INVITATION TO TENDER BONDS
made by

REGIONAL TRANSPORTATION DISTRICT (COLORADO)

to the Holders (described herein) of all or any portion of the maturities listed in Table 1 on page (i) herein of the:

REGIONAL TRANSPORTATION DISTRICT (COLORADO)
Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2019A
and
Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021A
(Green Bonds - Climate Bond Certified)

THIS TENDER OFFER WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME ON FRIDAY, SEPTEMBER 8, 2023, UNLESS THE TENDER OFFER IS TERMINATED EARLIER OR EXTENDED AS DESCRIBED HEREIN.

TENDERED BONDS MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE EXPIRATION DATE.

See "TERMS OF THE TENDER OFFER" herein.

This Invitation to Tender Bonds, which includes APPENDIX A and APPENDIX B, and which is dated August 22, 2023 (as it may be amended or supplemented, the "Tender Offer") should be read in its entirety by prospective participants.

The Tender Offer describes an invitation by the Regional Transportation District (Colorado) (the "District"), with the assistance of Jefferies LLC, as dealer manager (the "Dealer Manager"), to the beneficial owners (the "Holders" or "Bondholders") of the District's outstanding bonds of the series and maturities listed in Table 1 on page (i) of this Tender Offer (collectively, the "Target Bonds"), to tender such Target Bonds for cash purchase by the District at a Purchase Price (defined herein) to be determined based on the applicable fixed spread (each, a "Fixed Spread") to be added to the yield on the relevant benchmark United States Treasury Security (each, a "Benchmark Treasury Security"), plus accrued interest ("Accrued Interest") on the Target Bonds of the maturity corresponding thereto tendered for purchase to but not including the Settlement Date (as hereinafter defined). The District is offering to purchase up to all of the respective Target Bonds listed in Table 1.

On or about Thursday, August 31, 2023, the District will publish the Pricing Notice in the form attached hereto as APPENDIX B, which will either confirm or amend the "Indicative Fixed Spread" as listed in page (i) of this Tender Offer for each maturity and corresponding CUSIP of the respective Target Bonds.

Subject to the terms and conditions of this Tender Offer and assuming all conditions to this Tender Offer have then been satisfied or waived by the District, the District will purchase the Target Bonds tendered for purchase on September 28, 2023, unless extended by the District (the "Settlement Date"), provided that the Target Bonds have been validly tendered for purchase by the Expiration Date set forth below. Bondholders whose Target Bonds are tendered and purchased by the District will receive the Purchase Price (as defined herein) and Accrued Interest on such Target Bonds on the Settlement Date.

The source of funds to purchase the Target Bonds validly tendered and purchased by the District pursuant to this Tender Offer will be net proceeds of the District's Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A (the "Refunding Bonds"). If issued, the Refunding Bonds will be dated the Settlement Date and be issued in the manner, on the terms and with the security described in the Preliminary Official Statement dated August 22, 2023, which is attached hereto as APPENDIX A (the "Refunding Bonds POS"). The purchase of any Target Bonds tendered pursuant to this Tender Offer is contingent on, among other things, the issuance of the Refunding Bonds, and is also subject to certain other conditions, including, without limitation, the Financing Conditions (as defined herein). See "INTRODUCTION--General" and "TERMS OF THE TENDER OFFER--Conditions to Purchase" herein.

Except as described in the following paragraph (or elsewhere in this Tender Offer), Holders of Target Bonds who do not tender their Target Bonds, as well as Holders of Target Bonds who tender Target Bonds for purchase that the District does not purchase pursuant to this Tender Offer (the "Unpurchased Bonds"), will continue to hold such Unpurchased Bonds and such Unpurchased Bonds will remain outstanding under the applicable Indenture (defined herein).

The District reserves the right, in its sole discretion, to not accept any tendered Target Bonds, in whole or in part, for purchase. THE DISTRICT EXPECTS TO EVALUATE WHETHER TO CONCURRENTLY DEFEASE CERTAIN OF THE UNPURCHASED BONDS WITH PROCEEDS OF THE REFUNDING BONDS. The District also reserves the right to, and may decide to, refund, defease and/or tender for some or all of the Unpurchased Bonds in the future through the issuance of future District obligations, which may be publicly offered, privately placed, taxable or tax-exempt. See "INTRODUCTION--Unpurchased Bonds; Reservation of Rights for Concurrent or Future Transactions" and "ADDITIONAL CONSIDERATIONS" herein.

To make an informed decision as to whether, and how, to tender Target Bonds for purchase pursuant to this Tender Offer, Bondholders must read this Tender Offer carefully and in its entirety, including the Refunding Bonds POS attached hereto as APPENDIX A, and consult with their broker, account executive, financial advisor, attorney and/or other professionals. For more information about risks concerning this Tender Offer, please see "ADDITIONAL CONSIDERATIONS" herein.

Any Bondholder wishing to tender its Target Bonds should follow the procedures more specifically described herein. Bondholders and their broker, account executive, financial advisor, attorney and/or other professionals with questions about this Tender Offer should contact the Dealer Manager or the Information Agent (as defined herein).

Key Dates and Times

All of these dates and times are subject to change. All times are New York City time.
Notices of changes will be sent in the manner provided for in this Tender Offer.

Launch Date and Post Refunding Bonds POS	Tuesday, August 22, 2023
Pricing Notice	On or about Thursday, August 31, 2023
Expiration Date	5:00 p.m. on Friday, September 8, 2023
Preliminary Acceptance Date	Monday, September 11, 2023
Determination of the Purchase Price	Approximately 10:00 a.m. on Tuesday, September 12, 2023
Notice of the Purchase Price	Tuesday, September 12, 2023
Final Acceptance Date and Final Acceptance Notice	Wednesday, September 13, 2023
Settlement Date (unless earlier terminated or extended)	Thursday, September 28, 2023

The Dealer Manager
For this Tender Offer is:
Jefferies LLC

The Information Agent and Tender Agent
For this Tender Offer is:
Globic Advisors Inc.

TABLE 1 - BONDS SUBJECT TO THE TENDER OFFER

Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2019A

Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021A (Green Bonds - Climate Bond Certified)

Series	CUSIP	Maturity Date	Interest Rate	Outstanding Principal Amount	Benchmark Treasury Security[2]	Indicative Fixed Spreads [3]
2019A	759136 US1	11/1/2038[1]	3.258%	$82,740,000	10-Year	+49.0 bps
2021A	759136 VC5	11/1/2025	0.700	12,000,000	2-Year	-40.0 bps
2021A	759136 VD3	11/1/2026	0.900	61,145,000	3-Year	-30.0 bps
2021A	759136 VE1	11/1/2027[4]	1.179	48,150,000	5-Year	-20.0 bps
2021A	759136 VF8	11/1/2028[4]	1.329	10,835,000	5-Year	-10.0 bps
2021A	759136 VG6	11/1/2031[4]	1.837	54,685,000	10-Year	+10.0 bps
2021A	759136 VH4	11/1/2032	1.967	50,935,000	10-Year	+15.0 bps
2021A	759136 VJ0	11/1/2033	2.067	37,780,000	10-Year	+20.0 bps
2021A	759136 VK7	11/1/2034	2.187	9,160,000	10-Year	+28.0 bps
2021A	759136 VL5	11/1/2035	2.287	7,330,000	10-Year	+35.0 bps
2021A	759136 VM3	11/1/2036	2.337	66,215,000	10-Year	+40.0 bps
2021A	759136 VN1	11/1/2037	2.387	64,170,000	10-Year	+44.0 bps

(1) The 2019A Bond maturing on November 1, 2038 (CUSIP 759136US1) is subject to mandatory sinking fund redemption on each November 1 beginning on November 1, 2035, through and including November 1, 2038, and will be priced to its average life of April 5, 2038.

(2) Each Benchmark Treasury Security (as defined herein) will be the most recently auctioned "on-the-run" United States Treasury Security for the maturity indicated as of date and time that the Purchase Price for the Target Bonds is set, currently expected to be approximately 10:00 a.m. ET on September 12, 2023.

(3) Indicative Fixed Spreads (as defined herein) are preliminary and subject to change. Actual Fixed Spreads will appear in the Pricing Notice.

(4) See "INTRODUCTION--Unpurchased Bonds; Reservation of Rights for Concurrent or Future Transactions."

GENERAL PROVISIONS APPLICABLE TO THE TENDER OFFER

On or about Thursday, August 31, 2023, the Pricing Notice will be made available: (i) at the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at http://emma.msrb.org (the "EMMA Website"), using the CUSIP numbers for the Target Bonds listed in Table 1 entitled "Bonds Subject to the Tender Offer" on page (i) of this Tender Offer ("Table 1"); (ii) to The Depository Trust Company ("DTC") and to the DTC participants holding the Target Bonds (as shown in a securities position report obtained by the Information Agent and Tender Agent (both as defined herein)); and (iii) by posting electronically on the website of the Information Agent at https://www.globic.com/rtd.

On or about Tuesday, September 12, 2023, the Notice of the Purchase Price will be made available: (i) at the EMMA Website, using the CUSIP numbers for the Target Bonds listed in Table 1; (ii) to DTC and to the DTC participants holding the Target Bonds (as shown in a securities position report obtained by the Information Agent and Tender Agent); and (iii) by posting electronically on the website of the Information Agent at https://www.globic.com/rtd.

The Refunding Bonds POS (attached hereto as APPENDIX A) is or will be made available, as an attachment to this Tender Offer: (i) at the EMMA Website, using the CUSIP numbers for the Target Bonds listed in Table 1; (ii) to DTC and to the DTC participants holding the Target Bonds (as shown in a securities position report obtained by the Information Agent and Tender Agent); and (iii) by posting electronically on the website of the Information Agent at https://www.globic.com/rtd.

The consummation of this Tender Offer is also subject to certain conditions, including, without limitation, the Financing Conditions. See "INTRODUCTION--General" and "TERMS OF THE TENDER OFFER--Conditions to Purchase" herein.

References to website addresses 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 by reference in, and are not a part of, this Tender Offer.

IMPORTANT INFORMATION

This Tender Offer, including APPENDIX A and APPENDIX B, contains important information which should be read in its entirety before any decision is made with respect to this Tender Offer. The information in this "IMPORTANT INFORMATION" section is subject to the more detailed information and instructions contained elsewhere in this Tender Offer.

General. This Tender Offer and other information with respect to this Tender Offer is and will be available with the assistance of Jefferies LLC (the "Dealer Manager") and Globic Advisors Inc. (the "Information Agent") at http://emma.msrb.org and https://www.globic.com/rtd. Bondholders wishing to tender their Target Bonds for purchase pursuant to this Tender Offer should follow the procedures described in this Tender Offer. Pursuant to this Tender Offer, the District may accept offers to tender Target Bonds in accordance with the procedures set forth in this Tender Offer. The District reserves the right to cancel or modify this Tender Offer at any time on or prior to the Expiration Date, and reserves the right to make a future tender offer at prices different than the prices described herein and in the Pricing Notice, in its sole discretion. The District will have no obligation to accept tendered Target Bonds for purchase or to purchase Target Bonds tendered and accepted for purchase if (i) cancellation or modification of the Tender Offer occurs, (ii) the District is unable to issue the Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A (the "Refunding Bonds"), or (iii) any other conditions set forth herein are not satisfied. The District further reserves the right to accept nonconforming tenders or waive irregularities in any tender.

The consummation of this Tender Offer is subject to certain other conditions, including, without limitation, the Financing Conditions (as defined herein) that are anticipated to occur after the Expiration Date but prior to the Settlement Date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of this Tender Offer or passed upon the fairness or merits of this Tender Offer or upon the accuracy or adequacy of the information contained in this Tender Offer.

In any jurisdictions where the securities "blue sky" or other laws require this Tender Offer to be distributed through a licensed or registered broker or dealer, this Tender Offer shall be deemed to be distributed on behalf of the District through the Dealer Manager or one or more registered brokers or dealers licensed under the laws of that jurisdiction.

The delivery of this Tender Offer shall not under any circumstances create any implication that any information contained herein is correct as of any time subsequent to the date hereof or that there has been no change in the information set forth herein or in any attachments hereto or materials delivered herewith or in the affairs of the District since the date hereof. The information contained in this Tender Offer is as of the date of this Tender Offer only and is subject to change, completion, or amendment without notice.

The Dealer Manager makes no representation or warranty, express or implied, as to the accuracy or completeness of the information contained herein, including APPENDIX A. The Dealer Manager has not independently verified any of the information contained herein, and assumes no responsibility for the accuracy or completeness of any such information.

None of the District, the Dealer Manager or the Information Agent are responsible for (i) making or transmitting any offer to sell bonds, (ii) the DTC process, or (iii) Holder interactions with DTC and DTC participants.

Forward-Looking Statements. Certain statements included or incorporated by reference into this Tender Offer constitute “forward-looking statements.” Such statements are generally identifiable by the terminology used such as “forecast,” “plan,” “expect,” “estimate,” “budget” or similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The District does not plan to issue any updates or revisions to those forward-looking statements if or when changes occur to its expectations, or events, conditions or circumstances on which such statements are based.

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TABLE OF CONTENTS

INVITATION TO TENDER BONDS
made by

REGIONAL TRANSPORTATION DISTRICT (COLORADO)

to the Holders of all or any portion of the
maturities listed in Table 1 on page (i) herein of the:

REGIONAL TRANSPORTATION DISTRICT (COLORADO)
Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project)
Series 2019A (the "2019A Bonds")
and
Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021A
(Green Bonds - Climate Bond Certified) (the "2021A Bonds")

INTRODUCTION

General

This Invitation to Tender Bonds, dated August 22, 2023 (as it may be amended or supplemented, including the cover page and Appendices hereto, this "Tender Offer"), describes an invitation by the Regional Transportation District (Colorado) (the "District"), with the assistance of Jefferies LLC ("Jefferies") as Dealer Manager (the "Dealer Manager"), to the beneficial owners (the "Holders" or "Bondholders") of the District's outstanding bonds of the series and maturities listed in Table 1 on page (i) of this Tender Offer (each a "Target Bond" and collectively, the "Target Bonds") to tender such Target Bonds for cash purchase by the District at a Purchase Price (defined herein) to be determined based on the applicable fixed spread (each, a "Fixed Spread") to be added to the yield on the relevant benchmark United States Treasury Security (each, a "Benchmark Treasury Security"), plus accrued interest ("Accrued Interest") on the Target Bonds of the maturity corresponding thereto tendered for purchase to but not including September 28, 2023, unless extended by the District (the "Settlement Date").

The District is offering to purchase up to all of the Target Bonds listed in Table 1 on page (i) of this Tender Offer ("Table 1"). On or about Thursday, August 31, 2023, the District will publish the Pricing Notice in the form attached hereto as APPENDIX B, which will either confirm or amend the "Indicative Fixed Spread" as listed in Table 1 of this Tender Offer for each maturity and corresponding CUSIP of the respective Target Bonds.

The source of funds to purchase the Target Bonds validly tendered and accepted for purchase by the District pursuant to this Tender Offer will be proceeds of the District's Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A (the "Refunding Bonds"). The Refunding Bonds are being issued for the primary purpose of providing funds to purchase Target Bonds pursuant to this Tender Offer as well as, in the sole discretion of the District, refunding, paying and discharging certain of the remaining Target Bonds that are not tendered or accepted for purchase. If issued, the Refunding Bonds will be dated September 28, 2023, unless extended by the District. The District, the Refunding Bonds, the manner and terms of issuance of the Refunding Bonds, and the security for the Refunding Bonds are described in the Preliminary Official Statement relating to the Refunding Bonds dated August 22, 2023 (the "Refunding Bonds

POS”). The Refunding Bonds POS is attached hereto as APPENDIX A. See “INTRODUCTION--Source of Funds.”

The 2019A Bonds were issued pursuant to the provisions of an Indenture of Trust dated December 18, 2019 (the “2019A Indenture”), between the District and The Bank of New York Mellon Trust Company, N.A. (the “Trustee). The 2021A Bonds were issued pursuant to the provisions of an Indenture of Trust dated March 11, 2021 (the “2021A Indenture”), between the District and the Trustee. The 2019A Indenture and the 2021A Indenture are each an “Indenture” as used throughout this Tender Offer.

Notwithstanding any other provision of this Tender Offer, the District has no obligation to accept for purchase any tendered Target Bonds, and its obligation to pay for Target Bonds validly tendered (and not validly withdrawn) and accepted pursuant to this Tender Offer is subject to the satisfaction of or waiver of the following conditions on or prior to the Settlement Date: (a) the successful completion by the District of the issuance of the Refunding Bonds, the proceeds of which will be sufficient to (i) fund the purchase of all Target Bonds validly tendered and accepted for purchase pursuant to this Tender Offer, (ii) defease certain Unpurchased Bonds (defined herein), if any, and (iii) pay all fees and expenses associated with the issuance of the Refunding Bonds and this Tender Offer; (b) the District obtaining satisfactory and sufficient economic benefit as a result of the consummation of this Tender Offer when taken together with the issuance of the Refunding Bonds (collectively, the “Financing Conditions”), all on terms and conditions that are in the District’s best interest; and (c) the other conditions set forth in “TERMS OF THE TENDER OFFER--Conditions to Purchase” herein.

The District reserves the right, subject to applicable law, to amend or waive any of the conditions to this Tender Offer, in whole or in part, at any time prior to by 5:00 p.m., New York City time, on Friday, September 8, 2023 (as extended from time to time in accordance with this Tender Offer, the “Expiration Date”) or from time to time thereafter. This Tender Offer may be withdrawn by the District at any time prior to the Expiration Date.

TO MAKE AN INFORMED DECISION AS TO WHETHER AND HOW TO TENDER THEIR TARGET BONDS FOR PURCHASE, BONDHOLDERS MUST READ THIS TENDER OFFER AND ALL APPENDICES TO THIS TENDER OFFER.

None of the District, the Dealer Manager or the Information Agent and Tender Agent (as defined herein) makes any recommendation that any Bondholder tender or refrain from tendering all or any portion of such Bondholder’s Target Bonds for purchase. Bondholders must make their own decisions and should read this Tender Offer carefully and consult with their broker, account executive, financial advisor, attorney and/or other appropriate professional in making these decisions.

Subject to the terms and conditions of this Tender Offer, the District will purchase the Target Bonds tendered for purchase, provided that such Target Bonds have been validly tendered by the Expiration Date and accepted by the District on or before 5:00 p.m., New York City time, on Wednesday, September 13, 2023 (as extended from time to time in accordance with this Tender Offer, the “Final Acceptance Date”), assuming all conditions to this Tender Offer have then been satisfied or waived by the District on or prior to the Settlement Date (Thursday, September 28, 2023). Subject to the conditions set forth herein, Bondholders whose Target Bonds are tendered for purchase in accordance with the provisions of this Tender Offer and purchased by the District will receive payment of the applicable purchase price for each maturity and corresponding CUSIP (individually and collectively, the "Purchase Price"), plus Accrued Interest on the Target Bonds of the maturity corresponding thereto tendered for purchase to but not including the Settlement Date.

In the event tendered Target Bonds are not purchased by the District, or all conditions to this Tender Offer are not satisfied or waived by the District on or prior to the Settlement Date, any Target Bonds tendered pursuant to this Tender Offer shall be returned to the Holder and remain Outstanding under the applicable Indenture.

Unpurchased Bonds; Reservation of Rights for Concurrent or Future Transactions

The District is offering to purchase up to all of the Target Bonds for cash. Holders of Target Bonds who do not tender their Target Bonds, as well as Holders of Target Bonds who tender Target Bonds for purchase that are not accepted for purchase by the District pursuant to this Tender Offer (the "Unpurchased Bonds"), will continue to hold such Unpurchased Bonds and such Unpurchased Bonds will remain outstanding under the applicable Indenture. **The District reserves the right, in its sole discretion, and may decide to, refund, defease, and/or tender for some or all of the Unpurchased Bonds in the future through the issuance of future District obligations, which may be publicly offered, privately placed, taxable or tax-exempt.** See "ADDITIONAL CONSIDERATIONS."

Notwithstanding the foregoing, the District also intends to evaluate the concurrent defeasance of the Unpurchased Bonds maturing on November 1, 2027, through November 1, 2031, if any. The District also may, but is not obligated to, defease such Unpurchased Bonds to their respective maturity dates with the proceeds of the Refunding Bonds. The District will determine whether to defease Unpurchased Bonds, of what maturities, in what amount and to what date, after determining the economic impact of the Target Bonds accepted for purchase pursuant to the Invitation on the defeasance of Unpurchased Bonds. ***The District has the sole discretion to determine which Unpurchased Bonds, if any, and in what amount, will be defeased.*** There can be no assurance that a particular Holder's Unpurchased Bonds will be among the Unpurchased Bonds defeased by the District.

The District also reserves the right to, and may decide to, refund, defease and/or tender for some or all of the Unpurchased Bonds in the future through the issuance of future District obligations, which may be publicly offered, privately placed, taxable or tax-exempt.

Purpose

This Tender Offer is part of a plan of finance to use proceeds from the sale of the Refunding Bonds that includes the retirement of the Target Bonds that are validly tendered and accepted for purchase pursuant to this Tender Offer and the potential defeasance of Unpurchased Bonds as described above. Further, as described herein, the District's purchase of Target Bonds pursuant to this Tender Offer is contingent upon receipt of sufficient proceeds for such purpose from the issuance of the Refunding Bonds. There can be no assurance that the Refunding Bonds will be issued or when they will be issued, or that the proceeds thereof will be sufficient to enable the District to purchase any or all of the Target Bonds validly tendered and accepted for purchase by the District.

The purpose of the issuance of the Refunding Bonds is to produce present value debt service savings for the benefit of the District. Thus, the final decision to purchase tendered Target Bonds, and, if less than all of the Target Bonds that are tendered are purchased, which Target Bonds, if any, will be accepted for purchase by the District, will be based upon market conditions associated with the sale of the Refunding Bonds and other factors outside of the control of the District.

Considerations for the Tender Offer

General. On or about Thursday, August 31, 2023, the District will publish the Pricing Notice in the form attached hereto as APPENDIX B. The Pricing Notice will set forth either a confirmation of the indicative fixed spreads shown in Table 1, or an amendment to the Fixed Spreads for each maturity and corresponding CUSIP of the Target Bonds validly tendered and accepted for purchase pursuant to this Tender Offer.

The applicable Fixed Spread will represent the yield, expressed as an interest rate percentage to be added to the yield on the relevant Benchmark Treasury Security (set forth in Table 1) to be used in establishing the Offer Purchase Price (as defined herein) for each maturity and corresponding CUSIP of the Target Bonds. The applicable Fixed Spread will be added to the yield on the relevant Benchmark Treasury Security for each maturity and corresponding CUSIP. The yield on each Benchmark Treasury Security (the "Treasury Security Yield") will be based on the bid-side price of the Benchmark Treasury Security as quoted on the Bloomberg Bond Trader FIT1 series of pages at approximately 10:00 a.m. on Tuesday, September 12, 2023. The applicable Fixed Spread for each maturity and corresponding CUSIP will be added to the relevant Treasury Security Yield corresponding thereto to arrive at a yield (each a "Purchase Yield," and collectively, the "Purchase Yields") for each such maturity and CUSIP.

The Purchase Yields will be used to calculate the offer purchase prices for each of the Target Bonds expressed as a dollar amount per $100 principal amount of bonds (each an "Offer Purchase Price"). The Offer Purchase Prices will be calculated using the market standard bond pricing formula as of the Settlement Date using the applicable Purchase Yield and (i) for the 2019A Bonds maturing November 1, 2038 (CUSIP 759136US1), will be priced to their average life of April 5, 2038, and (ii) for the 2021A Bonds, will be priced to their respective maturity date. The Purchase Price to be received by a Bondholder will equal the product of the Offer Purchase Price and the par amount of such Bondholder's Target Bonds validly tendered and accepted for purchase divided by 100.

The 2019A Bonds maturing November 1, 2038 (CUSIP 759136US1) are subject to mandatory sinking fund redemption in specified principal amounts prior to its maturity date, beginning on November 1, 2035, through November 1, 2038. If any 2019A Bonds are purchased by the District pursuant to the Tender Offer, the specified principal amounts to be redeemed on each mandatory sinking fund redemption date and paid upon its maturity date will be adjusted, pro rata, based on the ratio equal to (a) the par amount of 2019A Bonds that have not been purchased (the "Unpurchased 2019A Bonds") divided by (b) $82,740,000, in Minimum Authorized Denominations (as defined herein), such that the total of all scheduled mandatory sinking fund redemptions and the principal amount due at maturity will equal the aggregate par amount of such Unpurchased 2019A Bonds. Thereafter, the Unpurchased 2019A Bonds will continue to be subject to mandatory sinking fund redemption in annual amounts that will be reflected on a revised mandatory sinking fund redemption schedule.

The District expects to publish a Notice of the Purchase Price on Tuesday, September 12, 2023.

The Pricing Notice, Preliminary Acceptance Notice (defined herein), Notice of the Purchase Price and the Final Acceptance Notice (defined herein) will be made available: (i) by posting on the EMMA Website, using the CUSIP numbers for the Target Bonds listed in Table 1; (ii) to DTC and to the DTC participants holding the Target Bonds; and (iii) by posting electronically on the website of the Information Agent at https://www.globic.com/rtd.

Source of Funds

The source of funds to pay the Purchase Price of the Target Bonds validly tendered and purchased by the District pursuant to this Tender Offer and to pay the Accrued Interest on such Target Bonds to but not including the Settlement Date will be proceeds of the Refunding Bonds. **The purchase of any Target Bonds validly tendered and accepted for purchase by the District is contingent on the issuance by the District of the Refunding Bonds.**

Brokerage Commissions and Solicitation Fees

Bondholders will not be obligated to pay any brokerage commissions or solicitation fees to the District, the Dealer Manager, or the Information Agent and the Tender Agent in connection with this Tender Offer. However, Bondholders should consult with their broker, bank, account executive or other financial institution which maintains the account in which their Target Bonds are held (their "Financial Representative") to determine whether it will charge any commissions or fees.

Dealer Manager, Information Agent and Tender Agent

Jefferies is serving as the Dealer Manager for this Tender Offer. Investors with questions about this Tender Offer should contact the Dealer Manager or Globic Advisors Inc., the Information Agent and Tender Agent (the "Information Agent" or the "Tender Agent") for this Tender Offer, at the addresses and telephone numbers set forth under the caption "AVAILABLE INFORMATION; CONTACT INFORMATION."

TERMS OF THE TENDER OFFER

Expiration Date

This Tender Offer will expire at 5:00 p.m., New York City time, on the Expiration Date, unless earlier terminated or extended. Target Bonds tendered after 5:00 p.m., New York City time, on the Expiration Date and prior to the acceptance of tenders by the District as described below under the heading "TERMS OF THE TENDER OFFER--Acceptance of Tenders Constitutes Irrevocable Agreement" may be accepted by the District, in its sole discretion, for purchase.

In the sole discretion of the District, the District may extend the Expiration Date, the Preliminary Acceptance Date (defined herein), the Final Acceptance Date or the Settlement Date, or cancel, amend or otherwise modify or waive any conditions of this Tender Offer. See "TERMS OF THE TENDER OFFER--Extension, Termination and Amendment of the Tender Offer; Changes to Terms" herein.

Offers Only Through the District's ATOP Account

The Target Bonds are held in book-entry-only form through the facilities of The Depository Trust Company ("DTC"). The District, through the Information Agent and Tender Agent, will establish an Automated Tender Offer Program ("ATOP") account (the "District's ATOP Account") at DTC for the Target Bonds to which this Tender Offer relates promptly after the date of this Tender Offer. Bondholders who wish to tender Target Bonds pursuant to this Tender Offer may do so through the District's ATOP Account.

ALL TENDERS FOR PURCHASE MUST BE MADE THROUGH THE DISTRICT'S ATOP ACCOUNT. THE DISTRICT WILL NOT ACCEPT ANY TENDERS FOR PURCHASE THAT ARE NOT MADE THROUGH THE DISTRICT'S ATOP ACCOUNT. LETTERS OF TRANSMITTAL ARE NOT BEING USED IN CONNECTION WITH THIS TENDER OFFER.

Any financial institution that is a participant in DTC may make a book-entry tender of the Target Bonds by causing DTC to transfer such Target Bonds into the District's ATOP Account relating to this Tender Offer and providing the applicable series, maturity and CUSIP number in accordance with DTC's procedures for such transfer. Bondholders who are not DTC participants can only tender Target Bonds pursuant to this Tender Offer by instructing their Financial Representative to tender the Bondholder's Target Bonds through the District's ATOP Account. To ensure a Bondholder's Target Bonds are tendered to the District's ATOP Account by 5:00 p.m., New York City time, on the Expiration Date, the Bondholder must provide instructions to the Bondholder's Financial Representative in sufficient time for the Financial Representative to tender the Target Bonds to the District's ATOP Account by this deadline. A Bondholder should contact its Financial Representative for information as to when the Financial Representative needs the Bondholder's instructions in order to tender the Bondholder's Target Bonds to the District's ATOP Account by 5:00 p.m., New York City time, on the Expiration Date. See "TERMS OF THE TENDER OFFER--Tender of Target Bonds by Financial Institutions; District's ATOP Account."

THE DISTRICT, THE DEALER MANAGER, AND THE INFORMATION AGENT AND TENDER AGENT ARE NOT RESPONSIBLE FOR THE TRANSFER OF ANY TENDERED TARGET BONDS TO THE DISTRICT'S ATOP ACCOUNT OR FOR ANY MISTAKES, ERRORS OR OMISSIONS IN THE TRANSFER OF ANY TENDERED TARGET BONDS.

Information to Bondholders

The District may give information about this Tender Offer to the market and Bondholders by posting on the EMMA Website. Additionally, the District may give information about this Tender Offer to the Information Agent (collectively referred to herein, together with the EMMA Website, as the "Information Services."). The Information Agent will deliver information provided to it by the District through its website, https://www.globic.com/rtd. Posting by the District of information on the EMMA Website will be deemed to constitute delivery of this information to each Bondholder.

The District, the Dealer Manager, and the Information Agent and Tender Agent have no obligation to ensure that a Bondholder actually receives any information given to the Information Services.

Bondholders who would like to receive information transmitted by or on behalf of the District to the Information Services may receive such information from the Dealer Manager or the Information

Agent and Tender Agent by contacting them using the contact information under the caption "AVAILABLE INFORMATION; CONTACT INFORMATION."

Any updates to this Tender Offer, including, without limitation any supplements to the Refunding Bonds POS, will be distributed through the EMMA Website and will additionally be made available to the Dealer Manager and Information Agent. The final Official Statement with respect to the Refunding Bonds (which will set forth the maturities, principal amounts and interest rates on the Refunding Bonds) will be posted to the EMMA Website subsequent to the Final Acceptance Date and prior to the Settlement Date.

Authorized Denominations

A Bondholder may tender Target Bonds for purchase of a particular CUSIP number that it owns in an amount of its choosing, but only in a principal amount equal to the minimum denomination of $5,000 (the "Minimum Authorized Denomination") or any multiple of $5,000 in excess thereof.

Accrued Interest

The Purchase Prices of the Target Bonds validly tendered and accepted for purchase will not include any Accrued Interest on a tendered Target Bond of a particular CUSIP number from the last payment of interest thereon to but not including the Settlement Date. In addition to the Purchase Prices of the Target Bonds purchased by the District pursuant to this Tender Offer, Accrued Interest on such Target Bonds from the last payment of interest thereon to but not including the Settlement Date will be paid by, or on behalf of, the District to the tendering Bondholders on the Settlement Date.

Provisions Applicable to All Tenders

General. A Bondholder may only tender Target Bonds it owns or controls. By tendering Target Bonds pursuant to this Tender Offer, a Bondholder will be deemed to have represented and agreed with the District as set forth herein under "TERMS OF THE TENDER OFFER--Representations by Tendering Bondholders to the District." All tenders shall survive the death or incapacity of the tendering Bondholder.

Need for Advice. A Bondholder should ask its Financial Representative or financial advisor for help in determining: (i) whether to tender Target Bonds of a particular CUSIP number for purchase, and (ii) the principal amount of Target Bonds of such CUSIP number to be tendered. A Bondholder also should inquire as to whether its Financial Representative or financial advisor will charge a fee for submitting tenders. The District, the Dealer Manager, and the Information Agent and Tender Agent will not charge any Bondholder for tendering Target Bonds.

Need for Specificity of Tender. A tender cannot exceed the par amount of Target Bonds owned by the Bondholder and must include the following information: (1) the CUSIP number(s) of the Target Bond(s) being tendered, and (2) the principal amount of the Target Bonds of such CUSIP number being tendered (such principal amount must be equal to or greater than the Minimum Authorized Denomination and, if greater than the Minimum Authorized Denomination, must be stated in integral multiples of $5,000 and if not so stated, for tenders of less than all of the Holder's position in the Target Bonds, such principal amount will be reduced to the greatest integral multiple of $5,000). Any Bondholder located outside of the United States should check with their broker to determine if there are any additional minimal increments, alternative settlement timing or other limitations.

"All or none" offers are not permitted. A Bondholder also cannot condition its offer for any single Target Bond CUSIP on the acceptance of its offer for a separate Target Bond CUSIP.

No alternative, conditional or contingent tenders will be accepted.

Representations by Tendering Bondholders to the District

By tendering Target Bonds for purchase, each tendering Bondholder will be deemed to have represented to and agreed with the District that:

(a) the Bondholder has received this Tender Offer, including the Refunding Bonds POS, and has had the opportunity to review this Tender Offer, including the Refunding Bonds POS, in its entirety, prior to making its decision to tender Target Bonds, and agrees if the purchase of any tendered Target Bonds is consummated, the purchase of such Target Bonds shall be on the terms and conditions set forth in this Tender Offer;

(b) the Bondholder has full power and authority to tender, sell, assign and transfer the tendered Target Bonds; and on the Settlement Date, the District will acquire good, marketable and unencumbered title thereto, free and clear of all liens, charges, encumbrances, conditional sales agreements or other obligations and not subject to any adverse claims, upon payment to the Bondholder of the applicable Purchase Price(s) plus Accrued Interest;

(c) the Bondholder has made its own independent decision to tender its Target Bonds for purchase pursuant to this Tender Offer, and as to the terms thereof, and such decision is based upon the Bondholder's own judgment and upon advice from its Financial Representative or such advisors with whom the Bondholder has determined to consult;

(d) the Bondholder is not relying on any communication from the District, the Dealer Manager or the Information Agent and Tender Agent as investment advice or as a recommendation to tender the Bondholder's Target Bonds at the applicable Offer Purchase Price, it being understood that the information from the District, the Dealer Manager and the Information Agent and Tender Agent related to the terms and conditions of this Tender Offer shall not be considered investment advice or a recommendation to tender Target Bonds; and

(e) the Bondholder is capable of assessing the merits of and understanding (on its own and/or through independent professional advice), and does understand, agree and accept, the terms and conditions of this Tender Offer.

Tender of Target Bonds by Financial Institutions; District's ATOP Account

The District, through the Information Agent and Tender Agent, will establish the District's ATOP Account at DTC for the CUSIP numbers to which this Tender Offer relates promptly after the date of this Tender Offer. Tenders of Target Bonds pursuant to this Tender Offer may only be made by transfer to the District's ATOP Account as an offer to sell Target Bonds for cash.

Concurrently with the delivery of Target Bonds through book-entry transfer into the District's ATOP Account, an Agent's Message (as described below) in connection with such book-entry transfer must be transmitted to and received at the District's ATOP Account by not later than 5:00 p.m., New York City time, on the Expiration Date; provided, however, a tender of Target Bonds related to an Agent's Message transmitted to the District's ATOP Account after such time may be accepted by the District for purchase if the District, in its sole discretion, waives the defect in the timing of the delivery of such message. The confirmation of a book-entry transfer to the District's ATOP Account as described above is referred to herein as a "Book-Entry Confirmation." The term "Agent's Message" means a message transmitted by DTC to, and received by, the Information Agent and Tender Agent and forming a part of a Book-Entry Confirmation which states that DTC has received an express acknowledgment from the DTC participant tendering Target Bonds that are the subject of such Book-Entry Confirmation, stating the CUSIP number(s) and the principal amount(s) of the Target Bonds that have been tendered by such DTC participant pursuant to this Tender Offer, and acknowledging that such participant agrees to be bound by the terms of this Tender Offer. By causing DTC to transfer Target Bonds into the District's ATOP Account, a financial institution warrants to the District that it has full authority, and has received from the Bondholder(s) of such Target Bonds all direction necessary, to tender and sell such Target Bonds as set forth in this Tender Offer.

NONE OF THE DISTRICT, THE DEALER MANAGER, AND THE INFORMATION AGENT AND TENDER AGENT ARE RESPONSIBLE FOR THE TRANSFER OF ANY TENDERED TARGET BONDS TO THE DISTRICT'S ATOP ACCOUNT OR FOR ANY MISTAKES, ERRORS OR OMISSIONS IN THE TRANSFER OF ANY TENDERED TARGET BONDS.

Determinations as to Form and Validity of Tender Offer; Right of Waiver and Rejection

All questions as to the validity (including the time of receipt of Agent's Messages by the Information Agent and Tender Agent), form, eligibility and acceptance of any Target Bonds tendered for purchase pursuant to this Tender Offer will be determined by the District in its sole discretion and such determinations will be final, conclusive and binding.

The District reserves the right to waive any irregularities or defects in any tender. The District, the Dealer Manager and the Information Agent and Tender Agent are not obligated to give notice of any defects or irregularities in tenders and they will have no liability for failing to give such notice.

The District reserves the absolute right to reject any and all offers, whether or not they comply with the terms of this Tender Offer.

Amendment or Withdrawals of Tenders Prior to an Expiration Date

A Bondholder may amend its offer to tender for purchase in respect of the amount being tendered by causing an amended offer to be received at the District's ATOP Account at or before 5:00 p.m. on the Expiration Date.

An offer to tender for purchase may be withdrawn by a Bondholder by causing a withdrawal notice to be received at the District's ATOP Account at or before 5:00 p.m. on the Expiration Date.

An amended offer or a notice of withdrawal must be submitted in substantially the same manner as an offer.

Bondholders who have tendered their Target Bonds for purchase will not receive any information from the District, the Dealer Manager or the Information Agent and Tender Agent concerning offers by other Bondholders. Bondholders will not be afforded an opportunity to amend their offers after 5:00 p.m. on the Expiration Date. An amended or withdrawn offer must specify the applicable CUSIP number, and with respect to amended offers, the principal amount previously offered and the new amount being offered. All questions as to the validity (including the time of receipt) of an amendment or withdrawal will be determined by the District in its sole discretion and will be final, conclusive and binding.

ALL TENDERS OF TARGET BONDS SHALL BE IRREVOCABLE AT 5:00 P.M. UPON THE EXPIRATION DATE.

Preliminary Acceptance Date; Preliminary Acceptance Notice

On Monday, September 11, 2023, unless such time or date is extended by the District (the "Preliminary Acceptance Date"), the District will determine the preliminary principal amount (if any) of the Target Bonds of a CUSIP that it will purchase, based on such factors as the District in its sole discretion deems relevant. Notice of the preliminary principal amount of the Target Bonds (if any) for each CUSIP that the District initially agrees to purchase in accordance with this Tender Offer will be provided to the Information Services on the Preliminary Acceptance Date via the publication of a "Preliminary Acceptance Notice."

Final Acceptance Date and Acceptance of Tenders for Purchase; Final Acceptance Notice

On the Final Acceptance Date (i.e., Wednesday, September 13, 2023, unless extended), upon the terms and subject to the conditions of this Tender Offer, the District will announce its acceptance for purchase of the Target Bonds, if any, validly tendered by Bondholders pursuant to this Tender Offer by giving notice (the "Final Acceptance Notice") as described below, with acceptance subject to the satisfaction or waiver by the District of the conditions to purchase tendered Target Bonds. See "TERMS OF THE TENDER OFFER--Acceptance of Tenders Constitutes Irrevocable Agreement" and "--Conditions to Purchase."

The Final Acceptance Notice is expected to be provided to the Information Services no later than 5:00 p.m., New York City time, on the Final Acceptance Date. This Final Acceptance Notice will state: (i) the principal amount of the tendered Target Bonds of each maturity and corresponding CUSIP that the District has agreed to accept for purchase (at the Offer Purchase Prices therefor set forth in the Notice of the Purchase Price) in accordance with this Tender Offer, which may be zero for a particular maturity and corresponding CUSIP, or (ii) that the District has decided not to purchase any Target Bonds.

Shortly following the delivery of the Final Acceptance Notice, the District will instruct DTC to release from the controls of the District's ATOP Account all Target Bonds that were tendered but were not accepted for purchase. The release of such Target Bonds will take place in accordance with DTC's ATOP procedures. *The District, the Dealer Manager, and the Information Agent and Tender Agent are not responsible or liable for the operation of the District's ATOP Account by DTC to properly credit such released Target Bonds to the applicable account of the DTC participant or Financial Representative or by such DTC participant or Financial Representative for the account of the Bondholder.*

The District is not required to purchase any Target Bond offered. As described above under "INTRODUCTION--Purpose," the final decision to purchase Target Bonds, and, if less than all of the Target Bonds that are tendered are purchased, which Target Bonds will be accepted for purchase by the District, will be based upon market conditions associated with the sale of the Refunding Bonds and other factors outside of the control of the District. Subject to the terms and conditions of the Tender Offer set forth herein, the District will determine which Target Bonds (and the corresponding series, maturity, CUSIP and amount), if any, it will purchase. The District therefore expressly reserves the right to purchase none, some, or all of the Target Bonds.

Should the District choose to purchase some but not all of the Target Bonds of a particular CUSIP, the District will accept those tendered Target Bonds on a pro rata basis reflecting the ratio of (a) the principal amount, if any, the District determines to purchase to (b) the aggregate principal amount of valid offers to sell received. In such event, should the principal amount of any individual tender offer, when adjusted by the pro rata acceptance, result in an amount that is not a multiple of the Minimum Authorized Denomination, the principal amount of such offer will be rounded down to the nearest multiple of $5,000.

See "INTRODUCTION--Unpurchased Bonds; Reservation of Rights for Concurrent or Future Transactions" for a discussion of the District's expectation regarding the possible concurrent defeasance of Unpurchased Bonds or future refundings, defeasances or tenders of Unpurchased Bonds.

Notwithstanding any other provision of this Tender Offer, the consummation of this Tender Offer and the District's obligation to purchase Target Bonds validly tendered (and not validly withdrawn) and accepted for purchase pursuant to this Tender Offer is subject to the satisfaction of or waiver of the Financing Conditions (see "INTRODUCTION--General") and the other conditions set forth in "TERMS OF THE TENDER OFFER--Conditions to Purchase" herein. The District reserves the right, subject to applicable law, to amend or waive any of the conditions to this Tender Offer, in whole or in part, at any time prior to the Expiration Date or from time to time, in its sole discretion. This Tender Offer may be withdrawn by the District at any time prior to the Expiration Date.

Acceptance of Tenders Constitutes Irrevocable Agreement

Acceptance by the District of validly tendered Target Bonds will constitute an irrevocable agreement between the tendering Bondholder and the District to sell and purchase such Target Bonds, subject to the conditions and terms of this Tender Offer. See "TERMS OF THE TENDER OFFER--Authorized Denominations" and "--Conditions to Purchase" herein.

Settlement Date; Purchase of Target Bonds

Subject to satisfaction of all conditions to the District's obligation to purchase Target Bonds tendered and accepted for purchase, as described herein, including, without limitation, the Financing Conditions, the Settlement Date is the day on which such Target Bonds will be purchased at the applicable Offer Purchase Price(s), together with Accrued Interest thereon. The Settlement Date will occur following the Final Acceptance Date, subject to all conditions to this Tender Offer having been satisfied or waived by the District. The expected Settlement Date is Thursday, September 28, 2023, unless extended by the District, assuming all conditions to this Tender Offer have been satisfied or waived by the District. Bondholders whose Target Bonds are purchased on the Settlement Date will receive Accrued Interest up to but not including the Settlement Date.

The District may, in its sole discretion, change the Settlement Date by giving notice to the Information Services prior to the change.

Subject to satisfaction of all conditions to the District's obligation to purchase Target Bonds tendered and accepted for purchase pursuant to this Tender Offer, as described herein, payment by the District, or on the District's behalf, will be made in immediately available funds on the Settlement Date by deposit with DTC of the aggregate Purchase Price and Accrued Interest on the Target Bonds accepted for purchase. The District expects that, in accordance with DTC's standard procedures, DTC will transmit the aggregate Purchase Prices plus Accrued Interest in immediately available funds to each of its participant financial institutions holding the Target Bonds accepted for purchase on behalf of Bondholders for delivery to the Bondholders. **The District, the Dealer Manager and the Information Agent and Tender Agent have no responsibility or liability for the distribution of the aggregate Purchase Price plus Accrued Interest paid by DTC to DTC participants or by DTC participants to the tendering Bondholders.**

Conditions to Purchase

In addition to the Financing Conditions (see "INTRODUCTION–General" herein), if after the Final Acceptance Date, but prior to payment for the Target Bonds accepted by the District on the Settlement Date, any of the following events should occur, the District will have the absolute right to cancel its obligations to purchase Target Bonds without any liability to any Bondholder:

- The Refunding Bonds are not issued for any reason;
- Litigation or another proceeding is pending or threatened which the District reasonably believes may, directly or indirectly, have an adverse impact on this Tender Offer or the expected benefits of this Tender Offer to the District or the Bondholders;
- A war, national emergency, banking moratorium, suspension of payments by banks, a general suspension of trading by the New York Stock Exchange or a limitation of prices on the New York Stock Exchange exists and the District reasonably believes this fact makes it inadvisable to proceed with the purchase of Target Bonds;
- A material change in the affairs of the District has occurred which the District reasonably believes makes it inadvisable to proceed with the purchase of Target Bonds;
- A material change in the net economics of the transaction has occurred due to a material change in market conditions which the District, in its sole discretion, believes makes it inadvisable to proceed with the purchase of Target Bonds; or
- There shall have occurred a material disruption in securities settlement, payment or clearance services.

