

**NOTICE OF MANDATORY TENDER AND ELECTION TO CHANGE  
THE PARTY RESPONSIBLE FOR DETERMINATION OF THE WEEKLY RATE**

**TO OWNERS OF:**

**METROPOLITAN TRANSPORTATION AUTHORITY  
TRANSPORTATION REVENUE VARIABLE RATE BONDS,  
SUBSERIES 2012A-2**

<b>Maturity Date</b>	<b>Principal Amount</b>	<b>CUSIP<sup>1</sup></b>
November 15, 2041	\$50,000,000	59261A ZD2

**NOTICE IS HEREBY GIVEN** to the Owners of the Metropolitan Transportation Authority (the “**Authority**”) Transportation Revenue Variable Rate Bonds, Subseries 2012A-2 (the “**Subseries 2012A-2 Bonds**”) referenced above that:

1. Subject to the conditions contained in this Notice, the Subseries 2012A-2 Bonds are subject to mandatory tender for purchase on December 1, 2023 (the “**Mandatory Purchase Date**”), pursuant to Section A-406(v) of Appendix A-2 to the Third Amended and Restated Certificate of Determination Relating to Metropolitan Transportation Authority Transportation Revenue Bonds, Series 2012A and Series 2012B, dated as of June 3, 2019 (the “**Certificate of Determination**”), due to the occurrence of a Mandatory Purchase Date and an election by the Authority to change the party responsible for determination of the Weekly Rate on the Bonds.

2. The purchase price for the Subseries 2012A-2 Bonds shall be equal to one hundred percent (100%) of the principal amount thereof, plus accrued interest thereon to, but not including, the Mandatory Purchase Date (the “**Purchase Price**”). Owners shall have no right to retain the Subseries 2012A-2 Bonds after the Mandatory Purchase Date, and such Owners shall be entitled to no further accrual of interest from and after the Mandatory Purchase Date. Such purchase shall be conditioned upon there being sufficient money on the Mandatory Purchase Date to purchase all of the Subseries 2012A-2 Bonds at the Purchase Price.

3. Each Owner of Subseries 2012A-2 Bonds which are required to be tendered pursuant to this Notice shall be entitled to receive the Purchase Price by delivering such Subseries 2012A-2 Bonds on the Mandatory Purchase Date (endorsed in blank by the Owner thereof or accompanied by an instrument of transfer of registration in form satisfactory to The Bank of New York Mellon (the “**Tender Agent**”) (the Tender Agent not to accept delivery of any such Subseries 2012A-2 Bonds not endorsed in blank or for which an instrument of transfer satisfactory to it has not been provided)) to the principal corporate trust office of the Tender Agent located at 240 Greenwich Street, Floor 7-E, New York, New York 10286, Attention: Frederic Belen, Vice President.

4. Owners of such Subseries 2012A-2 Bonds that are delivered to such principal corporate trust office of the Tender Agent after the time stated above shall not be entitled to receive payment from the Tender Agent of the Purchase Price until the later of the next Business Day following (x) the Mandatory Purchase Date or (y) the date of delivery of such Subseries 2012A-2 Bonds. The Purchase Price of such Subseries 2012A-2 Bonds (or portions thereof in Authorized Denominations) shall be payable on the Mandatory Purchase Date applicable thereto by the Tender Agent by wire transfer to any Owner of such Subseries 2012A-2 Bonds upon written notice from such Owner containing the wire transfer address (which shall be in the continental United States) to which such Owner wishes to have such

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<sup>1</sup> No representation is made as to the accuracy of the CUSIP number either as printed on the Subseries 2012A-2 Bonds or as set forth in this Notice.

wire directed. If any Owner of such Subseries 2012A-2 Bonds has not provided or caused to be provided wire transfer instructions, the Purchase Price shall be payable by check mailed to such Owner of Subseries 2012A-2 Bonds. Pursuant to the Certificate of Determination, any Subseries 2012A-2 Bonds not tendered will be deemed tendered as of the Mandatory Purchase Date.

5. Pursuant to Section A-208(c)(3) of Appendix A-2 to the Certificate of Determination, in order for the change in the party responsible for determining the Weekly Rate to become effective, the following items shall have been delivered to the Trustee and, in the event the following items have not been delivered to the Trustee by the Mandatory Purchase Date, such change will not take effect, the Subseries 2012A-2 Bonds shall be subject to mandatory tender for purchase and the Weekly Rate set on the last effective Rate Determination Date will apply for the next Interest Rate Period:

- (i) the Favorable Opinions of Co-Bond Counsel dated the Mandatory Purchase Date;
- (ii) an executed copy of the Tender Agency Agreement and the Remarketing Agreement for the Subseries 2012A-2 Bonds; and
- (iii) a certificate of an authorized officer of the Tender Agent to the effect that all of the Subseries 2012A-2 Bonds tendered or deemed tendered, unless otherwise redeemed, have been purchased at a price at least equal to the Purchase Price thereof.

6. The Authority may rescind its election to change the party responsible for determining the Weekly Rate prior to the Mandatory Purchase Date by giving written notice thereof to the Notice Parties prior to 10:00 a.m. on the Business Day preceding the Mandatory Purchase Date; however, such date shall continue to be a Mandatory Purchase Date and the Subseries 2012A-2 Bonds shall remain in the Weekly Rate Mode with interest rates established in accordance with the applicable provisions of the Certificate of Determination on and as of the Mandatory Purchase Date.

7. Capitalized terms used herein and not otherwise defined herein shall have the meanings given to such terms in the Certificate of Determination.

[Signature Begins on Following Page]

DATED this 16th day of November, 2023.

**METROPOLITAN TRANSPORTATION AUTHORITY**

By: THE BANK OF NEW YORK MELLON, as Trustee

*Withholding of a portion of gross payments made within the United States may be required under section 3406 of the Internal Revenue Code of 1986, unless the Trustee has the correct taxpayer identification number (social security or employer identification number) or exemption certificate of the payee. Owners should furnish a properly completed Form W-9 or exemption certificate or equivalent when presenting their Bonds for payment.*