

**NOTICE OF MANDATORY TENDER
ON NOVEMBER 1, 2022
TO OWNERS OF**

**METROPOLITAN TRANSPORTATION AUTHORITY
TRANSPORTATION REVENUE VARIABLE RATE REFUNDING BONDS,
SUBSERIES 2012G-4 (LIBOR FLOATING RATE TENDER NOTES)**

	Bond Number	Maturity	Outstanding Principal Amount	Principal Amount to be Remarketed	CUSIP*
Subseries 2012G-4	12G-4 R-1	November 1, 2030	\$71,075,000	\$70,625,000	59261ANN3

NOTICE IS HEREBY GIVEN to the Owners of the Metropolitan Transportation Authority (the “Authority”) Transportation Revenue Variable Rate Refunding Bonds, Subseries 2012G-4 (LIBOR Floating Rate Tender Notes) (the “Subseries 2012G-4 Bonds”) referenced above that:

1. The Subseries 2012G-4 Bonds are subject to mandatory tender for purchase on November 1, 2022 (the “Mandatory Purchase Date”), pursuant to Section A-404 of Appendix A-3 to the Fifth Amended and Restated Certificate of Determination Relating to Metropolitan Transportation Authority Transportation Revenue Variable Rate Refunding Bonds, Series 2012G (the “Certificate of Determination”), dated as of February 3, 2020, due to the end of the initial Interest Rate Period. The Mandatory Purchase Date also constitutes a Mode Change Date within the meaning of the Certificate of Determination. Effective on the Mandatory Purchase Date, pursuant to and in accordance with Section A-403 of Appendix A-3 to the Certificate of Determination, the Subseries 2012G-4 Bonds will change Mode to bear interest in a Daily Mode.

2. The Purchase Price for the Subseries 2012G-4 Bonds shall be equal to one hundred percent (100%) of the principal amount thereof, such Owners shall have no right to retain the Subseries 2012G-4 Bonds after the Mandatory Purchase Date and such Owners shall be entitled to no further accrual of interest from and after such Mandatory Purchase Date. The Mandatory Purchase Date is also an Interest Payment Date for the Subseries 2012G-4 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 2012G-4 Bonds shall be entitled to receive the proceeds of such tender by delivering such Subseries 2012G-4 Bonds (with an appropriate transfer of registration form executed in blank) to the principal corporate trust office of The Bank of New York Mellon (the “Tender Agent”), located at 385 Rifle Camp Road, Garret Tower, Woodland Park, NJ 07424, Attention: Frederic Belen, Vice President.

* No representation is made as to the accuracy of the CUSIP number either as printed on the Subseries 2012G-4 Bonds or as set forth in this Notice of Mandatory Tender.

4. In order to receive payment on the Mandatory Purchase Date, such delivery must be made at any time at or prior to 12:00 p.m., New York City time, on the Mandatory Purchase Date. Owners of such Subseries 2012G-4 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 2012G-4 Bonds. The Purchase Price of such Subseries 2012G-4 Bonds shall be payable on the Mandatory Purchase Date by the Tender Agent by wire transfer to any Owner of such Subseries 2012G-4 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 2012G-4 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 2012G-4 Bonds. Pursuant to the Resolution, any Subseries 2012G-4 Bonds not tendered will be deemed tendered as of the Mandatory Purchase Date. The Owners of the Subseries 2012G-4 Bonds shall have no right to retain the Subseries 2012G-4 Bonds after the Mandatory Purchase Date and no further interest on the Subseries 2012G-4 Bonds will accrue from and after the Mandatory Purchase Date to such Owners.

5. In the event the remarketing proceeds are insufficient to pay the Purchase Price of all Outstanding Subseries 2012G-4 Bonds on the Mandatory Purchase Date, (1) no purchase shall be consummated on such Mandatory Purchase Date and the Tender Agent shall, after any applicable grace period, (a) return all tendered Subseries 2012G-4 Bonds to the registered owners thereof and (b) return all remarketing proceeds to the Remarketing Agent for return to the Persons providing such moneys; and (2) the Subseries 2012G-4 Bonds will bear interest at nine percent (9%) per annum during the period of time from and including the Mandatory Purchase Date to (but not including) the date that all such Subseries 2012G-4 Bonds are successfully remarketed.

6. Pursuant to Section A-208 of Appendix A-3 to the Certificate of Determination, in order for the New Mode to become effective, the following conditions have to be satisfied: (i) the Favorable Opinion of Bond Counsel dated the Mode Change Date; (ii) if required, unless a Tender Agency Agreement and Remarketing Agreement is effective, an executed copy of such Tender Agency Agreement and Remarketing Agreement; and (iii) a certificate of an authorized officer of the Tender Agent to the effect that all of the Subseries 2012G-4 Bonds tendered or deemed tendered, unless otherwise redeemed, have been purchased at a price at least equal to the Purchase Price thereof. In the event the conditions to the completion of the Mode Change cannot be satisfied on the Mandatory Purchase Date, the Mode Change will not take effect and the Subseries 2012G-4 Bonds will be subject to mandatory tender for purchase and the Mode applicable to the Subseries 2012G-4 Bonds will be automatically changed from a Term Rate Mode to a Daily Mode on the Mandatory Purchase Date (unless the Purchase Price of all of the Subseries 2012G-4 Bonds has not been paid, in which event the Subseries 2012G-4 Bonds shall remain in the Term Rate Mode and shall bear interest at the rate specified in the Certificate of Determination until such Purchase Price has been paid).

7. The Authority may rescind any election by it to change the Mode prior to the Mode Change Date by giving written notice thereof to the Notice Parties prior to 10:00 a.m., New York City time, on the Business Day preceding the Mode Change Date, however, such date shall continue to be a Mandatory Purchase Date.

8. With respect to any Subseries 2012G-4 Bonds held in book-entry-only form, delivery of the Subseries 2012G-4 Bonds to the Tender Agent in connection with the mandatory tender for purchase will be effected by the making of, or the irrevocable authorization to make, appropriate entries on the books of DTC or any DTC participant to reflect the transfer of the beneficial ownership interest in such Subseries 2012G-4 Bond to the account of the Tender Agent, or to the account of a DTC participant acting on behalf of the Tender Agent.

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

DATED this 17th day of October, 2022.

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 Subseries 2012G-4 Bonds for payment.