

March 7, 2018

Supplement to Official Statement Dated March 2, 2018
relating to
\$596,220,000
New York State Thruway Authority
General Revenue Refunding Bonds
Series L

The Official Statement dated March 2, 2018 (the Official Statement) for the above-referenced Bonds is hereby supplemented as follows:

The following paragraphs are hereby inserted following the second paragraph under the heading "LITIGATION":

A class action lawsuit pertaining to the Authority's all electronic toll collection program (referred to in this Official Statement as "AETC") was filed in the United States District Court for the Southern District of New York on March 5, 2018 (*Dorothy Troiano v. Metropolitan Transportation Authority, Triborough Bridge and Tunnel Authority, doing business as MTA Bridges and Tunnels, The Port Authority of New York and New Jersey, New York State Thruway Authority, Transworld Systems, Inc., Allianceone Receivables Management, Inc., and Conduent, Inc.*).

The plaintiff alleges that the \$50/\$100 violation fee imposed for each toll violation at the bridges and tunnels of the Authority, Metropolitan Transportation Authority/Triborough Bridge and Tunnel Authority, and Port Authority of New York and New Jersey is excessive and defendants' fee policies, practices and collection methods are illegal and unconstitutional because they violate the protection against excessive fines contained in the Eighth Amendment of the United States Constitution and Article I, Section 5 of the New York State Constitution; the Due Process clauses of the United States Constitution (including procedural and substantive due process); the Equal Protection Clause contained in Article I, Section 11 of the New York State Constitution; and the Fair Debt Collection Practices Act. Plaintiff also alleges that the defendants have committed deceptive business practices in violation of New York General Business Law §§349-350, unjust enrichment and tortious interference with E-ZPass agreements.

The plaintiff, on behalf of a putative class of persons and entities who have E-ZPass accounts and have been assessed a violation fee as well as non E-ZPass holders who have received toll bills by mail and have been assessed a fee, seeks declaratory and injunctive relief invalidating the fees/penalties and the defendants' policies, practices and collection methods pertaining to such; payment of restitution to the class; disgorgement of gains; actual damages; punitive, treble, statutory and exemplary damages; pre-judgment interest; and costs, including attorneys' fees.

As discussed more fully on pages 28 and 29 of the Official Statement, although the Authority anticipates converting the entire Thruway System to AETC by the fall of 2020, the only portion of the Thruway System currently utilizing AETC is The Governor Mario M. Cuomo Bridge, which was implemented on the then-existing Tappan Zee Bridge on April 24, 2016. The Authority believes that it has meritorious defenses to the plaintiff's claims and will vigorously defend this action.

Please affix this Supplement to the Official Statement that you have in your possession and forward this Supplement to any party to whom you delivered a copy of the Official Statement.

In the opinion of Hawkins Delafield & Wood LLP, Bond Counsel to the New York State Thruway Authority, under existing statutes and court decisions, and assuming continuing compliance with certain tax covenants described herein, (i) interest on the Series L Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”), and (ii) interest on the Series L Bonds is not treated as a preference item in calculating the alternative minimum tax under the Code; such interest, however, is included in the adjusted current earnings of certain corporations for purposes of calculating the alternative minimum tax imposed for taxable years beginning prior to January 1, 2018. In addition, in the opinion of Bond Counsel, under existing statutes, interest on the Series L Bonds is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York and the City of Yonkers). See “TAX MATTERS” herein.



**Thruway
Authority**

\$596,220,000

**New York State Thruway Authority
General Revenue Refunding Bonds
Series L**

Dated: Date of Delivery

Due: January 1, as shown on the inside cover hereof

Interest is payable each January 1 and July 1 commencing July 1, 2018. The New York State Thruway Authority General Revenue Refunding Bonds, Series L (the “Series L Bonds”) are issuable only as fully registered bonds without coupons, in the principal amount of \$5,000 or any integral multiple of \$5,000 in excess thereof. The Series L Bonds will be issued initially under a book-entry only system and will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”), which will act as securities depository for the Series L Bonds. See **Appendix D** — “Book-Entry Only System” herein. Principal of and premium, if any, and interest on the Series L Bonds will be payable to Bondholders through The Bank of New York Mellon, New York, New York, as Trustee.

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

The Series L Bonds of the New York State Thruway Authority (the “Authority”) will be issued pursuant to the Authority’s General Revenue Bond Resolution adopted on August 3, 1992, as supplemented (such General Revenue Bond Resolution as from time to time amended or supplemented being herein called the “Bond Resolution”), including as supplemented by the Seventeenth Supplemental Revenue Bond Resolution Authorizing General Revenue Refunding Bonds, Series L, adopted by the Authority on July 17, 2017 (the “Series Resolution”), and are secured as to the payment of principal, premium, if any, and interest thereon by a pledge of the Revenues and certain funds and accounts established under the Bond Resolution, subject to the application thereof for the purposes and on the terms and conditions provided in the Bond Resolution. **The Series L Bonds are not a debt of the State of New York (the “State”) nor shall the State be liable thereon.**

The Series L Bonds are being issued to (i) provide funds to refund certain of the Authority’s Outstanding Bonds and (ii) pay the Costs of Issuance of the Series L Bonds.

MATURITY SCHEDULE — See Inside Cover

The cover and inside cover pages contain certain information for general reference only. They are not intended to be a summary of the security or terms of this issue. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed decision.

The Series L Bonds are offered, when, as and if issued by the Authority and delivered to the Underwriters, and are subject to the approval of legality by Hawkins Delafield & Wood LLP as Bond Counsel to the Authority. Certain legal matters are subject to the approval of Joseph Igoe, Assistant Counsel to the Authority, and of Harris Beach PLLC, Counsel to the Underwriters. Public Resources Advisory Group and Acacia Financial Group, Inc. are acting as Co-Financial Advisors to the Authority. It is expected that the Series L Bonds will be available for delivery to The Depository Trust Company, New York, New York, on or about March 8, 2018.

RBC Capital Markets

**Morgan Stanley
Academy Securities
Oppenheimer & Co.
Stifel**

Ramirez & Co., Inc.

**Siebert Cisneros Shank & Co., L.L.C.
Drexel Hamilton, LLC
Roosevelt & Cross Incorporated
The Williams Capital Group, L.P.**

\$596,220,000
New York State Thruway Authority
General Revenue Refunding Bonds
Series L

Maturities, Principal Amounts, Interest Rates, Yields or Prices and CUSIP Numbers

Due January 1	Principal Amount	Interest Rate	Yield or Price	CUSIP* Number (Base # 650009)
2019	\$12,000,000	3.00%	1.38%	650009N41
2019	17,595,000	4.00	1.38	650009Q71
2020	6,680,000	3.00	1.58	650009N58
2020	29,680,000	5.00	1.58	650009Q89
2021	4,965,000	4.00	1.77	650009N66
2021	33,085,000	5.00	1.77	650009Q97
2022	1,790,000	3.00	1.96	650009N74
2022	31,220,000	5.00	1.96	650009R21
2023	2,230,000	4.00	2.12	650009N82
2023	55,015,000	5.00	2.12	650009R39
2024	35,675,000	5.00	2.27	650009N90
2025	37,450,000	5.00	2.42	650009P23
2026	20,810,000	5.00	2.56	650009P31
2027	21,850,000	5.00	2.68	650009P49
2028	22,940,000	5.00	2.77	650009P56
2029	6,445,000	3.00	100	650009P64
2029	17,640,000	5.00	2.86 [†]	650009R47
2030	25,165,000	5.00	2.92 [†]	650009P72
2031	26,425,000	5.00	2.98 [†]	650009P80
2032	8,575,000	3.25	3.35	650009P98
2032	19,165,000	5.00	3.04 [†]	650009R54
2033	28,985,000	5.00	3.09 [†]	650009Q22
2034	30,435,000	5.00	3.14 [†]	650009Q30
2035	31,955,000	5.00	3.18 [†]	650009Q48
2036	33,550,000	4.00	3.54 [†]	650009Q55
2037	28,095,000	3.50	3.65	650009Q63
2037	6,800,000	5.00	3.24 [†]	650009R62

[†] Priced at the stated yield to the January 1, 2028 optional redemption date at a redemption price of 100%.
^{*} Copyright, American Bankers Association (“ABA”). CUSIP numbers have been assigned by CUSIP Global Services, which is managed on behalf of the ABA by S&P Global Market Intelligence, a part of S&P Global Inc., and are included solely for the convenience of the Series L Bonds Bondholders. The Authority is not responsible for the selection or uses of these CUSIP numbers, and no representation is made as to their correctness on the Series L Bonds or as indicated above. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Series L Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series L Bonds.

IN CONNECTION WITH THE OFFERING OF THE SERIES L BONDS, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF SUCH BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZATION, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

No dealer, broker, salesperson or other person has been authorized to give any information or to make any representations, other than those contained in this Official Statement (the term "Official Statement" when used herein shall for all purposes include reference to the Appendices hereto), and, if given or made, such other information or representations must not be relied upon as having been authorized. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series L Bonds by any person in any jurisdiction in which it is unlawful for the person to make such offer, solicitation or sale.

The information set forth herein has been provided by the Authority and other sources which are believed to be reliable by the Authority, but is not guaranteed as to its accuracy or completeness.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

The information herein is subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Authority since the date hereof. This Official Statement is submitted in connection with the sale of the securities referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS IN THIS OFFICIAL STATEMENT

This Official Statement and particularly the information contained under the captions "SUMMARY STATEMENT," "SOURCES OF PAYMENT AND SECURITY FOR THE BONDS", "BUDGET AND CAPITAL PROGRAM – TRAFFIC ENGINEER'S REPORT", "INVESTMENT CONSIDERATIONS" and "Appendix A – Report of Traffic Engineer" contain statements relating to future results and economic performance that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. When used in this Official Statement, the words "anticipate", "believe", "may", "will", "should", "seek", "expect", "assume", "estimate", "projection", "plan", "budget", "forecast", "intend", "goal", and similar expressions identify forward-looking statements. The words or phrases "to date", "now", "currently", and the like are intended to mean as of the date of this Official Statement. Examples of forward-looking statements contained in this Official Statement are statements that concern the Authority's or the New NY Bridge Project's future revenues, costs, additional revenue needs, traffic projections and liquidity. The forward-looking statements contained herein are based on the Authority's expectations and are necessarily dependent upon assumptions, estimates and data that it believes are reasonable as of the date made but that may be incorrect, incomplete or imprecise or not reflective of actual results. The Authority does not undertake to update or revise any of the forward-looking statements contained herein, even if it becomes clear that they will not be realized.

Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there are likely to be differences between forecasts and actual results, and those differences may be material. For a discussion of certain of such risks and possible variations in results, see the information under “INVESTMENT CONSIDERATIONS.” The Authority does not plan to issue any updates or revisions to those forward-looking statements if or when its expectations, or events, conditions or circumstances on which such statements are based occur.

THE SERIES L BONDS HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE REGISTRATION, QUALIFICATION, OR EXEMPTION OF THE SERIES L BONDS IN ACCORDANCE WITH THE APPLICABLE SECURITIES LAW PROVISIONS OF THE JURISDICTIONS IN WHICH THESE SECURITIES HAVE BEEN REGISTERED, QUALIFIED, OR EXEMPTED SHOULD NOT BE REGARDED AS A RECOMMENDATION THEREOF. NEITHER THESE JURISDICTIONS NOR ANY OF THEIR AGENCIES HAVE GUARANTEED OR PASSED UPON THE SAFETY OF THE SERIES L BONDS AS AN INVESTMENT, UPON THE PROBABILITY OF ANY EARNINGS THEREON OR UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT.

The order and placement of information in this Official Statement, including appendices, are not an indication of relevance, materiality or relative importance, and this Official Statement, including the appendices, must be read in its entirety. The captions and headings in this Official Statement are for convenience purposes only and in no way define, limit or describe the scope or intent, or affect the meaning or construction, of any provision or section of this Official Statement.

This Official Statement contains summaries of and references to documents that the Authority believes to be accurate; however, reference is made to the actual documents for complete information. All such summaries and references are qualified in their entirety by such reference.

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SUMMARY STATEMENT

This summary statement is qualified in its entirety by reference to the information appearing elsewhere in this Official Statement. Terms used in this summary statement and not defined herein shall have the meanings set forth in the body of this Official Statement.

The Authority

The New York State Thruway Authority (the “Authority”), a body corporate and politic constituting a public corporation of the State of New York (the “State”), created in 1950 by the New York State Thruway Authority Act, as amended, Title 9 of Article 2 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State of New York (the “Act”), is empowered, among other things, to construct, operate and maintain as a toll facility, and to improve and reconstruct the New York State Thruway (the “Thruway System”), subject to certain statutory limitations on the Authority’s right to impose tolls on certain parts of the Thruway System, including the Cross-Westchester Expressway. The Act also authorizes the Authority to issue, from time to time, negotiable bonds and notes for any corporate purpose secured by tolls, revenues, rates, fees, charges, rents and other earned income of the Authority. See “THE AUTHORITY”.

The Thruway System is a 570-mile superhighway system crossing the State and is one of the largest toll superhighway systems in the United States. In addition to being the principal artery of travel and commerce within New York connecting the State’s principal cities, the Thruway System is a vital link to long distance interstate travel. In addition, the Thruway System provides the major route of access for visitors to the State’s tourist destinations including Niagara Falls, the State Canal System, the Finger Lakes, the Adirondacks, the Catskills and New York City. The Governor Mario M. Cuomo Bridge, a major component of the Thruway System spanning the Hudson River north of New York City that has replaced the Tappan Zee Bridge, is a new twin-span structure currently under construction. The northern span is currently open to traffic in both directions, and the southern span is expected to be completed in 2018. The project to construct the Governor Mario M. Cuomo Bridge is referred to herein as the “New NY Bridge Project”. See “AUTHORITY GOVERNANCE, FACILITIES AND OPERATIONS — Thruway Facilities and Operations” and **Appendix A** — “Report of Traffic Engineer”.

Purpose of Issue

The Series L Bonds are being issued to (i) provide funds to refund certain of the Authority’s Outstanding Bonds and (ii) pay the Costs of Issuance of the Series L Bonds. See “PLAN OF REFUNDING”. No portion of the proceeds of the Series L Bonds will be applied to finance the New NY Bridge Project.

Security

The Series L Bonds are direct and general obligations of the Authority. Bonds issued under the Bond Resolution, including the Series L Bonds, are secured as to the payment of principal, premium, if any, and interest thereon by a pledge of the Revenues and certain funds and accounts established under the Bond Resolution, subject to the application thereof for the purposes and on the terms and conditions provided in the Bond Resolution. **The Series L Bonds are not a debt of the State nor shall the State be liable thereon.** The Authority has no taxing power. The Series L Bonds are secured by the Senior Debt Service Reserve Fund in an amount equal to the maximum amount of Aggregate Debt Service for any 12-month period on all Outstanding Bonds secured by the Senior Debt Service Reserve Fund, a substantial portion of which is currently funded by Reserve Credit Facilities as permitted by the Bond Resolution. The Bond Resolution also provides that Operating Expenses of Facilities will be funded from Revenues prior to the provision for accrued Debt Service on the Bonds. See “SOURCES OF PAYMENT AND SECURITY FOR THE BONDS” and “AGGREGATE ANNUAL SENIOR LIEN DEBT SERVICE REQUIREMENTS”.

Toll Covenant

Pursuant to the Bond Resolution, the Authority has covenanted at all times to fix, charge and collect such tolls, fees and charges for the use of the Facilities as are required in order that, in each fiscal year, Net Revenues shall at least equal the Net Revenue Requirement for such year. “Net Revenue Requirement” means, with respect to any period of time, an amount equal to the greater of (i) the sum of amounts required to make payments with respect to Aggregate Debt Service, deposits to the Senior Debt Service Reserve Fund, Reserve Maintenance Payments

(minimum, \$30 million a year), and the amounts required to be deposited in the Junior Indebtedness Fund pursuant to the Supplemental Resolution or other resolution or agreement authorizing outstanding Junior Indebtedness or (ii) 1.20 times the sum of the Aggregate Debt Service for such period. See “SOURCES OF PAYMENT AND SECURITY FOR THE BONDS — Tolls, Fees and Charges” and **Appendix C** — “Summary of Certain Provisions of the Bond Resolution — Tolls, Fees and Charges”.

Additional Indebtedness

Under the Bond Resolution, the Authority may issue Additional Bonds, Refunding Bonds, Junior Indebtedness and Subordinated Indebtedness payable from Revenues. Additional Bonds may be issued, subject to certain limitations, to pay for Project Costs of the Original Project, any Additional Projects and any Other Authority Projects. Refunding Bonds may be issued, subject to certain limitations, to refund Outstanding Bonds, any Junior Indebtedness and any Subordinated Indebtedness. Such limitations include, but are not limited to, satisfaction of an earnings or coverage test or not-to-exceed Aggregate Debt Service test. See “SOURCES OF PAYMENT AND SECURITY FOR THE BONDS — Additional Bonds, Refunding Bonds and Other Indebtedness” and “— Reserve Maintenance Fund”.

Junior Indebtedness

On December 18, 2013, the Authority issued \$1,600,000,000 of General Revenue Junior Indebtedness Obligations, Series 2013A (the “Series 2013A Junior Indebtedness Obligations”) pursuant to the Authority’s Resolution Authorizing General Revenue Junior Indebtedness Obligations and First Supplemental Junior Indebtedness Resolution Authorizing General Revenue Junior Indebtedness Obligations, Series 2013A, both adopted on November 7, 2013 (collectively, the “Junior Indebtedness Resolution”). In addition, on December 19, 2013, the Authority issued its General Revenue Junior Indebtedness Obligation, Series 2013B (the “Series 2013B Junior Indebtedness Obligation”) in order to secure the Authority’s obligations under a loan agreement (the “TIFIA Loan Agreement”) with the United States Department of Transportation, acting through the Federal Highway Administration (“USDOT”), pursuant to which USDOT has committed to loan up to \$1,600,000,000 (the “TIFIA Loan”) to the Authority. While not pledged therefor, the Authority expects to pay the maturing principal of the Series 2013A Junior Indebtedness Obligations on May 1, 2019 by drawing the available amount under the TIFIA Loan. To finance ongoing costs of the New NY Bridge Project, on May 12, 2016, the Authority issued \$850,000,000 General Revenue Junior Indebtedness Obligations, Series 2016A (the “Series 2016A Junior Indebtedness Obligations”). The Series 2013A Junior Indebtedness Obligations, the Series 2013B Junior Indebtedness Obligation and the Series 2016A Junior Indebtedness Obligations are the only Junior Indebtedness Obligations outstanding. The Authority expects to issue an additional series of Junior Indebtedness Obligations to finance a portion of the remaining costs of the New NY Bridge Project. See the category of “Proposed Debt Issuances by Year” in the chart entitled “Projected Results” under “BUDGET AND CAPITAL PROGRAM; TRAFFIC ENGINEER’S REPORT”.

The Authority has covenanted under the TIFIA Loan Agreement that the proceeds of Junior Indebtedness Obligations will only be used to finance construction and equipping of the New NY Bridge Project through its substantial completion, and that no Bonds issued pursuant to the Bond Resolution will be applied to pay costs of construction and equipping of the New NY Bridge Project. See “INVESTMENT CONSIDERATIONS” for additional discussion relating to the New NY Bridge Project and the TIFIA Loan.

Budget and Multi-Year Capital Program

On November 13, 2017, the Authority Board approved the 2018 Budget (the “2018 Budget”) and Multi-Year Capital Program totaling \$2.5 billion, including \$755.1 million in costs for the New NY Bridge Project. The implementation of a new asset management system and project selection protocols have allowed the Authority to pursue a more efficient and balanced approach to the Multi-Year Capital Program project mix, focusing more on high priority and high impact investments to maintain the useful life of Thruway infrastructure. The Multi-Year Capital Program completes major, job-sustaining reconstruction projects currently underway and includes new projects that address reconstruction and rehabilitation of roadway, bridges, facilities and support systems of the Thruway System; congestion relief and mobility enhancements; and provision for replacement of equipment and other non-bridge and highway projects of the Authority. It will be amended to also include a provision for Thruway System-wide implementation of all electric toll collection (“AETC”). See “BUDGET AND CAPITAL

PROGRAM; TRAFFIC ENGINEER'S REPORT – Multi-Year Capital Program” and “– Funding of the Multi-Year Capital Program” for more information on the Multi-Year Capital Program and the New NY Bridge Project.

Thruway Stabilization Program

In 2015, as part of an initiative to materially improve critical transportation infrastructure in the State and to moderate the future need for Thruway toll adjustments, the State appropriated \$1.285 billion for general Thruway capital projects, including \$535 million for Thruway System-wide projects and \$750 million for the New NY Bridge Project. The State's 2016-2017 enacted budget provided for an additional \$700 million in grant moneys for investment in Thruway infrastructure. The \$700 million in grant moneys and the \$1.285 billion from the previous year's enacted State budget are collectively referred to herein as “Thruway Stabilization Program Funds”.

Projected Results

The Authority retained the Traffic Engineer to prepare a study dated February 20, 2018 (the “Traffic Engineer's Report”) of the Authority's Thruway operations and to project the financial results of the Authority's operations in the years 2018-2022. The forecast of traffic and revenues detailed in the Traffic Engineer's Report is based on the Authority's current toll schedule. The Traffic Engineer's Report provides estimates of future revenues required for the Authority to successfully complete the New NY Bridge Project while meeting its Thruway System-wide operating, debt service, and capital needs. Future incremental funding needs for the years 2018 through 2022 were established by the Authority at amounts necessary to maintain levels of safety and service, good infrastructure conditions, support Thruway operations, and maintain the Authority's established debt service coverage policy targets.

The projections summarized in the following table, entitled “Summary of Projected Results” show the actual results for 2016, unaudited results for 2017, and the Traffic Engineer's projections for the years 2018 through 2022. These forecasted results include the impacts of Thruway System-wide implementation of AETC. The results of this analysis are included in the Traffic Engineer's Report which is included in **Appendix A**. The Traffic Engineer's Report should be read in its entirety. See “BUDGET AND CAPITAL PROGRAM; TRAFFIC ENGINEER'S REPORT — Projected Results”.

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Summary of Projected Results

(in millions)

	Actual <u>2016</u>	Unaudited <u>2017</u>	Projected <u>2018</u>	Projected <u>2019</u>	Projected <u>2020</u>	Projected <u>2021</u>	Projected <u>2022</u>
Total Revenue	\$749.4	\$792.1	\$787.0	\$794.9	\$783.9 ⁽³⁾	\$797.4	\$906.4 ⁽¹⁾
Operating Expenses	<u>313.4</u>	<u>332.4</u>	<u>343.1</u>	<u>351.9</u>	<u>353.2</u>	<u>347.6</u>	<u>355.0</u>
Net Revenue (A)	436.0	459.7	443.9	443.0	430.7	449.7	551.4
Senior Debt Service (B) ⁽²⁾	<u>227.3</u>	<u>234.6</u>	<u>225.2</u>	<u>246.0</u>	<u>228.4</u>	<u>251.0</u>	<u>327.8</u>
Net Revenue after Senior Debt Service	208.7	225.1	218.7	196.9	202.3	198.7	223.6
Junior Indebtedness Debt Service (C)	29.2	43.7	79.3	58.6	59.2	59.2	80.7
Senior Debt Service Coverage Ratio (A/B) ⁽⁴⁾	1.92	1.96	1.97	1.80	1.89 ⁽³⁾	1.79	1.68
Senior & Junior Debt Service Coverage Ratio (A/(B+C)) ⁽⁴⁾	1.70	1.65	1.46	1.45	1.50 ⁽³⁾	1.45	1.35

Source: Derived from Jacobs Civil Consultants, Inc. Traffic Engineer's Report dated February 20, 2018. Totals may not add due to rounding.

- (1) Includes estimated additional revenues of \$94.3 million that will be necessary in 2022 to meet the Board-adopted Fiscal Management Guidelines (the "Fiscal Management Guidelines"), as well as the current Authority management commitment which requires a minimum 1.55x Senior Bond debt service coverage ratio and minimum 1.35x combined Senior Bonds and Junior Indebtedness Obligations debt service coverage ratio. The debt service coverage ratios established in the Fiscal Management Guidelines and the current Authority management commitment are not required by the terms of either the General Revenue Bond Resolution or the Junior Indebtedness Resolution.
- (2) Senior Debt Service is net of projected debt service savings from the Series L Bonds and projected future defeasances (\$3.7 million in 2019, \$38.1 million in 2020 and \$37.9 million in 2021).
- (3) Total Revenues in 2020 include \$13.7 million toll by mail revenues that are expected to be earned in 2020, but collected in 2021. Without these revenues included, Senior Debt Service coverage is projected to be 1.83 times and combined Senior Bonds and Junior Indebtedness Obligations debt service coverage is projected to be 1.45 times.
- (4) The General Revenue Bond Resolution requires a 1.2x minimum debt service coverage ratio only on Senior Bonds while the Junior Indebtedness Resolution requires a 1.2x minimum debt service coverage ratio on Senior Bonds and Junior Indebtedness Obligations.

Ratings

Moody's Investors Service, Inc. ("Moody's") and S&P Global Ratings ("S&P") have rated the Series L Bonds "A2" and "A", respectively. See "RATINGS".

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OFFICIAL STATEMENT

\$596,220,000 **New York State Thruway Authority** **General Revenue Refunding Bonds** **Series L**

Albany, New York
March 2, 2018

INTRODUCTION

The purpose of this Official Statement, including the cover and inside cover pages, the summary statement and appendices, is to set forth information with respect to the General Revenue Refunding Bonds, Series L (the “Series L Bonds”), of the New York State Thruway Authority (the “Authority”). The Series L Bonds are authorized by the New York State Thruway Authority Act, as amended, Title 9 of Article 2 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State of New York (the “Act”). The Series L Bonds are authorized to be issued under and pursuant to the Authority’s General Revenue Bond Resolution, adopted on August 3, 1992, as amended on January 5, 2007, as supplemented (such General Revenue Bond Resolution as from time to time amended or supplemented being herein called the “Bond Resolution”), including as supplemented by the Seventeenth Supplemental Revenue Bond Resolution Authorizing General Revenue Refunding Bonds, Series L (the “Series Resolution”), adopted by the Authority on July 17, 2017.

THE AUTHORITY

The Authority, a body corporate and politic constituting a public corporation, created in 1950 by the Act, is empowered to finance, construct, operate and maintain as a toll facility, and to improve and reconstruct, the Governor Thomas E. Dewey Thruway. In addition, pursuant to Chapter 766 of the Laws of New York of 1992 and other authorizations, the Authority, among other things, (i) will finance and undertake specified economic development transportation projects in New York State (the “State”) and (ii) may undertake certain financings on behalf of the State for transportation purposes.

History

In 1942, the State’s leaders recognized that the State’s highway system would not be adequate for post-war needs and ordered the planning of a superhighway system through the major travel corridors of the State. In 1944, the State Legislature authorized the State Bureau of Public Works (the predecessor of the New York State Department of Transportation) to proceed with construction of the Thruway System. Governor Thomas E. Dewey broke ground for the Thruway System in 1946. In May 1948, the first section, four miles between Canandaigua and Victor near Rochester, was opened. By 1950, approximately \$25 million of State funds had been spent on the Thruway System. A special committee of State officials from whom Governor Dewey sought advice urged that it become a toll highway operated by an independent public authority.

In 1950, the State Legislature created the Authority to build, operate and maintain the highway. It was financed primarily through the issuance of \$500,000,000 of State Guaranteed Bonds and \$472,000,000 of Prior General Revenue Bonds, all of which have been paid in full and are no longer outstanding. The revenue to retire these bonds was generated primarily from tolls. In June 1954, the first toll section, a 115-mile stretch from Lowell (west of Utica) to Rochester, was opened. The 426-mile mainline was completed in 1956 and in 1964 it was given Governor Dewey’s name in recognition of his role in its development.

In 1992 and 1993, legislation was adopted which, among other things, created and transferred jurisdiction of the New York Canal system (the “State Canal System”) to a subsidiary corporation of the Authority and authorized the Authority to assist in or finance the development of certain projects. The State’s

2016-2017 Enacted Budget included legislation (the “Canal Transfer Legislation”) that transferred jurisdiction over the State Canal System from the Authority to the Power Authority of the State of New York, effective January 1, 2017.

Powers

The Authority is authorized under the Act to establish and collect such tolls and charges as may be convenient or necessary to produce at all times sufficient revenues to meet its expenses of maintenance and operation, to pay, as the same shall become due, the principal of and interest on the Bonds and Junior Indebtedness Obligations and to fulfill the terms of any agreement made with the holders of Bonds and Junior Indebtedness Obligations until such Bonds and Junior Indebtedness Obligations and the interest thereon are fully met and discharged. Under the Bond Resolution and the Junior Indebtedness Resolution, tolls shall remain in effect until all of the Bonds and Junior Indebtedness Obligations, as applicable, have been retired.

Under the Act, the powers of the Authority include, among others, the power to maintain, reconstruct and operate the Thruway System so long as its corporate existence shall continue; and, in addition, to construct and maintain facilities for the public not inconsistent with the appropriate use of the Thruway System, to contract for such construction, and to lease the right to construct and use such facilities on such terms and for such considerations as it determines.

Title to the real property utilized by the Authority is vested in the State, but the Authority has the right, so long as its corporate existence shall continue, to possess, use and dispose of all real property and rights therein. The Authority has the power to acquire, hold and dispose of personal property for its corporate purposes. The Authority has no taxing power.

Outstanding Indebtedness

The Authority has been authorized under the Act to issue its bonds and notes to fund a portion of the capital needs of the Authority. As of February 15, 2018, the Authority had outstanding under the Bond Resolution \$3,070,535,000 aggregate principal amount of Bonds.

Junior Indebtedness

On December 18, 2013, the Authority issued \$1,600,000,000 of General Revenue Junior Indebtedness Obligations, Series 2013A (the “Series 2013A Junior Indebtedness Obligations”) pursuant to the Authority’s Resolution Authorizing General Revenue Junior Indebtedness Obligations and First Supplemental Junior Indebtedness Resolution Authorizing General Revenue Junior Indebtedness Obligations, Series 2013A, both adopted on November 7, 2013 (collectively, the “Junior Indebtedness Resolution”) to finance the initial costs of a new twin-span structure to replace the existing Tappan Zee Bridge (the “New NY Bridge Project”) named The Governor Mario M. Cuomo Bridge. In addition, on December 19, 2013, the Authority issued its General Revenue Junior Indebtedness Obligation, Series 2013B (the “Series 2013B Junior Indebtedness Obligation”) in order to secure the Authority’s obligations under a loan agreement (the “TIFIA Loan Agreement”) with the United States Department of Transportation, acting through the Federal Highway Administration (“USDOT”), pursuant to which USDOT has committed to loan up to \$1,600,000,000 (the “TIFIA Loan”) to the Authority. While not pledged therefor, the Authority expects to pay the maturing principal of the Series 2013A Junior Indebtedness Obligations on May 1, 2019 by drawing the available amount under the TIFIA Loan. To finance ongoing costs of the New NY Bridge Project, on May 12, 2016, the Authority issued \$850,000,000 General Revenue Junior Indebtedness Obligations, Series 2016A (the “Series 2016A Junior Indebtedness Obligations”). A portion of the proceeds of the Series 2016A Junior Indebtedness Obligations were used to fund a Debt Service Reserve Account in an amount equal to maximum annual debt service on the Series 2016A Junior Indebtedness Obligations. The Series 2013A Junior Indebtedness Obligations, the Series 2013B Junior Indebtedness Obligation and the Series 2016A Junior Indebtedness Obligations are the only Junior Indebtedness Obligations outstanding. The Authority expects to issue an additional series of Junior Indebtedness Obligations to finance a portion of the remaining costs of the New NY Bridge Project. See the category of “Proposed Debt Issuances by Year” in the chart entitled “Projected Results” under “BUDGET AND CAPITAL PROGRAM; TRAFFIC ENGINEER’S REPORT”.

The Authority has covenanted under the TIFIA Loan Agreement that the proceeds of Junior Indebtedness Obligations will only be used to finance construction and equipping of the New NY Bridge Project through its substantial completion, and that no Bonds issued pursuant to the Bond Resolution will be applied to pay costs of construction and equipping of the New NY Bridge Project. See “INVESTMENT CONSIDERATIONS” for additional discussion relating to the New NY Bridge Project and the TIFIA Loan.

The Authority’s most recent official statement relating to the issuance of the Series 2016A Junior Indebtedness Obligations (dated May 5, 2016), including the summary of the Junior Indebtedness Resolution and the TIFIA Loan Agreement, has been filed with the Electronic Municipal Market Access System (“EMMA”) of the Municipal Securities Rulemaking Board (“MSRB”), and the information under the captions “THE JUNIOR INDEBTEDNESS OBLIGATIONS”, **Appendix C** – “Summary of Certain Provisions of the Junior Indebtedness Resolution and the Senior Resolution” and **Appendix D** – Summary of Certain Provisions of the TIFIA Loan are included by specific cross-reference in this Official Statement.

Members and Officers

The Act provides that the Authority consists of a Board of seven members appointed by the Governor of the State, with the advice and consent of the State Senate. Board members serve for terms of nine years each. Vacancies in the Authority occurring other than by expiration of term are filled for the remainder of the unexpired term in the manner previously stated. There is currently one vacancy on the Board. Pursuant to the New York State Public Officers Law, members of the Authority Board whose terms have expired continue to serve until a successor is appointed and qualified. The members of the Authority Board receive no salary but are reimbursed for their necessary expenses incurred in connection with their duties. The Chair serves in that capacity for the full term of his/her appointment as a member of the Authority Board. The members of the Authority Board may appoint other officers. The present members of the Board and the expiration dates of their terms of office are as follows:

<u>Name</u>	<u>Expiration of Term</u>
Joanne M. Mahoney	January 1, 2020
José Holguín-Veras	December 12, 2018
George L. Miranda	June 23, 2026
Robert L. Megna.....	January 1, 2017*
J. Donald Rice, Jr.	June 13, 2018
Stephen M. Saland.....	January 1, 2023

The present officers of the Authority are as follows:

<u>Name</u>	<u>Office</u>
Joanne M. Mahoney	Chair
Robert L. Megna.....	Vice Chair
Matthew J. Driscoll	Acting Executive Director
Matthew A. Howard	Treasurer
William F. McDonough.....	Assistant Treasurer
Kathy M. LeFave.....	Secretary
Keith Fragomeni.....	Assistant Secretary
Jerry B. Yomoah.....	Assistant Secretary

* Holding over.

Matthew J. Driscoll is the Acting Executive Director of the New York State Thruway Authority. Matthew A. Howard serves as Chief Financial Officer and Treasurer of the Authority. See “AUTHORITY GOVERNANCE, FACILITIES AND OPERATIONS” for additional detail on the Board membership and senior staff at the Authority.

PLAN OF REFUNDING

The Series L Bonds are being issued to (i) provide funds to refund certain of the Authority's Outstanding Bonds and (ii) pay the Costs of Issuance of the Series L Bonds. See the table below under "SOURCES AND USES OF FUNDS".

The net proceeds of the Series L Bonds being used to refund certain of the Authority's Outstanding Bonds, issued under the Bond Resolution and identified in **Appendix F** – Information Relating to the Refunded Bonds (the "Refunded Bonds"), which will be redeemed on the dates and at the Redemption Prices indicated in **Appendix F**, will be invested under an escrow agreement and used to acquire Government Obligations (as defined in the Resolution), the principal of and interest on which, when due, will provide, together with any moneys or other investments which may be deposited by the Authority with The Bank of New York Mellon, as Escrow Agent and as the Trustee under the Bond Resolution, moneys sufficient to pay the redemption price of the Refunded Bonds and the interest to become due on such Refunded Bonds on and prior to their redemption date. See "VERIFICATION OF MATHEMATICAL COMPUTATIONS" herein. Upon making such deposit with the Trustee and the issuance of certain irrevocable instructions to the Trustee pursuant to the Bond Resolution, the Refunded Bonds will, under the terms of the Bond Resolution, be deemed to have been paid and will no longer be Outstanding and will cease to be entitled to any lien, benefit or security under the Bond Resolution.

SOURCES AND USES OF FUNDS

The proceeds received from the sale of the Series L Bonds are expected to be applied in the following approximate amounts:

Sources of Funds

Principal Amount of Series L Bonds	\$596,220,000.00
Net Original Issue Premium	71,073,253.00
Other Available Monies	<u>13,742,728.55</u>
Total Sources of Funds	<u>\$681,035,981.55</u>

Uses of Funds

Deposit with Trustee for Refunded Bonds	\$678,144,074.21
Costs of Issuance	625,095.67
Underwriters' Discount	<u>2,266,811.67</u>
Total Uses of Funds	<u>\$681,035,981.55</u>

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**AGGREGATE ANNUAL SENIOR LIEN
DEBT SERVICE REQUIREMENTS**

The following schedule sets forth, for each 12-month period of the years shown, the amounts required to be paid by the Authority for the Debt Service for the Bonds. The following schedule does not include debt service on the Junior Indebtedness Obligations.

Calendar Year ⁽¹⁾	GENERAL REVENUE BONDS					
	A	B	+	C	=	D
	Debt Service on Outstanding Bonds	Less Debt Service on Refunded Bonds	Series L Bonds			Total General Revenue Bond Debt Service
			Principal	Interest	Total	
2018	\$ 241,201,563	\$ 82,455,063	\$ 29,595,000	\$ 22,884,775	\$ 52,479,775	\$ 211,226,275
2019	261,702,913	82,455,563	36,360,000	27,054,013	63,414,013	242,661,363
2020	261,699,713	82,458,563	38,050,000	25,369,613	63,419,613	242,660,763
2021	261,699,113	82,452,813	33,010,000	23,516,763	56,526,763	235,773,063
2022	261,697,113	82,457,313	57,245,000	21,902,063	79,147,063	258,386,863
2023	261,696,463	58,049,813	35,675,000	19,062,113	54,737,113	258,383,763
2024	261,697,013	58,043,813	37,450,000	17,278,363	54,728,363	258,381,563
2025	261,698,313	36,217,813	20,810,000	15,405,863	36,215,863	261,696,363
2026	261,701,563	36,218,063	21,850,000	14,365,363	36,215,363	261,698,863
2027	261,701,250	36,218,750	22,940,000	13,272,863	36,212,863	261,695,363
2028	261,695,250	36,217,000	24,085,000	12,125,863	36,210,863	261,689,113
2029	261,702,713	36,219,750	25,165,000	11,050,513	36,215,513	261,698,475
2030	263,316,663	36,219,000	26,425,000	9,792,263	36,217,263	263,314,925
2031	263,315,494	36,217,000	27,740,000	8,471,013	36,211,013	263,309,506
2032	131,918,744	36,220,750	28,985,000	7,234,075	36,219,075	131,917,069
2033	131,921,813	36,221,750	30,435,000	5,784,825	36,219,825	131,919,888
2034	131,922,006	36,221,750	31,955,000	4,263,075	36,218,075	131,918,331
2035	131,911,288	36,217,250	33,550,000	2,665,325	36,215,325	131,909,363
2036	131,919,094	36,219,750	34,895,000	1,323,325	36,218,325	131,917,669
2037	95,696,931	--	--	--	--	95,696,931
2038	95,697,806	--	--	--	--	95,697,806
2039	95,694,519	--	--	--	--	95,694,519
2040	95,699,050	--	--	--	--	95,699,050
2041	95,696,944	--	--	--	--	95,696,944
2042	23,074,994	--	--	--	--	23,074,994
2043	<u>23,075,044</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>23,075,044</u>
Total ⁽²⁾	<u>\$4,830,753,363</u>	<u>\$963,001,563</u>	<u>\$596,220,000</u>	<u>\$262,822,063</u>	<u>\$859,042,063</u>	<u>\$4,726,793,863</u>

(1) Includes principal and interest due January 1 of the following calendar year.

(2) Totals may not add due to rounding.

DESCRIPTION OF THE SERIES L BONDS

General

The Series L Bonds will be dated their date of delivery, will bear interest at the rates per annum and will mature, subject to optional and mandatory redemption as described below, on the dates and in the principal amounts set forth on the inside cover page of this Official Statement. Interest on the Series L Bonds will be payable semiannually on January 1 and July 1 of each year, commencing on July 1, 2018.

Book-Entry Only System

The Series L Bonds will be issued as fully registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”). The Series L Bonds will be held in book-entry only form. Principal of and premium, if any, and interest on the Series L Bonds will be payable through The Bank of New York Mellon, as paying agent (the “Paying Agent”). The Bank of New York Mellon is also serving as trustee (the “Trustee”) under the Bond Resolution. Purchases from DTC of beneficial interests in the Series L Bonds will be made in book-entry only form (without certificates) in the principal amount of \$5,000 or any integral multiple of \$5,000 in excess thereof. For so long as Cede & Co., as nominee of DTC, is the registered owner of the Series L Bonds, payments of the principal of, premium, if any, and interest on the Series L Bonds will be made directly to DTC. Disbursement of such payment to the DTC Participants is the responsibility of DTC and disbursements of such payments to the Beneficial Owners is the responsibility of the DTC Participants and the Indirect Participants, each such term as hereinafter defined. SO LONG AS CEDE & CO. IS THE REGISTERED OWNER OF THE SERIES L BONDS, AS NOMINEE FOR DTC, REFERENCES HEREIN TO BONDHOLDERS OR OWNERS OF THE SERIES L BONDS (OTHER THAN UNDER THE CAPTION “TAX MATTERS” HEREIN) SHALL MEAN CEDE & CO. AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF THE SERIES L BONDS.

See **Appendix D** — “Book-Entry Only System”.

Redemption Provisions

The Series L Bonds are subject to optional redemption as described below. In addition, the State may, upon furnishing sufficient funds therefor, require the Authority to redeem the Bonds as provided in the Act. See **Appendix C** — “Summary of Certain Provisions of the Bond Resolution — Redemption of Bonds”.

Optional Redemption. The Series L Bonds maturing on or before January 1, 2028 are not subject to optional redemption prior to maturity. The Series L Bonds maturing on or after January 1, 2028, are subject to redemption prior to maturity at any time on or after January 1, 2028, at the option of the Authority, as a whole or in part in the principal amounts and from the maturities selected by the Authority, at par, plus accrued interest to the redemption date.

Selection of Bonds to be Redeemed. In the case of redemption of less than all of the Series L Bonds, the Authority will select the maturities of the Series L Bonds to be redeemed. If less than all of the Series L Bonds of a maturity are to be redeemed, the Trustee shall select the Outstanding Bonds of such maturity to be redeemed, using such method of selection as it shall consider proper in its discretion.

Notice of Redemption. The Trustee is to give notice of the redemption of the Series L Bonds in the name of the Authority. Such notice shall be given by first-class mail, postage prepaid, not less than thirty (30) days nor more than forty-five (45) days prior to the redemption date to the registered owners of any Series L Bonds which are to be redeemed, at their last known addresses appearing on the registration books of the Authority. The failure of any owner of a Series L Bond to be redeemed to receive notice of redemption thereof will not affect the validity of the proceedings for the redemption of such Series L Bonds.

The notice of an optional redemption required by the Bond Resolution to be given shall not be given with respect to Bonds to be redeemed pursuant to the Bond Resolution (other than any notice referring to Bonds to be refunded) unless prior to the date such notice is to be given, the Authority shall have paid or caused to be paid to the Trustee (i) an amount of money which, in addition to other money available therefor held by the Trustee, is sufficient to redeem such Bonds on the Redemption Date at the Redemption Price thereof, and (ii) accrued interest to the Redemption Date on all of the Bonds to be so redeemed.

If on the redemption date moneys for the redemption of the Series L Bonds to be redeemed, together with interest thereon to the redemption date, are held by the Trustee so as to be available for payment of the Redemption Price, and if notice of redemption shall have been given, then interest on the Series L Bonds to be

redeemed will cease to accrue from and after the Redemption Date and such Series L Bonds will no longer be considered to be Outstanding under the Bond Resolution.

SOURCES OF PAYMENT AND SECURITY FOR THE BONDS

Authorized Projects

In order to finance the projects included within the Authority's responsibilities as broadened by 1992 legislation, the Authority adopted the Bond Resolution which established two project categories: "Facilities" and "Other Authority Projects," as defined below. Only projects which qualify in one of those two categories may be funded from proceeds of Bonds. Any Authority project may be funded from surplus Revenues released from time to time from the General Reserve Fund.

The Bond Resolution uses the two categories to determine which revenues are pledged to the Bonds, the priority of application of Revenues, and the amount of Additional Bonds that may be issued, all as discussed below.

The first category, "Facilities," includes all of the Thruway System as it existed in 1992 when the Bond Resolution was adopted (the "Original Project"), together with "Additional Projects" acquired or constructed thereafter, such as additional interchanges, extensions, toll roads, tunnels or bridges and other transportation or transportation-related projects. To qualify as an "Additional Project," a project must meet certain financial requirements and be under the Authority's jurisdiction, and the Authority must have the exclusive power to set tolls, rates, fees and charges on it. The issuance of Bonds for Facilities is limited by the Additional Bonds test. See "— Additional Bonds, Refunding Bonds and Other Indebtedness — *Additional Bonds for Facilities*".

The second category, "Other Authority Projects," includes the State Canal System (no longer under the Authority's jurisdiction as described herein), as well as six specifically designated projects: the Inner Harbor project and the Intermodal Transportation Center in Syracuse, the Horizons Waterfront project in Buffalo, the Thruway Exit 26 Bridge, Tappan Zee Ferry Service and Stewart International Airport Access projects. Pursuant to a Supplemental Resolution, the Authority may designate a transportation or transportation-related facility or property as an Other Authority Project, if it is within the jurisdiction and control of the Authority. The issuance of Bonds for Other Authority Projects is limited by the Additional Bonds test, and a provision which restricts total debt service in any year on all debt issued for Other Authority Projects to a level equal to no more than 20% of certain historical Net Revenues. See "— Facilities" and "— Additional Bonds, Refunding Bonds and Other Indebtedness — *Additional Bonds for Other Authority Projects*".

Revenues

Under the Bond Resolution, the Authority has pledged "Revenues" to the payment of Bonds, including the Series L Bonds. "Revenues" mean (i) all tolls, revenues, fees, charges, rent and other income and receipts derived from the operation, jurisdiction and control of the Facilities (*i.e.*, the Original Project and Additional Projects), (ii) the proceeds of any use and occupancy insurance relating to the Facilities and of any other insurance which insures against loss of Revenues and (iii) investment income received on any moneys or securities held under the Bond Resolution other than investment income on amounts held in the Rebate Fund or Junior Indebtedness Fund and certain other investment income which is not transferred to the Revenue Fund pursuant to the Bond Resolution. Revenues do not include the (i) proceeds of any gifts, grants or other income to the Authority from the government of the United States or the State, any public instrumentality of the State or any other individual or entity to the extent the Authority is precluded by law, the grant or other operative contract or instrument from applying such amounts to Operating Expenses and Debt Service, or (ii) revenues of Other Authority Projects. Provision for operating expenses or capital needs associated with Other Authority Projects or activities to be financed from amounts released from time to time from the General Reserve Fund may not be made under the Bond Resolution unless provision has first been made for, among other things, Operating Expenses of Facilities, accrual of debt service on the Bonds (including the Series L Bonds), and

required Reserve Maintenance Fund deposits for Facilities. See “— General Revenue Bond Resolution Flow of Funds”.

Pledge under the Bond Resolution

The Bonds are direct and general obligations of the Authority. Under the Bond Resolution, the payment of principal and redemption price of, interest on, and Sinking Fund Installments for the Bonds is secured by a pledge of the following: (i) the Revenues, (ii) the proceeds of the sale of the Bonds, and (iii) all Funds and accounts established under the Bond Resolution referred to below under “General Revenue Bond Resolution Flow of Funds” and in **Appendix C** — “Summary of Certain Provisions of the Bond Resolution — Funds and Revenues”, including the investments thereof, except for the Rebate Fund and the Junior Indebtedness Fund and, with respect to certain series of Additional Bonds and Refunding Bonds, the Senior Debt Service Reserve Fund. See “Senior Debt Service Reserve Fund” below. The pledge created by the Bond Resolution is subject to the provisions of the Bond Resolution permitting the application of the Revenues, the proceeds of the sale of the Bonds and the funds and accounts established under the Bond Resolution for the purposes and upon the terms and conditions set forth in the Bond Resolution. The Bond Resolution also provides that monthly Operating Expenses of Facilities will be funded from Revenues prior to the provision for accrued Debt Service on Bonds. The Bond Resolution also provides that the pledge and lien created by the Bond Resolution shall be superior in all respects to any pledge or lien now or hereafter created for Junior Indebtedness or Subordinated Indebtedness.

The Act provides that notes and bonds of the Authority shall not be a debt of the State nor shall the State be liable thereon, nor shall such notes or bonds be payable out of any funds other than those of the Authority. The Bond Resolution specifically provides that the Bonds shall not be a debt of the State nor shall the State be liable thereon.

General Revenue Bond Resolution Flow of Funds

Pursuant to the Bond Resolution, the Authority is required to pay into the Revenue Fund all Revenues as received. On or before the last Business Day of each month, the Authority is required to pay into the Operating Fund, out of the moneys in the Revenue Fund, all amounts required for reasonable and necessary Operating Expenses and reserves for Operating Expenses and working capital with respect to Facilities. Operating Expenses for Other Authority Projects are not payable out of the Operating Fund but may be paid out of the Other Authority Projects Operating Fund. On or before the last Business Day of each month, the Authority is required to deposit amounts remaining in the Revenue Fund after such deposits to the Operating Fund as of the last day of the preceding month as follows:

(1) To the Trustee for deposit in the Senior Debt Service Fund, the amount required so that the balance in the Senior Debt Service Fund shall be at least equal to the Accrued Debt Service for all Bonds Outstanding as of the last day of the then current calendar month, after taking into account any other amounts available for payment of Debt Service, including any amounts representing investment earnings retained in the Senior Debt Service Fund or transferred from the Senior Debt Service Reserve Fund;

(2) To the Trustee for deposit in the Senior Debt Service Reserve Fund, if and to the extent required so that the balance in said Fund shall equal the Senior Debt Service Reserve Requirement for all Bonds secured by such Fund and Outstanding on said date;

(3) To the Reserve Maintenance Fund, an amount such that (a) on or before the first day of the seventh month of the Authority’s fiscal year there shall have been deposited an amount equal to or greater than one-half of the amount, and (b) on or before the last day of the Authority’s fiscal year there shall have been deposited an amount equal to or greater than the full amount, provided in the Authority Budget for the applicable fiscal year for Reserve Maintenance Payments, plus accrued deficits, if any, with respect to the prior required allocations to such Fund;

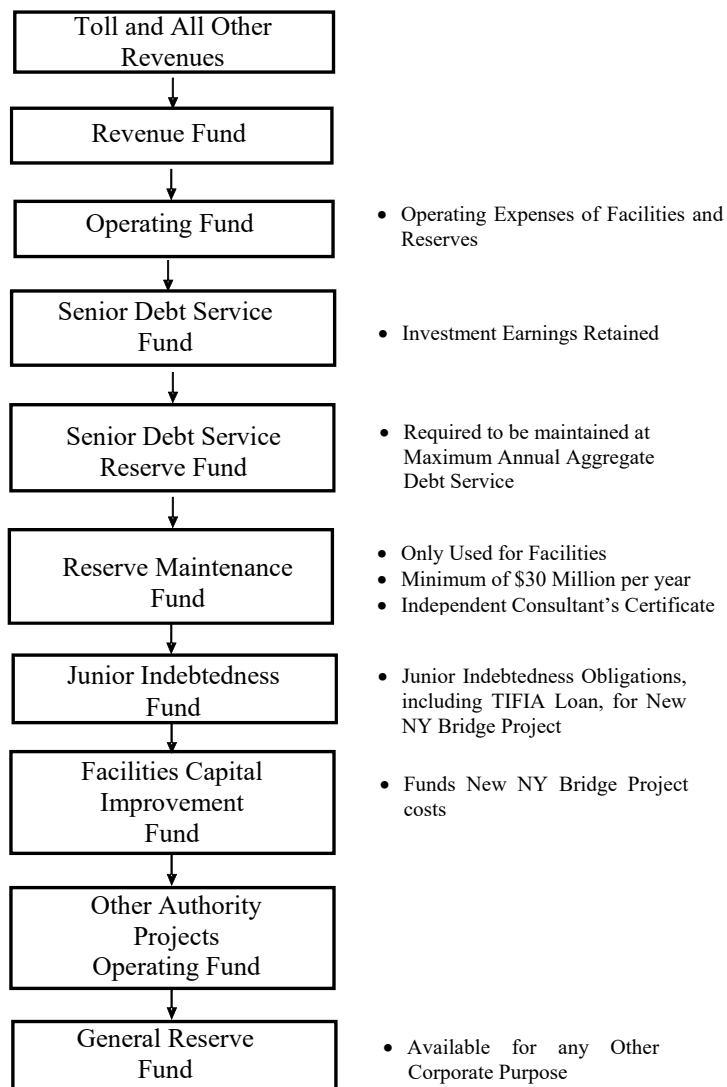
(4) To the Junior Indebtedness Fund, the amount required so that the balance in said Fund shall equal the amounts required to be deposited therein by any instrument authorizing the issuance of Junior Indebtedness outstanding on said date;

(5) To the Facilities Capital Improvement Fund, the amount determined to be necessary or appropriate by the Authority Board to fund Project Costs of Facilities or to set up reserves to fund such costs;

(6) To the Other Authority Projects Operating Fund, the amount determined to be necessary or appropriate by the Authority Board to fund operating expenses relating to Other Authority Projects or to set up reserves to fund such expenses; and

(7) To the General Reserve Fund, any remaining balance of such moneys.

General Revenue Bond Resolution Flow of Funds



Senior Debt Service Reserve Fund

The Senior Debt Service Reserve Fund Requirement is equal to the maximum amount of Aggregate Debt Service for any 12-month period on all Outstanding Bonds secured by the Senior Debt Service Reserve Fund (calculated with respect to Variable Interest Rate Bonds at the Estimated Average Interest Rate until conversion to a fixed rate of interest and subject to certain limitations). On the date of issuance of the Series L Bonds, the amount in the Senior Debt Service Reserve Fund shall be equal to the Senior Debt Service Reserve Fund Requirement. To the extent that amounts in the Senior Debt Service Fund and unencumbered moneys in the General Reserve Fund, the Other Authority Projects Operating Fund, the Facilities Capital Improvement Fund and the Reserve Maintenance Fund are insufficient to pay debt service, when due, on the Bonds, deficiencies will be made up from amounts in the Senior Debt Service Reserve Fund; provided that no payments will be made from moneys in the Senior Debt Service Reserve Fund with respect to Bonds not secured by the Senior Debt Service Reserve Fund. The Bond Resolution provides that the Authority may determine pursuant to any Supplemental Resolution authorizing a series of Bonds that such series of Bonds will not be secured by the Senior Debt Service Reserve Fund. The Series L Bonds are secured by the Senior Debt Service Reserve Fund. The Bond Resolution also provides that a Reserve Credit Facility may be deposited or substituted for deposit in the Senior Debt Service Reserve Fund to satisfy all or any portion of the Senior Debt Service Reserve Fund Requirement. See **Appendix C** — “Summary of Certain Provisions of the Bond Resolution — Senior Debt Service Reserve Fund”.

As permitted by the Bond Resolution, the Authority currently has on deposit in the Senior Debt Service Reserve Fund, together with cash and investments to meet the Senior Debt Service Reserve Fund Requirement, Reserve Credit Facilities in the form of a Debt Service Reserve Surety Bond originally issued by MBIA Insurance Corporation (“MBIA”) in the maximum amount of \$69,895,025 (the “MBIA Reserve Fund Surety”) and a Municipal Bond Debt Service Reserve Fund Policy originally issued by Financial Guaranty Insurance Company (“FGIC”) in the maximum amount of \$13,118,280.99 (the “Financial Guaranty Reserve Fund Policy”) and collectively with the MBIA Reserve Fund Surety, the “Reserve Fund Policies”). The MBIA Reserve Fund Surety expires on January 1, 2027 and the Financial Guaranty Reserve Fund Policy expires on January 1, 2024, subject, in each case to early termination. The Reserve Fund Policies permit the Trustee, in the event that scheduled debt service is due on Bonds, including the Series L Bonds, and moneys to the credit of the Senior Debt Service Fund are insufficient, to draw pro rata amounts up to the maximum amounts of such Policies after all the cash (such as will be deposited in connection with the issuance of the Series L Bonds) and investments of that cash to the credit of the Senior Debt Service Reserve Fund have first been withdrawn. The Bond Resolution and the Reserve Fund Policies permit the substitution at any time and from time to time of other Reserve Credit Facilities meeting certain requirements for cash to the credit of the Senior Debt Service Reserve Fund. The Authority understands that MBIA ceded the MBIA Reserve Fund Surety to its subsidiary, MBIA Insurance Corp. of Illinois (“MBIA Illinois”), and that MBIA Illinois has been renamed National Public Finance Guarantee Corporation (“National”). The Authority further understands that pursuant to a reinsurance agreement between FGIC and National, National has reinsured certain obligations of FGIC, including the Financial Guaranty Reserve Fund Policy. As of the date hereof, National is rated “Baa2” by Moody’s Investors Service. S&P Global Ratings has withdrawn its rating of National. See “SOURCES AND USES OF FUNDS” and **Appendix C** – “Summary of Certain Provisions of the Bond Resolution – Senior Debt Service Reserve Fund”.

Additional Bonds, Refunding Bonds and Other Indebtedness

The Bond Resolution permits the issuance of Bonds, Junior Indebtedness and Subordinated Indebtedness. The Bond Resolution defines the “Bonds” to be bonds or other indebtedness of the Authority payable from amounts in the Senior Debt Service Fund, including but not limited to, any additional payment obligations in connection with a Qualified Swap, a Qualified Reverse Swap, a Parity Reimbursement Obligation or a capital lease undertaken in connection with the issuance of certificates of participation. “Junior Indebtedness” is any evidence of indebtedness of the Authority payable out of the Junior Indebtedness Fund. “Subordinated Indebtedness” is any evidence of indebtedness of the Authority payable out of amounts available in the General Reserve Fund. The Authority has issued Junior Indebtedness Obligations under the Junior Indebtedness Resolution. See “– *Junior Indebtedness Obligations*”. See “THE AUTHORITY –

Outstanding Indebtedness” above. In addition, the Authority has not and has no current plans to enter into any payment obligations in connection with a Qualified Swap, a Qualified Reverse Swap, a Parity Reimbursement Obligation or a capital lease undertaken in connection with the issuance of certificates of participation under the Bond Resolution.

Bonds consist of the currently Outstanding Bonds and any Additional Bonds and Refunding Bonds that may be issued hereafter. Subject to the limitations described below (i) Additional Bonds may be issued to pay for Project Costs of the Original Project, any Additional Projects and any Other Authority Projects and (ii) Refunding Bonds may be issued to refund any Outstanding Bonds, any Junior Indebtedness or any Subordinated Indebtedness. For a more complete description of the provisions of the Bond Resolution governing the issuance of Additional Bonds and Refunding Bonds than the discussion that follows, see **Appendix C** — “Summary of Certain Provisions of the Bond Resolution — Additional Bonds” and “— Refunding Bonds”.

Additional Bonds for Facilities. In the case of Additional Bonds issued to provide for the Project Cost of one or more Facilities, other than as described under “Additional Bonds to Prevent a Loss of Revenues from Facilities” below, the following requirements, among others, must be met:

(1) The Net Revenues (subject to certain adjustments including toll increases, as provided by the Bond Resolution) for any period of 12 consecutive calendar months out of the 18 calendar months next preceding the date of issuance of the proposed Additional Bonds are at least equal to the Net Revenue Requirement. “Net Revenue Requirement” means, with respect to any period of time, an amount equal to the greater of (i) the sum of the amounts required to make payments with respect to Aggregate Debt Service, deposits to the Senior Debt Service Reserve Fund, Reserve Maintenance Payments, and the amounts required to be deposited in the Junior Indebtedness Fund pursuant to the instrument authorizing the issuance of such Junior Indebtedness and (ii) 1.2 times the sum of the Aggregate Debt Service (which under certain circumstances may be reduced by an amount equal to anticipated investment income on the Senior Debt Service Fund and on the Senior Debt Service Reserve Fund) for such period*;

(2) For the then current fiscal year and each fiscal year in the Test Period (being the next five Authority fiscal years or the period extending from the next Authority fiscal year through the second Authority fiscal year following the estimated date of completion of any Facility not then completed, whichever period is greater), the Net Revenues (subject to certain adjustments including toll increases, as provided by the Bond Resolution) must, based on estimates by an Independent Consultant, be at least equal to the estimated Net Revenue Requirement (assuming the Maximum Interest Rate on any Variable Interest Rate Bonds)*; and

(3) The Net Revenues in the last fiscal year of the Test Period must be estimated by an Independent Consultant to be at least equal to Maximum Annual Debt Service on all Bonds Outstanding immediately after the issuance of the proposed Additional Bonds.

Additional Bonds to Prevent a Loss of Revenues from Facilities. The Authority may issue Additional Bonds without satisfying any earnings or coverage test for the purpose of providing for Project Costs of improvement, reconstruction or rehabilitation of one or more Facilities for the purpose of preventing a loss of Net Revenues derived from such Facilities where such loss would otherwise result from an emergency or some unusual or extraordinary occurrence.

Additional Bonds for Other Authority Projects. Additional Bonds may be issued to finance Other Authority Project Costs only if, in addition to satisfying the conditions described under the subheading “Additional Bonds for Facilities” above, the Maximum Annual Debt Service on all Outstanding Bonds (including the proposed Additional Bonds) the proceeds of which are used to finance or refinance Project

* During any period during which the TIFIA Loan is outstanding, the Authority has covenanted pursuant to the TIFIA Loan Agreement, that in order to issue Additional Bonds under the Bond Resolution (not Refunding Bonds), the Authority must demonstrate the Junior Indebtedness Net Revenue Requirement is also satisfied, namely, that for such period of time, Net Revenues equal or exceed 1.20 times the sum of Aggregate Debt Service and amounts required to be deposited in the Junior Indebtedness Debt Service Payment Account.

Costs for Other Authority Projects (excluding Other Authority Projects that have since been designated as Additional Projects in accordance with the Bond Resolution) is less than 20% of the amount of Net Revenues for 12 consecutive months out of the most recent 18 months. Following the transfer of the State Canal System to the Power Authority, Authority debt may no longer be incurred for costs related to the State Canal System.

Refunding Bonds to Refund Bonds. Bonds may be issued for the purpose of refunding Bonds if, in addition to meeting certain other requirements, (i) Aggregate Debt Service (assuming with respect to any Variable Interest Rate Bonds a Maximum Interest Rate), including the Refunding Bonds then proposed to be issued but not including the Bonds to be refunded, for the then current and any future fiscal year is no greater than the Aggregate Debt Service on the Bonds as calculated immediately prior to the refunding (including the refunded Bonds but not including the Refunding Bonds) or (ii) the requirements set forth above under the subheading “Additional Bonds for Facilities” are met.

Refunding Bonds to Refund Junior Indebtedness or Subordinated Indebtedness. Refunding Bonds may be issued for the purpose of refunding Junior Indebtedness or Subordinated Indebtedness that was issued to finance or refinance Project Costs of Facilities or Other Authority Projects if the requirements set forth above under the subheading “Additional Bonds for Facilities” are met and, in addition, if the Junior Indebtedness or Subordinated Indebtedness to be refunded was issued to finance Project Costs for any Other Authority Project that has not been designated as an Additional Project, Refunding Bonds may be issued only if the requirements set forth under the subheading “Additional Bonds for Other Authority Projects” above are met.

Junior Indebtedness Obligations. Under the Junior Indebtedness Resolution, the Authority may issue Additional Junior Indebtedness Obligations and Junior Indebtedness Refunding Obligations payable from Revenues. Subject to the limitations set forth in the Junior Indebtedness Resolution, Additional Junior Indebtedness Obligations may be issued to (i) pay for Project Costs of the Original Project, any Additional Projects and any Other Authority Projects, (ii) refund or refinance any Senior Bonds (including any bond anticipation notes related thereto), Junior Indebtedness Obligations or Subordinated Indebtedness of the Authority, (iii) make a deposit to a subaccount of the Junior Indebtedness Debt Service Reserve Account, if required, (iv) pay Costs of Issuance relating to the issuance or incurrence of Junior Indebtedness Obligations and (v) pay or provide for the payment of Project Costs of improvement, reconstruction or rehabilitation of the New NY Bridge Project for the purpose of preventing a loss of Net Revenues derived from the New NY Bridge Project, provided that such loss of Net Revenues would be the result of an emergency declared by the State, the federal government or a federal authority or agency and that proceeds of Additional Junior Indebtedness Obligations would not be used for such purpose to the extent that insurance proceeds relating to such occurrence were then available. *Notwithstanding the foregoing, prior to the completion of the construction and equipping of the New NY Bridge Project, (A) Junior Indebtedness Obligations may be issued to pay for Project Costs solely related to the New NY Bridge Project, and (B) Junior Indebtedness Refunding Obligations may be issued to refund Outstanding Junior Indebtedness Obligations. After the completion of the New NY Bridge Project, and subject to certain limitations, (A) Additional Junior Indebtedness Obligations may be issued, to pay for Project Costs of the Original Project, any Additional Junior Indebtedness Projects and any Other Authority Projects, and (B) Junior Indebtedness Refunding Obligations may be issued to refund Outstanding Senior Bonds, Junior Indebtedness Obligations and Subordinated Indebtedness.*

Other Indebtedness. The Bond Resolution permits the issuance of Junior Indebtedness and Subordinated Indebtedness under another resolution. **See Appendix C** – “Summary of Certain Provisions of the Bond Resolution – Junior Indebtedness Fund” and “– General Reserve Fund”. The Authority may covenant with the holders of Junior Indebtedness Obligations or Subordinated Indebtedness to add to the conditions and restrictions under which Additional Bonds may be issued. *The holders of Junior Indebtedness Obligations or Subordinated Indebtedness may not accelerate the principal owed upon a default unless all Outstanding Bonds shall have been declared immediately due and payable in accordance with the Bond Resolution.* The proceeds of Junior Indebtedness Obligations may be used to provide for Facilities or Other Authority Projects. *However, the Authority has covenanted in the Junior Indebtedness Resolution that prior to the completion of the construction and equipping of the New NY Bridge Project it will only issue or incur Junior Indebtedness Obligations to finance or refinance capital costs of the New NY Bridge Project.*

Subordinated Indebtedness may be used to finance any lawful corporate purpose of the Authority.

Facilities

The Facilities consist of the Original Project and any Additional Projects. Additional Projects consist of New Interchanges, New Extensions and Other Authority Projects that have been designated as Additional Projects by the Authority in accordance with the requirements set forth in the Bond Resolution.

Original Project. The Original Project consists of all Thruway sections and connections constituting roads or bridges, authorized by the Act as in effect on, and open to traffic on, the date of adoption of the Bond Resolution on August 3, 1992, together with any Facility Capital Improvements related thereto which include other related structures and facilities.

Additional Projects. Any project may become an Additional Project if so designated by the Authority and if (i) such project has been operated (whether or not by the Authority) so as to produce revenues in excess of operating expenses for a twelve-month period prior to the date such project is designated as an Additional Project by the Authority, (ii) the Authority certifies that the Net Revenues (including the revenues and operating expenses of the proposed Additional Project) at least equaled the Net Revenue Requirement for such twelve-month period, (iii) an Independent Consultant estimates that Net Revenues for all Facilities (including the proposed Additional Project) less the estimated Reserve Maintenance Payments for each of the fiscal years in the Test Period equal or exceed the estimated Net Revenues for all Facilities (excluding the proposed Additional Project) less the estimated Reserve Maintenance Payments for each of the fiscal years in the Test Period, and (iv) counsel opines that the Authority has the legal right and authority to undertake such project and to establish charges in connection therewith which do not require certain additional governmental approvals. See **Appendix C** – “Summary of Certain Provisions of the Bond Resolution – Additional Projects”. Operating Expenses with respect to Facilities, including Additional Projects, are payable from the Operating Fund prior to Debt Service on the Bonds, including the Series L Bonds. The Authority has not designated any project as an Additional Project under the Bond Resolution.

Other Authority Projects. Other Authority Projects include facilities and other property which the Authority is now or hereafter authorized to acquire, construct, maintain, operate, finance, improve, reconstruct, rehabilitate or otherwise undertake for transportation or transportation-related purposes. In order for a facility or any other property to qualify as an Other Authority Project, it must be within the jurisdiction and control of the Authority and be designated as an Other Authority Project by the Authority. Other than projects for which the Authority has already reached its maximum funding obligation, the Authority has not designated any other project as an Other Authority Project under the Bond Resolution. As previously noted, as of January 1, 2017, the State Canal System is no longer under the jurisdiction of the Authority.

Reserve Maintenance Fund

Pursuant to the Bond Resolution, the Authority is required to deposit in each fiscal year into the Reserve Maintenance Fund an amount which shall be no less than the greater of \$30,000,000 or the amount specified in an Independent Consultant’s Certificate for such fiscal year (the “Minimum Amount”). The amount deposited into the Reserve Maintenance Fund may not exceed any amount from time to time established by the Authority pursuant to a Supplemental Resolution (the “Maximum Amount”) provided that the Maximum Amount may not be less than the Minimum Amount.

Subject to the provisions of the Bond Resolution, money held in the Reserve Maintenance Fund can be disbursed for the purpose of paying (i) costs relating to the Facilities of (a) maintenance or repairs not recurring annually, and renewals and replacements; (b) repairs or replacements resulting from an emergency or caused by some unusual or extraordinary occurrence, to the extent that the moneys in other available Funds, together with insurance proceeds, if any, available therefor are insufficient to meet such emergency; (c) items of equipment; and (d) engineering expenses incurred in connection with the above permitted uses; and (ii) similar costs relating to certain highway and railroad grade crossings. The Authority may from time to time transfer any money from the Reserve Maintenance Fund to the Revenue Fund when such amount is no

longer needed for the purposes of the Reserve Maintenance Fund. In addition, to the extent that amounts in the Senior Debt Service Fund and unencumbered moneys in the General Reserve Fund, the Other Authority Projects Operating Fund and the Facilities Capital Improvement Fund are insufficient to pay debt service, when due, on the Bonds, deficiencies will be made up from amounts in the Reserve Maintenance Fund.

Tolls, Fees and Charges

Toll Covenant. Pursuant to the Bond Resolution, the Authority has covenanted at all times to fix, charge and collect such tolls, fees and charges for the use of the Facilities as are required in order that, in each fiscal year, Net Revenues shall at least equal the Net Revenue Requirement for such year. “Net Revenue Requirement” means, with respect to any period of time, an amount equal to the greater of (i) the sum of amounts required to make payments with respect to Aggregate Debt Service, deposits to the Senior Debt Service Reserve Fund, Reserve Maintenance Payments (minimum, \$30 million a year), and the amounts required to be deposited in the Junior Indebtedness Fund pursuant to the Supplemental Resolution or other resolution or agreement authorizing outstanding Junior Indebtedness or (ii) 1.20 times the sum of the Aggregate Debt Service for such period.*

If the Authority determines that Net Revenues may be inadequate, it is required to cause a study to be made by an Independent Consultant that will recommend a schedule of tolls, fees and charges which will provide sufficient Net Revenues in the following year to comply with the revenue covenant described above and which will provide additional Net Revenues to eliminate any deficiency in funds and accounts held under the Bond Resolution at the earliest practicable time, and the Authority will place in effect as soon as practicable either (i) the recommended schedule of tolls, fees and charges, or (ii) a different schedule of tolls, fees and charges developed by the Authority which will provide sufficient Net Revenues in the following fiscal year to comply with the revenue covenant described above and which will provide additional Net Revenues in such following fiscal year to eliminate any deficiency at the earliest practicable time, which conclusion is concurred in by an Independent Consultant. See **Appendix C** – “Summary of Certain Provisions of the Bond Resolution – Tolls, Fees and Charges”.

Ability To Set Tolls. The Authority’s power under the Act to fix, collect and alter toll rates is not subject to the approval of any governmental entity. Tolls on the Governor Mario M. Cuomo Bridge and the Grand Island Bridges, each constructed pursuant to the General Bridge Act of 1946, as amended, may be subject to the standard imposed by Section 135 of the Surface Transportation and Uniform Relocation Assistance Act of 1987, Pub. L. 100-17 to the effect that such tolls be “just and reasonable”. The Authority believes that the tolls on all of its vehicular toll facilities are just and reasonable.

Agreement of the State

Under the Act, the State has agreed with the holders of the bonds and notes of the Authority, including the Bonds, that it will not limit or alter the rights vested by the Act in the Authority to establish and collect such fees, rentals and charges as may be convenient or necessary to produce sufficient revenue to meet the expense of maintenance and operation and to fulfill the terms of any agreements made with such holders of bonds, or in any way impair the rights and remedies of such bondholders and noteholders. In addition, the State has agreed with the holders of bonds and notes of the Authority secured by a pledge of tolls from any bridge constructed by the Authority across the Hudson River south of Bear Mountain bridge or from any part of the Original Project which includes such bridge, that no bridge or tunnel constituting a connection for vehicular traffic over, under or across the Hudson River between the present location of the Bear Mountain bridge and the boundary line between New York and New Jersey at the west side of the Hudson River will be constructed or maintained so long as the obligations of such bonds and notes for principal and interest shall not have been paid or otherwise discharged.

* During any period during which the Junior Indebtedness Obligations are outstanding, the Authority has covenanted pursuant to the Junior Indebtedness Resolution, to maintain tolls in such amounts in order that Net Revenues will at least equal both the Net Revenue Requirement under the Bond Resolution and the Junior Indebtedness Net Revenue Requirement under the Junior Indebtedness Resolution, namely that Net Revenues at any time required shall equal or exceed 1.20 times the sum of Aggregate Debt Service and the amount required to be deposited in the Junior Indebtedness Debt Service Payment Account.

AUTHORITY GOVERNANCE, FACILITIES AND OPERATIONS

Thruway Facilities and Operations

The Thruway System is one of the largest tolled highway systems in the United States and is a critical component in the national interstate network. The Authority's original roadway system was constructed between 1949 and 1960 and is one of the oldest components of the national Interstate Highway System. In 1991, State legislation made the Authority additionally responsible for the operation and maintenance of 11 miles of I-287 Cross-Westchester Expressway. (The New York State Department of Transportation (NYSDOT) remains responsible for capital improvements to this roadway.) The Thruway System is now over 570 miles in total length and includes 134 interchanges.

The Thruway System serves travelers with a variety of needs and purposes, including commuters, business travelers, recreational travelers, and commercial vehicle traffic and provides the major route of access for visitors to the State's tourist destinations including Niagara Falls, the State Canal System, the Finger Lakes, the Adirondacks, the Catskills and New York City. The Thruway System has provided a dependable roadway system for these travelers, sustaining and encouraging economic growth, fostering job creation and generating tax revenues to the State and its local governments. Underscoring its importance to the State, region and nation, in 2017 Thruway System customers traveled approximately 8.41 billion vehicle-miles on the highway, averaging over 23.0 million vehicle-miles per day. Due to the extent of its maintenance activities, good infrastructure conditions and the dedication of a specialized troop of the New York State Police to patrol the Thruway System, it has remained one of the safest roadway networks in the nation.

The Thruway System is comprised of 2,834 lane miles of roadway. In addition, the Authority has maintenance responsibility for 809 bridges and also owns 28 travel plazas located at intervals along the Thruway System, operated by three food service and two fuel concessionaires that are open 24-hours a day, 7 days a week. Routine maintenance activities are performed by Authority staff from 21 maintenance locations grouped into four divisions. Also, the Authority's tolling system is extensive, including over 272 toll booths and 90 dedicated E-ZPass-only lanes, and it manages sophisticated incident response, ITS and traveler information systems to enhance mobility, safety and service.

The Thruway System connects the principal cities of the State from New York City to Albany, and on to Utica, Syracuse and Rochester through to Buffalo and the Pennsylvania State line. Because the Thruway System corridor serves 37 of the State's 62 counties and the majority of the State's population, it is the principal artery of travel and commerce within the State. It also is an important interstate connector, joining with the Massachusetts Turnpike (I-90), Connecticut Turnpike (I-95), New Jersey's Garden State Parkway, as well as several other Interstate routes such as I-287 from New Jersey; I-90 in Pennsylvania; I-290 around the north side of Buffalo; I-390 and I-490 serving Rochester; I-81, I-481 and I-690 at Syracuse; I-790 in Utica; I-87 (the Northway), I-88, I-90, I-787, and I-890 at Albany; and I-84 at Newburgh. As a result, the Thruway System is a vital link to long distance interstate travel and a high proportion of its patrons are from out-of-state.

The Thruway System is comprised of two types of toll systems – a controlled (ticket) system and a barrier system. The controlled system (approximately 481 miles) makes up the largest portion of the Thruway System, running from Woodbury (in the southeast corner of the State) north along I-87 to Albany, then west on I-90 to Buffalo and south of Lake Erie to the Pennsylvania border. In addition to this main stretch of the controlled system, there is a small tolled branch south and east of Albany, known as the Berkshire Spur. See "Appendix A – Report of the Traffic Engineer", for a discussion of the transition of the controlled and barrier systems to AETC for the entire Thruway System.

On the controlled system, tolls are charged based on the actual distance traveled by the customer. Meanwhile, barrier toll plazas have a fixed toll rate for each vehicle class and payment type (e.g., Cash, E-ZPass, as well as Commuter and other E-ZPass Discounts). The two barrier systems (four located in the NYC metropolitan region and one in the Buffalo region) are comprised of The Governor Mario M. Cuomo Bridge, Yonkers Barrier, New Rochelle Barrier, Spring Valley Barrier, Harriman Barrier and the Grand Island Bridges. Under the existing policy, toll rates across the Thruway System are based on vehicle classifications, related to

the number of axles per vehicle and the height of the vehicle over the first two axles. Approximately 266.6 million toll transactions occurred on the Thruway System in 2017, generating over \$758.9 million in toll revenues.

For a further description of the Thruway System's facilities, traffic patterns on the Thruway System, and an analysis of the Authority's financial history and projections for the future, see **Appendix A** – "Report of Traffic Engineer".

Board Members

The Act grants to the Authority Board the broad powers of the Authority, as summarized herein under the caption "THE AUTHORITY". The Authority Board continues in existence so long as the Authority has any indebtedness or other obligations outstanding. Pursuant to the New York State Public Officers Law, members of the Authority whose terms have expired continue to serve until a successor is appointed and qualified. There is currently one vacancy on the Board.

Joanne M. (Joanie) Mahoney was confirmed as a member of the Authority Board on March 30, 2015. Ms. Mahoney will serve in a term that expires on January 1, 2020. Ms. Mahoney was first elected Onondaga County Executive in November 2007, and is the first woman to serve in that role. She was re-elected in November 2011. In 2010, then Governor-elect Andrew Cuomo asked Ms. Mahoney to serve as co-chair of his transition team and in 2012, he appointed Ms. Mahoney to serve as a trustee for the New York Power Authority. A Syracuse native, Ms. Mahoney graduated from Corcoran High School, and then from Syracuse University's School of Management and Syracuse University's College of Law. After spending time in private practice, Ms. Mahoney worked for five years as a criminal prosecutor in the District Attorney's office before being elected Councilor-at-Large in the City of Syracuse, where she served a four year term.