These conditions (together with the Financing Conditions, the "Conditions to Purchase") are for the sole benefit of the District and may be asserted by the District, prior to the time of payment of the Target Bonds it has agreed to purchase on the Settlement Date, regardless of the circumstances giving rise to any of these conditions or may be waived by the District in whole or in part at any time and from time to time in its sole discretion, and may be exercised independently for each CUSIP. The failure by the District at any time to exercise any of these rights will not be deemed a waiver of any of these rights, and the waiver of these rights with respect to particular facts and other circumstances will not be deemed a waiver of these rights with respect to any other facts and circumstances. Each of these rights will be deemed an ongoing right of the District which may be asserted at any time and from time to time prior to the time of payment of the Target Bonds it has agreed to purchase. **Any determination by the District concerning the events described in this section will be final and binding upon all parties.**

See "Unpurchased Bonds; Reservation of Rights for Concurrent or Future Transactions" for a discussion of the District's expectation regarding the possible concurrent defeasance of Unpurchased Bonds or future refunding, defeasances or tenders of Unpurchased Bonds.

Extension, Termination and Amendment of the Tender Offer; Changes to Terms

Through and including the Expiration Date, the District has the right to extend this Tender Offer, as to any or all of the Target Bonds, to any date in its sole discretion, provided that a notice of any extension of the Expiration Date is given to the Information Services, including by posting such notice to the EMMA Website on or about 11:00 a.m., New York City time, on the first business day after the Expiration Date. Notice of an extension of the Expiration Date will be effective when such notice is given.

The District also has the right to extend the Preliminary Acceptance Date, the Final Acceptance Date or Settlement Date by notice given to the Information Services at any time but no later than the first Business Day following the previously scheduled Preliminary Acceptance Date, Final Acceptance Date, or Settlement Date, as applicable, or any prior extension thereof. Notice of an extension of the Preliminary Acceptance Date, Final Acceptance Date, or Settlement Date will be effective when such notice is given.

The District also has the right, prior to acceptance of Target Bonds tendered for purchase as described above under the heading "TERMS OF THE TENDER OFFER--Acceptance of Tenders Constitutes Irrevocable Agreement," to terminate, amend or waive the terms of this Tender Offer in any respect and at any time by giving notice to the Information Services. The termination, amendment or waiver will be effective at the time specified in such notice.

If the District extends this Tender Offer, or amends the terms of this Tender Offer (including a waiver of any term) in any material respect, the District shall provide notice thereof at such time to the Information Services and in such manner to allow reasonable time for dissemination to Bondholders and for Bondholders to respond. If the District increases the Fixed Spread for any of the Target Bonds pursuant to this Tender Offer (which would thereby reduce the related Offer Purchase Price), the District shall provide notice thereof. **In such event, any tenders of the affected Target Bonds prior to such change in the Fixed Spread for such Target Bonds pursuant to this Tender Offer will remain in full force and effect and any Bondholder of such affected Target Bonds wishing to revoke their offer to tender such Target Bonds must affirmatively withdraw such offer prior to the Expiration Date.**

No extension, termination or amendment of this Tender Offer (or waiver of any terms of this Tender Offer) will change the District's right to decline to purchase any Target Bonds without liability. See "TERMS OF THE TENDER OFFER--Conditions to Purchase."

None of the District, the Dealer Manager or the Information Agent and Tender Agent have any obligation to ensure that a Bondholder actually receives any information given to the Information Services.

ADDITIONAL CONSIDERATIONS

None of the District, the Dealer Manager or the Information Agent and Tender Agent make any recommendation that any Bondholder tender or refrain from tendering all or any portion of the Target Bonds. Each Bondholder must make its own informed decision and should read this Tender Offer and the Refunding Bonds POS in their entirety and consult with its broker, account executive, financial advisor and/or other financial professional in making such decision.

General

In deciding whether to participate in this Tender Offer, each Bondholder should consider carefully, in addition to the other information contained in this Tender Offer, the following:

- In the event that the Refunding Bonds are not issued and sold, tendered Target Bonds accepted for purchase are not required to be purchased by the District and in such event, Bondholders will continue to hold their respective tendered Target Bonds.

- The District also intends to evaluate the concurrent defeasance of certain of the Unpurchased Bonds with proceeds of the Refunding Bonds. The District has the sole discretion to determine which Unpurchased Bonds, if any, will be defeased. See "Unpurchased Bonds; Reservation of Rights for Concurrent or Future Transactions." Defeasance may be accomplished by funding an escrow consisting of Federal Securities (as defined in the Indenture) and initial cash to provide for payment of the principal or redemption price of and interest on the applicable Target Bonds. The defeased Target Bonds will no longer be outstanding under the applicable Indenture. Defeasance may result in the withdrawal of certain ratings on the defeased Target Bonds.

- Even if the District does not purchase any tendered Target Bonds, or defease any Unpurchased Bonds, the District shall have the right now or in the future to refund or defease all or any portion of the tendered Target Bonds and/or Unpurchased Bonds and/or may in the future invite Bondholders to tender such tendered Target Bonds and/or Unpurchased Bonds for purchase by the District.

- The purchase or redemption by the District of Target Bonds of any CUSIP number may have certain potential adverse effects on holders of Target Bonds of such CUSIP not purchased pursuant to this Tender Offer, including, but not limited to, the principal amount of the Target Bonds of such CUSIP number available to trade publicly may be reduced, which could adversely affect the liquidity and market value of any Unpurchased Bonds of that CUSIP number that remain outstanding.

The District May Later Acquire Target Bonds at More Favorable Prices or with More Favorable Terms Than Those Offered Pursuant to this Tender Offer

The District reserves the right to, and may in the future decide to, acquire some or all of the Target Bonds not purchased pursuant to this Tender Offer or Unpurchased Bonds that are not defeased as described herein, through open market purchases, privately negotiated transactions, subsequent tender offers, exchange offers or otherwise, upon such terms and at such prices as it may determine, which may be more or less than the consideration set forth in this Tender Offer and the Pricing Notice, and which could be for cash or other consideration. Any future acquisition of Target Bonds may be on the same terms or on terms that are more or less favorable to Bondholders than the terms described in this Tender Offer and the Pricing Notice. The decision to make future purchases or exchanges by the District and the terms of such future transactions will depend on various factors existing at that time. There can be no assurance as to which of these alternatives, if any, the District will ultimately choose to pursue in the future.

Timeliness of Offers

This Tender Offer will expire at 5:00 p.m., New York City time, on the Expiration Date (currently scheduled for Friday, September 8, 2023), unless extended or terminated as described in "TERMS OF THE TENDER OFFER--Extension, Termination and Amendment of the Tender Offer; Changes to Terms." Target Bonds tendered for purchase as described in this Tender Offer after 5:00 p.m., New York City time, on the Expiration Date will not be accepted for tender, except in the District's sole discretion.

SUMMARY OF CERTAIN FEDERAL INCOME TAX CONSEQUENCES

The following is a general summary of the U.S. federal income tax consequences for Bondholders that respond to this Tender Offer and have their offer to tender their Target Bonds accepted by the District. The discussion is based on the Internal Revenue Code of 1986, as amended (the "Code"), the Treasury Regulations promulgated thereunder, and relevant rulings and decisions now in effect, all of which are subject to change or differing interpretations. No assurances can be given that future changes in U.S. federal income tax laws will not alter the conclusions reached herein. The discussion below does not purport to deal with U.S. federal income tax consequences applicable to all categories of investors. Further, this summary does not discuss all aspects of U.S. federal income taxation that may be relevant to a particular investor in the Target Bonds in light of the investor's particular circumstances or to certain types of investors subject to special treatment under U.S. federal income tax laws (including individuals who are neither citizens nor residents of the United States; foreign corporations, trusts and estates, in each case, as defined for U.S. federal income tax purposes; insurance companies; tax-exempt organizations; financial institutions; brokers-dealers; partnerships and other entities classified as partnerships for U.S. federal income tax purposes; and persons who have hedged the risk of owning the Target Bonds). Tendering Bondholders should note that no rulings have been or will be sought from the Internal Revenue Service (the "IRS"), and no assurance can be given that the IRS will not take contrary positions, with respect to any of the U.S. federal income tax consequences discussed below. This U.S. federal income tax discussion is included for general information only and should not be construed as a tax opinion nor tax advice by the District or any of their advisors or agents to the Bondholders, and Bondholders therefore should not rely upon such discussion.

The discussion does not deal with special classes of beneficial owners of the Target Bonds, such as dealers or traders in securities, investors that elect mark to market accounting, banks, financial institutions, insurance companies, retirement plans or other tax-deferred or tax advantaged accounts, tax-exempt organizations, partnerships or other pass-through entities (or entities treated as such for U.S. federal income tax purposes), U.S. expatriates, persons holding their Target Bonds as a part of a hedging, integration, conversion or constructive sale transaction or a straddle, Bondholders that are "United States persons," as defined in section 7701(a)(30) of the Code ("U.S. Holders") and are subject to the alternative minimum tax, U.S. Holders that have a functional currency other than the U.S. Dollar, and persons who are not U.S. Holders (all of such holders of the Target Bonds should consult their tax advisors).

If a partnership or other flow-through entity holds the Target Bonds, the tax treatment of a partner in the partnership or beneficial owner of the flow-through entity generally will depend upon the status of the partner owner and the activities of the partnership or flow-through entity. A partner of a partnership or a beneficial owner of a flow-through entity holding Target Bonds should consult its own tax advisor regarding the U.S. federal income tax consequences of this Tender Offer.

Non-tendering Bondholders will not be subject to any U.S. federal income tax consequences in connection with this Tender Offer.

BONDHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS IN DETERMINING THE U.S. FEDERAL, STATE, LOCAL, FOREIGN AND ANY OTHER TAX CONSEQUENCES TO THEM FROM THE TENDER OF THE TARGET BONDS PURSUANT TO THIS TENDER OFFER.

A Bondholder who tenders their Target Bonds pursuant to this Tender Offer generally will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between (1) the amount realized by the Bondholder and (2) the Bondholder's adjusted tax basis in the tendered Target Bonds. A Bondholder's adjusted tax basis in a tendered Target Bond generally will be the purchase price paid by the Bondholder for the tendered Target Bond, decreased by any amortized bond premium, and increased by the amount of any original issue discount previously included in income by such Bondholder with respect to such tendered Target Bond.

In the event of a Bondholder who tenders Target Bonds for cash pursuant to this Tender Offer, the amount realized will be the amount of money received by the Bondholder, exclusive of any amount paid for Accrued Interest, which will be taxed as ordinary interest income.

Any gain or loss arising in connection with a taxable sale pursuant to this Tender Offer may be capital gain or loss (either long-term or short-term, depending on the Bondholder's holding period for the tendered Target Bonds) or may be ordinary income or loss, depending on the particular circumstances of the tendering Bondholder, and may be long-term capital gain if the Bondholder has held the tendered Target Bond for a period exceeding one year. Non-corporate holders may be eligible for reduced rates of U.S. federal income tax on long-term capital gains. The deductibility of capital losses is subject to various limitations.

Bondholders that are U.S. Holders will be subject to "backup withholding" of federal income tax in the event they fail to furnish a taxpayer identification number or there are other, related compliance failures.

DEALER MANAGER

Pursuant to the terms of that certain Dealer Manager Agreement between the District and the Dealer Manager, the District has retained Jefferies to act on its behalf as Dealer Manager for this Tender Offer. The District has agreed to pay the Dealer Manager customary fees for its services and to reimburse the Dealer Manager for its reasonable out-of-pocket costs and expenses relating to this

Tender Offer. References in this Tender Offer to the Dealer Manager refer to Jefferies only in its capacity as the Dealer Manager.

The Dealer Manager may contact Bondholders regarding this Tender Offer and may request brokers, dealers, custodian banks, depositories, trust companies and other nominees to forward this Tender Offer to beneficial owners of the Target Bonds.

The Dealer Manager and its affiliates together comprise 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 Dealer Manager and its affiliates may have, from time to time, performed and may in the future perform, various investment banking services for the District for which they received or will receive customary fees and expenses. In the ordinary course of their various business activities, the Dealer Manager 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 respective customers and may at any time hold long and short positions in such securities and instruments. Such investment securities activities may involve securities and instruments of the District, including the Target Bonds.

In addition to its role as Dealer Manager for the Target Bonds, Jefferies is also serving as the Senior Manager and an Underwriter for the issuance of the Refunding Bonds, as described in the Refunding Bonds POS.

The Dealer Manager is not acting as a financial or municipal advisor to the District in connection with this Tender Offer.

INFORMATION AGENT AND TENDER AGENT

Globic Advisors Inc. is serving as Information Agent and Tender Agent for this Tender Offer and will receive customary fees for its services and reimbursement for its reasonable out-of-pocket costs and expenses relating to this Tender Offer.

APPROVAL OF LEGAL PROCEEDINGS

Certain legal matters relating to the issuance of the Refunding Bonds will be passed upon by Hogan Lovells US LLP, Denver, Colorado, as Bond Counsel to the District. A copy of the form of opinion of Bond Counsel that will be delivered with the Refunding Bonds is set forth in APPENDIX E of the Refunding Bonds POS, which is attached hereto as APPENDIX A. Certain legal matters in connection with the Refunding Bonds will be passed upon for the District by General Counsel, Melanie J. Snyder, Esq., and for the Underwriters by their counsel, Sherman & Howard L.L.C., Denver, Colorado.

MISCELLANEOUS

No one has been authorized by the District, the Dealer Manager or the Information Agent and Tender Agent to recommend to any Bondholder whether to tender Target Bonds pursuant to this Tender Offer or the amount of Target Bonds to tender. No one has been authorized to give any information or to make any representation in connection with this Tender Offer other than those contained in this Tender Offer. Any recommendations, information and representations given or made cannot be relied upon as having been authorized by the District, the Dealer Manager or the Information Agent and Tender Agent.

None of the District, the Dealer Manager or the Information Agent and the Tender Agent makes any recommendation that any Bondholder tender or refrain from tendering or exchanging all or any portion of the principal amount of such Bondholder's Target Bonds. Bondholders must make their own decisions and should read this Tender Offer carefully and consult with their broker, account executive, financial advisor, attorney and/or other professional in making these decisions.

AVAILABLE INFORMATION; CONTACT INFORMATION

General. Certain information relating to the Target Bonds and the District may be obtained by contacting the Dealer Manager or Information Agent and Tender Agent at the contact information set forth below. Such information is limited to (i) this Tender Offer, including the information set forth in the Refunding Bonds POS, which is attached hereto as APPENDIX A, and (ii) information about the District available through the EMMA Website.

Contact Information. Investors with questions about this Tender Offer should contact the Dealer Manager or the Information Agent and Tender Agent. The contact information for the Dealer Manager and the Information Agent and Tender Agent is as follows:

The Dealer Manager for this Tender Offer is:

Jefferies LLC
Attn: Jefferies' Municipal Syndicate Desk
520 Madison Avenue
New York, New York 10022
Tel: (800) 567-8567
Email: muni_underwriting@jefferies.com

The Information Agent and Tender Agent for this Tender Offer is:

Globic Advisors Inc.
Attn: Robert Stevens
485 Madison Avenue, 7th Floor
New York, New York 10022
Tel: (212) 227-9622
Email: rstevens@globic.com
Document Website: https://www.globic.com/rtd.

APPENDIX A

REFUNDING BONDS POS

THIS PRELIMINARY OFFICIAL STATEMENT AND THE INFORMATION CONTAINED HEREIN ARE SUBJECT TO COMPLETION AND AMENDMENT. These securities may not be sold nor may offers to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

PRELIMINARY OFFICIAL STATEMENT DATED AUGUST 22, 2023

NEW ISSUE
BOOK ENTRY ONLY

RATINGS: S&P: "AAA"
Moody's: "Aa2"
See "RATINGS"

In the opinion of Bond Counsel to the District, to be delivered upon the issuance of the 2023A Bonds, under existing law and assuming compliance by the District with requirements of the Internal Revenue Code of 1986, as amended (the "Code") that must be met subsequent to the issuance of the 2023A Bonds, with which the District has certified, represented and covenanted its compliance, interest on the 2023A Bonds is excluded from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. Also in the opinion of Bond Counsel to the District, to be delivered upon the issuance of the 2023A Bonds, under existing law, interest on the 2023A Bonds is excluded from Colorado taxable income and Colorado alternative minimum taxable income under Colorado income tax laws. See "TAX MATTERS" for a more detailed description.

$116,925,000*
REGIONAL TRANSPORTATION DISTRICT
(COLORADO)
SALES TAX REVENUE REFUNDING BONDS
(FASTRACKS PROJECT)
SERIES 2023A

Dated: Date of Delivery **Due: November 1, as shown herein**

The 2023A Bonds are issued and secured pursuant to an Indenture of Trust dated the date of issuance of the 2023A Bonds (the "Indenture"), between the Regional Transportation District (the "District" or "RTD") and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"). Interest on the 2023A Bonds is payable on November 1, 2023, and each May 1 and November 1 thereafter.

The 2023A Bonds are issued as fully registered bonds in denominations of $5,000 or integral multiples thereof. The 2023A Bonds initially will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which is acting as the securities depository for the 2023A Bonds. Purchases of the 2023A Bonds are to be made in book-entry form only. Purchasers will not receive certificates representing their beneficial ownership interest in the 2023A Bonds. See "THE 2023A BONDS--Book-Entry Only System."

The maturity schedule for the 2023A Bonds appears on the inside cover page of this Official Statement.

The 2023A Bonds are subject to redemption prior to maturity at the option of the District as described in "THE 2023A BONDS--Redemption Provisions."

The 2023A Bonds are issued for the purpose of: (a) financing the purchase of certain of the District's outstanding sales tax revenue bonds; (b) refunding, paying and discharging certain of the District's outstanding sales tax revenue bonds; and (c) paying the costs of issuance of the 2023A Bonds and the costs associated with the Invitation to Tender Bonds. See "PLAN OF FINANCE."

The 2023A Bonds are special and limited obligations of the District payable solely from and secured by (a) a non-exclusive first lien upon the revenues received by the District from its 0.4% sales tax, (b) a non-exclusive subordinate lien upon the revenues received by the District from an additional 0.6% sales tax, and (c) other legally available moneys and investments held in certain funds created under the Indenture. The 2023A Bonds do not constitute a general obligation of the District within the meaning of any constitutional or statutory debt limitation or provision and are not payable in whole or in part from the proceeds of ad valorem property taxes. See "SECURITY FOR THE BONDS."

This cover page contains certain information for quick reference only. It is not a summary of the issue. Investors must read the entire Official Statement to obtain information essential to making an informed investment decision, giving particular attention to the section entitled "CERTAIN RISK FACTORS."

The 2023A Bonds are offered when, as, and if issued by the District and accepted by the Underwriters, subject to the approving legal opinion of Hogan Lovells US LLP, Denver, Colorado, as Bond Counsel, and the satisfaction of certain other conditions. Butler Snow LLP has acted as disclosure counsel to the District in connection with this Official Statement. Certain legal matters will be passed upon for the District by its General Counsel, Melanie J. Snyder, Esq., and for the Underwriters by Sherman & Howard L.L.C., Denver, Colorado. Hilltop Securities Inc. is serving as Municipal Advisor to the District in connection with the issuance of the 2023A Bonds. It is expected that the 2023A Bonds will be available for delivery through the facilities of DTC on or about September 28, 2023.*

Jefferies

BofA Securities **Harvestons Securities, Inc.**

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* Subject to change.

MATURITY SCHEDULE*
(CUSIP© 6-digit issuer number: ______)

$116,925,000*
Regional Transportation District, Colorado
Sales Tax Revenue Refunding Bonds
(FasTracks Project)
Series 2023A

Maturing (November 1)	Principal Amount	Interest Rate	Price or Yield	CUSIP© Issue Number
2026				
2027				
2028				
2031				
2032				
2033				
2034				
2035				
2036				
2037				
2038				

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* Subject to change.

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USE OF INFORMATION IN THIS OFFICIAL STATEMENT

This Official Statement, which includes the cover page, the inside cover page and the appendices, does not constitute an offer to sell or the solicitation of an offer to buy any of the 2023A Bonds in any jurisdiction in which it is unlawful to make such offer, solicitation, or sale. No dealer, salesperson, or other person has been authorized to give any information or to make any representations other than those contained in this Official Statement in connection with the offering of the 2023A Bonds, and if given or made, such information or representations must not be relied upon as having been authorized by the District. The District maintains an internet website; however, the information presented there is not a part of this Official Statement and should not be relied upon in making an investment decision with respect to the 2023A Bonds.

The information set forth in this Official Statement has been obtained from the District, from the sources referenced throughout this Official Statement and from other sources the District believes to be reliable. No representation is made by the District, however, as to the accuracy or completeness of information received from sources other than the District. This Official Statement contains, in part, estimates and matters of opinion which are not intended as statements of fact, and no representation is made as to the correctness of such estimates and opinions, or that they will be realized.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as a part of, their respective responsibilities under the federal securities laws, as applied to the facts and circumstances of this transaction, but do not guarantee the accuracy or completeness of such information.

The information, estimates, and expressions of opinion contained in this Official Statement are subject to change without notice, and neither the delivery of this Official Statement nor any sale of the 2023A Bonds shall, under any circumstances, create any implication that there has been no change in the affairs of the District, or in the information, estimates, or opinions set forth herein, since the date of this Official Statement.

This Official Statement has been prepared only in connection with the original offering of the 2023A Bonds and may not be reproduced or used in whole or in part for any other purpose.

The 2023A Bonds have not been registered with the Securities and Exchange Commission due to certain exemptions contained in the Securities Act of 1933, as amended. The 2023A Bonds have not been recommended by any federal or state securities commission or regulatory authority, and the foregoing authorities have neither reviewed nor confirmed the accuracy of this document.

THE PRICES AT WHICH THE 2023A BONDS ARE OFFERED TO THE PUBLIC BY THE UNDERWRITERS (AND THE YIELDS RESULTING THEREFROM) MAY VARY FROM THE INITIAL PUBLIC OFFERING PRICES OR YIELDS APPEARING ON THE INSIDE COVER PAGE HEREOF. IN ADDITION, THE UNDERWRITERS MAY ALLOW CONCESSIONS OR DISCOUNTS FROM SUCH INITIAL PUBLIC OFFERING PRICES TO DEALERS AND OTHERS. IN ORDER TO FACILITATE DISTRIBUTION OF THE 2023A BONDS, THE UNDERWRITERS MAY ENGAGE IN TRANSACTIONS INTENDED TO STABILIZE THE PRICE OF THE 2023A BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

REGIONAL TRANSPORTATION DISTRICT

Board of Directors

Director	**Director District**
Lynn Guissinger, Chair	District O
Margaret “Peggy” Catlin, First Vice Chair	District N
Erik Davidson, Second Vice Chair	District I
Bobby Dishell, Treasurer	District D
Marjorie Sloan, Secretary	District M
Kate Williams	District A
JoyAnn Ruscha	District B
Michael Guzman	District C
Paul Rosenthal	District E
Bob Broom	District F
Julien Bouquet	District G
Doug Tisdale	District H
Vince Buzek	District J
Troy Whitmore	District K
Ian Harwick	District L

District Personnel

Debra A. Johnson, General Manager and Chief Executive Officer
Doug MacLeod, Chief Financial Officer
Melanie J. Snyder, Esq., General Counsel

MUNICIPAL ADVISOR TO THE DISTRICT

Hilltop Securities Inc.
Charlotte, North Carolina

TRUSTEE

The Bank of New York Mellon Trust Co., N.A.
Los Angeles, California

BOND COUNSEL

Hogan Lovells US LLP
Denver, Colorado

DISCLOSURE COUNSEL

Butler Snow LLP
Denver, Colorado

UNDERWRITERS’ COUNSEL

Sherman & Howard L.L.C.
Denver, Colorado

TABLE OF CONTENTS

Page

INDEX OF TABLES

NOTE: Tables marked with an (*) indicate Annual Financial Information to be updated pursuant to SEC Rule 15c2-12, as amended. See “INTRODUCTION--Continuing Disclosure Agreement” and Appendix F - Form of Continuing Disclosure Agreement.

The information to be updated may be reported in any format chosen by the District; it is not required that the format reflected in this Official Statement be used in future years. The information in the Budget to Actual Comparison table is to be satisfied with the current year budget information found in the District’s Annual Comprehensive Financial Report (“ACFR”) or audited financial statements; no budget documents are required to be filed.

OFFICIAL STATEMENT

$116,925,000*
REGIONAL TRANSPORTATION DISTRICT
(COLORADO)
SALES TAX REVENUE REFUNDING BONDS
(FASTRACKS PROJECT)
SERIES 2023A

INTRODUCTION

General

This Official Statement, which includes the cover page, the inside cover page and the appendices, is furnished by the Regional Transportation District (the "District" or "RTD") to provide information about the District and its $116,925,000* Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A (the "2023A Bonds"). The 2023A Bonds will be issued pursuant to an authorizing resolution (the "Bond Resolution") adopted by the Board of Directors of the District (the "Board") on July 25, 2023, and pursuant to an Indenture of Trust, dated the date of issuance of the 2023A Bonds (the "Indenture"), between the District and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"). Capitalized terms used herein and not otherwise defined shall have the meanings set forth in Appendix C - Form of the Indenture.

The offering of the 2023A Bonds is made only by way of this Official Statement, which supersedes any other information or materials used in connection with the offer or sale of the 2023A Bonds. The following introductory material is only a brief description of and is qualified by the more complete information contained throughout this Official Statement. A full review should be made of the entire Official Statement and the documents summarized or described herein, particularly the section entitled "CERTAIN RISK FACTORS." Detachment or other use of this "INTRODUCTION" without the entire Official Statement, including the cover page, the inside cover page and the appendices, is unauthorized.

The Issuer

RTD was created in 1969 by the State General Assembly as a mass transportation planning agency for the Denver metropolitan area. RTD is a public body politic and corporate and a political subdivision of the State of Colorado (the "State"), organized and existing under the terms of the Regional Transportation District Act, Section 32-9-101 et seq., Colorado Revised Statutes ("C.R.S."), as amended from time to time (the "Act"). In 1974, the Act was amended, and the District became an operating entity charged with the responsibility for developing, maintaining and operating a mass transportation system (the "System") for the benefit of the inhabitants in its service area. The RTD service area encompasses portions of an eight-county region comprising the Denver metropolitan area. Over one-half of the population of the State currently resides in the Denver metropolitan area. See "RTD."

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* Subject to change.

The 2023A Bonds; Prior Redemption

The 2023A Bonds are issued solely as fully registered certificates in the denomination of $5,000, or any integral multiple thereof. The 2023A Bonds initially will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which is acting as the securities depository for the 2023A Bonds. Purchases of the 2023A Bonds are to be made in book-entry form only. Purchasers will not receive certificates representing their beneficial ownership interest in the 2023A Bonds. See "THE 2023A BONDS--Book-Entry Only System." The 2023A Bonds are dated as of their dated date and mature and bear interest (calculated based on a 360-day year consisting of twelve 30-day months) as set forth on the inside cover page of this Official Statement. The payment of principal and interest on the 2023A Bonds is described in "THE 2023A BONDS--Payment Provisions."

The 2023A Bonds are subject to redemption prior to maturity at the option of the District as described in "THE 2023A BONDS--Redemption Provisions."

Authority for Issuance

General. The Bond Resolution authorizes the District to enter into the Indenture. The 2023A Bonds are issued pursuant to the Indenture, the Act and the Supplemental Public Securities Act (Title 11, Article 57, Part 2 C.R.S.).

The Election. At an election held within the District on November 2, 2004 (the "2004 Election"), the District was authorized to issue debt in the amount of $3.477 billion, with a maximum total repayment cost of $7.129 billion, and a maximum annual repayment cost of $309.738 million, with the proceeds of such debt and increased taxes to be spent on the construction and operation of a multi-year comprehensive transit expansion plan known as "FasTracks." The District has utilized $3.169 billion of the debt authorization received at the 2004 Election, including reserving certain amounts of its electoral authority committed under outstanding agreements. However, due to the debt service restrictions imposed by the 2004 Election, the District currently does not expect to issue additional Parity Bonds. Refunding bonds may be issued in the future without additional electoral authority if State law requirements are satisfied.

Purpose

The 2023A Bonds are being issued for the purpose of: (a) financing the purchase of certain of the District's outstanding Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2019A (the "2019A Bonds") and Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021A (Green Bonds-Climate Bond Certified) (the "2021A Bonds"), which were tendered for purchase pursuant to the Invitation to Tender Bonds dated August 22, 2023 (the "Invitation"), and accepted for purchase by the District (together, the "Purchased 2019A/2021A Bonds"); (b) refunding, paying and discharging $__________* of the remaining 2019A Bonds and 2021A Bonds (the "Refunded 2019A/2021A Bonds") that are not tendered or accepted for purchase; and (c) funding the costs of issuing the 2023A Bonds and the costs of the Invitation. See "PLAN OF FINANCE."

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* Subject to change.

Security

Special, Limited Obligations. The 2023A Bonds constitute special, limited obligations of the District payable solely from and secured by the Pledged Revenues (defined below). The lien priority of the 2023A Bonds is described in more detail below. The 2023A Bonds do not constitute a general obligation of the District within the meaning of any constitutional or statutory debt limitation or provision, and are not payable in whole or in part from the proceeds of ad valorem property taxes. See "SECURITY FOR THE BONDS." Owners of the 2023A Bonds may not look to any other funds or accounts other than those specifically pledged by the District to the payment of the 2023A Bonds.

Security Generally. At the 2004 Election, voters in the District approved a ballot referendum allowing for an increase in the RTD sales tax rate from 0.6% (the "0.6% Sales Tax") to 1.0% effective January 1, 2005. The 0.4% sales tax rate increase approved at the 2004 Election is referred to herein as the "0.4% Sales Tax." The 0.4% Sales Tax revenues (defined below) and 0.6% Sales Tax revenues (defined below) are collectively referred to herein as the "Sales Tax Revenues."

The Indenture defines Pledged Revenues as: (a) the Sales Tax Revenues; (b) any additional revenues legally available to the District which the Board in its discretion, without further consideration from any Owner, may hereafter pledge to the payment of the 2023A Bonds; (c) proceeds of the 2023A Bonds or other legally available moneys credited to or paid into and held in the 0.4% Sales Tax Increase Fund, the 0.6% Sales Tax Fund, the Bond Fund and the Costs of Issuance Fund (all as defined herein), subject to the terms and provisions set forth in the Indenture; and (d) interest or investment income on the 0.4% Sales Tax Increase Fund, the 0.6% Sales Tax Fund, the Bond Fund and the Costs of Issuance Fund, all to the extent that such moneys are at any time required to be credited to or paid into and held in such Funds, subject to the terms and provisions set forth in the Indenture.

Lien Priority. The 2023A Bonds have (a) a non-exclusive first lien upon the revenues generated by the 0.4% Sales Tax increase (the "0.4% Sales Tax revenues"), and (b) a non-exclusive subordinate lien upon the revenues received by the District from the 0.6% Sales Tax (the "0.6% Sales Tax revenues").

Senior Bonds. The District has previously pledged all of the proceeds from the imposition of the 0.6% Sales Tax to the payment of the certain obligations of the District that have a lien on the 0.6% Sales Tax revenues superior or senior to the lien thereon of the 2023A Bonds (the "Senior Bonds"). The Senior Bonds currently consist of the District's Sales Tax Revenue Refunding Bonds, Series 2007A, currently outstanding in the principal amount of $17,760,000. The Senior Bonds mature on November 1, 2024, and were issued pursuant to a Sales Tax Revenue Bond Resolution, adopted October 27, 1977, as amended and supplemented (the "Senior Bond Resolution").

The District has covenanted that it shall not issue Securities payable from and having a lien on all or a portion of the Pledged Revenues that is superior or senior to the lien thereon of the 2023A Bonds except for Securities issued to refund, in whole or in part, Outstanding Senior Debt, provided that after the issuance of such refunding bonds, the debt service payable in each Bond Year on all Senior Debt Outstanding after the issuance of such refunding bonds shall not exceed the debt service payable in each Bond Year on all Senior Debt

Outstanding prior to the issuance of such refunding bonds. Notwithstanding the foregoing, the District may enter into Senior Financial Products Agreements and Senior Credit Facility Agreements relating to the Senior Debt. See Appendix C – Form of the Indenture.

The District, in accordance with the authority granted by the Act to pledge the Sales Tax Revenues to the payment of its securities, has assigned its rights to receive the 0.6% Sales Tax revenues from the Colorado Department of Revenue (the "Department of Revenue") to the Trustee (which also acts as the Senior Debt Trustee under the Senior Bond Resolution) for the benefit of the owners of the Senior Bonds while any Senior Bonds remain Outstanding. Thereafter, the rights to receive 0.6% revenues will be assigned to the Trustee.

Parity Bonds. The 2023A Bonds are to be secured with a pledge of and lien on the Sales Tax Revenues on a parity with the following obligations (collectively, the "Parity Bonds"), which are currently outstanding in the aggregate principal amount of $2,342,920,000. The Parity Bonds have been used to finance the District's FasTracks project.

Outstanding Parity Bonds[(1)]

Name of Parity Bonds	Original Principal Amount	Outstanding Principal Amount
Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2007A	$363,725,000	$220,480,000
Taxable Sales Tax Revenue Bonds (FasTracks Project) (Direct Pay Build America Bonds), Series 2010B	300,000,000	300,000,000
Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2013A	204,820,000	204,820,000
Sales Tax Revenue Bonds (FasTracks Project), Series 2016A	194,965,000	194,965,000
Sales Tax Revenue Bonds (FasTracks Project), Series 2017A	82,895,000	71,935,000
Sales Tax Revenue Bonds (FasTracks Project), Series 2017B	119,465,000	119,465,000
Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2019A[(2)]	82,740,000	82,740,000
Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021A[(2)]	422,405,000	422,405,000
Tax-Exempt Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021B	411,630,000	411,630,000
Tax-Exempt Sales Tax Revenue Bonds (FasTracks Project), Series 2022A	122,860,000	122,860,000
Tax-Exempt Sales Tax Revenue Bonds (FasTracks Project), Series 2022B	191,620,000	191,620,000

(1) Reflects outstanding amounts prior to the issuance of the 2023A Bonds and the consummation of any transactions described in "PLAN OF FINANCE."
(2) These Parity Bonds are the issues that will include the Refunded 2019A/2021A Bonds or the Purchased Bonds as described in "PLAN OF FINANCE." Any 2019A Bonds and 2021A Bonds not purchased pursuant to the Invitation. or refunded as part of the plan of finance will remain outstanding as Outstanding Parity Bonds.

Source: The District.

Upon satisfaction of certain conditions set forth in the Indenture, the District may also issue additional securities with a pledge of and lien on the Sales Tax Revenues on a parity with the 2023A Bonds. See "SECURITY FOR THE BONDS--Additional Securities." However, due to the debt service restrictions imposed by the 2004 Election, the District currently does not expect to issue additional Parity Bonds.

The District has also assigned to the Trustee its rights to receive payment from the Department of Revenue of the 0.4% Sales Tax revenues for the benefit of the owners of the Bonds and any other securities payable from the 0.4% Sales Tax revenues, including the Parity Bonds. In each month, after making in full all deposits or payments required by the Senior Bond

Resolution, the Senior Debt Trustee is required to remit any remaining 0.6% Sales Tax revenues to the Trustee to fund any requirements under the Indenture and the Parity Bond Indentures (defined in Appendix C), that are not otherwise funded by the 0.4% Sales Tax revenues. See "SECURITY FOR THE BONDS--Flow of Funds."

Subordinate Obligations. The District has previously pledged the Sales Tax Revenues in connection with its Concession and Lease Agreement dated as of July 9, 2010, as amended (the "P3 Concession Agreement") with Denver Transit Partners, LLC ("DTP"). The pledge of the Sales Tax Revenues pursuant to the P3 Concession Agreement is subordinate to the pledge of the 2023A Bonds and the Parity Bonds. See "RTD'S DEBT STRUCTURE " and "THE SYSTEM--FasTracks - Eagle P3 Project."

Professionals

Hogan Lovells US LLP, Denver, Colorado, has acted as Bond Counsel in connection with the execution and delivery of the 2023A Bonds. Butler Snow LLP, Denver, Colorado, has acted as disclosure counsel to the District in connection with this Official Statement. The fees of Hogan Lovells US LLP and Butler Snow LLP will be paid only at closing from the proceeds of the 2023A Bonds. Certain legal matters will be passed on by the District's General Counsel. Hilltop Securities Inc. is acting as the District's Municipal Advisor in connection with the 2023A Bonds. See "MUNICIPAL ADVISOR." The Bank of New York Mellon Trust Company, N.A., is acting as the Trustee" and will also act as the registrar and paying agent for the 2023A Bonds (the "Registrar" and "Paying Agent"). Plante & Moran, PLLC, independent certified public accountants, Flint, Michigan, has audited the basic financial statements of the District attached hereto as Appendix A. See "INDEPENDENT AUDITORS." Jefferies LLC ("Jefferies") is serving as the Senior Manager with respect to the 2023A Bonds and as representative of BofA Securities, Inc. and Harvestons Securities, Inc., which are serving as Co-Managers with respect to the 2023A Bonds (together with Jefferies, the "Underwriters." See "UNDERWRITING." Jefferies is also serving as the dealer manager in connection with the Invitation by the District. See "PLAN OF FINANCE." Sherman & Howard L.L.C., Denver, Colorado, is serving as Underwriters' Counsel and counsel to the dealer manager. The fees of Sherman & Howard L.L.C. are also contingent upon the closing of the 2023A Bonds.

Tax Status

In the opinion of Bond Counsel to the District, to be delivered upon the issuance of the 2023A Bonds, under existing law and assuming compliance by the District with requirements of the Internal Revenue Code of 1986, as amended (the "Code") that must be met subsequent to the issuance of the 2023A Bonds, with which the District has certified, represented and covenanted its compliance, interest on the 2023A Bonds is excluded from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. Also in the opinion of Bond Counsel to the District, to be delivered upon the issuance of the 2023A Bonds, under existing law, interest on the 2023A Bonds is excluded from Colorado taxable income and Colorado alternative minimum taxable income under Colorado income tax laws. See "TAX MATTERS" for a more detailed description.

Continuing Disclosure Agreement

At the time of the closing for the 2023A Bonds, the District will execute a continuing disclosure agreement (the "Continuing Disclosure Agreement") with Digital

Assurance Certification, L.L.C., as dissemination (the "Dissemination Agent"). The Continuing Disclosure Agreement will be executed for the benefit of the beneficial owners of the 2023A Bonds. The Continuing Disclosure Agreement will provide that so long as the 2023A Bonds remain outstanding, the District and/or the Dissemination Agent will provide the following information to the Municipal Securities Rulemaking Board, acting through its Electronic Municipal Market Access ("EMMA") system: (i) annually, audited financial statements; (ii) annually, certain financial information and operating data; and (iii) notice of the occurrence of certain listed events; all as specified in the Continuing Disclosure Agreement. The form of the Continuing Disclosure Agreement is attached hereto as Appendix F.

Failure by RTD or the Dissemination Agent to comply with the Continuing Disclosure Agreement does not constitute an Event of Default under the Indenture. Nevertheless, such a failure must be reported in accordance with the Continuing Disclosure Agreement and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the 2023A Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the 2023A Bonds and their market price.

Continuing disclosure agreements entered into by the District for past issuances require that filings made by the District be linked with related CUSIP numbers. At the time of filing, the 2017 and 2018 audited financial statements and annual financial report were not linked with three CUSIPs for the District's Series 2010A Certificates of Participation. At the time of filing, the District's 2020 and 2021 annual financial reports did not include two tables required to be included with respect to private activity bonds issued in 2020. The District has corrected these issues.

Forward-Looking Statements

This Official Statement, particularly (but not limited to) the information contained under the headings "CERTAIN RISK FACTORS," "DISTRICT FINANCIAL OPERATIONS--Budget Summary and Comparison," and "REVENUES AVAILABLE FOR DEBT SERVICE--Chief Financial Officer's Summary of Material Trends" contains statements relating to future results that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. When used in this Official Statement, the words "estimate," "forecast," "intend," "expect" and similar expressions identify forward-looking statements. Any forward-looking statement is subject to uncertainty. Accordingly, such statements are subject to risks that could cause actual results to differ, possibly materially, from those contemplated in such forward-looking statements. Inevitably, some assumptions used to develop forward-looking statements will not be realized or unanticipated events and circumstances may occur. Therefore, investors should be aware that there are likely to be differences between forward looking statements and actual results. Those differences could be material and could impact the availability of Pledged Revenues to pay debt service on the 2023A Bonds.

Additional Information

<u>This introduction is only a brief summary of the 2023A Bonds, the Indenture and the Bond Resolution, a full review of the entire Official Statement should be made by potential investors</u>. Brief descriptions of the 2023A Bonds, the Indenture, the Bond Resolution, the Pledged Revenues, the plan of finance and the District are included in this Official Statement.

All references herein to the 2023A Bonds, the Indenture, the Bond Resolution and other documents are qualified in their entirety by reference to such documents. *This Official Statement speaks only as of its date and the information contained herein is subject to change.*

Additional information and copies of the documents referred to herein are available from the District or the Municipal Advisor at the following addresses:

Regional Transportation District, Colorado	Hilltop Securities Inc.
Attention: Chief Financial Officer	6100 Fairview, Suite 550
1660 Blake Street BLK-34	Charlotte, North Carolina 28210
Denver, Colorado 80202	Telephone: (214) 953-8875.
Telephone: (303) 299-3036	

CERTAIN RISK FACTORS

The purchase of the 2023A Bonds is subject to certain risks. Each prospective investor in the 2023A Bonds is encouraged to read this Official Statement in its entirety, including the appendices. Particular attention should be given to the factors described below, which, among others, could adversely affect the payment of principal of and interest on the 2023A Bonds, adversely impact the District and could also affect the market price or liquidity of the 2023A Bonds to an extent that cannot be determined. The following discussion is not meant to be an exhaustive list of the risks and the order of the information presented does not necessarily reflect the relative importance of the various risks and other factors. There can be no assurance the other risk factors will not become material in the future.

Special and Limited Obligations

The 2023A Bonds are special and limited obligations of the District payable solely from and secured solely by the Pledged Revenues. Therefore, the payment of the principal of and interest on the 2023A Bonds is dependent on the District's receipt of its Sales Tax Revenues in an amount sufficient to pay debt service on the 2023A Bonds. Significant decreases in the amount of available RTD Sales Tax Revenues in any year could negatively affect the level of debt service coverage of the Bonds and the Parity Bonds.

Bondholders may not look to any general or other revenues of the District, including without limitation, the proceeds of ad valorem taxes or fare box revenues, for the payment of the principal of and interest on the 2023A Bonds. The 2023A Bonds do not constitute general obligations of the District.

No Reserve Fund

No Reserve Fund will be funded with respect to the 2023A Bonds.

Pledged Revenue Collections are Subject to Economic Factors and Other Fluctuations

General. Payment of the principal and interest on the 2023A Bonds is dependent upon revenues generated by the imposition and collection of the Pledged Revenues.

Various circumstances and developments, most of which are beyond the control of the District, may have an adverse effect on the future level of the Pledged Revenues. Such circumstances may include, among others: the impact of national pandemics or other federal or State declared emergencies; adverse changes in national and local economic and financial conditions generally; reductions in the rates of employment and economic growth in the District's boundaries, the State and the region; a decrease in rates of population growth and rates of residential and commercial development in the District, the State and the region and various other factors. See "REVENUES AVAILABLE FOR DEBT SERVICE--Chief Financial Officer's Director's Summary of Material Trends."

In addition, collections of the Pledged Revenues are subject to fluctuations in consumer spending. Such fluctuations cause the Pledged Revenues to increase along with the increasing prices brought about by inflation, but also cause collections to be vulnerable to adverse economic conditions and reduced spending. Consequently, the rate of the Pledged Revenues collections can be expected to correspond generally to economic cycles. The District has no control over general economic cycles and is unable to predict what general economic factors or cycles will occur while the 2023A Bonds remain outstanding.

Sales Tax Revenues are Subject to Fluctuation. For the ten-year period from period 2013 to 2022, Sales Tax Revenues increased at an average annual rate of approximately 7.1%. The highest percentage of increase during that period was 19.6% from 2020 to 2021; there was a 4.1% decrease in Sales Tax Revenues from 2019 to 2020 due to the impacts of the COVID-19 pandemic. Should the economy deteriorate, growth diminish or the current diverse retail market be affected by a change in the economy in the region in any future year, Pledged Revenues could be negatively impacted in the future.

Constitutional Limitations on 0.6% Sales Tax. As described in “LEGAL MATTERS--Certain Constitutional Limitations,” TABOR (defined herein) limits the amount of 0.6% Sales Tax revenues that can be collected by the District under certain circumstances. Those revenues are exempt from the limitations of TABOR until the Senior Bonds are paid in full; payment in full is expected to occur in November 2024. If the revenues collected from the 0.6% Sales Tax exceed the constitutional limitations, the District may be required to refund those revenues rather than using them to pay debt service on the 2023A Bonds and the Outstanding Parity Bonds or fund District operations. See “LEGAL MATTERS--Certain Constitutional Limitations.”

Other Factors. Other factors over which the District has no control may impact the collection of the Sales Tax Revenues. These factors include, but are not limited to, the construction of new shopping facilities in areas outside the District which draw residents or internet sales through vendors which do not voluntarily remit sales or use tax revenues.

Sales Tax is Subject to Change by General Assembly or by the Voters

RTD is an entity created by statute and its powers are susceptible to changes in statutes enacted by the General Assembly or initiated by the voters. See "RTD--General." In particular, because current legislation requires the sales tax imposed by the District to be imposed upon the same transactions or incidents upon which the State imposes a sales tax, with certain exceptions the District is not able to prevent the State from enacting exemptions that would diminish the District's sales tax base. Although in 1983 the General Assembly increased the District's sales tax rate when it enacted new sales tax exemptions and on other occasions has created for the District exceptions to new tax exemptions, the General Assembly also has created tax exemptions that reduced the District's sales tax base and could do so again in the future, adversely affecting the Pledged Revenues. See "RTD."

Cybersecurity Threats

Computer hacking, cyberattacks, ransomware attacks or other malicious activities could disrupt the District's services or financial operations. Further, security breaches such as leakage, or loss of confidential or proprietary data and failure or disruption of information technology systems could materially and adversely affect the District's reputation, which could lead to significant capital outlays and decreased ridership that insurance may not cover. See "RTD--Risk Management - Cybersecurity."

