

Metropolitan
Transportation Authority
(A Component Unit of the State of New York)

Independent Accountants' Review Report

Consolidated Financial Statements as of and for the
Period Ended September 30, 2012

METROPOLITAN TRANSPORTATION AUTHORITY
(A Component Unit of the State of New York)

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INDEPENDENT ACCOUNTANTS' REVIEW REPORT

To the Members of the Board of
Metropolitan Transportation Authority

We have reviewed the accompanying consolidated interim statement of net position of the Metropolitan Transportation Authority (the "Authority"), a component unit of the State of New York, as of September 30, 2012, and the related consolidated interim statements of revenues, expenses and changes in net position, and cash flows for the nine-month periods ended September 30, 2012 and 2011. A review includes primarily applying analytical procedures to management's financial data and making inquiries of the Authority's management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management is responsible for the preparation and fair presentation of the consolidated interim financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the consolidated interim financial statements.

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance that there are no material modifications that should be made to the consolidated interim financial statements. We believe that the results of our procedures provide a reasonable basis for our report.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

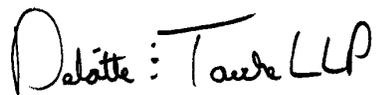
As discussed in the notes to the consolidated interim financial statements, the MTA is a component unit of the State of New York. The MTA requires significant subsidies from and has material transactions with The City of New York and the State of New York and depends on certain tax revenues that are economically sensitive.

As described in Note 2 to the consolidated interim financial statements, the MTA adopted Governmental Accounting Standards Board ("GASB") Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*.

The Management's Discussion and Analysis on pages 3 through 21, the Schedules of Pension Funding Progress on page 102 and the Schedule of Funding Progress for the MTA Postemployment Benefit Plan on page 103 are not a required part of the basic consolidated interim financial statements, but are supplementary information required by the Governmental Accounting Standards Board. This supplementary information is the responsibility of the MTA's management. Such schedules were not audited or reviewed by us and, accordingly we do not express an opinion or any other form of assurance on them.

Our review was made for the purpose of expressing the limited assurance described in the preceding paragraph concerning the consolidated interim financial statements taken as a whole. The additional information in the Schedule of Financial Plan to Financial Statements Reconciliation on page 104, Schedule of Consolidated Reconciliation Between Financial Plan and Financial Statements on page 105, and Schedule of Consolidated Subsidy Accrual Reconciliation Between Financial Plan and Financial Statements on page 106 are presented for the purpose of additional analysis and are not a required part of the basic consolidated interim financial statements. This additional information is the responsibility of the Authority's management. Such information has been subjected to the analytical procedures and inquiry applied in the review of the basic consolidated interim financial statements and we are not aware of any material modifications that should be made thereto in order for such information to be in conformity with accounting principles generally accepted in the United States of America when considered in relation to the basic consolidated interim financial statements taken as a whole.

The consolidated financial statements for the year ended December 31, 2011 were audited by us, and we expressed an unqualified opinion on them in our report dated May 2, 2012. We also applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation to the 2011 Management's Discussion and Analysis and other supplementary information required by the Governmental Accounting Standards Board and such report expressed no opinion on the information. We have not performed any auditing procedures since the date of such report.

A handwritten signature in black ink that reads "Deloitte : Touche LLP". The signature is written in a cursive, flowing style.

January 30, 2013

**METROPOLITAN TRANSPORTATION AUTHORITY
(A Component Unit of the State of New York)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
PERIODS ENDED SEPTEMBER 30, 2012 AND 2011
(\$ In Millions)**

1. OVERVIEW OF THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Introduction

This report consists of five parts: Management's Discussion and Analysis ("MD&A"), Consolidated Financial Statements, Notes to the Consolidated Financial Statements, Required Supplementary Information, and Supplementary Information.

Management's Discussion and Analysis

This MD&A provides a narrative overview and analysis of the financial activities of the MTA Group for the periods ended September 30, 2012 and 2011. This management discussion and analysis is intended to serve as an introduction to the MTA Group's consolidated financial statements. It provides an assessment of how the MTA Group's position has improved or deteriorated and identifies the factors that, in management's view, significantly affected the MTA Group's overall financial position. It may contain opinions, assumptions, or conclusions by the MTA Group's management that must be read in conjunction with, and should not be considered a replacement for, the consolidated financial statements.

The Consolidated Financial Statements

Consolidated Statements of Net Position, which provide information about the nature and amounts of investments in resources (assets) and the obligations to Metropolitan Transportation Authority and its consolidated subsidiaries and affiliates (the "MTA Group") creditors (liabilities), with the difference between the two reported as net position.

Consolidated Statements of Revenues, Expenses, and Changes in Net Position, which provide information about the MTA's changes in net position for the period then ended and accounts for all of the period's revenues and expenses, measures the success of the MTA Group's operations during the period, and can be used to determine how the MTA has funded its costs.

The Consolidated Statements of Cash Flows, which provide information about the MTA Group's cash receipts, cash payments and net changes in cash resulting from operations, noncapital financing, capital and related financing, and investing activities.

Notes to the Consolidated Financial Statements

The notes provide information that is essential to understanding the consolidated financial statements, such as the MTA Group's accounting methods and policies, details of cash and investments, employee benefits, long-term debt, lease transactions, future commitments and contingencies of the MTA Group, and information about other events or developing situations that could materially affect the MTA Group's financial position.

Required Supplementary Information

The required supplementary information provides information concerning the MTA Group's progress in funding its obligation to provide pension benefits and postemployment benefits to its employees.

Supplementary Information

The supplementary information provides a series of reconciliations between the MTA Group financial plan and the audited consolidated statements of revenues, expenses and changes in net position.

2. FINANCIAL REPORTING ENTITY

The Metropolitan Transportation Authority ("MTA" or "MTA Group") was established under the New York Public Authorities Law and is a public benefit corporation and a component unit of the State of New York whose mission is to continue, develop, and improve public transportation and to develop and implement a unified public transportation policy in the New York metropolitan area.

MTA Related Groups

- Headquarters ("MTAHQ") provides general oversight, planning and administration, including budget, cash management, finance, legal, real estate, treasury, risk management, and other functions to the related groups listed below.
- The Long Island Rail Road Company ("MTA Long Island Rail Road") provides passenger transportation between New York City and Long Island.
- Metro-North Commuter Railroad Company ("MTA Metro-North Railroad") provides passenger transportation between New York City and the suburban communities in Westchester, Dutchess, Putnam, Orange, and Rockland counties in New York State and New Haven and Fairfield counties in Connecticut.
- Staten Island Rapid Transit Operating Authority ("MTA Staten Island Railway") provides passenger rail transportation on Staten Island.
- Metropolitan Suburban Bus Authority ("MTA Long Island Bus") provides public service in Nassau and Queens Counties. The Authority's Lease and Operating Agreement with Nassau County, dated January 15, 1973, as amended, was terminated effective December 31, 2011. As of January 1, 2012, the MTA Long Island Bus is no longer a member of the MTA Group.
- First Mutual Transportation Assurance Company ("FMTAC") operates as a captive insurance company to provide insurance coverage for property and primary liability.
- New York City Transit Authority ("MTA New York City Transit") and its subsidiary, the Manhattan and Bronx Surface Transit Operating Authority ("MaBSTOA") provide subway and public bus service within the five boroughs of New York City.
- Triborough Bridge and Tunnel Authority ("MTA Bridges and Tunnels") operates seven toll bridges, two tunnels, and the Battery Parking Garage.
- MTA Capital Construction Company ("MTA Capital Construction") provides oversight for the planning, design, and construction of current and future major MTA system expansion projects.
- MTA Bus Company ("MTA Bus") operates certain bus routes in areas previously served by private bus operators pursuant to franchises granted by the City of New York.

3. CONDENSED FINANCIAL INFORMATION

The following sections discuss the significant changes in the MTA Group's financial position as of and for the nine month period ended September 30, 2012. An analysis of major economic factors and industry trends that have contributed to these changes is provided. It should be noted that for purposes of the MD&A, the information contained within the summaries of the consolidated financial statements and the various exhibits presented were derived from the MTA Group's consolidated financial statements. All dollar amounts (except where otherwise expressly noted) are in millions.

Total Assets and Deferred Outflows of Resources, Distinguished Between Capital Assets, Other Assets and Deferred Outflows of Resources

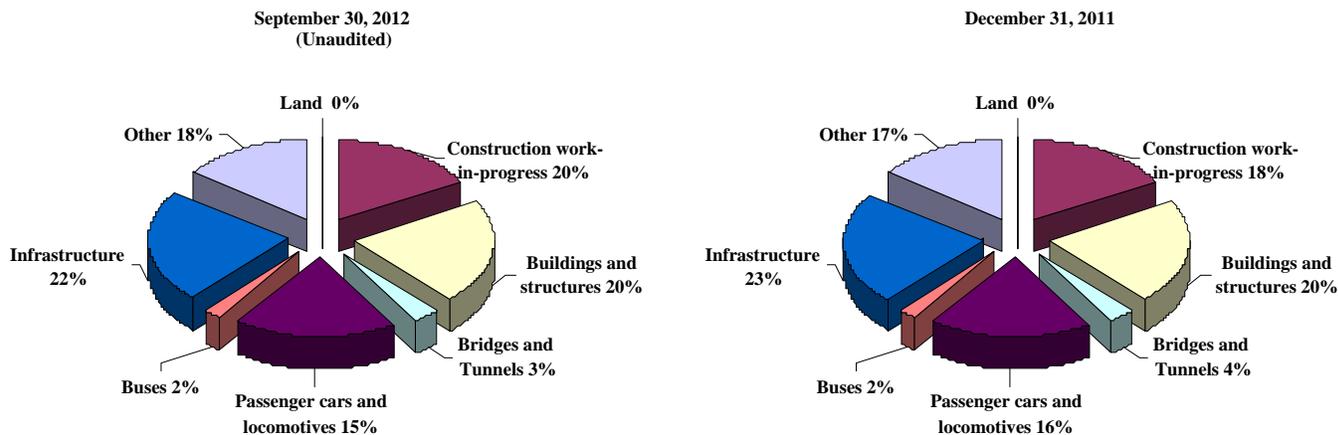
Capital assets include, but are not limited to: bridges, structures, tunnels, construction of buildings and the acquisition of buses, equipment, passenger cars, and locomotives.

Other Assets include, but is not limited to: cash, restricted and unrestricted investments, State and regional mass transit taxes receivables, and receivables from New York State.

Deferred outflows of resources reflect changes in fair market values of hedging derivative instruments that are determined to be effective.

(In millions)	September 2012 (Unaudited)	December 2011	December 2010	Increase/(Decrease) 2012 - 2011 2011 - 2010	
Capital assets — net (see Note 6)	\$ 53,712	\$ 51,837	\$ 50,133	\$ 1,875	\$ 1,704
Other assets	9,885	9,950	9,722	(65)	228
Deferred outflows of resources	<u>674</u>	<u>712</u>	<u>360</u>	<u>(38)</u>	<u>352</u>
Total assets and deferred outflows of resources	<u>\$ 64,271</u>	<u>\$ 62,499</u>	<u>\$ 60,215</u>	<u>\$ 1,772</u>	<u>\$ 2,284</u>

Capital Assets, Net



Significant Changes in Assets Include:

September 30, 2012 versus December 31, 2011

- Net capital assets increased at September 30, 2012 by \$1,875. This increase is attributable to increases in construction work-in-progress of \$1,375, infrastructure for \$654, and other capital assets for \$1,404. These increases were offset by additional accumulated depreciation of \$1,558. Some of the more significant projects contributing to the net increase included:
 - Continued progress on East Side Access, Second Avenue Subway and Number 7 Extension Project.
 - Station improvements with concentration on the Elevator Replacement Program. Major improvement occurred at Jamaica, Penn and Moynihan Stations.
 - Station improvements – American Disability Act (“ADA”) – platform edge, street ceiling on the 7th Avenue line, canopy replacement on 62nd Street and brick repair at 168th, 181st, Jay and Lawrence Streets and ventilation facilities at Jackson Avenue in Queens.
 - Infrastructure work included a deck replacement at the Bronx-Whitestone Bridge, and tower structural rehabilitation at the Throgs Neck Bridge, rehabilitation of the retaining walls and bridge abutments for six bridges and pedestrian underpass on the Port Washington branch line.
 - Track rehabilitation and switch replacement on main subway lines and communication systems improvement with replacement of antenna cable, modernization of the data network and ventilation facilities on tunnels.
 - Various signal and communication projects incurred by the MTA Long Island Rail Road and related Centralized Traffic Control System and Positive Train Control System.
 - Rehabilitation of line structures and subway tunnels including the Rockaway Viaduct and Ocean Parkway. Depot rehabilitation and construction of parking at four depots.
- Other assets decreased by \$65. The major items contributing to this change include:
 - Decrease in receivable from New York State for service contract bonds of \$1,560 resulting from the refunding of 78% of State Service Contract Bonds on June 28, 2012.
 - Decrease in prepaid expenses and other current assets of \$42 resulting from amortization of prepaid pension cost and insurance premiums during 2012.
 - Net increase in investments and investments held under capital leases of \$678 due mainly to an increase of debt service funds offset partly by the usage of operating and capital funds for the agencies operations.
 - Net increase in current receivables of \$676 due mainly to increases in State and regional mass transit taxes of \$675, and State and local operating assistance of \$105, offset by net decreases in various other receivables of \$104.
 - Increase in other noncurrent assets of \$137, attributable mainly to un-requisitioned funds for capital expenditures for MTA New York City Transit and MTA Bus and derivative assets of \$16.
 - Deferred outflows of resources decreased by \$38 due to changes in the fair market value of derivative instruments and termination of swap agreements (see Notes 2 and 7).

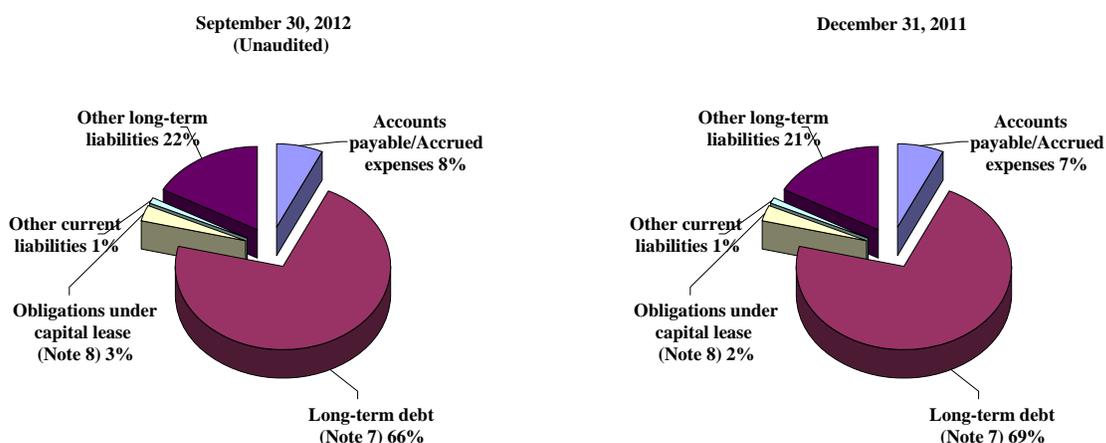
Total Liabilities, Distinguishing Between Current Liabilities and Non-Current Liabilities

Current liabilities include: accounts payable, current portions of liabilities for long-term debt, pollution remediation, claims liabilities, and capital lease obligations; in addition to deferred revenues for unredeemed fares and tolls, and other current liabilities

Non-Current liabilities include: long-term debt, capital lease obligations, claims for injuries to persons, post-employment benefits and other non-current liabilities

(In millions)	September	December	December	Increase/(Decrease)	
	2012 (Unaudited)	2011	2010	2012 - 2011	2011 - 2010
Current liabilities	\$ 6,144	\$ 4,444	\$ 3,962	\$ 1,700	\$ 482
Non-Current liabilities	<u>42,420</u>	<u>42,039</u>	<u>39,377</u>	<u>381</u>	<u>2,662</u>
Total liabilities	<u>\$48,564</u>	<u>\$46,483</u>	<u>\$43,339</u>	<u>\$ 2,081</u>	<u>\$ 3,144</u>

Total Liabilities



Significant Changes in Liabilities Include:

September 30, 2012 versus December 31, 2011

Current liabilities increased by \$1,700. The major items contributing to this change include:

- An increase in accounts payable of \$83 due to timing.
- An increase in accrued expenses of \$500 due largely to:
 - An increase of \$247 in interest payable due to the issuance of new bonds in 2012
 - An increase of \$482 in the current portion of retirement and death benefits as a result of updated actuarial calculations.
 - A decrease of \$64 in accrued payroll and benefits and wages due to timing, decreased in headcount and a change in estimate at MTA New York City Transit from December 2011.

- A decrease of \$154 in other accrued expenses due to a reduction of accruals for capital expenditures.
- A decrease of \$13 in the current portion of estimated liabilities from injuries to persons (See Note 10) as a result of changes in insurance reserve requirements.
- An increase in the current portion of long-term debt of \$1,088. This was the result of new debt issuance and refunding of old issuance of Dedicated Tax Funds and Transportation Revenue Bonds in September 2012.

Noncurrent liabilities increased by \$381. The major items contributing to this change include:

- An increase of \$1,096 in postemployment benefits other than pensions (“OPEB”) as a result of updated actuarial calculations (See Note 5).
- An increase of \$91 in the noncurrent portion of estimated liabilities arising from injuries to persons as a result of an actuarial increase in the per capita claims cost assumption. The agencies contributing to the increase are FMTAC \$27, due to additional loss reserves, MTA Bus \$26, MTAHQ \$15, and MTA New York City Transit \$17.
- Contract retainage payable increased by \$32 due to the new capital projects undertaken by various MTA agencies.
- A decrease of \$813 in long-term debt and capital lease obligation due to new bond issuances offset by retirements and debt refundings in 2012 and payments on capital leases (See Note 7).

Total Net Position, Distinguishing Among Amounts Invested in Capital Assets, Net of Related Debt, Restricted Amounts, and Unrestricted Amounts

(In millions)	September 2012 (Unaudited)	December 2011	December 2010	Increase/(Decrease)	
				2012 - 2011	2011 - 2010
Invested in capital assets, net of related debt	\$ 21,692	\$ 20,172	\$ 19,264	\$ 1,520	\$ 908
Restricted for debt service	2,004	1,214	1,279	790	(65)
Restricted for claims	168	159	146	9	13
Unrestricted	<u>(8,157)</u>	<u>(5,529)</u>	<u>(3,813)</u>	<u>(2,628)</u>	<u>(1,716)</u>
Total Net Position	<u>\$ 15,707</u>	<u>\$ 16,016</u>	<u>\$ 16,876</u>	<u>\$ (309)</u>	<u>\$ (860)</u>

Significant Changes in Net Position Include:

September 30, 2012 versus December 31, 2011

At September 30, 2012, total net position decreased by \$309 when compared with December 31, 2011. This change includes net non-operating revenues of \$3,373 and appropriations, grants and other receipts externally restricted for capital projects of \$1,655. This increase is offset by operating losses of \$5,337.

The investment in capital assets, net of related debt, increased by \$1,520. Funds restricted for debt service and claims increased by \$799 while unrestricted net position decreased by \$2,628.

Condensed Statements of Revenues, Expenses and Changes in Net Position

(In millions)	September 30, 2012 (Unaudited)	September 30, 2011 (Unaudited)	September 30, 2010 (Unaudited)	Increase/(Decrease)	
				2012 - 2011	2011 - 2010
Operating revenues					
Passenger and tolls	\$ 4,948	\$ 4,839	\$ 4,476	\$ 109	\$ 363
Other	<u>347</u>	<u>320</u>	<u>292</u>	<u>27</u>	<u>28</u>
Total operating revenues	<u>5,295</u>	<u>5,159</u>	<u>4,768</u>	<u>136</u>	<u>391</u>
Nonoperating revenues					
Grants, appropriations and taxes	4,208	4,114	3,839	94	275
Other	<u>308</u>	<u>371</u>	<u>411</u>	<u>(63)</u>	<u>(40)</u>
Total nonoperating revenues	<u>4,516</u>	<u>4,485</u>	<u>4,250</u>	<u>31</u>	<u>235</u>
Total revenues	<u>9,811</u>	<u>9,644</u>	<u>9,018</u>	<u>167</u>	<u>626</u>
Operating expenses					
Salaries and wages	3,525	3,535	3,431	(10)	104
Retirement and other employee benefits	2,053	1,536	1,573	517	(37)
Postemployment benefits other than pensions	1,662	1,194	1,145	468	49
Depreciation and amortization	1,572	1,492	1,471	80	21
Other expenses	<u>1,820</u>	<u>1,911</u>	<u>1,873</u>	<u>(91)</u>	<u>38</u>
Total operating expense	<u>10,632</u>	<u>9,668</u>	<u>9,493</u>	<u>964</u>	<u>175</u>
Nonoperating Expense					
Interest on long-term debt	1,063	1,084	964	(21)	120
Change in fair value of derivative financial instruments (Note 7)	(1)	29	61	(30)	41
Other nonoperating expense	<u>81</u>	<u>4</u>	<u>4</u>	<u>77</u>	<u>-</u>
Total nonoperating expense	<u>1,143</u>	<u>1,117</u>	<u>1,029</u>	<u>26</u>	<u>88</u>
Total expenses	<u>11,775</u>	<u>10,785</u>	<u>10,522</u>	<u>990</u>	<u>263</u>
Appropriations, grants and other receipts externally restricted for capital projects	<u>1,655</u>	<u>1,402</u>	<u>1,421</u>	<u>253</u>	<u>(19)</u>
Change in net position	(309)	261	(83)	(570)	344
Net position, beginning of period	<u>16,016</u>	<u>16,876</u>	<u>17,441</u>	<u>(860)</u>	<u>(565)</u>
Net position, end of period	<u>\$ 15,707</u>	<u>\$ 17,137</u>	<u>\$ 17,358</u>	<u>\$ (1,430)</u>	<u>\$ (221)</u>

Revenues and Expenses, by Major Source:

Period ended September 30, 2012 versus September 30, 2011

- Total operating revenues increased by \$136.
 - Fare and toll revenue increased by \$109 was due to higher ridership and one extra workday in February 2012.
 - Other operating revenues increased by \$27. This increase derived from MTA New York City Transit is due primarily to student and paratransit reimbursements of expenses expected from New York State and New York City.
- Total non-operating revenue increased by \$31.
 - Total grants, appropriations, and taxes were higher by \$94 for the period ended September 30, 2012. The increase was derived mainly from an increase in Metropolitan Mass Transportation Operating Assistance in the amount of \$37. New York State approved the higher operating assistance to the MTA in 2012. Subsidy revenues increase of \$52 derived mainly from New York State to defease the service contract bonds.
 - Other non-operating revenues decrease of \$63 was due mainly to the transfer of revenue funds to cover capital expenditures for \$87. Subsidy from Connecticut Department of Transportation decreased by \$17. The decreases were offset by subsidy increases of \$36 from New York City for MTA Bus and MTA Staten Island Railway.
- Total operating expenses increased by \$964.
 - Labor costs increased by \$975. The increase was due to:
 - Increased postemployment benefits other than pensions of \$468 as a result of changes in actuarial estimates.
 - Increased retirement and employee benefits of \$507 as a result of increased pension costs of \$384 and increased health and welfare and other benefit costs of \$123 due to higher health insurance rates.
 - Non-labor operating costs increased by \$11. The unfavorable variance was due to:
 - The increase of \$107 in traction and fuel due to higher fuel cost.
 - Increase in professional service contracts by \$14; other business expenses increased by \$25 while material and supplies declined by \$54.
 - Increase in depreciation by \$80 due to additional facilities coming on line.
 - Decrease in maintenance and other operating contracts of \$100.
 - Decrease in claims expense arising from injuries to persons of \$81 due to actuarial calculations.
- Total non-operating expenses increased by \$26. The 78% defeasance of the State Service Contract Bonds on June 28, 2012 in the amount of \$77 was offset by a decrease in interest expense of \$21 as result of the refunding exercise.

- Change in fair value of derivative financial instruments increased by \$30.
- Appropriations, grants and other receipts externally restricted for capital projects increased by \$253 was mainly due to the use of bond proceeds and the availability of additional federal grants.

4. OVERALL FINANCIAL POSITION AND RESULTS OF OPERATIONS AND IMPORTANT ECONOMIC CONDITIONS

Economic Conditions

Metropolitan New York is the most transit-intensive region in the United States. A financially sound and reliable transportation system is critical to the region's economic well-being. The MTA's business consists of urban subway and bus systems, suburban rail and bus systems, and bridge and tunnel facilities, all of which are affected by many different economic forces. In order to achieve maximum efficiency and success in its operations, the MTA must identify economic trends and continually implement strategies to adapt to changing economic conditions.

Preliminary MTA system-wide utilization was 2.91% higher (55.8 million more trips) through the third quarter of 2012 than through the third quarter of 2011, reflecting a steady improvement in New York City employment. Vehicle-crossing levels at MTA Bridges and Tunnels facilities increased by 1.65% through the third quarter, even though gasoline prices remained near historic highs. Aside from the improvement in New York City employment, the increase in both ridership and vehicle crossings through the third quarter was attributable, in part, to unseasonably favorable weather throughout the first quarter of 2012, while a severe blizzard in January of 2011 depressed system-wide utilization in the first quarter of that year.

For the third quarter of 2012, seasonally adjusted non-agricultural employment in New York City showed an increase of 79.6 thousand jobs (up 2.1% compared with the third quarter of 2011). After increasing in each quarter of 2011, employment continued to improve in the first half of 2012, adding 55.5 thousand jobs. Employment in the third quarter continued to grow, as a further 17.2 thousand jobs were added. Taking a broader perspective, the 135 thousand non-agricultural jobs that had been lost in New York City between the third quarter of 2008 and the fourth quarter of 2009 had been fully offset by job growth through the end of 2011; and by the end of the third quarter of 2012, employment levels were higher than at any time in the past ten years.

The employment gains for New York City in the third quarter indicate continuing economic expansion relative to 2011, consistent with national economic trends that portend modest growth for the year. According to preliminary projections made by the Bureau of Economic Analysis, Real Gross Domestic Product ("RGDP") improved at an annualized rate of 2.0% in the third quarter of 2012, after making a gain of 1.3% in the second quarter, and after having risen by 2.0% in 2011.

The New York City metropolitan area's price inflation was lower than the national average in the third quarter of 2012: while the consumer price index for all urban consumers ("CPI-U") for the New York City metropolitan area grew at 1.37%, the average for all U.S. cities was 1.70%. The overall rise in consumer prices was attributable to factors other than energy inflation: the consumer price index for energy products actually declined, relative to the third quarter of 2011, by 2.67% in New York, New Jersey, Long Island area while the consumer price index exclusive of energy increased by 1.73%. In contrast to the drop in the overall price of energy products, the spot price for New York Harbor conventional gasoline increased 4.81%, from an average price of \$2.875 to an average of \$3.013 per gallon between the third quarters of 2011 and 2012. Because year-to-year increases have occurred in eleven of the past twelve straight quarters, gasoline prices in the third quarter were among the highest seen since the record levels of 2008.

In September 2012, the Federal Reserve Bank announced that its Open Market Committee would continue targeting the Federal Funds rate to the range of 0% to 0.25%, a range consistent with its statutory dual mandate to foster maximum employment in a context of price stability. The Federal Funds rate has remained in this range since late 2008. In fact, the Bank began to pursue expansionary intervention more than a year earlier as a response to the impending economic downturn. Since the third quarter of 2007, Federal Reserve Bank has sought to mitigate the consequences of recession by loosening the tight credit conditions that resulted from the national mortgage crisis. The current recovery has been slower than the last, and the Federal Reserve has taken measures that contrast sharply with those it took to keep inflation under control as the economy began to emerge from the recession of 2001-2003. With national employment levels growing only modestly and unemployment persistently high, inflation has been a subsidiary concern. In order to foster more rapid improvements in labor markets, while expressing confidence that inflation would run at or below two percent over the medium term, the Federal Reserve Bank announced in the first quarter of 2012 that it expects to maintain a highly accommodative monetary stance through 2014.

The influence of Federal Reserve monetary policy on the mortgage market is a matter of interest to the MTA, since variability of mortgage rates can affect the number of real estate transactions and can thereby impact receipts from the Mortgage Recording Tax and Urban Tax, two important sources of MTA revenue. Mortgage Recording Tax collections were \$8.2 (14.6%) higher in the third quarter of 2012 than they were in the same quarter of 2011; and through the first three quarters, mortgage recording taxes were \$17.7 (9.4%) higher for 2011. Looking further back, Mortgage Recording Tax receipts from the start of 2010 through the third quarter of 2012 have shown a clear but modest upward trend. Monthly receipts improved, on a year-over-year basis, in eight of the twelve months of 2011 and have improved in seven of the first nine months of 2012.

MTA's receipts of Urban Taxes – those based on commercial activity within New York City – have demonstrated a pronounced rise since 2010, punctuated in January of 2011, when the MTA benefited from the purchase by Google of 111 Eighth Avenue, an extraordinarily large real estate transaction that, by itself, generated \$15.9 in Real Property Transfer Tax revenue and contributed to the strong first quarter rise in Urban Taxes. Urban Tax receipts in each subsequent quarter of 2011 were better than in 2010, and quarterly improvements continued through the first half of 2012. In the third quarter of 2012, however, revenues from Urban Taxes were \$30.8 lower than one year earlier, primarily because taxes in September 2011 were extraordinarily high, in comparison to recent collections, reaching a level not seen since August of 2008. In spite of lower third quarter revenues, Urban Tax receipts on a year-to-date basis through the third quarter of 2012 were \$11.8 (4%) higher than one year ago.

Results of Operations

Paid traffic through September 2012 totaled 215.3 million vehicles, 3.1 million vehicles, or 1.4% greater than the volume over the same period in 2011. Most of the additional volume, 2.5 million vehicles, occurred from January through February, which included an extra day due to the leap year and generally mild winter weather conditions, with snow accumulations of only 2.5 inches in 2012 compared to 36.7 inches in 2011. August of 2012 was also favorable, with 1.4 million more vehicles than August 2011, primarily due to a return to more normal weather. In August 2011, Tropical Storm Irene hit toward the end of the month and other rainstorms combined to make it the wettest month on record, with 17.2 inches of rain falling in total. Traffic was generally flat or down a little during all of the other months, which netted a year-to-year decline of 0.8 million vehicles, or 0.6%. Toll revenues totaled \$1,132.1 through the third quarter of 2012, which was \$7.5 greater than last year at this time.

The E-ZPass electronic toll collection system experienced significant year-to-year increases in market share. Total average market share as of September 30, 2012 was 80.9% compared with

79.0% in 2011. The average weekday market shares were 84.6% and 81.0% for September 30, 2012 and 2011, respectively.

MTA New York City Transit's total operating revenues for the first nine months ended September 30, 2012 exceeded the prior-year period by \$107.7 or 3.7% fare revenues were higher by \$91.3 or 3.4%, primarily due to prior year's increase.

The MTA Long Island Rail Road operating revenues for the first nine months ended September 30, 2012 increased by \$18.1 or 4.3% compared with the nine months period of 2011. The December 30, 2010 fare increase is credited for the comparative increase in operation revenues.

During the first nine months of 2012 operating revenue increased by \$26.3 or 5.8% compared to the first nine months of 2011. During the same period, operating expenses increased by \$12.2 or 1.3%. Year-to-date 2012 fare revenue and ridership increased by 5.5% and 3.6%, respectively, compared to the same period in 2011. The increases in revenue occurred on the Hudson, Harlem and New Haven Lines for monthly and weekly commutation as well as non-commutation ridership.

The MTA receives the equivalent of four quarters of Metropolitan Mass Transportation Operating Assistance ("MMTOA") receipts each year, with the state advancing the first quarter of each succeeding calendar year's receipts in the fourth quarter of the current year. This results in little or no Metropolitan Mass Transportation Operating Assistance receipts being received during the first quarter of each calendar year. The MTA has made other provisions to provide for cash liquidity during this period. During 2011, the State appropriated \$1.2 billion in MMTOA funds. There has been no change in the timing of the state's payment of, or MTA's receipt of, Dedicated Mass Transportation Trust Fund ("MTTF") receipts, which MTA anticipates will be sufficient to make monthly principal and interest deposits into the Debt Service Fund for the Dedicated Tax Fund Bonds. The total MRT collected as at December 31, 2011 increased by 3.7% compared to December 2010 from \$236.1 to \$244.8. However, the total MRT collected in the first nine months of 2012 increased by 9.4% compared to September 2011 from \$187.4 to \$205.1.

Capital Programs

At September 30, 2012, \$7,986 had been committed and \$2,825 had been expended for the combined 2010-2014 MTA Capital Programs and the 2010-2014 MTA Bridges and Tunnels Capital Program, and \$23,206 had been committed and \$19,348 had been expended for the combined 2005-2009 MTA Capital Programs and the 2005-2009 MTA Bridges and Tunnels Capital Program, and \$21,472 had been committed and \$20,741 had been expended for the combined 2000-2004 MTA Capital Programs and the 2000-2004 MTA Bridges and Tunnels Capital Program.

The MTA Group has ongoing capital programs, which except for MTA Bridges and Tunnels is subject to the approval of the Metropolitan Transportation Authority Capital Program Review Board ("CPRB"), and are designed to improve public transportation in the New York Metropolitan area.

2010-2014 Capital Program — Capital programs covering the years 2010-2014 for (1) the commuter railroad operations of the MTA conducted by MTA Long Island Rail Road and MTA Metro-North Railroad (the "2010-2014 Commuter Capital Program"), (2) the transit system operated by MTA New York City Transit and its subsidiary, MaBSTOA, the MTA Bus Company, and the rail system operated by MTA Staten Island Railway (the "2010-2014 Transit Capital Program") were originally approved by the MTA Board in September 2009. The capital programs were subsequently submitted to the CPRB in October 2009. This plan was disapproved by the CPRB, without prejudice, in December 2009 allowing the State Legislature to review funding issues in their 2010 session. The capital program for the toll bridges and tunnels operated by MTA Bridges and Tunnels (the "2010-2014 MTA Bridges and Tunnels Capital Program") was approved by the MTA Board in September 2009 and was not subject to CPRB approval. The MTA Board approved the revised plan for the Transit and Commuter systems on April 28, 2010, and CPRB approval of the five year program of

projects was obtained on June 1, 2010. The approved CPRB program fully funded only the first two years (2010 and 2011) of the plan, with a commitment to come back to CPRB with a funding proposal for the last three years for the Transit and Commuter Programs. On December 21, 2011, the MTA Board approved an amendment to the 2010-2014 capital program for the Transit, Commuter and Bridges and Tunnels systems that fund the last three years of the program through a combination of self-help (efficiency improvements and real estate initiatives), participation by our funding partners, and innovative and pragmatic financing arrangements. On March 27, 2012, the CPRB deemed approved the amended 2010-2014 Capital Programs for the Transit and Commuter systems as submitted.

