

**AMENDED NOTICE OF FINAL ACCEPTANCE**

**RELATING TO THE  
INVITATION TO TENDER BONDS DATED JANUARY 17, 2024**

*made by*

**THE COMMONWEALTH OF MASSACHUSETTS**

*to the Holders of*

**THE COMMONWEALTH OF MASSACHUSETTS**

**General Obligation Refunding Bonds, 2019 Series D (Federally Taxable)**

**General Obligation Refunding Bonds, 2020 Series C (Federally Taxable)**

**General Obligation Refunding Bonds, 2020 Series E (Federally Taxable)**

*of the maturities and corresponding CUSIPs listed in Table 1 of the Tender Offer for a cash price*

*This amended Notice of Final Acceptance restates the principal amount tendered for purchase and purchased amount of General Obligation Refunding Bonds, 2019 Series D (Federally Taxable) maturing on September 1, 2039 (CUSIP 57582RYN0).*

Pursuant to the Invitation to Tender Bonds dated January 17, 2024 as amended and supplemented by the Notice of Amendment and Pricing Notice dated January 25, 2024 and the Second Notice of Amendment dated January 30, 2024 (including the cover page, inside cover pages and Appendices, the “**Tender Offer**”), The Commonwealth of Massachusetts (the “**Commonwealth**”) invited Bondholders to tender Target Bonds for cash at the applicable purchase price (the “**Purchase Price**”) based on a fixed spread (“**Fixed Spread**”) to be added to the yields on certain benchmark United States Treasury Securities (“**Benchmark Treasury Securities**”), plus Accrued Interest on the Target Bonds tendered for purchase to but not including the Settlement Date. All terms used herein and not otherwise defined herein are defined in the Tender Offer.

The Tender Offer expired at 5:00 p.m., Eastern time, on February 2, 2024. The Purchase Prices for the Target Bonds of each CUSIP were determined at approximately 10:00 a.m., Eastern time, on February 7, 2024.

Pursuant to and subject to the terms of the Tender Offer, the principal amounts of Target Bonds of each CUSIP that the Commonwealth is accepting for purchase are set forth on the next page. All of the Target Bonds set forth as tendered for purchase in the Notice of Preliminary Acceptance, dated February 5, 2024, have been accepted for purchase by the Commonwealth.

The Tender Offer, including the Preliminary Official Statement relating to the Commonwealth’s General Obligation Refunding Bonds, 2024 Series B, the proceeds of which will be used to purchase the tendered Target Bonds, if such Target Bonds are purchased, including all amendments thereto are available: (i) at the Municipal Securities Rulemaking Board through its EMMA website, currently located at <http://emma.msrb.org>, using the CUSIP numbers for the Target Bonds, and (ii) on the website of the Information Agent and Tender Agent at <https://www.globic.com/mass>.

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

February 16, 2024

The table below provides a listing of the respective principal amount of the Target Bonds of each CUSIP that have been accepted for purchase by the Commonwealth.

Series	CUSIP <sup>1</sup>	Maturity Date	Interest Rate	Outstanding Principal Amount	Maximum Principal Amount that May be Accepted for Purchase	Principal Amount Tendered for Purchase	Purchased Amount	Purchase Price <sup>2</sup>
2019D <sup>3</sup>	57582RYN0	9/1/2039	2.663%	\$432,710,000.00	\$432,710,000.00	\$145,548,220.91	\$145,548,220.91	84.369
2019D	57582RYP5	9/1/2043	2.813%	402,880,000.00	402,880,000.00	180,105,000.00.00	180,105,000.00	76.503
2020C	57582RF92	7/1/2034	1.929%	40,435,000.00	36,150,000.00	445,000.00	445,000.00	79.968
2020C	57582RG26	7/1/2035	2.029%	55,535,000.00	49,650,000.00	25,370,000.00	25,370,000.00	78.817
2020C	57582RG34	7/1/2041	2.514%	302,905,000.00	270,805,000.00	151,320,000.00	151,320,000.00	78.122
2020E	57582RL53	11/1/2030	1.520%	24,400,000.00	15,220,000.00	16,400,000.00	15,220,000.00	85.511
2020E	57582RL61	11/1/2031	1.670%	34,060,000.00	21,240,000.00	15,610,000.00	15,610,000.00	84.054
2020E	57582RL79	11/1/2032	1.770%	23,720,000.00	14,790,000.00	5,960,000.00	5,960,000.00	82.242
2020E	57582RL87	11/1/2033	1.870%	58,050,000.00	36,205,000.00	12,670,000.00	12,670,000.00	81.028
2020E	57582RL95	11/1/2034	1.970%	16,770,000.00	10,460,000.00	9,955,000.00	9,955,000.00	79.735
<b>Total</b>						<b>\$563,383,220.91</b>	<b>\$562,203,220.91</b>	

<sup>1</sup>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 Commonwealth 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.

<sup>2</sup>The Target Term Bonds (as defined in the Tender Offer) are priced to their respective average life dates as detailed in the Notice of Purchase Prices dated February 7, 2024.

<sup>3</sup>The Series 2019D Bonds maturing on September 1, 2039 are factor bonds. The outstanding amount of \$432,710,000 is the current value of the bonds, with an approximate factor of 0.979991 as of February 14, 2024. The “Principal Amount Tendered for Purchase” and the “Purchased Amount” have been revised to reflect the current value of the bond tendered. The original principal amount of bonds tendered was \$148,520,000 which, factored at approximately 0.979991, has a current value of \$145,548,220.91.