

**NOTICE OF MANDATORY TENDER
TO OWNERS OF
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY
(MTA BRIDGES AND TUNNELS)
GENERAL REVENUE VARIABLE RATE BONDS,
SERIES 2005A**

| | Bond Number | Maturity | Outstanding Principal Amount | CUSIP ¹ |
|--------------|-------------|------------------|---------------------------------|--------------------|
| Series 2005A | 05AR-1 | November 1, 2035 | \$102,070,000 | 89602N2A1 |

NOTICE IS HEREBY GIVEN to the Owners of the Triborough Bridge and Tunnel Authority (MTA Bridges and Tunnels) (“MTA Bridges and Tunnels”) General Revenue Variable Rate Bonds, Series 2005A (the “Series 2005A Bonds”) referenced above that:

1. Subject to the condition contained in paragraph 2 of this Notice, the Series 2005A Bonds are subject to mandatory tender for purchase on January 24, 2020 (the “Mandatory Purchase Date”), pursuant to Section A-405(iv) of Appendix A to the Certificate of Determination Relating to General Revenue Variable Rate Bonds, Series 2005A of the Triborough Bridge and Tunnel Authority and Authorization of Certain Actions in Connection Therewith, dated May 11, 2005, as amended as of January 31, 2012, and January 28, 2015 (the “Certificate of Determination”), due to the occurrence on January 24, 2020 of a Substitution Date on which an Alternate Credit Facility will be delivered with respect to the Series 2005A Bonds in substitution for the existing Credit Facility.

2. The Purchase Price for the Series 2005A Bonds shall be equal to one hundred percent (100%) of the principal amount thereof. Owners shall have no right to retain the Series 2005A 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 Series 2005A Bonds at the Purchase Price. The Mandatory Purchase Date is also an Interest Payment Date for the Series 2005A Bonds and accrued interest to, but not including, the Mandatory Purchase Date shall be paid in accordance with customary procedures.

3. Each Owner of Series 2005A Bonds which are required to be tendered pursuant to this Notice shall be entitled to receive the proceeds of such tender by delivering such Series 2005A 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 U.S. Bank Trust National Association (the “Tender Agent”) (the Tender Agent will not accept delivery of any such Series 2005A 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 100 Wall Street, New York, New York, 10005, Attention: Global Corporate Trust Services.

4. Owners of such Series 2005A 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 Series 2005A Bonds. The Purchase Price of such Series 2005A Bonds (or portions thereof in Authorized Denominations) shall be payable on the

¹ No representation is made as to the accuracy of the CUSIP number either as printed on any Series 2005A Bonds or as set forth in this Notice of Mandatory Tender.

Mandatory Purchase Date by the Tender Agent by wire transfer to any Owner of such Series 2005A 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 Series 2005A 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 Series 2005A Bonds. Pursuant to the Certificate of Determination, any Series 2005A Bonds not tendered will be deemed tendered as of the Mandatory Purchase Date.

5. All capitalized terms used herein and not otherwise defined herein shall have the meanings given to such terms in the Certificate of Determination.

DA TED this 9th day of January, 2020.

**TRIBOROUGH BRIDGE AND TUNNEL
AUTHORITY**

**By: U.S. BANK TRUST NATIONAL
ASSOCIATION, as Trustee**

Withholding of 24% of gross payments made within the United States may be required under the Jobs and Growth Tax Relief Reconciliation Act of 2003, unless the Trustee has the correct taxpayer identification number (social security or employer identification number) or exemption certificate of the payee. Bondholders should furnish a properly completed Form W-9 or exemption certificate or equivalent when presenting Bonds for purchase.

cc: TD Securities (USA) LLC, as
Remarketing Agent
31 West 52nd Street
New York, New York 10019-6101
Attention: Municipal Short Term Desk
Email: USTMG@tdsecurities.com and
Kenneth.Gambone@tdsecurities.com

TD Bank, N.A., as Credit Facility Issuer
TD Bank, N.A.
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