As approved by the MTA Board in December 2011, the 2010–2014 MTA Capital Programs and the 2010–2014 MTA Bridges and Tunnels Capital Program provided for \$24,274 in capital expenditures, of which \$11,649 relates to ongoing repairs of, and replacements to, the transit system operated by MTA New York City Transit and MaBSTOA and the rail system operated by MTA Staten Island Railway; \$3,860 relates to ongoing repairs of, and replacements to, the commuter system operated by MTA Long Island Rail Road and MTA Metro-North Railroad; \$5,739 relates to the expansion of existing rail networks for both the transit and commuter systems to be managed by MTA Capital Construction; \$335 relates to a multi-faceted security program including MTA Police Department; \$315 relates to MTA Interagency; \$297 relates to MTA Bus Company initiatives; and \$2,079 relates to the ongoing repairs of, and replacements to, MTA Bridges and Tunnels facilities.

The combined funding sources for the CPRB-approved 2010–2014 MTA Capital Programs and 2010–2014 MTA Bridges and Tunnels Capital Program include \$10,503 in MTA Bonds, \$2,079 in MTA Bridges and Tunnels dedicated funds, \$6,303 in Federal Funds, \$167 in MTA Bus Federal and City Match, \$762 from City Capital Funds, and \$1,490 from other sources. Also included is a \$2,200 Railroad Rehabilitation & Improvement Financing (“RRIF”) loan to support East Side Access, administered by the Federal Railroad Administration, and \$770 in State Assistance funds added to re-establish a traditional funding partnership.

At September 30, 2012, \$7,986 had been committed and \$2,825 had been expended for the combined 2010-2014 MTA Capital Programs and the 2010-2014 MTA Bridges and Tunnels Capital Program.

2005-2009 Capital Program — Capital programs covering the years 2005-2009 were originally approved by the MTA Board in April 2005 and subsequently by the CPRB in July 2005 for (1) the commuter railroad operations of the MTA conducted by MTA Long Island Rail Road and MTA Metro-North Railroad (the “2005–2009 Commuter Capital Program”), (2) the transit system operated by MTA New York City Transit and its subsidiary, MaBSTOA, and the rail system operated by MTA Staten Island Railway (the “2005–2009 Transit Capital Program”), and (3) the toll bridges and tunnels operated by MTA Bridges and Tunnels (the “2005–2009 MTA Bridges and Tunnels Capital Program”). The 2005–2009 MTA Bridges and Tunnels Capital Program was effective upon adoption by the MTA Board in April 2005. The 2005–2009 amended Commuter Capital Program and the 2005–2009 Transit Capital program (collectively, the “2005–2009 MTA Capital Programs”) were last amended by the MTA Board in July 2008. This latest 2005-2009 MTA Capital Program amendment was resubmitted to the CPRB for approval in July 2008, and was approved in August 2009.

As last amended by the MTA Board, the 2005–2009 MTA Capital Programs and the 2005–2009 MTA Bridges and Tunnels Capital Program, provided for \$23,717 in capital expenditures. By September 30, 2012, the 2005-2009 MTA Capital Programs budget increase by \$862 primarily due to the receipt of new American Recovery and Reinvestment Act (“ARRA”) funds and additional City Capital funds for MTA Capital Construction work still underway. Of the \$24,579 now provided in capital expenditures, \$11,597 relates to ongoing repairs of, and replacements to, the transit system operated by MTA New York City Transit and MaBSTOA and the rail system operated by MTA Staten Island Railway; \$3,776 relates to ongoing repairs of, and replacements to, the commuter system operated by MTA Long Island Rail Road and MTA Metro-North Railroad; \$495 relates to a

security program throughout the transit, commuter and bridge and tunnel network; \$187 relates to certain interagency projects; \$7,177 relates generally to the expansion of existing rail networks for both the transit and commuter systems to be managed by the MTA Capital Construction Company (including the East Side Access, Second Avenue Subway and No. 7 subway line); \$1,195 relates to the ongoing repairs of, and replacements to, bridge and tunnel facilities operated by MTA Bridges and Tunnels; and \$152 relates to capital projects for the MTA Bus.

The combined funding sources for the MTA Board-approved 2005–2009 MTA Capital Programs and 2005–2009 MTA Bridges and Tunnels Capital Program include \$9,899 in MTA and MTA Bridges and Tunnels Bonds (including funds for LaGuardia Airport initiative), \$1,450 in New York State general obligation bonds approved by the voters in the November 2005 election, \$9,093 in Federal Funds, \$2,816 in City Capital Funds, and \$1,321 from other sources.

At September 30, 2012, \$23,206 had been committed and \$19,348 had been expended for the combined 2005-2009 MTA Capital Programs and the 2005-2009 MTA Bridges and Tunnels Capital Program.

2000-2004 Capital Program — Capital programs covering the years 2000-2004 were originally approved by the MTA Board in April 2000 and subsequently by the CPRB in May 2000 for (1) the commuter railroad operations of the MTA conducted by MTA Long Island Rail Road and MTA Metro-North Railroad (the “2000-2004 Commuter Capital Program”), (2) the transit system operated by the MTA New York City Transit and its subsidiary, MaBSTOA, and the rail system operated by MTA Staten Island Railway (the “2000-2004 Transit Capital Program”), and (3) the toll bridges and tunnels operated by MTA Bridges and Tunnels (the 2000-2004 MTA Bridges and Tunnels Capital Program”). The 2000-2004 MTA Bridges and Tunnels Capital Program was effective upon adoption by the MTA Board in April 2000. The 2000-2004 amended Commuter Capital Program and the 2000-2004 amended Transit Capital Program (collectively, the “2000-2004 MTA Capital Programs”) were most recently amended by the MTA Board in December 2006. This latest 2000-2004 MTA Capital Program amendment was submitted to the CPRB for approval in April 2007, but was subsequently vetoed.

As last amended by the MTA Board, the 2000-2004 MTA Capital Programs and the 2000-2004 MTA Bridges and Tunnels Capital Program, provide for \$21,147 in capital expenditures. By September 30, 2012, the budget increased by \$591, primarily due to the receipt of ARRA funds, transfers from the 2005-2009 Capital Program, and MTA operating sources required to fund cost increases for work still underway. This revised budget now provides \$21,738 in capital expenditures, of which \$10,456 relates to ongoing repairs of, and replacements to, the Transit System operated by MTA New York City Transit and MaBSTOA and the rail system operated by MTA Staten Island Railway; \$3,997 relates to ongoing repairs of, and replacements to, the Commuter System operated by MTA Long Island Rail Road and MTA Metro-North Railroad; \$5,353 relates to the expansion of existing rail networks for both the transit and commuter systems to be managed by MTA Capital Construction; \$204 relates to planning and design and customer service projects; \$244 relates to World Trade Center repair projects; \$982 relates to the ongoing repairs and replacements to MTA Bridges and Tunnels facilities; and \$502 relates to MTA Bus.

The combined funding sources for the MTA Board-approved 2000–2004 MTA Capital Programs and 2000–2004 MTA Bridges and Tunnels Capital Program (with revisions through the July 2008) include \$7,387 in bonds, \$7,413 in Federal funds, \$4,575 from the proceeds of the MTA/MTA Bridges and Tunnels debt restructuring in 2002, and \$2,363 from other sources.

At September 30, 2012, \$21,472 had been committed and \$20,741 had been expended for the combined 2000-2004 MTA Capital Programs and the 2000-2004 MTA Bridges and Tunnels Capital Program.

The federal government has a contingent equity interest in assets acquired by the MTA with federal funds, and upon disposal of such assets, the federal government may have a right to its share of the proceeds from the sale. This provision has not been a substantial impediment to the MTA's operation.

5. CURRENTLY KNOWN FACTS, DECISIONS, OR CONDITIONS

During the nine months of 2012, deteriorated credit quality of bond insurers continued to put pressure on the auction segments of the MTA's variable rate portfolio. Auctions for all of the \$324.85 of auction rate bonds outstanding (the interest rate for such bonds is determined based on a multiple of the London Interbank Offered Rate) as of the end of September 30, 2012, had been failing. MTA continues to closely monitor the performance of its auction rate bonds, insured variable rate demand bonds and variable rate demand bonds for which liquidity is provided by the lower rated banks.

The July Financial Plan

General. The 2012 Mid-Year Forecast, 2013 Preliminary Budget and July Financial Plan 2013-2016 (collectively, the July Plan or 2013-2016 Financial Plan) was presented to the MTA Board at its July 25 meeting. The July Plan continues cost-cutting initiatives begun in 2010 and advances fiscal stability while making investments that increase service and address other important customer priorities. Copies of the July Plan and the presentation are available on the MTA website under the caption "MTA Home-MTA Info-Financial Information-Budget"; none of such information is included by specific cross-reference in this official statement.

Objectives of the July Plan. The July Plan continues to respond to the financial challenges facing the MTA while also investing in customer priorities. While MTA finances remain fragile, they have improved since February, the result of favorable re-estimates of operating revenues, lower expenses and more savings from MTA's cost efficiency programs.

As a result, the MTA is able to invest \$29.5 in restored, enhanced and new bus, subway and commuter rail services. The July Plan also includes investments that are in response to customer priorities, including an increase in the validity and refund periods of certain commuter rail tickets and maintenance improvements that will benefit safety and performance.

Similar to MTA's 2012 Adopted Budget - February Financial Plan 2012-2015 (February Financial Plan or Adopted Budget), the July Plan projects, with all savings included, near term balance with a \$47 surplus in 2012 and a \$46 surplus in 2013 and manageable out-year deficits of \$129 in 2014, \$14 in 2015 and \$231 in 2016.

The First Six Months of 2012. Overall results for the first six months of 2012 were favorable. Combined passenger and toll revenues were favorable. Operating expenses were also favorable; however, some of this favorable expense variance was timing-related. Year-to-date subsidy results, other than MTA Aid Trust Account Receipts, were mixed (but on target overall) as higher Payroll Mobility Tax ("PMT") and Metropolitan Mass Transportation Operating Assistance ("MMTOA") collections offset lower collections for Petroleum Business Tax ("PBT") and real estate transaction taxes. In the case of PMT, second quarter receipts more than offset lower first quarter collections that were impacted by lower bonuses in the financial services industry. MTA Aid Trust Account Receipts were below expectations due solely to timing and will be corrected with the next quarterly payment.

Financial Plan Highlights. The July Plan includes some significant favorable changes that have resulted in a net favorable re-estimate:

- Favorable 2011 results increased the cash carry-over (\$105);
- Higher ridership related revenues (over \$25 each year from 2012-2015);
- Lower energy prices (\$11 in 2012 with increasing savings in the out-years);
- Debt service savings (\$27 in 2012 with reduced savings in the out-years); and
- Mid-year release of a portion of the general reserve (\$38).

Partially offsetting those results are some adverse changes:

- 2012 real estate transaction tax receipts running under budget (projected at -\$34 in 2012 and -\$6 in 2013);
- Unfavorable arbitration ruling with the Amalgamated Transit Union (-\$16 retroactive impact in 2012, lower unfavorable cost impact in the out-years);
- Higher OPEB estimates which will result in increased contributions to the GASB fund (-\$21 in 2012 to -\$25 by 2016);
- Higher pension costs (lower rate of return assumption) (-\$30 to -\$40 per year starting in 2013); and
- Higher worker's compensation costs (increased number of claims) (-\$17 per year).

Driving down costs through expense reductions and operating efficiencies. The July Plan reflects cost savings in the operating and capital budgets, continuing the strategy that was developed in 2010 when the MTA embarked on a complete overhaul of the way it conducted business. The July Plan continues to target and extract annual, recurring savings, which grow from \$686 in 2011 to \$869 in 2013, and reach \$1.134 billion in savings by 2016.

Much of the new savings result from a greater focus on paratransit operations, an expense that historically has been considered non-discretionary and represented a rapidly increasing share of the MTA's budget. In 2013, the MTA will be implementing a zero-fare paratransit initiative that is intended to encourage certain paratransit-eligible customers to use less expensive accessible buses and subways instead of the more expensive paratransit service for some of their travel. Annual savings are expected to reach \$96 by 2015. The MTA will also expand the use of taxis and car service operators to reduce the cost per paratransit trip, and the MTA is working to improve its ability to tailor service for conditional-eligibility customers to link these customers to accessible services. Prior initiatives also are being expanded with the objective of continuing to effectively serve paratransit customers.

In addition to the focus on paratransit operations, the MTA is taking other steps, large and small, to improve efficiency, including:

- Reducing fare evasion on buses;
- Expanding credit card fraud controls to the commuter railroads; and
- Procuring goods and services on-line with E-procurement.

The July Plan raises the "to-be-identified" annual savings targets by \$30 in 2013, increasing to \$75 per year in 2016. These targets require the MTA to continue to seek out new opportunities to do business more efficiently.

To date, cost savings efforts have reduced the projected deficits in the 2013-2016 Financial Plan period by more than one-half. Absent these efforts, the 2013-2016 Financial Plan would instead have had to focus on service reductions and larger fare/toll increases.

Three years of "net-zero" wage growth. The July Plan baseline continues to capture three years of "net-zero" wage growth for both represented and non-represented employees. The three years for non-represented employees have already occurred, while the savings for represented employees will need to be accomplished through collective bargaining. Non-represented employees have not received a pay increase since 2008 and are doing more with less as a result of significant headcount reductions to administrative staffing.

Continue moderate biennial fare/toll increases. The July Plan continues to project moderate biennial fare/toll increases to help offset continuing growth in non-discretionary expenses such as pensions, health care, energy, paratransit and debt service. The 2013 fare/toll increase is projected to produce annualized revenue of \$450, while the 2015 increase will net \$500 annualized. Over the 2013-2016 Financial Plan period, fare and toll increases equate to only 35% of the increase in these non-discretionary expenses, with continuing cost efficiencies critical to addressing the growth in these expenses as well. To reduce the impact of fare/toll increases on customers, MTA will seek to use its improved finances to push back the effective date of each of the 2013 and 2015 increases by two months.

Service Investments. The July Plan provides funding that will allow the MTA to restore, extend and add service on bus, subway and commuter rail lines to better serve customers. These service investments will connect customers across the MTA's service area, enhance access to mass transit, accommodate ridership growth and attract new transit riders. The service investments will be phased in over the next twelve to fifteen months and will cost an additional \$29.5 per year to operate when fully implemented.

The service investments come at a time when ridership on the MTA network is steadily increasing. Subway ridership has reached levels not seen since the 1940s, while commuter train ridership is approaching all-time records. Ridership growth is especially pronounced outside of the traditional rush hours, prompting increased investment in night, weekend and off-peak weekday service.

MTA New York City Transit will add new bus routes, extend existing bus routes and add night or weekend service on bus routes in all five boroughs. The temporary extension of the G subway line to Church Avenue during reconstruction of the Smith/9th Street station will be made permanent.

MTA Metro-North Railroad will adjust train capacity on the Hudson, Harlem and New Haven lines to reduce customer crowding. The Hudson Line will also see more direct connections at Croton-Harmon on weekends to improve customer service. Weekend and weekday off-peak service on some Harlem, Hudson and New Haven line routes will be increased to every 30 minutes as well. The Pascack Valley Line will have two peak trains added.

MTA Long Island Rail Road will provide half-hourly service on weekends and weekdays during certain periods between Farmingdale and New York City. Extra trains will accommodate increased rider demand on the Montauk and Long Beach branches. Trains between Atlantic Terminal/Downtown Brooklyn and Jamaica will also be extended until 2 AM.

Addressing customer priorities. Even as the MTA strives to reduce costs, it is budgeting funds to improve the quality of the service it provides to its customers by enhancing service reliability, investing in the station environment, and making more and better travel information readily available.

Agencies have found new ways to conduct maintenance and respond to incidents in order to improve reliability. Agencies are also improving their elevator and escalator maintenance programs and station environment.

With cashless electronic toll collection coming to the Henry Hudson Bridge in November 2012, MTA Bridges and Tunnels customers will have faster trips. E-ZPass "On-the-Go" is now sold in cash lanes and the new MTA Reload Card can be used to reload accounts at thousands of retail outlets. These programs are increasing the number of E-ZPass customers.

The July Plan includes money to provide better travel time information in more subway stations, MTA Metro-North Railroad stations, MTA Long Island Rail Road stations and MTA Bus Company stops. MTA Bridges and Tunnels recently released a travel time application and made the information available through signs at facilities.

In response to complaints about the shortened validity and refund periods for commuter railroad tickets implemented in 2011, the MTA has extended the validity period for one-way and round trip tickets from 14 days to 60 days and the refund period from 30 days to 60 days. The refund period for 10 trip tickets has increased from 30 days to 6 months.

Other Assumptions. The July Plan makes several other important assumptions:

Pension Provision - Lower Rate of Return Assumption – The July Plan makes an adjustment of \$55 per year in higher pension costs, beginning in 2013. It reflects a reduction in the future rate of return assumption on MTA-controlled pension assets from 7.5% to 7.0%. This reduced investment return assumption is consistent with the recent decision by the New York City Employee Retirement System actuary to lower the assumed rate of return to 7% on its pension assets.

Move from Madison Avenue Headquarters – The MTA intends to sell or lease its Madison Avenue MTAHQ buildings and consolidate MTAHQ offices at 2 Broadway. MTA Metro-North Railroad offices will be consolidated at a location in close proximity to Grand Central Terminal. The disposition is expected to yield significant proceeds and result in lower net operating costs. These consolidations will require operating cash expenditures in 2012-2015 that will be reimbursed from the disposition proceeds in 2015 and 2016. The net proceeds, after reimbursement to the operating budget, will be used to help fund the MTA Capital Program.

Residual LI Bus Costs - Responsibility of Nassau County – The lease and operating agreement between Nassau County and the Metropolitan Suburban Bus Company (“LI Bus”) was terminated effective December 31, 2011. Under the agreement, expenses incurred after the termination date in connection with the wind down of LI Bus are primarily the responsibility of Nassau County. LI Bus is pursuing through litigation the recovery from Nassau County of these expenses and certain additional residual costs, including those for unemployment insurance, OPEB current payment, worker’s compensation and claims. In the lawsuit, the County has disputed that it is responsible for such expenses. In total, the MTA estimates that in 2012 it will pay approximately \$20 in expenditures for which MTA believes Nassau County bears legal responsibility under the lease and operating agreement. The July Plan assumes a full reimbursement by Nassau County in 2013.

Full Funding for the 2010 - 2014 Capital Program. This March, the Capital Program Review Board approved a funding package that included significant support from each of the MTA’s funding partners, fully funding the last three years of the 2010 – 2014 Capital Plan (the Capital Plan). This funding ensures the completion of critically important infrastructure projects included in the Capital Plan.

MTA’s application to the Federal Railroad Administration (FRA) for a \$3 billion Railroad Rehabilitation and Improvement Financing loan for East Side Access is currently under review by the FRA’s Independent Financial Advisor.

A key element of the approved funding plan is the use of “Pay-As You-Go” funds in the February Financial Plan to support the additional borrowing. As a result, while a portion of such funds will now be reallocated to debt service, there is no increase in the revenue requirements in the July Plan.

Risks to the July Plan. The July Plan reflects the MTA’s commitment to continually improve MTA’s financial and operating performance and respond to customer concerns and needs. However, the 2013-2016 Financial Plan still projects out-year deficits and significant risks remain. The 2013-2016 Financial Plan continues to assume that labor settlements will include three years of net-zero wage growth. It assumes significant levels of savings from paratransit efficiencies that have not yet been realized. The 2013-2016 Financial Plan assumes that State budget actions will reflect full remittance to MTA of all resources collected on MTA’s behalf.

Additionally, the regional economic recovery remains tepid, and should the recovery falter, the MTA has limited financial reserves to offset lower-than-expected operating revenues, taxes and subsidies. There are also longer-term vulnerabilities, including rising employee and retiree healthcare costs, the risk of lower investment returns on pensions, and the possibility of higher interest rates, which would have a significant impact on debt service payments to support the MTA capital program.

Subsequent Developments to the July Plan. MTA payroll is processed and paid bi-weekly, typically resulting in 26 payroll cycles per year. For each year of the financial plan, an adjustment is made to reflect the difference between accrued payroll expense and the cash outlay reflecting the actual bi-weekly period payments. Every eleven years, a 27th payment is required in that year. Subsequent to the release of the July Plan, it was discovered that this additional payment for the MTA New York City Transit falling in 2014 was not included in the July Plan projections. Consequently, the projected 2014 cash deficit should be increased from \$129 to \$248 and will be reflected in the November Financial Plan. This change does not affect the projected deficits in 2015 and 2016. The MTA continues to believe that the projected out-year deficits in 2014 -2016 are manageable.

Payroll Mobility Tax Litigation

MTA, along with the State of New York and various officials of the State of New York (the State Defendants), has been defending several actions commenced in New York State Supreme Court challenging the constitutionality of the legislation that enacted the payroll mobility tax (Chapter 25 of the Laws of 2009). The plaintiffs include five counties - Suffolk, Nassau, Westchester, Rockland, and Putnam - a number of towns and villages, a public school district, and certain private plaintiffs. The actions that were commenced are: *Hampton Transportation Ventures, Inc. v. Silver*; *Town of Southampton and Town of Southold v. Silver*; *Town of Brookhaven v. Silver*; *Town of Huntington v. Silver*; *William Floyd Union Free School District v. State of New York*; *Mangano and County of Nassau v. Silver*; *Vanderhoef and County of Rockland v. Silver*; and *Town of Smithtown v. Silver*.

As previously reported, summary judgments have been granted to MTA and the State Defendants, who are represented by the State Attorney General, ordering dismissal of four of the lawsuits, each of which had been pending in Supreme Court, Albany County. Three of the proceedings were dismissed by Justice Connolly on September 15, 2011: *Town of Brookhaven v. Silver*; *Town of Huntington v. Silver*; and *Town of Southampton and Town of Southold v. Silver*. (The Towns of Brookhaven and Huntington noticed appeals from the judgments of dismissal but did not timely perfect those appeals; the Towns of Southampton and Southold did not notice an appeal from the judgment of dismissal. Accordingly, these three proceedings, in which the constitutional challenges to the legislation adopting the payroll mobility tax were rejected by the courts, are now final.) The *Vanderhoef/County of Rockland* action was dismissed by Justice McNamara on April 12, 2012; plaintiffs submitted a notice of appeal of this decision to the Appellate Division, Third Department dated April 24, 2012.

In addition, stipulations to discontinue with prejudice were filed on October 21, 2011, in the *Hampton Transportation Ventures* action, which had been pending in Supreme Court, Albany County, and on January 19, 2012, in the *William Floyd Union Free School District* action, which had been pending in Supreme Court, New York County, concluding those actions.

In the remaining two actions (commenced by the County of Nassau and the Town of Smithtown), which were consolidated before Justice Cozzens of the Supreme Court, Nassau County, motions for summary judgment by Nassau County and other plaintiffs, as well as cross-motions for summary judgment against all of the plaintiffs by the MTA and the State Defendants, were decided on August 22, 2012. In his decision, Justice Cozzens ruled that the payroll mobility tax was passed unconstitutionally, based upon his conclusion that the legislation enacting the tax did not address a matter of substantial state concern and therefore required passage either with a Home Rule message or by two-thirds vote in each House of the State legislature. Judgment was entered in the case on October 1, 2012.

This "Home Rule"-based challenge to the 2009 legislation that adopted the payroll mobility tax was explicitly considered and rejected by Justices Connolly and McNamara in the four actions noted above that already upheld the constitutionality of the legislation that enacted the payroll mobility tax. In those prior actions, the Justices each determined the legislation in question addressed a matter of substantial state concern and so was not subject to Home Rule requirements.

MTA and the State of New York have both appealed Justice Cozzens' inconsistent judgment to the Court of Appeals, which has transferred the appeals to the Appellate Division, Second Department. The judgment does not contain any order directing any of the defendants to stop collection, transfer or application of the payroll mobility tax.

MTA, based upon its review of the claims asserted, strongly believes that the actions consolidated in Nassau County, much as the other noted lawsuits challenging the constitutionality and legality of Chapter 25 of the Laws of 2009 that have been dismissed, are without merit. MTA intends to continue to defend vigorously the constitutionality of the law in question in these actions, the final outcomes of which must await further determinations by the courts.

MTA further notes that the State of New York, not MTA, imposes the payroll mobility tax and is responsible for its collection and enforcement. In annual budgets, the State of New York appropriates the

payroll mobility tax revenues and deposits the appropriated monies into an MTA account under the caption “REVENUES OF THE RELATED ENTITIES— Metropolitan Transportation Authority Financial Assistance Fund Receipts”). In the event a taxpayer seeks a refund of payroll mobility taxes paid, based upon a final determination by the Court of Appeals adverse to the State of New York and MTA as to the constitutionality of the payroll mobility tax, MTA believes that such a taxpayer could only seek a refund from the State of New York and not from MTA.

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METROPOLITAN TRANSPORTATION AUTHORITY

(A Component Unit of the State of New York)

CONSOLIDATED STATEMENTS OF NET POSITION

SEPTEMBER 30, 2012 AND DECEMBER 31, 2011

(\$ In millions)

	September 30, 2012 (Unaudited)	December 31, 2011
ASSETS		
CURRENT ASSETS:		
Cash (Note 3)	\$ 241	\$ 203
Unrestricted investments (Note 3)	2,070	1,382
Restricted investment (Note 3)	1,571	1,564
Restricted investments held under capital lease obligations (Notes 3 and 8)	187	186
Receivables:		
Station maintenance, operation, and use assessments	104	115
State and regional mass transit taxes	778	103
Mortgage Recording Tax receivable	25	21
State and local operating assistance	113	8
Other subsidies	78	50
Connecticut Department of Transportation	2	37
Due from Build America Bonds New York City	47	1
Due from Nassau County for Long Island Bus	111	77
Due from Nassau County for Long Island Bus	9	-
Capital project receivable from federal and state government and other	51	201
Other	248	270
Less allowance for doubtful accounts	<u>(27)</u>	<u>(20)</u>
Total receivables — net	<u>1,539</u>	<u>863</u>
Materials and supplies	416	411
Advance to defined benefit pension trust — MaBSTOA	39	39
Advance to defined benefit pension trust — MTA	20	35
Prepaid expenses and other current assets (Note 2)	94	136
Derivative fuel hedge assets	<u>3</u>	<u>-</u>
Total current assets	<u>6,180</u>	<u>4,819</u>
NONCURRENT ASSETS:		
Capital assets — net (Note 6)	53,712	51,837
Unrestricted investments (Note 3)	31	191
Restricted investments (Note 3)	609	462
Restricted investment held under capital lease obligations (Notes 3 and 8)	1,019	1,024
Receivable from New York State	416	1,977
Derivative assets	17	1
Other noncurrent assets	<u>1,613</u>	<u>1,476</u>
Total noncurrent assets	<u>57,417</u>	<u>56,968</u>
TOTAL ASSETS	<u>63,597</u>	<u>61,787</u>
DEFERRED OUTFLOWS OF RESOURCES:		
Accumulated decreases in fair value of derivative instruments	<u>674</u>	<u>712</u>
TOTAL DEFERRED OUTFLOWS OF RESOURCES	<u>674</u>	<u>712</u>
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	<u>\$ 64,271</u>	<u>\$ 62,499</u>

See Independent Accountants' Review Report and notes to the consolidated financial statements.

(Continued)

METROPOLITAN TRANSPORTATION AUTHORITY

(A Component Unit of the State of New York)

CONSOLIDATED STATEMENTS OF NET POSITION

SEPTEMBER 30, 2012 AND DECEMBER 31, 2011

(\$ In millions)

	September 30, 2012 (Unaudited)	December 31, 2011
LIABILITIES AND NET POSITION		
CURRENT LIABILITIES:		
Accounts payable	\$ 586	\$ 503
Accrued expenses:		
Interest	489	242
Salaries, wages and payroll taxes	260	324
Vacation and sick pay benefits	780	778
Current portion — retirement and death benefits	812	330
Current portion — estimated liability from injuries to persons (Note 10)	271	284
Other	550	704
Total accrued expenses	<u>3,162</u>	<u>2,662</u>
Current portion — long-term debt (Note 7)	1,753	665
Current portion — obligations under capital lease (Note 8)	125	116
Current portion — pollution remediation projects (Note 12)	27	29
Unredeemed fares and tolls	491	469
Total current liabilities	<u>6,144</u>	<u>4,444</u>
NONCURRENT LIABILITIES:		
Retirement and death benefits	39	39
Estimated liability arising from injuries to persons (Note 10)	1,775	1,684
Post employment benefits other than pensions (Note 5)	7,704	6,608
Long-term debt (Note 7)	30,466	31,263
Obligations under capital leases (Note 8)	1,066	1,082
Pollution remediation projects (Note 12)	85	83
Contract retainage payable	286	254
Derivative liabilities	572	587
Derivative liabilities- off market elements	134	143
Other long-term liabilities	293	296
Total noncurrent liabilities	<u>42,420</u>	<u>42,039</u>
Total liabilities	<u>48,564</u>	<u>46,483</u>
NET POSITION:		
Invested in capital assets — net of related debt	21,692	20,172
Restricted for debt service	2,004	1,214
Restricted for claims	168	159
Unrestricted	(8,157)	(5,529)
Total net position	<u>15,707</u>	<u>16,016</u>
TOTAL LIABILITIES AND NET POSITION	<u>\$ 64,271</u>	<u>\$ 62,499</u>

See Independent Accountants' Review Report and notes to the consolidated financial statements.

(Concluded)

METROPOLITAN TRANSPORTATION AUTHORITY

(A Component Unit of the State of New York)

CONSOLIDATED STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION PERIODS ENDED SEPTEMBER 30, 2012 AND 2011

(\$ In millions)

	September 30, 2012	September 30, 2011
	(Unaudited)	
OPERATING REVENUES:		
Fare revenue	\$ 3,816	\$ 3,714
Vehicle toll revenue	1,132	1,125
Rents, freight, and other revenue	<u>347</u>	<u>320</u>
Total operating revenues	<u>5,295</u>	<u>5,159</u>
OPERATING EXPENSES:		
Salaries and wages	3,525	3,535
Retirement and other employee benefits	2,053	1,536
Postemployment benefits other than pensions (Note 5)	1,662	1,194
Traction and propulsion power	365	252
Fuel for buses and trains	180	186
Claims	163	244
Paratransit service contracts	270	264
Maintenance and other operating contracts	318	424
Professional service contracts	139	125
Pollution remediation projects (Note 12)	5	7
Materials and supplies	326	380
Depreciation	1,572	1,492
Other	<u>54</u>	<u>29</u>
Total operating expenses	<u>10,632</u>	<u>9,668</u>
OPERATING LOSS	<u>(5,337)</u>	<u>(4,509)</u>
NON-OPERATING REVENUES (EXPENSES):		
Grants, appropriations, and taxes:		
Tax-supported subsidies — NYS	1,823	1,842
NYS subsidy for service contract defeasance	87	-
Tax-supported subsidies — NYC and local	499	457
Operating subsidies — NYS	188	273
Operating subsidies — NYC and local	188	190
Build America Bond subsidy	94	48
Mobility Tax	<u>1,329</u>	<u>1,304</u>
Total grants, appropriations, and taxes	<u>\$ 4,208</u>	<u>\$ 4,114</u>

See Independent Accountants' Review Report and notes to the consolidated financial statements.

(Continued)

METROPOLITAN TRANSPORTATION AUTHORITY

(A Component Unit of the State of New York)

CONSOLIDATED STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION PERIODS ENDED SEPTEMBER 30, 2012 AND 2011

(\$ In millions)

	September 30, 2012	September 30, 2011
	(Unaudited)	
NON-OPERATING REVENUES (EXPENSES):		
Connecticut Department of Transportation	\$ 53	\$ 70
Subsidies paid to Dutchess, Orange, and Rockland Counties	(4)	(4)
Interest on long-term debt	(1,063)	(1,084)
Station maintenance, operation and use assessments	121	118
New York State recoverable loss	(77)	-
Operating subsidies recoverable from NYC	243	207
Other non-operating revenue	(109)	(24)
Change in fair value of derivative financial instruments (Note 7)	<u>1</u>	<u>(29)</u>
Net non-operating revenues	<u>3,373</u>	<u>3,368</u>
LOSS BEFORE APPROPRIATIONS	(1,964)	(1,141)
APPROPRIATIONS, GRANTS, AND OTHER RECEIPTS EXTERNALLY RESTRICTED FOR CAPITAL PROJECTS	<u>1,655</u>	<u>1,402</u>
CHANGE IN NET POSITION	(309)	261
NET POSITION— Beginning of period	<u>16,016</u>	<u>16,876</u>
NET POSITION — End of period	<u>\$ 15,707</u>	<u>\$ 17,137</u>

See Independent Accountants' Review Report and notes to
the consolidated financial statements.

(Concluded)

METROPOLITAN TRANSPORTATION AUTHORITY

(A Component Unit of the State of New York)

CONSOLIDATED STATEMENTS OF CASH FLOWS

PERIODS ENDED SEPTEMBER 30, 2012 AND 2011

(\$ In millions)

	September 30, 2012	September 30, 2011
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Passenger receipts/tolls	\$ 5,130	\$ 5,001
Rents and other receipts	265	211
Payroll and related fringe benefits	(5,560)	(5,131)
Payment to OPEB Trust	(250)	-
Other operating expenses	<u>(1,904)</u>	<u>(1,962)</u>
Net cash used by operating activities	<u>(2,319)</u>	<u>(1,881)</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:		
Grants, appropriations, and taxes	3,436	3,349
Operating subsidies from CDOT	51	67
Subsidies paid to Dutchess, Orange, and Rockland Counties	<u>(5)</u>	<u>(6)</u>
Net cash provided by noncapital financing activities	<u>3,482</u>	<u>3,410</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
MTA bond proceeds	5,443	1,543
MTA Bridges and Tunnels bond proceeds	1,486	-
MTA bonds refunded/reissued	(5,195)	(1,028)
TBTA bonds refunded/reissued	(1,396)	-
MTA anticipation notes proceeds	5,548	1,687
MTA anticipation notes redeemed	(5,548)	(1,634)
Capital lease payments	(14)	(4)
Grants and appropriations	3,543	1,511
Payment for capital assets	(3,576)	(2,920)
Debt service payments	<u>(995)</u>	<u>(976)</u>
Net cash used by capital and related financing activities	<u>(704)</u>	<u>(1,821)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of long-term securities	(2,432)	(3,240)
Sales or maturities of long-term securities	1,960	2,152
Sales of short term securities	30	1,341
Earnings on investments	<u>21</u>	<u>24</u>
Net cash (used by)/provided by investing activities	<u>(421)</u>	<u>277</u>
NET INCREASE/DECREASE IN CASH	38	(15)
CASH — Beginning of period	<u>203</u>	<u>200</u>
CASH — End of period	<u>\$ 241</u>	<u>\$ 185</u>

See Independent Accountants' Review Report and notes to the consolidated financial statements.

(Continued)

METROPOLITAN TRANSPORTATION AUTHORITY

(A Component Unit of the State of New York)

CONSOLIDATED STATEMENTS OF CASH FLOWS

PERIODS ENDED SEPTEMBER 30, 2012 AND 2011

(\$ In millions)

	September 30, 2012	September 30, 2011
	(Unaudited)	
RECONCILIATION OF OPERATING LOSS TO NET CASH USED BY OPERATING ACTIVITIES:		
Operating loss	\$ (5,337)	\$ (4,509)
Adjustments to reconcile to net cash used in operating activities:		
Depreciation and amortization	1,572	1,492
Net increase in payables, accrued expenses, and other liabilities	1,404	1,247
Net decrease/(increase) in receivables	29	(199)
Net decrease in materials and supplies and prepaid expenses	<u>13</u>	<u>88</u>
NET CASH USED BY OPERATING ACTIVITIES	<u>\$ (2,319)</u>	<u>\$ (1,881)</u>

NONCASH CAPITAL AND RELATED FINANCING ACTIVITIES:

At September 30, 2012 and 2011, the MTA had capital assets related liabilities of \$726 and \$700, respectively.

