expenses						
Labor:						
Payroll	\$6,075	\$6,331	\$6,668	\$6,800	\$6,938	\$7,083
Overtime	1,107	1,217	921	900	908	921
Health and Welfare	1,719	1,831	2,049	2,193	2,343	2,512
OPEB Current Payments	856	883	970	1,049	1,136	1,229
Pension	1,421	1,593	1,706	1,751	1,769	1,789
Other Fringe Benefits	967	1,271	1,179	1,242	1,303	1,362
Reimbursable Overhead	(553)	(535)	(560)	(541)	(541)	(549)
Total Labor Expenses	\$11,593	\$12,591	\$12,933	\$13,395	\$13,857	\$14,345
Non-Labor:						
Electric Power	\$531	\$653	\$641	\$652	\$678	\$703
Fuel	205	207	212	210	210	217
Insurance	8	32	32	31	48	61
Claims	1,160	441	440	452	465	473
Paratransit Service Contracts	617	761	874	949	1,000	1,057
Maintenance and Other Operating Contracts	1,000	1,093	1,076	1,092	1,086	1,104
Professional Services Contracts	655	852	886	858	807	799
Materials and Supplies	645	718	772	898	942	990
Other Business Expenses	304	303	317	329	339	338
Total Non-Labor Expenses	\$5,126	\$5,061	\$5,251	\$5,471	\$5,575	\$5,743
Other Expense Adjustments:						
Other	\$14	\$16	\$14	\$14	\$14	\$15
General Reserve	195	200	210	220	230	240
Total Other Expense Adjustments	\$209	\$216	\$224	\$234	\$244	\$255
Total Expenses Before Non-Cash Liability Adjs.	\$16,928	\$17,868	\$18,407	\$19,101	\$19,677	\$20,343
Non-Cash Liability Adjustments						
Depreciation	\$3,799	\$3,934	\$3,927	\$3,956	\$3,991	\$4,039
GASB 49 Environmental Remediation	52	6	6	6	6	6
GASB 68 Pension Expense Adjustment	(35)	(28)	(107)	(41)	(203)	(205)
GASB 75 OPEB Expense Adjustment	389	578	588	601	612	624
GASB 87 Lease Adjustment	39	40	39	37	36	34
GASB 96 SBITA Adjustment	2	18	22	22	22	21
GASB 101 Compensated Absences	0	20	20	21	21	22
Total Non-Cash Liability Adjustments	\$4,247	\$4,568	\$4,495	\$4,601	\$4,485	\$4,542
Total Expenses After Non-Cash Liability Adjs.	\$21,175	\$22,436	\$22,903	\$23,702	\$24,161	\$24,885
Debt Service						
Conversion to Cash Basis: Non-Cash Liability Adjs.	(\$4,247)	(\$4,568)	(\$4,495)	(\$4,601)	(\$4,485)	(\$4,542)
Debt Service	2,860	2,444	2,913	3,231	3,393	3,534
Total Expenses with Debt Service	\$19,788	\$20,312	\$21,321	\$22,332	\$23,069	\$23,877
Subsidies						
Dedicated Taxes & State and Local Subsidies	\$9,930	\$10,932	\$11,826	\$11,186	\$11,439	\$11,740
Net Surplus/(Deficit) After Subsidies and Debt Service	\$1,062	\$2,690	\$4	(\$1,477)	(\$1,739)	(\$2,171)
Other Adjustments						
Conversion to Cash Basis: GASB Account	\$0	\$0	\$0	\$0	\$0	\$0
Conversion to Cash Basis: All Other	(1,062)	(2,690)	(204)	770	843	1,071
Cash Balance Before Prior-Year Carryover	\$0	\$0	(\$200)	(\$707)	(\$896)	(\$1,100)
Other Adjustments						
Below the Line Adjustments	\$0	\$0	\$200	\$548	\$653	\$795
Prior Year Carryover Balance	0	0	0	0	0	0
Net Cash Balance	\$0	\$0	\$0	(\$160)	(\$243)	(\$306)

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan 2026 - 2029
Plan Adjustments
(\$ in millions)