José Holguín-Veras, Ph.D., P.E., was confirmed as a member of the Authority Board in May 2010. Dr. Holguín-Veras is the William Howard Hart Professor in the Department of Civil and Environmental Engineering at Rensselaer Polytechnic Institute ("RPI") and also is the Director of RPI's Center for Infrastructure, Transportation, and the Environment. Dr. Holguín-Veras received a Bachelor of Science degree in Civil Engineering from Universidad Autonoma de Santo Domingo; Master of Science degree in Transportation from Universidad Central de Venezuela; and a doctoral degree in transportation from the University of Texas at Austin.

Robert L. Megna was confirmed as a member of the Authority Board in June 2016. Mr. Megna currently serves as the Senior Vice Chancellor and Chief Operating Officer for the State University of New York (SUNY) System Administration. Previously, Mr. Megna served as executive director of the Authority from 2015 to 2016. Prior to joining the Authority, Mr. Megna served for six years as director at the New York State Division of the Budget and previously served as commissioner of the New York State Department of Taxation and Finance. Mr. Megna holds master's degrees in public policy from Fordham University and economics from the London School of Economics.

George L. Miranda was confirmed as a member of the Authority Board in June 2017. Mr. Miranda is an At-Large Vice President of the Teamsters in New York, President of the Teamsters National Hispanic Caucus and Chairman of the Board of Directors for the Teamsters Airline Division. George Miranda is also Chairman of the Board of Directors of the Consortium for Worker Education and a Vice President of the New York City Central Labor Council.

J. Donald Rice, Jr., was confirmed as a member of the Authority Board in May 2010. Mr. Rice is founder and Chief Executive Officer of Rice Financial Products Company, a New York City-based full service municipal investment banking firm. Mr. Rice received a M.B.A. with distinction from Harvard Business School and a bachelor's degree in engineering with honors from Kettering University.

Stephen M. Saland was confirmed as a member of the Authority board in June 2016. Mr. Saland represented the 99th District in the New York State Assembly between 1980 until 1990, and served as New

York State Senator for the 41st District from 1990 to 2012. He is also a past-President of the National Conference of State Legislatures. Mr. Saland holds a Bachelor of Arts degree from the University of Buffalo and a Juris Doctor from Rutgers Law School.

Senior Staff

The day-to-day management of the Authority is primarily the responsibility of the following senior staff members:

Acting Executive Director. Matthew J. Driscoll serves as Acting Executive Director of the Authority. Prior to joining the Authority, Mr. Driscoll served as Commissioner of the New York State Department of Transportation. From 2010 to 2015, Mr. Driscoll served as President and Chief Executive Officer of the New York State Environmental Facilities Corporation, which provides low-cost financing to local governments for wastewater and drinking water infrastructure. From 2001 through 2009, Mr. Driscoll served as the 52nd Mayor of the City of Syracuse. Mr. Driscoll also serves as a member of Governor Cuomo's Strategic Implementation Assessment Team and as a member of the Financial Restructuring Board for Local Governments.

Chief Financial Officer and Treasurer. Matthew A. Howard was appointed to serve as the Chief Financial Officer and Treasurer of the Authority in January 2015. Mr. Howard's career in public service spans over 20 years, and includes leadership roles in fiscal management, public policy and public administration. Prior to his appointment, Mr. Howard served as the Secretary to the New York State Assembly Committee on Ways and Means. In this role, he worked as a chief budget negotiator for the Assembly during its negotiations with the Office of the Governor and the New York State Senate. Mr. Howard received his undergraduate degree from Springfield College and master's degree in public administration from Cornell University.

Chief Engineer. Richard Lee, P.E. was appointed Chief Engineer of the Authority in October 2016. Prior to joining the Authority, he served in a number of positions in both Design and Construction throughout his 34-year career with the New York State Department of Transportation. Most recently, from 2009-2016, he was the Deputy Chief Engineer (Design) and Director of the Office of Design. Mr. Lee graduated from Union College in Schenectady, New York with a Bachelor of Science Degree in Civil Engineering.

New NY Bridge Project Director. Jamey Barbas, P.E. was appointed to serve as New NY Bridge Project Director in November 2015. Prior to assuming such role for the Authority, Ms. Barbas served as Senior Vice President and Global Practice Leader for Major Structures at Louis Berger. Prior to joining Louis Berger, she held leadership positions in several international consulting firms. Ms. Barbas has extensive management and design experience including several award winning, domestic and international projects. A registered professional engineer in the State of New York, Ms. Barbas has over 30 years of experience in bridge management, design, construction, and inspection, with a special emphasis on complex and long span bridges. She led the inspection, design and construction support services for the reconstruction of the Williamsburg Bridge in New York City – one of the largest bridge reconstruction projects ever undertaken in the United States, and was the Bridge Design Manager for the major bridges of the AutoRoute 30 project in Montreal, Canada. Ms. Barbas was Principal, Design Manager, and/or Lead Technical Advisor on various mega Design-Build, Construction Manager/General Contract and P3 projects worldwide, including the Indiana Toll Road (\$3.8B), Pocahontas Parkway (\$350M), AutoRoute A25 Cable-stayed bridge (\$450M), AutoRoute 30 (\$1.7B), Port Mann cable-stayed bridge (\$2B), PR5/PR22 toll road (\$1.1B), Forth Road Bridge in Scotland (\$800M), Sarah Mildred Long Bridge (\$180M) and the I-77 North Carolina (\$700M). Ms. Barbas was also a peer advisor to the State of New York and the Authority and a member of the Review Team which assisted in the evaluation of the proposals for the New NY Bridge Project.

Chief of Staff. Adam Wood serves as the Chief of Staff for the New York State Thruway Authority. Mr. Wood has more than 16 years of professional management experience in both the public and private sectors and had previously served as the Chief of Staff to the Mayor of Bridgeport, Connecticut, a legislative aide in the Connecticut State Senate, and a Political and Finance Director for the Connecticut State Democratic

Party. Mr. Wood holds a Bachelor of Arts Degree from Haverford College and has an extensive background in municipal leadership, government and economic development.

General Counsel -- Vacant.

Director of Administrative Services. John F. Barr was appointed Director of Administrative Services on November 16, 2006. Prior to joining the Authority, Mr. Barr served as the Executive Deputy Commissioner of the New York State Department of Civil Service. Mr. Barr received a Bachelor of Arts degree in History from Hartwick College. Mr. Barr earned his Juris Doctor at Thomas M. Cooley Law School.

Acting Director of Maintenance and Operations. Mark A. Hixson, P.E. is the Acting Director of Maintenance and Operations for the Authority. He previously served as the Authority's Deputy Director since 2008, the Superintendent of Maintenance from 2003-2008, and before that as Deputy Division Director and Division Highway Engineer in the Authority's Albany Division. Upon joining the Authority in April 1987, he served in various roles in the Department of Engineering. Mr. Hixson has over 32 years of transportation engineering and management experience. He is a graduate of Clarkson University with a B.S. in Civil and Environmental Engineering and received an MBA from Sage Graduate School. He also holds a Graduate Studies Certificate from Cornell University's School of Industrial and Labor Relations and is a graduate of the AASHTO Executive Leadership Institute. Mr. Hixson has been a licensed Professional Engineer in the State of New York since 1989.

Director of Audit and Management Services. Harry A. Lennon was appointed Director for the Department of Audit and Management Services in May 2012. Prior to this appointment, Mr. Lennon served as Senior Confidential Investigator Auditor for the Department of Audit and Management Services. During this time, Mr. Lennon also served as Infrastructure Security Officer. Prior to joining the Authority, Mr. Lennon served as a Confidential Investigator for the New York State Ethics Commission. At the beginning of his career, Mr. Lennon served as a Police Officer for the Supreme Court of the United States. Mr. Lennon earned his Bachelor of Science degree at the University of Scranton.

Organization

To administer its responsibilities for the Thruway System and Other Authority Projects, the Authority is organized into nine operating departments and employs approximately 2,162 permanent employees.

The departments are Engineering, Maintenance and Operations, Administrative Services, Finance and Accounts, Legal, Media Relations & Communications, Audit and Management Services, and Information Technology.

The Department of Engineering includes Asset and Innovation Management, Capital Program and Contracts Management, Program Delivery, and Transportation Planning and Environmental Services. The Department oversees the development and implementation of the Authority's long range capital programs. It has the professional capacity to design and inspect some capital projects in-house and accordingly does not have to rely solely on outside consultants.

The Department of Maintenance and Operations manages and maintains the highway, bridge and facilities infrastructure and equipment in a cost-effective manner in order to offer Thruway System users high levels of safety and service. It is responsible for all toll collection activities, traffic management and travelers' services including concessions. The Department helps develop the Multi-Year Capital Program designed to preserve the condition, serviceability and safety of the roadway, bridges and facilities. The Department also continues to explore and implement innovative designs and technologies to enhance the safety and efficiency of the Thruway System. Direct field management of the maintenance and operations functions is handled through the four division offices (New York, Albany, Syracuse and Buffalo) under the auspices of the four Division Directors who report to the Director of Maintenance and Operations.

The Department of Maintenance and Operations also acts as liaison with New York State Police Troop T, whose 320 members patrol the Thruway System. Beginning in 2013, as part of a State-supported initiative to reduce the Authority's Operating Expenses, the State formally assumed financial responsibility for State Police Troop T enforcement on the Thruway System. However, pursuant to the provisions of the State's 2016-2017 Enacted Budget, the Authority now reimburses the State for payment of State Police Troop T enforcement on the Thruway System, but reimbursement of such costs to the State are not payable as Operating Expenses and are payable only from the General Reserve Fund.

RESULTS OF OPERATIONS

Financial Results of Operations

Set forth below are certain revenue and expense items (\$ in millions) and certain other financial information derived from the Authority's audited financial statements for each of the Authority's fiscal years 2014 through 2016 and unaudited financial information for the Authority's 2017 fiscal year.* The revenues and operating expenses below are presented in accordance with the Bond Resolution and the Junior Indebtedness Resolution and were derived by adjusting information contained in the Authority's audited financial statements, which are prepared in conformity with generally accepted accounting principles. This information is qualified by, and should be read in conjunction with, the audited financial statements for the Authority's fiscal year ended December 31, 2016 included in **Appendix B** to this Official Statement. The Authority's audited financial statements for its fiscal year ended December 31, 2017 are expected to be finalized, released and electronically posted by the Authority by the end of March 2018. See also "MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS" below. Totals may not add due to rounding.

* Although most of the line items in the table are the same for the audited and unaudited financial information, the audited information has been subject to review and adjustment, as necessary, by the Authority's auditors, procedures for which the FY 2017 unaudited information presented in the table have not been subjected. Accordingly, the FY 2017 unaudited information may not be fully comparable to the audited information presented for the prior fiscal years.

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Results of Operations

For the Calendar Years 2014-2017
(in \$ millions)

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>Unaudited 2017⁽¹⁾</u>
Revenue:				
Toll Revenue	\$664.1	\$691.7	\$708.3	\$731.5
Concession Revenue	13.6	14.6	14.8	14.9
Other Revenue	18.8	20.0	26.2	45.7
Total Pledged Revenue	696.4	726.3	749.3	792.1
Operating Expenses:				
Facilities Operating	286.1 ⁽²⁾	287.4 ⁽²⁾	311.6 ⁽²⁾⁽⁸⁾	329.7
Public Liability Claims & Environmental Reserve ⁽³⁾	5.9	1.8	1.8	2.7
Total Operating Expenses	292.0	289.2	313.4	332.4
Net Revenue [A]	404.5	437.1	435.9	459.7
Debt Service				
Senior Debt Service	250.9	235.4	227.3	234.6
Junior Debt Service	0.0	0.0	29.2	43.7
Total Debt Service [B]	250.9	235.4	256.5	278.3
Net Revenue After Debt Service	153.5	201.8	179.4	181.4
Retained for Operating Reserves ⁽⁴⁾	15.2	18.1	2.3	18.2
Reserve Maintenance Fund Provisions	35.7	97.1	68.8	103.2
Remaining Net Revenue	102.6	86.4	108.3	60.0
Other Authority Projects - Operating (Canals) ⁽²⁾	46.8 ⁽²⁾	52.0 ⁽²⁾⁽⁸⁾	13.8	0.0
Facilities Capital Improvement Fund ⁽⁵⁾	10.0	20.5	14.0	5.0
General Reserve Fund Provision ⁽⁶⁾	45.6	14.0	74.3	54.0
Remaining Balance	0.2	0.0	6.2	1.0
Adjustment to Cash Basis ⁽⁷⁾	(0.2)	0.0	(6.2)	(1.0)
Balance After Cash Adjustment	\$0.0	\$0.0	\$0.0	\$0.0
Pro Forma Debt Service Coverage [=A/B]	1.61	1.86	1.70	1.65

Totals may not add due to rounding.

(1) Based on the Authority's 2017 unaudited results.

(2) Operating expenses do not include the liability of \$39.4 million in 2014, \$43.9 million in 2015, \$46.1 million in 2016 and \$38.8 million in 2017 for the Authority, or \$8.7 million in 2014, \$10.4 million in 2015 and \$10.7 million in 2016 for Canals, relative to the implementation of Governmental Accounting Standards Board Statement 45 (GASB 45), which establishes reporting standards for post-employment health care benefits and represents the unfunded expenses for the years as noted.

(3) Includes \$0.7 million in 2014, \$1.0 million in 2015, \$0.8 million in 2016 and \$0.5 million in 2017 for Environmental Remediation Reserve.

(4) In 2014, \$14.3 million of revenues was retained for 2015 and \$4.5 million was deposited into working capital. In 2015, \$22.5 million of revenues was retained for 2016 and \$10.0 million was deposited into working capital. In 2016, \$2.3 million was retained for 2017 and \$22.5 million was deposited into working capital. In 2017, \$20.5 million was retained for use in 2018.

(5) The Facilities Capital Improvement Fund has been designated for capturing project costs relating to the New NY Bridge Project.

(6) Funds transferred to cover Canal capital program expenditures, as well as interest and commitment fees from a line of credit secured in 2012 to finance emergency repair work on the Canals due to damage to the Canal system from Tropical Storms Irene and Lee. Also, beginning in 2016, includes funds transferred to cover State Police Troop T operating costs.

(7) Reflects differences in cash and accrual basis and timing differences relating to permit sales, investments and Debt Service. Beginning in 2016, also includes timing differences associated with the implementation of the Tolls by Mail program as part of AETC described below. This adjustment accounts for the lag between when toll revenue is earned and when toll revenue is collected.

(8) Operating expenses include the amounts provided to fund the Authority and Canal Corporation's share of contributions to the New York State and Local Retirement System. 2016 Operating expenses do not reflect adjustments applied to implement Governmental Accounting Standards Board Statements 68 (GASB 68) and 71 (GASB 71), which effective with the Authority's fiscal year ending December 31, 2016 established new accounting and financial reporting standards for pensions. The adjustments to comply with GASB 68 and GASB 71 in fiscal year 2016 were \$7.8 million and \$1.3 million for the Authority and Canal Corporation, respectively. In 2017, the adjustment for the Authority was \$4.4 million.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS

Discussion of Results of Operations: 2014 through 2016 (Audited) and 2017 (Unaudited)

As described below, a number of significant factors have impacted the Authority's operating results during the years 2014-2017. In addition, in 2016, legislation enacted by the State transferred financial responsibility of State Police Troop T to the Authority effective April 1, 2016. The Authority reimburses the State for payment of State Police Troop T enforcement on the Thruway System, but reimbursement of such costs to the State are not payable as operating expenses and are payable only from the General Reserve Fund. In 2017, the Authority incurred costs of \$63.6 million to fund State Police Troop T operations.

Effective January 1, 2017, jurisdiction over the State Canal System was transferred from the Authority to the Power Authority.

2014. Total revenues were \$696.4 million or \$15.7 million above the prior year due to commercial revenues at the Tappan Zee Bridge and Yonkers Barrier being positively impacted by traffic diverting to the Thruway System to avoid construction closures on the George Washington Bridge from June through December 2014. In addition, commercial revenues system wide were positively impacted by the implementation of an Automated Vehicle Classification system which ensures commercial vehicles using E-ZPass are charged the correct toll rate. Concession revenue increased by \$0.3 million, while other revenue increased by \$0.2 million.

Total operating expenses increased by \$8.8 million primarily due to higher estimated costs for litigation claims filed against the Authority, as well as higher workers' compensation insurance costs and higher snow and ice control costs.

2015. Total revenues were \$726.3 million or \$29.9 million above the prior year due to lower fuel prices and continued economic recovery. Additionally, in 2014 there was a road closure and loss of revenues due to major weather events.

Total operating expenses for the New York State Thruway and the Canal Corporation, excluding depreciation and amortization, decreased by \$16.7 million compared to 2014. This reduction is primarily the result of lower administrative and engineering personal and professional service costs; lower maintenance expenses due to lower fuel costs and fewer major weather events; reduced costs for toll collection and a reduction of general charges of primarily due to the implementation of GASB Statement No. 68, "Accounting and Financial Reporting for Pensions" and GASB Statement No. 71, "Transition for Contributions Made Subsequent to the Measurement Date", as well as lower estimated costs for claims filed against the Authority.

2016. Total revenues were \$749.3 million or \$23.0 million above the prior year primarily due to higher traffic volumes across most of the Thruway System and an extra day due to leap year in February 2016. In addition, a shift in commercial truck traffic from the George Washington Bridge to the Tappan Zee Bridge also contributed to the increase.

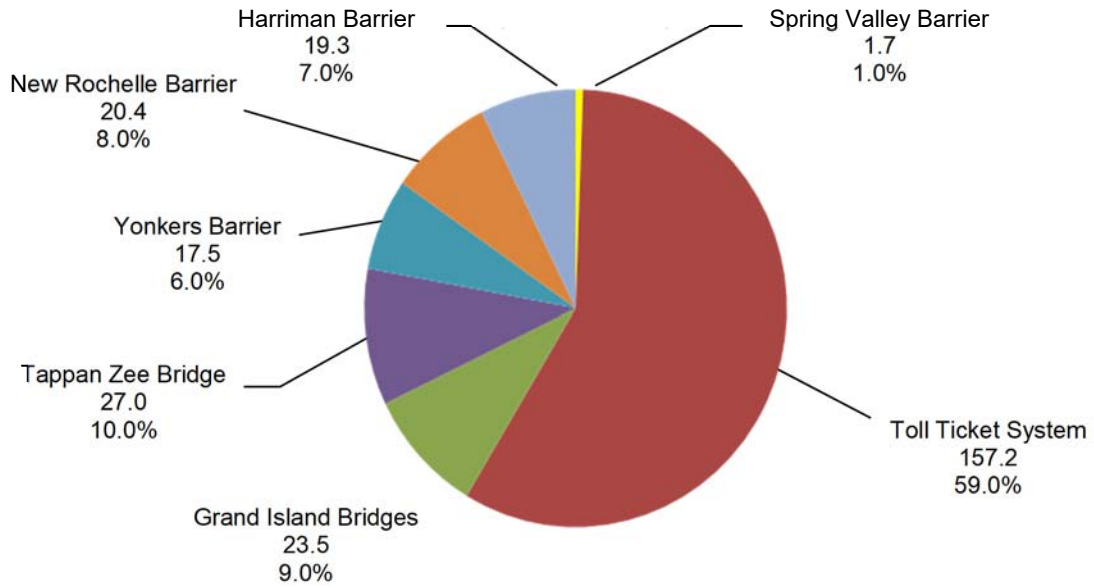
Total operating expenses increased by \$24.2 million primarily due to higher costs for pensions, Tolls by Mail administration, claims filed against the Authority, administrative fees charged by the State and health insurance for active and retired employees.

2017 (Unaudited). Total revenues were \$792.1 million or \$42.8 million above the prior year primarily due to higher traffic volumes across most of the Thruway System, the elimination of a five-percent discount on tolls paid by non-New York E-ZPass accountholders, increased E-ZPass and Tolls by Mail fees and interest on investments. A further shift in commercial truck traffic from the George Washington Bridge to the Tappan Zee Bridge also contributed to the increase.

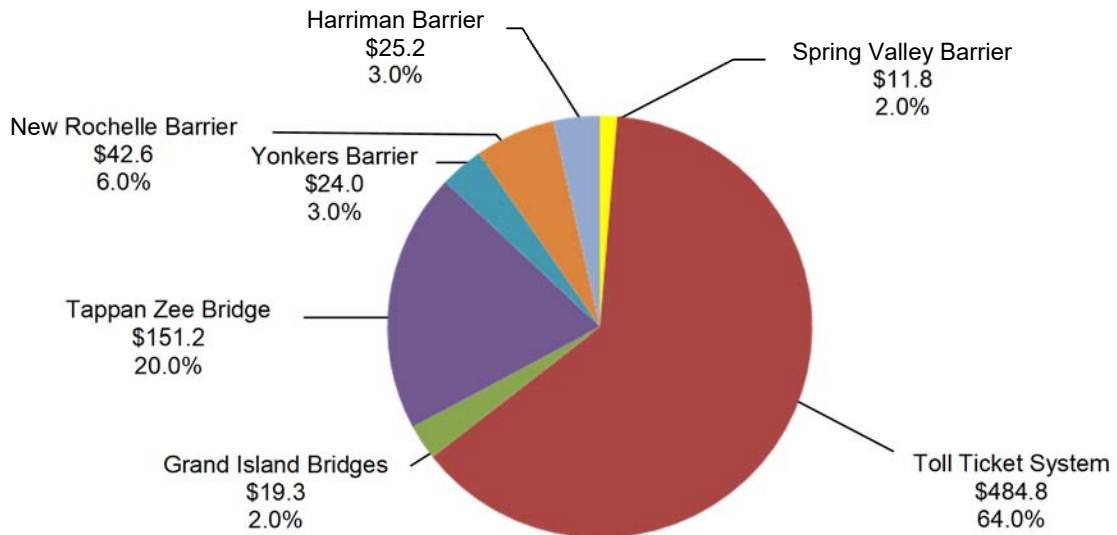
Total operating expenses increased by \$8.1 million compared to 2016. The increase is primarily due to higher costs for personal services, Tolls by Mail administration, administrative fees charged by the State, and snow and ice control expenses.

2017 Traffic and Revenue

**Traffic Transactions – 266.6 Million
(in millions)**



**Toll Revenue - \$758.9 Million
(in millions)**



See **Appendix A** — “Report of Traffic Engineer” for a more detailed discussion of traffic, revenue and expenses for the years 2018 through 2022.

- (1) Reflects actual results of traffic operations at 2017 year-end. “Traffic” refers to number of toll transactions at all locations where tolls are collected.
- (2) Based on the Authority’s 2017 unaudited financial statements.
- (3) Toll Revenue does not reflect volume discounts totaling \$27.4 million taken under the Authority’s commercial charge account program.

BUDGET AND CAPITAL PROGRAM; TRAFFIC ENGINEER'S REPORT

2017 Revised Budget and 2018 Budget

2017 Revised Budget. The Authority's Board adopted the 2017 Revised Budget (the "2017 Revised Budget") at its November 13, 2017 meeting.

2018 Budget. The 2018 Budget (the "2018 Budget") was approved by the Authority Board at its November 13, 2017, meeting. The 2018 Budget provides the necessary resources to ensure that current levels of safety, service and maintenance of the Facilities are preserved. The 2018 Budget totals \$1,568.77 million, which is an increase of \$41.69 million or 2.7% from the \$1,527.08 million 2017 Revised Budget. The 2018 Budget is funded from a combination of Thruway revenues, bond proceeds, and federal, State and other funds. The total revenue is projected to be \$787.58 million, an increase of \$10.18 million from the 2017 Revised Budget. The 2018 Budget total operating expenses are projected to be \$342.64 million, an increase of \$6.71 million over the 2017 Revised Budget. A copy of the Authority's 2018 Budget is available at <http://www.thruway.ny.gov/about/financial/budgetbooks/books/2018-budget.pdf>.

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The following table shows the differences in sources and uses of funds between the 2017 Revised Budget and the 2018 Budget. Additional detail regarding the 2018 Budget can be found at www.thruway.ny.gov. No statement on the foregoing website or any other website is included by specific cross-reference herein.

**2017 Revised Budget vs. 2018 Budget
(in millions)**

	2017 Revised Budget*	2018 Budget*	Change from 2017 Revised Budget
<u>SOURCES:</u>			
Thruway Revenues	\$ 777.4	\$ 785.9	\$ 8.5
Prior Year Reserve Balances	7.7	50.0	42.3
Senior Debt	21.4	-	(21.4)
Junior Debt	522.3	74.5	(447.8)
Federal Funds	-	-	-
Other Funds	4.6	34.6	29.9
NYS Bond Act Proceeds	193.7	623.9	430.1
Total Sources	\$1,527.1	\$1,568.8	\$ 41.7
<u>USES:</u>			
Operating Expenses:			
Thruway Operating	\$333.4	\$341.6	\$8.2
State Police Operating	62.9	65.1	2.2
Sub Total	396.3	406.8	10.4
Provisions for Claims & Env. Remediation	2.5	1.0	(1.5)
Total	398.8	407.8	8.9
Debt Service:			
Senior Debt	234.7	218.4	(16.3)
Junior Debt	120.4	79.3	(41.1)
Total	355.1	297.6	(57.4)
Capital Program:			
Thruway Capital - Highways and Bridges	194.4	286.0	91.5
Thruway Capital - New NY Bridge Project	525.5	458.7	(66.8)
Thruway Capital - Architectural & Facilities	10.2	50.9	40.7
Thruway Capital - Equipment & Systems/ITS	43.0	67.8	24.8
Total	773.2	863.4	90.2
Total Uses	\$1,527.1	\$1,568.8	\$ 41.7

* Totals may not add due to rounding.

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The following table shows the differences in sources and uses of funds between the unaudited 2017 year end numbers of the Authority and the Authority's anticipated revision to the 2018 Budget.

2017 (Unaudited) Year End vs. Anticipated Revision to the 2018 Budget

	Unaudited 2017 Year End	Anticipated Revision to the 2018 Budget	Change
<u>SOURCES:</u>			
Thruway Revenues	\$ 792,124,471	\$ 787,010,400	\$ (5,114,071)
Prior Year Reserve Balances(Use/(retain))	(55,107,477)	73,300,000	128,407,477
Senior Debt	20,855,526	0	(20,855,526)
Junior Debt	522,822,099	74,457,653	(448,364,446)
Federal Funds	141,158	0	(141,158)
Other Funds	369,986	34,559,343	34,189,357
Thruway Stabilization Program Funds	181,202,983	630,566,891	449,363,908
Total Sources	\$1,462,408,746	\$1,599,894,287	\$ 137,485,541
Total Sources - New NY Bridge Project	479,132,055	458,877,275	(20,254,780)
Total Sources - Net of New NY Bridge Project	\$983,276,691	\$1,141,017,012	\$157,740,321
<u>USES:</u>			
Operating Expenses:			
Thruway Operating	329,729,766	342,143,022	12,413,256
State Police Operating	63,583,738	65,141,560	1,557,822
Sub Total	393,313,504	407,284,582	13,971,078
Provisions for Claims & Env. Remediation	2,700,201	1,000,000	(1,700,201)
Total	396,013,705	408,284,582	12,270,877
Retained for Working Capital	0	0	0
Debt Service:			
Senior Debt	234,557,769	225,176,563	(9,381,206)
Junior Debt	123,197,701	79,257,000	(43,940,701)
Total	357,755,470	304,433,563	(53,321,907)
Capital Program:			
Thruway Capital - Highways and Bridges	185,257,469	285,966,282	100,708,813
Thruway Capital - New NY Bridge	479,132,055	458,701,216	(20,430,839)
Thruway Capital - Architectural & Facilities	14,428,413	50,877,351	36,448,938
Thruway Capital - Equipment & Systems/ITS	29,821,635	91,631,293	61,809,658
Total	708,639,572	887,176,142	178,536,570
Total Uses	\$1,462,408,747	\$1,599,894,287	\$137,485,540
Total Uses - New NY Bridge Project	479,132,055	458,877,275	(20,254,780)
Total Uses - Net of New NY Bridge Project	\$ 983,276,692	\$1,141,017,012	\$157,740,320

Note: The Authority expects to revise the 2018 Budget in the fourth quarter of 2018 to reflect the changes relative to (i) implementing AETC system-wide and (ii) adding to the 2018-2022 Capital Plan.

Multi-Year Capital Program

Annually, the Authority adopts a one-year contracts program based on the prioritization of projects scheduled in its Multi-Year Capital Program. This annual contracts program is approved by the Board and represents the Authority's official capital construction program for the year. Project selection considers the following priority factors: safety, bridge and highway condition rating, capacity needs, and facility needs.

As the Thruway System is at the end of its sixth decade of operation, the necessity for reconstruction and rehabilitation of the aging Thruway System infrastructure requires an increasing level of investment. At the same time, travelers on the roadway during peak travel periods are experiencing delays resulting from increasing traffic volumes. Authority staff, utilizing enhanced and modernized asset management systems, historical records of past remedial work, and their knowledge of the current condition of facilities, developed the Multi-Year Capital Program, which is a rolling 4-year program that is updated annually.

The Multi-Year Capital Program is designed to address several key objectives that are critical to Thruway customers and is intended to maximize the benefit to the Thruway System. These objectives are system reliability, increased customer service, improved safety and mobility and environmental stewardship. The Multi-Year Capital Program also will take advantage of technology improvements and innovations in the field of transportation management. As evidenced through the Multi-Year Capital Program, the Authority is committed to providing customers with the mobility and service they expect, and to preserving the main transportation artery that supports the State's economy.

The Multi-Year Capital Program will complete major, job-sustaining reconstruction projects that are currently underway and includes new projects for reconstruction and rehabilitation of roadway, bridges, facilities, equipment and support systems of the Thruway System. The current Multi-Year Capital Program provides for work on 68 bridges, the resurfacing/rehabilitation/reconstruction of approximately 265 center line miles (1,178 lane miles) of highway. The Authority estimates that the investments made in this program will preserve overall highway and bridge conditions in the "good" category, allowing for the continued reliability of the Thruway System.

Total Capital Program Expenditures. The following table presents actual and projected expenditures that support the Authority's capital programs. The table also includes the Authority's projections for capital expenditures on the New NY Bridge Project, which began in 2013. With these projected capital investments, the Authority will be able to continue to provide good service to patrons, meet the growing demands of increased use with up-to-date technology and other necessary improvements, and assure that the Thruway System is not adversely affected by deteriorating bridge and pavement conditions.

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ACTUAL AND PROJECTED CAPITAL PROGRAM EXPENDITURES
2007-2022
(in millions)

<u>Year</u>	<u>Thruway Highway and Bridge Capital Expenditures</u>	<u>Equipment Replacement and Other Facility Capital Needs</u>	<u>Canal Capital Program</u>	<u>Subtotal Capital Program Expenditures</u>	<u>New NY Bridge Project</u>	<u>Total Capital Program Expenditures⁽¹⁾</u>	<u>Thruway System-wide AETC projects (preliminary estimate)</u>	<u>Revised Total Capital Expenditures</u>
2007	\$ 267.3	\$ 59.0	\$ 44.2	\$ 370.5	--	\$ 370.5		\$ 370.5
2008	288.7	36.2	30.3	355.2	--	355.2		355.2
2009	259.6	35.4	26.1	321.1	--	321.1		321.1
2010	311.0	39.9	26.8	377.7	--	377.7		377.7
2011	367.6	49.5	27.4	444.5	--	444.5		444.5
2012	322.4	22.9	45.7	390.9	--	390.9		390.9
2013	183.7	30.7	37.5	251.9	\$ 613.4 ⁽⁴⁾	865.3		865.3
2014	170.7	33.7	76.7	281.1	594.2	875.3		875.3
2015	251.3	35.2	48.8	335.3	702.0	1,037.3		1,037.3
2016	200.1	36.5	30.3	266.9	790.7	1,057.6		1,057.6
2017 ⁽²⁾	185.3	44.3	--	229.5	479.1	708.6		708.6
2018 ⁽³⁾	286.0	118.7	--	404.7	458.7	863.4	\$ 23.8	887.2
2019 ⁽³⁾	285.1	65.3	--	350.4	342.8	693.2	168.0	861.2
2020 ⁽³⁾	284.9	54.7	--	339.6	-	339.6	113.6	453.2
2021 ⁽³⁾	249.4	43.5	--	292.9	-	292.9		292.9
2022 ⁽³⁾	353.9	40.9	--	394.8	-	394.8		394.8
Total ⁽¹⁾	\$4,267.0	\$746.3	\$393.8	\$5,407.0	\$3,980.9 ⁽⁴⁾	\$9,387.9	\$305.4	\$9,693.3

⁽¹⁾ Totals may not add due to rounding.

⁽²⁾ Estimated capital expenditures.

⁽³⁾ Projected capital expenditures.

⁽⁴⁾ Includes \$8.3 million of pre-design environmental costs.

Funding of the Multi-Year Capital Program

The current Multi-Year Capital Program for 2018– 2022 totals \$1.782 billion excluding the New NY Bridge Project. The Multi-Year Capital Program is expected to be funded with a combination of Net Revenues, Senior Bond proceeds and Federal, State and other funds.

The Authority's Capital Program Management Group (the Authority's Chief Engineer, Chief Financial Officer and Director and Maintenance and Operations) and the Authority Board continually monitor projected system needs and balance them with available resources. The Authority is also enhancing and modernizing its asset management system to ensure the efficient and effective delivery of the Multi-Year Capital Program, resulting in smart project selections and enhancing its ability to respond to price variability and other changes that would impact funding, project cost and delivery. It is important to note that the Authority's Board has the power, without approval by the State Legislature or the Governor, to increase toll rates to maintain a high level of operating safety and services on the Thruway System, to maintain and rehabilitate the Thruway System, to pay debt service, to meet toll covenants and to maintain the balance of revenues and expenses.

Thruway Stabilization Program

As part of an initiative to materially improve critical transportation infrastructure in the State and to moderate the future need for Thruway toll adjustments, the State in 2015, at Governor Cuomo's urging, appropriated \$1.285 billion for general Thruway capital projects, including \$535 million for system-wide projects and \$750 million for the New NY Bridge Project. The State's 2016-2017 enacted budget provided for an additional \$700 million in grant moneys for investment in Thruway infrastructure. The \$700 million in grant moneys from the 2016-2017 enacted budget and the \$1.285 billion from the previous year's enacted State budget are collectively referred to herein as "Thruway Stabilization Program Funds".

All-Electronic Toll Collection

All-electronic toll collection ("AETC") went into effect on April 24, 2016 at the existing Tappan Zee Bridge. AETC is now in effect at the Governor Mario M. Cuomo Bridge. Implementing AETC offers the Authority's patrons advantages including reduced travel times, enhanced safety and improved traffic flow. Additionally, AETC provides environmental benefits by limiting idling and reducing delays, as vehicles no longer have to stop at a toll plaza as overhead gantries detect E-ZPass or use cameras to read license plates of non-E-ZPass customers who are later billed by mail. In the opinion of the Authority's Traffic Engineers, AETC will result in (i) small traffic changes and payment type shifts, and (ii) some uncollectable revenues associated with video tolling. Beginning in early 2016, enacted State regulation enhanced the Authority's toll violation enforcement. In January 2016, a regulation enacted by the State authorized the New York State Department of Motor Vehicles ("DMV") to suspend the registrations of New York State drivers with five or more toll violations in 18 months. Effective in January 2017, a new regulation was enacted authorizing the DMV to suspend the registrations of motorists who fail to pay three or more toll violations within a five-year period, or fail to pay \$200 or more in tolls within a five-year period for commercial vehicles. In April 2017, the DMV received legislative authorization to enter into reciprocal compacts with other states to suspend the vehicle registrations of persistent or habitual toll violators, which will allow the Authority to have the home states of out-of-state violators suspend their vehicle registrations for toll violations committed on the Thruway System. In 2017, the Authority entered into one such compact with Massachusetts.

The Authority is currently preparing to convert additional toll plazas to AETC in 2018. This includes its plan to convert the toll barriers at the Grand Island Bridges in Western New York by March 2018 and the Harriman toll barrier by September 2018. In addition, in January 2018 it was announced that the entire Thruway System would be converted to AETC by the fall of 2020. In its planning for system-wide AETC, in addition to the scheduled Grand Island Bridges and Harriman conversions in 2018, the Authority is projecting that the remaining toll barriers (New Rochelle, Yonkers, and Spring Valley) will be converted to AETC in late 2018, and the entire controlled system converted to AETC by the fall of 2020. The preliminary estimates for

capital expenditures and estimated operating expense and revenue impacts have been incorporated into the 2018-2022 projections provided herein. It is anticipated that the 2018 Authority budget will be revised to address these implementation impacts. The preliminary estimates for the capital expenditures required to fully convert the Thruway System to AETC total approximately \$305 million during the 2018-2022 period. Estimated operating expense and revenue impacts are fully incorporated and detailed in the Traffic Engineer's Report.

The New NY Bridge Project

The Tappan Zee Bridge was a major state and regional crossing of the Hudson River in the dense core of the Northeast with no nearby alternative crossings. Opened to traffic in 1955, it was built to last only 50 years and serviced traffic that was 40% more than it was designed to handle. The Tappan Zee Bridge historically was a significant source of toll revenues for the Thruway System, and in 2016, it generated \$141.6 million of toll revenue and carried approximately 53 million vehicles. Over the years, the Tappan Zee Bridge has been the subject of numerous replacement studies due to growing congestion, high maintenance costs and aging of its structural components.

In 2011, the New NY Bridge Project was advanced to replace the Tappan Zee Bridge. The Governor Mario M. Cuomo Bridge, which is currently open for traffic in both directions on the northern span, provides sufficient capacity to serve the traffic of the Tappan Zee Bridge and allows for future economic growth. Because of its national and regional importance, the New NY Bridge Project was named one of fourteen infrastructure projects that then President Obama selected for expedited federal environmental review.

The Governor Mario M. Cuomo Bridge is designed to provide:

- At least a 100-year design life before major maintenance is required, greatly improving operational efficiencies and lowering life-cycle costs;
- Four travel lanes in each direction to match the highway approaches on either side of the Hudson River;
- Dedicated bus lanes during commuter rush hours;
- A structural envelope with the strength and capacity to allow for potential future transit modes, including commuter rail, light rail and/or bus rapid transit service;
- Conformance with current seismic, safety, security and geometric requirements;
- Adequate shoulders to properly manage traffic incidents and emergencies;
- AETC and reconfigured toll plazas to reduce barrier-related congestion;
- Enhanced environmental features that will lessen long term impacts on the Hudson River; and
- Accommodation for bike and pedestrian use.

To advance the New NY Bridge Project on an accelerated pace, the Authority pursued a parallel environmental review and procurement process that is serving as a national model for the delivery of mega-transportation projects. On December 9, 2011, Governor Andrew M. Cuomo signed the "Infrastructure Investment Act of 2011" permitting the use of design-build contracts for certain government procurements, paving the way for a design-build procurement for the New NY Bridge Project. The Federal Highway Administration, the lead federal agency in the environmental review process, signed the final Environmental Impact Statement for the New NY Bridge Project on July 25, 2012. The Joint Record of Decision and State Environmental Quality Review Act Findings Statement were both signed by the Federal Highway Administration on September 25, 2012, completing the National Environmental Policy Act ("NEPA") approval process in approximately eleven months.

The Authority initiated a design-build procurement process and in December 2012, the review process of the three submitted proposals was completed and the Authority Board authorized the award of a \$3.142 billion design-build contract (“Design-Build Contract”) to Tappan Zee Constructors, LLC (“TZC LLC” or “Design-Build Contractor”). TZC LLC received notice to proceed on the New NY Bridge Project in January 2013. TZC LLC is a special purpose joint venture of Fluor Enterprises, Inc., American Bridge Company, Granite Construction Northeast, Inc. and Traylor Brothers Inc.

The fixed-price, date-certain, Design-Build Contract with the Authority transfers significant risk for the design and construction of the New NY Bridge Project to TZC LLC. The key risks associated with the New NY Bridge Project involve geotechnical conditions due to the large number of pilings in the riverbed. The Design-Build Contract effectively transfers the risks of changed geotechnical conditions to TZC LLC. Other major risks, such as commodity price escalation, design interfaces, and labor relations also have been contractually transferred to TZC LLC or are addressed through the Project Labor Agreement. Risks associated with completion delay and traffic or toll collection interruption are borne by TZC LLC and are subject to an extensive liquidated damages regime. TZC LLC is responsible for substantial completion of the New NY Bridge Project by mid-2018. The total estimated cost of the New NY Bridge Project is \$3.9 billion. Through December 31, 2017, costs of \$3.18 billion had been incurred on the New NY Bridge Project, \$479.1 million of which was spent in 2017.

TZC LLC’s performance is secured by a construction security package that includes a joint and several guarantee of TZC LLC’s performance from its members, including a parent guarantee from Fluor Corp. which has credit ratings of “A-” and “Baa1” from S&P Global Ratings and Moody’s Investors Service respectively, with a stable outlook. Fitch Ratings has withdrawn its credit rating on Fluor Corp. The construction security package also includes surety bonds for payment and performance of approximately \$1.5 billion each, contractual liquidated damages for delays in completing major project milestones and for lane closures, and a maximum liability cap of 50% of the contract price.

Formal construction of The Governor Mario M. Cuomo Bridge began in October 2013. The north (westbound) span of The Governor Mario M. Cuomo Bridge opened on August 25, 2017 to traffic in both directions. All traffic has now been moved off of the Tappan Zee Bridge and onto the new north span, which can accommodate all of the traffic accommodated by the Tappan Zee Bridge because the new north span has larger deck capacity than the Tappan Zee Bridge, assuring full traffic-carrying capacity throughout construction. To facilitate the construction of the new south (eastbound) span, which is scheduled to be completed in 2018, the Tappan Zee Bridge is in the process of being deconstructed. Tolls continue to be collected at The Governor Mario M. Cuomo Bridge.

Under the Design-Build Contract, the key risks retained by the Authority involve exposure for any pre-existing contamination not previously disclosed to the contractor, errors in geotechnical data at specific locations, and changes in law or regulation, such as those related to Homeland Security considerations or changes in the Authority’s specifications and unforeseen costs associated with delay. The completion of dredging has largely mitigated risks associated with contamination and the validity of earlier test boring data has been confirmed. For changes in law, unforeseen costs associated with delay or other factors, and any potential owner-directed changes, the Authority’s cost estimate includes over \$548 million of contingency and allowances – over 17% of the underlying \$3.142 billion Design-Build Contract price. As noted above, full toll collection will be maintained throughout the construction process and even if completion is delayed.

The Authority entered into a TIFIA Loan Agreement on December 19, 2013 with the United States Department of Transportation (acting by and through the Federal Highway Administrator) authorizing a loan in an amount up to \$1.6 billion (the “TIFIA Loan”). The TIFIA Loan, which the Authority anticipated drawing down by May 2019 and will bear interest at a rate of 3.89%, is secured by the Series 2013B Junior Indebtedness Obligation. The Series 2013B Junior Indebtedness Obligation is on parity with all other Junior Indebtedness Obligations issued or incurred and outstanding, or to be issued or incurred by the Authority under the Junior Indebtedness Resolution. The Authority has reserved the right to pay, but is not obligated to pay, all or a portion of the principal of the Series 2013A Junior Indebtedness Obligations when due from the proceeds of the TIFIA Loan.

In addition to the Series 2013A Junior Indebtedness Obligations and the Series 2013B Junior Indebtedness Obligation, the Authority has issued the Series 2016A Junior Indebtedness Obligations to fund the New NY Bridge Project. The Authority expects to issue an additional series of Junior Indebtedness Obligations to finance a substantial portion of the costs of the New NY Bridge Project. See the category of “Proposed Debt Issuances by Year – Junior Indebtedness” in the chart under “Projected Results” below for the current planned issuances of Junior Indebtedness Obligations to finance and complete the New NY Bridge Project.

The Authority’s Acting Executive Director, Matthew J. Driscoll, serves as Project Executive and Jamey Barbas, P.E. serves as Project Director for the New NY Bridge Project. Additional information regarding the New NY Bridge Project can be found at www.newnybridge.com. No statement on the foregoing website or any other website is included by specific cross-reference herein.

Bridge Inspection Program and Condition Ratings

Inspection Responsibility. There are 872 bridges on the Thruway System, excluding bridges on the Cross-Westchester Expressway for which the Authority has not assumed any inspection responsibility. The Authority has inspection responsibility for 810 of these bridges, including 410 mainline and ramp bridges and 400 overhead bridges carrying interchange traffic as well those carrying State and local roads, pedestrian or railroad traffic. The New York State Department of Transportation (“DOT”) is responsible for inspecting the remaining bridges.

The Authority’s inspection program exceeds current Federal and State standards. The inspection process strives for strict adherence to both the qualification and training of inspectors, and inspection methodologies as prescribed by DOT. All bridges are inspected biennially as required by the State’s Uniform Code of Bridge Inspection (the “Bridge Code”). The Authority contracts with outside consultants to conduct this inspection for about half of its bridges. In addition to the Bridge Code requirement, as necessary, the Authority performs an annual inspection of suspension components of pin and hanger assemblies of bridges, inspection of bridges over waterways after major flooding events, and inspection of bridges after significant seismic activity in the area. During each general biennial or interim inspection, certain superstructure elements which could cause the failure of a bridge receive particularly close inspection. Bridges over waterways which are identified for underwater diving inspection are also inspected regularly at a frequency recommended in the last diving inspection report as per guidelines issued by DOT.

Maintenance Responsibility. The Authority has maintenance responsibility for 809 bridges, while DOT and other entities have maintenance responsibility for the remaining bridges. The Authority’s bridge maintenance engineers review each bridge inspection report to determine maintenance and rehabilitation needs. A maintenance and rehabilitation program is implemented through in-house crews or through a contracts program depending upon the extent of work required to be performed at any bridge.

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A comparison of the Authority’s Bridge Condition Ratings for the years 2016 and 2017 are shown as follows.

AUTHORITY’S BRIDGE RATINGS

<u>Rating</u>	<u>No. of Bridges</u>	
	<u>Dec. 2016</u>	<u>Dec. 2017</u>
GENERAL RECOMMENDATION 5-7		
Bridges in generally good condition with only minor to moderate repairs required.	680	679
GENERAL RECOMMENDATION 4		
Bridges in good to fair condition requiring reconditioning of some structural elements.	121	122
GENERAL RECOMMENDATION 2-3		
Bridges in poor condition requiring major repairs or replacement.	8	8

The change in the Authority’s bridge condition ratings between December 2016 and 2017 is generally due to aging. As of December 31, 2017, there were eight bridges with a general recommendation of 3. The eight bridges will be replaced or improved in the 2018 Capital Construction Program and the Multi-Year Capital Plan (through 2022).

Federal Funding

Pursuant to the provisions of an agreement dated July 19, 1982, entered into among the Authority, the United States Department of Transportation and the State and in accordance with the provisions of Title 23, United States Code, as amended (“Title 23”), the Authority historically has received federal funds in connection with the funding of various resurfacing, restoration and rehabilitation projects on certain designated interstate portions of the Thruway System.

Toll Related Initiative

At the November 13, 2017 Board meeting, the Authority announced that there would be no toll adjustments on the Thruway System, including The Governor Mario M. Cuomo Bridge, in 2018, marking the eighth year since the last increase took effect. The maintenance of tolls at the current level was made possible in part by Thruway Stabilization Program Funds in the amount of \$1.285 billion included in the 2015-2016 State budget and \$700 million included in the 2016-2017 State budget. The Authority’s independent Traffic Engineer’s forecasts also include significant upward revisions from the previous forecast submitted to the Authority in November 2017. The 2018 Authority budget forecast shows a traffic growth of 3.1 million vehicles or 1.2 percent above 2017, for total traffic volume of 269.7 million vehicles on the Thruway System and increased revenue as a result. See “BUDGET AND CAPITAL PROGRAM; TRAFFIC ENGINEER’S REPORT — Projected Results” and **Appendix A** in this Official Statement.

In 2015, the Authority announced the formation and membership of the New NY Bridge Toll Advisory Task Force (the “Toll Advisory Task Force”). The Toll Advisory Task Force will review toll rates, potential commuter discount options, a resident discount program and commercial vehicle rates to secure additional funding for the New NY Bridge Project. Since the announcement, Thruway Stabilization Funds along with increased revenue due to traffic growth have provided the New NY Bridge Project with any additional funding needs. This precluded the need to convene a Toll Advisory Task Force during the years 2016 and 2017. It is anticipated that a Toll Advisory Task Force would be utilized as part of any future toll related initiative.

Report of Independent Traffic Engineer

The Authority retained Jacobs Civil Consultants, Inc., as Traffic Engineer, to prepare a study (the “Traffic Engineer’s Report”) that reviewed the operations and physical condition of the Thruway System. The Traffic Engineer’s Report, dated February 20, 2018, projected the financial results of the Authority’s operations for 2018-2022. The forecast of traffic and revenues detailed in the Traffic Engineer’s Report were based on the Authority’s current toll schedule. The Traffic Engineer’s Report also identified future revenues required for the Authority to successfully complete the New NY Bridge Project while fulfilling its Thruway System-wide operating, debt service, and capital needs. Future funding needs through 2022 were established by the Authority at amounts necessary to maintain levels of safety and service, good infrastructure conditions, support Thruway operations, and maintain the Authority established debt service coverage policy targets.

The Traffic Engineer’s Report concluded that these additional revenues will allow the Authority to:

- Fund necessary operations, maintenance and capital expenses;
- Meet the covenants of the Bond Resolution and the Junior Indebtedness Resolution;
- Complete the New NY Bridge Project;
- Preserve good overall infrastructure conditions;
- Satisfy the terms of the TIFIA Loan; and
- Comply with the Authority’s Fiscal Management Guidelines by maintaining targeted levels of debt service coverage.

The Traffic Engineer’s Report contained the following additional conclusions:

- The Authority has the independent, statutory ability to adjust its toll rates and provide significant amounts of additional revenue;
- The Authority’s toll rates are relatively low and compare well to other toll systems, allowing for future rate setting flexibility with minimal long-term diversion impact;
- The Authority’s operational streamlining efforts have limited growth in operational expenses and can be anticipated to provide recurring, long-term savings;
- Infrastructure conditions and the capacity of the Thruway System should not affect the projected growth of traffic and toll revenues throughout the forecast period;
- The Authority’s facilities have been maintained in high standards over the years, resulting in overall good infrastructure conditions throughout the Thruway System;
- The Authority’s planned extensive and regular maintenance programs, new asset management systems and long-term capital planning process provides confidence that overall operational and structural integrity of its facilities will be maintained;
- Target levels of future maintenance and capital expenditures beyond the current Multi-Year Capital Program will support the integrity and reliability of the Thruway System;
- The New NY Bridge Project can be completed and fully open to traffic in late 2018 within the project’s budgets; and
- The Authority can fully implement Thruway System-wide AETC within the parameters described in the forecasting methodology for conversion to AETC.

The conclusions presented above are subject to the limitations and assumptions detailed in the Traffic Engineer’s Report. The Traffic Engineer’s Report is contained in **Appendix A**, which should be read in its entirety.

Projected Results

The Traffic Engineer’s Report identifies future revenues required for the Authority to successfully complete the New NY Bridge Project while fulfilling its Thruway System-wide operating, debt service, and capital needs. Future funding needs through 2022 were established by the Authority at amounts necessary to maintain levels of safety and service, good infrastructure conditions, support Thruway operations, and maintain the Authority’s established debt service coverage policy targets. The projections summarized in the following table, entitled “Projected Results”, show the Traffic Engineer’s findings for the years 2018 through 2022. See “Report of Independent Traffic Engineer” above, and **Appendix A** — “Report of Traffic Engineer”.

	Projected Results (in millions)					
	Unaudited 2017	Projected 2018	Projected 2019	Projected 2020	Projected 2021	Projected 2022
Toll Revenues	\$731.5	\$729.5	\$730.2	\$711.3	\$700.2	\$707.8
Additional Revenues	0.0	0.0	0.0	0.0	0.0	94.3 ⁽¹⁾
Other Revenues	<u>60.6</u>	<u>57.5</u>	<u>64.6</u>	<u>72.6</u>	<u>97.2</u>	<u>104.3</u>
Total Revenues	792.1	787.0	794.9	783.9	797.4	906.4
Operating Expenses	329.7	342.1	350.4	351.7	346.1	353.5
Reserve for Claims and Indemnities and Environmental Remediation	<u>2.7</u>	<u>1.0</u>	<u>1.5</u>	<u>1.5</u>	<u>1.5</u>	<u>1.5</u>
Net Revenue (A)	459.7	443.9	443.0	430.7	449.7	551.4
Less: Net Senior Bonds Debt Service (B)⁽²⁾	<u>234.6</u>	<u>225.2</u>	<u>246.0</u>	<u>228.4</u>	<u>251.0</u>	<u>327.8</u>
Net Revenue after Senior Bonds Debt Service	225.1	218.7	196.9	202.3	198.7	223.6
Less:						
Retain for Operating Reserves/Adj. to Cash Basis	19.3	1.7	1.3	13.7 ⁽⁴⁾	0.0	0.0
Reserve Maintenance Deposit	103.2	66.6	60.6	51.5	60.4	62.4
Net Junior Indebtedness Debt Service (C)	43.7	79.3	58.6	59.2	59.2	80.7
Deposit to Junior Debt Service Reserve Fund	0.0	0.0	10.0	10.0	10.0	10.0
Facilities Capital Improvement Deposit	5.0	6.0	0.0	0.0	0.0	0.0
General Reserve Fund Provision – State Police	<u>54.0</u>	<u>65.2</u>	<u>66.5</u>	<u>67.8</u>	<u>69.2</u>	<u>70.5</u>
Balance	0.0	0.0	0.0	0.0	0.0	0.0
Senior Bonds Debt Service Coverage Ratio (A÷B)⁽¹⁾⁽³⁾	1.96	1.97	1.80	1.89⁽⁴⁾	1.79	1.68
Senior Bonds & Junior Indebtedness Debt Service Coverage Ratio (A/(B+C))⁽¹⁾⁽³⁾	1.65	1.46	1.45	1.50⁽⁴⁾	1.45	1.35
Proposed Debt Issuances by Year:						
Senior Bonds	0.0	0.0	266.5	411.3	242.9	348.1
Junior Indebtedness Obligations	0.0	390.9	0.0	0.0	0.0	0.0

Notes: Numbers incorporate a total of \$1.985 billion in State capital assistance provided in the 2016-2017 and 2015-2016 Enacted State Budgets. No toll rate adjustments are assumed in the forecasts. Totals may not add due to rounding.

- (1) Estimated additional revenues that will be necessary in 2022 to meet the Board-adopted Fiscal Management Guidelines (the “Fiscal Management Guidelines”), as well as the current Authority management commitment which requires a minimum 1.55x Senior Bond debt service coverage ratio and minimum 1.35x combined Senior Bonds and Junior Indebtedness Obligations debt service coverage ratio. The debt service coverage ratios established in the Fiscal Management Guidelines and the current Authority management commitment are not required by the terms of either the General Revenue Bond Resolution or the Junior Indebtedness Resolution.
- (2) Senior Debt Service is net of projected debt service savings from the Series L Bonds and projected future defeasances (\$3.7 million in 2019, \$38.1 million in 2020 and \$37.9 million in 2021).
- (3) The General Revenue Bond Resolution requires a 1.2x minimum debt service coverage ratio only on Senior Bonds while the Junior Indebtedness Resolution requires a 1.2x minimum debt service coverage ratio on Senior Bonds and Junior Indebtedness Obligations.
- (4) Total Revenues in 2020 include \$13.7 million toll by mail revenues that are expected to be earned in 2020, but collected in 2021. Without these revenues included, Senior Debt Service coverage is projected to be 1.83 times and combined Senior Bonds and Junior Indebtedness Obligations debt service coverage is projected to be 1.45 times.

Source: Jacobs Civil Consultants, Inc. Traffic Engineer’s Report dated February 20, 2018.

Future availability of Net Revenues will affect the amount of debt issued under both the Bond Resolution and the Junior Indebtedness Resolution to fund Authority capital expenditures and, therefore, the level of future debt service coverages. However, the Authority has covenanted to maintain tolls in order that Net Revenues will at least equal both the Net Revenue Requirement under the Bond Resolution and the Junior Indebtedness Net Revenue Requirement under the Junior Indebtedness Resolution for each year. See “SOURCES OF PAYMENT AND SECURITY FOR THE BONDS — Tolls, Fees and Charges”.

In addition, the Authority continually monitors its projected needs and financial plan. It also continually reviews projections of Revenues and expenses and has the power, without approval by the State Legislature or the Governor, to increase toll rates to maintain a high level of operating safety and services on the Thruway System, to maintain and rehabilitate the Thruway System, to pay debt service, to meet toll covenants and to maintain the balance of revenues and expenses.

ADDITIONAL AUTHORITY INFORMATION

Employee Relations

Authority employees are represented pursuant to New York State’s Public Employees’ Fair Employment Act (Taylor Law) by two unions, International Brotherhood of Teamsters (the “Teamsters”) and Civil Service Employees Association (“CSEA”). The Teamsters represent the Authority’s maintenance, toll collection and clerical employees while the CSEA represents Authority professional, supervisory and technical employees. The Authority approved the terms of a collective bargaining agreement with CSEA at its March 27, 2017 Board of Directors meeting. The Authority approved the terms of a collective bargaining agreement with the Teamsters at its November 13, 2017 Board of Directors meeting.

Retirement Plans and Other Post Employment Benefits

The pension plan for Authority employees is part of the New York State and Local Employees’ Retirement System (“ERS”). The ERS is a cost-sharing multiple-employer retirement system that provides retirement benefits as well as death and disability benefits. Plan benefits are provided under the provisions of the New York State Retirement and Social Security Law and are guaranteed under the State Constitution. The Authority’s election to participate in the State plans is irrevocable. ERS Tiers I through IV are noncontributory except for employees with less than 10 years of service who contribute 3% of their salary. All Tier V employees contribute 3% of their salary. All Tier VI employees contribute between 3% and 6% of their salary, based upon the amount of their annual salary. Under State law, the Comptroller certifies annually the rates, expressed as proportions of payroll of members, which are used in computing the contributions required to be made by employers. The rates billed by the Comptroller for ERS during the year ended December 31, 2017 ranged from 9.3% to 21.7% and during the year ended December 31, 2016 ranged from 9.3% to 21.8%.

The approximate required Authority contributions for each of the years 2014 through 2016 were as follows (in thousands):

	<u>ERS⁽¹⁾</u>
2017	\$21,026
2016	24,795
2015	28,815
2014	30,537

(1) 2014 through 2016 include contributions for both the Authority and the Canal Corporation.

The Authority’s contributions in each of the foregoing years were equal to 100% of the contributions required for the period.

The Authority reports its Other Post-Employment Benefits (“OPEB”) in compliance with GASB Statement No. 45 - “Accounting and Financial Reporting by Employers for Postemployment Benefits Other than Pensions”. GASB Statement No. 45 requires governmental entities, including the Authority, to recognize in its financial statements the financial impact of OPEB, principally employer funded health care and death benefits which the Authority provides for retired employees. Substantially all Authority employees may become eligible for these benefits if they reach normal retirement age while working for the Authority.

The following table summarizes the Authority’s valuation of OPEB costs and obligations at December 31, 2017 and 2016 (in thousands):

	<u>2017</u>	<u>2016⁽¹⁾</u>
Present Value of Future Benefit Payments	\$1,450,813	\$1,700,221
Unfunded Accrued Liability	995,916	1,294,433
Annual Required Contribution (30-Year Amortization)	71,205	91,774
Annual OPEB Cost	69,316	89,727
Valuation Payroll	121,453	147,109
Annual OPEB Expense (as % of payroll)	57.1%	61.0%
Expected Benefit Payment	30,553	32,840

See Note 7 – Retirement Benefits and Note 9 – Other Postemployment Benefits in the Authority’s financial statements in **Appendix B** to this Official Statement for a further discussion of the Authority’s retirement and OPEB programs.

(1) 2016 OPEB costs and obligations reflect both the Authority and the Canal Corporation.

Investments

The Bond Resolution enumerates various investments for Authority funds as authorized by law. See **Appendix C** — “Summary of Certain Provisions of the Bond Resolution — Definitions — Investment Obligations” and “— Investments of Funds”. The Act limits investments to those obligations in which the Comptroller of the State may invest public funds pursuant to Section 98-a of the State Finance Law, as amended from time to time. Title 7, Section 2925 of the Public Authorities Law requires that the Authority Board annually review and approve its investment policies and practices and provides for an annual independent audit of all investments. **Appendix B** includes a copy of the Authority’s financial statements and a list of its investments as of December 31, 2016 and 2015. The Authority’s investment policies emphasize preservation of principal and the Authority believes its practices are fiscally responsible.

Insurance

Pursuant to the Bond Resolution, the Authority purchases various insurance policies to provide against loss of or damage to the Facilities and loss of revenue, to the extent necessary and reasonably obtainable, to protect the interests of the Authority and the Bondholders. The insurance program is comprised of a combination of policies from major insurance companies, self-insurance and contractual transfer of liability, including naming the Authority as an additional insured and indemnification.

Property damage to bridges is insured through two policies with major insurance companies equal to the maximum probable loss from a single occurrence. The Thruway System’s largest bridge, the Governor Mario M. Cuomo Bridge, is separately covered by two commercial insurance policies providing loss of revenue and damage coverage in the amount of \$825.3 million for the north span, and \$1,088.2 million in total upon opening of the south span. A second policy provides terrorism coverage for both spans in the amount of \$500 million per occurrence. All other Authority’s bridges are covered separately, whereby loss of revenues is insured through a use and occupancy policy that covers any interruption in excess of fifteen days with a maximum recovery period of 30 months.

The Authority purchases insurance for workers' compensation benefits and various liability exposures. In addition, the Authority is self insured for property damage to its division headquarters buildings, maintenance facilities and toll plazas and third party liability, including automobile liability. There are two funded reserves for these exposures, a \$2.5 million insurance fund and a reserve for public liability claims which, as of December 31, 2017, totaled \$17.3 million.

Insurance for the Authority's service area facilities is provided by the concessionaires. Also, the liability related to construction projects, tandem trailer operations, authorized garage operations and similar type risks is transferred through contractual indemnification and compliance with Authority insurance requirements.

Other Bond Programs

Pursuant to its statutory mandate the Authority has from time to time issued bonds to provide funds to finance primarily non-Authority transportation projects in the State. Those bonds and the programs discussed below have no lien on the Revenues, assets or properties of the Authority which secure the Senior Bonds and the Junior Indebtedness Obligations. Those bond programs include the Local Highway and Bridge Service Contract Bonds, the General Highway and Bridge Trust Fund Bonds, State Personal Income Tax Revenue Bonds (Transportation), as well as the State Sales Tax Revenue Bond program, all issued or expected to be issued in multiple series for State and local highway purposes. These bond programs require varying debt service payments which are payable solely from payments received by the Authority under contractual agreements with the State. In each of these bond programs, the obligation of the State to make such payments is subject to, and dependent upon, annual State legislative appropriations. The State may from time to time authorize the Authority by statute to undertake additional financing activities.

INVESTMENT CONSIDERATIONS

The Series L Bonds are revenue obligations of the Authority which are secured and payable solely from the Net Revenues available therefor under the Bond Resolution and derived principally from vehicular tolls paid by Thruway patrons. The following is a discussion of certain investment considerations that should be considered in evaluating an investment in the Series L Bonds. This discussion does not purport to be either comprehensive or definitive. The order in which such considerations and risks are presented is not intended to reflect either the likelihood that a particular event will occur or the relative significance of such an event. Moreover, there may well be other considerations and risks associated with an investment in the Series L Bonds in addition to those set forth herein. Investors are advised to read the entire Official Statement, including the appendices hereto to obtain information essential to the making of an informed investment decision.

Traffic Engineer's Report

As the Traffic Engineer for the Authority, Jacobs Civil Consultants, Inc. was requested by the Authority to prepare the Traffic Engineer's Report presenting its analyses and findings relative to recent trends in traffic and revenue on the Thruway System and to supplement such Report in connection with the issuance of the Series L Bonds. See "**Appendix A** — Report of Traffic Engineer" attached to this Official Statement. *The revenue forecasts contained in the Traffic Engineer's Report is based upon certain assumptions and limits set forth or incorporated therein which should be reviewed by potential investors to assure an understanding of some of the risks inherent in such estimates and projections. Moreover, the Traffic Engineer's Report does not recommend specific toll levels that should be adopted by the Authority to meet its programmatic needs, including the completion of The Governor Mario M. Cuomo Bridge and Thruway System-wide implementation of AETC, but projects such needs for the period through 2022 and concludes that the Thruway System can sustain toll adjustments necessary to finance such needs.* The Traffic Engineer's Report is not a guarantee of any future events or trends and the forecasts therein are subject to future economic and social conditions and demographic developments that cannot be predicted with certainty. Further, the estimates, projections and assumptions in the Traffic Engineer's Report are inherently subject to significant economic and competitive

uncertainties and contingencies, many of which are beyond the control of the Authority. Failure to achieve or realize any of the assumptions listed in the Traffic Engineer's Report may have a materially adverse effect upon the Net Revenues actually realized by the Authority.

The information provided with respect to toll revenues collected by the Authority is based on historical data. The amount of future toll revenues to be collected by the Authority depends upon a number of factors, some of which are not in the control of the Authority. Some of these factors include a decline in traffic on the Thruway System due to general economic conditions, diversion of traffic to alternative non-toll routes, increased fuel costs, limited supply of fuel, availability of alternate forms of travel and shipping, and government regulations, such as Clean Air Act requirements, increased mileage standards or higher fuel taxes, which could significantly restrict motor vehicle use, as well as international events affecting fuel supply and costs. Although the Authority has covenanted in the Bond Resolution to fix, charge and collect tolls for the use of the Thruway System in amounts so that, in each calendar year, the Net Revenues shall at least equal the Net Revenue Requirement for such year, there can be no assurance that the traffic on the Thruway System will continue to be sufficient for the Authority to generate the necessary revenues to meet its obligations under the Bond Resolution.

Risks Relating to the New NY Bridge Project

General

As discussed in greater detail under "BUDGET AND CAPITAL PROGRAM; TRAFFIC ENGINEER'S REPORT — The New NY Bridge Project", the Authority successfully procured and awarded the Design-Build Contract for the design and construction of the New NY Bridge Project to TZC LLC in January 2013. The Authority issued a Notice to Proceed to TZC LLC on January 18, 2013. Currently, construction of New NY Bridge Project's twin spans is well advanced. The northern span opened to traffic in both directions on August 25, 2017 and the southern span of The Governor Mario M. Cuomo Bridge is scheduled to be opened to traffic in the summer/fall of 2018.

TZC LLC's guaranteed fixed price design-build, best value price is \$3.142 billion. The total budgeted project design, construction and oversight cost is approximately \$4 billion, which is about \$1.4 billion lower than the initial estimates of the New NY Bridge Project's cost. The preliminary plan of finance for the New NY Bridge Project assumes that it will be financed primarily with toll revenue bonds constituting Junior Indebtedness Obligations, including the Series 2013B Junior Indebtedness Obligation (which was issued to secure the TIFIA Loan in a maximum principal amount equal to the lesser of \$1.6 billion or 33% of federally eligible project costs, currently estimated to be \$1.6 billion), as well as pay-as-you-go funding. The proceeds of the TIFIA Loan, when drawn, are expected to pay principal of the Series 2013A Junior Indebtedness Obligations. As noted above in May 2016, the Authority issued its Series 2016A Junior Indebtedness Obligations. The level and timing of toll adjustments, debt structure, and balance between debt and pay-as-you-go funding will be dependent upon final project cost, other grant and loan opportunities, and credit market conditions.

Construction Completion Delay and Phasing of Operations

Financing and revenue risks related to construction delays are mitigated by the fact that full toll collection was maintained on the Tappan Zee Bridge, and is currently maintained on the northern span of The Governor Mario M. Cuomo Bridge during completion of construction on the southern span. A further cash contingency for schedule risk also has been incorporated into the New NY Bridge Project budget.

The Governor Mario M. Cuomo Bridge is comprised of twin spans. Construction sequencing of the New NY Bridge Project has allowed the opening of the northern span and then closing and removing the existing Tappan Zee Bridge to allow completion of construction of the second, southern span of The Governor Mario M. Cuomo Bridge. The northern span has sufficient deck width to carry the full volume of traffic that previously had travelled on the Tappan Zee Bridge as a result of additional width included in the New NY

Bridge Project's design in order to accommodate a future shared use path, breakdown lanes and a bus-only lane, all of which will be instituted once the southern span is open to traffic.

A critical point for delay from the perspective of the Authority's ability to maintain full toll revenue collections during construction was mitigated when all traffic, in both directions, successfully shifted from the Tappan Zee Bridge to the northern span of the new The Governor Mario M. Cuomo Bridge in October 2017.

The Design-Build Contract includes a comprehensive contractual schedule of liquidated damages to compensate the Authority for potential lost revenues. Liquidated damages are also incurred if construction activities disrupt the ability of the Authority to collect tolls. Contractor performance and payment of liquidated damages are secured by parent company guarantees from the members of TZC LLC, as well as a \$1.5 billion performance bond, one of the largest surety bonds ever provided for a single project in the United States.

Toll-Backed Components of the New NY Bridge Project and Multi-Year Capital Program Financial Plans

The New NY Bridge Project financial plan relies upon the issuance of substantial amounts of Junior Indebtedness Obligations by the Authority, including the Series 2013B Junior Indebtedness Obligation securing the Authority's obligations under the TIFIA Loan and the Series 2016A Junior Indebtedness Obligations. Reliance on such funding will require the Authority to insure sufficient revenue in compliance with the requirements of the Bond Resolution and the Junior Indebtedness Resolution. Moreover, funding capital improvements to the remainder of the Thruway System to sustain a state of good repair are primarily dependent upon pay-as-you-go funding and additional Senior Bond proceeds. Such revenue actions which the Authority determines to be necessary to fund such capital program obligations are contingent on future Board action, environmental reviews and traffic demand. The receipt of Thruway Stabilization Program Funds from the State has limited the need to issue Junior Indebtedness Obligations for the New NY Bridge Project. The Authority has consistently fulfilled its responsibilities to maintain a state of good repair and its safety record exceeds the norms of the national interstate highway system. The Authority expects to maintain access to the capital markets to finance the non-TIFIA portion of the New NY Bridge Project capital costs and other Thruway System-wide capital needs through adherence to Board-adopted fiscal policies that assure continuation of the Authority's stable credit ratings, as well as strict controls over future operating costs and a disciplined approach to capital project selection.

Risks Relating to the Design-Build Contract

The New NY Bridge Project has been procured using a Design-Build Contract that transfers many risks normally retained by the Authority to the design-build joint venture, including such items as design defects, changed geotechnical conditions, project management and coordination, and commodity price escalation, among others. As noted above, the Design-Build Contract was awarded to a consortium, TZC LLC, whose members have extensive experience in large infrastructure developments and are providing significant levels of financial security to the Authority. Design-build contracts are viewed as providing greater cost certainty than traditional contracting methods. However, it is possible that despite these modifications to traditional contracting processes, additional costs beyond the initial contract price may be incurred by the Authority relating to such risks, including, but not limited to, pre-existing contamination beyond what has been identified in prior studies or change orders related to evolving homeland security considerations. To mitigate these risks, the Authority has budgeted contingencies and allowances for such possibilities of approximately 17% of the Design-Build Contract price. It is highly unlikely that the Authority's actual exposure for additional costs would exceed these budgeted amounts, but in that event additional Junior Indebtedness Obligations for completion could be required. See "BUDGET AND CAPITAL PROGRAM; TRAFFIC ENGINEER'S REPORT — The New NY Bridge Project" above for more detail on the Design-Build Contract and TZC LLC.

Risks Related to Natural and Catastrophic Events Could Delay or Damage the New NY Bridge Project and Otherwise Reduce Revenue Generation from The Governor Mario M. Cuomo Bridge

It is possible that a natural disaster (earthquake, landslide), severe weather (tornados, floods, hurricanes, extreme wind and storm), or any other event (terrorism, explosion, ship strike) could damage The Governor Mario M. Cuomo Bridge during construction or after operation of one or both spans has commenced. Any of these events could reduce toll revenues projected to be generated by The Governor Mario M. Cuomo Bridge, significantly increase the expense of maintaining or restoring The Governor Mario M. Cuomo Bridge, or both. The risk of these events during operation of the northern span, as well as the southern span when opened for traffic, are covered by an Authority purchased insurance policy, for the benefit of the Authority, for property damage and business interruption, including lost toll revenue. The risk of damage from these events during the remaining construction of the southern span is covered under the Design-Build Contractor's builder's risk insurance. Additionally, the Authority may be eligible for assistance from the Federal Emergency Management Agency ("FEMA") should such a catastrophic event occur to either or both spans. The Authority is experienced in successfully filing claims under the FEMA process. If any of the foregoing events occur, to the extent not fully covered by insurance or federal disaster assistance, the Authority's ability to repay the Junior Indebtedness Obligations and the TIFIA Loan could be adversely affected.

Required Conditions for Disbursement of TIFIA Loan

Disbursement of the TIFIA Loan is subject to the following conditions precedent:

- Evidence that the disbursement requested does not exceed the lesser of \$1.6 billion or 33% of federally eligible project costs and that total federal assistance to the New NY Bridge Project does not exceed 80% of eligible project costs; and
- Evidence that the balance of Junior Indebtedness Obligations required to complete the New NY Bridge Project have been issued, except in the case where the New NY Bridge Project is delayed past the maturity date of the Series 2013A Junior Indebtedness Obligations; and
- A Traffic and Revenue Report showing that the Authority is able to generate revenues sufficient to meet the Junior Indebtedness Net Revenue Requirement in each year of the term of the TIFIA Loan; and
- A certified revised financial model for the New NY Bridge Project acceptable to the TIFIA Lender on or prior to the initial Drawdown Date demonstrating that the projected Revenues shall be sufficient to meet the Loan Amortization Schedule and satisfy the Rate Coverage Test in the TIFIA Loan; provided that for the current fiscal year and each of next two fiscal years the initial financial model may only utilize actual tolls schedules then in effect or anticipated to be in effect and for which all approvals have been received; and
- Evidence that within the prior 3 months of such disbursement, the Series 2013B Junior Indebtedness Obligation received an investment grade rating from at least two nationally recognized rating agencies and such ratings shall have been received no greater than 30 days prior to the date of the disbursement; and
- Certification from the Authority that no covenant default under the Bond Resolution or the Junior Indebtedness Resolution has been breached.

The Authority anticipates repaying the Series 2013A Junior Indebtedness Obligations approximately one year after substantial completion of the New NY Bridge Project through a single draw on the TIFIA Loan that would be subject to the above conditions precedent. The Authority has agreed to these requirements and the financial plan included as part of the TIFIA Loan incorporates assumptions that exceed, or are consistent

with the expectations of the TIFIA Lender in this regard. Further, if substantial completion is delayed beyond the maturity date of the Series 2013A Junior Indebtedness Obligations, the TIFIA Loan may still be drawn as toll collection will continue unabated during the entire construction process and toll rates will be adjusted as necessary to conform to the Authority's fiscal policies and the requirements of the TIFIA Loan. The Authority has limited its risk exposure for interest rate fluctuations at the time the Series 2013A Junior Indebtedness Obligations are refinanced because the TIFIA Loan rate of one basis point above the rate for United States Treasury Obligations was fixed for the life of the loan at the time the TIFIA Loan was closed.

If additional disbursements under the TIFIA Loan are made, the following conditions precedent would apply:

- Evidence that (A) prior thereto or simultaneously therewith, a disbursement of Junior Indebtedness Obligations proceeds has occurred such that as of any such TIFIA Loan disbursement, the outstanding TIFIA Loan balance (including such disbursement) shall not exceed the lesser of \$1.6 billion or 33 percent (33%) of the total amount of federally eligible project costs for the New NY Bridge Project and (B) the total federal assistance provided to the New NY Bridge Project shall not exceed eighty percent (80%) of eligible project costs as required pursuant to federal law;
- At the TIFIA Lender's request, an update to the Traffic and Revenue Report would be undertaken showing that the Authority is able to continue to generate revenues sufficient to meet the Junior Indebtedness Net Revenue Requirement in each year of the term of the TIFIA Loan;
- A certified revised financial model will be delivered to the TIFIA Lender on or prior to the initial drawdown date demonstrating that the projected Revenues shall be sufficient to meet the Loan Amortization Schedule and satisfy the Rate Coverage Test; provided that for the current fiscal year and each of next two fiscal years the financial model may only utilize actual tolls schedules then in effect or anticipated to be in effect and for which all approvals have been received;
- At the TIFIA Lender's request, evidence that within the prior 12 months of any additional disbursement, the Series 2013B Junior Indebtedness Obligation received an investment grade rating from at least one nationally recognized rating agencies; and
- Certification from the Authority that no covenant default under the Bond Resolution or the Junior Indebtedness Resolution has been breached.

Market Access Required if TIFIA Loan Proceeds are not Disbursed

While the risk of a failure to disburse all, or a portion of the TIFIA Loan proceeds is remote, in the event of such failure, the Authority will issue Junior Indebtedness Obligations to repay the remaining balance of the Series 2013A Junior Indebtedness Obligations that are due. It is anticipated that the Authority will have sufficient time prior to the maturity of the Series 2013A Junior Indebtedness Obligations to undertake the actions related to toll rate setting, financial plan revisions and marketing to assure access to the debt markets and effect a refinancing of the outstanding principal and interest due.

Risks Relating to the Implementation of All Electronic Toll Collection

The Authority is currently planning to convert the entire Thruway System to AETC by 2020. The Authority's 2018 Approved Budget (approved in November 2017), included conversion to AETC at the Grand Island Bridges in the spring of 2018 and at the Harriman Barrier in the fall of 2018. However, in its planning for Thruway System-wide AETC, in addition to the scheduled Grand Island Bridges and Harriman conversions in 2018, the Authority is projecting that the remaining toll barriers (New Rochelle, Yonkers, and Spring Valley) will be converted to AETC in late 2018, and the entire controlled system converted to AETC by the fall of 2020.

