

EXISTING ISSUES REOFFERED

On each date of original issuance of the Reoffered Bonds, Sidley Austin Brown & Wood LLP, as Bond Counsel to the Authority, delivered its opinion that interest on the respective subseries of the Reoffered Bonds would be exempt from personal income taxes imposed by the State of New York (the “State”) or any political subdivision thereof, including The City of New York (the “City”), and assuming continuing compliance with the provisions of the Internal Revenue Code of 1986, as amended, interest on the respective subseries of the Reoffered Bonds would not be includable in the gross income of the owners thereof for federal income tax purposes. In connection with the reoffering, Norton Rose Fulbright US LLP and Bryant Rabbino LLP, Co-Bond Counsel to the Authority, will deliver their respective opinions that the conversion to fixed rates to maturity of the interest rate on the Reoffered Bonds will not in and of itself adversely affect the exclusion of interest on the Reoffered Bonds from gross income for purposes of federal income taxation. See “SECTION III: TAX MATTERS” herein for further information.



\$108,185,000

**New York City Transitional Finance Authority
New York City Recovery Bonds**

\$54,790,000 Fiscal 2020 Series 1

\$53,395,000 Fiscal 2020 Series 2

Conversion Date: January 9, 2020

Due: As shown on inside cover page

The New York City Transitional Finance Authority (the “Authority”) issued its New York City Recovery Bonds, Fiscal 2003 Series 2, Subseries 2A, Subseries 2B and Subseries 2E (collectively, the “Subseries 2 Bonds”) on September 10, 2002 and its New York City Recovery Bonds, Fiscal 2003 Series 3, Subseries 3C and Subseries 3D (collectively, the “Subseries 3 Bonds”) on October 1, 2002, all pursuant to the New York City Transitional Finance Authority Act, as amended (the “Act”), and an Indenture, dated as of October 1, 1997, as supplemented and as amended and restated by an Amended and Restated Original Indenture, as later restated April 12, 2019 (as supplemented, the “Indenture”), by and between the Authority and The Bank of New York Mellon, New York, New York, as successor trustee (the “Trustee”). On January 9, 2020 (the “Conversion Date”), the Subseries 2 Bonds and the Subseries 3 Bonds will be converted to bear interest at fixed rates to maturity, reoffered as serial bonds with maturity dates of November 1 in the years shown on the inside cover page, reoffered as Post-07 S-1 Parity Debt and redesignated as Fiscal 2020 Series 1 Bonds and Fiscal 2020 Series 2 Bonds (collectively, the “Reoffered Bonds”).

From the respective dates of issuances of the Subseries 2 Bonds and the Subseries 3 Bonds through the Conversion Date, payment of the purchase price of the Subseries 2 Bonds and the Subseries 3 Bonds tendered for purchase has been and will be provided for pursuant to separate standby bond purchase agreements. Effective on the Conversion Date, such standby bond purchase agreements will be cancelled, the Reoffered Bonds will not be subject to tender for purchase by the owners thereof, and the former standby bond purchase agreement provider will have no liability with respect to the Reoffered Bonds.

The Authority issued its \$1,150,000,000 Future Tax Secured Subordinate Bonds, Fiscal 2020 Series B (the “2020 Series B Bonds”) and reoffered its \$29,555,000 Future Tax Secured Subordinate Bonds, Fiscal 2003 Series C, Subseries C-3 (the “2003 Subseries C-3 Bonds”) on December 19, 2019. The 2020 Series B Bonds and the 2003 Subseries C-3 Bonds were offered by separate offering circulars.

The Reoffered Bonds constitute Parity Debt. Interest on and principal of the Reoffered Bonds, following their reoffering as Post-07 S-1 Parity Debt, are payable from Tax Revenues of the Authority subordinate to Senior Debt Service and operating expenses of the Authority and on a parity with the Authority’s other Recovery Obligations and other Subordinate Bonds issued on a parity with the Authority’s Recovery Obligations. See “SECTION II: SOURCES OF PAYMENT AND SECURITY FOR THE FUTURE TAX SECURED BONDS” referenced in “SECTION I: INCLUSION BY SPECIFIC REFERENCE” herein. Provided the statutory and contractual conditions are met, other Series of Bonds senior to or on a parity with the Reoffered Bonds may be issued. See “SECTION V: THE AUTHORITY—Other Authority Obligations” referenced in “SECTION I: INCLUSION BY SPECIFIC REFERENCE” herein.

Pursuant to the Act, the Reoffered Bonds are payable from the Tax Revenues of the Authority derived from collections of personal income taxes and of sales and compensating use taxes imposed by the City. Such taxes are imposed pursuant to statutes enacted by the State. See “SECTION II: SOURCES OF PAYMENT AND SECURITY FOR THE FUTURE TAX SECURED BONDS” referenced in “SECTION I: INCLUSION BY SPECIFIC REFERENCE” herein.

The Reoffered Bonds will be in fully registered form, registered in the name of Cede & Co. as nominee for The Depository Trust Company (“DTC”). Purchasers will not receive physical delivery of the Reoffered Bonds. Principal and interest will be payable to DTC by the Trustee. Disbursement of such payments to DTC Participants is the responsibility of DTC, and disbursements to the owners of the Reoffered Bonds are the responsibility of the DTC Participants. See “SECTION IV: THE SERIES B BONDS—Book-Entry Only System” referenced in “SECTION I: INCLUSION BY SPECIFIC REFERENCE” herein.

Purchases of the Reoffered Bonds will be made in book-entry form in denominations of \$5,000 and integral multiples thereof. Interest on the Reoffered Bonds accrues from the Conversion Date, and is payable on each May 1 and November 1, commencing May 1, 2020.

The Reoffered Bonds are not subject to redemption or mandatory tender prior to maturity.

THE REOFFERED BONDS ARE PAYABLE SOLELY FROM AND SECURED BY A SUBORDINATE LIEN ON TAX REVENUES OF THE AUTHORITY AND CERTAIN ACCOUNTS HELD BY THE TRUSTEE. THE REOFFERED BONDS ARE NOT A DEBT OF EITHER THE STATE OR THE CITY, AND NEITHER THE STATE NOR THE CITY SHALL BE LIABLE THEREON, NOR SHALL THE REOFFERED BONDS BE PAYABLE OUT OF ANY FUNDS OTHER THAN TAX REVENUES OF THE AUTHORITY AND CERTAIN ACCOUNTS HELD BY THE TRUSTEE.

