

PRIVATE PLACEMENT MEMORANDUM

CITY AND COUNTY OF DENVER, COLORADO FOR AND ON BEHALF OF ITS DEPARTMENT OF AVIATION AIRPORT SYSTEM REVENUE BONDS, SERIES 2014A (NON-AMT) - \$[80,000,000]*

DURING INITIAL TERM RATE PERIOD ONLY

Under no circumstances shall this Private Placement Memorandum constitute an offer to sell securities.

This Private Placement Memorandum provides certain information in connection with the private placement purchase by Banc of America Preferred Funding Corporation (the "Initial Purchaser") of the Series 2014A Bonds described above during the Initial Term Rate Period described herein. This Private Placement Memorandum does not constitute an offering or an offering document for the Series 2014A Bonds and may not be reproduced or used, in whole or in part, for any purpose other than in connection with the transaction described herein. In connection with its acquisition of the Series 2014A Bonds, the Initial Purchaser has made its own investment decision. The City, for and on behalf of its Department of Aviation, is not responsible for compliance with applicable securities laws in the event of any sale or transfer of any interest in the Series 2014A Bonds during the Initial Term Rate Period or by any transferee of the Initial Purchaser.

The Series 2014A Bonds are being issued on the date hereof pursuant to Ordinance No. 626, Series of 1984, which was adopted by the City Council of the City on November 26, 1984, as amended and supplemented, including by Ordinance No. ____, Series of 2014, which was adopted by the City Council of the City on December 8, 2014 (collectively, as amended and supplemented from time to time, the "General Bond Ordinance"). The Initial Purchaser is purchasing the Series 2014A Bonds pursuant to a Bond Purchase Agreement with the City, for and on behalf of its Department of Aviation, dated December 11, 2014 (the "Bond Purchase Agreement"), and is delivering, on the date hereof, an investor letter in substantially the form set forth as Exhibit D to the Bond Purchase Agreement (the "Investor Letter"). Capitalized terms used herein that are not defined herein shall have the meanings as set forth in the General Bond Ordinance or the Bond Purchase Agreement, as applicable. ***Additional provisions of the Series 2014A Bonds during the Initial Term Rate Period are set forth in the General Bond Ordinance.***

Par Amount:	\$ [80,000,000]*
Issue Date:	December 12, 2014
Final Maturity Date:	December 1, 2031
Initial Term Rate Period:	Commencing on the Issue Date and ending on December 11, 2015
Mandatory Tender Date:	December 11, 2015
LIBOR Index:	For the Initial Term Rate Period, the rate per annum equal to the London Interbank Offered Rate (or a comparable or successor rate which is approved by Bank of America, N.A.), as published by

*Preliminary, subject to change.

Bloomberg (or other commercially available source providing quotations of such rate as selected by Bank of America, N.A. from time to time) at approximately 11:00 a.m. London time two (2) London Banking Days before the next succeeding Rate Adjustment Date for U.S. dollar deposits for delivery on the date in question for a one-month term beginning on such date, as adjusted from time to time in Bank of America, N.A.'s sole discretion for reserve requirements, deposit insurance assessment rates and other regulatory costs. If such rate is not available at such time for any reason, then the rate will be determined by such alternate method as reasonably selected by Bank of America, N.A. A "London Banking Day" is a day on which banks in London are open for business and dealing in offshore dollars.

Interest Rate:	The per annum rate equal to the sum of (i) the Applicable Spread and (ii) the product of (A) the LIBOR Index and (B) the Applicable Factor (the "LIBOR Index Rate"); accrues from the Issue Date to, but not including the next succeeding Rate Adjustment Date and thereafter from and including the next succeeding Rate Adjustment Date but not including the next succeeding Rate Adjustment Date.
Applicable Factor:	70%
Applicable Spread:	0.19%
Rate Determination Date:	The second (2nd) London Business Day prior to each Rate Adjustment Date
Rate Adjustment Date:	First Business Day of each calendar month
Interest Payment Dates and Calculation Period:	First business day of each month calculated on the basis of a 360-day year and the actual number of days elapsed
Maximum Rate:	9.00% per annum
Rates:	The Series 2014A Bonds will bear interest at the Interest Rate
CUSIP Number:	[TBD]
Delayed Remarketing Period:	If on the Mandatory Tender Date the Paying Agent does not have sufficient moneys derived from the proceeds of the remarketing of such Series 2014A Bonds to pay the Purchase Price of all the Series 2014A Bonds by the required time, no Series 2014A Bonds are to be purchased on such purchase date, and the Paying Agent is to return all tendered Series 2014A Bonds to the Owners thereof and return all remarketing proceeds to the Remarketing Agent to be remitted to the providers thereof and return to the City any amounts paid by the City. Such Series 2014A Bonds will thereafter bear interest at the rate of 9% per annum (the "Maximum Rate") for the period (the "Delayed Remarketing Period") commencing with the applicable purchase date and ending on the date on which such Series 2014A Bonds are

successfully remarketed and converted to a new Interest Rate Mode or Term Rate Period.

