

PRIVATE PLACEMENT MEMORANDUM

CITY AND COUNTY OF DENVER, COLORADO
FOR AND ON BEHALF OF ITS DEPARTMENT OF AVIATION
AIRPORT SYSTEM SUBORDINATE REVENUE BONDS,
SERIES 2015A (NON-AMT) - \$[225,000,000]

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 Bank of America, N.A. (the "Initial Purchaser") of the Series 2015A Subordinate Bonds described herein. This Private Placement Memorandum does not constitute an offering or an offering document for the Series 2015A Subordinate 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 2015A Subordinate 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 2015A Subordinate Bonds or by any transferee of the Initial Purchaser.

The Series 2015A Subordinate Bonds are being issued on the date hereof pursuant to the Amended and Restated Airport System General Subordinate Bond Ordinance, Ordinance No. 302, Series of 2013, adopted by the City Council of the City on June 24, 2013, as amended and supplemented (the "General Subordinate Bond Ordinance"), including by a supplemental subordinate bond ordinance with respect to the Series 2015A Subordinate Bonds, Ordinance No. ___, Series of 2015, adopted by the City Council of the City on [November 2], 2015. The General Subordinate Bond Ordinance and such supplemental bond ordinance, as amended and supplemented from time to time, are collectively referred to herein as the "Subordinate Bond Ordinance." Bank of America, N.A. (the "Series 2015A Subordinate Bonds Credit Facility Provider"), as the initial Series 2015A Subordinate Bonds Credit Facility Provider, is entering into a Credit Facility and Reimbursement Agreement dated as of [November 20], 2015, with the City, for and on behalf of its Department of Aviation (the "Series 2015A Subordinate Bonds Credit Facility"), with respect to the Series 2015A Subordinate Bonds. The Initial Purchaser is purchasing the Series 2015A Subordinate Bonds pursuant to a Bond Purchase Agreement with the City, for and on behalf of its Department of Aviation, dated [November 5], 2015 (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 have the meanings as set forth in the Subordinate Bond Ordinance, the Series 2015A Subordinate Bonds Credit Facility or the Bond Purchase Agreement, as applicable. ***Additional provisions of the Series 2015A Subordinate Bonds are set forth in the Subordinate Bond Ordinance.***

Par Amount: \$[225,000,000]

Issue Date: [November 20], 2015

Maturity Date: November 15, 2025 (See Mandatory Sinking Fund Redemption)

Interest Rate: [____%]

Interest Payment Dates and Basis: Beginning on May 15, 2016, and semiannually thereafter on each May 15 and November 15. Calculated on the basis of a 360-day year and a month consisting of 30-days.

CUSIP Number: [TBD]

Limitations on Transfer: The Series 2015A Subordinate 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 2015A Subordinate Bonds may only be transferred as set forth in the Investor Letter.

Minimum Denomination: \$100,000 and any integral multiple of \$5,000 in excess thereof.

Election to Tender: The Series 2015A Subordinate Bonds Credit Facility Provider may elect to cause the Series 2015A Subordinate Bonds to be tendered to the Series 2015A Subordinate Bonds Credit Facility Provider upon the occurrence of an Event of Default (as defined in the Series 2015A Subordinate Bonds Credit Facility) at a Purchase Price equal to 100% of the principal amount of the then outstanding Series 2015A Subordinate Bonds, with irrevocable written notice of such tender to be delivered by the Series 2015A Subordinate Bonds Credit Facility Provider as set forth in the Subordinate Bond Ordinance and the Series 2015A Subordinate Bonds Credit Facility. Upon such tender (described as “mandatory tender” in the Series 2015A Subordinate Bonds Credit Facility), the Series 2015A Subordinate Bonds will constitute Series 2015A Credit Facility Bonds under the Series 2015A Subordinate Bonds Credit Facility.

Events of Default: As set forth in the Series 2015A Subordinate Bonds Credit Facility and the Subordinate Bond Ordinance.

Optional Redemption or Purchase: The Series 2015A Subordinate Bonds are subject to optional redemption or purchase prior to their maturity by written direction of the Treasurer, in whole, at a price equal to the principal amount of and accrued interest on the Series 2015A Subordinate Bonds to be redeemed or purchased up to and including the date of redemption or purchase, plus the "Make-Whole Fee" calculated in accordance with the description set forth in the following paragraph.

The "Make-Whole Fee" means the present value of the difference, if positive, between:

(i) the sum of the interest payments that would have accrued through the maturity date or the mandatory sinking fund redemption date, as applicable, of the Series 2015A Subordinate Bonds to be redeemed or purchased on the related principal amount of such Series 2015A Subordinate Bonds at a fixed interest rate for such principal amount

equal to **[the rate on the Bonds]**, as if the redemption or purchase had not occurred, less

(ii) the sum of the interest payments that would have accrued on each principal amount of Series 2015A Subordinate Bonds at a fixed interest rate for such principal amount equal to the Reinvestment Rate, as if the redemption or purchase had not occurred.

For purposes of the paragraph above, (a) “*Reinvestment Rate*” means with respect to each principal amount of Series 2015A Subordinate Bonds redeemed or purchased, the Swap Rate on the date the Make-Whole Price is calculated by the Series 2015A Credit Facility Provider for a term corresponding to the period of time remaining until such principal amount of Series 2015A Subordinate Bonds was to mature or be redeemed, as applicable, and (b) “*Swap Rate*” means, as of any date, the offered U.S. Dollar interest rate swap rate for a fixed rate payer having a floating rate equal to the three month Libor determined by the Series 2015A Credit Facility Provider on such date by reference to the Bloomberg service or such other similar data source then used by the holder of the Series 2015A Subordinate Bonds for determining such rate.

