

**NEW ISSUE**

**BOOK-ENTRY-ONLY**

**\$149,165,000**  
**TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY**  
**(MTA Bridges and Tunnels)**  
**General Revenue Bond Anticipation Notes, Series 2009**

**2.00% Coupon; Reoffered at 0.32%**  
**CUSIP\*: 89602N UP7**

**DATED: Date of Delivery**

**DUE: November 15, 2010**

The General Revenue Bond Anticipation Notes, Series 2009 (the Series 2009 Notes) offered hereby are issued in accordance with the terms and provisions of the General Resolution Authorizing General Revenue Obligations of MTA Bridges and Tunnels adopted on March 26, 2002 (the Senior Bridges and Tunnels Resolution), as supplemented, including as supplemented by the Series 2009 General Revenue Bond Anticipation Note Supplemental Resolution and Related Bond Resolution adopted by MTA Bridges and Tunnels on October 28, 2009 (the BAN Resolution, and together with the Senior Bridges and Tunnels Resolution, the Resolution) authorizing the issuance of the Series 2009 Notes and a series of bonds to be issued to retire the Series 2009 Notes (the Series A Bonds).

The Series 2009 Notes are being issued to finance projects for MTA Bridges and Tunnels' own facilities and/or refinance outstanding indebtedness issued by MTA Bridges and Tunnels.

Principal of and interest on the Series 2009 Notes are payable solely from the proceeds of (1) other notes and (2) the Series A Bonds. The Series 2009 Notes are not secured by any other funds, accounts or amounts that are pledged to the payment of bonds or parity obligations issued under the Resolution. See "SECURITY FOR THE SERIES 2009 NOTES".

**The Series 2009 Notes are not a debt of the State of New York, The City of New York or any other local government unit, and the State, the City and other local government units are not liable thereon. MTA Bridges and Tunnels has no taxing power.**

The Series 2009 Notes are not subject to redemption prior to maturity.

The Series 2009 Notes are offered when, as, and if issued, subject to certain conditions, and are expected to be delivered through the facilities of The Depository Trust Company, on or about November 17, 2009.

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This cover page contains certain information for general reference only. It is not intended to be a summary of the security or terms of the Series 2009 Notes. Investors are advised to read the entire Offering Memorandum, including all portions hereof included by specific cross-reference, to obtain information essential to making an informed decision.

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November 10, 2009

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**(MTA Bridges and Tunnels)**  
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Donald Spero ..... Chief Financial Officer

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New York, New York  
*Financial Advisor*

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

## SUMMARY OF TERMS

MTA Bridges and Tunnels has prepared this Summary of Terms to describe the specific terms of the Series 2009 Notes. The information in this Offering Memorandum, including the materials filed with the Electronic Municipal Market Access Systems of the Municipal Securities Rulemaking Board and included by specific cross-reference as described herein, provides a more detailed description of matters relating to MTA Bridges and Tunnels and to MTA Bridges and Tunnels' General Revenue Bonds. Investors should carefully review that detailed information in its entirety before making a decision to purchase any of the Series 2009 Notes 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).								
Notes Being Offered.....	General Revenue Bond Anticipation Notes, Series 2009								
Purpose of Issue .....	To finance projects for MTA Bridges and Tunnels' own facilities and/or to refinance outstanding indebtedness issued by MTA Bridges and Tunnels.								
Denominations .....	\$5,000 and whole multiples of \$5,000.								
Interest Payment Date .....	November 15, 2010.								
Redemption .....	The Series 2009 Notes are not subject to redemption prior to maturity as described herein. See "DESCRIPTION OF SERIES 2009 NOTES – No Redemption Prior to Maturity" in Part I.								
Sources of Payment and Security .....	Principal of and interest on the Series 2009 Notes are payable solely from the proceeds of (1) other Notes and (2) the Series A Bonds. The Series 2009 Notes are not secured by any other funds, accounts or amounts that are pledged to the payment of bonds or parity obligations issued under the Resolution. See "SECURITY FOR THE SERIES 2009 NOTES".								
Registration of the Series 2009 Notes .....	DTC Book-Entry-Only System. No physical certificates evidencing ownership of a bond will be delivered, except to DTC.								
Trustee.....	U.S. Bank Trust National Association.								
Bond Counsel.....	Hawkins Delafield & Wood LLP, New York, New York.								
Tax Status.....	See "TAX MATTERS" in Part III.								
Ratings .....	<table border="0" style="margin-left: 20px;"> <tr> <td style="text-align: right;"><u>Rating Agency</u></td> <td style="text-align: left;"><u>Rating</u></td> </tr> <tr> <td style="text-align: right;">Moody's:</td> <td style="text-align: left;">MIG-1</td> </tr> <tr> <td style="text-align: right;">Standard &amp; Poor's:</td> <td style="text-align: left;">SP-1+</td> </tr> <tr> <td style="text-align: right;">Fitch:</td> <td style="text-align: left;">F1</td> </tr> </table> <p style="margin-left: 20px;">See "RATINGS" in Part III.</p>	<u>Rating Agency</u>	<u>Rating</u>	Moody's:	MIG-1	Standard & Poor's:	SP-1+	Fitch:	F1
<u>Rating Agency</u>	<u>Rating</u>								
Moody's:	MIG-1								
Standard & Poor's:	SP-1+								
Fitch:	F1								
Financial Advisor .....	Goldman, Sachs & Co.								
Purchase Price/Underwriters' Discount.....	See "UNDERWRITING" in Part III.								
Independent Engineers .....	URS Corporation – New York; New York, New York.								

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- ***No Unauthorized Offer.*** This Offering Memorandum is not an offer to sell, or the solicitation of an offer to buy, the Series 2009 Notes in any jurisdiction where that would be unlawful. MTA Bridges and Tunnels has not authorized any dealer or salesperson or anyone else to give any information or make any representation in connection with the offering of the Series 2009 Notes, except as set forth in this Offering Memorandum. No other information or representations should be relied upon.
  - ***No Contract or Investment Advice.*** This Offering Memorandum is not a contract and does not provide investment advice. Investors should consult their financial advisors and legal counsel with questions about this Offering Memorandum and the Series 2009 Notes being offered, and anything else related to this note issue.
  - ***Information Subject to Change.*** Information and expressions of opinion are subject to change without notice, and it should not be inferred that there have been no changes since the date of this document. Neither the delivery of, nor any sale made under, this Offering Memorandum shall under any circumstances create any implication that there has been no change in MTA Bridges and Tunnels' affairs or in any other matters described herein.
  - ***Forward-Looking Statements.*** Many statements contained in this Offering Memorandum, including the appendices and the documents included by specific cross-reference, that are not historical facts are forward-looking statements, which are based on MTA Bridges and Tunnels' and the Independent Engineers' beliefs, as well as assumptions made by, and information currently available to, the management and staff of MTA Bridges and Tunnels and the Independent Engineers. Because the statements are based on expectations about future events and economic performance and are not statements of fact, actual results may differ materially from those projected. The words "anticipate," "assume," "estimate," "expect," "objective," "projection," "plan," "forecast," "goal," "budget" or similar words are intended to identify forward-looking statements. The words or phrases "to date," "now," "currently," and the like are intended to mean as of the date of this Offering Memorandum.
  - ***Projections.*** The MTA Bridges and Tunnels projections set forth in this Offering Memorandum were not prepared with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information, but, in the view of MTA Bridges and Tunnels' management, were prepared on a reasonable basis, reflect the best currently available estimates and judgments, and present, to the best of management's knowledge and belief, the expected course of action and the expected future financial performance of MTA Bridges and Tunnels. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this Offering Memorandum are cautioned not to place undue reliance on the prospective financial information. Neither MTA Bridges and Tunnels' independent auditors, nor any other independent accountants, have compiled, examined, or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the prospective financial information.