The Reoffered Bonds are being reoffered by public letting on the basis of electronic competitive bids in accordance with a Notice of Sale, dated December 18, 2019. In connection with the conversion to fixed rates to maturity of the interest rate and other modifications of the Reoffered Bonds, certain legal matters will be passed upon by Norton Rose Fulbright US LLP, New York, New York, and Bryant Rabbino LLP, New York, New York, Co-Bond Counsel to the Authority. Certain legal matters will be passed upon for the Authority by the New York City Corporation Counsel. Certain legal matters will be passed upon for the Initial Purchaser of the Reoffered Bonds by its co-counsel, Hawkins Delafield & Wood LLP, New York, New York, and Pearlman & Miranda LLC, New York, New York. It is expected that the Reoffered Bonds will be available for delivery in New York, New York on the Conversion Date, which is expected to be January 9, 2020.

\$108,185,000
New York City Transitional Finance Authority
New York City Recovery Bonds

\$54,790,000 Fiscal 2020 Series 1

Base CUSIP⁽¹⁾: 64971X

| Due November 1, | Principal Amount | Interest Rate | Yield | CUSIP⁽¹⁾ Suffix |
|----------------------------|-----------------------------|--------------------------|--------------|---------------------------------------|
| 2020 | \$17,360,000 | 5% | 0.85% | NY0 |
| 2021 | 18,295,000 | 5 | 0.90 | NZ7 |
| 2022 | 19,135,000 | 5 | 0.95 | PA0 |

\$53,395,000 Fiscal 2020 Series 2

Base CUSIP⁽¹⁾: 64971X

| Due November 1, | Principal Amount | Interest Rate | Yield | CUSIP⁽¹⁾ Suffix |
|----------------------------|-----------------------------|--------------------------|--------------|---------------------------------------|
| 2020 | \$16,990,000 | 5% | 0.85% | PB8 |
| 2021 | 17,735,000 | 5 | 0.90 | PC6 |
| 2022 | 18,670,000 | 5 | 0.95 | PD4 |

⁽¹⁾ Copyright, American Bankers Association (“ABA”). CUSIP data herein are provided by CUSIP Global Services (“CGS”), operated on behalf of the ABA by S&P Global Market Intelligence, a division of S&P Global Inc. Such data are not intended to create a database and does not serve in any way as a substitute for the CGS database. The CUSIP numbers listed above have been assigned by an independent company not affiliated with the Authority and are being provided solely for the convenience of Bondholders only at the time of reoffering of the Reoffered Bonds, and neither the Authority nor the Initial Purchaser makes any representation with respect to such numbers or undertake any responsibility for their accuracy now or at any time in the future. The CUSIP number for a specific maturity is subject to being changed after the reoffering of the Reoffered Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Reoffered Bonds.

THE REOFFERED BONDS ARE BEING REOFFERED AS MULTI-MODAL BONDS IN THE FIXED RATE MODE. THE REOFFERED BONDS ARE NOT SUBJECT TO FURTHER CONVERSION PRIOR TO MATURITY.

Certain information in this Reoffering Circular has been provided by the City and other sources considered by the Authority to be reliable. All estimates and assumptions contained herein are believed to be reliable, but no representation is made that such estimates or assumptions are correct or will be realized. No dealer, broker, salesperson or other person has been authorized by the Authority or the Initial Purchaser to give any information or to make any representation with respect to the Reoffered Bonds, other than those contained in this Reoffering Circular, and, if given or made, such other information or representation must not be relied upon as having been authorized by any of the foregoing. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Reoffering Circular nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the parties referred to above since the date hereof. This Reoffering Circular does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Reoffered Bonds, by any person, in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The Initial Purchaser has reviewed the information in this Reoffering Circular in accordance with its responsibilities to investors under the securities laws as applied to the facts and circumstances of this transaction, but the Initial Purchaser does not guarantee the accuracy or completeness of such information.

References to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this Reoffering Circular.

This Reoffering Circular includes by specific reference forecasts, projections and estimates that are based on expectations and assumptions which existed at the time such forecasts, projections and estimates were prepared. In light of the important factors that may materially affect economic conditions in the City and the amount of Tax Revenues, the inclusion by specific reference in this Reoffering Circular of such forecasts, projections and estimates should not be regarded as a representation by the Authority or the Initial Purchaser that such forecasts, projections and estimates will occur. Such forecasts, projections and estimates are not intended as representations of fact or guarantees of results.

If and when included in this Reoffering Circular, the words "expects," "forecasts," "projects," "intends," "anticipates," "estimates" and analogous expressions are intended to identify forward-looking statements and any such statements inherently are subject to a variety of risks and uncertainties that could cause actual results to differ materially from those projected. Such risks and uncertainties include, among others, general economic and business conditions, changes in political, social and economic conditions, regulatory initiatives and compliance with governmental regulations, litigation and various other events, conditions and circumstances, many of which are beyond the control of the Authority. These forward-looking statements speak only as of the date of this Reoffering Circular. The Authority disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in the Authority's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

IN CONNECTION WITH REOFFERS AND SALES OF THE REOFFERED BONDS, NO ACTION HAS BEEN TAKEN BY THE AUTHORITY THAT WOULD PERMIT A PUBLIC REOFFERING OF THE REOFFERED BONDS, OR POSSESSION OR DISTRIBUTION OF ANY INFORMATION RELATING TO THE PRICING OF THE REOFFERED BONDS, THIS REOFFERING CIRCULAR OR ANY OTHER REOFFERING OR PUBLICITY MATERIAL RELATING TO THE REOFFERED BONDS, IN ANY NON-U.S. JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. ACCORDINGLY, THE INITIAL PURCHASER IS OBLIGATED TO COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN FORCE IN ANY NON-U.S. JURISDICTION IN WHICH IT REOFFERS OR SELLS THE REOFFERED BONDS OR POSSESSES OR DISTRIBUTES THIS REOFFERING CIRCULAR OR ANY OTHER REOFFERING OR PUBLICITY MATERIAL RELATING TO THE REOFFERED BONDS AND IS OBLIGATED TO OBTAIN ANY CONSENT, APPROVAL OR PERMISSION REQUIRED BY IT FOR THE REOFFER OR SALE BY IT OF THE REOFFERED BONDS UNDER THE LAWS AND REGULATIONS IN FORCE IN ANY NON-U.S. JURISDICTION TO WHICH IT IS SUBJECT OR IN

WHICH IT MAKES SUCH REOFFERS OR SALES, AND THE AUTHORITY SHALL HAVE NO RESPONSIBILITY THEREFOR.