While there are many benefits to AETC, the Thruway System-wide conversion to AETC presents revenue risk that must be considered. Electronic toll collection records patron trips through the use of overhead gantries at AETC locations equipped with readers to detect E-ZPass transponders, and cameras to photograph license plates of non-E-ZPass customers. Trips charged to patrons using E-ZPass transponders are recorded and paid to the Authority electronically through their related pre-paid E-ZPass accounts; non-E-ZPass customers are billed by mail. AETC for both E-ZPass customers and non-E-ZPass customers is dependent upon uninterrupted gantry operation, including physical and technological components. The Authority mitigates the technology and recording risk by careful design of each AETC location and physically protecting its AETC equipment, hardware and software, providing for appropriate backup equipment and periodic testing. Additionally, the Authority has secured an insurance policy for The Governor Mario M. Cuomo Bridge with respect to its AETC equipment that also includes coverage for certain lost toll revenues. Collection for non-E-ZPass customer trips recorded via AETC can be affected by the inability to invoice due to poor license plate photos. The timely collection of tolls can also be affected by delays in invoicing patrons, delays in payment, or non-payment. The Authority mitigates collection risk through marketing of E-ZPass to patrons, the use of late fees as part of the invoicing process, imposing additional violation fees for repeat offenders and non-payers, seeking enforcement of motor vehicle regulation mandating suspension of vehicle registration for non-payers, entering into reciprocity agreements with other states for toll enforcement, and improving and updating technology where possible. The Authority has also implemented a time-limited toll amnesty program to encourage patrons to pay overdue tolls by forgiving related fines, for travel specifically on The Governor Mario M. Cuomo Bridge.

See, APPENDIX A – Report of Traffic Engineer, for a discussion of additional considerations relating to the Authority’s implementation of AETC on the Thruway System.

Ratings of the Bonds Could be Lowered or Withdrawn

Two credit rating agencies have assigned credit ratings to the Bonds, including the Series L Bonds. The ratings of the Bonds are not a recommendation to purchase, hold or sell the Bonds, and the ratings do not comment on the market price or suitability of the Bonds for a particular investor. The ratings of the Bonds may not remain for any given period of time and may be lowered or withdrawn depending on, among other things, each rating agency’s assessment of the Authority’s financial strength and the financial plan relating to the New NY Bridge Project and its progress and implementation.

Certain Matters Relating to Enforceability of Obligations

The remedies available to the owners of the Series L Bonds upon the occurrence of an Event of Default under the Bond Resolution are, in many respects, dependent upon regulatory and judicial actions that are often subject to discretion or delay. Under existing law and judicial decisions, including specifically the United States Bankruptcy Code, the remedies specified in the Bond Resolution may not be readily available or may be limited. However, the Authority is not authorized under existing State law to file for bankruptcy under the United State Bankruptcy Code. Enforcement of such remedies (i) may be subject to general principles of equity which may permit the exercise of judicial discretion, (ii) are subject to the exercise in the future by the State and its agencies and political subdivisions of the police power inherent in the sovereignty of the State, (iii) may be subject, in part, to the provisions of the United States Bankruptcy Act and other applicable bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting the enforcement of creditors’ rights generally, now or hereafter in effect, and (iv) are subject to the exercise by the United States of the powers delegated to it by the Constitution of the United States of America. The various legal opinions to be delivered concurrently with the delivery of the Series L Bonds will be qualified to the extent that the enforceability of certain legal rights related to the Series L Bonds is subject to limitations imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally and by equitable remedies and proceedings generally.

Legislative Action

Legislation is introduced from time to time in the State Legislature which, if adopted, may affect the Authority and/or the Thruway System. The Authority cannot predict whether or not these bills will be enacted into law or how such legislation may affect the Authority and its ability to pay debt service on the Series L Bonds.

LITIGATION

There is no litigation pending or, to the knowledge of the Authority, threatened in any court, questioning the creation, organization or existence of the Authority, the title to office of the members or officers of the Authority, the validity of any provision of the Series L Bonds or the Bond Resolution, or any proceedings of the Authority taken with respect to the issuance or sale thereof, or seeking to restrain or enjoin the issuance, sale, execution or delivery of the Series L Bonds.

On November 14, 2013, a claim was filed in the United States District Court for the Southern District of New York titled *American Trucking Association, Inc. et al. v. New York State Thruway Authority, et al.*, which alleged that the Authority's commercial truck toll rates violated federal law and among other provisions of the United States Constitution, the Commerce Clause. The plaintiffs alleged the Authority's commercial trucking toll rates then in effect were artificially inflated because they were used to support the State Canal System and therefore, commercial truckers allegedly do not pay a fair approximation of their use of the Thruway System. The claim seeks class action status for all individuals and motor carriers traveling in interstate commerce who have paid tolls on the Thruway System since November 14, 2010. The plaintiffs sought an injunction barring the Authority from continuing to collect allegedly unconstitutionally excessive truck tolls as well as damages, disgorgement, recoupment, restitution, costs and attorney's fees. On February 28, 2017, the United States District Court for the Southern District of New York dismissed plaintiffs' claims with prejudice. Plaintiffs filed a notice of appeal with the United States Court of Appeals for the Second Circuit. On February 1, 2017, a claim was filed in the United States District Court for the Southern District of New York titled *American Bus Association, Inc. et al. v. New York State Thruway Authority, et al.*, which alleges that the Authority's toll rates violate the Commerce Clause of the United States Constitution. The plaintiffs allege the Authority's toll rates are artificially inflated because they were used to support the State Canal System and therefore, bus companies allegedly do not pay a fair approximation of their use of the Thruway System. The claim seeks class action status for all bus companies traveling in interstate commerce who paid tolls on the Thruway System since February 1, 2014. The plaintiffs seek an injunction barring the Authority from continuing to collect allegedly unconstitutionally excessive tolls as well as damages, disgorgement, recoupment, restitution, costs and attorney's fees. On March 21, 2017, the United States District Court for the Southern District of New York dismissed plaintiffs' claims with prejudice. Plaintiffs filed a notice of appeal with the United States Court of Appeals for the Second Circuit. By order dated April 12, 2017, the United States Court of Appeals for the Second Circuit consolidated the appeals of the American Trucking Associations and American Bus Association cases. The consolidated appeals are pending in the United States Court of Appeals for the Second Circuit.

The Authority is a party to various legal proceedings including negligence suits, many of which arise in the normal course of the Authority's operations, a majority of which will, in the opinion of the Authority, be disposed of within the amounts which the Authority has reserved or has available therefor, or, as applicable, within the amounts of insurance coverage provided therefor and without any material adverse effect on the financial position of the Authority. The Authority maintains a claims reserve sufficient to cover anticipated liability and it is periodically replenished.

TAX MATTERS

Opinion of Bond Counsel

In the opinion of Hawkins Delafield & Wood LLP, Bond Counsel to the Authority, under existing statutes and court decisions and assuming continuing compliance with certain tax covenants described herein, (i) interest on the Series L Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”), and (ii) interest on the Series L Bonds is not treated as a preference item in calculating the alternative minimum tax under the Code; such interest, however, is included in the adjusted current earnings of certain corporations for purposes of calculating the alternative minimum tax imposed for taxable years beginning prior to January 1, 2018. In rendering its opinion, Bond Counsel has relied on certain representations, certifications of fact, and statements of reasonable expectations made by the Authority in connection with the Series L Bonds, and Bond Counsel has assumed compliance by the Authority with certain ongoing covenants to comply with applicable requirements of the Code to assure the exclusion of interest on the Series L Bonds from gross income under Section 103 of the Code.

In addition, in the opinion of Bond Counsel, under existing statutes, interest on the Series L Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof (including The City of New York and the City of Yonkers).

Bond Counsel expresses no opinion regarding any other federal or state tax consequences with respect to the Series L Bonds. Bond Counsel renders its opinion under existing statutes and court decisions as of the issue date, and assumes no obligation to update, revise or supplement its opinion to reflect any action hereinafter taken or not taken, or any facts or circumstances that may have hereinafter come to its attention, or change in law or in interpretations thereof that may hereinafter occur, or for any other reason. Bond Counsel expresses no opinion on the effect of any action hereafter taken or not taken in reliance upon an opinion of other counsel on the exclusion from gross income for federal income tax purposes of interest on the Series L Bonds, or under state and local tax law.

Certain Ongoing Federal Tax Requirements and Covenants

The Code establishes certain ongoing requirements that must be met subsequent to the issuance and delivery of the Series L Bonds in order that interest on the Series L Bonds be and remain excluded from gross income under Section 103 of the Code. These requirements include, but are not limited to, requirements relating to use and expenditure of gross proceeds of the Series L Bonds, yield and other restrictions on investments of gross proceeds, and the arbitrage rebate requirement that certain excess earnings on gross proceeds be rebated to the federal government. Noncompliance with such requirements may cause interest on the Series L Bonds to become included in gross income for federal income tax purposes retroactive to their issue date, irrespective of the date on which such noncompliance occurs or is discovered. The Authority has covenanted to comply with certain applicable requirements of the Code to assure the exclusion of interest on the Series L Bonds from gross income under Section 103 of the Code.

Certain Collateral Federal Tax Consequences

The following is a brief discussion of certain collateral federal income tax matters with respect to the Series L Bonds. It does not purport to address all aspects of federal taxation that may be relevant to a particular owner of a Series L Bond. Prospective investors, particularly those who may be subject to special rules, are advised to consult their own tax advisors regarding the federal tax consequences of owning and disposing of the Series L Bonds.

Prospective owners of the Series L Bonds should be aware that the ownership of such obligations may result in collateral federal income tax consequences to various categories of persons, such as corporations (including S corporations and foreign corporations), financial institutions, property and casualty and life

insurance companies, individual recipients of Social Security and railroad retirement benefits, individuals otherwise eligible for the earned income tax credit, and taxpayers deemed to have incurred or continued indebtedness to purchase or carry obligations the interest on which is excluded from gross income for federal income tax purposes. Interest on the Series L Bonds may be taken into account in determining the tax liability of foreign corporations subject to the branch profits tax imposed by Section 884 of the Code.

Original Issue Discount

“Original issue discount” (“OID”) is the excess of the sum of all amounts payable at the stated maturity of a Series L Bond (excluding certain “qualified stated interest” that is unconditionally payable at least annually at prescribed rates) over the issue price of that maturity. In general, the “issue price” of a maturity (a bond with the same maturity date, interest rate, and credit terms) means the first price at which at least 10 percent of such maturity was sold to the public, i.e., a purchaser who is not, directly or indirectly, a signatory to a written contract to participate in the initial sale of the Series L Bonds. In general, the issue price for each maturity of Series L Bonds is expected to be the initial public offering price set forth on the inside cover page of this Official Statement. Bond Counsel further is of the opinion that, for any Series L Bonds having OID (a “Discount Bond”), OID that has accrued and is properly allocable to the owners of the Discount Bonds under Section 1288 of the Code is excludable from gross income for federal income tax purposes to the same extent as other interest on the Series L Bonds.

In general, under Section 1288 of the Code, OID on a Discount Bond accrues under a constant yield method, based on periodic compounding of interest over prescribed accrual periods using a compounding rate determined by reference to the yield on that Discount Bond. An owner’s adjusted basis in a Discount Bond is increased by accrued OID for purposes of determining gain or loss on sale, exchange, or other disposition of such Discount Bond. Accrued OID may be taken into account as an increase in the amount of tax-exempt income received or deemed to have been received for purposes of determining various other tax consequences of owning a Discount Bond even though there will not be a corresponding cash payment.

Owners of Discount Bonds should consult their own tax advisors with respect to the treatment of original issue discount for federal income tax purposes, including various special rules relating thereto, and the state and local tax consequences of acquiring, holding, and disposing of Discount Bonds.

Bond Premium

In general, if an owner acquires a Series L Bond upon original issuance for a purchase price (excluding accrued interest) or otherwise at a tax basis that reflects a premium over the sum of all amounts payable on the Series L Bond after the acquisition date (excluding certain “qualified stated interest” that is unconditionally payable at least annually at prescribed rates), that premium constitutes “bond premium” on that Series L Bond (a “Premium Bond”). In general, under Section 171 of the Code, an owner of a Premium Bond must amortize the bond premium over the remaining term of the Premium Bond, based on the owner’s yield over the remaining term of the Premium Bond, determined based on constant yield principles (in certain cases involving a Premium Bond callable prior to its stated maturity date, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on such bond). An owner of a Premium Bond must amortize the bond premium by offsetting the qualified stated interest allocable to each interest accrual period under the owner’s regular method of accounting against the bond premium allocable to that period. In the case of a tax-exempt Premium Bond, if the bond premium allocable to an accrual period exceeds the qualified stated interest allocable to that accrual period, the excess is a nondeductible loss. Under certain circumstances, the owner of a Premium Bond may realize a taxable gain upon disposition of the Premium Bond even though it is sold or redeemed for an amount less than or equal to the owner’s original acquisition cost. Owners of any Premium Bonds should consult their own tax advisors regarding the treatment of bond premium for federal income tax purposes, including various special rules relating thereto, and state and local tax consequences, in connection with the acquisition, ownership, amortization of bond premium on, sale, exchange, or other disposition of Premium Bonds.

Information Reporting and Backup Withholding

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

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

Miscellaneous

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the federal or state level, may adversely affect the tax-exempt status of interest on the Series L Bonds under federal or state law or otherwise prevent beneficial owners of the Series L Bonds from realizing the full current benefit of the tax status of such interest. In addition, such legislation or actions (whether currently proposed, proposed in the future, or enacted) and such decisions could affect the market price or marketability of the Series L Bonds.

Prospective purchasers of the Series L Bonds should consult their own tax advisors regarding the foregoing matters.

See **Appendix E** for the proposed form of opinion of Bond Counsel.

RATINGS

Moody's Investors Service, Inc. ("Moody's") has rated the Series L Bonds "A2". S&P Global Ratings ("S&P") has rated the Series L Bonds "A".

Ratings reflect only the respective views of such organizations, and any desired explanation of the significance of such ratings should be obtained from the rating agencies furnishing the same. The Authority furnished to such rating agencies certain materials and information in addition to that provided here. There is no assurance that such ratings will prevail for any given period of time or that they will not be revised downward or withdrawn entirely by any or all of such rating agencies if, in the judgment of any or all of them, circumstances so warrant. Any such downward revision or withdrawal of such rating or ratings may have an adverse effect on the market price of the Series L Bonds. A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

UNDERWRITING

The Underwriters have jointly and severally agreed, subject to certain conditions, to purchase from the Authority the Series L Bonds at an aggregate purchase price of \$665,026,441.33, reflecting a net original issue premium of \$71,073,253.00 and an Underwriters' discount of \$2,266,811.67 and to reoffer such Series L Bonds at the public offering prices or yields set forth on the inside cover page hereof. Such Series L Bonds may be offered and sold to certain dealers (including dealers depositing such Series L Bonds into investment

trusts) at prices lower and yields higher than such public offering prices and yields and prices and yields may be changed, from time to time, by the Underwriters. The Underwriters' obligations are subject to certain conditions precedent, and they will be obligated to purchase all such Series L Bonds if any Series L Bonds are purchased. The Underwriters have designated RBC Capital Markets, LLC, as Representative of the Underwriters of the Series L Bonds.

The following paragraphs have been provided by the Underwriters.

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

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

In addition, certain of the Underwriters may have entered into retail distribution agreements with their respective affiliates and/or other broker-dealers (that have not been designated by the Authority as Underwriters) for the retail distribution of the Series L Bonds at the original issue prices. Such agreements generally provide that the relevant Underwriter will share a portion of its underwriting compensation or selling concession with such broker-dealers.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

American Municipal Tax-Exempt Compliance Corporation ("AMTEC") will deliver to the Authority on or before the settlement date of the Series L Bonds, its report indicating that it has verified the mathematical accuracy of schedules provided by the Authority and its representatives. Included in the scope of its engagement will be a verification of the mathematical accuracy of (a) the mathematical computations of the adequacy of the maturing principal of and interest on the Government Obligations, to pay, when due, the maturing principal of, interest on and call premium requirements of the Refunded Bonds and (b) the computations underlying the opinion of Bond Counsel that the Series L Bonds are not "arbitrage bonds" under the Code and the regulations promulgated thereunder.

The verification performed by AMTEC will be solely based upon data, information and documents provided to AMTEC by the Authority and its representatives. The AMTEC verification report will state that AMTEC has no obligation to update the report because of events occurring, or data or information coming to their attention, subsequent to the date of the report.

LEGALITY OF INVESTMENT

Pursuant to the Act, the Bonds are made securities in which all public officers and bodies of the State and all municipalities and municipal subdivisions, all insurance companies and associations and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks and saving associations,

including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking business, all administrators, guardians, executors, trustees and other fiduciaries and all other persons whatsoever who are now or may hereafter be authorized to invest in bonds or other obligations of the State, may properly and legally invest funds including capital in their control or belonging to them. The Bonds are also made securities which may be deposited with and may be received by all public officers and bodies of the State and all municipalities and municipal subdivisions for any purpose for which the deposit of bonds or other obligations of the State is now or may hereafter be authorized.

LEGAL MATTERS

All legal matters incident to the authorization and issuance of the Series L Bonds are subject to the approval of Hawkins Delafield & Wood LLP, New York, New York, Bond Counsel to the Authority. Certain legal matters are subject to the approval of Joseph Igoe, Assistant Counsel to the Authority, and of Harris Beach PLLC, New York, New York, Counsel to the Underwriters.

CONSULTANT'S AND ACCOUNTANT'S REPORTS

The Traffic Engineer's Report is included herein as **Appendix A** of this Official Statement in reliance upon the authority of Jacobs Civil Consultants, Inc. as experts. The Traffic Engineer has advised the Authority that they have reviewed the summaries contained in this Official Statement of the information, estimates and projections contained in the Traffic Engineer's Report and that, in their opinion, the statements made herein are correct and fairly present in summary form the information contained in such Traffic Engineer's Report, and that all material assumptions or qualifications with respect to such statements are reflected therein.

The financial statements of the Authority for the fiscal year ended December 31, 2016, included in **Appendix B** of this Official Statement have been audited by BST & Co. CPAs, LLP, independent auditors, as stated in their report appearing in **Appendix B**. The financial information related to the Authority for the fiscal year ended December 31, 2015, included in the financial statements of the Authority for the fiscal year ended December 31, 2016, were audited by SaxBST LLP the predecessor of BST & Co. CPAs, LLP. The Authority has engaged BST & Co. CPAs, LLP to audit the Authority's financial statements for the fiscal year ended December 31, 2017 and expects to receive the audited financial statements and the report of BST & Co. CPAs, LLP thereon in late March 2018.

CO-FINANCIAL ADVISORS

The Authority has retained Public Resources Advisory Group and Acacia Financial Group, Inc. to serve as Co-Financial Advisors (the "Co-Financial Advisors") in connection with the issuance of the General Revenue Refunding Bonds, Series L. Although the Co-Financial Advisors have reviewed the Official Statement, the Co-Financial Advisors have not undertaken to make an independent verification or to assume responsibility for the accuracy, completeness, or fairness of information in the Official Statement. Public Resources Advisory Group and Acacia Financial Group, Inc. are independent financial advisory firms not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.

CONTINUING DISCLOSURE UNDER SEC RULE 15c2-12

In order to assist the purchasers of the Series L Bonds in complying with Rule 15c2-12 promulgated by the Securities and Exchange Commission ("SEC"), the Authority and the Trustee will enter into a written agreement (the "Agreement") for the benefit of the holders of the Series L Bonds to provide continuing disclosure. The Authority will undertake for the benefit of the holders of the Series L Bonds to provide to the Municipal Securities Rulemaking Board ("MSRB"), on an annual basis on or before 120 days after the end of each fiscal year, commencing with the fiscal year ending December 31, 2018, certain financial information and operating data concerning the Authority and the sources of revenue for Bonds issued under the Bond Resolution referred to herein as "Annual Information" and described in more detail below. The Authority will also undertake to provide no later than 120 days after the end of each of its fiscal years, commencing with the

fiscal year ending December 31, 2018, the Authority's annual financial statements for such year, prepared in accordance with GAAP and audited by an independent firm of certified public accountants in accordance with generally accepted auditing standards, to the MSRB; provided, however, that if audited financial statements are not then available, unaudited financial statements shall be so provided and such audited financial statements shall be provided to the MSRB if and when available. In addition, the Authority will undertake, for the benefit of the holders of the Series L Bonds, to provide to the MSRB, in a timely manner not in excess of ten (10) Business Days, the notices of certain events described below. The Authority may from time to time designate an agent to act on its behalf in providing or filing notices, documents and information as required under the Agreement, and revoke or modify any such designation.

The Annual Information shall consist of the financial information and operating data of the type included in this Official Statement under the headings "RESULTS OF OPERATIONS — Financial Results of Operations", "MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS — Traffic and Revenue", and "BUDGET AND CAPITAL PROGRAM; TRAFFIC ENGINEER'S REPORT — 2018 Budget," and "— Funding of the Multi-Year Capital Program" which shall include information relating to the following: (i) current toll rates for all classes of vehicles; (ii) statements of Revenues, Operating Expenses and Net Revenues for the most recent fiscal year; (iii) statements of traffic and operating revenues for the most recent fiscal year; (iv) summary of the most recent inspection by the Authority, its Independent Consultant, or other professional engineer or engineers retained for the purpose of such inspection; (v) status of the Authority's capital planning process; and (vi) statement of the Authority's debt service coverage for the most recent fiscal year.

The notices described above include notices of any of the following events with respect to the Series L Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices of determinations with respect to the tax status of the Series L Bonds, or other material events affecting the tax status of the Series L Bonds; (7) modifications to the rights of security holders, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the securities, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the Authority; (13) the consummation of a merger, consolidation, or acquisition involving the Authority or the sale of all or substantially all of the assets of the Authority, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and (14) appointment of a successor or additional trustee or the change of name of a trustee, if material. In addition, the Authority will undertake, for the benefit of the holders of the Series L Bonds, to provide to the MSRB, in a timely manner, notice of any failure by the Authority to provide the Annual Information and annual financial statements by the date required in the Authority's undertakings described above.

The sole and exclusive remedy for breach or default under the Agreement to provide continuing disclosure described above is an action to compel specific performance of the undertakings of the Authority, and no person, including the holder of the Series L Bonds, may recover monetary damages thereunder under any circumstances. Any Series L Bondholder, including any beneficial owner, may enforce the Agreement for the equal and proportionate benefit of all holders similarly situated to the extent provided in the Agreement. A breach or default under the Agreement shall not constitute an Event of Default under the Bond Resolution. In addition, if all or any part of Rule 15c2-12 ceases to be in effect for any reason, then the information required to be provided under the Agreement, insofar as the provision of Rule 15c2-12 no longer in effect required the provision of such information, shall no longer be required to be provided.

The foregoing undertakings are intended to set forth a general description of the type of financial information and operating data that will be provided; the descriptions are not intended to state more than general categories of financial information and operating data; and where an undertaking calls for information

that no longer can be generated or is no longer relevant because the operations to which it related have been materially changed or discontinued, a statement to that effect will be provided. As a result, the parties to the Agreement do not anticipate that it often will be necessary to amend the informational undertakings. The Agreement, however, may be amended or modified under certain circumstances set forth therein. Copies of the Agreement when executed by the parties thereto upon issuance of the Series L Bonds will be on file at the office of the Authority.

MISCELLANEOUS

The references herein to the Act and the Bond Resolution are brief outlines of certain provisions thereof. Such outlines do not purport to be complete and reference is made to the Act and the Bond Resolution for full and complete statements of such provisions. Copies of the Act and the Bond Resolution are on file at the offices of the Authority, and the Trustee.

The agreements of the Authority with the holders of the Series L Bonds are fully set forth in the Bond Resolution. Neither any advertisement of the Series L Bonds nor this Official Statement is to be construed as a contract with purchasers of the Series L Bonds.

Any statements in this Official Statement involving matters of opinion, forecasts or estimates, whether or not expressly stated, are intended merely as expressions of opinion, forecasts or estimates and not as representations of fact.

The delivery of this Official Statement by its Chief Financial Officer and Treasurer has been duly authorized by the Authority.

NEW YORK STATE THRUWAY AUTHORITY

By: /s/ Matthew A. Howard
Chief Financial Officer and Treasurer

REPORT OF TRAFFIC ENGINEER

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Submitted to:
**New York State
Thruway Authority**

Traffic and Revenue Report

February 20, 2018

Submitted by:

Jacobs Civil Consultants Inc.
2 Penn Plaza, Suite 603
New York, NY 10121

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I. Introduction and Executive Summary

The New York State Thruway Authority (“Authority” or “Thruway Authority”) has requested that Jacobs Civil Consultants, Inc. provide an investment grade traffic and revenue study for its General Revenue Refunding Bonds, Series L (the “Series L Bonds”).

The updated forecasts of traffic and revenues set forth herein are based on the Authority’s current toll schedule. The original forecast, as it appears in the Authority’s 2018 Approved Budget in November 2017, included conversion to all-electronic toll collection (AETC) at the Grand Island Bridges in the spring of 2018 and at the Harriman Barrier in the fall of 2018. However, in January 2018 it was announced that the remainder of the Thruway System would go cashless by 2020. With system-wide AETC, in addition to the scheduled Grand Island Bridges and Harriman conversions in 2018, it is assumed that the remaining toll barriers (New Rochelle, Yonkers, and Spring Valley) will be converted to AETC in late 2018, and the entire controlled system converted to AETC by the fall of 2020.

This study identifies future revenues required for the Authority to successfully complete the New NY Bridge Project – replacement of the Tappan Zee Bridge with the new Governor Mario M. Cuomo Bridge - while fulfilling its system-wide operating, debt service, and capital needs. Future funding needs through 2022 were established by the Authority at amounts necessary to maintain levels of safety and service, good infrastructure conditions, support Thruway operations, and maintain established debt service coverage policy targets appropriate for high level investment-grade credit ratings.

Historically, the Authority has funded its system through toll adjustments; however, the Board announced in November 2017 that there would be no toll increase in 2018. This was made possible in part due to the State grants totaling \$1.98 billion, transfer of jurisdiction of the New York State Canal System - which under State law had been managed by the Thruway Authority for 25 years - to the New York Power Authority (NYPA) in 2017, and because spending for the New NY Bridge Project had peaked.

The State’s 2015-2016 and 2016-2017 Enacted Budgets provided additional investments in Thruway infrastructure of \$1.285 billion and \$700 million, respectively. The State Budget also included the transfer of jurisdiction of the New York State Canal Corporation (NYSCC) to NYPA. This transfer of the NYSCC and its related expenses and revenues is offset with Thruway Authority annual reimbursement to the State of New York (“the State”) for the State Police costs associated with Troop T expenses. Troop T is responsible for police patrol on the entire Thruway system. This reimbursement is provided for from the General Reserve Fund (after supporting operating and debt service costs) and is not an operations and maintenance related expense of the Authority.

It is our opinion that the Authority has the independent statutory power, and is contractually required, to adjust toll rates to maintain its high level of operating safety and service on the Thruway System, maintain and rehabilitate the Thruway System, pay debt service, meet General Revenue Bond Resolution toll covenants and maintain the proper balance of revenues to expenses. Based on our experience and knowledge of the Thruway System, the essentiality of the Thruway System, and its currently relatively low toll rates (compared to other toll roads nationally), we have determined that the

size of future rate adjustments that may be needed to produce these additional revenues can be achieved. Those adjustments, if required, would likely result in only small changes to traffic patterns. In addition, either through the actions by the State or through periodic toll adjustments, or in combination, it is our opinion that these will allow the Authority to:

- Fund necessary operations, maintenance and capital expenses;
- Meet the covenants of the General Revenue Bond Resolution and the Junior Indebtedness Resolution;
- Complete the New NY Bridge Project – the replacement of the Tappan Zee Bridge with the Governor Mario M. Cuomo Bridge;
- Preserve good overall infrastructure conditions of the Thruway System and complete its current 5-Year Capital Program;
- Satisfy the terms of the Transportation Infrastructure Finance and Innovation Act (TIFIA) loan awarded by the Federal government to the Authority in December 2013; and
- Comply with the Authority’s Fiscal Management Guidelines by maintaining targeted levels of debt service coverage.

On the basis of our studies and analyses, we are providing the following additional conclusions:

- The Authority has the independent, statutory ability to adjust its toll rates and provide significant amounts of additional revenue;
- The Authority’s toll rates are relatively low and compare well to other toll systems, allowing for future rate setting flexibility with minimal long-term traffic diversion impact;
- The Authority’s ongoing operational streamlining efforts have limited growth in operational expenses and can be anticipated to provide recurring, long-term savings;
- Infrastructure conditions and the capacity of the Thruway System have been considered in the forecasts, and should not adversely affect the projected growth of traffic and toll revenues throughout the forecast period;
- The Authority’s facilities have been maintained at high standards over the years, resulting in good overall infrastructure conditions throughout the Thruway System;
- The Authority’s planned extensive and regular maintenance programs, asset management systems and long-term capital planning process provide confidence that overall operational and structural integrity of its facilities will be maintained;
- Target levels of future maintenance and capital expenditures beyond the current Capital Program will support the integrity and reliability of the Thruway System;
- The New NY Bridge Project – constructing the Governor Mario M. Cuomo Bridge - can be completed and fully open to traffic in late 2018 and within the project’s budget; and
- The Authority can fully implement Thruway System-wide AETC within the parameters described in the forecasting methodology for conversion to AETC in this study.

II. The New York State Thruway System

A. Background

Since its opening 63 years ago, the Thruway has served as an essential and central artery of the State's transportation system, providing a vital link between its major cities from the Atlantic Ocean to Canada and the Great Lakes. Over the years, the Authority has taken actions that have allowed for safe and efficient travel for millions of passenger and commercial customers.

The Thruway serves travelers with a variety of essential needs and purposes, including commuters, business travelers, recreational travelers, and commercial vehicle traffic. The Thruway has provided a dependable roadway system for these travelers, sustaining and encouraging economic growth, fostering job creation and generating tax revenues for the State and its local governments. Underscoring its importance to the State, region and nation, Thruway customers traveled approximately 8.35 billion vehicle-miles on the highway in 2016, averaging 22.8 million vehicle-miles per day.

At 570 miles in length, the New York State Thruway is one of the largest tolled highway systems in the United States and is a critical component in the national interstate network. There are few alternatives to the Thruway as it connects the principal cities of the State from New York City to Albany, and on to Utica, Syracuse and Rochester through to Buffalo and the Pennsylvania state line. The Thruway corridor serves 37 of the State's 62 counties and the majority of the State's population. Approximately 264.2 million toll transactions occurred on the Thruway in 2016, generating about \$708.3 million in toll revenues¹.

The Thruway is an important interstate connector, joining with the Massachusetts Turnpike (I-90), Connecticut Turnpike (I-95), New Jersey's Garden State Parkway, as well as several other Interstate routes such as I-287 from New Jersey; I-90 in Pennsylvania; I-290 around the north side of Buffalo; I-390 and I-490 serving Rochester; I-81, I-481 and I-690 at Syracuse; I-790 in Utica; I-87 (the Northway), I-88, I-90, I-787, and I-890 at Albany; and I-84 at Newburgh. It also makes direct connections with numerous major State highways.

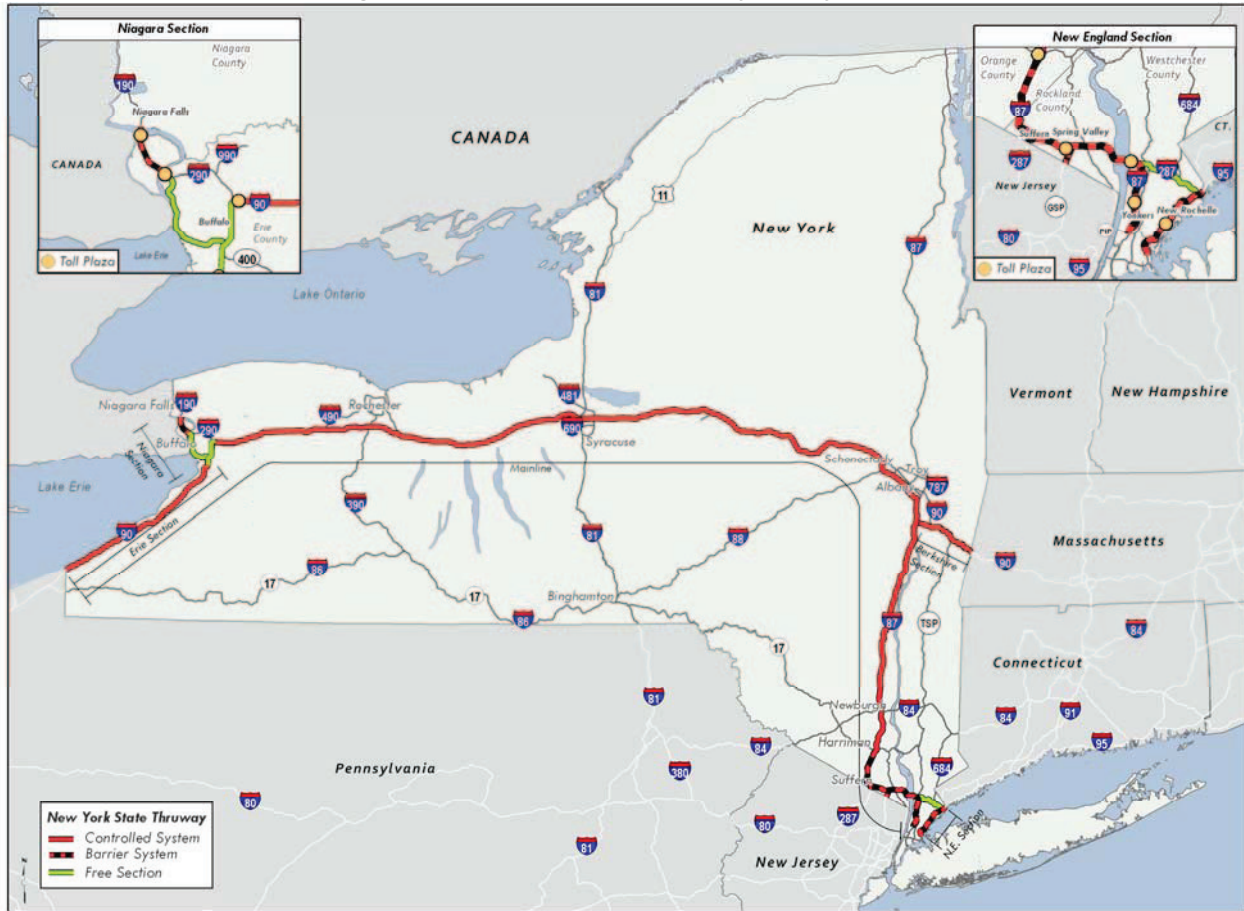
The Thruway is comprised of two types of toll systems – a controlled (ticket) system and a barrier system, as shown in Figure 1. The controlled system (approximately 481 miles) makes up the largest portion of the Thruway, running from Woodbury (in the southeast corner of the State) north along I-87 to Albany, then west on I-90 to Buffalo and south of Lake Erie to the Pennsylvania border. In addition to this main stretch of the controlled system, there is a small branch south and east of Albany providing a connection to the Massachusetts border and the I-90 Massachusetts Turnpike. The barrier systems - one located in the southeast corner of the State and the other located in the northwest corner of the State - are comprised of the new Governor Mario M. Cuomo Bridge (replacing the recently-closed Tappan Zee Bridge), Yonkers Barrier, New Rochelle Barrier, Spring Valley Barrier (where passenger cars only are toll-free), Harriman Barrier and the Grand Island Bridges.

¹ \$734.9 million in gross toll revenues minus \$26.6 million in commercial volume discounts

Under the existing policy, toll rates across the Thruway System are based on vehicle classification, related to the number of axles per vehicle and the height of the vehicle over the first two axles. On the controlled system, tolls are charged based on the actual distance traveled by the customer. Meanwhile, barrier toll plazas have a fixed toll rate for each vehicle class and payment type (e.g., Cash, *E-ZPass*, as well as Commuter and other *E-ZPass* Discounts). The Governor Mario M. Cuomo Bridge is currently the only Thruway facility operating with AETC; no cash is accepted at this location and all vehicles either pay by *E-ZPass* or are identified through their license plate and tolled by mail. Under the 2018 Approved Budget, AETC will begin at the Grand Island Bridges in the spring of 2018 and at the Harriman Barrier in the fall of 2018. In addition, with the recent announcement of full cashless tolling on the Thruway System by 2020, it has been assumed that the remaining barriers (New Rochelle, Spring Valley and Yonkers) will convert to AETC in late 2018 and the ticket controlled system will fully convert to AETC by the fall of 2020.

Portions of the roadways under the Thruway jurisdiction that are currently toll-free. These include a nine-mile section in the Buffalo area between the controlled sections; I-190 between Buffalo and Grand Island; I-90 between Albany (Interchange 24) and I-88 (Interchange 25A); and the Cross Westchester Expressway (I-287). In addition, there are stretches of roadway on the sections with fixed-toll barriers where short trips can be made without passing through a toll barrier.

Figure 1: New York State Thruway Toll Systems



B. Roadways

The 2,800 lane-mile Thruway roadway system was constructed between 1949 and 1960 and is one of the oldest components of the national Interstate Highway System. In addition to the Authority's mandate to operate and maintain the original components of the Thruway, the Authority was given responsibility for several other transportation facilities in the early 1990s:

- In 1991, the Cross-Westchester Expressway (I-287), which starts at I-87 near Tarrytown and travels east for 11 miles to the Thruway's New England Section (I-95) in Rye became the Authority's responsibility for maintenance and operational expenditures only. Capital improvements remain the responsibility of the New York State Department of Transportation (NYSDOT); and
- In 1991, via an agreement with NYSDOT, the Authority began to operate and maintain I-84, a 71-mile section of roadway that connects the Pennsylvania state line to the Connecticut state line. After November 2007, the agreement was amended and the Authority was fully reimbursed by NYSDOT for all operating and maintenance costs associated with I-84 from that point forward.

The operation and maintenance responsibility of I-84 was legislatively returned to NYSDOT as of October 11, 2010.

The Thruway System is currently over 570 total miles in length and has 134 interchanges. The various sections of the roadway currently maintained by the Authority are listed in Table 1.

Table 1: The Thruway System

Section	Controlled Section	Barrier Section	Length (miles)
The Mainline (New York City – Buffalo)	X	X	426
Erie Section (Buffalo – Pennsylvania Line)	X		70
Niagara Section I-90 (Buffalo – Niagara Falls)		X	21
Berkshire Section (Selkirk – Massachusetts Line)	X		24
New England Section (I-95) (Bronx – Connecticut Line)		X	15
Garden State Parkway Connection (Spring Valley – New Jersey)			3
Cross-Westchester Expressway (I-287) (Mainline I-87 in Tarrytown – I-95 in Rye)			11
Total			570

X= tolled section of the Thruway

Thruway pavements are typically nine inches of reinforced Portland cement concrete placed on 12 inches of granular sub-base. Shoulders are made up of treated granular material with asphaltic wearing surface. A large portion of the roadway’s base dates back to its original construction, highlighting the need for heavy maintenance, reconstruction and rehabilitation activities to retain the riding surface in a state of good repair.

The Authority has an established process under which it selects highway projects for its capital program, which relies strongly on information and analytical tools embodied within the Authority’s Asset Management Systems, and coordination with the Department of Maintenance and the Authority’s four geographic divisions. Projects are prioritized based on safety, riding surface condition, and the impact to asset useful life and capacity. This process has historically allowed the Authority to maintain good overall surface and riding conditions of its highway pavement.

C. Bridges

The Authority has maintenance and inspection responsibility for 809 bridges that carry Thruway traffic as well as local roads and State highways over the Thruway System. The structural characteristics of these bridges vary: about 15 percent are concrete structures, either pre-stressed girder, arch, rigid frame or box culverts. The remaining 85 percent of the bridges are steel structures with asphalt overlaid, reinforced concrete decks. As with the roadway, an overwhelming majority of the structures

date back to the original opening of the Thruway System in the 1950s and require continual and significant repair, rehabilitation and reconstruction investments to prevent deteriorating conditions.

The largest bridge on the Thruway System is the twin-span Governor Mario M. Cuomo Bridge over the Hudson River, currently under construction, which is located approximately 20 miles north of New York City and replaces the adjacent 61-year old Tappan Zee Bridge, now closed to traffic and being dismantled. Construction on the bridge project began in 2013. The north span was opened to northbound (westbound) traffic on August 26, 2017 and to southbound (eastbound) traffic on October 6, 2017. The south span is expected to be completed toward the end of 2018, at which point the southbound (eastbound) traffic will shift to that structure. The new bridge consists of multi steel girder/composite deck approach spans at each end with cable-stayed spans over the main Hudson River shipping channels. Each of the twin bridge spans is approximately three miles in total length, with chamfered towers supporting the cables. Upon completion of the south span, each span will each operate with four lanes of vehicle traffic per direction, with AETC on the south span, continuing to collect tolls from southbound traffic only. When completed, the north span will have a shared-use bike and pedestrian path. More details on the project can be found on the project website <http://www.newnybridge.com>.

In addition to the Governor Mario M. Cuomo Bridge, the Thruway System includes a number of other large and unique bridge structures: the Castleton-on-Hudson Bridge across the Hudson River on the Berkshire Section; the four Grand Island Bridges spanning branches of the Niagara River north of Buffalo; and the three bridges crossing Catskill, Kaaterskill, and Normanskill Creeks in the Catskill Region.

As with its highways, the Authority pursues a similar established process under which it selects bridge projects for rehabilitation or replacement. Potential bridge capital projects are identified by Authority field engineering staff and are vetted through the Authority's Asset Management Systems. This process has allowed the Authority to target bridge projects towards those that are critical to maintain safety and good structural conditions.

D. Service Areas and Buildings

The Authority currently owns 543 buildings of various types. These include large maintenance and administrative facilities as well as storage sheds, utility buildings, and other minor facilities. The buildings include:

- 164 section maintenance and storage buildings
- 63 salt sheds
- 74 toll and toll storage buildings
- 191 travel plaza buildings (including water and waste water buildings)
- 20 State Police barracks and storage buildings
- 31 radio shelter buildings

Note that this list does not include buildings that are being constructed to support the Governor Mario M. Cuomo Bridge.

The Authority's Administrative Headquarters is located just off Interchange 23 at 200 Southern Boulevard in Albany, overlooking the Thruway mainline and the Albany Division maintenance complex. This building has been the Authority's Headquarters since it was constructed in 1972.

The Thruway's maintenance responsibility is divided into four divisions, with each division having its own headquarters facility. These Division headquarters are located in Suffern, Albany, Syracuse, and Buffalo. The Division headquarters serve several functions that include housing the administrative staff for the maintenance program, as well as providing offices for State police and toll collection, traffic and customer service personnel.

Toll booth facilities and related buildings are an important part of the Authority's physical plant. The Thruway system contains 272 toll booths, all of which have the characteristics of individual buildings. Each has its own heating and lighting systems, windows and doors.

Service areas providing fuel, restaurants and other amenities for the 28 travel plazas owned by the Authority are operated through concessionaire agreements. The buildings, parking areas, and waste water treatment plants are maintained by Thruway staff. These travel plazas are located at intervals along the Thruway System, and are operated by three food service concessionaires: HMS Host Family Restaurants, Inc. (12 plazas), McDonald's Corporation (11 plazas) and Delaware North Companies Travel Hospitality Services, Inc. (4 plazas), and Taste NY (at the new Mohawk Valley Welcome Center which opened in June 2017). In addition, there are two fuel service operators, Dunne Manning (12 plazas) and Sunoco, Inc. (R&M) (15 plazas). The Authority collected \$14.8 million in concession payments from these vendors in 2016.

All food and fuel centers are open 24 hours daily, seven days a week and offer parking, fuel, public restrooms (including family assist restrooms equipped for persons with disabilities), ATMs, and free Wireless Internet Service. There is also a brand name food vendor at each travel plaza open to the public 24 hours a day, seven days a week. Furthermore, many travel plazas have seasonal farm markets, gift shops, fax machines, sell *E-ZPass* On-the-Go (retail *E-ZPass* transponders) and staff a number of Tourist Information Centers. The new Mohawk Valley Welcome Center showcases the rich heritage of New York State's historical past, a Walk of Fame highlighting influential individuals from the Mohawk Valley, an ADA compliant playground, covered porch overlooking the scenic Erie Canal, three electric vehicle charging stations, and pet comfort areas.

The Authority and its concessionaires continue to make various improvements at the travel plazas, including updating food concepts and the overall appearance of the interiors and exteriors of the buildings, gas station renovations, adding trucker's lounges and increased tractor trailer parking.

E. Safety, Incident Response and Traveler Information Systems

The Thruway Statewide Operations Center (TSOC), housed at the Authority's Administrative Headquarters in Albany, is the central location for the coordination of all traffic incident response, emergency management, and dissemination of traveler information along the entire Thruway. The TSOC operates 24 hours a day, seven days a week, 365 days a year. The Authority exchanges traffic and Intelligent Transportation Systems (ITS) data with NYSDOT through the Regional Traffic Operation

Centers, providing drivers with a view of traffic operations across the State so they may make more informed travel choices.

To increase the functionality of the TSOC, the Authority implemented an Advanced Traffic Management System to integrate and control all current and future ITS devices and systems. Such devices include 80 Permanent Variable Message Signs, 166 Closed Circuit Television cameras, 13 Highway Advisory Radio stations, 125 real-time vehicle detector sites, and 63 Portable Variable Message Signs. The Authority also offers an email alert service (TRANSalert) to its customers to inform them of major unscheduled incidents that may affect their travel plans and the Thruway website (www.thruway.ny.gov) offers a centralized location to access a multitude of traveler information. In addition, a new iPhone app was released in November 2017 with live traveler information, interactive feedback and a Thruway travel planner.

Finally, a troop of New York State Police (Troop T) is entirely dedicated to policing on the Thruway System. The principal mission for Troop T is to increase safety on the roadway and reduce fatal and personal injury auto accidents. They achieve this through enforcement and education. Through the years, Troop T has participated in traffic enforcement initiatives directed at drivers who engage in behavior known to cause fatalities or exacerbate the fatality rate: speed, failure to use seatbelts and drunk and/or drugged driving. However, the greatest proven method to reduce fatalities is the day-to-day visible enforcement of traffic laws by the patrol troopers on the highway.

Good overall highway conditions, traveler access to online and radio information services, good incident and weather response and the efforts of Troop T contributed to a very low accident fatality rate in 2016. The fatality rate on the Thruway is among the lowest in the nation at 0.16 fatalities per 100 million miles traveled. This compares to an index of 1.18 nationwide² and 0.88 for all of New York State³ in 2016.

F. Annual Routine Maintenance Activities

Over the years, the Authority has developed comprehensive plans for the maintenance of its facilities. Formal pavement and bridge management systems have been developed to address maintenance issues and provide input into the development of long-term infrastructure management programs. Routine maintenance activities are performed by Authority staff from 21 maintenance locations grouped into four divisions.

Additional specified routine maintenance activities are provided by the four division highway and bridge maintenance headquarters and by the Governor Mario M. Cuomo Bridge maintenance team. Responsibilities include snow and ice removal, pavement and bridge repair and maintenance, guiderail and safety work, responding to incidents and accident damage, and right-of-way maintenance. Additional specialized maintenance activities are provided by the four centralized division maintenance

² "USDOT Releases 2016 Fatal Traffic Crash Data." NHSTA Public Affairs, 6 Oct. 2017, www.nhtsa.gov/press-releases/usdot-releases-2016-fatal-traffic-crash-data.

³ "General Statistics." Insurance Institute for Highway Safety Highway Loss Data Institute, Nov. 2016, www.iihs.org/iihs/topics/t/general-statistics/fatalityfacts/state-by-state-overview.

crews and the Governor Mario M. Cuomo Bridge crews. Maintenance activities also include innovative preventative maintenance operations to preserve the highway system and minimize added capital improvement costs.

Environmental stewardship has become an important factor in ongoing maintenance decisions. Some examples of what is included in these types of enhancements by the Authority are the use of solar-powered ITS elements, the planting of living snow fencing, the use of beet juice as an additive to road salt to promote adhesion and snow melting, and the purchase of flex fuel vehicles. Additionally, in recent years the Authority installed five wind turbines along the Thruway section south of Lake Erie between Buffalo and the Pennsylvania border. The wind turbines are owned and operated by the Authority and reduce Thruway electricity costs in Western New York by approximately 30 percent.

In addition to the original mandate of the Authority to operate and maintain the controlled and barrier systems along the Thruway, the Authority was given responsibility over the Cross-Westchester Expressway (I-287) in 1991. This highway starts at I-87 near Tarrytown and travels east for 11 miles to the Thruway's New England Section (I-95) in Rye. In 1991, it became the Authority's responsibility for maintenance and operational expenditures only. Capital improvements have remained the responsibility of NYSDOT.

G. Physical Condition of the Thruway's Infrastructure

This section summarizes our Physical Inspection of the Thruway facilities in compliance with Section 619 of the General Revenue Bond Resolution, which requires a physical inspection by the Traffic Engineer once every three years. Jacobs had last performed a "drive-through" physical inspection of the entire Thruway system during the period of March 1, 2016 through March 11, 2016. While an inspection of this type is not intended to identify specific localized problems, it does provide an overview of the Thruway's physical condition. The effectiveness of the Thruway's maintenance and capital programs was evident during this inspection.

With some exceptions, the condition of the pavement and bridges was observed to be satisfactory or better. In locations where assets were less than satisfactory, construction or repair efforts were either underway or scheduled for the near term. The Authority has developed a comprehensive asset management program to strategically operate, maintain, and upgrade the bridge and highway network through its life cycle. Through the use of analytical techniques and mathematical models that take into account current conditions, traffic volumes, maintenance history, and location, the Authority determines how best to manage and maintain its assets in a state of good repair.

At the time of the physical inspection in March 2016, Jacobs conducted interviews with the leadership of each of the Thruway's four Division Engineers: New York Division, Albany Division, Syracuse Division, and Buffalo Division. Each interview explored the following topics:

- Current geographical limits of the Division;

- For major facilities, condition and issues concerning pavement, bridges, facilities and service areas, and other assets;
- Maintenance issues, practices, resources, and potential needs;
- Capital Improvements, including status of existing projects, planned or potential new projects, quality of support from the consultant community, and potential needs; and
- Organization / Asset Management, including any potential risks to the Division, any suggested changes or improvements in organization, and any other topics that the Division Engineers believe should be addressed.

Follow-up interviews were conducted by Jacobs in November and December 2017 to verify and update what we had learned from the previous interviews and inspection. The following sections contain the results of the drive-through inspection and updated interviews for each Division.

1. New York Division

The New York Division runs from the New York City line to New Paltz, MP 0 to MP 76. In addition to I-87, it includes I-95 to the Connecticut state line (the New England Section), the Cross-Westchester Expressway (I-287, for which the Thruway is responsible only for maintenance), and a three-mile connection from Spring Valley to the New Jersey state line (Garden State Parkway). Major bridges in the New York Division include the Tappan Zee Bridge (now closed to traffic) and the Governor Mario M. Cuomo Bridge which replaces it, and the Byram River Bridge in the New England Section. Toll facilities include the Tappan Zee Bridge Barrier, Yonkers Barrier, New Rochelle Barrier, Spring Valley Barrier, and Harriman Barrier. At the time of the drive-through inspection in March 2016, the bridges, barriers, and pavement in this Division were generally observed to be in satisfactory condition or better. Construction activity was observed at Exit 16 on the New England Thruway which continues today. The NY Division has several bridges that are reaching the end of their useful service life and will be rehabilitated.

Maintenance. The New York Division has more than 275 maintenance personnel - and the Division is currently in the process of adding more permanent maintenance staff for snow and ice removal - for its roadway, bridges, and facilities, including a group dedicated solely to the Tappan Zee Bridge / Governor Mario M. Cuomo Bridge. The Division's maintenance program is ongoing, and it follows guidelines and directives from the Authority's headquarters in Albany. The Division's maintenance fleet varies widely in age and undergoes a regular program of repair and replacement, with the recent addition of 10 trucks to enhance snow and ice removal. Ongoing maintenance activities including repair of guiderail and safety upgrades were observed during the drive-through.

Capital Program. The 2018-2022 Capital Program includes several pavement restoration projects within the NY Division. In addition, several bridges on or over the Thruway will be rehabilitated or replaced so that they are safe and accessible to the patrons. The New York Division has several notable pavement and bridge replacement projects, including pavement resurfacing north of Sloatsburg to south of Harriman (MP 38.7 – MP 43.5; \$11.3M); Major Deegan Expressway to Cross Westchester Expressway (MP 0.0 – MP 11.3, \$20.3M); North Avenue Bridge over I-95 Replacement (MP NE5.76, \$16.0M); and I-95 (New England Thruway) highway replacement from Port Chester to Connecticut State Line, replacement of the CWE Ramp (EB) over I-95 and Grace Street over I-95 Bridges, and rehabilitation of

four I-95 Bridges (MP NE14.1 – 15.0, \$37.5M). Additionally, the Division is currently making repairs (such as pavement replacement or pothole repair) on the 14-mile I-95 section.

Governor Mario M. Cuomo Bridge. Construction on the new, twin-span \$3.9 billion bridge just north of the existing Tappan Zee Bridge began in 2013 and is now nearing completion. See the section titled “The New NY Bridge Project / Governor Mario M. Cuomo Bridge” on page 27 for a description of the status of this project.

2. Albany Division

The Albany Division runs from MP 76 in New Paltz to MP 197.9 in Canajoharie. It also includes the 24-mile Berkshire Section (I-90), which connects the Thruway mainline to the Massachusetts Turnpike through rugged terrain, including several steep rock cuts. The Berkshire Section includes the largest bridge in the Albany Division: the Castleton-on-Hudson Bridge, a 1,500-ft cantilever truss bridge spanning the Hudson River. The \$100M capital project to add an additional travel lane in each direction between exits 23 and 24, completed in November, 2013, helped alleviate congestion in this heavily-traveled corridor. During the March 2016 inspection, the pavement and bridges in the Albany Division were generally observed to be in satisfactory condition or better, with the exception of pavement on the Berkshire section between the Canaan Toll Barrier and Massachusetts state line; this section was resurfaced with new pavement later in 2016.

Maintenance. The Albany Division has more than 200 personnel devoted to maintenance who plan and prioritize preventive maintenance activities such as repairing and sealing pavement, maintaining guiderails and safety elements, and repairing bridge bearings. The Division’s maintenance fleet varies widely in age and undergoes a regular program of repair and replacement. Ongoing maintenance activity also includes safety upgrades, rock removal, and maintenance of salt sheds and service areas. At the time of the inspection in March 2016, maintenance activity was observed at the Wemple Road Bridge over the Thruway around MP 138. There are no significant changes in maintenance plans for this Division to note as of late 2017.

Capital Program. The 2018-2022 Capital Program in the Albany Division of the Thruway includes several pavement resurfacing and bridge rehabilitation/replacement projects to preserve the condition of their assets. Notable capital projects include Castleton Bridge rehabilitation (MP BS1.08, \$20M); pavement resurfacing South of Coxsackie (MP 121.2) to south of Albany, including the New Baltimore Service Area (MP 121.2 – MP 141.9, \$16M), and rehabilitation of the Thruway bridge over the Wallkill River (MP 81.72, \$9.5M).

3. Syracuse Division

The Syracuse Division runs from MP 197.9 in Canajoharie to MP 350 (Rochester – Victor – I-490). As this section of the Thruway runs primarily through rural areas, the Syracuse Division includes eleven travel plazas that are strategically located every 30 to 40 miles along the Thruway, in each direction. The pavement and bridges in the Syracuse Division were generally observed to be in satisfactory condition or better.

Maintenance. The Syracuse Division has approximately 200 personnel devoted to maintenance who are heavily engaged in maintaining the roadways, 189 bridges, 11 travel plazas, and 8 wastewater treatment plants. Inventories are kept for facility maintenance and repair. Inventories are also kept for the Division's many bridges and culverts, all of which require regular maintenance. There are no significant changes in maintenance plans for this Division to note as of late 2017.

Capital Program. The 2018-2022 Capital Program in the Syracuse Division of the Thruway focuses on pavement restoration projects like pavement resurfacing between Geneva (Exit 42) and Canandaigua (Exit 44) (MP 327.5 – MP 347.1, \$26.2M); and bridge rehabilitation/replacement projects including replacement of eight Syracuse Division Thruway bridges (MP 219.91 – MP 262.01, \$11.7M). A major pavement replacement project from Electronics Parkway (Exit 37) to I-690 (Exit 39) (MP 284.1 - MP 289.3, \$55M) is planned to address subsurface drainage conditions and replace the original 9" thick concrete pavement with a thicker and stronger new concrete pavement. In addition, the Capital Program improvements include rehabilitation/replacement of wastewater treatment plants at the Junius Ponds, Iroquois, Chittenango, Port Byron, and Clifton Springs Service Areas in the Syracuse Division.

4. Buffalo Division

The Buffalo Division runs from MP 350 (Rochester – Victor – I-490) to the Pennsylvania state line (MP 496) and from MP 426.17 (Exit 53, I-190) to Niagara Falls (the Niagara Section). The Erie Section (MP 426.17 to the Pennsylvania state line) is rural and known for its many vineyards. This section also runs through land belonging to the Seneca Nation. The Niagara Section includes a mile-long viaduct (the viaduct deck was replaced in the mid-1990s) and four major bridges to Grand Island (two north bridges and two south). The Buffalo Division includes more bridges than any other section of the Thruway. Toll facilities include the entire Erie Section of the controlled system which runs between the Ripley and Lackawanna Barriers, the Williamsville Barrier at the end of the longer controlled system (which runs from Woodbury to Williamsville) and the Tonawanda and Niagara Barriers which toll the South and North Grand Island Bridges, respectively. The Lackawanna Barrier is one of the busiest toll barriers on the Thruway. A recent construction project that added a new lane from the I-290 eastbound on-ramp to the toll plaza and median alterations has assisted in alleviating congestion and improving traffic flow.

During the March 2016 inspection, the pavement and bridges in the Buffalo Division were generally observed to be in satisfactory condition or better. The substructures of the Grand Island Bridges had recently been rehabilitated and appeared to be in good condition. Over the past 20 years, approximately \$170M has been invested in maintaining and improving these bridges. Under the 2018-2022 Capital Program, the North Grand Island Bridges Northbound and Southbound are planned to have steel repairs and annual maintenance cleaning for steel preservation, and to undergo retrofit/repairs of roller bearings, and pins and hangers.

Maintenance. The Buffalo Division has approximately 260 personnel (and the Division has recently some additional 12 permanent maintenance staff) dedicated to maintenance for bridges and highway, facilities, and for ITS and other assets. The maintenance personnel are also responsible for safety upgrades. The median guiderail was recently added or replaced by the maintenance division to comply

with the new clear zone requirements. The Division's maintenance fleet includes 59 plow trucks, among other vehicles, which require a greater percentage of preventative maintenance as they age. Eighteen new trucks have been purchased to add to or replace the older fleet. As noted, the Thruway has a seasonal preventative maintenance program which prescribes preventative maintenance and annual maintenance plans. Additionally, much paving and minor construction have occurred on the facilities over the past year, enhancing the condition of this Thruway section.

Capital Program. The Buffalo Division's 2018-2022 Capital Program includes North Grand Island Bridge painting (MP N20.35 and MP N21.12, \$37.5M); repairs to North and South Grand Island Bridges (\$20M); pavement rehabilitation near Exit 58 – Silver Creek (MP 451.5 - MP 455.2; \$30M); pavement resurfacing from east of Williamsville Toll Barrier (MP 419.4) to west of Buffalo-Williams Street (Exit 52A, MP 425.9, \$12M); conversion to AETC at Grand Island Bridges (AETC would start in spring 2018); and a new Welcome Center on Grand Island anticipated to be open in fall 2018.

5. Opinion

The review of the Authority's maintenance and capital activities indicates a comprehensive program based on detailed inspections, evaluations, asset management, and a structured priority setting. The facilities have been maintained to high standards over the years with the result that the condition is generally good. In our opinion, the development and implementation of the Authority's 2018-2022 Capital Program, together with the ongoing heavy and regular maintenance programs should assure that the operational and structural integrity of these facilities will be maintained during the term of the Series L Bonds. We are also of the opinion that sufficient toll revenues can be generated to fund these programs.

III. Economic Backdrop and Outlook for the Future

Historically, Thruway traffic trends have been influenced by socio-economic conditions and correlations have been found between passenger car growth and Gross Domestic Product (GDP) growth, and between commercial vehicle growth and Industrial Production Index (IPI) growth.

Jacobs typically uses the consensus forecast from a group of financial institutions and economic forecasting firms as an input into its traffic growth forecasts for revenue estimation purposes. The most recent available consensus outlook of economists predicts continued economic growth with real national GDP increasing by 2.2 percent in 2017 and 2.4 percent in 2018, respectively, as compared to the historic 2015 and 2016 growth rates of 2.9 percent and 1.5 percent respectively per year. Our forecast also recognizes and takes into account the recent changes in gasoline prices. In the immediate aftermath of Category 4 Hurricanes Harvey and Irma which struck the U.S. within several weeks of each other in 2017, economic forecasts indicated a greater degree of uncertainty in the near term outlook.⁴ A

⁴ Blue Chip Economic Indicators: Top Analysts' Forecasts of the U.S. Economic Outlook for the Year Ahead, Wolters and Kluwer Law & Business, September 10, 2017

month later, however, forecasters indicate that Hurricanes Harvey and Irma are believed to have depressed third quarter growth, but that the negative effects appear to have been smaller and shorter lived than initially feared by many.⁵

Any forecast of toll traffic and revenues will, of necessity, recognize the significant variations that can and do occur in the national, regional and local economies and population changes within the Thruway corridors. With this in mind, Jacobs performed a detailed analysis of the historical economic trends seen over the last few decades, particularly as they relate to the economic influences that occurred and how traffic on the Authority's facilities reacted to those trends.

A. Recent Macroeconomic Trends

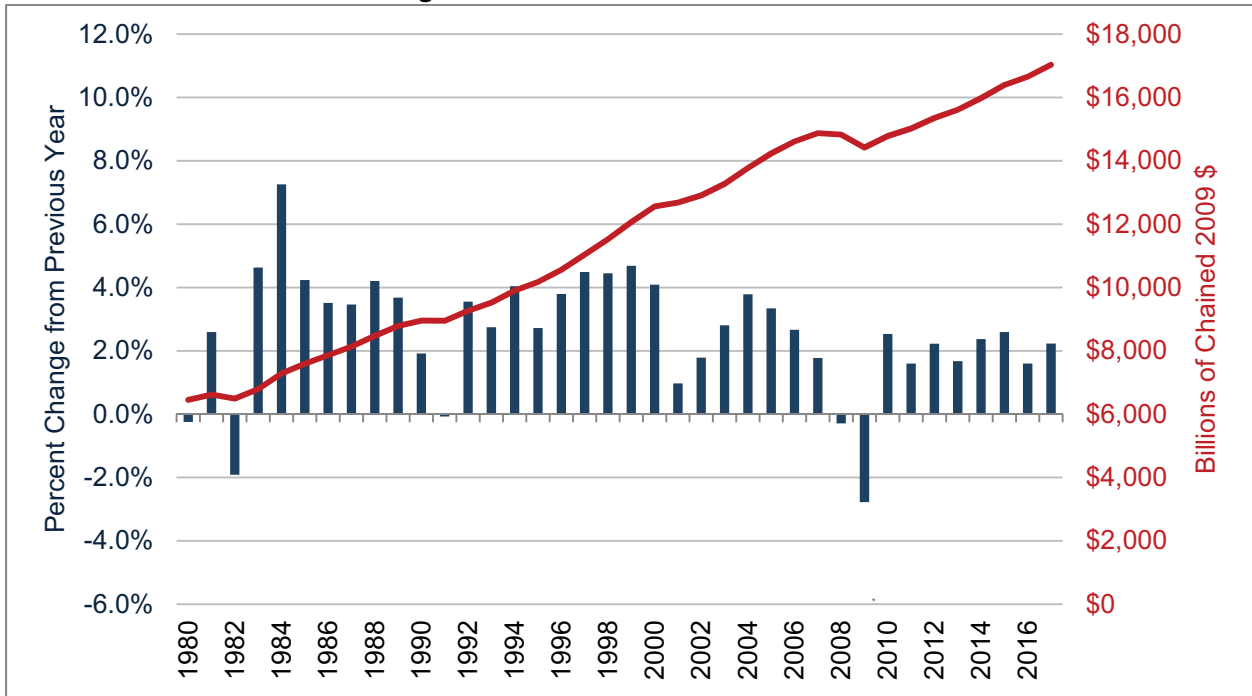
Figure 2 shows the real GDP from 1980 through the first quarter of 2017. From 2000 through 2016, real GDP in the United States increased at an average annual rate of 1.8 percent. This period included the 2001 recession and the recession that began in late 2007 and ended in June 2009. This most recent recession, which some economists termed the “Great Recession”, was far more severe than originally predicted and significantly deeper and longer than previous recessions. In 2008, real GDP decreased by 0.3 percent, and in 2009 the recession reached its apex, with real GDP decreasing by 2.8 percent. Since 2009, the U.S. economy has recovered and shown consistent growth. Real GDP increased on an annual basis by between 1.6 and 2.5 percent in the years 2010 to 2016, then increased at an annual rate of 3.1 percent in the second quarter of 2017 according to the most recent available data.⁶ The second quarter 2017 real GDP was estimated at \$17.03 trillion.⁷ Note that gray shaded areas on the figures in this section of the report represent U.S. recessions as determined by the National Bureau of Economic Research. Recessions are technically defined as two consecutive calendar quarters of negative GDP growth.

⁵ Blue Chip Economic Indicators: Top Analysts’ Forecasts of the U.S. Economic Outlook for the Year Ahead, Wolters and Kluwer Law & Business, October 10, 2017

⁶ Bureau of Economic Analysis, News Release 17-51: [Gross Domestic Product](#), September 28, 2017.

⁷ Bureau of Economic Analysis, Current Dollar and Real GDP (Excel files), September 28, 2017.

Figure 2: Real Gross Domestic Product

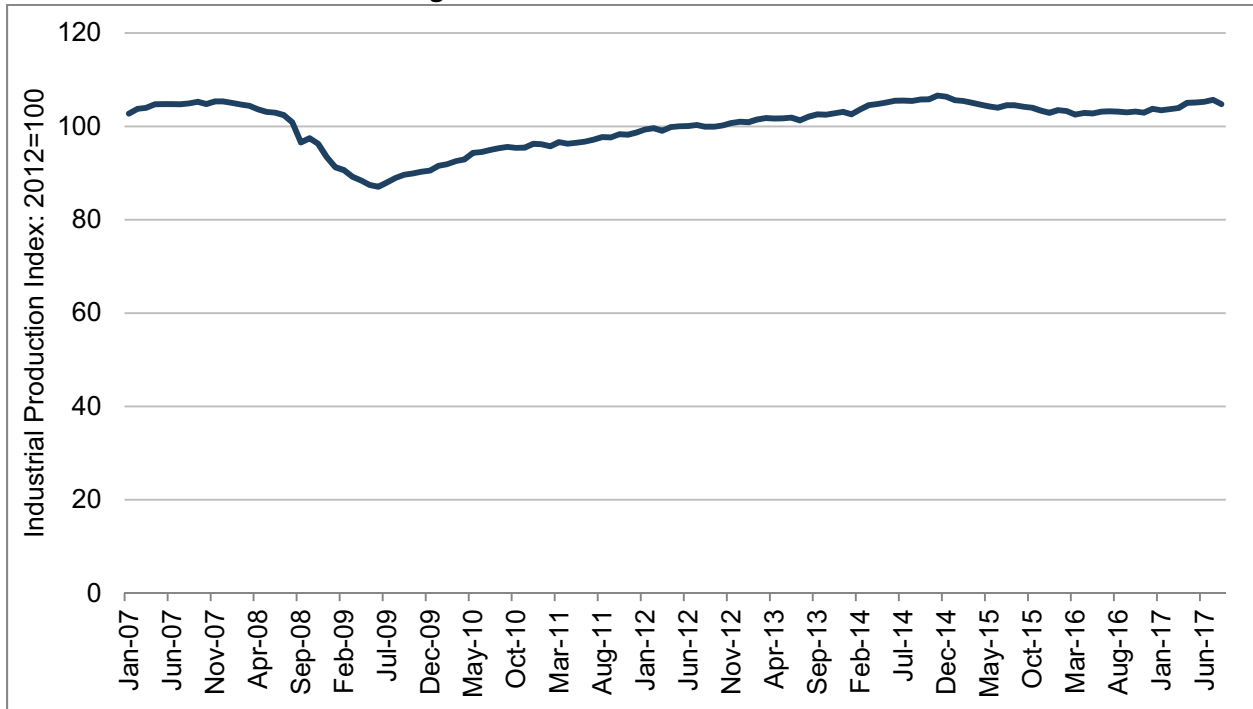


Source: U.S. Bureau of Economic Analysis (BEA) 2017 data are through 9-28-17

The Industrial Production Index (IPI) is a measure of real output published by the Board of Governors of the Federal Reserve System. The index is measured as a percentage of real output of a given base year, in this case 2012. Jacobs has been tracking traffic volumes on the Thruway and other toll facilities throughout the northeast for about a decade, and has found that growth in commercial traffic generally correlates to growth in IPI.

As shown in Figure 3, the IPI hit its most recent trough in June 2009, the last month of the 2007 to 2009 recession. Since that time, it has generally been on an upward trajectory, increasing by a total of 20.3 percent from June 2009 through August 2017.

Figure 3: Industrial Production Index



Source: Board of Governors of the Federal Reserve System

B. Long-Term Structural Trends

The accumulation of the trends of productivity improvements and aging of the general population has until recently had a negative impact on traffic growth across the United States. Similar to other toll facilities, especially in the northeast, the Thruway itself has experienced these impacts.

The 2007-2009 recession coincided with a number of long-term structural trends in the United States and internationally that encumbered economic growth and job creation. First, there were significant productivity improvements in the form of advances in information technology, computing power, transportation, and communications which encouraged the transfer of manufacturing facilities and jobs to areas with higher unemployment and lower wages. This shift altered the engine for economic growth in the United States, from goods-producing industries to service-producing and information technology related industries. In 2015, according to the U.S. Bureau of Economic Analysis (BEA), private goods-producing industries contributed 27.2 percent to GDP while private service-producing industries and private information-communications-technology-producing industries contributed 66.6 percent and 6.2 percent, respectively.⁸ The technology boom of the 1990s and the subsequent decline in the early 2000s intensified these trends, encouraged the expansion of inexpensive communications technologies, and further flattened wage costs internationally that led to significant outsourcing of jobs to foreign

⁸ Bureau of Economic Analysis, Gross Output by Industry, Release Date: April 21, 2017 as accessed at <https://www.bea.gov/iTable/iTable.cfm?ReqID=51&step=1#reqid=51&step=51&isuri=1&5114=a&5102=15>

countries. The accumulation of these trends had a negative impact on traffic growth in the United States.

Second, the U.S population is becoming older with the median age increasing from 29.5 in 1960 to 37.9 in 2016.⁹ The aging of the population has been one of the major factors contributing to slower traffic growth, as older age groups tend to travel less and spend less on transportation. Historical trends and population forecasts indicate that the U.S median age will likely continue to increase in the next 20 years.

Jacobs has taken into consideration these long-term structural changes in nationwide traffic trends in the development of our Thruway toll traffic and revenue forecasts.

C. Short-Term Economic Forecast

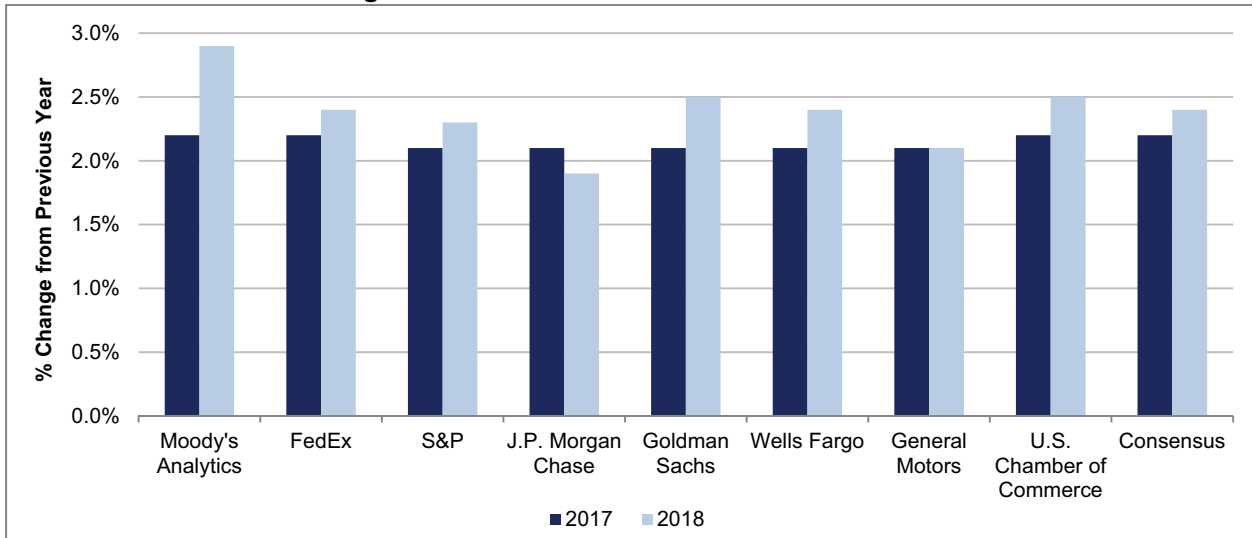
1. Gross Domestic Product

The consensus outlook of economists predicts continued modest economic growth with real GDP increasing by 2.2 percent in 2017 and by 2.4 percent in 2018.¹⁰ It is important to note that the spread of the most recent 2017 forecasts (50+ observations) is relatively small, ranging from 2.1 percent to 2.3 percent. In comparison, the consensus forecast for real GDP growth in 2018 is higher, at 2.4 percent, and with a slightly wider range—1.9 percent to 3.0 percent. As a result, there is still quite a bit of uncertainty about the extent of the nation’s economic growth in the coming years, as shown in Figure 4. This forecast fits with our current base case forecast for Thruway traffic and toll revenues that are contained herein.

⁹ Median age of the resident population of the United States from 1960 to 2016, The Statistics Portal, as accessed on September 21, 2017 at <https://www.statista.com/statistics/241494/median-age-of-the-us-population/>

¹⁰ Blue Chip Economic Indicators: Top Analysts’ Forecasts of the U.S. Economic Outlook for the Year Ahead, Wolters and Kluwer Law & Business, October 10, 2017

Figure 4: Real GDP Forecasts for 2017 and 2018



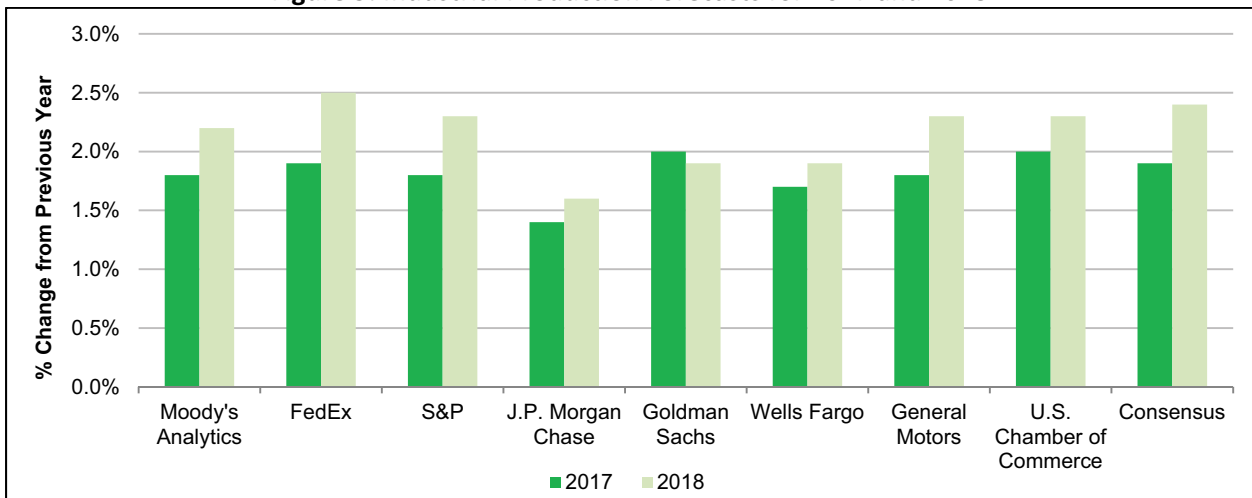
Source: October 10, 2017 Blue Chip Economic Indicators

2. Industrial Production

Changes in U.S. industrial production have historically moved in tandem with GDP, albeit with steeper decreases during recessions and larger increases during recovery periods. Based on forecasts developed by financial institutions and industry analysts, the IPI is forecast to increase by an average of 1.9 percent in 2017 and 2.4 percent in 2018, as shown in Figure 5.

We expect that future growth in the shipment of goods across the nation's highways will be tempered, resulting in a more modest rate of growth in commercial traffic on the Thruway's facilities than what was experienced in the past. This trend is also seen on other toll facilities in the northeast and is built into our traffic and revenue estimates for the Thruway.

Figure 5: Industrial Production Forecasts for 2017 and 2018



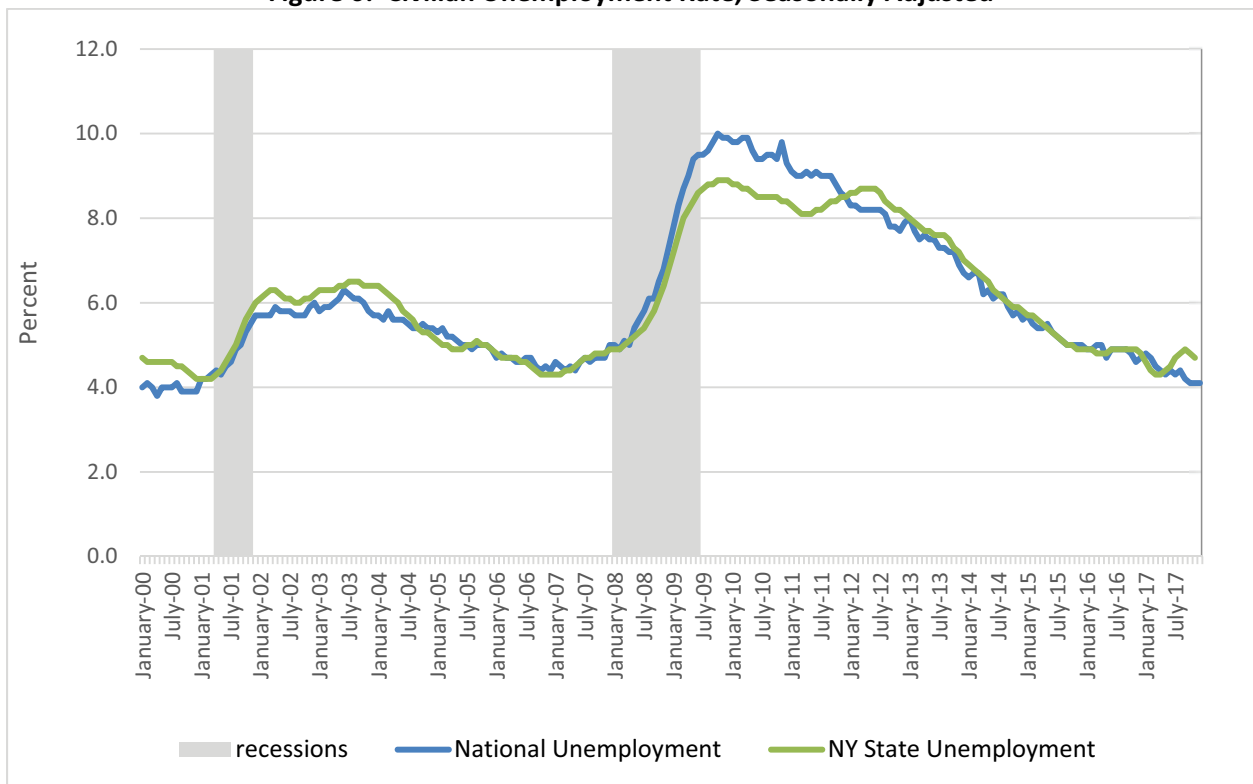
Source: October 10, 2017 Blue Chip Economic Indicators

3. Employment

The 2007-2009 recession had a more severe impact on employment than other recessions in recent history. As shown in Figure 6, during the worst of the recession in October 2009, the national civilian unemployment rate rose to 10.0 percent and the New York State unemployment rate rose to 8.9 percent. This decrease in employment had a negative impact on traffic growth on Thruway facilities as well as other toll facilities nationwide.