## TABLE OF CONTENTS

	<u>Page</u>
SUMMARY OF TERMS .....	ii
INTRODUCTION .....	1
MTA Bridges and Tunnels and Other Related Entities.....	1
Information Provided in Appendix A .....	2
Where to Find Information .....	2
Recent Developments Affecting MTA and/or MTA Bridges and Tunnels .....	2
PART I. SERIES 2009 NOTES AND SECURITY FOR THE SERIES 2009 NOTES .....	5
APPLICATION OF PROCEEDS.....	5
DESCRIPTION OF SERIES 2009 NOTES .....	5
General.....	5
No Redemption Prior to Maturity .....	6
SECURITY FOR THE SERIES 2009 NOTES .....	6
PART II. SOURCES OF PAYMENT AND SECURITY FOR BONDS .....	6
SOURCES OF PAYMENT.....	6
SECURITY FOR THE SERIES A BONDS.....	11
Pledge Effected by the Senior Bridges and Tunnels Resolution.....	11
Debt Service on Outstanding Bonds .....	12
Revenues and Additional MTA Bridges and Tunnels Projects.....	13
Flow of Revenues .....	14
Rate Covenant.....	15
Additional Bonds .....	16
Refunding Bonds .....	16
Subordinate Obligations.....	16
PART III. OTHER INFORMATION ABOUT THE SERIES 2009 NOTES.....	16
TAX MATTERS .....	17
General.....	17
Note Premium.....	18
Backup Withholding and Information Reporting .....	18
LEGALITY FOR INVESTMENT .....	18
LITIGATION .....	19
FINANCIAL ADVISOR.....	19
UNDERWRITING .....	19
RATINGS.....	19
LEGAL MATTERS .....	20
CONTINUING DISCLOSURE.....	20
FURTHER INFORMATION .....	20
<b>Attachment 1</b> – Book-Entry-Only System	
<b>Attachment 2</b> – Continuing Disclosure Under SEC Rule 15c2-12	
<b>Attachment 3</b> – Form of Opinion of Bond Counsel	

**Information Included by Specific Cross-reference.** The following portions of MTA's 2009 Combined Continuing Disclosure Filings, filed with the Electronic Municipal Market Access System (EMMA) of the Municipal Securities Rulemaking Board (MSRB), are included by specific cross-reference in this Offering Memorandum, along with material that updates this Offering Memorandum and that is either filed with EMMA or, in the case of Offering Memorandums, filed with the MSRB prior to the delivery date of the Series 2009 Notes, together with any supplements or amendments thereto:

- **Appendix A** – The Related Entities (in the form filed with EMMA on June 25, 2009)
- **Appendix D** – Audited Financial Statements of Triborough Bridge and Tunnel Authority for the Years Ended December 31, 2008 and 2007

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

- Summary of Certain Provisions of the MTA Bridges and Tunnels Senior Lien Resolution
- Summary of Certain Provisions of the MTA Bridges and Tunnels Subordinate Lien Resolution
- Definitions and Summary of Certain Provisions of the Standard Resolution Provisions
- History and Projection of Traffic, Toll Revenues and Expenses and Review of Physical Conditions of the Facilities of Triborough Bridge and Tunnel Authority, dated June 8, 2009, prepared by URS Corporation – New York

Copies of these documents can be found on MTA Website ([www.mta.info/mta/investor/index.html](http://www.mta.info/mta/investor/index.html)) under the caption “MTA Home – Financial Information – Investor Information.” The summary of certain provisions of the Senior Bridges and Tunnels Resolution is listed under “Summaries of Certain Provisions of the TBTA Senior Lien Resolution.” The URS Report is listed under “2009 Combined Continuing Disclosure Filings, April 28, 2009 – Appendix E – The URS Report (amended), dated June 8, 2009.” Definitions of certain terms used in the summaries may differ from terms used in this Offering Memorandum, such as using the popular name “MTA Bridges and Tunnels” in place of Triborough Bridge and Tunnel Authority or its abbreviation, TBTA.

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## INTRODUCTION

### MTA Bridges and Tunnels and Other Related Entities

Triborough Bridge and Tunnel Authority, or MTA Bridges and Tunnels, is a public benefit corporation, which means that it is a corporate entity separate and apart from the State, without any power of taxation – frequently called a “public authority”. MTA Bridges and Tunnels is empowered to construct and operate toll bridges and tunnels and other public facilities in New York City. MTA Bridges and Tunnels issues debt obligations to finance the capital costs of its facilities and the transit and commuter systems operated by other affiliates and subsidiaries of the Metropolitan Transportation Authority or MTA. MTA Bridges and Tunnels’ surplus amounts are used to fund transit and commuter operations and finance capital projects.

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

The board members of MTA serve as the board members of the MTA’s affiliates and subsidiaries, which, together with the MTA, are referred to collectively herein as the Related Entities. MTA Bridges and Tunnels is an affiliate, not a subsidiary, of MTA. MTA, MTA Bridges and Tunnels and the other Related Entities are described in detail in Appendix A to MTA’s 2009 Combined Continuing Disclosure Filings (**Appendix A**), which is included by specific cross-reference in this Offering Memorandum.

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

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

Capitalized terms used herein and not otherwise defined have the meanings provided by **Appendix A**.

## Information Provided in Appendix A

From time to time, the Governor, the State Comptroller, 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 **Appendix A**. Investors and other market participants should, however, refer to MTA's then current continuing disclosure filings for information regarding the Related Entities and their financial condition.

## Where to Find Information

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

- **Part I** provides specific information about the Series 2009 Notes.  
**Part II** describes the sources of payment and security for all General Revenue Bonds, including the Series A Bonds.
- **Part III** provides miscellaneous information relating to the Series 2009 Notes.
- **Attachment 1** sets forth certain provisions applicable to the book-entry system of registration to be used for the Series 2009 Notes.
- **Attachment 2** sets forth a summary of certain provisions of a continuing disclosure agreement relating to the Series 2009 Notes.
- **Attachment 3** is the form of opinion of Bond Counsel in connection with the Series 2009 Notes.
- **Exhibit 1** is the Notice of Sale relating to the Series 2009 Notes.
- **Information Included by Specific Cross-reference** in this Offering Memorandum and identified in the Table of Contents may be obtained, as described below, from the MSRB and from MTA.

**Information from EMMA.** MTA and MTA Bridges and Tunnels until July 1, 2009 filed, annual and other information with each former Nationally Recognized Municipal Securities Information Repository. MTA and MTA Bridges and Tunnels has commenced filing and will in the future file annual and other information with EMMA.

Information on file with EMMA can be accessed at <http://emma.msrb.org/>.

**Information Included by Specific Cross-reference.** The information listed under the caption "Information Included by Specific Cross-reference" in the Table of Contents, as filed with EMMA to date, is "included by specific cross-reference" in this Offering Memorandum. This means that important information is disclosed by referring to those documents and that the specified portions of those documents are considered to be part of this Offering Memorandum. **This Offering Memorandum, which includes the specified portions of those filings, should be read in its entirety in order to obtain essential information for making an informed decision in connection with the Series 2009 Notes.**

**Information Available at No Cost.** Information filed with 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.

## Recent Developments Affecting MTA and/or MTA Bridges and Tunnels

**July Financial Plan.** On May 7, 2009, legislation was enacted in New York State (the May Legislation) providing additional sources of revenues in the form of taxes, fees and surcharges to address the financial needs of the MTA. The new sources of revenue are preliminarily projected to provide an additional \$1.1 billion to MTA for calendar year 2009 and an additional \$1.9 billion to MTA in calendar year 2010. It is

anticipated that in 2009 all of the new revenues will be applied to pay operating expenses of MTA and certain of its subsidiaries and affiliates and to repay the MTA Revenue Anticipation Notes, Series 2009.