See Independent Accountants' Review Report and notes to the consolidated financial statements.

(Concluded)

METROPOLITAN TRANSPORTATION AUTHORITY

(A Component Unit of the State of New York)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR PERIODS ENDED SEPTEMBER 30, 2012 AND 2011 (\$ In millions)

1. BASIS OF PRESENTATION

Reporting Entity — The Metropolitan Transportation Authority (“MTA”) was established in 1965, under Section 1263 of the New York Public Authorities Law, and is a public benefit corporation and a component unit of the State of New York (“NYS”) whose mission is to continue, develop and improve public transportation and to develop and implement a unified public transportation policy in the New York metropolitan area.

These consolidated financial statements are of the Metropolitan Transportation Authority (“MTA”), including its related groups (collectively, the “MTA Group”) as follows:

Metropolitan Transportation Authority and Related Groups

- Metropolitan Transportation Authority Headquarters (“MTAHQ”) provides support in budget, cash management, finance, legal, real estate, treasury, risk and insurance management, and other services to the related groups listed below.
- The Long Island Rail Road Company (“MTA Long Island Rail Road”) provides passenger transportation between New York City (“NYC”) and Long Island.
- Metro-North Commuter Railroad Company (“MTA Metro-North Railroad”) provides passenger transportation between NYC and the suburban communities in Westchester, Dutchess, Putnam, Orange, and Rockland counties in NYS and New Haven and Fairfield counties in Connecticut.
- Staten Island Rapid Transit Operating Authority (“MTA Staten Island Railway”) provides passenger transportation on Staten Island.
- Metropolitan Suburban Bus Authority (“MTA Long Island Bus”) provides public service in Nassau and Queens Counties. The Authority’s Lease and Operating Agreement with Nassau County, dated January 15, 1973, as amended, was terminated effective December 31, 2011. As of January 1, 2012, the MTA Long Island Bus is no longer a member of the MTA Group.
- First Mutual Transportation Assurance Company (“FMTAC”) provides primary insurance coverage for certain losses, some of which are reinsured, and assumes reinsurance coverage for certain other losses.
- MTA Capital Construction Company (“MTA Capital Construction”) provides oversight for the planning, design and construction of current and future major MTA system-wide expansion projects.
- MTA Bus Company (“MTA Bus”) operates certain bus routes in areas previously served by private bus operators pursuant to franchises granted by the City of New York.
- MTAHQ, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA Staten Island Railway, FMTAC, MTA Capital Construction, and MTA Bus, collectively are referred to herein as MTA. MTA Long Island Rail Road and MTA Metro-North Railroad are referred to collectively as the Commuter Railroads.

- New York City Transit Authority (“MTA New York City Transit”) and its subsidiary, Manhattan and Bronx Surface Transit Operating Authority (“MaBSTOA”), provide subway and public bus service within the five boroughs of New York City.
- Triborough Bridge and Tunnel Authority (“MTA Bridges and Tunnels”) operates seven toll bridges, two tunnels, and the Battery Parking Garage, all within the five boroughs of New York City.

MTA New York City Transit and MTA Bridges and Tunnels are operationally and legally independent of the MTA. These related groups enjoy certain rights typically associated with separate legal status including, in some cases, the ability to issue debt. However, they are included in the MTA’s consolidated financial statements because of the MTA’s financial accountability for these entities and they are under the direction of the MTA Board (a reference to “MTA Board” means the board of MTAHQ and/or the boards of the other MTA Group entities that apply in the specific context, all of which are comprised of the same persons). Under accounting principles generally accepted in the United States of America (“GAAP”), the MTA is required to include these related groups in its financial statements. While certain units are separate legal entities, they do have legal capital requirements and the revenues of all of the related groups of the MTA are used to support the organization as a whole. The components do not constitute a separate accounting entity (fund) since there is no legal requirement to account for the activities of the components as discrete accounting entities. Therefore, the MTA financial statements are presented on a consolidated basis with segment disclosure for each distinct operating activity.

Although the MTA Group collect fares for the transit and commuter service they provide and receive revenues from other sources such as the leasing out of real property assets and the licensing of advertising, such revenues, including forecast increased revenues from fare increases, are not sufficient to cover all operating expenses associated with such service. Therefore, to maintain a balanced budget, the members of the MTA Group providing transit and commuter service rely on operating surpluses transferred from MTA Bridges and Tunnels, operating subsidies provided by NYS and certain local governmental entities in the MTA commuter district, and service reimbursements from certain local governmental entities in the MTA commuter district and from the State of Connecticut. Operating subsidies to the MTA Group for transit and commuter service in the current period totaled \$6.2 billion.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

In accordance with GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Fund Accounting*, the MTA applies all applicable GASB pronouncements as well as Financial Accounting Standards Board (“FASB”) Statements and Interpretations issued on or before November 30, 1989, that do not conflict with GASB pronouncements. The MTA has elected not to apply FASB Standards issued after November 30, 1989.

The MTA has completed the process of evaluating the impact that will result from implementing GASB Statement No. 57, *OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans*. This statement amends GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits other Than Pensions*, and GASB Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*. This Statement clarifies actuarially determined OPEB measures reported by an agent multiple-employer OPEB plan and its participating employers. Those measures should be determined by a common date and at a minimum frequency to satisfy the agent multiple-employer OPEB plan’s financial reporting requirement. The MTA has determined that GASB Statement No. 57 had no impact on its financial position, results of operations, and cash flows and therefore is not applicable to its operation at the present time.

The MTA has completed the process of evaluating the impact that will result from implementing GASB Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements (“SCA”)*. The requirement of this statement improve financial reporting by establishing recognition, measurement and disclosure requirements for SCAs for both transferors and governmental operators, requiring governments to account for and report SCAs in the same manner, which improves the comparability of financial statements. The MTA has determined that GASB Statement No. 60 had no impact on its financial position, results of operations, and cash flows and therefore it is not applicable to its operation at the present time.

The MTA has completed the process of evaluating the impact that will result from implementing GASB Statement No. 61, *The Financial Reporting Entity: Omnibus – An Amendment of GASB Statements Nos. 14 and 34*. The requirements of this Statement result in financial reporting entity financial statements being more relevant by improving guidance for including, presenting and disclosing information about component units and equity interest transactions of a financial reporting entity. The MTA has determined that GASB Statement No. 61 had no impact on its financial position, results of operations, and cash flows and therefore it is not applicable to its operation at the present time.

GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 1989 FASB and AICPA Pronouncement was evaluated and implemented by the MTA*. The Statement objective is to incorporate pronouncements that do not contradict or conflict with GASB pronouncements. The MTA has determined that GASB Statement No. 62 had no impact on its financial position, results of operations, and cash flows and therefore it is not applicable to its operation at the present time.

The MTA has completed the process of evaluating the impact of GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. The Statement objective is to provide a new statement of net position format to report all assets, deferred outflows of resources, liabilities, deferred inflows of resources, and net position (which is the net residual amount of the other elements). The Statement requires that deferred outflows of resources and deferred inflows of resources be reported separately from assets and liabilities. The MTA has adopted and disclosed the impact GASB Statement No. 63 on its financial position, results of operations, and cash flows starting March 31, 2012.

The MTA has completed the process of evaluating the impact of GASB Statement No. 64, *Derivative Instruments: Application of Hedge Accounting Termination Provisions*. The Statement will improve financial reporting by state and local governments by clarifying the circumstances in which hedge accounting continues to be applied when a swap counterparty, or a swap counterparty’s credit support provider, is replaced. The Statement clarifies that when certain conditions are met, the use of hedge accounting should not be terminated. Those conditions are: (1) the collectability of swap payments is considered to be probable, (2) the replacement of the counterparty or credit support provider meets the criteria of an assignment or in-substance assignment as described in the Statement, and (3) the counterparty or counterparty credit support provider (and not the government) has committed the act of default or termination event. When all of these conditions exist, the GASB believes that the hedging relationship continues and hedge accounting should continue to be applied. The MTA has determined that GASB Statement No. 64 had no impact on its financial position, results of operations, and cash flows and therefore it is not applicable to its operation at the present time.

The MTA has not completed the process of evaluating the impact of GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*. GASB Statement No. 65 reclassifies certain items currently being reported as assets and liabilities as deferred outflows of resources and deferred inflows of resources. In addition, this Statement recognizes certain items currently being reported as assets and liabilities as outflows of resources and inflows of resources. This Statement is effective for financial statements for periods beginning after December 15, 2012.

The MTA has not completed the process of evaluating the impact of GASB Statement No. 66, which amends GASB Statement No.10, *Accounting and Financial Reporting for Risk Financing and Related Insurance Issues*, removing the provision that limits fund-based reporting of a state and local government's risk financing activities to the general fund and the internal service fund type. As a result, governments would base their decisions about governmental fund type usage for risk financing activities on the definitions in GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*. This Statement also amends GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, by modifying the specific guidance on accounting for (1) operating lease payments that vary from a straight-line basis, (2) the difference between the initial investment (purchase price) and the principal amount of a purchased loan or group of loans, and (3) servicing fees related to mortgage loans that are sold when the stated service fee rate differs significantly from a current (normal) servicing fee rate. These changes would eliminate any uncertainty regarding the application of GASB Statement No. 13, *Accounting for Operating Leases with Scheduled Rent Increases*, and result in guidance that is consistent with the requirements in GASB Statement No. 48, *Sales and Pledges of Receivables and Future Revenues and Intra-Entity Transfers of Assets and Future Revenues*, respectively. The provisions of both Statements are effective for periods beginning after December 15, 2012, and would be applied on a prospective basis.

The MTA has not completed the process of evaluating the impact of GASB Statement No. 67, *Financial Reporting for Pension Plans*. This Statement replaces the requirements of Statement No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans* and Statement No. 50 as they relate to pension plans that are administered through trusts or similar arrangements meeting certain criteria. The Statement builds upon the existing framework for financial reports of defined benefit pension plans, which includes a statement of fiduciary net position (the amount held in a trust for paying retirement benefits) and a statement of changes in fiduciary net position. Statement No. 67 enhances note disclosures and RSI for both defined benefit and defined contribution pension plans. Statement No. 67 also requires the presentation of new information about annual money-weighted rates of return in the notes to the financial statements and in 10-year RSI schedules. The provisions in Statement No. 67 are effective for financial statements for periods beginning after June 15, 2013.

The MTA has not completed the process of evaluating the impact of GASB Statement No. 68, *Accounting and Financial Reporting for Pensions*. Statement No. 68 replaces the requirements of Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers* and Statement No. 50, *Pension Disclosures*, as they relate to governments that provide pensions through pension plans administered as trusts or similar arrangements that meet certain criteria. Statement No. 68 requires governments providing defined benefit pensions to recognize their long-term obligation for pension benefits as a liability for the first time, and to more comprehensively and comparably measure the annual costs of pension benefits. The Statement also enhances accountability and transparency through revised and new note disclosures and required supplementary information (RSI). The provisions in Statement No. 68 are effective for fiscal years beginning after June 15, 2014.

The MTA has not completed the process of evaluating the impact of GASB Statement No. 69, *Government Combinations and Disposals of Government Operations*. Statement No. 69 establishes accounting and financial reporting standards related to government combinations and disposals of government operations. Statement No. 69 requires the use of carrying values to measure the assets and liabilities in a government merger and requires measurements of assets acquired and liabilities assumed generally to be based upon their acquisition values. Statement No. 69 also provides guidance for transfers of operations that do not constitute entire legally separate entities and in which no significant consideration is exchanged. Statement No. 69 provides accounting and financial reporting guidance for disposals of government operations that have been transferred or sold. Statement No. 69 requires disclosures to be made about government combinations and disposals of government operations to

enable financial statement users to evaluate the nature and financial effects of those transactions. The requirements of Statement No. 69 are effective for government combinations and disposals of government operations occurring in financial reporting periods beginning after December 15, 2013, and should be applied on a prospective basis. Earlier application is encouraged.

Use of Management Estimates — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates.

Principles of Consolidation — The consolidated financial statements consist of MTAHQ, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA Staten Island Railway, FMTAC, MTA Bus, MTA Capital Construction, MTA New York City Transit (including its subsidiary MaBSTOA), MTA Bridges and Tunnels, and MTA Long Island Bus for 2011 periods/years presented in the financial statements. All related group transactions have been eliminated for consolidation purposes.

Investments — The MTA Group's investment policies comply with the New York State Comptroller's guidelines for such operating and capital policies. Those policies permit investments in, among others, obligations of the U.S. Treasury, its agencies and instrumentalities, and repurchase agreements secured by such obligations. FMTAC's investment policies comply with New York State Comptroller guidelines and New York State Department of Insurance guidelines.

Investments expected to be utilized within a year of September 30, and December 31 have been classified as current assets in the financial statements.

All investments are recorded on the balance sheets at fair value and all investment income, including changes in the fair value of investments, is reported as revenue on the statement of revenues, expenses and changes in net position. Fair values have been determined using quoted market values at September 30, 2012 and December 31, 2011.

Materials and Supplies — Materials and supplies are valued principally at the lower of average cost or market value, net of obsolescence reserve.

Prepaid Expenses and Other Current Assets — Prepaid expenses and other current assets reflect advance payment of insurance premiums as well as farecard media related with ticket machines, WebTickets and AirTrain tickets.

Capital Assets — Properties and equipment are carried at cost and are depreciated on a straight-line basis over estimated useful lives. Expenditures for maintenance and repairs are charged to operations as incurred. Capital assets and improvements include all land, buildings, equipment, and infrastructure of the MTA having a minimum useful life of two years and having a cost of more than \$25 thousand. Capital assets are stated at historical cost, or at estimated historical cost based on appraisals, or on other acceptable methods when historical cost is not available. Capital leases are classified as capital assets in amounts equal to the lesser of the fair market value or the present value of net minimum lease payments at the inception of the lease. Accumulated depreciation and amortization are reported as reductions of fixed assets. Depreciation is computed using the straight-line method based upon estimated useful lives of 25 to 50 years for buildings, 2 to 40 years for equipment, and 25 to 100 years for infrastructure. Capital lease assets and leasehold improvements are amortized over the term of the lease or the life of the asset whichever is less.

Pollution remediation projects — Pollution remediation costs are being expensed in accordance with the provisions of GASB Statement No. 49, *Accounting and Financial Reporting for Pollution*

Remediation Obligations (See Note 12). An operating expense provision and corresponding liability measured at current value using the expected cash flow method has been recognized for certain pollution remediation obligations, which previously may not have been required to be recognized, have been recognized earlier than in the past or are no longer able to be capitalized as a component of a capital project. Pollution remediation obligations occur when any one of the following obligating events takes place: the Authority is in violation of a pollution prevention-related permit or license; an imminent threat to public health due to pollution exists; the Authority is named by a regulator as a responsible or potentially responsible party to participate in remediation; the Authority voluntarily commences or legally obligates itself to commence remediation efforts; or the Authority is named or there is evidence to indicate that it will be named in a lawsuit that compels participation in remediation activities.

Operating Revenues — *Passenger Revenue and Tolls* — Revenues from the sale of tickets, tokens, electronic toll collection system, and farecards are recognized as income when used.

Non-operating Revenues

Operating Assistance — The MTA Group receives, subject to annual appropriation, NYS operating assistance funds that are generally recognized as revenue when all applicable eligibility requirements are met. Generally, funds received under the NYS operating assistance program are fully matched by contributions from NYC and the seven other counties within the MTA's service area.

Mortgage Recording Taxes ("MRT") — Under NYS law, the MTA receives capital and operating assistance through a Mortgage Recording Tax. MRT-1 is collected by NYC and the seven other counties within the MTA's service area, at the rate of .25 of one percent of the debt secured by certain real estate mortgages. Effective September 2005, the rate was increased from 25 cents per 100 dollars of recorded mortgage to 30 cents per 100 dollars of recorded mortgage. The MTA also receives an additional Mortgage Recording Tax ("MRT-2") of .25 of one percent of certain mortgages secured by real estate improved or to be improved by structures containing one to nine dwelling units in the MTA's service area. MRT-1 and MRT-2 taxes are recognized as revenue based upon reported amounts of taxes collected.

- MRT-1 proceeds are initially used to pay MTAHQ's operating expenses. Remaining funds, if any, are allocated 55% to certain transit operations and 45% to the commuter railroads operations. The commuter railroad portion is first used to fund the NYS Suburban Highway Transportation Fund in an amount not to exceed \$20 annually (subject to the moneys being returned under the conditions set forth in the governing statute if the Commuter Railroads are operating at a deficit). As of September 30, 2012 and 2011, the amount allocated to NYS Suburban Highway Transportation Fund was \$0 and \$0, respectively. Of the MTA New York City Transit portion, the MTA distributed \$0 and \$0 as of September 30, 2012 and 2011, respectively.
- The first \$5 of the MRT-2 proceeds is transferred to the MTA Dutchess, Orange, and Rockland ("DOR") Fund (\$1.5 each for Dutchess and Orange Counties and \$2 for Rockland County). Additionally, the MTA must transfer to each County's fund an amount equal to the product of (i) the percentage by which each respective County's mortgage recording tax payments (both MRT-1 and MRT-2) to the MTA increased over such payments in 1989 and (ii) the base amount received by each county as described above. The counties do not receive any portion of the September 1, 2005 increase in MRT-1 from 25 cents per \$100 of recorded mortgage to 30 cents. As of September 30, 2012, the MTA paid to Dutchess, Orange and Rockland Counties the 2011 excess amounts of MRT-1 and MRT-2 totaling \$1.3.
- In addition, MTA New York City Transit receives operating assistance directly from NYC through a mortgage recording tax at the rate of 0.625 of one percent of the debt secured by certain real estate mortgages and through a property transfer tax at the rate of one percent of the assessed value (collectively referred to as "Urban Tax Subsidies") of certain properties.

Mobility tax — In June of 2009, chapter 25 of the NYS Laws of 2009 added article 23, which establishes the Metropolitan Commuter Transportation Mobility Tax (“MCTMT”). The proceeds of this tax, administered by the New York State Tax Department, are to be distributed to the Metropolitan Transportation Authority. This tax is imposed on certain employers and self-employed individuals engaging in business within the metropolitan commuter transportation district which includes New York City, and the counties of Rockland, Nassau, Suffolk, Orange, Putnam, Dutchess, and Westchester. This Tax imposed on certain employers that have payroll expenses within the Metropolitan Commuter Transportation District, to pay at a rate of 0.34% of an employer’s payroll expenses for all covered employees for each calendar quarter. The employer is prohibited to deduct from wages or compensation of an employee any amount that represents all or any portion of the MCTMT. The effective date of this tax was March 1, 2009 for employers other than public school district; September 1, 2009 for Public school districts and January 1, 2009 for individuals.

Supplemental Aid — Also, in 2009 several amendments to the existing tax law provided the MTA supplemental revenues to be deposited into the AID Trust Account of the Metropolitan Transportation Authority Financial Assistance Fund established pursuant to section 92 of the State Finance law. These supplemental revenues relates to: 1) supplemental learner permit/license fee in the Metropolitan Commuter Transportation District 2) supplemental registration fee 3) supplemental tax on every taxicab owner per taxicab ride on every ride that originated in the city and terminates anywhere within the territorial boundaries of the Metropolitan Commuter Transportation District 4) supplemental tax on passenger car rental. This Supplemental Aid Tax is provided to the MTA in conjunction with the Mobility Tax.

Dedicated Taxes — Under NYS law, subject to annual appropriation, the MTA receives operating assistance through a portion of the Dedicated Mass Transportation Trust Fund (“MTTF”) and Metropolitan Mass Transportation Operating Assistance Fund (“MMTOA”). The MTTF receipts consist of a portion of the revenues derived from certain business privilege taxes imposed by the State on petroleum businesses, a portion of the motor fuel tax on gasoline and diesel fuel, and a portion of certain motor vehicle fees, including registration and nonregistration fees. Effective October 1, 2005, the State increased the amount of motor vehicle fees deposited into the MTTF for the benefit of the MTA. MTTF receipts are applied first to meet certain debt service requirements or obligations and second to pay operating and capital costs. The MMTOA receipts are comprised of 0.375 of one percent regional sales tax (which was increased effective June 1, 2005 from 0.25 of one percent), a temporary regional franchise tax surcharge, a portion of taxes on certain transportation and transmission companies, and an additional portion of the business privilege tax imposed on petroleum businesses. MMTOA receipts, to the extent that MTTF receipts are not sufficient to meet debt service requirements, will also be applied to certain debt service obligations, and secondly to operating and capital costs of the Transit System, and the Commuter Railroads.

The State Legislature enacts in an annual budget bill for each state fiscal year an appropriation to the MTA Dedicated Tax Fund for the then-current state fiscal year and an appropriation of the amounts projected by the Director of the Budget of the State to be deposited in the MTA Dedicated Tax Fund for the next succeeding state fiscal year. The assistance deposited into the MTTF is required by law to be allocated, after provision for debt service on Dedicated Tax Fund Bonds (See Note 7), 85% to certain transit operations (not including MTA Bus) and 15% to the commuter railroads operations. Revenues from this funding source are recognized based upon amounts of tax reported collected by NYS, to the extent of the appropriation.

Build America Bond Subsidy — The Authority is receiving cash subsidy payments from the United States Treasury equal to 35% of the interest payable on the Series of Bonds issued as “Build America Bonds” and authorized by the Recovery Act. The Internal Revenue Code of 1986 imposes requirements that MTA must meet and continue to meet after the issuance in order to receive the cash subsidy payments. The interest on these bonds is fully subject to Federal income taxation. The “Build America Bonds” program ended on December 31, 2010.

Operating Subsidies Recoverable from Connecticut Department of Transportation (“CDOT”) — A portion of the deficit from operations relating to MTA Metro-North Railroad’s New Haven line is recoverable from CDOT. Under the terms of a renewed Service Agreement, which began on January 1, 2000, and the 1998 resolution of an arbitration proceeding initiated by the State of Connecticut, CDOT pays 100.0% of the net operating deficit of MTA Metro-North Railroad’s branch lines in Connecticut (New Canaan, Danbury, and Waterbury), 65.0% of the New Haven mainline operating deficit, and a fixed fee for the New Haven line’s share of the net operating deficit of Grand Central Terminal (“GCT”) calculated using several years as a base, with annual increases for inflation and a one-time increase for the cost of operating GCT’s North End Access beginning in 1999. The Service Agreement also provides that CDOT pay 100% of the cost of non-movable capital assets located in Connecticut, 100% of movable capital assets to be used primarily on the branch lines and 65.0% of the cost of other movable capital assets allocated to the New Haven line. Remaining funding for New Haven line capital assets is provided by the MTA. The Service Agreement provides for automatic five-year renewals unless a notice of termination has been provided. The Service Agreement has been automatically extended for an additional five years beginning January 1, 2010 subject to the right of CDOT or MTA to terminate the agreement on eighteen month’s written notice. Capital assets completely funded by CDOT are not reflected in these financial statements, as ownership is retained by CDOT. The Service Agreement provides that final billings for each year be subject to audit by CDOT. Years 2000-2009 have been audited and are final.

Reimbursement of Expenses — The cost of operating and maintaining the passenger stations of the Commuter Railroads in NYS is assessable by the MTA to NYC and the other counties in which such stations are located for each NYS fiscal year ending September 30, under provisions of the NYS Public Authorities Law. This funding is recognized as revenue based upon an amount, fixed by statute, for the costs to operate and maintain passenger stations and is revised annually by the increase or decrease of the regional Consumer Price Index.

In 1995, The City ceased reimbursing the Authority for the full costs of the free/reduced fare program for students (the Student Fare Program). Beginning in 1996, the State and The City each began paying \$45 per annum to the Authority toward the cost of the Student Fare Program. In 2009, the State reduced their \$45 reimbursement to \$6.3.

The 2010 Adopted Budget proposed that the Student Fare Program be eliminated and student fares be phased in, with the first phase to commence September 1, 2010. In June 2010, following fare reimbursement commitments of \$25.3 from New York State and \$45.0 from the City, the Authority declined to proceed with the proposal to eliminate the Student Fare Program. These fare reimbursement commitments were paid to the Authority during 2010 and 2011. As of September 30, 2012, the Authority collected \$57.6 from the State and the City.

Policing of the transit system is carried out by the NYC Police Department at NYC’s expense. The MTA, however, continues to be responsible for certain capital costs and support services related to such police activities, a portion of which is reimbursed by NYC. The Authority received approximately \$2.1 and \$1.2 for the nine months ended September 30, 2012 and 2011 from the City for the reimbursement of transit police costs.

Federal law and regulations require a paratransit system for passengers who are not able to ride the buses and trains because of their disabilities. Pursuant to an agreement between NYC and the MTA, MTA New York City Transit had assumed operating responsibility for all paratransit service required in NYC by the Americans with Disabilities Act of 1990. The services are provided by private vendors under contract with MTA New York City Transit. NYC reimburses the MTA for the lesser of 33.0% of net paratransit operating expenses defined as labor, transportation, and administrative costs less fare revenues and 6.0% of gross Urban Tax Subsidies, or an amount that is 20.0% greater than the amount paid by the NYC for

the preceding calendar year. Fare revenues and the City reimbursement aggregated approximately \$110.4 and \$94.6 for the nine months ended September 30, 2012 and 2011, respectively.

Grants and Appropriations — Grants and appropriations for capital projects are recorded when requests are submitted to the funding agencies for reimbursement of capital expenditures and beginning in 2001 were recorded as nonoperating revenues in accordance with GASB Statement No. 33, *Accounting and Financial Reporting for Nonexchange Transactions*. These amounts are reported separately after Total Nonoperating Revenues in the Statements of Revenues, Expenses, and Changes in Net Position.

Operating and Non-operating Expenses — Operating and non-operating expenses are recognized in the accounting period in which the liability is incurred. All expenses related to operating the Authority (e.g. salaries, insurance, depreciation, etc.) are reported as operating expenses. All other expenses (e.g. interest on long-term debt, subsidies paid to counties, etc.) are reported as non-operating expenses.

Liability Insurance — FMTAC, an insurance captive subsidiary of MTA, operates a liability insurance program (“ELF”) that insures certain claims in excess of the self-insured retention limits of the agencies on both a retrospective (claims arising from incidents that occurred before October 31, 2003) and prospective (claims arising from incidents that occurred on or after October 31, 2003) basis. For claims arising from incidents that occurred on or after November 1, 2006, but before November 1, 2009, the self-insured retention limits are: \$8 for MTA New York City Transit, MaBSTOA, MTA Bus, MTA Long Island Rail Road, and MTA Metro-North Railroad; \$2.3 for MTA Long Island Bus and MTA Staten Island Railway; and \$1.6 for MTAHQ and MTA Bridges and Tunnels. Effective November 1, 2009, the self-insured retention limits for ELF were increased to the following amounts: \$9 for MTA New York City Transit, MaBSTOA, MTA Bus, MTA Long Island Rail Road and MTA Metro-North Railroad; \$2.6 for MTA Staten Island Railway; and \$1.9 for MTAHQ and MTA Bridges and Tunnels. The maximum amount of claims arising out of any one occurrence is the total assets of the program available for claims, but in no event greater than \$50. The retrospective portion contains the same insurance agreements, participant retentions, and limits as existed under the ELF program for occurrences happening on or before October 30, 2003. On a prospective basis, FMTAC issues insurance policies indemnifying the other MTA Group entities above their specifically assigned self-insured retention with a limit of \$50 per occurrence with a \$50 annual aggregate. FMTAC charges appropriate annual premiums based on loss experience and exposure analysis to maintain the fiscal viability of the program. As of September 30, 2012, the balance of the assets in this program was \$68.1.

MTA also maintains an All-Agency Excess Liability Insurance Policy that affords the MTA Group additional coverage limits of \$350 for a total limit of \$400 (\$350 excess of \$50). In certain circumstances, when the assets in the program described in the preceding paragraph are exhausted due to payment of claims, the All-Agency Excess Liability Insurance will assume the coverage position of \$50.

On March 1, 2012, the “nonrevenue fleet” automobile liability policy program was renewed. This program provides third-party auto liability insurance protection for the MTA Group with the exception of MTA New York City Transit and MTA Bridges and Tunnels. The policy provides \$9 per occurrence limit with a \$0.5 per occurrence deductible for MTA Long Island Rail Road, MTA Staten Island Rapid Transit Operating Authority, MTA Police, MTA Metro-North Railroad, MTA Inspector General and MTA Headquarters. FMTAC renewed its deductible buy back policy, where it assumes the liability of the agencies for their deductible.

On March 1, 2012, the “Access-A-Ride” automobile liability policy program was renewed. This program provides third-party auto liability insurance protection for the MTA New York City Transit’s Access-A-Ride program, including the contracted operators. This policy provides a \$3 per occurrence limit with a \$1 per occurrence deductible.

On December 15, 2011, FMTAC renewed the primary coverage on the Station Liability and Force Account liability policies \$9 per occurrence loss for MTA Metro-North Railroad and MTA Long Island Rail Road.

Property Insurance — Effective May 1, 2012, FMTAC renewed the all-agency property insurance program. For the annual period commencing May 1, FMTAC directly insures property damage claims of the other MTA Group entities in excess of a \$25 per occurrence self-insured retention (“SIR”), subject to an annual \$75 aggregate as well as certain exceptions summarized below. The total program limit has been maintained at \$1,075 per occurrence covering property of the related entities collectively. FMTAC is reinsured in the domestic, Asian, London, European and Bermuda marketplaces for this coverage.

Losses occurring after the retention aggregate is exceeded are subject to a deductible of \$7.5 per occurrence. In addition to the noted \$25 per occurrence self-insured retention, MTA self-insures above that retention for an additional \$25.88 within the overall \$1,075. per occurrence property program, as follows: \$1.59 (or 1.06%) of the primary \$150 layer, plus \$7.5 (or 3%) of the primary \$250 layer, plus \$8 (or 4%) of the \$200x/s \$150 layer plus \$5.64 (or 2.82%) of the \$200 x/s \$250 layer and \$3.15 (or 7%) of the \$450 x/s \$350 layer.

The property insurance policy provides replacement cost coverage for all risks of direct physical loss or damage to all real and personal property, with minor exceptions. The policy also provides extra expense and business interruption coverage. Acts of terrorism (both domestic and foreign) are covered under the Terrorism Risk Insurance Program described below.

With respect to acts of terrorism, FMTAC provides direct coverage that is reinsured by the United States Government for 85% of “certified” losses, as covered by the Terrorism Risk Insurance Act (“TRIA”) of 2007 (originally introduced in 2002). Under the 2007 extension, terrorism acts sponsored by both foreign and domestic organizations are covered. The remaining 15% of MTA Group losses arising from an act of terrorism would be covered under the additional terrorism policy described below. Additionally, no federal compensation will be paid unless the aggregate industry insured losses exceed \$100 (“trigger”).

To supplement the reinsurance to FMTAC through the 2007 Terrorism Risk Insurance Program Reauthorization Act (“TRIPRA”) program, the MTA obtained an additional commercial reinsurance policy with various reinsurance carriers in the domestic, London and European marketplaces. That policy provides coverage for (1) 15% of any “certified” act of terrorism — up to a maximum recovery of \$180.41 for any one occurrence and in the annual aggregate, (2) the TRIPRA FMTAC captive deductible (per occurrence and on an aggregated basis) that applies when recovering under the 15% “certified” acts of terrorism insurance or (3) 100% of any “certified” terrorism loss which exceeds \$5 and less than the \$100 TRIPRA trigger — up to a maximum recovery of \$100 for any occurrence and in the annual aggregate. This coverage expires at midnight on May 1, 2013. Recovery under this policy is subject to a retention of \$25 per occurrence and \$75 in the annual aggregate — in the event of multiple losses during the policy year. Should the MTA Group’s retention in any one year exceed \$75 future losses in that policy year are subject to a retention of \$7.5.

Pension Plans — In November 1994, GASB issued Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers*, which establishes standards for measurement, recognition, and display of pension expense and the related accounting for assets, liabilities, disclosures, and required supplementary information, if applicable. The Authority has adopted this standard for its pension plans. Pension cost is required to be measured and disclosed using the accrual basis of accounting. Annual pension cost should be equal to the annual required contributions (“ARC”) to the pension plan, calculated in accordance with certain parameters.

Postemployment Benefits Other Than Pensions — In June 2004, the GASB issued Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*.

This Statement establishes standards for the measurement, recognition, and display of OPEB expense/expenditures and related liabilities (assets), note disclosures, and if applicable, required supplementary information (“RSI”) in the financial reports of state and local governmental employers. In June 2005, GASB issued Statement No. 47, *Accounting for Termination Benefits*. This statement establishes accounting standards for termination benefits. For termination benefits provided through an existing defined benefit OPEB plan, the provisions of this Statement should be implemented simultaneously with the requirements of Statement No. 45. The Authority has adopted these standards for its Postemployment Benefits Other Than Pensions.

3. CASH AND INVESTMENTS

The Bank balances are insured up to \$250 thousand in the aggregate by the Federal Deposit Insurance Corporation (“FDIC”) for each bank in which funds are deposited. Cash, including deposits in transit, consists of the following at September 30, 2012 and December 31, 2011 (in millions):

	September 2012		December 2011	
	Carrying Amount (Unaudited)	Bank Balance	Carrying Amount	Bank Balance
FDIC insured or collateralized deposits	\$ 125	\$ 110	\$ 107	\$ 99
Uninsured and not collateralized	<u>116</u>	<u>38</u>	<u>96</u>	<u>47</u>
	<u>\$ 241</u>	<u>\$ 148</u>	<u>\$ 203</u>	<u>\$ 146</u>

All collateralized deposits are held by the MTA or its agent in the MTA’s name.

The MTA, on behalf of the Transit operations, MTA Bridges and Tunnels and MTA Bus operations, invests funds which are not immediately required for the MTA’s operations in securities permitted by the New York State Public Authorities Law, including repurchase agreements collateralized by U.S. Treasury securities, U.S. Treasury notes, and U.S. Treasury zero coupon bonds.

The MTA’s uninsured and uncollateralized deposits are primarily held by commercial banks in the metropolitan New York area and are subject to the credit risks of those institutions.

MTA holds most of its investments at a custodian bank. The custodian must meet certain banking institution criteria enumerated in MTA’s Investment Guidelines. The Investment Guidelines also require the Treasury Division to hold at least \$100 of its portfolio with a separate emergency custodian bank. The purpose of this deposit is in the event that the MTA’s main custodian cannot execute transactions due to an emergency outside of the custodian’s control, the MTA has an immediate alternate source of liquidity.