Since the height of the last recession, however, the national and New York State unemployment rates have decreased at a relatively steady pace. While some of the reduction can be attributed to a decrease in the workforce participation rate, employers have been hiring new employees to meet an increase in demand for their goods and services. As of December 2017, the national unemployment rate was down to 4.1 percent. New York State unemployment reached a recent low of 4.3 percent in March and April 2017, but increased to 4.9 percent in September 2017. Since then, there has been a slight reduction in New York State unemployment to 4.7 percent in November 2017.

Figure 6: Civilian Unemployment Rate, Seasonally Adjusted



Source: U.S. Bureau of Labor Statistics, January 5, 2018

Forecasts of employment tend to differ, depending on varying assumptions of the impact of long-term structural trends that have been mentioned herein, such as advances in information technology, outsourcing, and an aging population. The U.S. Congressional Budget Office has forecasted that the natural rate of unemployment will gradually rise again to 5.0 percent by 2021.¹¹ However, other institutions and economic analysts are predicting higher levels of unemployment in the U.S., with some forecasters projecting a 6 percent unemployment rate by 2020.¹²

4. National Trends in Vehicle Miles Traveled (VMT) and Gas Prices

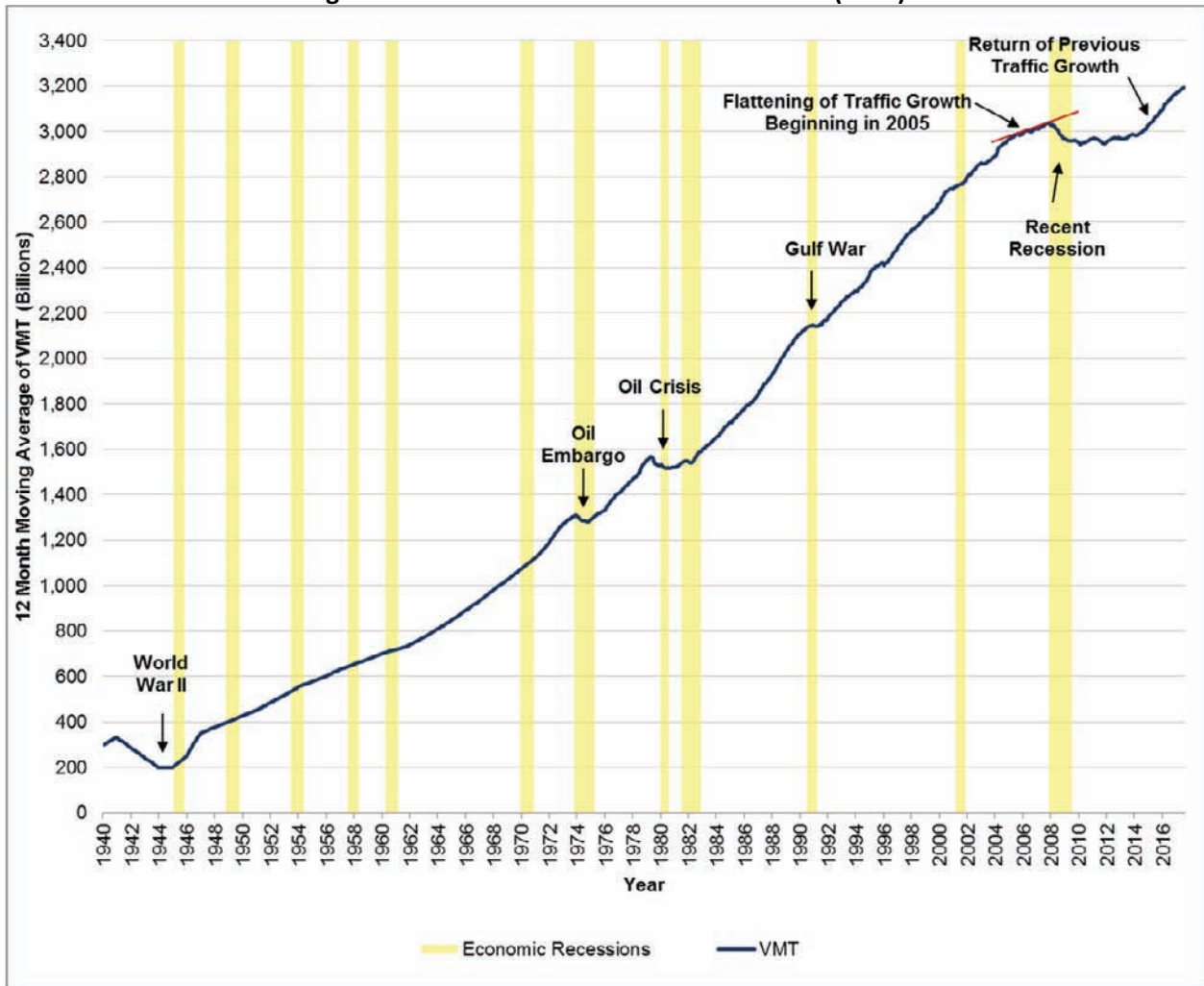
Figure 7 depicts the 12-month moving average of national travel mileage on all U.S. highways, from 1940 through mid-2017. As seen in this figure, there were temporary reductions in vehicle-miles traveled (VMT) during World War II, oil crises, and economic recessions. Despite these temporary “dips”, the VMT continued to grow rapidly over the years. It shows that, in recent years, with the exception of short, flat periods during the 1991 and 2001 recessions (each less than one year), VMT grew at a steady pace through about 2005.

Then, between 2005 and 2007, the United States experienced a historic flattening in the growth of nationwide VMT. This was followed by a significant reduction in VMT during the 2007-2009 recession. A reduction in VMT means less revenue – in the form of gas tax or tolls – for funding transportation operating, maintenance and capital expenses. It is therefore encouraging for providers of transportation infrastructure and related services to see VMT growth return to more historic trends, as it has since 2014. While VMT was generally flat from the end of the recession until the beginning of 2014, after that point it began to grow at pre-recessionary rates. Increased economic growth and a reduction in real retail gas prices have undoubtedly influenced this trend. It remains to be seen whether this resumption in growth will continue into the future or stall once again.

¹¹ “The Budget and Economic Outlook: 2017 to 2027”, Congressional Budget Office Report, March 2017. It should be noted that the report includes the following caveat: “CBO’s budget and economic projections are predicated on the assumption that current laws generally remain in place. Budgetary and economic outcomes are difficult to project, however, and thus rather uncertain—even if there are no changes to the laws that govern federal taxes and spending.”

¹² [Trading Economics, United States Unemployment Rate Forecast 2017-2020, as accessed October 10, 2017 at https://tradingeconomics.com/united-states/forecast](https://tradingeconomics.com/united-states/forecast)

Figure 7: U.S. Annual Vehicle Miles Traveled (VMT)



Source: Federal Highway Administration (FHWA)

The Federal Highway Administration prepares long term (20 and 30 year) forecasts of VMT each May for three different economic outlooks- baseline, low economic growth, and high economic growth. Results from the most recent forecast are shown in Table 2.¹³ Interestingly, growth in vehicle mileage for single unit and combination trucks is forecast to be at a higher rate than light duty vehicles.

¹³ "FHWA Forecasts of Vehicle Miles Traveled (VMT): Spring 2017," Office of Highway Policy Information, May 4, 2017

Table 2: FHWA Projected Growth in Vehicle Miles Traveled (VMT)

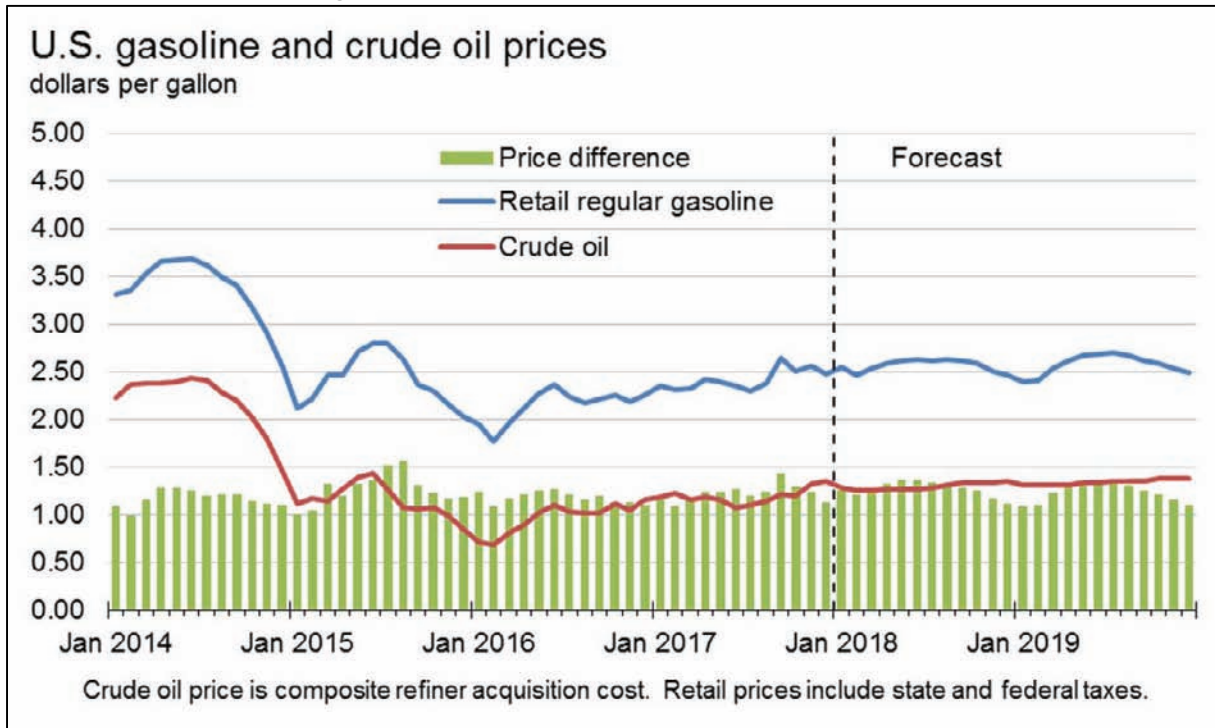
Vehicle Class	Compound Annual Growth Rates					
	Low Economic Growth Outlook		Baseline Economic Growth Outlook		High Economic Growth Outlook	
	2015 – 2035 (20 Year)	2015 - 2045 (30 Year)	2015 – 2035 (20 Year)	2015 – 2045 (30 Year)	2015 - 2035 (20 Year)	2015 - 2045 (30 Year)
Light-Duty Vehicles	0.89%	0.61%	1.01%	0.71%	1.12%	0.78%
Single-Unit Trucks	1.43%	1.24%	1.72%	1.50%	1.98%	1.77%
Combination Trucks	1.04%	1.05%	1.46%	1.45%	1.74%	1.79%
TOTAL	0.92%	0.66%	1.07%	0.78%	1.19%	0.89%

Source: Office of Highway Policy Information U.S. Department of Transportation, Federal Highway Administration, May 4, 2017

The U.S. Energy Information Administration (EIA) predicts that retail gasoline and crude oil prices will remain low by recent standards, as shown in Figure 8. The EIA forecasts that average retail gasoline prices will range between \$2.40 and \$2.69 over the next 24 months. Relatively low prices in the future may help support higher rates of vehicular travel among the public, allowing the number of vehicle miles traveled in the United States to continue to grow.

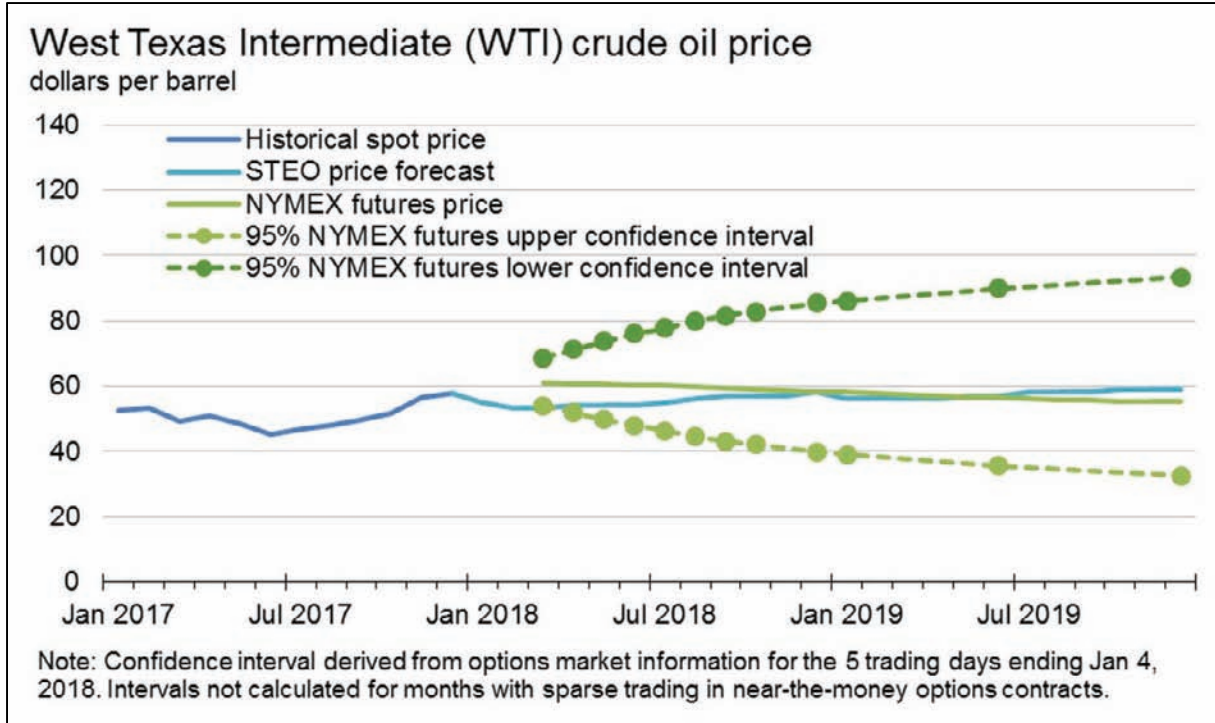
There is a great deal of uncertainty in the forecast of future energy prices. As shown in Figure 8, retail gasoline prices tend to move in tandem with the price of crude oil. While EIA predicts that crude oil prices will remain low, there is of course a chance that prices could be much higher in the future. Figure 9 shows EIA’s projection of crude oil prices through 2019.

Figure 8: Retail Gasoline Prices and Crude Oil Prices



Source: U.S. Energy Information Administration, Short-Term Energy Outlook, January 9, 2018

Figure 9: West Texas Intermediate Crude Oil Prices



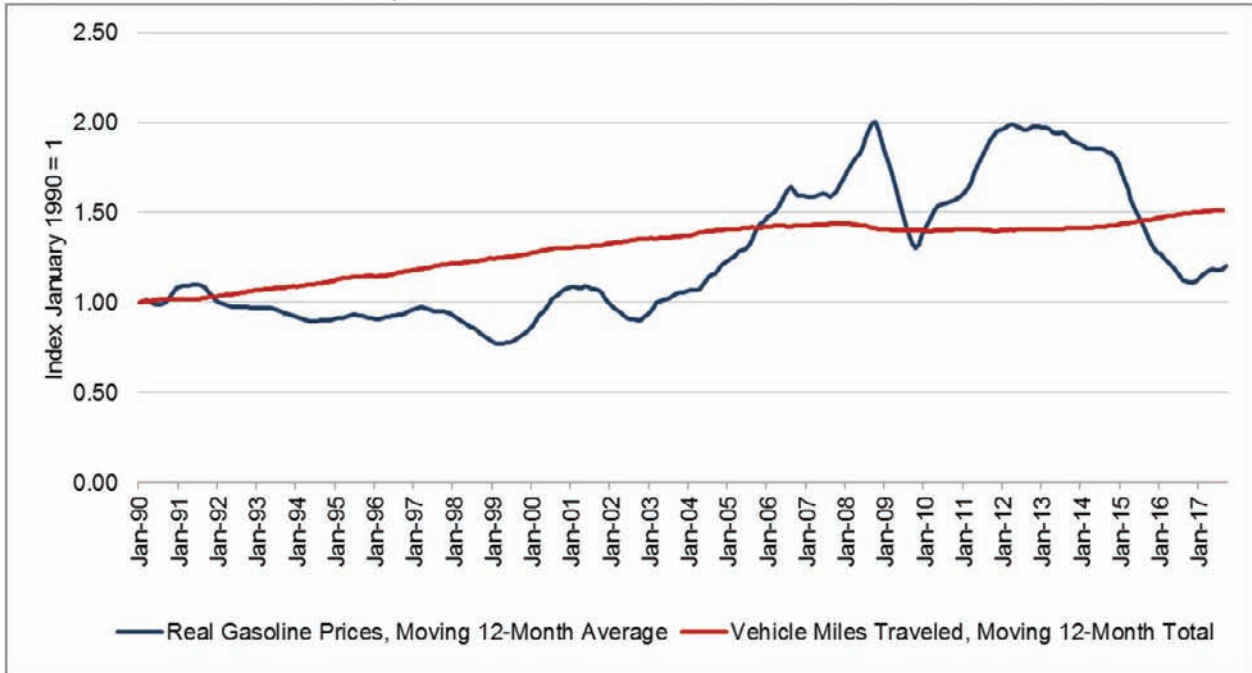
Source: U.S. Energy Information Administration, Short-Term Energy Outlook, January 9, 2018, and CME Group

To understand the potential impact of future gas prices on traffic we can look at historical reactions. Figure 10 presents historical VMT across the United States as compared to real retail gasoline prices from 1990 through today. Both the VMT and real gas prices represent a 12-month moving average to remove any seasonality factors; all data are indexed to the 12 months ending January 1990. While the Great Recession began at the end of 2007, there was still a flattening, then decline, in VMT that started several years before. This may be partially attributed to rising gas prices. The continuation of the decline, post-fall 2008, would be more attributable to the economic meltdown, as gas prices dropped significantly by early 2009. Gas prices then increased throughout the rest of 2009 and 2010, peaking in the spring of 2011 with little change in VMT. However, between the summer of 2014 and winter of 2016 there was a precipitous drop in gas prices which coincided with a steep increase in VMT. The VMT growth trend has continued through 2017 to date.

This data shows that it is difficult to pinpoint the elasticity of travel as it relates to gas prices; however, very large gas price changes in the past have generally resulted in a change in driving behavior. As cars become more and more fuel-efficient and/or use alternative fuels, the price of gas is expected to have less of an impact on travel in the future. Data from the University of Michigan on monthly sales of new passenger cars and light trucks indicates that fuel efficiency of these new vehicles increased more than 22 percent from 2008 to 2014, then remained steady through about mid-2017 as vehicle prices dropped, and has since increased slightly¹⁴. The federal program to curb greenhouse gases by requiring vehicle fleet average fuel economy of more than 50 mpg for light vehicles by 2025, if maintained, will likely continue to increase fuel efficiency in the coming years.

¹⁴ Monthly Monitoring of Vehicle Fuel Economy and Emissions, University of Michigan Transportation Research Institute, September 2017

Figure 10: National VMT vs. Real Gas Prices



Source: U.S. Department of Energy, Energy Information Administration and U.S. Department of Transportation, Federal Highway Administration

IV. Capital Program

In order to better understand the Authority's current and future financial condition, consideration must be given to the size, complexity and capital needs of its highway and bridge infrastructure. The Authority's Thruway System is extensive and aging and requires considerable investments to remain reliable. This section summarizes the Authority's 2018-2022 Capital Program, the infrastructure investments and program changes that are to be made therein, and the impact that these investments will likely have on facility condition ratings. Table 3 and Table 4 on page 30 summarize the actual annual capital expenditures from 2007 through 2016, unaudited actual 2017 expenditures, and planned expenditures through 2022. These are followed by Table 5 and Table 6 starting on page 32 which provide detail on the funding sources for the recent capital program and projections for future capital programs.

A. 2018-2022 Capital Program Details

The Authority's proposed 2018-2022 Capital Program will provide about \$2.54 billion for Thruway Authority capital projects. This includes about \$801 million for the remaining elements of the New NY Bridge Project. The Capital Program includes reconstruction and rehabilitation of roadway, bridges, facilities, equipment and support systems. From 2018 through 2022, the Authority believes that the planned investments made in this program will preserve overall highway and bridge conditions in the

“good” category, allowing for the continued reliability of the Thruway system and to accomplish the substantial completion of the New NY Bridge Project by 2018.

The New NY Bridge Project / Governor Mario M. Cuomo Bridge is discussed in Section B. Other major Thruway projects included in the 2018-2022 five-year program include:

- East of Silver Creek (MP 451.5) to Silver Creek (Exit 58, MP 455.2): Pavement Rehabilitation (2018 letting)
- North Grand Island Southbound and Northbound Bridges: Painting (2018 letting)
- I-95 (New England Thruway), Highway Replacement from Port Chester (MP NE14.1) to Connecticut State Line (MP NE15.0), Replacement of the CWE Ramp (EB) over I-95 and Grace Street over I-95 Bridges and Rehabilitation of Four I-95 Bridges (2018 letting)
- I-95 (New England Thruway): Pavement Rehabilitation/Replacement, Bridge Maintenance Cleaning for Steel Preservation, and Railroad Span Rehabilitation (2019-2021 lettings)
- Electronics Parkway (Exit 37, MP 284.1) to I-690 (Exit 39, MP 289.3): Pavement Replacement and Replacement of Ramp Bridge over Thruway (2020 letting)
- Geneva (Exit 42) to Canandaigua (Exit 44) (MP 327.5 – MP 347.1): pavement resurfacing (2018 letting)
- Castleton Bridge: Rehabilitation (2020 letting)
- Major Deegan Expressway (MP 0.0) to Cross Westchester Expressway (Exit 8, MP 11.3): Pavement Resurfacing (2021 letting)
- I-287/Route 17S (Exit 15, MP 29.4) to north of Suffern (MP 38.7): Pavement Resurfacing (2021 letting)
- South of Coxsackie (MP 121.2) to south of Albany (MP 141.9): Pavement Resurfacing, including New Baltimore Service Area (MP 127.0) (2021 letting)

The Authority adopts its 5-year Capital Program on a rolling 5-year basis, amending it each year to include the next year. As the Authority progresses through the 2018-2022 Capital Program, it will continue to modernize and enhance its asset management and capital program management systems to ensure that changes to the program maintain the proper project mix, maximize investment value, and maintain good condition ratings as the economy and pricing environments change.

B. The New NY Bridge Project / Governor Mario M. Cuomo Bridge

The Authority is nearing completion of a massive transportation project in 2019: the replacement of the Tappan Zee Bridge with the new Governor Mario M. Cuomo Bridge. In December 2012, the Authority selected Tappan Zee Constructors (TZC) as the winning team for the project with a bid of \$3.142 billion. The major TZC team members include Fluor Enterprises, Inc.; Granite Construction Northeast, Inc.; American Bridge Company and Traylor Brothers, Inc. TZC members both individually and together as a

team have a proven track record of successfully delivering complex, high profile mega projects. Construction on the new bridge began in 2013.

The major features and design elements for the Governor Mario M. Cuomo Bridge consist of: twin bridge spans approximately three miles in total length with a 100-year design life; multi steel girder/composite deck approach spans at each end, with cable-stayed spans over the main Hudson River shipping channels and chamfered towers supporting the cables; four lanes of vehicle traffic per direction when completed, with AETC on the south span, continuing to collect tolls from southbound traffic only; bus rapid transit lanes; and a shared-use bike and pedestrian path with viewing areas on the north span.

AETC began on the Tappan Zee Bridge on April 23, 2016, and continues today on the Governor Mario M. Cuomo Bridge. Implementing this tolling technology has offered motorists many advantages, including reduced travel times, enhanced safety and improved traffic flow, and provides environmental benefits by limiting idling and reducing delays, as vehicles no longer have to stop at a toll plaza. AETC utilizes overhead gantries with readers to detect *E-ZPass* transponders and cameras to read license plates of non-*E-ZPass* customers who are later billed by mail. The implementation of AETC ensured uninterrupted toll collection during construction and through the completion of the Governor Mario M. Cuomo Bridge.

The north span of the new Governor Mario M. Cuomo Bridge opened in late August, 2017, at which point all northbound/westbound traffic was moved off of the old Tappan Zee Bridge and onto the new span. Southbound/eastbound traffic was temporarily moved to the north span in early October, 2017. The south span of the new bridge will open toward the end of 2018, at which point the southbound/eastbound traffic will move to this span. The old Tappan Zee Bridge is now closed to traffic and initial demolition activities have begun; demolition of the Tappan Zee Bridge will be completed after both spans of the Governor Mario M. Cuomo Bridge are open to traffic. During the entire construction period, tolls have been and will continue to be collected. The new bridge has a larger deck capacity than the old Tappan Zee Bridge, so full traffic-carrying capacity has been assured.

The total budget for the New NY Bridge Project is nearly \$4.0 billion, financed through (i) toll revenue bonds constituting Junior Indebtedness Obligations (including those securing the Authority payment obligations under the \$1.6 billion TIFIA Loan), as well as with (ii) pay-as-you-go funding, and (iii) proceeds of NYS Infrastructure Grant Contributions. As of December 2017, the project cost paid out to TZC is \$3.038 billion or 94.5 percent of the \$3.215 billion contract value. Remaining elements of the project include the continued demolition of the old bridge, completion of the permanent connecting ramps and roadways to the new bridge, and the construction of a bicycle/pedestrian pathway with viewing areas.

Figure 11 is a photograph depicting the status of the bridge project as of early October, 2017, before southbound traffic on the Tappan Zee Bridge (left) was moved to the north span of the Governor Mario M. Cuomo Bridge (right). Construction on the south span of the Governor Mario M. Cuomo Bridge (center) is expected to be completed toward the end of 2018.

Figure 11: New NY Bridge Project



Source: <http://www.newnybridge.com>

Additional information on the project can be found at: <http://www.newnybridge.com>.

C. Historical and Planned Capital Expenditures

Given the age of the Thruway System and the high percentage of its infrastructure that dates back to original construction, significant capital investments have been necessary to complement maintenance activities for the system to remain reliable and in a state of good repair.

Actual capital expenditures for 2007 through 2016 are shown in Table 3. Table 4 presents the unaudited actual 2017 and 2018-2022 planned expenditures including the additional estimated \$305.4M in capital expenditures necessary for system-wide AETC conversion. With these planned capital expenditures, the Authority can continue to provide good service to its customers, meet the demands of future traffic growth, and ensure that the system is not adversely affected by deteriorating bridge and pavement conditions.

**Table 3: Actual Capital Expenditures, 2007-2016
(millions)**

Year	Thruway Highway and Bridges Capital Expenditures	Equipment Replacement and Other Facility Capital Needs	Canal System and Other Authority Projects ⁽¹⁾	Subtotal Capital Program Expenditures	New NY Bridge Project Capital Costs	Total Capital Program Expenditures
2007	\$267.3	\$59.0	\$44.2	\$370.5		\$370.5
2008	288.7	36.2	30.3	355.2		355.2
2009	259.6	35.4	26.1	321.1		321.1
2010	311.0	39.9	26.8	377.7		377.7
2011	367.6	49.5	27.4	444.5		444.5
2012	322.4	22.9	45.7	390.9		390.9
2013	183.7	30.7	37.5	251.9	\$613.4	865.3
2014	170.7	33.7	76.7	281.0	594.2	875.3
2015	251.3	35.2	48.8	335.3	702.0	1,037.3
2016	200.1	36.5	30.3	266.9	790.7	1,057.7

Note: Numbers may not add due to rounding.

⁽¹⁾ These costs were payable only after Thruway operating and maintenance and debt service costs, and, as noted herein, jurisdiction for the Canal System was transferred to the NYPA effective January 2017.

**Table 4: Unaudited 2017 and Projected 2018-2022 Total Capital Expenditures
(millions)**

Year	Thruway Highway and Bridges Capital Expenditures	Equipment Replacement and Other Facility Capital Needs	Subtotal Capital Program Expenditures	New NY Bridge Project Capital Costs	Subtotal Capital Program Expenditures (2018 Budget)	System-wide AETC Projects (preliminary estimate) ⁽¹⁾	Revised Total Capital Expenditures with System-wide AETC
2017 ⁽²⁾	\$185.3	\$44.3	\$229.5	\$479.1	708.6	\$0.0	\$708.6
2018	286.0	118.7	404.7	458.7	863.4	23.8	\$887.2
2019	285.1	65.3	350.4	342.8	693.2	168.0	\$861.2
2020	284.9	54.7	339.6	0.0	339.6	113.6	\$453.2
2021	249.4	43.5	292.9	0.0	292.9	0.0	\$292.9
2022	353.9	40.9	394.8	0.0	394.8	0.0	\$394.8
Total 2017-2022	\$1,644.6	\$367.4	\$2,011.9	\$1,280.6	\$3,292.5	\$305.4	\$3,597.9

Note: Numbers may not add due to rounding.

⁽¹⁾ Preliminary estimate of additional AETC project costs subject to approval by the Authority Board.

⁽²⁾ Unaudited actual capital expenditures

Table 5 and Table 6 summarize actual funding sources for the previous Capital Programs and planned funding sources for the 2018-2022 Capital Program. Federal aid allocated by the NYSDOT to the Authority declined from \$30.9 million in 2007 to \$0 in 2011, predominately the result of an agreement with NYSDOT expiring in 2005 which had previously authorized aid to the Authority to support its capital and operational needs. This declining federal aid plus relatively low toll revenue growth led to a reduction in the level of pay-as-you-go financing for the 2005-2011 Capital Program. An additional \$100 million of federal aid was allocated to the Authority's Capital Program in 2012-2016. In 2012, there was an increase of other funding sources for the Capital Program, including some Canal storm-related repairs reimbursed by FEMA and to account for NYSDOT and MTA shares of the pre-design/environmental costs of the New NY Bridge Project. At this time no additional federal authorizations are assumed for the 2018-2022 Capital Program.

The Authority issued its Series 2013A Junior Indebtedness Obligations on December 18, 2013 in the principal amount of \$1.6 billion to finance New NY Bridge Project capital costs. The Authority entered into a TIFIA Loan Agreement on December 19, 2013 with the United States Department of Transportation authorizing a loan for an amount up to \$1.6 billion which is secured by the Authority's issuance of the Series 2013B Junior Indebtedness Obligations. The Authority has reserved the right to pay, but is not obligated to pay, all or a portion of the principal of the Series 2013A Junior Indebtedness Obligations when due from the proceeds of the TIFIA Loan. It is currently anticipated that the Authority will draw on the TIFIA Loan in March 2019. In May 2016, the Authority issued an additional series of Junior Indebtedness Obligations (Series 2016A) in the amount of \$850 million to finance a portion of costs of the New NY Bridge Project.

Additionally in 2015, New York State, appropriated grant money in the amount of \$1.285 billion to fund Thruway capital projects, including \$750 million for the New NY Bridge Project and \$535 million for system-wide projects. The State's 2016-2017 Enacted Budget included an additional appropriation of \$700 million for capital assistance to the Authority.

**Table 5: 2007-2016 Actual Funding Sources, Thruway Authority
(millions)**

Year	Funding Sources					
	Federal Aid	Other ⁽¹⁾	Bond / Note Proceeds	Subtotal Exclusive of Thruway Revenues on Pay-As-You-Go Basis	Revenues Required from Tolls, etc.	Pay-As-You-Go %
2007	\$30.9	\$1.2	\$198.3	\$230.4	\$140.1	46.5%
2008	17.6	1.3	299.5	318.4	36.8	15.7%
2009	10.0	2.7	258.4	271.1	50.1	19.6%
2010	8.7	4.9	305.8	319.4	58.3	19.0%
2011	0.0	6.4	366.0	372.4	72.1	17.6%
2012	11.2	54.2	268.7	334.1	56.8	31.3%
2013	22.8	24.1	725.4	772.2	93.1	16.2%
2014	51.3	9.9	721.6	782.8	92.7	17.6%
2015	51.2	396.6	491.8	939.5	97.7	52.6%
2016	5.8	536.9	415.9	958.6	99.0	60.7%

Note: Numbers may not add due to rounding.

⁽¹⁾ Incorporates portions of State grant assistance of \$1.285 billion from the 2015-2016 State Budget and \$700 million from the 2016-2017 State Budget. The remaining State grant funds have been or are expected to be drawn down in the period from 2017-2019.

**Table 6: Unaudited 2017 and Projected 2018-2022 Funding Sources, Thruway Authority, Including System-wide AETC
(millions)**

Year	Funding Sources					
	Federal Aid	Other ⁽¹⁾	Bond / Note Proceeds	Subtotal Exclusive of Thruway Revenues on Pay-As-You-Go Basis	Revenues Required from Tolls, etc.	Pay-As-You-Go %
2017 ⁽²⁾	\$0.1	\$181.5	\$464.7	\$646.3	\$62.3	34.4%
2018	0.0	520.1	250.8	770.9	116.3	71.7%
2019	0.0	253.0	547.6	800.6	60.6	36.4%
2020	0.0	0.4	401.1	401.5	51.7	11.5%
2021	0.0	0.1	232.3	232.4	60.5	20.7%
2022	0.0	0.1	332.3	332.4	62.4	15.8%
Total 2017-2022	\$0.1	\$955.2	\$2,228.7	\$3,184.1	\$413.8	38.1%

Note: Numbers may not add due to rounding.

⁽¹⁾ Incorporates portions of State grant assistance of \$1.285 billion from the 2015-2016 State Budget and \$700 million from the 2016-2017 State Budget. The remaining State grant funds have been or are expected to be drawn down in the period from 2017-2019.

⁽²⁾ Unaudited actual funding source amounts

D. The Impact of the Capital Program on Conditions

As previously noted, the main goals of the Authority’s capital and maintenance program is to preserve a high level of patron safety and service, maintain facilities in a state of good repair and ensure the overall reliability of the highway system. One measure of the effectiveness of these maintenance and capital programs is the condition ratings of highway and bridge facilities.

Figure 12 displays the historic average rating of Thruway pavement surface conditions since 2003 and the projected ratings as a result of the current capital program. During the life of the current capital program, it is projected that the pavement ratings for the Thruway facilities range from “fair” to “good”, slightly better than recent years.

Similarly, the Authority maintains ratings for the 809 bridge structures for which it has maintenance responsibility. The Authority strictly complies with all State and federal bridge inspection requirements and the assessments in this report reflect the outcomes of such inspections. Figure 13 shows the bridge condition ratings from 1988 through 2015. Projected ratings from 2017 through the end of the current capital program (2022) include a change in the bridge inspection methodology in 2016, which was mandated by the Federal Highway Administration (FHWA). As noted, the current capital program will maintain the average rating of all bridges in the “good” category.

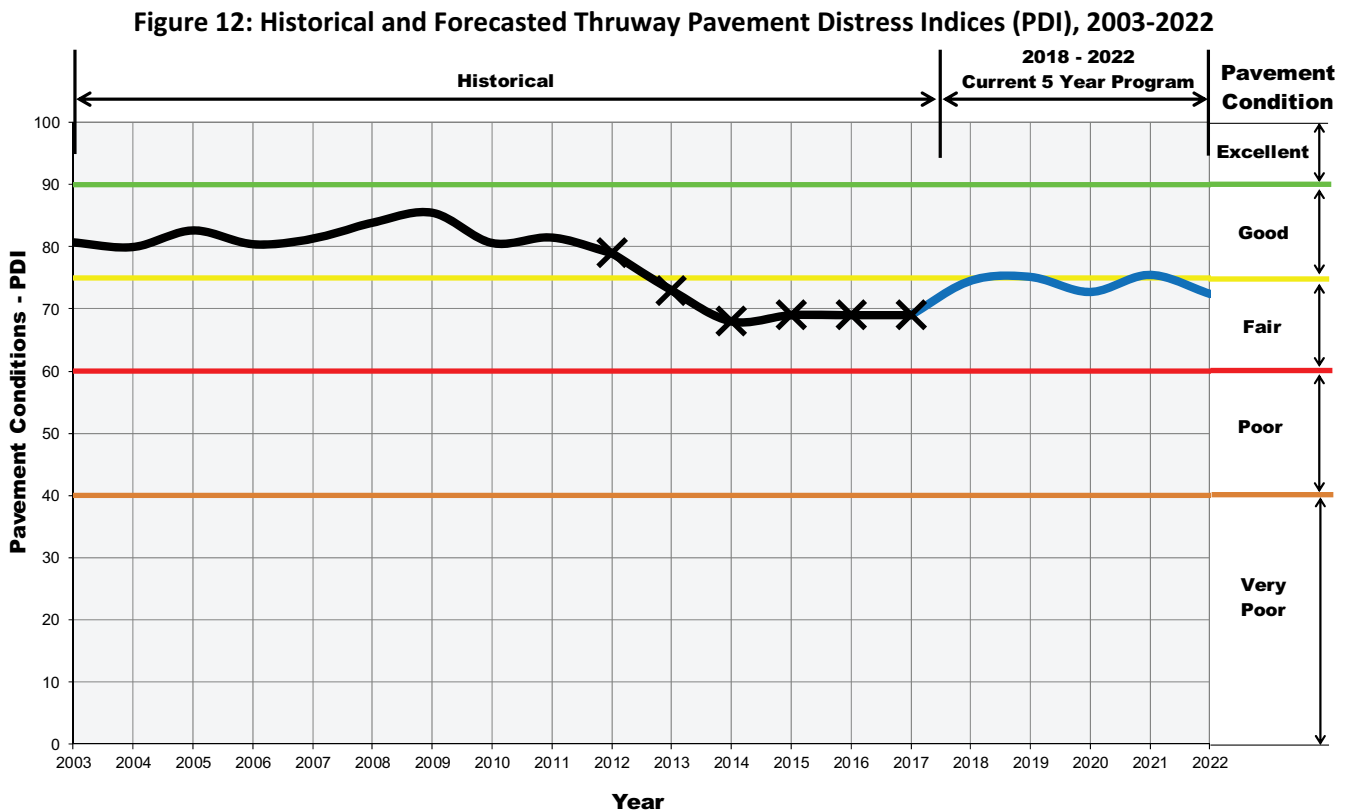
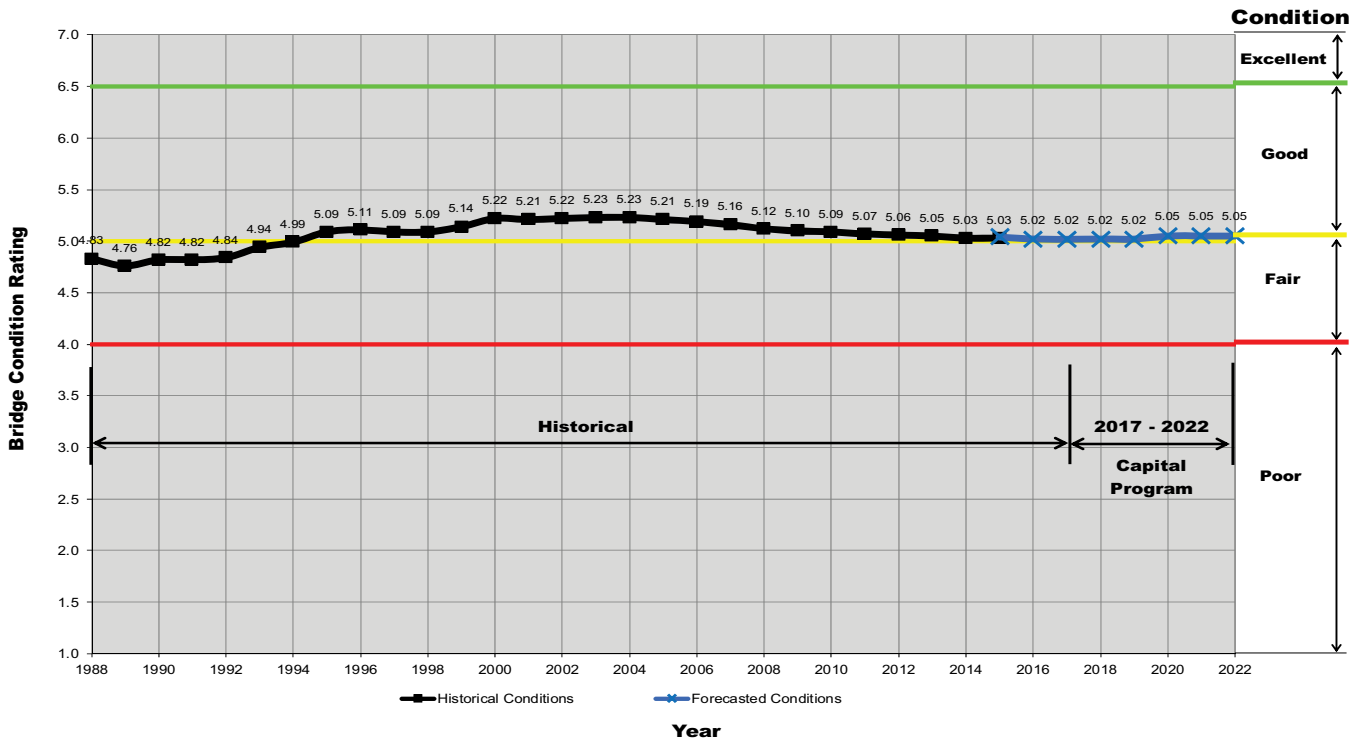


Figure 13: Historical and Forecasted Thruway Bridge Condition Ratings, 1988-2022



Note: Due to changes in the New York State Bridge Inspection System in 2016, the Bridge Condition Rating in 2016 through 2022 was projected based upon the 2015 data.

Prior to 2016, the bridge condition rating was calculated by a specific formula containing separate components for each of the bridge elements. For a multi-span structure, the lowest rated pier, deck span, bearing, et cetera, are used to calculate the condition rating. For example, if a bridge has eight bearings, seven of which are rated “good” and one of which is rated “fair,” the rating of “fair” would be applied as the rating for bearings in the calculation of the overall bridge condition. The new inspection methodology represents the condition of each element in terms of how much of the element is in a specific condition, called “condition state.”

Table 7 presents a summary of the general recommendation rating for bridges on the Thruway as of December 2017 compared to 2016. The general recommendation is the inspector’s assessment of the overall bridge condition. This rating was not affected by the inspection methodology change. The general recommendation ranges from 7 (bridge is in new condition) to 1 (bridge deterioration is so extensive that partial or total collapse is imminent). The lowest general recommendation for a Thruway bridge is 3 (considerable deterioration of some or all bridge components). There is virtually no change in the Authority’s bridge rating between December 2016 and December 2017. The bridges with a general recommendation of 3 will be replaced or improved in the 2018-2022 Capital Program.

Table 7: Bridge Conditions, December 2017 and December 2016

BRIDGE RATINGS		
CONDITION	NO. OF BRIDGES	
	Dec. 2016	Dec. 2017
GENERAL RECOMMENDATION 5-7 Bridges in generally good condition with only minor to moderate repairs required.	680	679
GENERAL RECOMMENDATION 4 Bridges in good to fair condition requiring reconditioning of some structural elements.	121	122
GENERAL RECOMMENDATION 2-3 Bridges in poor condition requiring major repairs or replacement.	8	8

V. Operating and Maintenance Expenses

The Authority's operating and maintenance (O&M) expenses include non-capitalized costs for the maintenance of highway and building facilities; equipment purchases; snow and ice removal; Thruway toll collection; administrative costs and fringe benefits; Thruway traffic operations; and provisions for funding environmental and other liability reserves. In past years the Authority was also responsible for the O&M for the New York State Canal System, however, effective January 1, 2017, the New York State Canal Corporation (NYSCC) became a subsidiary of the New York Power Authority, and the Authority was relieved of all responsibilities related to the Canal System.

In recent years the Authority was able to limit the level of growth in O&M costs primarily through staffing reductions and a stronger workforce management program. During this period, the Authority reduced its workforce by approximately 10 percent. In addition, the Authority reduced or eliminated expenditures for equipment and projects, cancelled or deferred scheduled salary increases and other employee benefits, relied more heavily upon part-time and seasonal workforces, reduced toll lane staffing hours, enhanced energy efficiency measures, reduced overtime and discretionary expenses, and a number of other actions. Combined with new actions planned to further modernize the management and streamline operations, these ongoing initiatives will generate recurring savings and aid the Authority in maintaining fiscal balance in the future.

Table 8 summarizes the Authority's actual 2007-2016 operating and maintenance expenses. A large reduction in O&M costs is shown beginning in 2013, where as part of a State-supported initiative to reduce the Authority's Operating Expenses, New York State relieved the Authority of \$85 million for certain fiscal responsibilities, including about \$56 million to fund the operations of New York State Police (Troop T) whose 320 members patrol the Thruway System.

At the Governor’s initiative, the State’s 2016-2017 Enacted Budget included the transfer of the New NYSCC to the NYPA. This transfer of the NYSCC, and its related expenses and revenues, is offset with Thruway Authority reimbursement to the State for the State Police costs associated with Troop T expenses of the State. As noted previously, Troop T provides State Police patrol on the Thruway. This reimbursement is provided for from the General Reserve Fund (after supporting operating and debt service costs) and is not included under operations and maintenance related expenses of the Authority.

On April 23, 2016 AETC was implemented on the Tappan Zee Bridge barrier (now Governor Mario M. Cuomo Bridge). Actual costs for account management of the Tolls by Mail program were included in 2016 and 2017.

Table 8: The Thruway System’s Actual Operating and Maintenance Expenses, 2007 – 2016 (millions)

Year	Thruway Operations	Reserves ⁽¹⁾	I-84 ⁽²⁾⁽³⁾	Canal System ⁽²⁾	Total Operating Expenses
2007 ⁽³⁾	\$332.2	\$6.8	\$10.3	\$45.9	\$395.2
2008 ⁽³⁾	334.8	2.5	-	45.2	382.5
2009	339.3	7.3	-	48.7	395.4
2010 ⁽⁴⁾	358.2	6.0	-	46.0	410.2
2011	365.5	4.6	-	51.3	421.3
2012	357.0	2.0	-	54.1	413.1
2013	279.6	3.5	-	57.1	340.1
2014	286.1	5.9	-	55.2	347.2
2015	287.4	1.8	-	52.0	341.1
2016 ⁽⁵⁾	311.6	1.8	-	10.5	323.9

⁽¹⁾ Includes provisions for legal claims and indemnities and reserves for environmental remediation.

⁽²⁾ Canal and I-84 operating expenses were paid out of the Other Authority Projects Operating Fund and are net of Federal Enhancement fund reimbursements. Also, reflects the transfer of NYSCC and reimbursements as of April 1, 2016 from the New York Power Authority.

⁽³⁾ From November 2007 through October 2010, expenditures for I-84 were fully reimbursable by the NYSDOT. Since October 11, 2010, the Authority has no legal operational or funding responsibility for I-84.

⁽⁴⁾ In 2010, operating expenses include \$13.3 million for the special early retirement surcharge (\$11.4 million for the Thruway and \$1.9 million for the Canal) and \$5.6 million in Federal Enhancement funds was received for Canal operations.

⁽⁵⁾ AETC began at the Tappan Zee Bridge (now Governor Mario M. Cuomo Bridge) on April 23, 2016.

Table 9 shows the 2017 unaudited actual and 2018 through 2022 projected O&M costs. The cost impacts (new costs related to the Tolls by Mail program, plus reductions in toll plaza staffing and plaza maintenance costs) have been included as facilities are converted to AETC. After full implementation of system-wide AETC in 2020, the reduction in staffing and other toll plaza costs is projected to exceed any new costs related to Tolls by Mail by about \$16 million.

Table 9: The Thruway System’s Unaudited 2017 and Projected 2018-2022 Operating and Maintenance Expenses (millions)

Year	Thruway Operations	Reserves ⁽¹⁾	Total Operating Expenses, 2018 Budget Forecast	Net Impact of System-wide AETC	Revised Total Operating Expenses, System-wide AETC
2017 ⁽²⁾	\$329.7	\$2.7	\$332.4	\$0.0	\$332.4
2018 ⁽³⁾	341.6	1.0	342.6	0.5	343.1
2019	348.5	1.5	350.0	1.9	351.9
2020 ⁽⁴⁾	355.4	1.5	356.9	-3.7	353.2
2021	362.6	1.5	364.1	-16.4	347.6
2022	369.8	1.5	371.3	-16.3	355.0

⁽¹⁾ Includes provisions for legal claims and indemnities and reserves for environmental remediation.

⁽²⁾ Unaudited actual O&M expenses

⁽³⁾ AETC assumed to begin on Grand Island Bridges in spring of 2018, at the Harriman Barrier in fall of 2018, and on the remaining toll barriers (New Rochelle, Yonkers, and Spring Valley) at the end of 2018.

⁽⁴⁾ AETC assumed to begin on the entire controlled system in fall of 2020.

VI. Debt Service Expenses

As a result of a higher level of capital investment and the reduced pay-as-you-go financing in recent years the Authority utilized additional bond/note proceeds to finance commitments made in the multi-year Capital Programs. As summarized in Table 10 and Table 11, the greater reliance on bonds and the issuance of short-term notes to finance programmed capital improvements resulted in annual debt service payments increasing from \$137.7 million in 2007 to \$256.9 million in 2016 and are projected to reach a maximum of \$408.5 million in 2022.

The Authority entered into a TIFIA Loan Agreement on December 19, 2013 with the United States Department of Transportation authorizing a loan for an amount up to \$1.6 billion which is secured by the Authority’s issuance of the Series 2013B Junior Indebtedness Obligations. The Authority has reserved the right to pay, but is not obligated to pay, all or a portion of the principal of the Series 2013A Junior Indebtedness Obligations when due from the proceeds of the TIFIA Loan. It is currently anticipated that the Authority will draw on the TIFIA Loan in March 2019 with debt service payment starting in 2022. Table 11 does not include \$10 million deposited into the Junior Debt Service Reserve Fund in 2019-2022 for the TIFIA Loan Junior Debt Service Reserve Fund. This \$10 million is not included in the Junior Debt Service Coverage ratio and is therefore shown separately in the Thruway Flow of Funds and Debt Service Coverage table (Table 22 on page 58).

**Table 10: Actual Debt Service, Thruway System, 2007-2016
(millions)**

Year	Senior Debt Service	Debt Defeasance	Bond Anticipation Note (BAN) or Line of Credit Interest	Junior Debt Service	Total Debt Service
2007	\$135.8	-	\$1.8	-	\$137.7
2008	163.5	-	0.0	-	163.5
2009	166.3	-	10.6	-	176.9
2010	167.3	-	23.8	-	191.2
2011	167.4	-	14.4	-	181.8
2012	198.5	-	2.0	-	200.5
2013	239.8	-	0.3	-	240.1
2014	250.9	-	0.4	-	251.3
2015	235.4	-	0.4	-	235.7
2016	227.3	-	0.4	29.2	256.9

Note: Numbers may not add due to rounding.

**Table 11: Unaudited 2017 and Projected 2018-2022 Debt Service, Thruway System Including System-wide AETC
(millions)**

Year	Senior Debt Service	Debt Defeasance ⁽¹⁾	Bond Anticipation Note (BAN) or Line of Credit Interest	Junior Debt Service ⁽²⁾	Total Debt Service
2017 ⁽³⁾	\$234.6	\$0.0	\$0.0	\$43.7	\$278.2
2018	225.2	0.0	0.0	79.3	304.4
2019	249.7	-3.7	0.0	58.6	304.6
2020	266.5	-38.1	0.0	59.2	287.6
2021	288.9	-37.9	0.0	59.2	310.2
2022	327.8	0.0	0.0	80.7	408.5
Total 2017-2022	\$1,592.6	(\$79.7)	\$0.0	\$380.6	\$1,893.6

Note: Numbers may not add due to rounding. Projected debt service numbers are net of Debt Service Reserve Fund interest.

⁽¹⁾ Incorporates \$700 million in State grant assistance, a portion of which defeases Senior Debt Service costs.

⁽²⁾ Does not include \$10 million deposited into the Junior Debt Service Reserve Fund in 2019-2022 for the TIFIA Loan Junior Debt Service Reserve Fund. This \$10 million is not included in the Junior Debt Service Coverage ratio and is therefore shown separately in the Thruway Flow of Funds and Debt Service Coverage table (Table 22).

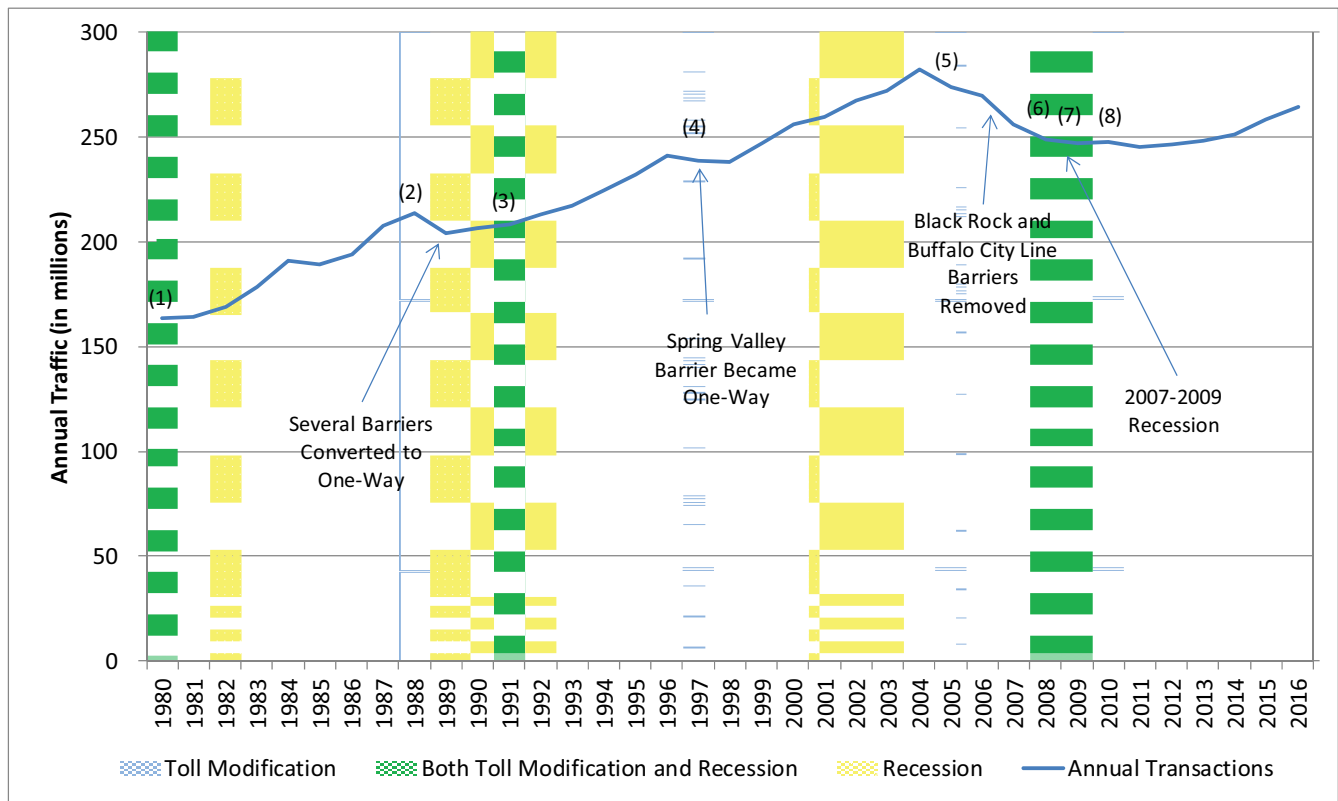
⁽³⁾ Unaudited actual debt service

VII. Traffic and Revenues

A. Historical Total Thruway Traffic

Figure 14 shows historical total traffic on the Thruway since 1980. It is important to note that the volumes shown are not adjusted for the various toll collection changes that occurred on the Thruway. For example, the 2005 toll modification resulted in the elimination of several commercial vehicle classes that were based on a single vehicle receiving two toll transactions, resulting in an apparent decrease in commercial traffic counts. This was a one-time occurrence that did not represent a decrease in actual number of vehicle trips made on the Thruway. Similarly, in October 2006, tolls were removed from the Buffalo City Line and Black Rock toll barriers which reduced total toll transactions on the Thruway by approximately 17 million annually.

Figure 14: Historical Thruway Traffic Volumes



- (1) 1980 - Average Toll Increase of 25% Passenger Cars, 30% Commercial
- (2) 1988 - Average Toll Increase of 32% Passenger Cars, 38% Commercial
- (3) 1991 - Spring Valley Toll Adjustment, Passenger Cars Only
- (4) 1997 - Tappan Zee Corridor Relief (Congestion Pricing)
- (5) 2005 - System Reclassification, Average Toll Increase of 25% Passenger Cars, 35% Commercial
- (6) 2008 - Average Toll Increase of 10% for All Vehicles, Plus Reduction of E-ZPass Discount in July
- (7) 2009 - Average Toll Increase of 5% for All Vehicles
- (8) 2010 - Average Toll Increase of 5% for All Vehicles (not apparent in all toll schedules, due to rounding)

Historically, slow traffic growth and traffic losses have been associated with economic downturns, toll increases, high fuel costs, bad weather conditions and/or traffic shifts due to construction. In the past

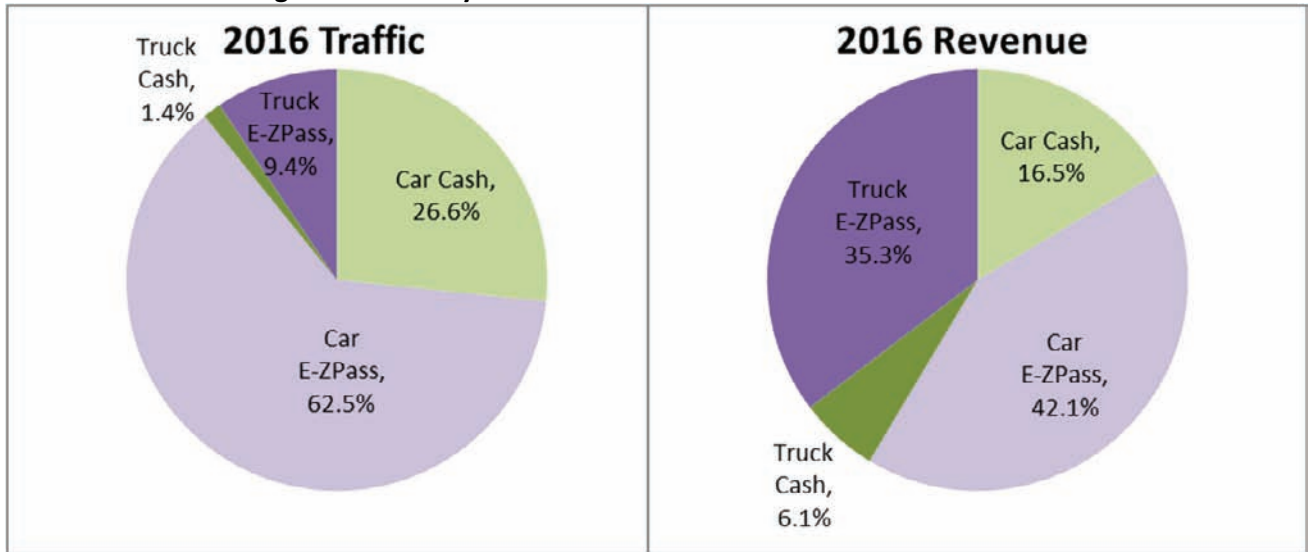
six years, the national economy has slowly improved and gas prices have dropped. Additionally, at the George Washington Bridge – the biggest competitor to the Tappan Zee Bridge (now Governor Mario M. Cuomo Bridge) – tolls have increased annually and construction closures have occurred. The combination of these factors has led to higher growth rates in the past several years on the Thruway System. More detail on the Thruway’s historical traffic volumes can be found in Table 14 on page 50 and in the APPENDIX: Historical Traffic and Revenue by Facility, attached to this study.

B. Demographics of Toll Paying Patrons

To better understand Thruway revenue trends and the impact toll policy may have on traffic and traffic shifts, it is important to appreciate the make-up of traffic on the Thruway System and its customer base.

As shown in Figure 15, in 2016 roughly 89 percent of traffic on the Thruway System was comprised of passenger cars, with the remaining 11 percent of traffic coming from variety of commercial vehicle types. Although commercial traffic comprises only a small percentage of system-wide traffic, trucks accounted for more than 40 percent of all Thruway toll revenues. In addition, the Thruway has seen significant growth in *E-ZPass* transactions. In 2016 nearly 72 percent of total vehicles paid tolls with an *E-ZPass* transponder (approximately 70 percent of passenger vehicles and 87 percent of commercial vehicles).

Figure 15: 2016 System Wide Traffic and Revenue Distribution

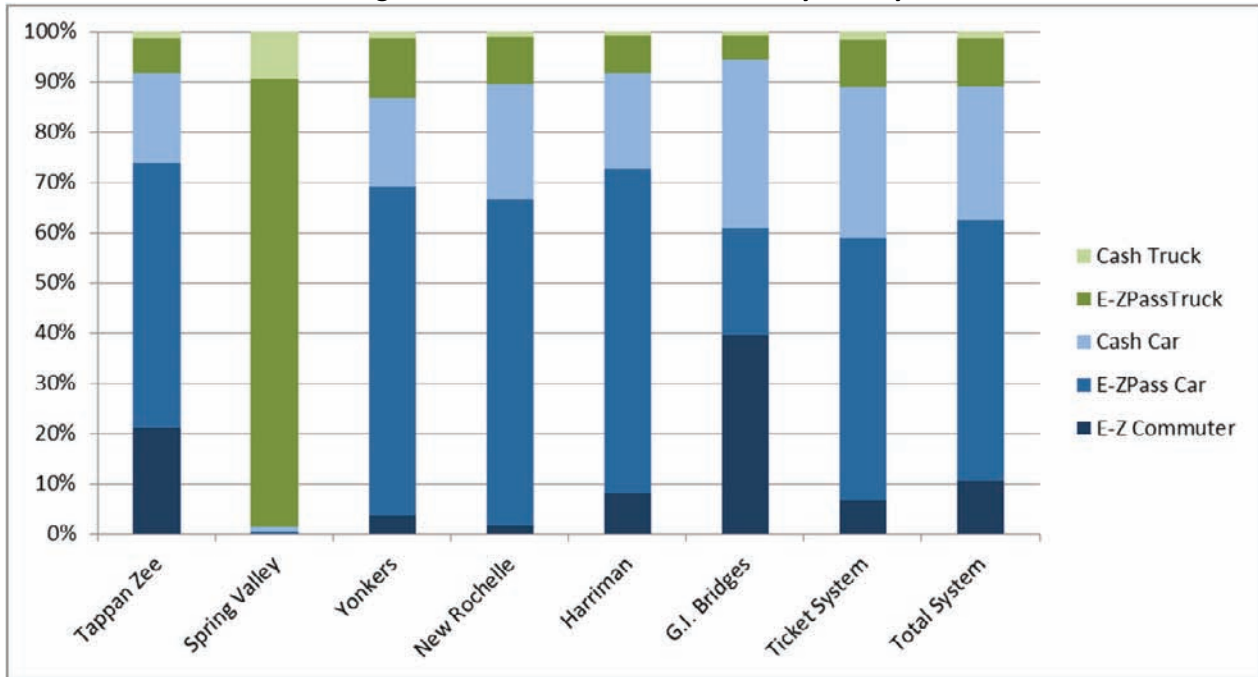


Note: “Cash” also includes Tolls by Mail Traffic and Revenue at the Governor Mario M. Cuomo Bridge

The distributions of vehicle class and payment types vary by facility, as shown in Figure 16. The highest passenger car participation in *E-ZPass* is seen at the Tappan Zee Bridge (now Governor Mario M. Cuomo Bridge), while the highest truck participation rate in *E-ZPass* payment is seen at the Yonkers Barrier. It should be noted that although *E-ZPass* transactions account for about 72 percent of annual transactions

on the Thruway, the majority of individual customers using the Thruway over the course of a year travel infrequently and pay with cash.

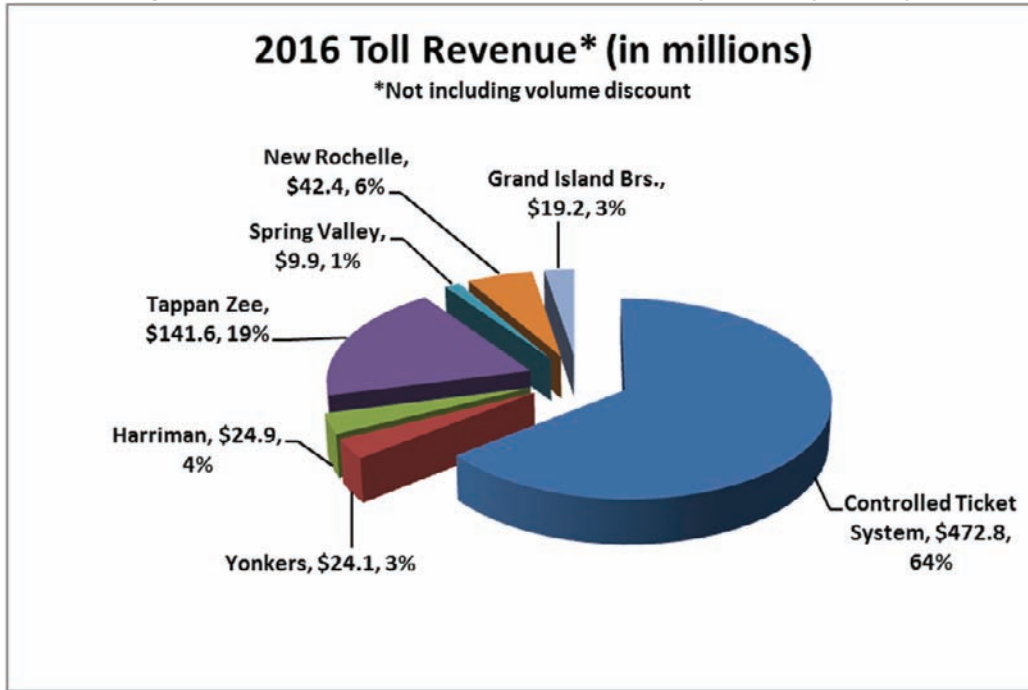
Figure 16: 2016 Traffic Distribution by Facility



Note: "Cash" traffic at Tappan Zee Bridge (now Governor Mario M. Cuomo Bridge) also includes Tolls by Mail, which began in April 2016.

As noted in Figure 17, the controlled system and the Tappan Zee Bridge (now Governor Mario M. Cuomo Bridge) generate the most significant portion of the Thruway's traffic and revenue. In 2016, the controlled system generated a total of \$472.8 million or about 64 percent of all Thruway toll revenues and the Tappan Zee Bridge generated \$141.6 million or about 19 percent of total toll revenues. The New York City metropolitan area barrier tolls (other than the Tappan Zee Bridge) generated about \$101.2 million or a combined 13.8 percent of 2016 revenues, while the Grand Island Bridges generated about \$19.2 million or 2.3 percent of revenues. 2016 total toll revenues were \$734.9 million collected in toll transactions minus \$26.6 million in commercial volume discounts (as described on page 44), minus \$6.2 million to adjust for the lag in Tappan Zee Bridge Tolls by Mail revenue collection, for a net amount of \$702.1 million.

Figure 17: Distribution of 2016 Toll Revenues by Thruway Facility



Specific regions within the controlled (ticket) system that see the most traffic volume include the Albany area, the Buffalo mainline plazas, and the Woodbury mainline plaza. The top six plaza volumes for the controlled system in 2016 are shown in Table 12.

Table 12: Controlled System Toll Plazas with the Highest Volumes, 2016 (millions of transactions)

Plaza / Interchange	Transactions
Exit 24: Albany, Montreal, I-90 East, I-87 North	14.1
Williamsville (Buffalo)	10.0
Lackawanna (Buffalo)	8.9
Woodbury	7.9
Exit 25: Schenectady, I-890, NY Routes 7 & 146	7.1
Exit 45: Rochester, Victor, I-490	6.8

Finally, in 2016 approximately 62 percent of the Thruway's *E-ZPass* toll revenues were generated by customers with a Thruway Authority-issued *E-ZPass*. Customers that had a transponder issued by a New York State toll agency (the Thruway Authority, Port Authority of NY & NJ or the Metropolitan Transportation Authority) accounted for about 77 percent of total *E-ZPass* toll revenues. As a result, 23 percent of *E-ZPass* toll revenues were collected from customers that had a non-New York issued transponder, underscoring the importance of the Thruway System in the regional and national economy.

C. Toll Rates

With the exception of a small amount of federal aid and other funds, tolls collected on the controlled system and through toll barriers support an overwhelming majority of the Authority's budget. The following provides a brief history of toll adjustments on the Thruway System and compares Thruway toll rates to those on other facilities in the northeast.

1. Recent History of Toll Adjustments on the Thruway System

In 2005, a two-stage toll adjustment was implemented by the Authority that generally increased toll rates by 25 percent for all passenger vehicles and 35 percent for all commercial vehicles, and increased cash tolls in 2008 for both passenger and commercial vehicles by 10 percent. Additionally, in 2005 the Authority also implemented a new vehicle classification system (reducing the number of classifications from 43 to 9), created a new *E-ZPass* discount program, continued a graduated volume discount program for commercial customers and expanded the availability of commuter plans to bridges and barriers on the Thruway System.

In response to the financial pressures brought on by high and volatile fuel prices and the state of the national economy, the Authority implemented another series of staged, smaller adjustments to toll rates in 2008. These adjustments were designed to provide additional funding to assist the Authority in financing operational, maintenance and capital commitments made in the 2005-2011 Capital Program period. The 2008 toll adjustments maintained a 5 percent *E-ZPass* discount for all patrons, but added two five-percent across-the-board increases, which took effect in 2009 and 2010. There have been no changes to toll rates on the Thruway System in the past six years, with the exception of the recent discontinuation of discounts for vehicles with an out-of-state *E-ZPass*: both the 5 percent system-wide discount and the discounts for non-peak commercial vehicles (of up to 50 percent) at the Spring Valley Barrier and Governor Mario M. Cuomo Bridge ceased as of January 1, 2017.

2. Current Toll Rates on the Thruway System

The Authority's current toll rate structure is presented in Table 13.

Table 13: Current Thruway Toll Structure (\$)

Vehicle Class ⁽¹⁾	Controlled (Cents/Mile)		Yonkers		Harriman		Spring Valley		New Rochelle		Gov. Mario M. Cuomo Bridge		Grand Island Bridges	
	Cash	E-Z Pass	Cash	E-Z Pass	Cash	E-Z Pass	Cash	E-Z Pass ⁽²⁾	Cash	E-Z Pass	Cash	E-Z Pass ⁽²⁾	Cash	E-Z Pass
Commuter	-	⁽³⁾	-	0.55	-	0.55	-	-	-	1.10	-	3.00	-	0.28
Motor-Cycle	-	0.0235	-	0.63	-	0.63	-	-	-	0.88	-	2.50	-	0.50
2L	0.0470	0.0447	1.25	1.19	1.25	1.19	-	-	1.75	1.66	5.00	4.75 / 4.75	1.00	0.95
3L	0.0728	0.0691	1.50	1.43	1.50	1.43	3.00	3.00 / 1.50	2.50	2.38	11.50	11.50 / 5.75	1.50	1.43
4L	0.0864	0.0821	1.75	1.66	1.75	1.66	4.50	4.50 / 2.25	3.00	2.85	13.75	13.75 / 6.88	1.75	1.66
2H	0.0933	0.0886	2.00	1.90	2.00	1.90	5.25	5.25 / 2.63	3.50	3.33	14.75	14.75 / 7.38	2.00	1.90
3H	0.1604	0.1524	2.25	2.14	2.75	2.61	8.25	8.25 / 4.13	4.25	4.04	20.75	20.75 / 10.38	2.25	2.14
4H	0.1768	0.1680	2.75	2.61	3.00	2.85	8.25	8.25 / 4.13	5.00	4.75	24.75	24.75 / 12.38	2.75	2.61
5H	0.2390	0.2271	4.25	4.04	4.25	4.04	13.50	13.50 / 6.75	8.00	7.60	32.75	32.75 / 16.38	4.25	4.04
6H	0.2963	0.2815	4.50	4.28	5.00	4.75	14.75	14.75 / 7.38	8.75	8.31	41.00	41.00 / 20.50	4.50	4.28
7H	0.3536	0.3359	5.00	4.75	5.75	5.46	16.50	16.50 / 8.25	9.75	9.26	49.25	49.25 / 24.63	5.00	4.75

⁽¹⁾ Classes are generally denoted by the number of axles (2 through 7) and the vehicle height. "L" represents vehicles under 7.5' and "H" represents vehicles over 7.5' in height. Customers in the commuter program pay \$60 a month, covering up to 20 passenger car trips, and \$3.00 for each additional trip.

⁽²⁾ Peak/off peak E-ZPass rates

⁽³⁾ Controlled system permit plan customers pay \$88/year which covers the toll for the first 30 miles or less of a passenger car trip.

NOTE: E-ZPass customers with a non-NY Customer Service Center E-ZPass charged the cash rate starting 1/1/17

In order to receive E-ZPass discounts, a driver must have a transponder issued by a New York State toll agency (the Thruway Authority, Port Authority of NY & NJ or the Metropolitan Transportation Authority). In addition to the standard 5 percent discount with a NY-issued E-ZPass, the Authority offers several specialized E-ZPass discount programs. Among these are a series of commuter plans designed specifically for frequent users of the Thruway that use one or more of the barrier toll stations. E-ZPass customers can pre-pay a monthly minimum for each facility that they choose and then receive discounted travel for each trip taken in excess of the minimum charge. In addition to the barrier commuter discounts, the controlled system offers an annual permit that when purchased allows for the first 30 miles of each trip to be free of tolls.

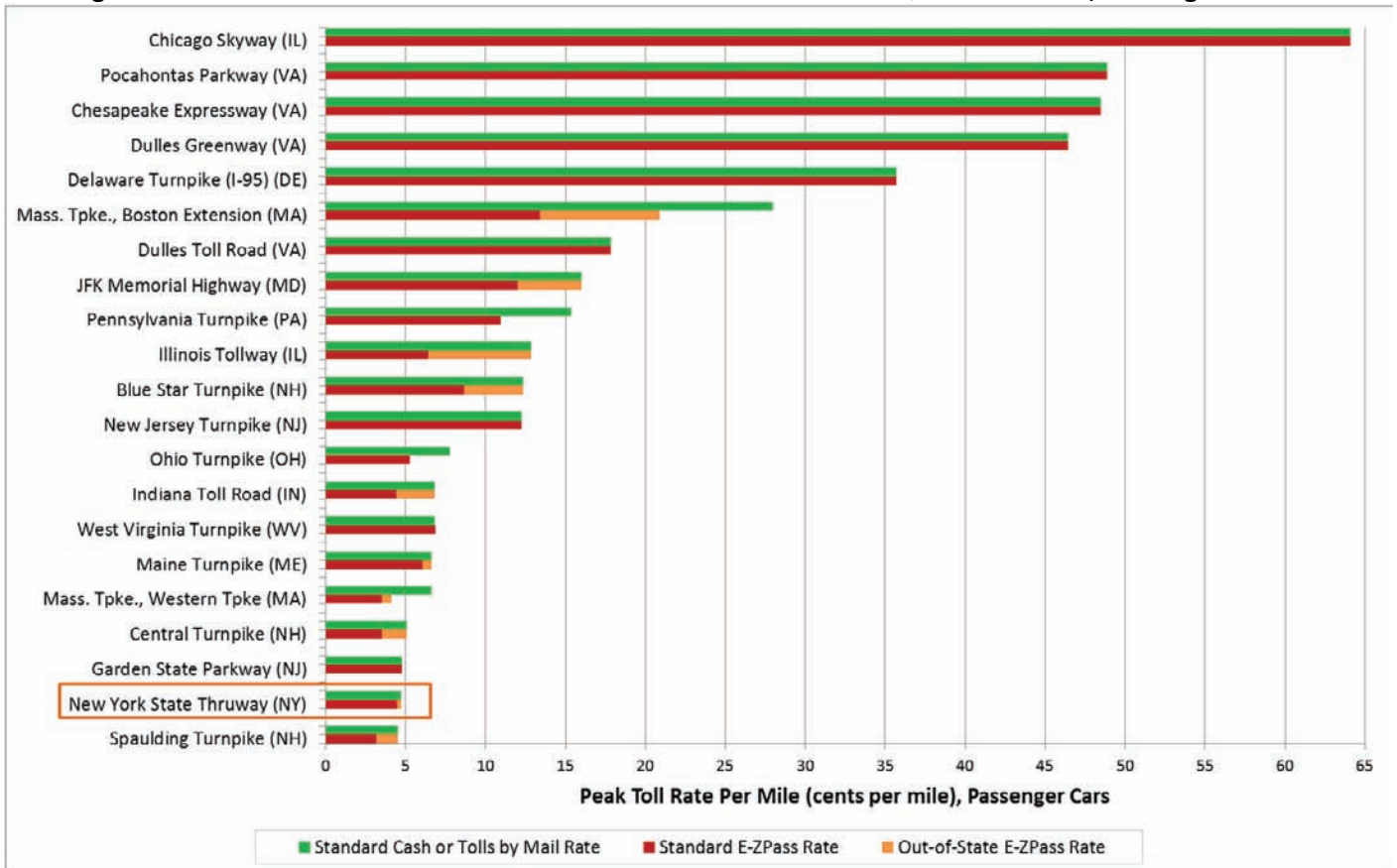
Other specialized passenger car plans include a special resident discount for residents of Grand Island when crossing through either of the Grand Island toll barriers, and a system-wide green discount that is available to certain high mileage vehicles that both achieve MPG ratings greater than 45 MPG and meet certain emission standards. Motorcycles, motor homes and "5th wheel" or "gooseneck" vehicles or vehicle combinations are also eligible for discounts. These discounts are administered through the E-ZPass program and proof of residency or registration for the various plans and vehicle combinations must also be provided.