Limitations on Transfer: The Series 2014A Bonds have been initially sold as a private placement to the Initial Purchaser, as an “accredited investor” within the meaning of the federal securities laws. The Series 2014A Bonds may only be transferred as set forth in the Investor Letter.

Denomination: During the Initial Term Rate Period, \$1,000,000 and any integral multiple of \$5,000 in excess thereof

Optional Redemption: During the Initial Term Rate Period, the Series 2014A Bonds are subject to optional redemption by the City on any Interest Payment Date.

Mandatory Sinking Fund Redemption: The Series 2014A Bonds are subject to mandatory sinking fund redemption prior to maturity at a redemption price equal to 100% of the principal amount thereof, plus accrued interest, if any, to the redemption date, on December 1 in each of the years and in the principal amounts set forth in the following table:

<u>Year of Redemption</u>	<u>Principal Amount</u>
2026	_____
2027	_____
2028	_____
2029	_____
2030	_____
2031	_____

Notice of Mandatory Sinking Fund Redemption: Paying Agent to mail notice to Owners not less than 15 days before the redemption date.

Calculation Agent: Bank of America, N.A. during the Initial Term Rate Period, and thereafter any successor as appointed by the City.

Purpose of the Issue: To refund a portion of the outstanding Series 2007F1-F4 Bonds (Senior Bonds under the General Bond Ordinance) and to pay for costs of issuing the Series 2014A Bonds, constituting the Series 2014A Refunding Project under the General Bond Ordinance.

Security: The Series 2014A Bonds are special obligations of the City, for and on behalf of the Department, payable solely from and secured by a pledge of Net Revenues (as defined herein) of the Airport System and certain Airport System funds and accounts held under the General Bond Ordinance, on a parity with all other bonds that may be issued and outstanding from time to time under the General Bond Ordinance, referred to herein collectively as the “Senior Bonds.”

Disclosure Statement: No offering document or other disclosure statement, except this memorandum, has been prepared for the Series 2014A Bonds. The

Initial Purchaser of the 2014A Bonds will be required to execute the Investor Letter.

Voluntary Continuing Disclosure Commitment: Although Rule 15c2-12, which prohibits underwriters from purchasing or selling certain municipal securities unless the issuers of those securities agree to provide continuing disclosure information for the benefit of the owners of those securities, does not apply to the Series 2014A Bonds as initially issued, the City nevertheless is delivering to the Initial Purchaser (which is not an underwriter and is not underwriting the Series 2014A Bonds) a Continuing Disclosure Undertaking dated the date of the initial issuance of the Series 2014A Bonds in which it agreed to provide or cause to be provided annually to the Electronic Municipal Market Access (EMMA) system of the Municipal Securities Rulemaking Board (MSRB) certain additional financial information and operating data concerning the Airport System and other obligated persons and to provide notice of certain enumerated events as set forth in the final Official Statement dated October 11, 2012, delivered in connection with the original issue and sale of the Series 2012A-C Bonds (Senior Bonds under the General Bond Ordinance).

Co-Bond Counsel: Hogan Lovells US LLP, Denver, Colorado and Bookhardt & O'Toole, Denver, Colorado.

Paying Agent: Zions First National Bank, Denver, Colorado, will serve as paying agent (the "Paying Agent") and registrar (the "Registrar") for the Series 2014A Bonds.

Payments with respect to the 2014A Bonds will be made by the Paying Agent to Cede & Co., as the Owner of the Series 2014A Bonds, for subsequent credit to the accounts of the Beneficial Owners.

Registration of the Series 2014A Bonds: DTC Book-Entry Only System. No physical certificates evidencing ownership of the bond will be delivered, except to DTC.

Tax Status: In the respective opinions of Bond Counsel to the City to be delivered upon the issuance of the Series 2014A Bonds, interest on the Series 2014A Bonds is excluded from gross income for federal income tax purposes, and is not included in the computation of the federal alternative minimum tax imposed on individuals, trusts, estates and, subject to certain exceptions, corporations. Also, in the respective opinions of Bond Counsel to the City to be delivered upon the issuance of the Series 2014A Bonds, under existing law and to the extent interest on the Series 2014A Bonds is excluded from gross income for federal income tax purposes, such interest is not subject to income taxation by the State of Colorado.

Financial Advisor: Frasca & Associates, LLC, New York, New York

Initial Purchaser: Banc of America Preferred Funding Corporation

Remarketing Agent on or prior to the Mandatory Tender Date: Merrill Lynch, Pierce, Fenner & Smith Incorporated

Counsel to Initial Purchaser: Chapman and Cutler LLP, Chicago, Illinois

Dated: December 11, 2014