No Secondary Market

There can be no assurance that a secondary market for the 2023A Bonds will be established or maintained. Accordingly, each purchaser should expect to bear the risk of the investment represented by the 2023A Bonds to maturity.

PLAN OF FINANCE

General

The plan of finance includes the District's purchase of the Purchased 2019A/2021A Bonds and the refunding of the Refunded 2019A/2021A Bonds as described below. The plan of finance is expected to maximize debt service savings for the District.

Sources and Uses of Funds

The proceeds of the 2023A Bonds are expected to be applied in the following manner:

Sources and Uses of Funds

	Amount
Sources:	
Principal amount of the 2023A Bonds	
Plus/(less): net original issue premium/(discount)	
Total	
Uses:	
Purchase of Purchased 2019A/2021A Bonds	
Refunding of Refunded 2019A/2021A Bonds	
Costs of issuance (1)	
Total	

(1) Includes ratings, printing costs, legal fees, Trustee fees, Underwriters' discount and other expenses related to the issuance of the 2023A Bonds and the costs of the Invitation.

Source: The Municipal Advisor.

Purchase of Purchased 2019A/2021A Bonds

General. The District intends to use a portion of the proceeds of the 2023A Bonds to finance the "2023 Tender Offer" (defined in Appendix C), which consists of the purchase of the Purchased 2019A/2021A Bonds, which are 2019A Bonds and/or 2021A Bonds tendered to the District by the holders thereof in response to the District's Invitation, and accepted for purchase by the District. The District will have the right to accept or decline any offer by a holder of 2019A Bonds and/or 2021A Bonds to tender their bonds.

The District is offering to purchase up to all of its 2019A Bonds and 2021A Bonds for cash. However, any offer accepted by the District will be subject to the sale of the 2023A Bonds and the application of proceeds thereof to purchase the Purchased 2019A/2021A Bonds.

The District has preliminarily sized the 2023A Bonds based upon various assumptions, including the assumption that 20% of each maturity of the 2019A Bonds and 2021A Bonds will be tendered for purchase and accepted for purchase by the District. It is likely that actual results will differ from the assumptions used in the preliminary sizing.

However, the District also expects to evaluate whether to concurrently refund and/or defease certain of the 2019A Bonds and 2021A Bonds that are not tendered pursuant to the

Invitation, or which are tendered pursuant to the Invitation but not purchased by the District, to their respective maturity or optional redemption dates. Furthermore, the District has reserved the right to decline any tender offer and defease the 2019A Bonds and 2021A Bonds in full to maturity or to their optional redemption date concurrently with the issuance of the 2023A Bonds or at any time in the future.

The Purchased 2019A/2021A Bonds consist of: (i) 2019A Bonds in the aggregate principal amount of $___________* and (ii) 2021A Bonds in the aggregate principal amount of $___________*. See Appendix G to this Official Statement for details about the Purchased 2019A/2021A Bonds.

Jefferies, an underwriter of the 2023A Bonds, is acting as the dealer manager in connection with the Invitation. The dealer manager will be paid a customary fee and will be reimbursed for any expenses incurred as the dealer manager relating to the Invitation.

Not a Summary of the Invitation. This Official Statement is not intended to summarize the terms of the Invitation, or to solicit offers to tender 2019A Bonds or 2021A Bonds for purchase. The Invitation governs the tender of the 2019A Bonds and 2021A Bonds and reference should be made to the Invitation for a complete discussion of the terms of the Invitation and the conditions for settlement of the 2019A Bonds and 2021A Bonds validly tendered and accepted for purchase by the District.

The Refunding Project

General. As described above, the District intends to evaluate whether to use certain proceeds of the 2023A Bonds to finance a refunding and defeasance of certain of the 2019A Bonds and 2021A Bonds not tendered, or tendered and not accepted for purchase, consisting of (i) $___________* aggregate principal amount of the 2019A Bonds and (ii) $___________* aggregate principal amount of the 2021A Bonds. See Appendix G to this Official Statement for details about the Refunded 2019A/2021A Bonds.

The Bond Resolution authorizes the execution and delivery of an Escrow Agreement, dated as of the date of delivery of the 2023A Bonds (the "2023A Escrow Agreement"), between the District and The Bank of New York Mellon Trust Company, N.A., as escrow agent (the "Escrow Agent"). The 2023A Escrow Agreement directs that a portion of the net proceeds of the 2023A Bonds be deposited in the 2023A Escrow Account established pursuant to the 2023 Escrow Agreement (the "2023A Escrow Account") in an amount sufficient, together with any earnings on such deposit, to pay the principal of, interest on and redemption premium, if any, due in connection with the defeasance and/or prior redemption of the Refunded 2019A/2021A Bonds.

Verification of Mathematical Computations. Causey, Demgen & Moore P.C., Denver, Colorado (the "Verification Agent"), will independently verify the arithmetical accuracy of the computations included in schedules provided to them by the Municipal Advisor to the District on behalf of the District indicating that the amount to be deposited under the Escrow Agreement which, when invested in Federal Securities (as defined in Appendix C), will be sufficient to pay the redemption price of and interest on the Refunded 2019A/2021A Bonds on and to their respective maturity dates or the redemption date. Such verification will be based

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* Subject to change.

solely on assumptions and information supplied by the Municipal Advisor to the District on behalf of the District. Furthermore, the Verification Agent will have restricted its procedures to verifying the arithmetical accuracy of such computations and will not have made any study or evaluation of the assumptions and information on which the computations were based and, accordingly, will not express an opinion on such assumptions and information, the reasonableness of such assumptions, or the achievability of future events.

THE 2023A BONDS

General

The 2023A Bonds are special limited obligations of the District, will be dated as of their date of delivery and will mature and bear interest as shown on the inside cover page of this Official Statement. The 2023A Bonds will be issued in fully registered form and initially will be registered in the name of "Cede & Co.," as nominee for DTC. Purchases by beneficial owners of the 2023A Bonds ("Beneficial Owners") are to be made in book-entry only form in the principal amount of $5,000 or any integral multiple thereof. Payments to Beneficial Owners are to be made as described in "Book-Entry Only System" below and Appendix D hereto.

Payment Provisions

Interest on the 2023A Bonds shall be calculated on the basis of a 360-day year of twelve 30-day months, payable semiannually on each May 1 and November 1, commencing on November 1, 2023.

The principal of, or Redemption Price and final interest payment, due in connection with the 2023A Bonds shall be payable to the registered owners of the 2023A Bonds (initially Cede & Co.) as shown on the registration records kept by the Registrar at the Principal Corporate Trust Office of the Paying Agent, upon presentation and surrender of the 2023A Bonds. If any 2023A Bond shall not be paid upon such presentation at or after maturity or at or after any applicable Redemption Date, such Bond shall continue to draw interest at the same interest rate borne by said 2023A Bond until the principal thereof is paid in full. Payment of interest on any 2023A Bond, other than the final interest payment thereon, shall be made to the Owner thereof by check or draft mailed by the Paying Agent on or before each Interest Payment Date (or, if such Interest Payment Date is not a Business Day, on or before the next succeeding Business Day) to the Owner at his or her address as it last appears on the registration records kept by the Registrar at the close of business on the date that is the 15th day of the calendar month (whether or not a Business Day) next preceding an Interest Payment Date for the 2023A Bonds (the "Regular Record Date") for such Interest Payment Date, but any such interest not so timely paid or duly provided for shall cease to be payable to the Person who is the Owner thereof at the close of business on a Regular Record Date and shall be payable to the Person who is the Owner thereof on a Special Record Date for the payment of any such defaulted interest. Such Special Record Date shall be fixed whenever moneys become available for payment of the defaulted interest and notice of the Special Record Date shall be given by first-class mail to the Owners of the 2023A Bonds as shown on the Registrar's registration records not less than ten days prior thereto, stating the date of the Special Record Date and the date fixed for the payment of such defaulted interest. The Paying Agent may make payments of interest on any 2023A Bond by such alternative means as may be mutually agreed to by the Paying Agent and the Owner (provided however, that the District shall not be required to make funds available to the Paying Agent prior to the Interest Payment Dates). All such payments shall be made in lawful money of the United States of America without deduction for the services of the Paying Agent or Registrar.

Notwithstanding the foregoing, payments of the principal and interest on the 2023A Bonds will be made directly to DTC or its nominee, Cede & Co., by the Paying Agent, so long as DTC or Cede & Co. is the registered owner of the 2023A Bonds. Disbursement of such payments to DTC's Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of DTC's Participants and the Indirect Participants, as more fully described herein. See "Book-Entry Only System" below.

Redemption Provisions*

Optional Redemption.* The 2023A Bonds are subject to redemption prior to their maturity date at the option of the District on November 1, ____, and on any date thereafter, in whole or in part, in any order of maturity and by lot within a maturity (giving proportionate weight to 2023A Bonds in denominations larger than $5,000), at a redemption price equal to the principal amount of each 2023A Bond, or portion thereof, so redeemed plus accrued interest thereon to the redemption date, without premium.

If less than all Outstanding 2023A Bonds are to be redeemed, the Trustee, upon written instruction from the District, shall select the 2023A Bonds to be redeemed from the maturity dates selected by the District, and by lot within each such maturity in such manner as the Trustee shall determine; provided, that the portion of any 2023A Bond to be redeemed in part shall be in the principal amount of $5,000 or any integral multiple thereof.

Mandatory Sinking Fund Redemption.* The 2023A Bonds maturing on November 1, ____ (the "2023 Term Bonds"), are subject to mandatory sinking fund redemption at a price equal to the principal amount thereof plus accrued interest thereon to the redemption date. Such 2023A Bonds are to be selected by lot in such manner as the Trustee shall determine (giving proportionate weight to 2023A Bonds in denominations larger than $5,000).

As and for a sinking fund for the redemption of the 2023 Term Bonds maturing on November 1, ____, the District shall deposit in the Bond Fund, on or before November 1 in each of the following years, monies which are sufficient to redeem (after credit as provided in the Indenture) the following principal amount of the 2023 Term Bonds:

Redemption Date (November 1)	Principal Amount
(maturity)	

On or before the thirtieth day prior to each sinking fund payment date, the Trustee shall proceed to call the 2023 Term Bonds (or any 2023 Term Bond or 2023 Term Bonds issued to replace such 2023 Term Bonds) for redemption from the sinking fund on the next November 1 and shall give notice of such call without other instruction or notice from the District.

At its option, to be exercised on or before the sixtieth day next preceding each such sinking fund redemption date, the District may (a) deliver to the Trustee for cancellation 2023 Term Bonds subject to mandatory sinking fund redemption on such date in an aggregate principal amount desired or (b) receive a credit in respect of its sinking fund redemption

* Subject to change.

obligation for any 2023 Term Bonds of the same maturity subject to mandatory sinking fund redemption on such date, which prior to said date have been redeemed (otherwise than through the operation of the sinking fund) and cancelled by the Trustee and not theretofore applied as a credit against any sinking fund redemption obligation. Each 2023 Term Bond so delivered or previously redeemed will be credited by the Trustee at the principal amount thereof toward the obligation of the District on such sinking fund redemption date and the principal amount of 2023 Term Bonds to be redeemed by operation of such sinking fund on such date will be accordingly reduced.

Notice of Redemption. Notice of the prior redemption of any 2023A Bonds shall be given by the Trustee in the name of the District by mailing a copy of the redemption notice by certified or first-class postage prepaid mail, not more than 60 nor less than 30 days prior to the redemption date to the registered owners of the 2023A Bonds to be redeemed at their addresses as shown on the registration records kept by the Trustee, as registrar, or in the event that the 2023A Bonds to be redeemed are registered in the name of the securities depository, such notice may, in the alternative, be given by electronic means in accordance with the requirements of the securities depository. Failure to give such notice in such manner to the registered owner of any 2023A Bond or any defect therein shall not affect the validity of the proceedings for the redemption of any other 2023A Bonds.

Any notice of redemption may contain a statement that the redemption is conditioned upon the receipt of funds by the Paying Agent on or before the redemption date sufficient to pay the principal of, interest on and any redemption premium due on the 2023A Bonds so called for redemption, and that if such funds are not available, such redemption shall be cancelled by written notice to the registered owners of the 2023A Bonds called for redemption in the same manner as the original redemption notice was mailed.

If the Depository Trust Company ("DTC") or its nominee is the registered owner of any 2023A Bonds to be redeemed, notice of redemption will only be given to DTC or its nominee as the registered owner of such 2023A Bond. Any failure on the part of DTC or failure on the part of a nominee of a Beneficial Owner (having received notice from a DTC Participant (defined in Appendix D) or otherwise) to notify the Beneficial Owner of any 2023A Bond to be redeemed shall not affect the validity of the redemption of such 2023A Bond. See "THE 2023A BONDS--Book-Entry Only System."

Tax Covenant

In the Indenture, the District covenants for the benefit of the Owners of the 2023A Bonds that it will not take any action or omit to take any action with respect to the 2023A Bonds, the proceeds thereof, any other funds of the District or any project financed or refinanced by the proceeds of the 2023A Bonds if such action or omission (i) would cause the interest on the 2023A Bonds to lose its exclusion from gross income for federal income tax purposes under Section 103 of the Tax Code, (ii) would cause interest on the 2023A Bonds to lose its exclusion from alternative minimum taxable income as defined in Section 55(b)(1)(D) of the Tax Code, or (iii) would cause interest on the 2023A Bonds to lose its exclusion from Colorado taxable income or Colorado alternative minimum taxable income under present Colorado law.

In furtherance of this covenant, the District agrees to comply with the procedures set forth in the 2023 Tax Compliance Certificate (defined in Appendix C - Form of the

Indenture). The covenant described above shall remain in full force and effect notwithstanding the payment in full or defeasance of the 2023A Bonds until the date on which all obligations of the District in fulfilling the above covenant under the Tax Code and Colorado law have been met.

Defeasance and Discharge

The Indenture provides the District with the right to discharge the pledge and lien created by the Indenture with respect to any 2023A Bonds by depositing in an escrow fund with the Trustee or other depository sufficient moneys or securities which are direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States ("Federal Securities") (or ownership interests in any of the foregoing) and which are not callable prior to their scheduled maturities by the issuer thereof, or both, to pay when due the Debt Service Requirements on such 2023A Bonds on or prior to the maturity or redemption thereof. See Appendix C - Form of the Indenture--Defeasance.

Book-Entry Only System

The 2023A Bonds will be available only in book-entry form in the principal amount of $5,000 or any integral multiples thereof. DTC will act as the initial securities depository for the 2023A Bonds. The ownership of one fully registered 2023A Bond for each maturity as set forth on the inside cover page of this Official Statement, each in the aggregate principal amount of such maturity, will be registered in the name of Cede & Co., as nominee for DTC. See Appendix D - Book-Entry Only System.

SO LONG AS CEDE & CO., AS NOMINEE OF DTC, IS THE REGISTERED OWNER OF THE 2023A BONDS, REFERENCES IN THIS OFFICIAL STATEMENT TO THE REGISTERED OWNERS OF THE 2023A BONDS WILL MEAN CEDE & CO. AND WILL NOT MEAN THE BENEFICIAL OWNERS.

None of the District, the Paying Agent or the Registrar will have any responsibility or obligation to DTC's Participants or Indirect Participants (defined herein), or the persons for whom they act as nominees, with respect to the payments to or the providing of notice for the Direct Participants, the Indirect Participants or the beneficial owners of the 2023A Bonds as further described in Appendix D - Book-Entry Only System.

DEBT SERVICE REQUIREMENTS*

Set forth below is the debt service payable on the Senior Bonds in each year, the debt service payable on the 2023A Bonds, and the actual debt service payable on the Outstanding Parity Bonds in each year, *without* taking into account the payment of the Purchased 2019A/2021A Bonds and any defeasance of the Refunded 2019A/2021 Bonds.

* Subject to change.

Debt Service Requirements(1)*

Year (Ending 12/31)	Debt Service Requirements of Senior Bonds	Debt Service Requirements of Parity Bonds(2)	Debt Service Requirements - 2023A Bonds* Principal	Interest	Total	Debt Service Requirements of 2023A Bonds and Parity Bonds*	Grand Total Debt Service Requirements*
2023	$ 9,582,400	$ 103,385,203				$ 103,385,203	$ 112,967,603
2024	9,588,275	102,774,665				102,774,665	112,362,940
2025	--	115,145,734				115,145,734	115,145,734
2026	--	164,620,786				164,620,786	164,620,786
2027	--	194,709,762				194,709,762	194,709,762
2028	--	194,124,633				194,124,633	194,124,633
2029	--	183,774,327				183,774,327	183,774,327
2030	--	158,954,208				158,954,208	158,954,208
2031	--	199,257,460				199,257,460	199,257,460
2032	--	195,114,373				195,114,373	195,114,373
2033	--	184,971,250				184,971,250	184,971,250
2034	--	156,264,112				156,264,112	156,264,112
2035	--	148,398,846				148,398,846	148,398,846
2036	--	205,981,227				205,981,227	205,981,227
2037	--	195,786,981				195,786,981	195,786,981
2038	--	120,200,443				120,200,443	120,200,443
2039	--	89,018,169				89,018,169	89,018,169
2040	--	110,539,331				110,539,331	110,539,331
2041	--	104,781,110				104,781,110	104,781,110
2042	--	105,034,693				105,034,693	105,034,693
2043	--	105,304,358				105,304,358	105,304,358
2044	--	105,593,929				105,593,929	105,593,929
2045	--	94,833,763				94,833,763	94,833,763
2046	--	94,224,750				94,224,750	94,224,750
2047	--	70,831,823				70,831,823	70,831,823
2048	--	70,920,223				70,920,223	70,920,223
2049	--	71,015,803				71,015,803	71,015,803
2050	--	71,116,584				71,116,584	71,116,584
Total	$19,170,675	$3,716,678,545				$3,716,678,545	$3,735,849,220

(1) May not total due to rounding. This table does not take into account the payment of the Purchased 2019A/2021A Bonds and any defeasance of the Refunded 2019A/2021A Bonds.

(2) Does not include the Build America Bond interest subsidy expected to be paid by the federal government with respect to the District's outstanding Taxable Sales Tax Revenue Bonds (FasTracks Project)(Direct Pay Build America Bonds), Series 2010B. Due to federal budget sequestration (which is currently scheduled to be in effect until federal fiscal year 2030), the District has received less subsidy amounts in each year than originally anticipated.

Source: The Municipal Advisor.

* Subject to change.

SECURITY FOR THE BONDS

Special, Limited Obligations

The 2023A Bonds are special and limited obligations of the District payable solely from and secured by the Pledged Revenues. The 2023A Bonds are not general obligations of RTD. The 2023A Bonds are not payable in whole or in part from the proceeds of general property taxes, nor is the full faith and credit of RTD pledged to pay the 2023A Bonds. See Appendix C – Form of the Indenture. Therefore, the security for the punctual payment of the principal and interest on the 2023A Bonds is dependent on the generation of Pledged Revenues in an amount sufficient to meet debt service requirements on the 2023A Bonds. See "CERTAIN RISK FACTORS" and "REVENUES AVAILABLE FOR DEBT SERVICE."

The creation, perfection, enforcement, and priority of the pledge of revenues to secure or pay the 2023A Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act, the Bond Resolution and the Indenture. The revenues pledged for the payment of the 2023A Bonds (or other Securities, as defined in the Indenture), as received by or otherwise credited to the District, shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act. The lien of such pledge on the revenues pledged for payment of the 2023A Bonds and the obligation to perform the contractual provisions made in the Indenture and in the Bond Resolution shall have priority over any or all other obligations and liabilities of the District, except for the Outstanding Senior Debt and except as otherwise provided in the Indenture. The lien of such pledge shall be valid, binding, and enforceable as against all Persons having claims of any kind in tort, contract, or otherwise against the District irrespective of whether such Persons have notice of such liens.

The payment of the 2023A Bonds shall not be secured by any encumbrance, mortgage, or other pledge of property of the District, other than the Pledged Revenues. No property of the District, subject to such exception, shall be liable to be forfeited or taken in payment of the 2023A Bonds. The 2023A Bonds shall not in any way create or constitute any indebtedness, liability, or obligation of the State or of any political subdivision thereof, except the District, and nothing in this Indenture shall be construed to authorize the District to incur any indebtedness on behalf of or in any way to obligate the State or any political subdivision thereof, except the District. Neither the members of the Board nor any persons executing the 2023A Bonds shall be liable personally on the 2023A Bonds by reason of the issuance thereof.

Flow of Funds

The Indenture provides for payments, in the sequence described below, into and out of the following funds held by the Trustee and for the stated purposes.

<u>0.4% Sales Tax revenues</u>. All amounts received by the Trustee from the 0.4% Sales Tax revenues are to be deposited to the 0.4% Sales Tax Increase Fund. Amounts deposited in the 0.4% Sales Tax Increase Fund are to be applied each month by the Trustee to the following purposes in the following order of priority:

Bond Fund. First, from moneys on deposit in the 0.4% Sales Tax Increase Fund, there is to be credited to the Bond Fund, concurrently on a *pari passu* basis with any payments required to be made with respect to any parity obligations (including the Parity Bonds), the following amounts:

Interest Payments. Commencing with the month immediately succeeding the delivery of the 2023A Bonds, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next installment of interest due on the 2023A Bonds then outstanding.

Principal Payments. Commencing with the month immediately succeeding the delivery of the 2023A Bonds, or commencing one year next prior to the first principal payment date of the 2023A Bonds, whichever commencement date is later, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next installment of principal (whether at maturity or on a Redemption Date) due on the 2023A Bonds then outstanding.

Moneys on deposit in the Bond Account secure only the payment of the 2023A Bonds and not the payment of any Parity Bonds.

Parity Bond Reserve Funds. Second, from any moneys remaining in the 0.4% Sales Tax Increase Fund there shall be made any payments required to be made to any reserve funds established in connection with any parity obligations (including the Parity Bonds) and concurrently with any repayment or similar obligations payable to any surety provider issuing any reserve fund insurance policy with respect to any Parity Bonds. No reserve funds have been established for any of the Outstanding Parity Bonds other than the 2010B Bonds. ***There is no reserve fund established for the 2023A Bonds.***

Parity Bond Rebate Funds. Third, from any moneys remaining on deposit in the 0.4% Sales Tax Increase Fund, there shall be made any payments required to be made pursuant to any Parity Bond Indentures, including the Indenture, with respect to any rebate funds established thereby.

<u>Interest on Reserve Fund Insurance Policy Draws on Parity Bonds</u>. Fourth, from any moneys remaining on deposit in the 0.4% Sales Tax Increase Fund, there shall be paid to any surety provider issuing any reserve fund insurance policy with respect to any Parity Bonds, interest on any amounts drawn under any such reserve fund insurance policy until such interest has been paid in full.

Payment of Subordinate Lien Obligations. Fifth, and subject to the provisions of the Indenture, any moneys remaining on deposit in the 0.4% Sales Tax Increase Fund after the foregoing payments have been made may be used by the District for the payment of Subordinate Lien Obligations, including reasonable reserves for such Subordinate Lien Obligations and for rebate of amounts to the United States Treasury with respect to such Subordinate Lien Obligations, any Subordinate Credit Facility Obligations and any payments on Financial Products Agreements or Financial Products Termination Payments which have a lien on Pledged Revenues subordinate and junior to the lien thereon of the 2023A Bonds. See "RTD'S DEBT STRUCTURE" and "THE SYSTEM – FasTracks – Eagle P3 Project."

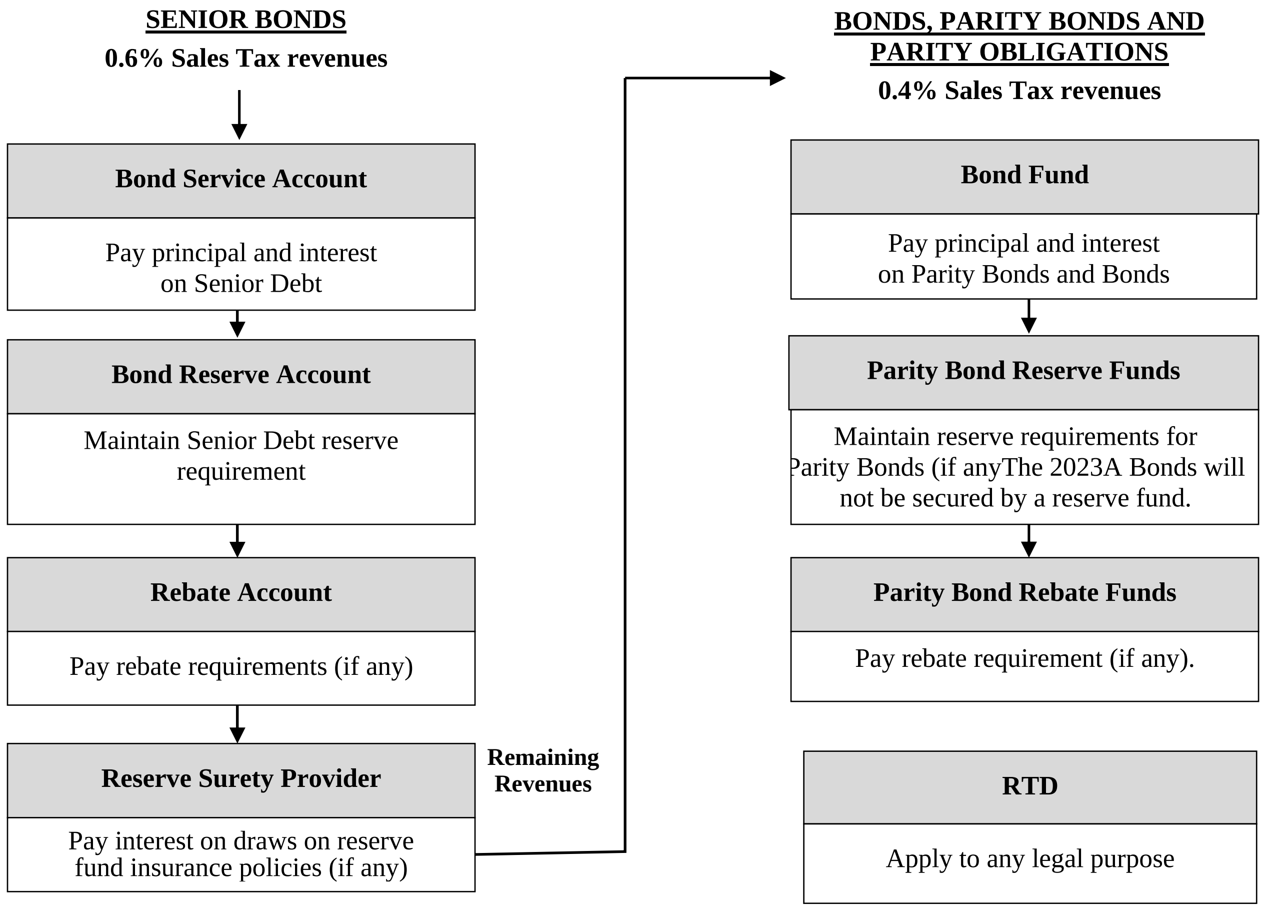
Remaining Revenues. In each month, after making in full the deposits or payments required from moneys on deposit in the 0.4% Sales Tax Increase Fund, any amounts remaining on deposit in the 0.4% Sales Tax Increase Fund are to be remitted by the Trustee to the District free and clear of the lien of the Indenture, unless otherwise directed by the District in writing. See "RTD'S DEBT STRUCTURE" for a description of outstanding and anticipated debt obligations of RTD.

0.6% Sales Tax revenues. All amounts received by the Senior Debt Trustee from the 0.6% Sales Tax revenues are to be applied first as required by the Senior Bond Resolution so long as any Senior Debt remains outstanding. In each month, after making in full all deposits or payments required by the Senior Bond Resolution, any remaining 0.6% Sales Tax revenues are to be remitted by the Senior Debt Trustee to the Trustee, free and clear of the lien of the Senior Bond Resolution, for deposit by the Trustee into the 0.6% Sales Tax Fund. Amounts on deposit in the 0.6% Sales Tax Fund are to be applied each month by the Trustee for the following purposes in the following order of priority:

Insufficiency of Moneys on Deposit in 0.4% Sales Tax Increase Fund. First, to the extent that moneys on deposit in the 0.4% Sales Tax Increase Fund are insufficient in any month to make any of the deposits or payments required to be made as set forth in "Flow of Funds - 0.4% Sales Tax revenues," any moneys on deposit in the 0.6% Sales Tax Fund are to be used in such month to make such deposits or payments in the order of priority set forth in "Flow of Funds - 0.4% Sales Tax revenues" under this caption.

Remaining Revenues. In each month, after making in full the deposits or payments required by the Indenture from moneys on deposit in the 0.6% Sales Tax Fund, any amounts remaining on deposit in the 0.6% Sales Tax Fund are to be remitted by the Trustee to the District free and clear of the lien of the Indenture, unless otherwise directed by the District in writing. See "RTD'S DEBT STRUCTURE" for a description of outstanding and anticipated debt obligations of RTD.

The flow of funds under the Indenture is illustrated below.



Historical Pledged Revenues and Pro-Forma Debt Service Coverage*

The Maximum Annual Debt Service Requirements on the Senior Bonds is $9.588 million (in 2024). Based upon the Debt Service Requirements of the Parity Bonds only (see “DEBT SERVICE REQUIREMENTS”), the Combined Maximum Annual Debt Service Requirement on the Parity Bonds is $206.0 million (in 2036). *The figures in this table do not reflect the payment of the Purchased 2019A/2021A Bonds or the defeasance of any Refunded 2019A/2021A Bonds.* The plan of finance is expected to maximize debt service savings for the District. After the sale of the 2023A Bonds, this table will be updated to include the debt service on the 2023A Bonds, payment of the Purchased 2019A/2021A Bonds and the defeasance of any Refunded 2019A/2021A Bonds.

Based solely on the 0.4% Sales Tax revenues collected for 2022 ($342.1 million), the District’s combined Maximum Annual Debt Service coverage on the Parity Bonds ($206.0 million) was 1.66x (without reflecting the payment of the Purchased 2019A/2021A Bonds or the defeasance of any Refunded 2019A/2021A Bonds).

The following table sets forth historical debt service coverage on the Senior Bonds having a lien on the 0.6% Sales Tax revenues that is senior to the lien thereon of the 2023A Bonds, the amount of Pledged Revenues generated for the past five years and pro forma historical debt service coverage on the Parity Bonds based on the Combined Maximum Annual Debt Service Requirements on the Parity Bonds (without reflecting the payment of the Purchased 2019A/2021A Bonds or the defeasance of any Refunded 2019A/2021A Bonds).

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* Subject to change.

Historical and Pro Forma Debt Service Coverage and Available Pledged Revenues (in $000s)*

Year	0.6% Sales Tax Revenues	Total Senior Obligations Debt Service Requirements	Senior Obligations Debt Service Coverage	Remaining 0.6% Sales Tax Revenues(1)	0.4% Sales Tax Revenues	Total Pledged Revenues	Parity Bonds Combined Maximum Annual Debt Service Requirements(2)	Parity Bonds Pro Forma Debt Service Coverage*
2018	$380,515	$28,376	13.41x	$352,139	$253,677	$605,816	$205,981	2.94x
2019	395,651	19,980	19.80x	375,671	263,767	639,438	205,981	3.10x
2020	379,599	19,982	19.00x	359,617	253,066	612,683	205,981	2.97x
2021	454,185	14,496	31.33x	436,689	302,790	742,479	205,981	3.60x
2022	513,088	9,588	53.53x	503,503	342,058	845,561	205,981	4.11x

(1) The remaining amounts are required to be used to pay debt service on the 2023A Bonds and any Parity Bonds if the 0.4% Sales Tax revenues are not sufficient in a particular year. See "Flow of Funds" under this caption.

(2) Without taking the issuance of the 2023 Bonds, the purchase of the Purchased 2019A/2021A Bonds and the Refunding Project into account. See "DEBT SRVICE REQUIREMENTS."

Source: District Comprehensive Annual Financial Reports for the fiscal years ended December 31, 2018-2022.

Additional Securities

Senior Obligations. The Board has covenanted in the Indenture that no additional securities will be issued by the District with a pledge of and lien on the 0.6% Sales Tax revenues or the 0.4% Sales Tax revenues that is superior or senior to the lien thereon of the 2023A Bonds, except for obligations issued by the District to refund, in whole or in part, outstanding Senior Debt, provided that after the issuance of such refunding bonds, the debt service payable in each Bond Year on all Senior Debt Outstanding after the issuance of such refunding bonds shall not exceed the debt service payable in each Bond Year on all Senior Debt Outstanding prior to the issuance of such refunding bonds.

While the District has agreed in the Indenture not to issue additional bonds with a lien on the Sales Tax Revenues superior to the 2023A Bonds (except for bonds issued to refund Senior Bonds as described above), the District is permitted under the Indenture to enter into Senior Credit Obligations and Senior Financial Products Agreements with a lien on the 0.6% Sales Tax revenues that is superior to the lien of the 2023A Bonds so long as such obligations are entered into in connection with the Senior Bonds. The Senior Bonds and any Senior Credit Obligations or Senior Financial Products Agreements are not secured by or payable from the 0.4% Sales Tax revenues.

Additional Parity Obligations. The Indenture permits the issuance, upon certain conditions, of securities having a lien upon all or a portion of the Pledged Revenues on a parity with that of the 2023A Bonds (the "Additional Parity Bonds"), provided that all of the following conditions are met and a certificate signed by the District Representative is received by the Trustee to the effect that: (a) RTD is not in default under any provisions of the Senior Bond Resolution, the Indenture or other resolution or indenture relating to Parity Bonds as of the date of issuance of the proposed Additional Parity Bonds; and (b) during 12 consecutive calendar months of the 18 calendar months next preceding the authentication and delivery of the proposed Additional Parity Bonds, the Sales Tax Revenues, including any sales tax imposed and received by the District for at least 12 consecutive months preceding the issuance of the Additional Parity

* Subject to change.

Bonds and included as Pledged Revenues and any estimated revenues which would have been received during said 12-month period from Additional Tax imposed during said 12-month period, and certain investment proceeds were at least equal to 200% of the Combined Maximum Annual Debt Service Requirements of the Senior Bonds, the 2023A Bonds, the outstanding Parity Bonds, and the proposed Additional Parity Bonds. The Indenture sets forth the mechanics and assumptions to be applied in the case of variable rate bonds and Financial Products Agreements for purposes of the computations required prior to the issuance of Additional Parity Bonds. See Appendix C - Form of the Indenture. However, due to the debt service restrictions imposed by the 2004 Election, the District currently does not expect to issue additional Parity Bonds other than potential refunding bonds in the future.

The District may enter into Parity Credit Facility Obligations and Parity Financial Products Agreements relating to the 2023A Bonds, any Parity Bonds and any Additional Parity Bonds without satisfying the above conditions and solely as is determined by the Board to be in the best interest of the District and in accordance with the provisions of the Act and the Constitution and laws of the State; provided that no termination payment required under any such Parity Financial Products Agreements shall be secured by a lien on the Pledged Revenues that is senior to or on a parity with the lien thereon of the 2023A Bonds.

The Indenture also provides that the District may issue Additional Parity Bonds for the purpose of refunding less than all of the 2023A Bonds and Parity Bonds without satisfying the conditions set forth in subparagraph (b) under "Additional Parity Obligations" above, provided that the debt service payable on all 2023A Bonds and Parity Bonds outstanding after the issuance of such Additional Parity Bonds in each Bond Year does not exceed the debt service payable on all 2023A Bonds and Parity Bonds outstanding prior to the issuance of such Additional Parity Bonds in each Bond Year. See Appendix C - Form of the Indenture.

The District's authority to issue securities having a lien upon all or a portion of the Pledged Revenues is also restricted by the provisions of the P3 Concession Agreement (discussed herein).

Subordinate Lien Obligations. The Indenture permits the District to issue Subordinate Lien Obligations and enter into Subordinate Financial Products Agreements and Subordinate Credit Facility Obligations, provided that no events of default have occurred and are continuing under the Senior Bond Resolution, the Indenture, any Parity Bond Resolutions, any Parity Bond Indentures, any Parity Financial Products Agreements or any Parity Credit Facility Obligations.

Limitations on Remedies Available to Owners of 2023A Bonds

No Acceleration. There is no provision for acceleration of maturity of the principal of the 2023A Bonds in the event of a default in the payment of principal of or interest on the 2023A Bonds. Consequently, remedies available to the owners of the 2023A Bonds may have to be enforced from year to year.

Bankruptcy; Federal Lien Power and Police Power. The enforceability of the rights and remedies of the owners of the 2023A Bonds and the obligations incurred by the District in issuing the 2023A Bonds are subject to the federal bankruptcy code and applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting the enforcement of creditors' rights generally, now or hereafter in effect; usual equity principles which may limit the specific enforcement under State law of certain remedies; the exercise by the United States of America of the powers delegated to it by the federal Constitution; the power of the federal government to impose liens in certain situations; and the reasonable and necessary exercise, in certain exceptional situations, of the police power inherent in the sovereignty of the State and its governmental bodies in the interest of serving a significant and legitimate public purpose. Bankruptcy proceedings or the exercise of powers by the federal or State government, if initiated, could subject the owners of the 2023A Bonds to judicial discretion and interpretation of their rights in bankruptcy or otherwise, and consequently may entail risks of delay, limitation or modification of their rights.

REVENUES AVAILABLE FOR DEBT SERVICE

General

Pursuant to the Act, in September 1973, District voters authorized RTD to issue bonds for the purpose of developing a public multi-modal mass transportation system for RTD, such bonds to be payable from District-wide sales taxes imposed at the rate of 0.5% upon every taxable transaction. Effective May 1, 1983, after the State General Assembly eliminated food and utilities from the sales tax base of RTD, the Act was amended to empower RTD to impose the sales tax at the rate of 0.6% throughout the District. At the 2004 Election, District voters approved a ballot measure authorizing RTD to increase the rate of the 0.6% Sales Tax by 0.4%, up to a total of 1.0% in connection with financing FasTracks. See "THE SYSTEM – FasTracks – General." The sales tax and use tax imposed by RTD are collectively referred to herein as the "Sales Tax."

The sales tax, which has been imposed and collected in the District since January 1, 1974, is imposed upon every transaction or other incident with respect to which the State imposes a sales tax. Reference is made to Article 26 of Title 39, Colorado Revised Statutes, as amended (the "Sales Tax Act") for a complete description of the transactions subject to or exempt from the State sales tax. The sales tax must be collected at the time of the transaction. One exception to the sales tax being collected at the time of sale applies to the purchase of used automobiles from private parties. If the buyer and seller both live within the District, the sales tax is collected by the county motor vehicle registrar in the county in which the buyer resides at the time that the vehicle is registered and remitted to RTD. If one party lives within the District and one or more parties live outside the District, no sales tax is collected, but a use tax will be collected by the county motor vehicle registrar in the county in which the buyer resides at the time the vehicle is registered and remitted to RTD. For a discussion about the boundaries of the District in which the Sales Tax is levied, see "RTD--General."

In 1989, the Colorado Supreme Court held that the Act implicitly authorized RTD to impose a use tax. Under Colorado law, a use tax is considered supplementary to, and not separate from, a sales tax. Reference is made to the Sales Tax Act for a complete description of the transactions subject to or exempt from the State use tax. The components of use tax liability to RTD are (1) tangible personal property (2) purchased at retail (3) without prior payment of sales or use tax and (4) use or consumption in the District. Beginning in April 1989, the Department of Revenue began collecting a use tax for RTD.

Overlapping Sales Tax Rates

Certain counties, municipalities and special districts located within the District also impose sales taxes. A statutorily created special district, the Scientific and Cultural Facilities District, covers generally the same geographical area as RTD and is empowered to levy a 0.1% sales tax. The total sales tax levy in the District, including the State sales tax, RTD Sales Tax and any locally imposed sales tax, ranges from 4.00% in Weld County to 9.25% in the City of Commerce City.

Manner of Collection of the Sales Tax

The Sales Tax. The collection, administration and enforcement of the District's Sales Tax are performed by the Executive Director of the Department of Revenue (the

"Executive Director") in the same manner as the collection, administration and enforcement of the State sales tax. Legislation enacted in 1987 requires the Executive Director to charge RTD for the cost of collection, administration and enforcement after crediting RTD with interest earnings on amounts collected.

Any person engaged in the business of selling at retail must obtain a license therefor from the State. The State license is in force and effect until December 31 of the year following the year in which it is issued. Each individual vendor in the District is liable for the amount of tax due on all taxable sales made by such vendor. Before the twentieth day of each month, a vendor, if reporting monthly, must make a return and remit the amount due for the preceding calendar month to the Executive Director. Some small businesses are permitted to remit sales tax collections quarterly. The Executive Director may extend the time for making a return and paying the taxes due. A vendor is entitled to withhold an amount equal to 3.33% of the total amount to be remitted to the Executive Director each month in order to cover the vendor's expenses. If any vendor is delinquent in remitting the tax, other than in unusual circumstances shown to the satisfaction of the Executive Director, the vendor will not be allowed to retain any amounts to cover the vendor's expenses.

The Executive Director is required to furnish the District a monthly listing of all returns filed by retailers in the District. The District must notify the Executive Director within 90 days of any retailers omitted from the listing or thereafter will be precluded from making any further claims based upon such omission. The District receives sales taxes so collected in the form of monthly distributions made to the District by the Executive Director. Historically, RTD has received Sales Tax proceeds on or about the fifth business day of the second month following receipt thereof by the Department of Revenue. The District has assigned its rights to receive the 0.6% Sales Tax revenues and 0.4% Sales Tax revenues to the Senior Debt Trustee and the Trustee, respectively. See "RTD'S DEBT STRUCTURE."

The Use Tax. Motor vehicles are registered by the county where its owner resides. Consequently, the motor vehicle use tax is collected by each county within the District during its licensing process and is then remitted to the District periodically pursuant to agreements entered into between such counties, the District and the Executive Director. Other use taxes are collected by the Department of Revenue and distributed to the District on a monthly basis.

Remedies for Failure to Pay Sales Taxes

General. Failure by a retailer to pay the appropriate sales taxes collected is punishable pursuant to State law. A statutorily prescribed rate of interest is due on deficiencies from the first date prescribed for payment. Any vendor receiving a deficiency notice regarding the payment of sales taxes to the District has the right to request the Executive Director to conduct a hearing on the deficiency, and may thereafter appeal the decision to the district court. Conviction of a violation of any of the State's sales tax statutory provisions is punishable by a fine of no more than $300, or imprisonment for no more than 90 days, or both. Violations also are subject to prosecution and punishment by the State for the violation of State law.

Further, if any part of the deficiency is due to negligence or intentional disregard of the regulations with knowledge thereof, but without intent to defraud, 10% of the total amount of the deficiency, plus interest, is to be added to the amount due. If the deficiency is due to fraud with intent to evade the tax, 100% of the total amount of the deficiency is to be added to the amount due, with an additional 3% per month added from the date the return was due until paid. In both instances, the additional amount and interest become due and payable 10 days after written notice and demand by the Executive Director.

Tax Constitutes Lien. The sales tax imposed constitutes a first lien upon the goods and business fixtures of or used by any retailer under lease, title retaining contract or other contract arrangement, except for the stock of goods sold or for sale in the ordinary course of business. Such lien takes precedence over other liens or claims of whatsoever kind or nature. Exempted from the lien are identifiable real or personal property leased to a retailer if the lessee has no right to become the owner and properly registered motor vehicles to the extent an interest is not credited to the lessee.

If any tax, penalty or interest imposed and shown due by returns filed by the taxpayer, or shown as assessments duly made, are not paid within five days after the same are due, the Executive Director issues a notice of the amount due, including a statement as to the lien claimed by the District on the property. If such amount remains unpaid, the Executive Director then issues a warrant to any authorized revenue collector or to the county sheriff commanding him to levy upon, seize and sell sufficient property of the tax debtor to satisfy the amount due, subject to valid preexisting claims or liens. A statutory limitation provides that except in the case of the filing of a false or fraudulent return with the intent to evade tax, no action to collect Sales Taxes due may be commenced more than three years after the date on which the tax is payable.

Sales Tax Data

The following table sets forth the District's Sales Tax collections for 2018-2022 and year-to-date information for 2023 (through April 30, 2023).

Historical Sales Tax Revenues (In Thousands of Dollars)

Year	0.6% Sales Tax Collections	0.4% Sales Tax Collections	Total Sales Tax Collections	Percent Change
2018	$380,515	$253,677	$634,192	--
2019	395,651	263,767	659,418	4.0%
2020(1)	379,599	253,066	632,665	(4.1)
2021	454,184	302,790	756,974	19.6
2022	513,088	342,058	855,146	13.0
2023(2)	159,818	106,545	266,364	--

(1) Sales tax revenues declined between 2019 and 2020 due to the impacts of the COVID-19 pandemic.
(2) Year-to-date collections through April 30, 2023. The total Sales Tax collections represent a 3.6% increase over the same period in the prior year.

Source: District ACFRs for the fiscal years ended December 31, 2018-2022; 2023 unaudited information provided by the District.

In the aggregate, the 20 largest retail sales taxpayers in the District accounted for 24.6% of Sales Tax Revenues for 2022, equal to $196,213,890.

The following table of the District's principal Sales Tax generators by type of business is based on Sales Tax Revenues remittances to the District for 2022. Because of the confidential nature of the gross sales of the individual entities, the identity of vendors may not be divulged under State law.

Categories of Generators of Sales Tax - 2022

Type of Business	Percent of Total Sales Tax Collections
Other [(1)]	34.6%
Food Services and Drinking Places	18.8
Motor Vehicle and Parts Dealers	13.0
Merchant Wholesalers, Durable Goods	9.1
Building Materials and Garden	6.4
Rental and Leasing Services	5.5
Accommodation	5.2
Utilities	3.9
Miscellaneous Store Retailers	2.1
Telecommunications	0.7
Furniture and Home Furnishing Stores	0.6
Total	100.0%

(1) This category include sales taxes collected from sales of medical and recreational marijuana and online sales as well as items not categorized elsewhere.

Source: The District.

The following table shows net taxable retail sales within RTD's service area for the years 2014 through 2022.