For commercial vehicles, there are currently two types of discount programs offered. The S-Discount is for non-tandem commercial vehicles less than or equal to 48 feet in length and requires a Thruway-issued E-ZPass transponder. The second discount program is a commercial volume discount that offers progressively higher discounts based on the monthly toll charges on an account basis. The discount caps at 20 percent for all tolls in excess of \$3,000 in each month.

3. Comparison of Thruway Toll Rates to Other Regional Toll Facilities

Figure 18 and Figure 19 compare the toll rates per mile for a number of major toll roads in the northeastern quadrant of the United States. Rates for cash, standard *E-ZPass* (including any discounts for drivers with an in-state account), and out-of-state *E-ZPass* are shown. Of note is the comparatively low per-mile passenger car toll rate of the Thruway's controlled system when compared to other toll facilities, as shown in Figure 18.

Figure 18: Peak Toll Rates Per-Mile on Toll Roads in the Northeastern Quadrant of U.S., Passenger Cars



The published 5-axle truck rate, as seen in Figure 19, is also comparatively low on the Thruway relative to other regional facilities, and is effectively lower than the rate shown due to the commercial volume discount program.

Figure 19: Peak Toll Rates Per-Mile on Toll Roads in the Northeastern Quadrant of U.S, 5-Axle Trucks

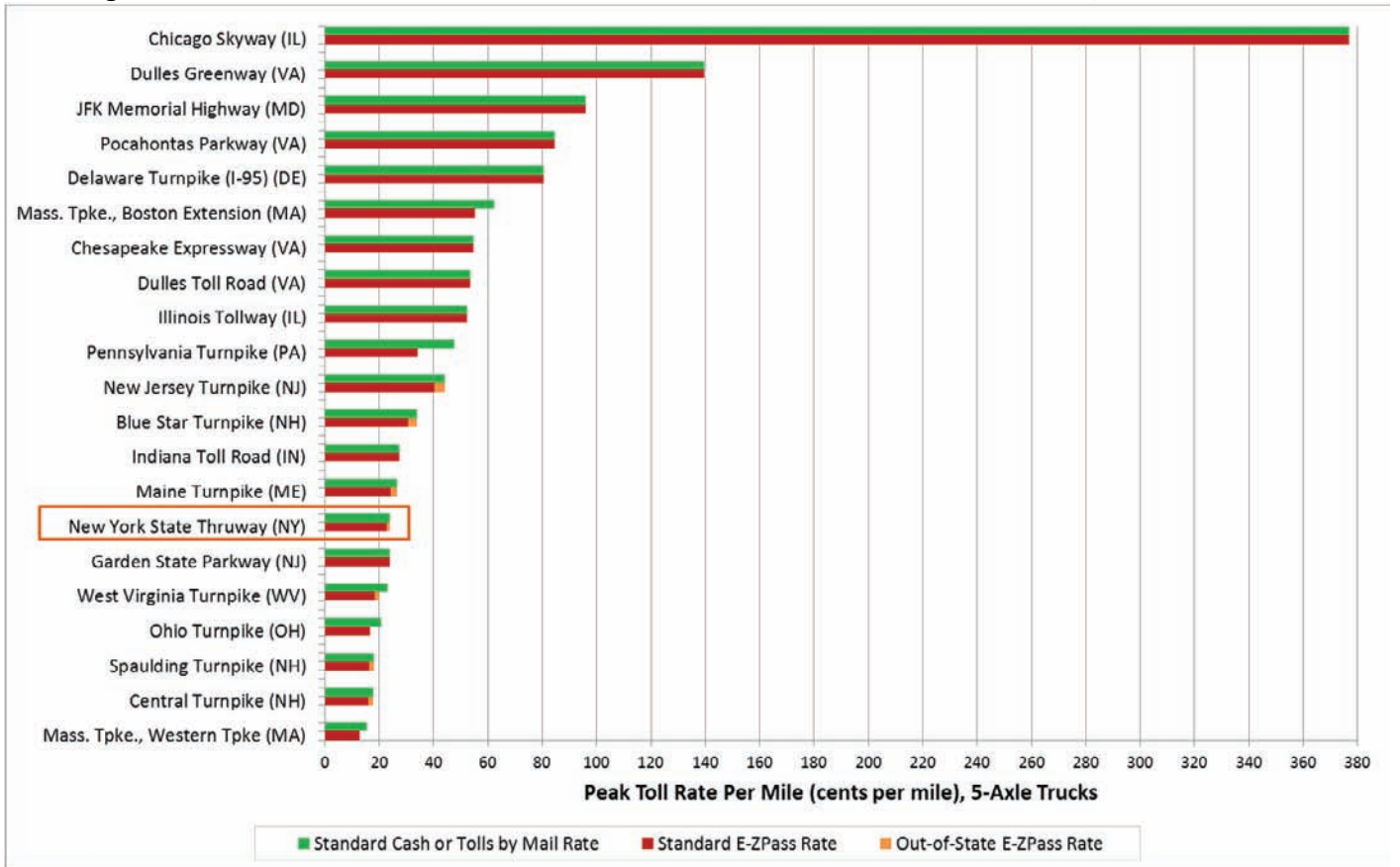


Figure 20 and Figure 21 compare toll rates on a number of major toll crossings in the northeast. Of note is that the Governor Mario M. Cuomo Bridge car tolls are below that of the other metro New York crossings and comparable to other major crossings on the interstate highway system, as shown in Figure 20. Similar to the controlled system, the peak 5-axle truck rate is also comparable to that of other regional facilities. A majority of the Governor Mario M. Cuomo Bridge commercial vehicles with a New York *E-ZPass* travel during off-peak periods, paying a reduced rate as low as half of the standard rate. In addition to the lower off-peak rates, many vehicles further reduce the average toll rate paid through participation in the volume discount program. These reductions in the effective rate make the Governor Mario M. Cuomo Bridge commercial toll rate significantly below that of other metro New York tolled crossings.

Figure 20: Round Trip Toll Rates on Major Toll Crossings in the Northeast, Passenger Cars

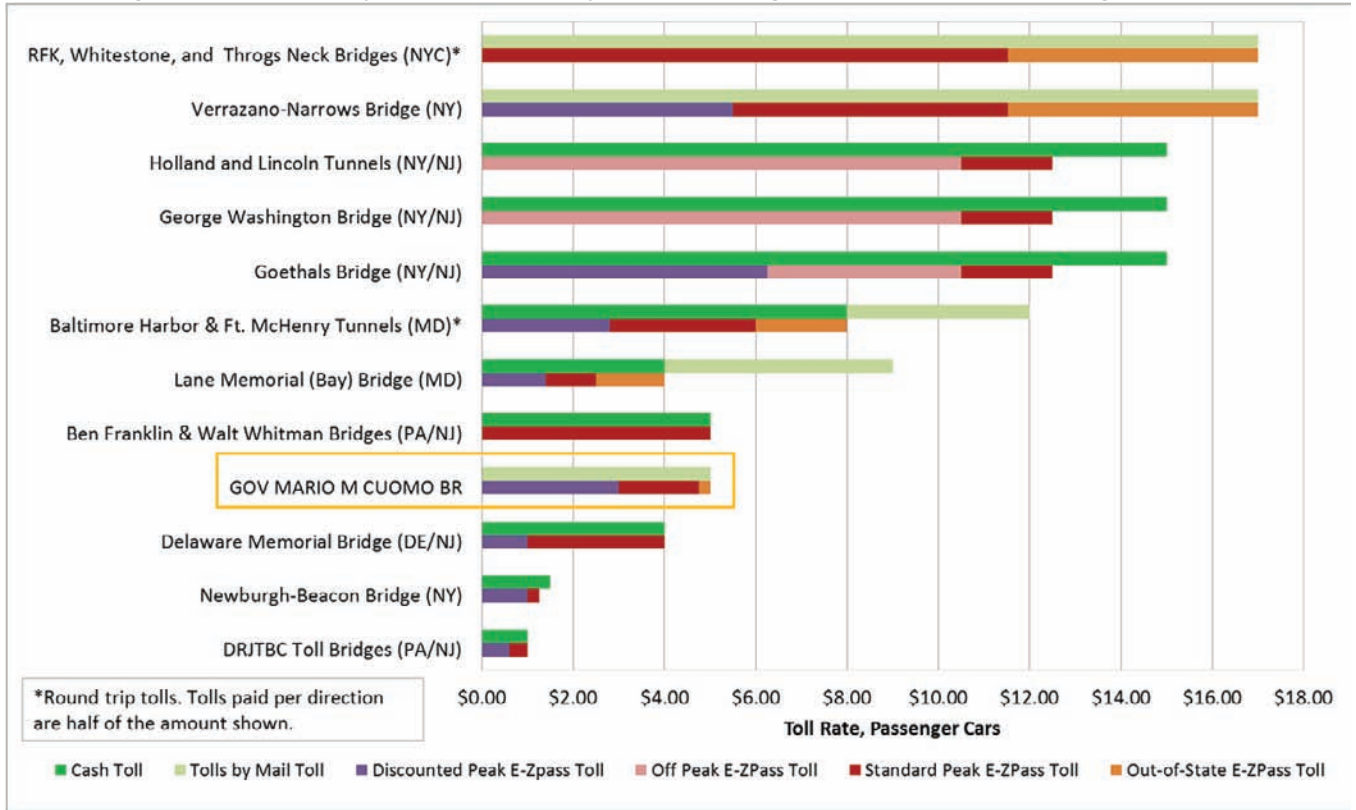
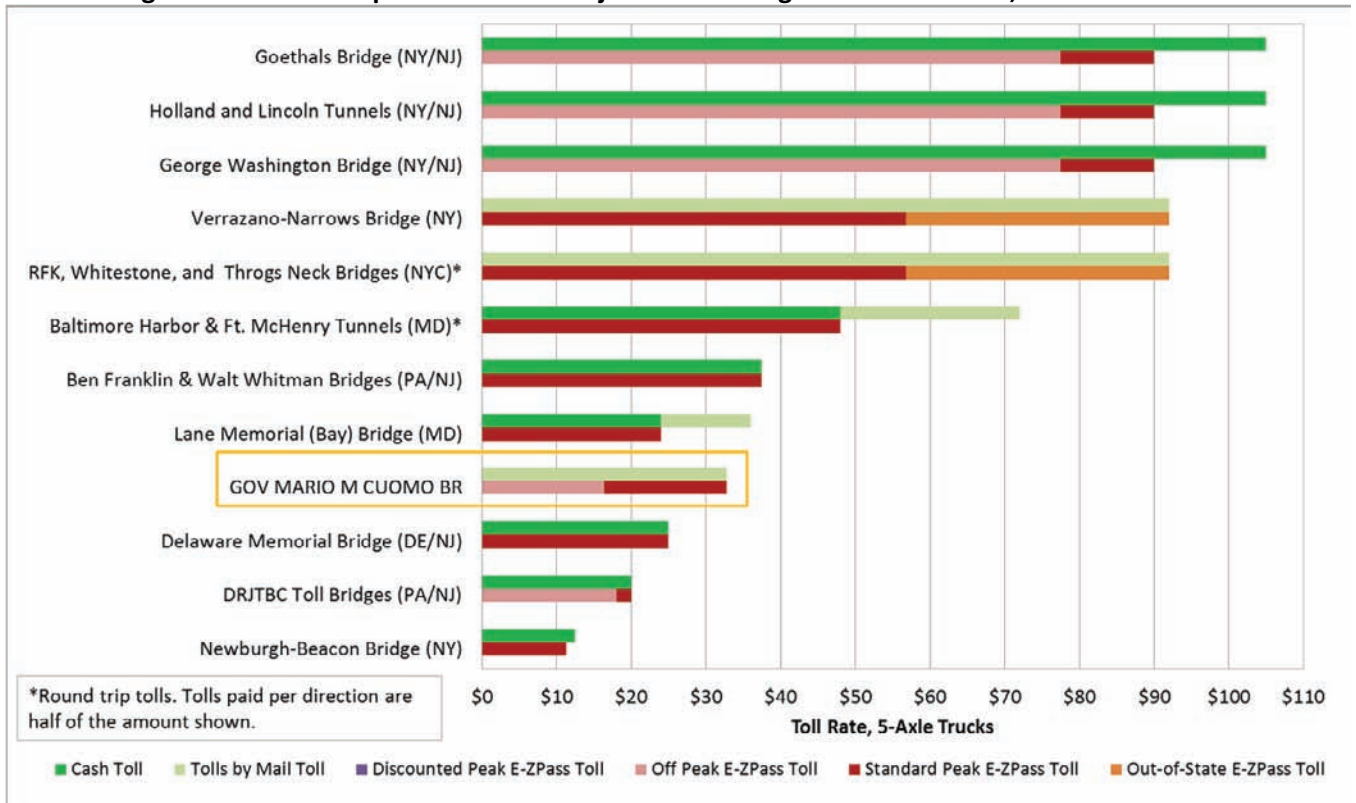


Figure 21: Round Trip Toll Rates on Major Toll Crossings in the Northeast, 5-Axle Trucks



D. Forecast Methodology

The following sections provide some detail on the process involved in developing the traffic and toll revenue forecasts for the Thruway which are presented in Section E.

1. Overview of Base Forecasting Methodology

Toll traffic and revenue forecasts were developed with the aid of a computerized modeling platform created specifically by Jacobs for the Thruway. The basic function of this model is to take current traffic volumes by general payment class (car, truck; cash/Tolls by Mail, *E-ZPass*, and commuter) for each Thruway facility (see the Appendix to this report) and adjust them for various factors such as underlying socio-economic/demographic growth in the project corridors. These result in forecasts of traffic volume growth for each year of the forecast period. Toll revenues are then calculated based on these traffic volumes by applying average toll rates to each payment class volume.

Inputs to our base case analysis include the historical distribution of traffic under the current toll structure. To develop base toll traffic projections for the Thruway for the period 2017-2022, historical traffic information through the end of 2016 was analyzed and trends in growth were considered for different toll payment classes on the different geographic regions of the Thruway System. Relevant socio-economic data were collected, including economic consensus forecasts and trends, and used as an aid in our assessment of future Thruway traffic trends. We estimated separate traffic growth rates for cars and trucks on each facility, as historical trends have pointed to correlations with different economic factors between the two: passenger car growth has been shown on many facilities to correlate reasonably well with the growth of Gross Domestic Product (GDP), whereas trucks have been shown to correlate reasonably well with the corresponding growth in the Industrial Production Index (IPI).

It should be noted that a new regulation enacted by the State on January 20, 2016 authorizes the Department of Motor Vehicles to suspend the registrations of New York State drivers with five or more toll violations in 18 months. In 2017 this was changed to three violations over a five-year period. The new regulation has been considered in the forecasts. This measure is of special importance as it relates to AETC at the Governor Mario M. Cuomo Bridge, and future planned AETC at other Thruway toll locations, to better ensure payment of toll bills by the non-*E-ZPass* customers who receive them.

2. Forecasting Methodology for Conversion to AETC

While the methodology described in the previous section was used for each of the Thruway's facilities, additional analysis was necessary for facilities converting to AETC, because there are some uncollectable revenues associated with Tolls by Mail. This is in addition to the lag in when Tolls by Mail revenues would be collected, as it can take several months after a trip is made to invoice and collect tolls from these customers. AETC began on April 23, 2016 at the southbound Tappan Zee Bridge (now Governor Mario M. Cuomo Bridge); traffic data and data on collectability of toll revenue from this facility were applied to forecasts for each facility after it is converted to AETC.

Transaction data from the Tappan Zee/Governor Mario M. Cuomo Bridge was reviewed, and it was found that there was no discernable change in traffic or *E-ZPass* market share at the Bridge that could be attributed to the implementation of AETC. Therefore, with the implementation of AETC at the other

toll locations, no changes are anticipated to *E-ZPass* customer behavior, and cash customers will default to becoming Tolls by Mail customers.

Jacobs applied the share of uncollectable Tolls by Mail revenues currently experienced on the Tappan Zee/Governor Mario M. Cuomo Bridge to the projected Tolls by Mail revenues at the other Thruway toll locations after they are converted to AETC. The uncollectability of Tolls by Mail revenues is due to numerous independent variables that each cause changes to the ultimate amount of revenue collected, as described below:

Non-Usable Video Images: Not all license plates are readable due to various reasons such as weather or obstructions, or the plate may be a temporary one in the window of the vehicle, or it may be missing. In addition, there could be technical issues with the camera (image is too bright, dark, or blurry) or the plate may be out of view of the camera.

Business Rules: If the cost of collecting from certain customers is higher than the revenue that could potentially be collected, it is often not feasible to go after these customers. Agencies have business rules that determine which Tolls by Mail customers they will and will not pursue, which could change over time. For example, the Authority currently does not pursue customers with non-U.S. license plates because there is no DMV agreement in place.

Invalid DMV record: A number of license plates do not match to valid DMV records, and therefore an invoice cannot be sent to these drivers.

Invalid Addresses: Many people who move do not change their address attached to their DMV vehicle registration and do not have mail forwarded; therefore, they would not be able to receive a video toll invoice. When the first invoice is returned to the Authority because of a bad address, another invoice would not be sent.

Nonpayment of Toll Bills / Violators: Of customers who receive toll bills, a certain share pay after receiving the first invoice. Those that do not receive a second invoice (“late invoice”) for the toll amount plus a \$5 per bill charge. If this is not paid, a violation notice is sent which includes a fine of \$100 per transaction. Beginning last year (1/20/16) a new enforcement measure was enacted whereby drivers of New York State registered vehicles with toll violations on five days over an 18 month period would have their registration suspended. In 2017 this was changed to three violations over a five-year period. While this measure has helped increase the collections from Tolls by Mail customers, there are still a number of customers who do not pay.

Dismissals/Forgiveness: The Thruway as well as other AETC facilities typically offer forgiveness of late fees or violations and dismissal of tolls for a very small share of customers. Reasons include incorrect identification of license plates, transponders mistakenly charged more than once for a trip, and other such errors or disputes.

E. Historical and Forecasted Traffic and Toll Revenue

Table 14 presents a recent history of tolled traffic on the various elements of the Thruway System. The system experienced traffic losses throughout the 2007-2009 recession, followed by several years of nearly flat growth. Since 2014 there has been moderate growth, and traffic now exceeds the traffic in 2007, the beginning of the recession.

**Table 14: The Thruway System's Actual 2007-2016 Tolled Traffic
(millions of trips)**

Year	Passenger Cars			Commercial Vehicles			Total	Growth
	Controlled System	TZB/ Cuomo Br.	Other Barriers	Controlled System	TZB/ Cuomo Br.	Other Barriers		
2007	127.7	23.7	76.9	17.7	1.5	8.6	256.0	-5.0%
2008 ⁽¹⁾	125.5	22.9	73.5	16.9	1.4	8.3	248.5	-2.9%
2009 ⁽¹⁾	128.2	22.7	71.5	15.4	1.3	7.5	246.7	-0.7%
2010 ⁽¹⁾	129.0	23.1	70.7	15.7	1.4	7.7	247.6	0.4%
2011	126.6	22.6	70.9	15.8	1.4	7.9	245.2	-1.0%
2012	127.3	22.9	71.1	15.9	1.5	7.9	246.5	0.5%
2013	128.2	23.3	71.1	16.0	1.7	8.1	248.4	0.7%
2014	129.5	23.4	71.4	16.5	1.9	8.3	250.8	1.0%
2015	134.2	23.6	72.7	17.0	2.0	8.8	258.2	3.0%
2016 ⁽²⁾	137.8	24.4	73.5	17.4	2.2	9.0	264.2	2.3%

Notes: Totals may not add due to rounding. Non-revenue traffic not included.

⁽¹⁾ Toll Adjustments were implemented in 2008, 2009, and 2010.

⁽²⁾ AETC began at the Tappan Zee (now Governor Mario M. Cuomo Bridge) April 23, 2016.

Table 15 shows Jacobs' forecast of traffic through 2022 considering the economic information and expectations summarized earlier in this study. As in previous forecasts, we have projected moderate traffic growth, ranging from 0.9 percent to 1.1 percent annually.

Note that construction on the New NY Bridge Project was considered in the forecasts. The northern span of the Governor Mario M. Cuomo Bridge opened to northbound traffic in late August, 2017, and as of early October, southbound traffic also shifted from the Tappan Zee Bridge to this span, which operates with four lanes of traffic per direction. The southbound traffic will switch to the southern span by the end of 2018, after which the bridge will continue to operate with four lanes per direction. As the same number of lanes will be in operation during each phase of construction as are open today, no measurable reduction of traffic or revenue is anticipated during the construction period. Furthermore, it is our understanding that any revenue loss resulting from contractor action will be covered by the contractor.

Table 15: The Thruway System's Actual 2017 and Forecasted 2018-2022 Tolled Traffic (millions of trips)

Year	Passenger Cars			Commercial Vehicles			Total	Growth
	Controlled System	TZB/Cuomo Br.	Other Barriers	Controlled System	TZB/Cuomo Br.	Other Barriers		
2017 ⁽¹⁾	139.6	24.6	73.3	17.6	2.4	9.1	266.6	0.9%
2018 ⁽²⁾	141.7	25.2	73.7	17.8	2.4	9.0	269.7	1.1%
2019	143.1	25.5	74.2	18.0	2.4	9.1	272.4	1.0%
2020 ⁽³⁾	144.6	25.9	74.8	18.2	2.4	9.2	275.1	1.0%
2021	146.0	26.3	75.4	18.3	2.5	9.3	277.7	1.0%
2022	147.4	26.7	75.9	18.5	2.5	9.4	280.4	0.9%

Notes: Totals may not add due to rounding. Non-revenue traffic not included. No future toll rate adjustments are assumed in the forecasts.

⁽¹⁾ Actual traffic

⁽²⁾ The 2018 Approved Budget assumes AETC will begin on Grand Island Bridges in spring of 2018 and at Harriman Barrier in fall of 2018. In addition, with system-wide AETC, it is assumed that AETC will begin at the New Rochelle, Yonkers, and Spring Valley Barriers at the end of 2018.

⁽³⁾ With system-wide AETC, it is assumed that AETC will begin on the entire controlled system in fall of 2020.

Table 16 presents a recent history of toll revenue on the Thruway System. There is a slight reduction in revenue at the Tappan Zee Bridge (now Governor Mario M. Cuomo Bridge) in 2016; this is due to its conversion to AETC and the inability to bill or collect revenue from some Tolls by Mail customers, as described in the previous section of this report. Additionally, there was a \$6.2M adjustment to cash basis which relates to the lag in invoicing and collection of Tolls by Mail revenues (i.e., some Tolls by Mail tolls for trips made in 2016 were not collected until 2017). In the forecasts, similar collectability of Tolls by Mail revenues and adjustments were applied to the other elements of the system as they are converted to AETC.

Table 17 compares Jacobs' forecasts of total toll revenue for two tolling scenarios for 2018 through 2022. The original forecast, as it appears in the Authority's 2018 Approved Budget in November 2017, included conversion to all-electronic toll collection (AETC) at the Grand Island Bridges in the spring of 2018 and at the Harriman Barrier in the fall of 2018; no other Thruway facilities were assumed to convert to AETC during the forecast period. However, in January 2018 it was announced that the remainder of the Thruway System would go cashless by 2020. With system-wide AETC, in addition to the scheduled Grand Island Bridges and Harriman conversions in 2018, it is assumed that the remaining toll barriers (New Rochelle, Yonkers, and Spring Valley) will be converted to AETC in late 2018, and the entire controlled system converted to AETC by the fall of 2020.

Because of the unbillable and uncollectable revenues associated with Tolls by Mail, as described in Section 2 on page 48, there is a reduction in the revenues collected with system-wide AETC, especially beginning in 2020 when AETC is implemented on the entire ticket controlled system. Table 18 provides

detail on the 2018-2022 toll revenue forecasts with system-wide AETC implementation. **Note that no toll rate adjustments are assumed in the forecast period 2017 through 2022.**

**Table 16: The Thruway System's Actual 2007-2016 Toll Revenues
(millions)**

Year	Passenger Cars			Commercial Vehicles				Total	Growth	Adjustment to Cash Basis for Tolls by Mail
	Controlled System	TZB/Cuomo Br.	Other Barriers	Controlled System	TZB/Cuomo Br.	Other Barriers	CV Disc			
2007	\$183.4	\$82.1	\$59.2	\$187.0	\$21.5	\$28.2	\$(21.1)	\$540.3		
2008 ⁽¹⁾	193.8	85.4	67.9	187.0	21.2	29.1	(21.7)	562.7	4.1%	
2009 ⁽¹⁾	215.0	103.5	82.4	180.7	21.3	30.0	(21.2)	611.6	8.7%	
2010 ⁽¹⁾	226.6	104.7	81.8	194.9	24.6	31.4	(22.8)	641.2	4.8%	
2011	220.2	102.4	81.3	196.3	24.1	32.4	(22.7)	634.1	-1.1%	
2012	220.7	103.4	81.2	196.9	26.2	32.1	(22.8)	637.7	0.6%	
2013	225.6	105.1	81.3	199.1	28.8	32.8	(23.8)	648.9	1.8%	
2014	226.5	105.1	81.6	209.6	32.2	33.6	(24.6)	664.1	2.3%	
2015	237.8	106.5	83.5	219.3	34.4	35.6	(25.5)	691.7	4.2%	
2016 ⁽²⁾	245.2	103.4	84.0	227.6	38.2	36.4	(26.6)	708.3	2.4%	\$(6.2)

Notes: Totals may not add due to rounding.

⁽¹⁾ Toll Adjustments were implemented in 2008, 2009, and 2010.

⁽²⁾ AETC began at the Tappan Zee (now Governor Mario M. Cuomo Bridge) April 23, 2016.

**Table 17: The Thruway System's Unaudited 2017 and Forecasted 2018-2022 Total Toll Revenues, System-wide AETC vs. 2018 Approved Budget
(millions)**

Year	2018 Approved Budget Forecast ⁽¹⁾	System-wide AETC Forecast ⁽²⁾	Difference in Forecasts
2017	\$725.6	\$731.5 ⁽³⁾	\$5.9
2018	730.1	729.5	-0.5
2019	735.6	730.2	-5.4
2020	743.6	711.3	-32.4
2021	751.2	700.2	-51.0
2022	758.6	707.8	-50.8

Notes: Totals may not add due to rounding. No toll rate adjustments are assumed in the forecasts.

⁽¹⁾ AETC assumed to begin on Grand Island Bridges in spring of 2018 and at the Harriman Barrier in fall of 2018.

⁽²⁾ AETC assumed to begin on Grand Island Bridges in spring of 2018, at the Harriman Barrier in fall of 2018, and on the rest of the Barrier System at the end of 2018. AETC assumed to begin on the entire controlled system in fall of 2020.

⁽³⁾ Unaudited actual revenues

Table 18: The Thruway System’s Unaudited 2017 and Forecasted 2018-2022 Toll Revenues, System-wide AETC Forecast (millions)

Year	Passenger Cars			Commercial Vehicles				Total	Growth	Adjustment to Cash Basis for Tolls by Mail
	Controlled System	TZB/Cuomo Br.	Other Barriers	Controlled System	TZB/Cuomo Br.	Other Barriers	CV Disc			
2017 ⁽¹⁾⁽²⁾	\$251.6	\$103.4	\$84.1	\$233.3	\$47.8	\$38.7	\$(27.4)	\$731.5	3.3%	\$-
2018 ⁽³⁾	254.1	100.9	80.5	235.8	48.0	38.1	(27.8)	729.5	-0.3%	(1.7)
2019	256.5	103.0	75.2	238.1	48.5	37.2	(28.4)	730.2	0.1%	(1.3)
2020 ⁽⁴⁾	237.8	105.1	76.0	234.3	49.2	37.7	(28.8)	711.3	-2.6%	(13.7)
2021	225.5	106.8	76.6	232.5	49.9	38.1	(29.2)	700.2	-1.6%	-
2022	228.2	108.4	77.2	234.6	50.5	38.5	(29.6)	707.8	1.1%	-

Notes: Totals may not add due to rounding. No toll rate adjustments are assumed in the forecasts.

⁽¹⁾ Unaudited actual revenues

⁽²⁾ Removal of discounts for vehicles with out-of-state E-ZPass began on 1/1/17.

⁽³⁾ AETC assumed to begin on Grand Island Bridges in spring of 2018 and at Harriman Barrier in fall of 2018. AETC is assumed to begin at the remaining toll barriers (New Rochelle, Yonkers and Spring Valley) at the end of 2018.

⁽⁴⁾ AETC assumed to begin on the entire controlled system in fall of 2020.

F. Other Revenues/Total Revenues

In addition to toll revenues, the Authority collects a variety of non-toll revenues derived from payments received from concessionaires at the Thruway service areas restaurant and gasoline stations, sales of surplus property, revenues from special hauling permits, E-ZPass violatons and other E-ZPass fees, fiber optic agreements, interest on various invested funds, and other miscellaneous sources. Historical gross revenues between 2007 and 2016 are summarized in Table 19.

Table 19: Summary of 2007 – 2016 Actual Thruway System Gross Total Revenues (millions)

Year	Toll Revenues	Other Revenues	Total Revenues
2007	\$540.3	\$41.4	\$581.7
2008 ⁽¹⁾	562.7	33.5	596.2
2009 ⁽¹⁾	611.6	26.7	638.3
2010 ⁽¹⁾	641.2	31.3	672.5
2011	634.1	31.4	665.5
2012	637.7	31.5	669.2
2013	648.9	31.8	680.7
2014	664.1	32.4	696.4
2015	691.7	34.6	726.3
2016 ⁽²⁾	708.3	41.0	749.4

Note: Totals may not add due to rounding

⁽¹⁾ Toll Adjustments were implemented in 2005, 2008, 2009, and 2010.

⁽²⁾ AETC began at the Tappan Zee Bridge (now Governor Mario M. Cuomo Bridge) April 23, 2016.

A relatively new component to “other revenues” is late fees and fines for Tolls by Mail customers at AETC locations who do not pay their toll bill on time. A \$5 per bill late fee is charged on the second bill sent to Tolls by Mail customers. This is split among all the New York *E-ZPass* agencies whose transactions appear on a single late toll bill. In addition, on the third bill – a violation notice – a fine is charged *per transaction*. On the Tappan Zee/Governor Mario M. Cuomo Bridge, this fine was increased from \$25 in 2016 to \$50 on January 1, 2017 and to \$100 on January 17, 2017. Also, beginning two years ago (January 20, 2016) a new enforcement measure was enacted whereby drivers of New York State registered vehicles with toll violations on five days over an 18-month period would have their registration suspended. In 2017 this was changed to three violations over a five-year period. The new enforcement measure was applied to all past unpaid tolls and violations from prior years. At future AETC locations, a Tolls by Mail fine of \$50 has conservatively been assumed. Note that Thruway regulations currently specify a \$100 violation fee for nonpayment of Tolls by Mail, however, the Authority has the discretion to reduce this fee for smaller facilities. There is an estimated three-month lag in collection of the \$5 per bill late fees and five-month lag in collection of violation fees built into the forecasts.

Table 20 compares the 2018-2022 total gross revenues for the System-wide AETC Forecast to the revenues forecasted previously for the 2018 Approved Budget (note that the 2017 revenues shown for the Systemwide AETC Forecast are unaudited actual revenues). With the above assumptions, a total of approximately \$23 million in annual Tolls by Mail violation and late fee revenues is projected due to the Harriman Barrier and Grand Island Bridges AETC conversions. As other toll locations are converted to AETC, this number will grow. More than \$40 million in additional annual Tolls by Mail late fee and violation revenue is projected in the years following system-wide AETC implementation. As the AETC implementation progresses on the Thruway System, these schedules of fees and penalties, as well as enforcement capabilities may change, which could have an impact on the currently projected levels of “other revenues”.

The final column of Table 20 shows the net difference in total revenue between the System-wide AETC and 2018 Approved Budget Forecasts. The projected increase in “other revenues” due to system-wide AETC covers a portion of the losses in Tolls by Mail toll revenue.

Table 20: Summary of Unaudited 2017 and Forecasted 2018-2022 Thruway System Total Gross Revenues (millions)

Year	2018 Approved Budget Forecast ⁽¹⁾			System-wide AETC Forecast ⁽²⁾			Difference		
	Toll Revenues	Other Revenues	Total Revenues	Toll Revenues	Other Revenues	Total Revenues	Toll Revenues	Other Revenues	Total Revenues
2017	\$725.6	\$51.8	\$777.4	\$731.5 ⁽³⁾	\$60.6 ⁽³⁾	\$792.1 ⁽³⁾	\$5.9	\$8.8	\$14.7
2018	730.1	57.5	787.6	729.5	57.5	787.0	-0.5	0.0	-0.5
2019	735.6	61.6	797.2	730.2	64.6	794.9	-5.4	3.0	-2.3
2020	743.6	61.3	804.9	711.3	72.6	783.9	-32.4	11.4	-21.0
2021	751.2	61.4	812.6	700.2	97.2	797.4	-51.0	35.8	-15.2
2022	758.6	61.7	820.3	707.8	104.3	812.1	-50.8	42.6	-8.2

Note: Totals may not add due to rounding. No toll rate adjustments are assumed in the forecasts.

⁽¹⁾ AETC assumed to begin on Grand Island Bridges in spring of 2018 and at the Harriman Barrier in fall of 2018.

⁽²⁾ AETC assumed to begin on Grand Island Bridges in spring of 2018, at the Harriman Barrier in fall of 2018, and on the remaining toll barriers (New Rochelle, Yonkers and Spring Valley) at the end of 2018. AETC assumed to begin on the entire controlled system in fall of 2020.

⁽³⁾ Unaudited actual revenues

VIII. Flow of Funds

A. Historical

Table 21 presents total revenue and expenses for 2007 through 2016 in a format that is consistent with the flow of funds required by the Authority’s General Revenue Bond Resolution. As noted in this table, from 2007 through 2016 the Authority was able to maintain fiscal stability and a debt service coverage ratio that warranted its current favorable investment grade credit rating. This was accomplished primarily by the aforementioned operational cost containment efforts, capital program modifications, and implemented toll rate adjustments.

Table 21: Historical Revenues, Operating Expenses and Reserve Fund Requirements, 2007 – 2016
(in millions)

	Actual 2007	Actual 2008	Actual 2009	Actual 2010	Actual 2011	Actual 2012	Actual 2013	Actual 2014	Actual 2015	Actual 2016	Total 2007-2016
Total Revenues	\$ 581.6	\$ 596.2	\$ 638.3	\$ 672.5	\$ 665.5	\$ 669.2	\$ 680.7	\$ 696.4	\$ 726.3	\$ 749.4	\$ 6,676.1
Less:											
Operating Expenses	332.2	334.8	339.3	358.2	365.5	357.0	279.6	286.1	287.4	311.6	3,251.8
Operating Reserves	<u>6.8</u>	<u>2.5</u>	<u>7.3</u>	<u>6.0</u>	<u>4.6</u>	<u>2.0</u>	<u>3.5</u>	<u>5.9</u>	<u>1.8</u>	<u>1.8</u>	<u>42.0</u>
Total	339.0	337.3	346.7	364.2	370.0	359.0	283.1	292.0	289.1	313.3	3,293.7
Net Revenues	242.6	258.9	291.7	308.3	295.5	310.2	397.6	404.4	437.1	436.0	3,382.3
Less: Senior Bonds Debt Service	<u>135.8</u>	<u>163.5</u>	<u>166.3</u>	<u>167.3</u>	<u>167.4</u>	<u>198.5</u>	<u>239.8</u>	<u>250.9</u>	<u>235.4</u>	<u>227.3</u>	<u>1,952.2</u>
Net Revenues After Debt Service	106.8	95.4	125.4	141.0	128.1	111.7	157.8	153.5	201.8	208.7	1,430.1
Less: Retained for Operating Reserves	5.0	(5.1)	6.8	18.8	4.3	5.5	(10.7)	15.2	18.2	8.5	66.5
Net Revenues	101.8	100.5	118.5	122.1	123.8	106.2	168.5	138.3	183.6	200.2	1,363.6
Less:											
RMF Provisions ⁽¹⁾	20.7	30.7	34.5	31.0	10.0	36.2	79.8	35.7	97.1	68.8	444.6
FCIF Provisions						8.0	25.0	10.0	20.5	14.0	77.5
Junior Debt Service										29.2	29.2
Other Authority Projects ⁽²⁾	53.7	45.2	48.7	46.0	51.3	51.9	47.7	46.8	52.0	13.8	457.2
General Reserve Fund	26.8	24.4	25.1	21.2	48.2	8.1	15.8	45.2	13.6	74.0	302.5
General Reserve Fund - CP1, CP 2 & BAN's	-	-	10.6	23.8	14.4	2.0	0.3	0.4	0.4	0.4	52.3
Balance After Provisions	0.6	0.0	(0.3)	0.0	(0.1)	(0.1)	(0.1)	0.2	(0.1)	0.0	0.3
Adjustments for Cash Basis	(0.6)	-	0.2	(0.1)	0.1	0.1	0.1	(0.2)	0.1	-	(0.3)
Net Balance Available for Working Capital	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Senior Debt Service Coverage	1.79x	1.58x	1.75x	1.84x	1.77x	1.56x	1.66x	1.61x	1.86x	1.92x	
Senior plus Junior Debt Service Coverage										1.70x	
Pay-As-You-Go Percentage	46.5%	15.7%	19.6%	19.0%	17.6%	31.3%	16.2%	17.6%	52.6%	60.7%	

Note: Totals may not add due to rounding.

⁽¹⁾ Shows the Reserve Maintenance Fund provision will be funded from debt proceeds when sufficient revenues are not available

⁽²⁾ As of 10/31/2007, expenditures for I-84 were funded from NYSDOT

B. Meeting the Authority's Future Revenue Needs

Future funding needs through 2022 were established by the Authority at amounts necessary to continue high levels of safety and service, maintain good infrastructure conditions, complete the 2018-2022 Capital Program with the projected additional costs to implement system-wide AETC, support Thruway operations, and maintain debt service coverage levels appropriate for its current "A" credit rating.

Table 22 presents the projected flow of funds including the needed revenue amounts and debt service coverage ratios. The funding for the Capital Program and estimated debt to be refunded are also shown in the table. In determining future funding needs, it is important to note that the Authority has a management commitment to a future minimum debt service coverage ratio of 1.55x for the Senior Lien, above the Board-adopted guideline of 1.50x. Additionally, the Authority has a management commitment to a minimum debt service coverage ratio for combined Senior Bonds and Junior Indebtedness Obligations of 1.35x, higher than the Junior Indebtedness Resolution requirement of 1.2x coverage for the combined annual Senior Bond debt service and annual Junior Indebtedness Obligation debt service. These Board-adopted minimum coverage ratio guidelines are met or exceeded every year of the forecast, except in 2022 when an additional \$94.3 million of revenue is needed to meet the minimum coverage requirements. The Authority has independent authority to adjust toll rates to meet this fiscal management guideline. The forecasts in this study assume no toll increases or adjustments to fees through the 2018-2022 forecast period.

Jacobs' forecast includes the additional \$700 million in NYS Infrastructure Grants provided in the State's 2016-2017 Enacted Budget, in addition to the \$1.285 billion authorized in the 2015-2016 State Budget to fund Thruway capital projects. Future funding needs through 2022 were established by the Authority at amounts necessary to maintain levels of safety and service, preserve good infrastructure conditions, support the Thruway, and maintain the Authority's established debt service coverage policy targets. The projections included in Table 22 fully incorporate the \$1.985 million in approved State assistance.

In the absence of any proposed additional funding amounts, the Authority has the power, without approval by the Legislature or the Governor, to increase toll rates to maintain its high level of operating safety and services on the Thruway System, to maintain and rehabilitate the Thruway System, to pay debt service, to meet toll covenants and to maintain the balance of revenues and expenses. Based on our experience and knowledge of the Thruway System, it is our opinion that the essentiality of the Thruway System, its currently low relative toll rates, and the size of future rate adjustments that may be needed to produce these additional revenues can be achieved. Those adjustments, if required, would likely result in only small adverse changes to traffic patterns.

**Table 22: Thruway Flow of Funds and Debt Service Coverage, System-wide AETC Implementation
(millions)**

	Actual 2016	Unaudited 2017 ⁽¹⁾	Projected 2018	Projected 2019	Projected 2020	Projected 2021	Projected 2022	Total 2017-2022
Toll Revenues	\$708.3	\$731.5	\$729.5	\$730.2	\$711.3	\$700.2	\$707.8	\$4,310.5
Other Revenues	41.0	60.6	57.5	64.6	72.6	97.2	104.3	456.9
Additional Revenue need							\$94.3 ⁽²⁾	\$94.3
Total Revenue Needs	\$749.4	\$792.1	\$787.0	\$794.9	\$783.9 ⁽³⁾	\$797.4	\$906.4	\$4,861.7
Thruway Operating Expenses	311.6	329.7	342.1	350.4	351.7	346.1	353.5	2,073.7
Reserve for Claims and Indemnities and Environmental Remediation	1.8	2.7	1.0	1.5	1.5	1.5	1.5	9.7
Net Revenue (A)	436.0	459.7	443.9	443.0	430.7	449.7	551.4	2,778.3
Less: Net Senior Bonds Debt Service (B)	227.3	234.6	225.2	246.0	228.4	251.0	327.8	1,513.0
Net Revenue after Senior Bonds Debt Service	208.7	225.1	218.7	196.9	202.3	198.7	223.6	1,265.3
Less:								
Retain for Operating Reserves/Adj to cash basis	8.5	19.3	1.7	1.3	13.7	0.0	0.0	36.0
Reserve Maintenance Deposit	68.8	103.2	66.6	60.6	51.5	60.4	62.4	404.6
Net Junior Indebtedness Debt Service (C)	29.2	43.7	79.3	58.6	59.2	59.2	80.7	380.6
Deposit into Jr Debt Service Res Fund				10.0	10.0	10.0	10.0	40.0
Facilities Capital Improvement Deposit	14.0	5.0	6.0	0.0	0.0	0.0	0.0	11.0
Canal Corporation (Net of Federal Aid)	13.8	0.0	0.0	0.0	0.0	0.0	0.0	0.0
General Reserve Fund Provision - State Police	47.6	54.0	65.2	66.5	67.8	69.2	70.5	393.2
General Reserve Fund Provision - Canal Capital	26.4	0.0	0.0	0.0	0.0	0.0	0.0	0.0
General Reserve Fund - Subordinate Debt	0.4	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Balance	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0

Senior Bonds Debt Service Coverage Ratio (A/B)⁽⁴⁾

1.92 1.96 1.97 1.80 1.89 1.79 1.68

Senior Bonds & Junior Indebtedness Debt Service Coverage Ratio (A/(B+C))⁽⁵⁾

1.70 1.65 1.46 1.45 1.50 1.45 1.35

Proposed Debt Issuances by Year:

Senior Bonds				\$ 266.5	\$ 411.3	\$ 242.9	\$ 348.1
Junior Indebtedness Obligations	\$ 850.0	\$ -	\$ 390.9				

Notes: Numbers incorporate a total of \$1.985 billion in State capital assistance provided in the 2015-2016 and 2016-2017 Enacted State Budgets. No toll rate adjustments are assumed in the forecasts. Totals may not add due to rounding.

⁽¹⁾ 2017 data is unaudited

⁽²⁾ In 2022 an additional \$94.3 million of revenue is needed to meet the minimum coverage requirements for both the Senior Lien and combined Senior Bonds and Junior Indebtedness Obligations

⁽³⁾ Total revenues in 2020 include \$13.7 million toll by mail revenues that will be earned in 2020, but collected in 2021. Without these revenues included, Senior Debt Service Coverage is projected to be 1.83x and Aggregate Debt Service Coverage is projected to be 1.45x.

⁽⁴⁾ The Authority has a management commitment to a future minimum debt service coverage ratio of 1.55x for the Senior Lien, above the Board-adopted guideline of 1.50x

⁽⁵⁾ The Authority has a management commitment to a minimum debt service coverage ratio for combined Senior Bonds and Junior Indebtedness Obligations of 1.35x, higher than the Junior Indebtedness Resolution requirement of 1.2x coverage for the combined annual Senior Bond debt service and annual Junior Indebtedness Obligation debt service

IX. Conclusion

The Authority's Board has the independent statutory authority to set toll rates and has the obligation to adjust rates (as set forth in both the General Revenue Bond Resolution and the Junior Indebtedness Resolution) to the levels required to satisfy covenants pledged to its debt holders. In our opinion, the Thruway has the capacity to generate the required additional revenues through periodic toll adjustments. If needed to fill noted revenue shortfalls, the periodic adjustments will result in only small changes to traffic patterns. In addition, either through the proposed actions or through periodic toll adjustments, we believe that these will allow the Authority to:

- Fund necessary operations, maintenance and capital expenses;
- Meet the covenants of the General Revenue Bond Resolution and the Junior Indebtedness Resolution;
- Complete the New NY Bridge Project – the replacement of the Tappan Zee Bridge with the Governor Mario M. Cuomo Bridge;
- Preserve good overall infrastructure conditions of the Thruway System and complete its current 5-Year Capital Program;
- Satisfy the terms of the TIFIA loan awarded by the Federal government to the Authority in December 2013;
- Comply with the Authority's Fiscal Management Guidelines by maintaining targeted levels of debt service coverage; and
- Fully implement Thruway System-wide AETC within the parameters described in the forecasting methodology for conversion to AETC in this study.

We believe the Authority will continue to be able to provide good service to its customers and will continue to fulfill its critical role in supporting the State's economy through the forecast period.

X. Limits and Disclaimers

It is Jacobs' opinion that the traffic and toll revenue estimates provided herein represent reasonable and achievable levels of traffic and toll revenues that can be expected to accrue at the Authority's toll facilities over the forecast period and that they have been prepared in accordance with accepted industry-wide practice. However, as should be expected with any forecast, and given the uncertainties within the current economic climate, it is important to note the following assumptions which, in our opinion, are reasonable:

- This limited synopsis presents the highlighted results of Jacobs' consideration of the information available as of the date hereof and the application of our experience and professional judgment to that information. It is not a guarantee of any future events or trends.
- The traffic and toll revenue estimates will be subject to future economic and social conditions, demographic developments and regional transportation construction activities that cannot be predicted with certainty.
- The estimates contained in this document, while presented with numeric specificity, are based on a number of estimates and assumptions which, though considered reasonable to us, are inherently subject to economic and competitive uncertainties and contingencies, most of which are beyond the control of the Authority and cannot be predicted with certainty. In many instances, a broad range of alternative assumptions could be considered reasonable with the availability of alternative toll schedules, and any changes in the assumptions used could result in material differences in estimated outcomes.
- Jacobs' traffic and toll revenue estimations only represent our best judgment and we do not warrant or represent that the actual toll revenues will not vary from our estimates.
- The standards of operation and maintenance on all of the Thruway System will be maintained as planned within the business rules and practices.
- The general configuration and location of the Thruway System and its interchanges will remain as discussed in the report.
- Access to and from the Thruway System will remain as discussed in the report.
- No other new competing highway projects, tolled or non-tolled are assumed to be constructed or significantly improved in the project corridor during the project period, except those identified within the report.
- Major highway improvements that are currently underway or fully funded will be completed as planned.
- The Thruway System will be well maintained, efficiently operated, and effectively signed to encourage usage.
- No reduced growth initiatives or related controls that would significantly inhibit normal development patterns will be introduced during the forecast period.
- There will be no future serious protracted recession during the forecast period.
- There will be no protracted fuel shortage during the forecast period.

- No local, regional, or national emergency will arise that will abnormally restrict the use of motor vehicles.

In Jacobs' opinion, the assumptions underlying the study provide a reasonable basis for the analysis. However, any financial projection is subject to uncertainties. Inevitably, some assumptions used to develop the projections will not be realized, and unanticipated events and circumstances may occur. There are likely to be differences between the projections and actual results, and those differences may be material. Because of these uncertainties, Jacobs makes no guaranty or warranty with respect to the projections in this study.

This document, and the opinions, analysis, evaluations, or recommendations contained herein are for the sole use and benefit of the contracting parties. There are no intended third party beneficiaries, and Jacobs Civil Consultants Inc., (and its affiliates) shall have no liability whatsoever to any third parties for any defect, deficiency, error, omission in any statement contained in or in any way related to this document or the services provided.

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We would like to thank the Authority staff for all of their assistance in the preparation of this report.

Sincerely,



Richard J. Gobeille, P.E.

National Toll / Finance Manager

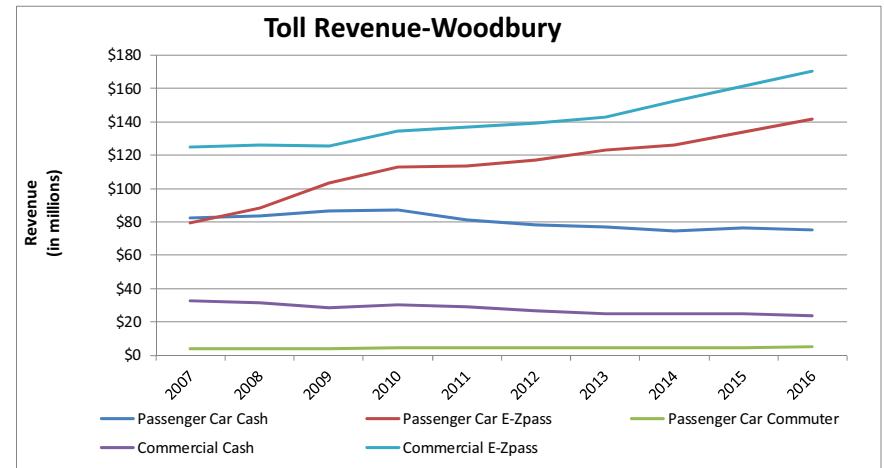
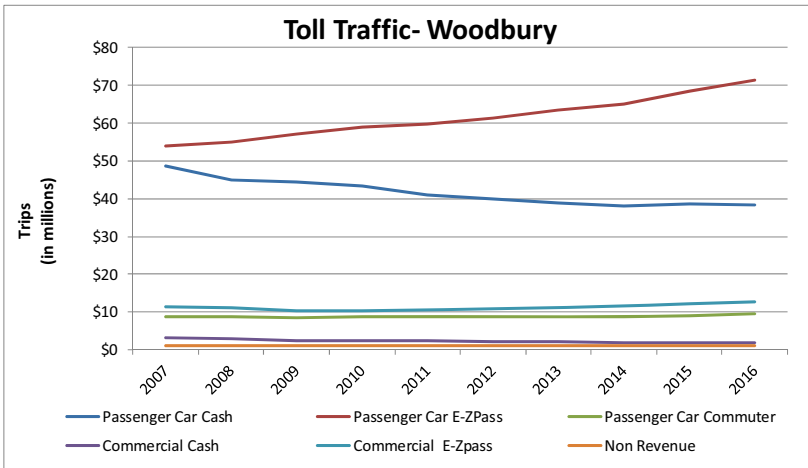
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APPENDIX: Historical Traffic and Revenue by Facility

Traffic and Revenue- Woodbury Section

Toll Traffic-Woodbury							
Year	Passenger Car Cash	Passenger Car E-ZPass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	48.7	53.9	8.8	3.2	11.4	1.2	127.1
2008	44.9	54.9	8.7	2.8	11.0	1.1	123.5
2009	44.5	57.1	8.6	2.5	10.2	1.1	124.0
2010	43.3	59.0	8.8	2.5	10.4	1.2	125.2
2011	41.0	59.8	8.6	2.4	10.7	1.1	123.6
2012	40.1	61.4	8.6	2.2	10.9	1.0	124.2
2013	38.9	63.4	8.7	2.0	11.2	0.9	125.1
2014	38.1	65.2	8.8	2.0	11.6	1.0	126.7
2015	38.7	68.4	9.1	1.9	12.2	1.0	131.2
2016	38.5	71.5	9.4	1.8	12.6	1.0	134.8

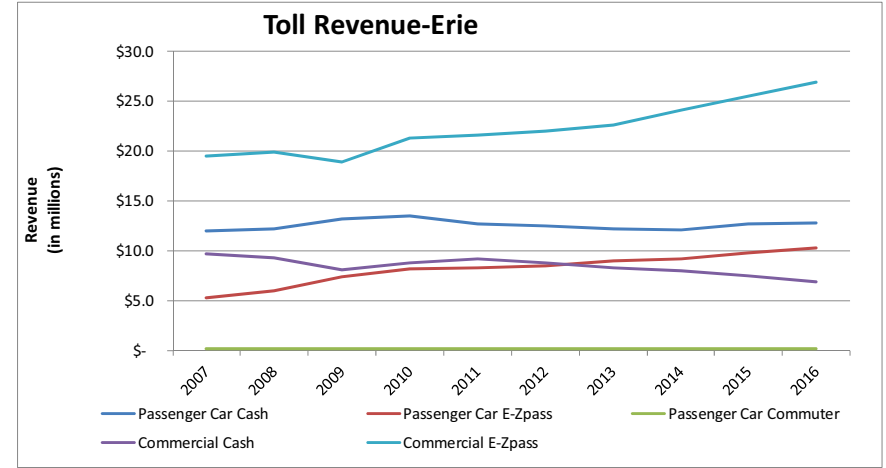
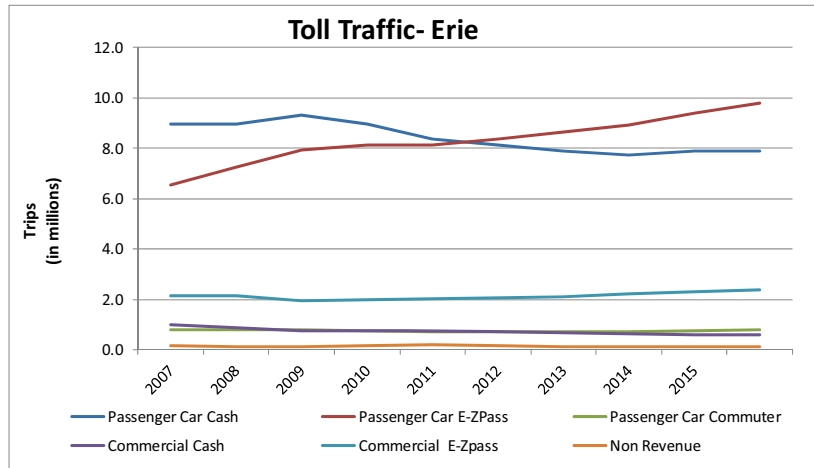
Toll Revenue-Woodbury							
Year	Passenger Car Cash	Passenger Car E-Zpass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	\$ 82.6	\$ 79.5	\$ 3.8	\$ 32.8	\$ 125.0	\$ -	\$ 323.8
2008	\$ 83.3	\$ 88.3	\$ 3.9	\$ 31.6	\$ 126.3	\$ -	\$ 333.3
2009	\$ 86.6	\$ 103.5	\$ 4.1	\$ 28.5	\$ 125.3	\$ -	\$ 347.9
2010	\$ 87.4	\$ 112.9	\$ 4.4	\$ 30.1	\$ 134.7	\$ -	\$ 369.6
2011	\$ 81.2	\$ 113.7	\$ 4.3	\$ 28.9	\$ 136.6	\$ -	\$ 364.6
2012	\$ 78.4	\$ 116.8	\$ 4.2	\$ 27.0	\$ 139.2	\$ -	\$ 365.7
2013	\$ 77.1	\$ 122.8	\$ 4.3	\$ 25.2	\$ 143.1	\$ -	\$ 372.6
2014	\$ 74.8	\$ 125.8	\$ 4.5	\$ 25.0	\$ 152.5	\$ -	\$ 382.7
2015	\$ 76.5	\$ 134.1	\$ 4.6	\$ 24.8	\$ 161.5	\$ -	\$ 401.5
2016	\$ 75.1	\$ 141.9	\$ 4.9	\$ 23.6	\$ 170.3	\$ -	\$ 415.8



Traffic and Revenue- Erie Section

Toll Traffic-Erie							
Year	Passenger Car Cash	Passenger Car E-ZPass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	9.0	6.5	0.8	1.0	2.1	0.2	19.6
2008	9.0	7.3	0.8	0.9	2.1	0.1	20.2
2009	9.3	7.9	0.8	0.7	1.9	0.1	20.8
2010	9.0	8.1	0.8	0.8	2.0	0.2	20.8
2011	8.4	8.1	0.7	0.8	2.0	0.2	20.2
2012	8.1	8.4	0.7	0.7	2.1	0.1	20.1
2013	7.9	8.6	0.7	0.7	2.1	0.1	20.1
2014	7.7	8.9	0.7	0.6	2.2	0.1	20.3
2015	7.9	9.4	0.7	0.6	2.3	0.1	21.1
2016	7.9	9.8	0.8	0.6	2.4	0.1	21.6

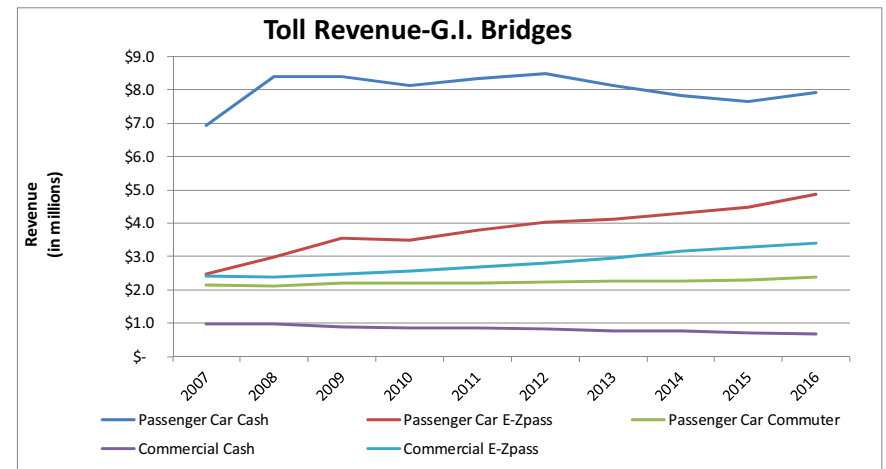
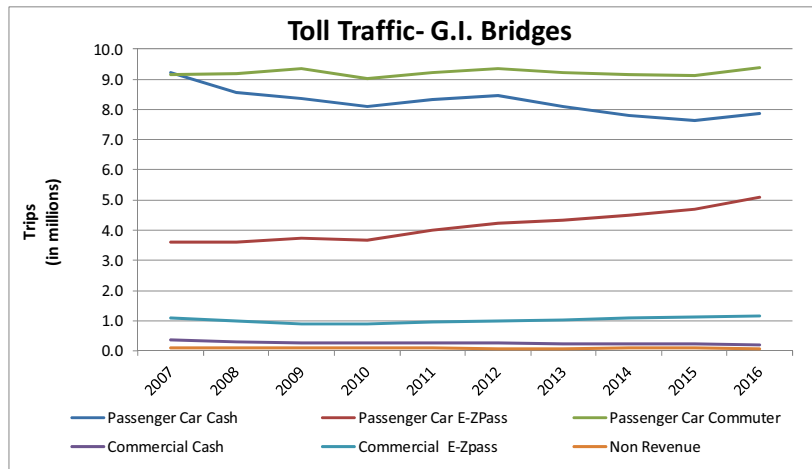
Toll Revenue-Erie							
Year	Passenger Car Cash	Passenger Car E-Zpass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	\$ 12.0	\$ 5.3	\$ 0.2	\$ 9.7	\$ 19.4	\$ -	\$ 46.6
2008	\$ 12.2	\$ 6.0	\$ 0.2	\$ 9.3	\$ 19.9	\$ -	\$ 47.5
2009	\$ 13.2	\$ 7.4	\$ 0.2	\$ 8.0	\$ 18.9	\$ -	\$ 47.8
2010	\$ 13.5	\$ 8.2	\$ 0.2	\$ 8.8	\$ 21.3	\$ -	\$ 51.9
2011	\$ 12.6	\$ 8.3	\$ 0.2	\$ 9.2	\$ 21.6	\$ -	\$ 51.9
2012	\$ 12.5	\$ 8.5	\$ 0.2	\$ 8.8	\$ 22.0	\$ -	\$ 51.9
2013	\$ 12.2	\$ 8.9	\$ 0.2	\$ 8.2	\$ 22.6	\$ -	\$ 52.2
2014	\$ 12.1	\$ 9.2	\$ 0.2	\$ 8.0	\$ 24.1	\$ -	\$ 53.5
2015	\$ 12.7	\$ 9.8	\$ 0.2	\$ 7.5	\$ 25.5	\$ -	\$ 55.6
2016	\$ 12.8	\$ 10.3	\$ 0.2	\$ 6.8	\$ 26.9	\$ -	\$ 57.0



Traffic and Revenue- Grand Island Bridges Total

Toll Traffic-G.I. Bridge							
Year	Passenger Car Cash	Passenger Car E-ZPass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	9.2	3.6	9.2	0.4	1.1	0.1	23.5
2008	8.6	3.6	9.2	0.3	1.0	0.1	22.7
2009	8.4	3.7	9.3	0.3	0.9	0.1	22.7
2010	8.1	3.7	9.0	0.3	0.9	0.1	22.0
2011	8.3	4.0	9.2	0.3	0.9	0.1	22.8
2012	8.5	4.2	9.4	0.3	1.0	0.1	23.4
2013	8.1	4.3	9.2	0.2	1.0	0.1	23.0
2014	7.8	4.5	9.2	0.2	1.1	0.1	22.9
2015	7.6	4.7	9.1	0.2	1.1	0.1	22.9
2016	7.9	5.1	9.4	0.2	1.1	0.1	23.8

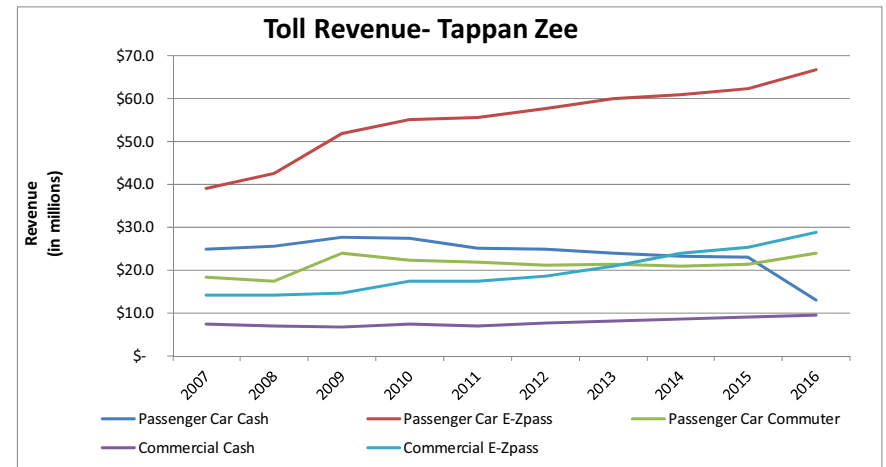
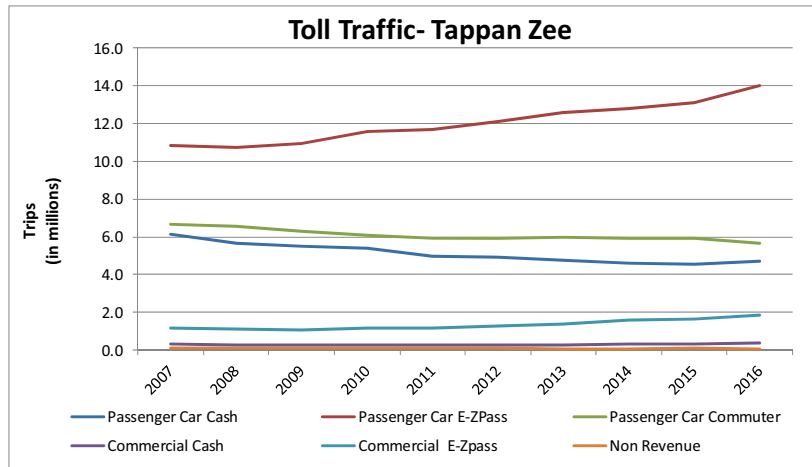
Toll Revenue-G.I. Bridge								
Year	Passenger Car Cash	Passenger Car E-Zpass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total	
2007	\$ 6.9	\$ 2.5	\$ 2.1	\$ 1.0	\$ 2.4	\$ -	\$ 14.9	
2008	\$ 8.4	\$ 3.0	\$ 2.1	\$ 1.0	\$ 2.4	\$ -	\$ 16.9	
2009	\$ 8.4	\$ 3.5	\$ 2.2	\$ 0.9	\$ 2.5	\$ -	\$ 17.5	
2010	\$ 8.1	\$ 3.5	\$ 2.2	\$ 0.9	\$ 2.6	\$ -	\$ 17.2	
2011	\$ 8.3	\$ 3.8	\$ 2.2	\$ 0.9	\$ 2.7	\$ -	\$ 17.9	
2012	\$ 8.5	\$ 4.0	\$ 2.2	\$ 0.8	\$ 2.8	\$ -	\$ 18.3	
2013	\$ 8.1	\$ 4.1	\$ 2.3	\$ 0.8	\$ 2.9	\$ -	\$ 18.2	
2014	\$ 7.8	\$ 4.3	\$ 2.3	\$ 0.8	\$ 3.2	\$ -	\$ 18.3	
2015	\$ 7.7	\$ 4.5	\$ 2.3	\$ 0.7	\$ 3.3	\$ -	\$ 18.4	
2016	\$ 7.9	\$ 4.9	\$ 2.4	\$ 0.7	\$ 3.4	\$ -	\$ 19.2	



Traffic and Revenue- Tappan Zee Bridge

Toll Traffic-Tappan Zee							
Year	Passenger Car Cash	Passenger Car E-ZPass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	6.2	10.8	6.7	0.3	1.2	0.1	25.3
2008	5.6	10.7	6.6	0.3	1.1	0.1	24.4
2009	5.5	10.9	6.3	0.3	1.0	0.1	24.1
2010	5.4	11.6	6.1	0.3	1.2	0.1	24.6
2011	5.0	11.7	5.9	0.2	1.2	0.1	24.1
2012	4.9	12.1	5.9	0.3	1.3	0.1	24.5
2013	4.7	12.6	6.0	0.3	1.4	0.1	25.1
2014	4.6	12.8	5.9	0.3	1.6	0.1	25.3
2015	4.6	13.1	5.9	0.3	1.7	0.1	25.6
2016	4.7	14.0	5.7	0.4	1.9	0.1	26.7

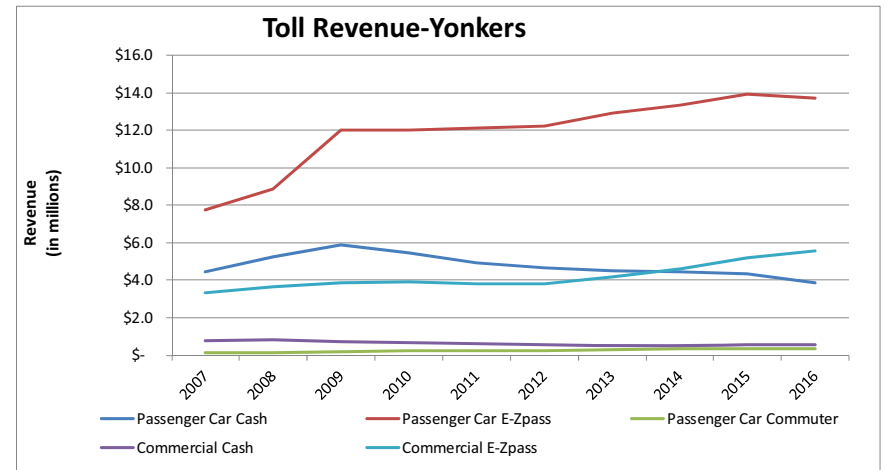
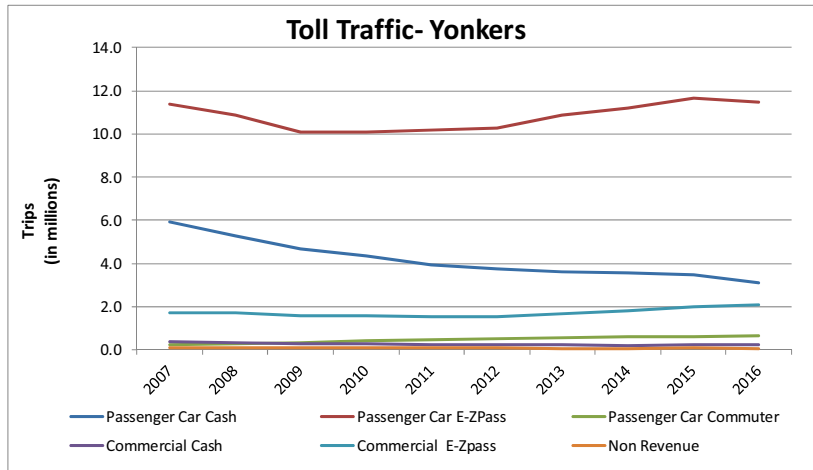
Toll Revenue-Tappan Zee							
Year	Passenger Car Cash	Passenger Car E-Zpass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	\$ 24.9	\$ 39.0	\$ 18.2	\$ 7.3	\$ 14.2	-	\$ 103.6
2008	\$ 25.5	\$ 42.5	\$ 17.4	\$ 7.0	\$ 14.2	-	\$ 106.5
2009	\$ 27.7	\$ 51.9	\$ 23.8	\$ 6.7	\$ 14.6	-	\$ 124.8
2010	\$ 27.3	\$ 55.1	\$ 22.3	\$ 7.3	\$ 17.3	-	\$ 129.3
2011	\$ 25.1	\$ 55.5	\$ 21.8	\$ 6.8	\$ 17.3	-	\$ 126.6
2012	\$ 24.7	\$ 57.6	\$ 21.1	\$ 7.6	\$ 18.5	-	\$ 129.6
2013	\$ 23.9	\$ 59.9	\$ 21.3	\$ 8.0	\$ 20.8	-	\$ 133.9
2014	\$ 23.2	\$ 60.9	\$ 20.9	\$ 8.4	\$ 23.8	-	\$ 137.3
2015	\$ 23.0	\$ 62.2	\$ 21.3	\$ 9.0	\$ 25.4	-	\$ 140.9
2016	\$ 13.0	\$ 66.7	\$ 23.8	\$ 9.5	\$ 28.7	-	\$ 141.6



Traffic and Revenue- Yonkers

Toll Traffic-Yonkers							
Year	Passenger Car Cash	Passenger Car E-ZPass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	5.9	11.4	0.2	0.4	1.7	0.1	19.7
2008	5.3	10.9	0.3	0.3	1.7	0.1	18.5
2009	4.7	10.1	0.3	0.3	1.6	0.1	17.1
2010	4.4	10.1	0.4	0.3	1.6	0.1	16.8
2011	4.0	10.2	0.5	0.2	1.5	0.1	16.4
2012	3.7	10.3	0.5	0.2	1.5	0.1	16.3
2013	3.6	10.9	0.5	0.2	1.7	0.1	16.9
2014	3.5	11.2	0.6	0.2	1.8	0.1	17.4
2015	3.5	11.7	0.6	0.2	2.0	0.1	18.1
2016	3.1	11.5	0.6	0.2	2.1	0.1	17.6

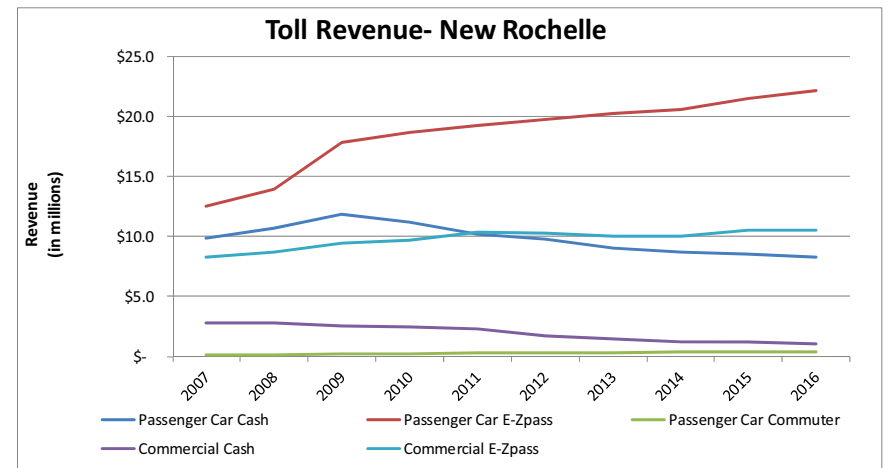
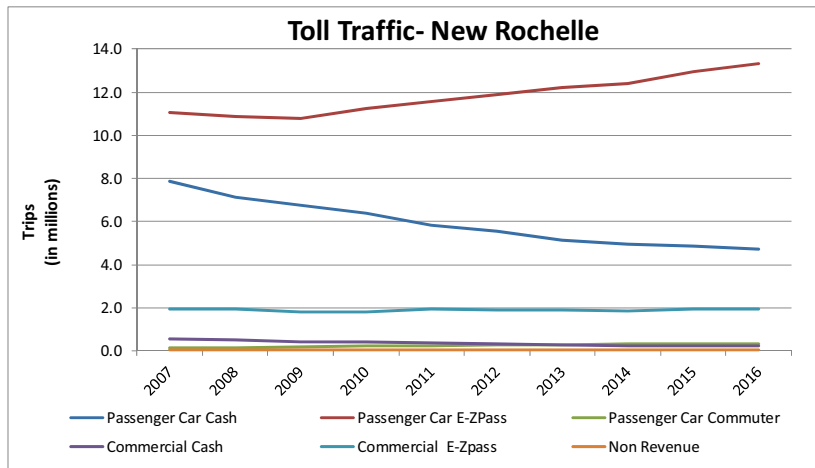
Toll Revenue-Yonkers								
Year	Passenger Car Cash	Passenger Car E-Zpass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total	
2007	\$ 4.4	\$ 7.7	\$ 0.1	\$ 0.8	\$ 3.3	\$ -	\$	16.4
2008	\$ 5.3	\$ 8.9	\$ 0.1	\$ 0.8	\$ 3.6	\$ -	\$	18.7
2009	\$ 5.9	\$ 12.0	\$ 0.2	\$ 0.7	\$ 3.9	\$ -	\$	22.7
2010	\$ 5.5	\$ 12.0	\$ 0.2	\$ 0.7	\$ 3.9	\$ -	\$	22.3
2011	\$ 5.0	\$ 12.1	\$ 0.3	\$ 0.6	\$ 3.8	\$ -	\$	21.7
2012	\$ 4.7	\$ 12.2	\$ 0.3	\$ 0.5	\$ 3.8	\$ -	\$	21.6
2013	\$ 4.5	\$ 12.9	\$ 0.3	\$ 0.5	\$ 4.2	\$ -	\$	22.4
2014	\$ 4.4	\$ 13.3	\$ 0.3	\$ 0.5	\$ 4.6	\$ -	\$	23.2
2015	\$ 4.4	\$ 13.9	\$ 0.3	\$ 0.6	\$ 5.2	\$ -	\$	24.4
2016	\$ 3.9	\$ 13.7	\$ 0.4	\$ 0.6	\$ 5.6	\$ -	\$	24.1



Traffic and Revenue- New Rochelle

Toll Traffic-New Rochelle							
Year	Passenger Car Cash	Passenger Car E-ZPass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	7.9	11.1	0.1	0.6	1.9	0.1	21.6
2008	7.1	10.9	0.2	0.5	1.9	0.1	20.6
2009	6.8	10.8	0.2	0.4	1.8	0.0	20.0
2010	6.4	11.2	0.2	0.4	1.8	0.0	20.1
2011	5.8	11.6	0.2	0.4	1.9	0.0	20.0
2012	5.6	11.9	0.3	0.3	1.9	0.0	20.0
2013	5.1	12.2	0.3	0.3	1.9	0.0	19.8
2014	5.0	12.4	0.3	0.2	1.8	0.0	19.8
2015	4.9	12.9	0.3	0.2	1.9	0.1	20.4
2016	4.7	13.3	0.3	0.2	1.9	0.1	20.6

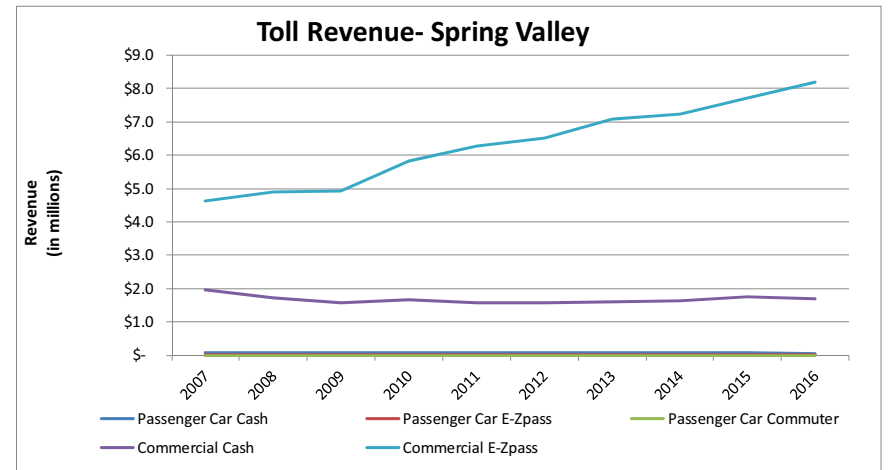
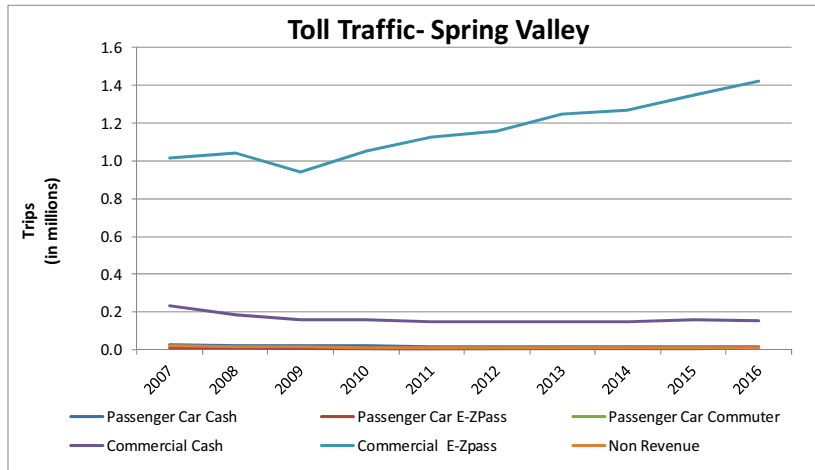
Toll Revenue-New Rochelle							
Year	Passenger Car Cash	Passenger Car E-Zpass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	\$ 9.9	\$ 12.5	\$ 0.1	\$ 2.8	\$ 8.3	\$ -	\$ 33.6
2008	\$ 10.7	\$ 13.9	\$ 0.2	\$ 2.8	\$ 8.7	\$ -	\$ 36.3
2009	\$ 11.9	\$ 17.9	\$ 0.2	\$ 2.6	\$ 9.5	\$ -	\$ 42.0
2010	\$ 11.2	\$ 18.6	\$ 0.2	\$ 2.5	\$ 9.7	\$ -	\$ 42.3
2011	\$ 10.2	\$ 19.2	\$ 0.3	\$ 2.3	\$ 10.4	\$ -	\$ 42.3
2012	\$ 9.8	\$ 19.7	\$ 0.3	\$ 1.7	\$ 10.3	\$ -	\$ 41.7
2013	\$ 9.0	\$ 20.3	\$ 0.3	\$ 1.4	\$ 10.1	\$ -	\$ 41.1
2014	\$ 8.7	\$ 20.6	\$ 0.3	\$ 1.2	\$ 10.0	\$ -	\$ 40.9
2015	\$ 8.5	\$ 21.5	\$ 0.4	\$ 1.2	\$ 10.5	\$ -	\$ 42.1
2016	\$ 8.3	\$ 22.2	\$ 0.4	\$ 1.1	\$ 10.5	\$ -	\$ 42.4