THE REOFFERED BONDS HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY BODY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

MARKS PANETH LLP, THE AUTHORITY'S INDEPENDENT AUDITOR, HAS NOT REVIEWED, COMMENTED ON OR APPROVED, AND IS NOT ASSOCIATED WITH, THIS REOFFERING CIRCULAR. THE REPORT OF MARKS PANETH LLP RELATING TO THE AUTHORITY'S FINANCIAL STATEMENTS FOR THE YEARS ENDED JUNE 30, 2019 AND 2018, WHICH IS A MATTER OF PUBLIC RECORD, IS INCLUDED BY SPECIFIC REFERENCE IN THIS REOFFERING CIRCULAR. HOWEVER, MARKS PANETH LLP HAS NOT PERFORMED ANY PROCEDURES ON ANY FINANCIAL STATEMENTS OR OTHER FINANCIAL INFORMATION OF THE AUTHORITY, INCLUDING WITHOUT LIMITATION ANY OF THE INFORMATION CONTAINED BY SPECIFIC REFERENCE IN THIS REOFFERING CIRCULAR, SINCE THE DATE OF SUCH REPORT AND HAS NOT BEEN ASKED TO CONSENT TO THE INCLUSION BY SPECIFIC REFERENCE OF ITS REPORT IN THIS REOFFERING CIRCULAR.

IN CONNECTION WITH THIS REOFFERING, THE INITIAL PURCHASER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE REOFFERED BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

**REOFFERING CIRCULAR
OF
NEW YORK CITY TRANSITIONAL FINANCE AUTHORITY**

Relating To

\$108,185,000

New York City Recovery Bonds

\$54,790,000 Fiscal 2020 Series 1

\$53,395,000 Fiscal 2020 Series 2

INTRODUCTORY STATEMENT

This Reoffering Circular of the New York City Transitional Finance Authority (the “Authority”) sets forth information concerning the Authority and the conversion by the Authority on January 9, 2020 (the “Conversion Date”) of the interest rate on all of its outstanding New York City Recovery Bonds, Fiscal 2003 Series 2, Subseries 2A, Subseries 2B and Subseries 2E (collectively, the “Subseries 2 Bonds”) and all of its outstanding New York City Recovery Bonds, Fiscal 2003 Series 3, Subseries 3C and Subseries 3D (collectively, the “Subseries 3 Bonds”) from adjustable rates to fixed rates to maturity. The Subseries 2 Bonds will be redesignated as Fiscal 2020 Series 1 Bonds (the “2020 Series 1 Bonds”), and the Subseries 3 Bonds will be redesignated as Fiscal 2020 Series 2 Bonds (the “2020 Series 2 Bonds;” and together with the 2020 Series 1 Bonds, the “Reoffered Bonds”). The Reoffered Bonds will be reoffered as serial bonds with maturity dates of November 1 in the years shown on the inside cover page and as Post-07 S-1 Parity Debt. The Reoffered Bonds are to be delivered to the initial purchaser thereof (the “Initial Purchaser”) in accordance with the Authority’s Notice of Sale, dated December 18, 2019. Reference is made to such Notice of Sale for the terms and conditions of the sale and delivery of the Reoffered Bonds to the Initial Purchaser.

From the respective dates of issuances of the Subseries 2 Bonds and the Subseries 3 Bonds through the Conversion Date, payment of the purchase price of the Subseries 2 Bonds and the Subseries 3 Bonds tendered for purchase has been and will be provided for pursuant to separate standby bond purchase agreements. Effective on the Conversion Date, such standby bond purchase agreements will be cancelled, the Reoffered Bonds will not be subject to tender for purchase by the owners thereof, and the former standby bond purchase agreement provider will have no liability with respect to the Reoffered Bonds.

The Reoffered Bonds are being reoffered as multi-modal bonds in the fixed rate mode. The Reoffered Bonds are not subject to further conversion prior to maturity.

The Authority issued its \$1,150,000,000 Future Tax Secured Subordinate Bonds, Fiscal 2020 Series B (the “2020 Series B Bonds”), and reoffered its \$29,555,000 Future Tax Secured Subordinate Bonds, Fiscal 2003 Series C, Subseries C-3 (the “2003 Subseries C-3 Bonds”), on December 19, 2019. The 2020 Series B Bonds and 2003 Subseries C-3 Bonds were offered by separate offering circulars. Portions of the Authority’s offering circular dated December 13, 2019 (the “2020 Series B Offering Circular”) relating to the 2020 Series B Bonds are included herein by specific reference. See “SECTION I: INCLUSION BY SPECIFIC REFERENCE” herein.

The Authority is a corporate governmental agency constituting a public benefit corporation and an instrumentality of the State of New York (the “State”) created by the New York City Transitional Finance Authority Act, as amended (the “Act”). In 2006, the Act was amended pursuant to Part A-3 of Chapter 58 of the Laws of New York, 2006 (the “School Financing Act”) which authorizes the Authority to issue Bonds to finance a portion of The City of New York’s (the “City”) educational facilities capital plan (“Building Aid Revenue Bonds”) and authorizes the City to assign to the Authority all or any portion of the State aid payable to the City or its school district pursuant to subdivision 6 of Section 3602 of the State Education Law, or any successor provision of State Law (“State Building Aid”). Building Aid Revenue Bonds are not secured by Tax Revenues.

The Subseries 2 Bonds and the Subseries 3 Bonds were issued pursuant to the Act and an Indenture, dated October 1, 1997, as supplemented and as amended and restated by an Amended and Restated Original Indenture, as later restated April 12, 2019 (as supplemented, the “Indenture”), by and between the Authority and The Bank of

New York Mellon, New York, New York, as successor trustee (the “Trustee”). The Authority and the City entered into a Financing Agreement (the “Agreement”), dated October 1, 1997, as amended, supplemented and in effect from time to time, which provides for the application of the Authority’s Bond proceeds to fund capital expenditures of the City and Recovery Costs (as defined in the Indenture) and includes various covenants of the City. A summary of certain provisions of the Indenture and the Agreement, together with certain defined terms used therein and in this Reoffering Circular, is contained in “APPENDIX A—SUMMARY OF INDENTURE AND AGREEMENT” referenced in “SECTION I: INCLUSION BY SPECIFIC REFERENCE” herein.