Historical RTD Net Taxable Retail Sales (In Millions of Dollars)[(1)]

Year	City and County of Denver	Boulder County	Jefferson County	Adams County[(2)]	Arapahoe County[(2)]	Douglas County[(2)]	City and County of Broomfield[(2)]	Other[(3)]	Total Taxable Transactions	Percent Change
2014	$14,254	$4,359	$7,013	$6,436	$9,211	$3,318	$1,045	--	$45,636	--
2015	14,629	4,547	7,505	6,932	9,887	3,575	1,077	$1,399	49,551	8.6%
2016	15,251	4,798	7,718	7,301	10,144	3,786	1,055	1,359	51,412	3.8
2017	16,125	4,924	7,986	8,117	10,481	4,036	1,144	1,886	54,699	6.4
2018	16,777	5,148	8,585	9,031	10,840	4,191	1,225	1,181	56,978	4.2
2019	17,901	5,821	9,222	9,542	11,809	4,572	1,409	203	60,479	6.1
2020[(4)]	15,075	5,948	9,615	9,783	12,111	4,607	1,447	296	58,882	(2.6)
2021	19,285	7,041	10,479	11,635	13,999	5,543	1,686	961	70,629	20.0
2022	21,385	7,699	11,304	13,318	15,262	6,082	1,945	246	77,241	9.4

(1) This table represents net taxable retail sales that are subject to sales tax but does not reflect sales subject to use tax.
(2) Only a portion of each of these counties lies within the District.
(3) Represent taxable transactions that occur within RTD's service area but sales tax collections that occur outside RTD's service area.
(4) The District's Sales Tax revenues were negatively impacted by the global COVID-19 pandemic in 2020.

Source: Colorado Department of Revenue.

Chief Financial Officer's Summary of Material Trends

An overview and analysis of the District's most recent financial activities is provided in the "Management's Discussion and Analysis" in the audited financial statements attached hereto as Appendix A.

RTD

General

RTD is empowered to develop, maintain and operate a mass transportation system within its boundaries. The RTD service area encompasses portions of an eight-county region comprising the Denver metropolitan area. Over one-half of the population of the State currently resides in the Denver metropolitan area.

RTD is a public body politic and corporate and a political subdivision of the State, organized and existing under the terms of the Act. RTD was created in 1969 by the State General Assembly as a mass transportation planning agency for the Denver metropolitan area. In 1974, the Act was amended, and RTD became an operating entity charged with the responsibility for developing, maintaining and operating a mass transportation system (the "System") for the benefit of the inhabitants in its service area.

Pursuant to the Act, in September 1973, the voters of RTD authorized RTD to issue bonds for the purpose of developing a public multi-modal mass transportation system for RTD, such bonds to be payable from the proceeds of a District-wide sales tax. Thereafter, RTD began negotiations for the acquisition of the existing public and private transit operations throughout the District. By the end of 1976, RTD had consolidated seven public and private transit systems into a single system. The largest of these systems, Denver Metro Transit, owned by the City and County of Denver, was acquired in 1974. RTD's area consists of the City and County of Denver, most of the City and County of Broomfield, the Counties of Boulder and Jefferson, the western portions of Adams and Arapahoe Counties, the southwestern portions of Weld County, and the northeastern and Highlands Ranch areas of Douglas County. RTD currently services 2,342 square miles and 40 cities and towns. Over 3.2 million people, approximately 56% of the population of the State, reside within the Denver metropolitan area. The legislature can provide for elections within RTD's boundaries that, if successful, add territory to RTD. Territory may also be added to the District in certain circumstances by petition of the owners of the land sought to be included in the District or by a petition followed by an election held in the area sought to be included in the District. See "RTD Service Area and Director District Map."

Powers

As described under "REVENUES AVAILABLE FOR DEBT SERVICE," the District has the power to impose the Sales Tax. Under the Act, the District can use Sales Tax Revenues to pay the costs of operations of RTD, to defray the cost of capital projects, to pay the principal of and premium and interest on securities of RTD and to pay amounts due in connection with financial products and credit agreements of RTD.

Since RTD is an entity created by statute, its powers are susceptible to changes in statute. In particular, because current legislation requires the Sales Tax imposed by RTD to be imposed upon the same transactions or incidents with respect to which the State imposes a sales tax, RTD is unable to prevent the State from enacting exemptions that would diminish its tax base. However, when the State enacted significant new sales tax exemptions in 1983, it also increased RTD's sales tax rate. Historically, legislation that has broadened State sales tax exemptions has allowed RTD to continue to collect sales tax on such transactions.

RTD, with voter approval, also has the power to levy and cause to be collected general ad valorem taxes not to exceed one-half of one mill on all taxable property within the District whenever RTD anticipates a deficit in operating or maintenance expenses. See "DISTRICT FINANCIAL OPERATIONS--Major Revenue Sources" and "LEGAL MATTERS--Certain Constitutional Limitations." Although the Act allows RTD to levy this tax, RTD has not exercised its power to levy a general ad valorem property tax since 1976 and has no present intention of doing so in the reasonably foreseeable future. Voter approval would be required to levy such a tax pursuant to the Colorado Constitution. See "LEGAL MATTERS--Certain Constitutional Limitations."

RTD also has the power to increase or decrease the fares for services and facilities provided by RTD; sue and be sued; purchase, trade, maintain and dispose of its real property and personal property; condemn property for public use; accept grants and loans from the federal government; establish, maintain and operate a mass transportation system and all the necessary facilities relating to such system; and exercise all rights and powers necessary or incidental to, or implied from, its specific powers.

Board of Directors

RTD is governed by a fifteen-member elected Board with each member elected from one of the fifteen districts (the "Director Districts") comprising RTD's geographical area. After each federal census the fifteen Director Districts are apportioned so that each Director District represents, to the extent practicable, one-fifteenth of the total population in RTD's geographical area.

The regular term of office for each Director is four years, with approximately one-half of the Directors being elected every two years. If a vacancy arises on the Board, which vacancy can occur if a Director from one Director District changes his or her residence to a place outside the Director District, or if a Director resigns, or if a Director is recalled from office by the electors of the Director District, the vacancy is to be filled by appointment for the balance of the term by the board of county commissioners of the county where the Director District is located or, in the case of a Director elected in Denver, by the Mayor of the City and County of Denver with the approval of the City Council of the City and County of Denver. If the vacancy occurs in a Director District that crosses county boundaries, the vacancy is to be filled by an appointee of the board of county commissioners of the county wherein the largest number of registered electors of the Director District reside; however, if the largest number of registered electors reside in the City and County of Denver, the Mayor of the City and County of Denver, with the approval of the City Council of the City and County of Denver, is to appoint someone to fill the vacancy.

The Board has the authority to exercise all the powers, duties, functions, rights and privileges vested in RTD, including the power to delegate executive and administrative powers to officers and employees of RTD. Most actions of the Board require the affirmative vote of a majority of the Board. Legislation enacted in the 1990 session of the State General Assembly requires an affirmative vote of two-thirds of the Board to approve any action relating to the authorization of the construction of a fixed-guideway mass-transit system and prohibits the Board from taking any such action until such systems have been approved by the metropolitan planning organization, currently DRCOG.

Information about the members of the Board follows.

Name	Director District	Expiration of Present Term (December 31)	Occupation
Lynn Guissinger, Chair	District O	2026	Small Business Owner
Margaret “Peggy” Catlin, First Vice Chair	District N	2026	Small Business Owner
Erik Davidson, Second Vice Chair	District I	2024	Small Business Owner
Bobby Dishell, Treasurer	District D	2024	Attorney
Marjorie Sloan, Secretary	District M	2024	Attorney (Inactive)
Kate Williams	District A	2024	Non-Profit Professional
JoyAnn Ruscha	District B	2026	Non-Profit Professional
Michael Guzman	District C	2026	Coffee Master
Paul Rosenthal	District E	2024	Local Government Professional
Bob Broom	District F	2024	Retired Investment Banker
Julien Bouquet	District G	2024	Educator
Doug Tisdale	District H	2024	Attorney
Vince Buzek	District J	2026	Attorney
Troy Whitmore	District K	2026	Public Affairs Officer
Ian Harwick	District L	2026	Local Government Professional

Principal Officials

The following is a list of the current administrative and management personnel most involved in the management of RTD, their background and experience, and a description of their jobs.

Ms. Debra A. Johnson - General Manager and Chief Executive Officer. Ms. Johnson was selected as General Manager and Chief Executive Officer of RTD by the Board on August 25, 2020 and began her contract in November 2020. She is responsible for RTD’s budget, capital projects, and service delivery, which include bus, light rail, and commuter rail options across the Denver metro region. Ms. Johnson joined RTD from Long Beach Transit, where she served as Deputy CEO of the Southern California agency from May 2014 to October 2020. Prior to that, Ms. Johnson held executive positions at the Los Angeles County Metropolitan Transportation Authority, the San Francisco Municipal Transportation Agency, and Washington Metropolitan Area Transit Authority. She moved into public sector service after beginning her transportation career in the private sector in the Bay Area. Ms. Johnson holds a Master of Arts in public administration from California State University Hayward (now CSU East Bay) and a Bachelor of Arts in international relations from the University of California Davis. She is an alumna of civic leadership programs in San Francisco and Long Beach, as well as the Eno Center for Transportation’s Executive Development Program. Ms. Johnson’s leadership and work have been recognized with several recent honors. In 2019, she received a Women In Action Award from the Los Angeles African American Women’s Public Policy Institute and a Women Who Move the Nation award from Conference of Minority Transportation Officials (“COMTO”). The Greater Los Angeles African American Chamber of Commerce honored Ms. Johnson with a community service award in 2017. In 2016, she was given a Women Leading the Way Leadership Award from Upgrade LA and an Outstanding Transportation Executive Leadership Award from COMTO’s Southern California chapter. From

2019 through 2021, Ms. Johnson served on the American Public Transportation Association (APTA) Emerging Leaders Committee and she is a board member of the American Public Transportation Foundation.

Mr. Doug MacLeod - Chief Financial Officer. Mr. MacLeod was appointed as the Chief Financial Officer on April 15, 2021, after having served as the Acting Chief Financial Officer since November 2020. As the RTD Chief Financial Officer, he directs the activities of the Finance and Treasury Department. Mr. MacLeod has 32 years of experience in finance and accounting in both the private and public sector with 13 years at RTD. Mr. MacLeod has an undergraduate degree in Accounting from Fort Lewis College and an MBA in Finance and Accounting from Regis University. He also has an active Certified Public Accountant license with the State.

Mr. Brenden R. Morgan - Senior Manager, Debt & Investments. Mr. Morgan assumed the role of Senior Manager of Debt and Investments for RTD in 2012 and oversees the capital financing and investment management activities of the District. Mr. Morgan has over 20 years of diversified experience in various public and corporate finance and accounting roles. He previously served as the debt manager for Jefferson County, Colorado. Prior to his roles in Colorado local government, Mr. Morgan worked in corporate finance and the financial services industry. Mr. Morgan has an undergraduate degree in Finance from Seton Hall University in South Orange, New Jersey.

Ms. Melanie J. Snyder - General Counsel. Ms. Snyder began her role as RTD General Counsel in June 2020. Ms. Snyder has over 15 years of experience representing a variety of clients in both the public and private sectors. As RTD General Counsel, she advises the Chief Executive Officer and General Manager and elected Board of Directors, and oversees the Legal Services, Risk Management, and Information Governance Management Divisions. Ms. Snyder previously served as Chief Deputy Attorney General and Chief of Staff overseeing the management of the largest law firm in the State. Prior to joining the Attorney General's Office, Ms. Snyder practiced commercial litigation at large and small Denver firms. She received her J.D. from the University of San Diego School of Law and B.A. degrees in Political Science and Psychology from the University of Arizona.

Mr. Michael Ford - Chief Operations Officer. Mr. Ford was appointed to the position of Chief Operations Officer on January 29, 2018, and brings a lifetime commitment to regional, local and individual mobility. Mr. Ford's innovative approaches to service delivery and commitment to mobility for all citizens have been instrumental in achieving success leading transportation organizations in the Northwest, California, and Michigan. While CEO for the Ann Arbor Transportation Authority, the organization garnered national attention for the fourth highest growth in ridership, launching new services and securing new funding with overwhelming community support at the ballot box. The breadth of Mr. Ford's over 30 years of experience in public and private transportation includes properties from the Northwest to the Midwest; providing service through multiple transportation modes including, but not limited to, light rail, streetcar, fixed route service, ADA, specialized shuttles and commuter rail. Mr. Ford is originally from Seattle, Washington and holds a Master of Business Administration degree from City University in Seattle and a Bachelor of Arts degree in Philosophy and Sociology from Pacific University in Forest Grove, Oregon. As the RTD Chief Operations Officer he directs the activities of the following divisions: Bus Operations, Rail Operations, ADA Paratransit Services, Service Planning and Development.

Mr. Brian T. Welch, AICP - Acting Assistant General Manager, Planning. Mr. Welch has decades of evaluated multi-modal transportation planning experience including over 11 years with RTD; 12 years of public sector service with Danville, California; and 11 years with Fehr & Peers in California and Colorado. His career has been characterized by key leadership roles for complex, inter-jurisdictional, high-profile public and private sector work. Public sector accomplishments include authority and responsibility for the completion and implementation of agency-wide transportation planning and programming efforts. Private sector work includes project management and direction for millions of dollars of on-time, on-budget, consulting projects including award-winning efforts in California and Colorado. Recognized for his expertise on the relationship between transportation and the built environment, he has authored papers and spoken at professional conferences on a range of topics including mobility on demand, mobility as a service, bus rapid transit, innovations in transit-oriented, mixed-use development, strategic planning, and organizational leadership.

Mr. Henry Stopplecamp, P.E. - Assistant General Manager, Capital Programs. Mr. Stopplecamp was appointed to Assistant General Manager, Capital Programs in 2015 and is responsible for all aspects of FasTracks, including fixed guideway design and construction support for light rail, commuter rail corridors and the required freight railroad relocation along with bus infrastructure requirements. Mr. Stopplecamp is a graduate of Montana State University with undergraduate and graduate degrees in Civil Engineering. He is currently registered as a Professional Engineer in the State. Prior to his career at RTD, Mr. Stopplecamp worked for the Burlington Northern Santa Fe ("BNSF") railroad handling wastewater treatment operations, large-scale remediation projects, emergency response, and track construction and maintenance. Over the last nineteen years with RTD, he has worked on all capital expansion projects from the Southwest Rail Corridor through FasTracks. Mr. Stopplecamp led the technical portion of the right-of-way acquisition for FasTracks from the BNSF and Union Pacific railroads. He is currently an integral part of the FasTracks program providing oversight and support to the program along with supporting RTD with ongoing Base System (as defined herein) projects.

Mr. Dave Jensen - Assistant General Manager, Rail Operations. With over 30 years of management experience, Mr. Jensen began his rail career in 1987 and supervisory/management career in 1989. Mr. Jensen was appointed to Assistant General Manager, Rail Operations in 2018. Mr. Jensen's experience includes rail systems management, rail performance and needs assessments, team building, training needs assessments, training course development, and management. He has provided consultation and assistance to numerous transit agencies in the United States and internationally, including properties in Hong Kong, Canada, Argentina, Los Angeles, Salt Lake City, Washington D.C., New Jersey, Houston and Virginia. Mr. Jensen has experience as an auditor for peer reviews for APTA. He has provided certifications, training and consultation to streetcar new start agencies in Kansas City, Cincinnati and Detroit. He has testified in numerous court cases as an expert witness and "person most knowledgeable" on light rail operations, rules, policies, procedures and training. Mr. Jensen earned the U.S. Department of Transportation Transit Safety and Security (TSSP) certification in 2017. Mr. Jensen is also certified by the following FTA courses and certified as an instructor in 2015: "Transit Rail System Safety," "FTA Instructor's Course," "Effectively Managing Transit Emergencies," "Rail Transit Incident Investigation," "SMS Principles for Transit," and "Transit System Security."

Mr. Fred Worthen - Assistant General Manager, Bus Operations. Mr. Worthen began his role as Assistant General Manager, Bus Operations in 2018. He has over 18 years of management experience of transit systems, and over 30 years' experience in transportation operations and service planning, including fixed route services, maintenance, operations training, contracted transportation services, alternative transportation services and special transit services. Prior to joining RTD, Mr. Worthen served as the Director of Transportation for Washington State Community Transit in the State of Washington and Assistant Director of Administrative Operations for the Capital Metropolitan Transportation Authority in Austin, Texas. He earned a Bachelor of Science in political science with an emphasis in Urban Studies at Texas A&M University.

Mr. Stuart Summers - Chief Communications and Engagement Officer. Mr. Summers began his role with the District in December 2022. Prior to working for RTD, he was the Associate Vice President for Marketing, Communications, and Strategic Initiatives at Idaho State University. Mr. Summers spent 11 years overseeing all marketing and communications efforts at the public research university. During his time at Idaho State, he led a multimillion dollar rebrand at the university and comprehensive marketing campaign focused on growing student enrollment. Additionally, Mr. Summers oversaw all campus events, strategic plan priorities, and student traditions. Originally from Idaho Falls, Idaho, Mr. Summers graduated from Idaho State with a Bachelor of Arts in International Studies and a minor in Mass Communication. Prior to working at Idaho State, he spent four years at KPVI-TV News 6, an NBC affiliate, where he was a morning show anchor and reporter. During that time, Mr. Summers was recognized as "Idaho's Up and Coming Journalist of the Year" by the Idaho Press Club. Prior to working as an anchor and reporter, Mr. Summers spent two years living in Mongolia as a volunteer English teacher. He taught at a career and technical college in Erdenet, near the Russian border, and a business university in the capital city of Ulaanbaatar. In addition to being a certified ESL instructor, Mr. Summers also speaks Mongolian fluently.

Employees; Labor Relations

As of December 31, 2022, RTD employed over 2,840 persons of whom about 1,932 are represented by Local 1001 of the Amalgamated Transit Union (the "Union"), which bargains collectively on behalf of these employees. The Union members operate the bus and rail services and provide other administrative services. RTD and the Union entered into a three-year collective bargaining agreement effective January 1, 2022, that expires on December 31, 2024. In addition to District employees, approximately 1,910 non-District employees provide contracted services including commuter-rail, fixed-route bus, and paratransit services.

In recent years, RTD and its contractors have experienced staffing shortages, particularly with bus and train operators, mechanics, security and vehicle cleaning staff. In addition to the impacts from COVID, the low Denver Metro Area unemployment rate of 3.0% in 2022 has contributed to a very competitive labor market. RTD has implemented wage increases, improved benefits and incentive pay as well as enhanced recruitment efforts. RTD has also implemented a System Optimization Plan to more closely match services to customer demand and available resources while eliminating mandatory overtime to improve working conditions. Although these acute staffing shortages are expected to continue in the near term due to labor market conditions, RTD will continue its ongoing efforts to target front-line position vacancies for fulfillment.

Retirement Plans; OPEB

Retirement Plans. The District maintains several pension and retirement plans which are generally described below. See Note F to the Annual Comprehensive Financial Report attached hereto as Appendix A for further descriptions of each plan.

Pension and retirement plans have been established covering substantially all of RTD's employees. Union-represented employees hired prior to January 1, 2023, participate in a defined benefit pension plan ("ATU DB Plan") while union-represented employees hired subsequently participate in a defined contribution retirement plan ("ATU DC Plan"). Both plans were established through a collective bargaining agreement and are administered by a Board of Trustees representing both the Union and RTD. Pension participants and RTD make required contributions to the ATU DB Plan based on a percentage of wages. RTD makes required contributions to the ATU DC Plan, based on a percentage of wages, and participants may elect to make contributions, a portion of which is matched by RTD. As of the actuarial valuation date of December 31, 2022, the ATU DB Plan had a net pension liability of $249 million. The funded ratio of the actuarial value of assets to the actuarial accrued liability for the ATU DB Plan was 55.1%.

Under the current 2022-2024 collective bargaining agreement, RTD contributed a $160 million lump sum towards the net pension liability and is required to contribute 15% (and the employees to contribute 5%) of eligible employee's qualifying wages to the ATU DB Plan. The $160 million lump sum payment in 2022 is not fully reflected in the funded ratio of 55.1% due to actuarial standards requiring amortization/recognition over a period of time. RTD contributes 9% of wages to the ATU DC Plan and will match up to 5% of employee contributions. RTD's contribution obligations under the ATU DB and DC Plans comply with the current collective bargaining agreement. RTD is current with respect to those negotiated contributions and the current collective bargaining agreement expires December 31, 2024. It is anticipated that in the future fixed amount contributions, as opposed to contributions based on a percentage of wages, will need to be made by RTD to the ATU DB Plan to meet its obligations. The closure to new union-represented employees of the ATU DB Plan and implementation of the ATU DC Plan occurred to ensure the long-term fiscal soundness of both plans while seeking to manage the cost of pension benefits.

Non-represented salaried personnel hired prior to January 1, 2008, are covered under a non-contributory defined benefit pension plan ("Salaried DB Plan") to which RTD solely makes contributions. RTD began making fixed amount annual contributions to the Salaried DB Plan in 2013 rather than contributions based on a percentage of wages. These fixed amount contributions are guided by the actuarial recommended contribution. RTD contributed $6.1 million, $8.4 million and $15.0 million lump sums in 2021, 2022 and 2023, respectively. As of the actuarial valuation date of December 31, 2021, the funded ratio of the actuarial value of assets to the actuarial accrued liability for the Salaried DB Plan was 83.9%. It is anticipated that in the future increased contributions may be made by RTD to the Salaried DB Plan to permit the Salaried DB Plan to meet its obligations.

RTD closed the Salaried DB Plan to non-represented salaried personnel hired on or after January 1, 2008, and initiated a non-contributory defined contribution plan (the "Salaried DC Plan") to ensure the long-term fiscal soundness of both plans while seeking to manage the cost of pension benefits. Non-represented salaried personnel hired on or after January 1, 2008, participate in the Salaried DC Plan providing for a 7% to 9% contribution by RTD based on the earnings of the employee. The Board adopts a percentage amount for contribution each year.

RTD also has a deferred compensation plan, created in accordance with §457 of the Internal Revenue Code of 1986, as amended, which is available to substantially all employees and permits employees to defer a portion of their compensation to future years.

OPEB. The District is not presently obligated to contribute funds towards Other Postemployment Benefits ("OPEB") for any of its employees and therefore does not have an unfunded liability relating to OPEB.

Climate Change

Changing weather patterns have impacted areas within the State, including the District's service area. The impacts include increasing temperatures, more extreme weather patterns, longer periods of drought, and increased wildfires. Recent fires have been widespread and, in some cases, have occurred within the District's service area. The State, the federal government and local firefighting agencies have dedicated significant resources for prevention, management and eradication of fires.

It is difficult to predict whether or how a changing climate will impact the District and its finances, but extreme weather and increased fire activity could impact the District's facilities. The District maintains casualty property insurance policies to insure against damage or destruction of its facilities. Extreme weather events could also damage or destroy private properties located in the District. Such damage or destruction could potentially impact the District's Sales Tax revenues.

The District will perform an 18-month study for the development of a holistic no/low emission facilities and fleet transition plan and has requested proposals from qualified consultants. In addition, the District has offered zero fares during certain summer months in order to improve air quality and reduce ground-level ozone. The Zero Fare for Better Air program ran during August 2022 and is occurring again during July and August of 2023. The State reimburses RTD for 80% of its budgeted fare box revenues during the zero fare months.

Risk Management

District Insurance Coverage. RTD maintains an excess liability policy with limits of $50 million and a self-insured retention of $1,000,000. Coverage under this policy includes bodily injury, personal and advertising injury, public officials' liability and property damage. However, RTD maintains higher limits on portions of railroad rights of way that it owns or to which it has operating rights. Additionally, RTD carries an all-risk property policy on its assets with a per occurrence limit of $500 million and a $100,000 deductible.

RTD's policy is to recognize claims as they arise, not when they are resolved. RTD anticipates claims by budgeting the expected losses in the current year, including an actuarially determined amount for "Incurred But Not Reported" ("IBNR") claims; such amounts are reflected as liabilities in RTD's ACFRs. For 2022, RTD recognized insurance costs of $13.2 million. RTD maintained reserve funds for existing liabilities (as of December 31, 2022) in the amount of $11.9 million and workers' compensation claims (as of December 31, 2022) in the amount of $6.7 million.

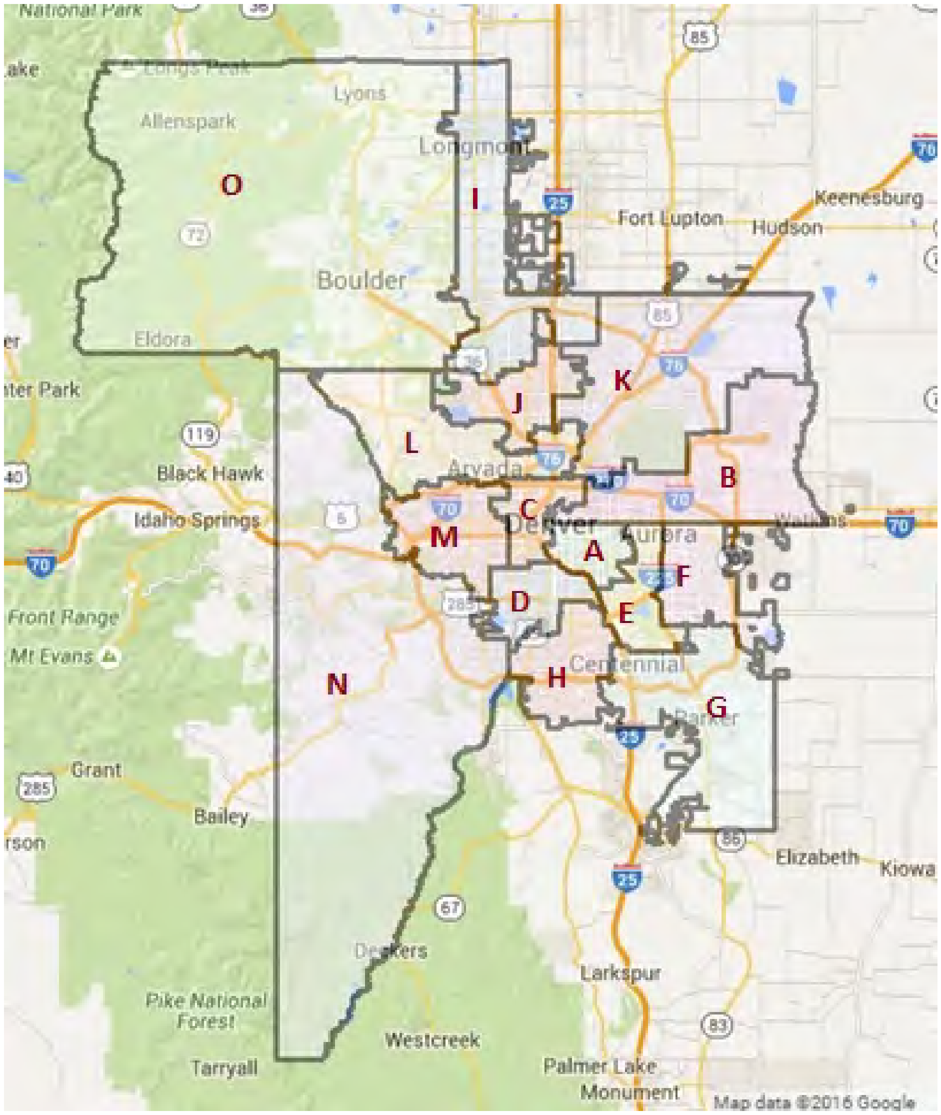
Cybersecurity. RTD recognizes that cyber security threats create risk to the organization's short-term financial stability/liquidity and long-term health. This risk is managed by the Cyber Security Division which monitors, reports and researches cybersecurity attacks on the organization, performs risk assessment, provides cybersecurity planning and sets vendor requirements for new procurements. RTD maintains cybersecurity Policies and Procedures which include topics such as computer system and network configuration, electronic data protection and cybersecurity incident response. RTD maintains strong controls, procedures and a well-trained staff to identify these attacks. Annual cybersecurity training for all RTD employees who are computer users is mandatory. RTD maintains cybersecurity insurance at a level reasonably expected to be sufficient to protect it in the case of such an attack.

Intergovernmental Agreements

Under State law, intergovernmental relationships and agreements are permitted among political subdivisions, agencies, departments of the United States, the State and any political subdivision of an adjoining state. Governments may cooperate or contract with one another for the provision of any function, service or facility that each of them is authorized to provide separately. At any given time, RTD has numerous intergovernmental agreements for various purposes with municipalities, the State or its agencies such as the Department of Transportation, and the federal government, particularly the Federal Transit Administration ("FTA").

RTD Service Area and Director District Map

The following map shows the service area of the District as well as the Director Districts identified as District A through District O.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Centennial
Parker
Grant
Bailey
Elizabeth
Kiowa
Deckers
Larkspur
Pike National Forest
Westcreek
Tarryall
Palmer Lake
Monument
Map data ©2016 Google

THE SYSTEM

Fleet Composition

As of December 31, 2022, the District operated 1,059 fixed-route transit buses (432 of which are leased to private carriers), 201 light rail vehicles, 373 Access-a-Ride paratransit vehicles and Flex Ride vehicles, and 66 commuter rail vehicles (operated as part of the Eagle P3 Project (defined herein)). The RTD fleet includes 30- and 40-foot transit coaches, 60-foot articulated coaches, over-the-road coaches, specially designed low-floor coaches for use on the 16th Street Free Mall Ride, 85-foot articulated light rail vehicles and vans and buses used for Access-a-Ride paratransit service mandated by the Americans with Disabilities Act of 1990. As of December 31, 2022, which is the most recent calculation of the RTD peak fleet requirements, the System had a peak fleet requirement (pre COVID-19 service levels) of 412 fixed-route buses and 89 light rail vehicles.

RTD Active Fleet (As of December 31, 2022)

Fixed Route Bus Fleet[1]	Number
40’ Transit Coaches	676
60’ Articulated Buses	116
Intercity Coaches	174
16th Street Free Mall Ride Shuttles	36
30’ Transit Buses	52
35’ Transit Buses	5
Total Fixed Route Bus Fleet	1,059
Access-a-Ride Fleet[2]	310
Flex Ride Fleet[3]	63
Light Rail Vehicle Fleet	201
Commuter Rail	66
TOTAL ACTIVE FLEET	1,699

(1) Certain vehicles in the Fixed Route Bus Fleet are owned by RTD and operated by private contractors.
(2) All paratransit vehicles are owned by RTD and operated by private contractors.
(3) All Flex Ride vehicles are owned by RTD and operated by private contractors.
Source: The District.

Transit Services

In order to meet the needs of the residents within RTD’s geographical area, RTD provided various transit services on 141 routes as of December 31, 2022, including those operated by private contractors. RTD, upon action of its Board, has the authorization to reduce services with no other approval required. Additional services and routes are considered and added depending on funding and demand. The information below generally describes the transit services offered by RTD as of December 31, 2022.

The District provides local bus routes along major streets that make frequent stops for passengers, limited bus routes serving high-density corridors with less frequent stops and regional bus routes that connect outlying areas of RTD's geographical area to Denver, Boulder and other employment centers. The District also provides free shuttle service along the 16th Street mall in downtown Denver. In addition, the District provides rail service for approximately 60 miles of light rail track and 61 miles of commuter rail track, including rail service to Denver International Airport.

The District also provides curb-to-curb paratransit service for people with disabilities under the requirements of the Americans with Disabilities Act of 1990, curb-to-curb flexible service that responds to passenger requests (typically in lieu of fixed route service with small vehicles in areas and/or times of low demand), and pre-scheduled trips in off-peak hours to recreational events for elderly persons.

The District also has integrated partnerships with ride hailing services (currently Uber and Lyft). The apps for each company provide transit services as options to consumers and provide information on transit routes and schedules. The Uber app also allows customers to purchase RTD tickets.

State law permits RTD to contract with private operators for the provision of up to 58% of its vehicular services. RTD is currently in compliance with this limitation.

RTD may, but currently does not, provide charter service to the extent that such service cannot be provided by private operators. Pursuant to federal regulations, charter service operated by RTD cannot interfere with its regularly scheduled services, and the rate charged by RTD must recover the fully allocated cost of operating the service.

The following table shows additional operating data concerning the System as of December 31, 2022:

Historical Operating Data (As of December 31, 2022)

Total Miles	60,532,485
Passenger Stops	9,720
Number of routes	
Local	86
Regional	17
SkyRide	3
Commuter Rail	4
Light Rail	8
Downtown Circulators	1
FlexRide	22
Ridership average weekday, all services	187,529
Total annual boardings	61,602,568
Daily miles operated (average weekday)	117,620
Diesel fuel consumption, gallons (excluding purchased transportation)	3,374,838
Total active buses	1,059
Wheelchair lift equipped buses	1,059
Number of employees (actual staff)	
Salaried	869
Represented (includes part-time operators)	1,739
Fleet requirements (during peak hours)	n/a
Operating facilities	8

Source: District Annual Comprehensive Financial Report for the fiscal year ended December 31, 2022.

Passenger, Maintenance and Administrative Facilities

Patrons who are residents within the geographical area of the District using RTD service may park at no charge in Park-n-Ride lots for up to 24 hours. Patrons residing outside of the District geographic boundaries or District residents parking for more than 24 hours must pay a nominal parking fee. By providing the Park-n-Ride lots, RTD can provide local and regional services in low-density areas and more frequent long-haul services for patrons. As of December 31, 2022, RTD had 96 Park-n-Ride lots providing a total of 36,021 parking spaces.

RTD currently owns four bus maintenance facilities. RTD also owns two light rail maintenance facilities, two administrative buildings, one commuter rail maintenance facility and three passenger terminals located throughout the District.

Long-Term Financial Planning

Regional Transportation Plan. The Denver Regional Council of Governments ("DRCOG") biennially adopts a comprehensive six-year Transportation Improvement Program ("TIP") for the Denver metropolitan area, as required by federal regulations, and specifically programs the federally- and state-funded transportation improvements and management actions to be completed by the Colorado Department of Transportation ("CDOT"), RTD, local governments, and other project sponsors. By inclusion in the TIP, RTD's capital projects may become eligible for federal assistance.

The TIP is programmed using a dual model selection process for all funds allocated by DRCOG. This process splits available funding into two shares - regional and subregional. The regional process identifies all current federal- and State-funded transportation projects to be completed in the Denver region in a four-year period and allocates DRCOG-controlled State and federal funds to those transportation priorities. The subregional process proportionally targets funding for planning purposes to each county and all the eligible applicants within, to recommend projects that meet the regional vision of DRCOG and the needs of each individual subregion. Due to changing federal, state, and local laws and regulations, including shifts in regional priorities, this document can be amended by the Board at any time.

DRCOG's Metro Vision Regional Transportation Plan ("MVRTP") serves as a comprehensive guide for future development of the region with respect to growth and development, transportation, and the environment. The MVRTP presents the vision for a multimodal transportation system that is needed to respond to future growth, as well as to influence how the growth occurs. The fiscally constrained MVRTP defines the specific transportation elements and services that can be provided throughout the years identified in the adopted MVRTP based on reasonably expected revenues.

The MVRTP includes those regional transportation facilities that can be provided through the year 2050, based on reasonably expected revenues. The MVRTP focus is on improving facilities for a variety of transportation modes; improving the intermodal connections between the various transportation modes; and providing programs and services to support the transportation system. The MVRTP consists of a network of highways of various roadway classifications, high occupancy vehicle and rail rapid transit facilities, bus service, specialized services for the elderly and people with disabilities, airports of various classifications, provisions for freight travel, a regional bicycle network, sidewalks for pedestrians, and intermodal facilities to provide connections among and between transportation modes. The most recent amended 2050 Metro Vision Regional Transportation Plan was adopted by the DRCOG Board of Directors in September 2022.

RTD typically updates its input to the MVRTP periodically through its Long-Range Financial Plan. RTD prepared an update to its long-range financial plan in 2022, which has been provided to DRCOG.

<u>Mid-Term Financial Plan</u>. The Mid-Term Financial Plan ("MTFP") is RTD's six-year capital and operating plan adopted annually by the Board in connection with the District's estimated capital and operational expenditures for all programs, including FasTracks.

The MTFP includes projections of annual service levels, the capital requirements to maintain these service levels, and the funding mechanisms through which the operating and capital programs are to be achieved. In addition, the MTFP is a component of the TIP. An RTD capital project must be included in the TIP in order to be eligible for federal funds. The six-year MTFP is revised annually by the staff and approved by the Board in response to factors such as changes in RTD's goals and objectives, strategic plans, changes in demographics and development in RTD's service area, or unforeseen circumstances affecting forecast revenues. As a result, the six-year MTFP may include substantial changes from year to year, with projects being added, deleted and modified on a regular basis.

RTD adopted the most recent six-year MTFP on September 28, 2022, which covers the period from 2023 through 2028. The 2023-2028 MTFP shows funding sources balanced with funding uses while maintaining reserves in accordance with RTD's Fiscal Policy. Fare revenue is forecasted to decrease due to anticipated simplification and reduction of fares in

2024 before resuming modest annual increases. Sales and use tax receipts are assumed to meet the forecast provided to RTD from a third-party contractor, however, annual growth of the 0.6% sales and use tax is capped at 1.4% beginning in 2025 until such time as RTD develops clarity regarding an approach to the upcoming TABOR revenue growth limitations. Operating expenses are included that match the SOP and capital expenditures are primarily limited to maintaining an asset state of good repair with some modest new capital expenditures. The next MTFP development for the period 2024-2029 is expected to be considered by the Board in September 2023.

Financial Policies of the District. The information set forth below regarding the financial policies of the District is subject to change by the Board at any time. The financial policies speak only as of the date of this Official Statement and may be revised or updated by the Board.

The District complies with the following policies when budgeting: (a) 1.20x net revenue coverage test (all annual revenues remaining after operating and maintenance expenses to annual debt service requirements net of excess appropriations required for variable rate debt, of which RTD has none) for all outstanding debt and annually appropriated obligations; (b) operations and maintenance, capital expenditures and certificates of participation related to operations not constituting part of the FasTracks transit expansion plan (the "Base System") may not be paid from the 0.4% Sales Tax revenues; and (c) all other appropriated payments are made from available revenues. RTD maintains a commitment to the FTA to operate federal projects in transit use for the useful life of the assets or to repay all federal dollars relating to the asset.

The District maintains a TABOR reserve in an amount equal to 3% of non-federal revenues pursuant to State statute. RTD maintains an available fund balance for the Base System of at least three months of Base System and FasTracks operating expenses excluding depreciation. See Note B to the Annual Comprehensive Financial Report attached hereto as Appendix A for a discussion of the deposits and investments of the District.

FasTracks Plan. The District is planning and constructing the build-out of the FasTracks transit expansion plan. Each year, as part of the MTFP process, RTD conducts a comprehensive evaluation of the entire FasTracks program. On September 21, 2022, the DRCOG Board of Directors approved the most recent amended 2050 MVRTP, which includes all elements of the FasTracks Plan that have been completed, or are currently under construction, using currently identified revenues. At this time, RTD does not anticipate receiving funding to complete any additional corridors within the time horizon of the current MVRTP. However, the MVRTP can be further amended over time as new funding sources or additional revenues become available.

Unsolicited Proposals. A third party may, from time to time, provide an unsolicited proposal ("Unsolicited Proposal") to the District on its own initiative for the purpose of obtaining a contract with RTD for goods or services or with respect to real property owned by RTD. An Unsolicited Proposal to provide goods or services is distinguishable from a project that is already part of the District's long-term budget planning process if it uses innovative and unique solutions to offer added value such as enhanced financing options or materially advanced delivery dates. An Unsolicited Proposal for real property may be an offer to acquire excess District property or an offer for joint development of District property. The District's policies regarding Unsolicited Proposals provide that once an Unsolicited Proposal is received by the

District, it is analyzed to determine whether it meets certain threshold requirements. If such requirements are met, the Unsolicited Proposal is evaluated to determine whether, among other things, the proposal: (a) offers benefits to the District, its passengers, and the community; (b) can be accommodated in the District's long-term budget without displacing other planned expenditures; (c) is consistent with the District's and the Board's objectives and goals; or (d) offers unique goods and services that the District did not intend to purchase through the normal contract process. If it is determined that the Unsolicited Proposal satisfies certain evaluation requirements, the District will (unless the Unsolicited Proposal offers a proprietary concept that is essential to contract delivery) publicize its interest in the offer, goods, or services described in the Unsolicited Proposal and seek competing proposals from other interested parties. Receipt of an Unsolicited Proposal does not obligate the District to accept the proposed offer, goods, or services or take any other action described in the Unsolicited Proposal and no Unsolicited Proposal is approved or selected for contract award unless and until the process described above has been undertaken by the District. The District has received and expects in the future to receive Unsolicited Proposals. All such proposals have been and will be handled as outlined herein.

FasTracks

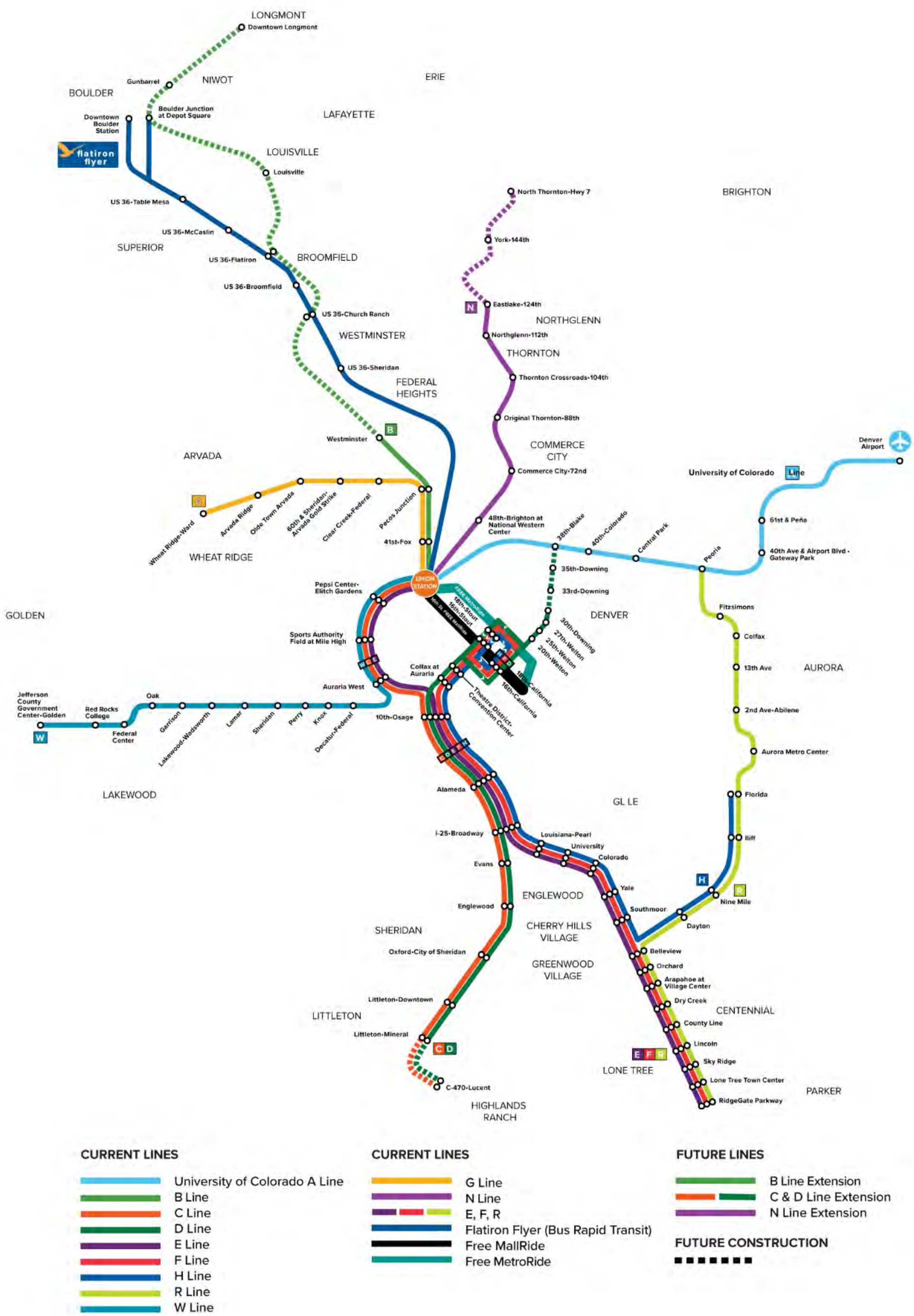
General. Prior to January 1, 2005, the District imposed the 0.6% Sales Tax. At the 2004 Election, voters in the District approved a ballot question allowing imposition of the 0.4% Sales Tax effective January 1, 2005. In connection therewith, the ballot question also authorized RTD to issue up to $3.477 billion of additional debt obligations, with a maximum total repayment cost of $7.129 billion and a maximum annual repayment cost of $309.738 million, to finance FasTracks. The proceeds of the debt and the increased 0.4% Sales Tax authorized at the 2004 Election are required to be used and spent for the construction and operation of FasTracks. At the time that all debt related to FasTracks is repaid, the District's Sales Tax rate will be reduced to a rate sufficient to operate the transit system financed through FasTracks, but not below 0.6%.

In April 2004, CDOT and RTD executed an intergovernmental agreement that is intended to establish a coordinated process to facilitate the implementation of the FasTracks plan and preserve the ability to pursue planned highway and transit improvements in corridors where both highway and transit improvements are likely to occur. The Board has formally resolved to analyze the FasTracks program annually to determine both local and federal sources of funds and adjust the corridor improvements accordingly. The Board has further resolved that construction of FasTracks improvements within a corridor are not to start until there is a firm commitment of all required funding sources and intergovernmental agreements are in place with local governments concerning permits, design and plan review.