Investments, at fair value, consist of the following at September 30, 2012 and December 31, 2011 (in millions):

	September 2012 (Unaudited)	December 2011
Repurchase agreements	\$ 387	\$ 308
Commercial paper	100	47
Federal Agencies due 2012	719	847
U.S. Treasuries due 2012–2021	2,751	2,058
Investments restricted for capital lease obligations:		
US Treasury Notes due 2012-2033	\$ 185	\$ 190
Short-Term Investment Fund	76	76
Federal Agencies due 2013-2034	169	166
Other Agencies due 2030	<u>776</u>	<u>778</u>
Sub-total	<u>1,206</u>	<u>1,210</u>
Other Agencies due 2012-2030	92	107
Asset & Mortgage Back Securities*	22	26
Commercial Mortgage Backed Securities*	64	46
Corporate Bonds*	115	116
Foreign Bonds*	17	32
Equities*	<u>14</u>	<u>12</u>
Total	<u>\$ 1,206</u> <u>\$ 5,487</u>	<u>\$ 1,210</u> <u>\$ 4,809</u>

*These securities are only included in the FMTAC portfolio

Fair values include accrued interest to the extent that interest is included in the carrying amounts. Accrued interest on investments other than Treasury bills and coupons is included in other receivables on the statement of net position. The MTA's investment policy states that securities underlying repurchase agreements must have a market value at least equal to the cost of the investment.

In connection with certain lease transactions described in Note 8, the MTA has purchased securities or entered into payment undertaking, letter of credit, or similar type agreements or instruments (guaranteed investment contracts) with financial institutions, which generate sufficient proceeds to make basic rent and purchase option payments under the terms of the leases. If the obligors do not perform, the MTA may have an obligation to make the related rent payments.

All investments, other than the investments restricted for capital lease obligations, are either insured or registered and held by the MTA or its agent in the MTA's name. Investments restricted for capital lease obligations are either held by MTA or its agent in the MTA's name or held by a custodian as collateral for MTA's obligation to make rent payments under capital lease obligation. Investments had weighted average yields of 0.45% and 0.50% for the nine months ended September 30, 2012 and for the year ended December 31, 2011 respectively.

Of the above cash and investments, amounts designated for internal purposes by management were as follows at September 30, 2012 and, December 31, 2011 (in millions):

	September 2012 (Unaudited)	December 2011
Construction or acquisition of capital assets	\$ 1,518	\$ 1,275
Funds received from affiliated agencies for investment	521	662
Debt service	1,120	441
Payment of claims	485	471
Restricted for capital leases	1,206	1,213
Other	<u>628</u>	<u>635</u>
 Total	 <u>\$ 5,478</u>	 <u>\$ 4,697</u>

Credit Risk — At September 30, 2012 and December 31, 2011 the following credit quality rating has been assigned to MTA investments by a nationally recognized rating organization (in millions):

Quality Rating Moody's	September 30, 2012 (Unaudited)	Percent of Portfolio	December 31, 2011	Percent of Portfolio
A-1+	\$ 595	12 %	\$ 575	14 %
AAA	137	3	69	2
AA+	470	10	576	14
AA	34	1	38	1
A	73	2	86	2
BB	-	-	1	-
BBB	30	1	39	1
Not rated	498	10	420	10
Government	<u>2,909</u>	<u>61</u>	<u>2,274</u>	<u>56</u>
 Total	 4,746	 <u>100 %</u>	 4,078	 <u>100 %</u>
 Capital leases	 <u>741</u>		 <u>731</u>	
 Total investment	 <u>\$ 5,487</u>		 <u>\$ 4,809</u>	

Interest Rate Risk — Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of the investment. Duration is a measure of interest rate risk. The greater the duration of a bond or portfolio of bonds, the greater its price volatility will be in response to a change in interest rate risk and vice versa. Duration is an indicator of bond price’s sensitivity to a 100 basis point change in interest rates.

(In millions) Securities	September 2012 (Unaudited)		December 2011	
	Fair Value	Duration	Fair Value	Duration
U.S. Treasuries	\$ 2,751	1.47	\$ 2,058	0.46
Federal Agencies	719	0.06	847	0.13
Other Agencies	85	0.48	105	0.46
Tax Benefits Lease Investments	479	10.80	479	14.24
Repurchase Agreement	387	-	308	-
Certificate of Deposits	7	-	2	-
Commercial Paper	100	-	47	-
Asset-Backed Securities ⁽¹⁾	22	0.83	26	0.17
Commercial Mortgage-Backed Securities ⁽¹⁾	64	0.25	46	0.22
Foreign Bonds ⁽¹⁾	17	0.22	32	0.31
Corporates ⁽¹⁾	115	0.25	116	0.23
Total fair value	4,746		4,066	
Modified duration		1.98		2.05
Equities ⁽¹⁾	14		12	
Total	4,760		4,078	
Investments with no duration reported	727		731	
Total investments	\$ 5,487		\$ 4,809	

⁽¹⁾ These securities are only included in the FMTAC portfolio

MTA is a public benefit corporation established under the New York Public Authorities Law. MTA’s Treasury Division is responsible for the investment management of the funds of the Related Entities. The investment activity covers all operating and capital funds, including bond proceeds, and the activity is governed by State statutes, bond resolutions and the Board-adopted investment guidelines (the “Investment Guidelines”). The MTA Act currently permits the Related Entities to invest in the following general types of obligations:

- obligations of the State or the United States Government;
- obligations the principal and interest of which are guaranteed by the State or the United States government;
- obligations issued or guaranteed by certain Federal agencies;
- repurchase agreements fully collateralized by the obligations of the foregoing United States Government and Federal agencies;

- certain certificates of deposit of banks or trust companies in the State;
- certain banker's acceptances with a maturity of 90 days or less;
- certain commercial paper;
- certain municipal obligations; and
- certain mutual funds up to \$10 in the aggregate.

The MTA adopted NYS Statutory Requirements with respect to credit risk of its investments, which include, but not limited to the following sections:

- i) Public authorities Law Sections 1265(4) (MTA), 1204(19) (Transit Authority) and 553(21) (TBTA);
- ii) Public Authorities Law Section 2925 Investment of funds by public authorities and public benefit corporations; general provisions
- iii) State Finance Law Article 15 – EXCELSIOR LINKED DEPOSIT ACT

MTA Investment Guidelines limit the dollar amount invested in banker acceptances, commercial paper, and obligations issued or guaranteed by certain Federal agencies to \$250 at cost. There are no dollar limits on the purchase of obligations of the United States government, the State or obligations the principal and interest of which are guaranteed by the State or the United States government. Investments in collateralized repurchase agreements are limited by dealer or bank's capital. MTA can invest no greater than \$300 with a bank or dealer rated in Tier 1 (i.e. \$1 billion or more of capital).

FMTAC is created as a MTA subsidiary and is licensed as a captive direct insurer and reinsurer by the New York State Department of Insurance. As such, FMTAC is responsible for the investment management of its funds. The investment activity is governed by State statutes and the FMTAC Board adopted investment guidelines. The minimum surplus to policyholders and reserve instruments are invested in the following investments:

- obligations of the United States or any agency thereof provided such agency obligations are guaranteed as to principal and interest by the United States;
- direct obligations of the State or of any county, district or municipality thereof;
- any state, territory, possession or any other governmental unit of the United States;
- certain bonds of agencies or instrumentalities of any state, territory, possession or any other governmental unit of the United States;
- the obligations of a solvent American institution which are rated investment grade or higher (or the equivalent thereto) by a securities rating agency; and
- certain mortgage backed securities in amounts no greater than five percent of FMTAC's admitted assets.

FMTAC may also invest non-reserve instruments in a broader range of investments including the following general types of obligations:

- certain equities; and
- certain mutual funds.

FMTAC is prohibited from making the following investments:

- Investment in an insolvent entity;
- Any investment as a general partner; and
- Any investment found to be against public policy.

FMTAC investment guidelines do include other investments, but FMTAC has limited itself to the above permissible investments at this time.

4. EMPLOYEE BENEFITS

Substantially all of the MTA Group entities, related groups and pension plans have separately issued financial statements that are publicly available and contain descriptions and supplemental information regarding employee benefit plans. These statements may be obtained by contacting the administrative office of the respective related group.

Pension Plans — The MTA Group entities sponsor and participate in a number of pension plans for their employees. These plans are not component units of the MTA and are not included in the combined financial statements.

Defined Benefit Pension Plans

Single-Employer Pension Plans

MTA Long Island Rail Road Plan for Additional Pensions

Plan Description — The Long Island Rail Road Plan for Additional Pensions (“the LIRR Plan”) is a single-employer defined benefit pension plan that provides retirement, disability and death benefits to plan members and beneficiaries. Members include employees hired prior to January 1, 1988. The LIRR Plan is administered by the MTA Defined Benefit Pension Plan Board of Managers of Pensions which has the authority to establish or amend obligations to the LIRR Plan. The LIRR Plan is a governmental plan and accordingly, is not subject to the funding and other requirements of the Employee Retirement Income Security Act of 1974 (“ERISA”). The pension plan has a separately issued financial statement that is publicly available and contains required descriptions and supplemental information regarding the employee benefit plan. The statements may be obtained by writing to, Long Island Rail Road, Controller, 92-02 Sutphin Boulevard, Jamaica, New York 11435.

Funding Policy — The LIRR Plan has both non-contributory and contributory requirements. Participants who entered qualifying service before July 1, 1978 are not required to contribute. Participants who entered qualifying service on or after July 1, 1978 contribute 3% of their wages. The MTA Long Island Rail Road contributes additional amounts based on actuarially determined amounts that are designed to accumulate sufficient assets to pay benefits when due. The current rate is 123.98% of annual covered payroll.

The funded status of the LIRR Plan as of January 1, 2011 the most recent actuarial valuation date is as follows (in millions):

	2011	2010
Annual required contribution (“ARC”)	\$ 108.9	\$ 107.3
Interest on net pension obligation	3.1	3.1
Adjustment to ARC	<u>(3.7)</u>	<u>(3.8)</u>
Annual pension cost	108.3	106.6
Actual contributions made	<u>(108.3)</u>	<u>(119.6)</u>
(Decrease)/increase in net pension obligation	-	(13.0)
Net pension obligation beginning of year	<u>38.5</u>	<u>51.5</u>
Net pension obligation end of year	<u>\$ 38.5</u>	<u>\$ 38.5</u>

Three-Year Trend Information

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability “AAL”	Unfunded Actuarial Accrued Liability “UAAL”	Funded Ratio	Covered Payroll	UAAL as % of Covered Payroll
1/1/2011	\$476.0	\$ 1,572.3	\$ 1,096.3	30.30 %	\$ 51.2	2142.94 %
1/1/2010	503.4	1,583.6	1,080.2	31.79	65.2	1,656.80
1/1/2009	483.9	1,590.5	1,106.5	30.43	72.7	1,521.67

Year Ended	Annual Pension Cost “APC”	Annual Required Contribution “ARC”	Annual Contribution	ARC as a % of Covered Payroll	% of APC Contributed	Net Pension Obligation
12/31/2011	\$108.3	\$ 108.9	\$ 108.3	213.02 %	100.00 %	\$ 38.50
12/31/2010	106.6	107.3	119.6	164.50	112.17	38.50
12/31/2009	108.1	108.7	96.7	149.45	89.44	51.50

The schedule of pension funding progress, presented as RSI following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Funded Status and Funding Progress — As of January 1, 2011, the most recent actuarial valuation date, the LIRR Plan was 30.3% funded. The actuarial accrued liability for benefits was \$1,572.3, and the actuarial value of assets was \$476.0, resulting in an unfunded actuarial accrued liability (“UAAL”) of \$1,096.3. The covered payroll (annual payroll of active employees covered by the LIRR plan) was \$51.2, and the ratio of the UAAL to the covered payroll was 2,142.9%.

Actuarial Methods and Assumptions — Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future and actuarially determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The significant actuarial methods and assumptions used in the LIRR Plan actuarial valuation at January 1, 2011 and 2010 were not changed from those used for the LIRR Plan at January 1, 2009 with the exception of the mortality assumption which was revised to reflect the RP-2000 Disabled Annuitant mortality table for males and females and used beginning with

the January 1, 2007 Valuation. The significant actuarial methods and assumptions used in the LIRR Plan at January 1, 2011 were as follows: the actuarial cost method and amortization method used was the entry age normal cost for all periods. For January 1, 2010 the amortization period for unfunded accrued liability was 26 years, with payments a level dollar amount. The asset valuation method utilized was a 5-year smoothing method for all periods. The investment rate of return assumption was 8.0% for all periods. Investments and administrative expenses are paid from plan assets of the LIRR Plan. The remaining amortization period at December 31, 2011 was 22 years.

Metro North Cash Balance Plan

Plan Description — The Metro-North Commuter Railroad Company Cash Balance Plan (the “MNR Cash Balance Plan”) is a single employer, defined benefit pension plan. The MNR Plan covers non-collectively bargained employees, formerly employed by Conrail, who joined MTA Metro-North Railroad as management employees between January 1 and September 30, 1983, and were still employed as of December 31, 1988. Effective January 1, 1989, these employees were covered under the Metro-North Commuter Railroad Defined Contribution Plan for Management Employees (the “Management Plan”) and the MNR Cash Balance Plan was closed to new participants. The assets of the Management Plan have been merged with the Metropolitan Transportation Authority Defined Benefit Plan for Non-Represented Employees as of the asset transfer date of July 14, 1995. The MNR Cash Balance Plan is designed to satisfy the applicable requirements for governmental plans under Section 401(a) and 501(a) of the Internal Revenue Code. Accordingly, the MNR Cash Balance Plan is tax-exempt and is not subject to the provisions of the Employee Retirement Income Security Act (“ERISA”) of 1974. This plan provides retirement and death benefits to plan members and beneficiaries.

Funding Policy — Funding for the MNR Cash Balance Plan is provided by MTA Metro-North Railroad which is a public benefit corporation that receives funding for its operations and capital needs from the MTA and the Connecticut Department of Transportation (“CDOT”). Certain funding by MTA is made to MTA Metro-North Railroad on a discretionary basis. The continuance of funding for the MNR Cash Balance Plan has been, and will continue to be, dependent upon the receipt of adequate funds.

MTA Metro-North Railroad’s funding policy with respect to the MNR Cash Balance Plan was to contribute the full amount of the pension benefit obligation (“PBO”) of approximately \$2.9 to the trust fund in 1989. As participants retire, distributions from the MNR Cash Balance Plan have been made by the Trustee. MTA Metro-North Railroad anticipated that no further payments would be made to the MNR Cash Balance Plan. However, over several subsequent years, actuarial valuations resulted in unfunded accrued liabilities, which were paid to the Plan. The January 1, 2009, actuarial valuation resulted in an unfunded accrued liability of \$.002 and the \$.0003 annual required contribution was paid to the Plan in 2009. The January 1, 2010, actuarial valuation resulted in an unfunded accrued liability of \$.012 and the \$.012 was paid to the Plan in 2010. Since the actuarial value of assets exceeded the actuarial liability as of January 1, 2011, no payments were required in 2011. The market value of net assets available for benefits in the trust fund at December 31, 2011, was \$1.006, which is in excess of the current PBO of \$0.975 and therefore MTA Metro-North Railroad has accrued an unfunded liability.

The funded status of the MNR Cash Balance Plan as of January 1, 2011, the most recent actuarial valuation date is as follows (in thousands):

	2011	2010
Annual required contribution	\$ 0.0	\$ 1.8
Interest on net pension obligation	(3.4)	(3.2)
Adjust to annual required contribution	<u>11.8</u>	<u>10.1</u>
Annual pension cost	8.4	8.7
Actual contributions	<u>-</u>	<u>(11.9)</u>
Increase /(Decrease)in net pension asset	8.4	(3.2)
Net pension asset beginning of year	<u>(68.7)</u>	<u>(65.5)</u>
Net pension asset end of year	<u>\$ (60.3)</u>	<u>\$ (68.7)</u>

Three-Year Trend Information

(In thousands)						
Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability "AAL"	Unfunded Actuarial Accrued Liability/ (Surplus) "UAAL"	Funded Ratio	Covered Payroll	UAAL as % of Covered Payroll
1/1/2011	\$ 1,008.5	\$ 970.9	\$ (37.5)	103.90 %	\$ -	0.00 %
1/1/2010	1,074.9	1,086.7	11.9	98.91	4,496.1	0.26
1/1/2009	1,238.8	1,241.2	2.3	99.81	5,936.3	0.04

Year Ended	Annual Pension Cost "APC"	Annual Required Contribution "ARC"	Annual Contribution	ARC as a % of Covered Payroll	% of APC Contributed	Net Pension Asset
12/31/2011	\$ 8.4	\$ -	\$ -	0.00 %	0.00 %	\$ (60.3)
12/31/2010	8.7	1.8	11.9	0.04	136.78	(68.7)
12/31/2009	6.8	0.3	0.3	0.01	4.41	(65.5)

The schedule of pension funding progress, presented as RSI following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Funded Status and Funding Progress — As of January 1, 2011, the most recent actuarial valuation date, the MNR Cash Balance Plan was 103.9% funded. The actuarial accrued liability for benefits was \$0.971, and the actuarial value of assets was \$1.009, resulting in an actuarial accrued surplus of \$(0.038). The covered payroll (annual payroll of active employees covered by the plan) was \$0, and the ratio of the UAAL to the covered payroll was 0.00%.

Further information about the MNR Plan is more fully described in the separately issued financial statements which can be obtained by writing to the MTA Metro-North Railroad Chief Financial Officer, 347 Madison Avenue, New York, New York 10017-3739.

Actuarial Methods and Assumptions — Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future and actuarially determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future.

The significant actuarial methods and assumptions used in January 1, 2011 valuation were the projected unit credit cost method and an investment rate of return of 5% per year. The accrued benefit for the unit credit cost method is defined by the plan and is usually used when the annual benefit accrual is a flat dollar amount or a constant percentage of the participant's current annual salary. The asset valuation method utilized was the market value per the Trustee. There was no projected salary increase assumptions used in the January 1, 2011 valuation as the participants of the Plan were covered under the management Plan effective January 1, 1989. For participants of the Plan eligible for additional benefits, the additional benefits were not valued as the potential liability for this benefit is de minimus.

Manhattan and Bronx Surface Transit Operating Authority

Plan Description — MTA New York City Transit contributes to the Manhattan and Bronx Surface Transit Operating Authority ("MaBSTOA") Plan (the "MaBSTOA Plan"), a single employer governmental retirement plan. The MaBSTOA Plan provides retirement, disability, cost-of-living adjustments and death benefits to plan members and beneficiaries which are similar to those benefits provided by the New York City Employees' Retirement System to similarly situated MTA New York City Transit employees. The Plan assigns the authority to establish and amend the benefit provisions to the MaBSTOA Board. MaBSTOA issues a publicly available financial report that includes financial statements and required supplementary information for the MaBSTOA Plan. That report may be obtained by writing to MaBSTOA Pension Plan, New York City Transit Authority, Operations Accounting, 2 Broadway, 15th Floor, New York, NY 10004.

Funding Policy — MaBSTOA's funding policy requires periodic employer contributions which are actuarially determined amounts that are designed to accumulate sufficient assets to pay benefits when due. It is MaBSTOA's policy to fund, at a minimum, the current year's normal pension cost plus amortization of the unfunded actuarial accrued liability. For employees, the Plan has both contributory and noncontributory requirements depending on the date of entry into service. Employees entering qualifying service on or before July 26, 1976 are non-contributing. Certain employees entering qualifying service on or after July 27, 1976 but before April 1, 2012 are required to contribute 3% of their salary and others are required to contribute 2%. Also, certain post-July 27, 1976 employees hired before April 1, 2012 contribute 1.85% in addition to their 3% contributions, if required. Effective October 1, 2000, certain post-July 27, 1976 employees hired before April 1, 2012 who have been members for 10 years or have 10 years of credited service are no longer required to make the 3% contributions. As a result of pension reform legislation passed in 2012 that affected MTA New York City Transit employees, similarly situated MaBSTOA employees hired on or after April 1, 2012 contribute 3% (although certain employees contribute 2%), with additional rates starting April 2013, ranging from 3.5%, 4.5%, 5.75%, to 6%, depending on salary level, for their remaining years of service. MaBSTOA's contribution rate is 32.2% of annual covered payroll. MTA New York City Transit's contributions to the MaBSTOA Plan for the years ended December 31, 2011, 2010 and 2009 were \$186.5, \$200.6 and \$204.2, respectively, equal to the annual required contributions for each year.

The funded status of the MaBSTOA Plan as of January 1, 2011, the most recent actuarial valuation date is as follows (in millions):

	2011	2010
Annual required contribution	\$ 186.5	\$ 200.6
Interest on net pension asset	(3.3)	(3.4)
Adjust to annual required contribution	<u>5.2</u>	<u>5.1</u>
Annual pension cost	188.4	202.3
Actual contributions	<u>(186.5)</u>	<u>(200.6)</u>
Decrease in net pension asset	1.9	1.7
Net pension asset beginning of year	<u>(41.2)</u>	<u>(42.9)</u>
Net pension asset end of year	<u>\$ (39.3)</u>	<u>\$ (41.2)</u>

Three-Year Trend Information

Year Ended	Annual Pension Cost (APC) (In millions)	Percentage of APC Contributed	Net Pension Asset
12/31/2011	\$ 188.4	99.0 %	\$ (39.3)
12/31/2010	202.3	99.2	(41.2)
12/31/2009	205.9	99.2	(42.9)

Actuarial Valuation Date	Actuarial Value of Assets (a)	(AAL) Initial Entry Age (b)	Unfunded (AAL) (UAAL) (b-a) (In millions)	Funded Ratio (a/b)	Covered Payroll (c)	Percentage of Covered Payroll ((b-a)/c)
1/1/2011	\$ 1,527.1	\$ 2,213.3	\$ 686.2	69.00 %	\$ 579.7	118.4 %
1/1/2010	1,396.9	2,133.9	737.0	65.50	591.1	124.7
1/1/2009	1,190.0	1,977.4	787.4	60.20	569.4	138.3

The schedule of pension funding progress, presented as RSI following the notes to the consolidated financial statements, present multiyear trend information about whether the actuarial value of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Funded Status and Funding Progress — As of January 1, 2011, the most recent actuarial valuation date, the MaBSTOA Plan was 69.0% funded. The actuarial accrued liability for benefits was \$2,213.3 and the actuarial value of assets \$1,527.1, resulting in an unfunded actuarial accrued liability (UAAL) of \$686.2. The covered payroll (annual payroll of active employees covered by the MaBSTOA Plan) was \$579.7, and the ratio of the UAAL to the covered payroll was 118.4%.

Actuarial Methods and Assumptions — Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future and actuarially determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The January 1, 2011 valuation reflects the actuarial assumptions adopted by the MTA New York City Transit based on the January 1, 2007 Experience Study effective with the valuation. These changes increased the life expectancy for members included in the valuation, incorporated future anticipated mortality improvements, decreased rates of turnover and modified rates of retirement, so fewer retirements are expected for members with less than 20 years of service and more retirements are expected for members with at least 20 years of service. These changes increased the unfunded accrued liability by \$135.5, which is being amortized over 10 years, and increased the total employer contribution by \$24.4 per year.

The assumptions included an 8.0% investment rate of return and assumed general wage increases of 3.5% to 18.0% for operating employees and 4.5% and 7.0% for non-operating employees per year, depending on years of service. This also includes an inflation component of 2.5% per year.

Annual pension costs and related information about each of the above plans follows:

	Single-Employer Plans		
	LIRR	MaBSTOA	MNR Cash Balance Plan
Date of valuation	1/1/2011	1/1/2011	1/1/2011
Required contribution rates:	(\$ in millions)		(\$ in thousands)
Plan members			
Employer:	variable actuarially determined	variable actuarially determined	variable actuarially determined
Employer contributions made in 2011	\$ 108.3	\$ 186.5	\$ -
Three-year trend information:			
Annual Required Contribution			
2011	\$ 108.9	\$ 186.5	\$ -
2010	107.3	200.6	1.8
2009	108.7	204.3	0.3
Percentage of ARC contributed:			
2011	100.0 %	100.0 %	0.0 %
2010	112.0	100	661
2009	89.0	100	100
Annual Pension Cost (APC):			
2011	\$ 108.3	\$ 188.4	\$ 8.4
2010	106.6	202.3	8.7
2009	108.1	205.9	6.8
Net Pension Obligation (NPO) (asset) at end of year:			
2011	\$ 38.5	\$ (39.3)	\$ (60.3)
2010	38.5	(41.2)	(68.7)
2009	51.5	(42.9)	(65.5)
Percentage of APC contributed:			
2011	100 %	99 %	0.0 %
2010	112	99	137
2009	89	99	4
Components of APC			
Annual required contribution (ARC)	\$ 108.9	\$ 186.5	\$ -
Interest on NPO	3.1	(3.3)	(3.4)
Adjustment of ARC	<u>(3.7)</u>	<u>5.2</u>	<u>11.8</u>
APC	108.3	188.4	8.4
Contributions made	<u>(108.3)</u>	<u>(186.5)</u>	<u>-</u>
Change in NPO (asset)	-	1.9	8.4
NPO (asset) beginning of year	<u>38.5</u>	<u>(41.2)</u>	<u>(68.7)</u>
NPO (asset) end of year	<u>\$ 38.5</u>	<u>\$ (39.3)</u>	<u>\$ (60.3)</u>

	Single-Employer Plans		
	LIRR	MaBSTOA	MNR Cash Balance Plan
Actuarial project unit cost method	Entry age normal	Entry age normal frozen initial liability	Entry age normal frozen initial liability
Method to determine actuarial value of plan assets	5-year smoothing	5-year smoothing	5-year smoothing
Investment return	8.00 %	8.00 %	5.00 %
Projected salary increases	3.50 %	3.5%–18.0%	N/A
Consumer price inflation	2.50 %	2.50 %	2.50 %
Amortization method and period	level dollar/ 22 years	level dollar/ 14 years	level dollar/ 8 years
Period closed or open	closed	closed	closed

Cost-Sharing Multiple-Employer Plans

MTA Defined Benefit Plan

Plan Description — The MTA Defined Benefit Pension Plan (“MTA Plan”) is a cost sharing multiple-employer pension plan. The Plan includes certain MTA Long Island Rail Road non-represented employees hired after December 31, 1987, MTA Metro-North Railroad non-represented employees, certain employees of the former MTA Long Island Bus hired prior to January 23, 1983, MTA Police, MTA Long Island Rail Road represented employees hired after December 31, 1987, certain MTA Metro-North Railroad represented employees, MTA Long Island Rail Road represented employees hired after December 31, 1987, employees of MTA Staten Island Railway and certain employees of the MTA Bus Company (“MTA Bus”). MTA Long Island Rail Road, MTA Metro-North Railroad, MTA, MTA Staten Island Railway and MTA Bus contribute to the MTA Plan, which offers distinct retirement, disability, and death benefits for their covered employees. Annual pension costs and related information about this plan are presented in the following table for all years presented as if the plan was a single-employer plan at the MTA level. The MTA Plan may be amended by action of the MTA Board.

A stand-alone financial report may be obtained by writing to the MTA Comptroller, 347 Madison Avenue, New York, New York, 10017.

Funding policy — Employer contributions are actuarially determined on an annual basis and are recognized when due. Employee contributions to the Plan are recognized in the period in which the contributions are due. There are no contributions required for the MTA Long Island Bus Employees’ Pension Plan. The current funded ratio of actuarial accrued assets over actuarial accrued liability is 87.4% of annual covered payroll. The contribution requirements of the plan members and the MTA are established and may be amended by the MTA Board. The MTA’s contributions to the Plan for the years ended December 31, 2011, 2010 and 2009 were \$166.2, \$155.3, and \$146.2, respectively, equal to the required contributions for each year.

The following summarizes the types of employee contributions made to the Plan:

Effective January 1, 1995, covered MTA Metro-North Railroad and MTA Long Island Rail Road non-represented employees are required to contribute to the Plan to the extent that their Railroad Retirement Tier II employee contribution is less than the pre-tax cost of the 3% employee contributions. Effective October 1, 2000, employee contributions, if any, were eliminated after ten years of making contributions to the Plan. MTA Metro-North Railroad employees may purchase prior service from January 1, 1983 through December 31, 1995 and MTA Long Island Rail Road employees may purchase prior service from January 1, 1988 through December 31, 1995 by paying the contributions that would have been required of that employee for the years in question, calculated as described in the first sentence, had the Plan been in effect for those years. Police Officers who become participants of the MTA Police Program prior to January 1, 2010 contribute to that program at various rates. Police Officers who become participants on or after January 1, 2010 contribute 3% up to the completion of 30 years of service, the maximum amount of service credit allowed.

Covered MTA Metro-North Railroad represented employees and MTA Long Island Rail Road represented employees who first became eligible to be Plan participants prior to January 30, 2008 and MTA Staten Island Railway employees contribute 3% of salary. MTA Long Island Rail Road represented employees who became participants after January 30, 2008 contribute 4% of salary. For the MTA Staten Island Railway employees, contributions are not required after the completion of ten years of credited service. MTA Long Island Rail Road represented employees are required to make the employee contributions for ten years. Certain Metro-North represented employees are required to make the employee contributions until January 1, 2017 and others until June 30, 2017.

Covered MTA Bus employees are required to contribute a fixed dollar amount, which varies, by depot. Currently, non-represented employees at Yonkers Depot and non-represented employees hired after June 30, 2007 at Baisley Park, College Point, Eastchester, Far Rockaway, JFK, LaGuardia, and Spring Creek Depots, contribute \$21.50 per week. Non-represented employees at Eastchester hired prior to 2007 contribute \$25 per week. Represented employees at Baisley Park, College Point, Eastchester, Far Rockaway, JFK, LaGuardia and Yonkers Depots contribute \$29.06 per week; Spring Creek represented employees contribute \$32.00 per week. Certain limited number of represented employees promoted prior to the resolution of a bargaining impasse continue to participate in the plan that was in effect before their promotion. Certain remaining non-represented employees at Baisley Park, Far Rockaway, JFK, LaGuardia and Spring Creek Depots in the pension program covering only such employees make no contributions to those programs. (Note: the dollar figures in this paragraph are in dollars, not millions of dollars).

New York City Employees' Retirement System ("NYCERS")

Plan Description — MTA New York City Transit and MTA Bridges and Tunnels contribute to NYCERS, a cost-sharing multiple-employer retirement system for employees of NYC and certain other governmental units. NYCERS combines features of a defined-benefit pension plan with those of a defined-contribution pension plan. NYCERS provides pension benefits to retired employees based on salary and length of service. In addition, NYCERS provides disability benefits, cost-of-living adjustments, and death benefits subject to satisfaction of certain service requirements and other provisions. The NYCERS plan functions in accordance with existing NYS statutes and NYC laws and may be amended by action of the State Legislature. NYCERS issues a publicly available comprehensive annual financial report that includes financial statements and required supplementary information. That report may be obtained by writing to the New York City Employees' Retirement System, 335 Adams Street, Suite 2300, Brooklyn, New York 11201.

Funding Policy — NYCERS is a contributory plan, except for certain employees who entered prior to July 27, 1976 who make no contribution. Most employees who entered qualifying service after July 26, 1976 but before April 2012 contribute 3% of their salary, with certain MTA New York City Transit

employees contributing 2%. Also, certain post-July 27, 1976 employees hired before April 1, 2012 contribute 1.85% in addition to their 3% contributions, if required, and a small group of such employees contribute 3.83% in addition to the 3% contributions, if required. The State Legislature passed legislation in 2000 that suspended the 3% contribution for most employees hired before April 1, 2013 who have been members for 10 or more years. As a result of pension reform legislation passed in 2012, most employees hired on or after April 1, 2012 contribute 3% (although certain MTA New York City Transit employees contribute 2%), with additional rates starting April 2013, ranging from 3.5%, 4.5%, 5.75%, to 6%, depending on salary level, for their remaining years of service. MTA New York City Transit and MTA Bridges and Tunnels are required to contribute at an actuarially determined rate. The rates are 20.5% and 19.5%, respectively, of covered payroll. The contribution requirements of plan members and MTA New York City Transit and MTA Bridges and Tunnels are established and amended by law. MTA New York City Transit's required contributions for NYCERS fiscal years ended June 30, 2011, 2010 and 2009 were \$608.7, \$563.8, and \$532.8, respectively. MTA Bridges and Tunnels' contributions to NYCERS for the years ended December 31, 2011, 2010 and 2009 were \$27.7, \$25.5, and \$24.8, respectively. All contributions were equal to or in excess of the actuary's recommendation, plus interest.

New York State and Local Employees' Retirement System ("NYSLERS" or "NYSLRS")

Plan Description — Employees of MTAHQ and the former MTA Long Island Bus who were hired after January 23, 1983, are members of NYSLERS. In addition, employees of the Capital Company who are on its payroll are also members of NYSLERS. NYSLERS is a cost-sharing multiple-employer plan and offers a broad spectrum of benefits, including retirement, death and disability benefits, and cost of living adjustments. Further information about the plan is more fully described in the publicly available statement of NYSLERS and may be obtained by writing to New York State and Local Retirement System, Office of the State Comptroller, 110 State Street, Albany, New York, 12244-0001.

Funding Policy — Employees who became members prior to July 27, 1976 make no contributions. Employees who became members after July 27, 1976 but before April 1, 2012 contribute 3% of salary, but since 2000, the 3% contribution is suspended for those employees who have 10 years or more of membership. Employees who become members on or after January 1, 2010 are required to contribute for all their years of service. As a result of pension reform legislation passed in 2012, employees hired on or after April 1, 2012 contribute 3%, with additional rates starting April 2013, ranging from 3.5%, 4.5%, 5.75%, to 6%, depending on salary level, for their remaining years of service. MTAHQ, which included the Capital Company, and MTA Long Island Bus are required to contribute at an actuarially determined rate. The current actuarial rate of annual covered payroll for MTAHQ and MTA Long Island Bus respectively is 15.7% and 11.3%. The MTAHQ NYSLERS contributions for the years ended December 31, 2011, 2010 and 2009 was approximately \$10.5, \$7.1, and \$5.7, respectively. The MTA Long Island Bus NYSLERS contributions for the years ended December 31, 2011, 2010 and 2009 were approximately \$9.8, \$7.1 and \$4.1, respectively.

Defined Contribution Plans

Single-Employer — The Long Island Rail Road Company Money Purchase Plan (the "Money Purchase Plan") was a defined contribution plan that covers certain represented employees who began service with MTA Long Island Rail Road after December 31, 1987. Beginning January 1, 2004, employees who were participants in the Money Purchase Plan have become participants in a New Program in the MTA Plan (the "New Program") and have similar benefits as those applicable to non-represented employees of MTA Long Island Rail Road in the MTA Plan. The MTA Board has voted to terminate the Money Purchase Plan and the Money Purchase Plan was terminated effective March 31, 2008. The Money Purchase Plan made final distributions of all participant accounts on or about January 6, 2010.

The Metro-North Commuter Railroad Company Defined Contribution Pension Plan for Agreement Employees (the "Agreement Plan"), established January 1, 1988, covers represented employees in

accordance with applicable collective bargaining agreements. Under this plan, MTA Metro-North Railroad contributed an amount equal to 4% of each eligible employee's gross compensation to the Agreement Plan on that employee's behalf. For employees who have 19 or more years of service, MTA Metro-North Railroad contributes 7%. In addition, employees may voluntarily contribute up to the amount of MTA Metro-North Railroad's contribution to the Agreement Plan, on an after-tax basis. The Agreement Plan is administered by MTA Metro-North Railroad and the Agreement Plan's Board of Managers of Pension. Effective January 1, 2004, certain employees who were participants of the Agreement Plan became participants in the New Program in the MTA Plan and have similar benefits as those applicable to non-represented employees of MTA Metro-North Railroad in the MTA Plan. In 2007, the remaining represented employees also became participants in the New Program, unless they opted-out of the New Program. The "opt-out" employees became participants of the MTA 401(k) plan with the same employer contributions as the Agreement Plan. The MTA Board has voted to terminate this Agreement Plan and the Agreement Plan was terminated effective December 16, 2008.