The Reoffered Bonds constitute Parity Debt. The Reoffered Bonds, following their reoffering as Post-07 S-1 Parity Debt, are payable from Tax Revenues of the Authority which are derived from Personal Income Tax Revenues and Sales Tax Revenues subordinate to Senior Debt Service and operating expenses of the Authority and on a parity with the Authority’s other Recovery Obligations and other Subordinate Bonds issued on a parity with the Authority’s Recovery Obligations. See “SECTION II: SOURCES OF PAYMENT AND SECURITY FOR THE FUTURE TAX SECURED BONDS” referenced in “SECTION I: INCLUSION BY SPECIFIC REFERENCE” herein.

The factors affecting the Authority and the Reoffered Bonds described throughout this Reoffering Circular or included herein by reference are complex and are not intended to be described in this Introductory Statement. This Reoffering Circular (including the information referred to in “SECTION I: INCLUSION BY SPECIFIC REFERENCE”) should be read in its entirety.

SECTION I: INCLUSION BY SPECIFIC REFERENCE

Portions of the Authority’s 2020 Series B Offering Circular, delivered herewith, subject to the information contained elsewhere herein, are included herein by specific reference, namely the information under the captions:

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|--------------|---|
| SECTION II: | SOURCES OF PAYMENT AND SECURITY FOR THE FUTURE TAX SECURED BONDS |
| SECTION III: | ECONOMIC AND DEMOGRAPHIC INFORMATION |
| SECTION IV: | THE SERIES B BONDS—Debt Service Requirements |
| SECTION IV: | THE SERIES B BONDS—Book-Entry Only System |
| SECTION V: | THE AUTHORITY |
| SECTION VI: | LITIGATION |
| SECTION X: | FINANCIAL ADVISORS |
| SECTION XI: | FINANCIAL STATEMENTS |
| SECTION XII: | CONTINUING DISCLOSURE UNDERTAKING |
| SECTION XIV: | LEGAL INVESTMENT |
| SECTION XV: | MISCELLANEOUS |
| APPENDIX A: | SUMMARY OF INDENTURE AND AGREEMENT |
| APPENDIX B: | FINANCIAL STATEMENTS AND REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS |
| APPENDIX C: | VARIABLE RATE BONDS |

The 2020 Series B Bonds are not being offered by this Reoffering Circular. In addition, all references to the 2020 Series B Bonds or the Future Tax Secured Bonds in the information included under the foregoing captions of the 2020 Series B Offering Circular shall include the Reoffered Bonds, except for references to the 2020 Series B Bonds and the Reoffered Bonds under the caption “SECTION IV: THE SERIES B BONDS—Debt Service Requirements.”

SECTION II: THE REOFFERED BONDS

General

The interest rates on the Reoffered Bonds are being converted from adjustable rates to fixed rates to maturity. Upon conversion, the Reoffered Bonds will bear interest at the rates and will mature on the dates as set forth on the inside cover page of this Reoffering Circular. The Reoffered Bonds will be in book-entry-only form.

Interest on and principal of the Reoffered Bonds, following their reoffering as Post-07 S-1 Parity Debt, are payable from Tax Revenues of the Authority subordinate to the payment of Senior Debt Service and operating expenses of the Authority. See “SECTION II: SOURCES OF PAYMENT AND SECURITY FOR THE FUTURE TAX SECURED BONDS” referenced in “SECTION I: INCLUSION BY SPECIFIC REFERENCE” herein.

Purchases of the Reoffered Bonds will be in denominations of \$5,000 or any integral multiples thereof. Interest on the Reoffered Bonds accrues from the Conversion Date, is payable on each May 1 and November 1, commencing May 1, 2020, and shall be computed on the basis of a 360-day year of 30-day months.

The Reoffered Bonds are not subject to redemption or mandatory tender prior to maturity.

Multi-Modal Bonds in the Fixed Rate Mode

The Reoffered Bonds are being reoffered as multi-modal bonds in the fixed rate mode. The Reoffered Bonds are not subject to further conversion prior to maturity.

Defeasance

The Reoffered Bonds are subject to legal defeasance in accordance with the Indenture. As a condition to legal defeasance of any of the Reoffered Bonds, the Authority must obtain an opinion of counsel to the effect that the owners thereof will not recognize income, gain or loss for federal income tax purposes as a result of such legal defeasance and will be subject to federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such legal defeasance had not occurred. See “APPENDIX A—SUMMARY OF INDENTURE AND AGREEMENT—The Indenture—Defeasance of the Indenture” and “—Legal Defeasance of Particular Bonds” referenced in “SECTION I: INCLUSION BY SPECIFIC REFERENCE” herein.

Use of Proceeds

The proceeds of the Reoffered Bonds, when originally issued, were used to finance costs of the City relating to or arising from events at the World Trade Center on September 11, 2001. Certain expenses of the Authority incurred in connection with the reoffering and sale of the Reoffered Bonds will be paid from the proceeds of the Reoffered Bonds.

Other Information

For additional information regarding the Reoffered Bonds and the Indenture, see “APPENDIX A—SUMMARY OF INDENTURE AND AGREEMENT” referenced in “SECTION I: INCLUSION BY SPECIFIC REFERENCE” herein.

SECTION III: TAX MATTERS

On September 10, 2002, the date of issuance of the Subseries 2 Bonds, and on October 1, 2002, the date of issuance of the Subseries 3 Bonds, Sidley Austin Brown & Wood LLP, as Bond Counsel to the Authority, delivered its opinions (the “Prior Tax Opinions”), which, in each case, concluded that, under then-existing law, interest on the respective subseries of the Reoffered Bonds would not be includable in the gross income of the owners thereof for federal income tax purposes, assuming compliance by the Authority and the City with the covenants of the Authority and the City to comply with applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”), relating to the exclusion from gross income of the interest on the respective subseries of the Reoffered Bonds for federal income tax purposes. The Prior Tax Opinions further concluded that, under then-existing law, interest on the respective subseries of the Reoffered Bonds would not be a specific preference item for purposes of the federal individual or corporate alternative minimum tax; however, the Code contains other provisions that could result in tax consequences, upon which no opinion was rendered, as a result of ownership of such Reoffered Bonds or the inclusion in certain computations (including, without limitation, those related to the corporate alternative minimum tax) of interest that is excluded from gross income. In addition, the Prior Tax Opinions concluded that,

under then-existing law, interest on the respective subseries of the Reoffered Bonds would be exempt from personal income taxes imposed by the State or any political subdivision thereof, including the City.

Copies of the Prior Tax Opinions are contained in APPENDIX A to this Reoffering Circular.