On July 29, 2009, the MTA presented to its Board the July Financial Plan 2010-2013 (the July Plan), which, after deficit reducing actions and revised revenue projections, projects a net cash surplus of \$29 million in 2009, \$39 million in 2010 and \$1 million in 2011, while projecting cash deficits of \$352 million and \$223 million for 2012 and 2013, respectively.

These revised revenue projections reflect, among other things, the revenue impacts of the May Legislation described above and the 2009 fare and toll adjustments of approximately 10% that were adopted by the Board on May 11, 2009 and were implemented in late June and early July 2009. In addition, the July Plan includes projected fare/toll yield increases of 7.5% in 2011 and 2013.

The July Plan also includes additional strict spending constraints and additional budget reductions which are projected to result in combined annualized savings of approximately \$300 million starting in 2009. The July Plan assumes that employees will contribute through productivity and labor savings, as well as a management wage freeze in 2009. The July Plan recognizes the continued fall-off of real estate transactions as a result of a continued weak real estate market and the overall effect of the regional economy on employment, ridership levels and pensions. It also assumes that a portion of the new tax revenues will go towards paying for some capital expenses in the form of "Pay-As-You-Go Capital."

**Financial Update.** Relative to the July Plan, September year-to-date combined passenger and toll revenues were \$22 million, or 0.6%, favorable; expenses were \$91 million, or 1.5%, favorable due to lower costs for energy, maintenance and other operating contracts, materials and supplies and lower labor expenses. Debt service costs year to date were \$41.3 million, or 3.8%, favorable. Relative to the July Plan, October year-to-date MTTFF receipts were virtually on target; total real estate tax receipts through October fell short by approximately \$21.0 million, a 6.1% negative variance. The July Plan projects modest monthly increases in real estate tax receipts through the rest of 2009.

**Recent State Budgetary Proposals.** On October 15, 2009 Governor Paterson announced a deficit reduction plan to address the State's forecasted operating deficit for its fiscal year ending March 31, 2010. As part of the overall State plan, there are specific recommendations, requiring legislative action, to reduce appropriations of taxes which MTA had assumed would be received prior to December 31, 2009, by approximately \$113 million. There can be no assurance that the Legislature will adopt the Governor's recommendations, that such recommendations will not be further modified by the Legislature or that other actions affecting MTA, some of which would not require legislative action, may be proposed or implemented by the Governor.

The MTA is required by law to adopt a budget that is self-sustaining on a cash basis, including self-generated fares, tolls and other revenues, as well as operating subsidies of various types from numerous sources, including the State and local governments. As described in the July Plan, the 2009 Fiscal Year which ends on December 31, 2009 was anticipated to be balanced with a remaining cash balance of \$29 million. The MTA is assessing the impact of the proposed reduced subsidy transfers by the State and expects to present specific details of the impact of such actions or any other actions then proposed or implemented to deal with the State operating deficit on MTA in the November Financial Plan. Whatever reduction to existing appropriations may be ultimately enacted will be incorporated by the MTA in a revised budget that will be balanced as required by law, implementing cash management strategies, revenue allocations and expenditure reductions as necessary. MTA cannot predict whether it may be required to take any additional operating or financial actions to assure that it ends its 2009 fiscal year with a balanced budget.

**TWU Arbitration Award.** In August 2009, MTA and TWU concluded arbitration over the terms of a new contract for TWU Local 100 members employed at MTA New York City Transit and MaBSTOA that will be effective January 16, 2009. The arbitration award would result in significantly higher costs than what was

anticipated in the July Financial Plan. The July Plan assumed a 2009 wage increase of 1.47%, followed by CPI-U increases of 1.87% in 2010 and 2.23% in 2011. The arbitration panel, however, awarded a much higher set of wage increases. While the award delays wage increases for the first two years of the contract, overall, it results in wage increases that approximate 4% in 2009, 4% in 2010, and 3% in 2011. Moreover, it reduces the amount of the employee health benefit contribution. Because of the timing of the increases and the phasing-in of the 2009 increases, the budget impact in 2009 is minimal. However, preliminary estimates indicate that this award would cost the MTA approximately \$100 million in 2010 and \$250 million in 2011 over the amounts already included in the July Financial Plan. The MTA has petitioned for judicial review seeking to vacate the arbitration award as legally flawed.

MTA will continue to closely monitor its finances, including the subsidies referenced above, and will continue to update all MTA receipts and expenditures and propose actions that are necessary to maintain budgetary balance.

**MTA Capital Programs.** Section 1269(b) of the Public Authorities Law requires MTA to submit capital plans to the MTA Capital Program Review Board (the Review Board). New five-year Proposed MTA Capital Programs (Programs) for the Transit and Commuter Systems for the 2010-2014 period totaling approximately \$25.6 billion were submitted to the Review Board on October 1, 2009, following review and authorization of the Programs for submission to the Review Board by the MTA Board at its September 23, 2009 meeting. Included in the Programs is approximately \$19.8 billion for core investments for the ongoing replacement needs of the existing Transit and Commuter Systems and MTA Bus and \$5.7 billion to finish East Side Access and the Second Avenue Subway. The Programs include \$15.7 billion of identified funding - including \$6 billion of new bonding authorized by the May Legislation - leaving a \$10 billion funding gap. The new bonding, in combination with other identified revenues, provides for two years of program funding. Progressing the full five-year plan will require the identification of additional funding beyond that provided in the May Legislation or adjustments to the proposed Capital Programs to address the \$10 billion funding gap.

On August 13, 2009, the Review Board approved an amendment to the 2005-2009 MTA Capital Programs increasing their value to approximately \$20.4 billion in order to recognize changes in project costs, add and defer projects, modify investment strategies and to incorporate \$1.0 billion of new federal funding for these Programs to support East Side Access and the Second Avenue Subway.

**MTA Management.** The above-noted May Legislation amended the Public Authorities Law to provide for the chair of the MTA to serve as its chief executive officer, effective upon appointment by the Governor, with the advice and consent of the State Senate, of a chairman to fill the new term of office created by the legislation. Effective September 10, 2009, Jay H. Walder was appointed MTA Chairman and Chief Executive Officer. Prior to assuming the chairmanship of MTA Mr. Walder was employed as Global Leader of McKinsey's Infrastructure Practice. Mr. Walder has also previously served as the Managing Director of Finance and Planning at Transport for London (TfL) and as Executive Director and Chief Financial Officer of the MTA. On November 5, 2009, the MTA announced the appointment of Thomas Prendergast as President of the MTA New York City Transit. Mr. Prendergast joins the MTA New York City Transit from Vancouver where he is currently the chief executive officer of Vancouver's South Coast British Columbia Transportation Authority. Mr. Prendergast will begin his tenure as President of the MTA New York City Transit on December 1, 2009. During the 1990s Mr. Prendergast also served as president of the MTA Long Island Rail Road and senior vice president of subways at MTA New York City Transit. Mr. Prendergast replaces Howard Roberts, who resigned from his position on November 4, 2009.

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**2009 Debt Issuances.** The following table shows the bonds and notes issued by MTA and MTA Bridges and Tunnels during calendar year 2009 by credit, series and principal amount.

<u>Bonds</u>	<u>Principal Amount of Series</u>
TBTA General Revenue Bonds	
Series 2009A-1	\$150,000,000
Series 2009A-2	325,000,000
Series 2009B	200,000,000
MTA Dedicated Tax Fund Bonds	
Series 2009A	\$261,700,000
Series 2009B	500,000,000
Series 2009C	750,000,000
MTA Revenue Anticipation Notes	\$600,000,000
MTA Transportation Revenue Bonds	
Series 2009A-1	\$407,110,000
Series 2009A-2	95,210,000

#### **PART I. SERIES 2009 NOTES AND SECURITY FOR THE SERIES 2009 NOTES**

Part I of this Offering Memorandum, together with the Summary of Terms, provides specific information about the Series 2009 Notes.