Deferred Compensation Plans — As permitted by Internal Revenue Code Section 457, the MTA has established a trust or custodial account to hold plan assets for the exclusive use of the participants and their beneficiaries. Plan assets and liabilities are not reflected on the MTA's combined balance sheets.

Certain MTA Group employees are also eligible to participate in a second deferred compensation plan established in accordance with Internal Revenue Code Section 401(k) (the "401(k) Plan"). Participation in the 401(k) Plan is available to most represented and non-represented employees. MTA Bus on behalf of certain MTA Bus employees and MTA Metro-North Railroad on behalf of those employees who opted-out of participation in the MTA Defined Benefit Pension Plan make contributions to the 401(k) Plan. The rate for the employer contribution varies. All amounts of compensation deferred under the 401(k) Plan, and all income attributable to such compensation, are in trust for the exclusive use of the participants and their beneficiaries. Accordingly, the 401(k) Plan is not reflected in the accompanying combined balance sheets.

5. OTHER POSTEMPLOYMENT BENEFITS

The MTA has implemented GASB Statement No. 45, *Accounting and Financial Reporting for Employers for Postemployment Benefits Other Than Pensions* ("GASB 45"). This Statement establishes the standards for the measurement, recognition, and display of Other Postemployment Benefits ("OPEB") expense/expenditures and related liabilities (assets), note disclosures, and, if applicable, required supplementary information ("RSI") in the financial reports of state and local governmental employers.

Postemployment benefits are part of an exchange of salaries and benefits for employee services rendered. Most OPEB have been funded on a pay-as-you-go basis and have been reported in financial statements when the promised benefits are paid. GASB 45 requires state and local government's financial reports to reflect systematic, accrual-basis measurement and recognition of OPEB cost (expense) over a period that approximates employees' years of service and provides information about actuarial accrued liabilities associated with the OPEB and to what extent progress is being made in funding the plan.

The MTA elected not to record the entire amount of the Unfunded Actuarial Accrued Liability ("UAAL") in the year ended December 31, 2011, and record the net annual OPEB obligation. The MTA also elected not to fund the UAAL more rapidly than on a pay-as-you-go basis. The UAAL relating to post-employment benefits increased from \$13.2 billion at the end of 2010 to \$17.8 billion at the end of 2011. The end of the year liability equals the amount as of the beginning of the year plus interest at 4.0% less amortization amount included in the Annual Required Contribution for the prior year less or plus assumption changes and plan changes.

Plan Description — The benefits provided by the MTA Group include medical, pharmacy, dental, vision, and life insurance, plus monthly supplements for Medicare Part B or Medicare supplemental plan reimbursements and welfare fund contributions. The different types of benefits provided vary by agency and employee type (represented employees versus management). All benefits are provided upon

retirement as stated in the applicable pension plan, although some agencies provide benefits to some members if terminated within 5 years of attaining retirement eligibility. Employees of the MTA Group are members of the following pension plans: the MTA Plan, the LIRR Plan, the MNR Plan, the MaBSTOA Plan, NYCERS and NYSLERS.

The MTA Group participates in the New York State Health Insurance Program (“NYSHIP”) to provide medical and prescription drug benefits, including Medicare Part B reimbursements to many of its members. NYSHIP provides a PPO plan and several HMO plans. Represented MTA New York City Transit, other MTA New York City Transit employees who retired prior to January 1, 1996 or January 1, 2001, and MTA Bus retirees do not participate in NYSHIP. These benefits are provided either through a self-insured health plan, a fully insured or an HMO.

GASB 45 requires employers to perform periodic actuarial valuations to determine annual accounting costs, and to keep a running tally of the extent to which these amounts are over or under funded. The valuation must be performed at least biennially. The most recent biennial valuation was performed for the year ended December 31, 2011 and was performed with a valuation date of January 1, 2010. The total number of plan participants as of December 31, 2010 receiving retirement benefits was 39 thousand.

The MTA is a participating employer in NYSHIP. The NYSHIP financial report can be obtained by writing to NYS Department of Civil Service, Employee Benefits Division, Alfred E. Smith Office Building, 805 Swan Street, Albany, NY 12239.

Annual OPEB Cost and Net OPEB Obligation — The MTA’s annual OPEB cost (expense) represents the accrued cost for postemployment benefits under GASB 45. The cumulative difference between the annual OPEB cost and the benefits paid during a year will result in a net OPEB obligation (the “Net OPEB Obligation”), included on the balance sheet. The annual OPEB cost is equal to the annual required contribution (the “ARC”) less adjustments if a Net OPEB Obligation exists and plus the interest on Net OPEB Obligations. The ARC is equal to the normal cost plus an amortization of the unfunded frozen actuarial accrued liability.

For determining the ARC, the MTA has chosen to use Frozen Initial Liability (the “FIL Cost Method”) cost method, one of the cost methods in accordance with the parameters of GASB 45. The initial liability is amortized over a 22-year period. The remaining amortization period at December 31, 2011 is 18 years.

In order to recognize the liability over an employee’s career, an actuarial cost method divides the present value into three pieces: the part that is attributed to past years (the “Accrued Liability” or “Past Service Liability”), the part that is being earned this year (the “Normal Cost”), and the part that will be earned in future years (the “Future Service Liability”). Under the FIL Cost Method, an initial past service liability is determined based on the Entry Age Normal (“EAN”) Cost Method and is amortized separately. This method determines the past service liability for each individual based on a level percent of pay. The Future Service Liability is allocated based on the present value of future compensation for all members combined to determine the Normal Cost. In future years, actuarial gains/losses will be incorporated into the Future Service Liability and amortized through the Normal Cost.

Actuarial Methods and Assumptions — The Frozen Initial Liability (“FIL”) Cost Method is used for determining the Normal Cost. The Entry Age Normal (“EAN”) Cost Method is used to determine the initial Frozen Accrued Liability as well as any subsequent changes in Accrued Liability due to changes in the plan and/or actuarial assumptions. The initial Frozen Unfunded Accrued Liability was determined as of January 1, 2006 (2007 for MTA Bus Company) to be used in the financials for the 2007 fiscal year. EAN will also be used to determine the unfunded actuarial accrued liability in the GASB 45 supplementary schedules. The EAN method determines the Accrued liability for each individual based on a level percent of pay for service accrued through the valuation date.

The Frozen Unfunded Accrued Liability is determined each year as the Frozen Unfunded Accrued Liability for the prior year, increased with interest, reduced by the end-of-year amortization payment and increased or decreased by any new bases established for the current year.

The difference between the Actuarial Present Value of Benefits and the Frozen Unfunded Accrued Liability equals the Present Value of Future Normal Cost. The Normal Cost equals the Present Value of Future Normal Cost divided by the present value of future compensation and multiplied by the total of current compensation for members less than certain retirement age.

The Annual Required Contribution (“ARC”) is equal to the sum of the Normal Cost and the amortization for the Frozen Unfunded Accrued Liability with appropriate interest adjustments. Any difference between the ARC and actual plan contributions from the prior year are considered an actuarial gain/loss and thus, are included in the development of the Normal Cost. This methodology differs from the approach used for the pension plan where the difference between the ARC and actual plan contributions from the prior year, if any, will increase or decrease the Frozen Unfunded Accrued Liability and will be reflected in future amortization payments. A different approach was applied to the OPEB benefits because these benefits are not actuarially funded.

Valuation Date - The valuation date is the date that all participant and other pertinent information is collected and liabilities are measured. This date may not be more than 24 months prior to the beginning of the fiscal year. The valuation date for this valuation is January 1 2010, which is 12 months prior to the beginning of the 2011 fiscal year, except for Metro-North Railroad. For this agency, the valuation date is January 1, 2011 due to the completion of the early retirement window during 2010.

Inflation Rate - 2.5% per annum compounded annually.

Discount Rate – GASB 45 provides guidance to employers in selecting the discount rate. The discount rate should be based on the estimated long-term investment yield on the investments that are expected to be used to finance the benefits. If there are no plan assets, assets of the employer should be used to derive the discount rate. This would most likely result in a lower discount rate and thus, liabilities significantly higher than if the benefits are prefunded. In recognition of the decrease in short-term investment yields, the discount rate for this valuation has been lowered from 4.2% to 4.0%.

Healthcare Reform - The valuation reflects the actuary understanding of the impact in future health costs due to the passage of the Patient Protection and Affordable Care Act (P.L.111-148) signed on March 23, 2010, as amended by the Health Care and Education Reconciliation Act (H.R.4872) signed on March 30, 2010. Specifically, the following assumptions have been modified:

- Reflected the potential excise tax beginning in 2018 separately for NYSHIP plans and self-insured union plans of Transit and MTA Bus Company. The excise tax equals 40% of the amount of the premium in excess of the threshold.
- Increased the dependent assumption for female members from 55% to 60% to reflect the fact that dependent children are covered until age 26.
- Increased the assumed coverage period to 7 years for all non-NYSHIP members with a dependent child.

The impact of these changes had a significant impact on the liabilities developed in this valuation. However, the actual impact on future health costs due to this legislation will depend on a number of factors, including future regulations that are not yet known.

The OPEB-specific actuarial assumptions used in the most recent biennial valuation are as follows:

Valuation date	January 1, 2010 for all agencies except Metro-North which was January 1, 2011
Actuarial cost method	Frozen Initial Liability
Discount rate	4.0%
Price inflation	2.5% per annum, compounded annually
Per-Capita retiree contributions	*
Amortization method	Frozen Initial Liability
Amortization period	18 years
Period closed or open	Closed

* In general, all coverages are paid for by the MTA. The exceptions are for Bridges and Tunnels, where surviving spouses pay a portion of the premium (10% for single coverage, 25% for dependent coverage) and MTA Headquarters where members retired prior to 1997 pay a portion of the premium, depending on the year they retired.

Actuarial valuation involve estimates of the value of reported amounts and assumptions about the probability of events far into the future, and that actuarially determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future.

Per Capita Claim Costs — For members of NYSHIP and certain MTA Staten Island Railway and MTA New York City Transit members who retired prior to NYSHIP availability, unadjusted premiums were used. The medical and pharmacy benefits provided to TWU Local 100, ATU 1056 and ATU 726 represented Transit members and represented MTA Bus Company members are self-insured as well as some Pre-NYSHIP Transit members. For these benefits, a per capita claims cost assumptions that vary by age, gender and benefit type was developed. The per capita costs assumptions reflect the change in medical carriers effective January 1, 2011 and are based on preliminary medical claims information. An assumption was made to “complete” the claims. Details on the per capita claim cost assumption as shown below:

The Health Cost Guidelines was used to develop Per Capita Claim Costs relativity factors that varied by benefit, age and gender for retirees of the TWU Local 100, ATU Local 726, ATU Local 1056 unions and MTA Bus Company for 2011. These were then combined to match the aggregate claim experience provided by MTA. Since there was a new medical carrier, claims experience was assumed to be 85% complete, which is consistent with MTA completion rates from 2010. Pharmacy claims were increased by 1% as an incurred versus paid claim adjustment. Finally, an administrative load was applied equal to 5.8% for Empire BCBS medical benefits, 3.8% for United Healthcare medical benefits and 0.6% for pharmacy benefits.

Medicare Part B Premiums — The Medicare Part B premium reimbursement was included in the 2008 premium for those members covered by NYSHIP. Medicare Part B reimbursements were assumed to have an annual trend of 5.5%. These trends were combined with the adjusted Getzen model trend to determine a single weighted trend assumption. The weighting was based on an estimated liability basis.

Medicare Part D Premiums — GASB has issued a Technical Bulletin stating that the value of expected Retiree Drug Subsidy (“RDS”) payments to be received by an entity cannot be used to reduce the Actuarial Accrued Liability of OPEB benefits nor the Annual Required Contribution (“ARC”). Furthermore, actual contributions made (equal to the amount of claims paid in a year if the plan is not funded) will not be reduced by the amount of any subsidy payments received. Accordingly, the 2010 valuation excludes any RDS payments expected to be received by the MTA and its agencies.

Health Care Cost Trend - For those retirees participating in NYSHIP, the trend assumption used for 2010 and 2011 was 0% and 0.6%, respectively. The healthcare trend assumption is based on the

Society of Actuaries-Getzen Model version 11.1 utilizing the baseline assumptions included in the model, except real GDP of 1.8% for medical and pharmacy benefits. Additional adjustments apply based on percentage of costs associated with administrative expenses, aging factors and potential excise taxes due to healthcare reform, separately for NYSHIP and non-NYSHIP benefits. These assumptions are combined with long-term assumptions for dental and vision benefits (4%) plus Medicare Part B reimbursements (5.5%). The NYSHIP trend reflects actual increases in premiums through 2012. The NYSHIP trend is used for six agencies plus the non-represented employees of MTA Bus. This trend also reflects dental and vision benefits plus Medicare Part B reimbursements. For NYC Transit, this trend is weighted by liability with the non-NYSHIP trend assumption. The non-NYSHIP trend is applied directly for represented employees of MTA Bus. The following lists the NYSHIP and non-NYSHIP trend assumptions along with the resulting trends assumed for Transit.

Health Care Cost Trend Rates

Fiscal Year	NYSHIP	Non-NYSHIP		Transit	
		< 65	>=65	< 65	>=65
2010	0.0 %	8.0 %	8.0 %	8.0 %	8.0 %
2011	0.6	8.0	8.0	5.3	5.3
2012	7.4	7.2	7.2	7.3	7.3
2013	7.9	7.6	7.6	7.7	7.7
2014	6.6	6.3	6.3	6.4	6.4
2017	6.1	6.7	5.7	6.5	5.8
2022	5.8	5.8	5.5	6.3	5.6
2027	6.1	6.4	5.4	6.2	5.7
2032	6.7	6.2	5.4	6.3	5.9
2037	6.2	5.7	5.3	5.9	5.6
2042	5.9	5.5	5.2	5.6	5.5
2047	5.6	5.4	5.8	5.4	5.7

Participation — For members that participate in NYSHIP, 100% of eligible members, including current retirees and surviving spouses, are assumed to elect the Empire PPO Plan. For groups that do not participate in NYSHIP, various coverage election rates are used. The following table displays the election rates used for future union retirees in MTA New York City Transit:

OPEB Participation By Agency as at January 1, 2010

	NYC Transit	Long Island Rail Road	Metro- North Rail Road *	Bridges & Tunnels	MTAHQ	Long Island Bus	Staten Island Railway	MTA Bus Co.	Total
<u>Active Members</u>									
Number	47,417	6,828	6,013	1,733	1,629	1,028	263	3,402	68,313
Average Age	48.5	42.8	46.1	44.9	44.5	47.5	46.2	46.0	47.4
Average Service	14.1	10.6	15.4	11.6	12.1	14.2	15.2	11.7	13.6
<u>Retirees</u>									
Single Medical Coverage	9,883	745	229	337	135	36	14	373	11,752
Employee/Spouse Coverage	17,093	2,499	737	707	249	143	34	759	22,221
Employee/Child Coverage	339	108	14	16	13	4		14	508
No medical Coverage	837	2,165	1,388	52	0	355	81	9	4,887
Total Number	28,152	5,517	2,368	1,112	397	538	129	1,155	39,368
Average Age	70.9	66.2	70.9	66.5	64.1	69.6	69.1	68.5	70
Total Number with Dental	4,606	607	306	288	237	21	29	38	6,132
Total Number with Vision	23,981	607	306	288	237	21	29	1,128	26,597
Total No. with Supplement	24,832	1,805	0	814	0	66	13	779	28,309
Average Monthly Supplement Amount (Excluding Part B Premium)	\$31	\$170	\$0	\$197	\$0	\$133	\$340	\$25	\$45
Total No. with life Insurance	4,616	5,156	1,646	280	272	519	114	38	12,641
Average Life Insurance Amount	\$2,895	\$23,146	\$2,667	\$5,000	\$5,000	\$7,081	\$2,553	\$5,000	\$11,392

* MTA Metro-North Railroad as of January 1, 2011

Dependent Coverage — For members that participate in NYSHIP, 100% of eligible members, including current retirees and surviving spouses, are assumed to elect the Empire PPO Plan. For groups that do not participate in NYSHIP, details on coverage election rates can be found in NYC Transit and MTA Bus Company Sections IV.

Spouses are assumed to be the same age as the employee/retiree. 85% of male and 60% of female eligible members are assumed to elect family coverage upon retirement. No children are assumed. Actual family coverage elections for current retirees are used. If a current retiree's only dependent is a child, eligibility is assumed for an additional 7 years of dependent coverage if the member participates in NYSHIP (otherwise, 5 years) from the valuation date was assumed.

Demographic Assumptions:

Mortality — Preretirement and postretirement health annuitant rates are projected on a generational basis using Scale AA, as recommended by the Society of Actuaries Retirement Plans Experience Committee.

Preretirement — RP-2000 Employee Mortality Table for Males and Females with blue-collar adjustments. No blue-collar adjustments were used for management members of MTAHQ.

Postretirement Healthy Lives — RP-2000 Healthy Annuitant mortality table for males with Blue Collar adjustments and 133% of the rates from the RP-2000 Healthy Annuitant mortality table for females. No blue-collar adjustments were used for management members of MTAHQ.

Postretirement Disabled Lives — 75% of the rates from the RP-2000 Disabled Annuitant mortality table for males and females. At age 85 and later for males and age 77 and later for females, the disability rates are set to the male and female healthy rates, respectively.

Turnover and retirement rates — All demographic assumptions were based on assumptions utilized in the 2010 actuarial valuations for the pension plans, with the exception of the mortality assumption. The following is a table displaying the various sources of the assumptions utilized by group.

Group	Pension Plan
Transit – OA	MaBSTOA
Transit – TA	NYCERS – TA
TBTA	NYCERS – TBTA
LIRR Pre-1988	LIRR Plan
LIRR Post-1987	MTA DB Plan
Metro North Mgrs/Unions in DB Plan	MTA DB Plan
Metro North Other Unions	DC Plan—used same as DB Plan Union
MTA Police	MTA DB Plan
Headquarters Mgrs and IBT	NYSLERS
Long Island Bus Pre-1983	MTA DB Plan
Long Island Bus Post-1982	NYSLERS
Staten Island	MTA DB Plan
MTA Bus Companies	MTA DB Plan
College Point Depot – Non Rep	DC Plan-used same as MTA DB Non Rep

Vestee Coverage — For members that participate in NYSHIP, Vesteers (members who have terminated, but not yet eligible to retire) are eligible for NYSHIP benefits provided by the Agency upon retirement, but must maintain NYSHIP coverage at their own expense from termination to retirement. Vesteers are assumed to retire at first eligibility and would continue to maintain NYSHIP coverage based on the following percentages. This assumption is based on the Development of Recommended Actuarial Assumptions for New York State/SUNY GASB 45 Valuation report provided to Participating Employers of NYSHIP. These percentages were also applied to current vesteers, which were only provided by MTAHQ and MTA Long Island Rail Road.

Age at Termination	Percent Electing
< 40	0 %
40–43	5
44	20
45–46	30
47–48	40
49	50
50–51	80
52+	100

The following table shows the elements of the MTA's annual OPEB cost for the year, the amount actually paid, and changes in the MTA's net OPEB obligation to the plan for the period ended September 30, 2012 and December 31, 2011. The portion of this actuarial present value allocated to a valuation year is called the Normal Cost. Calculations are based on the types of benefits provided under the terms of the substantive plan at the time of each valuation and on the pattern of sharing costs between the employer and plan members to that point. Calculations reflect a long-term perspective.

(In millions)	September 2012 (Unaudited)	December 31, 2011
Annual required contribution ("ARC")	\$ 1,972.5	\$ 2,421.8
Interest on net OPEB obligation	197.0	196.1
Adjustment to ARC	<u>(518.0)</u>	<u>(514.7)</u>
OPEB cost	1,651.5	2,103.2
Payments made	<u>(305.7)</u>	<u>(397.4)</u>
Increase in net OPEB obligation	1,345.8	1,705.8
Contribution to OPEB Trust	(250.0)	-
Net OPEB obligation — beginning of period/year	<u>6,608.5</u>	<u>4,902.7</u>
Net OPEB obligation — end of period/year	<u>\$ 7,704.3</u>	<u>\$ 6,608.5</u>

The MTA's annual OPEB cost, the percentage of annual OPEB cost contributed to, and the net OPEB obligation for the year ended December 31, 2011 is as follows (in millions):

Year Ended	Annual OPEB Cost	Percentage of Annual OPEB Cost	Net OPEB Obligation
(In Millions)			
December 31, 2011	\$ 2,103.2	18.9 %	\$ 6,608.5
December 31, 2010	1,528.6	23.5	4,902.7
December 31, 2009	1,442.3	24.1	3,733.0

The Authorities funded status of the Plan is as follows (in millions):

Year Ended (In millions)	Valuation Date *	Actuarial Value of Assets {a}	Actuarial Accrued Liability (AAL) {b}	Unfunded Actuarial Accrued Liability (UAAL) {c}={b}-{a}	Funded Ratio {a}/{c}	Covered Payroll {d}	Ratio of UAAL to Covered Payroll {c}/{d}
December 31, 2011	January 1, 2010	-	\$ 17,764	\$ 17,764	-	\$ 4,600.0	386.1 %

* MTA Metro-North Railroad as of January 1, 2011

The required schedule of funding progress for the MTA Postemployment Benefit Plan immediately following the notes to the financial statements presents multiyear trend information about whether the

actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

6. CAPITAL ASSETS

Capital assets and improvements include all land, buildings, equipment, and infrastructure of the MTA having a minimum useful life of two years and having a cost of more than \$25 thousand.

Capital assets are stated at historical cost, or at estimated historical cost based on appraisals, or on other acceptable methods when historical cost is not available. Capital leases are classified as capital assets in amounts equal to the lesser of the fair market value or the present value of net minimum lease payments at the inception of the lease.

Accumulated depreciation and amortization are reported as reductions of fixed assets. Depreciation is computed using the straight-line method based upon estimated useful lives of 25 to 50 years for buildings, 2 to 40 years for equipment, and 25 to 100 years for infrastructure. Capital lease assets and leasehold improvements are amortized over the term of the lease or the life of the asset whichever is less. Capital assets consist of the following at December 31, 2010, December 31, 2011 and September 30, 2012 (in millions):

	Balance December 31, 2010	Additions	Deletions	Balance December 31, 2011	Additions	Deletions	Balance September 30, 2012 (Unaudited)
Capital assets — not being depreciated:							
Land	\$ 170	\$ 1	\$ -	\$ 171	\$ -	\$ -	\$ 171
Construction work-in-progress	<u>9,506</u>	<u>1,436</u>	<u>1,707</u>	<u>9,235</u>	<u>1,677</u>	<u>302</u>	<u>10,610</u>
Total capital assets — not being depreciated	<u>9,676</u>	<u>1,437</u>	<u>1,707</u>	<u>9,406</u>	<u>1,677</u>	<u>302</u>	<u>10,781</u>
Capital assets, being depreciated:							
Buildings and structures	15,207	506	739	14,974	434	-	15,408
Bridges and tunnels	2,251	94	-	2,345	-	-	2,345
Equipment:							
Passenger cars and locomotives	13,225	17	1	13,241	84	12	13,313
Buses	3,009	70	1,118	1,961	42	-	2,003
Infrastructure	16,517	1,345	273	17,589	654	-	18,243
Other	<u>12,536</u>	<u>2,286</u>	<u>1,256</u>	<u>13,566</u>	<u>858</u>	<u>2</u>	<u>14,422</u>
Total capital assets — being depreciated	<u>62,745</u>	<u>4,318</u>	<u>3,387</u>	<u>63,676</u>	<u>2,072</u>	<u>14</u>	<u>65,734</u>
Less accumulated depreciation:							
Buildings and structures	4,906	411	735	4,582	307	-	4,889
Bridges and tunnels	437	22	-	459	17	-	476
Equipment:							
Passenger cars and locomotives	4,593	387	1	4,979	308	12	5,275
Buses	1,941	158	1,087	1,012	108	-	1,120
Infrastructure	5,489	535	273	5,751	425	-	6,176
Other	<u>4,922</u>	<u>507</u>	<u>967</u>	<u>4,462</u>	<u>407</u>	<u>2</u>	<u>4,867</u>
Total accumulated depreciation	<u>22,288</u>	<u>2,020</u>	<u>3,063</u>	<u>21,245</u>	<u>1,572</u>	<u>14</u>	<u>22,803</u>
Total capital assets — being depreciated — net	<u>40,457</u>	<u>2,298</u>	<u>324</u>	<u>42,431</u>	<u>500</u>	<u>-</u>	<u>42,931</u>
Capital assets — net	<u>\$50,133</u>	<u>\$3,735</u>	<u>\$ 2,031</u>	<u>\$51,837</u>	<u>\$2,177</u>	<u>\$ 302</u>	<u>\$ 53,712</u>

Interest capitalized in conjunction with the construction of capital assets at September 30, 2012 and December 31, 2011 \$30.3 and \$42.2, respectively.

Capital assets acquired prior to April 1982 for MTA New York City Transit were funded primarily by NYC with capital grants made available to MTA New York City Transit. NYC has title to a substantial portion of such assets and, accordingly, these assets are not recorded on the books of the MTA. Subsequent acquisitions, which are part of the MTA Capital Program, are recorded at cost by MTA New York City Transit. In certain instances, title to MTA Bridges and Tunnels' real property may revert to NYC in the event the MTA determines such property is unnecessary for its corporate purpose.

For certain construction projects, the MTA holds in a trust account marketable securities pledged by third-party contractors in lieu of cash retainages. At September 30, 2012 and December 31, 2011, these securities totaled \$208.0 and \$202.8, respectively, and had a market value of \$197.0 and \$213.6, respectively, and are not included in these financial statements.

7. LONG-TERM DEBT

(In millions)	Original Issuance	December 31, 2011	Issued	Retired	Refunded	September 30, 2012 (Unaudited)
MTA:						
Transportation Revenue Bonds 2.00%–5.50% due through 2046	\$18,613	\$ 15,187	\$4,483	\$ 1	\$ 2,893	\$ 16,776
Transportation Revenue Bond Anticipation Notes Commercial Paper 2	900	900	-	-	-	900
State Service Contract Bonds 4.125%–5.70% due through 2031	2,395	2,034	-	58	1,576	400
Dedicated Tax Fund Bonds 3.00%–7.34% due through 2041	7,142	5,388	428	-	747	5,069
Certificates of Participation 4.40%–5.75% due through 2030	<u>807</u>	<u>126</u>	<u>-</u>	<u>12</u>	<u>-</u>	<u>114</u>
	<u>\$29,857</u>	23,635	4,911	71	5,216	23,259
Less net unamortized bond discount and premium		<u>(457)</u>	<u>518</u>	<u>174</u>	<u>(55)</u>	<u>(58)</u>
		<u>23,178</u>	<u>5,429</u>	<u>245</u>	<u>5,161</u>	<u>23,201</u>
TBTA:						
General Revenue Bonds 4.00%–5.77% due through 2038	\$ 9,180	6,680	2,199	17	2,126	6,736
Subordinate Revenue Bonds 4.00%–5.77% due through 2032	<u>2,842</u>	<u>1,864</u>	<u>-</u>	<u>27</u>	<u>-</u>	<u>1,837</u>
	<u>\$12,022</u>	8,544	2,199	44	2,126	8,573
Less net unamortized bond discount and premium		<u>206</u>	<u>252</u>	<u>13</u>	<u>-</u>	<u>445</u>
		<u>8,750</u>	<u>2,451</u>	<u>57</u>	<u>2,126</u>	<u>9,018</u>
Total		<u>\$ 31,928</u>	<u>\$7,880</u>	<u>\$ 302</u>	<u>\$ 7,287</u>	<u>\$ 32,219</u>
Current portion		<u>(665)</u>				<u>(1,753)</u>
Long-term portion		<u>\$ 31,263</u>				<u>\$ 30,466</u>

MTA Transportation Revenue Bonds— Prior to 2012, MTA issued thirty five Series of Transportation Revenue Bonds secured under its General Resolution Authorizing Transportation Revenue Obligations adopted on March 26, 2002 in the aggregate principal amount of \$17,936.45. The Transportation Revenue Bonds are MTA's special obligations payable solely from transit and commuter systems revenues and certain state and local operating subsidies.

On March 7, 2012, MTA priced through competitive bidding \$150 of Transportation Revenue Bonds, Series 2012A and \$250 of Transportation Revenue Bonds, Series 2012B. The Series 2012A bonds were issued as Floating Rate Notes (FRNs) in three \$50 subseries: 2012A-1, 2012A-2 and 2012A-3 maturing on November 15, 2040, November 15, 2041, and November 15, 2042, respectively. The Series 2012B bonds are tax-exempt fixed-rate bonds with a final maturity of November 15, 2039.

On April 17, 2012, MTA priced \$727.43 of MTA Transportation Revenue Bonds, Series 2012C. The transaction had two financing components: \$553.38 in new money for approved capital projects, and \$174.05 to advance refund a portion of the Series 2002F bonds. The Series 2012C bonds are tax-exempt fixed-rate bonds with a final maturity of November 15, 2047.

On May 9, 2012, the MTA effected a mandatory tender of \$200 of MTA Transportation Revenue Refunding Bonds, Subseries 2002D-1, which were converted into fixed rate and remarketed in the amount of \$174.725. The insurance policy issued by Financial Security Assurance Inc. (now known as Assured Guaranty Municipal Corp.) was also canceled on all but the 2022, 2024 and 2029 maturities of the Transportation Revenue Refunding Bonds, Subseries 2002D-1 as part of the remarketing.

On June 28, 2012, MTA priced \$1,263.365 of MTA Transportation Revenue Refunding Bonds, Series 2012D. The proceeds from this transaction will be used to refund \$1,337.385 of MTA Transportation Revenue Bonds, Series 2002A and \$52.275 of MTA Transportation Revenue Bonds, Series 2002E. The Series 2012D bonds were issued as tax-exempt fixed-rate bonds with a final maturity of November 15, 2032.

On July 12, 2012, MTA priced \$650 of MTA Transportation Revenue Bonds, Series 2012E. The proceeds from this transaction will be used to finance transit and commuter projects. The Series 2012E bonds are structured as tax-exempt fixed-rate bonds with a final maturity of November 15, 2042.

On September 19, 2012, MTA successfully priced \$1,268.445 of MTA Transportation Revenue Refunding Bonds, Series 2012F. The proceeds from the transaction were used to execute a cross credit refunding of the bond series noted in the table below:

<u>Issue and Series</u>	<u>Refunded Par</u>
Transportation Revenue Refunding Bonds 2002A	730.215
Transportation Revenue Refunding Bonds 2002E	140.045
Transportation Revenue Refunding Bonds 2002F	11.800
Transportation Revenue Bonds 2003B	81.760
Transportation Revenue Bonds 2005A	116.750
Transportation Revenue Bonds 2005B	37.095
Dedicated Tax Fund Bonds 2002A	307.050

The Series 2012F bonds were issued as tax-exempt fixed-rate bonds, with a final maturity of November 15, 2030.

MTA Bond Anticipation Notes (commercial paper program) — From time to time, MTA issues Transportation Revenue Bond Anticipation Notes in accordance with the terms and provisions of the General Resolution described above in the form of commercial paper to fund its transit and commuter capital needs. The interest rate payable on the notes depends on the maturity and market conditions at the time of issuance. Payment of principal and interest on the notes are additionally secured by letters of credit issued by TD Bank, N.A., Barclays Bank, Royal Bank of Canada and Citibank, N.A. As of September 30, 2012, MTA had \$900.0 of commercial paper notes outstanding. The MTA Act requires MTAHQ to periodically (at least each five years) refund its commercial paper notes with bonds.

MTA State Service Contract Bonds — Prior to 2012, MTA issued two Series of State Service Contract Bonds secured under its State Service Contract Obligation Resolution adopted on March 26, 2002, in the aggregate principal amount of \$2,395. The State Service Contract Bonds are MTA’s special obligations payable solely from certain payments from the State of New York under a service contract.

On June 14, 2012 the Dormitory Authority of the State of New York issued \$1,814.925 DASNY State Personal Income Tax Revenue Refunding Bonds, Series 2012A. As a result, \$1,307.82 and \$268.315 of MTA State Service Contract Bonds, Series 2002A and Series 2002B, respectively, were refunded. The total amount of bonds outstanding for the Series 2002A and Series 2002B MTA State Service Contract Bonds is \$272.67 and \$126.875, respectively.

MTA Dedicated Tax Fund Bonds — Prior to 2012, MTA issued eighteen Series of Dedicated Tax Fund Bonds secured under its Dedicated Tax Fund Obligation Resolution adopted on March 26, 2002, in the aggregate principal amount of \$7,774.25. The Dedicated Tax Fund Bonds are MTA’s special obligations payable solely from monies held in the Pledged Amounts Account of the MTA Dedicated Tax Fund. State law requires that the MTTF revenues and MMTOA revenues (described above in Note 2 under “Nonoperating Revenues”) be deposited, subject to appropriation by the State Legislature, into the MTA Dedicated Tax Fund.

On March 28, 2012, MTA remarketed \$150.0 Dedicated Tax Fund Bonds, Subseries 2002B-1 with an irrevocable direct-pay letter of credit issued by State Street Bank and Trust Company, which replaced the standby bond purchase agreement issued by Dexia Crédit Local, New York Branch. The insurance policy issued by Financial Security Assurance Inc. (now known as Assured Guaranty Municipal Corp.) was terminated.

On March 28, 2012, MTA remarketed \$277.85 Dedicated Tax Fund Bonds, Subseries 2002B-2 and B-3. The Subseries 2002B-2 bonds were converted from a weekly variable rate mode to a fixed rate mode, and the Subseries 2002B-3 bonds were converted from a weekly variable rate mode to a term mode (“FRN”s). As part of this transaction, MTA also has reassigned \$128.2 portion of the swap previously related to the Dedicated Tax Fund Bonds, Series 2002B to Dedicated Tax Fund Bonds, Subseries 2008B-3.

MTA Certificates of Participation — Prior to 2012, MTA (solely on behalf of MTA Long Island Rail Road and MTA Metro-North Railroad), MTA New York City Transit and MTA Bridges and Tunnels executed and delivered three Series of Certificates of Participation in the aggregate principal amount of \$807.3 to finance certain building and leasehold improvements to an office building at Two Broadway in Manhattan occupied principally by MTA New York City Transit, MTA Bridges and Tunnels, MTA Capital Construction, and MTAHQ. The aggregate principal amount of \$807.3 includes approximately \$357.9 of refunding bonds. The Certificates of Participation represent proportionate interests in the principal and interest components of Base Rent paid severally, but not jointly, in their respective proportionate shares by MTA New York City Transit, MTA, and MTA Bridges and Tunnels, pursuant to a Leasehold Improvement Sublease Agreement.

