



CITY AND COUNTY OF DENVER

DEPARTMENT OF FINANCE

201 W. COLFAX AVE.
DEPT. 1010
DENVER, COLORADO 80202

BRENDAN J. HANLON
MANAGER OF FINANCE

Michael B. Hancock
Mayor

February 22, 2021

Honorable Stacie Gilmore
Denver City Council President
City and County Building, Room 451
Denver, CO 80202

Dear Council President:

In keeping with the provisions of Section 20-93 of the Denver Revised Municipal Code (the "DRMC"), I am hereby notifying you of the Department of Finance's intent to issue City and County of Denver Dedicated Tax Revenue Bonds, Series 2021A-B, in a par amount not to exceed \$273.83 million. The Series 2021A-B Bonds will fund the continued buildout of the National Western Center Campus ("NWC") and the expansion of the Colorado Convention Center ("CCC"), fund the debt service reserve fund, and pay costs of issuance. The Series 2021A-B Bonds will be issued as fixed-rate obligations with a term not to exceed 30 years.

The 2021 Bonds will be special and limited obligations of the City payable solely from and secured by a pledge of portions of the City's Lodger's, short-term auto rental, and prepared food and beverage taxes. The Bonds are not general obligations of the City nor are they payable in whole or in part from the proceeds of general property taxes, nor is the full faith and credit of the City pledged to pay the Bonds.

The accompanying *Attachment A* contains a more detailed description of the financing as required by Section 20-93(b) of the DRMC.

Sincerely,

A handwritten signature in black ink, appearing to read "B. Hanlon".

Brendan J. Hanlon
Manager of Finance

Attachment

C: Honorable Tim O'Brien, Auditor
Honorable Paul D. López, Clerk and Recorder
Zach Rothmier, City Council Liaison
Jen Welborn, City Attorney's Office
Gaby Corica, City Attorney's Office

Attachment A
**DESCRIPTION OF THE SERIES 2021A-B DEDICATED TAX REVENUE BONDS
IN A PAR AMOUNT NOT TO EXCEED \$273.83 MILLION**

I. The Proposed Financing

The Department of Finance intends to issue City and County of Denver Dedicated Tax Revenue Bonds, Series 2021A-B in a par amount not to exceed \$273.83 million. The Series 2021A-B Bonds will fund the continued buildout of the National Western Center Campus and the expansion of the Colorado Convention Center, fund the debt service reserve fund, and pay costs of issuance. The Series 2021A-B Bonds will be issued as fixed-rate obligations with a term not to exceed 30 years and an interest rate not to exceed 5.75%.

The allocation between Series A (Tax-Exempt) and Series B (Taxable) is still being determined; however, the total par amount issued will remain the same regardless of the allocation between each series. The tax-exempt/taxable mix will be determined closer to the day of pricing, and the final interest rate and par amount is dependent on market conditions on the day of pricing.

Security for the Bonds

The Bonds will be special and limited obligations of the City payable solely from and secured by a pledge of portions of the City's Lodger's, short-term auto rental, and prepared food and beverage taxes. The Bonds are not general obligations of the City, nor are they payable in whole or in part from the proceeds of general property taxes, nor is the full faith and credit of the City pledged to pay the Bonds.

II. The Sale Process

The Bonds will be sold in a negotiated sale process, whereby a syndicate of underwriting firms were selected through a competitive RFP process. Morgan Stanley will serve as Senior Manager and lead book runner, JPMorgan, Stifel, and Ramirez will serve as Co-Managers. The City uses the financial advisory services of Hilltop Securities for City financings.

III. The Proposed Timetable of Events

Major events are contained in the tentative transaction timetable below:

<i>Date</i>	<i>Event</i>
February 22, 2021	Reading of the 20-93 Notice at Council
February 23, 2021	Finance & Governance Committee
March 2, 2021	Mayor Council
March 8, 2021	First Council reading of the Ordinance
March 15, 2021	Second Council reading of the Ordinance
March 30, 2021	Price Transaction (Tentative)
April 15, 2021	Close Transaction (Tentative)

IV. Counsel

Butler Snow LLP serves as Bond Counsel and as Special Counsel on the Bonds. Firms were selected through a competitive process conducted through the City Attorney's Office.

V. Other Information

I know of no event at this time that will affect the financing as described herein. In keeping with the intent of the 20-93 of the DRMC, the President of Council will be notified promptly of any material change to the financing. I do not anticipate formally communicating technical changes of an immaterial nature or minor changes in the timetable.