On the Conversion Date, Norton Rose Fulbright US LLP and Bryant Rabbino LLP, Co-Bond Counsel to the Authority (“Co-Bond Counsel”), will each deliver an opinion (the “No-Adverse-Effect Opinion”) to the effect that the conversion of the interest rate on the Reoffered Bonds to fixed rates to maturity, as herein contemplated, will not in and of itself adversely affect the exclusion of interest on the Reoffered Bonds from gross income for purposes of federal income taxation. A form of the No-Adverse-Effect Opinion is contained in APPENDIX B to this Reoffering Circular. Co-Bond Counsel will express no opinion with respect to the current status of the interest on the Reoffered Bonds for federal income tax purposes.

Except as described above, Co-Bond Counsel will express no opinion with respect to any federal, state or local tax consequences under present law, or proposed legislation, resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Reoffered Bonds. Prospective purchasers of the Reoffered Bonds should be aware that the ownership of tax-exempt obligations such as the Reoffered Bonds may result in collateral federal tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, certain foreign corporations doing business in the United States, S corporations with subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, individuals otherwise qualifying for the earned income tax credit, owners of an interest in a financial asset securitization investment trust, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations. Prospective purchasers should consult their own tax advisors as to the applicability of these consequences to their particular circumstances.

The purchase price of certain Reoffered Bonds (the “Premium Bonds”) paid by an owner may be greater than the amount payable on such Reoffered Bonds at maturity. An amount equal to the excess of a purchaser’s tax basis in a Premium Bond over the amount payable at maturity constitutes premium to such purchaser. The basis for federal income tax purposes of a Premium Bond in the hands of such purchaser must be reduced each year by the amortizable bond premium, although no federal income tax deduction is allowed as a result of such reduction in basis for amortizable bond premium. Such reduction in basis will increase the amount of any gain (or decrease the amount of any loss) to be recognized for federal income tax purposes upon a sale or other taxable disposition of a Premium Bond. The amount of premium which is amortizable each year by a purchaser is determined by using such purchaser’s yield to maturity. Purchasers of the Premium Bonds should consult with their own tax advisors with respect to the determination of amortizable bond premium on Premium Bonds for federal income tax purposes and with respect to the state and local tax consequences of owning and disposing of Premium Bonds.

Existing law may change so as to reduce or eliminate the benefit to holders of the Reoffered Bonds of the exclusion of interest thereon from gross income for federal income tax purposes. Proposed legislative or administrative action, whether or not taken, could also affect the value and marketability of the Reoffered Bonds. Prospective purchasers of the Reoffered Bonds should consult with their own tax advisors with respect to any proposed changes in tax law.

SECTION IV: RATINGS

The Reoffered Bonds are rated “AAA” by S&P, “Aa1” by Moody’s and “AAA” by Fitch. Such ratings reflect only the views of S&P, Moody’s and Fitch from which an explanation of the significance of such ratings may be obtained. There is no assurance that a particular rating will continue for any given period of time or that any such rating will not be revised downward or withdrawn entirely if, in the judgment of the Rating Agency originally establishing the rating, circumstances so warrant. A revision or withdrawal of such ratings may have an effect on the market price of the Reoffered Bonds.

SECTION V: APPROVAL OF LEGALITY

In connection with the respective original issuances of the Reoffered Bonds, Sidley Austin Brown & Wood LLP, Bond Counsel to the Authority, delivered its opinions that the Reoffered Bonds were valid and binding obligations of the Authority. Copies of such opinions are contained in APPENDIX A hereto.

The legality of the conversion of the Reoffered Bonds described herein will be affirmed by the legal opinions of Norton Rose Fulbright US LLP, New York, New York, and Bryant Rabbino LLP, New York, New York, Co-Bond Counsel to the Authority. Reference should be made to the form of such opinions as set forth in APPENDIX B hereto for the matters covered by such opinions.

Certain legal matters are being passed upon for the Authority by the New York City Corporation Counsel.

Certain legal matters will be passed upon for the Initial Purchaser by Hawkins Delafield & Wood LLP, New York, New York, and Pearlman & Miranda LLC, New York, New York, co-counsel for the Initial Purchaser.

SECTION VI: REOFFERING

The Reoffered Bonds are being purchased for reoffering by Morgan Stanley & Co. LLC, the Initial Purchaser of the Reoffered Bonds, pursuant to a Notice of Sale dated December 18, 2019, at an underwriting discount of \$55,784.91.

The Reoffered Bonds may be reoffered and sold to certain dealers (including the Initial Purchaser) at prices lower than such public reoffering prices, and such public reoffering prices may be changed from time to time by the Initial Purchaser.

In addition, the Initial Purchaser may have entered into distribution agreements with other broker-dealers (that are not the Initial Purchaser) for the distribution of the Reoffered Bonds at the original reoffering prices. Such agreements generally provide that the Initial Purchaser will share a portion of its underwriting compensation or selling concession with such broker-dealers.

The Initial Purchaser and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Initial Purchaser and its affiliates have, from time to time, performed, and may in the future perform, various investment banking services for the Authority for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Initial Purchaser and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Authority.

The delivery of this Reoffering Circular has been duly authorized by the Authority.

NEW YORK CITY TRANSITIONAL FINANCE AUTHORITY

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OPINIONS OF SIDLEY AUSTIN BROWN & WOOD LLP

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SIDLEY AUSTIN BROWN & WOOD LLP

CHICAGO
DALLAS
LOS ANGELES
SAN FRANCISCO
WASHINGTON, D.C.

787 SEVENTH AVE.
NEW YORK, NEW YORK 10019
TELEPHONE 212 839 5300
FACSIMILE 212 839 5599
www.sidley.com
FOUNDED 1866

BEIJING
GENEVA
HONG KONG
LONDON
SHANGHAI
SINGAPORE
TOKYO

September 10, 2002

NEW YORK CITY TRANSITIONAL FINANCE AUTHORITY

We have acted as bond counsel to the New York City Transitional Finance Authority (the "Authority"), a public benefit corporation organized under the laws of the State of New York (the "State"), in the Authority's issuance of its \$520,000,000 New York City Recovery Bonds, Fiscal 2003 Series 2 (the "New Bonds"). The New Bonds are being issued as Recovery Bonds pursuant to Chapter 16, Laws of New York, 1997, as amended (the "Act"), to an Indenture dated as of October 1, 1997, as amended and supplemented (the "Indenture"), between the Authority and State Street Bank and Trust Company, N.A., as Trustee, and to a Financing Agreement dated October 1, 1997, as supplemented (the "Agreement"), between the Authority and The City of New York (the "City"). Terms not defined herein are used as defined in the Indenture.