	Actual 2024	Final Estimate 2025	Adopted Budget 2026	2027	2028	2029
Cash Balance Before Prior-Year Carryover	\$0	\$0	(\$200)	(\$707)	(\$896)	(\$1,100)
Fare and Toll Increases:						
<i>Fare/Toll Increase - March 2027 (4% Yield)</i>		<i>0</i>	<i>0</i>	<i>287</i>	<i>339</i>	<i>341</i>
<i>Subsidy Impacts - Fare/Toll Increase, March 2027</i>		<i>0</i>	<i>0</i>	<i>(13)</i>	<i>(10)</i>	<i>(9)</i>
<i>Fare/Toll Increase - March 2029 (4% Yield)</i>		<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>303</i>
<i>Subsidy Impacts - Fare/Toll Increase, March 2029</i>		<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>(14)</i>
Subtotal:		\$0	\$0	\$274	\$329	\$621
MTA Initiatives:						
<i>MTA Operating Efficiencies</i>		<i>0</i>	<i>0</i>	<i>74</i>	<i>124</i>	<i>173</i>
Subtotal:		\$0	\$0	\$74	\$124	\$173
Other:						
<i>FEMA COVID Reimbursement</i>		<i>0</i>	<i>200</i>	<i>200</i>	<i>200</i>	<i>0</i>
Subtotal:		\$0	\$200	\$200	\$200	\$0
TOTAL ADJUSTMENTS		\$0	\$200	\$548	\$653	\$795
<i>Prior Year Carryover Balance</i>		<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>
Net Cash Surplus/(Deficit)	\$0	\$0	\$0	(\$160)	(\$243)	(\$306)

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan 2026 - 2029
Accrued Statement of Operations by Agency
(\$ in millions)

	Actual 2024	Final Estimate 2025	Adopted Budget 2026	2027	2028	2029
Total Revenues						
New York City Transit	\$6,661	\$7,680	\$4,857	\$4,969	\$5,160	\$5,211
Bridges and Tunnels	2,599	2,610	2,815	2,847	2,865	2,877
Long Island Rail Road	696	749	770	771	774	778
Grand Central Madison	1	1	0	1	1	2
Metro-North Railroad	673	726	736	750	756	762
MTA Headquarters	55	49	50	51	52	52
MTA Bus Company	197	210	226	234	237	237
Staten Island Railway	6	6	6	6	6	6
First Mutual Transportation Assurance Company	32	38	39	40	41	42
Construction and Development	0	0	0	0	0	0
Total	\$10,920	\$12,069	\$9,498	\$9,668	\$9,892	\$9,966
Total Expenses before Non-Cash Liability Adjs.*						
New York City Transit	\$10,461	\$11,112	\$11,304	\$11,702	\$12,105	\$12,595
Bridges and Tunnels	511	507	525	529	516	504
Long Island Rail Road	1,891	2,029	2,162	2,333	2,428	2,494
Grand Central Madison	99	95	103	100	101	102
Metro-North Railroad	1,609	1,645	1,711	1,826	1,853	1,916
MTA Headquarters	1,034	1,236	1,295	1,279	1,304	1,316
MTA Bus Company	924	968	1,016	1,036	1,052	1,076
Staten Island Railway	78	82	91	83	82	83
First Mutual Transportation Assurance Company	115	(31)	(34)	(33)	(19)	(7)
Construction and Development	0	0	0	0	0	0
Other	207	226	234	244	255	266
Total	\$16,928	\$17,868	\$18,407	\$19,101	\$19,677	\$20,343
Depreciation						
New York City Transit	\$2,244	\$2,413	\$2,437	\$2,437	\$2,437	\$2,437
Bridges and Tunnels	228	234	225	229	232	237
Long Island Rail Road	563	570	575	581	587	593
Grand Central Madison	209	208	201	201	201	201
Metro-North Railroad	352	340	354	373	398	437
MTA Headquarters	112	80	46	46	46	46
MTA Bus Company	65	72	72	72	72	72
Staten Island Railway	25	18	18	18	18	18
First Mutual Transportation Assurance Company	0	0	0	0	0	0
Construction and Development	0	0	0	0	0	0
Total	\$3,799	\$3,934	\$3,927	\$3,956	\$3,991	\$4,039
GASB Adjustments						
New York City Transit	\$179	\$153	\$153	\$153	\$154	\$154
Bridges and Tunnels	9	11	9	9	11	14
Long Island Rail Road	(33)	38	0	40	(54)	(55)
Grand Central Madison	0	0	0	0	0	0
Metro-North Railroad	30	97	81	110	47	47
MTA Headquarters	235	253	247	262	242	249
MTA Bus Company	24	74	71	62	90	87
Staten Island Railway	3	6	7	8	5	5
First Mutual Transportation Assurance Company	0	0	0	0	0	0
Construction and Development	0	0	0	0	0	0
Total	\$448	\$633	\$568	\$645	\$494	\$502
Net Surplus/(Deficit)						
New York City Transit	(\$6,223)	(\$5,998)	(\$9,037)	(\$9,324)	(\$9,536)	(\$9,975)
Bridges and Tunnels	1,851	1,858	2,056	2,080	2,106	2,123
Long Island Rail Road	(1,725)	(1,888)	(1,967)	(2,184)	(2,187)	(2,254)
Grand Central Madison	(308)	(302)	(303)	(300)	(300)	(301)
Metro-North Railroad	(1,318)	(1,357)	(1,411)	(1,559)	(1,541)	(1,637)
MTA Headquarters	(1,326)	(1,520)	(1,539)	(1,536)	(1,541)	(1,560)
MTA Bus Company	(816)	(905)	(933)	(937)	(977)	(998)
Staten Island Railway	(100)	(99)	(110)	(103)	(99)	(99)
First Mutual Transportation Assurance Company	(83)	69	73	73	60	49
Construction and Development	0	0	0	0	0	0
Other	(207)	(226)	(234)	(244)	(255)	(266)
Total	(\$10,255)	(\$10,367)	(\$13,404)	(\$14,033)	(\$14,269)	(\$14,919)