MTA Bridges and Tunnels General Revenue Bonds — Prior to 2012, MTA Bridges and Tunnels issued nineteen Series of General Revenue Bonds secured under its General Resolution Authorizing General Revenue Obligations adopted on March 26, 2002, in the aggregate principal amount of \$9,156.69. The General Revenue Bonds are MTA Bridges and Tunnels’ general obligations payable generally from the net revenues collected on the bridges and tunnels operated by MTA Bridges and Tunnels.

On January 31, 2012, MTA tendered and reissued MTA Bridges and Tunnels General Revenue Variable Rate Bonds, Series 2003B and Series 2005A, and MTA Bridges and Tunnels General Revenue Variable Rate Refunding Bonds, Subseries 2005B-2. The standby bond purchase agreements with Dexia Crédit Local associated with the above referenced variable rate demand bonds were substituted with direct-pay

letters of credit from a consortium that included US Bank, N.A., CalPERS and CalSTRS. The bonds were remarketed in the following amounts: Series 2003B in the amount of \$206.2, Series 2005A in the amount of \$132.8, and Subseries 2005B-2 in the amount of \$195.6.

On May 23, 2012, Moody's Investors Service lowered its ratings on \$6.9 billion of outstanding Triborough Bridge and Tunnels General Resolution debt to "Aa3" from "Aa2" and lowered its rating on \$1.9 billion of outstanding Triborough Bridge and Tunnels Subordinate Resolution debt to "A1" from "Aa3". Moody's also revised the outlook from Negative to Stable on both the senior and subordinated debt.

On June 6, 2012 the MTA issued MTA Bridges and Tunnels General Revenue Bonds, Series 2012A in the amount of \$231.49. Proceeds from the sale were used to finance approved capital projects for MTA Bridges and Tunnels.

On June 28, 2012, MTA effected a mandatory tender of the MTA Bridges and Tunnels General Revenue Bonds, Subseries 2005B-4. MTA converted \$195.6 of the Subseries 2005B-4 from a Weekly Mode to a Term Mode, because the existing letter of credit issued by Landesbank Baden-Württemberg was to expire by its terms on July 6, 2012. MTA also re-designated and remarketed the Subseries 2005B-4 Bonds as Subseries 2005B-4a, Subseries 2005B-4b, Subseries 2005B-4c, Subseries 2005B-4d, and Subseries 2005B-4e as Floating Rate Tender Notes. The initial Interest Rate Periods for the Floating Rate Tender Notes will end as follows: January 1, 2013 for the Subseries 2005B-4a Bonds, January 1, 2014 for the Subseries 2005B-4b Bonds, January 1, 2015 for the Subseries 2005B-4c Bonds, January 1, 2016 for the Subseries 2005B-4d Bonds, and January 1, 2017 for the Subseries B-2005B-4e.

On August 23, 2012, MTA Triborough Bridge and Tunnel Authority issued \$1,236.9 General Revenue Refunding Bonds, Series 2012B. The bonds were issued to refund certain maturities of MTA Bridges and Tunnels General Revenue Refunding Bonds, Series 2002B, General Revenue Bonds, Series 2006A and General Revenue Bonds, Series 2007A.

MTA Bridges and Tunnels Subordinate Revenue Bonds — Prior to 2012, MTA Bridges and Tunnels issued ten Series of Subordinate Revenue Bonds secured under its 2001 Subordinate Revenue Resolution Authorizing Subordinate Revenue Obligations adopted on March 26, 2002, in the aggregate principal amount of \$2,903. The Subordinate Revenue Bonds are MTA Bridges and Tunnels' special obligations payable generally from the net revenues collected on the bridges and tunnels operated by MTA Bridges and Tunnels after the payment of debt service on the MTA Bridges and Tunnels General Revenue Bonds described in the preceding paragraph.

Debt Limitation — The New York State Legislature has imposed limitations on the aggregate amount of debt that the MTA and MTA Bridges and Tunnels can issue to fund the approved transit and commuter capital programs. The current aggregate ceiling, subject to certain exclusions, is \$37,211 compared with issuances totaling approximately \$24,994. The MTA expects that the current statutory ceiling will allow it to fulfill the bonding requirements of the approved Capital Programs.

Bond Refundings — From time to time, the MTA and MTA Bridges and Tunnels issue refunding bonds to achieve debt service savings or other benefits. The proceeds of refunding bonds are generally used to purchase U.S. Treasury obligations that are placed in irrevocable trusts. The principal and interest within the trusts will be used to repay the refunded debt. The trust account assets and the refunded debt are excluded from the consolidated balance sheets.

There was no known cash investing or financing activity that affected the net asset at the end of the period ended September 30, 2012.

In accordance with GASB Statement No. 23, *Accounting and Financial Reporting for Refundings of Debt Reported by Proprietary Activities*, gains or losses resulting from debt refundings have been

deferred and will be amortized over the lesser of the remaining life of the old debt or the life of the new debt.

At September 30, 2012 and December 31, 2011, the following amounts of MTA bonds, which have been refunded, remain valid debt instruments and are secured solely by and payable solely from their respective irrevocable trusts.

(In Millions)	September 30, 2012 (Unaudited)	December 31, 2011
MTA Transit and Commuter Facilities:		
Transit Facilities Revenue Bonds	\$ 301	\$ 648
Commuter Facilities Revenue Bonds	375	447
Commuter Facilities Subordinate Revenue Bonds	1	4
Transit and Commuter Facilities Service Contract Bonds	499	588
Dedicated Tax Fund Bonds	724	759
MTA Transportation Revenue Bonds	156	156
MTA New York City Transit — Transit Facilities Revenue Bonds (Livingston Plaza Project)	57	69
MTA Bridges and Tunnels:		
General Purpose Revenue Bonds	1,254	1,494
Special Obligation Subordinate Bonds	173	182
Mortgage Recording Tax Bonds	117	140
Total	\$ 3,657	\$ 4,487

Debt Service Payments — Principal and interest debt service payments at September 30, 2012 are as follows (in millions):

	MTA		MTA BRIDGES AND TUNNELS				Debt Service	
	Principal	Interest	Senior Revenue Principal	Interest	Subordinate Revenue Principal	Interest	Principal	Interest
2012	\$ 1,598	\$ 1,720	\$ 138	\$ 157	\$ 23	\$ 39	\$ 1,759	\$ 1,916
2013	526	1,204	162	374	51	93	739	1,671
2014	565	1,046	180	364	55	91	800	1,501
2015	578	955	190	354	57	88	825	1,397
2016	534	923	201	339	61	85	796	1,347
2017-2021	3,134	3,842	1,131	1,471	404	364	4,669	5,677
2022-2026	3,791	3,514	1,316	1,071	478	251	5,585	4,836
2027-2031	4,729	2,973	1,611	674	295	119	6,635	3,766
2032-2036	3,970	1,539	1,041	286	413	5	5,424	1,830
2037-2041	1,801	276	766	58	-	-	2,567	334
Thereafter	1,132	222	-	-	-	-	1,132	222
	<u>\$ 22,358</u>	<u>\$ 18,214</u>	<u>\$ 6,736</u>	<u>\$ 5,148</u>	<u>\$ 1,837</u>	<u>\$ 1,135</u>	<u>\$ 30,931</u>	<u>\$ 24,497</u>

The above interest amounts include both fixed- and variable-rate calculations. The interest rate assumptions for variable rate bonds are as follows:

- *Transportation Revenue Refunding Bonds, Series 2002B* — 4.00% per annum

- *Transportation Revenue Refunding Bonds, Series 2002D* — 4.45% per annum on SubSeries 2002D-2 taking into account the interest rate swap
- *Transportation Revenue Refunding Bonds, Series 2002G* — 4.00% per annum
- *Transportation Revenue Bonds, Series 2005D* — 3.561% per annum taking into account the interest rate swaps
- *Transportation Revenue Bonds, Series 2005E* — 3.561% per annum taking into account the interest rate swaps and 4.00% per annum on the unhedged portion
- *Transportation Revenue Bonds, Series 2005G* — 4.00% per annum
- *Transportation Revenue Bonds, Series 2008B* — 4.00% per annum, after the mandatory tender date
- *Transportation Revenue Bonds, Series 2011B* — 4.00% per annum
- *Dedicated Tax Fund Bonds, Series 2002B* — 4.06% per annum until September 1, 2013 based on the interest rate swap and 4.00% per annum thereafter
- *Dedicated Tax Fund Variable Rate Refunding Bonds, Series 2008A* — 3.3156% per annum on the hedged portion related to the interest rate swaps, and 4.00% per annum on the unhedged portion
- *Dedicated Tax Fund Variable Rate Refunding Bonds, Series 2008B* — 4.00% per annum
- *MTA Bridges and Tunnels Subordinate Refunding Bonds, Series 2000AB* — 6.08% per annum taking into account the interest rate swap
- *MTA Bridges and Tunnels Subordinate Refunding Bonds, Series 2000CD* — 6.07% per annum taking into account the interest rate swap
- *MTA Bridges and Tunnels General Revenue Refunding Bonds, Series 2001B and Series 2001C* — 5.777% per annum taking into account the interest rate swap and 4.00% per annum on portions not covered by the interest rate swap
- *MTA Bridges and Tunnels General Revenue Refunding Bonds, Series 2002F* — 5.404% and 3.076% per annum taking into account the interest rate swaps and 4% per annum on portions not covered by the interest rate swaps
- *MTA Bridges and Tunnels General Revenue Bonds, Series 2003B* — 3.076% and 6.07% per annum taking into account the interest rate swaps and 4.00% per annum on portions not covered by the interest rate swaps
- *MTA Bridges and Tunnels General Revenue Bonds, Series 2005A* — 4.00% per annum except from November 1, 2027 through November 1, 2030, 3.076% per annum taking into account the interest rate swap
- *MTA Bridges and Tunnels General Revenue Refunding Bonds, Series 2005B* — 3.076% per annum based on the Initial Interest Rate Swaps thereafter
- *MTA Bridges and Tunnels General Revenue Bonds, Series 2008B* — 4.00% per annum, after the mandatory tender date

- *Certificates of Participation, Series 2004A* — 3.542% per annum taking into account the interest rate swaps

Tax Rebate Liability — Under the Internal Revenue Code of 1986, the MTA accrues a liability for an amount of rebateable arbitrage resulting from investing low-yielding, tax-exempt bond proceeds in higher-yielding, taxable securities. The arbitrage liability is payable to the federal government every five years. No payments were made during the period ended September 30, 2012 and year ended December 31, 2011.

Liquidity Facility - MTA and MTA Bridges and Tunnels have entered into several Standby Bond Purchase Agreements (“SBPA”) and Letter of Credit Agreements (“LOC”) as listed on the table below. In addition, MTA executed a Continuing Covenants Agreement with Wells Fargo Bank N.A. for \$200 of Transportation Revenue Refunding Bonds, Subseries 2002D-2 set to expire on May 27, 2014.

Resolution	Series	Swap	Provider (Insurer)	Facility	Exp. Date
Transportation Revenue	2002G-1	N	Bank of Nova Scotia	LOC	10/7/2013
Transportation Revenue	2005D-1	Y	Helaba	LOC	11/7/2013
Transportation Revenue	2005D-2	Y	Helaba	LOC	11/10/2012
Transportation Revenue	2005E	Y	BNP Paribas	LOC	10/9/2012
Transportation Revenue	2011B	Y	Bank of America, N. A.	LOC	9/12/2014
Transportation Revenue	CP-2 (A)	N	TD Bank, N.A.	LOC	9/12/2013
Transportation Revenue	CP-2 (B)	N	Barclays Bank	LOC	9/12/2013
Transportation Revenue	CP-2 (C)	N	Royal Bank of Canada	LOC	6/30/2013
Transportation Revenue	CP-2 (D)	N	Citibank, N.A.	LOC	9/12/2013
Dedicated Tax Fund	2002B-1	Y	State Street Bank	SBPA	3/28/2016
Dedicated Tax Fund	2008A-1	Y	Morgan Stanley, N.A.	LOC	6/20/2014
Dedicated Tax Fund	2008A-2	Y	Bank of Tokto-Mitsubishi	LOC	6/20/2014
Dedicated Tax Fund	2008B-1	N	Bank of Nova Scotia	LOC	8/15/2013
Dedicated Tax Fund	2008B-4	N	KBC Bank N.V.	LOC	8/15/2014
MTA Bridges and Tunnels Subordinate	2000AB	Y	JPMorgan (Assured)	SBPA	10/7/2014
MTA Bridges and Tunnels Subordinate	2000CD	N	Lloyds TSB Bank (NY) (Assured)	SBPA	10/7/2014
MTA Bridges and Tunnels General Revenue	2001B	N	State Street	LOC	9/30/2014
MTA Bridges and Tunnels General Revenue	2001C	N	JP Morgan Chase Bank, N.A.	SBPA	9/29/2015
MTA Bridges and Tunnels General Revenue	2002F	Y	ABN AMRO	SBPA	11/8/2012
MTA Bridges and Tunnels General Revenue	2003B-1	N	CALPERs	LOC	1/31/2015
MTA Bridges and Tunnels General Revenue	2003B-2	Y	CALSTRs	LOC	1/31/2015
MTA Bridges and Tunnels General Revenue	2003B-3	N	US Bank	LOC	1/31/2015
MTA Bridges and Tunnels General Revenue	2005A-1	N	CALPERs	LOC	1/31/2015
MTA Bridges and Tunnels General Revenue	2005A-2	Y	CALSTRs	LOC	1/31/2015
MTA Bridges and Tunnels General Revenue	2005A-3	N	US Bank	LOC	1/31/2015
MTA Bridges and Tunnels General Revenue	2005B-2a	Y	CALPERs	LOC	1/31/2015
MTA Bridges and Tunnels General Revenue	2005B-2b	Y	CALSTRs	LOC	1/31/2015
MTA Bridges and Tunnels General Revenue	2005B-2c	Y	US Bank	LOC	1/31/2015
MTA Bridges and Tunnels General Revenue	2005B-3	Y	Bank of America	LOC	7/3/2015

GASB Statement No. 53- Accounting and Financial Reporting for Derivative Instruments
Summary Information at September 30, 2012

(\$ In Millions)	Bond Resolution	Series	Type of Derivative	Cash Flow or Fair Value Hedge	Effective Methodology	Trade/Hedge Association Date	Notional Amount as of 09/30/2012 (Unaudited) (in millions)	Fair Value as of 09/30/2012 (Unaudited) (in millions)
Investment Swaps	2 Broadway Certificate of Participation	2004A	Pay-Fixed Swap	N/a	N/a	8/10/2004	114.350	(15.477)
Hedging Swaps	MTA Transportation Revenue Bonds	2002D-2	Pay-Fixed Swap	Cash Flow	Regression Analysis	7/11/2002	200.000	(91.782)
	MTA Transportation Revenue Bonds	2012B	Forward Starting Swap	Cash Flow	Expected Regression Analysis	12/12/2007	359.450	(113.175)
	MTA Dedicated Tax Fund Bonds	2002B	Pay-Fixed Swap	Cash Flow	Regression Analysis	7/19/2002	311.800	(11.818)
	MTA Bridges & Tunnels Senior Revenue Bonds	2002F (Citi 2005B)	Pay-Fixed Swap	Cash Flow	Regression Analysis	6/2/2005	195.500	(44.342)
	MTA Bridges & Tunnels Senior Revenue Bonds	2002F (old 2002C)	Pay-Fixed Swap	Cash Flow	Regression Analysis	2/24/1999	20.900	(0.357)
	MTA Bridges & Tunnels Senior Revenue Bonds	2003B (Citi 2005B)	Pay-Fixed Swap	Cash Flow	Regression Analysis	6/2/2005	0.100	(0.023)
	MTA Bridges & Tunnels Senior Revenue Bonds	2005B	Pay-Fixed Swap	Cash Flow	Regression Analysis	6/2/2005	586.800	(133.094)
	MTA Transportation Revenue Bonds	2005D & 2005E	Pay-Fixed Swap	Cash Flow	Regression Analysis	9/10/2004	400.000	(111.791)
	MTA Dedicated Tax Fund Bonds	2008A	Pay-Fixed Swap	Cash Flow	Regression Analysis	3/8/2005	338.530	(79.596)
	MTA Dedicated Tax Fund Bonds	2008B (part 2002B)	Pay-Fixed Swap	Cash Flow	Regression Analysis	9/5/2002	128.200	(4.859)
	MTA Transportation Revenue Bonds	2002G-1 (COPS 2004A)	Pay-Fixed Swap	Cash Flow	Regression Analysis	1/1/2011	200.000	(48.951)
	MTA Transportation Revenue Bonds	2011B (COPS 2004A)	Pay-Fixed Swap	Cash Flow	Regression Analysis	1/1/2011	6.915	(1.692)
	MTA Bridges & Tunnels Senior Revenue Bonds	2005A (COPS 2004A)	Pay-Fixed Swap	Cash Flow	Regression Analysis	1/1/2011	23.760	(7.595)
	MTA Bridges & Tunnels Subordinate Revenue Bonds	2000AB	Swaption	Cash Flow	Consistent Critical Terms	8/12/1998	130.250	(24.923)

The fair value balances and notional amounts of derivative instruments outstanding at September 30, 2012, classified by type, and the changes in fair value of such derivative instruments from the year ended December 31, 2011 are as follows:

	Changes In Fair Value		Fair Value at		Notional (Unaudited) (in millions)
	Classification	Amount (Unaudited) (in millions)	Classification	Amount (Unaudited) (in millions)	
Government activities					
Cash Flow hedges:					
Pay-fixed interest rate swaps	Deferred outflow of resources	(\$5.698)	Debt	(\$535.900)	\$2,412.505
Forward starting swaps	Deferred outflow of resources	(12.828)	Debt	(113.175)	359.450
Basis swaps	Deferred outflow of resources	0.323	Debt	0.000	0.000
Swaption	Deferred outflow of resources	56.052	Debt	(24.923)	130.250
Investment hedges:					
Pay-fixed interest rate swaps	Investment Expense	6.000	Debt	(15.477)	114.350

For the period ended September 30, 2012, the MTA recorded \$0.60 as an unrealized gain related to the change in fair market value of certain investment swaps that are not accounted for as hedging activities.

For the period ended September 30, 2012, there were no derivative instruments reclassified from a hedging derivative instrument to an investment derivative instrument.

The summary above reflects a total number of fifteen (15) swaps and hedging relationships that were reviewed for GASB Statement No. 53 Hedge Accounting treatment. Of that total, fourteen (14) were deemed effective using the Consistent Critical Terms and Regression methods and one (1) was deemed ineffective.

In regard to the Consistent Critical Terms method, if the critical terms of the potential hedging derivative instrument and the terms of the item it is hedging are essentially same, then the potential hedging derivative instrument is presumed to be effective. Under such circumstances, any changes in the cash flows or fair value of the item being hedged is offset by changes in the cash flows or fair value of the potential hedging derivative. The one (1) hedge was deemed effective using this methodology.

For thirteen (13) hedging relationships, the Regression Method was utilized to determine effectiveness.

For a potential hedging derivative instrument to be considered effective using the Regression Method, the regression analysis must meet the following criteria:

- an R-squared of a range at least 0.80;
- an F-statistic that indicates statistical significance at the 95% confidence level; and
- a regression coefficient for the slope between -1.25 and -0.80

In accordance with GASB Statement No. 53, four of the hedging swaps are classified as swaptions for which premiums were received by MTA Bridges and Tunnel at contracts inception as shown in the Table below. MTA Bridges and Tunnel have followed the relevant accounting required treatment and are amortizing the premiums over the life of the swap agreement.

Bond Resolution	Series	Premium (Unaudited)	Date of the Swaption Contract	Premium Payment Date
MTA Bridges & Tunnels-Senior	2002F (old 2002C)	\$8,400,000	2/24/1999	3/10/1999
MTA Bridges & Tunnels-Subordinate	2000AB	\$22,740,000	8/12/1998	8/25/1998
Total		\$31,140,000		

Swap Agreements Relating to Synthetic Fixed Rate Debt

Board-adopted Guidelines — The Related Entities adopted guidelines governing the use of swap contracts to manage the interest rate exposure of their debt. The Guidelines establish specific requirements that must be satisfied for a Related Entity to enter into a swap contract, such as suggested swap terms and objectives, credit ratings of the counterparties, collateralization requirements and reporting requirements.

Objectives of the Swaps — In order to protect against the potential of rising interest rates, to achieve a lower net cost of borrowing, to reduce exposure to changing interest rates on a related bond issue, or, in some cases where Federal tax law prohibits an advance refunding, to achieve debt service savings through a synthetic fixed rate, MTA, MTA Bridges and Tunnels and MTA New York City Transit have entered into separate pay-fixed, receive-variable interest rate swaps at a cost anticipated to be less than what MTA, MTA Bridges and Tunnels and MTA New York City Transit would have paid to issue fixed-rate debt.

Fair Value — On September 30, 2012, long-term interest rates were lower than at the time of swaps execution, and consequently, the swaps had negative fair values. A negative fair value means that MTA, MTA Bridges and Tunnels and/or MTA New York City Transit would have to pay the counterparty that approximate amount to terminate the swap. In the event there is a positive fair value MTA, MTA Bridges and Tunnels and/or MTA New York City Transit would be exposed to the credit risk of the counterparties.

The fair values listed in the following tables represent the theoretical cost to terminate the swap as of the date indicated, assuming that a termination event occurred on that date. The fair values were estimated using the zero-coupon method. This method calculates the future net settlement payments required by the swap, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bond due on the date of each future net settlement on the swap. See “*Termination Risk*” below.

Terms and Fair Values — The terms, fair values and counterparties of the outstanding swaps of MTA and MTA Bridges and Tunnels, as well as the swaps entered into in connection with the 2 Broadway Certificates of Participation refunding, are reflected in the following tables. The MTA swaps are reflected in separate tables for the Transportation Revenue Bonds and Dedicated Tax Fund Bonds. The MTA Bridges and Tunnels swaps are reflected in separate tables for the senior lien and subordinate revenue bonds.

MTA TRANSPORTATION REVENUE BONDS							
Associated Bond Issue	Notional Amounts as of 9/30/12 (Unaudited) (in millions)	Effective Date	Fixed Rate Paid	Variable Rate Received	Fair Values as of 9/30/12 (Unaudited) (in millions)	Swap Termination Date	Counterparty
Series 2002D-2	200.000	01/01/07	4.450 %	69% of one-month LIBOR ⁽¹⁾	\$ (91.782)	11/01/32	JPMorgan Chase, NA
Series 2002G-1	200.000	09/22/04	3.092	Lesser of Actual Bond or 67% of one-month LIBOR - 45bp	(48.951)	01/01/30	UBS AG
Series 2005D and Series 2005E	400.000	11/02/05	3.561	67% of one-month LIBOR ⁽¹⁾	(111.791)	11/01/35	75% – UBS AG 25% – AIG Financial Products Corp.
Series 2011B ⁽²⁾	6.915	09/22/04	3.092	Lesser of Actual Bond or 67% of one-month LIBOR - 45bp	(1.692)	01/01/30	UBS AG
Series 2012 ⁽³⁾	359.450	11/15/12	3.563	67% of one-month LIBOR ⁽¹⁾	(113.175)	11/01/32	JPMorgan Chase Bank, NA
Total	\$1,166.365				\$ (367.391)		

(1) London Interbank Offered Rate.

(2) On November 28, 2011, MTA Variable Rate Certificates of Participation, Series 2004A associated with the swap in connection with Series 2004A Bonds, were redeemed. Notional amounts from the Series 2004A swap were reassigned to MTA Transportation Revenue Variable Rate Bonds, Series 2002G-1 and Series 2011B; and MTA Bridges and Tunnels General Revenue Variable Rate Bonds, Series 2005A.

(3) Under the Series 2012 swaps, JPMorgan Chase Bank, NA has an option to cancel the swaps on June 15, 2012 prior to the effective date listed above. In the event the swap is canceled, JPMorgan Chase Bank, NA is required to make monthly cancellation payments to the MTA commencing on December 1, 2012 and ending on November 1, 2032.

MTA DEDICATED TAX FUND BONDS							
Associated Bond Issue	Notional Amounts as of 9/30/12 (Unaudited) (in millions)	Effective Date	Fixed Rate Paid	Variable Rate Received	Fair Values as of 9/30/12 (Unaudited) (in millions)	Swap Termination Date	Counterparty
Series 2002B	\$311.800	09/05/02	4.060 %	SIFMA ⁽⁴⁾	\$ (11.818)	09/01/13	Morgan Stanley Capital Services Inc.
Series 2008A ⁽⁵⁾	338.530	03/24/05	3.316	67% of one-month LIBOR ⁽¹⁾	(79.596)	11/01/31	Bank of New York Mellon ⁽⁶⁾
Series 2008B ⁽⁷⁾	128.200	09/05/02	4.060	SIFMA ⁽⁴⁾	(4.859)	09/01/13	Morgan Stanley Capital Services Inc.
Total	\$778.530				\$ (96.273)		

⁽⁴⁾ Securities Industry and Financial Markets Association Municipal Swap Index

⁽⁵⁾ On June 25, 2008, the Confirmation dated as of March 8, 2005 between the Counterparty and MTA was amended to define Related Bonds as MTA Dedicated Tax Fund Variable Rate Refunding Bonds, Series 2008A. On June 26, 2008, MTA Dedicated Tax Fund Variable Rate Refunding Bonds, Series 2005A associated with the swap prior to the amendment described above, were refunded.

⁽⁶⁾ On October 27, 2011, the outstanding swap associated with DTF 2008A bonds was novated from counterparty Citigroup Financial Products, Inc. to The Bank of New York Mellon. All other terms of the swap remain unchanged.

⁽⁷⁾ On March 26, 2012, \$427.85 of Dedicated Tax Fund variable Bonds, Series 2002B were remarketed. A portion of the swap associated with the aforementioned bonds has been reassigned to MTA Dedicated Tax Fund Variable Rate refunding Bonds, Series 2008B-3.

MTA BRIDGES AND TUNNELS SENIOR LIEN REVENUE BONDS

Associated Bond Issue	Notional Amounts as of 9/30/12 (Unaudited) (in millions)	Effective Date	Fixed Rate Paid	Variable Rate Received	Fair Values as of 9/30/12 (Unaudited) (in millions)	Swap Termination Date	Counterparty
Series 2001B ⁽⁸⁾	\$0	01/01/02	5.777%	Actual bond rate	\$0	01/01/19	Citigroup Financial Products Inc.
Series 2001C ⁽⁸⁾	0	01/01/02	5.777	SIFMA ⁽⁴⁾ minus 15 basis points	0	01/01/19	Citigroup Financial Products Inc.
Series 2002F ⁽⁹⁾	20.900	01/01/00	5.404	SIFMA ⁽⁴⁾	(0.357)	01/01/13	Ambac Financial Services, L.P.
Series 2002F ⁽¹⁰⁾	195.500	07/07/05	3.076	67% of one-month LIBOR ⁽¹⁾	(44.342)	01/01/32	Citibank, N.A.
Series 2003B ⁽¹⁰⁾	0.100	07/07/05	3.076	67% of one-month LIBOR ⁽¹⁾	(0.023)	01/01/32	Citibank, N.A.
Series 2003B ⁽¹¹⁾	0	01/01/01	6.070	SIFMA ⁽³⁾ minus 15 basis points	0	01/01/19	Citigroup Financial Products Inc.
Series 2005A ⁽²⁾	23.760	09/24/04	3.092	Lesser of Actual Bond or 67% of one-month LIBOR - 45 basis points	(7.595)	01/01/30	UBS AG
Series 2005B ⁽¹⁰⁾	586.800	07/07/05	3.076	67% of one-month LIBOR ⁽¹⁾	(133.094)	01/01/32	33% each – JPMorgan Chase Bank, NA, BNP Paribas North America, Inc. and UBS AG
Total	\$827.060				\$ (185.411)		

(8) On September 13, 2012, MTA Triborough Bridge and Tunnel Authority executed its right to terminate two swap transactions with Citigroup Financial Products Inc. (“CFP”). Such right was granted pursuant to the Additional Termination Event provisions of its ISDA Master Agreement amended and restated as of October 1, 2008 with CFP that were triggered as a result of the downgrading by Moody’s of the Long-term, unsecured, unenhanced senior debt rating of Citigroup Inc., as the Credit Support Provider for CFP to Baa2 on June 21, 2012. The swap terminations relate to MTA Triborough Bridge and Tunnel Authority General Revenue Variable Rate Bonds, Series 2001B and 2001C with notional amounts of \$88.5 and \$88.6 respectively. The MTA Triborough Bridge and Tunnel Authority paid CFP a discounted valuation amount of \$19.4.

(9) In accordance with a swaption entered into on February 24, 1999, the Counterparty paid to MTA Bridges and Tunnels a premium of \$8,400,000.

(10) On February 19, 2009, MTA Bridges and Tunnels General Revenue Variable Rate Refunding Bonds, Series 2005B-1 associated with the swap in connection with Series 2005B Bonds, were refunded. Notional amounts from the Series 2005B-1 swap were reassigned to MTA Bridges and Tunnels General Revenue Variable Rate Refunding Bonds, Series 2002F, MTA Bridges and Tunnels General Revenue Variable Rate Bonds, Series 2003B and from November 1, 2027 through November 1, 2030, to MTA Bridges and Tunnels General Revenue Variable Rate Bonds, Series 2005A.

MTA BRIDGES AND TUNNELS SUBORDINATE REVENUE BONDS							
Associated Bond Issue	Notional Amounts as of 9/30/2012 (Unaudited) (in millions)	Effective Date	Fixed Rate Paid	Variable Rate Received	Fair Values as of 9/30/2012 (Unaudited) (in millions)	Swap Termination Date	Counterparty
Series 2000AB ⁽¹²⁾	\$130.250	01/01/01	6.080 %	Actual bond rate	\$ (24.923)	01/01/19	JPMorgan Chase Bank, NA
Series 2000CD ⁽¹¹⁾	0	01/01/01	6.070	SIFMA ⁽⁴⁾ minus 15 basis points ⁽¹⁵⁾	0	01/01/19	Citigroup Financial Products Inc.
Total	\$130.250				\$ (24.923)		

(11) On September 26, 2012, Triborough Bridge and Tunnel Authority negotiated a termination of two swap transactions with CFP. Each Swap was executed under the subordinate lien ISDA Master Agreement dated August 12, 1998 between CFP, formerly Salomon Brothers Holdings Company Inc., and TBTA. The Swaps were terminated to reduce exposure to CFP. The swap terminations relate to TBTA General Revenue Variable Rate Bonds, Series 2003B and TBTA Subordinate Revenue Variable Rate Bonds, Series 2000CD with notional amounts of \$40.4 and \$89.85, respectively. TBTA paid CFP a discounted valuation amount of \$22.318.

(12) In accordance with a swaption entered into on August 12, 1998 with each Counterparty paying to MTA Bridges and Tunnels a premium of \$22,740,000.

2 Broadway Certificates of Participation Swaps

In addition to the foregoing, MTA, MTA New York City Transit and MTA Bridges and Tunnels entered into separate ISDA Master Agreements with UBS AG relating to the \$357.925 Variable Rate Certificates of Participation, Series 2004A (Auction Rate Securities) in connection with the refunding of certain certificates of participation originally executed to fund certain improvements to the office building located at 2 Broadway in Manhattan. The 2 Broadway swaps have (1) an effective date of September 22, 2004, (2) a fixed rate paid of 3.092%, (3) a variable rate received of the lesser of (a) the actual bond rate, or (b) 67% of one-month LIBOR minus 45 basis points, and (4) a termination date of January 1, 2030.

On November 28, 2011, certain portions of these swaps were re-associated with other floating rate bonds, including the MTA Bridges and Tunnels General Revenue Bonds, Series 2005A and the Transportation Revenue Bonds Series 2002G-1 and Series 2011B. The portion remaining that is still associated with the 2004A Certificates of Participation is \$114.350 in notional amount as of September 30, 2012, of which MTA New York City Transit is responsible for \$78.550, MTA for \$24.010, and MTA Bridges and Tunnels for \$11.790. As of September 30, 2012, the unaudited aggregate fair value of the remaining portion associated with the 2004A COPs was (\$15.477).

Counterparty Ratings

The current ratings of the counterparties are as follows as of September 30, 2012:

Counterparty	Ratings of the Counterparty or its Credit Support Provider		
	S&P	Moody's	Fitch
AIG Financial Products Corp.	A-	Baa1	BBB
Ambac Financial Services, L.P.	NR	WR	NR
Bank of New York Mellon	AA-	A2	A+
BNP Paribas North America, Inc.	AA-	Aa1	AA-
Citibank, N.A.	A	A3	A
JPMorgan Chase Bank, NA	A+	Aa3	AA-
Morgan Stanley Capital Services Inc.	A-	Baa1	A
UBS AG	A	A2	A

Except as set forth below, the notional amounts of the swaps match the principal amounts of the associated bonds. The following table sets forth the notional amount and the outstanding principal amount as of September 30, 2012 for the swap where the notional amount does not match the outstanding principal amount of the associated bonds.

Associated Bond Issue	Principal Amount of Bonds (Unaudited) (in millions)	Notional Amount (Unaudited) (in millions)
MTA Bridges and Tunnels General Revenue Variable Rate Refunding Bonds, Series 2001B and 2001C	\$268.140	\$0
MTA Dedicated Tax Fund Variable Rate Refunding Bonds, Series 2008B	\$341.710	\$128.200
MTA Bridges and Tunnels General Revenue Variable Rate Bonds, Series 2003B	\$206.190	\$0.100
MTA Bridges and Tunnels General Revenue Variable Rate Bonds, Series 2005A	\$132.770	\$23.760
MTA Dedicated Tax Fund Variable Rate Refunding Bonds, Series 2008A	\$345.715	\$338.530
MTA Transportation Revenue Variable Rate Bonds, Series 2005E	\$250.000	\$150.000
MTA Transportation Revenue Variable Rate Bonds, Series 2011B	\$99.560	\$6.915

Except as discussed below under the heading “*Rollover Risk*,” the swap agreements contain scheduled reductions to outstanding notional amounts that are expected to approximately follow scheduled or anticipated reductions in the principal amount of the associated bonds.

Risks Associated with the Swap Agreements

From MTA’s, MTA Bridges and Tunnels’ and MTA New York City Transit’s perspective, the following risks are generally associated with swap agreements:

- **Credit Risk** – The counterparty becomes insolvent or is otherwise not be able to perform its financial obligations. In the event of deterioration in the credit ratings of the counterparty or MTA/MTA Bridges and Tunnels/MTA New York City Transit, the swap agreement may require that collateral be posted to secure the party’s obligations under the swap agreement. See “*Collateralization*” below. Further, ratings deterioration by either party below levels agreed to in each transaction could result in a termination event requiring a cash settlement of the future value of the transaction. See “*Termination Risk*” below.
- **Basis Risk** – The variable interest rate paid by the counterparty under the swap and the variable interest rate paid by MTA, MTA Bridges and Tunnels or MTA New York City Transit on the associated bonds may not be the same. If the counterparty’s rate under the swap is lower than the bond interest rate, then the counterparty’s payment under the swap agreement does not fully reimburse MTA, MTA Bridges and Tunnels or MTA New York City Transit for its interest payment on the associated bonds. Conversely, if the bond interest rate is lower than the counterparty’s rate on the swap, there is a net benefit to MTA, MTA Bridges and Tunnels or MTA New York City Transit.
- **Termination Risk** – The swap agreement will be terminated and MTA, MTA Bridges and Tunnels or MTA New York City Transit will be required to make a termination payment to the counterparty and, in the case of a swap agreement which was entered into for the purpose of

creating a synthetic fixed rate for an advance refunding transaction may also be required to take action to protect the tax exempt status of the related refunding bonds.