The New Bonds are dated, bear interest, mature, are subject to redemption and are secured as set forth in the Indenture. The Authority has outstanding and may issue Senior Bonds to finance and refinance capital projects of the City and may issue additional Recovery Bonds (including the New Bonds, the "Recovery Bonds" and, with the Senior Bonds, the "Bonds") to finance or refinance the City's costs related to or arising from the terrorist attack that occurred on September 11, 2001 ("Recovery Costs"), and all such Recovery Bonds shall be entitled to the equal benefit, protection and security of the Indenture, subordinate to Senior Debt Service, including the Authority's obligations on the Senior Bonds and Senior Agreements, and to operating expenses of the Authority. We assume the parties will perform their respective covenants in the Indenture and the Agreement in all material respects.

Based on the foregoing and our examination of existing law, such legal proceedings and such other documents as we deem necessary to render this opinion, we are of the opinion that:

1. The Authority is a public benefit corporation duly organized and existing under the laws of the State, and is authorized under the laws of the State, particularly the Act, to enter into the Indenture and the Agreement and to issue the New Bonds. Under the laws of the State, including the Constitution of the State, and under the Constitution of the United States, the Act is valid with respect to all provisions thereof material to the subject matter of this opinion letter. The New Bonds have been duly authorized, executed, and delivered by the Authority and are valid and binding obligations of the Authority payable from the sources and at the level of priority provided therefor in the Indenture. The Bonds do not constitute a debt of the State or the

City, and neither the State nor the City shall be liable thereon, nor shall the Bonds be payable out of any funds other than those of the Authority.

2. The Act validly provides for (a) the payment to the Authority (i) of the taxes so payable pursuant to §1313 of the Tax Law (the "Personal Income Taxes"), and (ii) to the extent specified in the Act, of sales and compensating use taxes that the City is authorized by the State to impose and taxes imposed by the State pursuant to §1107 of the Tax Law (the "Alternative Revenues", and to the extent so payable, with the Personal Income Taxes and such other revenues, if any, as the Authority may derive directly from the State from taxes imposed by the City or the State and collected by the State, the "Tax Revenues"), (b) the Authority's pledge to the Trustee of the Tax Revenues and all aid, rents, fees, charges, payments and other income and receipts paid or payable to the Authority or the Trustee (the "Revenues"), and (c) the application of proceeds of the Recovery Bonds to finance or refinance Recovery Costs.

3. The Personal Income Taxes are subject neither to appropriation by the City or the State, nor to prior claims in favor of other obligations or purposes of the City or the State except as specified in §1313 of the Tax Law with respect to overpayments and the State's reasonable costs in administering, collecting and distributing such taxes. Alternative Revenues consisting of sales and compensating use taxes imposed by the State, if payable to the Authority pursuant to the Act, are subject to State appropriation and to a prior claim of the Municipal Assistance Corporation for The City of New York. Alternative Revenues consisting of sales and compensating use taxes imposed by the City, if payable to the Authority pursuant to the Act, are not subject to appropriation by the City or the State. Upon any failure of the State Legislature to make required appropriations for State debt obligations, the Tax Revenues would not constitute revenues applicable to the General Fund of the State; hence Article 7, Section 16 of the State Constitution does not mandate such money to be set apart by the State Comptroller for the payment of State obligations.

4. The Indenture (a) has been duly and lawfully authorized, executed and delivered by the Authority, (b) creates the valid pledge of Revenues and other collateral that it purports to create and (c) is a valid and binding agreement, enforceable in accordance with its terms, of the Authority, and to the extent specified in the Act, the State. The Act does not restrict the right of the State to amend, modify, repeal or otherwise alter statutes imposing or relating to the taxes payable to the Authority pursuant to §1313 of the Tax Law, nor does it obligate the State to make any payments not specified in the Act or impose any taxes to satisfy the obligations of the Authority.

5. The lien of the Indenture on the Revenues for the security of the Senior Bonds (and the Recovery Bonds and other instruments to the extent specified in the Indenture) is, and pursuant to the covenant of the Authority in the Indenture will be, prior to all other liens thereon. The pledge of Revenues and other collateral made by the Authority in the Indenture is valid, binding and perfected without any physical delivery of the collateral or further act, and the lien thereof is valid, binding and perfected against all parties having claims of any kind in tort, contract or otherwise against the Authority irrespective of such parties' notice thereof.

6. The Agreement has been duly and lawfully authorized, executed and delivered by the Authority and the City pursuant to the Act, and is a valid and binding agreement of each of them.

7. The Authority is not eligible for protection from its creditors pursuant to Title 11 (the "Bankruptcy Code") of the United States Code. If the debts of the City were adjusted under

the Bankruptcy Code, and the City or its creditors asserted a right to the Tax Revenues superior or equal to the rights of the holders of the Bonds, such assertion would not succeed.

8. Interest on the Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof, including the City.

9. Except as provided in the following sentence, interest on the New Bonds is not includable in the gross income of the owners of the New Bonds for purposes of Federal income taxation under existing law. Interest on the New Bonds will be includable in the gross income of the owners thereof retroactive to the date of issue of the New Bonds in the event of a failure by the Authority or the City to comply with the applicable requirements of the Internal Revenue Code of 1986, as amended (the "Tax Code"), and their respective covenants regarding use, expenditure and investment of bond proceeds and the timely payment of certain investment earnings to the United States Treasury; and we render no opinion as to the exclusion from gross income of interest on the New Bonds for Federal income tax purposes on or after the date on which any action is taken under the Indenture or related proceedings upon the approval of counsel other than ourselves.

10. Interest on the New Bonds is not a specific preference item for purposes of the Federal individual or corporate alternative minimum tax. The Tax Code contains other provisions that could result in tax consequences, upon which we render no opinion, as a result of ownership of such Bonds or the inclusion in certain computations (including without limitation those related to the corporate alternative minimum tax) of interest that is excluded from gross income.

11. No registration with, consent of, or approval by any governmental agency or commission that has not been obtained is necessary for the execution and delivery of the New Bonds. The adoption and compliance with all of the terms and conditions of the Indenture and the New Bonds, and the execution and delivery of the New Bonds, will not result in a violation of or be in conflict with any existing law.