Traffic and Revenue- Spring Valley

Toll Traffic-Spring Valley							
Year	Passenger Car Cash	Passenger Car E-ZPass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	0.0	0.0	0.0	0.2	1.0	0.0	1.3
2008	0.0	0.0	0.0	0.2	1.0	0.0	1.3
2009	0.0	0.0	0.0	0.2	0.9	0.0	1.1
2010	0.0	0.0	0.0	0.2	1.1	0.0	1.3
2011	0.0	0.0	0.0	0.1	1.1	0.0	1.3
2012	0.0	0.0	0.0	0.1	1.2	0.0	1.3
2013	0.0	0.0	0.0	0.1	1.2	0.0	1.4
2014	0.0	0.0	0.0	0.1	1.3	0.0	1.5
2015	0.0	0.0	0.0	0.2	1.3	0.0	1.5
2016	0.0	0.0	0.0	0.2	1.4	0.0	1.6

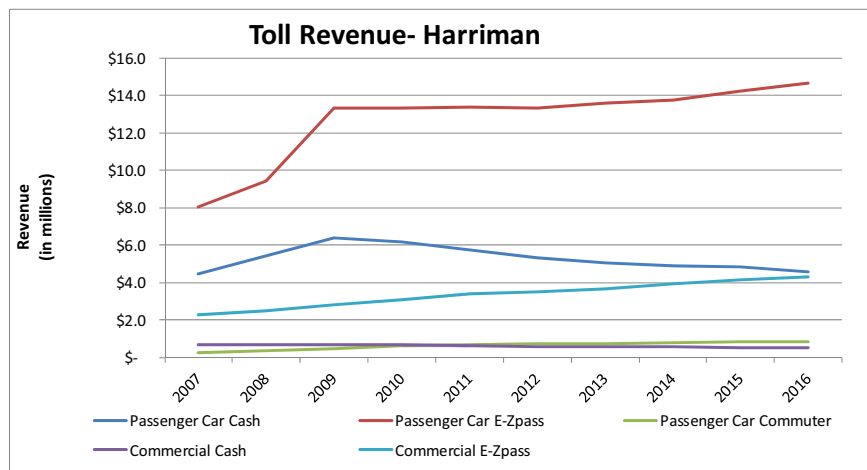
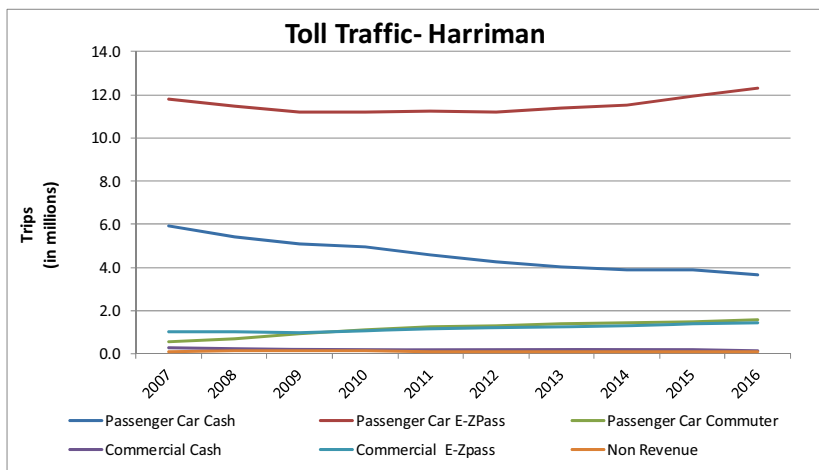
Toll Revenue-Spring Valley								
Year	Passenger Car Cash	Passenger Car E-Zpass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total	
2007	\$ 0.1	\$ 0.0	\$ -	\$ 2.0	\$ 4.6	\$ -	\$	6.7
2008	\$ 0.1	\$ 0.0	\$ -	\$ 1.7	\$ 4.9	\$ -	\$	6.7
2009	\$ 0.1	\$ 0.0	\$ -	\$ 1.6	\$ 4.9	\$ -	\$	6.6
2010	\$ 0.1	\$ 0.0	\$ -	\$ 1.7	\$ 5.8	\$ -	\$	7.6
2011	\$ 0.1	\$ 0.0	\$ -	\$ 1.6	\$ 6.3	\$ -	\$	7.9
2012	\$ 0.1	\$ 0.0	\$ -	\$ 1.6	\$ 6.5	\$ -	\$	8.2
2013	\$ 0.1	\$ 0.0	\$ -	\$ 1.6	\$ 7.1	\$ -	\$	8.8
2014	\$ 0.1	\$ 0.0	\$ -	\$ 1.6	\$ 7.2	\$ -	\$	8.9
2015	\$ 0.1	\$ 0.0	\$ -	\$ 1.8	\$ 7.7	\$ -	\$	9.6
2016	\$ 0.1	\$ 0.0	\$ -	\$ 1.7	\$ 8.2	\$ -	\$	9.9



Traffic and Revenue- Harriman

Toll Traffic-Spring Harriman							
Year	Passenger Car Cash	Passenger Car E-Zpass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	5.9	11.8	0.6	0.3	1.0	0.1	19.6
2008	5.4	11.5	0.7	0.2	1.0	0.1	19.0
2009	5.1	11.2	0.9	0.2	1.0	0.1	18.6
2010	4.9	11.2	1.1	0.2	1.1	0.1	18.6
2011	4.6	11.2	1.3	0.2	1.1	0.1	18.5
2012	4.3	11.2	1.3	0.2	1.2	0.1	18.2
2013	4.0	11.4	1.4	0.2	1.2	0.1	18.3
2014	3.9	11.5	1.4	0.2	1.3	0.1	18.4
2015	3.9	12.0	1.5	0.2	1.4	0.1	19.0
2016	3.6	12.3	1.6	0.2	1.4	0.1	19.2

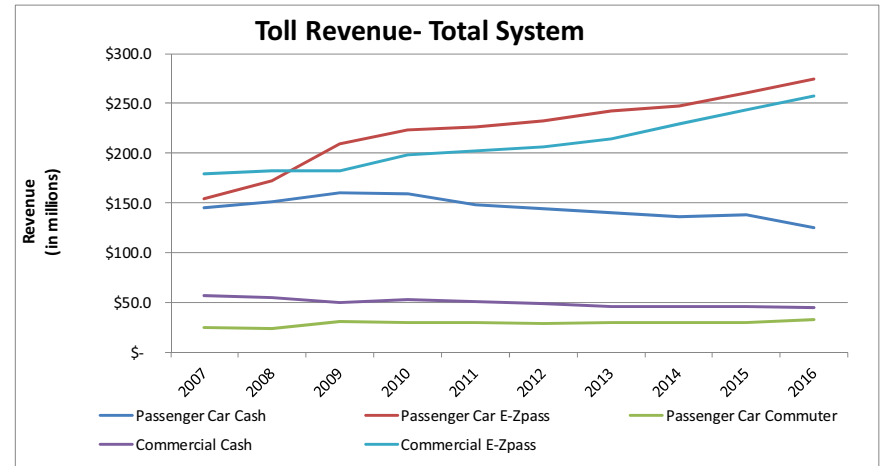
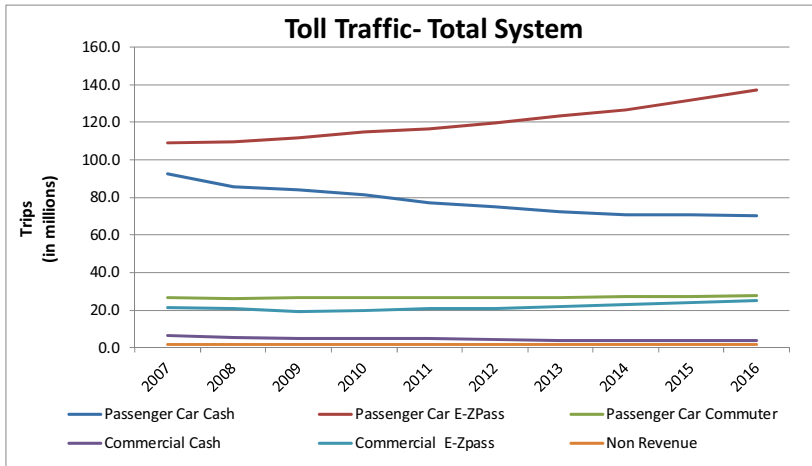
Toll Revenue-Harriman									
Year	Passenger Car Cash	Passenger Car E-Zpass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total		
2007	\$ 4.5	\$ 8.0	\$ 0.3	\$ 0.7	\$ 2.3	\$ -	\$ 15.8		
2008	\$ 5.4	\$ 9.4	\$ 0.3	\$ 0.7	\$ 2.5	\$ -	\$ 18.4		
2009	\$ 6.4	\$ 13.3	\$ 0.5	\$ 0.7	\$ 2.8	\$ -	\$ 23.7		
2010	\$ 6.2	\$ 13.3	\$ 0.6	\$ 0.7	\$ 3.1	\$ -	\$ 23.8		
2011	\$ 5.7	\$ 13.4	\$ 0.7	\$ 0.6	\$ 3.4	\$ -	\$ 23.8		
2012	\$ 5.3	\$ 13.3	\$ 0.7	\$ 0.6	\$ 3.5	\$ -	\$ 23.5		
2013	\$ 5.0	\$ 13.6	\$ 0.8	\$ 0.6	\$ 3.7	\$ -	\$ 23.7		
2014	\$ 4.9	\$ 13.7	\$ 0.8	\$ 0.6	\$ 3.9	\$ -	\$ 23.9		
2015	\$ 4.9	\$ 14.3	\$ 0.8	\$ 0.5	\$ 4.1	\$ -	\$ 24.6		
2016	\$ 4.6	\$ 14.7	\$ 0.9	\$ 0.5	\$ 4.3	\$ -	\$ 24.9		



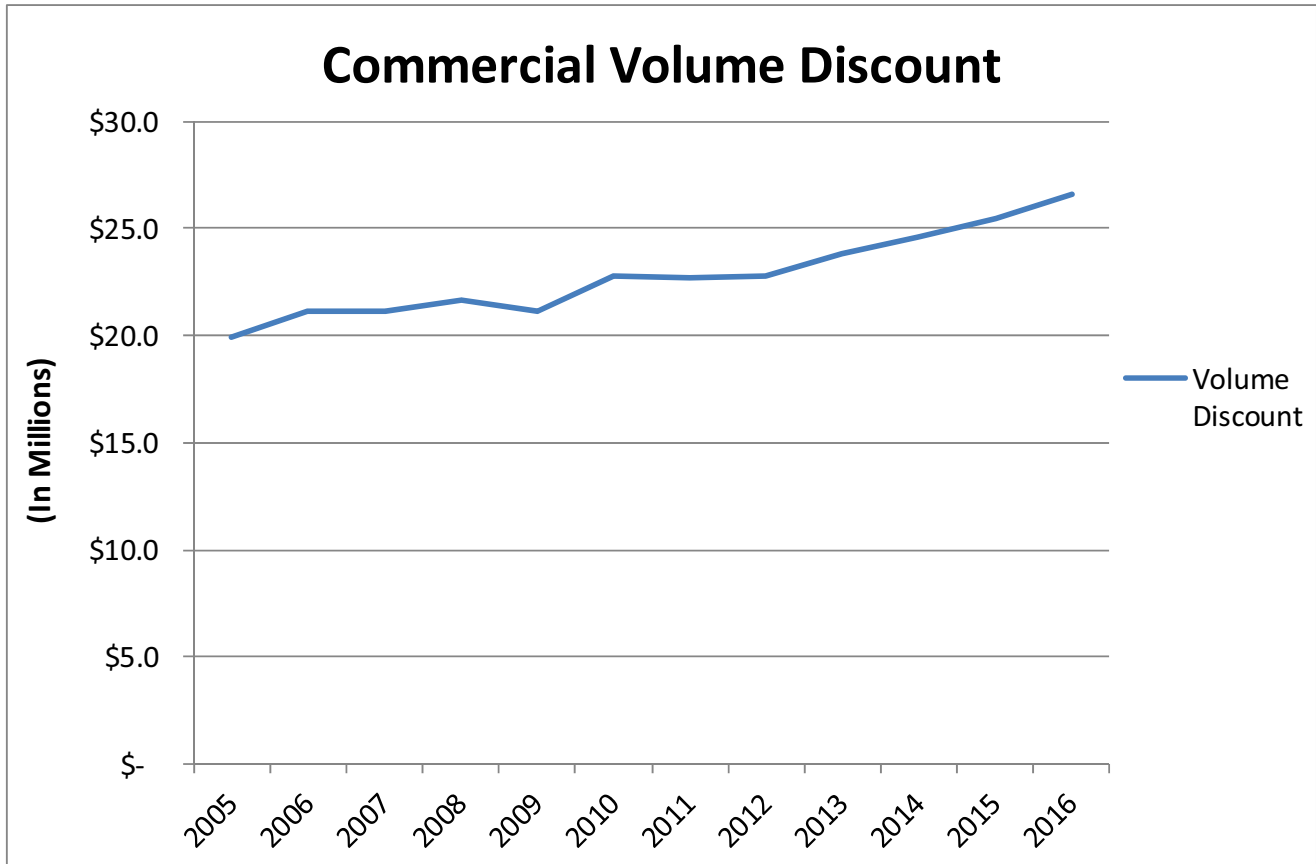
Traffic and Revenue- Total System

Toll Traffic-Total System							
Year	Passenger Car Cash	Passenger Car E-ZPass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	92.8	109.1	26.4	6.3	21.4	1.8	257.7
2008	85.9	109.7	26.3	5.5	21.0	1.7	250.3
2009	84.3	111.8	26.5	4.8	19.4	1.8	248.5
2010	81.5	114.8	26.4	4.8	20.0	1.8	249.4
2011	77.1	116.5	26.5	4.6	20.6	1.7	246.9
2012	75.1	119.5	26.7	4.3	21.0	1.5	248.1
2013	72.4	123.4	26.8	4.0	21.7	1.4	249.8
2014	70.7	126.5	27.0	3.9	22.7	1.5	252.3
2015	71.0	132.2	27.3	3.9	23.9	1.5	259.7
2016	70.4	137.5	27.8	3.7	24.8	1.5	265.7

Toll Revenue-Total System							
Year	Passenger Car Cash	Passenger Car E-Zpass	Passenger Car Commuter	Commercial Cash	Commercial E-Zpass	Non Revenue	Total
2007	\$ 145.2	\$ 154.6	\$ 24.9	\$ 57.1	\$ 179.6	\$ -	\$ 561.5
2008	\$ 151.0	\$ 171.9	\$ 24.2	\$ 54.8	\$ 182.5	\$ -	\$ 584.4
2009	\$ 160.1	\$ 209.6	\$ 31.1	\$ 49.7	\$ 182.3	\$ -	\$ 632.8
2010	\$ 159.3	\$ 223.7	\$ 30.1	\$ 52.6	\$ 198.3	\$ -	\$ 664.0
2011	\$ 148.3	\$ 226.0	\$ 29.6	\$ 50.8	\$ 202.0	\$ -	\$ 656.8
2012	\$ 144.0	\$ 232.3	\$ 29.0	\$ 48.6	\$ 206.6	\$ -	\$ 660.5
2013	\$ 140.0	\$ 242.6	\$ 29.4	\$ 46.3	\$ 214.5	\$ -	\$ 672.8
2014	\$ 136.0	\$ 247.9	\$ 29.3	\$ 46.2	\$ 229.3	\$ -	\$ 688.7
2015	\$ 137.6	\$ 260.3	\$ 29.9	\$ 46.2	\$ 243.2	\$ -	\$ 717.2
2016	\$ 125.5	\$ 274.3	\$ 32.9	\$ 44.5	\$ 257.8	\$ -	\$ 734.9



Volume Discount		
2005	\$	19.9
2006	\$	21.1
2007	\$	21.1
2008	\$	21.7
2009	\$	21.2
2010	\$	22.8
2011	\$	22.7
2012	\$	22.8
2013	\$	23.8
2014	\$	24.6
2015	\$	25.5
2016	\$	26.6



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**AUDITED FINANCIAL STATEMENTS OF THE AUTHORITY FOR THE
YEARS ENDED DECEMBER 31, 2016 AND 2015**

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New York State Thruway Authority

(A Component Unit of the State of New York)

Financial Statements

December 31, 2016 and 2015

New York State Thruway Authority

(A Component Unit of the State of New York)

Financial Statements

December 31, 2016 and 2015

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Independent Auditor's Report

Members of the Board
New York State Thruway Authority
Albany, New York

Report on the Financial Statements

We have audited the accompanying financial statements of the New York State Thruway Authority (the Authority), a component unit of the State of New York, which comprise the statement of net position as of December 31, 2016, the related statements of revenues, expenses, and changes in net position and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of December 31, 2016, and the changes in its financial position and its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

A disclosed in Note 12, the New York State Canal Corporation, a subsidiary public corporation of the Authority, was transferred to the New York State Power Authority pursuant to New York State legislation, effective January 1, 2017.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that management's discussion and analysis on pages 3 through 13 and the schedules of funding progress - other postemployment benefits, proportionate share of the net pension liability, and pension contributions on pages 45 through 47 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Prior Year Financial Statements

The financial statements of the Authority, as of and for the year ended December 31, 2015, were audited by other auditors whose report dated March 21, 2016 expressed an unmodified opinion on those statements.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 27, 2017, on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.

BST & CO. CPAs, LLP

Albany, New York
March 27, 2017



New York State Thruway Authority

(A Component Unit of the State of New York)

Management's Discussion and Analysis

December 31, 2016 and 2015

The following discussion and analysis of the New York State Thruway Authority's (Authority) financial performance provides an overview of the Authority's activities for the calendar years ended December 31, 2016 and 2015. Please read it in conjunction with the Authority's financial statements that follow this section. This discussion and analysis is intended to serve as an introduction to the Authority's financial statements which are comprised of the basic financial statements and the notes to the financial statements.

2016 Financial Highlights

- Total operating revenue was \$752.0 million, an increase of \$23.4 million, or 3.2% compared to 2015. Toll revenue for the year was \$708.3 million, an increase of \$16.6 million, or 2.4% compared to 2015.
- Total operating expenses, excluding depreciation and amortization, were \$479.3 million, an increase of \$71.4 million, or 17.5% compared to 2015.
- Net position as of December 31, 2016, was approximately \$1.80 billion, a decrease of \$9 million, or 0.5% compared to December 31, 2015.
- Total capital assets (net of depreciation) as of December 31, 2016, were approximately \$7.34 billion, an increase of \$446.9 million, or 6.5% compared to December 31, 2015.
- Construction of the New NY Bridge continued throughout 2016, and \$750.8 million was invested in the project during the year. Life to date \$3.02 billion has been invested in the project.
- In 2016, the State of New York approved an additional \$700 million for the Thruway Stabilization Program bringing the State's total program commitment to \$1.99 billion. Since the inception of the program in 2015, the State of New York has contributed \$897.0 million to the New NY Bridge and other Thruway capital projects.
- In 2016, the State of New York enacted legislation transferring control of the Canal Corporation and Canal System to the New York State Power Authority effective January 1, 2017. In addition, the legislation required the Power Authority to reimburse the Authority for Canal Corporation and Canal System costs beginning on April 1, 2016. In 2016, the Power Authority contributed \$61.1 million to fund Canal Corporation and Canal System costs.
- The New York State Division of State Police Troop T is dedicated exclusively to patrolling the Thruway System. Legislation enacted by the State of New York in 2016 transferred financial responsibility of Troop T to the Authority effective April 1, 2016. In 2016, the Authority incurred costs of \$47.6 million to fund Troop T operations.

2015 Financial Highlights

- Total operating revenue was \$728.6 million, an increase of \$29.8 million, or 4.3% compared to 2014. Toll revenue for the year was \$691.7 million, an increase of \$27.6 million, or 4.2% compared to 2014.
- Total operating expenses, excluding depreciation and amortization, were \$407.9 million, a decrease of \$16.7 million, or 3.9% compared to 2014.

New York State Thruway Authority

(A Component Unit of the State of New York)

Management's Discussion and Analysis

December 31, 2016 and 2015

2015 Financial Highlights - Continued

- Net position as of December 31, 2015 was approximately \$1.81 billion, an increase of \$408 million, or 29.1% compared to December 31, 2014.
- Total capital assets (net of depreciation) as of December 31, 2015, were approximately \$6.89 billion, an increase of \$719.9 million, or 11.7% compared to December 31, 2014.
- Construction of the New NY Bridge continued throughout 2015 and \$763.8 million was invested in the project during the year.
- In 2015, the State of New York created the \$1.29 billion Thruway Stabilization Program to fund the New NY Bridge and other Thruway capital projects. In 2015, \$540.8 million was contributed to the New NY Bridge via this program.

Overview of the Financial Statements

This report consists of three parts: management's discussion and analysis, the basic financial statements, and the notes to the financial statements.

The financial statements provide summary information about the Authority's overall financial condition, including the Authority's net position and related changes. The notes provide explanation and additional disclosures about the financial statements.

The Authority is considered a special-purpose government engaged in business-type activities and follows financial reporting for enterprise funds. The Authority's financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). Revenues are recognized in the period in which they are earned and expenses are recognized in the period in which they are incurred.

Financial Analysis of the Authority

Net Position

The Authority's net position at December 31, 2016, was approximately \$1.80 billion, a 0.5% decrease compared to December 31, 2015 (see Table A-1). In 2016, total assets increased 10.6% to \$8.98 billion and total liabilities increased 14.7% to \$7.29 billion. The Authority's net position at December 31, 2015, was approximately \$1.81 billion, a 29.1% increase compared to December 31, 2014. In 2015, total assets increased 4.7% to \$8.12 billion and total liabilities decreased 0.6% to \$6.36 billion.

New York State Thruway Authority

(A Component Unit of the State of New York)

Management's Discussion and Analysis

December 31, 2016 and 2015

Financial Analysis of the Authority - Continued

Net Position - Continued

Table A-1

Net Position

December 31, 2016, 2015, and 2014

(In millions of dollars)

	2016	2015	2014	Percentage Change 2016-2015
Unrestricted current assets	\$ 454.1	\$ 387.2	\$ 348.6	17.3
Restricted assets	1,182.9	837.2	1,228.6	41.3
Capital assets	7,339.0	6,892.1	6,172.2	6.5
Total assets	<u>8,976.0</u>	<u>8,116.5</u>	<u>7,749.4</u>	<u>10.6</u>
Deferred outflows	<u>125.0</u>	<u>47.3</u>	<u>47.1</u>	<u>164.3</u>
Current liabilities	639.1	653.4	605.5	(2.2)
Noncurrent liabilities	<u>6,650.8</u>	<u>5,702.3</u>	<u>5,791.3</u>	<u>16.6</u>
Total liabilities	<u>7,289.9</u>	<u>6,355.7</u>	<u>6,396.8</u>	<u>14.7</u>
Deferred inflows	<u>12.4</u>	<u>0.4</u>	<u>-</u>	<u>-</u>
Net position				
Net invested in capital assets	1,774.8	1,737.5	1,244.7	2.1
Restricted for debt service	251.9	249.2	271.2	1.1
Restricted for capital	99.2	94.1	134.2	5.4
Unrestricted	<u>(327.2)</u>	<u>(273.1)</u>	<u>(250.4)</u>	<u>19.8</u>
Total net position	<u>\$ 1,798.7</u>	<u>\$ 1,807.7</u>	<u>\$ 1,399.7</u>	<u>(0.5)</u>

Unrestricted current assets increased \$66.9 million, or 17.3% compared to 2015. The increase is primarily due to higher operating revenues in 2016 compared to 2015 and an increase in E-ZPass deposits on hand that are owed to other toll authorities and agencies in accordance with E-ZPass reciprocity agreements.

Restricted assets increased \$345.7 million, or 41.3% compared to 2015. The increase is primarily due to the issuance of General Revenue Junior Indebtedness Obligations, Series 2016A. This issuance generated \$978.7 million to fund the New NY Bridge. More detailed information regarding restricted assets is presented in Note 4.

Capital assets increased \$446.9 million, or 6.5% compared to 2015. This increase is due to the continuing investment in the New NY Bridge, as well as the Authority's ongoing investment to preserve existing infrastructure on both the Thruway and Canal Systems. More detailed information regarding Capital assets is presented in Note 3.

New York State Thruway Authority

(A Component Unit of the State of New York)

Management's Discussion and Analysis

December 31, 2016 and 2015

Financial Analysis of the Authority - Continued

Net Position - Continued

Non-current liabilities increased \$948.5 million, or 16.6% compared to 2015. This increase is primarily due to the issuance of General Revenue Junior Indebtedness Obligations, Series 2016A. Increases in pension and postemployment health care benefit obligations also contributed. More detailed information regarding non-current liabilities, pension obligations, and postemployment health care benefits are presented in Notes 5, 7, and 9, respectively.

Net investment in capital assets consists of capital assets, net of accumulated depreciation, reduced by the amount of outstanding indebtedness attributable to the acquisition, construction, rehabilitation, or improvement of those assets. Net investment in capital assets, increased \$37.3 million, or 2.1% compared to 2015. This increase is primarily due the Authority's use of funds other than debt proceeds to partially fund the New NY Bridge and other Thruway capital projects.

Unrestricted deficiency increased by \$54.1 million, or 19.8% compared to 2015. This increase is primarily due to the increase in unfunded obligations for pensions and postemployment health care benefits.

Changes in Net Position

Net position decreased by \$9.0 million in 2016 compared to 2015 (see Table A-2). The Authority's total operating revenues for 2016 were \$752.0 million, an increase of \$23.4 million, or 3.2% compared to 2015. Total operating expenses including depreciation and amortization were \$1.02 billion, an increase of \$221.5 million, or 27.6% compared to 2015. Net position increased by \$408 million in 2015 compared to 2014. The Authority's total operating revenues for 2015 were \$728.6 million, an increase of \$29.8 million, or 4.3% compared to 2014. Total operating expenses including depreciation and amortization were \$802.5 million, an increase of \$25.2 million, or 3.2% compared to 2014.

New York State Thruway Authority

(A Component Unit of the State of New York)

Management's Discussion and Analysis

December 31, 2016 and 2015

Financial Analysis of the Authority - Continued

Net Position - Continued

Table A-2

Changes in Net Position
Years ended December 31, 2016, 2015, and 2014
(In millions of dollars)

	2016	2015	2014	Percentage Change 2016-2015
OPERATING REVENUE				
Tolls	\$ 708.3	\$ 691.7	\$ 664.1	2.4
Concessions	14.8	14.6	13.6	1.4
Other	28.9	22.3	21.1	29.6
Total operating revenue	<u>752.0</u>	<u>728.6</u>	<u>698.8</u>	<u>3.2</u>
OPERATING EXPENSES				
Administrative	17.1	17.3	19.0	(1.2)
Engineering services	5.8	6.0	7.7	(3.3)
Maintenance	108.0	112.4	114.7	(3.9)
Finance and accounts	7.9	7.9	7.8	-
Operations	42.8	42.3	43.8	1.2
General charges	186.3	159.9	165.7	16.5
Canals	63.8	62.1	65.9	2.7
State Police	47.6	-	-	-
Depreciation and amortization	544.7	394.6	352.7	38.0
Total operating expenses	<u>1,024.0</u>	<u>802.5</u>	<u>777.3</u>	<u>27.6</u>
Operating loss	<u>(272.0)</u>	<u>(73.9)</u>	<u>(78.5)</u>	<u>268.1</u>
NON-OPERATING ITEMS				
Interest expense	(155.3)	(145.2)	(165.0)	7.0
Debt issuance expense	(5.1)	-	(19.1)	-
Non-operating revenue	44.8	27.5	36.2	62.9
Gain (loss) on disposals and other	(10.3)	0.4	(0.2)	-
Net non-operating items	<u>(125.9)</u>	<u>(117.3)</u>	<u>(148.1)</u>	<u>7.3</u>
Loss before capital contributions	<u>(397.9)</u>	<u>(191.2)</u>	<u>(226.6)</u>	<u>108.1</u>
Capital contributions	<u>388.9</u>	<u>599.2</u>	<u>60.6</u>	<u>(35.1)</u>
CHANGE IN NET POSITION	(9.0)	408.0	(166.0)	102.2
NET POSITION, <i>beginning of year</i>	<u>1,807.7</u>	<u>1,399.7</u>	<u>1,572.0</u>	<u>29.1</u>
NET POSITION, <i>end of year prior to restatement</i>	1,798.7	1,807.7	1,406.0	(0.5)
Effect of adoption of GASB 68 and 71	<u>-</u>	<u>-</u>	<u>(6.3)</u>	<u>-</u>
NET POSITION, <i>end of year</i>	<u>\$ 1,798.7</u>	<u>\$ 1,807.7</u>	<u>\$ 1,399.7</u>	<u>(0.5)</u>

New York State Thruway Authority

(A Component Unit of the State of New York)

Management's Discussion and Analysis December 31, 2016 and 2015

Financial Analysis of the Authority - Continued

Changes in Net Position - Continued

Toll revenue increased \$16.6 million, or 2.4% compared to 2015. This increase is primarily due to higher traffic volumes across most of the Thruway system and an extra day due to leap year in February 2016. In addition, a shift in commercial truck traffic from the George Washington Bridge to the Tappan Zee Bridge also contributed to the increase.

Maintenance expenses decreased by \$4.4 million, or 3.9% compared to 2015. This decrease is primarily due to lower fuel prices and a reduction in the usage of fuel and salt. A new process for pavement markings that allows the markings to be reapplied less frequently; as well as recent investments in new maintenance equipment, which has reduced the need for major equipment repairs, has also contributed to the decrease.

General charges increased by \$26.4 million, or 16.5% compared to 2015. This increase is primarily due to higher costs for pensions, Tolls by Mail administration, claims filed against the Authority, administrative fees charged by the State of New York, and health insurance for active and retired employees. Additional information regarding pensions and retiree health insurance can be found in Notes 7 and 9, respectively.

Depreciation and amortization increased \$150.1 million, or 38% compared to 2015. This increase is primarily due to increased depreciation as a result of adjusting the remaining useful life of the Tappan Zee Bridge to align with the approximate time frame that it is anticipated to be taken out of service. This change was made in November 30, 2015 in recognition of the significant progress made to date on the New NY Bridge and the improved degree of certainty regarding when the Tappan Zee Bridge will be taken out of service. As of November 30, 2015 the Tappan Zee Bridge had a net book value of \$462.6 million. Prior to adjusting the useful life, monthly depreciation expense for the Tappan Zee Bridge was \$3.9 million. Following the adjustment, monthly depreciation expense for the Tappan Zee Bridge increased to \$22 million, a per month increase of \$18.1 million. 2016 reflects a full year's impact of this adjustment compared to only one month in 2015. Depreciation expense for 2016 was also impacted by an adjustment to the useful life of a highway reconstruction project that was originally completed in 2011. During 2016, the Authority adjusted the useful life of the project to align with the Authority's capitalization and depreciation policy. This adjustment reduced depreciation expense in 2016 by approximately \$39 million.

Interest expense increased \$10.1 million, or 7% compared to 2015. This increase is primarily due to the May 2016 issuance of General Revenue Junior Indebtedness Obligations, Series 2016A. The additional interest expense associated with the new debt was partially offset by an increase in interest cost capitalized on the New NY Bridge project; as well as a decrease in interest cost on outstanding General Revenue Bonds.

Debt issuance costs increased \$5.1 million, or 100% compared to 2015. In 2016, the Authority issued General Revenue Junior Indebtedness Obligations, Series 2016A with a total cost of issuance of \$5.1 million. The Authority issued no debt in 2015.

Loss on disposal of assets increased \$10.7 million compared to 2015. In 2016, the Authority completed projects to repave sections of highway across the Thruway System. Certain sections of the highway repaved in 2016 had previously been paved within the past 10 years at a cost of \$41.2 million. Highway paving has a 10-year useful life; therefore, the paving done within the past 10 years was not fully depreciated and had a remaining book value of \$9.4 million. Based on the previous pavement work being taken out of service, the remaining book value of \$9.4 million was recognized as a loss in 2016.

New York State Thruway Authority

(A Component Unit of the State of New York)

Management's Discussion and Analysis

December 31, 2016 and 2015

Financial Analysis of the Authority - Continued

Changes in Net Position - Continued

Non-operating revenues increased \$17.3 million, or 62.9% compared to 2015. This increase is primarily due to the Power Authority reimbursing the Authority for Canal Corporation costs starting on April 1, 2016. Additional information regarding the Power Authority assuming financial and operational responsibility for the Canal Corporation and Canal System can be found in Note 12. This increase was partially offset by the 2016 termination of a State of New York grant that was previously used to offset Thruway operating expenses. In 2015, this grant contributed \$21.5 million to fund Thruway operating expenses.

Capital contributions decreased \$210.3 million, or 35.1% compared to 2015. This decrease is primarily due to the timing of contributions made by the State of New York via the Thruway Stabilization Program. In 2016, the State of New York contributed \$356.2 million to the New NY Bridge and other Thruway capital projects compared to \$540.8 million in 2015. Additional information regarding the Thruway Stabilization Program can be found in Note 10.

Capital Assets and Debt Administration

Capital Assets

As of December 31, 2016, the Authority had invested approximately \$13.12 billion in capital assets, including roads, bridges, canal structures, buildings, land and equipment. Net of accumulated depreciation, the Authority's capital assets totaled approximately \$7.34 billion (see Table A-3) representing a net increase (including additions, disposals and depreciation) of approximately \$446.9 million or 6.5% compared to December 31, 2015.

As of December 31, 2015, the Authority had invested approximately \$12.20 billion in capital assets, including roads, bridges, canal structures, buildings, land and equipment. Net of accumulated depreciation, the Authority's capital assets totaled approximately \$6.89 billion (see Table A-3) representing a net increase (including additions, disposals and depreciation) of approximately \$719.9 million or 11.7% compared to December 31, 2014.

Table A-3

Capital Assets
December 31, 2016, 2015, and 2014
(In millions of dollars)

	2016	2015	2014	Percentage Change 2016-2015
Land and land improvements	\$ 830.0	\$ 829.1	\$ 828.2	0.1
Construction work in progress	3,267.7	2,677.0	1,807.7	22.1
Thruway System	8,112.4	7,834.6	7,698.9	3.5
Canal System	655.4	604.3	533.7	8.5
Equipment	259.1	258.6	244.7	0.2
Less accumulated depreciation	(5,785.6)	(5,311.5)	(4,941.0)	8.9
Total net capital assets	<u>\$ 7,339.0</u>	<u>\$ 6,892.1</u>	<u>\$ 6,172.2</u>	<u>6.5</u>

New York State Thruway Authority

(A Component Unit of the State of New York)

Management's Discussion and Analysis **December 31, 2016 and 2015**

Capital Assets and Debt Administration - Continued

Capital Assets - Continued

In 2016, construction work in progress increased \$590.7 million, as the Authority continued construction of the New NY Bridge and invested \$750.8 million in the project during the year. Significant projects in progress on the Thruway System as of December 31, 2016, include the New NY Bridge, I-95 pavement rehabilitation, pavement resurfacing from Exit 24-25, Exit 26-27, and Exit 46-47, and several other pavement rehabilitations at various locations. Significant projects in progress on the Canal System as of December 31, 2016, include the Moveable Dam at Lock E-11 and the Moveable Dam at May's Point. Net additions to the Thruway System during 2016 were \$277.8 million. The increase was primarily due to the completion of deck replacement and resurfacing of the North Grand Island Bridge, bridge rehabilitations over Silver Creek and Walnut Creek, pavement resurfacing south of Nyack, bridge replacements at Mile Strip Road, Four Mile Level Road, Exit 36 and Cleveland Drive, pavement rehabilitation from Exit 58-59 and rehabilitation work at the Castleton Bridge. Net additions to the Canal System during 2016 were \$51.1 million. This increase was primarily due to the completion of the rehabilitation of the Utica Taintor Gate Dam and the Amsterdam pedestrian walkway.

In 2015, construction work in progress increased \$869.3 million, as the Authority continued construction of the New NY Bridge and invested \$763.8 million in the project during the year. Significant projects in progress on the Thruway System as of December 31, 2015, include the New NY Bridge, deck replacement and resurfacing of the North Grand Island Bridge, I-95 pavement rehabilitation, bridge rehabilitations over Silver Creek and Walnut Creek, pavement resurfacing south of Nyack, bridge replacements at Mile Strip Road and Four Mile Level Road and several other pavement and bridge rehabilitations at various locations. Significant projects in progress on the Canal System as of December 31, 2015, include rehabilitation of the Utica Taintor Gate Dam, the Amsterdam pedestrian walkway and the Moveable Dam at Lock E-11. Net additions to the Thruway System during 2015 were \$135.7 million. The increase was primarily due to the completion of numerous pavement and bridge rehabilitation projects, pavement rehabilitation in the I-287 area and the installation of five wind turbines south of Buffalo. Net additions to the Canal System during 2015 were \$70.6 million. This increase was primarily due to the completion of rehabilitations of Moveable Dams at Locks E-8 and E-14, rehabilitations in the areas of Locks E-8 through E-15 which had been damaged to the point of impairment by Tropical Storms Irene and Lee in 2011, the replacement of guard gates at Crescent and Crocker Reef and completion of a trail from Amherst to Lockport.

Debt Administration

Bond and note sales must be approved by the Authority's Board, members of which are appointed by the Governor with the advice and consent of the New York State Senate. These sales must comply with rules and regulations of the United States Treasury Department and the United States Securities and Exchange Commission. The terms and conditions of Authority bond and note sales must also be approved by the New York State Office of the State Comptroller.

General revenue bonds are issued pursuant to the Authority's General Revenue Bond Resolution, adopted August 3, 1992, as amended on January 5, 2007. General revenue bonds may be issued for the purposes of funding the Authority's Multi-Year Capital Plan, exclusive of the New NY Bridge. Junior indebtedness obligations are issued pursuant to the Authority's resolution authorizing junior indebtedness obligations, adopted November 7, 2013, as amended August 6, 2014. Junior indebtedness obligations are subordinate to the senior general revenue bonds, and are special obligations of the Authority secured by a pledge of certain funds and accounts established in the Junior Indebtedness Fund. Proceeds from junior indebtedness obligations issued and to be issued will be used solely to fund New NY Bridge project costs until the bridge is substantially complete.

New York State Thruway Authority

(A Component Unit of the State of New York)

Management's Discussion and Analysis

December 31, 2016 and 2015

Capital Assets and Debt Administration - Continued

Capital Assets - Continued

Debt Administration - Continued

Long-term debt includes general revenue bonds, junior indebtedness obligations, and a revolving loan of varying rates and maturities issued primarily to fund a portion of the Authority's Multi-Year Capital Plan and New NY Bridge project costs. At December 31, 2016, the Authority had approximately \$6.17 billion in general revenue bonds and junior indebtedness obligations outstanding, an increase of \$819.7 million or 15.3% compared to the amount of general revenue bonds, junior indebtedness obligations and loans outstanding as of December 31, 2015 (see Table A-4).

Of the \$3.49 billion in general revenue bonds outstanding, approximately \$25.1 million are insured by Assured Guaranty Municipal (formerly Financial Security Assurance Inc.) and are rated AA by Standard and Poor's (S&P), and \$757.8 million are insured by National Public Finance Guarantee (formerly MBIA Insurance Corporation, and Financial Guaranty Insurance Company) and are rated AA- by S&P. The remaining general revenue bonds are rated A2 by Moody's and A by S&P. Of the \$2.67 billion in junior indebtedness obligations outstanding, approximately \$45.7 million are insured by Assured Guaranty Municipal Corp and rated A2 by Moody's and AA by S&P. The remaining junior indebtedness obligations are rated A3 by Moody's and A- by S&P.

In 2013, the Authority entered into a loan agreement (TIFIA Loan) with the United States Department of Transportation, acting through the Federal Highway Administrator. The conditions of the TIFIA Loan preclude the use of general revenue bond proceeds for New NY Bridge project costs; as a result, the Authority created the Junior Resolution to provide for the issuance of junior indebtedness obligations to fund these costs. The TIFIA Loan was secured by a junior indebtedness obligation issued under the Junior Resolution. The proceeds of the TIFIA Loan are expected to be drawn no later than one year after substantial completion of the New NY Bridge, and are expected to be available to pay the initial issuance of junior indebtedness obligations.

In May 2016, the Authority issued Junior Indebtedness Obligations - Series 2016A which generated proceeds of \$978.7 million. These proceeds are being used to fund a portion of the cost of the New NY Bridge Project, to pay capitalized interest on the Series 2016A Junior Indebtedness Obligations, make a deposit to the Series 2016A Subaccount of the Junior Indebtedness Debt Service Reserve Account, and to pay costs of issuance. The Series 2016A Junior Indebtedness Obligations will mature in various amounts through January 1, 2056.

In 2016, the Authority prepaid its outstanding revolving loan balance of \$32 million, terminated the loan commitment, and effectively closed the loan agreement. The Authority had entered into the agreement with Citibank, N.A. in 2012 for a revolving loan in an aggregate amount not to exceed \$60 million. The loan was scheduled to mature in April 2017 and provided for prepayment at any time by the Authority without penalty. As of December 31, 2015, the Authority had borrowed \$32 million via the revolving loan to reconstruct portions of the Canal System damaged or destroyed by Hurricane Irene and Tropical Storm Lee. The revolving loan was secured in part by a pledge of revenues available in the General Reserve Fund, as well as federal (FEMA) grant funds.

At December 31, 2015, the Authority had approximately \$5.35 billion in general revenue bonds, junior indebtedness obligations, and loans outstanding, a decrease of \$155.3 million or 2.8% from December 31, 2014.

New York State Thruway Authority

(A Component Unit of the State of New York)

Management's Discussion and Analysis

December 31, 2016 and 2015

Capital Assets and Debt Administration - Continued

Capital Assets - Continued

Debt Administration - Continued

Table A-4

Outstanding Debt
Years ended December 31, 2016 and 2015
(In millions of dollars)

	Year Ended December 31, 2016			Ending Balance
	Beginning Balance	Additions	Reductions	
General revenue bonds	\$ 3,577.3	\$ -	\$ (83.1)	\$ 3,494.2
Junior indebtedness obligations	1,738.9	978.7	(43.9)	2,673.7
Revolving loan	32.0	-	(32.0)	-
Total bonds, notes and loans	<u>5,348.2</u>	<u>978.7</u>	<u>(159.0)</u>	<u>6,167.9</u>
	Year Ended December 31, 2015			Ending Balance
	Beginning Balance	Additions	Reductions	
General revenue bonds	\$ 3,690.9	\$ -	\$ (113.6)	\$ 3,577.3
Junior indebtedness obligations	1,780.6	-	(41.7)	1,738.9
Revolving loan	32.0	-	-	32.0
Total bonds, notes and loans	<u>\$ 5,503.5</u>	<u>\$ -</u>	<u>\$ (155.3)</u>	<u>\$ 5,348.2</u>

More detailed information about the Authority's debt is presented in Note 5.

Other Significant Matters

The New NY Bridge

In January 2013, the Authority entered into a \$3.1 billion design-build agreement to construct the New NY Bridge to replace the existing Tappan Zee Bridge. The total estimated cost of the project is \$3.9 billion. It is anticipated that the first span of the new bridge will go into service in 2017, and the project will be fully completed in 2018. The new bridge has a 100-year design life and will consist of eight general purpose lanes, as well as emergency access lanes. The bridge will conform to current seismic, safety, and geometric requirements; have adequate shoulders to manage traffic incidents and emergencies; accommodate bicycle and pedestrian use; and be capable of accommodating future commuter rail. Through December 31, 2016, costs of \$3.02 billion have been incurred on the project life to date, \$750.8 million of which was spent in 2016.

Additional information regarding the New NY Bridge is available at www.newnybridge.com.

New York State Thruway Authority

(A Component Unit of the State of New York)

Management's Discussion and Analysis **December 31, 2016 and 2015**

Other Significant Matters - Continued

Thruway Stabilization Program

In 2015, the State of New York created the \$1.285 billion Thruway Stabilization Program to partially fund the New NY Bridge, as well as other Thruway capital projects. In 2016, the State committed an additional \$700 million to the program bringing the total commitment to \$1.985 billion. The Authority intends to use \$1.2 billion from this program on the New NY Bridge and \$785 million on other Thruway capital projects and needs. As of December 31, 2016, the program has contributed \$750 million to the New NY Bridge project and \$147 million to other Thruway capital projects.

Canal Corporation

In 2016, the State of New York enacted legislation establishing the Canal Corporation as a subsidiary of the New York State Power Authority (Power Authority) effective January 1, 2017. On this date, the Power Authority assumed control of the Canal Corporation and Canal System.

The legislation authorizing the January 1, 2017 transfer also established a transition period of April 1, 2016 through December 31, 2016 during which the Power Authority was financially responsible for the cost of the Canal Corporation and Canal System. In accordance with the legislation, the Authority and the Power Authority entered an agreement providing for the reimbursement of canal related costs starting on April 1, 2016. In 2016, the Authority recognized non-operating revenues and capital contributions from the Power Authority of \$42.1 million and \$19 million, respectively, representing reimbursements for Canal Corporation operating and capital related costs.

Additional information regarding the transfer of the Canal Corporation is available in Note 12.

Division of State Police - Troop T

Effective April 1, 2016, also pursuant to enacted legislation, the Authority assumed financial responsibility for State Police Troop T whose members are dedicated to patrolling the Thruway System. In 2016, the Authority incurred Troop T costs of \$47.6 million.

Other Matters

In 2016, the State of New York terminated a funding agreement that in 2015 had provided the Authority with \$21.5 million to offset certain operating costs.

Contacting the New York State Thruway Authority's Financial Management

This financial report is designed to provide our bondholders, customers, and other interested parties with a general overview of the Authority's finances and to demonstrate its accountability for the money it receives. If you have questions about this report, or need additional information, contact the New York State Thruway Authority's Department of Finance and Accounts, P.O. Box 189, Albany, New York 12201-0189 or visit our website at www.thruway.ny.gov.

New York State Thruway Authority

(A Component Unit of the State of New York)

Statements of Net Position (in thousands of dollars)

	December 31,	
	2016	2015
ASSETS AND DEFERRED OUTFLOWS OF RESOURCES		
CURRENT ASSETS		
Cash and cash equivalents	\$ 343,964	\$ 296,679
Investments	15,013	17,125
Receivables, net	75,526	53,448
Material and other supplies	17,771	19,211
Prepaid items	1,777	779
Restricted assets	345,069	441,167
Total current assets	799,120	828,409
NON-CURRENT ASSETS		
Restricted assets	837,844	395,986
Capital assets, not being depreciated	4,097,641	3,506,075
Capital assets, net of accumulated depreciation	3,241,358	3,386,062
Total non-current assets	8,176,843	7,288,123
Total assets	8,975,963	8,116,532
DEFERRED OUTFLOWS OF RESOURCES		
Loss on bond refunding	12,938	14,116
Pension resources	112,115	33,215
Total deferred outflows of resources	125,053	47,331
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND NET POSITION		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	270,852	319,090
Unearned revenue	92,005	84,735
Accrued interest payable	144,210	119,668
Bonds, notes, and loan payable due within one year	130,910	124,921
Other long-term liabilities due within one year	1,150	5,020
Total current liabilities	639,127	653,434
NON-CURRENT LIABILITIES		
Bonds, notes, and loan payable	6,036,984	5,223,231
Other long-term liabilities	613,851	479,098
Total non-current liabilities	6,650,835	5,702,329
Total liabilities	7,289,962	6,355,763
DEFERRED INFLOWS OF RESOURCES		
Pension resources	12,355	359
NET POSITION		
Net investment in capital assets	1,774,803	1,737,546
Restricted for		
Debt service	251,933	249,189
Capital	99,161	94,148
Unrestricted (deficit)	(327,198)	(273,142)
Total net position	\$ 1,798,699	\$ 1,807,741

See accompanying Notes to Financial Statements.

New York State Thruway Authority

(A Component Unit of the State of New York)

Statements of Revenues, Expenses, and Changes in Net Position (in thousands of dollars)

	Years Ended December 31,	
	2016	2015
OPERATING REVENUES		
Tolls	\$ 708,316	\$ 691,693
Concessions	14,802	14,603
Other	28,867	22,282
Total operating revenues	751,985	728,578
OPERATING EXPENSES		
Administrative	17,136	17,320
Engineering services	5,843	6,030
Maintenance engineering		
Thruway maintenance	81,064	82,523
Equipment maintenance	26,919	29,882
Finance and accounts	7,850	7,924
Operations		
Traffic and services	7,650	7,138
Toll collection	35,189	35,111
General charges	186,348	159,859
Canals	63,753	62,135
State Police	47,579	-
Depreciation and amortization	544,668	394,621
Total operating expenses	1,023,999	802,543
Operating loss	(272,014)	(73,965)
NON-OPERATING REVENUES AND EXPENSES		
Investment income	1,506	521
Interest expense	(155,325)	(145,230)
Debt issuance cost	(5,070)	-
Federal, state and other aid	43,337	27,075
Gain (loss) on disposal of assets	(10,334)	398
Net non-operating items	(125,886)	(117,236)
Loss before capital contributions	(397,900)	(191,201)
CAPITAL CONTRIBUTIONS	388,858	599,203
CHANGE IN NET POSITION	(9,042)	408,002
NET POSITION, <i>beginning of year</i>	1,807,741	1,399,739
NET POSITION, <i>end of year</i>	\$ 1,798,699	\$ 1,807,741

See accompanying Notes to Financial Statements.

New York State Thruway Authority

(A Component Unit of the State of New York)

Statements of Cash Flows (in thousands of dollars)

	Years Ended December 31,	
	2016	2015
CASH PROVIDED (USED) BY OPERATING ACTIVITIES		
Cash received from toll collections	\$ 721,932	\$ 704,961
Cash received from concession sales	14,660	14,290
Other operating cash receipts	26,980	19,624
Personal service payments	(153,118)	(156,449)
Fringe benefits payments	(107,730)	(102,071)
E-ZPass account management payments	(29,538)	(12,316)
Cash payments to vendors and contractors	(86,682)	(80,020)
	386,504	388,019
CASH FLOWS PROVIDED (USED) BY NON-CAPITAL FINANCING ACTIVITIES		
Federal and state aid and other reimbursements	30,321	9,264
CASH FLOWS PROVIDED (USED) FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Proceeds from issuance of debt	978,736	-
Federal and state aid and other capital contributions	184,144	60,510
Acquisition/construction of capital assets	(698,591)	(639,002)
Principal paid on debt	(100,135)	(97,040)
Interest and issuance costs paid on debt	(243,177)	(225,265)
Proceeds from sale of capital assets	455	584
Other	-	892
	121,432	(899,321)
CASH FLOWS PROVIDED (USED) BY INVESTING ACTIVITIES		
Purchase of investments	(1,657,456)	(858,646)
Proceeds from sale and maturities of investments	1,331,017	1,372,820
Interest and dividends on investments	3,625	1,889
	(322,814)	516,063
Net increase in cash and cash equivalents	215,443	14,025
CASH AND CASH EQUIVALENTS, <i>beginning of year</i>	495,842	481,817
CASH AND CASH EQUIVALENTS, <i>end of year</i>	\$ 711,285	\$ 495,842

See accompanying Notes to Financial Statements.

	Years Ended December 31,	
	2016	2015
RECONCILIATION OF OPERATING LOSS TO NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES		
Operating loss	\$ (272,014)	\$ (73,965)
Adjustments to reconcile operating loss to net cash provided by operating activities		
Depreciation and amortization	544,668	394,621
Capitalized interest	115	88
Payments made by New York State	-	21,500
Net changes in assets, liabilities, deferred outflows and deferred inflows		
Receivables	(9,062)	(4,599)
Material and supplies	1,439	(2,175)
Other assets	(998)	84
Accounts payables and accrued expenses	188,015	53,622
Deferred outflows	(78,899)	(2,679)
Deferred inflows	11,996	359
Unearned revenue	1,244	1,163
	<u>\$ 386,504</u>	<u>\$ 388,019</u>
RECONCILIATION TO STATEMENTS OF NET POSITION		
Cash and cash equivalents	\$ 343,964	\$ 296,679
Restricted cash and cash equivalents (Note 2)	367,321	199,163
	<u>\$ 711,285</u>	<u>\$ 495,842</u>
NON-CASH OPERATING ACTIVITIES		
Payments made to vendors by the State of New York	<u>\$ -</u>	<u>\$ 7,306</u>
NON-CASH CAPITAL ACTIVITIES		
Payment made to vendors by the State of New York for the New NY Bridge project	<u>\$ 362,553</u>	<u>\$ 387,447</u>

New York State Thruway Authority

(A Component Unit of the State of New York)

Notes to Financial Statements December 31, 2016 and 2015

Note 1 - Organization and Summary of Significant Accounting Policies

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) as applied to governmental units. The Government Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. An overview of the more significant accounting policies are described below:

a. Financial Reporting Entity

The New York State Thruway Authority (Authority) is a Public Benefit Corporation created by the New York State Legislature in 1950 to build, operate, and maintain the Thruway System. The New York State Canal Corporation (Canal Corporation), a subsidiary public corporation of the Authority, was created by the New York State Legislature in 1992 to accept jurisdiction and control over the New York State Canal System from New York State (State). The Boards of both the Authority and the Canal Corporation each consist of seven members, appointed by the Governor, with the consent of the New York State Senate.

The Authority is responsible for a 570-mile system of highways crossing New York State, the longest toll highway system in the United States. The Authority's 426-mile Thruway mainline connects New York City and Buffalo, the State's two largest cities. Other Thruway sections provide for connections with Connecticut, Massachusetts, Pennsylvania, New Jersey, and to highways that lead to the Midwest and Canada. In accordance with legislation passed by the State Legislature, the Cross-Westchester Expressway (CWE) was added to the Thruway in 1991, and the Authority is prohibited from imposing any tolls or other charges for the use of the CWE.

The Canal Corporation is responsible for a 524-mile Canal System consisting of the Erie, Champlain, Oswego, and Cayuga-Seneca canals. The 1992 legislation, which transferred responsibility for maintenance of the Canal System to the Canal Corporation, also authorized and directed the Authority to assist in the financing of certain transportation related projects and facilities under the category of "Other Authority Projects."

The accounts and activities of the Canal Corporation and "Other Authority Projects" are included in the financial statements of the Authority. Revenues of the Canal System are credited to the New York State Canal Development Fund (Fund), created by the 1992 legislation, and held by the State where they are available, subject to appropriation, only for purposes of the Canal System as directed by the Canal Recreationway Commission. The State may, from time to time, also authorize the Authority by statute to undertake additional financing activities to finance primarily non-Authority transportation projects in the State. The Authority is responsible for administering these special bond programs as discussed in Note 6.

The accompanying financial statements include the accounts and transactions of the New York State Thruway Authority and the New York State Canal Corporation. Effective January 1, 2017, the Canal Corporation was transferred to the New York State Power Authority. Additional information regarding the transfer is available in Note 12.

The Authority is a legally and fiscally separate and distinct organization solely responsible for its finances, and the credit of the State of New York is not pledged to the operation of the Authority. The Authority is empowered to issue revenue bonds backed solely from Authority revenues. However, under the criteria specified in GASB Statement No. 14, as amended by GASB Statement No. 61, the Authority is considered a component unit of the State of New York because the Governor appoints all members of the Authority's Governing Board.

New York State Thruway Authority

(A Component Unit of the State of New York)

Notes to Financial Statements December 31, 2016 and 2015

Note 1 - Organization and Summary of Significant Accounting Policies - Continued

b. Basis of Accounting

The Authority's activities are accounted for similar to those often found in the private sector using the flow of economic resources measurement focus and the accrual basis of accounting. All assets, liabilities, deferred outflows of resources, deferred inflows of resources, net position, revenues, and expenses are accounted for through a single enterprise fund with revenue recorded when earned and expenses recorded at the time liabilities are incurred.

The principal revenue of the Authority is toll revenue received from customers. The Authority also recognizes as operating revenue the rental fees received from concessionaires from operating leases on concession property, special hauling fees charged to overweight or oversize vehicles, and certain revenue collected from the lease of property. Operating expenses include all costs required to operate, maintain, and administer the Thruway and Canal Systems. All revenue and expenses not meeting this definition are reported as non-operating items.

The New York State Office of the State Comptroller requires that the Authority report in accordance with U.S. GAAP as it is a component unit of the State. The Authority's bond resolution, however, requires that certain funds and accounts be established and maintained. The Authority consolidates these funds and accounts for the purpose of providing an enterprise fund presentation in its basic financial statements.

c. Cash, Cash Equivalents, and Investments

Cash includes amounts in demand deposits. Cash equivalents include all highly liquid investments with original maturities of three months or less when purchased. All cash deposits and repurchase agreements are fully collateralized or covered by federal deposit insurance.

Investments include financial instruments with original maturities of more than three months and are recorded at amortized cost, which approximates fair value. These investments are not included in cash and cash equivalents in the statements of cash flows.

d. Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, deferred outflows, deferred inflows, the 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 from those estimates.

e. New Accounting Pronouncements

GASB Statement No. 72, *Fair Value Measurement and Application*. This statement addresses accounting and financial reporting issues related to fair value measurements. The definition of fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This statement provides guidance for determining a fair value measurement for financial reporting purposes. It also provides guidance for applying fair value to certain investments and disclosures related to all fair value measurements.

GASB Statement No. 76, *The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments*. This statement reduces the hierarchy of generally accepted accounting principles to two categories of authoritative GAAP and addresses the use of authoritative and non-authoritative literature in the event that the accounting treatment for a transaction or other event is not specific with a source of authoritative GAAP.

New York State Thruway Authority

(A Component Unit of the State of New York)

Notes to Financial Statements December 31, 2016 and 2015

Note 1 - Organization and Summary of Significant Accounting Policies - Continued

e. New Accounting Pronouncements - Continued

GASB Statement No 79, *Certain External Investment Pools and Pool Participants*. This statement will enhance comparability of financial statements among governments by establishing specific criteria used to determine whether a qualifying external investment pool may elect to use an amortized cost exception to fair value measurement. Those criteria will provide qualifying external investment pools and participants in those pools with consistent application of an amortized cost based measurement for financial reporting purposes. That measurement approximates fair value and mirrors the operations of external investment pools that transact with participants at a stable net asset value per share.

The implementation of these standards did not have an effect on the Authority's financial statements.

f. Receivables

Receivables consist primarily of receivables from commercial transportation companies and Federal and State governments under various grant programs. All commercial accounts receivable are guaranteed by surety bonds and/or cash deposits. Beginning in April 2016, receivables also include amounts attributable to the Authority's cashless tolling system at the Tappan Zee Bridge. Receivables are reported net of an allowance for uncollectible amounts. The allowance for doubtful receivables amounted to \$7,393,000 and \$5,503,000 at December 31, 2016 and 2015, respectively.

g. Materials and Supplies

Materials and supplies are principally valued at weighted average cost. The cost of such items is recognized as an expense when used.

h. Unearned Revenue

Unearned revenue consists of prepaid deposits made by private and commercial customers into E-ZPass accounts held by the Authority and annual permit revenues collected in advance.

i. Restricted Assets

Certain proceeds of the Thruway revenue bonds and notes are restricted by applicable bond covenants for construction or set aside as reserves to ensure repayment of the Authority's bonds. Certain other assets are accumulated and restricted in accordance with the bond resolutions for the purpose of paying interest and principal debt payments that are due on a semi-annual and annual basis, respectively, and for the purpose of maintaining reserve funds at required levels. Payments from restricted funds are governed by the bond resolutions and, as such, expenses which do not meet these standards are paid from unrestricted funds.

j. Toll Revenues

Toll revenues are stated net of volume and other discounts approximating \$26.6 million and \$25.5 million in 2016 and 2015, respectively.

New York State Thruway Authority

(A Component Unit of the State of New York)

Notes to Financial Statements December 31, 2016 and 2015

Note 1 - Organization and Summary of Significant Accounting Policies - Continued

k. Pensions

The Authority is a participating employer in the New York State and Local Retirement System (ERS). Employees in permanent positions are required to enroll in ERS, and employees in part-time or seasonal positions have the option of enrolling in ERS. ERS is a cost sharing, multiple employer, public employee defined benefit retirement system. The impact on the Authority's financial position and results of operations due to its participation in ERS is more fully disclosed in Note 7.

l. Other Postemployment Benefits

The Authority recognizes in its financial statements the financial impact of other postemployment benefits, principally employer funded health care costs. The impact on the Authority's financial position and results of operations is more fully disclosed in Note 9.

m. Compensated Absences

Permanent employees of the Authority accrue vacation leave as part of their benefit package. Unused vacation days up to a maximum of 30 days are considered vested and paid upon retirement or termination. The liability for vested vacation days approximates \$10,236,000 and \$10,112,000 at December 31, 2016 and 2015, respectively, and is recorded as a long-term liability.

Permanent employees of the Authority also accrue sick leave as part of their benefit package. Upon retirement, unused sick days up to a maximum of 200 days are converted to a monthly credit that is used to offset the employee's share of postemployment benefit costs. The Authority's liability for postemployment benefits is discussed further in Note 9.

n. Bond and Note Premiums

Bond and note premiums are presented as components of bonds payable. The premiums are amortized over the life of the bonds and notes on a method that approximates the effective interest method. Net amortization related to bond and note premiums were approximately \$58,859,000 and \$58,274,000 for 2016 and 2015, respectively, and are included as an offset of interest expense.

o. Deferred Outflows and Deferred Inflows of Resources

Deferred outflows of resources represent a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense/expenditure) until that time. Likewise, deferred inflows of resources represent an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time.

p. Net Position

Net position is classified as follows:

- *Net investment in capital assets* consists of capital assets, net of accumulated depreciation reduced by the net outstanding debt balances.
- *Restricted net position* has externally placed constraints on use.
- *Unrestricted net position* consists of assets, liabilities, deferred outflows and deferred inflows that do not meet the definition of "net investment in capital assets" or "restricted net position."

New York State Thruway Authority

(A Component Unit of the State of New York)

Notes to Financial Statements December 31, 2016 and 2015

Note 1 - Organization and Summary of Significant Accounting Policies - Continued

q. Capital Contributions

Capital contributions consist primarily of funds provided by the State of New York (Note 10) and the New York State Power Authority (Note 12). The Authority also receives federal and other grants that are provided to fund specific capital projects. These projects are generally within the Authority's Multi-Year Capital Plan but also include unanticipated projects funded by the U.S. Department of Homeland Security - Federal Emergency Management Agency.

r. Arbitrage

The Tax Reform Act of 1986 imposed additional restrictive regulations, reporting requirements, and an arbitrage rebate liability on issuers of tax-exempt debt. This Act requires the remittance to the IRS of 90% of the cumulative rebatable arbitrage within 60 days of the end of each five-year reporting period following the issuance of governmental bonds. The Authority's policy is to annually record a liability representing the estimated amount owed. The Authority actively manages its invested bond proceeds to minimize any arbitrage liability. The Authority had no cumulative arbitrage rebate liability for the years ended December 31, 2016 and 2015.

s. Income Taxes

The Authority is a public benefit corporation of the State of New York. As such, income earned in the exercise of its essential government functions is exempt from state and federal income taxes.

t. Non-Exchange Transactions

Section 357-a of the Public Authorities Laws of the State of New York provided that the State be responsible for \$21.5 million of costs for goods and services provided to the Authority in 2015 and that the Authority and the State of New York Division of Budget enter into an agreement identifying such costs assumed by the State. An agreement for the year ended December 31, 2015, was entered into identifying certain costs associated with E-ZPass account management and workers' compensation benefits up to yearly maximums of \$21.5 million.

The Authority has reported \$21.5 million in operating expenses in the general charges category for year ended December 31, 2015, and \$21.5 million of non-operating revenue in the Federal, state and other aid category for year ended December 31, 2015.

No agreement existed for the year ended December 31, 2016.

Other non-exchange transactions of the Authority are disclosed in Notes 10 and 12.

u. Subsequent Events

The Authority has evaluated subsequent events for potential recognition or disclosure through March 27, 2017, the date the financial statements were available to be issued.

New York State Thruway Authority

(A Component Unit of the State of New York)

Notes to Financial Statements December 31, 2016 and 2015

Note 2 - Cash and Investments

The Authority's cash and investments as of December 31, 2016 and 2015, were as follows (in thousands):

	Carrying Value	
	2016	2015
Unrestricted		
Cash		
Demand deposits	\$ 149,582	\$ 142,461
Toll change funds	120	125
Total unrestricted cash	<u>149,702</u>	<u>142,586</u>
Cash equivalents		
U.S. government discount notes	26,217	22,584
U.S. treasury securities	-	6,734
Commercial paper	<u>168,045</u>	<u>124,775</u>
Total unrestricted cash equivalents	<u>194,262</u>	<u>154,093</u>
Total unrestricted cash and cash equivalents	<u>\$ 343,964</u>	<u>\$ 296,679</u>
	Carrying Value	
	2016	2015
Restricted		
Cash		
Demand deposits	\$ 333,722	\$ 167,125
Other deposits	<u>2,737</u>	<u>2,886</u>
Total restricted cash	<u>336,459</u>	<u>170,011</u>
Cash equivalents		
U.S. government discount notes	-	1,742
U.S. treasury securities	-	3,265
Commercial paper	<u>30,863</u>	<u>24,145</u>
Total restricted cash equivalents	<u>30,863</u>	<u>29,152</u>
Total restricted cash and cash equivalents	<u>\$ 367,322</u>	<u>\$ 199,163</u>

New York State Thruway Authority

(A Component Unit of the State of New York)

Notes to Financial Statements December 31, 2016 and 2015

Note 2 - Cash and Investments - Continued

	Carrying Value	
	2016	2015
Investments		
Unrestricted		
U.S. government discount notes	\$ -	\$ 9,487
Commercial paper	13,816	5,999
Time deposits	1,197	1,639
	<u>15,013</u>	<u>17,125</u>
Total unrestricted investments	<u>\$ 15,013</u>	<u>\$ 17,125</u>
Restricted		
U.S. government discount notes	\$ 219,635	\$ 211,001
U.S. government agency notes	78,857	157,068
Commercial paper	157,708	29,003
U.S. treasury securities	306,980	36,147
	<u>763,180</u>	<u>433,219</u>
Total restricted investments	<u>\$ 763,180</u>	<u>\$ 433,219</u>

At December 31, 2016 and 2015, the fair value of the Authority's cash and investments approximated the carrying value (amortized cost).

The Authority requires collateral, in the form of federal government obligations or agency instruments guaranteed by the federal government, for all investments in repurchase agreements. The Authority also requires delivery to its trustee/custodian of all securities purchased and collateral for repurchase agreements, regardless of the seller institution. All Authority investment securities are classified as securities acquired by a financial institution for the Authority and held by the Authority's trustee/custodian in the Authority's name. Bank balances, which are comprised of demand and other deposits, approximated \$232.1 million and \$307.1 million as of December 31, 2016 and 2015, respectively, and are fully insured or collateralized.

The Authority manages its investments pursuant to the respective bond resolutions, Public Authorities Law, and the Authority's Investment Policy approved annually by the Authority's Board. Permitted investments are defined as obligations in which the State Comptroller may invest pursuant to Section 98(a) of the State Finance Law, including obligations of the United States and its Federal agencies, collateralized time deposits, commercial paper, bankers' acceptances, and repurchase agreements.

The Authority's investment policy has established criteria that mitigate certain credit risks and interest rate risks. The policy has established investment concentration limits for each of the Authority's investment portfolios. The policy also requires that deposits and investments be held by a third-party custodian who may not otherwise be counter-party to the transactions, and that securities are held in the name of the Authority.

Custodial credit risk for deposits is the risk that, in the event of a bank failure, the Authority's deposits may not be returned. The Authority's policy to address this risk requires the custodian or depository bank to provide collateral in an amount equal to or greater than the amount on deposit, with a third-party custodian in the Authority's name.

New York State Thruway Authority

(A Component Unit of the State of New York)

Notes to Financial Statements December 31, 2016 and 2015

Note 2 - Cash and Investments - Continued

The Authority owns approximately \$116.7 million in U.S. Government and U.S. Government Agency investments at December 31, 2016, that mature in 2018 and 2019. Interest rate risk is also addressed in the Authority's policy which requires the purchase of securities with the intention of holding them to maturity and does not limit the term of any investment. It is the Authority's practice to invest funds to the date of the anticipated need of the funds.

As of December 31, 2016, the Authority had the following concentrations of investments:

<u>Investments</u>	<u>Credit Exposure Security</u>	<u>% of Total (Rating)</u>
<u>Agency Obligations</u>		
Federal Home Loan Banks	Aaa/ AA+/na	20.7%
Federal Home Loan Mortgage Corporation	Aaa/ AA+/AAA	3.9%
Federal National Mortgage Association	Aaa/ AA+/AAA	7.8%
<u>Commercial Paper</u>		
Chevron Funding	A-1+/P-1/na	15.3%
Exxon Mobil	A-1+/P-1/na	10.0%
ING US Funding LLC	A-1/P-1/na	2.3%
New York Life	A-1/P-1/F+	1.0%
Proctor & Gamble	A-1+/P-1/na	2.5%
University of California	A-1+/P-1/F+	5.9%
<u>U.S. Government Securities</u>		
Treasury Notes	Aaa/ AA+/AAA	17.3%
Treasury Bills	A-1+/P-1/F1+	13.3%

Note 3 - Capital Assets

The Authority's capital assets principally include the Thruway System, Canal System, and equipment. The Thruway System includes infrastructure assets consisting of bridges, highways, buildings, toll equipment, and intelligent transportation systems. The Canal System includes canal structures and buildings. Equipment includes vehicles, machinery, software systems, and E-ZPass tags.

All capital assets are stated at cost. Capital assets are defined as assets with initial, individual costs exceeding capitalization thresholds of \$5,000 to \$50,000. Depreciation is computed on the straight-line method over the following estimated useful lives:

<u>Category</u>	<u>Useful Life</u>	<u>Capitalization Threshold</u>
Bridges	45 years	\$ 50,000
Bridge improvements	15 years	50,000
Highways	30 years	50,000
Highway improvements	10 years	50,000
Buildings	30 years	50,000
Fiber optic system	17 years	50,000
Canal structures	50-100 years	50,000
Canal improvements	15-30 years	50,000
Equipment	2-12 years	5,000 - 50,000

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Notes to Financial Statements December 31, 2016 and 2015

Note 3 - Capital Assets

The Authority periodically reviews and, when deemed necessary, adjusts the estimated useful lives of its capital assets. During 2015, the Authority changed the remaining useful life of the Tappan Zee Bridge to align with the approximate timeframe it is anticipated to be taken out of service. During 2016, the Authority changed the useful life of a highway reconstruction project to align with the Authority's capitalization and depreciation policy.

The following schedules summarize the capital assets of the Authority and related changes for the years ended December 31, 2016 and 2015 (in thousands):

	December 31, 2015 Balance	Additions	Reductions	December 31, 2016 Balance
Capital assets, not being depreciated				
Land and land improvements	\$ 829,127	\$ 884	\$ (41)	\$ 829,970
Construction in progress	<u>2,676,948</u>	<u>980,080</u>	<u>(389,357)</u>	<u>3,267,671</u>
Total capital assets, not being depreciated	<u>3,506,075</u>	<u>980,964</u>	<u>(389,398)</u>	<u>4,097,641</u>
Capital assets, being depreciated				
Thruway System	7,834,639	335,713	(57,915)	8,112,437
Canal System	604,294	51,124	-	655,418
Equipment	<u>258,630</u>	<u>23,863</u>	<u>(23,368)</u>	<u>259,125</u>
Total capital assets, being depreciated	<u>8,697,563</u>	<u>410,700</u>	<u>(81,283)</u>	<u>9,026,980</u>
Less accumulated depreciation for				
Thruway System	(5,054,147)	(505,061)	48,519	(5,510,689)
Canal System	(97,431)	(16,400)	-	(113,831)
Equipment	<u>(159,923)</u>	<u>(23,150)</u>	<u>21,971</u>	<u>(161,102)</u>
Total accumulated depreciation	<u>(5,311,501)</u>	<u>(544,611)</u>	<u>70,490</u>	<u>(5,785,622)</u>
Net value of capital assets, being depreciated	<u>3,386,062</u>	<u>(133,911)</u>	<u>(10,793)</u>	<u>3,241,358</u>
Capital assets, net	<u>\$ 6,892,137</u>	<u>\$ 847,053</u>	<u>\$ (400,191)</u>	<u>\$ 7,338,999</u>

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Notes to Financial Statements December 31, 2016 and 2015

Note 3 - Capital Assets - Continued

	December 31, 2014 Balance	Additions	Reductions	December 31, 2015 Balance
Capital assets, not being depreciated				
Land and land improvements	\$ 828,175	\$ 1,060	\$ (108)	\$ 829,127
Construction in progress	1,807,749	1,087,495	(218,296)	2,676,948
Total capital assets, not being depreciated	<u>2,635,924</u>	<u>1,088,555</u>	<u>(218,404)</u>	<u>3,506,075</u>
Capital assets, being depreciated				
Thruway System	7,698,907	136,288	(556)	7,834,639
Canal System	533,716	74,800	(4,222)	604,294
Equipment	244,682	36,171	(22,223)	258,630
Total capital assets, being depreciated	<u>8,477,305</u>	<u>247,259</u>	<u>(27,001)</u>	<u>8,697,563</u>
Less accumulated depreciation for				
Thruway System	(4,701,981)	(352,512)	346	(5,054,147)
Canal System	(82,398)	(19,255)	4,222	(97,431)
Equipment	(156,669)	(22,797)	19,543	(159,923)
Total accumulated depreciation	<u>(4,941,048)</u>	<u>(394,564)</u>	<u>24,111</u>	<u>(5,311,501)</u>
Net value of capital assets, being depreciated	<u>3,536,257</u>	<u>(147,305)</u>	<u>(2,890)</u>	<u>3,386,062</u>
Capital assets, net	<u>\$ 6,172,181</u>	<u>\$ 941,250</u>	<u>\$ (221,294)</u>	<u>\$ 6,892,137</u>

Depreciation expense related to capital assets was \$544,611,000 and \$394,564,000 for the years ended December 31, 2016 and 2015, respectively.

The Authority incurred \$205.3 million in total interest expense in 2016, of which \$46.2 million was capitalized, and an additional \$3.5 million was offset against interest earned on the proceeds from various debt issuances. The Authority incurred \$185.3 million in total interest expense in 2015, of which \$38.3 million was capitalized, and an additional \$1.8 million was offset against interest earned on the proceeds from various debt issuances.

Note 4 - Restricted Assets

Restricted assets are established pursuant to bond resolutions and other agreements and are classified as current or non-current based upon the underlying restrictions. Restricted assets are comprised of the following as of December 31 (in thousands):

	2016	2015
Restricted current		
Cash and cash equivalents	\$ 251,562	\$ 161,782
Investments	93,507	125,744
Receivables	-	153,641
Total	<u>345,069</u>	<u>441,167</u>
Restricted non-current		
Cash and cash equivalents	115,759	37,380
Investments	669,673	307,475
Interest receivable	837	967
Receivables	48,737	46,872
Other	2,838	3,292
Total	<u>837,844</u>	<u>395,986</u>
Total restricted assets	<u>\$ 1,182,913</u>	<u>\$ 837,153</u>

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Notes to Financial Statements December 31, 2016 and 2015

Note 4 - Restricted Assets - Continued

The related balances at December 31, 2016 and 2015 are as follows:

Senior Debt Service Fund: Established to receive funds from Authority revenues to make periodic payments of interest and principal. Amounts held in this restricted fund at December 31, 2016 and 2015, were \$149,390,000 and \$148,033,000, respectively.

Senior Debt Service Reserve Fund: Established to retain funds equal to the maximum amount of aggregate debt service for any twelve-month period on all outstanding General Revenue Bonds secured by the Senior Debt Service Reserve Fund, Series F, Series G, Series H, Series I, Series J, and Series K General Reserve Bonds. The amounts held in this restricted fund at December 31, 2016 and 2015, were \$180,946,000 and \$180,972,000, respectively.

Construction Fund: Established to hold moneys paid into it from the sale of bonds and notes to pay for costs of the "Facilities" and "Other Authority Projects" as defined in the bond resolutions. Any remaining money upon completion or abandonment of such projects shall be transferred to other funds in accordance with the terms outlined in the bond resolutions. The amounts held in this restricted fund at December 31, 2016 and 2015, were \$42,609,000 and \$37,233,000, respectively.

Reserve Maintenance Fund: Established to hold funds required to be deposited each year into the Reserve Maintenance Fund. Funds held in the Reserve Maintenance Fund can be disbursed for specific costs relating to the "Facilities," as defined in the bond resolution and certain highway and railroad grade crossings. Amounts held in this restricted fund at December 31, 2016 and 2015, were \$58,609,000 and \$75,795,000, respectively.

Junior Indebtedness Fund: Established to hold moneys paid into it from the sale of Junior Indebtedness Obligations (bonds and notes) which are to be used to fund the Facilities Capital Improvement Fund for a portion of the cost of the Authority's New NY Bridge Project as defined in the Junior Indebtedness Bond Resolution and to pay debt service including capitalized interest on the Series 2013A Junior Indebtedness Obligations through December 31, 2017. The amounts held in this restricted fund at December 31, 2016 and 2015, were \$706,394,000 and \$197,496,000, respectively.

Facilities Capital Improvement Fund: Established to hold funds determined to be necessary or appropriate by the Authority Board to fund project costs of facilities or to set up reserves to fund such costs. The Authority has elected to use this fund to hold certain revenues, debt proceeds, and other monies dedicated to the New NY Bridge. The amounts held in this restricted fund at December 31, 2016 and 2015, were \$42,229,000 and \$194,736,000, respectively.

Commercial Charge Surety Account: Established to receive cash surety deposits from Commercial Charge Account customers which are to be used only if the customer does not meet their obligations under the Commercial Charge Account Credit Agreement. The amounts held in the account at December 31, 2016 and 2015, were \$2,736,000 and \$2,886,000, respectively.