Mandatory Sinking Fund Redemption:

The Series 2015A Subordinate 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 November 15 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>
2016	\$ _____
2017	_____
2018	_____
2019	_____
2020	_____
2021	_____
2022	_____
2023	_____
2024	_____
2025*	_____

*Maturity Date

Notice of Optional Redemption and Mandatory Sinking Fund Redemption:

Unless the Series 2015A Subordinate Bonds are held under the Series 2015A Subordinate Bonds Credit Facility, notice of redemption is to be given by the Paying Agent as set forth in the Subordinate Bond Ordinance.

Purpose of the Issue: To refund and defease all of the outstanding Series 2005A Bonds (Senior Bonds under the General Bond Ordinance of the City approved on November 29, 1984, as Ordinance No. 626, Series of 1984, as supplemented and amended from time to time and referred to in the Subordinate Bond Ordinance as the “Senior Bond Ordinance”), to make a required deposit in the Subordinate Bond Reserve Account, if any, and to pay for costs of issuing the Series 2015A Subordinate Bonds, constituting the Series 2015A Subordinate Bonds Refunding Project under the Subordinate Bond Ordinance.

Sources and Uses of Funds:

Sources of Funds

Par Amount	\$ _____
Transfer from Bond Fund	_____
Transfer from Senior Bond Reserve Fund	_____
Total Sources	_____

Uses of Funds

Deposit to Escrow Account	_____
Deposit to Subordinate Bond Reserve Fund	_____
Costs of issuance	_____
Total Uses	_____

Refunded Series 2005A Bonds:

The following Series 2005A Bonds will be refunded and defeased by the Series 2015A Subordinate Bonds and called for optional redemption on [December 7], 2015.

<u>Original CUSIP</u>	<u>Maturity Date (November 15)</u>	<u>Interest Rate</u>	<u>Refunded Principal Amount</u>
249181Y36	2016	4.000%	\$ 85,000
249181Y44	2017	5.000%	7,870,000
249181Y51	2018	5.000%	20,170,000
249181Y69	2019	5.000%	19,360,000
249181Y77	2020	5.000%	8,695,000
249181Y85	2021	5.000%	15,465,000
249181Y93	2022	5.000%	17,870,000
249181Z27	2023	5.000%	32,850,000
249181Z35	2024	5.000%	45,875,000
249181Z43	2025	5.000%	47,910,000

Security:

The Series 2015A Subordinate Bonds are special obligations of the City, for and on behalf of its Department of Aviation, payable solely from and secured by a subordinate pledge of Net Revenues of the Airport System and certain Airport System funds and accounts held under the Subordinate Bond Ordinance. The Series 2015A Subordinate Bonds are payable from the Net Revenues on a basis that is (1) subordinate to all Senior Bonds issued and outstanding from

time to time under the Senior Bond Ordinance and Hedge Facility Obligations and Credit Facility Obligations related to the Senior Bonds, which have a lien on the Net Revenues on a parity with the lien on the Senior Bonds and (2) on a parity with all other Subordinate Bonds and Subordinate Obligations, including subordinate bonds, subordinate credit facility obligations, subordinate hedge facility obligations and commercial paper notes, issued and outstanding from time to time under the Subordinate Bond Ordinance.

Series 2015A
Subordinate Bonds
Credit Facility:

The Series 2015A Subordinate Bonds Credit Facility Provider has entered into the Series 2015A Subordinate Bonds Credit Facility with the City, for and on behalf of its Department of Aviation, to pay the Purchase Price of any Series 2015A Subordinate Bonds tendered pursuant to its Election to Tender during the Purchase Period, all as further described in the Series 2015A Subordinate Bonds Credit Facility and the Subordinate Bond Ordinance.

Disclosure Statement:

No offering document or other disclosure statement, except this memorandum, has been prepared for the Series 2015A Subordinate Bonds. The Initial Purchaser of the 2015A Subordinate 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 2015A Subordinate Bonds as initially issued, the City nevertheless is delivering to the Initial Purchaser (which is not an underwriter and is not underwriting the Series 2015A Subordinate Bonds) a Continuing Disclosure Undertaking dated the date of the initial issuance of the Series 2015A Subordinate Bonds in which it agrees 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 July 10, 2013, delivered in connection with the original issue and sale of the Series 2013A-B Bonds (Subordinate Bonds under the Subordinate 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 2015A Subordinate Bonds.

Payments with respect to the 2015A Subordinate Bonds will be made by the Paying Agent to Cede & Co., as the Owner of the Series 2015A Subordinate Bonds, for subsequent credit to the accounts of the Beneficial Owners.

Registration of the Series
2015A Subordinate

Bonds: DTC Book-Entry Only System. No physical certificates evidencing ownership of the Series 2015A Subordinate Bonds 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 2015A Subordinate Bonds, interest on the Series 2015A Subordinate 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 corporations; however, such interest on the Series 2015A Subordinate Bonds will be taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations. Also, in the respective opinions of Bond Counsel to the City to be delivered upon the issuance of the Series 2015A Subordinate Bonds, under existing law and to the extent interest on the Series 2015A Subordinate 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: Bank of America, N.A.

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

Dated: [November 20], 2015