

NOTICE OF FINAL ACCEPTANCE

relating to the
Invitation to Offer Bonds for Purchase, dated January 10, 2024
made by

NEW YORK STATE THRUWAY AUTHORITY

to the Beneficial Owners of

NEW YORK STATE THRUWAY AUTHORITY
GENERAL REVENUE BONDS,
Series M (Federally Taxable)

BASE CUSIP: 650009

Pursuant to the Invitation to Offer Bonds for Purchase, dated January 10, 2024 (the “**Invitation**”), including the Preliminary Official Statement, dated January 10, 2024, for the New York State Thruway Authority (the “**Authority**”) General Revenue Bonds, Series P, attached thereto as Appendix A, the Authority invited Holders of the Authority’s General Revenue Bonds, Series M (Federally Taxable) listed on page (ii) hereof (the “**Target Bonds**”) the opportunity to sell all or a portion of their Target Bonds to the Authority for cash purchase by the Authority, subject to the terms and conditions described therein.

All capitalized terms used herein and not otherwise defined have the meanings given to such terms in the Invitation.

The Invitation expired at 5:00 p.m., Eastern time, on Friday, January 26, 2024. The Purchase Prices for the Target Bonds of each CUSIP were determined at approximately 10:00 a.m., Eastern time, on January 30, 2024.

Pursuant to and subject to the terms of the Invitation, the principal amounts of Target Bonds of each CUSIP that the Authority is accepting for purchase (each such principal amount, a “**Purchased Amount**”) and the Purchase Spread and Purchase Price for the Target Bonds of each such CUSIP are set forth on page (ii). **All of the Target Bonds set forth as preliminarily accepted for purchase in the Notice of Preliminary Acceptance, dated January 29, 2024, have been accepted for purchase by the Authority.**

The Settlement Date is the day on which Target Bonds tendered for purchase and accepted by the Authority will be purchased for cash. ***The Settlement Date is expected to be February 15, 2024, unless extended, and is subject to the conditions set forth in the Invitation.*** The Authority may change the Settlement Date by giving notice as described in the Invitation.

Any questions can be directed to the Information Agent and Tender Agent, Globic Advisors, at 212-227-9622, Attention: Robert Stevens, rstevens@globic.com or the Dealer Manager, J.P. Morgan Securities LLC, at 212-834-3261, Attention: Debt Capital Markets, public_finance_dcm@jpmorgan.com.

**NEW YORK STATE THRUWAY AUTHORITY
GENERAL REVENUE BONDS, SERIES M (Federally Taxable)**

BASE CUSIP: 650009

The tables below provide a listing of the respective principal amount of the Target Bonds of each CUSIP that have been *accepted* for purchase by the Authority.

Maturity Date (January 1)	CUSIP Suffix*	Interest Rate	Purchase Spread†	Purchase Price‡	Principal Amount Offered	Purchased Amount	Principal Amount Rejected
2025	R96	2.256%	120	98.071	\$ 9,780,000	\$ 8,780,000	\$ 1,000,000
2026	S20	2.406	80	96.932	2,120,000	2,120,000	-
2027	S38	2.500	100	95.729	10,920,000	10,920,000	-
2028	S46	2.550	95	95.120	2,610,000	2,610,000	-
2035	S53	2.900	25	89.370	205,625,000	199,625,000	6,000,000
2042	S61	3.500	32.2	86.964	128,975,000	104,520,000	24,455,000
TOTAL					\$360,030,000	\$328,575,000	\$31,455,000

The allocation of the final Purchased Amount of each of the term bonds maturing in 2035 (CUSIP 650009S53) and 2042 (CUSIP 650009S61) to each of their respective sinking fund redemption requirements is shown below:

Term Bond Maturity Date (January 1)	CUSIP Suffix*	Sinking Fund Redemption or Maturity Date (January 1)	Outstanding Sinking Fund Redemption Requirements	Application of Purchased Amounts to Sinking Fund Requirements	Remaining Sinking Fund Requirements
2035	S53	2031	\$ 42,800,000	\$ 42,800,000	\$ -
		2032	46,175,000	46,175,000	-
		2033	92,095,000	55,325,000	36,770,000
		2034	96,725,000	55,325,000	41,400,000
		2035	<u>102,235,000</u>	-	<u>102,235,000</u>
TOTAL			\$380,030,000	\$199,625,000	\$180,405,000
2042	S61	2036	\$ 43,050,000	\$ 43,050,000	\$ -
		2037	44,550,000	44,550,000	-
		2038	48,005,000	16,920,000	31,085,000
		2039	49,610,000	-	49,610,000
		2040	51,240,000	-	51,240,000
		2041	52,950,000	-	52,950,000
		2042	<u>54,690,000</u>	-	<u>54,690,000</u>
TOTAL			\$344,095,000	\$104,520,000	\$239,575,000

* CUSIP is a registered trademark of the American Bankers Association. CUSIP information herein is provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc. This information is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP numbers are provided for convenience of reference only. None of the Authority, the Dealer Managers, or the Information Agent and Tender Agent nor their respective agents or counsel assumes responsibility for the accuracy of such numbers.

† All offers received at or above the Purchase Spread have been accepted.

‡ Purchase Price in \$ per \$100 principal amount.

January 31, 2024