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Notes to Financial Statements December 31, 2016 and 2015

Note 5 - Long-Term Liabilities

The Authority's bond indebtedness and other long-term liabilities as of December 31, 2016 and 2015, are comprised of the following obligations (in thousands):

	Date of Issuance	December 31, 2015 Balance	Additions	Reductions	December 31, 2016 Balance	Due Within One Year
General revenue bonds						
2007 Series H	10/07	\$ 796,920	\$ -	\$ (39,075)	\$ 757,845	\$ 40,820
2012 Series I	7/12	1,076,730	-	(17,510)	1,059,220	17,385
2014 Series J	2/14	674,960	-	(11,550)	663,410	12,785
2014 Series K	12/14	743,865	-	-	743,865	-
Unamortized bond premiums		<u>284,801</u>	<u>-</u>	<u>(14,986)</u>	<u>269,815</u>	<u>14,987</u>
General revenue bonds and unamortized premiums		<u>3,577,276</u>	<u>-</u>	<u>(83,121)</u>	<u>3,494,155</u>	<u>85,977</u>
Junior indebtedness obligations						
Series 2013 A	12/13	1,600,000	-	-	1,600,000	-
Series 2016 A	5/16	-	850,000	-	850,000	-
Unamortized bond premiums		<u>138,876</u>	<u>128,736</u>	<u>(43,873)</u>	<u>223,739</u>	<u>44,933</u>
Junior indebtedness obligations and unamortized premiums		<u>1,738,876</u>	<u>978,736</u>	<u>(43,873)</u>	<u>2,673,739</u>	<u>44,933</u>
Loan payable	4/12	<u>32,000</u>	<u>-</u>	<u>(32,000)</u>	<u>-</u>	<u>-</u>
Total bonds, loan, and unamortized premiums		<u>\$ 5,348,152</u>	<u>\$ 978,736</u>	<u>\$ (158,994)</u>	<u>\$ 6,167,894</u>	<u>\$ 130,910</u>
Other long-term liabilities						
Claims liability		\$ 4,000	\$ 1,587	\$ (4,437)	\$ 1,150	\$ 1,150
Postemployment benefit obligation		447,593	89,727	(32,840)	504,480	-
Net pension liability		21,393	77,742	-	99,135	-
Compensated absences		10,112	124	-	10,236	-
Environmental remediation obligation		<u>1,020</u>	<u>-</u>	<u>(1,020)</u>	<u>-</u>	<u>-</u>
Total other long-term liabilities		<u>\$ 484,118</u>	<u>\$ 169,180</u>	<u>\$ (38,297)</u>	<u>\$ 615,001</u>	<u>\$ 1,150</u>

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Notes to Financial Statements December 31, 2016 and 2015

Note 5 - Long-Term Liabilities - Continued

	Date of Issuance	December 31, 2014 Balance	Additions	Reductions	December 31, 2015 Balance	Due Within One Year
General Revenue Bonds						
2005 Series F	3/05	\$ 36,810	\$ -	\$ (36,810)	\$ -	\$ -
2005 Series G	9/05	555	-	(555)	-	-
2007 Series H	10/07	834,300	-	(37,380)	796,920	39,075
2012 Series I	7/12	1,096,525	-	(19,795)	1,076,730	17,510
2014 Series J	2/14	677,460	-	(2,500)	674,960	11,550
2014 Series K	12/14	743,865	-	-	743,865	-
Unamortized bond premiums		301,391	-	(16,590)	284,801	14,986
General Revenue Bonds and unamortized premiums		<u>3,690,906</u>	<u>-</u>	<u>(113,630)</u>	<u>3,577,276</u>	<u>83,121</u>
Junior Indebtedness						
Obligations						
Series 2013 A	12/13	1,600,000	-	-	1,600,000	-
Unamortized bond premiums		180,560	-	(41,684)	138,876	41,800
Junior Indebtedness Obligations and unamortized premiums		<u>1,780,560</u>	<u>-</u>	<u>(41,684)</u>	<u>1,738,876</u>	<u>41,800</u>
Loan payable	4/12	32,000	-	-	32,000	-
Total bonds, loan, and unamortized premiums		<u>\$ 5,503,466</u>	<u>\$ -</u>	<u>\$ (155,314)</u>	<u>\$ 5,348,152</u>	<u>\$ 124,921</u>
Other long-term liabilities						
Claims liability		\$ 8,248	\$ 350	\$ (4,598)	\$ 4,000	\$ 4,000
Postemployment benefit obligation		393,248	86,361	(32,016)	447,593	-
Net pension liability		28,616	-	(7,223)	21,393	-
Compensated absences		10,320	-	(208)	10,112	-
Environmental remediation obligation		2,107	-	(1,087)	1,020	1,020
Total other long-term liabilities		<u>\$ 442,539</u>	<u>\$ 86,711</u>	<u>\$ (45,132)</u>	<u>\$ 484,118</u>	<u>5,020</u>

The debt service requirements for the Authority's senior bonds as of December 31, 2016, are as follows (in thousands):

Due	Principal	Interest	Total
2017	\$ 70,990	\$ 155,181	\$ 226,171
2018	82,815	151,801	234,616
2019	91,155	147,862	239,017
2020	116,025	142,844	258,869
2021	121,690	137,002	258,692
2022 - 2026	704,685	586,367	1,291,052
2027 - 2031	898,765	389,247	1,288,012
2032 - 2036	582,285	194,661	776,946
2037 - 2041	423,355	81,069	504,424
2042 - 2044	132,575	6,143	138,718
Unamortized premiums	<u>269,815</u>	<u>-</u>	<u>269,815</u>
	<u>\$ 3,494,155</u>	<u>\$ 1,992,177</u>	<u>\$ 5,486,332</u>

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Notes to Financial Statements December 31, 2016 and 2015

Note 5 - Long-Term Liabilities - Continued

The debt service requirements for the Authority's junior indebtedness obligations as of December 31, 2016, are as follows (in thousands):

Due	Principal	Interest	Total
2017	\$ -	\$ 126,040	\$ 126,040
2018	-	120,467	120,467
2019	1,600,000	107,214	1,707,214
2020	-	40,950	40,950
2021	250	40,946	41,196
2022 - 2026	6,750	204,356	211,106
2027 - 2031	50,000	197,811	247,811
2032 - 2036	90,690	179,720	270,410
2037 - 2041	114,805	155,759	270,564
2042 - 2046	145,745	123,829	269,574
2047 - 2051	184,960	83,882	268,842
2052 - 2056	256,800	33,001	289,801
Unamortized premiums	223,739	-	223,739
	<u>\$ 2,673,739</u>	<u>\$ 1,413,975</u>	<u>\$ 4,087,714</u>

General Revenue Bonds - Series H: During October 2007, the Authority issued \$1,008,910,000 in General Revenue Bonds - Series H which provided funds to: (1) refund \$450,045,000 in then outstanding Series E Bonds (for a net present value savings of \$18,429,000); (2) fund a portion of the Authority's Multi-Year Capital Plan; (3) make a deposit to the Reserve Maintenance Fund; (4) make a deposit to the Senior Debt Service Reserve Fund; and (5) pay bond issuance costs.

The Series H Bonds are comprised of both Serial Bonds and Term Bonds, with varying rates and maturities. The amounts outstanding at December 31, 2016, are as follows:

Type	Rates	Maturity	Amount (in thousands)
Serial Bonds	4.0% to 5.0%	2017 - 2030	\$ 548,265
Term Bonds	5.00%	2032	52,765
Term Bonds	5.00%	2037	156,815
			<u>\$ 757,845</u>

Principal payments under the Series H Serial Bonds began in January 2009. The Series H Term Bonds require sinking fund installments, beginning in the year 2031 through the year 2037, of amounts ranging from \$25,740,000 to \$34,495,000 annually. The Series H Bonds maturing on or after January 1, 2019, are callable at the option of the Authority, in whole or in part, beginning January 1, 2018, at par plus accrued interest.

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Notes to Financial Statements December 31, 2016 and 2015

Note 5 - Long-Term Liabilities - Continued

General Revenue Bonds - Series I: During July 2012, the Authority issued \$1,122,560,000 in General Revenue Bonds - Series I which provided funds to: (1) retire \$868,045,000 in General Revenue Bond Anticipation Notes - Series 2011A; (2) fund a portion of the Authority's Multi-Year Capital Plan; (3) make a deposit to the Senior Debt Service Reserve Fund; and (4) pay bond issuance costs.

The Series I Bonds are comprised of both Serial Bonds and Term Bonds with varying rates and maturities. The amounts outstanding at December 31, 2016, are as follows:

<u>Type</u>	<u>Rates</u>	<u>Maturity</u>	<u>Amount</u> <u>(in thousands)</u>
Serial Bonds	3.0% to 5.0%	2017 - 2032	\$ 492,925
Term Bonds	4.13%	2037	64,570
Term Bonds	5.00%	2037	185,620
Term Bonds	4.13%	2042	70,000
Term Bonds	5.00%	2042	246,105
			<u>\$ 1,059,220</u>

Principal payments under the Series I Serial Bonds began in 2014. The Series I Term Bonds require sinking fund installments in 2033 through 2042, in amounts ranging from \$11,865,000 to \$53,920,000 annually. The Series I Bonds maturing on or after January 1, 2023, are callable at the option of the Authority, in whole or in part, beginning January 1, 2022, at par plus accrued interest.

General Revenue Bonds - Series J: During February 2014, the Authority issued \$677,460,000 in General Revenue Bonds - Series J which provided funds to: (1) fund a portion of the Authority's Multi-Year Capital Plan; (2) provide funds to refund a portion of the Authority's General Revenue Bonds, Series F and General Revenue Bonds, Series G (for a net present value savings of \$19,184,000) (3) make a deposit to the Senior Debt Service Reserve Fund; and (4) pay bond issuance costs.

The Series J Bonds are comprised of both Serial Bonds and Term Bonds with varying rates and maturities. The amounts outstanding at December 31, 2016, are as follows:

<u>Type</u>	<u>Rates</u>	<u>Maturity</u>	<u>Amount</u> <u>(in thousands)</u>
Serial Bonds	3.0% to 5.0%	2017 - 2036	\$ 512,890
Term Bonds	5.00%	2041	87,235
Term Bonds	4.63%	2044	63,285
			<u>\$ 663,410</u>

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Notes to Financial Statements December 31, 2016 and 2015

Note 5 - Long-Term Liabilities - Continued

General Revenue Bonds - Series J - Continued

Principal payments under the Series J Serial Bonds began in 2015. The Series J Term Bonds require sinking fund installments in 2037 through 2044, in amounts ranging from \$15,790,000 to \$22,055,000 annually. The Series J Bonds maturing on or after January 1, 2025, are callable at the option of the Authority, in whole or in part, beginning January 1, 2024, at par plus accrued interest.

General Revenue Bonds - Series K: During December 2014, the Authority issued \$743,865,000 in General Revenue Bonds - Series K which provided funds to: (1) refund a portion of the Authority's General Revenue Bonds, Series F, Series G and Series I (for a net present value savings of \$101,044,000) and (2) and pay bond issuance costs.

The Series K Bonds are comprised of Serial Bonds with varying rates and maturities. The amounts outstanding at December 31, 2016, are as follows:

<u>Type</u>	<u>Rates</u>	<u>Maturity</u>	<u>Amount (in thousands)</u>
Serial Bonds	3.0% to 5.0%	2019 - 2032	<u>\$ 743,865</u>

Principal payments under the Series K Serial Bonds begin in 2019. The Series K Bonds maturing on or after January 1, 2026, are callable at the option of the Authority, in whole or in part, beginning January 1, 2025, at par plus accrued interest.

General Revenue Senior Bonds - Revenue Pledge and Security: The General Revenue Bonds (Series H through K) are all direct obligations of the Authority, secured by a pledge of tolls and other revenue as established under the Bond Resolution. In accordance with the Bond Resolution, a Senior Debt Service Reserve Fund was established to be funded with cash and/or surety in an amount equal to the maximum aggregate debt service for any 12-month period. At both December 31, 2016 and 2015, the Senior Debt Service Reserve Fund, which may be used should amounts in the Senior Debt Service Fund be insufficient to pay debt service payments, was fully funded.

General Revenue Junior Indebtedness Obligations (JIO) - Series 2013A: During December 2013, the Authority issued \$1,600,000,000 of Series 2013A Junior Indebtedness Obligations to: 1) fund a portion of the cost of the Authority's New NY Bridge Project, a twin-span replacement of the Tappan Zee Bridge, (2) provide funds to refinance the principal and interest on the Authority's General Revenue Bond Anticipation Notes, Series 2013B, (3) pay capitalized interest on the Series 2013A Junior Indebtedness Obligations through December 31, 2017, and (4) pay the costs of issuance.

Series 2013A JIO's are term bonds, payable in a single bullet maturity of May 1, 2019, with varying interest rates from 3% to 5% and are not subject to redemption prior to maturity.

General Revenue Junior Indebtedness Obligations (JIO) - Series 2016A: During May 2016, the Authority issued \$850,000,000 of Series 2016A Junior Indebtedness Obligations to: 1) fund a portion of the cost of the Authority's New NY Bridge Project, (2) pay capitalized interest on the Series 2016A Junior Indebtedness Obligations (3) make a deposit to the Series 2016A Subaccount of the Junior Indebtedness Debt Service Reserve Account, and (4) pay the costs of issuance.

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Notes to Financial Statements December 31, 2016 and 2015

Note 5 - Long-Term Liabilities - Continued

Series 2016A JIO's are comprised of both Serial and Term Bonds with varying rates and maturities. The amounts outstanding at December 31, 2016, are as follows:

<u>Type</u>	<u>Rates</u>	<u>Maturity</u>	<u>Amount (in thousands)</u>
Serial Bonds	3.0% to 5.0%	2021 - 2038	\$ 190,665
Term Bonds	5.0%	2041	71,830
Term Bonds	5.0%	2046	145,745
Term Bonds	4.0% to 5.0%	2051	184,960
Term Bonds	4.0% to 5.25%	2056	<u>256,800</u>
			<u>\$ 850,000</u>

The Authority's General Revenue Junior Indebtedness Obligations are subordinate to the Authority's General Revenue Bonds (Series H through Series K).

Loan Payable: In April 2012, the Authority entered into a variable rate loan agreement with Citibank, N.A., under which the bank provided a revolving line-of-credit, evidenced by a note, in an aggregate amount not to exceed \$60,000,000. The Authority borrowed \$32,000,000, as needed, to finance Canal System repairs arising from storm damage caused in August and September 2011. The Authority's reimbursement obligations under the note were secured in part by a pledge of revenues available in the General Reserve Fund, which pledge constitutes Subordinated Indebtedness under the Bond Resolution. In addition, grant monies from the Federal Emergency Management Agency ("FEMA") for these repairs were also pledged to repay the note. The note was scheduled to mature in April 2017, however, the Authority elected to pay the outstanding principal balance of \$32,000,000 and terminate the loan agreement in 2016.

Note 6 - Special Bond Programs

The Authority's special bond programs, and the related projects and activities, are entirely separate from the Authority's financing, operation, and maintenance of the Thruway and Canal Systems. As such, these special bond programs are not reflected in the accompanying financial statements. The special bond programs require varying debt service payments which are funded under contractual agreements with the State of New York. The obligation of the State to make such payments is subject to, and dependent upon, annual appropriations by the State Legislature. These bond programs; however, result in no cost to the Authority and provide for no lien on Authority revenues or assets.

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Notes to Financial Statements December 31, 2016 and 2015

Note 6 - Special Bond Programs - Continued

The following are descriptions of the Authority's special bond programs:

Local Highway and Bridge Service Contract Special Bond Program - The Legislature of the State of New York empowered the Authority to issue Local Highway and Bridge Service Contract Bonds, also known as the Consolidated Local Street and Highway Improvement Program (often referred to as the CHIPS Program) to provide funds to reimburse municipalities and other project sponsors throughout the State for qualifying local highway, bridge, and multi-modal capital project expenditures under established State programs. The Authority did not issue Local Highway and Bridge Service Contract Bonds in 2016. The Authority receives funds from New York State for debt service on these bonds and related administrative costs. Bonds outstanding under this program were \$333,445,000 and \$440,075,000 at December 31, 2016 and 2015, respectively.

Highway and Bridge Trust Fund Bond Program - The Legislature of the State of New York empowered the Authority to issue Highway and Bridge Trust Fund Bonds to reimburse the State for expenditures made by the State's Department of Transportation in connection with the State's Multi-Year Highway and Bridge Capital Program. The Authority did not issue Highway and Bridge Trust Fund Bonds in 2016. The Authority receives funds from New York State for debt service on these bonds and related administrative costs. Bonds outstanding under this program were \$2,264,035,000 and \$3,172,080,000 at December 31, 2016 and 2015, respectively.

State Personal Income Tax Revenue Bonds (Transportation) - The Legislature of the State of New York empowered the Authority to issue Personal Income Tax (PIT) Revenue Bonds to provide funds to municipalities and other project sponsors throughout the State for qualifying local highway, bridge, and multi-modal capital project expenditures under established State programs. The Authority did not issue PIT Revenue Bonds in 2016. The Authority receives funds from New York State for debt service on these bonds and related administrative costs. Bonds outstanding under this program were \$1,893,595,000 and \$2,472,475,000 at December 31, 2016 and 2015, respectively.

Note 7 - Retirement Benefits

a. *Plan Description and Benefits Provided*

The Authority participates in the New York State and Local Employees' Retirement System (ERS), which is a cost-sharing multiple employer, public employee retirement system. ERS provides retirement benefits as well as death and disability benefits. New York State Retirement and Social Security Law govern obligations of employers and employees to contribute and provide benefits to employees. ERS issues a publicly available financial report that includes financial statements and required supplementary information. This report may be obtained from ERS at www.osc.state.ny.us/retire.

ERS provides retirement, disability, and death benefits for eligible members, including an automatic cost of living adjustment. In general, retirement benefits are determined based on an employee's individual circumstances using a pension factor, age factor, and final average salary. The benefits vary depending on the individual's employment tier. Pension factors are determined based on tier and an employee's years of service, among other factors.

New York State Thruway Authority

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Notes to Financial Statements December 31, 2016 and 2015

Note 7 - Retirement Benefits - Continued

b. Contributions

Employees in ERS Tier I through IV are noncontributory except for employees with less than 10 years of service who contribute 3% of their salary, Tier V employees who contribute 3% of their salary, and Tier VI employees who contribute between 3% and 6% of their salary. The Comptroller annually certifies the rates, expressed as proportions of payroll of members, which are used in computing the contributions required to be made by employers. The Authority's contributions for the preceding ten years can be found in the schedule of pension contributions on page 47.

c. Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

The Thruway Authority reported liabilities of \$85,348,000 and \$18,375,000 at December 31, 2016 and 2015, respectively. The Canal Corporation reported liabilities of \$13,787,000 and \$3,018,000 at December 31, 2016 and 2015, respectively. This resulted in a combined liability of \$99,135,000 and \$21,393,000 at December 31, 2016 and 2015, respectively. The net pension liability was measured as of March 31, 2016 and 2015, respectively, and the total pension liability was determined by actuarial valuations as of April 1, 2015 and 2014, respectively. The Authority's proportion of the net pension liability was based on the ratio of its actuarially determined employer contribution to ERS's total actuarially determined employer contribution for the fiscal year ended on the measurement dates. The Thruway Authority's proportionate share was .53% and .54% as of March 31, 2016 and 2015, respectively. The Canal Corporation's proportionate share was .09% as of March 31, 2016 and 2015, respectively.

The Thruway Authority recognized pension expense of \$30,743,000 and \$16,581,000 at December 31, 2016 and 2015, respectively. The Canal Corporation recognized pension expense of \$4,892,000 and \$2,690,000 at December 31, 2016 and 2015, respectively. This resulted in a combined expense of \$35,635,000 and \$19,271,000 at December 31, 2016 and 2015, respectively. The Authority reported deferred outflows of resources and deferred inflows of resources for 2016 and 2015 as follows (in thousands):

	2016		2015	
	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 501	\$ 11,751	\$ 685	\$ -
Changes of assumptions	26,436	-	-	-
Net differences between projected and actual investment earnings on pension plan investments	58,813	-	3,715	-
Changes in proportion and differences between employer contributions and proportionate share of contributions	1,569	604	-	359
Authority contributions subsequent to the measurement date	<u>24,796</u>	<u>-</u>	<u>28,815</u>	<u>-</u>
Totals	<u>\$ 112,115</u>	<u>\$ 12,355</u>	<u>\$ 33,215</u>	<u>\$ 359</u>

New York State Thruway Authority

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Notes to Financial Statements December 31, 2016 and 2015

Note 7 - Retirement Benefits - Continued

c. Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions - Continued

Authority contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ending December 31, 2017. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows (in thousands):

Year ending December 31,		
2017	\$	18,987
2018		18,987
2018		18,987
2020		18,003
		18,003
Total	\$	74,964

d. Actuarial Assumptions

The pension liability at March 31, 2016 and 2015 was determined by using an actuarial valuation as of April 1, 2015 and April 1, 2014, respectively, with updated procedures used to roll forward the total pension liability to March 31, 2016 and March 31, 2015. The actuarial valuation used the following actuarial assumptions. The assumptions are consistent year to year, except as noted.

Actuarial Cost Method	Entry age normal
Inflation Rate	
2016	2.5 percent
2015	2.7 percent
Salary Scale	
2016	3.8 percent, indexed by service
2015	4.9 percent, indexed by service
Investment rate of return, including inflation	
2016	7.0 percent compounded annually, net of expenses
2015	7.5 percent compounded annually, net of expenses
Cost of Living Adjustment	
2016	1.3 percent
2015	None
Decrement	
2016	Based on FY 2011-2015 experience
2015	Based on FY 2005-2010 experience

The long-term expected rate of return on ERS's pension plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected return, net of investment expenses and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation.

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Notes to Financial Statements December 31, 2016 and 2015

Note 7 - Retirement Benefits - Continued

e. Investment Asset Allocation

Best estimates of arithmetic real rates of return for each major asset class and ERS's target asset allocation as of the applicable valuation dates are summarized as follows:

Asset Type	Target Allocation	Long-Term Expected Real Rate
Domestic equity	38.00%	7.3%
International equity	13.00%	8.6%
Private equity	10.00%	11.0%
Real estate	8.00%	8.3%
Domestic fixed income securities	2.00%	4.0%
Bonds and mortgages	18.00%	4.0%
Short-term	2.00%	2.3%
Other	9.00%	6.8%-8.7%
	100.00%	

f. Discount Rate

The discount rate projection of cash flows assumed that contributions from members will be made at the current member contribution rates and that contributions from employers will be made at statutorily required rates, actuarially determined. Based on those assumptions, ERS's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

g. Sensitivity of the Proportionate Share of the Net Pension Liability to the Discount Rate Assumption

The following presents the Authority's proportionate share of the net pension liability (asset) calculated using the discount rate of 7.0 % and the impact of using a discount rate that is 1% higher or lower than the current rate (in thousands).

	1% Decrease (6.0%)	Current Discount (7.0%)	1% Increase (8.0%)
Authority's proportionate share of the net pension liability (asset)	\$ 223,543	\$ 99,135	\$ (5,984)

New York State Thruway Authority

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Notes to Financial Statements December 31, 2016 and 2015

Note 7 - Retirement Benefits - Continued

h. Pension Plan Fiduciary Net Position

The components of the current-year net pension liability of the New York State and Local Employee's Retirement System as of March 31, 2016 and 2015 respectively, were as follows (amounts in thousands):

	2016	2015
Employers' total pension liability	\$ 172,303,544	\$ 164,591,054
Plan net position	(156,253,265)	(161,213,259)
Employers' net pension liability	\$ 16,050,279	\$ 3,377,795
Ratio of plan net position to the employers' total pension liability	90.7%	97.9%

Note 8 - Deferred Compensation Plan

The Authority participates in the New York State Deferred Compensation Plan (Plan). The plan is a 457(b) retirement plan which is administered by New York State. The Authority does not have any authority to amend or abolish the Plan provisions, and the Authority does not make contributions to the Plan.

Note 9 - Other Postemployment Benefits

The Authority reports in its financial statements the financial impact of other postemployment benefits (OPEB), principally employer funded health care and death benefits which the Authority provides for retired employees. Substantially all employees may become eligible for these benefits if they reach normal retirement age while working for the Authority.

The following table summarizes the Authority's valuation of OPEB costs and obligations at December 31, 2016 and 2015 (in thousands):

	2016			2015
	Thruway Authority	Canal Corporation	Total	
Present value of future benefit payments	\$ 1,403,987	\$ 296,234	\$ 1,700,221	\$ 1,670,447
Unfunded accrued liability	1,075,412	219,021	1,294,433	1,240,642
Annual required contribution (30-year amortization)	75,380	16,394	91,774	88,160
Annual OPEB cost	73,702	16,025	89,727	86,361
Valuation payroll	124,754	22,355	147,109	143,521
Annual OPEB expense (as % of payroll)	59.1%	71.7%	61.0%	60.2%
Expected benefit payment	27,556	5,284	32,840	32,016

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Notes to Financial Statements December 31, 2016 and 2015

Note 9 - Other Postemployment Benefits - Continued

Actuarial valuations, the most recent of which was completed as of December 2016, involve estimates and assumptions about the probability of events far into the future and are subject to continual revisions as actual results are compared to past expectations and new estimates are made about the future. These calculations are designed to reduce short-term volatility in actuarial accrued liabilities. Projected benefits are based on the types of benefits provided at the time of each valuation and on the cost sharing provisions then in effect.

The Authority participates, pursuant to the provisions of Section 163(4) of the New York State Civil Service Law, in the New York State Health Insurance Program (NYSHIP), an Agent Multiple-Employer plan. NYSHIP is administered through the Department of Civil Service, and the Authority pays the cost of administration.

NYSHIP does not currently issue a standalone financial report since there are no assets legally segregated for the sole purpose of paying benefits under the plan. The Authority's specific obligation to pay OPEB costs is dependent on the employee's date of hire and labor agreement. Certain retiree costs, described below, are first applied against the value of the retiree's existing sick leave bank balance. A plan summary follows:

a. Plan Types

Medical - New York State Health Insurance Program which includes participation in various insurance plans and HMO's and which also includes drug coverage. Details may be found in the Summary Program Description of the New York State Health Insurance Program Booklet.

Medicare Part B Reimbursement - The Thruway Authority and Canal Corporation reimburse the retiree and his/her Medicare eligible spouse for the Medicare Part B premium.

b. Eligibility

To be eligible an employee must (1) retire as a member of the New York State Employees' Retirement System, or be at least 55 years old at time of termination; (2) be enrolled in the New York State Health Insurance Program (NYSHIP) on date of retirement; and (3) complete at least 5 years of service for the retiree and dependent to have coverage while the employee is living. Ten years of service are needed for continued dependent coverage upon death of the employee.

c. Benefit/Cost Sharing

Effective April 1, 2016, the Authority pays 94% of the premium for coverage of the retired employee and 75% of the additional premium for the dependent coverage. The premium paid by the Authority is based on the Empire Plan, one of the options available to retirees under the NYSHIP. If a retiree elects for another plan offered under the NYSHIP, the retiree is responsible for costs that exceed the amount of the Empire Plan premium.

d. Survivor Benefit

\$3,000 payable to retiree's designated beneficiary.

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Notes to Financial Statements December 31, 2016 and 2015

Note 9 - Other Postemployment Benefits - Continued

e. Funding Policy

The obligations of the plan members, employers, and other entities are established by action of the Authority pursuant to applicable collective bargaining, employment and other agreements. The required contribution rates of the employer and the members vary depending on the applicable agreement. The Authority currently contributes to the plan to satisfy obligations on a pay-as-you-go basis.

The following summary schedule presents the Annual OPEB Cost and Net OPEB obligation for the years ended December 31, 2016, 2015, and 2014 (in thousands):

	2016	2015	2014
Normal cost	\$ 40,546	\$ 39,061	\$ 36,164
Amortization of unfunded actuarial accrued liability	51,228	49,099	43,976
Annual required contribution (ARC)	91,774	88,160	80,140
Interest on net OPEB obligation	15,666	13,764	12,080
Adjustment to ARC	(17,713)	(15,563)	(13,659)
Annual OPEB cost	89,727	86,361	78,561
Contribution/expected benefit payment	(32,840)	(32,016)	(30,463)
Increase in net OPEB obligation	56,887	54,345	48,098
Net OPEB obligation, <i>beginning of year</i>	447,593	393,248	345,150
Net OPEB obligation, <i>end of year</i>	\$ 504,480	\$ 447,593	\$ 393,248

The annual OPEB costs are recorded in the Authority's 2016 and 2015 statements of revenue, expenses, and changes in net position in the amount of \$89,727,000 and \$86,361,000, respectively. The Thruway Authority OPEB costs are recorded as a component of general charges, and the Canal Corporation OPEB costs are recorded as a component of Canals. The net OPEB obligation is recorded in the Authority's statements of net position as a component of other long-term liabilities in the amount of \$504,480,000 and \$447,593,000, at December 31, 2016 and 2015, respectively.

The annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for 2014 through 2016 are as follows (in thousands):

Year Ended	Annual OPEB Cost	Cost Contributed	Net OPEB Obligation
12/31/2014	\$ 78,561	38.8%	\$ 393,248
12/31/2015	86,361	37.1%	447,593
12/31/2016	89,727	36.6%	504,480

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Notes to Financial Statements December 31, 2016 and 2015

Note 9 - Other Postemployment Benefits - Continued

The following are the actuarial methods and assumptions used in calculating the obligations related to the Authority's postemployment benefit plan:

Funding interest rate	3.50%
2015 trend rate (Med/Rx)	4.70%
Ultimate Medical/Rx cost trend rate	3.90%
Year ultimate trend rate reached	2083
Annual payroll growth rate	2.50%
Actuarial cost method	Entry Age Normal
Amortization method	30 year level percentage of payroll

Note 10 - Thruway Stabilization Program

The State of New York (State), as part of its 2015-2016 enacted budget, created a \$1.285 billion Thruway Stabilization Program for the payment of costs related to the New NY Bridge and bridge-related transportation improvements, and for other costs of the Thruway Authority including, but not limited to, its core capital program. As part of its 2016-2017 enacted budget, the State committed an additional \$700 million to the program bringing the total commitment to \$1.985 billion. The Authority intends to use \$1.2 billion of these funds to pay for New NY Bridge related costs and \$785 million to pay for capital program costs other than the New NY Bridge. In 2016 and 2015, capital contributions of \$356.2 million and \$540.8 million were reported in the Authority's statement of revenues, expenses and changes in net position, respectively. As of December 31, 2016, the program has contributed a total of \$897 million to the Authority, consisting of \$750 million for the New NY Bridge and \$147 million for other Thruway capital projects.

Note 11 - Contingencies and Commitments

a. Claims and Litigation

The Authority is a party to various legal proceedings, including negligence suits, some of which involve death or serious injury. Many of these actions arise in the normal course of the Authority's operations. The Authority records accruals for claims liability to the extent that management concludes their occurrence is probable and the related damages are estimable. If the range of the liability is probable and estimable, the Authority accrues the amount most likely to be paid. If no single amount in the estimated range is more likely to be paid, the Authority accrues the lowest amount in the range.

Changes in the Authority's claims liability in years 2014 through 2016 were as follows (in thousands):

		Current Year			
	Beginning of Year Liability	Claims and Changes in Payments Estimates	Claim Liability Payments	End of Year Liability	
2014	\$ 3,250	\$ 5,273	\$ (275)	\$ 8,248	
2015	8,248	(947)	(3,301)	4,000	
2016	4,000	1,587	(4,437)	1,150	

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Notes to Financial Statements December 31, 2016 and 2015

Note 11 - Contingencies and Commitments - Continued

a. *Claims and Litigation* - Continued

In addition, there are claims where liability is not probable, but is possible and estimable. The estimated loss on these claims approximated \$12.6 million at December 31, 2016, none of which has been accrued.

Certain other claims cannot be estimated as they involve complex issues. Often these issues are subject to substantial uncertainties and, therefore, the probability of loss or an estimation of damages cannot be determined.

b. *Insurance*

Loss of revenues is insured through a use and occupancy policy that covers any interruption in excess of 15 days. Property damage to bridges is insured through various policies from major insurance companies equal to the maximum probable loss from a single occurrence (with deductibles ranging from \$2.5 million to \$5.0 million). In addition, the Authority purchases insurance for workers' compensation benefits and various liability exposures.

The Authority is self-insured for property damage to substantially all buildings and vehicles. The Authority is also self-insured for third-party liability, including automobile liability. There are two funded reserves for these exposures, a \$2.5 million insurance fund available to fund certain deductibles and a reserve for public liability claims, which currently totals \$16.3 million.

Insurance for the Authority's service area facilities is provided by the concessionaires. The liability related to construction projects, tandem trailer operations, authorized garage operations, and similar risk is transferred through contractual indemnification and compliance with Authority insurance requirements.

c. *Construction Commitments*

At December 31, 2016, the amounts of remaining unexpended commitments for projects undertaken and the detail by type of contract are as follows:

<u>Project</u>	<u>Commitments (in thousands)</u>
Highway, bridge and facility, construction, and design	\$ 794,100
Personal service and miscellaneous	103,700
Canal	<u>30,900</u>
Total	<u>\$ 928,700</u>

New York State Thruway Authority

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Notes to Financial Statements December 31, 2016 and 2015

Note 11 - Contingencies and Commitments - Continued

d. Environmental Remediation

At December 31, 2016, the Authority recorded in its financial statements a cost estimate for environmental remediation at a number of sites on Thruway Authority and Canal Corporation property. These sites have been identified by the New York State Department of Environmental Conservation as locations where operational uses have contributed to various forms of environmental pollution. The estimated costs were developed by Authority engineers and remedial contractors based on the nature of remediation needed and comparable clean-up costs at similar sites and updated for payments made and changes to estimated costs as of December 31, 2016. Estimating environmental remediation obligations requires that a number of assumptions be made. Therefore, it is possible that project cost changes due to price fluctuations, changes in technology, changes in potential responsible parties, results of environmental studies, and other factors could result in revisions to these estimates.

The Authority has estimated its environmental remediation obligations, net of expected recoveries from other responsible parties. Changes in the Authority's environmental remediation liability amounts in the years 2014 to 2016 were as follows (in thousands):

	Beginning of Year Liability	Current Year		End of Year Liability
		Estimate Changes	Payments Made	
2014	\$ 2,516	\$ 302	\$ (711)	\$ 2,107
2015	2,107	(23)	(1,064)	1,020
2016	1,020	(80)	(940)	-

e. Lease Revenue

The Authority has entered into various non-cancelable contracts with concessionaires to provide patron services on the Thruway System. These contracts provide the Authority with concession revenue, including minimum rentals and contingent revenues based on sales volume. The Authority also leases land, used for antennas and fiber optic cable, under various non-cancelable contracts. Concession contract terms generally range from 16 to 25 years, inclusive of renewal options. Radio tower contract terms generally range from 5 to 10 years, with renewal options up to 10 years, and fiber optic contract terms range from 17 to 20 years.

The following schedule summarizes the future minimum rental revenues to be earned as of December 31, 2016:

Year	Future Minimum Lease Revenue (in thousands)
2017	\$ 14,500
2018	14,540
2019	14,600
2020	4,800
2021	4,400
Thereafter	10,700
Total	\$ 63,540

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Notes to Financial Statements December 31, 2016 and 2015

Note 12 - Canal Corporation and Canal System Transfer

The State of New York's final approved and enacted budget for their 2016-2017 fiscal year included legislation establishing the Canal Corporation as a subsidiary of the New York State Power Authority (Power Authority) effective January 1, 2017. On this date, the Power Authority assumed control of the Canal Corporation and Canal System.

Assets approximating \$650 million, consisting of Canal System land and infrastructure, Canal Corporation equipment and cash on deposit in the Canal Development Fund, and liabilities approximating \$115 million, consisting of Canal Corporation retiree health insurance obligations, pension obligations, salaries and benefits owed to employees, and amounts due vendors for goods and services were included in the transfer. In 2017, the Authority anticipates recognizing a loss approximating \$535 million representing the net assets transferred to the Power Authority.

The legislation authorizing the January 1, 2017 transfer also established a transition period of April 1, 2016 through December 31, 2016 during which the Power Authority was financially responsible for costs of the Canal Corporation and Canal System. In accordance with the legislation, the Authority and the Power Authority entered an agreement providing for the reimbursement of canal related costs beginning April 1, 2016. In 2016, the Authority recognized non-operating revenues and capital contributions from the Power Authority of \$42.1 million and \$19 million, respectively.

Additional information regarding the Canal Corporation and Canal System is available in Note 1a.

Note 13 - Accounting Standards Issued But Not Yet Implemented

GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* establishes financial reporting standards for other postemployment benefits (OPEB) plans for state and local governments. This standard replaces the requirements of GASB Statement 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, as amended. The statement establishes standards for recognizing and measuring liabilities, deferred inflows and outflows of resources, and expense/expenditures, as well as identifying the methods and assumptions required to project benefit payments, discount projected benefit payments, to their actuarial present value, and attribute that present value to periods of employee service. Additionally, GASB 75 lays out requirements for additional note disclosures and required supplementary information. These requirements are effective for fiscal years beginning after June 15, 2017.

GASB Statement No 82, *Pension Issues* (GASB 82) addresses practice issues raised during implementation of the GASB's pension accounting and financial reporting standards for state and local governments. The requirements of GASB 82 are effective for fiscal years beginning after June 15, 2016.

GASB Statement No. 83, *Certain Asset Retirement Obligations* (GASB 83) establishes criteria for determining the timing and pattern of recognition for a liability and corresponding deferred outflow of resources for asset retirement obligations. This statement required that recognition occur when the liability is both incurred and reasonably estimable. The requirements of this statement are effective for reporting periods beginning after June 15, 2018.

Management has not estimated the extent of the potential impact, if any, of these statements on the Authority's financial statements.

New York State Thruway Authority

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Required Supplementary Information Schedule of Funding Progress - Other Postemployment Benefits (in millions of dollars)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage Covered Payroll ((b-a)/c)
December 31, 2015	\$ -	\$ 1,294	\$ 1,294	0.0%	\$ 147	879.9%
December 31, 2013	-	1,111	1,111	0.0%	149	745.8%
December 31, 2011	-	1,021	1,021	0.0%	157	650.3%
December 31, 2009	-	982	982	0.0%	167	588.0%
December 31, 2007	-	985	985	0.0%	160	615.6%

See Independent Auditor's Report.

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Required Supplementary Information Schedule of the Proportionate Share of the Net Pension Liability

	<u>2016</u>	<u>2015</u>
Authority's proportion of the net pension liability	0.617656%	0.633266%
Authority's proportionate share of the net pension liability	\$ 99,135	\$ 21,393
Authority's covered-employee payroll	\$ 164,506	\$ 173,658
Authority's proportionate share of the net pension liability as a percentage of its covered-employee payroll	60.26%	12.32%
Plan fiduciary net position as a percentage of the total pension liability	90.67%	97.95%

Data not available prior to fiscal year 2015 implementation of Governmental Accounting Standards Board Statement No. 68, *Accounting and Financial Reporting for Pensions*.

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Required Supplementary Information
Schedule of Pension Contributions
Years Ended December 31

	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007
Contractually required contribution	\$ 24,795	\$ 28,815	\$ 30,537	\$ 35,800	\$ 34,627	\$ 37,125	\$ 22,132	\$ 12,682	\$ 14,685	\$ 18,137
Contributions in relation to the contractually required contribution	24,795	28,815	30,537	35,800	34,627	37,125	22,132	12,682	14,685	18,137
Contribution deficiency (excess)	-	-	-	-	-	-	-	-	-	-
Authority's covered-employee payroll	163,041	164,994	176,546	174,784	183,464	181,625	186,206	187,805	182,433	183,657
Contribution as a percentage of covered-employee payroll	15.21%	17.46%	17.30%	20.48%	18.87%	20.44%	11.89%	6.75%	8.05%	9.88%

See Independent Auditor's Report.

SUMMARY OF CERTAIN PROVISIONS OF THE BOND RESOLUTION

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**SUMMARY OF CERTAIN PROVISIONS
OF THE BOND RESOLUTION**

The following is a general summary of certain provisions of the Bond Resolution*. This summary is not to be considered a full statement of the terms of the Bond Resolution and, accordingly, is qualified by reference thereto and is subject to the full text thereof. Copies of the Bond Resolution are available at the office of the Authority.

Definitions

The following are definitions in summary form of certain terms contained in the Bond Resolution and used in this Official Statement:

“Accrued Debt Service” means, as of any date of calculation, the amount of Debt Service that has accrued with respect to any Series of Bonds, calculating the Debt Service that has accrued with respect to each Series of Bonds as an amount equal to the sum of (1) the interest on the Bonds of such Series that has accrued and is unpaid and that will have accrued by the end of the then current calendar month, including, to the extent not otherwise provided in a Supplemental Resolution, all net amounts due and payable by the Authority and all net amounts to accrue to the end of the then current calendar month pursuant to a Qualified Swap, Qualified Reverse Swap or Parity Reimbursement Obligation; and (2) that portion of the Principal Installments for such Series next due which would be accrued (if deemed to accrue in the manner set forth in the definition of “Debt Service”) to the end of such calendar month; provided that the definition of Accrued Debt Service for any Series of Variable Interest Rate Bonds shall be set forth in the applicable Supplemental Resolution.

“Act” means the New York State Thruway Authority Act, Title 9 of Article 2 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State of New York, as it may be amended from time to time.

“Additional Bonds” means additional Series of Bonds authenticated and delivered on original issuance pursuant to the Bond Resolution.

“Additional Project” shall mean any Other Authority Project designated as an Additional Project by the Authority and in respect of which there has been submitted to the Trustee the documents required by the Bond Resolution and any New Interchange or New Extension; and once designated as an Additional Project, any subsequent Facility Capital Improvements related thereto. See “Additional Projects” hereinafter.

“Additional Project Revenues” means Revenues derived from Additional Projects. “Additional Project Revenues” shall not include the proceeds of any gifts, grants or other income to the Authority from the government of the United States or the State, any public instrumentality of the State or any other individual or entity, to the extent the Authority is precluded by law, the grant or other operative contract or instrument from applying such amounts to the general corporate purposes of the Authority.

“Aggregate Debt Service” means, for any period and as of any date of calculation, the sum of the amounts of Debt Service for such period with respect to all Series of Bonds then Outstanding.

“Authority Engineer’s Certificate” means, in the sole discretion of the Authority, (i) an Independent Consultant’s Certificate (delivered by an Independent Consultant that is a licensed professional engineer) or (ii) a certificate or an opinion signed by a licensed professional engineer employed by the Authority, having

* Omitted from this summary is mention of most of the provisions of the Bond Resolution respecting the Authority’s “Guaranteed Bonds” (the last maturity of which was paid in 1995), “Prior General Revenue Bonds” (the outstanding balance of which was refunded in 1992 by the first issue of Bonds under the Bond Resolution) and the Restaurant Concession Bonds (the final maturity of which was January 1, 2006 and which are no longer Outstanding).

knowledge and expertise with respect to the subject matter of such certificate or opinion, and selected by the Authority to deliver such certificate or opinion.

“Authorized Newspaper” means The Bond Buyer or any newspaper customarily published at least once a day for at least five days (other than legal holidays) in each calendar week, printed in the English language and of general circulation in the Borough of Manhattan, City and State of New York, designated by the Authority.

“Authorized Officer” means any member of the Authority Board, its Treasurer, any Assistant Treasurer, its Secretary, any Assistant Secretary, its Executive Director, its Director of Thruway Finance and any other person authorized by a resolution or the by-laws of the Authority to perform the act or execute the document in question.

“Bond” or “Bonds” means any bond or bonds payable from amounts in the Senior Debt Service Fund or, to the extent provided in a Supplemental Resolution, any other indebtedness of the Authority payable from amounts in the Senior Debt Service Fund, which indebtedness may include, but is not limited to, any additional payment obligations in connection with a Qualified Swap, a Qualified Reverse Swap, a Parity Reimbursement Obligation or a capital lease undertaken in connection with the issuance of certificates of participation; provided, however, that such terms shall not include any Bond Anticipation Notes, Junior Indebtedness or Subordinated Indebtedness.

“Bondholder,” “Holder” or “Holder of Bonds,” or any similar term, means any person who shall be the registered owner of any Outstanding Bond or Bonds.

“Business Day” means a day of the year which is not a Saturday, Sunday or legal holiday in the State and not a day on which the Authority, State offices, the Trustee, Paying Agent or provider of a Credit Facility or Reserve Credit Facility are authorized or obligated to close.

“Certificate of Determination” means a certificate of an Authorized Officer of the Authority fixing terms, conditions and other details of Bonds in accordance with the delegation of power to do so under a Supplemental Resolution.

“Code” means the Internal Revenue Code of 1986, as amended. Each reference to a section of the Code shall be deemed to include the Regulations, including temporary and proposed Regulations, relating to such section which are applicable to the Bond Resolution, including the Bonds or the use of Bond proceeds.

“Cost or Costs of Issuance” means the items of expense incurred in connection with the authorization, sale and issuance of a Series of Bonds or Bond Anticipation Notes, which items of expense may include, but are not limited to, Authority expenses, State bond issuance charges, document printing and reproduction costs, filing and recording fees, costs of credit ratings, initial fees and charges of the Trustee, legal fees and charges, professional consultants’ fees, underwriting fees, fees and charges for execution, transportation and safekeeping of Bonds, premiums, fees and charges for Credit Facilities, Reserve Credit Facilities, Qualified Swaps, Qualified Reverse Swaps and other similar financial arrangements, costs and expenses of refunding such Bonds and other costs, charges and fees, including those of the Authority, in connection with the foregoing.

“Counsel’s Opinion” means an opinion signed by an attorney or firm of attorneys of nationally recognized standing in the practice of law relating to municipal, state and public agency financing selected by the Authority.

“Credit Facility” means any letter of credit, line of credit, policy of bond insurance, surety bond, guarantee or similar instrument which is issued by a financial, insurance or other institution and which provides security or liquidity in respect of the Bonds of any Series (and with respect to a policy of bond insurance, guarantees the payment of principal of and interest on the Bonds), not including any Reserve Credit Facility.

“Date of Completion” means (i) in the case of the construction of any vehicular bridge or road, the date on which such bridge or road is opened to vehicular traffic (as evidenced by an Authority Engineer’s Certificate), and (ii) in any other case, the date on which the acquisition, construction, improvement, reconstruction or rehabilitation of a Facility is completed (as evidenced by an Authority Engineer’s Certificate).

“Debt Service” for any period means, as of any date of calculation and with respect to any Series, an amount equal to the sum of (i) interest accruing during such period on the Bonds of such Series, including, to the extent not otherwise provided in a Supplemental Resolution, all net amounts due and payable by the Authority and all net amounts to accrue to the end of such period pursuant to a Qualified Swap, Qualified Reverse Swap or Parity Reimbursement Obligation, and (ii) that portion of each Principal Installment for such Series which would accrue during such period if such Principal Installment were deemed to accrue daily in equal amounts from the next preceding Principal Installment payment date for such Series (or, if there shall be no such preceding Principal Installment payment date, from a date one year prior to the due date of the first Principal Installment of the Bonds of such Series); provided, however, that in calculating Aggregate Debt Service for purposes of the calculation of “Net Revenue Requirement” in connection with the test for the issuance of Additional Bonds and Refunding Bonds, the rate covenant and the test for an Other Authority Project to become an Authority Project, Debt Service on Outstanding Bonds for which the Authority has entered into a Qualified Swap shall be calculated assuming that the interest rate on such Bonds shall equal the stated fixed rate on the Qualified Swap. Such interest and Principal Installments shall be calculated on the assumption that no Bonds of such Series Outstanding at the date of calculation will cease to be Outstanding except by reason of the payment of each Principal Installment on the due date thereof, provided, however, that there shall be excluded from “Debt Service” (1) interest on Bonds to the extent that Escrowed Interest is available to pay such interest, (2) Principal Installments on Bonds to the extent that Escrowed Principal is available to pay such Principal Installments, and (3) interest funded from Bond proceeds to the extent that such amounts are held by the Trustee in the Senior Debt Service Fund for such purpose. See “Additional Bonds”, “Tolls, Fees and Charges” and “Additional Projects”.

“Defeased Municipal Obligations” means pre-refunded municipal obligations rated “AAA” by S&P and “Aaa” by Moody’s and meeting the following requirements:

(a) the municipal obligations are (i) not subject to redemption prior to maturity or (ii) the Authority, the Trustee or the Paying Agent has been given irrevocable instructions concerning their call and redemption and the issuer of the municipal obligations has covenanted not to redeem such municipal obligations other than as set forth in such instructions; and

(b) the municipal obligations are fully secured by cash or Government Obligations which may be applied only to payment of the principal of and interest and premium, if any, on such municipal obligations.

“Estimated Aggregate Debt Service” means, for any period and as of any particular date of calculation, the sum of the amounts of Debt Service for such period with respect to all Series of Bonds then Outstanding; provided, however, that in computing such Estimated Aggregate Debt Service, any particular Variable Interest Rate Bonds shall be deemed to bear at all times, to the maturity date thereof, the Estimated Average Interest Rate applicable thereto.

“Estimated Average Interest Rate” means as to any Variable Interest Rate Bonds the interest rate that would have been borne by such Bonds if such Bonds had been sold as fixed interest rate Bonds of the Authority (i) without the benefit of any credit enhancement and (ii) with the same final maturity or maturities (without giving effect to puts or tenders) as the Variable Interest Rate Bonds actually sold, as estimated by the Authority on the date of sale of such Bonds.

“Facilities” means the Original Project and any Additional Project (but not including an Other Authority Project that does not constitute an Additional Project).

“Facility Capital Improvements” means, as applicable to the Original Project or any Additional Project, as may be determined by the Authority Board to be necessary or appropriate, any construction, reconstruction, rehabilitation, widening (including construction of any parallel spans or thoroughfares to any existing Facility bridge or tunnel) or relocation thereof, any extraordinary repairs, modifications or improvements thereto or with respect to any portion thereof, or any incidental expansion thereof or incidental extension thereto, or with respect to any portion thereof, including:

(i) incidental connecting tunnels, bridges, overpasses and underpasses, as well as existing interchanges, new interchanges determined by the Authority Board to be necessary or appropriate for the proper operation of the applicable Facility in order to relieve congestion, to promote the efficient operation thereof, or to enhance the safe operation thereof; and

(ii) administration, storage and other buildings, toll facilities and equipment, entrance plazas, service areas and stations, barriers, machinery, equipment and other facilities relating to the construction, reconstruction, operation or maintenance of any Facility, acquisition of rights-of-way or other interests in real property necessary or appropriate for any of the activities described above in this definition.

“Fund” means any one of the funds created and established pursuant to the Bond Resolution.

“Government Obligations” means (a) direct obligations of, or obligations the principal of and the interest on which are unconditionally guaranteed by, the United States of America and entitled to the full faith and credit thereof; (b) certificates, depository receipts or other instruments which evidence a direct ownership interest in obligations described in clause (a) above or in any specific interest or principal payments due in respect thereof; provided, however, that the custodian of such obligations or specific interest or principal payments shall be a bank or trust company organized under the laws of the United States of America or of any state or territory thereof or of the District of Columbia, with a combined capital stock, surplus and undivided profits of at least \$50,000,000 or the custodian is appointed by or on behalf of the United States of America; and provided, further, that except as may be otherwise required by law, such custodian shall be obligated to pay to the holders of such certificates, depository receipts or other instruments the full amount received by such custodian in respect of such obligations or specific payments and shall not be permitted to make any deduction therefrom; and (c) Defeased Municipal Obligations.

“Independent Consultant” means an independent licensed professional engineer or firm of independent licensed professional engineers of recognized national standing (who may be an engineer or firm of engineers retained by the Authority for other purposes) selected by the Authority; provided, however, that in connection with an Additional Project, the Authority may, in a Supplemental Resolution, if it determines that the field of engineering is not the most appropriate professional discipline (in terms of knowledge and expertise in connection with such Additional Project) to deliver any Independent Consultant’s Certificates required by the terms of the Bond Resolution, select members of another professional discipline, including but not limited to accounting, as appropriate, as an Independent Consultant in connection with such Additional Project; provided further that any members of such discipline thereafter selected by the Authority shall be independent and shall be of recognized national standing in such discipline.

“Independent Consultant’s Certificate” means a certificate or an opinion signed and delivered by an Independent Consultant pursuant to the terms of the Bond Resolution.

“Interest Payment Date” means, with respect to a Series of Bonds, each date on which interest, if any, is payable pursuant to the Supplemental Resolution authorizing such Bonds.

“Investment Obligations” means, to the extent the same are at the time legal for investment of funds of the Authority under the Act or under other applicable law:

(a) (i) Government Obligations and (ii) bonds, debentures, notes or other obligations issued or guaranteed by any of the following: Federal National Mortgage Association, the Federal Financing Bank, the Federal Home Loan Mortgage Association, the Federal Housing Administration, the Farmers Home

Administration, the Government National Mortgage Association, or any other agency controlled by or supervised by and acting as an instrumentality of the United States government,

(b) certificates of deposit issued by, and time deposits in, and bankers' acceptances of, any bank (including any Paying Agent or Trustee), any branch of any bank, national banking association or federally chartered savings and loan association; provided that, with respect to any of the foregoing institutions, whose long-term unsecured indebtedness is rated less than A by Moody's or S&P, such certificates of deposit or time deposits are (i) insured by the Federal Deposit Insurance Corporation for the full face amount thereof or (ii) to the extent not so insured, collateralized by direct obligations of the United States of America having a market value of not less than the face amount of such certificates and deposits,

(c) evidences of ownership of a proportionate interest in specified direct obligations of the United States of America, which obligations are held by a bank or trust company organized and existing under the laws of the United States of America or any state thereof in the capacity of custodian, or when "stripped" by the United States Treasury, then by the custodian designated by the United States Treasury,

(d) obligations of state or local government municipal bond issuers which are rated in one of the two highest Rating Categories by S&P and Moody's,

(e) obligations of state or local government municipal bond issuers, the principal of and interest on which, when due and payable, have been insured by an insurance policy or guaranteed by a letter of credit and which are rated in one of the two highest Rating Categories by S&P and Moody's,

(f) interests in a money market mutual fund registered under the Investment Company Act of 1940, 15 U.S.C. §§ 80-1, et seq., as from time to time amended, the portfolio of which is limited to obligations described in clause (a), (d), or (e) above and repurchase agreements fully collateralized thereby provided that such fund has total assets of at least \$100,000,000 and is rated in the highest Rating Category by S&P and Moody's,

(g) evidences of ownership of a proportionate interest in specified Defeased Municipal Obligations which Defeased Municipal Obligations are held by a bank or trust company organized and existing under the laws of the United States of America or any state thereof in the capacity of custodian,

(h) any repurchase agreement for Government Obligations by the Authority or any Trustee that is with a bank, trust company (including any Trustee) or securities dealer which is a member of the Securities Investors Protective Corporation, each of which is a primary reporting dealer in government securities as determined by the Federal Reserve Bank, or if "primary reporting dealers" cease to be determined by the Federal Reserve Bank, such other comparable standard as the Authority shall implement pursuant to a Supplemental Resolution; provided, however, that the Government Obligations must be transferred to the Authority or any Trustee or a third party agent by physical delivery or by an entry made on the records of the issuer or registrar of such obligations, and the collateral security must continually have a market value at least equal to the amount so invested and the collateral must be free of third party claims. Any investment in a repurchase agreement shall be considered to mature on the date the bank, trust company or recognized securities dealer providing the repurchase agreement is obligated to repurchase the Government Obligations,

(i) commercial paper rated in the highest Rating Category by S&P and Moody's, and

(j) any other obligations from time to time permitted pursuant to the Act or other applicable law, provided, however, that if the funds invested in any such obligation are pledged for the payment of Bonds hereunder and the Bonds are then rated by Moody's or S&P, such obligation shall be rated in one of the two highest Rating Categories of each such rating agency or, if such obligation is not then rated by either rating agency, an obligation of comparable credit quality of the same issuer is rated in one of the two highest Rating Categories of such rating agency.

Any investment in obligations described in (a), (c), (d), (e), (f), (g), (h) and (i) above may be made in the form of an entry made on the records of the issuer of the particular obligation.

“Junior Indebtedness” means any evidence of indebtedness of the Authority payable out of the Junior Indebtedness Fund.

“Maximum Annual Debt Service” means, as of any date of calculation, an amount equal to the greatest amount of Aggregate Debt Service for the current or any future 12-month period. For purposes of this definition, interest with respect to any Variable Interest Rate Bonds shall be calculated using the Maximum Interest Rate with respect to such Bonds.

“Maximum Interest Rate” means, with respect to any particular Variable Interest Rate Bonds, a numerical rate of interest, which shall be set forth in the Supplemental Resolution authorizing such Bonds, that shall be the maximum rate of interest such Bonds may at any time bear; provided, however, that (a) should the Authority obtain insurance or other coverage which provides that any increase in the variable interest rate on any Variable Interest Rate Bonds above a threshold rate will be reimbursed or paid by the insurer or provider of such other coverage, such threshold rate will be deemed to be the Maximum Interest Rate and (b) with respect to fixed interest rate Bonds deemed to be Variable Interest Rate Bonds because of a Qualified Reverse Swap entered in connection therewith, the Maximum Interest Rate shall be (i) the fixed interest rate of such Bonds for so long as the aggregate Outstanding principal amount of all such fixed interest rate Bonds deemed to be Variable Interest Rate Bonds is less than or equal to 5% of the aggregate principal amount of all Bonds Outstanding, and (ii) otherwise shall be the maximum interest rate of such Qualified Reverse Swap. With respect to the immediately preceding clause (a), the insurer or provider of such other coverage providing such insurance policy or other coverage shall be an insurer or bank whose insurance policies or other coverage are rated in the highest Rating Category by S&P and Moody’s.

“Moody’s” means Moody’s Investors Service, a corporation organized and existing under the laws of the State of Delaware, its successors and assigns, and, if such corporations shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “Moody’s” shall be deemed to refer to any other nationally recognized securities rating agency designated by the Authority.

“Net Revenue Requirement” means, with respect to any period of time, an amount equal to the greater of (i) the sum of (A) Aggregate Debt Service, (B) amounts required to make deposits to the Senior Debt Service Reserve Fund, if any, (C) amounts required to make Reserve Maintenance Payments, and (D) amounts required to be deposited in the Junior Indebtedness Fund pursuant to the Supplemental Resolution or other Bond Resolution or agreement authorizing outstanding Junior Indebtedness or (ii) 1.20 times the sum of the Aggregate Debt Service for such period; provided, however, that “Aggregate Debt Service” for purposes of calculating the Net Revenue Requirement may be reduced by an amount equal to investment income on the Senior Debt Service Fund and on the Senior Debt Service Reserve Fund to the extent such investment income is required to be retained in or transferred to the Senior Debt Service Fund, as appropriate, pursuant to a Supplemental Resolution, such amount to be calculated at the rate per annum equal to the lesser of (A) the then current yield on five year obligations of the United States Treasury and (B) the actual income to be earned as estimated by an Authorized Officer.

“Net Revenues” for any period means the amount of the excess of the Revenues over the Operating Expenses during such period; provided, however, that in calculating such amount there shall be excluded from “Revenues” any amounts that (i) are subject to appropriation by the Congress of the United States, the Legislature of the State or any other legislative body of a governmental entity or (ii) are not reasonably expected by the Authority to recur annually in predictable amounts until the scheduled retirement at maturity or pursuant to Sinking Fund Installments of all Bonds Outstanding or then proposed to be Outstanding.

“New Extension” means an additional tolled roadway or an extension to or expansion of any Facility constituting a tolled roadway (including in either case tunnels and bridges), in each case which fully satisfies the requirements of the Bond Resolution and upon such satisfaction is designated by the Authority as an Additional Project; provided that such Additional Project shall be (i) within the jurisdiction and control of the

Authority and (ii) undertaken for transportation or transportation-related purposes (including related necessary or appropriate economic development activities). See “Proposed New Interchanges and New Extensions”.

“New Interchange” means an interchange on any Facility constituting a tolled roadway which fully satisfies the requirements of the Bond Resolution and upon such satisfaction is designated by the Authority as an Additional Project; provided that such Additional Project shall be (i) within the jurisdiction and control of the Authority and (ii) undertaken for transportation or transportation-related purposes (including related necessary or appropriate economic development activities). See “Proposed New Interchanges and New Extensions”.

“Operating Expenses” means the expenses incurred for operation, maintenance and repair, ordinary replacement and ordinary reconstruction of any Facility or any part thereof and shall include, without limiting the generality of the foregoing, administrative expenses, premiums and reserves for insurance and self-insurance, fees or premiums for a Credit Facility, Reserve Credit Facility, Qualified Swap or Qualified Reverse Swap, legal and engineering expenses, payments into pension, retirement, health and hospitalization funds, and any other expenses associated with the rehabilitation and reconstruction of a municipal highway, under which passes any portion of the Original Project, and required to be paid by the Authority by Subdivision 4 of Section 359 of the Act, as in effect on August 25, 1992, all to the extent properly and directly attributable to the operation of the Original Project, and rental payments in connection with operating leases entered in the ordinary course of business, all to the extent properly and directly attributable to any Facility, and the expenses and compensation of the Fiduciaries required to be paid under the Bond Resolution; but does not include (i) any costs or expenses for new construction or for major reconstruction or (ii) any provision for interest, depreciation, amortization or similar charges.

“Original Project” means all New York State Thruway sections and connections constituting roads or bridges, authorized by the Act as in effect on, and open to traffic on the original date of adoption of the Bond Resolution, except the portion of I-84 in the State, together with any Facility Capital Improvements related thereto.

“Other Authority Project” means one or more facilities and other real and personal property, or any interest therein, which the Authority may now or hereafter be authorized to acquire, design, construct, maintain, operate, finance, improve, reconstruct, rehabilitate or otherwise undertake for transportation or transportation-related purposes (including related necessary or appropriate economic development activities). Each Other Authority Project shall be within the jurisdiction and control of the Authority and shall be designated as an Other Authority Project by a Supplemental Resolution adopted pursuant to the Bond Resolution, and if not so designated shall not become an Other Authority Project. Notwithstanding the foregoing, the following projects, to the extent authorized by law, shall in any event be deemed Other Authority Projects regardless of whether the Authority has jurisdiction and control of such projects and whether designated by a Supplemental Resolution: (1) the Inner Harbor project and the Intermodal Transportation Center in Syracuse; (2) the Horizons Waterfront project in Buffalo; (3) the Stewart International Airport Access project in Orange County and intended to provide direct access to Stewart International Airport from Interstate Route 84 in the vicinity of the airport; (4) the New York State Canal system; (5) the Thruway Exit 26 project in Schenectady County; and (6) the Tappan Zee Bridge Ferry Service project between Rockland County and Manhattan.

“Other Authority Project Cost” shall have the meaning set forth for such term in the definition of “Project Cost”.

“Outstanding,” when used with reference to Bonds, means, as of any date, all Bonds theretofore or thereupon being authenticated and delivered under the Bond Resolution except:

- (i) Any Bond cancelled or delivered for cancellation at or prior to such date;
- (ii) Any Bond (or portion of a Bond) deemed to have been paid in accordance with the Bond Resolution; or

(iii) Any Bond in lieu of or in substitution for which other Bonds shall have been authenticated and delivered pursuant to the Bond Resolution.

provided, however, that, unless required pursuant to a Supplemental Resolution, a Qualified Swap, Qualified Reverse Swap or Parity Reimbursement Obligation shall not, by itself, increase the Outstanding principal amount of Bonds.

“Principal” or “principal” means (1) with respect to any capital appreciation bond, the accreted amount thereof (the difference between the stated amount to be paid at maturity and the accreted amount being deemed unearned interest), provided, however, when used in connection with (a) the authorization and issuance of Bonds and (b) the order of priority of payments of Bonds after an Event of Default, “Principal” or “principal” means the original principal amount of a capital appreciation bond (the difference between the accreted amount and the original principal amount being deemed interest), and provided further, however, that when used in connection with determining whether the Bondholders of the requisite principal amount of Outstanding Bonds have given any required consent, notice, waiver, request, demand, authorization, direction or notice, “Principal” or “principal” means the accreted amount, (2) with respect to any capital appreciation and current interest bond, the appreciated value thereof, and (3) with respect to any current interest bond, the principal amount of such bond payable at maturity.

“Principal Installment” means, as of any date of calculation and with respect to any Series, (a) the Principal amount of Outstanding Bonds of such Series, due on the dates and in the amounts, in each case as specified in the Supplemental Resolution authorizing such Series, reduced by the Principal amount of such Bonds which would be retired by reason of the payment when due and application in accordance with the Bond Resolution of Sinking Fund Installments payable before such future date, plus the unsatisfied balance of any Sinking Fund Installment due on such certain future date, together with the aggregate amount of the premiums, if any, applicable on such future date upon the redemption of such Bonds by application of such Sinking Fund Installments in a principal amount equal to such unsatisfied balance, and (b) with respect to any amounts due under any Parity Reimbursement Obligation, the Principal amount of such amounts due under any Parity Reimbursement Obligation.

“Project Cost” with respect to any Facility, shall mean (i) the costs incurred or to be incurred by the Authority in connection with or incidental to the acquisition, design, construction, improvement, reconstruction or rehabilitation of such Facility, including legal, administrative, engineering, planning, design, studies, insurance costs and financing costs of such Facility (except to the extent such costs are funded from the proceeds of any indebtedness of the Authority, the payment of which is included as a Project Cost under clause (iii) below), (ii) amounts, if any, required by the Bond Resolution to be paid into any Fund or account upon the issuance of any Series, (iii) payments when due (whether at the maturity of principal or the due date of interest or upon redemption) on Bond Anticipation Notes, (iv) costs of equipment and supplies and initial working capital and reserves required by the Authority for the commencement of operation of such Facility, (v) costs of acquisition by the Authority of real or personal property or any interest therein, including land required for relocation and relocation costs and land required for environmental mitigation, (vi) any other costs properly attributable to the acquisition, design, construction, improvement, reconstruction or rehabilitation of such Facility, including costs of any Facility Capital Improvements, and (vii) interest on Bonds during the estimated period of construction and for a reasonable period thereafter. As distinguished from Project Costs, any such costs incurred in connection with an Other Authority Project that has not been designated an Additional Project are referred to as “Other Authority Project Costs”.

“Qualified Reverse Swap” means, to the extent from time to time permitted by law, with respect to Bonds, any financial arrangement (i) that is entered into by the Authority in connection with Bonds bearing interest at a fixed rate of interest in the expectation of lowering the Authority’s costs of incurring such indebtedness, (ii) that is entered into by the Authority for a term of more than five years, (iii) the net effect of which, together with the interest rate borne by such Bonds, is a variable rate of interest to the Authority during the term of such arrangement, and (iv) which has been designated in writing to the Trustee by an Authorized Officer as a Qualified Reverse Swap with respect to such Bonds.

“Qualified Swap” means, to the extent from time to time permitted pursuant to law, with respect to Bonds, any financial arrangement (i) that is entered into by the Authority with an entity that is a Qualified Swap Provider at the time the arrangement is entered into; (ii) which provides that the Authority shall pay to such entity an amount based on the interest accruing at a fixed rate on an amount equal either to the principal amount of such Bonds of such Series or a notional principal amount relating to such Series, and that such entity shall pay to the Authority an amount based on the interest accruing on such actual or notional principal amount at a variable rate of interest computed according to a formula set forth in such arrangement (which need not be the same as the actual rate of interest borne by such Bonds) or that one shall pay to the other any net amount due under such arrangement or such other similar arrangement, the net effect of such arrangement and the interest rate borne by such Bonds is at all times a fixed interest rate to the Authority; (iii) which provides for a commencement date and a termination date identical to the term or remaining term of such Bonds, taking into account any conversion of Bonds from a variable interest rate to a fixed interest rate as a termination date; and (iv) which has been designated in writing to the Trustee by an Authorized Officer as a Qualified Swap with respect to such Bonds.

“Qualified Swap Provider” means, with respect to a Series of Bonds, an entity whose senior long term obligations, other senior long term obligations or claims paying ability or whose payment obligations under a Qualified Swap are guaranteed by an entity whose senior long term debt obligations, other senior unsecured long term obligations or claims paying ability are rated either (i) at least as high as A3 by Moody’s, and A \square by S&P, or the equivalent thereof by any successor thereto for so long as such rating agency is then maintaining a rating on the Bonds Outstanding, but in no event lower than any Rating Category designated by each such rating agency for the Bonds Outstanding subject to such Qualified Swap, or (ii) any such lower Rating Categories which each such rating agency then maintaining a rating on the Bonds Outstanding indicates in writing to the Authority and the Trustee will not, by itself, result in a reduction or withdrawal of its rating on the Bonds Outstanding subject to such Qualified Swap that is in effect prior to entering into such Qualified Swap.

“Rating Categories” means one of the generic rating categories of either Moody’s or S&P without regard to any refinement or gradation of such rating by a numerical modifier or otherwise.

“Rebate Amount” means, with respect to each Series of Bonds, the amount equal to the rebatable arbitrage and any income attributable to the rebatable arbitrage as required by the Code.

“Rebate Fund” means the Fund designated as the Rebate Fund established in the Bond Resolution.

“Record Date” means with respect to any Interest Payment Date, unless the applicable Supplemental Resolution authorizing a particular Series of Bonds or a Certificate of Determination relating thereto provides otherwise with respect to Bonds of such Series, the fifteenth (15th) day of the calendar month next preceding such Interest Payment Date.

“Redemption Date” means the date upon which Bonds are to be called for redemption pursuant to the Bond Resolution.

“Redemption Price” means, with respect to any Bonds, the Principal amount thereof plus the applicable premium, if any, payable upon the redemption thereof.

“Refunding Bonds” means all Bonds, whether issued in one or more Series of Bonds, authenticated and delivered pursuant to the Bond Resolution, on original issuance to refund Bonds or Junior Indebtedness or any Subordinated Indebtedness that was issued to finance or refinance Project Costs or Other Authority Project Costs, and any Bonds thereafter authenticated and delivered in lieu of or in substitution for such Bonds pursuant to the Bond Resolution.

“Regulations” means the Income Tax Regulations promulgated by the Department of the Treasury from time to time.

“Reserve Credit Facility” means (a) any irrevocable, unconditional letter of credit issued by a bank or savings and loan association whose long-term uncollateralized debt obligations are rated in one of the two highest rating categories by each nationally recognized rating agency then rating any Series of Bonds, or if no Series of Bonds is then rated, by any nationally recognized rating agency, and (b) any insurance policy providing substantially equivalent liquidity as an irrevocable, unconditional letter of credit, and which is issued by a municipal bond or other insurance company, obligations insured by which are rated in one of the two highest rating categories by each nationally recognized rating agency then rating any Series of Bonds, or if no Series of Bonds is then rated, by a nationally recognized rating agency, and which is used, to the extent permitted under applicable law, including the Act, to fund all or a portion of the Senior Debt Service Reserve Fund Requirement.

“Reserve Maintenance Payments” means an amount described as such for a particular Authority fiscal year in the Authority Budget, which for each fiscal year of the Authority shall be an amount no less than the greater of (i) \$30,000,000 or (ii) the amount specified in an Independent Consultant’s Certificate for such Authority fiscal year (the amount so specified in each Authority Budget being the “Minimum Amount”); provided further that Reserve Maintenance Payments may not exceed an amount or amounts from time to time established by the Authority pursuant to a Supplemental Resolution (the “Maximum Amount”); provided further that any such Maximum Amount shall not be less than the Minimum Amount. For purposes of the tests set forth in the Bond Resolution for an Other Authority Project or for a New Interchange or a New Extension to become an Authority Project, for any period beyond the term of an Authority Budget, “Reserve Maintenance Payments” shall be based upon estimates provided in an Independent Consultant’s Certificate. See “Additional Projects” and “Proposed New Interchanges and New Extensions”.

“Revenues” means (i) all tolls, revenues, fees, charges, rent and other income and receipts derived from the operation, jurisdiction and control of the Facilities, (ii) the proceeds of any use and occupancy insurance relating to the Facilities and of any other insurance which insures against loss of Revenues, and (iii) investment income received on any moneys or securities held under the Bond Resolution other than investment income on amounts held in the Rebate Fund, Junior Indebtedness Fund or any other Fund to the extent the investment income from such Fund or any account thereof is not transferred to the Revenue Fund pursuant to the Bond Resolution. “Revenues” shall not include the proceeds of any gifts, grants or other income to the Authority from the government of the United States or the State, any public instrumentality of the State or any other individual or entity, to the extent the Authority is precluded by law, the grant or other operative contract or instrument from applying such amounts to Operating Expenses and Debt Service.

“S&P” means Standard & Poor’s Ratings Services, a corporation organized and existing under the laws of the State of New York, its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “S&P” shall be deemed to refer to any other nationally recognized securities rating agency designated by the Authority.

“Senior Debt Service Reserve Fund Requirement” means, as of any date of calculation, an amount equal to the maximum amount of Aggregate Debt Service for any 12-month period (exclusive of accrued interest, if any) on all Outstanding Bonds secured by the Senior Debt Service Reserve Fund; provided that (i) with respect to Variable Interest Rate Bonds, interest on such Bonds shall be calculated at the Estimated Average Interest Rate until conversion to a fixed rate of interest at which time such requirement shall be recalculated in accordance with actual Debt Service thereafter due and payable for any ensuing 12-month period with respect to such Bonds and (ii) for the purposes of determining the amount required to be on deposit and thereafter maintained in the Senior Debt Service Reserve Fund with respect to any Series of Bonds the interest on which is excludable from gross income for federal income tax purposes, to the extent required to maintain the federal tax status of interest on such Bonds, the Senior Debt Service Reserve Fund Requirement shall at no time exceed the sum of the Senior Debt Service Reserve Fund Requirement immediately prior to the issuance of such Series and an amount equal to ten per centum (10%) of the proceeds (as such term is used in Section 148(d) of the Code) from the sale of such Series.

“Series” means all of the Bonds authenticated and delivered on original issuance and denominated as part of the same series, and thereafter delivered in lieu of or in substitution of such Bonds upon transfer of

registration or exchange, partial redemption and amendment of the Bond Resolution regardless of variations in maturity, interest rate, Sinking Fund Installments or other provisions.

“Sinking Fund Installment” means, with respect to any Series of Bonds, as of any date of calculation and with respect to any Bonds of such Series, the amount of money required by the applicable Supplemental Resolution pursuant to which such Bonds were issued, to be paid in all events by the Authority on a single future date for the retirement of any Outstanding Bonds of said Series which mature after said future date, but does not include any amount payable by the Authority by reason only of the maturity of such Bond.

“State” means the State of New York.

“Subordinated Indebtedness” means any evidence of indebtedness of the Authority payable out of amounts available in the General Reserve Fund.

“Supplemental Resolution” shall mean any Bond Resolution supplemental to or amendatory of the Bond Resolution, adopted by the Authority and becoming effective in accordance with the Bond Resolution.

“Term Bonds” means with respect to Bonds of a Series, the Bonds so designated in an applicable Supplemental Resolution or the applicable Certificate of Determination and payable from Sinking Fund Installments.

“Test Period” means a period of time consisting of the greater of (i) the next succeeding five Authority fiscal years and (ii) the period extending from the next succeeding Authority fiscal year through the second Authority fiscal year following the estimated Date of Completion of any Facility not then completed.

“Trustee” means a trustee appointed by the Authority pursuant to the Bond Resolution, its successor and assigns, and any other corporation or association which may at any time be substituted in its place as provided in the Bond Resolution.

“Variable Interest Rate Bonds” means Bonds which bear a variable interest rate but does not include any Bond which, during the remainder of the term thereof to maturity, bears interest at a fixed rate; provided, however, that Bonds bearing a variable rate of interest shall not be deemed Variable Interest Rate Bonds if (a) the Authority has entered into a Qualified Swap with respect to such Bonds (but only for so long as such Qualified Swap meets all requirements of a “Qualified Swap”) or (b) each of the following conditions is met: (i) such Bonds are issued concurrently in equal principal amounts with other Bonds bearing a variable rate of interest, (ii) such Bonds and such other Bonds are required to remain Outstanding in equal principal amounts at all times, and (iii) the net effect of such equal principal amounts and variable interest rates is at all times a fixed interest rate to the Authority; provided further that, except for purposes of establishing the amount of the Senior Debt Service Reserve Fund Requirement, (1) Bonds bearing a fixed rate of interest shall be deemed Variable Interest Rate Bonds to the extent that the Authority has entered into a Qualified Reverse Swap and (2) the derivative rate of such arrangement shall be deemed to be the variable interest rate of such Bonds.

Bond Resolution to Constitute Contract

In consideration of the purchase and acceptance of any and all of the Bonds authorized to be issued under the Bond Resolution by those who shall hold the same from time to time, the Bond Resolution shall be deemed to be and shall constitute a contract between the Authority and the Holders from time to time of the Bonds; and the pledge made in the Bond Resolution and the covenants and agreements therein set forth to be performed on behalf of the Authority shall be for the equal benefit, protection and security of the Holders of any and all of the Bonds, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof except as expressly provided in or permitted by the Bond Resolution.

The Pledge Effected by the Bond Resolution

The Bonds shall be direct and general obligations of the Authority, and the full faith and credit of the Authority are pledged for the payment of such principal, Redemption Price, interest, and Sinking Fund Installments.

There are pledged for the payment of the principal and Redemption Price of, interest on, and Sinking Fund Installments for, the Bonds, in accordance with their terms and the provisions of the Bond Resolution, subject only to the provisions of the Bond Resolution permitting the application thereof (and to the subordination provisions set forth in the Bond Resolution) for the purposes and on the terms and conditions set forth in the Bond Resolution, (i) the proceeds of the sale of the Bonds, (ii) the Revenues and (iii) all Funds and accounts established by the Bond Resolution (except the Rebate Fund, the Junior Indebtedness Fund and, with respect to any Series of Bonds not secured by the Senior Debt Service Reserve Fund, the Senior Debt Service Reserve Fund), including the investments, if any, thereof. The pledge and lien created by the Bond Resolution for the Bonds is superior in all respects to any pledge or lien created for Junior Indebtedness or Subordinated Indebtedness.