FasTracks Program. The FasTracks program consists of nine rail corridors (new or extended); one bus rapid transit ("BRT") corridor; redevelopment of Denver Union Station; a new Commuter Rail Maintenance Facility ("CRMF") and an expanded light rail maintenance facility. At completion, the Plan will add approximately 94 miles of commuter rail (A Line, G Line, N Line and B Line); approximately 28 miles of light rail (Southeast and Southwest Corridor Extensions, Central Corridor Extension, R Line and W Line); Park-n-Ride improvements at and/or relocations of existing Park-n-Ride lots along U.S. 36 (U.S. 36 BRT – Phase 1); and 18 miles of BRT (U.S. 36 BRT – Phase 2). See "FasTracks Line Map" below.

FasTracks Rail Corridors. The District maintains several rail transit corridors extending to neighboring cities and population centers, and the corridors are generally associated with one of the District's major rail lines or with the Flatiron Flyer Bus Rapid Transit service connecting Denver and Boulder. See the map titled "FasTracks Line Map" for a depiction of the corridors and lines. Some of the corridors have achieved full buildout while others are in various stages of design and construction, or their completion is subject to future funding. The District has represented that it is committed to completing as many corridors in the shortest timeframe possible, while ensuring that it can meet all current and future projected obligations.

<u>FasTracks Line Map</u>



Eagle P3 Project. The District served as the "conduit issuer" of its Tax-Exempt Private Activity Bonds (the "P3 Conduit Bonds") and the proceeds of the P3 Conduit Bonds were loaned to DTP pursuant to a Loan Agreement (the "P3 Loan Agreement") between the District and DTP to pay a portion of the costs of certain FasTracks projects (the "Eagle P3 Project"). In December 2020, the District issued new conduit bonds to refinance such P3 Conduit Bonds in the aggregate principal amount of $311,785,000 (the "2020 P3 Conduit Bonds"). The 2020 P3 Conduit Bonds are secured solely by loan payments required under the P3 Loan Agreement to be made by DTP in amounts and on the dates required to pay the principal of and interest on the 2020 P3 Conduit Bonds. The 2020 P3 Conduit Bonds do not constitute indebtedness of RTD or a multiple-fiscal year obligation of RTD within the meaning of the provisions of the State Constitution or the laws of the State.

The District and DTP entered into the P3 Concession Agreement in July 2010 in order to generate the revenues necessary to meet DTP's obligations under the P3 Loan Agreement. Under the P3 Concession Agreement, DTP agreed to design, construct, finance, operate and maintain the Eagle P3 Project in return for payments by the District in the form of construction payments (the "Construction Payments") and service payments (the "Service Payments"). The District made monthly Construction Payments to DTP during the design and construction phase of the Eagle P3 Project, and, commencing with the revenue service of the A Line Project, began making monthly Service Payments to DTP. As part of the Eagle P3 Project, the District received a federal grant in the amount of $1.03 billion. The full grant has been appropriated by the federal government and RTD has spent the remaining eligible grant funds during 2023.

Service Payments have two components. One portion (the "TABOR Portion of Service Payments"), structured to exceed scheduled debt service on the 2020 P3 Conduit Bonds, is secured by a subordinate pledge of Sales Tax Revenues available after payment of the outstanding 2023A Bonds and the Parity Bonds. See "RTD'S DEBT STRUCTURE--Debt Structure of the District." Payment of the TABOR Portion of Service Payments by the District utilizes $589,913,540 of the principal electoral authorization received at the 2004 Election. The second portion (the "Appropriation Portion") is structured to cover operations and maintenance costs of the Eagle P3 Project and is subject to annual appropriation by the District. The P3 Concession Agreement provides that any TABOR Portion not paid due to insufficiency of Sales Tax Revenues is to be paid from available funds of the District, if appropriated. As required by the P3 Concession Agreement, RTD has reserved a certain amount of its electoral authority received pursuant to the 2004 Election to secure the ability of RTD to satisfy its obligation to pay a termination amount to DTP upon the occurrence of certain events under, and in the amounts calculated in accordance with, the P3 Concession Agreement. In the event of a termination of the P3 Concession Agreement, any payment obligation by RTD for such termination amount under the P3 Concession Agreement will be subordinate to the 2023A Bonds and the Parity Bonds. The P3 Concession Agreement is not subject to termination for convenience by either party. See "LEGAL MATTERS--Litigation."

Denver Union Station. Under the FasTracks program, the existing Denver Union Station has been developed into a multimodal transportation hub, integrating light rail, commuter rail and intercity rail (Amtrak) as well as regional, limited and local bus service, the 16th Street Mall shuttle, Free Metro Ride, and intercity buses, taxis, shuttles, vans, limousines, bicycles and pedestrians. Certain improvements to Denver Union Station and related facilities were delivered as part of the Eagle P3 Project.

The light rail station realignment opened to passengers on August 15, 2011, and the bus facility opened to passengers on May 11, 2014. Amtrak resumed rail service from Denver Union Station on February 28, 2014, and RTD began commuter rail operations on April 22, 2016, with the opening of the A Line. A renovated and modernized Denver Union Station opened in July 2014.

Commuter Rail Maintenance Facility. A commuter rail maintenance facility was designed to service the four commuter rail corridors (A Line, G Line, N Line and B Line) included in the FasTracks program. The facility covers approximately 31 acres and is located northwest of downtown Denver. It includes facilities to allow for command and control of the commuter rail operations and security with communication links to the District's light rail transit operation control center and security command center. The Commuter Rail Maintenance Facility, which was completed in March 2015 and is LEED gold certified, was delivered as part of the Eagle P3 Project.

Reimagine RTD

Reimagine RTD was a multi-year effort to evaluate and forecast the changing mobility needs in the District, better position the District to meet those needs, and collaborate with agency partners to build a cohesive vision for regional mobility. This effort culminated in two primary components to guide the near- and long-term decision making of RTD: a SOP and a Mobility Plan for the Future ("MPFF").

The "SOP" is a detailed evaluation of travel patterns, demographics, and transit routes in the District, and includes recommended modifications to RTD's fixed-route services to better meet the region's near-term mobility needs within existing workforce and financial constraints. The SOP, formally adopted by the Board in July 2022, will be gradually implemented through 2026 through RTD's standard service planning process.

The "MPFF" is a comprehensive, forward-thinking plan that identifies strategies to address the future mobility needs of the region. The MPFF, intended to help guide RTD's long-term decision making, is the culmination of extensive technical analysis, stakeholder and public engagement, and intra-agency coordination, as well as several previous planning efforts. Key context, findings, and recommendations are broken into a series of technical memoranda focusing on individual components of the overall planning effort. The MPFF was adopted by the Board on November 15, 2022.

DISTRICT FINANCIAL OPERATIONS

Prospective investors should be aware that the 2023A Bonds constitute special, limited obligations of the District payable solely from the Pledged Revenues. The 2023A Bonds are not general obligations of the District. See "SECURITY FOR THE BONDS" and "CERTAIN RISK FACTORS." The information in this section is provided for informational purposes only and does not indicate that any of the sources of revenue described herein are pledged to the payment of the 2023A Bonds.

Budget Policy

RTD annually prepares and adopts an official budget in accordance with the State Local Government Budget Law. RTD's Fiscal Year begins on January 1 and ends on December 31 (the "Fiscal Year"). Prior to October 15 of each Fiscal Year, the General Manager and Chief Executive Officer submits an operating and capital budget for the ensuing Fiscal Year to the Board for its approval. The Board may accept the budget with a majority vote or may vote to override all or any part of the proposed budget. After the budget is approved (on or before December 31), in conjunction with an appropriation resolution by the Board, which must also approve subsequent amendments thereto, the General Manager and Chief Executive Officer is empowered to administer the operating and capital budget.

RTD also maintains budgetary controls. These controls ensure compliance with legal provisions embodied in the annual appropriated budget approved by the Board. The budget sets forth proposed outlays for operations, planning, administration, development, debt service, and capital projects. The level of budgetary control (that is, the level at which expenditures may not legally exceed the appropriated amount) is established at the fund level.

Unused appropriations lapse at year-end, except that the Board has the authority, as stated in the adopted appropriation resolution, to carry-over the unused portions of the funds for capital projects not completed for a period, not to exceed three years. RTD's policy also authorizes the General Manager and Chief Executive Officer to approve certain line-item transfers within the budget.

RTD administration utilizes multi-year planning and forecasting methods (the MTFP) for budgeting and for capital projects planning. Such methods are believed to be effective in more accurately forecasting RTD's financial needs and in programming the asset management program to meet its infrastructure requirements. The use of a six-year mid-term operating and capital improvement forecast and a 30-year long term forecast in financial planning has enabled RTD to plan necessary revenue measures to meet future operational and capital needs. See "THE SYSTEM -- Long-Term Financial Planning."

Major Revenue Sources

According to its audited financial statements for the year ended December 31, 2022, RTD derived 66% of its combined operating and non-operating income from Sales Tax Revenues, 1.2% from capital grants and local contributions, 6% from operating revenues (comprised almost entirely of passenger fare revenues and advertising revenues), 23.8% from federal operating assistance and 2.7% from other sources.

The following table summarizes certain information relating to RTD's primary sources of revenue and capital receipts, including Sales Tax Revenues, for the years 2010 to 2022:

Revenue and Capital Receipts by Source ($000's)[1]

Year	Operating Revenues[2]	Sales Tax Revenues	Federal Operating Assistance	Investment Income	Other[4]	Total Revenue	Federal Capital Grants	Local Capital Contributions	Total Revenue and Capital Receipts
2010	$102,356	$397,549	$92,655	$ 8,065	$ 3,653	$604,278	$102,213	$ 5,265	$ 711,756
2011	113,379	415,180	89,592	6,484	11,356	635,991	186,073	52,219	874,283
2012	118,262	449,787	68,927	2,613	14,494	654,083	193,991	117,685	965,759
2013	123,040	468,586	88,243	2,040	28,170	710,079	159,783	82,783	952,645
2014	124,903	514,721	75,544	165	16,861	732,194	171,549	34,882	938,625
2015	125,877	541,518	73,383	3,164	11,407	755,349	157,616	11,697	924,662
2016	140,525	563,598	77,335	6,371	15,591	803,420	185,324	16,911	1,005,655
2017	147,376	598,187	80,412	63,030	14,618	903,623	75,500	10,895	990,018
2018	150,766	634,192	86,403	13,409	12,618	897,388	52,229	28,773	978,390
2019	160,943	659,418	86,263	17,669	26,582	950,875	116,303	8,194	1,075,372
2020	82,448	632,665	316,848	8,965	10,397	1,051,323	66,215	29,962	1,147,500
2021	83,120	756,974	299,052	2,401	11,998	1,153,545	15,739	1,430	1,170,714
2022	77,999	855,146	307,042	(1,004)	34,370	1,273,553	12,490	3,156	1,289,199
2022 %[3]	6.1%	66.3%	23.8%	(0.1)%	2.7%	98.8%	1.0%	0.2%	100.0%

(1) Data is taken from the financial records of RTD and is presented on the accrual basis. In years 2010-2014, certain ancillary revenues were excluded from the operating revenues category.
(2) Comprised almost entirely of passenger fare revenues and advertising revenues.
(3) Represents 2022 percentage of Total Revenue and Capital Receipts.
(4) Other is comprised of "Other Income" and "Gain/Loss on Capital Assets." Please see the Summary of Statements of Revenue, Expenses, and Changes in Net Position table in the District's 2022 ACFR in Appendix A.

Source: District ACFR for the years ended December 31, 2010-2022.

Fare Structure

Passenger fare revenues are derived from fares charged to the users of the System. Fares may be paid with exact change, prepaid tickets, a monthly pass valid for unlimited rides during the months for the level of service purchased, or annual passes which are sold to specific groups. Passes include those sold to employers for use by employees ("EcoPass"), passes sold to organized neighborhood groups ("Neighborhood EcoPass"), and passes sold to students at participating colleges or universities ("CollegePass"). The RTD fare structure includes free transfers between routes in the same or lower fare classes. Discounted fares also are available for youth, students, seniors, people with disabilities, and those qualifying for the low-income fare program. RTD does not refund or replace lost or stolen ticket books or passes. Most RTD prepaid fare media are available through various outlets throughout the District's geographical area as well as by mobile ticketing and smart card. EcoPass, Neighborhood EcoPass, and CollegePass program annual passes are sold directly to participating organizations, and each individual participant is given a photo ID pass.

Subject only to Board approval, the District has the flexibility to make fare and service adjustments in the event of a sales tax or fare box revenue decline or operating expense increase, or for any other reason. As a recipient of federal grants, RTD is obligated to consider comments received from a public involvement process prior to implementing any fare increases. The current MTFP assumes future fare increases every three years corresponding to the projected increase in the Denver-Boulder Consumer Price Index.

In fall 2022, the Board approved revised fares and changes in fare structure that took effect in 2023 as set forth in the tables below and which provided enhanced revenues and modified certain fare offerings.

Fares as of January 1, 2023

	Three-Hour Fare	**Day Pass**	**Monthly Pass**	**Senior[1]/ Disabled Fare**	**Youth Fare**
Mall Shuttle	Free	Free	Free	Free	Free
Local – Bus and Rail	$ 3.00	$ 6.00	$114.00	50% Discount	70% Discount
Regional – Bus and Rail	5.25	10.50	200.00	50% Discount	70% Discount
Airport	10.50	--	--	50% Discount	70% Discount

(1) Seniors include age 65 and older.

Source: The District

LiVe Fare Program as of January 1, 2023[1]

	Three-Hour Fare	**Day Pass**
Mall Shuttle and Free Metro Ride	Free	Free
Local – Bus and Rail	$ 1.80	$ 3.60
Regional – Bus and Rail	3.15	6.30
Airport	6.30	--

(1) LiVE fares offer a 40% discount from full fares for those meeting certain household income requirements.

Source: The District

The District completed a fare study and equity analysis that evaluated reducing fare prices, simplifying the fare structure and expanding the categories of riders who receive free service. In July 2023, the Board approved the changes to the fare structure as described above, including standardizing fare prices for many services, which reduced fares in many instances. The new fare structure will become effective on January 1, 2024.

The following table summarizes RTD's ridership and fare revenue for the years 2010 to 2022, and for 2023 through April 30, 2023:

Annual Ridership and Fare Revenue ($000's)

Year	Revenue Boardings(1)	Fare Revenue	Percent Change in Fare Revenue
2010	83,732	$97,942	1.1%
2011	83,428	108,497	10.8
2012	85,442	112,929	4.1
2013	87,820	117,841	4.3
2014	91,049	120,497	2.3
2015	88,927	120,530	0.0
2016(2)	88,982	134,622	11.7
2017(2)	87,823	140,217	4.2
2018	95,114	143,231	2.1
2019(2)	95,041	154,390	7.8
2020(2)	48,878	76,265	(50.6)
2021	48,172	78,923	3.5
2022	57,803	75,292	(4.6)
2023 YTD(3)	19,223	24,397	--

(1) Number reflects revenue boardings in thousands of people. Includes Access-a-Ride boardings and vanpool boardings.
(2) The W Line opened in April 2013, the A Line opened in April 2016, the B Line opened in July 2016, the R Line opened in February 2017, the G, E and F lines opened in 2019 and the N line opened in 2020.
(3) Through April 30, 2023. The revenue boardings reflect a 5.4% decrease from the same period in the prior year and fare revenue represents a 0.8% increase.

Source: District Annual Comprehensive Financial Reports for the fiscal years ended December 31, 2010-2022, and unaudited information from the District for 2023.

Advertising and Ancillary Revenues

RTD receives additional operating revenue from advertising on its buses and trains and from naming rights. RTD sells signs on the exterior and interior of its vehicles and allows advertisers to wrap buses and trains with advertising themes. RTD also receives ancillary non-operating revenue from parking fees and charges, leases of retail space at facilities, and other sources.

The following table shows RTD's advertising income and ancillary non-operating revenues for the years 2010 to 2022, and for 2023 through April 30, 2023.

Advertising and Ancillary Revenues ($000's)

Year	Advertising Revenue	Ancillary Revenues
2010	$3,301	$2,892
2011	3,992	2,528
2012	3,524	2,214
2013	2,924	20,123(1)
2014	4,324	2,085
2015	4,160	1,186
2016	3,722	2,081
2017	4,280	2,879
2018	4,433	3,102
2019	4,482	2,071
2020	4,484	1,699
2021	1,135	3,062
2022	86	2,621
2023 YTD(2)	1,800	866

(1) The 2013 increase is due to the sale of an air rights easement above Civic Center Station.
(2) Through April 30, 2023.

Source: District Comprehensive Annual Financial Reports for the fiscal years ended December 31, 2010-2022, and unaudited information from the District for 2023.

Federal Funding

RTD is a designated recipient of federal funds from the FTA. These grants are reserved for capital, planning, technical assistance or operating assistance projects. The following table shows RTD's grant receipts from the FTA and local contributions for the years 2010 to 2022, and through April 30, 2023:

Federal & Local Grant Receipts ($000's)

Year	Federal Capital	Local Contributions	Grant Operating Assistance
2010	$102,213	$5,265	$92,655
2011	186,073	52,219	89,592
2012	193,991	117,685	68,927
2013	159,783	82,783	88,243
2014	171,549	34,882	75,544
2015	157,616	11,697	73,383
2016	185,324	16,911	77,335
2017	75,500	10,895	80,412
2018	52,229	28,773	86,403
2019	116,303	8,194	86,263
2020(1)	66,215	29,962	316,848
2021(1)	15,739	1,430	299,052
2022(1)	12,490	3,156	307,042
2023 YTD (2)	--	--	98,516

(1) Beginning in 2020, RTD received federal funding from the CARES Act, CRRSAA and ARPA. RTD submitted draw requests for the final remaining available apportionments totaling $792.9 million in May 2023 and has receive all COVID-19 relief grant funding as of June 2023.
(2) Through April 30, 2023.

Source: District Annual Comprehensive Financial Reports for the fiscal years ended December 31, 2010-2022 and unaudited information from the District for 2023.

Beginning in 2020, RTD was apportioned federal COVID-19 relief grant funding through the Coronavirus, Aid, Relief and Economic Security (CARES) Act, followed by 2021 COVID-19 relief grant apportionments through the Coronavirus Response and Relief Supplemental Appropriations Act (CRRSAA) and, subsequently, another federal COVID-19 relief grant apportionment through the American Rescue Plan Act (ARPA). RTD submitted draw requests for the final remaining available apportionments totaling $792.9 million in May 2023 and has received all COVID-19 relief grant funding as of June 2023.

As a condition of receipt of FTA grants, RTD is typically required to augment these grants with certain amounts of its own locally generated funds. As of December 31, 2022, RTD had a commitment to provide $72,585,000 in local funds in order to receive $172,344,000 in federal and state grant funds. FTA operating assistance is allocated nationally on a formula basis and cannot exceed 50% of an agency's total operating budget.

As a designated recipient, RTD must comply with prevailing statutes, regulations, administrative requirements, executive orders, and FTA guidance. These include, but are not limited to, requirements in the areas of labor, seniors and people with disabilities, civil rights, charter bus service, financial reporting, privatization, public participation, and environmental regulations. The grant agreements contain substantial conditions and limitations concerning the payment of federal funds, and such payments also may be subject to continuing appropriations by the United States Congress.

The sequestration provisions of the Budget Deficit Control Act of 2011 went into effect on March 1, 2013 and are currently scheduled to remain in effect through federal fiscal year 2030 absent a change in federal legislation. As a result of sequestration, the Build America Bond subsidy received by RTD related to the Tax Credit Obligations payable in federal fiscal years 2018 through 2022 was reduced as follows: 2018 - by 6.6% ($582,212), 2019 - by 6.2% ($546,927), 2020 by 5.9% ($520,462), 2021 by 5.7% ($501,820), and 2022 by 5.7% ($501,821). The amount payable is to be reduced by 5.7% in each year through federal fiscal year2030. The RTD annual operating assistance grants of approximately $307.0 million in 2022 were exempt from sequestration. While the RTD Full Funding Grant Agreements ("FFGAs"), are subject to sequestration, RTD has received all but approximately $40 million which remains to be drawn. FTA's stated policy is to honor existing FFGA commitments before new funding recommendations, which would mitigate impacts for projects with existing FFGAs. RTD expects any reduction in cash flow from an award to be temporary, and receipts would most likely be made whole over the remainder of the annual FFGA allocation. Overall, RTD does not anticipate that sequestration will have a material impact on cash flows over time and will not impact its ability to complete its projects on time.

Cost Reduction Measures. RTD has reduced costs in response to impacts from the COVID-19 impacts primarily through implementation of a SOP which has adjusted service levels and supporting costs to align with demand. RTD modifies its service plan three times annually, or more frequently if necessary, to adjust to changing travel patterns and ridership demand.

Investment Income

For the year ended December 31, 2022, RTD had unrealized investment loses in the amount of $(1,004,000) which was caused by the District marking its bonds and investments to market during the current rising interest rate environment. For the year ended December 31, 2021, RTD earned investment income in the amount of $2,401,000. See the table titled “Revenue and Capital Receipts by Source” for further information.

Summary of Historical Revenues, Expenditures and Changes in Fund Balances

The following table provides a comparative statement of revenues, expenditures and changes in net position for the District’s General Fund for fiscal years 2018 through 2022. This information has been obtained from the audited financial information presented in the ACFRs for fiscal years 2018-2022. This information should be read together with the District’s fiscal year 2022 audited basic financial statements (and accompanying notes) appearing in Appendix A. Preceding years’ financial statements may be obtained from the sources noted in “INTRODUCTION--Additional Information.”

Prospective investors should be aware that the 2023A Bonds constitute special, limited obligations of the District payable solely from the respective Pledged Revenues. The 2023A Bonds are not general obligations of the District. The inclusion of the following table does not indicate that any sources of revenue described, other than the Pledged Revenue, are pledged to the payment of the 2023A Bonds.

Summary of Statement of Revenue, Expenses and Changes in Net Position ($000's)

	Year Ended December 31,				
	2018	2019	2020	2021	2022
Operating Revenues:					
Passenger Fares	$143,231	$154,390	$76,265	$78,923	$75,292
Other	7,535	6,553	6,183	4,197	2,707
Total Operating Revenues	150,766	160,943	82,448	83,120	77,999
Operating Expenses:					
Salaries, wages, fringe benefits	236,892	251,074	248,595	246,125	332,539
Materials and supplies	51,335	54,983	42,108	39,569	43,820
Services	81,189	96,085	84,673	74,328	82,633
Utilities	16,419	17,823	16,206	17,512	18,434
Insurance	9,941	10,833	10,186	10,104	13,221
Purchased transportation	176,416	203,559	203,964	174,747	196,016
Leases and rentals	1,996	3,204	3,397	1,643	1,540
Miscellaneous	4,317	5,053	2,546	2,213	3,263
Total Operating Expenses	578,505	642,614	611,675	566,241	691,466
Operating loss before depreciation	(427,739)	(481,671)	(529,227)	(483,121)	(613,467)
Depreciation	285,653	355,417	339,833	343,167	358,207
Operating Loss	(713,392)	(837,088)	(869,060)	(826,288)	(971,674)
Nonoperating Income (expense):					
Sales and use tax revenues	634,192	659,418	632,665	756,974	855,146
Grant operating assistance	86,403	86,263	316,848	299,052	307,042
Interest income	13,409	17,669	8,965	2,401	(1,004)
Other income	12,618	26,582	10,397	11,998	34,370
Gain/loss capital assets	(1,449)	(2,452)	(3,822)	(6,787)	(5,121)
Interest expense	(62,770)	(200,845)	(167,055)	(154,096)	(138,337)
Other expense/Unrealized loss	(16)	(672)	--	--	--
Total Nonoperating Income	682,387	585,963	797,998	909,542	1,052,096
Net income before capital grants and local contributions	(31,005)	(251,125)	(71,062)	83,254	80,422
Capital grants and local contributions	81,002	124,497	96,177	17,169	15,646
Increase in Net Position	49,997	(126,628)	25,115	100,423	96,068
Net Position, Beginning of Year	3,413,509	3,463,506	3,336,878	3,361,993	3,462,416
Net Position, End of Year	$3,463,506	$3,336,878	$3,361,993	$3,462,416	$3,558,484

Derived from the District's ACFRs for 2018-2022.

Budget Summary and Comparison

Set forth below is a comparison of the District's budgets for 2022 and 2023, compared to actual, interim results for the four-month periods ending April 30, 2022 and 2023. The table below is presented in budgetary format and is not intended to conform to generally accepted accounting principles.

Budget to Actual Comparison of Revenues and Expenses ($000's)

	2022 Amended Budget	2022 Actual Thru 4/30/2022	2023 Adopted Budget	2023 Actual Thru 4/30/2023
Operating Revenues:				
Passenger fares	$98,179	$24,199	$89,515	$24,397
Other	8,353	2,461	8,400	2,466
Total operating revenues	106,532	26,660	97,915	26,863
Operating Expenses:				
Salaries, wages, fringe benefits	319,700	98,797	350,927	$123,861
Materials and supplies	55,231	13,231	53,446	17,658
Services	147,358	21,484	140,425	23,813
Utilities	19,719	4,589	19,432	6,291
Insurance	13,120	4,512	14,700	3,498
Purchased transportation	207,773	62,905	223,696	70,683
Leases and rentals	4,555	1,001	3,356	491
Miscellaneous	3,810	1,200	10,456	1,476
Total Operating Expenditures	771,266	207,719	816,438	247,771
Operating Loss	(664,734)	(181,059)	(718,523)	(220,908)
Nonoperating revenue (expense):				
Sales and Use Tax	799,024	257,039	852,827	266,363
Grant operating assistance	209,494	90,413	157,704	98,516
Investment income	--	(6,681)	10,000	20,238
Other income		3,983	--	4,241
Gain/loss on capital assets	--	4	--	31
Interest expense	(153,844)	(48,903)	(140,933)	(45,464)
Other expense	(7)	--	--	--
Total Nonoperating Revenues	854,667	295,855	879,598	343,925
Capital Outlay:				
Capital expenses	643,556	6,132	643,829	15,415
Less capital grants	--	(4,457)	--	--
	643,556	1,675	643,829	15,415
Long-term debt principal payment	81,324	--	84,827	--
Excess (deficit) of revenue and non- operating income over (under) expenses, capital outlay and debt principal payments	$(534,947)	$113,121	$(567,581)	$107,602

Source: The District.

Management's Discussion of Fiscal Year 2023 Budget

General. The Fiscal Year 2023 Budget of RTD adopted by the Board in November 2022 (the "2023 Budget") is currently available at https://www.rtd-denver.com/sites/default/files/files/2022-11/2023_Budget_Final.pdf.

For 2023, the operating expense budget is $816.4 million, of which $28.9 million is carryforward from 2022 into 2023. New capital is $75.9 million and capital carry forward of $568.0 million for a total capital budget of $643.9 million. Debt service is $225.8 million and reserves are $516.4 million for a total appropriation of $2,202 million.

The Board adopted an amended budget on July 25, 2023. The amended budget primarily involves modifications to revenues and expenses to allow for new information and adjustments to certain expense line items to accommodate changes since initial approval of the 2023 budget. The amended budget seeks to align actual experience and new efforts in accordance with budgetary controls. Each modification is primarily related to operation needs with no significant new initiatives included. The Amended Budget reduced the Adopted Budget by $117.208 million. This reduction of the appropriation was due to decreased capital expenditures. The Amended Budget also increased revenue projections by $57.376 million due to better than expected sales tax collections and investment income.

Overview. The 2023 Budget focuses on the Strategic Priorities of the Board-adopted 2021-2026 Strategic Plan. As a result, funding appropriations are aligned in a manner to direct efforts towards achieving the desired success outcomes as measured by specific metrics.

Revenues. RTD's sources of recurring revenue, in descending order of size, are sales and use taxes, fares, federal operating grants and miscellaneous revenue from advertising, investment income and rent. Historically, RTD has also been the recipient of one-time revenues from federal capital grants, federal COVID-19 relief funding, local contributions and land sales. RTD does not budget or forecast one-time revenues unless certainty exists.

Revenue assumptions for the 2023 Budget include the following:

- Fare revenue has been adjusted downward from 2022 expectations due to lower ridership. The 2022 Budget anticipated a gradual, modest return of ridership due to increased in-person participation at universities and anticipated return-to-work requirements during the emergence from the COVID Pandemic. While ridership has recovered from its nadir of 30% of pre-COVID levels to approximately 60% currently, it has fallen short of the 2022 expectations of a gradual return to 85% of pre-COVID levels. As a result, the 2023 Budget reflects a 1.4% increase in ridership in 2023 that will drive fare revenue. In a September 2022 report, Standard and Poor's predicts that public transportation ridership will only return to 75% of pre-pandemic levels by 2025.

- Sales and use tax projections were provided by the University of Colorado Leeds School of Business (CU Leeds) in August 2022 and presented to the RTD Board in September 2022. Based on Moody's economic forecasts, the CU Leeds forecast model predicts that tax collections will increase 2.2% in 2023 vs. 2022 primarily driven by continued high employment, population growth and real GDP growth in the Denver metro area. In addition, inflation is pushing prices upward resulting in growing tax collections which is somewhat tempered by an expected modest decrease in spending. The RTD forecast aligns with the statewide expectations from the Colorado Legislative Council (CLC) and Office of State Budgeting and Planning (OSPB).

- Operating grants of $141.7 million, primarily from the FTA, are a recurring revenue stream to RTD. These grant apportionments are based upon financial and statistical data that RTD submits to the National Transit Database (NTD). The FTA has agreed to apportion amounts based on prior year NTD submissions excluding COVID-19 impacts and the Infrastructure Investment and Jobs Act (IUA)/Bipartisan Infrastructure Law (BIL) increases the annual apportionment to RTD approximately 30% in 2023 which is the equivalent of $27 million. These increased apportionments are scheduled to continue through 2026.

- COVID-19 relief grants were anticipated to be fully drawn by the end of 2022, and were fully requisitioned in May 2023. This additional grant funding combined with strong sales and use taxes has contributed to an unprecedented balance of over $1 billion in cash and investments as well as substantial reserves which, along with higher interest rates, will generate additional investment income in 2023. These significant cash and investment balances are earmarked for state of good repair needs and maintaining fund balances in accordance with the RTD Fiscal Policy.

- Other revenue includes recurring revenue of $16 million which consists primarily of a federal Build America Bonds (BAB) interest rate subsidy and advertising revenues.

- Interest income of $10 million is planned for 2023 based on higher interest yields on higher reserve balances.

Expenditures Generally. RTD's largest expenditure is core business service delivery. These costs include compensation, materials and supplies, contracted services, insurance, utilities and other such expenses. RTD also has a debt burden primarily from capital expansion projects as well as obligations issued to finance the purchase of rolling stock. RTD has completed two refinancings in the past year to realize interest savings and reduce the debt burden. Furthermore, RTD has ongoing asset management needs that average approximately $120 million annually. Asset management needs can fluctuate significantly by year when, for example, a single year includes a large purchase such as fleet replacements. The 2023 Proposed Budget contemplates these periodic needs through building Capital Replacement Fund reserves until needed. RTD has the ability to fund these purchases with cash, rather than more expensive lease-purchase/certificate of participation financings that have been utilized in the past, and has budgeted and forecasted accordingly.

Expenditure assumptions for the 2023 Budget include:

- Salaries and wages assume full staffing to provide service levels in accordance with the System Optimization Plan (SOP). While it is anticipated that the job market will remain competitive and will prolong RTD's ability to attract and maintain full staffing levels, funding has been made available in these appropriations. In addition, the Collective Bargaining Agreement (CBA) includes wage increases with provisions for incentive pay for represented employees until such time that adequate staffing levels are achieved. The compensation increases in 2023 are primarily driven by annual increases and additional RTD police officers, which is partially offset by the decrease in contracted security services included in outside services.

- Materials and supplies consist of consumable items such as fuel, fluids and parts. Diesel fuel purchases have been contracted at $2.94 per gallon for 7 million gallons, up from $2.30 per gallon in 2022. Contracting for fuel purchases on an annual basis provides budget certainty, particularly in the volatile fuel pricing environment. Diesel and gasoline expenses typically account for 2% of operating expenses and the increases will add approximately $4.5 million to these costs in 2023. This increase in cost is offset by lower fuel usage cost savings in 2022 that will fall to the fund balance as well as a decrease in budgeted parts costs resulting from lower trends, supply chain constraints and increased focus on utilization of parts inventory.

- Services consist of contracted specialties within information technology, legal and the security realm. Additionally, these expenses contain inflationary increases which are offset by reductions resulting in a $6.1 million decrease in 2023. The majority of the decrease is due to lower anticipated project activity as well as a reduction in contracted security needs which will be replaced with additional RTD police officers. Project activity is expected to be lower in alignment with current experience as well as people power and supply chain challenges.

- Other expenses primarily contain expenditures for insurance, utilities and purchased transportation and, to a lesser degree, various minor business expenses. The 2023 Budget identifies spending for various programs. All other discretionary spending will continue to be limited.

Debt Service Expenditures. Debt service represents a significant portion of RTD's annual expenditures. Debt service consists of principal and interest payments on bonds, certificates of participation and lease-purchase agreements bearing a fixed rate of interest to maturity. Debt service payments for 2023 ware budgeted to be $225.8 million, down from $235.2 million in 2022 as a result of refinancings for interest savings. This decrease does not include the proposed tender or refunding of the 2019A/2021A Bonds. The Senior Bond payments will expire in 2024, at which point, the 0.6% Sales Tax revenues will be subject to the limitations of TABOR. The Board has convened an ad hoc committee in 2023 to continue to investigate options to mitigate the impact of these limitations.

Fund Balance and Reserves. Budgeted fund balances (reserves) meet the District's 2023 Fiscal Policy targets. The fund balances discussed above will change subsequent to the financial close-out of 2022 and completion of the 2022 financial audit. The budget does not include the following items which are expected to be paid from reserves: $15 million to the City and County of Denver (CCD) to return remaining Eagle P3 project contingency that was advanced to RTD through an intergovernmental agreement; and $15.3 million to CCD for 50% of the returned Railroad Rehabilitation and Improvement Financing (RRIF) loan credit risk premium.

RTD'S DEBT STRUCTURE

The following is a general discussion of the District's authority to incur indebtedness and other financial obligations and the amount of such obligations currently outstanding.

Authority to Incur Debt

General. Subject to certain exceptions, including refinancing at a lower interest rate, the State Constitution provides that local governmental entities, such as RTD, may not issue bonds or other multiple-fiscal year financial obligations without the approval of the voters at an election called to approve the debt. See "LEGAL MATTERS--Certain Constitutional Limitations." The Act does not provide any limitation as to the amount of debt which may be issued by RTD. Certificates of Participation and Lease Purchase Agreements subject to annual appropriation are not debt or other multiple-fiscal year financial obligations for purposes of State law and therefore do not require voter approval.

Debt Structure of the District

The following table summarizes the District's authorized and outstanding Sales Tax Revenue Bonds, Certificates of Participation/Lease Purchase Agreements and the TABOR portion of the Eagle P3 Service Payments as of June 1, 2023. This table reflects outstanding amounts prior to the issuance of the 2023A Bonds and the consummation of any transactions described in "PLAN OF FINANCE."

Statement of Obligations as of June 1, 2023

Sales Tax Revenue Bonds (0.6% Sales Tax)[1] – Senior Bonds	**Outstanding[2]**
Sales Tax Revenue Refunding Bonds, Series 2007A	$ 17,760,000
SUBTOTAL	**$ 17,760,000**
Sales Tax Revenue Bonds (FasTracks – 0.4% Sales Tax)[2] – Parity Bonds	
Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2007A	$ 220,480,000
Taxable Sales Tax Revenue Bonds (FasTracks Project) (Direct Pay Build America Bonds), Series 2010B	300,000,000
Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2013A	204,820,000
Sales Tax Revenue Bonds (FasTracks Project), Series 2016A	194,965,000
Sales Tax Revenue Bonds (FasTracks Project), Series 2017A	71,935,000
Sales Tax Revenue Bonds (FasTracks Project), Series 2017B	119,465,000
Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2019A	82,740,000
Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021A	422,405,000
Tax-Exempt Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021B	411,630,000
Tax-Exempt Sales Tax Revenue Bonds (FasTracks Project), Series 2022A	122,860,000
Tax-Exempt Sales Tax Revenue Bonds (FasTracks Project), Series 2022B	191,620,000
SUBTOTAL	$2,342,920,000
Eagle P3 Project	
TABOR Portion of Service Payments[3]	$ 535,386,523
Lease Purchase Agreements[4]	
Taxable Certificates of Participation, Series 2010B	$ 100,000,000
Certificates of Participation, Series 2013A [5]	90,235,000
Certificates of Participation, Series 2015A	106,950,000
Lease Purchase Agreement, Series 2017	93,369,095
Certificates of Participation, Series 2020A	63,440,000
SUBTOTAL	$ 453,994,095
TOTAL	$3,350,060,618

(1) Secured by first lien on 0.6% Sales Tax and any additional revenues legally available to RTD.
(2) Secured by first lien on 0.4% FasTracks Sales Tax and subordinate lien on 0.6% Sales Tax.
(3) Secured by a lien on the Sales Tax Revenue that is subordinate to the lien thereon of the Parity Bonds.
(4) Lease payments are made with annually appropriated, legally available revenues of the District.
(5) In October 2023, the District expects to enter into a lease-purchase agreement pursuant to which Certificates of Participation will be issued to refund the 2013A Certificates of Participation.

At the 2004 Election, the electors of the District authorized the District to incur $3.477 billion of indebtedness to finance FasTracks. See "THE SYSTEM--FasTracks." The District has entered into obligations in the aggregate principal amount of approximately $3.169 billion pursuant to such authorization. Such amount includes commitments under the Eagle P3 Project agreement to reserve certain amounts of its electoral authority. The District is further limited in its ability to issue additional FasTracks indebtedness by maximum annual and maximum total debt service limitations authorized at the 2004 Election as discussed herein. Accordingly, the District currently does not expect to issue additional Parity Bonds other than potential refunding bonds in the future.

In connection with the Eagle P3 Project, the District issued the P3 Conduit Bonds in the aggregate principal amount of $397,835,000, which have been refunded with proceeds of the District's 2020 P3 Conduit Bonds issued on December 18, 2020 in the aggregate principal amount of $311,785,000. The 2020 P3 Conduit Bonds do not constitute indebtedness of RTD as a multiple-fiscal year obligation of RTD within the meaning of any provisions of the State Constitution or the laws of the State. RTD also has pledged both the 0.4% Sales Tax revenues and 0.6% Sales Tax revenues (to the extent needed) in connection with the P3 Concession Agreement relating to the Eagle P3 Project on a subordinate basis to the Senior Bonds and the Parity Bonds (including the 2023A Bonds).

The District has entered into a number of transactions in which certain of its light rail vehicles have been leased to and subleased back from certain U.S. and foreign companies and has entered into a transaction in which its maintenance facilities have been sold to and leased back from one of these companies. As part of each of these transactions, the District irrevocably set aside certain monies (which were received from each counterparty as payment for its leasing of the buses, light rail vehicles and the real property) with a third-party trustee. The monies held by such trustee will be utilized to make the lease payments owed by the District with respect to its leasing of these assets and the lease payments owed by the District under the transactions are therefore considered fully funded and economically defeased. The vehicles expected to be acquired as part of the fleet expansion and replacement program in the Mid-Term Financial Plan are expected to be funded from cash on hand. See Appendix A and "THE SYSTEM -- Long-Term Financial Planning – Mid-Term Financial Plan."

The remaining elements of the FasTracks Program to be constructed consist of the Central Rail Extension, the portion of the N Line north of 124th Street, Southwest Rail Extension and the remainder of the B Line. While it is the goal of the District to build as much of the FasTracks Program as fast as it can, the District will only build what it can fund on a responsible basis in a manner that will not put the District's System at risk or in which the District will incur leverage in an amount that may jeopardize its ability to operate and maintain the System. The District may also enter into additional lease purchase agreements or certificates of participation financings in connection with its FasTracks program. The District will also continue to seek opportunities from both the federal and local governments, and through public-private partnerships, to complete the FasTracks program. RTD also continues to evaluate refunding opportunities that will result in a reduction in interest expense.

ECONOMIC AND DEMOGRAPHIC OVERVIEW

Appendix B contains an economic and demographic overview of the Denver Metropolitan Area as of June 2023 (the "Overview"). The Overview has been prepared at the request of RTD by Development Research Partners which has consented to the inclusion of the Overview in this Official Statement. Neither RTD, the Municipal Advisor nor the Underwriters assumes responsibility for the accuracy, completeness or fairness of the information contained in the Overview. The information in Appendix B – An Economic and Demographic Overview of the Denver Metropolitan Area, has been included in this Official Statement in reliance upon the authority of Development Research Partners as experts in the preparation of economic and demographic analyses. Potential investors should read the Overview in its entirety for information with respect to the economic and demographic status of the Denver Metropolitan Area.

TAX MATTERS

The following discussion is a summary of the opinion of Bond Counsel to the District that is to be rendered on the tax status of interest on the 2023A Bonds and of certain federal and state income tax considerations that may be relevant to prospective purchasers of the 2023A Bonds. This discussion is based upon existing law, including current provisions of the Internal Revenue Code of 1986, as amended (the "Code"), existing and proposed regulations under the Code, and current administrative rulings and court decisions, all of which are subject to change.

Upon issuance of the 2023A Bonds, Hogan Lovells US LLP, Bond Counsel to the District, will provide an opinion, substantially in the form included in Appendix E, to the effect that, under existing law, interest on the 2023A Bonds is excluded from gross income for federal income tax purposes, and is not a specific preference item for purposes of the federal alternative minimum tax.

The foregoing opinion will assume compliance by the District with certain requirements of the Code that must be met subsequent to the issuance of the 2023A Bonds. The District will certify, represent and covenant to comply with such requirements. Failure to comply with such requirements could cause the interest on the 2023A Bonds to be included in gross income, or could otherwise adversely affect such opinion, retroactive to the date of issuance of the 2023A Bonds.

The opinion of Bond Counsel to the District relating to the 2023A Bonds will also provide to the effect that, under existing law, interest on the 2023A Bonds is excluded from Colorado taxable income and Colorado alternative minimum taxable income under Colorado income tax laws.

Certain of the 2023A Bonds (the "Discount Bonds") are being offered and sold to the public in their original public offering at an original issue discount. Generally, original issue discount is the excess of the stated redemption price at maturity of any Discount Bond over the issue price of the Discount Bond. Bond Counsel have advised the District and the Underwriters that, under existing laws and to the extent interest on any Discount Bond is excluded from gross income for federal income tax purposes, the original issue discount on any such Discount Bond that accrues during the period such person holds the Discount Bond will be treated as interest that is excluded from gross income for federal income tax purposes with respect to such holder, and will increase such holder's tax basis in any such Discount Bond. Purchasers of any Discount Bond should consult their tax advisors regarding the proper computation and accrual of original issue discount.

If a holder purchases a 2023A Bond for an amount that is greater than its stated redemption price at maturity, such holder will be considered to have purchased the 2023A Bond with "amortizable bond premium" equal in amount to such excess. A holder must amortize such premium using a constant yield method over the remaining term of the 2023A Bond, based on the holder's yield to maturity. As bond premium is amortized, the holder's tax basis in such 2023A Bond is reduced by a corresponding amount, resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or other disposition of the 2023A Bond prior to its maturity. No federal income tax deduction is allowed with respect to amortizable bond premium on a 2023A Bond. Purchasers of a 2023A Bond with amortizable bond premium should consult with their own tax advisors regarding the proper computation of amortizable bond premium and with respect to state and local tax consequences of owning such 2023A Bond.

Other than the matters specifically referred to above, Bond Counsel to the District expresses and will express no opinions regarding the federal, state, local or other tax consequences of the purchase, ownership and disposition of the 2023A Bonds. Prospective purchasers of the 2023A Bonds should be aware, however, that the Code contains numerous provisions under which receipt of interest on the 2023A Bonds may have adverse federal tax consequences for certain taxpayers. Such consequences include the following: (a) Section 265 of the Code denies a deduction for interest on indebtedness incurred or continued to purchase or carry the 2023A Bonds or, in the case of financial institutions, that portion of the holder's interest expense allocable to interest on the 2023A Bonds (subject to certain exceptions); (b) with respect to insurance companies subject to the tax imposed by Section 831 of the Code, Section 832(b)(5)(B)(i) reduces the deduction for loss reserves by 15% of the sum of certain items, including interest on the 2023A Bonds; (c) interest on the 2023A Bonds earned by certain foreign corporations doing business in the United States could be subject to a branch profits tax imposed by Section 884 of the Code; (d) passive investment income, including interest on the 2023A Bonds, may be subject to federal income taxation under Section 1375 of the Code for Subchapter S corporations that have Subchapter C earnings and profits at the close of the taxable year if greater than 25% of the gross receipts of such Subchapter S corporation is passive investment income; and (e) Section 86 of the Code requires recipients of certain Social Security and certain railroad retirement benefits to take into account, in determining the inclusion of such benefits in gross income, receipts or accrual of interest on the 2023A Bonds.

The Internal Revenue Service (the "Service") has an ongoing program of auditing state and local government obligations, which may include randomly selecting bond issues for audit, to determine whether interest paid to the holders is properly excludable from gross income for federal income tax purposes. It cannot be predicted whether the 2023A Bonds will be audited. If an audit is commenced, under current Service procedures the holders of the 2023A Bonds may not be permitted to participate in the audit process. Moreover, public awareness of an audit of the 2023A Bonds could adversely affect their value and liquidity.

Prospective purchasers of 2023A Bonds should consult their own tax advisors as to the applicability and extent of federal, state, local or other tax consequences of the purchase, ownership and disposition of 2023A Bonds in light of their particular tax situation.

Bond Counsel to the District will render their opinions as of the Issue Date, and will assume no obligation to update their opinions after the Issue Date to reflect any future facts or circumstances, or any future changes in law or interpretation, or otherwise. Moreover, the opinions of Bond Counsel to the District are not binding on the courts or the IRS; rather, such opinions represent Bond Counsel's legal judgment based upon their review of existing law and upon the certifications, representations and covenants referenced above.

Amendments to federal and state tax laws are proposed from time to time and could be enacted, and court decisions and administrative interpretations may be rendered, in the future. There can be no assurance that any such future amendments or actions will not adversely affect the value of the 2023A Bonds or, as applicable, the exclusion of interest on the 2023A Bonds from gross income, alternative minimum taxable income, state taxable income, or any combination from the date of issuance of the 2023A Bonds or any other date, or that such changes will not result in other adverse federal or state tax consequences.

