

**FINAL NOTICE OF ACCEPTANCE**

**RELATING TO THE  
INVITATION TO TENDER BONDS DATED APRIL 22, 2024  
made by  
METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY  
to the Bondowners described herein of  
all or any portion of the maturities listed herein of**

**Sales Tax Revenue Bonds  
(Third Indenture Series),  
Series 2015B**

**Sales Tax Revenue Bonds  
(Third Indenture Series),  
Refunding Series 2015C**

**Sales Tax Revenue Bonds  
(Third Indenture Series),  
Refunding Series 2016B**

**Sales Tax Revenue Bonds,  
Refunding Series 2017C**

**Sales Tax Revenue Bonds,  
Federally Taxable Refunding Series 2020B**

**Sales Tax Revenue Bonds,  
Federally Taxable Refunding Series 2021D  
(Green Bonds)**

**(BASE CUSIP: 591745)**

*The purpose of this Final Notice of Acceptance dated May 8, 2024 is to provide notice of final acceptance for purchase of certain Target Bonds. All terms used herein and not otherwise defined are used as defined in the Invitation (hereinafter defined).*

Pursuant to the Invitation to Tender Bonds dated April 22, 2024, as amended and supplemented by the Pricing Notice dated April 29, 2024, the Preliminary Notice of Acceptance dated May 7, 2024, and the Notice of Taxable Target Bonds Offer Purchase Prices dated May 8, 2024 (as it may be further amended or supplemented, the “**Invitation**”), the Metropolitan Atlanta Rapid Transit Authority (the “**Authority**”) invited Bondowners to tender Target Bonds for cash at the applicable: (i) for the Tax-Exempt Target Bonds, Offer Purchase Prices set forth in the Pricing Notice and (ii) for the Taxable Target Bonds, Offer Purchase Prices based on the Fixed Spreads set forth in the Pricing Notice to be added to the yields on certain benchmark United States Treasury Securities also set forth in the Pricing Notice, plus, for both (i) and (ii), Accrued Interest on the Target Bonds tendered for purchase to but not including the Settlement Date.

The Tender Offer expired at 5:00 p.m., New York City time, on May 6, 2024. The Offer Purchase Prices for the Taxable Target Bonds were determined at approximately 10:00 a.m., New York City time, on May 8, 2024.

Pursuant to and subject to the terms of the Invitation, the principal amounts and Offer Purchase Prices of the Target Bonds for each maturity and corresponding CUSIP that the Authority is accepting for purchase are set forth in Attachment A hereto.

The Invitation is available through the Information Services at: (i) the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at <http://emma.msrb.org>, using the CUSIP numbers for the Target Bonds, and (ii) the website of the Information Agent and Tender Agent at <https://www.globic.com/marta>.

Any questions are to be directed to the Information Agent and Tender Agent at (212) 227-9622.

May 8, 2024

**Attachment A**

**TAX-EXEMPT TARGET BONDS**

The tables below list the principal amount of the Tax-Exempt Target Bonds of each maturity and corresponding CUSIP that has been accepted for purchase by the Authority.

**Metropolitan Atlanta Rapid Transit Authority  
Sales Tax Revenue Bonds (Third Indenture Series), Series 2015B**

<b>CUSIP<sup>(1)</sup> (Base No. 591745)</b>	<b>Maturity Date (July 1)</b>	<b>Interest Rate (%)</b>	<b>Outstanding Principal Amount</b>	<b>Maximum Principal Amount That May Be Accepted for Purchase</b>	<b>Principal Amount Accepted for Purchase</b>	<b>Offer Purchase Price</b>
W83	2041	5.000	\$ 6,265,000	\$ 6,265,000	\$ 5,265,000	104.351
W91	2042	5.000	7,615,000	7,615,000	3,290,000	104.248
X25	2043	5.000	11,460,000	11,460,000	1,740,000	104.146
X33	2044	5.000	10,110,000	10,110,000	8,525,000	104.146
X41	2045	5.000	28,850,000	28,850,000	20,010,000	103.605
<b>TOTAL</b>			<b>\$64,300,000</b>	<b>\$64,300,000</b>	<b>\$38,830,000</b>	

**Metropolitan Atlanta Rapid Transit Authority  
Sales Tax Revenue Bonds (Third Indenture Series), Refunding Series 2015C**

<b>CUSIP<sup>(1)</sup> (Base No. 591745)</b>	<b>Maturity Date (July 1)</b>	<b>Interest Rate (%)</b>	<b>Outstanding Principal Amount</b>	<b>Maximum Principal Amount That May Be Accepted for Purchase</b>	<b>Principal Amount Accepted for Purchase</b>	<b>Offer Purchase Price</b>
X74	2028	5.000	\$23,795,000	\$23,795,000	\$10,515,000	104.867
X82	2029	5.000	24,945,000	24,945,000	9,635,000	104.867
<b>TOTAL</b>			<b>\$48,740,000</b>	<b>\$48,740,000</b>	<b>\$20,150,000</b>	

**Metropolitan Atlanta Rapid Transit Authority  
Sales Tax Revenue Bonds (Third Indenture Series), Refunding Series 2016B**