Note: * Excludes Debt Service

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan 2026 - 2029
Cash Receipts and Expenditures
(\$ in millions)

	Actual 2024	Final Estimate 2025	Adopted Budget 2026	2027	2028	2029
Cash Receipts and Expenditures						
Receipts						
Farebox Revenue	\$4,891	\$5,236	\$5,503	\$5,596	\$5,660	\$5,666
Other Revenue	1,237	1,512	1,258	1,247	1,371	1,426
Capital and Other Reimbursements	2,245	2,659	2,801	2,698	2,658	2,602
Total Receipts	\$8,373	\$9,407	\$9,563	\$9,542	\$9,689	\$9,694
Expenditures						
Labor:						
Payroll	\$6,605	\$7,193	\$7,487	\$7,550	\$7,669	\$7,843
Overtime	1,361	1,490	1,156	1,130	1,142	1,164
Health and Welfare	1,810	1,928	2,121	2,267	2,420	2,591
OPEB Current Payments	832	867	956	1,035	1,120	1,212
Pension	1,468	1,067	1,812	1,857	1,878	1,906
Other Fringe Benefits	1,126	1,223	1,220	1,231	1,268	1,311
Contribution to GASB Fund	0	0	0	0	0	0
Reimbursable Overhead	0	0	0	0	0	0
Total Labor Expenditures	\$13,202	\$13,769	\$14,751	\$15,069	\$15,496	\$16,027
Non-Labor:						
Electric Power	\$545	\$660	\$645	\$654	\$681	\$705
Fuel	203	205	210	208	208	215
Insurance	51	34	30	28	46	61
Claims	454	561	347	350	353	354
Paratransit Service Contracts	600	759	872	947	998	1,055
Maintenance and Other Operating Contracts	963	1,142	1,012	1,004	997	1,017
Professional Services Contracts	759	1,025	1,026	925	870	848
Materials and Supplies	895	832	895	986	1,038	1,085
Other Business Expenses	258	283	307	320	318	309
Total Non-Labor Expenditures	\$4,728	\$5,503	\$5,345	\$5,422	\$5,509	\$5,649
Other Expenditure Adjustments:						
Other	\$25	\$134	\$171	\$145	\$123	\$119
General Reserve	195	200	210	220	230	240
Total Other Expenditure Adjustments	\$220	\$334	\$381	\$365	\$353	\$359
Total Expenditures	\$18,150	\$19,606	\$20,477	\$20,856	\$21,358	\$22,035
Net Cash Balance before Subsidies and Debt Service	(\$9,777)	(\$10,199)	(\$10,914)	(\$11,314)	(\$11,669)	(\$12,341)
Dedicated Taxes & State and Local Subsidies	\$12,009	\$11,900	\$12,794	\$12,950	\$13,187	\$13,816
Debt Service	(2,232)	(1,701)	(2,080)	(2,343)	(2,413)	(2,575)
Cash Balance Before Prior-Year Carryover	\$0	\$0	(\$200)	(\$707)	(\$896)	(\$1,100)
Adjustments	\$0	\$0	\$200	\$548	\$653	\$795
Prior-Year Carryover Balance	0	0	0	0	0	0
Net Cash Balance	\$0	\$0	\$0	(\$160)	(\$243)	(\$306)