LEGAL MATTERS

Litigation

There is no litigation pending or threatened in writing relating in any manner to the authorization, execution or delivery or the legality of the 2023A Bonds or the power of RTD to apply Sales Tax Revenues under the Indenture. The District is subject to certain pending and threatened litigation or administrative proceedings regarding various matters arising in the ordinary course of the District's business. It is the opinion of RTD's General Counsel that the pending litigation is either adequately covered by insurance or, to the extent not insured, the final settlement thereof, individually or in the aggregate, is not expected to materially adversely affect the District's financial position or its ability to perform its obligations under the Indenture.

DTP, also referred to herein as the "Concessionaire," RTD's concessionaire for its Eagle P3 Project (consisting of the A Line from Denver Union Station ("DUS") to Denver International Airport, B Line from DUS to Westminster, and G Line from DUS to Wheat Ridge) has asserted force majeure and change in law claims and damages of approximately $111 million against RTD. DTP claims that the Colorado Public Utilities Commission and/or the Federal Railroad Administration have created new interpretations of existing regulations and that the Concessionaire is therefore entitled to risk allocation in its favor of costs that the Concessionaire has incurred. A four-week bench trial on the claims began on September 21, 2020. Post-trial briefing concluded on December 15, 2020. On February 10, 2023, the court issued its Findings of Fact, Conclusions of Law and Order for Entry of Judgment finding in favor of RTD on DTP's above claims. DTP filed its notice of appeal on March 30, 2023. RTD believes it is likely to prevail again on appeal. DTP filed a bill of costs against RTD as the prevailing party on RTD's counterclaims for approximately $2.2 million, which costs were denied by the court.

Governmental Immunity

The Colorado Governmental Immunity Act, Title 24, Article 10, C.R.S. (the "Immunity Act"), provides that, with certain specified exceptions, governmental immunity acts as a bar to any action against a public entity, such as the District, for injuries which lie in tort or could lie in tort.

The Immunity Act provides that governmental immunity is waived by a public entity for injuries occurring as a result of certain specified actions or conditions, including: the operation of a non-emergency motor vehicle owned or leased by the public entity; operation and maintenance of any public water, gas, sanitation, electrical, power or swimming facility; a dangerous condition of any public building; the operation of any public water facility; and a dangerous condition of a public highway, road or street as provided in the Immunity Act. In such instances, the public entity may be liable for injuries arising from an act or omission of the public entity, or an act or omission of its public employees, which are not willful and wanton, and which occur during the performance of their duties and within the scope of their employment.

The maximum amounts that may be recovered under the Immunity Act for injuries occurring on or after January 1, 2022, whether from one or more public entities and public employees, are as follows: (a) for any injury to one person in any single occurrence, the sum of $424,000; (b) for an injury to two or more persons in any single occurrence, the sum of $1,195,000; except in such instance, no person may recover in excess of $424,000. These amounts increase every four years pursuant to a formula based on the Denver-Aurora-Greeley Consumer Price Index. The District may increase any maximum amount that may be recovered from the District for certain types of injuries. However, the District may not be held liable under the Immunity Act either directly or by indemnification for punitive or exemplary damages unless the District voluntarily pays such damages in accordance with State law. Pursuant to the Immunity Act, a public entity may prospectively waive its immunity. RTD has waived governmental immunity for certain types of claims. Specifically, RTD waived immunity for claims arising from the construction of light rail lines, up to the limits of its insurance policy covering such claims. See “RTD--Risk Management.”

In 2021, the Legislature passed Senate Bill 21-088 which created a new cause of action (C.R.S. §13-20-1201, *et seq.*) and added a waiver of immunity for certain sexual misconduct claims that occurred on or after January 1, 1960, but before January 1, 2022 (C.R.S. §§24-10-106, -109). Any claims brought under Section 13-20-1201, C.R.S., *et seq.*, must be commenced before January 1, 2025. A claimant’s maximum recovery is limited by the Immunity Act. The District’s current and historical insurance coverage is sufficient to cover claims brought under the new cause of action created by Section 13-20-1201, C.R.S., *et seq*. To date, the District has not received any notices or demands under the new cause of action and would address any such claims alleged in the future as it would any other liability claim.

The District may be subject to civil liability and may not be able to claim governmental immunity for actions founded upon various federal laws. Examples of such civil liability include suits filed pursuant to 42 U.S.C. § 1983 alleging the deprivation of federal constitutional or statutory rights of an individual. In addition, the District may be enjoined from engaging in anti-competitive practices which violate the antitrust laws.

Approval of Certain Legal Proceedings

The approving opinion of Hogan Lovells US LLP, as Bond Counsel, will be delivered with the 2023A Bonds. A form of the Bond Counsel opinion is attached to this

Official Statement as Appendix E. Butler Snow LLP, Denver, Colorado, has acted as Disclosure Counsel to the District in connection with this Official Statement. Certain legal matters will be passed upon for the District by its General Counsel, Melanie J. Snyder, Esq., and for the Underwriters by Sherman & Howard L.L.C., Denver, Colorado.

Certain Constitutional Limitations

General. In 1992, Colorado voters approved a constitutional amendment which is codified as Article X, Section 20, of the Colorado Constitution (the Taxpayers Bill of Rights or "TABOR"). In general, TABOR restricts the ability of the State and local governments to increase revenues and spending, to impose taxes, and to issue debt and certain other types of obligations without voter approval. TABOR generally applies to the State and all local governments, including the District ("local governments"), but does not apply to "enterprises," defined as government-owned businesses authorized to issue revenue bonds and receiving under 10% of annual revenue in grants from all state and local governments combined.

Because some provisions of TABOR are unclear, litigation seeking judicial interpretation of its provisions has been commenced on numerous occasions since its adoption. Additional litigation may be commenced in the future seeking further interpretation of TABOR. No representation can be made as to the overall impact of TABOR on the future activities of the District, including its ability to generate sufficient revenues for its general operations, to undertake additional programs or to engage in any subsequent financing activities.

Voter Approval Requirements and Limitations on Taxes, Spending, Revenues, and Borrowing. TABOR requires voter approval in advance for: (a) any new tax, tax rate increase, mill levy above that for the prior year, valuation for assessment ratio increase, extension of an expiring tax, or a tax policy change causing a net tax revenue gain; (b) any increase in a local government's spending from one year to the next in excess of the limitations described below; (c) any increase in the real property tax revenues of a local government from one year to the next in excess of the limitations described below; or (d) creation of any multiple-fiscal year direct or indirect debt or other financial obligation whatsoever (subject to certain exceptions such as the refinancing of obligations at a lower interest rate).

TABOR limits increases in government spending and property tax revenues to, generally, the rate of inflation and a local growth factor which is based upon, for the District, the actual value of new construction in the local government. Unless voter approval is received as described above, revenues collected in excess of these permitted spending limitations must be rebated. Debt service on bonds can be paid without regard to any spending limits, assuming revenues are available to do so.

On November 2, 1999, the voters of the District voted to exempt RTD from the revenue and spending limitations of TABOR for the purpose of repaying any debt incurred to finance the Southeast Rail Line or operating such line. This vote related to the 0.6% Sales Tax revenues and the exemption approved by the voters of the District will continue as long as any Senior Bonds remain outstanding, but in no event beyond December 31, 2026. Following the expiration, the revenue and spending limitations of TABOR will apply to the 0.6% Sales Tax revenues. On November 2, 2004, the voters of the District exempted the District from any revenue and spending limitations on the 0.4% Sales Tax revenues and related investment income.

Emergency Reserve Funds. TABOR also requires local governments to establish emergency reserve funds. The reserve fund must consist of at least 3% of fiscal year spending. TABOR allows local governments to impose emergency taxes (other than property taxes) if certain conditions are met. Local governments are not allowed to use emergency reserves or taxes to compensate for economic conditions, revenue shortfalls, or local government salary or benefit increases. The District has budgeted emergency reserves as required by TABOR.

Other Limitations. TABOR also prohibits new or increased real property transfer tax rates and local government income taxes. TABOR allows local governments to enact exemptions and credits to reduce or end business personal property taxes; provided, however, the local governments' spending is reduced by the amount saved by such action. With the exception of K-12 public education and federal programs, TABOR also allows local governments (subject to certain notice and phase-out requirements) to reduce or end subsidies to any program delegated for administration by the General Assembly; provided, however, the local governments' spending is reduced by the amount saved by such action.

Police Power

The obligations of the District are subject to the reasonable exercise in the future by the State and its governmental bodies of the police power inherent in the sovereignty of the State and to the exercise by the United States of America of the powers delegated to it by the Federal Constitution, including bankruptcy.

RATINGS

S&P Global Ratings ("S&P") and Moody's Investors Service ("Moody's") have assigned the 2023A Bonds the respective ratings shown on the cover page of this Official Statement. An explanation of the significance of any ratings given by S&P may be obtained from S&P at 55 Water Street, New York, New York 10041. An explanation of the significance of any ratings given by Moody's may be obtained from Moody's at 7 World Trade Center at 250 Greenwich Street, New York, New York 10007.

The ratings reflect only the views of the applicable rating agency, and there is no assurance that any rating will remain in effect for any given period of time or that any rating will not be lowered or withdrawn entirely if, in the judgment of the applicable rating agency, circumstances so warrant. Other than its responsibilities pursuant to the Continuing Disclosure Agreement, the District has not undertaken any responsibility to bring any proposed change in or withdrawal of any rating to the attention of the owners of the 2023A Bonds or to oppose any proposed revision. Any change in or withdrawal of any rating could have an adverse effect on the market price or liquidity of the 2023A Bonds.

MUNICIPAL ADVISOR

RTD has retained Hilltop Securities Inc., Charlotte, North Carolina, as Municipal Advisor in connection with the sale of the 2023A Bonds. The Municipal Advisor is not obligated to undertake and has not undertaken to make an independent verification of or to assume any responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement.

The Municipal Advisor provided the following sentence for inclusion in this Official Statement. The Municipal Advisor reviewed the information in this Official Statement in accordance with its responsibilities to the District, and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Municipal Advisor does not guarantee the accuracy or completeness of such information.

INDEPENDENT AUDITOR

The basic financial statements of the District for the fiscal year ended December 31, 2022, included in this Official Statement as Appendix A, have been audited by Plante & Moran PLLC, independent certified public accountants, Flint, Michigan, to the extent and for the period indicated in their report thereon.

The District has not requested and will not obtain a consent letter from its auditor for the inclusion of the audit report in this Official Statement. by Plante & Moran PLLC, the District's independent auditor, has not been engaged to perform, and has not performed, since the date of its report included herein, any procedures on the financial statements addressed in that report. Plante & Moran PLLC also has not performed any procedures relating to this Official Statement.

UNDERWRITING

General. The Underwriters have agreed to purchase the 2023A Bonds pursuant to a Bond Purchase Agreement between the District and the Underwriters at a price of $______ (representing the principal amount of the 2023A Bonds, plus net original issue premium/ (discount) of $________, less Underwriters' discount of $__________).

The Underwriters are committed to take and pay for all of the 2023A Bonds if any are taken. The 2023A Bonds are being offered for sale to the public at the prices or yields shown on the cover of this Official Statement. The Underwriters may allow concessions from the public offering price to certain dealers who may reallow concessions to other dealers. After the initial public offering price, prices may be varied from time to time by the Underwriters, and the 2023A Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers who may sell such 2023A Bonds into investment accounts.

Information Provided by the Underwriters. The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, advisory, investment management, principal investment, hedging, financing and brokerage activities. Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various investment banking services for the District, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriters and their respective 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 District.

The Underwriters and their affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire long and/or short positions in such assets, securities and instruments.

Jefferies, an underwriter of the 2023A Bonds, is acting as the dealer manager in connection with the Invitation by the District. Pursuant to the Invitation, Jefferies is acting as the dealer manager, not as an Underwriter of the 2023A Bonds. The dealer manager will be paid a customary fee and will be reimbursed for any expenses incurred as the dealer manager.

Information Provided by BofA Securities, Inc. BofA Securities, Inc., an underwriter of the 2023A Bonds, has entered into a distribution agreement with its affiliate Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill"). As part of this arrangement, BofA Securities, Inc. may distribute securities to Merrill, which may in turn distribute such securities to investors through the financial advisor network of Merrill. As part of this arrangement, BofA Securities, Inc. may compensate Merrill as a dealer for their selling efforts with respect to the 2023A Bonds.

Bank of America, N.A. ("BANA") directly purchased the District's Tax-Exempt Sales Tax Revenue Bonds (FasTracks Project), Series 2022B. BANA provides commercial banking services and is affiliated with BofA Securities, Inc., an underwriter of the 2023A Bonds. BANA and BofA Securities are subsidiaries of The Bank of America Corporation.

OFFICIAL STATEMENT CERTIFICATION

The preparation of this Official Statement and its distribution has been authorized by the Board. This Official Statement is hereby duly approved by the District as of the date on the cover page hereof.

REGIONAL TRANSPORTATION DISTRICT

By:______________________________

Chair, Board of Directors

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APPENDIX A

DISTRICT'S ANNUAL COMPREHENSIVE FINANCIAL REPORT FOR THE FISCAL YEARS ENDED DECEMBER 31, 2022 AND 2021

Prospective investors should be aware that the 2023A Bonds constitute special, limited obligations of the District payable solely from the Pledged Revenues. The 2023A Bonds are not general obligations of the District. The inclusion of the District's ACFR in this Official Statement does not indicate that any of the sources of revenue described herein are pledged to the payment of the 2023A Bonds.

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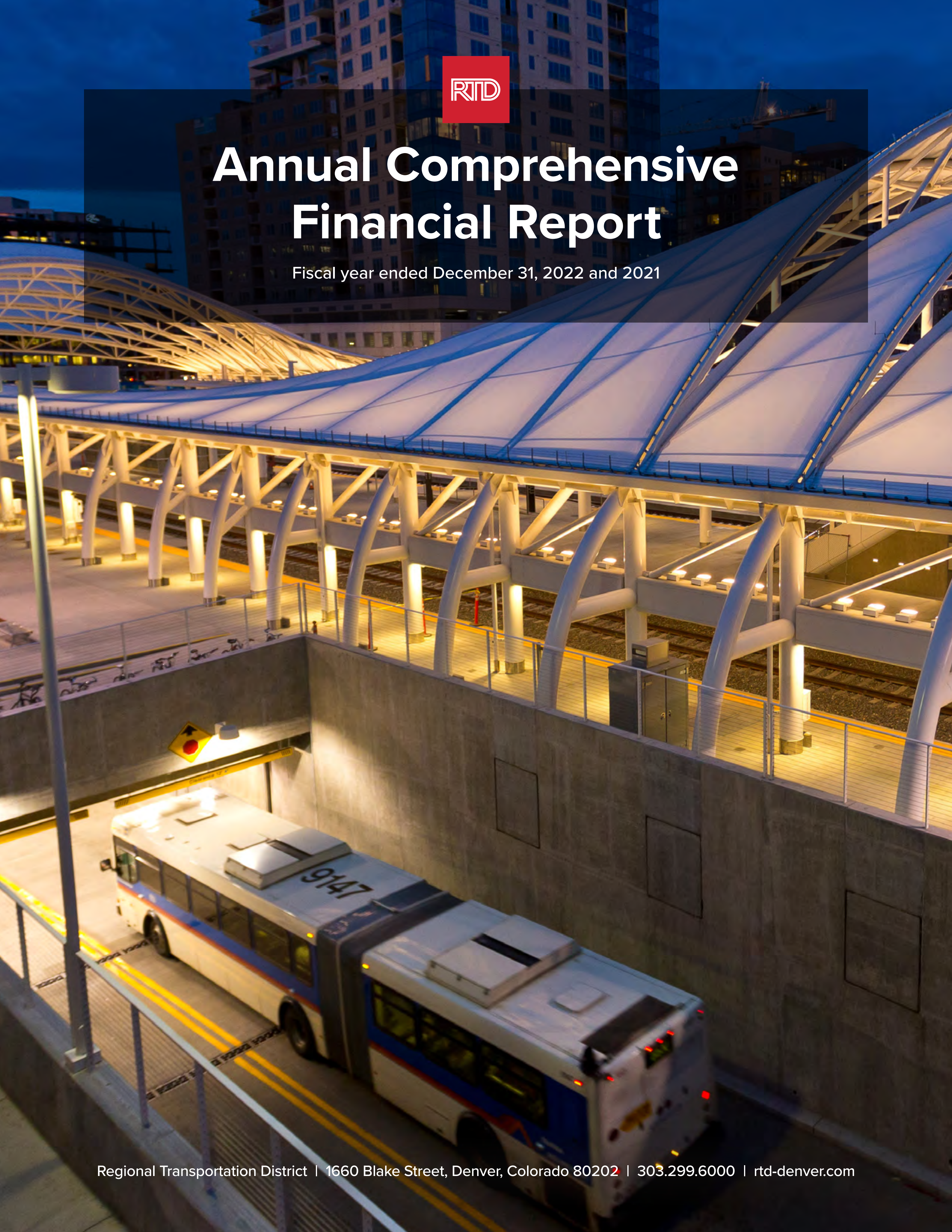

Annual Comprehensive Financial Report

Fiscal year ended December 31, 2022 and 2021

Regional Transportation District | 1660 Blake Street, Denver, Colorado 80202 | 303.299.6000 | rtd-denver.com

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REGIONAL TRANSPORTATION DISTRICT
DENVER, COLORADO

ANNUAL COMPREHENSIVE FINANCIAL REPORT

Fiscal Year Ended December 31, 2022 and 2021

Prepared by

Finance Department

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TABLE OF CONTENTS

TABLE OF CONTENTS
(CONTINUED)

Statistical Section

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June 27, 2023

Chair Guissinger and Board Members
Regional Transportation District

State law requires that all general-purpose local governments publish within seven months of the close of each fiscal year a complete set of financial statements presented in conformance with generally accepted accounting principles (GAAP) and audited in accordance with generally accepted auditing standards by a firm of licensed certified public accountants. Pursuant to that requirement, the Annual Comprehensive Financial Report of the Regional Transportation District (RTD) for the fiscal year ended December 31, 2022, is hereby issued.

This report consists of management's representations concerning RTD's finances. Consequently, management assumes full responsibility for the completeness and reliability of all information presented in this report. To provide a reasonable basis for making these representations, management has established a comprehensive internal control framework that is designed both to protect the government's assets from loss, theft, or misuse and to compile sufficient, reliable information for the preparation of RTD's financial statements in conformity with GAAP. The cost of internal controls should not outweigh the benefits, RTD's comprehensive framework of internal controls has been designed to provide reasonable rather than absolute assurance that the financial statements will be free from material misstatement. As the General Manager and CEO, I assert that, to the best of my knowledge and belief, this financial report is complete and reliable in all material respects.

RTD's financial statements have been audited by Plante Moran, PLLC, a firm of licensed certified public accountants. The goal of the independent audit was to provide reasonable assurance that the financial statements of RTD for the fiscal year ended December 31, 2022, are free of material misstatement. The independent audit involved examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; assessing the accounting principles used and significant estimates made by management; and evaluating the overall financial statement presentation. The independent auditor concluded, based upon the audit, that there was a reasonable basis for rendering an unmodified opinion that RTD's financial statements for the fiscal year ended December 31, 2022, are fairly presented in conformity with GAAP. The independent auditor's report is presented as the first component of the Financial Section of this report.

The independent audit of the financial statements of RTD was part of a broader, federally mandated "Single Audit" designed to meet the special needs of federal grantor agencies. The standards governing Single Audit engagements require the independent auditor to report not only on the fair presentation of the financial statements, but also on the audited government's internal controls and compliance with legal requirements, with special emphasis on internal controls and legal requirements involving the administration of federal awards. These reports are in RTD's separately issued Single Audit Report.

Regional Transportation District
1660 Blake Street, Denver CO 80202

GAAP requires that management provide a narrative introduction, overview, and analysis to accompany the basic financial statements in the form of Management's Discussion and Analysis (MD&A). This letter of transmittal is designed to complement the MD&A and should be read in conjunction with it. RTD's MD&A can be found immediately following the report of the independent auditors.

RTD provides public mass transportation service to the Denver metropolitan area. In 1969, the Colorado General Assembly (Assembly) found that public transit was a necessary part of the growing Denver metropolitan region. The Assembly found that public sector involvement was the best method to ensure the continuation of this vital service. Thus, RTD was created as a political subdivision of the State effective July 1969 "to develop, maintain, and operate a public mass transportation system for the benefit of the District."

RTD boundaries include Jefferson, Boulder, and Denver counties, most of the City and County of Broomfield, and portions of Adams, Douglas, Weld, and Arapahoe counties. Over 3.09 million people reside within RTD's 2,342 square mile service area.

Since 1983, RTD has had a 15-member Board of Directors that are elected by their constituents to serve four-year staggered terms to govern RTD. There are approximately 207,000 residents per director district. The RTD Board of Directors is responsible for setting policy, overseeing the agency's annual budget, and establishing short and long-range transit goals and plans in concert with local, state, and federal agencies.

In 2022, RTD employed 2,609 people, making it one of the largest employers in the eight-county area. In addition, RTD contracts with private carriers to provide paratransit service branded "Access-a-Ride", fixed route bus and commuter rail services employing 1,910 individuals. Besides its administrative headquarters in Denver, RTD has seven operating facilities (excluding purchased transportation services), including four in Denver, one in Aurora, one in Englewood, and one in Boulder.

The financial reporting entity includes all the financial activities of RTD, as well as those activities of its component unit, the Asset Acquisition Authority, Inc. (the Authority), a nonprofit corporation established to facilitate RTD's use of lease/purchase financing. In addition, the financial reporting entity also includes activities of the RTD Salaried Pension Plan and RTD Salaried Employee 401(a) Plan for which there is a fiduciary relationship.

RTD also maintains budgetary controls. These controls ensure compliance with legal provisions embodied in the annual appropriated budget approved by RTD's Board of Directors. The budget sets forth proposed outlays for operations, planning, administration, development, debt service, and capital assets. The level of budgetary control (that is, the level at which expenditures cannot legally exceed the appropriated amount) is established at the project level.

The annual budget serves as the foundation for RTD's financial planning and control. All departments of RTD are required to submit requests for appropriation to the General Manager and CEO on or before August of each year. The General Manager and CEO uses these requests as the starting point for developing a proposed budget. The General Manager and CEO then presents this proposed budget to the Board of Directors for review prior to October 15. The Board of Directors is required to hold a public hearing on the proposed budget and to adopt a final budget no later than December 31.

Unused appropriations lapse at year-end, except that the Board of Directors has the authority, as stated in the adopted appropriation resolution, to carry-over the unused portion of the funds for capital projects not completed, for a period not to exceed three years.

RTD's policy also authorizes the General Manager and CEO to approve certain line-item transfers within the budget. Budget-to-actual comparisons are provided in the Supplemental Information Section of this report.

Factors Affecting Financial Condition

The information presented in the financial statements is perhaps best understood when it is considered in the broader perspective of the specific environment within which RTD operates.

RTD serves the eight-county region considered the Denver metropolitan area. It is the most populated area of the state and the economic barometer of Colorado. Employment in the Denver Metro area is dominated by small businesses. These companies represent a diverse mix of industries and are located throughout the Denver metropolitan area, providing a geographic balance in employment centers.

The Colorado Legislative Council (CLC) in its March 2023 report forecasts that the outlook for the economy is clouded by emerging challenges. Although economic activity has rebounded and exceeded pre-pandemic levels, employment has not recovered in several hard-hit industries. Increasing inflation, supply chain challenges, a tight labor market and concerns about the escalating conflict in the Ukraine all point to the potential for an economic downturn.

Economists for CLC reported the following key economic indicators for the Denver Metro Area (Inflation is based on National numbers):

Key Economic Indicators	2021 Actual	2022 Actual	2023 Forecast
Job Growth	3.5%	4.3%	2.0%
Unemployment	5.4%	3.0%	2.9%
Personal Income Growth	8.2%	10.4%	7.5%
Population Growth	0.7%	0.5%	0.9%
Inflation	4.7%	8.0%	4.9%

On November 3, 1992, the voters of Colorado approved a constitutional amendment known as the Taxpayer's Bill of Rights (TABOR), that limits taxes, revenue, and spending for state and local governments effective December 31, 1992. On November 7, 1995, the voters of the District exempted RTD from TABOR's revenue and spending limitations through December 31, 2005. On November 2, 1999, the voters of the District further exempted RTD from TABOR's revenue and spending limitations for the purpose of paying any debt incurred to finance the construction of the Southeast and Southwest light rail lines or to operate such for as long as any debt remains outstanding, but in no event beyond December 31, 2026.

On November 2, 2004, the voters of the District authorized an increase in the District's sales and use tax rate from 0.6% to 1.0%, effective January 1, 2005, to finance the FasTracks transit improvement program. This authorization also exempted the District from any revenue and spending limitations under TABOR on the additional tax and on investment income generated by the increased tax revenue and allowed RTD to incur debt to finance the capital improvements included in the FasTracks program. At the time that all FasTracks debt is repaid, the District's sales and use tax rate will be reduced to a rate sufficient to operate the transit system financed through FasTracks and the TABOR restriction exemption will expire.

Long-term Financial Planning

Each year the Board of Directors adopts a financially balanced Mid-Term Financial Plan (MTFP), which is the six-year operating and capital improvement forecasting plan for RTD including both the Base System and FasTracks. The MTFP is a component of the long-term transportation planning program for the Denver metropolitan area evaluated by the Denver Regional Council of Governments (DRCOG). While the MTFP is developed separately for the Base System and FasTracks, RTD integrates both plans into a single medium and long-range Financial Plan which includes the entirety of RTD in a single report. This financial information forms the basis for the development of RTD's annual budget. In September 2022, the Board of Directors approved the 2023-2028 MTFP.

Long-term financial planning seeks to allocate resources among related and, at times, competing activities and to optimize those resources in a manner consistent with defined organizational goals and objectives.

FINANCIAL INFORMATION

RTD management is responsible for establishing and maintaining an internal control structure designed to ensure that assets are protected from loss, theft, or misuse and that adequate accounting data are compiled to allow for the preparation of financial statements in conformity with GAAP. RTD has designed its internal control structure to provide reasonable, but not absolute, assurance that these objectives are met. The concept of reasonable assurance recognizes that: (1) the costs of a control should not exceed the benefits likely to be derived and (2) the valuation of costs and benefits requires estimates and judgment by management.

Single Audit: As a recipient of federal assistance, RTD is responsible for ensuring that an adequate internal control structure is instituted to ensure compliance with applicable laws and regulations related to those programs. This internal control structure is subject to periodic evaluation by management.

As part of RTD's single audit, tests are made to determine the adequacy of the internal control structure, including that portion related to federal financial assistance programs, as well as to evaluate RTD's compliance. RTD's single audit for the fiscal year ended December 31, 2022 found no instances of material weakness in the internal control structures or significant violations of applicable laws and regulations. A separate report was prepared for this purpose.

Fiscal Policy: RTD follows a fiscal policy approved by the Board of Directors annually or as necessary due to modification. The fiscal policy contains policies for revenue, investments, expenditures, capital improvements, fund balance, debt, budgeting, accounting and grants.

Debt Administration: RTD formulates its debt policy to protect its credit ratings and soundly manage its assets and liabilities. Included in this policy is a requirement that debt will not be used to finance current operations. Another requirement precludes financing capital projects beyond the useful life of the project. Additional policies go beyond these essential guidelines and result in further protection. RTD has separate ratings for its 1.0% sales and use taxes. Base System bonds secured by the 0.6% sales tax are rated by Moody's Investors Service as "Aa1", by Standard and Poor's Corporation as "AAA" and by Fitch Ratings as "AA". FasTracks Bonds that are secured by a first lien on the districts 0.4% sales tax and a subordinate lien on the 0.6% sales tax are rated by Moody's Investors Service as "Aa2", by Standard and Poor's Corporation as "AA+" and by Fitch Ratings as "AA".

Cash Management: The main objective of RTD's cash management program is the protection of investment principal while providing optimal levels of cash throughout the year. The RTD investment policy is modified periodically to adapt to changes in eligible investments, benchmarks, and specific objectives.

During the year, RTD invested its cash in various investment vehicles including money market funds, U.S. Treasury securities, agency securities, discount notes, commercial paper, repurchase agreements, and variable and fixed rate mortgage-backed securities. The total average return on investments for the year was 1.4%.

Risk Management: RTD employs a combination of self-insurance and purchased insurance in its efforts to protect assets and control and prevent losses.

The areas of self-insurance are worker's compensation, automobile, general liability and felonious assault. RTD is self-insured for liability, the limits of which are $424,000 per person and $1,195,000 per occurrence as specified under the Colorado Governmental Immunity statute for claims arising on or after January 1, 2022. The self-insured retention for worker's compensation claims is $2,000,000 per claim, with any amounts above this covered by purchased insurance up to the legal limits of liability under the Colorado worker's compensation statute.

Commercial insurance policies provide coverage including: property coverage up to $500,000,000 for buildings, their contents, and rolling stock (other than collision); a commuter rail railroad liability policy of $323,000,000 to cover the cap on damages set by federal law; a Commercial Crime Policy with a limit of $10,000,000; a $5,000 bond for Commercial Driver's License (CDL) Testing Performance Bond; $4,000,000 Workers' Compensation Bond; fiduciary coverage on the Trustees of the Union Pension Trust, Salaried Pension Trust, Represented Health and Welfare Union Trust, and the employees administering the health benefits program for salaried employees with a limit of $8,000,000 and Cyber Liability policy with a limit of $10,000,000.

OTHER INFORMATION

Awards: The Government Finance Officers Associations (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to RTD for its Annual Comprehensive Financial Report for the fiscal year ended December 31, 2021. RTD will submit its 2022 Report for award of this Certificate.

In order to receive the Certificate of Achievement for Excellence in Financial Reporting, RTD must publish an easily readable and efficiently organized Annual Comprehensive Financial Report, the contents of which must conform to program standards. This report must also satisfy both GAAP and applicable legal requirements.

The Certificate of Achievement is valid for one year only. It is my belief the current Annual Comprehensive Financial Report meets the program's requirements and RTD will be submitting it to the GFOA to determine its eligibility for another certificate.

Acknowledgements: Timely preparation of the Annual Comprehensive Financial Report was made possible by the dedicated services of the Finance Department led by Doug MacLeod, Chief Financial Officer. I extend my sincere appreciation to each member of the department for their contributions. Moreover, I thank the Board of Directors for its governance.

Sincerely,

Debra A. Johnson
General Manager and CEO

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2023 Board of Directors

RTD's governing body is an elected Board of Directors, with each member elected from one of the 15 districts comprising RTD's service area. Each district is apportioned equally by population and most districts cross county boundaries. The districts are assigned letter designations from "A" to "O".

District A
Kate Williams
Denver/Arapahoe counties

District B
JoyAnn Ruscha
Denver/Adams counties

District C
Michael Guzman
Denver/Jefferson counties

District D
Bobby Dishell, Treasurer
Denver/Jefferson/Arapahoe counties

District E
Paul Rosenthal
Denver/Arapahoe counties

District F
Bob Broom
Arapahoe County

District G
Julien Bouquet
Arapahoe/Douglas counties

District H
Doug Tisdale
Arapahoe/Douglas counties

District I
Erik Davidson, Second Vice Chair
Boulder/Broomfield/Adams/Weld counties

District J
Vince Buzek
Adams/Jefferson counties

District K
Troy Whitmore
Adams/Weld counties

District L
Ian Harwick
Jefferson/Adams counties

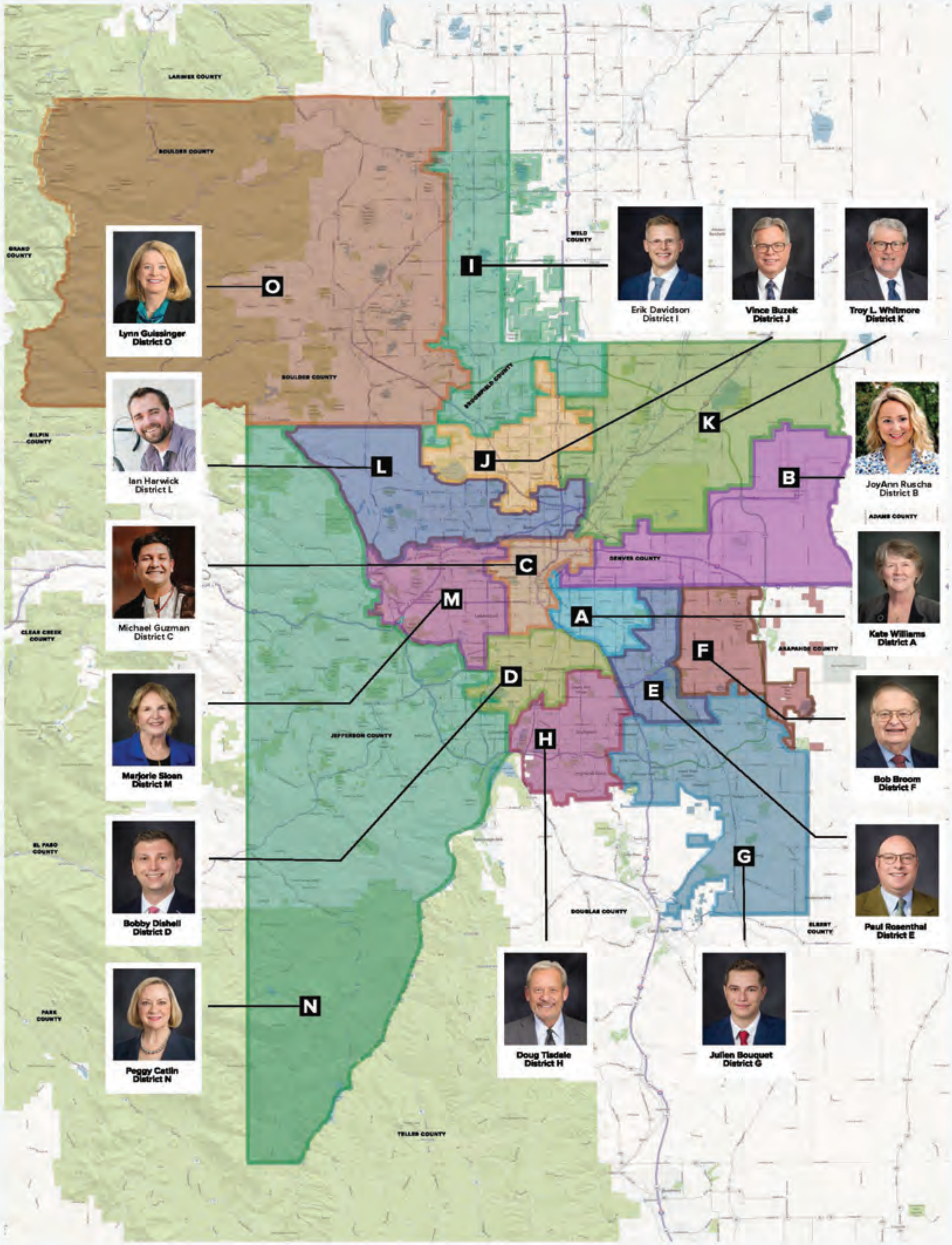
District M
Marjorie Sloan, Secretary
Jefferson County

District N
Peggy Catlin, First Vice Chair
Jefferson County

District O
Lynn Guissinger, Chair
Boulder County

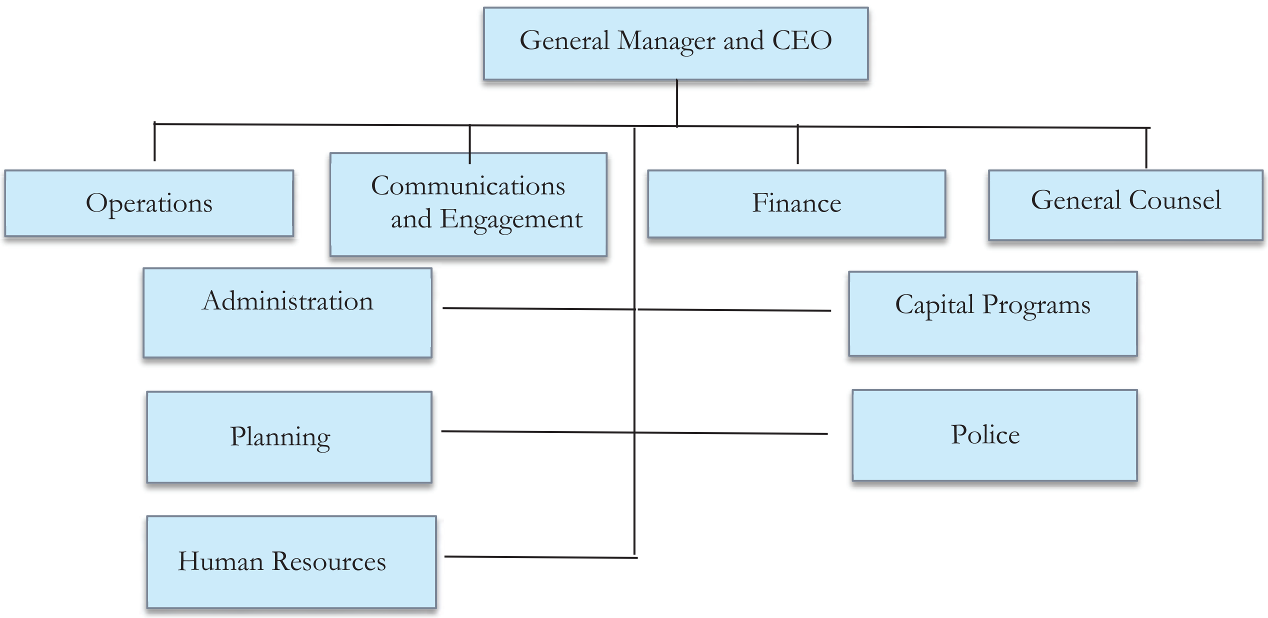
BOARD OF DIRECTORS

DISTRICT BOUNDARIES



rtd-denver.com

Organization Chart
January 2023



Agency Officials

General Manager and Chief Executive Officer
Debra A. Johnson

General Counsel
Melanie J. Snyder

Chief Operations Officer
Michael Ford

Chief Financial Officer
Doug MacLeod

Chief People Officer
Charlene Polege

Chief Administration Officer
Leah Riley

Chief Communications and Engagement Officer
Stuart Summers

Chief of Police
Dr. Joel Fitzgerald

AGM, Capital Programs & Facilities
Henry Stopplecamp

Interim AGM, Planning
Brian Welch

AGM, Bus Operations
Fred Worthen

AGM, Rail Operations
Dave Jensen

Government Finance Officers Association

Certificate of Achievement for Excellence in Financial Reporting

Presented to

Regional Transportation District
Colorado

For its Comprehensive Annual
Financial Report
For the Fiscal Year Ended

December 31, 2021

Christopher P. Morrill

Executive Director/CEO

FINANCIAL SECTION

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plante moran

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Flint, MI 48507
Tel: 810.767.5350
Fax: 810.767.8150
plantemoran.com

Independent Auditor's Report

To the Board of Directors
Regional Transportation District, Colorado

Report on the Audits of the Financial Statements

Opinions

We have audited the financial statements of the business-type activities and fiduciary activities of the Regional Transportation District (the "District") as of and for the years ended December 31, 2022 and 2021 and the related notes to the financial statements, which collectively comprise the District's basic financial statements, as listed in the table of contents.

In our opinion, based on our audits and the report of other auditors, the accompanying financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities and fiduciary activities of the District as of December 31, 2022 and 2021 and the respective changes in its financial position and, where applicable, cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

We did not audit the financial statements of the Regional Transportation District Salaried Employees Pension Plan (the "Salaried Pension Plan"), a fiduciary fund of the District, which represents 78.1 percent, 78.1 percent, and 58.1 percent of the assets, net position, and revenue, respectively, of the fiduciary activities for the year ended December 31, 2021. Those financial statements were audited by other auditors, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for the Salaried Pension Plan, is based solely on the report of the other auditors. The financial statements of the Salaried Pension Plan were not audited under *Government Auditing Standards*.

Basis for Opinions

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audits of the Financial Statements* section of our report. We are required to be independent of the District and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions. The financial statements of the Salaried Pension Plan were not audited under *Government Auditing Standards*.

Emphasis of Matter

As discussed in Note A to the financial statements, during the year ended December 31, 2022, the District adopted the provisions of GASB Statement No. 87, *Leases*. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for 12 months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

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To the Board of Directors
Regional Transportation District, Colorado

Auditor's Responsibilities for the Audits of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and, therefore, is not a guarantee that audits conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing audits in accordance with GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audits in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits, significant audit findings, and certain internal control-related matters that we identified during the audits.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and required supplementary information, as identified in the table of contents, be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

To the Board of Directors
Regional Transportation District, Colorado

Supplemental Information

Our audits were conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The supplemental information, as identified in the table of contents, is presented for the purpose of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental information is fairly stated in all material respects in relation to the basic financial statements as a whole.

Other Information

Management is responsible for the other information included in the Annual Comprehensive Financial Report. The other information comprises the introductory and statistical sections but does not include the basic financial statements and our auditor's report thereon. Our opinions on the basic financial statements do not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audits of the basic financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements or whether the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated June 27, 2023 on our consideration of the District's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the District's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the District's internal control over financial reporting and compliance.

Plante & Moran, PLLC

June 27, 2023

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The management of the Regional Transportation District (RTD) offers users of its financial statements this narrative overview and analysis of the financial activities for the years ended December 31, 2022 and 2021. This discussion and analysis is designed to assist the reader to focus on significant financial activities and identify any significant changes in RTD's financial position. It should be read in conjunction with the financial statements that follow this section. All amounts, unless otherwise indicated, are expressed in thousands of dollars.

Financial Highlights

In December 2019, a novel strain of the coronavirus, SARS-CoV-2 causing COVID-19, emerged. The virus subsequently spread globally resulting in a worldwide pandemic and caused significant disruptions to the economy and public transit. As a result of COVID-19, RTD experienced a significant reduction in ridership, fare revenues and its largest source of revenues, sales and use taxes beginning in March 2020. While ridership and fare revenue recovered to a certain extent in 2021 and tax collections increased, RTD experienced a stabilization of late 2021 ridership and fare revenue levels throughout 2022. Tax collections have been robust and continued to grow in 2022 while expenditures moderated in connection with lower service levels effectuated by RTD's implementation of the System Optimization Plan (SOP). RTD continued to be challenged with inflationary pressures, supply chain issues and a very competitive labor market during 2022.

Beginning in 2020, RTD was apportioned federal COVID-19 relief grant funding through the Coronavirus, Aid, Relief and Economic Security (CARES) Act, followed by 2021 COVID-19 relief grant apportionments through the Coronavirus Response and Relief Supplemental Appropriations Act (CRRSAA) and, subsequently, another federal COVID-19 relief grant apportionment through the American Rescue Plan Act (ARPA). These apportionments totaled $792,873 and were awarded to RTD to be used to sustain transit operations during the Pandemic. Through 2022, $739,849 (93.3%) of these grant apportionments were drawn to pay for employee compensation, contracted services and fuel.

As of December 31, 2022 and 2021, total assets and deferred outflows of resources of RTD exceeded total liabilities and deferred inflows of resources by $3,558,484 and $3,462,416, respectively. The amount of unrestricted net position as of December 31, 2022, was $480,405 compared to $252,166 in 2021. RTD's 2022 unrestricted net position was positively impacted by expenditure reduction efforts in response to the impact of COVID-19, improved sales and use tax collections as well as additional federal COVID-19 relief funding.

The net position of RTD increased by $96,068 (2.8%) during the current year compared to an increase of $100,423 (3.0%) in the previous year. The increase in both years was primarily due to the aforementioned cost reductions, tax collections and federal funding in response to the COVID-19 Pandemic. In addition, RTD completed a refinancing of its 2014 Certificates of Participation, for interest savings, and realized additional investment income due to rising interest rates.

RTD experienced an approximate 70% decrease in ridership due to COVID-19 beginning in March 2020 followed by a recovery to a level of approximately 40% less than the period preceding the Pandemic. Ridership levels are a key determinant of fare revenue collections; however, fare revenue has become a less-significant source of funding for RTD.

RTD's sales and use tax revenues are its largest single source of revenues. These tax revenues were negatively impacted by the economic effects of COVID-19 in 2020 with a 4.1% decrease followed by a 19.6% increase in 2021 and a 13.0% increase in 2022.

For 2022, total operating expenses exceeded total revenues resulting in a loss before non-operating revenue and expenses of $971,674 compared to a loss of $826,288 for 2021. The increase in operating loss for 2022 was primarily due to increased operating expenses from restored services, contractual wage increases and recognition of additional expenses associated with retirement plans. RTD anticipates operating losses each year, as these losses are subsidized by non-operating sales and use tax, grant revenues and other miscellaneous income.

RTD's total debt decreased $223,814 (6.9%) and decreased $66,505 (2.0%) in 2022 and 2021, respectively. Outstanding debt decreased in 2022 and 2021 due to payment of outstanding principal balances and refinancing of outstanding obligations for interest savings and reduction of outstanding principal.

Capital grants and local contributions decreased $1,523 (8.9%) in 2022 and decreased $79,008 (82.1%) in the previous year. The decrease in both years was a result of lower capital grant eligible expenditures as the FasTracks capital expansion project winds down.

Grant operating assistance increased $7,990 (2.7%) in 2022 due to modestly higher grant draws from COVID-19 relief apportionments. Grant operating assistance decreased $17,796 (5.6%) in 2021 due to a lower federal grant apportionment than in 2020. This federal COVID-19 relief funding was 93.3% drawn at the end of 2022 and no additional similar COVID-19 operating assistance grants are anticipated.

RTD's capital assets, net of depreciation, decreased $337,952 (5.4%) in 2022 and decreased $296,065 (4.5%) in 2021 primarily due to depreciation.

Basic Financial Statements

Management's Discussion and Analysis serves as an introduction to RTD's basic financial statements. RTD's financial statements are prepared using proprietary fund (enterprise fund) accounting that uses a similar basis of accounting as private-sector business enterprises. Under this method of accounting, an economic resources measurement focus and an accrual basis of accounting are used. Revenue is recorded when earned and expenses are recorded when incurred.