<b>CUSIP<sup>(1)</sup> (Base No. 591745)</b>	<b>Maturity Date (July 1)</b>	<b>Interest Rate (%)</b>	<b>Outstanding Principal Amount</b>	<b>Maximum Principal Amount That May Be Accepted for Purchase</b>	<b>Principal Amount Accepted for Purchase</b>	<b>Offer Purchase Price</b>
X90	2030	5.000	\$25,515,000	\$25,515,000	\$19,750,000	104.867
Y24	2031	5.000	26,750,000	26,750,000	21,135,000	104.867
Y32	2032	5.000	28,040,000	28,040,000	21,535,000	104.867
Y73	2036	5.000	34,080,000	34,080,000	34,080,000	104.867
<b>TOTAL</b>			<b>\$114,385,000</b>	<b>\$114,385,000</b>	<b>\$96,500,000</b>	

**Metropolitan Atlanta Rapid Transit Authority  
Sales Tax Revenue Bonds, Refunding Series 2017C**

<b>CUSIP<sup>(1)</sup> (Base No. 591745)</b>	<b>Maturity Date (July 1)</b>	<b>Interest Rate (%)</b>	<b>Outstanding Principal Amount</b>	<b>Maximum Principal Amount That May Be Accepted for Purchase</b>	<b>Principal Amount Accepted for Purchase</b>	<b>Offer Purchase Price</b>
3E2	2033	4.000	\$15,835,000	\$15,835,000	\$15,835,000	103.436
3F9	2034	4.000	16,465,000	16,465,000	16,465,000	103.288
<b>TOTAL</b>			<b>\$32,300,000</b>	<b>\$32,300,000</b>	<b>\$32,300,000</b>	

1 CUSIP is a registered trademark of FactSet. CUSIP data herein is provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc. The CUSIP numbers are being provided solely for the convenience of the owners of the Target Bonds and the Authority is not responsible for the selection or correctness of the CUSIP numbers printed herein and does not make any representation with respect to such numbers or undertake any responsibility for their accuracy.

## TAXABLE TARGET BONDS

The tables below list the principal amount of the Taxable Target Bonds of each maturity and corresponding CUSIP that has been accepted for purchase by the Authority.

### Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Federally Taxable Refunding Series 2020B

CUSIP <sup>(1)</sup> (Base No. 591745)	Maturity Date (July 1)	Average Life Date <sup>(2)</sup>	Interest Rate (%)	Outstanding Principal Amount	Maximum Principal Amount That May Be Accepted for Purchase	Principal Amount Accepted for Purchase	Offer Purchase Price
6P4	2025	N/A	0.730	\$ 1,780,000	\$ 1,780,000	-	--
6Q2	2026	N/A	0.990	9,725,000	9,725,000	-	--
6R0	2027	N/A	1.140	960,000	960,000	-	--
6S8	2028	N/A	1.360	1,575,000	1,575,000	-	--
6T6	2029	N/A	1.510	705,000	705,000	\$ 100,000	87.551
6U3	2030	N/A	1.660	1,120,000	1,120,000	1,120,000	86.006
6V1	2031	N/A	1.860	14,905,000	14,905,000	2,975,000	84.979
6W9	2032	N/A	1.960	17,720,000	17,720,000	-	--
6X7	2033	N/A	2.060	14,100,000	14,100,000	2,000,000	82.339
6Y5	2034	N/A	2.180	20,525,000	20,525,000	3,000,000	81.407
6Z2	2035	N/A	2.360	17,970,000	17,970,000	-	--
7A6	2036	N/A	2.410	18,855,000	18,855,000	8,550,000	79.371
7B4	2037	N/A	2.510	9,430,000	9,430,000	-	--
7C2	2038	N/A	2.650	9,670,000	9,670,000	-	--
7E8	2040	N/A	2.680	92,585,000	92,585,000	6,495,000	76.232
<b>TOTAL</b>				<b>\$231,625,000</b>	<b>\$231,625,000</b>	<b>\$24,240,000</b>	

### Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Federally Taxable Refunding Series 2021D (Green Bonds)

CUSIP <sup>(1)</sup> (Base No. 591745)	Maturity Date (July 1)	Average Life Date <sup>(2)</sup>	Interest Rate (%)	Outstanding Principal Amount	Maximum Principal Amount That May Be Accepted for Purchase	Principal Amount Accepted for Purchase	Offer Purchase Price
8G2	2025	N/A	1.315	\$ 5,820,000	\$ 4,290,000	\$2,455,000	96.400
7R9	2026	N/A	1.515	7,125,000	5,575,000	1,695,000	94.184
7S7	2027	N/A	1.646	3,785,000	2,210,000	-	--
7T5	2028	N/A	1.746	10,170,000	8,565,000	1,195,000	90.840
7U2	2029	N/A	1.911	3,850,000	3,125,000	-	--
7V0	2030	N/A	2.011	9,610,000	7,895,000	-	--
7W8	2031	N/A	2.111	8,810,000	7,040,000	3,200,000	86.500
7X6	2032	N/A	2.211	9,915,000	8,305,000	2,325,000	85.278
7Y4	2033	N/A	2.411	4,930,000	3,080,000	3,080,000	84.945
7Z1	2034	N/A	2.561	5,035,000	3,140,000	3,140,000	84.402
8A5	2035	N/A	2.641	8,720,000	6,775,000	10,000	83.199
8B3	2036	N/A	2.741	7,355,000	5,360,000	515,000	82.326
8C1	2045	02/04/2043	2.981	123,150,000	105,415,000	-	--
<b>TOTAL</b>				<b>\$208,275,000</b>	<b>\$170,775,000</b>	<b>\$17,615,000</b>	

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2 Average life date is shown for the Taxable Target Term Bonds only. The Taxable Target Term Bonds will be priced to their average life date.