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan 2026 - 2029
Consolidated Cash Statement of Operations By Agency
(\$ in millions)

	Actual 2024	Final Estimate 2025	Adopted Budget 2026	2027	2028	2029
Cash						
Total Receipts						
New York City Transit	\$5,542	\$6,213	\$6,436	\$6,525	\$6,659	\$6,644
Long Island Rail Road	1,189	1,184	1,192	1,209	1,212	1,225
Grand Central Madison	1	0	0	1	1	2
Metro-North Railroad	985	1,119	1,164	1,084	1,088	1,085
MTA Headquarters	233	214	227	221	222	223
Construction & Development	19	188	200	211	212	217
First Mutual Transportation Assurance Company	32	38	39	40	41	42
MTA Bus Company	347	438	292	242	245	245
Staten Island Railway	25	14	13	10	10	10
Total	\$8,373	\$9,407	\$9,563	\$9,542	\$9,689	\$9,694
Total Expenditures						
New York City Transit	\$11,128	\$12,271	\$12,485	\$12,748	\$13,091	\$13,592
Long Island Rail Road	2,361	2,280	2,584	2,756	2,860	2,935
Grand Central Madison	93	124	103	100	101	102
Metro-North Railroad	2,001	2,047	2,213	2,191	2,212	2,261
MTA Headquarters	1,275	1,350	1,519	1,460	1,467	1,475
Construction & Development	140	188	200	211	212	217
First Mutual Transportation Assurance Company	32	38	39	40	41	42
MTA Bus Company	844	1,000	1,001	1,020	1,034	1,057
Staten Island Railway	68	89	97	85	84	85
Other	209	218	236	246	256	270
Total	\$18,150	\$19,606	\$20,477	\$20,856	\$21,358	\$22,035
Net Operating Surplus/(Deficit)						
New York City Transit	(\$5,586)	(\$6,058)	(\$6,049)	(\$6,223)	(\$6,433)	(\$6,948)
Long Island Rail Road	(1,173)	(1,096)	(1,391)	(1,547)	(1,648)	(1,709)
Grand Central Madison	(92)	(124)	(103)	(99)	(100)	(100)
Metro-North Railroad	(1,016)	(929)	(1,049)	(1,108)	(1,124)	(1,175)
MTA Headquarters	(1,041)	(1,136)	(1,292)	(1,238)	(1,245)	(1,251)
Construction & Development	(121)	0	0	0	0	0
First Mutual Transportation Assurance Company	0	0	0	0	0	0
MTA Bus Company	(497)	(562)	(710)	(778)	(789)	(812)
Staten Island Railway	(42)	(75)	(84)	(75)	(74)	(75)
Other	(209)	(218)	(236)	(246)	(256)	(270)
Total	(\$9,777)	(\$10,199)	(\$10,914)	(\$11,314)	(\$11,669)	(\$12,341)

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan 2026-2029
MTA Consolidated February Financial Plan Compared with November Financial Plan
Cash Reconciliation after Below-the-Line Adjustments
(\$ in millions)

	Favorable/(Unfavorable)				
	2025	2026	2027	2028	2029
NOVEMBER FINANCIAL PLAN 2026-2029					
NET CASH SURPLUS/(DEFICIT)	(\$0)	(\$0)	(\$160)	(\$243)	(\$306)
Agency Baseline Re-estimates	\$0	\$2	(\$3)	\$25	\$34
Re-timing of Penn Station Access	0	2	(3)	25	34
New Needs/Investments	\$0	\$0	\$0	\$0	\$0
Savings Program	\$0	\$77	\$77	\$77	\$77
Operating Efficiencies ¹	-	77	77	77	77
B&T Adjustments	\$0	(\$12)	(\$12)	(\$12)	(\$12)
B&T Net Baseline Impacts ²	0	(12)	(12)	(12)	(12)
MTA Adjustments	\$0	\$0	\$0	\$0	\$0
General Reserve	-	-	-	-	-
Debt Service (Cash)	\$0	\$0	\$0	\$0	\$0
Subsidies (Cash)	\$0	\$10	\$12	\$12	\$12
Casino License and Gaming Tax Revenues	500	500	(500)	(500)	-
OPEB Trust/Reserve ³	(500)	(500)	500	500	-
CDOT Subsidy for Metro-North Railroad	-	(1)	(1)	(1)	(1)
B&T Operating Surplus Transfer	0	11	12	12	12
Subtotal Changes before Below-the-Line Adjustments	0	77	74	102	110
Below-the-Line Items	(\$0)	(\$77)	(\$74)	(\$102)	(\$110)
Fare and Toll Increases:	-	-	-	-	-
Re-Timing of Penn Station Access	-	(75)	(76)	(76)	(77)
MTA Re-estimates:	(0)	(2)	3	(25)	(34)
Other:	-	-	-	-	-
Prior-Year Carryover	-	-	0	-	-
FEBRUARY FINANCIAL PLAN 2026-2029					
NET CASH SURPLUS/(DEFICIT)	\$0	\$0	(\$160)	(\$243)	(\$306)