The basic financial statements are comprised of four components: statements of net position; statements of revenues, expenses and changes in net position; statements of cash flows; and notes to the financial statements.

The statements of net position present information on assets and deferred outflows of resources and liabilities and deferred inflows of resources, with the difference between the two reported as the net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of RTD is improving or deteriorating. The statements of revenues, expenses, and changes in net position present information on operating revenues and expenses and non-operating revenues and expenses of RTD for the fiscal year with the difference, the net income or loss, combined with any capital grants and local contributions to determine the change in net position for the year. That change combined with the previous year-end total net position reconciles to the net position total at the end of the current fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the changes occurs, regardless of the timing of the related cash flows.

The statements of cash flows report cash and cash equivalent activities for the fiscal year resulting from operating activities, capital, and related financing activities, noncapital and related financing activities and investing activities. The result of these activities added to the beginning of the year cash balance reconciles to the cash and cash equivalents balance at the end of the current fiscal year. The statements of cash flows, along with the related notes and information in other financial statements, can be used to assess the following: RTD's ability to generate positive cash flows and pay its debt as the debt matures; the reasons for differences between RTD's operating cash flows and operating income (loss); and the effect of investing, capital, and financing activities on RTD's financial position.

The notes to the financial statements provide additional information that is essential to fully understand the data provided in the statements of net position, statements of revenues, expenses, and changes in net position, and statements of cash flows.

RTD provides bus, paratransit, light rail and commuter rail service in a 2,342 square mile area (District) in and around metropolitan Denver, Colorado. The activities of RTD are supported by a 0.6% and a 0.4% sales and use tax collected within the District. The 0.6% sales and use tax is used to fund the Base System operations of RTD. The Base System operations provide the bus and the majority of current light rail services in the Denver area. The 0.4% sales and use tax funds the FasTracks build-out program and operation and maintenance of those program elements as well as providing for enhanced transit services in the District. Additional revenue sources include fare collections, federal, state, and local financial assistance, investment income, and other income such as advertising and rental income.

Financial Analysis

Condensed Financial Information - Condensed financial information from the statements of net position and statements of revenues, expenses, and changes in net position is presented on the following pages.

December 31, 2022 and 2021 (Dollars in Thousands)

Statements of Net Position – The following summary of net position shows RTD's financial position and obligations as of December 31 for each of the last three fiscal years.

Condensed Summary Statements of Net Position

	2022	2021*	2020
Assets and Deferred Outflows of Resources:			
Current assets	$ 834,787	$ 945,785	$ 796,659
Current assets - restricted	73,091	83,142	110,029
Capital assets (net of accumulated depreciation)	5,965,140	6,303,092	6,600,057
Other noncurrent assets	541,814	284,500	127,971
Total assets	7,414,832	7,616,518	7,634,716
Deferred outflows of resources	224,894	54,203	61,811
Total assets and deferred outflows of resources	7,639,726	7,670,722	7,696,527
Liabilities and Deferred Inflows of Resources:			
Current liabilities	226,728	186,595	233,009
Noncurrent liabilities	3,738,745	3,977,451	4,075,870
Total liabilities	3,965,473	4,164,046	4,308,879
Deferred inflows of resources	115,769	44,259	25,655
Total liabilities and deferred inflows of resources	4,081,242	4,208,305	4,334,534
Net position:			
Net investment in capital assets	2,427,540	2,551,814	2,813,989
Restricted debt service	89,868	126,822	118,845
Restricted TABOR	28,995	25,623	26,861
Restricted FasTracks	530,169	504,492	399,633
Restricted deposits	1,507	1,500	1,500
Unrestricted	480,405	252,166	1,165
Total net position	$ 3,558,484	$ 3,462,416	$ 3,361,993

*GASB 87 was implemented in the current year which resulted in an adjustment to beginning net position as described in footnote A.

In 2022, current assets decreased by $121,049 (11.8%) primarily due to additional funding of a portion of unfunded pension liabilities as well as additional principal payments on outstanding debt.

In 2022, capital assets net of accumulated depreciation decreased $337,952 (5.4%) primarily due to the depreciation of assets.

Total liabilities and deferred inflows decreased $127,063 (3.0%) in 2022 primarily due to debt service payments reducing outstanding obligations.

The net position of RTD increased by $96,068 (2.8%) during 2022 compared to an increase of $100,423 (3.0%) in the previous year. The increase in 2022 was primarily due to increased tax collections and federal funding in response to the COVID-19 Pandemic. The increase in 2021 was due to cost reductions and federal COVID-19 relief funding.

December 31, 2022 and 2021 (Dollars in Thousands)

Statements of Revenues, Expenses, and Changes in Net Position – The following summary of revenues, expenses, and changes in net position shows the financial activities of RTD and the resulting change of net position.

Summary of Revenues, Expenses, and Changes in Net Position

	2022	2021*	2020
Operating revenue:			
Passenger fares	$ 75,292	$ 78,923	$ 76,265
Advertising and other	2,707	4,197	6,183
Total operating revenue	77,999	83,120	82,448
Operating expenses:			
Salaries and wages	227,799	185,551	194,407
Fringe benefits	104,740	60,574	54,188
Materials and supplies	43,820	39,569	42,108
Services	82,633	74,328	84,673
Utilities	18,434	17,512	16,206
Insurance	13,221	10,104	10,186
Purchased transportation	196,016	174,747	203,964
Leases and rentals	1,540	1,643	3,397
Miscellaneous	3,263	2,213	2,546
Depreciation	358,207	343,167	339,833
Total operating expenses	1,049,673	909,408	951,508
Operating loss	(971,674)	(826,288)	(869,060)
Nonoperating revenues (expenses):			
Sales and use tax	855,146	756,974	632,665
Grant operating assistance	307,042	299,052	316,848
Investment income	(1,004)	2,401	8,965
Other income and gains	29,249	5,211	6,575
Interest expense	(138,337)	(154,096)	(167,055)
Other expenses and losses	-	-	-
Net nonoperating revenue	1,052,096	909,542	797,998
Income before capital contributions	80,422	83,254	(71,062)
Capital grants and local contributions	15,646	17,169	96,177
Increase in net position	96,068	100,423	25,115
Net position, beginning of year	3,462,416	3,361,993	3,336,878
Net position, end of year	$ 3,558,484	$ 3,462,416	$ 3,361,993

*GASB 87 was implemented in the current year which resulted in an adjustment to beginning net position as described in footnote A.

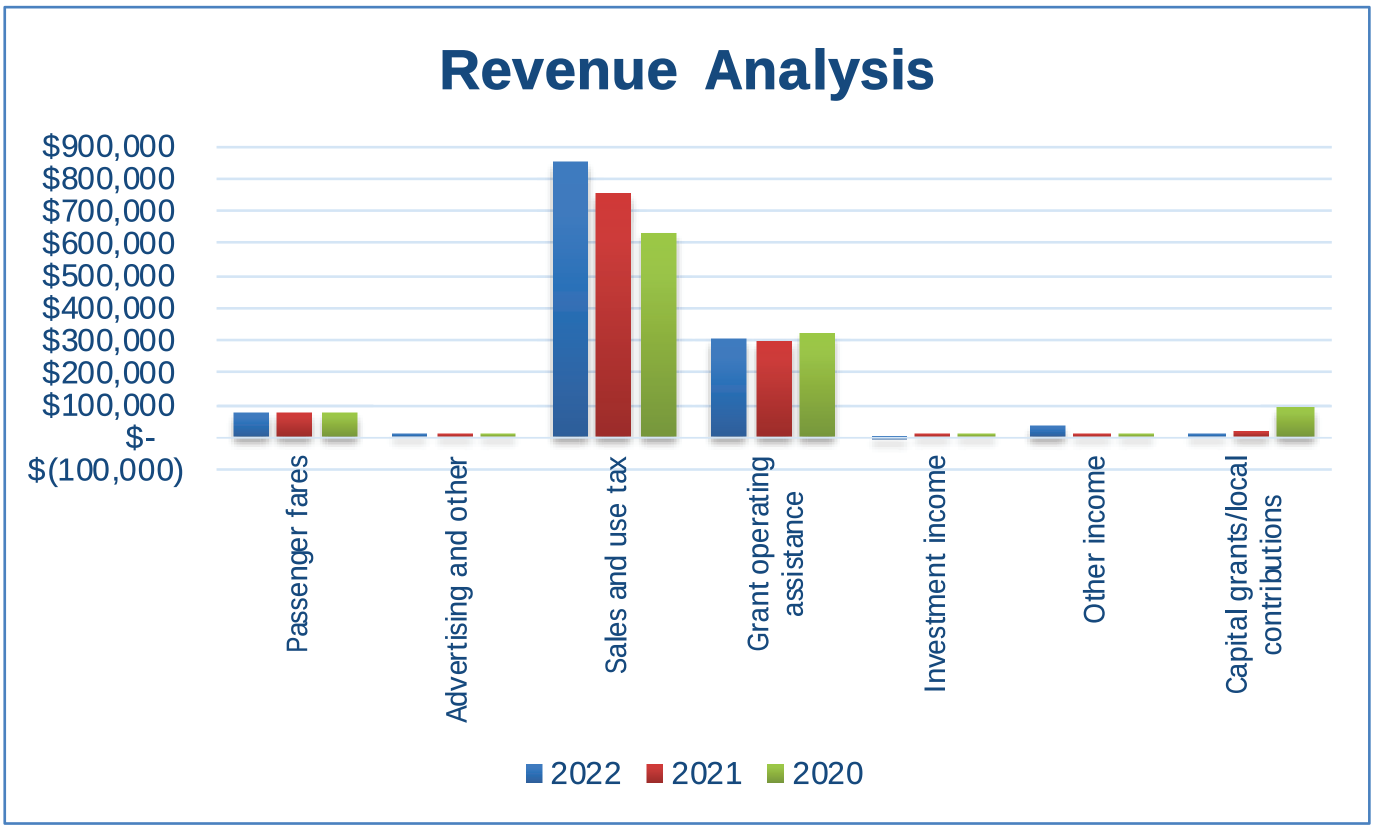
The information contained in the following condensed information tables is used as the basis for the revenue and expense discussion surrounding RTD's activities for the fiscal years ended December 31, 2022, 2021 and 2020.

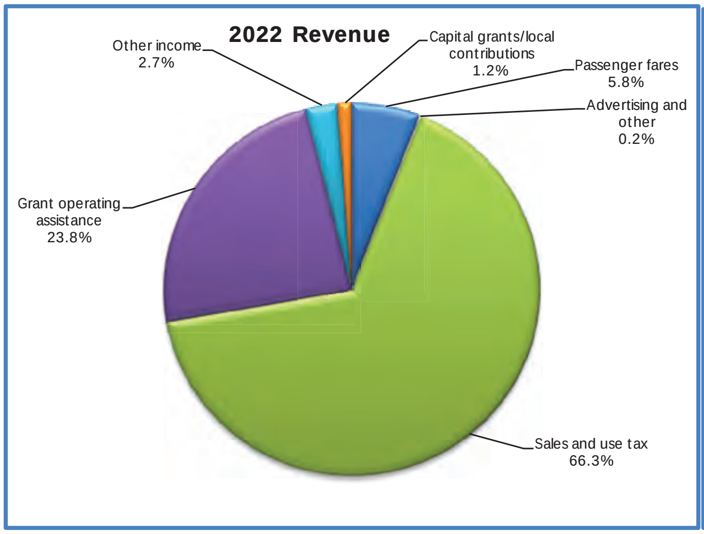
December 31, 2022 and 2021 (Dollars in Thousands)

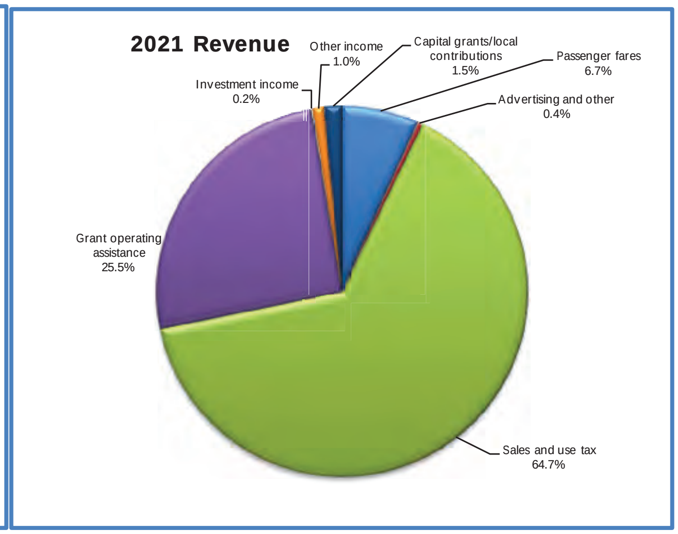
Revenues - The following tables and charts show the sources of revenue for the years ended December 31, 2022, 2021 and 2020.

Revenue Analysis

	2022	2021	2020
Revenues			
Passenger fares	$ 75,292	$ 78,923	$ 76,265
Advertising and other	2,707	4,197	6,183
Sales and use tax	855,146	756,974	632,665
Grant operating assistance	307,042	299,052	316,848
Investment income	(1,004)	2,401	8,965
Other income	34,370	11,998	10,397
Capital grants/local contributions	15,646	17,169	96,177
Total Revenues	$ 1,289,199	$ 1,170,714	$ 1,147,500







Passenger fares – Passenger fares provided 5.8% and 6.7% of total revenues in 2022 and 2021, respectively. Farebox receipts, monthly and annual pass revenue, and special event fares for bus and rail services are included in passenger fares. Passenger fares decreased by $3,631 (4.6%) in 2022 compared to an increase of $2,658 (3.5%) in 2021. The decrease in 2022 was due to Zero Fares for Better Air in August 2022 for which state grant funding was received and fares were not collected during the month. The increase in 2021 was due to a modest return of ridership following the most severe impacts from COVID-19.

Advertising and other – Advertising and other revenue provided 0.2% and 0.4% of total revenues in 2022 and 2021. This revenue category primarily includes revenues from advertisements on RTD's buses and external wraps on light rail vehicles as well as revenue from naming rights. Advertising and other income decreased $1,490 (35.5%) in 2022 compared to a decrease of $1,986 (32.1%) in 2021. The decreases in both years were primarily due to lower advertising revenues from lower advertisement sales resulting from COVID-19 impacts to the economy as well as the expiration of a naming rights contract.

Sales and Use Tax – Sales and use tax provided 66.3% and 64.7% of RTD's total revenues in 2022 and 2021, respectively. Sales and use tax is a dedicated 1.0% tax imposed on certain sales within the District. Sales and use tax increased $98,172 (13.0%) in 2022 compared to an increase of $124,309 (19.6%) in 2021. The increase in both years resulted from a recovery in spending within the District after the initial economic shocks of COVID-19. Additional contributing factors included continued population growth, low unemployment as well as growth in personal income.

Grant operating assistance – Grant operating assistance provided 23.8% and 25.5% of total revenues in 2022 and 2021. Grant operating assistance increased $7,990 (2.7%) in 2022 compared to a decrease of $17,796 (5.6%) in 2021. The operating assistance is a federal grant revenue program used to perform capital maintenance and maintain RTD's revenue fleet of bus, paratransit, and rail vehicles. The revenue changes in both years resulted from changes in amounts drawn from federal COVID-19 relief grants which were largely drawn in 2020-2022 to maintain certain operating levels in order to serve ongoing public transit needs.

December 31, 2022 and 2021 (Dollars in Thousands)

Investment Income – Investment income provided -0.1% and 0.2% of total revenues in 2022 and 2021. Investment income decreased $3,405 (141.8%) in 2022 compared to a decrease of $6,564 (73.2%) in 2021. The decrease in 2022 resulted from mark-to-market adjustments with rising interest rates and the decrease in 2021 was due to the lower interest rate environment.

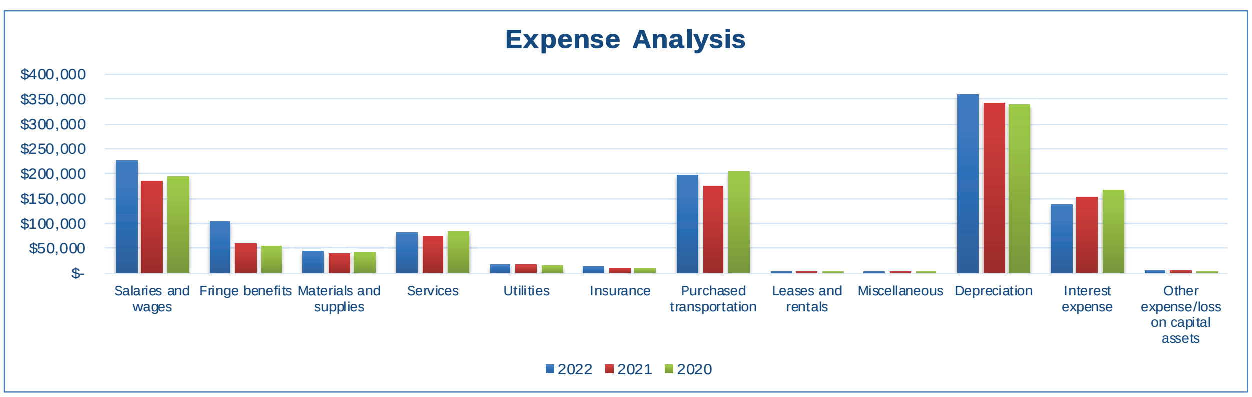
Other Income/Gain on sale of Assets – Other income provided 2.7% and 1.0% of total revenues in 2022 and 2021. Other income includes interest subsidy income, rental income from retail space, parking, and miscellaneous other items. Other income increased $22,372 (186.5%) in 2022 compared to an increase of $1,601 (15.4%) in 2021. The increase in 2022 was primarily due to the receipt of a returned credit risk premium associated with a prior year loan and the increase in 2021 was primarily due to less activity with asset disposals.

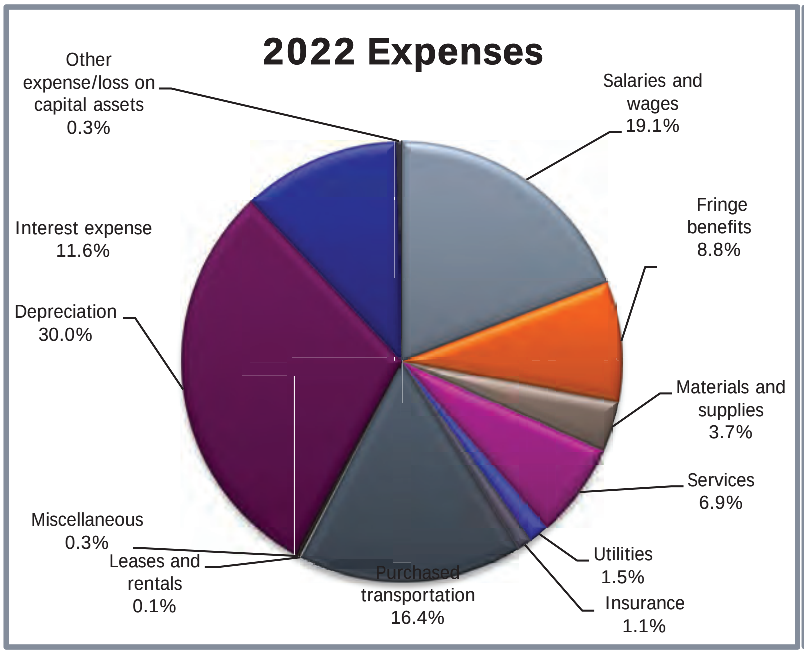
Capital grants and local contributions – Capital grants and local contributions provided 1.2% and 1.5% of total revenues in 2022 and 2021. Capital grants and local contributions decreased $1,523 (8.9%) in 2022 and decreased $79,008 (82.1%) in 2021. The decreases in both years resulted from lower infrastructure expenditures due to completion of FasTracks expansionary projects.

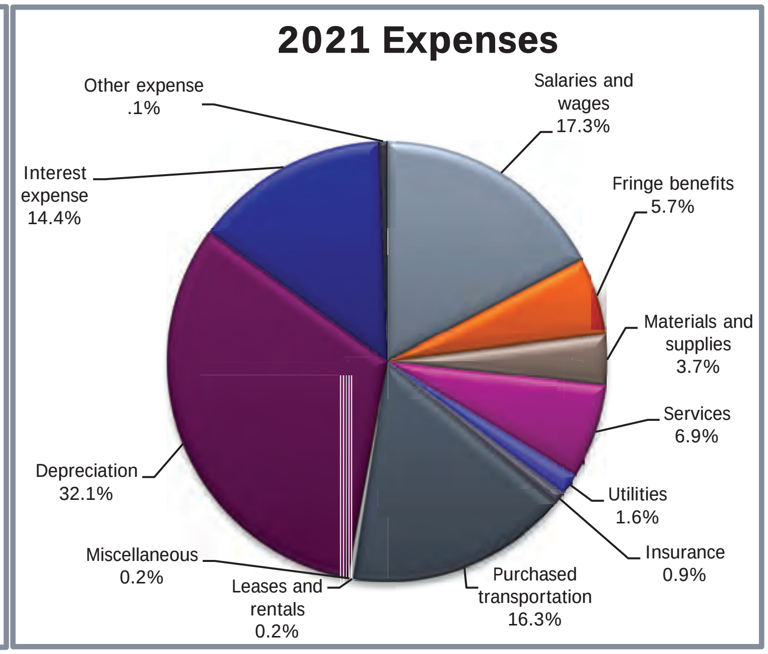
Expenses - The following tables and charts shows the major sources of expenses for the years ended December 31, 2022, 2021 and 2020.

Expense Analysis

	2022	2021	2020
Expenses			
Salaries and wages	$ 227,799	$ 185,551	$ 194,407
Fringe benefits	104,740	60,574	54,188
Materials and supplies	43,820	39,569	42,108
Services	82,633	74,328	84,673
Utilities	18,434	17,512	16,206
Insurance	13,221	10,104	10,186
Purchased transportation	196,016	174,747	203,964
Leases and rentals	1,540	1,643	3,397
Miscellaneous	3,263	2,213	2,546
Depreciation	358,207	343,167	339,833
Interest expense	138,337	154,096	167,055
Other expense/loss on capital ass	5,121	6,787	3,822
Total Expenses	$ 1,193,131	$ 1,070,291	$ 1,122,385







Salaries and wages – Salary and wage expense is one of the largest expense categories accounting for 19.1% and 17.3% of the total RTD expenses in 2022 and 2021, respectively. Salary and wage expenses increased by $42,248 (22.8%) in 2021 compared to a decrease of $8,856 (4.6%) in 2021. The increase in 2022 was due to contractual increases and additional hiring with the restoration of service while the decrease in 2021 was due to reductions in service and staffing shortfalls due to COVID-19.

Benefits – Fringe benefits accounted for 8.8% and 5.7% of total expenses in 2022 and 2021. Fringe benefits increased by $44,166 (72.9%) in 2022 compared to an increase of $6,386 (11.8%) in 2021. The increase in both years was due to higher pension liabilities as well as higher payroll taxes on higher wage levels.

Materials and supplies – The materials and supplies expense category accounted for 3.7% of the total expenses in both 2022 and 2021. Materials and supplies expenses increased $4,251 (10.7%) in 2022 compared to a decrease of $2,539 (6.0%) in 2021. The increase in 2022 was due to restoration of some service in addition to inflation while the decrease in 2021 was due to reduced service levels due to COVID-19.

Services – Services expense accounted for 6.9% of total expenses in both 2022 and 2021. Services expense includes contracted services such as security services, vehicle, equipment and right of way maintenance services, advertising and marketing services, and legal services. Services expense increased $8,305 (11.2%) in 2022 compared to a decrease of $10,345 (12.2%) in 2021. The increase in 2022 resulted from restoration of some service in addition to inflation while the decrease in 2021 resulted from service expense and project reductions to adjust to lower revenues caused by the COVID-19 economic effects.

Utilities – Utilities accounted for 1.5% and 1.6% of total expenses in 2022 and 2021. Utilities expense includes electric, telecommunications, water and sewer, and natural gas for facilities as well as traction power for rail lines. Utilities expense increased $922 (5.3%) in 2022 compared to an increase of $1,306 (8.1%) in 2021. The increase in 2022 resulted from higher traction power costs due to some restored service while increase in 2021 resulted from the opening of the N Line in 2020.

Insurance – Insurance accounted for 1.1% and 0.9% of total expenses in 2022 and 2021. Insurance expense includes RTD's self-insured cost for general liability and worker's compensation claims as well as the premium cost for excess insurance lines, cybersecurity and railroad liability insurance. Insurance expense increased $3,117 (30.8%) in 2022 and decreased $82 (0.8%) in 2021. The increase in 2022 was due to state increases in the caps for liability, higher worker's compensation reserves and restoration of some service while the decrease in 2021 was due to lower frequency and severity of claims as RTD has focused additional cost containment efforts in this area.

Purchased transportation – The purchased transportation expense category accounted for 16.4% and 16.3% of the total expenses in 2022 and 2021. Purchased transportation represents the costs of contracted transportation services for bus, commuter rail, Access-a-Ride, and FlexRide services. Purchased transportation costs increased $21,269 (12.2%) in 2022 and decreased $29,217 (14.3%) in 2021. The increase in 2022 was due to some restoration of service and contractual increases and the decrease in 2021 was due to service reductions from COVID-19 impacts.

Leases and rentals – Leases and rentals include lease expense for office space, office equipment, Park-n-Ride facilities, and use of communication towers and accounted for 0.1% and 0.2% of total expenses in 2022 and 2021, respectively. Leases and rentals expense decreased $103 (6.3%) in 2022 compared to a decrease of $1,754 (51.6%) in 2021. The decrease in both years resulted from cost reduction efforts to mitigate impacts from 1COVID-19 as well as the adoption of GASB 87.

Miscellaneous – Miscellaneous expense includes other incidental operating expenses not included in other defined categories and accounted for 0.3% and 0.2% of total expenses in 2022 and 2021, respectively. Miscellaneous expenses increased $1,050 (47.4%) in 2022 compared to a decrease of $333 (13.1%) in 2021. This category includes additional one-time project expenses creating fluctuations between years.

Depreciation – The depreciation expense category accounted for 30.0% and 32.1% of the total expenses in 2022 and 2021, respectively. RTD's depreciation expense is a straight-line non-cash systematic allocation of the cost of capital assets over the estimated useful life of the assets. Depreciation expense increased $15,040 (4.4%) in 2022 compared to an increase of $3,334 (1.0%) in 2021. The increase in both years was due to recognition of amortization expenses related to GASB 87.

Interest expense – The interest expense category accounted for 11.6% and 14.4% of the total expenses in 2022 and 2021, respectively. Interest expense decreased $15,759 (10.2%) in 2022 and decreased $12,959 (7.8%) in 2021. The decrease in both years was attributable to lower outstanding balances resulting from paying down principal as well as refinancing of debt for interest savings.

Other expense – Other expense includes miscellaneous non-operating expenses not classified in other expense categories and accounted for 0.4% and 0.6% in 2022 and 2021, respectively. Other expense decreased $1,667 (24.6%) in 2022 and increased $2,965 (77.6%) in 2021. The changes in both years resulted from activity related to retirement of capital assets.

December 31, 2022 and 2021 (Dollars in Thousands)

Capital Assets – Investments in capital assets include land and right-of-way, buildings and improvements, leasehold improvements, revenue and non-revenue vehicles, shop and service equipment, security and surveillance equipment, computer equipment, and furniture. RTD's investment in capital assets, net of accumulated depreciation in 2022 was $5,965,140 compared to $6,303,092 in 2021. The decrease in capital assets in 2022 was $337,952 (5.4%) compared to a decrease of $296,965 (4.5%) in 2021. The decrease in both years was due to additional accumulated depreciation.

Capital Assets - The following table summarizes capital assets, net of accumulated depreciation, as of December 31, 2022, 2021 and 2020.

Capital Assets

	2022	2021*	2020
Land	$ 857,191	$ 857,406	$ 860,458
Lease-Right to Use Assets	32,052	24,096	
Land improvements	5,878,968	5,846,148	5,838,359
Buildings	695,024	689,980	689,916
Revenue earning equipment	1,352,728	1,356,062	1,361,911
Shop, maintenance and other equipment	411,105	409,168	394,411
Construction in progress	71,346	115,696	133,676
Total	9,298,414	9,298,556	9,278,731
Less accumulated depreciation:			
Lease-Right to Use Assets	5,017	2,609	
Land improvements	1,999,709	1,775,221	1,555,447
Buildings	320,725	301,969	283,497
Revenue earning equipment	693,183	629,644	589,332
Shop, maintenance and other equipment	314,640	286,021	250,397
Total accumulated depreciation	3,333,274	2,995,464	2,678,674
Total capital assets being depreciated, net	5,036,603	5,329,990	5,605,923
Capital assets, net	$ 5,965,140	$ 6,303,092	$ 6,600,057

*As a result of RTD's adoption of GASB87, FY 2021 amounts were restated. See Note G for more information FY 2020 amounts were not restated.

Additional information on RTD's capital assets can be found in Note D of this report.

December 31, 2022 and 2021 (Dollars in Thousands)

Debt Administration - The following table summarizes outstanding debt obligations as of December 31, 2022, 2021 and 2020.

Outstanding Debt

	2022	2021	2020
Bonds and certificates payable:			
Sales tax revenue bonds	$ 2,360,680	$ 2,056,875	$ 2,062,918
Certificates of participation (COPs)/JP Morgan Lease Purchase	453,994	955,782	1,011,319
Lease Liability	28,178	22,092	
Total principal	2,842,852	3,034,749	3,074,237
Issuance premiums and discounts	166,716	198,633	225,650
Net bonds and certificates payable	$ 3,009,568	$ 3,233,382	$ 3,299,887

Outstanding debt – Outstanding debt includes sales tax revenue bonds, certificates of participation, a purchase and assignment agreement and a lease liability as a result of the implementation of Government Accounting Standards Board Statement No. 87. The 2022 outstanding debt was $3,009,568 compared to $3,233,382 in 2021. Outstanding debt decreased by $223,814 (6.9%) in 2022 and decreased by $66,505 (2.0%) in 2021. The decrease in both years was due to payment of principal on outstanding debt with the 2022 outstanding debt also decreasing due to the completion of a refinancing for interest savings.

Sales tax revenue bonds – RTD issues sales tax revenue bonds to fund the acquisition and construction of assets. These bonds are secured by future sales and use tax revenues. The sales tax revenue bonds, the 2022 amount which includes the 2022AB Taxable Sales Tax Revenue Bonds, were $2,360,680 and $2,056,875 as of December 31, 2022 and 2021, respectively. The sales tax revenue bonds increased $303,805 (14.8%) in 2022 compared to a decrease of $6,043 (0.3%) in 2021. The increase in 2022 was a result of the issuance of taxable (convertible to tax-exempt) Sales Tax Revenue Bonds, Series 2022AB. The proceeds from which were used to pay of which were used to pay off all outstanding Series 2014A Certificates of Participation. The decrease in 2021 was due to payment of principal on outstanding debt.

Certificates of participation - Certificates of participation (Certificates) relate to financial obligations issued by the Asset Acquisition Authority, Inc. (Authority), a nonprofit corporation and component unit of RTD. Certificates are lease-purchase financial obligations secured by the underlying assets. Outstanding Certificates were issued with the proceeds being used to acquire certain equipment, facilities and infrastructure to be used by RTD. For financial reporting purposes, RTD accounts for the Certificates as its own debt. Certificates outstanding were $453,994 and $955,782 as of December 31, 2022 and 2021, respectively. The Certificates outstanding decreased $501,788 (52.5%) in 2022 compared to a decrease of $55,537 (5.5%) in 2021. The decrease in both years is due to payment of outstanding principal.

RTD maintains credit ratings from Standard & Poor Corporation, Moody's Investor Services, and Fitch Ratings. Credit ratings vary based on the type of debt and the source of funds used for repayment.

December 31, 2022 and 2021 (Dollars in Thousands)

RTD's credit ratings are presented in the following table:

	Base System Bonds	FasTracks Bonds	Certificates of Participation
Standard and Poors	AAA	AA+	AA
Moodys	Aa1	Aa2	Aa3

Additional information on RTD's debt can be found in Note E of this report.

Economic Factors and Subsequent Events after adoption of the 2022 Budget

RTD is dependent on sales and use taxes, which are the largest single source of revenue for RTD, representing 66.3% and 64.7% of the total revenues in 2022 and 2021, respectively. Sales and use tax revenues are affected by the local economy in which changes will affect the level of funding available to RTD during its fiscal year. RTD's 2022 sales and use taxes increased 13.0% from the prior year due to continued recovery from the economic effects of COVID-19.

RTD is dependent on passenger fares collected for transit services that it provides. Passenger fares accounted for 5.8% and 6.7% of total revenues in 2022 and 2021, respectively. Passenger fare collections were significantly impacted by COVID-19 and lower ridership in both years. In August 2022, fares were suspended for customers in recognition of the Zero Fare for Better Air initiative, however, these foregone fare revenues were replaced with a Colorado state grant.

RTD is dependent on federal and local grant funding as well as local capital contributions for both operations and capital expenditures. Grant operating assistance provided 23.8% and 25.5% of total revenues in 2022 and 2021, respectively which represented a more substantial portion of revenues in both years being attributable to federal COVID-19 relief funding to replace lost revenues while maintaining public transit service.

Each year, RTD may propose an Amended Budget at any point to the Board of Directors for appropriation to adjust revenue and expenditures for the remainder of the fiscal year according to existing economic conditions and fiscal results. RTD may also present budget amendments to the Board of Directors for approval at any time during the fiscal year to accommodate economic factors.

In 2020, RTD reached final completion on the remaining FasTracks Project elements for which funding had been identified. Additional FasTracks elements approved by the voters of the District have been deferred due to a lack of current identifiable funding.

Requests for Information

This financial report is intended to provide an overview of RTD's finances for those with an interest in this organization. Questions concerning any information contained in this report may be directed to the RTD Finance Department.

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BASIC FINANCIAL STATEMENTS

REGIONAL TRANSPORTATION DISTRICT
STATEMENTS OF NET POSITION - BUSINESS TYPE ACTIVITIES
As of December 31,
(In Thousands)

	2022	2021
ASSETS AND DEFERRED OUTFLOWS OF RESOURCES		
Current Assets:		
Cash and cash equivalents	$ 532,266	$ 683,932
Marketable interest bearing investments (note B)	80,516	12,373
Receivables:		
Sales tax	151,846	140,400
Other, less allowance for doubtful accounts of $77 and $201 at December, 31 2022 and 2021, respectively	9,379	13,156
Grants	7,794	49,251
Leases	5,770	372
Inventories	39,332	34,692
Other current assets (note C)	7,884	11,607
Cash and cash equivalents - restricted	66,217	76,682
Marketable interest bearing investments - restricted (note B)	6,874	6,460
Total current assets	907,878	1,028,926
Noncurrent Assets:		
Lease receivable, non-current	53,236	7,888
Capital assets (note D):		
Land	857,191	857,406
Right to use leased assets	32,052	24,096
Land improvements	5,878,968	5,846,148
Buildings	695,024	689,980
Revenue earning equipment	1,352,728	1,356,062
Shop, maintenance and other equipment	411,105	409,168
Construction in progress	71,346	115,696
Total capital assets	9,298,414	9,298,556
Less accumulated depreciation	(3,333,274)	(2,995,464)
Net capital assets	5,965,140	6,303,092
Other Noncurrent Assets:		
Long-term marketable interest bearing investments - restricted (note B)	66,674	94,271
Long-term marketable interest bearing investments - unrestricted (note B)	421,904	182,341
Total other noncurrent assets	488,578	276,612
Total noncurrent assets	6,506,954	6,587,592
Total assets	7,414,832	7,616,518
Deferred Outflows of Resources:		
Debt related (note A)	23,637	26,578
Pension related (note A and F)	201,257	27,625
Total deferred outflows of resources	224,894	54,203

The accompanying notes are an integral part of these statements.

REGIONAL TRANSPORTATION DISTRICT
STATEMENTS OF NET POSITION - BUSINESS TYPE ACTIVITIES (CONTINUED)
As of December 31,
(In Thousands)

	2022	2021
LIABILITIES AND DEFERRED INFLOWS OF RESOURCES		
Current Liabilities:		
Accounts and contracts payable	$ 56,885	$ 54,402
Current portion of long-term debt payable from restricted assets (note E)	73,189	74,385
Accrued compensation	30,776	25,264
Accrued interest payable from restricted assets	17,234	17,060
Other accrued expenses	48,644	15,484
Total current liabilities	226,728	186,595
Noncurrent Liabilities:		
Long-term debt, net (note E)	2,909,397	3,139,742
Net Pension Liability (note F)	279,156	260,200
Lease Liability (Note G)	26,982	19,255
Other liabilities (note E)	523,210	558,254
Total noncurrent liabilities	3,738,745	3,977,451
Total liabilities	3,965,473	4,164,046
Deferred Inflows of Resources:		
Debt related (note A)	12,845	5,347
Pension related (note A and F)	46,143	30,876
Lease Related	56,781	8,036
Total deferred inflows of resources	115,769	44,259
NET POSITION		
Net investment in capital assets (note I)	2,427,540	2,551,814
Restricted debt service (note I)	89,868	126,822
Restricted TABOR (note I)	28,995	25,623
Restricted FasTracks (note I)	530,169	504,492
Restricted deposits (note I)	1,507	1,500
Unrestricted net position (note I)	480,405	252,166
Total net position	3,558,484	3,462,416

The accompanying notes are an integral part of these statements.

REGIONAL TRANSPORTATION DISTRICT
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION - BUSINESS TYPE ACTIVITIES
Years ended December 31,
(In Thousands)

	2022	2021
OPERATING REVENUE:		
Passenger fares	$ 75,292	$ 78,923
Advertising, rent, and other	2,707	4,197
Total operating revenue	77,999	83,120
OPERATING EXPENSES:		
Salaries and wages	227,799	185,551
Fringe benefits	104,740	60,574
Materials and supplies	43,820	39,569
Services	82,633	74,328
Utilities	18,434	17,512
Insurance	13,221	10,104
Purchased transportation	196,016	174,747
Leases and rentals	1,540	1,643
Miscellaneous	3,263	2,213
Depreciation	358,207	343,167
Total operating expenses	1,049,673	909,408
Operating loss	(971,674)	(826,288)
NONOPERATING REVENUE (EXPENSES):		
Sales and use tax	855,146	756,974
Grant operating assistance (note A)	307,042	299,052
Investment (loss) income	(1,004)	2,401
Other income	34,370	11,998
Gain(Loss) on capital assets	(5,121)	(6,787)
Interest expense (note A)	(138,337)	(154,096)
Net nonoperating revenue (expenses)	1,052,096	909,542
Income (Loss) before capital grants and local contributions	80,422	83,254
Capital grants and local contributions (note A)	15,646	17,169
Increase (Decrease) in net position	96,068	100,423
Net position, beginning of year, as restated (Note A)	3,462,416	3,361,993
Net position, end of year	$ 3,558,484	$ 3,462,416

The accompanying notes are an integral part of these statements.

REGIONAL TRANSPORTATION DISTRICT
STATEMENTS OF CASH FLOWS - BUSINESS TYPE ACTIVITIES
Years ended December 31,
(In Thousands)

	2022	2021
Cash flows from operating activities:		
Receipts from customers	$ 109,662	$ 74,886
Payments to suppliers	(365,721)	(391,696)
Payments to employees	(485,392)	(241,671)
Net cash used in operating activities	(741,450)	(558,481)
Cash provided from noncapital financing activities:		
Grant operating assistance	353,120	253,150
Other revenue	34,370	11,596
Lease Adjustment	2,388	
Sales and use tax collections	843,701	731,531
Net cash provided by noncapital financing activities	1,233,579	996,277
Cash flows from capital and related financing activities:		
Principal paid on long-term debt	(527,795)	(896,483)
Proceeds from issuance of debt	320,000	834,904
Issuance Premiums/Discounts	(31,917)	(27,018)
Capital grant funds and other contributions received	15,646	19,305
Proceeds from sale of assets	365	1,366
Acquisition and construction of capital assets	(17,786)	(30,259)
Cost of issuance	(311)	(4,185)
Interest paid on long-term debt	(130,934)	(143,361)
Net cash used in capital and related financing activiti	(372,733)	(245,731)
Cash flows from investing activities:		
Purchases of investments	(335,076)	(141,100)
Proceeds from sales and maturities of investments	54,553	8,723
Interest and dividends on investments	(1,004)	2,401
Net cash (used in) provided by investing activities	(281,527)	(129,976)
Increase (Decrease) in cash and cash equivalents	(162,131)	62,089
Cash and cash equivalents - beginning of year	760,614	698,525
Cash and cash equivalents - end of year	$ 598,483	$ 760,614

The accompanying notes are an integral part of these statements.

REGIONAL TRANSPORTATION DISTRICT
STATEMENTS OF CASH FLOWS - BUSINESS TYPE ACTIVITIES (CONTINUED)
Years ended December 31,
(In Thousands)

		2022		2021
Reconciliation of operating loss to net cash used in operating activities				
Operating loss	$	(971,674)	$	(826,288)
Adjustment to reconcile to net cash used in operating activities:				
Depreciation expense		358,207		343,167
Bad debt expense		124		62
Changes in operating assets and liabilities:				
(Increase)/Decrease in other accounts receivable		(1,621)		(4,605)
Increase in inventories		(4,640)		(439)
(Increase) in other current assets		3,723		(1,788)
Decrease in deferred outflow pension		(173,632)		3,500
Increase in accounts payable		(5,877)		(69,998)
(Decrease)/Increase in accrued compensation and exp		5,512		(2,144)
Increase/(Decrease) in other accrued expenses		33,160		(3,691)
Increase/(Decrease) in deferred inflow pension		15,267		5,568
Net cash used in operating activities	$	(741,450)	$	(556,656)
Reconciliation of cash and cash equivalents				
Cash and cash equivalents	$	532,266	$	683,932
Cash and cash equivalents - restricted		66,217		76,682
Total cash and cash equivalents	$	598,483	$	760,614

Noncash investing, capital and financing activities:

RTD received noncash local match contributions for federal grants of $2,553 and $0 for 2022 and 2021 respectively.

The accompanying notes are an integral part of these statements.

REGIONAL TRANSPORTATION DISTRICT
STATEMENTS OF NET POSITION - FIDUCIARY FUNDS
As of December 31,
(In Thousands)

	2022	2021
Assets		
Cash and cash equivalents	$ 2,709	$ 5,588
Investments		
Equities	$ 13,099	$ 14,594
Common Collective Trusts	$ 86,816	$ 105,916
Real Estate Investment Trusts	$ 21,143	$ 21,157
Mutual Funds	$ 48,921	$ 54,133
Total Investments	169,980	195,800
Receivables	17	21
Total assets	172,705	201,409
Liabilities		
Accounts payable	49	66
Total liabilities	49	66
Net position - restricted for pensions	$ 172,656	$ 201,343

REGIONAL TRANSPORTATION DISTRICT
STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
Years ended December 31,
(In Thousands)

	2022	2021
Additions		
Contributions	$ 15,480	$ 11,673
Forfeitures	264	100
Investment income (decrease) in fair market value	(25,412)	24,932
Investment expenses	(549)	(342)
Total additions	(10,217)	36,363
Deductions		
Distributions and benefits paid	18,216	21,117
Administrative expenses	254	323
Total deductions	18,470	21,440
Increase (Decrease) in net position	(28,687)	14,923
Net position, beginning of year	201,343	186,420
Net position, end of year	$ 172,656	$ 201,343

The accompanying notes are an integral part of these statements.

NOTES TO FINANCIAL STATEMENTS

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. *Organization*

The Regional Transportation District (RTD) was created as a transportation planning agency, a political subdivision of the State of Colorado, by an Act of the Colorado General Assembly (the Act), effective July 1969 (Title 32, Article 9, C.R.S., 1973, as amended). In 1974, the Act was amended and RTD became an operating entity charged with the responsibility for development, operation and maintenance of a public mass transportation system for the benefit of the citizens of the District. The District is comprised of 15 separate districts located in Denver, Boulder, Broomfield and Jefferson counties, and certain portions of Adams, Arapahoe, Douglas, and Weld counties.

RTD is governed by a publicly elected board of directors consisting of 15 members. Each board member is elected to serve a term of four years by the constituents of the District in which the board member resides. As required by Generally Accepted Accounting Principles (GAAP), these financial statements present RTD and its component units. The component unit discussed in note A. 2. is included in RTD's reporting entity because of the significance its financial relationship with the RTD.

In 1988, a Senate Bill was enacted (privatization legislation) requiring RTD to implement by March 31, 1989, a plan to competitively bid contracts for the provision of at least 20% of RTD's bus service by private contractors. In 1999, the Bill was amended requiring RTD to increase this provision to at least 35% of fixed route bus service. In 2003, the Bill was amended to require that at least 50% of RTD's vehicular service be operated by private transit companies. In May of 2007, the legislation was amended to provide for "a system under which up to 58% of the District's service" is provided by private contractors.

2. *Financial Reporting Entities*

Blended Component Unit

The Asset Acquisition Authority, Inc. (Authority) was formed in 1987 as a nonprofit corporation on behalf of RTD for the purpose of issuing certificates of participation in a public offering collateralized by an installment purchase agreement with RTD. RTD's General Manager and CEO appoints the Board of Directors of the Authority. The Authority serves as a financing mechanism for various financing arrangements for RTD. RTD follows Governmental Accounting Standards Board (GASB) pronouncement 14 (GASB 14) and 61 (GASB 61) which provide guidance regarding the inclusion of component units in the primary government's financial statement presentation. The activity related to the underlying financial obligations of the Authority has been included as a blended component unit in RTD's financial statements for the years ended December 31, 2022 and 2021. No separately audited financial statements are prepared for the Authority.

Fiduciary Funds

GASB 84 requires that funds held in a trustee or custodial capacity that meet certain criteria be included in RTD's financial statement presentation. Those criteria include the governmental agency having control of the assets of the fiduciary activity and the existence of a fiduciary relationship with the beneficiaries. RTD has determined that the RTD Salaried Pension Plan and RTD Salaried 401(a) Retirement Plan meet these fiduciary criteria and has included the financial activity of each in 2022 and 2021 in the financial statement section of this report.