#### **APPLICATION OF PROCEEDS**

MTA Bridges and Tunnels anticipates that the net proceeds of the Series 2009 Notes (the principal amount plus premium thereof less the State Bond Issuance Charge (BIC), certain financing, legal and miscellaneous expenses of \$1,648,597.25) in the amount of \$150,000,000 will be used to finance projects for MTA Bridges and Tunnels' own facilities and/or refinance outstanding indebtedness issued by MTA Bridges and Tunnels.

#### **DESCRIPTION OF SERIES 2009 NOTES**

##### **General**

**Book-Entry-Only System.** The Series 2009 Notes will be registered in the name of The Depository Trust Company or its nominee (together, DTC), New York, New York, which will act as securities depository for the Series 2009 Notes. Individual purchases will be made in book-entry-only form, in the principal amount of \$5,000 or integral multiples thereof. So long as DTC is the registered owner of the Series 2009 Notes, all payments on the Series 2009 Notes will be made directly to DTC. DTC is responsible for disbursement of those payments to its participants, and DTC participants and indirect participants are responsible for making those payments to beneficial owners. See **Attachment 1** – "Book-Entry-Only System."

**Interest Payments.** The Series 2009 Notes will bear interest at the rate shown on the cover of this Offering Memorandum. Interest on the Series 2009 Notes will be paid on November 15, 2010. So long as DTC is the sole registered owner of all of the Series 2009 Notes, all interest payments will be paid to DTC by wire transfer of immediately available funds, and payment of interest to beneficial owners will occur through the DTC Book-Entry-Only System.

**Transfers and Exchanges.** So long as DTC is the securities depository for the Series 2009 Notes, it will be the sole registered owner of the Series 2009 Notes, and transfers of ownership interests in the Series 2009 Notes will occur through the DTC Book-Entry-Only System.

**Trustee.** U.S. Bank Trust National Association is Trustee and Paying Agent with respect to the Series 2009 Notes.

### **No Redemption Prior to Maturity**

The Series 2009 Notes are not subject to redemption prior to maturity.

## **SECURITY FOR THE SERIES 2009 NOTES**

The Series 2009 Notes are bond anticipation notes issued pursuant to the Senior Bridges and Tunnels Resolution and the BAN Resolution in anticipation of an issue of General Revenue Bonds, to be designated as the Series A Bonds.

Principal of and interest on the Series 2009 Notes are payable solely from the proceeds of (1) other Notes and (2) the Series A Bonds. The Series 2009 Notes are not secured by any other funds, accounts or amounts that are pledged to the payment of bonds or parity obligations issued under the Resolution.

The Issuer covenants in the BAN Resolution to maintain issuance capacity pursuant to the Senior Bridges and Tunnels Resolution to issue the Series A Bonds or additional bond anticipation notes in an amount sufficient to pay the principal of and interest on the Series 2009 Notes when due.

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

Part II of this Offering Memorandum describes the sources of payment and security for all Bonds. The following discussion describes the security for a future series of bonds, the Series A Bonds. In connection with the payment of the Series 2009 Notes as described above, the Series A Bonds are a primary source of the security for the Series 2009 Notes.

### **SOURCES OF PAYMENT**

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

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

- Robert F. Kennedy Bridge,\*
- Verrazano-Narrows Bridge,
- Bronx-Whitestone Bridge,
- Throgs Neck Bridge,
- Henry Hudson Bridge,

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\* Formerly, the Triborough Bridge.

- Marine Parkway-Gil Hodges Memorial Bridge,
- Cross Bay Veterans Memorial Bridge,
- Brooklyn-Battery Tunnel, and
- Queens Midtown Tunnel.

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

For more detailed information about MTA Bridges and Tunnels' tolls, see the report of the Independent Engineers included by specific cross-reference herein entitled "History and Projection of Traffic, Toll Revenues and Expenses and Review of Physical Conditions of the Facilities of Triborough Bridge and Tunnel Authority", delivered on June 8, 2009 (the URS 2009 Report). Readers should understand that the projections set forth in the Independent Engineers' report have been developed based upon methodologies and using assumptions that may be different than the methodologies and assumptions used by MTA Bridges and Tunnels in connection with preparing the Financial Plans. Consequently, the projections set forth in the Independent Engineers' report and in the Financial Plans may differ. Investors should read the Independent Engineers' report in its entirety.

Copies of MTA Bridges and Tunnels' audited financial statements for the years ended December 31, 2008 and 2007 are included herein by specific cross-reference.

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

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**Table 1** sets forth, by MTA Bridges and Tunnels Facility, the amount of revenues for each of the last 5 years, as well as operating expenses.

**Table 1**

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

	Years Ended December 31,				
	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>
Bridge and Tunnel Revenues:					
Robert F. Kennedy Bridge	\$ 247,937	\$ 280,516	\$ 288,301	\$ 285,847	\$ 287,877
Verrazano-Narrows Bridge	246,322	267,276	274,100	272,837	278,906
Bronx-Whitestone Bridge	187,231	188,808	186,384	200,076	212,125
Throgs Neck Bridge	184,338	210,242	223,756	217,958	219,855
Henry Hudson Bridge	40,149	43,920	44,901	44,779	46,126
Marine Parkway-Gil Hodges Memorial Bridge	10,102	11,234	11,536	11,635	12,019
Cross Bay Veterans' Memorial Bridge	9,477	10,988	11,630	12,090	12,212
Queens Midtown Tunnel	107,067	121,666	127,075	129,347	131,264
Brooklyn-Battery Tunnel	<u>64,365</u>	<u>70,294</u>	<u>73,868</u>	<u>75,980</u>	<u>73,590</u>
Total Bridge and Tunnel Revenues:	\$ 1,096,988	\$ 1,204,944	\$ 1,241,551	\$ 1,250,549	\$ 1,273,974
Investment Income and Other <sup>(1)</sup>	<u>38,376</u>	<u>60,102</u>	<u>31,603</u>	<u>23,885</u>	<u>23,911</u>
<b>Total Revenues</b>	<b>\$ <u>1,135,364</u></b>	<b>\$ <u>1,265,046</u></b>	<b>\$ <u>1,273,154</u></b>	<b>\$ <u>1,274,434</u></b>	<b>\$ <u>1,297,885</u></b>
Operating Expenses <sup>(2)</sup>					
Personnel Costs	\$ 158,403	\$ 173,549	\$ 183,268	\$ 196,755	\$ 207,305
Maintenance and Other Operating Expenses	<u>160,812</u>	<u>170,123</u>	<u>169,642</u>	<u>172,270</u>	<u>200,686</u>
<b>Total Operating Expenses</b>	<b>\$ <u>319,215</u></b>	<b>\$ <u>343,672</u></b>	<b>\$ <u>352,910</u></b>	<b>\$ <u>369,025</u></b>	<b>\$ <u>407,991</u></b>
<b>Net Revenues Available for Debt Service</b>	<b>\$ 816,149</b>	<b>\$ 921,374</b>	<b>\$ 920,244</b>	<b>\$ 905,409</b>	<b>\$ 889,894</b>
<b>Senior Lien Debt Service</b>	<b>\$ 251,139</b>	<b>\$ 284,462</b>	<b>\$ 300,450</b>	<b>\$ 313,042</b>	<b>\$ 354,688</b>
<b>Senior Lien Coverage</b>	<b>3.25x</b>	<b>3.24x</b>	<b>3.06x</b>	<b>2.89x</b>	<b>2.51x</b>

<sup>(1)</sup> Includes the net revenues from the Battery Parking Garage, as well as E-ZPass administrative fees and miscellaneous other revenues. Investment earnings include interest earned on bond funds, including debt service and debt service reserve funds, that were applied to the payment of debt service as follows for the years 2004 through 2008, respectively: \$4.048 million; \$5.578 million; \$5.044 million; \$5.334 million and \$6.082 million. The amounts set forth in this footnote, as well as all of Table 1, are derived from MTA Bridges and Tunnels' audited financial statements for the years 2004 through 2008.