The rights of the holders of the Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted, to the extent constitutionally applicable and except as specifically stated above, and may also be subject to the exercise of the State's police powers and of judicial discretion in appropriate cases.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions. Such opinions may be adversely affected by actions taken or events occurring, including a change in law, regulation or ruling (or in the application or official interpretation of any law, regulation or ruling) after the date hereof. We have not undertaken to determine, or to inform any person, whether such actions are taken or such events occur and we have no obligation to update this opinion in light of such actions or events.

Sidley Austin Brown & Wood LLP

SIDLEY AUSTIN BROWN & WOOD LLP

CHICAGO
DALLAS
LOS ANGELES
SAN FRANCISCO
WASHINGTON, D.C.

787 SEVENTH AVE.
NEW YORK, NEW YORK 10019
TELEPHONE 212 839 5300
FACSIMILE 212 839 5599
www.sidley.com
FOUNDED 1866

BEIJING
GENEVA
HONG KONG
LONDON
SHANGHAI
SINGAPORE
TOKYO

October 1, 2002

NEW YORK CITY TRANSITIONAL FINANCE AUTHORITY

We have acted as bond counsel to the New York City Transitional Finance Authority (the "Authority"), a public benefit corporation organized under the laws of the State of New York (the "State"), in the Authority's issuance of its \$1,026,705,000 New York City Recovery Bonds, Fiscal 2003 Series 3 (the "New Bonds"). The New Bonds are being issued as Recovery Bonds pursuant to Chapter 16, Laws of New York, 1997, as amended (the "Act"), to an Indenture dated as of October 1, 1997, as amended and supplemented (the "Indenture"), between the Authority and State Street Bank and Trust Company, N.A., as Trustee, and to a Financing Agreement dated October 1, 1997, as supplemented (the "Agreement"), between the Authority and The City of New York (the "City"). Terms not defined herein are used as defined in the Indenture.

The New Bonds are dated, bear interest, mature, are subject to redemption and are secured as set forth in the Indenture. The Authority has outstanding and may issue Senior Bonds to finance and refinance capital projects of the City, and has outstanding and may issue additional Recovery Bonds (including the New Bonds, the "Recovery Bonds" and, with the Senior Bonds, the "Bonds") to finance or refinance the City's costs related to or arising from the terrorist attack that occurred on September 11, 2001 ("Recovery Costs"), and all such Recovery Bonds shall be entitled to the equal benefit, protection and security of the Indenture, subordinate to Senior Debt Service, including the Authority's obligations on the Senior Bonds and Senior Agreements, and to operating expenses of the Authority. We assume the parties will perform their respective covenants in the Indenture and the Agreement in all material respects.

Based on the foregoing and our examination of existing law, such legal proceedings and such other documents as we deem necessary to render this opinion, we are of the opinion that:

1. The Authority is a public benefit corporation duly organized and existing under the laws of the State, and is authorized under the laws of the State, particularly the Act, to enter into the Indenture and the Agreement and to issue the New Bonds. Under the laws of the State, including the Constitution of the State, and under the Constitution of the United States, the Act is valid with respect to all provisions thereof material to the subject matter of this opinion letter. The New Bonds have been duly authorized, executed, and delivered by the Authority and are valid and binding obligations of the Authority payable from the sources and at the level of priority provided therefor in the Indenture. The Bonds do not constitute a debt of the State or the

City, and neither the State nor the City shall be liable thereon, nor shall the Bonds be payable out of any funds other than those of the Authority.

2. The Act validly provides for (a) the payment to the Authority (i) of the taxes so payable pursuant to §1313 of the Tax Law (the “Personal Income Taxes”), and (ii) to the extent specified in the Act, of sales and compensating use taxes that the City is authorized by the State to impose and taxes imposed by the State pursuant to §1107 of the Tax Law (the “Alternative Revenues”, and to the extent so payable, with the Personal Income Taxes and such other revenues, if any, as the Authority may derive directly from the State from taxes imposed by the City or the State and collected by the State, the “Tax Revenues”), (b) the Authority’s pledge to the Trustee of the Tax Revenues and all aid, rents, fees, charges, payments and other income and receipts paid or payable to the Authority or the Trustee (the “Revenues”), and (c) the application of proceeds of the Recovery Bonds to finance or refinance Recovery Costs.

3. The Personal Income Taxes are subject neither to appropriation by the City or the State, nor to prior claims in favor of other obligations or purposes of the City or the State except as specified in §1313 of the Tax Law with respect to overpayments and the State’s reasonable costs in administering, collecting and distributing such taxes. Alternative Revenues consisting of sales and compensating use taxes imposed by the State, if payable to the Authority pursuant to the Act, are subject to State appropriation and to a prior claim of the Municipal Assistance Corporation for The City of New York. Alternative Revenues consisting of sales and compensating use taxes imposed by the City, if payable to the Authority pursuant to the Act, are not subject to appropriation by the City or the State. Upon any failure of the State Legislature to make required appropriations for State debt obligations, the Tax Revenues would not constitute revenues applicable to the General Fund of the State; hence Article 7, Section 16 of the State Constitution does not mandate such money to be set apart by the State Comptroller for the payment of State obligations.

4. The Indenture (a) has been duly and lawfully authorized, executed and delivered by the Authority, (b) creates the valid pledge of Revenues and other collateral that it purports to create and (c) is a valid and binding agreement, enforceable in accordance with its terms, of the Authority, and to the extent specified in the Act, the State. The Act does not restrict the right of the State to amend, modify, repeal or otherwise alter statutes imposing or relating to the taxes payable to the Authority pursuant to §1313 of the Tax Law, nor does it obligate the State to make any payments not specified in the Act or impose any taxes to satisfy the obligations of the Authority.

5. The lien of the Indenture on the Revenues for the security of the Senior Bonds (and the Recovery Bonds and other instruments to the extent specified in the Indenture) is, and pursuant to the covenant of the Authority in the Indenture will be, prior to all other liens thereon. The pledge of Revenues and other collateral made by the Authority in the Indenture is valid, binding and perfected without any physical delivery of the collateral or further act, and the lien thereof is valid, binding and perfected against all parties having claims of any kind in tort, contract or otherwise against the Authority irrespective of such parties’ notice thereof.

6. The Agreement has been duly and lawfully authorized, executed and delivered by the Authority and the City pursuant to the Act, and is a valid and binding agreement of each of them.

7. The Authority is not eligible for protection from its creditors pursuant to Title 11 (the “Bankruptcy Code”) of the United States Code. If the debts of the City were adjusted under

the Bankruptcy Code, and the City or its creditors asserted a right to the Tax Revenues superior or equal to the rights of the holders of the Bonds, such assertion would not succeed.

