

**NOTICE OF MANDATORY TENDER
TO OWNERS OF
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY
(MTA BRIDGES AND TUNNELS)
GENERAL REVENUE VARIABLE RATE REFUNDING BONDS,
SUBSERIES 2005B-2**

	Bond Number	Maturity	Outstanding Principal Amount	CUSIP ¹
Subseries 2005B-2	05BR-1	January 1, 2032	\$187,200,000	89602RDT9

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 Refunding Bonds, Subseries 2005B-2 (the “Subseries 2005B-2 Bonds”) referenced above that:

1. Subject to the condition contained in paragraph 2 of this Notice, the Subseries 2005B-2 Bonds are subject to mandatory tender for purchase on January 21, 2021 (the “Mandatory Purchase Date”), pursuant to Sections A-403 and A-406(iv) of Appendix A-1 to the Seventh 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 November 28, 2018 (the “Certificate of Determination”), due to (i) a Mode Change and (ii) the substitution of the Credit Facility.

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

3. Each Owner of Subseries 2005B-2 Bonds which are required to be tendered pursuant to this Notice shall be entitled to receive the proceeds of such tender by delivering such Subseries 2005B-2 Bonds at or before 12:00 noon 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 Subseries 2005B-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 100 Wall Street, New York, New York, 10005, Attention: Global Corporate Trust Services.

4. Owners of such Subseries 2005B-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 2005B-2 Bonds. The Purchase Price of such Subseries 2005B-2 Bonds (or portions thereof in Authorized Denominations) shall be payable on the Mandatory Purchase Date by the Tender Agent by wire transfer to any Owner of such

¹ No representation is made as to the accuracy of the CUSIP number either as printed on any Subseries 2005B-2 Bonds or as set forth in this Notice of Mandatory Tender.

Subseries 2005B-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 wire directed. If any Owner of such Subseries 2005B-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 2005B-2 Bonds. Pursuant to the Certificate of Determination, any Subseries 2005B-2 Bonds not tendered will be deemed tendered as of the Mandatory Purchase Date.

5. Pursuant to Section A-208 of Appendix A-1 to the Certificate of Determination, in order for the New Mode for the Subseries 2005B-2 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 2005B-2 Bonds will be subject to mandatory tender for purchase and be automatically changed to Bonds in the Weekly Mode on the Mandatory Purchase Date):

(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 2005B-2 Bonds; and

(iii) a certificate of an authorized officer of the Tender Agent to the effect that all of the Subseries 2005B-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 Mode applicable to the Subseries 2005B-2 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.

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

DATED this 6th day of January, 2021.

**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.