<sup>(2)</sup> Excludes depreciation and other post-employment benefits other than pensions.

The following should be noted in **Table 1**:

- Bridge and Tunnel Revenues – In 2005, crossing charges were increased effective March 13, 2005. In 2008, crossing charges were increased effective March 16, 2008.
- Investment Income and Other – For 2005, other income includes \$25.9 million in security reimbursements and \$9.5 million relating to the \$1 per month account maintenance fees that MTA Bridges and Tunnels imposed on all E-ZPass subscribers effective July 1, 2005. Legislation enacted with the State’s budget for State Fiscal Year 2006-07 prevents MTA Bridges and Tunnels from charging that fee effective June 1, 2006. Prior to 2006, MTA Bridges and Tunnels was reimbursed for security expenses by MTA Headquarters. Since these are ongoing expenses, all security programs were included in MTA Bridges and Tunnels’ baseline Financial Plan beginning in 2006, thus eliminating the need for reimbursement.
- Operating Expenses – Personnel Costs – 2004 personnel costs were marginally lower. The 2005 increase in personnel costs was caused by worker’s compensation and pension cost adjustments. The 2006 increase in personnel costs was caused by increases in salaries and wages, health and welfare, and pension costs. The 2007 and 2008 increases in personnel costs were caused by increases in salaries and wages and pension costs.
- Operating Expenses – Maintenance and Other Operating Expenses – In 2004, non-labor expenses were 4.5% lower than in 2003 due to a decrease in the required number of E-ZPass tag purchases. In 2005, major maintenance and bridge painting were more than in 2004. In 2008 the major increases were due to increases in major maintenance.

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**Table 2** sets forth certain revenues and expenses, including debt service, relating to MTA Bridges and Tunnels' 2009 and 2010 budget. The projection of estimated revenues set forth in the report by MTA Bridges and Tunnels' Independent Engineers (which is included by specific cross-reference to this Offering Memorandum) is different from that set forth in the 2009 and 2010 budget as the projection is based upon conclusions formed independently based upon their own methodology and assumptions. Investors should read the Independent Engineers' report in its entirety.

**Table 2**

**MTA Bridges and Tunnels  
2009 and 2010 Budget Comparisons  
(in thousands)**

	Years Ended December 31,	
	2009 (Mid-Year Forecast)	2010 (Preliminary Budget)
Total Bridge and Tunnel Revenues:	\$1,312,508	\$1,383,876
Investment Income and Other <sup>(1)</sup>	<u>11,172</u>	<u>11,665</u>
<b>Total Revenues</b>	<b><u>\$1,323,680</u></b>	<b><u>\$1,395,541</u></b>
Operating Expenses <sup>(2)</sup>		
Personnel Costs (net of reimbursements) <sup>(3)</sup>	\$ 222,715	\$ 229,759
Maintenance and Other Operating Expenses <sup>(4)</sup>	<u>201,908</u>	<u>218,568</u>
<b>Total Operating Expenses</b>	<b><u>\$ 424,623</u></b>	<b><u>\$ 448,327</u></b>
<b>Net Revenues Available for Debt Service</b>	<b>\$ 899,057</b>	<b>\$ 947,214</b>
<b>Senior Lien Debt Service<sup>(5)</sup></b>	<b>\$ 374,169</b>	<b>\$ 465,242</b>
<b>Senior Lien Coverage<sup>(5)</sup></b>	<b>2.40x</b>	<b>2.04x</b>

<sup>(1)</sup> Includes the net revenues from the Battery Parking Garage, E-ZPass administrative fees and miscellaneous other revenues.

<sup>(2)</sup> Excludes depreciation and other postemployment benefits other than pensions.

<sup>(3)</sup> For 2009 and 2010, includes regular and overtime salaries and fringe benefits, less capitalized personnel reimbursements.

<sup>(4)</sup> Increases in budgeted 2010 expenses are primarily attributable to contractual step-up increases, inflation in labor-related costs and increase in material and supplies costs (primarily due to the E-ZPass Tag replacement program).

<sup>(5)</sup> Does not include debt service on the Series 2009 Notes.

## **SECURITY FOR THE SERIES A BONDS**

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

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

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

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

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

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

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## Debt Service on Outstanding Bonds

**Table 3** sets forth, on a cash basis, the debt service on the outstanding Bonds. **Table 3** does not include debt service on the subordinate bonds and the Series 2009 Notes.

**Table 3**  
**Aggregate Senior Lien Debt Service**  
**(in thousands)<sup>(1)</sup>**

<u>Year Ending</u> <u>December 31</u>	<u>Outstanding</u> <u>Bonds</u> <sup>(2)(3)</sup>
2009	\$353,793
2010	464,052
2011	462,493
2012	463,037
2013	462,827
2014	461,721
2015	461,710
2016	461,728
2017	462,194
2018	458,049
2019	453,688
2020	453,966
2021	453,788
2022	453,660
2023	455,176
2024	453,671
2025	453,563
2026	453,808
2027	453,848
2028	453,658
2029	453,183
2030	452,966
2031	452,421
2032	420,286
2033	175,906
2034	175,921
2035	211,573
2036	203,067
2037	203,199
2038	202,081
2039	<u>47,064</u>
Total	\$12,048,095

<sup>(1)</sup> Totals may not add due to rounding. Debt service payable on January 1 of each year is included in the prior year's debt service.

<sup>(2)</sup> Takes into account the effects during 2009 of the cash defeasance described under Appendix A – “Part 3. Statistical and Financial Information – Financial Plans and Capital Programs – 2010-2013 Financial Plan – 2009 Actual Results.” Includes the following variable rate assumptions for debt service: Series 2001B, Series 2001C, Series 2002F Bonds, Series 2003B Bonds and Series 2005 A Bonds: assumes interest rate at the fixed payer swap rates under the respective swap agreements relating thereto and a variable interest rate of 4.0% per annum on unhedged notional amounts. Series 2008B Bonds (after Reset Dates): assumes a variable interest rate of 4.0% per annum. Series 2005B-2, B-3 and B-4 Bonds: assumes interest at a rate of 3.513% per annum based on the related interest rate swaps through January 1, 2012 and 3.076% per annum based on the related interest rate swaps from January 1, 2012 through final maturity. MTA Bridges and Tunnels believes that its 4.0% variable rate assumption is reasonable for long-term cost calculations.

<sup>(3)</sup> Series 2009A-1 Bonds: interest calculated at a rate 2.0% through January 20, 2010 and 6.0% thereafter.