- Rollover Risk – The notional amount under the swap agreement terminates prior to the final maturity of the associated bonds on a variable rate bond issuance, and MTA, MTA Bridges and Tunnels or MTA New York City Transit may be exposed to then market rates and cease to receive the benefit of the synthetic fixed rate for the duration of the bond issue.

Credit Risk. The following table shows, as of September 30, 2012, the diversification, by percentage of notional amount, among the various counterparties that have entered into ISDA Master Agreements with MTA and/or MTA Bridges and Tunnels, or in connection with the 2 Broadway Certificates of Participation refunding. The notional amount totals below include all five swaps (including the UBS basis risk swap) in connection with the MTA Bridges and Tunnels General Revenue Variable Rate Refunding Bonds, Series 2005B. The counterparties have the ratings set forth above.

Counterparty	Notional Amount (Unaudited) (in thousands)	% of Total Notional Amount
JPMorgan Chase Bank, NA	\$885,300	29.35%
UBS AG	840,625	27.87
Morgan Stanley Capital Services Inc.	440,000	14.59
The Bank of New York Mellon	338,530	11.22
Citibank, N.A.	195,600	6.48
BNP Paribas North America, Inc.	195,600	6.48
AIG Financial Products Corp.	100,000	3.32
Ambac Financial Services, L.P.	20,900	0.69
Total	\$3,016,555	100.00%

The ISDA Master Agreements entered into with the following counterparties provide that the payments under one transaction will be netted against other transactions entered into under the same ISDA Master Agreement:

- JPMorgan Chase Bank, NA with respect to the MTA Bridges and Tunnels Subordinate Revenue Variable Rate Refunding Bonds, Series 2000AB,
- Ambac Financial Services, L.P. with respect to the MTA Bridges and Tunnels General Revenue Variable Rate Refunding Bonds, Series 2002F (currently only one transaction outstanding under that Master Agreement),
- JPMorgan Chase Bank, NA with respect to the MTA Transportation Revenue Variable Rate Refunding Bonds, Series 2002D-2 and Series 2012.

Under the terms of these agreements, should one party become insolvent or otherwise default on its obligations, close-out netting provisions permit the nondefaulting party to accelerate and terminate all outstanding transactions and net the transactions' fair values so that a single sum will be owed by, or owed to, the nondefaulting party.

The fair market value of MTA's interest rate swaps changes daily primarily as a result of capital markets changes. Factors that influence LIBOR are interest rates, banks expectations of future rate movements, liquidity in the capital markets or changes in the value of the dollar. The relative financial health of MTA's counterparties do not directly impact the fair market value of the transaction.

Collateralization. Generally, the Credit Support Annex attached to the ISDA Master Agreement requires that if the outstanding ratings of MTA, MTA Bridges and Tunnels or MTA New York City Transit, as the case may be, or the counterparty falls to a certain level, the p-party whose rating falls is required to post collateral with a third-party custodian to secure its termination payments above certain threshold valuation amounts. Collateral must be cash or U.S. government or certain Federal agency securities.

The following tables set forth the ratings criteria and threshold amounts relating to the posting of collateral set forth for MTA, MTA Bridges and Tunnels or MTA New York City Transit, as the case may be, and the counterparty for each swap agreement. In most cases, the Counterparty does not have a Fitch rating on its long-term unsecured debt, so that criteria would not be applicable in determining if the Counterparty is required to post collateral.

MTA Transportation Revenue Bonds		
Associated Bond Issue	If the highest rating of the related MTA bonds or the counterparty's long-term unsecured debt falls to	Then the downgraded party must post collateral if its estimated termination payments are in excess of
Series 2002D-2	Fitch – BBB+, Moody's – Baa1, or S&P – BBB+ Fitch – BBB and below or unrated, Moody's – Baa2 and below or unrated by S&P & Moody's, or S&P – BBB and below or unrated	\$10,000,000
Series 2002G-1	See 2 Broadway Certificates of Participation, Series 2004A	
Series 2005D and Series 2005E	Fitch – BBB+, Moody's – Baa1, or S&P – BBB+ Fitch – below BBB+, Moody's – below Baa1, or S&P – below BBB+	\$10,000,000
Series 2011B	See 2 Broadway Certificates of Participation, Series 2004A	
Series 2012	Fitch – BBB+, Moody's – Baa1, or S&P – BBB+ Fitch – BBB and below or unrated, Moody's – Baa2 and below or unrated by S&P & Moody's, or S&P – BBB and below or unrated	\$10,000,000

MTA Dedicated Tax Fund Bonds		
Associated Bond Issue	If the highest rating of the related MTA bonds or the counterparty's long-term unsecured debt falls to	Then the downgraded party must post collateral if its estimated termination payments are in excess of
Series 2002B-1 Series 2002B-3 and Series 2008B-3	Fitch – BBB+, or S&P – BBB+ Fitch – BBB and below or unrated, or S&P – BBB and below or unrated	\$10,000,000
Series 2008A [Note: for this swap, MTA is not required to post collateral under any circumstances.]	Fitch – A-, or Moody's – A3, or S&P – A- Fitch – BBB+ and below, or Moody's – Baa1 and below, or S&P – BBB+ and below	\$10,000,000

2 Broadway Certificates of Participation		
Associated Bond Issue	If the highest rating of the MTA Transportation Revenue Bonds falls to	Then MTA, MTA Bridges and Tunnels and MTA New York City Transit must post collateral if its estimated termination payments are in excess of
Series 2004A	Fitch – BBB+, Moody's – Baa1, or S&P – BBB+ Fitch – BBB and below or unrated, Moody's – Baa2 and below or unrated by S&P & Moody's, or S&P – BBB and below or unrated	\$25,000,000
	If the highest rating of the Counterparty's long-term unsecured debt falls to	Then the Counterparty must post collateral if its estimated termination payments are in excess of
Series 2004A	Moody's – Baa1 or lower, or S&P – BBB+ or lower	\$ -

MTA Bridges and Tunnels Senior Lien Revenue Bonds		
Associated Bond Issue	If the highest rating of the related MTA Bridges and Tunnels bonds or the counterparty's long-term unsecured debt falls to	Then the downgraded party must post collateral if its estimated termination payments are in excess of
Series 2002F (swap with Ambac Financial Services, L.P.)	N/A – Because MTA Bridges and Tunnels' swap payments are insured, MTA Bridges and Tunnels is not required to post collateral, but Ambac is required to post collateral if its estimated termination payments are in excess of \$1,000,000.	
Series 2005A	See 2 Broadway Certificates of Participation, Series 2004A	
Series 2005B interest rate swap and basis risk swap, Series 2002 F (swap with Citibank, N.A.) and Series 2003 B (swap with Citibank, N.A.)	For counterparty, Fitch – A-, or Moody's – A3, or S&P – A-	\$10,000,000
	For MTA, Fitch – BBB+, or Moody's – Baa1, or S&P – BBB+	\$30,000,000
	For MTA, Fitch – BBB, or Moody's – Baa2, or S&P – BBB	\$15,000,000
	For counterparty, Fitch – BBB+ and below, or Moody's – Baa1 and below, or S&P – BBB+ and below	\$ -
	For MTA, Fitch – BBB- and below, or Moody's – Baa3 and below, or S&P – BBB- and below	\$ -

MTA Bridges and Tunnels Subordinate Revenue Bonds		
Associated Bond Issue	If the highest rating of the related MTA Bridges and Tunnels bonds or the counterparty's long-term unsecured debt falls to	Then the downgraded party must post collateral if its estimated termination payments are in excess of
Series 2000AB	N/A – Because MTA Bridges and Tunnels' swap payments are insured, MTA Bridges and Tunnels is not required to post collateral, but JP Morgan Chase Bank is required to post collateral if its estimated termination payments are in excess of \$1,000,000.	

Notwithstanding the foregoing, in the event any downgraded party is responsible for an event of default or potential event of default as defined in the ISDA Master Agreement, the downgraded party must immediately collateralize its obligations irrespective of the threshold amounts.

Under each MTA and MTA Bridges and Tunnels bond resolution, the payments relating to debt service on the swaps are parity obligations with the associated bonds, as well as all other bonds issued under that bond resolution, but all other payments, including the termination payments, are subordinate to the payment of debt service on the swap and all bonds issued under that bond resolution. In addition, MTA and MTA Bridges and

Tunnels have structured each of the swaps (other than the 2 Broadway swaps) in a manner that will permit MTA or MTA Bridges and Tunnels to bond the termination payments under any available bond resolution.

The payments relating to debt service on the 2 Broadway swaps are parity obligations with respect to the sublease payments under the 2 Broadway Certificates of Participation, payable solely from available transportation revenues after the payment of the MTA's transportation revenue bonds and additional parity and subordinate bonds. All other payments, including the termination payments, are payable from substantially the same pool of available transportation revenues after the payment of the MTA's transportation revenue bonds and additional parity and subordinate bonds.

The ISDA Master Agreement sets forth certain termination events applicable to all swaps entered into by the parties to that ISDA Master Agreement. MTA, MTA Bridges and Tunnels and MTA New York City Transit have entered into separate ISDA Master Agreements with each counterparty that governs the terms of each swap with that counterparty, subject to individual terms negotiated in a confirmation.

The following table sets forth, for each swap, the additional termination events for the following associated bond issues. In certain swaps, where the counterparty has a guarantor of its obligations, the ratings criteria apply to the guarantor and not to the counterparty.

MTA Transportation Revenue	
Associated Bond Issue	Additional Termination Event(s)
Series 2002D-2, Series 2005D and Series 2005E	The ratings by S&P and Moody's of the Counterparty or the MTA Transportation Revenue Bonds falls below "BBB-" and "Baa3," respectively, or are withdrawn.
Series 2002G-1 and Series 2011B	See 2 Broadway Certificates of Participation, Series 2004A
Series 2012	The ratings by S&P and Moody's of the Counterparty or the MTA Transportation Revenue Bonds falls below "BBB-" and "Baa3," respectively, or are withdrawn.

MTA Dedicated Tax Fund	
Associated Bond Issue	Additional Termination Event(s)
Series 2002B-1, Series 2002B-3 and Series 2008B-3	The ratings by S&P and Fitch of the Counterparty or the MTA Dedicated Tax Fund Bonds fall below "BBB-" or are withdrawn.
Series 2008A	The ratings by S&P or Moody's of the Counterparty fall below "BBB+" or "Baa1," respectively, or the ratings of S&P or Fitch with respect to the MTA Dedicated Tax Fund Bonds falls below "BBB" or, in either case the ratings are withdrawn.

2 Broadway Certificates of Participation		
Associated Bond Issue	Counterparty	Additional Termination Event(s)
Series 2004A	UBS AG	Negative financial events relating to the swap insurer, Ambac Assurance Corporation.

MTA Bridges and Tunnels Senior and Subordinate Revenue	
Associated Bond Issue	Additional Termination Events
Senior Lien Revenue Bonds	
Series 2002F (swap with Ambac Financial Services, L.P.)	<p>1. MTA Bridges and Tunnels can elect to terminate the swap relating to that Series on 10 Business Days' notice if the Series of Bonds are converted to a fixed rate, the fixed rate on the converted Bonds is less than the fixed rate on the swap and MTA Bridges and Tunnels demonstrates its ability to make the termination payments, <u>or</u> MTA Bridges and Tunnels redeems a portion of the Series of Bonds and demonstrates its ability to make the termination payments.</p> <p>2. Negative financial events relating to the related swap insurer, Ambac Assurance Corporation in case of the swap associated with Series 2002F only.</p>
Series 2005A	See 2 Broadway Certificates of Participation, Series 2004A
Series 2005B interest rate swap and basis risk swap, Series 2002 F (swap with Citibank, N.A.) and Series 2003 B (swap with Citibank, N.A.)	The ratings by S&P or Moody's of the Counterparty fall below "BBB+" or "Baa1," respectively, or the ratings of S&P or Moody's with respect to the MTA Bridges and Tunnels Senior Lien Revenue Bonds falls below "BBB" or "Baa2," respectively, or , in either case the ratings are withdrawn.
Subordinate Revenue Bonds	
Series 2000AB	<p>1. MTA Bridges and Tunnels can elect to terminate the swap relating to that Series on 10 Business Days' notice if the Series of Bonds are converted to a fixed rate, the fixed rate on the converted Bonds is less than the fixed rate on the swap and MTA Bridges and Tunnels demonstrates its ability to make the termination payments, <u>or</u> MTA Bridges and Tunnels redeems a portion of the Series of Bonds and demonstrates its ability to make the termination payments.</p> <p>2. Negative financial events relating to the related swap insurer, Financial Security Assurance Inc.</p>

Rollover Risk. MTA and MTA Bridges and Tunnels are exposed to rollover risk on swaps that mature or may be terminated prior to the maturity of the associated debt. When these swaps terminate, MTA or MTA Bridges and Tunnels may not realize the synthetic fixed rate offered by the swaps on the underlying debt issues. The following debt is exposed to rollover risk:

Associated Bond Issue	Bond Maturity Date	Swap Termination Date
MTA Dedicated Tax Fund Variable Rate Bonds, Series 2002B-1	November 1, 2022	September 1, 2013
MTA Dedicated Tax Fund Variable Rate Bonds, Series 2002B-3	November 1, 2020	September 1, 2013
MTA Dedicated Tax Fund Variable Rate Bonds, Series 2008B-3	November 1, 2030	September 1, 2013
MTA Bridges and Tunnels General Revenue Variable Rate Refunding Bonds, Series 2002F (swap with Ambac Financial Services, L.P.)	November 1, 2032	January 1, 2013
MTA Bridges and Tunnels General Revenue Variable Rate Refunding Bonds, Series 2002F (swap with Citibank, N.A.)	November 1, 2032	January 1, 2032
MTA Bridges and Tunnels General Revenue Variable Rate Bonds, Series 2003B (swap with Citibank, N.A.)	January 1, 2033	January 1, 2032
MTA Transportation Revenue Variable Rate Bonds, Series 2011B	November 1, 2041	January 1, 2030
MTA Transportation Revenue Variable Rate Bonds, Series 2002G-1	November 1, 2026	January 1, 2026
MTA Bridges and Tunnels General Revenue Variable Rate Bonds, Series 2005A	November 1, 2035	January 1, 2030

Swap payments and Associated Debt. The following tables contain the aggregate amount of estimated variable-rate bond debt service and net swap payments during certain years that such swaps were entered into in order to: protect against the potential of rising interest rates; achieve a lower net cost of borrowing; reduce exposure to changing interest rates on a related bond issue; or, in some cases where Federal tax law prohibits an advance refunding, achieve debt service savings through a synthetic fixed rate. As rates vary, variable-rate bond interest payments and net swap payments will vary. Using the following assumptions, debt service requirements of MTA's and MTA Bridges and Tunnel's outstanding variable-rate debt and net swap payments are estimated to be as follows:

- It is assumed that the variable-rate bonds would bear interest at a rate of 4.0% per annum.
- The net swap payments were calculated using the actual fixed interest rate on the swap agreements.

MTA (in millions)				
(Unaudited)				
Period Ended/Ending September 30	Variable-Rate Bonds		Net Swap Payments	Total
	Principal	Interest		
2012	\$ 2.7	\$ 84.7	\$ (5.6)	\$ 81.8
2013	8.7	84.6	(5.7)	87.6
2014	56.1	83.9	(5.8)	134.2
2015-2019	406.2	380.0	(26.7)	759.6
2020-2024	554.9	277.2	(19.8)	812.3
2025-2029	419.5	182.0	(10.2)	591.3
2030-2034	529.8	76.0	(5.6)	600.2
2035	40.8	5.3	(1.0)	45.2

MTA Bridges and Tunnels (in millions) (Unaudited)				
Period Ended/Ending September 30	Variable-Rate Bonds		Net Swap Payments	Total
	Principal	Interest		
2012	\$ 51.7	\$ 63.6	\$ 1.6	116.9
2013	54.5	61.4	(0.3)	115.6
2014	58.1	59.1	(2.0)	115.2
2015-2019	325.9	256.3	(25.7)	556.6
2020-2024	231.5	206.0	(34.1)	403.5
2025-2029	369.7	151.0	(36.4)	484.3
2030-2034	541.3	25.4	(5.1)	561.6

8. LEASE TRANSACTIONS

Leveraged Lease Transactions: Subway Cars — During 1995, MTA Bridges and Tunnels entered into a sale/leaseback transaction with a third party whereby MTA Bridges and Tunnels sold certain subway cars, which were contributed by MTA New York City Transit, for net proceeds of \$84.2. These cars were subsequently leased back by MTA Bridges and Tunnels under a capital lease. The deferred credit of \$34.2 was netted against the carrying value of the leased assets, and the assets were recontributed to the MTA New York City Transit. MTA Bridges and Tunnels transferred \$5.5 to the MTA, representing the net economic benefit of the transaction. The remaining proceeds, equal to the net present value of the lease obligation, of which \$71.3 was placed in an irrevocable deposit account at ABN AMRO Bank N.V. and \$7.5 was invested in U.S. Treasury Strips. The estimated yields and maturities of the deposit account and the Treasury Strips are expected to be sufficient to meet all of the regularly scheduled obligations under the lease as they become due, including the purchase option, if exercised. The capital lease obligation is included in other long-term liabilities. At the end of the lease term MTA Bridges and Tunnels has the option to purchase the subway cars for approximately \$106, which amount has been reflected in the net present value of the lease obligation, or to make a lease termination payment of approximately \$89.

Leveraged Lease Transactions: Hillside Facility — On March 31, 1997, the MTA entered into a lease/leaseback transaction with a third party whereby the MTA leased MTA Long Island Rail Road's Hillside maintenance facility to the third party. The term of the lease is 22 years, and the third party has the right to renew for a further 21.5 year term. The facility was subsequently subleased back to the MTA as a capital lease, and sub-subleased by the MTA to MTA Long Island Rail Road.

Under the terms of the lease/leaseback agreement, the MTA initially received \$314, which was utilized as follows. The MTA paid \$266 to Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank Nederland), an affiliate of the third party's lender, which has the obligation to pay to the MTA an amount equal to the rent obligations under the sublease attributable to the debt service on the loan from the third party's lender. The MTA used \$21 to purchase Treasury securities, which are pledged as collateral to the third party. The value at maturity of these Treasury securities, together with the proceeds from the aforementioned obligation of Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., is sufficient to pay all of the regularly scheduled rent obligations, including the cost of purchasing the third party's remaining rights at the end of the 22-year sublease period, if the related purchase option is exercised. A further \$0.6 was used to pay for legal and other costs of the transaction, and \$3 was used to pay the first rental payment under the sublease. A further \$23 is the MTA's net benefit from the transaction, representing consideration for the tax benefits. MTA Bridges and Tunnels has entered into a guarantee with the third

party that the sublease payments will be made. At September 30, 2012, the MTA has recorded a long-term capital obligation and capital asset of \$261 arising from the transaction.

Leveraged Lease Transactions: Subway and Rail Cars — On December 12, 1997, the MTA entered into two lease/leaseback transactions whereby the MTA leased certain of MTA Metro-North Railroad's rail cars to a third party and MTA New York City Transit leased certain subway maintenance cars to the same third party. MTA exercised the purchase option on the first tranche of the lease related to MTA Metro-North Railroad assets. The final installment of the purchase price was paid in December 2009.

The remaining lease tranches related to MTA Metro-North Railroad assets expire in 2013 and 2014, depending on the asset, and the lease for MTA New York City Transit's subway maintenance cars expires in 2013.

The third party has the right to renew the lease for an additional period of 12 years for MTA Metro-North Railroad cars, and a further 12 years for MTA New York City Transit's subway maintenance cars. The cars were subsequently subleased back to the MTA as a capital lease, and sub-subleased by the MTA to MTA Metro-North Railroad and MTA New York City Transit, respectively.

Under the terms of these lease/leaseback agreements, the MTA initially received \$76.6, which was utilized as follows: The MTA paid \$59.8 to an affiliate of the third party's lender, which has the obligation to pay to the MTA an amount equal to the rent obligations under the sublease attributable to the debt service on the loan from the third party's lender. The obligations of the affiliate of the third party's lender are guaranteed by American International Group, Inc. The MTA used \$12.5 to purchase a Letter of Credit from an affiliate of the third party's lender, guaranteed by American International Group, Inc. The payments to the MTA under the Letter of Credit, together with the aforementioned payments from the affiliate of the third party's lender, are sufficient to pay all of the regularly scheduled rent obligations, including the cost of purchasing the third party's remaining rights at the end of the sublease period if the related purchase options are exercised. At September 30, 2012, the MTA has recorded a long-term capital obligation and capital asset of \$28 arising from the transaction.

As a result of the downgrade of American International Group, Inc., the guarantor of the Letter of Credit, the provider of the Letter of Credit was required to pledge, and has pledged, collateral in the form of securities issued or guaranteed by the U.S. Government, including U.S. Treasury obligations and any other obligations the timely payment of principal of, and interest on, which are guaranteed by the U.S. Government and bonds, notes, debentures, obligations or other evidence of indebtedness issued and/or guaranteed by Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, Government National Mortgage Association or any other agency or instrumentality of the United States of America which are rated AAA by Standard & Poor's, which collateral has a market value in excess of the accreted value of its obligations. In the event of a failure of the obligor under the Letter of Credit and American International Group, Inc., as guarantor of such obligations, to perform, the transaction documents are structured to provide recourse to the securities that have been pledged as collateral for such obligations.

MTA has pledged additional collateral in the amount of \$3 to cover the difference between the market value of the collateral provided by American International Group, Inc. and the nominal amount of the sum of MTA's rent payments plus the optional purchase option payments. As American International Group, Inc. increases the value of its collateral during the period through the remaining purchase option dates in 2013 and 2014, the MTA collateral can be released to MTA in an equivalent amount until MTA has no further collateralization obligation.

Leveraged Lease Transactions: Subway Cars — On September 25, 2002 and December 17, 2002 the MTA entered into four sale/leaseback transactions whereby MTA New York City Transit transferred ownership of certain MTA New York City Transit subway cars to the MTA, the MTA sold those cars to third parties, and the MTA leased those cars back from such third parties. The MTA subleased the cars to MTA New York City Transit. The four leases expire in 2032, 2034, 2033, and 2033, respectively. At the lease expiration, the MTA has the option of either exercising a fixed price purchase option for the cars or returning the cars to the third party owner.

Under the terms of the sale/leaseback agreements, the MTA initially received \$1,514.9, which was utilized as follows: The MTA paid \$1,058.6 to affiliates of certain of the lenders to the third parties, which affiliates have the obligation to pay to the MTA an amount equal to the rent obligations under the leases attributable to the debt service on the related loans. The obligations of the affiliate of the third parties' lenders are guaranteed by Financial Security Assurance, Inc. The MTA also purchased Freddie Mac, FNMA, and U.S. Treasury debt securities in amounts and with maturities, which are sufficient to make the lease rent payments equal to the debt service on the loans from the other lenders to the third parties. In the case of one of the four leases, MTAHQ also purchased Freddie Mac debt securities, the value of which at maturity, together with the aforementioned payment from the affiliate of the third party lender and the value at maturity of the Freddie Mac securities that were purchased to provide sufficient funds to make the lease rent payments equal to the debt service on the loan from the other lender to the third party, are sufficient to pay all regularly scheduled rent obligations, including the cost of purchasing the third party's remaining rights at the end of the sublease period if the related purchase options are exercised. In the case of the other three leases, the MTA entered into Equity Payment Agreements with FSA Capital Markets Services LLC (which are guaranteed by Financial Security Assurance, Inc.) whereby that entity has the obligation to provide to the MTA the amounts necessary, together with the aforementioned payments from the affiliate of the third parties' lender and the value at maturity of the Freddie Mac, FNMA, and U.S. Treasury debt securities that were purchased to provide sufficient funds to make the lease rent payments equal to the debt service on the loan from the other lenders to the third parties, are sufficient to pay all regularly scheduled rent obligations, including the cost of exercising the respective fixed price purchase options, if such purchase options are exercised. In two of the three leases in which FSA Capital Markets Services LLC is the obligor under the Equity Payment Agreements, FSA Capital Markets Services LLC is required to pledge, and has pledged, collateral in the form of securities issued or guaranteed by the United States Government, including United States Treasury obligations, publicly traded U.S. Treasury Strips, Government National Mortgage Association obligations and any other obligations the timely payment of principal and interest of which are guaranteed by the United States Government, and bonds, notes, debentures, obligations or other evidence of indebtedness issued and/or guaranteed by Federal National Mortgage Association, Federal Home Loan Mortgage Corporation or any agency or instrumentality of the United States of America, which collateral has a market value in excess of the accreted value of its obligations.

In the event of a failure to perform by FSA Capital Markets Services LLC as obligor under the Equity Payment Agreements in the three leases, and Financial Security Assurance, Inc., as guarantor of such obligations, the transaction documents for the two leases in which such obligations are collateralized are structured to provide recourse to the securities that have been pledged as collateral for such obligations. The accreted value of the Equity Payment Agreement in the transaction in which the obligation of FSA Capital Markets Services LLC, as obligor, and Financial Security Assurance, Inc., as guarantor, is uncollateralized was \$11.41 at September 30, 2012.

Financial Security Assurance, Inc. also guaranteed surety policies issued by its affiliate for the benefit of the lessor in each of the three leases covering MTA's contingent obligation to pay the portion of the stipulated early termination payments in excess of the accreted value of the Equity Payment Agreement that would be due if there were an early termination of such leases.

Financial Security Assurance, Inc. has been renamed Assured Guaranty Municipal Corp. If the credit ratings on Assured Guaranty Municipal Corp. fall below Aa3 (Moody's) or AA- (Standard & Poor's), MTA would be obligated to replace each such surety policy with either a qualifying substitute surety policy from an eligible surety or a qualifying letter of credit from an eligible letter of credit issuer or would have to deposit collateral with a custodian consisting of eligible securities. At September 30, 2012, the aggregate (for the three leases) insured amount of the surety policies, the stated amounts of the letters of credit or the market value of the securities that would be required in substitution was \$256.03. In addition, for the one such lease where the Equity Payment Agreement is not collateralized, MTA, at its own expense, would have to replace such Equity Payment Agreement with Treasury securities. In the two leases where the Equity Payment Agreements are collateralized, if the credit ratings on Assured Guaranty Municipal Corp. reaches A2 or below (Moody's) or A or below (Standard & Poor's) then MTA, at its own expense, would have to replace the Equity Payment Agreements associated with such leases with Treasury securities. The amount remaining after payment of transaction expenses, \$96.2, was the MTA's net benefit from these four transactions.

Leveraged Lease Transactions: Qualified Technological Equipment — On December 19, 2002, the MTA entered into four sale/leaseback transactions whereby MTA New York City Transit transferred ownership of certain MTA New York City Transit qualified technological equipment ("QTE") relating to the MTA New York City Transit automated fare collection system to the MTA. The MTA sold that equipment to third parties and the MTA leased that equipment back from such third parties. The MTA subleased the equipment to MTA New York City Transit. The four leases expire in 2022, 2020, 2022, and 2020, respectively. At the lease expiration, the MTA has the option of either exercising a fixed-price purchase option for the equipment or returning the equipment to the third-party owner.

Under the terms of the sale/leaseback agreements the MTA initially received \$507.4, which was utilized as follows: The MTA paid \$316.2 to affiliates of certain of the lenders to the third parties, which affiliates have the obligation to pay to MTA an amount equal to the rent obligations under the leases attributable to the debt service on the loan from certain of the third parties' lenders. The MTA also purchased FNMA and U.S. Treasury debt securities in amounts and with maturities which are sufficient to make the lease rent payments equal to the debt service on the loans from the other lenders to the third parties. In the case of three of the four leases, the MTA also purchased U.S. Treasury debt securities in amounts and with maturities, which are expected to be sufficient to pay the remainder of the regularly scheduled lease rent payments under those leases and the purchase price due upon exercise by the MTA of the related purchase options if exercised. In the case of the other lease, the MTA entered into an Equity Payment Undertaking Agreement with XL Insurance (Bermuda) Ltd. (which was guaranteed by XL Financial Assurance Ltd.) whereby that entity had the obligation to provide to the MTA the amounts necessary to make the remainder of the equity portion of the basic lease rent payments under that lease and to pay the equity portion of the purchase price due upon exercise by the MTA of the purchase option if exercised. The amount remaining after payment of transaction expenses, \$57.6, was the MTA's net benefit from these four transactions. As consideration for the cooperation of the City of New York in these transactions, including the transfer of any property interests held by the City on such equipment to MTA New York City Transit and the MTA, the MTA is obligated to pay to the City 24.11% of the net benefit received from these four QTE transactions. At September 30, 2012, the MTA had paid the City of New York \$13.7.

On February 7, 2008, the MTA learned that XL Insurance (Bermuda) Ltd. was downgraded to a level that under the applicable transaction documents required the MTA to replace the Equity Payment Undertaking Agreement with other permitted collateral. On May 2, 2008, the MTA entered into a termination agreement that terminated the QTE transaction in which the XL Insurance (Bermuda) Ltd. Equity Payment Undertaking Agreement served as equity collateral. In connection with such termination, the MTA transferred to the lessor in that transaction U.S. Treasury debt obligations, having

a cost of approximately \$75, which obligations were substantially similar in amount and payment terms to the XL Insurance (Bermuda) Ltd. Equity Payment Undertaking Agreement. The MTA subsequently entered into an agreement with XL Insurance (Bermuda) Ltd. to terminate the XL Insurance (Bermuda) Ltd. Equity Payment Undertaking Agreement and XL Insurance (Bermuda) Ltd. paid the MTA \$61.

On September 16, 2008, the MTA learned that American International Group, Inc. was downgraded to a level that under the transaction documents for two of the remaining three QTE leases required the MTA to replace the applicable Equity Credit Default Option Agreement provided by AIG Financial Products Corp. and guaranteed by American International Group, Inc. MTA terminated those two leases in January, 2009 pursuant to early termination agreements with the equity investor. The MTA achieved a net gain of approximately \$3 as a result of such terminations.

Leveraged Lease Transaction: Subway Cars — On September 3, 2003, the MTA entered into a sale/leaseback transaction whereby MTA New York City Transit transferred ownership of certain MTA New York City Transit subway cars to the MTA, the MTA sold those cars to a third party, and the MTA leased those cars back from such third party. The MTA subleased the cars to MTA New York City Transit. The lease expires in 2033. At the lease expiration, the MTA has the option of either exercising a fixed-price purchase option for the cars or returning the cars to the third-party owner.

Under the terms of the sale/leaseback agreement, the MTA initially received \$168.1, which was utilized as follows: The MTA paid \$126.3 to an affiliate of one of the lenders to the third party, which affiliate has the obligation to pay to the MTA an amount equal to the rent obligations under the lease attributable to the debt service on such loan from such third party's lender. The obligations of the affiliate of the third party's lender are guaranteed by American International Group, Inc. The MTA also purchased FNMA and U.S. Treasury securities in amounts and with maturities which are sufficient to make the lease rent payments equal to the debt service on the loans from the other lender to the third party and to pay the remainder of the regularly scheduled rent due under that lease and the purchase price due upon exercise by the MTA of the fixed price purchase option if exercised. The amount remaining after payment of transaction expenses, \$7.4, was the MTA's benefit from the transaction.

Leveraged Lease Transactions: Subway Cars — On September 25, 2003 and September 29, 2003, the MTA entered into two sale/leaseback transactions whereby MTA New York City Transit transferred ownership of certain MTA New York City Transit subway cars to the MTA, the MTA sold those cars to third parties, and the MTA leased those cars back from such third parties. The MTA subleased the cars to MTA New York City Transit. Both leases expire in 2033. At the lease expiration, MTAHQ has the option of either exercising a fixed-price purchase option for the cars or returning the cars to the third-party owner.

Under the terms of the sale/leaseback agreements, the MTA initially received \$294, which was utilized as follows: In the case of one of the leases, the MTA paid \$97 to an affiliate of one of the lenders to the third party, which affiliate has the obligation to pay to the MTA an amount equal to the rent obligations under the lease attributable to the debt service on the loan from such third party's lender. The obligations of the affiliate of such third party's lender are guaranteed by American International Group, Inc. In the case of the other lease, the MTA purchased U.S. Treasury debt securities in amounts and with maturities, which are sufficient for the MTA to make the lease rent payments equal to the debt service on the loan from the lender to that third party. In the case of both of the leases, the MTA also purchased Resolution Funding Corporation (REFCO) debt securities that mature in 2030. Under an agreement with AIG Matched Funding Corp. (guaranteed by American International Group, Inc.), AIG Matched Funding Corp. receives the proceeds from the REFCO debt securities at maturity and is obligated to pay to the MTA amounts sufficient for the MTA to pay the remainder of the regularly scheduled lease rent

payments under those leases and the purchase price due upon exercise by the MTA of the purchase options if exercised. The amount remaining after payment of transaction expenses, \$24, was the MTA's net benefit from these two transactions.

On September 16, 2008, the MTA learned that American International Group, Inc. was downgraded to a level that under the terms of the transaction documents for the sale/leaseback transaction that closed on September 29, 2003, the MTA is required to replace or restructure the applicable Equity Payment Undertaking Agreement provided by AIG Financial Products Corp. and guaranteed by American International Group, Inc. On December 17, 2008, MTA terminated the Equity Payment Undertaking Agreement provided by AIG Financial Products Corp. and guaranteed by American International Group, Inc. and provided replacement collateral in the form of U.S. Treasury strips. The Resolution Funding Corporation (REFCO) debt security that was being held in pledge was released to MTA. On November 6, 2008, the MTA learned that Ambac Assurance Corp., the provider of the credit enhancement that insures the MTA's contingent obligation to pay a portion of the termination values upon an early termination in both the September 25, 2003 and September 29, 2003 transactions, was downgraded to a level that required the provision of new credit enhancement facilities for each lease by December 21, 2008.

On December 17, 2008, MTA terminated the Ambac Assurance Corp. surety bond for the lease transaction that closed on September 25, 2003 and provided a short-term U.S. Treasury debt obligation as replacement collateral. The cost of the replacement collateral was \$32. As a result of a mark-to-market of the securities provided as collateral as of January 31, 2009, \$8 of such \$32 in collateral value was released back to MTA in February 2009. As a result of a mark-to-market of the securities provided as collateral as of January 2012, \$10 of such \$34 in collateral value was released back to MTA in February 2012. As of September 30, 2012, the market value of total collateral funds was \$24.4.

On January 12, 2009, MTA provided a short-term U.S. Treasury debt obligation as additional collateral in addition to the Ambac Assurance Corp. surety bond for the lease transaction that closed on September 29, 2003. From time to time, additional collateral has been required to be added such that the total market value of the securities being held as additional collateral. As of September 30, 2012, the market value of total collateral funds was \$43.2.