8. Interest on the Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof, including the City.

9. Except as provided in the following sentence, interest on the New Bonds is not includable in the gross income of the owners of the New Bonds for purposes of Federal income taxation under existing law. Interest on the New Bonds will be includable in the gross income of the owners thereof retroactive to the date of issue of the New Bonds in the event of a failure by the Authority or the City to comply with the applicable requirements of the Internal Revenue Code of 1986, as amended (the "Tax Code"), and their respective covenants regarding use, expenditure and investment of bond proceeds and the timely payment of certain investment earnings to the United States Treasury; and we render no opinion as to the exclusion from gross income of interest on the New Bonds for Federal income tax purposes on or after the date on which any action is taken under the Indenture or related proceedings upon the approval of counsel other than ourselves.

10. Interest on the New Bonds is not a specific preference item for purposes of the Federal individual or corporate alternative minimum tax. The Tax Code contains other provisions that could result in tax consequences, upon which we render no opinion, as a result of ownership of such Bonds or the inclusion in certain computations (including without limitation those related to the corporate alternative minimum tax) of interest that is excluded from gross income.

11. No registration with, consent of, or approval by any governmental agency or commission that has not been obtained is necessary for the execution and delivery of the New Bonds. The adoption and compliance with all of the terms and conditions of the Indenture and the New Bonds, and the execution and delivery of the New Bonds, will not result in a violation of or be in conflict with any existing law.

The rights of the holders of the Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted, to the extent constitutionally applicable and except as specifically stated above, and may also be subject to the exercise of the State's police powers and of judicial discretion in appropriate cases.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions. Such opinions may be adversely affected by actions taken or events occurring, including a change in law, regulation or ruling (or in the application or official interpretation of any law, regulation or ruling) after the date hereof. We have not undertaken to determine, or to inform any person, whether such actions are taken or such events occur and we have no obligation to update this opinion in light of such actions or events.

Sidley Auster, Brown & Wood LLP

**PROPOSED FORM OF OPINION OF CO-BOND COUNSEL AS TO
CONVERSION AND NO ADVERSE EFFECT**

January 9, 2020

New York City Transitional Finance Authority

The Bank of New York Mellon,
as Trustee

We have acted as co-bond counsel to the New York City Transitional Finance Authority (the “Authority”), a public benefit corporation organized under the laws of the State of New York, in connection with certain actions affecting all of the Authority’s outstanding New York City Recovery Bonds, Fiscal 2003 Series 2, Subseries 2A, Subseries 2B and Subseries 2E and Fiscal 2003 Series 3, Subseries 3C and Subseries 3D (collectively, the “Bonds”). Pursuant to the Authority’s One Hundred and Seventh Series Resolution, dated December 6, 2019 (the “107th Series Resolution”), the Authority will convert the Bonds on the date hereof from a Daily or a Weekly Rate, as applicable, to a Fixed Rate, designate such Bonds as Post-’07 S-1 Parity Debt, as defined in the Indenture described below (the “Conversion”), and redesignate the Bonds as Fiscal 2020 Series 1 Bonds and Fiscal 2020 Series 2 Bonds.

The Bonds are subject to the provisions of Chapter 16, Laws of New York, 1997, as amended (the “Act”), the Amended and Restated Original Indenture, as restated April 12, 2019, and as supplemented (the “Indenture”), between the Authority and The Bank of New York Mellon, as Trustee, and a Financing Agreement dated October 1, 1997, as amended (the “Agreement”), between the Authority and The City of New York (the “City”). We assume the parties will perform their respective covenants in the Indenture and the Agreement in all material respects.

We have examined, and in expressing the opinions hereinafter described we rely upon, certificates of the Authority and the City and such other agreements, documents and matters as we deem necessary to render our opinions. We have not undertaken an independent investigation of the matters described or contained in the foregoing certificates, agreements and documents. We have assumed, without undertaking to verify, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified copies, the genuineness of all signatures, and the accuracy of the statements contained in such documents.

In rendering the opinions below, we have assumed the correctness of the approving opinions delivered by Sidley Austin Brown & Wood LLP (the “Prior Opinions”) in connection with the respective issuances of the Bonds, which, in each case, concluded that (i) the respective subseries of the Bonds was duly authorized and issued and constituted valid and legally binding obligations of the Authority and (ii) under then-existing law interest on the respective subseries of the Bonds would not be includable in the gross income of the owners thereof for purposes of federal income taxation.

Based upon the foregoing and our examination of existing law, we are of the opinion that:

1. The 107th Series Resolution has been duly adopted and is in full force and effect and the actions ordered thereby are authorized and permitted by law and the Indenture.
2. The Conversion will not in and of itself adversely affect any exclusion of interest on the Bonds from gross income for purposes of federal income taxation.
3. Assuming the correctness of the Prior Opinions and continuous compliance by the Authority and the City with applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”), interest on the Bonds will continue to be excluded from gross income for purposes of federal income taxation on and after the date hereof.

At the time of issuance of each of the Bonds, the Authority and the City covenanted to comply with applicable provisions of the Code relating to the exclusion from gross income of the interest on such Bonds for purposes of federal income taxation. Noncompliance with such requirements after the issue date of an issue of the Bonds could cause interest on such Bonds to be includable in the gross income of the owners thereof retroactive to the issue date. We have not been engaged to assess the adequacy of such covenants or to determine whether the Authority and the City have complied with such requirements. Furthermore, in rendering this opinion, we have not obtained, verified or reviewed any information concerning any event, except as described herein, which might have occurred subsequent to the respective issuance of the Bonds that might affect the exclusion from gross income of the interest on such Bonds for federal income tax purposes.

In addition, we have not been engaged, nor have we undertaken, to advise any party or to opine as to any matter not specifically covered herein, and, except as expressly stated herein, we express no opinion as to the exclusion from gross income of the interest on the Bonds for federal income tax purposes.

We express no opinion with respect to any other federal, state or local tax consequences under present law or any proposed legislation resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Bonds. Our opinions are based on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service; rather, such opinions represent our legal judgment based upon our review of existing law and other matters that we deem relevant to such opinions.

Very truly yours,



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\$108,185,000
New York City
Transitional Finance Authority
New York City Recovery Bonds

\$54,790,000 Fiscal 2020 Series 1

\$53,395,000 Fiscal 2020 Series 2

REOFFERING CIRCULAR

January 7, 2020