## Revenues and Additional MTA Bridges and Tunnels Projects

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

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

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

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

- an Authorized Officer certifies that either:
  - the Additional MTA Bridges and Tunnels Project has been in operation (whether or not by MTA Bridges and Tunnels) for a period of at least 12 months prior to the date of such designation, and that for a period of any 12 consecutive calendar months out of the 18 calendar months preceding the date of designation, the Additional MTA Bridges and Tunnels Project Revenues derived from the operation of such Additional MTA Bridges and Tunnels Project exceeded the Operating Expenses; or
  - the Additional MTA Bridges and Tunnels Project is in operation and, in such Authorized Officer's opinion, the Additional MTA Bridges and Tunnels Project Revenues to be derived from the operation of such Project will exceed the Operating Expenses for such Additional MTA Bridges and Tunnels Project during the first 12 months of operation; and
- an Authorized Officer certifies
  - as to the actual or anticipated Revenues and Operating Expenses of MTA Bridges and Tunnels for the applicable 12-month period; provided that,
    - the Revenues (adjusted up or down to reflect any new toll rate changes) and Operating Expenses shall be increased by the actual or anticipated Additional MTA Bridges and Tunnels Project Revenues and Operating Expenses of the Additional MTA Bridges and Tunnels Project for such 12-month period, and
    - the actual or anticipated Additional MTA Bridges and Tunnels Project Revenues (adjusted up or down to reflect any new toll rate changes) and Operating Expenses of any

Additional MTA Bridges and Tunnels Project operated by or under lease from MTA Bridges and Tunnels otherwise than as an Additional MTA Bridges and Tunnels Project during any part of the period shall be calculated as if the definitions of Revenues and Operating Expenses had been applicable thereto, and

- that for such 12-month period, the Revenues less Operating Expenses, as calculated in accordance with the preceding bullet points, are at least equal to 1.40 times Maximum Annual Calculated Debt Service during such period; and
- an Independent Engineer certifies that, for each of 5 successive 12-month periods, the earliest of which begins on a calendar quarterly date not more than 60 days immediately following the date of designation as an Additional MTA Bridges and Tunnels Project, the Net Revenues in each 12-month period (after giving effect to such designation) will be at least equal to 1.40 times the Maximum Calculated Debt Service for each of such successive 12-month periods.

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

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

#### **Flow of Revenues**

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

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

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

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

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

- transfer to another person for payment of, or accrual for payment of, principal of and interest on any Subordinated Indebtedness or for payment of amounts due under any Subordinated Contract Obligations; and
- transfer to the General Fund any remaining amount.

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

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

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

**Rate Covenant**

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

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

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

## **Additional Bonds**

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

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

*Additional Bonds for Other Purposes.* MTA Bridges and Tunnels may issue Additional Bonds to pay or provide for the payment of all or part of Capital Costs (including payment when due on any obligation of MTA Bridges and Tunnels or any other Related Entity), relating to any of the following purposes:

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

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

## **Refunding Bonds**

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

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

## **Subordinate Obligations**

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

## **PART III. OTHER INFORMATION ABOUT THE SERIES 2009 NOTES**

Part III of this Offering Memorandum provides miscellaneous additional information relating to the Series 2009 Notes.

## TAX MATTERS

### General

Hawkins Delafield & Wood LLP is Bond Counsel for the Series 2009 Notes. Their opinion under existing law, relying on certain statements by MTA Bridges and Tunnels and assuming compliance by MTA Bridges and Tunnels with certain covenants, is that interest on the Series 2009 Notes will be:

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

Bond Counsel's opinion is also that under existing law interest on the Series 2009 Notes will be exempt from personal income taxes of New York State and any political subdivisions of the State. See **Attachment 3** to this offering memorandum for the form of the opinion that Bond Counsel expects to deliver when the Series 2009 Notes are delivered.

The Internal Revenue Code imposes requirements on the Notes that MTA Bridges and Tunnels must continue to meet after the Series 2009 Notes are issued. These requirements generally involve the way that Series 2009 Note proceeds must be used and invested. If MTA does not meet these requirements, it is possible that a noteholder may have to include interest on the Series 2009 Notes in its federal gross income on a retroactive basis to the date of issue. MTA Bridges and Tunnels has covenanted to do everything necessary to meet the requirements of the Internal Revenue Code.

A noteholder who is a particular kind of taxpayer may also have additional tax consequences from owning the Series 2009 Notes. This is possible if a noteholder 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 2009 Notes.

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

The Series 2009 Notes are not taken into account (subject to certain limitations) in determining the portion of a financial institution's interest expense subject to the pro rata interest disallowance rule of Section 265(b) of the Internal Revenue Code for costs of indebtedness incurred or continued to purchase or carry certain tax-exempt obligations. The Series 2009 Notes, however, are taken into account in the calculation of the amount of a financial institution's preference items under Section 291 of the Internal Revenue Code.

Bond Counsel's opinion may continue to be relied upon as to Series 2009 Notes issued subsequent to the date of their opinion only to the extent described in the form of the opinion found in **Attachment 3** to this offering memorandum.

Bond Counsel is not responsible for updating its opinion in the future. It is possible that future events could change the tax treatment of the interest on the Series 2009 Notes or affect the market price of the Series 2009 Notes. For example, the Internal Revenue Code could be changed.

Bond Counsel expresses no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel on the exclusion from gross income for federal income tax purposes of interest on the Series 2009 Notes, or under State, local and foreign tax law.

### **Note Premium**

If a noteholder purchases a Series 2009 Note for a price that is more than the principal amount, generally the excess is “note premium” on that Series 2009 Note. The tax accounting treatment of note premium is complex. It is amortized over time and as it is amortized a noteholder’s tax basis in that Series 2009 Note will be reduced. A noteholder in certain circumstances may realize a taxable gain upon the sale of a Series 2009 Note with note premium, even though the Series 2009 Note is sold for an amount less than or equal to the owner’s original cost. If a noteholder owns any Series 2009 Notes with note premium, it should consult its tax advisor regarding the tax accounting treatment of note premium.

### **Backup Withholding and Information Reporting**

In general, information reporting requirements will apply to non-corporate holders with respect to payments of principal and payments of interest on a Series 2009 Note and the proceeds of the sale of a Series 2009 Note before maturity within the United States. Backup withholding may apply to holders of Series 2009 Notes under Section 3406 of the Internal Revenue Code. Any amounts withheld under the backup withholding rules from a payment to a beneficial owner, and which constitutes over-withholding, would be allowed as a refund or a credit against such beneficial owner’s United States Federal income tax provided the required information is furnished to the Internal Revenue Service.

## **LEGALITY FOR INVESTMENT**

The MTA Bridges and Tunnels Act provides that the Series 2009 Notes are securities in which the following investors may properly and legally invest funds, including capital in their control or belonging to them:

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

Certain of those investors, however, may be subject to separate restrictions which limit or prevent their investment in the Series 2009 Notes.

## LITIGATION

There is no pending litigation concerning the Series 2009 Notes.

MTA Bridges and Tunnels is the defendant in numerous claims and actions, including an action commenced (*Janes and Schwartz v. TBTA, MTA, Kalikow and Ascher*) alleging unfair treatment on toll collection policies at certain bridges. MTA Bridges and Tunnels does not believe that any of these claims and actions are material to MTA Bridges and Tunnels' ability to pay principal and interest on the Series 2009 Notes. A summary of certain of these potentially material claims and actions is set forth in **Appendix A – "LITIGATION – MTA Bridges and Tunnels,"** as that filing may be amended or supplemented to date.

## FINANCIAL ADVISOR

Goldman, Sachs & Co. is MTA Bridges and Tunnels' financial advisor for the Series 2009 Notes. The financial advisor has provided MTA Bridges and Tunnels advice on the plan of financing and reviewed the pricing of the Series 2009 Notes. The financial advisor has not independently verified the information contained in this Offering Memorandum and does not assume responsibility for the accuracy, completeness or fairness of such information. The financial advisor's fees for serving as financial advisor are contingent upon the issuance of the Series 2009 Notes.

## UNDERWRITING

After competitive bidding on November 10, 2009, the Series 2009 Notes were awarded to Jefferies & Company (the Underwriters) for a purchase price of \$151,618,764.25 which is equivalent to the principal amount of the Series 2009 Notes, plus a premium of \$2,483,597.25 less an underwriters' discount of \$29,833.00.

