

EXHIBIT A-2

**NOTICE OF MANDATORY TENDER
TO OWNERS OF**

**METROPOLITAN TRANSPORTATION AUTHORITY
TRANSPORTATION REVENUE VARIABLE RATE REFUNDING BONDS, SUBSERIES 2002D-2B
(SECURED OVERNIGHT FINANCING RATE TENDER NOTES)**

Maturity Date	Principal Amount	CUSIP*
November 1, 2032	\$100,000,000	59261AL62

NOTICE IS HEREBY GIVEN to the Owners of the Metropolitan Transportation Authority (the “**Issuer**”) Transportation Revenue Variable Rate Refunding Bonds, Subseries 2002D-2b (the “**Subseries 2002D-2b Bonds**”) referenced above that:

1. Subject to the conditions contained in this Notice, the Subseries 2002D-2b Bonds are subject to mandatory tender for purchase on March 28, 2024 (the “**Mandatory Purchase Date**”), pursuant to Section 16(c) and Section A-403 of Appendix A to the Sixth Amended and Restated Certificate of Determination Relating to Transportation Revenue Refunding Bonds, Series 2002D, dated as of April 6, 2021 (the “**Certificate of Determination**”), due to the occurrence of a Mandatory Purchase Date and a Mode Change.

2. The purchase price for the Subseries 2002D-2b 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 2002D-2b 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 2002D-2b Bonds at the Purchase Price.

3. Each Owner of Subseries 2002D-2b Bonds which are required to be tendered pursuant to this Notice shall be entitled to receive the Purchase Price by delivering such Subseries 2002D-2b 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 2002D-2b 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 2002D-2b 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 2002D-2b Bonds. The Purchase Price of such Subseries 2002D-2b 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 2002D-2b 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 wire directed. If any Owner of such Subseries 2002D-2b Bonds has not provided or caused to be provided wire transfer

* No representation is made as to the accuracy of the CUSIP number either as printed on the Subseries 2002D-2b Bonds or as set forth in this Notice.

instructions, the Purchase Price shall be payable by check mailed to such Owner of Subseries 2002D-2b Bonds. Pursuant to the Certificate of Determination, any Subseries 2002D-2b Bonds not tendered will be deemed tendered as of the Mandatory Purchase Date.

5. Pursuant to Section A-208(c)(4) of Appendix A to the Certificate of Determination, in order for the New Mode for the Subseries 2002D-2b Bonds 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, the New Mode will not take effect and the Subseries 2002D-2b Bonds will be subject to mandatory tender for purchase and be automatically changed to Bonds in the Weekly Mode on the Mandatory Purchase Date (unless the Purchase Price of all of the Subseries 2002D-2b Bonds has not been paid, in which event the Subseries 2002D-2b Bonds shall remain in the Term Rate Mode and shall bear interest at the rate specified in the Certificate of Determination or any amendment thereto until such Purchase Price has been paid):

- (iv) the Favorable Opinions of Co-Bond Counsel dated the Mandatory Purchase Date;
- (v) an executed copy of the Tender Agency Agreement and the Remarketing Agreement for the Subseries 2002D-2b Bonds; and
- (vi) a certificate of an authorized officer of the Tender Agent to the effect that all of the Subseries 2002D-2b 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 Mode applicable to the Subseries 2002D-2b Bonds 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 2002D-2b Bonds shall remain in the Term Rate Mode with interest rates and Interest Rate Periods established by the Remarketing Agent on the proposed Mode Change 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 13th day of March, 2024.

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.