General Provisions for Issuance of Bonds

The Bonds of each Series shall be executed by the Authority, authenticated by the Trustee and delivered to or upon the order of the Authority upon receipt by the Trustee, among other things, of a Counsel's Opinion to the effect that (i) the Authority has the right and power under the Act to adopt the Bond Resolution, and the Bond Resolution has been duly and lawfully adopted by the Authority, is in full force and effect and is valid and binding upon the Authority and enforceable in accordance with its terms, and no other authorization for the Bond Resolution is required, (ii) the Bond Resolution creates the valid pledge to the payment of the Bonds of the proceeds of sale of Bonds, the Revenues, the Funds and accounts established by the Bond Resolution (other than the Rebate Fund, the Junior Indebtedness Fund and, to the extent any Series of Bonds is not secured by the Senior Debt Service Reserve Fund, the Senior Debt Service Reserve Fund), and investment income on pledged Funds and accounts, subject to the provisions of the Bond Resolution permitting the withdrawal, payment, setting apart or appropriation thereof for the purposes and on the terms and conditions set forth in the Bond Resolution, and (iii) upon the execution and delivery thereof and upon authentication by the Trustee, the Bonds of such Series will be valid, binding, direct and general obligations of the Authority payable as provided in, and enforceable in accordance with their terms and the terms of, the Bond Resolution and entitled to the benefits of the Act and the Bond Resolution, and such Bonds have been duly and validly authorized and issued in accordance with law, including the Act, as amended to the date of such Counsel's Opinion, and in accordance with the Bond Resolution; provided, however, that such Counsel's Opinion may be qualified to the extent that the enforceability thereof may be limited by bankruptcy, insolvency and similar laws affecting rights and remedies of creditors.

Additional Bonds

One or more Series of Additional Bonds may be authorized and delivered upon original issuance for the purpose of (i) paying the Project Costs (other than Project Costs provided for in clause (iii)), (ii) paying Other Authority Project Costs, to the extent permitted by subparagraph (B) below, and (iii) paying or providing for the payment of Project Costs of improvement, reconstruction or rehabilitation of one or more Facilities for the purpose of preventing a loss of Net Revenues derived from such Facilities, provided that such loss of Net Revenues would be the result of an emergency or some unusual or extraordinary occurrence and that proceeds of Additional Bonds would not be used for such purpose to the extent that insurance proceeds relating to such occurrence were then available.

(A) The Bonds of any such Series issued for purposes specified in the foregoing clauses (i) and (ii) above shall be authenticated and delivered by the Trustee only upon receipt by it (in addition to the other documents and moneys required by the Bond Resolution) of:

1. A certificate of an Authorized Officer setting forth (i) the Net Revenues for any period of 12 consecutive calendar months out of the 18 calendar months next preceding the authentication and delivery of the Bonds of such Series, provided that if any adjustment of rates shall have been placed in effect during such 12-month period, such Net Revenues shall reflect the Revenues which an Independent Consultant's Certificate estimates in the certificate delivered pursuant to paragraph 3 below would have resulted had such rate adjustment been in effect for the entire 12-month period, and (ii) the Net Revenue Requirement for such 12 calendar months, which certificate shall demonstrate that such Net Revenues equal or exceed such Net Revenue Requirement;

2. A certificate of an Authorized Officer familiar with such matters and an Independent Consultant's Certificate, in each case stating whether, to the best of such party's knowledge, any federal, State or other agency is then projecting or planning the construction, improvement or acquisition of any highway or other facility which, in the opinion of such person or firm, may be materially competitive with any part of the Facilities, and the estimated date of completion of such highway or other facility;

3. An Independent Consultant's Certificate setting forth, for the then current Authority fiscal year and each of the Authority fiscal years in the Test Period, estimates of Revenues giving effect to (i) the placing in service of any Facility not yet placed in service and on the assumption that any competitive highway or other facility referred to in its certificate delivered pursuant to paragraph 2 above will be completed on the date therein estimated and will thereafter be in operation during the period covered by such estimates, (ii) any adjustment of rates which shall have been placed in effect subsequent to the beginning of the current Authority fiscal year, as if such toll, fee or charge adjustment had been in effect from the beginning of such Authority fiscal year until the effective date of any subsequent adjustment presumed necessary, and (iii) any adjustment of rates which, in the opinion of the Independent Consultant, would be practicable and necessary to comply with the provisions of the toll, fee and charge covenant in the Bond Resolution, as if such adjustment were to be in effect from its effective date to the effective date of any other such adjustment;

4. An Independent Consultant's Certificate setting forth (i) for the years and taking into account the assumptions specified for the Independent Consultant's Certificate pursuant to paragraph 3 above, estimates of the Operating Expenses giving effect to the placing in service of any Facility taken into account in paragraph 3 above, (ii) the estimated total Project Cost, and (iii) the estimated date of placing in service of any Facility taken into account in such paragraph 3; and

5. A certificate of an Authorized Officer setting forth (i) the estimated Net Revenues (based on the certificates delivered pursuant to paragraphs 3 and 4 above) for the current Authority fiscal year and each of the years in the Test Period giving effect to the placing in service of any Facility not yet placed in service and (ii) the opinion that such estimated Net Revenues for the current Authority fiscal year and each of the Authority fiscal years in the Test Period equal or exceed the estimated Net Revenue Requirement (based on the certificate delivered pursuant to paragraph 1 above and assuming the Maximum Interest Rate on any Variable Interest Rate Bonds) for each such year and that estimated Net Revenues in the last full Authority fiscal year of the Test Period equal or exceed Maximum Annual Debt Service on all Bonds Outstanding immediately after the authentication and delivery of the Bonds being issued.

(B) Any Series of Additional Bonds to be issued for the purpose of financing or refinancing Other Authority Project Costs shall be issued only if, in addition to satisfying the conditions of subparagraph (A) above, the Maximum Annual Debt Service on all Outstanding Bonds issued for the purpose of financing or refinancing Other Authority Project Costs (after the issuance of such Series of Additional Bonds) shall be less than 20% of the amount of Net Revenues calculated pursuant to clause (A)(1)(i) above; provided that there shall not be counted in the calculation of such Maximum Annual Debt Service any Bonds initially issued to finance or refinance an Other Authority Project (1) if such Bonds are no longer Outstanding, (2) if such Other Authority Project has since been designated an "Additional Project" in accordance with provisions of the Bond Resolution, or (3) to the extent that the proceeds of such Bonds were used to finance Project Costs rather than Other Authority Project Costs, in accordance with the terms of the Bond Resolution.

(C) Any Series of Additional Bonds to be issued for the purpose described in clause (iii) of the first paragraph under this heading, shall be authenticated and delivered by the Trustee only upon receipt by it (in addition to the other documents and moneys required by the Bond Resolution) of an Independent Consultant's Certificate setting forth (i) in reasonable detail the improvement, reconstruction or rehabilitation for which such payment is to be made, (ii) the estimated Project Cost of such improvement, reconstruction or rehabilitation, (iii) the amounts reasonably expected to be available therefor from insurance proceeds, and (iv) that such improvement, reconstruction or rehabilitation is necessary to prevent a loss of Net Revenues derived therefrom, that such loss would result from an emergency or some unusual or extraordinary occurrence that has occurred and that insurance proceeds relating to such occurrence are not then available in amounts sufficient to improve, reconstruct or rehabilitate such Facility or Facilities to prevent such loss of Net Revenues.

Refunding Bonds

One or more Series of Refunding Bonds may be authenticated and delivered to refund all Outstanding Bonds of one or more Series of Bonds, a portion of a Series of Outstanding Bonds, a portion of a maturity of a Series of Outstanding Bonds or any Junior Indebtedness or Subordinated Indebtedness that was issued to finance or refinance Project Costs or Other Authority Project Costs. The Authority Board by resolution of its members may issue Refunding Bonds of a Series in an aggregate principal amount sufficient, together with other moneys available therefor, to accomplish such refunding and to make such deposits required by the Bond Resolution and of the Supplemental Resolution authorizing such Series of Refunding Bonds. Refunding Bonds of any Series issued to refund Outstanding Bonds shall be authenticated by the Trustee only upon satisfaction of the requirements of subparagraph (A) set forth under the heading "Additional Bonds" above or upon the receipt by the Trustee of, among other items, a certificate of an Authorized Officer (a) setting forth the Aggregate Debt Service (assuming with respect to any Variable Interest Rate Bonds a Maximum Interest Rate) for the then current and each future Authority fiscal year to and including the Authority fiscal year in which the latest maturity of any Bonds of any Series then Outstanding matures (i) with respect to the Bonds of all Series Outstanding immediately prior to the date of authentication and delivery of such Refunding Bonds, and (ii) with respect to the Bonds of all Series to be Outstanding immediately thereafter, and (b) demonstrating that the Aggregate Debt Service (assuming with respect to any Variable Interest Rate Bonds a Maximum Interest Rate) set forth for each Authority fiscal year pursuant to (ii) above is no greater than that set forth for such Authority fiscal year pursuant to (i) above.

Provisions Regarding Bonds Secured by a Credit Facility

The Authority may include such provisions in a Supplemental Resolution or related Certificate of Determination authorizing the issuance of a Series of Bonds secured by a Credit Facility as the Authority deems appropriate.

In addition, such Supplemental Resolution or applicable Certificate of Determination may establish such provisions as are necessary (i) to comply with the provisions of each such Credit Facility, (ii) to provide relevant information to the issuer of the Credit Facility, (iii) to provide a mechanism for paying Principal Installments and interest on such Series of Bonds under the Credit Facility, and (iv) to make provision for any events of default or for additional or improved security required by the issuer of a Credit Facility.

In connection therewith the Authority may enter into such agreements with the issuer of such Credit Facility providing for, inter alia: (i) the payment of fees and expenses to such issuer for the issuance of such Credit Facility; (ii) the terms and conditions of such Credit Facility and the Series of Bonds affected thereby; and (iii) the security, if any, to be provided for the issuance of such Credit Facility.

The Authority may secure such Credit Facility by an agreement providing for the purchase of the Series of Bonds secured thereby with such adjustments to the rate of interest, method of determining interest, maturity, or redemption provisions as specified by the Authority in the applicable Supplemental Resolution. The Authority may also in an agreement with the issuer of such Credit Facility agree to directly reimburse such issuer for amounts paid under the terms of such Credit Facility, together with interest thereon (the

“Reimbursement Obligation”); provided, however, that no Reimbursement Obligation shall be created, for purposes of the Bond Resolution, until amounts are paid under such Credit Facility. Any such Reimbursement Obligation (a “Parity Reimbursement Obligation”) may be secured by a pledge of, and a lien on, Revenues on a parity with the lien created by the Bond Resolution. Any such Parity Reimbursement Obligation shall be deemed to be a part of the Series of Bonds to which the Credit Facility which gave rise to such Parity Reimbursement Obligation relates.

Bond Anticipation Notes

Whenever the Authority shall have, by Supplemental Resolution, authorized the issuance of a Series of Bonds, the Authority Board may by resolution authorize the issuance of Bond Anticipation Notes in anticipation of the issuance of such authorized Series of Bonds, in a principal amount not exceeding the principal amount of the Bonds of such Series so authorized. The principal of and premium, if any, and interest on such Bond Anticipation Notes and any renewals of such Bond Anticipation Notes shall be payable only (i) from the proceeds of any renewals of such Bond Anticipation Notes issued to repay such Bond Anticipation Notes, (ii) from the proceeds of the sale of the Series of Bonds in anticipation of which such Bond Anticipation Notes are issued, (iii) from any amounts provided by the State and/or the federal government expressly for payment of such Bond Anticipation Notes, or (iv) from the proceeds of such Bond Anticipation Notes deposited in any Fund or account under the Bond Resolution. Such proceeds and other amounts set forth in clauses (i), (ii), (iii) and (iv) may be pledged for the payment of the principal of and premium, if any, and interest on such Bond Anticipation Notes and any such pledge shall have priority over any other pledge created by the Bond Resolution. In any case, such Bond Anticipation Notes shall be retired or provision shall be made for their retirement not later than the date of authentication and delivery of the Series of Bonds in anticipation of which they are issued.

Redemption of Bonds

In the case of any redemption of Bonds of a Series at the election of the Authority, or on a mandatory basis, such Bonds may be redeemed at the option of the Authority, or on a mandatory basis, as provided in the Supplemental Resolution authorizing such Bonds or the Certificate of Determination. In addition, pursuant to the Act, the State may, upon furnishing sufficient funds therefor, require the Authority to redeem, prior to maturity, as a whole, any Series of Bonds on any interest payment date not less than fifteen years after the date of issuance of such Bonds at one hundred four per centum of their face value and accrued interest or at such lower redemption price as may be provided in the Bonds in case of the redemption thereof as a whole on the redemption date.

Funds and Revenues

The Bond Resolution establishes the following Funds, to be held as set forth below:

1. Revenue Fund, to be held by the Authority;
2. Operating Fund, to be held by the Authority;
3. Senior Debt Service Fund, to be held by the Trustee;
4. Senior Debt Service Reserve Fund, to be held by the Trustee;
5. Reserve Maintenance Fund, to be held by the Authority;
6. Junior Indebtedness Fund, to be held as determined in the applicable Supplemental Resolution, indenture or other agreement;
7. Facilities Capital Improvement Fund, to be held by the Authority;

8. Other Authority Projects Operating Fund, to be held by the Authority;
9. General Reserve Fund, to be held by the Authority;
10. Rebate Fund, to be held by the Authority; and
11. Construction Fund, to be held by the Authority.

Revenue Fund

The Authority shall pay into the Revenue Fund all Revenues as received, and on or before the last Business Day of each month, the Authority shall, out of the moneys in the Revenue Fund, pay into the Operating Fund all amounts required for reasonable and necessary Operating Expenses and reserves for Operating Expenses and working capital. The Authority shall, out of the moneys remaining in the Revenue Fund after the deposit to the Operating Fund on or before the last Business Day of each month allocate, transfer and apply the balance in the Revenue Fund as of the last day of the preceding month, to the extent sufficient therefor, as follows, but as to each transfer mentioned, only within the limitation indicated below and only after maximum payment within such limitation to the purposes and into the Funds in the following tabulation:

1. To the Trustee for deposit in the Senior Debt Service Fund, if and to the extent required so that the balance in the Senior Debt Service Fund shall be at least equal to Accrued Debt Service for all Bonds Outstanding as of the last day of such month, after taking into account any other amounts available for payment of Debt Service, including any amounts representing investment earnings retained in the Senior Debt Service Fund or transferred from the Senior Debt Service Reserve Fund;
2. To the Trustee for deposit in the Senior Debt Service Reserve Fund, if and to the extent required so that the balance in said Fund shall equal the Senior Debt Service Reserve Requirement for all Bonds secured by such Fund and Outstanding on said date;
3. To the Reserve Maintenance Fund, amounts such that (a) on or before the first day of the seventh month of the Authority's fiscal year there shall have been deposited an amount equal to or greater than one-half of the amount, and (b) on or before the last day of the Authority's fiscal year there shall have been deposited an amount equal to or greater than the full amount, in each case provided in the Authority Budget for the applicable fiscal year for Reserve Maintenance Payments, plus accrued deficits, if any, with respect to prior required allocations to such Fund;
4. To the Junior Indebtedness Fund, if and to the extent required so that the balance in said Fund shall equal the amounts required to be deposited therein by the Supplemental Resolution or other indenture or agreement authorizing the issuance of Junior Indebtedness outstanding on said date;
5. To the Facilities Capital Improvement Fund, in the amounts and at the times determined to be necessary or appropriate by the Authority Board, to fund Project Costs or to set up reserves to fund such costs;
6. To the Other Authority Projects Operating Fund, in the amounts and at the times determined to be necessary or appropriate by the Authority Board, to fund operating expenses relating to Other Authority Projects or to set up reserves to fund such expenses; and
7. To the General Reserve Fund, to the extent of any remaining balance of such moneys withdrawn from the Revenue Fund.

Operating Fund

Amounts in the Operating Fund shall be paid out from time to time by the Authority for reasonable and necessary Operating Expenses, free and clear of the lien and pledge created by the Bond Resolution.

The Authority shall at all times retain in the Operating Fund reasonable and necessary amounts for working capital and reserves for Operating Expenses including expenses which do not recur annually; provided that the total amount of such working capital and reserves set aside during any year shall not exceed 25% of the amount shown for Operating Expenses for such year in the applicable Authority Budget.

Whenever the Operating Fund exceeds the amount reasonable and necessary for Operating Expenses including reserves and working capital, the Authority shall apply the excess to the purposes and in the Funds established under the Bond Resolution in the same manner as payments from the Revenue Fund.

Investment income on amounts in the Operating Fund shall be deposited into the Revenue Fund.

Senior Debt Service Fund

The Trustee shall on or before each Interest Payment Date or Redemption Date, as the case may be, withdraw from the Senior Debt Service Fund and pay:

- (A) The interest due on all Outstanding Bonds on such Interest Payment Date;
- (B) The Principal Installments due on all Outstanding Bonds on such Interest Payment Date;
- (C) The Sinking Fund Installments, if any, due on all Outstanding Bonds on such Interest Payment Date; and
- (D) The Redemption Price due on all Outstanding Bonds on any Redemption Date in accordance with the Bond Resolution.

The amounts paid out shall be irrevocably pledged to and applied to such payments.

In the event that on any Interest Payment Date, the amount in the Senior Debt Service Fund shall be less than the amounts, respectively, required for payment of interest on the Outstanding Bonds, for the payment of the principal of Outstanding Bonds or for the payment of Sinking Fund Installments of the Outstanding Bonds of any Series due and payable on such Interest Payment Date, the Authority, in the following order of priority, shall withdraw from the unencumbered moneys in the General Reserve Fund, the unencumbered moneys in the Other Authority Projects Operating Fund, the unencumbered moneys in the Facilities Capital Improvement Fund, the unencumbered moneys in the Reserve Maintenance Fund, and, solely to the extent necessary to make any payments with respect to Bonds secured by the Senior Debt Service Reserve Fund, amounts in the Senior Debt Service Reserve Fund, and deposit to the Senior Debt Service Fund such amounts as will increase the amount in the Senior Debt Service Fund to an amount sufficient to make payment of interest on, and principal and Sinking Fund Installments of the Outstanding Bonds of such Series; provided, however, that with respect to any Series of Bonds not secured by amounts in the Senior Debt Service Reserve Fund pursuant to the related Supplemental Resolution, payments relating to any such Bonds shall be made pro rata with all other Bonds from amounts available from unencumbered moneys in the General Reserve Fund, the Other Authority Projects Operating Fund, the Facilities Capital Improvement Fund and the Reserve Maintenance Fund, but shall not be funded from any amounts in the Senior Debt Service Reserve Fund.

Investment income on amounts in the Senior Debt Service Fund, to the extent permitted in a Supplemental Resolution, shall be retained in such Fund or, upon the direction of an Authorized Officer, shall be transferred to the Rebate Fund, the Construction Fund or the Revenue Fund.

Senior Debt Service Reserve Fund

In addition to the moneys allocated from the Revenue Fund, the Trustee shall deposit into the Senior Debt Service Reserve Fund such portion of the proceeds of the sale of Bonds of any Series, if any, as shall be prescribed in the Supplemental Resolution or the Certificate of Determination for such Series, and any other

moneys and investments which may be made available to the Trustee for the purposes of the Senior Debt Service Reserve Fund from any other source or sources in order to increase the amounts on deposit in the Senior Debt Service Reserve Fund to the Senior Debt Service Reserve Fund Requirement.

If necessary, moneys and Investment Obligations held for the credit of the Senior Debt Service Reserve Fund shall be withdrawn by the Trustee, deposited to the credit of the Senior Debt Service Fund and applied to the payment of interest, Principal Installments and Sinking Fund Installments of Bonds secured by the Senior Debt Service Reserve Fund at the times and in the amounts required to permit the Trustee to make timely payment of debt service due and payable on the Bonds.

Except as otherwise provided under this heading, investment income on amounts in the Senior Debt Service Reserve Fund shall be retained therein. If at any time moneys and Investment Obligations on deposit to the credit of the Senior Debt Service Reserve Fund exceed the Senior Debt Service Reserve Fund Requirement, the Trustee shall, to the extent permitted in a Supplemental Resolution, upon the direction of an Authorized Officer, withdraw therefrom and deposit such excess amount into the Senior Debt Service Fund, the Revenue Fund, the Rebate Fund or the Construction Fund.

In lieu of moneys or Investment Obligations, the Authority may, to the extent permitted by law, deposit or cause to be deposited to or substituted for deposit to the Senior Debt Service Reserve Fund a Reserve Credit Facility for the benefit of the Holders of the Bonds secured by the Senior Debt Service Reserve Fund for all or any part of the Senior Debt Service Reserve Fund Requirement. Each Reserve Credit Facility deposited to the Senior Debt Service Reserve Fund shall be payable (upon the giving of such notice as may be required thereby) on any date on which moneys are required to be withdrawn from the Senior Debt Service Reserve Fund and such withdrawal cannot be made without drawing upon such Reserve Credit Facility. In computing the amount on deposit in the Senior Debt Service Reserve Fund, a Reserve Credit Facility shall be valued at the amount available to be drawn or payable thereunder on the date of computation.

In the event of the refunding of any Bonds, the Authority may withdraw from the Senior Debt Service Reserve Fund all or any portion of the amounts accumulated therein with respect to the Bonds being refunded and deposit such amounts with the Trustee to be held for the payment of the principal or Redemption Price, if applicable, and interest on the Bonds being refunded; provided that such withdrawal shall not be made unless (i) upon such refunding, the Bonds being refunded shall be deemed to have been paid within the meaning and with the effect provided in the Bond Resolution, and (ii) the amount remaining in the Senior Debt Service Reserve Fund, after giving effect to any Reserve Credit Facility deposited in such Fund pursuant to the Bond Resolution, shall not be less than the Senior Debt Service Reserve Fund Requirement, and provided, further, that, at the time of such withdrawal, there shall exist no deficiency in the Senior Debt Service Fund.

The Authority may determine by Supplemental Resolution that a Series of Bonds shall not be secured by the Senior Debt Service Reserve Fund, in which case no amounts shall be required from the proceeds of such Series of Bonds for deposit in the Senior Debt Service Reserve Fund and no amounts shall be payable from the Senior Debt Service Reserve Fund to pay amounts due or payable with respect to such Bonds.

Reserve Maintenance Fund

Moneys held for the credit of the Reserve Maintenance Fund shall be disbursed only for the purpose of paying a cost relating to a Facility of:

- (a) maintenance or repairs not recurring annually, and renewals and replacements,
- (b) repairs or replacements resulting from an emergency or caused by some unusual or extraordinary occurrence, to the extent that the moneys in other available Funds, together with insurance proceeds, if any, available therefor are insufficient to meet such emergency,
- (c) items of equipment, and

- (d) engineering expenses incurred under the provisions of the Bond Resolution.

The Authority shall from time to time transfer any moneys from the Reserve Maintenance Fund to the credit of the Revenue Fund upon the receipt of a certificate of an Authorized Officer directing such transfer and certifying that the amount so to be transferred is no longer required for the purposes of the Reserve Maintenance Fund.

Investment income on amounts in the Reserve Maintenance Fund shall be deposited into the Revenue Fund.

In connection with the establishment of Authority Budgets for each fiscal year of the Authority, the Authority shall cause the Independent Consultant, at least once every three Authority fiscal years, to make an estimate or to evaluate the Authority's estimate of Reserve Maintenance Payments and to deliver a certificate or certificates setting forth the amount or amounts it has approved as an estimate of Reserve Maintenance Payments for each fiscal year of the Authority covered by such certificate. Any Independent Consultant's Certificate delivered in connection with the establishment of Reserve Maintenance Payments shall take into account any other moneys available for such purposes in determining the amount of such Reserve Maintenance Payments.

Junior Indebtedness Fund

The Authority may, at any time or from time to time, issue evidences of indebtedness payable out of, and which may be secured by a pledge of, such amounts in the Junior Indebtedness Fund as may from time to time be available for the purpose of payment thereof and of Revenues; provided, however, that any pledge of Revenues shall be, and shall be expressed to be, subordinate in all respects to the pledge created by the Bond Resolution with respect to the Bonds.

Subject to the terms of any pledge securing Junior Indebtedness, amounts in the Junior Indebtedness Fund may be applied to payment of the principal or redemption price of and interest on any Junior Indebtedness. Junior Indebtedness may be issued by the Authority to provide for any Facilities or Other Authority Projects constituting a lawful transportation or transportation-related (including related necessary or appropriate economic development activities) corporate purpose of the Authority.

The Authority shall have the right to covenant with the holders from time to time of Junior Indebtedness to add to the conditions, limitations and restrictions under which any Additional Bonds may be issued; provided, however, that the Supplemental Resolution or indenture or other agreement providing for the issuance of such Junior Indebtedness shall not permit the holders of such obligations to declare the same or instruct such holders' trustee to declare the same to be immediately due and payable notwithstanding the occurrence of an event that would give rise to such a declaration unless all Outstanding Bonds shall have been declared immediately due and payable in accordance with the Bond Resolution.

Facilities Capital Improvement Fund

The Authority may, from time to time, disburse or transfer amounts in the Facilities Capital Improvement Fund for the purposes of providing for transfers to the Construction Fund, for Project Costs or, upon the determination of the Authority Board and after satisfying any deficiencies in the Senior Debt Service Fund, the Senior Debt Service Reserve Fund, the Reserve Maintenance Fund or the Junior Indebtedness Fund, transfer such amounts to any other Fund or account held under the Bond Resolution.

Other Authority Projects Operating Fund

The Authority may, from time to time, disburse or transfer amounts in the Other Authority Projects Operating Fund, free and clear of the lien and pledge created by the Bond Resolution, for the purpose of providing for operating costs of Other Authority Projects, or, upon the determination of the Authority Board, transfer such amounts to the General Reserve Fund.

General Reserve Fund

Amounts in the General Reserve Fund are to be transferred, in the following order, to the Senior Debt Service Fund, the Senior Debt Service Reserve Fund, the Reserve Maintenance Fund, the Junior Indebtedness Fund, the Facilities Capital Improvement Fund and the Other Authority Projects Operating Fund to make up deficiencies in or to set aside reserves for such Funds.

Subject to any lien or pledge securing Subordinated Indebtedness that has been determined by the Authority Board to be superior to such purposes, amounts in the General Reserve Fund not immediately required for the purposes specified in the preceding paragraph shall, pursuant to resolution of the Authority Board, be applied in the following order: (i) to the purchase, redemption or payment at maturity of Bonds or Junior Indebtedness, (ii) to pay the capital costs of Other Authority Projects or (iii) paid to the Authority, free and clear of the lien and pledge created by the Bond Resolution, for any lawful corporate purpose of the Authority, including but not limited to payment of amounts due with respect to Subordinated Indebtedness.

Upon any purchase or redemption, with moneys in the General Reserve Fund, of Bonds of any Series and maturity for which Sinking Fund Installments have been established, there shall be credited toward each such Sinking Fund Installment thereafter to become due (other than that next due), unless otherwise directed by the Authority, an amount bearing the same ratio to such Sinking Fund Installment as the total principal amount of such Bonds so purchased or redeemed bears to the total amount of all remaining Sinking Fund Installments for the Bonds of the same Series and maturity to be credited.

Subordinated Indebtedness

Subordinated Indebtedness may be issued to finance any lawful corporate purpose of the Authority. Subordinated Indebtedness may be secured by a pledge of such amounts in the Subordinated Indebtedness Fund as may from time to time be available for the payment thereof and of Revenues; provided, however, that any pledge of Revenues shall be, and shall be expressed to be, subordinate in all respects to the pledge created by the Bond Resolution with respect to the Bonds and any pledge of Revenues with respect to Junior Indebtedness.

The Authority shall have the right to covenant with the holders from time to time of Subordinated Indebtedness to add to the conditions, limitations and restrictions under which any Additional Bonds or Junior Indebtedness may be issued; provided, however, that the Supplemental Resolution or indenture or other agreement providing for the issuance of such Subordinated Indebtedness shall not permit the holders of such obligations to declare the same or instruct such holders' trustee to declare the same to be immediately due and give rise to such a declaration unless all Outstanding Bonds and Junior Indebtedness shall have been declared immediately due and payable in accordance with the Bond Resolution.

Rebate Fund

Moneys on deposit in the Rebate Fund shall be applied by the Authority to make payments to the Department of the Treasury of the United States of America at such times and in such amounts as the Authority shall determine to be required by the Code to be rebated to the Department of the Treasury of the United States of America in accordance with the provisions of the Arbitrage and Use of Proceeds Certificate, if any, delivered in connection with each Series of Bonds. Moneys which the Authority determines to be in excess of the amount required to be so rebated shall be deposited to the Revenue Fund.

Construction Fund

There shall be paid into the Construction Fund the amounts (if any) required to be so paid by the provisions of the Bond Resolution, and there may be paid into the Construction Fund, at the option of the Authority, any moneys received by the Authority for or in connection with any Facility or Other Authority Project, as appropriate, from any other source, unless required to be otherwise applied as provided by the Bond Resolution.

Amounts deposited in the Construction Fund (i) from proceeds of Bonds shall be applied by the Authority to Project Costs or Costs of Issuance, as appropriate; provided, however, that proceeds from Bonds issued to finance Other Authority Project Costs shall be applied by the Authority to finance such Other Authority Project Costs or, to the extent permitted by a Supplemental Resolution, Project Costs, and (ii) other amounts deposited in the Construction Fund shall be applied to the purpose or purposes specified in the Supplemental Resolutions authorizing Bonds to finance a Facility, or if no Bonds are so issued, to the purpose or purposes specified in a resolution of the Authority, a copy of which, certified by an Authorized Officer, shall be filed with the Trustee. Notwithstanding the foregoing, amounts in the Construction Fund may be applied to the payment of Principal Installments and interest on the applicable Series of Bonds when due (including payments when due under a Qualified Swap or Qualified Reverse Swap), and to the extent that other moneys are not available therefor, amounts in the Construction Fund shall be applied to the payment of Principal Installments and interest on the Bonds when due (including payments when due under a Qualified Swap or Qualified Reverse Swap).

Investment income on amounts in the Construction Fund from proceeds of a Series of Bonds, to the extent permitted in a Supplemental Resolution, may be retained by the Authority in such Fund or transferred to the Revenue Fund, the Senior Debt Service Fund or the Rebate Fund.

Application of Moneys in the Senior Debt Service Fund For Redemption of Bonds and Satisfaction of Sinking Fund Installments

Moneys in the Senior Debt Service Fund to be used for redemption of Bonds of a Series shall be applied by the Authority to the purchase of Outstanding Bonds of such Series at purchase prices not exceeding the Redemption Price applicable on the next Interest Payment Date on which such Bonds are redeemable, plus accrued interest to such date, at such times, at such purchase prices and in such manner as the Authority shall direct.

In satisfaction, in whole or in part, of any Sinking Fund Installment, the Authority may deliver to the Trustee at least 45 days prior to the date of such Sinking Fund Installment, for cancellation, Bonds acquired by purchase or redemption (except Bonds acquired by purchase or redemption pursuant to the preceding paragraph), of the maturity and interest rate entitled to such Sinking Fund Installment. All Bonds so delivered to the Trustee in satisfaction of a Sinking Fund Installment shall reduce the amount thereof by the amount of the aggregate principal amount of such Bonds.

Extension of Payment of Bonds

The Authority shall not directly or indirectly extend or assent to the extension of the maturity of any of the Bonds or the time of payment of any claims for interest by the purchase or funding of such Bonds or claims for interest or by any other arrangement and, in case the maturity of any of the Bonds or the time for payment of any claims for interest shall be extended, such Bonds or claims for interest shall not be entitled, in case of any default under the Bond Resolution to the benefit of the Bond Resolution or to any payment out of any assets of the Authority or the Funds and accounts (except Funds and accounts held in trust for the payment of particular Bonds or claims for interest pursuant to the Bond Resolution) held by the Trustee, except subject to the prior payment of the principal of all Bonds issued and Outstanding the maturity of which has not been extended and of such portion of the accrued interest on the Bonds as shall not be represented by such claims for interest. Nothing in the Bond Resolution shall be deemed to limit the right of the Authority to issue Refunding Bonds as permitted thereby and by the Act and such issuance shall not be deemed to constitute an extension of the maturity of the Bonds refunded.

Particular Covenants of the Authority

The Authority shall duly and punctually pay or cause to be paid the principal, Sinking Fund Installments, if any, Redemption Price of, and interest on every Bond, at the dates and places and in the manner set forth in the Bonds according to the true intent and meaning thereof.

The Authority has and shall have good right and lawful authority to take jurisdiction over, construct, reconstruct, improve, maintain and operate the Original Project and any Additional Project or Other Authority Project and to fix and collect tolls, fees, rentals and other charges, if any, as provided in the Bond Resolution or applicable Supplemental Resolution.

The Authority shall not hereafter issue any bonds or other evidences of indebtedness, other than the Bonds, secured by an equal or prior pledge of all or any part of the Revenues or other moneys, securities or funds held or set aside by the Authority or by the Fiduciaries under the Bond Resolution, and shall not create or cause to be created any equal or prior lien or charge on the Revenues, or such moneys, securities or funds except as provided in the Bond Resolution; provided, however, that nothing contained in the Bond Resolution shall prevent the Authority from issuing (i) evidences of indebtedness payable out of, or secured by a pledge of, Revenues to be derived on and after such date as the pledge of the Revenues provided in the Bond Resolution shall be discharged and satisfied as provided under “Defeasance”, or (ii) Junior Indebtedness or Subordinated Indebtedness.

No part of the Facilities shall be sold, mortgaged, leased or otherwise disposed of or encumbered, provided that the Authority (i) may sell or exchange at any time and from time to time any property or facilities constituting part of the Facilities and not useful, in its opinion, in the operation thereof, but any proceeds of any such sale or exchange, not used to replace such property so sold or exchanged, shall, subject to the rights of other parties, including the State, be deposited to the Revenue Fund to be applied in the manner provided in the Bond Resolution or (ii) at any time or from time to time, in any manner deemed appropriate by the Authority Board, may dispose of any portion of the Facilities with respect to which it is forbidden by law to impose tolls or other charges and which, in its opinion, is not useful in the operation of the Facilities, but any proceeds of any such disposition, shall, subject to the rights of other parties, including the State, be deposited to the Revenue Fund to be applied in the manner provided in the Bond Resolution.

Notwithstanding the provisions of the preceding paragraph, the Authority may lease or make contracts or grant licenses for the operation of, or grant easements or other rights with respect to, any part of the Facilities, provided that any such lease, contract, license, easement or right does not, in the opinion of the Authority, impede or restrict the operation or maintenance by the Authority of the Facilities.

Operation and Maintenance of the Facilities

The Authority shall at all times operate or cause to be operated the Facilities properly and in a sound and economical manner and shall maintain, preserve, reconstruct and keep the same or cause the same to be so maintained, preserved, reconstructed and kept, with the appurtenances and every part and parcel thereof, in good repair, working order and condition, and shall from time to time make, or cause to be made, all necessary and proper repairs, replacements and renewals so that at all times the operation of the Facilities may be properly and advantageously conducted.

Tolls, Fees and Charges

The Authority covenants that:

(a) it shall at all times, fix, charge and collect such tolls, fees and charges for the use of the Facilities as are required in order that, in each Authority fiscal year, Net Revenues shall at least equal the Net Revenue Requirement for such year.

(b) On or before the sixtieth day preceding the first day of each Authority fiscal year, the Authority shall review its financial condition in order to estimate and determine whether Net Revenues for such Authority fiscal year and for the following Authority fiscal year will be sufficient to comply with the revenue covenant described above; provided that, for purposes of determining the portion of the Net Revenue Requirement relating to Variable Interest Rate Bonds for any prospective period of time, such amounts shall be calculated for each Series or subseries of Bonds bearing interest at the same rate by multiplying the principal amount of such Variable Interest Rate Bonds to be Outstanding during such prospective period by the product

of the average rate of interest borne by such Variable Interest Rate Bonds during the immediately preceding 12-month period by 1.25%; provided further that for any partial year such amounts shall be prorated by multiplying the foregoing product by the actual number of days of interest accrual to be determined, and by dividing that product by 365 or 366 days, as appropriate for the particular year. If the Authority determines that Net Revenues may be inadequate, it shall cause a study to be made by an Independent Consultant that shall recommend a schedule of tolls, fees and charges which will provide sufficient Net Revenues in the following Authority fiscal year to comply with the revenue covenant described above and which will provide additional Net Revenues to eliminate any deficiency in Funds and accounts held under the Bond Resolution at the earliest practicable time, and the Authority will place in effect as soon as practicable either (i) the recommended schedule of tolls, fees and charges, or, (ii) a different schedule of tolls, fees and charges developed by the Authority which will provide sufficient Net Revenues in the following Authority fiscal year to comply with the revenue covenant described above and which will provide additional Net Revenues in such following Authority fiscal year to eliminate any deficiency at the earliest practicable time, which conclusion is concurred in by an Independent Consultant's Certificate delivered to the Authority and the Trustee.

The tolls, fees and charges to be established pursuant to paragraph (a) under this heading on the Original Project or on any Additional Project constituting a tolled road, bridge or tunnel, in the sole discretion of the Authority, shall be based on any reasonable vehicle classification, use or occupancy, and further, may consist either alone or in combination of (i) point-to-point tolls based on mileage rates, (ii) fixed or single-trip tolls or commutation rates for passage through a barrier station or bridge, including each Grand Island Bridge and a bridge for crossing the Hudson River via the Hudson section, (iii) a surcharge for crossing the Hudson River via the Berkshire section or, if determined to be necessary or appropriate by the Authority Board, a surcharge for any other location, (iv) congestion pricing, and (v) an annual, seasonal or periodic fee for a permit for the limited use of or access to all or any part of the Original Project or an Additional Project constituting a tolled road, bridge or tunnel.

The Authority covenants that tolls, fees or charges for the use of a Facility constituting a tolled road or bridge will be classified in a reasonable way to cover all traffic within any class regardless of the status or character of any person, firm or corporation participating in the traffic, and that no reduced rate of toll, fee or charge will be allowed within any such class except that provision may be made for the use of commutation or other tickets or privileges based upon frequency, volume, occupancy, congestion pricing or to facilitate implementation of electronic or other new toll collection technologies, or relating to incentives for use of newly tolled facilities which incentives last no longer than three years from the date of introduction of such incentives. The Authority further covenants that no free vehicular passage will be permitted over any portion of the Original Project that was subject to tolls on August 3, 1992 when the Bond Resolution was adopted or any portion of an Additional Project constituting a tolled road or bridge except, to the extent determined necessary and appropriate from time to time in the sole discretion of the Authority, (i) to members, officers and employees of the Authority and the New York State Police, in each case to the extent assigned to any Facility actually in the performance of their duties or in the course of traveling to or from the place of the performance of such duties or as contractually provided, (ii) by means of passes or otherwise, to such vehicles owned by individuals, corporations or partnerships with which the Authority has entered into leases, concession contracts or service and maintenance contracts, as in its discretion may be deemed necessary for the operation of concessions and facilities upon the Facilities, for the maintenance of such concessions or facilities and for the prompt and economical furnishing of emergency services to patrons of the Facilities or any concession or facility thereof, (iii) in a manner and in amounts such that as a result thereof, based upon projections furnished in a report to the Authority and the Trustee by an Independent Consultant, the Authority projects that there will be no material decrease in Revenues, except to the extent offset by a corresponding decrease in Operating Expenses and/or the operating expenses of any Other Authority Projects; provided that for purposes of its report, the Independent Consultant shall take into account implemented or approved toll adjustments and other contemporaneous or prospective changes in the operations of the Original Project and any portion of any Additional Project constituting a tolled road or bridge that shall have been approved by the Authority or any Other Authority Projects, and (iv) otherwise in de minimis amounts.

Insurance

The Authority covenants that it shall maintain with responsible insurers all insurance required and reasonably obtainable, in the judgment of the Authority, to provide against loss of or damage to the Facilities and loss of revenues, to the extent necessary to protect the interests of the Authority and the Bondholders.

Accounts and Reports

The Authority shall keep or cause to be kept proper books of record and account in which complete and correct entries shall be made of all its transactions relating to all Funds established by the Bond Resolution which shall at all reasonable times be subject to the inspection of the Holders of an aggregate of not less than five per cent (5%) in the principal amount of the Bonds then Outstanding or their representatives duly authorized in writing.

The Authority shall annually, within 120 days after the close of each calendar year, file with the Trustee a copy of an annual report for such year, accompanied by a certificate of an Authorized Officer, including statements in reasonable detail of: financial condition as of the end of such year and income and expenses for such year, all to the extent relating to the Facilities; a statement of all classifications of income for such year; and a summary of statement with respect to each Fund and account established under the Bond Resolution.

Tax Covenants

The Authority shall at all times do and perform all acts and things necessary or desirable in order to assure that interest paid on the Bonds shall be not included in the gross income of the owners thereof for purposes of federal income taxation.

The Authority shall not permit at any time any of the proceeds of the Bonds or any other funds of the Authority to be used directly or indirectly to acquire any investment property, the acquisition of which would cause any Bond to be an “arbitrage bond” as defined in Section 148 of the Code.

The Authority shall not permit at any time any proceeds of any Bonds or any other funds of the Authority to be used, directly or indirectly, in a manner which would result in the classification of any Bond as a “private activity bond” within the meaning of Section 141 of the Code.

Notwithstanding the foregoing, the Authority reserves the right to elect to issue obligations the interest on which is not exempt from federal income taxation, if such election is made prior to the issuance of such obligations, and the covenants contained under this heading shall not apply to such obligations.

Notice as to Event of Default

The Authority shall notify each issuer of a Credit Facility and the Trustee in writing that an “Event of Default” has occurred and is continuing, which notice shall be given within five (5) days after the Authority has obtained actual knowledge thereof; provided, however, that the Authority shall provide the issuer of a Credit Facility with immediate notice of any payment default after the Authority has obtained actual knowledge thereof. See “Events of Default” hereinafter.

Covenants with Credit Facility Providers

The Authority may make such covenants as it may in its sole discretion determine to be appropriate with any provider of a Credit Facility or Reserve Credit Facility that shall agree to provide a Credit Facility or Reserve Credit Facility for Bonds of any one or more Series that shall enhance the security or the value of such Bonds and thereby reduce the principal and interest requirements on such Bonds. Such covenants may be set forth in or provided for by the applicable Supplemental Resolution and shall be binding on the Authority, the

Trustee, the Paying Agents, and all the owners of Bonds the same as if such covenants were set forth in full in the Bond Resolution.

Additional Projects

The Authority may designate an Other Authority Project to be an Additional Project if and only if there has been submitted to the Trustee with respect to such Other Authority Project at or prior to the date of such designation:

1. A certificate of an Authorized Officer to the effect that the Other Authority Project has been in operation (whether or not by the Authority) for a period of at least twelve (12) months prior to the date of such designation, and that for the 12-month period ending on the last day of a month no more than 90 days preceding the date of designation as an Additional Project the revenues derived from the operation of such Project exceeded the operating expenses for such Other Authority Project;

2. A Counsel's Opinion to the effect that the Authority has good right and lawful authority to acquire, design, construct, maintain, operate, finance, improve, reconstruct, rehabilitate or otherwise undertake such Other Authority Project and to establish, levy, maintain and collect, during the term of the Bonds, tolls, rentals, rates, fees or other charges in connection therewith, which establishment, levy, maintenance or collection shall not then require or be subject to (a) in the case of any Additional Project constituting a tolled road, bridge or tunnel, any governmental approval not applicable to the Original Project, or (b) in the case of any Additional Project not constituting a tolled road, bridge or tunnel, any direct governmental approval;

3. A Counsel's Opinion stating whether or not the Authority is required by law to have a license, order or other authority from any federal, State or other governmental agency or regulatory body having lawful jurisdiction in connection with such Facility and, if so required, that such license, order or other authority has been obtained;

4. A certificate of an Authorized Officer setting forth (A) the Revenues and Operating Expenses of the Authority for the 12-month period set forth in subparagraph (1) above, including revenues and operating expenses relating to the Other Authority Project being designated an Additional Project; provided that if (a) any previously designated Additional Project had not been an Additional Project for any part of the 12-month period, such Additional Project Revenues and Operating Expenses shall be respectively increased by the revenues and operating expenses of such Additional Project for such 12-month period calculated as if the respective definitions of Additional Project Revenues and Operating Expenses had been applicable thereto for the entire 12-month period, and (b) if on the date of such designation by the Authority the amount of the tolls, fees or charges for any Facility shall be less than it was during any part of the period covered by such certificate, the Revenues for such part of such period shall be decreased as if such tolls, fees or charges had been in effect for all of such period, and (B) that for such 12-month period the Net Revenues as calculated pursuant to clause (A) of this subparagraph (4), are at least equal to the Net Revenue Requirement;

5. An Independent Consultant's Certificate setting forth (A) the estimated Net Revenues for all Facilities, together with estimated Reserve Maintenance Payments, excluding the proposed Additional Project, for each of the Authority fiscal years in the Test Period, and (B) the estimated Net Revenues for all Facilities, together with estimated Reserve Maintenance Payments, including the proposed Additional Project, for each of the Authority fiscal years in the Test Period;

6. A certificate of an Authorized Officer to the effect that the amount of the estimated Net Revenues less Reserve Maintenance Payments determined pursuant to subsection (5)(B) above in each of the Authority fiscal years in the Test Period is not less than 100% of the estimated Net Revenues less estimated Reserve Maintenance Payments for each of the same years in subsection (5)(A) above; and

7. A copy of the Supplemental Resolution designating such Other Authority Project as an Additional Project certified by an Authorized Officer.

Additional Project Revenues

The Authority shall not designate a project as an Additional Project, unless the Authority has jurisdiction and control of such project and the Supplemental Resolution designating the same provides that all tolls, rentals and other charges and other earned income or receipts, if any, derived by the Authority from such Project are and shall be deemed to be Additional Project Revenues.

Authority Budgets

The Authority shall prepare an Authority Budget on an annual basis, or on such other periodic basis as the Authority Board shall determine, but in no event on a less frequent basis than biennially, which shall include amounts for all anticipated Operating Expenses and reserves therefor, Reserve Maintenance Payments and provision for anticipated deposits into each Fund under the Bond Resolution for the period of such budget. Such Authority Budget may set forth such additional material as the Authority may determine. On or before the first day of each fiscal year or for such applicable period for the Authority Budget as aforesaid, the Authority shall finally adopt the Authority Budget for such period and shall mail such Authority Budget to the Trustee. The Authority may at any time adopt an amended Authority Budget for the remainder of the then current fiscal year or other applicable period.

Inspection of Facilities; Duties of Independent Consultants

The Authority shall make, or cause the Independent Consultant to make, an inspection of the Facilities at least once every three Authority fiscal years, and, on or before the first day of the first Authority fiscal year in such period to report as to proper maintenance, repair and operation together with an estimate of the moneys necessary for such purposes during each such Authority fiscal year. In any event, the Authority shall cause an Independent Consultant to deliver an Independent Consultant's Certificate either concurring in and approving or making such determinations, as appropriate.

Proposed New Interchanges and New Extensions

The Authority may construct, acquire or accept any additional tolled roadway or any extension to or expansion of any Facility constituting a tolled roadway or any interchange on any Facility constituting a tolled roadway if and only if there has been submitted to the Trustee with respect to such proposed New Interchange or such proposed New Extension at or prior to the date of undertaking the construction, acquisition or acceptance thereof the following:

1. A Counsel's Opinion stating whether or not the Authority is required by law to have a license, order or other authority from any federal, State or other governmental agency or regulatory body having lawful jurisdiction in connection with such New Interchange or New Extension, as applicable, and, if so required, that such license, order or other authority has been obtained;
2. A Counsel's Opinion to the effect that the Authority has good right and lawful authority to acquire, design, construct, maintain, operate, finance, improve, reconstruct, rehabilitate or otherwise undertake such New Interchange or New Extension, and to establish, levy, maintain, collect and adjust, during the term of the Bonds, tolls, rentals, rates, fees or other charges in connection therewith, which establishment, levy, maintenance, collection or adjustment shall not then require or be subject to any governmental approval not applicable to the Original Project;
3. An Independent Consultant's Certificate setting forth (A) the estimated Net Revenues for all Facilities, together with estimated Reserve Maintenance Payments, excluding the proposed New Interchange or New Extension, for each of the successive five complete Authority fiscal years following the later of (i) two complete Authority fiscal years following its estimated Date of Completion and (ii) the date of its acquisition or acceptance by the Authority, and (B) the estimated Net Revenues for all Facilities, together with estimated Reserve Maintenance Payments, including the proposed New Interchange or New Extension for each of the same five complete Authority fiscal years;

4. A certificate of an Authorized Officer to the effect that the amount of the estimated Net Revenues less estimated Reserve Maintenance Payments determined pursuant to subparagraph 3(B) above in each of the five Authority fiscal years is not less than 100% of the estimated Net Revenues less estimated Reserve Maintenance Payments for each of the same five years determined pursuant to subparagraph 3(A) above;

5. Solely with respect to New Interchanges, the Independent Consultant shall include in its estimate of Net Revenues for each year calculated for purposes of subsection 3(B) above, the amount of any payments to be received in cash upon undertaking such New Interchange together with any payment obligations that have or would have a long-term rating of “A” or better (if so determined by the Authority, such cash payments to be allocated pro rata for each of the years of the test period, whether such payments are in fact applied for capital or operating expenses of such New Interchange); provided, however, that if the Authority Board determines that a period longer than five years will be necessary for the New Interchange to meet the test in paragraph 4 without the benefit of such cash payments or payment obligations, the test period shall be expanded accordingly; provided further that no such cash payments or payment obligations may be included for purposes of Subsection 3(B) above in estimating Net Revenues for a New Extension; and

6. A copy of the Supplemental Resolution designating such project to be an Additional Project certified by an Authorized Officer.

The foregoing requirements do not apply to an interchange or an extension that meets the requirements under the Bond Resolution for a “Facility Capital Improvement” (See the definition hereinabove) or an “Additional Project” (see “Additional Projects” hereinabove).

Limitation on Certain Acquisitions

Except for amounts released from the lien of the Bond Resolution pursuant to the provisions relating to the General Reserve Fund, the Authority covenants that no Revenues, Bond proceeds, or proceeds of Junior Indebtedness shall be applied to the purchase or acquisition of any existing facility not, in the opinion of the Authority Board, necessary for the proper operation of an existing Facility or an existing Other Authority Project, except to the extent necessary to pay, in due course or through refunding, any outstanding bonds, notes or other evidences of indebtedness of a public corporation transferring such facility.

Investment of Funds

Amounts in the Funds and accounts established by the Bond Resolution may be invested only in Investment Obligations. Investment Obligations on deposit in the Funds and accounts held under the Bond Resolution shall have maturity dates, or shall be subject to redemption or tender at the option of the Authority or the Trustee on the respective dates specified by an Authorized Officer, as appropriate, which dates shall be on or prior to the respective dates on which the moneys invested therein are payable for the purposes of such Funds and accounts; provided that in no event shall the remaining term to maturity or redemption upon the demand of the holder thereof of any Investment Obligation credited to the Senior Debt Service Reserve Fund be greater than seven (7) years from the date such Investment Obligation is credited to such Fund. The Authority, or the Trustee, upon the instructions of an Authorized Officer, shall sell any Investment Obligations held in any Fund or account to the extent required for payments from such Fund or account. The proceeds of such sales, and of all payments at maturity or upon redemption of such investments, shall be held in the applicable Fund or account to the extent required to meet the requirements of such Fund or account. Losses, if any, realized on Investment Obligations held in any Fund or account shall be debited to such Fund or account. In computing the amount of such Funds and accounts, investments shall be valued at par, or if purchased at other than par, shall be valued at Amortized Value. Accrued interest received upon the sale of any Investment Obligation to the extent such amount exceeds any accrued interest paid on the purchase of such Investment Obligation shall be treated as interest earned on such Investment Obligation.

Trustee

The Trustee may at any time resign and be discharged of its duties and obligations under the Bond Resolution by giving not less than sixty (60) days' written notice to the Authority, specifying the date when such resignation shall take effect; provided, however, that any resignation or removal of the Trustee shall in no event take effect until a successor shall have been appointed and accepted the duties of Trustee.

The Authority may at any time remove the Trustee initially appointed or any successor thereto by written notice of such removal mailed by first class mail to the Trustee except that the Trustee may not be removed during the pendency of an Event of Default; provided, however, that any resignation or removal of the Trustee shall in no event take effect until a successor shall have been appointed and accepted the duties of Trustee.

Any Trustee appointed in succession to the original Trustee shall be a bank or trust company organized under the laws of the State of New York or a national banking association and having Capital Funds of at least \$100,000,000, if there be such a bank or trust company or national banking association willing and able to accept the office on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by the Bond Resolution.

Supplemental Resolutions

The Authority may adopt, for, among other things, any one or more of the following purposes and at any time or from time to time, a Supplemental Resolution which, upon adoption thereof and filing with the Trustee shall be fully effective in accordance with its terms:

1. To modify any of the provisions of the Bond Resolution in any respect whatever, provided that (i) such modification shall be, and be expressed to be, effective only after all Bonds of any Series Outstanding at the date of the adoption of such Supplemental Resolution shall cease to be Outstanding and (ii) such Supplemental Resolution shall be specifically referred to in the text of all Bonds of any Series authenticated and delivered on original issuance after the date of the adoption of such Supplemental Resolution and of Bonds issued in exchange therefor or in place thereof;

2. To insert such provisions clarifying matters or questions arising under the Bond Resolution as are necessary or desirable and are not contrary to or inconsistent with the Bond Resolution as theretofore in effect;

3. To authorize Bonds of a Series;

4. To designate or confirm the designation of any project as an Other Authority Project or to designate an Other Authority Project, New Interchange or New Extension as an Additional Project under the Bond Resolution;

5. To modify, amend, insert or delete such provisions of the Bond Resolution as, in Counsel's Opinion, shall be necessary or desirable to ensure the continued federal tax exemption of the interest on any Series of Bonds Outstanding under the Bond Resolution, so long as the Authority determines that such Supplemental Resolution does not materially adversely affect the right, security and interest of the Holders of Outstanding Bonds;

6. To modify, amend or supplement the Bond Resolution in any manner in order to provide for a Credit Facility or a Reserve Credit Facility for any Series of Bonds, under the Bond Resolution, so long as the Authority determines that such Supplemental Resolution does not materially adversely affect the right, security and interest of the Holders of Outstanding Bonds;

7. To cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in the Bond Resolution, under the Bond Resolution, so long as the Authority determines that such

Supplemental Resolution does not materially adversely affect the right, security and interest of the Holders of Outstanding Bonds;

8. To provide for the application of the proceeds of any sale, exchange, lease or other disposition of any Facility permitted by the Bond Resolution;

9. To provide for additional investments that may be delivered in lieu of Government Obligations in order to cause Bonds of a Series then or thereafter being initially issued and delivered to be deemed paid by the Bond Resolution;

10. To the extent authorized by law and to the extent the Authority shall have received a Counsel's Opinion that it will not adversely affect the exclusion of interest from the income of holders of Bonds for federal income tax purposes for any Bonds issued on a tax-exempt basis, to provide for the delivery of Bonds that are not in registered form;

11. To the extent authorized by law and to the extent that it will not adversely affect the exclusion of interest from the income of holders of Bonds for federal income tax purposes for any Bonds issued on a tax-exempt basis, to provide for the delivery of a Series of Bonds or a portion of a Series of Bonds incorporating detachable call options.

In addition, the Authority may adopt a Supplemental Resolution amending any provision of the Bond Resolution, effective upon filing with the Authority of a written determination of the Trustee and a Counsel's Opinion that such amendment will not materially adversely affect the rights of any Holder of Bonds.

Powers of Amendment

Any modification or amendment of the Bond Resolution and of the rights and obligations of the Authority and of the Holders of the Bonds thereunder, in any particular, may be made by a Supplemental Resolution, with the written consent given, and not revoked, as provided in the Bond Resolution, (a) by the Holders of at least a majority in principal amount of the Bonds Outstanding at the time such consent is given, and (b) in case less than all of the Bonds then Outstanding are affected by the modification or amendment, by the Holders of at least a majority in principal amount of the Bonds so affected and Outstanding at the time such consent is given; provided, however, that if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified like Series and maturity remain Outstanding, the consent of the Holders of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Bonds under this heading. No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any Outstanding Bond or of any installment of interest thereon or a reduction in the principal amount or the Redemption Price thereof or in the rate of interest thereon without the consent of the Holders of such Bonds, or shall reduce the percentages or otherwise affect the classes of Bonds the consent of the Holders of which is required to effect any such modification or amendment, or shall change or modify any of the rights or obligations of the Trustee without its written assent thereto. A Series shall be deemed to be affected by a modification or amendment of the Bond Resolution if the same materially adversely affects or diminishes the right, security and interest of the Holders of Bonds of such Series. The Authority may in its discretion determine whether or not in accordance with the foregoing, Bonds of any particular Series or maturity would be affected by any modification or amendment of the Bond Resolution and any such determination shall be binding and conclusive on all Holders of Bonds. The Authority shall, prior to making any such determination, receive a Counsel's Opinion as conclusive evidence as to whether the Bonds of a Series or maturity would be so affected by any such modification or amendment thereof.

Events of Default

The occurrence of one or more of the following events shall constitute an "Event of Default":

(a) payment of principal, Sinking Fund Installments, interest or premium on any Bond shall not be made when the same shall have become due, whether at maturity or upon call for redemption or otherwise, which default shall continue for a period of five (5) days; or

(b) failure by the Authority to observe any of the covenants, agreements or conditions on its part contained in the Bond Resolution or in the Bonds contained, and failure to remedy the same for a period of thirty (30) days after written notice thereof, specifying such failure and requiring the same to be remedied, shall have been given to the Authority by the Trustee or to the Authority and the Trustee by the Holders of not less than a majority in aggregate principal amount of Bonds at the time Outstanding; provided that, if such default cannot be corrected within such thirty (30)-day period, it shall not constitute an Event of Default if corrective action is instituted by the Authority within such period and is diligently pursued until the default is corrected; or

(c) if the Authority (i) admits in writing its inability to pay its debts generally as they become due, (ii) commences voluntary proceedings in bankruptcy or seeking a composition of indebtedness, (iii) makes an assignment for the benefit of its creditors, (iv) consents to the appointment of a receiver of the whole or any substantial part of the Facilities, or (v) consents to the assumption by any court of competent jurisdiction under any law for the relief of debtors of custody or control of the Authority or of the whole or any substantial part of the Facilities.

Remedies

Upon the occurrence and continuance of any Event of Default, the Trustee may, and upon written request of the Holders of not less than a majority in aggregate principal amount of such Bonds then Outstanding, shall:

(a) by mandamus or other suit, action or proceeding at law or in equity enforce all rights of the Holders of Bonds under the Bond Resolution;

(b) bring suit upon such Bonds;

(c) by action or suit in equity, require the Authority to account as if it were the trustee of an express trust for the Holders of such Bonds;

(d) by action or suit in equity, enjoin any acts or things which may be unlawful or in violation of the rights of the Holders of such Bonds;

(e) declare all such Bonds due and payable, and if all defaults shall be made good then with the consent of the Holders of not less than a majority in aggregate principal amount of such Bonds then outstanding, annul such declaration and its consequences.

The Supreme Court of the State shall have jurisdiction of any suit, action or proceeding by the Trustee on behalf of the Holders of Bonds, and venue of any such suit, action or proceeding shall be laid in the County of Albany.

No remedy by the terms of the Bond Resolution conferred upon or reserved to the Trustee or the Holders of the Bonds is intended to be exclusive of any other remedy but each and every such remedy shall be cumulative and shall be in addition to every other remedy given under the Bond Resolution or existing at law or in equity or by statute on or after the date of adoption of the Bond Resolution, except that the Bondholders shall not have the statutory rights afforded by Section 368 of the Act as in effect on August 3, 1992 respecting the appointment of a trustee subsequent to a payment default on the Bonds.

No Holder of any of the Bonds shall have any right to institute any suit, action or proceeding in equity or at law for the enforcement of any trust under the Bond Resolution, or any other remedy thereunder or under the Bonds, unless such Holder previously shall have given to the Trustee written notice of an Event of Default

as provided in the Bond Resolution and unless also the Holders of not less than a majority in aggregate principal amount of the Bonds then Outstanding shall have made written request of the Trustee so to do, after the right to exercise such powers or rights of action, as the case may be, shall have accrued, and shall have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers granted under the Bond Resolution, or to institute such action, suit or proceeding in its or their name; nor unless there also shall have been offered to the Trustee security and indemnity satisfactory to it against the costs, expenses and liabilities to be incurred therein or thereby, and the Trustee shall not have complied with such request within a reasonable time; and such notification, request and offer of indemnity are declared in every such case, at the option of the Trustee, to be conditions precedent to the execution of the trusts of the Bond Resolution, or to enforce any right thereunder or under the Bonds, except in the manner therein provided, and that all proceedings at law or in equity shall be instituted, had and maintained in the manner therein provided and for the equal benefit of all Holders of Outstanding Bonds, subject, however, to the provisions of the Bond Resolution regarding the extension of payment for the Bonds. Nothing in the Bond Resolution or in the Bonds contained shall affect or impair the right of action, which is also absolute and unconditional, of any Holder of any Bond to enforce payment of the principal of and premium, if any, and interest on such Bond at the respective dates of maturity of each of the foregoing and at the places therein expressed.

All rights of action under the Bond Resolution or under any of the Bonds which are enforceable by the Trustee may be enforced by it without the possession of any of the Bonds, or the production thereof on the trial or other proceedings relative thereto, and any such suit, action or proceeding instituted by the Trustee shall be brought in its name, as trustee, for the equal and ratable benefit of the Holders of the Bonds, subject to the provisions of the Bond Resolution.

No delay or omission of the Trustee or of any Holder of the Bonds to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default, or an acquiescence therein; and every power and remedy given by the Bond Resolution to the Trustee and to the Holders of the Bonds, respectively, may be exercised from time to time as often as may be deemed expedient.

No Cross-Default

Except as provided in the Bond Resolution, a Supplemental Resolution or a Certificate of Determination, no default under the Act or any resolution, agreement, or other instrument shall constitute or give rise to a default under the Bond Resolution.

Priority of Payments After Default

In the event that the funds held by the Authority, the Trustee or by the Paying Agents shall be insufficient for the payment of principal, Sinking Fund Installments, if any, or Redemption Price and interest then due on the Bonds, such funds (other than funds held for the payment of particular Bonds which have theretofore become due at maturity or by call for redemption and funds which at the time of their deposit into any Fund or account under the Bond Resolution have been designated to be applied solely to the payment of the principal of and premium, if any, and interest on any series of Bond Anticipation Notes and subject to the provisions governing the application of any separate account in the Senior Debt Service Reserve Fund for a particular Series of Bonds established in the Supplemental Resolution authorizing such Series of Bonds) and any other moneys received or collected by the Trustee or any Paying Agents, or a trustee appointed pursuant to the terms of the Bond Resolution and in accordance with the Act, after making provision for the payment of any expenses necessary in the opinion of the Authority to preserve the continuity of the Revenues, or otherwise protect the interests of the Holders of the Bonds, and after making provision for the payment of the reasonable charges and expenses and liabilities incurred and advances made by the Trustee or any Paying Agents in the performance of their duties under the Bond Resolution, shall be applied as follows:

FIRST: To the payment to the persons entitled thereto of all installments of interest then due in the order of the maturity of the installments of such interest.

SECOND: To the payment to the persons entitled thereto of the unpaid principal, Sinking Fund Installments or Redemption Price of any Bonds which shall have become due whether at maturity or by call for redemption.

If the principal of all of the Bonds shall have become or have been declared due and payable, all such moneys shall be applied to the payment of the principal and interest then due and unpaid upon the Bonds without preference or priority.

Defeasance

Any Bonds of any Series shall prior to the maturity or Redemption Date thereof be deemed to have been paid within the meaning and with the effect expressed in the Bond Resolution if (a) in case any of said Bonds are to be redeemed on any date prior to their maturity, the Authority shall have published or caused to be published notice of redemption on said date of such Bonds, (b) there shall have been deposited with the Authority either moneys in an amount which shall be sufficient, or Government Obligations or other investments authorized for such purpose ("Other Authorized Investments") the principal of and the interest on which when due will provide moneys which, together with the moneys, if any, deposited with the Authority at the same time, shall be sufficient, to pay when due the principal, Sinking Fund Installments, if any, or Redemption Price, if applicable, and interest due and to become due on said Bonds on and prior to the Redemption Date or maturity date as the case may be, and (c) in the event such Bonds are not by their terms subject to redemption within the next succeeding sixty (60) days, the Authority shall (i) publish, as soon as practicable, at least twice, at an interval of not less than seven (7) days between publications, in an Authorized Newspaper a notice to the Holders of such Bonds, and (ii) mail by registered or certified mail, postage prepaid, a notice to the Holders of such Bonds, in each case that the deposit required by (b) above has been made and that said Bonds are deemed to have been paid in accordance with the Bond Resolution and stating such maturity date or Redemption Date upon which moneys are to be available for the payment of the principal, Sinking Fund Installments, if any, or Redemption Price, if applicable, on said Bonds. The Authority shall select which Bonds of a Series and which maturity thereof shall be paid in accordance with the Bond Resolution. Neither Government Obligations, Other Authorized Investments or moneys deposited pursuant to this heading nor principal or interest payments on any such Government Obligations shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal, Sinking Fund Installments, if any, or Redemption Price, if applicable, and interest on said Bonds; provided that any moneys received from such principal or interest payments on such Government Obligations or Other Authorized Investments so deposited, if not then needed for such purpose, shall, to the extent practicable, be reinvested in Government Obligations or Other Authorized Investments maturing at times and in amounts sufficient to pay when due the principal, Sinking Fund Installments, if any, or Redemption Price, if applicable, and interest to become due on said Bonds on and prior to such Redemption Date, payment date or maturity date thereof, as the case may be. Any income or interest earned by, or increment to, the investment of any such moneys so deposited shall, to the extent in excess of the amounts required in the Bond Resolution to pay principal, Sinking Fund Installments, if any, or Redemption Price, if applicable, of and interest on such Bonds, as realized, be applied as follows: first to the Rebate Fund, the amount, if any, required to be deposited therein; and, then the balance thereof to the Authority, and any such moneys so paid shall be released of any trust, pledge, lien, encumbrance or security interest created by the Bond Resolution.

Payments due on Saturdays, Sundays and Holidays

In any case where the date of maturity of interest on or principal of the Bonds or the date fixed for redemption of any Bonds shall be on a day that is not a Business Day, then payment of interest or principal and premium, if any, need not be made on such date but may be made (without additional interest) on the next succeeding Business Day, with the same force and effect as if made on the date of maturity or the date fixed for redemption, as the case may be.

No Additional Restaurant Concession Bonds

The Authority covenants that it shall not further amend or supplement the Restaurant Concession Bonds resolution, or take any other action, to allow the authentication and delivery of additional indebtedness under such resolution

Reserve Credit Facilities in the Senior Debt Service Reserve Fund

Pursuant to Supplemental Resolutions adopted in 1995 and 2004, the Authority Board authorized the deposit or substitution of Reserve Credit Facilities for cash and Investment Obligations that would otherwise have been required to be on deposit to the credit of the Senior Debt Service Reserve Fund. See “SOURCES OF PAYMENT AND SECURITY FOR THE BONDS — Senior Debt Service Reserve Fund” in the forepart of this Official Statement. The Authority has entered into agreements with the municipal bond insurance companies (collectively, the “Providers”) providing such Reserve Credit Facilities (“Reserve Fund Policies”) that, together with such Supplemental Resolutions (collectively, the “SDSRF Contracts”), provide in effect that in the event that the Trustee shall be required to draw on the Senior Debt Service Reserve Fund to pay principal or interest due and payable on any Bonds, the Trustee shall first exhaust any cash and Investment Obligations to the credit of such Fund and then to the extent necessary and subject to the respective maximum amounts of the Reserve Fund Policies, after giving the required notice, demand payment on such Policies pro rata. The SDSRF Contracts obligate the Authority to reimburse the Providers the amounts of such payments, with interest, within 12 months of such payments. Reimbursement of the Providers in accordance with the SDSRF Contracts will reinstate the amounts that can be drawn on the Reserve Fund Policies. Under the SDSRF Contracts and the Bond Resolution, the obligation of the Authority to reimburse the Providers with interest for any payments on the Reserve Fund Policies ranks on a parity with the Authority’s obligation to maintain the Senior Debt Service Reserve Fund at the Senior Debt Service Reserve Fund Requirement.

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APPENDIX D

BOOK-ENTRY ONLY SYSTEM

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Book-Entry Only System

The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the Series L Bonds. The Series L Bonds will be issued as fully-registered bonds registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Series L Bond certificate will be issued for each stated maturity of the Series L Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC. SO LONG AS CEDE & CO. IS THE REGISTERED OWNER OF THE SERIES L BONDS, AS PARTNERSHIP NOMINEE FOR DTC, REFERENCES HEREIN TO BONDHOLDERS OR OWNERS OF THE SERIES L BONDS (OTHER THAN UNDER THE CAPTIONS “TAX MATTERS” AND “CONTINUING DISCLOSURE UNDER SEC RULE 15c2-12”) SHALL MEAN CEDE & CO. AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF THE SERIES L BONDS.

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

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

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

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners

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

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

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

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

DTC may discontinue providing its services as depository with respect to the Series L Bonds at any time by giving reasonable notice to the Authority or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, Series L Bond certificates are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event Series L Bond certificates will be printed and delivered to DTC.

NEITHER THE AUTHORITY NOR THE UNDERWRITERS (IN SUCH CAPACITY) WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO PARTICIPANTS, TO INDIRECT PARTICIPANTS OR TO ANY BENEFICIAL OWNER WITH RESPECT TO (i) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY PARTICIPANT OR INDIRECT PARTICIPANT; (ii) THE PAYMENT BY DTC OR ANY PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT WITH RESPECT TO THE PRINCIPAL OF, OR REDEMPTION PREMIUM, IF ANY, OR INTEREST ON, THE SERIES L BONDS; (iii) ANY NOTICE WHICH IS PERMITTED OR REQUIRED TO BE GIVEN TO SERIES L BONDHOLDERS; (iv) ANY CONSENT GIVEN BY DTC OR OTHER ACTION TAKEN BY DTC AS A SERIES L BONDHOLDER; OR (v) THE SELECTION BY DTC OR ANY PARTICIPANT OR INDIRECT PARTICIPANT OF ANY BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE SERIES L BONDS.

The information in this section concerning DTC and DTC's book-entry system has been obtained from DTC or other sources that the Authority believes to be reliable, but neither the Authority nor the Underwriters take any responsibility for the accuracy thereof.

FORM OF OPINION OF BOND COUNSEL

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Upon delivery of the Series L Bonds in definitive form, Hawkins Delafield & Wood LLP, Bond Counsel to the Authority, propose to render their respective final opinions in substantially the following form:

[Date of Closing]

New York State Thruway Authority
200 Southern Boulevard
Albany, New York 12209

Ladies and Gentlemen:

As bond counsel to New York State Thruway Authority (herein called the “Authority”), we have examined a record of proceedings relating to the issuance of \$596,220,000 aggregate principal amount of General Revenue Refunding Bonds, Series L (herein called the “Series L Bonds”), by the Authority, a body corporate and politic constituting a public corporation of the State of New York (herein sometimes called the “State”). We have also examined such certificates, documents, records and matters of law as we have deemed necessary for the purpose of rendering the opinions set forth below.

Capitalized terms used herein and not otherwise defined have the meanings set forth in the Resolution (hereinafter defined).

The Series L Bonds are to be issued under and pursuant to the New York State Thruway Authority Act, Title 9 of Article 2 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State, as amended (herein called the “Act”), and the General Revenue Bond Resolution of the Authority, adopted by the Authority on August 3, 1992 and amended January 5, 2007 (herein called the “General Resolution”), as supplemented, including as supplemented by the Seventeenth Supplemental Revenue Bond Resolution Authorizing General Revenue Refunding Bonds, Series L adopted by the Authority on July 17, 2017 (the “Series L Bond Resolution”; the General Resolution as so supplemented and amended is herein called the “Resolution”). The Series L Bonds are being issued for the purposes set forth in the Series L Bond Resolution.

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

In rendering the opinion in paragraph 5 hereof, we have relied upon and assumed the material accuracy of the representations, statements of intention and reasonable expectation and certifications of fact contained in the Arbitrage and Use of Proceeds Certificate with respect to matters affecting the exclusion of interest on the Series L Bonds from gross income for federal income tax purposes under Section 103 of the Code and compliance by the Authority with procedures and covenants set forth in the Arbitrage and Use of Proceeds Certificate as to such tax matters.

A portion of the proceeds of the Series L Bonds is being used to refund certain Outstanding Bonds of the Authority issued pursuant to the General Resolution, such Bonds as described in the hereinafter defined Escrow Agreement as being refunded with proceeds of the Series L Bonds (collectively, the “Refunded Bonds”). A portion of the proceeds of the Series L Bonds, together with any other amounts made available by the Authority (the “Defeasance Deposit”), has been used to purchase direct obligations of the United States of America in an aggregate amount sufficient, together with any amounts held uninvested, to pay when due the principal or Redemption Price and interest due and to become due on said Refunded Bonds (the “Defeasance Requirement”). Such Defeasance Deposit is being held in trust under the Series L General Revenue Refunding Bonds Escrow Agreement, dated March 8, 2018 (the “Escrow Agreement”), by and between the Authority and The Bank of New York Mellon, as escrow agent thereunder and as Trustee. The Authority has given the Trustee, in form satisfactory to it, irrevocable instructions to give notice in accordance with the General Resolution of the redemption of the Refunded Bonds and the deposit of the Defeasance Deposit. American Municipal Tax-Exempt Compliance Corporation has prepared a report stating that they have reviewed the accuracy of the mathematical computations of the adequacy of the Defeasance Deposit, as invested, to pay in full the Defeasance Requirement when due. We have undertaken no independent verification of the adequacy of the Defeasance Deposit.

The Authority reserves the right to issue additional Bonds under the General Resolution on the terms and conditions, and for the purposes, stated in the General Resolution. Under the General Resolution, all such Bonds will rank equally as to security and payment with the Series L Bonds, except as otherwise provided for a Series of Bonds in a Supplemental Resolution with respect to the Senior Debt Service Reserve Fund.

We are of the opinion that:

1. The Authority is duly created and validly existing under the provisions of the Act.
2. The Authority has the right and power under the Act to adopt the Resolution and issue the Series L Bonds thereunder, and the Resolution has been duly and lawfully adopted by the Authority, is in full force and effect and is valid and binding upon the Authority and enforceable in accordance with its terms, and no other authorization for the Resolution is required.
3. The Resolution creates the valid pledge which it purports to create of the proceeds of sale of the Series L Bonds, the Revenues, and the Funds and accounts established by the General Resolution (other than the Rebate Fund, the Junior Indebtedness Fund and, to the extent any Series of Bonds is not secured by the Senior Debt Service Reserve Fund, the Senior Debt Service Reserve Fund) and certain investment income referred to therein subject to the application thereof to the purposes and on the terms and conditions permitted by the Resolution.
4. The Series L Bonds are valid, binding, direct and general obligations of the Authority payable as provided in the Resolution and the full faith and credit of the Authority are pledged to the payment thereof. The Series L Bonds are enforceable against the Authority in accordance with their terms and the terms of the Resolution and entitled to the benefits of the Act and of the Resolution, and such Series L Bonds have been duly and validly authorized and issued in accordance with the Constitution and statutes of the State, including the Act, and in accordance with the Resolution.
5. Under existing statutes and court decisions (i) interest on the Series L Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, and (ii) interest on the Series L Bonds is not treated as a preference item in calculating the alternative minimum tax under the Code; such interest, however, is included in the adjusted current earnings of certain corporations for purposes of calculating the alternative minimum tax imposed for taxable years beginning prior to January 1, 2018.

“Original issue discount” (“OID”) is the excess of the sum of all of all amounts payable at the stated maturity of a Series L Bond (excluding certain “qualified stated interest” that is unconditionally payable at least annually at prescribed rates) over the issue price of that maturity. In general, the “issue price” of a maturity (a bond with the same maturity date, interest rate, and credit terms) means the first price at which at

least 10 percent of such maturity was sold to the public, i.e., a purchaser who is not, directly or indirectly, a signatory to a written contract to participate in the initial sale of the Series L Bonds. We are further of the opinion that, for any Series L Bonds having OID (a "Discount Bond"), OID that has accrued and is properly allocable to the owners of the Discount Bonds under Section 1288 of the Code is excludable from gross income for federal income tax purposes to the same extent as other interest on the Series L Bonds.

6. Under existing statutes, the interest on the Series L Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof, including The City of New York and the City of Yonkers.

7. The Escrow Agreement has been duly authorized, executed and delivered by the Authority and, assuming the due authorization, execution and delivery by the Trustee, is a valid and binding obligation of the Authority, enforceable in accordance with its terms. The Refunded Bonds have been paid within the meaning and with the effect expressed in the General Resolution, and the covenants, agreements and other obligations of the Authority to the holders of the Refunded Bonds have been discharged and satisfied.

We have examined a fully executed Series L Bond and, in our opinion, the form of said Series L Bond and its execution are regular and proper.

Except as stated in paragraphs 5 and 6 above, we express no opinion as to any federal, state or local tax consequences arising with respect to the Series L Bonds or ownership or disposition thereof. Furthermore, we express no opinion as to the effect of any action taken or not taken in reliance upon an opinion of counsel other than ourselves on the exclusion from gross income for federal income tax purposes of interest on the Series L Bonds, or the exemption from personal income taxes of the interest on the Series L Bonds under state and local tax law.

The foregoing opinions are qualified only to the extent that the enforceability of the Resolution and the Series L Bonds may be limited by bankruptcy, moratorium, insolvency, reorganization or other laws affecting creditors' rights or remedies heretofore or hereafter enacted and is subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

We express no opinion as to the accuracy, adequacy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series L Bonds. Our services did not include financial or other non-legal advice.

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

Very truly yours,

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INFORMATION RELATING TO THE REFUNDED BONDS

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APPENDIX F

INFORMATION RELATING TO THE REFUNDED BONDS

The New York State Thruway Authority (the “Authority”) is currently refunding all of its outstanding General Revenue Bonds, Series H (the “Refunded Bonds”) at a redemption price of 100% on April 9, 2018 with proceeds of the Series L Bonds, together with other available funds.

The following table provides information regarding the Refunded Bonds. Except as otherwise indicated, all of the Outstanding Bonds of each maturity shown below are being refunded.

New York State Thruway Authority General Revenue Bonds, Series H

Maturity Date (January 1)	Refunded Par Amount	Interest Rate	CUSIP* Number (Base #650009)
2019	\$ 48,990,000	5.00%	TH6
2020	51,440,000	5.00	TJ2
2021	54,015,000	5.00	TK9
2022	56,710,000	5.00	TL7
2023	59,550,000	5.00	TM5
2024	38,120,000	5.00	TN3
2025	40,020,000	5.00	TP8
2026	20,195,000	5.00	TQ6
2027	4,125,000	4.25	TR4
2027	17,080,000	5.00	TS2
2028	22,235,000	5.00	TT0
2029	23,345,000	5.00	TU7
2030	24,515,000	5.00	TV5
2032	52,765,000	5.00	TW3
2037	<u>156,815,000</u>	5.00	TX1
	<u>\$669,920,000</u>		

* Copyright, American Bankers Association. CUSIP numbers have been assigned by CUSIP Global Services, which is managed on behalf of the ABA by S&P Global Market Intelligence, a part of S&P Global Inc., and are provided solely for the convenience of the holders of the Refunded Bonds. The Authority is not responsible for the selection or uses of these CUSIP numbers, and no representation is made as to their correctness on the Refunded Bonds or as indicated above.

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