

**NOTICE OF MANDATORY TENDER  
TO OWNERS OF  
METROPOLITAN TRANSPORTATION AUTHORITY  
TRANSPORTATION REVENUE VARIABLE RATE REFUNDING BONDS,  
SUBSERIES 2002D-2b  
(LIBOR FLOATING RATE TENDER NOTES)**

	Maturity	Outstanding Principal Amount	CUSIP <sup>1</sup>
Subseries 2002D-2b	November 1, 2032	\$100,000,000	59261AVJ3

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

1. Subject to the condition contained herein, the Subseries 2002D-2b Bonds are subject to mandatory tender for purchase on April 1, 2021 (the “Mandatory Purchase Date”), pursuant to Section A-404 of Appendix A-2 to the Third Amended and Restated Certificate of Determination Relating to Transportation Revenue Refunding Bonds, Series 2002D, of the Authority, dated April 6, 2020 (the “Certificate of Determination”).

2. The Purchase Price for the Subseries 2002D-2b Bonds shall be equal to one hundred percent (100%) of the principal amount thereof. 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 a purchase price equal to 100% of the principal amount thereof. The Mandatory Purchase Date is also an Interest Payment Date for the Subseries 2002D-2b 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 2002D-2b 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 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 will not 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 7E, New York, New York 10286, Attention: Frederic Belen, Vice President. 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

<sup>1</sup> 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.

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 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 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.

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

DATED this 12th day of March, 2021.

METROPOLITAN TRANSPORTATION AUTHORITY

By: THE BANK OF NEW YORK MELLON, 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.