The Underwriters have supplied the public offering yield of the Series 2009 Notes shown on the front cover hereof. If all of the Series 2009 Notes are resold to the public at such yields, the underwriters' discount will approximate 0.020 percent of the aggregate principal amount of the Series 2009 Notes. The Underwriters may change the public offering yields from time to time.

## RATINGS

The Summary of Terms identifies the ratings of the credit rating agencies that are assigned to the Series 2009 Notes. Those ratings reflect only the views of the organizations assigning them. An explanation of the significance of the ratings from each identified agency may be obtained as follows:

Fitch Ratings	Moody's Investors Service, Inc.	Standard & Poor's Ratings Services
One State Street Plaza	7 World Trade Center	55 Water Street
New York, New York 10004	250 Greenwich Street, 23 <sup>rd</sup> Floor	New York, New York 10041
(212) 908-0500	New York, New York 10007	(212) 438-2000
	(212) 553-0300	

MTA Bridges and Tunnels has furnished to each rating agency rating the notes being offered information, including information not included in this Offering Memorandum, about MTA Bridges and Tunnels and the notes. Generally, rating agencies base their ratings on that information and on independent investigations, studies and assumptions made by each rating agency. There can be no assurance that ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by a rating agency if, in the judgment of that rating agency, circumstances warrant the revision or withdrawal. Those circumstances may include, among other things, changes in or unavailability of information relating to

MTA Bridges and Tunnels or the notes. Any downward revision or withdrawal of a rating may have an adverse effect on the market price of the notes.

## LEGAL MATTERS

All legal proceedings in connection with the issuance of the bonds being offered are subject to the approval of the nationally-recognized bond counsel firm identified on the cover page and in the Summary of Terms. The form of the opinion of Bond Counsel is **Attachment 3** to this Offering Memorandum.

## CONTINUING DISCLOSURE

As more fully stated in **Attachment 2**, MTA Bridges and Tunnels has agreed to provide certain financial information and operating data by no later than 120 days following the end of each fiscal year. That information is to include, among other things, information concerning MTA Bridges and Tunnels annual audited financial statements prepared in accordance with generally accepted accounting principles, or if unavailable, unaudited financial statements will be delivered until audited statements become available. MTA Bridges and Tunnels has undertaken to file such above information with EMMA.

MTA Bridges and Tunnels has further agreed to deliver notice to EMMA of any failure to provide the Annual Information. MTA Bridges and Tunnels is also obligated to deliver notices of the following events, if material, to EMMA:

- principal and interest delinquencies;
- non payment related defaults;
- unscheduled draws on debt service reserves reflecting financial difficulties;
- unscheduled draws on credit enhancements reflecting financial difficulties;
- substitution of credit or liquidity providers, or their failure to perform;
- adverse tax opinions or events affecting the tax exempt status of the security;
- modifications to the rights of security holders;
- bond calls;
- defeasance;
- release, substitution, or sale of property securing repayment of the securities; and
- rating changes.

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

## FURTHER INFORMATION

MTA Bridges and Tunnels may place a copy of this Offering Memorandum on MTA's website at "[www.mta.info/mta/investor/index.html](http://www.mta.info/mta/investor/index.html)". No statement on the MTA's website or any other website is included by specific cross-reference herein.

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

website. MTA Bridges and Tunnels and MTA also assume no liability or responsibility for any errors or omissions or for any updates to dated information contained on any website.

**TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY**

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

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

1. The Depository Trust Company (DTC), New York, NY, will act as securities depository for the Series 2009 Notes. The Series 2009 Notes will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Series 2009 Note will be issued for each maturity of the Series 2009 Notes, each in the aggregate principal amount of such maturity, and will be deposited with DTC. If, however, the aggregate principal amount of any maturity of the Series 2009 Notes exceeds \$500 million, one note of such maturity will be issued with respect to each \$500 million of principal amount, and an additional note will be issued with respect to any remaining principal amount of such maturity.

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

3. Purchases of Series 2009 Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2009 Notes on DTC's records. The ownership interest of each actual purchaser of each Series 2009 Note (Beneficial Owner) is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2009 Notes are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Series 2009 Notes, except in the event that use of the book-entry system for the Series 2009 Notes is discontinued.

4. To facilitate subsequent transfers, all Series 2009 Notes deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2009 Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2009 Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2009 Notes are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2009 Notes may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2009 Notes, such as redemptions, tenders, defaults, and proposed amendments to the Series 2009 Note documents. For example, Beneficial Owners of the Series 2009 Notes may wish to ascertain that the nominee holding the Series 2009 Notes for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the Series 2009 Notes of any maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2009 Notes unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to MTA Bridges and Tunnels as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Series 2009 Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds and principal and interest payments on the Series 2009 Notes will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from MTA Bridges and Tunnels or the Trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Direct and Indirect 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 Direct or Indirect Participant and not of DTC, the Trustee or MTA Bridges and Tunnels, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of MTA Bridges and Tunnels or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. DTC may discontinue providing its services as depository with respect to the Series 2009 Notes at any time by giving reasonable notice to MTA Bridges and Tunnels or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificates for the Series 2009 Notes are required to be printed and delivered.

10. MTA Bridges and Tunnels may decide to discontinue use of the system of book-entry transfers through DTC (or a successor depository). In that event, certificates for the Series 2009 Notes will be printed and delivered.

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

## ATTACHMENT 2

### CONTINUING DISCLOSURE UNDER SEC RULE 15c2-12

In order to assist the Underwriters in complying with the provisions of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (“Rule 15c2-12”), MTA Bridges and Tunnels and the Trustee will enter into a written agreement (the “Disclosure Agreement”) for the benefit of holders of the Series 2009 Notes to provide continuing disclosure. MTA Bridges and Tunnels will undertake to provide certain financial information and operating data by no later than 120 days after the end of each MTA Bridges and Tunnels fiscal year, commencing with the fiscal year ending December 31, 2008 (the “Annual Information”), and to provide notices of the occurrence of certain enumerated events, if material. The Annual Information will be filed by or on behalf of MTA Bridges and Tunnels with the Electronic Municipal Market Access System (EMMA) of the Municipal Securities Rulemaking Board (MSRB). Notices of material events will be filed by or on behalf of MTA Bridges and Tunnels with EMMA. The nature of the information to be provided in the Annual Information and the notices of material events is set forth below.

Pursuant to Rule 15c2-12, MTA Bridges and Tunnels will undertake for the benefit of holders of Series 2009 Notes to provide or cause to be provided either directly or through the Trustee, audited financial statements by no later than 120 days after the end of each fiscal year commencing with the fiscal year ending December 31, 2009, when and if such audited financial statements become available and, if such audited financial statements are not available on the date which is 120 days after the end of a fiscal year, the unaudited financial statements for such fiscal year. MTA Bridges and Tunnels annual financial statements will be filed with EMMA.

The required Annual Information will include at least the following:

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

5. material litigation related to any of the foregoing, and
6. such narrative explanation as may be necessary to avoid misunderstanding and to assist the reader in understanding the presentation of financial information and operating data concerning, and in judging the financial condition of, MTA Bridges and Tunnels.

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

MTA Bridges and Tunnels will undertake, for the benefit of holders of the Series 2009 Notes, to provide or cause to be provided:

1. to EMMA, in a timely manner, notice of any of the events listed under the heading "CONTINUING DISCLOSURE" in this Offering Memorandum with respect to the Series 2009 Notes, if material, and
2. to EMMA, in a timely manner, notice of a failure to provide any Annual Information required by such undertaking or any required audited financial statements.

