

MANDATORY TENDER NOTICE

METROPOLITAN TRANSPORTATION AUTHORITY TRANSPORTATION REVENUE VARIABLE RATE REFUNDING BONDS, SUBSERIES 2002D-2a (FLOATING RATE TENDER NOTES)

NOTICE IS HEREBY GIVEN to The Bank of New York Mellon, as Trustee and Tender Agent (the "Tender Agent") for the Metropolitan Transportation Authority's (the "Authority") Transportation Revenue Variable Rate Refunding Bonds, Subseries 2002D-2a (Floating Rate Tender Notes) (the "Subseries 2002D-2a Bonds"), pursuant to Section A-406(e) of Appendix A to the Certificate of Determination Relating to Transportation Revenue Refunding Bonds, Series 2002D of the Metropolitan Transportation Authority, dated May 30, 2002, as amended on May 25, 2011 and May 27, 2014 (the "Certificate of Determination"), delivered pursuant to the General Resolution Authorizing Transportation Revenue Obligations adopted by the Board of the Authority on March 26, 2002 (the "Bond Resolution" or the "General Resolution"), as supplemented and amended to the date hereof, including as supplemented by the Multiple Restructuring Series Transportation Revenue Bond Supplemental Resolution, adopted by the Board of the Authority on March 26, 2002 (the "Supplemental Resolution" and, together with the Bond Resolution, the "Resolution"), that the Subseries 2002D-2a Bonds are subject to mandatory tender for purchase on April 6, 2017 (the "Mandatory Purchase Date") pursuant to Section A-404 of Appendix A to the Certificate of Determination. On the Mandatory Purchase Date, the Subseries 2002D-2a Bonds will bear interest in a new Term Rate Mode. Such purchase shall be conditioned upon there being sufficient money on the Mandatory Purchase Date to purchase all of the Subseries 2002D-2a Bonds at a purchase price equal to 100% of the principal amount thereof.

The Authority hereby directs the Trustee to deliver to the Owners of the Subseries 2002D-2a Bonds and the Notice Parties as soon as practicable, but not later than March 22, 2017, a Notice of Mandatory Tender in the form attached hereto as Exhibit A. Such notice shall be given to the Owners by first class mail at the respective addresses shown on the registry books. Any notice mailed as herein provided (including via electronic mail) shall be conclusively presumed to have been duly given, whether or not the Owner receives such notice, and the failure of such Owner to receive any such notice shall not affect the validity of the actions described therein.

Defined terms used in this notice and not otherwise defined shall have the respective meanings ascribed to them in the Certificate of Determination.

March 17, 2017

**METROPOLITAN TRANSPORTATION
AUTHORITY**

By: _____



Patrick J. McCoy
Director, Finance

A blue ink signature, likely of Patrick J. McCoy, written over the redacted area and extending to the right.

**NOTICE OF MANDATORY TENDER
ON APRIL 6, 2017
TO OWNERS OF
METROPOLITAN TRANSPORTATION AUTHORITY
TRANSPORTATION REVENUE VARIABLE RATE REFUNDING BONDS,
SUBSERIES 2002D-2a (FLOATING RATE TENDER NOTES)**

	<u>Bond Number</u>	<u>Maturity</u>	<u>Outstanding Principal Amount</u>	<u>CUSIP*</u>
Subseries 2002D-2a	02D-2a R-1	November 1, 2032	\$100,000,000	59259YX61

NOTICE IS HEREBY GIVEN to the Owners of the Metropolitan Transportation Authority's Transportation Revenue Variable Rate Refunding Bonds described above (the "Subseries 2002D-2a Bonds") that:

1. The Subseries 2002D-2a Bonds are subject to mandatory tender for purchase at the option of the Metropolitan Transportation Authority (the "Authority") on April 6, 2017 (the "Mandatory Purchase Date"), pursuant to Section A-404 of Appendix A to the Certificate of Determination Relating to Transportation Revenue Refunding Bonds, Series 2002D of the Metropolitan Transportation Authority, dated May 30, 2002, as amended on May 25, 2011 and May 27, 2014 (the "Certificate of Determination").

2. The Purchase Price for the Subseries 2002D-2a Bonds shall be equal to one hundred percent (100%) of the principal amount thereof, such Owners shall have no right to retain the Subseries 2002D-2a 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. Such purchase shall be conditioned upon there being sufficient money on the Mandatory Purchase Date to purchase all of the Subseries 2002D-2a 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-2a 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-2a 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-2a 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") executed in blank by the Owner thereof (the Tender Agent not to accept delivery of any such Subseries 2002D-2a 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 101 Barclay Street, Floor 7-W, New York, New York 10286, Attention: Frederic Belen, Vice President.

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 2002D-2a 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

* No representation is made as to the accuracy of the CUSIP number either as printed on the Subseries 2002D-2a Bonds or as set forth in this Notice of Mandatory 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-2a Bonds. The Purchase Price of such Subseries 2002D-2a 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-2a 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-2a 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-2a Bonds. Pursuant to the Resolution, any Subseries 2002D-2a Bonds not tendered will be deemed tendered as of the Mandatory Purchase Date.

5. With respect to any Subseries 2002D-2a Bonds held in book-entry-only form, delivery of the Subseries 2002D-2a 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 2002D-2a Bond to the account of the Tender Agent, or to the account of a DTC participant acting on behalf of the Tender Agent.

6. In the event of non-delivery of any Subseries 2002D-2a Bond to be purchased, the Tender Agent will segregate and hold uninvested the moneys for the Purchase Price of such Subseries 2002D-2a Bonds in trust, without liability for interest thereon, for the benefit of the former owners of such Subseries 2002D-2a Bonds, who will, except as provided in the following sentence, thereafter be restricted exclusively to such moneys for the satisfaction of any claim for the Purchase Price of such Subseries 2002D-2a Bonds. Any moneys which the Tender Agent will segregate and hold in trust for the payment of the Purchase Price of any Subseries 2002D-2a Bond and remaining unclaimed for two (2) years after the date of purchase shall, to the extent permitted by law, upon request in writing by the Authority and the furnishing of security or indemnity to the Tender Agent's satisfaction, be paid to the Authority free of any trust or lien and thereafter the former owner of such Subseries 2002D-2a Bond shall look only to the Authority and then only to the extent of the amounts so received by the Authority without any interest thereon and the Tender Agent shall have no further responsibility with respect to such moneys or payment of the Purchase Price of such Subseries 2002D-2a Bonds.

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

DATED this ___th day of March, 2017.

**METROPOLITAN TRANSPORTATION
AUTHORITY**

By: THE BANK OF NEW YORK MELLON, as Trustee

Withholding of 28% 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: Assured Guaranty Municipal Corp. (formerly
known as Financial Security Assurance Inc.)
1633 Broadway
New York, New York 10019

S&P Global Ratings
55 Water Street
New York, New York 10041
Attn: Structured Public Finance
Telephone: (212) 438-2000
pubfin_structured@standardandpoors.com

Moody's Investors Service Inc.
7 World Trade Center at 250 Greenwich Street
New York, New York 10007
Telephone: (212) 553-0300
MSPGSurveillance@moodys.com

Fitch Ratings, Inc.
One State Street Plaza
New York, New York 10004
Telephone: (212) 908-0500
pubfinsurv@fitchratings.com

Kroll Bond Rating Agency Inc.
845 Third Avenue
New York, New York 10022
Telephone: (212) 702-0707