Other Lease Transactions — On July 29, 1998, the MTA, (solely on behalf of MTA Long Island Rail Road and MTA Metro-North Railroad, MTA New York City Transit, and MTA Bridges & Tunnels) entered into a lease and related agreements whereby each agency, as subleasee, will rent, for an initial stated term of approximately 50 years, an office building at Two Broadway in lower Manhattan. The lease term expires on July 30, 2048, and, pursuant to certain provisions, is renewable for two additional 15-year terms. The lease comprises both operating (for the lease of land) and capital (for the lease of the building) elements. The total annual rental payments over the initial lease term are \$1,602 with rent being abated from the commencement date through June 30, 1999. During 2011, the MTA made rent payments of \$39. In connection with the renovation of the building and for tenant improvements, the MTA issued \$121 and \$328 in 2000 and 1999, respectively, of certificates of participation. In 2004, it issued approximately \$358 of certificates of participation that partially refunded the two previously issued certificates. As of September 30, 2012, there was \$114 in certificates of participation outstanding. (See Note 7). The office building is principally occupied by MTA New York City Transit and MTA Bridges & Tunnels.

On April 8, 1994, the MTA amended its lease for the Harlem/Hudson line properties, including Grand Central Terminal. This amendment initially extends the lease term, previously expiring in 2031, an additional 110 years and, pursuant to several other provisions, an additional 133 years. In addition, the amendment grants the MTA an option to purchase the leased property after the 25th anniversary of the

amended lease. The amended lease comprises both operating (for the lease of land) and capital (for the lease of buildings and track structure) elements.

In August 1988, the MTA entered into a 99-year lease agreement with Amtrak for Pennsylvania Station. This agreement, with an option to renew, is for rights to the lower concourse level and certain platforms. The \$45 paid to Amtrak by the MTA under this agreement is included in other assets. This amount is being amortized over 30 years. In addition to the 99-year lease, MTA Long Island Rail Road entered into an agreement with Amtrak to share equally the cost of the design and construction of certain facilities at Pennsylvania Station. Under this agreement, the MTA may be required to contribute up to \$60 for its share of the cost. As of December 31, 2000, the project was closed and \$50 was included in property and equipment.

Total rent expense under operating leases approximated \$33.4 and \$36.5 for the periods ended September 30, 2012 and 2011 respectively.

At September 30, 2012, the future minimum lease payments under non-cancelable leases are as follows (in millions):

	Operating	Capital
	(Unaudited)	
2012	\$ 19	\$ 134
2013	52	73
2014	54	77
2015	51	58
2016	50	63
2017–2021	188	413
2022–2026	222	375
2027–2031	235	169
2032–2036	253	1,618
2037–2041	253	166
Thereafter	<u>568</u>	<u>410</u>
Future minimum lease payments	<u>\$ 1,945</u>	3,556
Amount representing interest		<u>(2,365)</u>
Total present value of capital lease obligations		<u>1,191</u>
Less current present value of capital lease obligations		<u>125</u>
Noncurrent present value of capital lease obligations		<u>\$ 1,066</u>

Capital Leases Debt Schedule**For the Year Ended December 31, 2011 and Period Ended September 30, 2012**

(in millions)

Description	December 31,			September 30,
	2011	Increase	Decrease	2012 (Unaudited)
Hillside Facility	\$ 264	\$ -	\$ 3	\$ 261
Hawaii	30	-	2	28
Wachovia/PM	17	-	-	17
Wachovia/T	44	-	-	44
Textron	2	-	-	2
Wachovia	14	-	1	13
Sumitomo	15	-	-	15
Met Life	4	-	-	4
Met Life Equity	19	-	-	19
Bank of New York	7	-	3	4
Bank of New York	22	-	-	22
Bank of America	125	-	-	125
Bank of America Equity	16	-	-	16
Wachovia	146	-	-	146
Wachovia	65	-	-	65
Textron	17	-	-	17
Sumitomo	45	1	-	46
Met Life Equity	39	-	-	39
Grand Central Terminal & Harlem Hudson Railroad Lines	15	-	-	15
2 Broadway Lease Improvement	153	-	-	153
2 Broadway	39	-	-	39
Subway Cars	100	1	-	101
Total MTA Capital Lease Debt	\$ 1,198	\$ 2	\$ 9	\$ 1,191
Obligations under Capital Lease, Current Portion	\$ 116			\$ 125
Obligations under Capital Lease, Long Term Portion	\$ 1,082			\$ 1,066

9. FUTURE OPTION

In 2009, MTA and LIRR entered into an Air Space Parcel Purchase and Sale Agreement (“Agreement”) with Atlantic Yards Development Company, LLC (“AADC”) pursuant to which AADC has agreed to purchase fee title to six parcels of air space above the LIRR’s Atlantic Yard in Brooklyn, New York. Initial annual payments of \$2 (covering all six parcels) commenced on June 1, 2012 and are due on the following three anniversaries of that date. Starting on June 1, 2016 and continuing on each anniversary thereof through and including June 1, 2031, an annual option payment in the amount of \$11.03 is due. The Agreement provides that all such payments are (i) fully earned by MTA as of the date due in consideration of the continuing grant to Developer of the rights to purchase the air space parcels, (ii) are non-refundable and (iii) shall be deemed to be payments on account of successive annual options granted to AADC.

After AADC and its affiliates have completed the new yard and transit improvements to be constructed by them at and in the vicinity of the site, AADC has the right from time to time until June 1, 2031 to close on the purchase of any or all of the six air rights parcels. The purchase price for the six parcels is an amount, when discounted at 6.5% per annum from the date of payment that equals a present value of

\$80 as of January 1, 2010. The purchase price of any particular air space parcel is equal to a net present value as of January 1, 2010 of the product of that parcel's percentage of the total gross square footage of permissible development on all six air space parcels multiplied by \$80.

10. ESTIMATED LIABILITY ARISING FROM INJURIES TO PERSONS

A summary of activity in estimated liability as computed by actuaries arising from injuries to persons, including employees, and damage to third-party property, for the period ended September 30, 2012 and year ended December 31, 2011 is presented below (in millions):

	September 30, 2012 (Unaudited)	December 31, 2011
Balance — beginning of period/year	\$ 1,968	\$ 1,700
Activity during the period/year:		
Current period/year claims and changes in estimates	280	509
Claims paid	<u>(201)</u>	<u>(241)</u>
Balance — end of period/year	2,047	1,968
Less current portion	<u>(271)</u>	<u>(284)</u>
Long-term liability	<u>\$ 1,776</u>	<u>\$ 1,684</u>

11. COMMITMENTS AND CONTINGENCIES

The MTA Group monitors its properties for the presence of pollutants and/or hazardous wastes and evaluates its exposure with respect to such matters. When the expense, if any, to clean up pollutants and/or hazardous wastes is estimable it is accrued by the MTA.

Management has reviewed with counsel all actions and proceedings pending against or involving the MTA Group, including personal injury claims. Although the ultimate outcome of such actions and proceedings cannot be predicted with certainty at this time, management believes that losses, if any, in excess of amounts accrued resulting from those actions will not be material to the financial position, results of operations, or cash flows of the MTA.

12. POLLUTION REMEDIATION COST

Effective 2008, pollution remediation costs are being charged in accordance with the provision of GASB Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*. The Statement establishes standards for determining when expected pollution remediation outlays should be accrued as a liability or, if appropriate, capitalized. An operating expense and corresponding liability, measured at its current value using the expected cash flow method, have been recognized for certain pollution remediation obligations that are no longer able to be capitalized as a component of a capital project. Pollution remediation obligations, which are estimates and subject to changes resulting from price increases or reductions, technology, or changes in applicable laws or regulations, occur when any one of the following obligating events takes place:

- An imminent threat to public health due to pollution exists
- MTA is in violation of a pollution prevention-related permit or license

- MTA is named by a regulator as a responsible or potentially responsible party to participate in remediation
- MTA is named or there is evidence to indicate that it will be named in a lawsuit that compels participation in remediation activities, or
- MTA voluntarily commences or legally obligates itself to commence remediation efforts

Operating expense provision and corresponding liability measured at its current value using the expected cash flow method have been recognized for certain pollution remediation obligation that previously may not have been required to be recognized, or are no longer able to be capitalized as a component of a capital project. As of September 30, 2012, the MTA has recognized a total cost of \$5 and a pollution remediation liability of \$112.

13. FUEL HEDGE

MTA partially hedges its fuel cost exposure using financial hedges. All MTA fuel hedges provide for up to 18 monthly settlements. The table below summarizes nine active ultra-low sulfur diesel (“ULSD”) hedges:

Counterparty	Deutsche Bank AG	J. Aron & Company	Bank of America Merrill Lynch						
Trade Date	3/1/2012	2/7/2012	7/2/2012	8/3/2012	9/7/2012	12/22/2011	4/5/2012	5/4/2012	5/31/2012
Effective Date	4/1/2012	3/1/2012	8/1/2012	9/1/2012	10/1/2012	1/1/2012	5/1/2012	6/1/2012	6/1/2012
Termination Date	9/30/2012	8/31/2013	1/31/2014	2/28/2014	3/31/2014	6/30/2013	10/31/2013	11/30/2013	11/30/2013
Price/Gal	\$3.21	\$3.12	\$2.70	\$2.92	\$3.06	\$2.89	\$3.16	\$3.00	\$2.77
Notional Qnty (Gal)	3,735,414	6,408,198	2,781,900	2,298,456	2,322,538	20,076,156	3,479,911	3,171,942	3,614,022

The monthly settlements are based on the daily prices of the respective commodities whereby MTA will either receive a payment, or make a payment to the various counterparties depending on the average monthly price of the commodities in relation to the contract prices. As at September 30, 2012, the total notional value of the ULSD contracts was 31,201,819 gallons with a positive fair market value of \$3.25.

14. OPERATING ACTIVITY INFORMATION

(In millions)	MTA	Commuters	Transit	Bridges and Tunnels	Eliminations	Consolidated Total
September 30, 2012 (Unaudited)						
Operating revenue	\$ 195	\$ 949	\$ 3,034	\$ 1,146	\$ (29)	\$ 5,295
Depreciation and amortization	77	406	1,023	66	-	1,572
Subsidies and grants	3,083	-	1,178	7	(1,020)	3,248
Tax revenue	670	-	421	-	(131)	960
Interagency subsidy	409	-	129	(409)	(129)	
Operating (deficit) surplus	(689)	(1,170)	(4,239)	761	-	(5,337)
Net surplus (deficit)	1,288	(1,118)	(521)	17	25	(309)
Payment for capital assets	(3,773)	(174)	(587)	(162)	1,120	(3,576)
September 30, 2012 (Unaudited)						
Total assets and deferred outflows of resources	13,731	10,484	35,532	5,647	(1,123)	64,271
Net working capital	2,499	(10)	(1,931)	(214)	(308)	36
Long-term debt — (including current portion)	23,201	-	-	9,029	(11)	32,219
Net position	(14,310)	8,832	25,850	(4,666)	1	15,707
September 30, 2012 (Unaudited)						
Net cash (used in)/provided by operating activities	(786)	(604)	(1,792)	886	(23)	(2,319)
Net cash provided by/(used in) noncapital financing activities	3,309	565	1,696	(404)	(1,684)	3,482
Net cash (used in)/provided by capital and related financing activities	(1,629)	37	(536)	(367)	1,791	(704)
Net cash provided by/(used in) investing activities	(867)	9	629	(108)	(84)	(421)
Cash at beginning of year	131	17	39	16	-	203
Cash at end of period	158	24	36	23	-	241

NOTE: Only MTA and MTA Bridges and Tunnels agencies are issuing debt.

(Continued)

(In Millions)	MTA	Commuters	Transit	Bridges and Tunnels	Eliminations	Consolidated Total
September 30, 2011 (Unaudited)						
Operating revenue	\$ 226	\$ 900	\$ 2,926	\$ 1,136	\$ (29)	\$ 5,159
Depreciation and amortization	68	387	974	63	-	1,492
Subsidies and grants	2,935	-	1,152	7	(914)	3,180
Tax revenue	669	-	416	-	(151)	934
Interagency subsidy	408	-	127	(408)	(127)	-
Operating (deficit) surplus	(700)	(1,158)	(3,416)	765	-	(4,509)
Net (deficit) surplus	1,920	(1,088)	(667)	75	21	261
Capital expenditures	(2,917)	(154)	(640)	(111)	902	(2,920)
September 30, 2011 (Unaudited)						
Total assets and deferred						
outflows of resources	14,185	10,575	33,840	5,412	(1,161)	62,851
Net working capital	2,999	66	(1,416)	(274)	(124)	1,251
Long-term debt — (including						
current portion)	22,898	-	-	8,926	(39)	31,785
Net position	(13,278)	9,088	26,033	(4,704)	(2)	17,137
September 30, 2011 (Unaudited)						
Net cash (used in)/provided by						
operating activities	(577)	(652)	(1,548)	880	16	(1,881)
Net cash provided by/(used in)						
noncapital financing activities	3,054	697	1,737	(382)	(1,696)	3,410
Net cash (used in)/provided by						
capital and related financing						
activities	(2,546)	(43)	(538)	(405)	1,711	(1,821)
Net cash provided by/(used in)						
investing activities	74	(9)	335	(92)	(31)	277
Cash at beginning of year	120	21	49	10	-	200
Cash at end of period	125	14	35	11	-	185

NOTE: Only MTA and MTA Bridges and Tunnels agencies are issuing debt.

(Concluded)

15. SUBSEQUENT EVENTS

On October 4, 2012, MTA effected a mandatory tender and remarketed \$250 of Transportation Revenue Variable Rate Bonds, Series 2005E, because the letter of credit (LOC) issued by BNP Paribas expired by its terms. The LOC was substituted with three new irrevocable direct-pay LOCs from Bank of America, JPMorgan Chase Bank, and PNC Bank, in the amounts of \$100, \$75 and \$75, respectively. The LOC issued by JPMorgan Chase Bank will terminate on December 31, 2014, while the other two LOCs will terminate on October 2, 2015. The Series 2005E bonds were redesignated as Subseries 2005E-1, 2005E-2 and 2005E-3. The Subseries 2005E-1 and 2005E-2 bonds will be remarketed in the weekly mode, and Subseries 2005E-3 will be remarketed in the daily mode.

On October 16, 2012, MTA priced \$959.465 of MTA Dedicated Tax Fund Refunding Bonds, Series 2012A. Proceeds from the transaction were used to execute a cross credit refunding of the bond series noted in the table below:

<u>Issue and Series</u>	<u>Refunded Par (\$ millions)</u>
Transportation Revenue Refunding Bonds 2002E	\$2.000
Transportation Revenue Bonds 2003A	69.550
Transportation Revenue Bonds 2003B	187.105
Transportation Revenue Bonds 2005A	22.775
Transportation Revenue Bonds 2005B	27.620
Dedicated Tax Fund Bonds 2002A	610.305
Dedicated Tax Fund Bonds 2006A	70.470
Dedicated Tax Fund Bonds 2006B	<u>69.685</u>
Total	<u>\$1,059.51</u>

The Series 2012A bonds were issued as tax-exempt fixed-rate Current Interest Bonds (“CIBs”) and Capital Appreciation Bonds (“CABs”), in the amounts of \$848.260 and \$111.206 (present value), respectively. The Series 2012A bonds have a final maturity of November 15, 2032.

On October 25, 2012, MTA effected a Notice of Extension stating that the direct pay letter of credit with Landesbank Hessen-Thüringen Girozentrale, New York Branch (Helaba) that was set to expire on November 10, 2012, will be renewed. The renewal extended the existing letter of credit for two years to November 10, 2014.

On October 26, 2012, MTA entered a \$24.4 Ultra Low Sulfur diesel fuel hedge contract with a December 2012 start date and an October 2014 final maturity. The winning bid was submitted by to J. Aron & Company at an all-in price of \$2.89/gallon.

On October 29, 2012, Tropical Storm Sandy made a landfall on the Mid-Atlantic East Coast. The storm caused widespread damage to the physical transportation assets operated by MTA and its affiliates and subsidiaries. Subway service has now been restored on all lines, with the exception of (a) the segment of A line service connecting to the Rockaways across Jamaica Bay, which is anticipated to be out of service for the next several months (and in substitution for which a free connecting bus shuttle service to the A line Howard Beach station is temporarily being provided, as well as temporary free "H" line subway shuttle service on the Rockaways Peninsula between Far Rockaway/Mott Street and Beach 90th Street; the shuttle service on the Peninsula between Beach 90th Street and Rockaway Park Beach/116th Street remains unavailable due to track damage); and (b) service on the portion of the 1 line between Rector Street and the severely damaged South Ferry station. As repair work on the subway system continues, headways on some lines on which service has been restored are greater than normal due to continuing impacts from Tropical Storm Sandy.

Commuter rail service and bridge and tunnel services have been fully restored, except for rail service operated by New Jersey Transit for Metro-North on the Pascack Valley/Port Jervis line west of the Hudson, which has been partially restored and is expected to be fully restored on or about January 14, 2013. During the month of November, customers using the two bridges connecting the Rockaway Peninsula to the rest of New York City were provided passage without charge, with MTA reimbursing MTA Bridges and Tunnels for the associated foregone revenue, in an effort to enhance mobility to and from the Rockaway Peninsula during a critical period of recovery. Political leaders of the government of the State of New York have committed to appropriating funds to MTA to cover the costs of free crossings during this period. MTA workers continue to inspect and repair the damage caused by the massively destructive storm. MTA is working with other governmental units, including the City, State and Federal governments, to assure full and safe restoration of subway, commuter rail, bridges and tunnels and other services as quickly as possible. The impact of Tropical Storm Sandy on the consolidated financial statements has not been determined.

As in past events that have disrupted MTA services, including the impact of Tropical Storm Irene in 2011, the MTA expects to secure substantial Federal assistance, including reimbursement of certain associated costs from the Federal Emergency Management Agency (“FEMA”), to allow MTA to recover a substantial portion of storm-related losses. The MTA understands that FEMA will reimburse MTA for all “approved project costs” incurred up until November 9, 2012. MTA expects FEMA to reimburse at least 75% of “approved project costs” thereafter. MTA also expects to recover a substantial amount of the storm related costs from MTA’s all agency property insurance program provided by MTA’s captive insurance subsidiary FMTAC. This insurance program, which was renewed on May 1, 2012 for a one-year period, insures property damage claims in excess of a \$25 per occurrence self-insured retention, with an additional \$25.88 of self-insurance at different layers throughout the program. The total program limit is \$1.075 billion per occurrence covering the property of the MTA agencies collectively with a \$150 sublimit for damage to property in Flood Zone A. The policy also provides extra expense and business interruption coverage. The claims and accounting teams of Marsh, the MTA’s insurance broker, are working with the MTA agencies and MTA Risk Management to prepare the FEMA and property insurance claims. The associated costs and expenses as a result of storm preparation, evacuation and shut down as well as the costs for remediation, cleanup, mitigation and the restoration of service will be categorized by agency and expense type and according to FEMA allowances for projects. MTA intends to maximize its recovery from all available insurance and FEMA sources, subject to any sublimits and retentions. The amount and timing for receipt of funds from insurance sources or FEMA cannot be predicted at this time. While MTA currently believes that it has sufficient operating cash available to meet its requirements, it will continue to explore options to obtain additional cash flow if deemed necessary or appropriate.

On November 1, 2012, MTA effected a mandatory tender and remarketed \$209.64 of Triborough Bridge and Tunnel Authority General Revenue Variable Rate Refunding Bonds, Series 2002F. The standby bond purchase agreement with ABN Amro Bank, N.V. that supported the bonds terminated according to its terms and was substituted with a new standby bond purchase agreement with Landesbank Hessen-Thüringen Girozentrale, New York Branch (Helaba), which will expire on November 1, 2015. The plan of finance also converted the Series 2002F bonds from a weekly rate mode to a daily rate mode. The bonds are rated Aa3/VMIG-1 by Moody’s, AA-/A-1 by Standard and Poor’s, and AA-/F1+ by Fitch.

On November 1, 2012, MTA effected a mandatory tender and remarketed \$35 of MTA Dedicated Tax Fund Refunding Bonds, Series 2008B-3a, as the last day of the initial interest rate period for these bonds was November 1, 2012. MTA remarketed the Series 2008B-3a bonds as Floating Rate Tender Notes (“FRNs”) and they will have an interest rate that will reset on a weekly basis to November 1, 2014 at a spread of 0.23% to SIFMA. The bonds were rated AA by Standard and Poor’s and AA- by Fitch.

On November 6, 2012, MTA remarketed \$126.23 of Triborough Bridge and Tunnel Authority General Revenue Bonds, Series 2009A-1. MTA converted the Series 2009A-1 bonds from a term-rate mode to a fixed-rate mode.

On November 7, 2012, MTA issued \$359.45 of Transportation Revenue Variable Rate Refunding Bonds, Series 2012G to refund the following MTA bonds:

<u>Issue and Series</u>	<u>Refunded Par (\$ millions)</u>
Transportation Revenue Refunding Bonds 2002A	\$311.910
Transportation Revenue Refunding Bonds 2002E	<u>45.540</u>
Total	<u>\$357.450</u>

The Series 2012G bonds were issued as four subseries of Floating Rate Tender Notes (FRNs) and bear interest at a variable rate equal to 67% of one-month LIBOR + fixed rate spread: \$84,450,000 Subseries 2012G-1 (expected initial Purchase Date of November 1, 2014), \$125,000,000 Subseries 2012G-2 (expected initial Purchase Date of November 1, 2015), \$75,000,000 Subseries 2012G-3 (expected initial Purchase Date of November 1, 2016), \$75,000,000 Subseries 2012G-4 (expected initial Purchase Date of November 1, 2017). Final spreads on the 2, 3, 4, and 5-year FRNs are 42, 53, 70 and 84 bps, respectively. The Series 2012G bonds are synthetically fixed through a swap agreement that was executed in December 2007 under an ISDA Master Agreement dated May 16, 2002 between JP Morgan Chase Bank, N.A., formerly Bear Stearns Capital Markets, and MTA.

On November 8, 2012, in a common plan of finance, MTA issued \$350 of MTA Transportation Revenue Bonds, Series 2012H, to finance existing approved transit and commuter projects; together with a remarketing of \$110.220 Transportation Revenue Bonds, Series 2008B-2. The Series 2012H bonds were issued as tax-exempt fixed-rate bonds with a final maturity of November 15, 2042. The Series 2008B-2 bonds were converted from a term-rate mode to a fixed-rate mode.

On November 15, 2012 the Series 2012 swap became effective and the Related Bonds associated with the swap were issued on November 13, 2012. Under the terms of the swap JPMorgan Chase Bank, NA had an option to terminate the swap prior to the Effective Date. As of June 15, 2012, such option expired unexercised. There are no remaining options associated with the swap.

On November 19, 2012, MTA entered a \$28.8 Ultra Low Sulfur diesel fuel hedge contract with a June 1, 2013 start date and a November 30, 2014 final maturity. The winning bid was submitted by J. P. Morgan Ventures Energy Corporation at an all-in price of \$2.942/gallon.

On December 1, 2012, the MTA terminated three sale/leaseback transactions by making payments to third parties aggregating \$2.8. In each of these leases, the MTA had entered into Equity Payment Agreements with FSA Capital Markets Services LLC (which are guaranteed by Financial Security Assurance, Inc.) whereby that entity had the obligation to provide to the MTA certain amounts that would have been used to make a portion of the lease rent payments and a portion of the cost of exercising the respective fixed price purchase options, if such purchase options are exercised. Financial Security Assurance, Inc. also guaranteed surety policies issued by its affiliate for the benefit of the lessor in each of the three leases covering MTA's contingent obligation to pay the portion of the stipulated early termination payments in excess of the accreted value of the Equity Payment Agreement that would be due if there were an early termination of such leases. Financial Security Assurance, Inc. has been renamed Assured Guaranty Municipal Corp. As a result of such lease terminations, MTA has no sale/leaseback transactions involving any equity defeasance obligations or sureties issued by Financial Security Assurance, Inc., Assured Guaranty Municipal Corp. or any of their affiliates.

On December 18, 2012, the MTA redeemed \$12.2 Certificate of Participation Auction Rate Securities, Series 2004A at a dollar price of \$970 net per \$1,000 certificate. The MTA and TBTA Boards authorized the MTA Chief Financial Officer, the Director, Finance, or Treasurer to determine whether and when to execute any open market purchases of MTA Bonds not to exceed \$25 million, to apply amounts from operating revenues or from bond proceeds to be reimbursed with reimbursable operating revenues to the payment of purchase price, to execute the purchase of MTA Bonds and to retire the MTA Bonds purchased and, if required, to determine the sinking fund installment against which such purchased MTA Bonds will be applied.

On December 19, 2012, MTA entered a \$16.0 Ultra Low Sulfur diesel fuel hedge contract with a December 1, 2013 start date and a December 31, 2014 final maturity. The winning bid was submitted by J. P. Morgan Ventures Energy Corporation at an all-in price of \$2.8705/gallon.

On January 2, 2013, MTA remarketed \$29.6 of Triborough Bridge and Tunnel Authority General Revenue variable Rate Refunding Bonds, Subseries 2005B-4a. The Subseries 2005B-4a bonds will bear interest in the Term Rate Mode at variable rate equal to the applicable Adjusted LIBOR Rate.

On January 23, 2013, MTA entered a \$14.362 Ultra Low Sulfur diesel fuel hedge contract with a December 1, 2014 start date and a January 31, 2015 final maturity. The winning bid was submitted by Deutsche Bank at an all-in price of \$2.8985/gallon.

On January 24, 2013, the MTA issued Transportation Revenue Bonds, Series 2013A in the amount of \$500. Proceeds from the sale will be used to finance transit and commuter projects set forth in the approved MTA Capital Program.

On January 29, 2013, the MTA Triborough Bridge and Tunnel Authority issued \$653.965 Subordinate Revenue Refunding Bonds, Series 2013A. The bonds were issued to refund certain maturities of MTA Bridges and Tunnels Subordinate Revenue Bonds, Series 2002E, Series 2003A and Series 2008D.

On January 29, 2013, the MTA Triborough Bridge and Tunnel Authority issued \$257.195 General Revenue Refunding Bonds, Series 2013B. The bonds were issued to refund certain maturities of MTA Bridges and Tunnels General Revenue Bonds, Series 2006A, Series 2007A, Series 2008A, Series 2008C and Series 2009A-2.

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METROPOLITAN TRANSPORTATION AUTHORITY
(A Component Unit of the State of New York)

REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)
SCHEDULES OF PENSION FUNDING PROGRESS

(\$ in millions)

	January 1, 2011	January 1, 2010	January 1, 2009
LIRR [1]:			
a. Actuarial value of plan assets	\$ 476.0	\$ 503.4	\$ 483.9
b. Actuarial accrued liability (AAL)	1,572.3	1,583.6	1,590.5
c. Total unfunded AAL (UAAL) [b-a]	1,096.3	1,080.2	1,106.5
d. Funded ratio [a/b]	30.3 %	31.8 %	30.4 %
e. Covered payroll	\$ 51.2	\$ 65.2	\$ 72.7
f. UAAL as a percentage of covered payroll [c/e]	2142.9 %	1656.8 %	1522.0 %
MaBSTOA [2]:			
a. Actuarial value of plan assets	\$ 1,527.1	\$ 1,396.9	\$ 1,190.0
b. Actuarial accrued liability (AAL)	2,213.3	2,133.9	1,977.4
c. Total unfunded AAL (UAAL) [b-a]	686.2	737.0	787.4
d. Funded ratio [a/b]	69.0 %	65.5 %	60.2 %
e. Covered payroll	\$ 579.7	\$ 591.1	\$ 569.4
f. UAAL as a percentage of covered payroll [c/e]	118.4 %	124.7 %	138.3 %
MNR Cash Balance Plan [3]:			
a. Actuarial value of plan assets	\$ 1.008	\$ 1.075	\$ 1.238
b. Actuarial accrued liability (AAL)	0.971	1.087	1.241
c. Total unfunded AAL (UAAL) [b-a]	(0.038)	0.012	0.003
d. Funded ratio [a/b]	103.9 %	98.9 %	99.8 %
e. Covered payroll	\$ 0.0	\$ 4.5	\$ 5.9
f. UAAL as a percentage of covered payroll [c/e]	0.00 %	0.26 %	0.04 %

[1] The LIRR pension plan has a separately issued financial statement that is publicly available and contains required descriptions and supplemental information regarding the employee benefit plan. The statements may be obtained by writing to Metropolitan Transportation Authority, Comptroller, 345 Madison Avenue, New York, New York 10017-3739.

[2] MaBSTOA issues a publicly available financial report that includes financial statements and required supplementary information for the MaBSTOA Plan. That report may be obtained by writing to MaBSTOA Pension Plan, New York City Transit Authority, Operations Accounting, 2 Broadway, 15th Floor, New York, New York 10004.

[3] Further information about the MNR Plan is more fully described in the separately issued financial statements which can be obtained by writing to the MTA Metro-North Railroad, Chief Financial Officer, 347 Madison Avenue, New York, New York 10017-3739.

METROPOLITAN TRANSPORTATION AUTHORITY
(A Component Unit of the State of New York)

REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)
SCHEDULE OF FUNDING PROGRESS FOR THE MTA POSTEMPLOYMENT BENEFIT PLAN

(\$ in millions)

Year Ended	Actuarial Valuation Date	Actuarial Value of Assets {a}	Actuarial Accrual Liability (AAL) {b}	Unfunded Actuarial Accrual Liability (UAAL) {c} = {b} - {a}	Funded Ratio {a} / {c}	Covered Payroll {d}	Ratio of UAAL to Covered Payroll {c} / {d}
December 31, 2011	January 1, 2010	\$ -	\$ 17,764	\$ 17,764	\$ -	\$ 4,600.0	386.1 %
December 31, 2010	January 1, 2008	-	13,165	13,165	-	4,212.0	312.6
December 31, 2009	January 1, 2008	-	13,165	13,165	-	4,212.0	312.6

METROPOLITAN TRANSPORTATION AUTHORITY
(A Component Unit of the State of New York)

SUPPLEMENTARY INFORMATION (UNAUDITED)
SCHEDULE OF FINANCIAL PLAN TO FINANCIAL STATEMENTS RECONCILIATION
FOR THE PERIOD ENDED SEPTEMBER 30, 2012

(\$ in millions)

FINANCIAL PLAN ACTUAL — Operating loss	\$ (5,307.3)
Reconciling items:	
The Financial Statement was adjusted after Financial Plan closed	(32.3)
The Financial Plan excluded Capital Construction and East Side Access	<u>2.5</u>
FINANCIAL STATEMENT — Operating loss	<u>\$ (5,337.1)</u>

METROPOLITAN TRANSPORTATION AUTHORITY
(A Component Unit of the State of New York)

SUPPLEMENTARY INFORMATION (UNAUDITED)
SCHEDULE OF CONSOLIDATED RECONCILIATION BETWEEN FINANCIAL PLAN
AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED SEPTEMBER 30, 2012

(\$ in millions)

Category	Financial Plan Actual	Statement GAAP Actual	Variance
REVENUE:			
Farebox revenue	\$ 3,816.0	\$ 3,816.0	\$ -
Vehicle toll revenue	1,132.1	1,132.1	-
Other operating revenue	<u>400.3</u>	<u>346.6</u>	<u>(53.7)</u>
Total revenue	<u>5,348.4</u>	<u>5,294.7</u>	<u>(53.7)</u>
EXPENSES:			
Labor:			
Payroll	3,122.3	3,141.3	19.0
Overtime	394.6	384.4	(10.2)
Health and welfare	629.9	638.8	8.9
Pensions	1,179.7	1,200.6	20.9
Other fringe benefits	405.3	413.4	8.1
Postemployment benefits	1,675.6	1,661.5	(14.1)
Reimbursable overhead	<u>(235.8)</u>	<u>(199.7)</u>	<u>36.1</u>
Total labor expenses	<u>7,171.6</u>	<u>7,240.3</u>	<u>68.7</u>
Non-labor:			
Electricity, fuel and power	546.6	545.6	(1.0)
Insurance	11.5	8.1	(3.4)
Claims	162.5	162.6	0.1
Paratransit service contracts	270.0	270.0	-
Maintenance and other	323.7	318.4	(5.3)
Professional service contract	168.5	139.1	(29.4)
Pollution remediation project costs	3.9	4.5	0.6
Materials and supplies	325.5	325.7	0.2
Other business expenses	<u>99.6</u>	<u>45.4</u>	<u>(54.2)</u>
	<u>1,911.8</u>	<u>1,819.4</u>	<u>(92.4)</u>
Total expenses before depreciation	9,083.4	9,059.7	(23.7)
Depreciation	<u>1,572.3</u>	<u>1,572.1</u>	<u>(0.2)</u>
Total expenses	<u>10,655.7</u>	<u>10,631.8</u>	<u>(23.9)</u>
NET OPERATING DEFICIT	<u>\$ (5,307.3)</u>	<u>\$ (5,337.1)</u>	<u>\$ (29.8)</u>

METROPOLITAN TRANSPORTATION AUTHORITY
(A Component Unit of the State of New York)

SUPPLEMENTARY INFORMATION (UNAUDITED)
SCHEDULE OF CONSOLIDATED SUBSIDY ACCRUAL RECONCILIATION BETWEEN
FINANCIAL PLAN AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED SEPTEMBER 30, 2012

(\$ in millions)

Accrued Subsidies	Financial Plan Actual	Financial Statement GAAP Actual	Variance	
Mass transportation operating assistance	\$ 1,343.5	\$ 1,343.5	\$ -	
Petroleum business tax	460.6	460.6	-	
Mortgage recording tax 1 and 2	208.8	209.0	0.2	{1}
MRT transfer	-	(3.8)	(3.8)	{1}
Urban tax	290.3	290.3	-	
State and local operating assistance	375.8	375.8	-	
NYS Service Contract Bond Refunding Expense	-	(77.3)	(77.3)	{4}
Station maintenance	121.0	121.0	-	
Connecticut Department of Transportation (CDOT)	51.4	52.8	1.4	{1}
Subsidy from New York City	255.2	243.4	(11.8)	{1}
NYS Grant for debt service	-	106.2	106.2	{4}
Build American Bonds Subsidy	93.8	93.8	-	
Change in fair value of derivative financial instruments	-	0.7	0.7	{2}
Mobility tax	1,328.9	1,328.9	-	
Other nonoperating income	<u>-</u>	<u>(108.6)</u>	<u>(108.6)</u>	{3}
Total accrued subsidies	4,529.3	4,436.3	(93.0)	
Net operating deficit excluding accrued subsidies and debt service	<u>(5,307.3)</u>	<u>(5,337.1)</u>	<u>(29.8)</u>	
Total net operating surplus/ (deficit)	<u>\$ (778.0)</u>	<u>\$ (900.8)</u>	<u>\$ (122.8)</u>	
Interest on long-term debt		<u>\$ (1,063.4)</u>	<u>\$ (1,063.4)</u>	
LOSS BEFORE APPROPRIATIONS		<u>\$ (1,964.2)</u>		
Debt service	<u>\$ (1,563.6)</u>	<u>\$ -</u>	<u>\$ 1,563.6</u>	

- {1} The Financial Plan records on a cash basis while the Financial Statement records on an accrual basis.
{2} The Financial Plan records does not include changes in derivative market value.
{3} The Financial Plan records does not include other nonoperating income.
{4} The Financial Plan records does not include other nonoperating subsidy nor expense for the refunding of NYS Service Contract Bonds.