

## MTA Bridges and Tunnels EMMA Filing

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Notice Related to Consent for Amendment Provisions

### Triborough Bridge and Tunnel Authority

<b>General Revenue Variable Rate Refunding Bonds, Subseries 2005B-2a</b>  <b>CUSIP*: 89602RGK5</b>	<b>General Revenue Variable Rate Refunding Bonds, Subseries 2005B-2b</b>  <b>CUSIP*: 89602RGM1</b>
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The above-captioned bonds (collectively, the “**Bonds**”) were issued by the Triborough Bridge and Tunnel Authority (“**MTA Bridges and Tunnels**”) pursuant to the Eighth Amended and Restated Certificate of Determination Relating to General Revenue Variable Rate Refunding Bonds, Series 2005B, of the Triborough Bridge and Tunnel Authority and Authorization of Certain Actions in Connection Therewith, dated as of January 21, 2021 (as subsequently amended and restated, the “**Certificate of Determination**”), delivered pursuant to the General Resolution Authorizing General Revenue Obligations adopted by the Board of the Triborough Bridge and Tunnel Authority on March 26, 2002 (the “**Bond Resolution**”), as supplemented and amended to the date hereof, including as supplemented by the Multiple Series General Revenue Bond Supplemental Resolution, adopted by the Board of MTA Bridges and Tunnels on July 29, 2004, as amended and restated in its entirety on January 27, 2005 (the “**Supplemental Resolution**” and, together with the Certificate of Determination and the Bond Resolution, the “**Resolution**”). Terms used and not defined herein have the meanings ascribed thereto in the Resolution.

Pursuant to Section A-902 of the Resolution, MTA Bridges and Tunnels desires to further amend and restate the Certificate of Determination to (i) amend the terms relating to effectuating a change in the party responsible for the determination of the Weekly Rate to permit MTA Bridges and Tunnels to effectuate such change without causing a mandatory tender and (ii) amend the terms to permit the cancellation of a Mandatory Purchase Date in connection with the rescission of a mandatory tender notice with respect to the Bonds. The proposed changes are described in detail below and are referred to herein as the “**Amendment Provisions**”.

MTA Bridges and Tunnels is seeking the consent to the Amendment Provisions from the Credit Facility Issuer for the Bonds, State Street Bank and Trust Company (the “**Credit Facility Issuer**”), the deemed sole owner of the Bonds pursuant to Paragraph 19(a) of the Certificate of Determination.

If the Credit Facility Issuer consents to the Amendment Provisions, (i) MTA Bridges and Tunnels’ Notice of Mandatory Tender and Election to Change the Party Responsible for the Determination of the Weekly Rate, dated November 16, 2023 (the “**Notice of Mandatory Tender**”), will be rescinded, (ii) the Bonds will not be subject to mandatory purchase on December 1, 2023, and (iii) BofA Securities, Inc. will be appointed as Remarketing Agent and the party responsible for determination of the Weekly Rate on or about November 21, 2023. The Notice of Mandatory Tender was provided to the holders of the Bonds and is available on EMMA.

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\* No representation is made as to the accuracy of the CUSIP number either as printed on the Bonds or as set forth in this Notice.

The proposed changes are as follows (collectively, the “**Amendment Provisions**”):

- **Appendix A-4; Section A-101. Definitions. “Mandatory Purchase Date”** means (i) the Purchase Date of Bonds of a Series in the Commercial Paper Mode or the Term Rate Mode, (ii) any Mode Change Date, (iii) any Tax-Exempt Conversion Date, (iv) the Interest Non-Reinstatement Tender Date, (v) the Substitution Date, (vi) the Expiration Tender Date, (vii) the Termination Tender Date, and (viii) any Reset Date, ~~and (ix) any date after the initial Interest Rate Period on which the party responsible for determination of the Weekly Rate pursuant to Section A-204 hereof changes from a Remarketing Agent to an Alternative Trading System or from an Alternative Trading System to a Remarketing Agent, as the case may be.~~
- **Appendix A-4; Section A-208(c)(8); Second Paragraph.** ~~The foregoing provisions of this Section A-208(c) relating to a proposed change in Mode from the Weekly Mode to another Mode shall also apply to the Issuer’s election to change the party responsible for determination of the Weekly Rate pursuant to Section A-204 hereof from a Remarketing Agent to an Alternative Trading System or from an Alternative Trading System to a Remarketing Agent, as the case may be.~~
- **Appendix A-4; Section A-406(v). Mandatory Purchase Upon Expiration Tender Date, Termination Tender Date, Interest Non-Reinstatement Tender Date, Substitution Date and any Change Date Relating to the Party Determining the Weekly Rate.** ~~(v) any date after the initial Interest Rate Period on which the party responsible for determination of the Weekly Rate pursuant to Section A-204 hereof changes from a Remarketing Agent to an Alternative Trading System or from an Alternative Trading System to a Remarketing Agent, as the case may be.~~
- **Supplemental Provision to Certificate of Determination.** “MTA Bridges and Tunnels may rescind, at its sole discretion, the Notice of Mandatory Tender and Election to Change the Party Responsible for the Determination of the Weekly Rate, dated November 16, 2023, at any time prior to 10:00 a.m. on the third (3rd) Business Day immediately preceding the Mandatory Purchase Date described therein by providing to the Trustee for delivery to Owners a notice of rescission and such rescission notice may provide for the cancellation of the Mandatory Purchase set forth therein.”

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MTA Bridges and Tunnels  
November 17, 2023