¹ Of this amount, approx. \$1million accrues to the benefit of CDOT, reducing the CDOT Subsidy for Metro-North Railroad as noted below.

² While B&T Operating Surplus Transfer is captured as a subsidy, B&T's baseline impacts are captured in individual reconciliation categories in the Agency Baseline Adjustments above. To avoid duplication, B&T's baseline impacts are eliminated within this line. Included within this B&T Net Baseline Impacts are reversals for higher toll revenue and favorable OTPS adjustments which are captured above.

³ Contributions to and/or Reimbursements from OPEB Trust and/or OPEB Reserve accounts.

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan 2026 - 2029
Farebox Recovery and Operating Ratios

FAREBOX RECOVERY RATIOS (1)

	Actual 2024	Final Estimate 2025	Adopted Budget 2026	Plan 2027	Plan 2028	Plan 2029
New York City Transit	24.7%	24.6%	25.5%	25.4%	25.1%	24.3%
Staten Island Railway	3.6%	3.9%	3.6%	3.7%	3.8%	3.8%
Long Island Rail Road (3,4)	18.2%	19.0%	19.0%	17.9%	17.9%	17.6%
Metro-North Railroad (3)	27.1%	27.9%	28.0%	26.7%	26.9%	25.9%
MTA Bus Company	18.2%	16.0%	17.7%	18.2%	17.8%	17.5%
MTA-Wide Farebox Recovery Ratio	23.4%	23.5%	24.1%	23.8%	23.6%	22.9%

FAREBOX OPERATING RATIOS (2)

	Actual 2024	Final Estimate 2025	Adopted Budget 2026	Plan 2027	Plan 2028	Plan 2029
New York City Transit	34.6%	33.9%	35.3%	34.8%	34.1%	32.7%
Staten Island Railway	6.2%	6.7%	5.8%	6.4%	6.4%	6.4%
Long Island Rail Road (3,4)	32.5%	32.6%	31.6%	29.5%	28.5%	27.9%
Metro-North Railroad (3)	39.7%	40.7%	40.3%	38.8%	38.4%	37.4%
MTA Bus Company	21.0%	19.5%	21.6%	21.9%	21.9%	21.4%
MTA-Wide Farebox Operating Ratio	33.9%	33.4%	34.3%	33.5%	32.9%	31.7%

(1) Farebox recovery ratio has a long-term focus. It includes costs that are not funded in the current year, except in an accounting-ledger sense, but are, in effect, passed on to future years; those costs include depreciation and interest on long-term debt. In addition, the recovery ratio allocates centralized MTA services to the Agencies, such as Security, the costs of the Inspector General, Civil Rights, Audit, Risk Management, Legal and Shared Services.

(2) Farebox operating ratio focuses on Agency operating financial performance. It reflects the way MTA meets its statutory and bond-covenant budget-balancing requirements, and it excludes certain costs that are not subject to Agency control, but are provided centrally by MTA.

(3) In the meeting materials for the Meeting of the Metro-North and Long Island Rail Road Committees, the calculations of the farebox operating and recovery ratios for the LIRR and MNR use a revised methodology to put the railroads on a more comparable basis. Those statistics, which are included in the respective financial and ridership reports of both Agencies, differ from the statistics presented in this table.

(4) Long Island Rail Road farebox operating and recovery ratios include expenses associated with the Grand Central Madison Operating Company (GCMOC), which is responsible for the LIRR-operated portion of Grand Central Terminal

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