The Disclosure Agreement provides that if any party to the Disclosure Agreement fails to comply with any provisions of its undertaking described herein, then any holder of the Series 2009 Notes (which will include beneficial owners during any period that DTC acts as securities depository for, and DTC or its nominee is the registered owner of, the Series 2009 Notes) may enforce, for the equal benefit and protection of all holders similarly situated, by mandamus or other suit or proceeding at law or in equity, the undertaking against such party and any of its officers, agents and employees, and may compel such party or any of its officers, agents or employees to perform and carry out their duties thereunder; provided that the sole and exclusive remedy for breach under the undertaking is an action to compel specific performance, and no person or entity, including any holder of Series 2009 Notes, may recover monetary damages thereunder under any circumstances, and provided further that any challenge to the adequacy of any information under the undertaking may be brought only by the Trustee or the holders of 25 percent in aggregate principal amount of the Series 2009 Notes at the time Outstanding which are affected thereby. Each of MTA Bridges and Tunnels and the Trustee reserves the right, but shall not be obligated to, enforce the obligations of the others. Failure to comply with any provisions of the undertaking shall not constitute a default under the Senior Bridges and Tunnels Resolution nor give right to the Trustee or any noteholder to exercise any remedies under the Senior Bridges and Tunnels Resolution. In addition, if all or any part of Rule 15c2-12 ceases to be in effect for any reason, then the information required to be provided under the undertaking insofar as the provision of Rule 15c2-12 no longer in effect required the provision of such information, shall no longer be required to be provided.

The foregoing is intended to set forth a general description of the type of financial information and operating data that will be provided; the descriptions are not intended to state more than general categories of financial information and operating data; and where MTA Bridges and Tunnels' undertaking calls for information that no longer can be generated or is no longer relevant because the operations to which it related

have been materially changed or discontinued, a statement to that effect will be provided. MTA Bridges and Tunnels does not anticipate that it often will be necessary to amend the undertaking. The undertaking, however, may be amended or modified under certain circumstances set forth therein and the undertaking will continue until the earlier of the date the Series 2009 Notes have been paid in full or legally defeased pursuant to the Senior Bridges and Tunnels Resolution or the date the undertaking is no longer required by law. Copies of the undertaking when executed by the parties will be on file at the office of MTA Bridges and Tunnels.

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

**Upon delivery of the Series 2009 Notes in definitive form, Hawkins Delafield & Wood LLP, New York, New York, Bond Counsel to MTA Bridges and Tunnels, proposes to render its final approving opinion in substantially the following form:**

[Date of Closing]

Triborough Bridge and Tunnel Authority  
New York, New York

Ladies and Gentlemen:

We have examined a certified copy of the record of proceedings of the Triborough Bridge and Tunnel Authority (the "TBTA") and other proofs submitted to us relative to the issuance of \$149,165,000 aggregate principal amount of Triborough Bridge and Tunnel Authority General Revenue Bond Anticipation Notes, Series 2009 (the "Series 2009 Notes").

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

The Series 2009 Notes are issued under and pursuant to the Constitution and statutes of the State of New York (the "State"), including the Triborough Bridge and Tunnel Authority Act, being Title 3 of Article 3 of the Public Authorities Law, Chapter 43 A of the Consolidated Laws of the State of New York, as amended to the date of this opinion letter (herein called the "Issuer Act"), and under and pursuant to proceedings of TBTA duly taken, including a resolution adopted by the members of TBTA on March 26, 2002 entitled "General Resolution Authorizing General Revenue Obligations", as supplemented by the Series 2009 General Revenue Bond Anticipation Note Supplemental Resolution and Related Bond Resolution adopted on October 28, 2009 (collectively, the "Resolution").

The Series 2009 Notes are dated, mature, are payable and bear interest, all as provided in the Resolution. The Series 2009 Notes are not subject to redemption prior to maturity.

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements that must be met subsequent to the issuance and delivery of the Notes in order that interest on the Series 2009 Notes be and remain excluded from gross income for federal income tax purposes under Section 103 of the Code. We have examined the Arbitrage and Use of Proceeds Certificate of the MTA Bridges and Tunnels, dated the date hereof, (the "Arbitrage and Use of Proceeds Certificate"), in which the MTA Bridges and Tunnels has made representations, statements of intention and reasonable expectation, certifications of fact and covenants relating to the federal tax status of interest on the Series 2009 Notes, including, but not limited to, certain representations with respect to the use of the proceeds of the Series 2009 Notes and the investment of certain funds. The Arbitrage and Use of Proceeds Certificate obligates the MTA Bridges and Tunnels to take certain actions necessary to cause interest on the Series 2009 Notes to be excluded from gross income pursuant to Section 103 of the Code. Noncompliance with the requirements of the Code may cause interest on the Series 2009 Notes to be included in gross income for federal income tax purposes retroactive to the date of issuance, irrespective of the date on which such noncompliance occurs or is ascertained. MTA Bridges and Tunnels has covenanted in the Resolution to maintain the exclusion of the interest on the Series 2009 Notes from gross income for federal income tax purposes pursuant to Section 103(a) of the Code.

In rendering the opinion in paragraph 5 hereof, we have relied upon and assumed (i) the material accuracy of the representations, statements of intention and reasonable expectation and certifications of fact contained in the Arbitrage and Use of Proceeds Certificate with respect to matters affecting the exclusion from

gross income for federal income tax purposes pursuant to Section 103 of the Code of interest on the Series 2009 Notes, and (ii) compliance by the 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 Series 2009 Notes as executed and, in our opinion, the form of said Series 2009 Note and its execution are regular and proper.

We are of the opinion that:

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

2. TBTA has the right and power under the Issuer Act to adopt the Resolution. The Resolution has been duly and lawfully adopted by TBTA, is in full force and effect, is valid and binding upon TBTA, and is enforceable in accordance with its terms, and no other authorization for the Resolution is required. The Resolution creates the valid pledge which it purports to create of the Trust Estate, subject only to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution.

3. The Series 2009 Notes have been duly and validly authorized and issued in accordance with the laws of the State, including the Constitution of the State and the Issuer Act, and in accordance with the Resolution, and are valid and binding bond anticipation notes of TBTA, enforceable in accordance with their terms and the terms of the Resolution, payable solely from (i) the proceeds of notes, including renewal Notes and (ii) the proceeds of the Series A Bonds (as defined in the Resolution). The Series 2009 Notes are not secured by any other funds, accounts or amounts that are pledged to the payment of Obligations or Parity Debt issued under the Resolution.

4. The Series 2009 Notes are securities in which all public officers and bodies of the State and all municipalities and political subdivisions, all insurance companies and associations and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks and savings associations, including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking business, all administrators, guardians, executors, trustees and other fiduciaries, and all other persons who are or may be authorized to invest in bonds or other obligations of the State, may properly and legally invest funds including capital in their control or belonging to them to the extent that the legality of such investment is governed by the laws of the State; and which may be deposited with and shall be received by all public officers and bodies of the State and all municipalities and political subdivisions for any purpose for which the deposit of bonds or other obligations of the State is or may be authorized.

5. Under existing statutes and court decisions, interest on the Series 2009 Notes is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, is not treated as a preference item for purposes of calculating the alternative minimum tax that may be imposed under the Code with respect to individuals and corporations and is not included in the adjusted current earnings of certain corporations for purposes of calculating the alternative minimum tax that may be imposed with respect to such corporations.

6. Under the Issuer Act, interest on the Series 2009 Notes is exempt from personal income taxes imposed by the State or any political subdivision thereof.

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

Except as stated in paragraphs 5 and 6, we express no opinion regarding any other federal, state, local or foreign tax consequences with respect to the Series 2009 Notes. We express no opinion on the effect of any action hereafter taken or not taken in reliance upon an opinion of other counsel on the exclusion from gross income for federal income tax purposes of interest on the Series 2009 Notes, or under state, local and foreign tax law.

Each owner of Series 2009 Notes should seek advice based on its particular circumstances from an independent tax advisor.

We express no opinion as to the accuracy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series 2009 Notes.

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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