3. *Basis of Accounting*

The accounts of RTD are reported as a Proprietary Fund. Proprietary funds are accounted for on the flow of economic resources measurement focus and use the accrual basis of accounting which reports all assets, deferred outflows of resources, liabilities, deferred inflows of resources, revenues, expenses, gains and losses. Revenue is recognized when earned and expenses are recorded at the time liabilities are incurred. Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of RTD are charges (fares) to customers for services. Operating expenses include the cost of services, administrative expenses and asset depreciation. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

It is RTD's policy to apply Generally Accepted Accounting Principles (GAAP) in its presentation of financial statements. When both restricted and unrestricted resources are available for use, it is RTD's policy to use restricted resources first, then unrestricted resources as they are needed.

4. *Cash and Cash Equivalents*

RTD considers all highly liquid investments, both restricted and unrestricted, with an original maturity of three months or less when purchased to be cash equivalents.

5. *Interest Bearing Investments*

Investments with a maturity date, when purchased, of less than one year are carried at cost or amortized cost which approximates fair value. Investments with a maturity date of more than one year from the date of purchase are carried at fair value.

6. *Inventories*

Inventories consist primarily of materials and supplies used in the ordinary course of operations. Materials and supplies are stated at cost using the first-in, first-out (FIFO) method.

7. *Other Current Assets*

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items. Escrows are deposits held in the custody of a third party until a certain condition has been met such as retainage for construction projects. At the time projects are completed, escrows are generally applied toward the cost of the project or may be forfeited upon breach of contract.

December 31, 2022 and 2021 (Dollars in Thousands)

8. *Receivables*

Accounts receivables are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollected amounts through a charge to earnings and a credit to a valuation allowance based on its assessment of the current status of individual accounts. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. Changes in the valuation allowance have not been material to the consolidated financial statements.

9. *Restricted Assets*

Restricted assets are assets restricted by the covenants of long-term financial or other contractual arrangements.

10. *Capital Assets*

Property and equipment are stated at historical cost. Capital assets are defined by RTD as assets with an initial, individual cost of more than $5 and an estimated useful life in excess of one year. Maintenance and repairs are charged to current period operating expenses and improvements are capitalized. Upon retirement or other disposition of property and equipment, the cost and related accumulated depreciation are removed from the respective accounts and any gains or losses are included in non-operating revenue and expense. A pro-rata shares of proceeds from the sale of property and equipment, which were acquired with federal funds, is required to be reinvested in a similar asset.

Prior to 2020, interest was capitalized on assets financed with debt or certificates of participation from the date of the borrowing until completion of the project. The amount of tax-exempt and taxable debt and certificates of participation (externally restricted) interest to be capitalized is the difference between the interest expense and interest earnings on issuance proceeds. The amount of other interest to be capitalized is calculated by weighted average construction expenditures multiplied by the weighted average interest rate of the outstanding obligations.

Total interest cost of RTD as of December 31, 2022, and 2021, respectively was $138,337 and $154,096.

11. *Depreciation*

Depreciation of property and equipment is computed using the straight-line method over the estimated useful lives of the assets, which are as follows:

Land improvements	10-20 years
Buildings	30 years
Revenue earning equipment	8-25 years
Shop, maintenance and other equipment	3-10 years

Fully depreciated assets, which are still in use, are included in the asset balances in the accompanying financial statements. The cost of fully depreciated assets was approximately $635,609 and $573,783 as of December 31, 2022 and 2021, respectively.

12. *Deferred Outflows/Inflows of Resources*

In addition to assets, the statement of financial position will report a separate section for deferred outflows of resources. This separate financial statement element represents a consumption of net assets that applies to a future period(s) and thus, will not be recognized as an outflow of resources (expense/expenditure) until then.

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element represents an acquisition of net assets that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time.

13. *Compensated Absences*

RTD employees receive compensation for vacations, holidays, illness, and certain other qualifying absences. The number of days compensated in the various categories of absence is based generally on length of service. Compensated absences, which have been earned but not paid, have been included as liabilities in the accompanying financial statements.

14. *Self-Insurance*

Liabilities for property damage, personal injury and qualifying unemployment benefits are recognized as incurred on the basis of the estimated cost to RTD. In addition, RTD offers a self-insured health benefit option as part of its employee benefits program in which costs are recognized as they are incurred.

15. *Revenue Recognition*

Passenger Fares

Passenger fares are recorded as revenue at the time services are performed and revenue is collected. Sale of mobile ticketing products, monthly passes, ticket books and day pass tickets are recorded as income at the time of sale. Stored value sales are evaluated for revenue recognition at the time services are performed. Sales of college-based passes, which are valid for a specific academic semester, are recorded initially as unearned revenue then recognized as income at the end of each month, with the amount recognized determined by prorating the total contract amount over the semesters/quarters covered. Sales of EcoPass and Neighborhood Pass, which are valid through December 31 of a given year, are recorded initially as unearned revenue then recognized as income at the end of each month, with the total contract amount prorated evenly over the number of months of the contract.

Sales and Use Taxes

Under the provisions of the Act, as amended, RTD levies a sales tax of 1.0% on net taxable sales made within the District and a use tax of 1.0% on items purchased for use inside the District. As described in Note E, under the terms of the Sales Tax Revenue Bonds, Series 2007A, Series 2010B, Series 2013A, 2016A, 2017A, 2017B, 2019A, 2021A, 2021B, 2022A and 2022B bond resolutions, sales and use tax revenue is pledged for payment of debt service. Sales and use taxes are collected by the State of Colorado Department of Revenue and are remitted to a trustee who satisfies debt service requirements for these obligations through remittances to a trustee and then remits the remaining balance to RTD.

Sales and use taxes are recorded as revenue by RTD in the month collected by the merchant. Sales tax bond service will be paid from the collateralized sales and use tax revenues in the amount of approximately $3,735,849 through 2050. Principal and interest paid for the current year and pledged revenues received were $99,115.

Grants and Local Contributions

RTD receives grants from the federal government through the Federal Transit Administration (FTA). Grants are also awarded to RTD by State of Colorado through the Colorado Department of Transportation. The federal and state governments issue grants to RTD for operations and acquisition of property and equipment.

The amount recorded as capital grant revenue was $12,490 and $15,739 in 2022 and 2021, respectively. Operating assistance grant revenue was $307,042 and $299,052 in 2022 and 2021, respectively. Other contributed revenue was $3,156 and $1,430 in 2022 and 2021, respectively.

RTD was awarded additional COVID-19 relief funding of $304,227 through the American Rescue Plan Act (ARPA) in August 2021. A portion of these funds were also drawn in 2022 and are included in the operating assistance grant revenue.

Grants and local contributions are recorded as revenue by RTD once all applicable eligibility requirements are met.

16. *Use of Estimates*

The financial statements contained herein have been prepared in accordance with Generally Accepted Accounting Principles (GAAP). GAAP are uniform minimum standards of and guidelines to financial accounting and reporting. GAAP establishes appropriate measurement and classification criteria for financial reporting. Adherence to GAAP provides a reasonable degree of comparability among the financial reports of state and local governmental units. The preparation of financial statements in accordance with GAAP involves the use of management's estimates. These estimates are based upon management's best judgments after considering past and current events and assumptions about future events. Actual results may differ from estimates.

17. *Pensions*

For purposes of measuring RTD's net pension liabilities, deferred outflows of resources and deferred inflows of resources related to pensions and pension expense, information about the pension plan's fiduciary net position and additions to/deductions from the plan's fiduciary net position have been determined on the same basis as they are reported by the plan. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

18. *TABOR (Taxpayer's Bill of Rights) – Reserve Composition*

Restricted net position represents amounts constrained by external parties or legislation. In 1992, Colorado voters approved an amendment to the state constitution referred to as the TABOR Amendment in which certain annual limitations were placed on the growth of government revenues. The Amendment also requires that an emergency reserve, referred to as Restricted TABOR, of 3.0% of fiscal year spending excluding debt service be maintained for all years subsequent to 1994 for declared emergencies.

19. *Leases-GASB 87*

RTD is a lessee for noncancellable leases of land, office space and equipment. RTD recognizes a lease liability and an intangible right-to-use lease asset (lease asset) in the statement of net position.

At the commencement of a lease, RTD initially measures the lease liability at the present value of payments expected to be made during the lease term. Subsequently, the lease liability is reduced by the principal portion of lease payments made. The lease asset is initially measured as the initial amount of the lease liability, adjusted for lease payments made at or before the lease commencement date, plus certain initial direct costs. Subsequently, the lease asset is amortized on a straight-line basis over its useful life.

Key estimates and judgments related to leases include how RTD determines (1) the discount rate it uses to discount the expected lease payments to present value, (2) lease term, and (3) lease payments.

- RTD uses the interest rate charged by the lessor as the discount rate. When the interest rate charged by the lessor is not provided, RTD generally uses its estimated incremental borrowing rate as the discount rate for leases.
- The lease term includes the noncancellable period of the lease. Lease payments included in the measurement of the lease liability are composed of fixed payments and purchase option price that RTD is reasonably certain to exercise.

RTD monitors changes in circumstances that would require a remeasurement of its lease and will remeasure the lease asset and liability if certain changes occur that are expected to significantly affect the amount of the lease liability.

Lease assets are reported with other capital assets and lease liabilities are reported with the short-term portion combined with long-term debt and the long-term portion is stated separately on the statement of net position.

RTD is a lessor for noncancellable leases of buildings, land, office space, parking space and use of RTD physical resources for advertising space. RTD recognizes a lease receivable and a deferred inflow of resources in the statement of net position.

At the commencement of a lease, RTD initially measures the lease receivable at the present value of payments expected to be received during the lease term. Subsequently, the lease receivable is reduced by the principal portion of lease payments received. The deferred inflow of resources is initially measured as the initial amount of the lease receivable, adjusted for lease payments received at or before the lease commencement date.

Subsequently, the deferred inflow of resources is recognized as revenue over the life of the lease term.

Key estimates and judgments include how RTD determines the discount rate it uses to discount the expected lease receipts to present value, lease term, and lease receipts.

- RTD uses the actual rate charged to lessees as the discount rate for leases.
- The lease term includes the noncancellable period of the lease. Lease receipts included in the measurement of the lease receivable is composed of fixed payments from the lessee.

RTD monitors changes in circumstances that would require a remeasurement of its lease and will remeasure the lease receivable and deferred inflows of resources if certain changes occur that are expected to significantly affect the amount of the lease receivable.

20. *Upcoming Accounting Pronouncements*

GASB 94

In March 2020, the GASB issued Statement No. 94, Public-Private and Public-Public Partnerships and Availability Payment Arrangements, to bring a uniform guidance on how to report public-private and public-public partnership arrangements. As a result, transferors in public-private or public-public arrangements will recognize receivables for installment payments, deferred inflows of resources, and, when applicable, capital assets. Operators will recognize liabilities for installment payments and intangible right-to-use assets, and when applicable, deferred outflows of resources and liabilities for assets being transferred. This statement also provides guidance for accounting and financial reporting for availability payment arrangements, in which a government compensates an operator for services such as designing, constructing, financing, maintaining, or operating an underlying asset for a period of time in an exchange of exchange-like transaction. The provisions of this statement are effective for RTD's financial statements for the year ending December 31, 2023.

GASB 96

In May 2020, the Governmental Accounting Standards Board issued GASB Statement No. 96, Subscription-Based Information Technology Arrangements (SBITAs), which defines SBITAs and provides accounting and financial reporting for SBITAs by governments. This statement requires a government to recognize a subscription liability and an intangible right-to-use subscription asset for SBITAs. RTD is currently evaluating the impact this standard will have on the financial statements when adopted. The provisions of this statement are effective for RTD's financial statements for the year ending December 31, 2023.

GASB 99

In April 2022, the Governmental Accounting Standards Board issued GASB Statement No. 99, Omnibus 2022, which establishes or amends accounting and financial reporting requirements for specific issues related to financial guarantees, derivative instruments, leases, public-public and public-private partnerships (PPPs), subscription-based information technology arrangements (SBITAs), the transition from the London Interbank Offered Rate

December 31, 2022 and 2021 (Dollars in Thousands)

(LIBOR), the Supplemental Nutrition Assistance Program (SNAP), nonmonetary transactions, pledges of future revenues, the focus of government-wide financial statements, and terminology. The standard has various effective dates. RTD does not believe this pronouncement will have a significant impact on its financial statements but is still making a full evaluation.

GASB 100

In June 2022, the Governmental Accounting Standards Board issued GASB Statement No. 100, Accounting Changes and Error Corrections, which enhances the accounting and financial reporting requirements for accounting changes and error corrections. The provisions of this statement are effective for RTD's financial statements for the year ending December 31, 2024.

GASB 101

In June 2022, the Governmental Accounting Standards Board issued GASB Statement No. 101, Compensated Absences, which updates the recognition and measurement guidance for compensated absences under a unified model. This statement requires that liabilities for compensated absences be recognized for leave that has not been used and leave that has been used but not yet paid in cash or settled through noncash means and establishes guidance for measuring a liability for leave that has not been used. It also updates disclosure requirements for compensated absences. The provisions of this statement are effective for RTD's financial statements for the year ending December 31, 2024.

21. *Adoption of New Accounting Pronouncements*

During the current year, RTD adopted GASB Statement No. 87, *Leases.* As a result, the business-type activities now include a liability for the present value of payments expected to be made and right-to-use assets. The business type activities now include receivables for the present value of payments expected to be received and deferred inflows of resources that will be recognized as revenues over the term of the lease.

The effective date for GASB Statement No. 87 was as of January 1, 2021, resulting in a liability, a right to use asset, a receivable, and a deferred inflow of resources recognized in the statement of net position as of that date. There was no impact on net position as of January 1, 2021. There was an impact on net position at the end of 2021 due to the impact of the standard on components of revenue and expenses in fiscal year 2021. The effect of the new standard on net position as of December 31, 2021, and therefore January 1, 2022, was as follows:

	Business Type Activities
Net Position December 31, 2021 - As previously reported	$ 3,642,798
Adjustment for GASB Statement No. 87 - To record lease activity	(382)
Net Position - December 31, 2021 - As Restated	$ 3,462,416

Lease activity is further described in Note G.

December 31, 2022 and 2021 (Dollars in Thousands)

NOTE B – DEPOSITS AND INVESTMENTS

Deposits

RTD's deposits are subject to the State of Colorado's Public Deposit Protection Act (PDPA). Under this act, all uninsured public deposits at qualified institutions are fully collateralized with pledged collateral which is held in custody by any Federal Reserve Bank or branch thereof, or held in escrow by another bank in a manner as the banking Commissioner shall prescribe by rule and regulation, or may be segregated from the other assets of the eligible public depository and held in its own trust department. Colorado's PDPA requires that pledged collateral to be held is clearly identified as being securely maintained or pledged for the aggregate amount of public deposits accepted and held on deposit by the eligible public depository. The public depository has the right at any time to make substitutions of eligible collateral that is maintained or pledged and is always entitled to collect and retain all income derived from those investments without restrictions.

As of December 31, 2022, and 2021, respectively, RTD had bank deposits of $13,436 and $13,407 collateralized with securities held by the pledging financial institutions' trust department or agent but not in RTD's name.

Investments

Enterprise Funds

As of December 31, 2022, investments in enterprise funds consisted of the following:

Investment Type	Fair Value	<6 Months	6-12 Months	1-5 Years
U.S. treasury securities	$ 522,692	$ 11,930	$ 65,399	$445,363
U.S. agency securities	11,596	176	4,833	6,587
Municipal bonds	15,391	3,681	538	11,172
Corporate bonds	26,289	833	-	25,456
Total	$ 575,968	$ 16,620	$ 70,770	$488,578

As of December 31, 2021, investments in enterprise funds consisted of the following:

Investment Type	Fair Value	<6 Months	6-12 Months	1-5 Years
U.S. treasury securities	$ 216,871	$ 1,151	$ 8,881	$206,839
U.S. agency securities	69,897	169	8,631	61,097
Municipal bonds	7,348	-	-	7,348
Corporate bonds	1,329	-	-	1,329
Total	$ 295,445	$ 1,320	$ 17,512	$276,613

December 31, 2022 and 2021 (Dollars in Thousands)

Interest Rate Risk

As a means of limiting its exposure to fair value losses arising from rising interest rates, RTD's investment policy limits maturities of individual investment securities to five years, unless otherwise authorized by RTD's Board of Directors.

Credit Risk

Investment transactions are made in accordance with the Colorado Revised Statutes (CRS) 24-75-601, et seq.

The types of investments, which are authorized by RTD's internal investment policy, include the following:

1. Obligations of the United States government
2. Obligations of the United States government agencies and United States government sponsored corporations
3. Municipal notes or bonds that are an obligation of any state of the United States
4. Corporate Bonds that are an obligation of corporations or financial institutions organized and operating in the United States
5. Commercial paper
6. Federal Deposit Insurance Corporation (FDIC) insured certificates of deposit (CD)
7. Bankers' acceptances notes
8. Repurchase agreements
9. Money market funds
10. Local government investment pools
11. Any other investment permitted under Colorado Revised Statute (CRS) 24-75-601 et seq.

Credit ratings of RTD's portfolio, as of December 31, 2022 and 2021, are exhibited in the table below. Portfolio holdings adhere to RTD's investment policy and applicable statute. Investments rated AAA, AA and A are from the Standard & Poor's rating service. Investments rated A-1+/P-1 are from the Standard & Poor's and Moody's rating services, respectively.

In 2021, RTD invested in a government money market fund with Wells Fargo Bank that is AAAm rated by Standard and Poor's and maintains a $1 net asset value (NAV). As of December 31, 2022, the balance in this money market fund was $31,136.

Enterprise Funds

As of December 31, 2022, investment credit ratings for enterprise funds consisted of the following:

Investment Rating	Fair Value
AAA (Standard and Poor's)	$ 562,007
AA (Standard and Poor's)	13,961
A (Standard and Poor's)	-
Total	$ 575,968

December 31, 2022 and 2021 (Dollars in Thousands)

As of December 31, 2021, investment credit ratings for enterprise funds consisted of the following:

Investment Rating	Fair Value	
AAA (Standard and Poor's)	$	293,186
AA (Standard and Poor's)		2,259
A (Standard and Poor's)		-
Total	$	295,445

Fiduciary Funds

Fiduciary fund investments of $169,980 and $195,800 at December 31, 2022 and 2021, respectively, consist of a broad spectrum of individual holdings of cash and cash equivalents, equity mutual funds and fixed income mutual funds. Because these investments are primarily mutual funds consisting of multiple investments and also contain equity investments, credit ratings of the underlying portfolios are not available.

Concentration of Credit Risk

Enterprise Funds

It is the policy of RTD to diversify its investment portfolio. Assets held in the investment funds shall be diversified to eliminate the risk of loss resulting from over-concentration of assets in a specific maturity, a specific issue or a specific class of securities. The asset allocation in the portfolio should, however, be flexible depending upon the outlook for the economy and the securities markets.

RTD's investment policy outlines the following maximum exposure limits for unrestricted investments. As of December 31, 2022, RTD followed these limits. As of December 31, 2021, RTD was following limitations set out in RTD's previous investment policy limitations.

Investment Type	Maximum Portfolio %	Maximum Issue %	Maturity Restrictions	Rating Restrictions
U.S. treasury securities	100%	100%	5 years	N/A
U.S. agency securities[1]	75%	25%	5 years	AA
Municipal bonds - Colorado	20%	3%	5 years	A
Municipal bonds - non-Colorado	20%	3%	5 years	AA
Municipal bonds - short-term	20%	3%	5 years	A-1 or MIG-1
Pre-refunded municipal bonds	40%	5%	3 years	AA
Corporate bank securities	20%	3%	3 years	AA
Commercial paper	40%	3%	270 days	A-1/P1/F1
FDIC-insured CDs	10%	3%	1 year	AA
Bankers acceptances	20%	3%	1 year	AA
Repurchase agreements	50%	10%	90 days	AA
Local government investments	100%	50%	N/A	AAAm/AAAf
Money market funds	100%	50%	N/A	AAAm

[1] *In the event that one or more nationally recognized statistical rating agency rates such Agency obligations below the highest rating category, but no lower than one of the two highest rating categories, RTD's funds may continue to be invested in Agencies if such investments satisfy the requirements of CRS 24.75.601.1 (m) which limits the maturity*

December 31, 2022 and 2021 (Dollars in Thousands)

from the date of settlement to three years, provided that the book value limits of CRS 24.75.601.1 (m) (II) shall not apply. Rather, the diversification limit shall be set as follows: no more than 75% of the portfolio may be invested in Agencies, with any more than 25% being invested in any one Agency.

Proceeds from the issuance of RTD's obligations are invested in accordance with legal documentation governing the transaction, notwithstanding any provisions of RTD's investment policy to the contrary, and do not fall within the maximum exposure limits listed above.

As of December 31, 2022 and 2021, RTD had $139,765 and $177,413 of cash and investments that were restricted under the provisions of bond agreements.

Fiduciary Funds

Fiduciary fund investments for the Section 401(a) Retirement Plan and Salaried Pension Plan are established by the RTD Salaried Pension Board of Trustees. The investment choices and target portfolio weightings set by the Trustees are as follows:

	Maximum Portfolio Percent	
Investment Type	Section 401(a) Retirement Plan	Salaried Pension Plan
Domestic equity	100%	40.0%
International equity	100%	20.0%
Fixed income	100%	22.5%
Real estate	100%	15.0%
Cash	100%	2.5%

Fair Value Measurements

In March 2015, the Governmental Accounting Standards Board (GASB) released Statement No. 72, *Fair Value Measurement and Application*, which would generally require state and local governments to measure investments at fair value. GASB's goal is to enhance comparability of governmental financial statements by requiring fair value measurement for certain assets and liabilities using a consistent definition and accepted valuation techniques. This standard expands fair value disclosures to provide comprehensive information for financial statement users about the impact of fair value measurements on a government's financial position.

Level 1 - Unadjusted quoted prices in an active market for identical assets or liabilities that RTD can access at the measurement date. Examples are derived values from the New York Stock Exchange (NYSE), National Association of Securities Dealers Automated Quotations (NASDAQ), Chicago Board of Trade and "Pink Sheets".

Level 2 - Inputs other than quoted prices under Level 1 that are observable for the asset or liability, either directly or indirectly on the measurement date. Examples include matrix pricing, market corroborated pricing and inputs such as yield curves and indices.

Level 3 - Unobservable inputs for the asset or liability used to measure fair value that rely on the reporting entity's reasonably available information concerning the assumptions that market participants would use in pricing an asset or liability including assumptions about risk.

December 31, 2022 and 2021 (Dollars in Thousands)

Examples include investment manager pricing for private placement, private equities and hedge funds.

Enterprise Funds

The valuation inputs summary for the fiscal period ended December 31, 2022 were:

	Valuation Inputs			
Investment Type	Level 1	Level 2	Level 3	Total
U.S. treasury securities	$ -	$ 522,692	$ -	$522,692
U.S. agency securities	-	11,596	-	11,596
Municipal bonds	-	15,391	-	15,391
Corporate bonds	-	26,289	-	26,289
Total	$ -	$ 575,968	$ -	$575,968

The valuation inputs summary for the fiscal period ended December 31, 2021 were:

	Valuation Inputs			
Investment Type	Level 1	Level 2	Level 3	Total
U.S. treasury securities	$ -	$ 216,871	$ -	$216,871
U.S. agency securities	-	69,897	-	69,897
Municipal bonds	-	7,348	-	7,348
Corporate bonds	-	1,329	-	1,329
Total	$ -	$ 295,445	$ -	$295,445

Fiduciary Funds

Valuation inputs summary for the period ended December 31, 2022

	Valuation Inputs			
Investment Type	Level 1	Level 2	Level 3	Total
Investments measured at fair value				
Domestic equities	$ 12,743	$ -	$ -	$ 12,743
Foreign equities	356	-	-	356
Mutual Funds	48,921			48,921
Total assets at fair value	62,021	-	-	62,021
Investments measured at net asset value				
Real estate investment trusts (1)				21,143
Common collective trusts (2)				86,816
Mutual funds (3)				-
Total assets at net asset value				107,959
Total	$ 62,021	$ -	$ -	$169,980

December 31, 2022 and 2021 (Dollars in Thousands)

Valuation inputs summary for the period ended December 31, 2021

Investment Type	Valuation Inputs Level 1	Level 2	Level 3	Total
Investments measured at fair value				
Domestic equities	$ 14,143	$ -	$ -	$ 14,143
Foreign equities	451	-	-	451
Mutual Funds	46,411	-	-	46,411
Total assets at fair value	61,005	-	-	61,005
Investments measured at net asset value				
Real estate investment trusts (1)	-	-	-	21,157
Common collective trusts (2)	-	-	-	105,916
Mutual funds (3)	-	-	-	7,722
Total assets at net asset value				134,795
Total	$ 61,005	$ -	$ -	$195,800

(1) Real estate investment trusts invest primarily in commercial and residential real estate. The fund focuses on properties with high quality physical improvements, stabilized occupancies and competitive positions within their markets that produce a relatively high level of current income combined with moderate appreciation potential.
(2) The common collective trusts measured at the NAV invest primarily in asset-backed securities, corporate bonds, U.S. government agency securities and foreign common stocks. The investment objectives include matching the return of the Barclay's Aggregate Bond Index through investment in substantially all of the bonds contained in that index and matching the MSCI All Country World ex-U.S. Index (Net) benchmark.
(3) The mutual funds primarily invest in U.S. corporate bonds and U.S. equity securities. The investment objectives of the U.S. equity securities mutual funds include matching the performance of the Russell Mid-cap Growth Index. The investment objectives of the U.S. corporate bond funds include matching the return of the Intercontinental Exchange Bank of America U.S. high Yield Constrained Index through investment in a diversified portfolio of high-yield debt securities.

NOTE C – OTHER CURRENT ASSETS

Other Current Assets consist of:

	2022	2021
Prepaid expenses	$ 6,229	$ 9,952
Assets held for sale	1,655	1,655
Total Other Current Assets	$ 7,884	$ 11,607

NOTE D – CAPITAL ASSETS

Capital asset activity as of December 31, 2022 was as follows:
(In Thousands)

	Balances 12/31/2021	Additions	Deletions	Balances 12/31/2022
Capital assets not being depreciated:				
Land	$ 857,406	$ 78	$ 294	$ 857,191
Construction in progress	115,696	17,786	62,135	$ 71,346
Total capital assets not being depreciated	973,102	17,864	62,429	$ 928,537
Capital assets being depreciated:				
Leased right to use asset-land	14,054	-	-	$ 14,054
Land improvements	5,846,148	35,432	2,612	$ 5,878,968
Buildings	689,980	5,294	249	$ 695,024
Leased right to use asset-office space	9,375	7,882	-	$ 17,257
Revenue earning equipment	1,356,062	2,771	6,105	$ 1,352,728
Leased right to use asset-equipment	668	74		$ 742
Shop, maintenance and other equipment	409,168	18,561	16,624	$ 411,105
Total capital assets being depreciated	8,325,454	70,013	25,590	$ 8,369,877
Less accumulated depreciation:				
Leased right to use asset-land	431	445		$ 876
Land improvements	1,775,221	224,563	74	$ 1,999,710
Buildings	301,968	18,769	13	$ 320,724
Leased right to use asset-office space	1,956	1,761		$ 3,717
Revenue earning equipment	629,644	69,570	6,032	$ 693,182
Leased right to use asset-equipment	222	202		$ 424
Shop, maintenance and other equipment	286,022	42,897	14,278	$ 314,641
Total accumulated depreciation	2,995,464	358,207	20,397	$ 3,333,274
Total capital assets being depreciated, net	5,329,990	(288,194)	5,193	5,036,603
Capital assets, net	$ 6,303,092	$ (270,330)	$ 67,622	$ 5,965,140

Depreciation and amortization expense was $358,207 and $343,167 as of December 31, 2022 and 2021, respectively. 2021 is after restatement as a result of GASB 87 implementation.

Capital asset activity as of December 31, 2021 was as follows:
(In Thousands)

	Balances 12/31/2020	Additions	Deletions	Balances 12/31/2021
Capital assets not being depreciated:				
Land	$ 860,458	$ 1,732	$ 4,784	$ 857,406
Construction in progress	133,676	30,259	48,239	115,696
Total capital assets not being depreciated	994,134	31,991	53,023	973,102
Capital assets being depreciated:				
Leased right to use asset-land	14,054	-	-	14,054
Land improvements	5,838,359	11,607	3,818	5,846,148
Buildings	689,916	64	-	689,980
Leased right to use asset-office space	9,375	-	-	9,375
Revenue earning equipment	1,361,911	20,500	26,349	1,356,062
Leased right to use asset-equipment	668	-	-	668
Shop, maintenance and other equipment	394,411	15,316	559	409,168
Total capital assets being depreciated	8,308,693	47,487	30,726	8,325,454
Less accumulated depreciation:				
Leased Right to Use Asset-Land	-	431	-	431
Land improvements	1,555,447	219,774		1,775,221
Leased Right to Use Asset-Office Space	-	1,956		1,956
Buildings	283,497	18,471	-	301,968
Revenue earning equipment	589,331	66,170	25,859	629,644
Leased Right to Use Asset-Equipment	-	222		222
Shop, maintenance and other equipment	250,399	36,142	518	286,022
Total accumulated depreciation	2,678,674	343,167	26,376	2,995,464
Total capital assets being depreciated, net	5,630,020	(295,680)	4,350	5,329,990
Capital assets, net	$ 6,624,154	$ (263,689)	$ 57,373	$ 6,303,092

Depreciation expense was $343,167 and $339,833 for years 2021 and 2020, respectively.
2021 amount is after restatement due to GASB 87 implementation.

NOTE E – LONG-TERM DEBT

In April 2018, GASB issued Statement 88, *Certain Disclosures Related to Debt*, *Including Direct Borrowings and Direct Placement*. The primary objective of GASB 88 related to providing additional information regarding debt, including direct borrowings and direct placements. It also clarifies which liabilities governments should include when disclosing information statements as a liability that arises from a contractual obligation to pay cash (or other assets that may be used in lieu of cash) in one or more payments to settle an amount that is fixed at the date the contractual obligation is established. GASB 88 requires that additional essential information related to debt be disclosed in notes to financial statements, including unused lines of credit, assets pledged as collateral for the debt and terms specified in debt agreements related to significant events of default with finance-related consequences, significant termination events with finance-related consequences and significant subjective acceleration clauses.

RTD sales tax revenue bonds Series 2007A, 2010B, 2013A, 2016A, 2017A, 2017B, 2019A, 2021AB and 2022AB are secured by a pledge of future sales and use tax revenues. These tax-secured future liabilities of $3,735,849 remain outstanding through 2050. The pledged revenue includes a 0.6% and 0.4% tax on the net taxable sales made within the District and use taxes of 0.6% and 0.4% on items purchased for use inside the District. For the year 2022, these tax-generated revenues were $855,145.

RTD's Base System sales tax obligations are secured by a 0.6% sales and use tax. The Fastracks bonds are secured by a 0.4% sales and use tax and a subordinate pledge from the 0.6% Base System sales tax. Per TABOR, at the time that all FasTracks debt is repaid, RTD's 0.4% sales and use tax rate will be reduced to a rate sufficient to operate and maintain the assets financed through FasTracks. For the year 2022 and 2021, respectively, RTD paid interest and principal for sales tax revenue bonds of $99,115 and $88,756.

December 31, 2022 and 2021 (Dollars in Thousands)

Long term debt is comprised of the following as of December 31:

Direct borrowings/placements	2022	2021
JPMorgan Chase Bank, N.A., purchase and assignment (2016) agreement, refunding project of the 2002A COPs, as lessee under an annually renewable lease purchase agreement. Payments are due semiannually on June and December 1 to 2022, issued with a coupon of 1.903%	-	13,055
JPMorgan Chase Bank, N.A., purchase and assignment (2017) agreement, partial refunding projects of the 2010A COP's and 2015A COP's, as lessee under an annually renewable lease purchase agreement. Payments are due semiannually on June 1 and December 1 to 2025, issued with a coupon of 2.437%.	93,369	122,997
Sales tax FasTracks Taxable revenue refunding bonds, Series 2022AB, due serially on November 1 of 2022 thru 2044 issued with a 3.28% to 3.89% coupon, payable semiannually on May 1 and November 1 of each year.	314,480	-
Total debt direct borrowings/placement	407,849	136,052
Less current portion	(40,278)	(42,683)
Total long-term direct borrowings/placements	$ 367,571	$ 93,369

December 31, 2022 and 2021 (Dollars in Thousands)

Other Debt-Bonds Secured by Sales and Use Tax Revenues	2022	2021
Sales tax FasTracks revenue refunding bonds, Series 2007A, due serially on November 1 of 2030 through 2035, issued with a coupon of 4.50% payable semiannually on May 1 and November 1 of each year; including discount of ($426) and ($460) for 2022 and 2021, respectively. In 2014, The District made a partial modification and exchange on these bonds resulting in a premium with an ending balance of $10,773 and $11,552 for 2022 and 2021, respectively. Furthermore, in 2017, the District made another partial modification and exchange on these bonds resulting in a premium with an ending balance of $13,154 and $14,105 for 2022 and 2021, respectively.	$ 243,981	$ 245,677
Sales tax revenue refunding bonds, Series 2007A, due serially on November 1 of each year through 2024, issued with a 5.25% coupon, payable semiannually on May 1 and November 1 of each year; including premium of $1,025 and $1,584 for 2022 and 2021, respectively.	18,785	27,564
Sales tax FasTracks revenue bonds taxable (Direct Pay Build America Bonds), Series 2010B, due serially on November 1 of 2046 through 2050, issued with coupon of 5.844%, payable semiannually on May 1 and November 1 of each year.	300,000	300,000
Sales tax FasTracks revenue refunding bonds, Series 2013A, due serially on November 1 of 2027 and 2036, issued with coupon of 4.25% and 5.0%, payable semiannually on May 1 and November 1 of each year; including premium of $27,013 and $28,966 for 2022 and 2021, respectively	231,833	233,786
Sales tax FasTracks revenue bonds, Series 2016A, due serially on November 1 of 2036 and 2046, issued with a coupon of 5.0% payable semiannually on May 1 and November 1 of each year, including premium of $27,948 and $29,121 for 2022 and 2021, respectively.	222,913	224,086
Sales tax FasTracks revenue refunding bonds, Series 2017A, due serially on November 1 of each thru 2040, issued with a coupon between 3.625% to 5.0%, payable semiannually on May 1 and November 1 of each year, including premium of $ 8,667 and $9,153 for 2022 and 2021, respectively.	80,602	83,543
Sales tax FasTracks revenue refunding bonds, Series 2017B, due serially on November 1 of 2033 thru 2036, issued with a coupon between 4.0% to 5.0%, payable semiannually on May 1 and November 1 of each year, including premium of and $15,618 and $16,747 for 2022 and 2021, respectively.	135,083	136,212
Sales tax FasTracks revenue refunding bonds, Series 2019A, due serially on November 1 of 2035 thru 2038 issued with a 3.258% coupon, payable semiannually on May 1 and November 1 of each year.	82,740	82,740
Sales tax FasTracks revenue refunding bonds, Series 2021A, due serially on November 1 of 2025 thru 2037 issued with a .070 to 2.387% coupon, payable semiannually on May 1 and November 1 of each year.	422,405	422,405
Sales tax FasTracks revenue refunding bonds, Series 2021B, due serially on November 1 of 2028 thru 2040, issued with a coupon between 4.0% to 5.0%, payable semiannually on May 1 and November 1 of each year, including premium of $31,900 and $33,297 for 2022 and 2021,	443,530	444,927
Total Other debt bonds secured by sales tax revenues	2,181,872	2,200,940
Less current portion	(11,225)	(10,675)
Total Other Debt-Bonds secured by sales and use tax revenues	$ 2,170,647	$ 2,190,265

December 31, 2022 and 2021 (Dollars in Thousands)

Other Debt - Certificates of Participation (Certificates)	2022	2021
Certificates of participation taxable (Direct Pay Build America Bonds) obligations, Series 2010B, under a lease purchase agreement for acquisition of light rail vehicles, construct, install and improve certain equipment and other capital projects. Payments are due semiannually on June 1 and December 1 through 2040, issued with a coupon of 7.672%.	100,000	100,000
Certificates of participation obligations, Series 2013A, as lessee under an annually renewable lease purchase agreement. Payments are due semiannually on June 1 and December 1 to 2027, issued with coupons between 2.00% and 5.00%, including premium of $11,584 and $14,206 for 2022 and 2021, respectively.	101,819	122,631
Certificates of participation obligations, Series 2014A, as lessee under an annually renewable lease purchase agreement. Payments are due semiannually on June 1 and December 1 to 2044, issued with coupons between 4.125% and 5.00%, including premium of $0 and $19,046 for 2022 and 2021, respectively.	-	459,961
Certificates of participation obligations, Series 2015A, as lessee under an annually renewable lease purchase agreement. Payments are due semiannually on June 1 and December 1 to 2040, issued with coupons between 3.25% and 5.00%, including premium of $8,376 and $8,857 for 2022 and 2021, respectively.	115,326	115,807
Certificates of participation obligations, Series 2020A, as lessee under an annually renewable lease purchase agreement. Payments are due semiannually on June 1 and December 1 to 2031, issued with couponrate of 5.00%, including premium of $11,084 and $12,459 for 2022 and 2021, respectively.	74,524	75,899
Total other debt certificate of participation	391,669	874,298
Less current portion	(20,490)	(18,190)
Total other debt - Certificates of Participation (Certificates)	$ 371,179	$ 856,108
Total other debt	$ 2,573,541	$ 3,075,238
Total direct borrowing/placement	407,849	136,052
Less total current portiion	(71,993)	(71,548)
Total long term debt	$ 2,909,397	$ 3,139,742

RTD refunded the Series 2002A Certificates with a capital lease agreement with JP Morgan Chase Bank N.A in 2016. In 2017, RTD refunded portions of previously outstanding Series 2010A and Series 2015A Certificates with a capital lease agreement with JP Morgan Chase Bank N.A. In September 2021, The District did an interest modification on the 2016 & 2017 JP Morgan lease agreements. The interest outstanding in September 2021, was rolled into the principal balance of the respective JP Morgan lease agreements and new schedules for principal and interest payments were updated.

In 2022, RTD issued its Taxable (Convertible to Tax-Exempt) Sales Tax Revenue Bonds (FasTracks Project), Series 2022AB. Bond proceeds along with cash contributed by RTD were used to pay-off all outstanding Certificates of Participation, Series 2014A. The 2022AB bonds were purchased by CN Financing, Inc. and Bank of America, N.A., respectively.

December 31, 2022 and 2021 (Dollars in Thousands)

Annual repayment requirements on direct borrowings/placements are as follows:

Year ending December 31,	Principal	Interest	Total
2023	$ 40,278	$ 12,956	$ 53,234
2024	41,708	11,288	52,996
2025	43,213	10,550	53,763
2026	12,130	9,972	22,102
2027	12,980	9,555	22,535
2028-2032	79,850	40,435	120,285
2033-2037	103,995	25,136	129,131
2038-2042	53,645	9,210	62,855
2043-2044	20,050	1,183	21,233
Total	$ 407,849	$ 130,285	$ 538,134

The sales tax bonds are payable from and secured by RTD's sales and use tax revenue. RTD is required to maintain certain minimum deposits, as defined in the Indentures of Trust, to meet debt service requirements. Sales tax revenue bond debt service requirements to maturity are as follows:

Year ending December 31,	Principal	Interest	Total
2023	$ 11,225	$ 79,811	$ 91,036
2024	11,815	79,229	91,044
2025	14,840	78,615	93,455
2026	64,130	78,389	142,519
2027	94,485	77,689	172,174
2028-2032	478,115	332,826	810,941
2033-2037	524,205	238,066	762,271
2038-2042	309,670	157,049	466,719
2043-2047	347,345	102,211	449,556
2048-2050	190,370	22,683	213,053
Total	$ 2,046,200	$ 1,246,568	$ 3,292,768

The sales tax bonds are secured by RTD's 1.0% sales and use tax for which debt service payments are withheld by a trustee from the monthly remittance prior to the Colorado Department of Revenue remitting such taxes to RTD. Withholdings are equivalent to a proportionate monthly amount of the annual principal and semi-annual interest payments and are held by the trustee until such debt service payments are satisfied.

Certificates are issued by the Asset Acquisition Authority, Inc. (Authority), a nonprofit corporation and component unit of RTD. The Authority issued Certificates with the proceeds used to acquire certain equipment, facilities and infrastructure to be used by RTD as well as for construction of the North Metro (N Line) commuter rail line. RTD leases the equipment acquired and elements constructed with the proceeds from the Certificates under separate master lease purchase agreements. For financial reporting purposes, RTD accounts for the Certificates and the capital lease agreements as its own obligations.

December 31, 2022 and 2021 (Dollars in Thousands)

Annual repayment requirements on Certificates are as follows:

Year ending December 31,	Principal	Interest	Total
2023	$ 20,490	$ 19,609	$ 40,099
2024	21,500	18,587	40,087
2025	22,595	17,484	40,079
2026	35,035	16,043	51,078
2027	35,865	14,271	50,136
2028-2032	87,535	56,386	143,921
2033-2037	92,510	26,598	119,108
2038-2040	45,095	4,126	49,221
Total	$ 360,625	$ 173,104	$ 533,729

Changes in Long-Term Liabilities

Long-term liability activity for the year ended December 31, 2022, was as follows:

	Balance 12/31/2021	Additions	Reductions	Balance 12/31/2022	Due Within One Year
Direct borrowings/placements					
2016 JP Morgan lease purchase	13,055	-	13,055	-	-
2017 JP Morgan lease purchase	122,997	-	29,628	93,369	30,373
2022AB Taxable Sales Tax Revenue Bonds	-	320,000	5,520	314,480	9,905
Total direct borrowings/placements	136,052	320,000	48,203	407,849	40,278
Other debt					
Sales tax revenue bonds	2,056,875	-	10,675	2,046,200	11,225
Certificates	819,730	-	459,105	360,625	20,490
Issuance premiums and discounts	198,633	-	31,917	166,716	-
Total other debt	3,075,238	-	501,697	2,573,541	31,715
Other obligations					
Net pension liability	260,200	190,204	171,248	279,156	-
Eagle P3 related liabilities	558,254	6,609	41,653	523,210	
LT lease Liability	22,092	7,956	1,870	28,178	1,196
Total other obligations	840,546	204,769	214,771	830,544	1,196
Total long-term liability	$ 4,051,836	$ 524,769	$ 764,671	$ 3,811,934	$ 73,189

December 31, 2022 and 2021 (Dollars in Thousands)

Long-term liability activity for the year ended December 31, 2021, was as follows:

	Balance 12/31/2020	Additions	Reductions	Balance 12/31/2021	Due Within One Year
Direct borrowings/placements					
TIFIA loan	$ 344,452	$ -	$ 344,452	$ -	$ -
2016 JP Morgan lease purchase	25,734	67	12,746	13,055	13,055
2017 JP Morgan lease purchase	152,525	802	30,330	122,997	29,628
DEPFE Bank lease purchase	1,690	-	1,690	-	-
Total direct borrowings/placements	524,401	869	389,218	136,052	42,683
Other debt					
Sales tax revenue bonds	1,712,570	834,035	489,730	2,056,875	10,675
Certificates	837,265	-	17,535	819,730	18,190
Issuance premiums and discounts	225,651	34,461	61,479	198,633	-
Total other debt	2,775,486	868,496	568,744	3,075,238	28,865
Other obligations					
Net pension liability	284,791	2,875	27,466	260,200	-
Eagle P3 related liabilities	568,288		10,034	558,254	
LT Lease Liability	24,096		2,004	22,092	2,837
Total other obligations	877,175	2,875	39,504	840,546	2,837
Total long-term liability	$ 4,177,062	$ 872,240	$ 997,466	$ 4,051,836	$ 74,385

In August 2022, RTD issued Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2022A and 2022B in the par amount of $320,000 for refunding previously outstanding Series 2014A Certificates of Participation for interest expense savings. The transaction achieved a $244,000 gross savings through 2044.

In March 2021, RTD issued Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021A and Series 2021B in the par amount of $834,035 for refunding its previously outstanding Series 2012A Sales Tax Revenue bonds and TIFIA loan for interest expense savings. The transaction achieved a 15.0% net present value savings and $127,539 of gross cash flow savings between 2021 and 2045 while retaining the same final maturity of 2045.

In September 2021, RTD amended its JPMorgan Chase Bank, N.A., purchase and assignment agreement (2017) to lower the interest rate from 2.437% to 1.189%. The amendment achieved a 2.75% net present value savings and $2,441 of gross cash flow savings between 2021 and 2025 while retaining the same final maturity of 2025.

In September 2021, RTD amended its JPMorgan Chase Bank, N.A., purchase and assignment agreement (2016) to lower the interest rate from 1.903% to 0.93%. The amendment achieved $63 of gross cash flow savings for 2022 which is the final maturity.

December 31, 2022 and 2021 (Dollars in Thousands)

NOTE F – EMPLOYEE RETIREMENT AND UNEARNED COMPENSATION PLANS

Employee Retirement Plans

RTD maintains two single employer defined benefit pension plans and one defined contribution retirement plan for substantially all full-time employees:

- ATU 1001 Pension Plan - Defined Benefit
- Salaried Pension Plan - Defined Benefit
- Salaried Retirement Plan - Defined Contribution

Retirement plans are administered by pension trusts that issue audited financial statements for each plan. Those financial statements may be obtained from the plan administrators:

*Regional Transportation District
Salaried Employees Pension Trust
7000 North Broadway, Building 106
Denver, Colorado 80221*

*RTD ATU 1001 Pension Plan
2821 S. Parker Road, Suite 215
Aurora, Colorado 80014-2602*

A summary of pension-related financial items as of December 31, 2022, is presented below:

Plan Name	Net Pension Liability	Deferred Outflow of Resources*	Deferred Inflows of Resources	Pension Expense
ATU 1001 Pension Plan	$ 249,439	$ 192,717	$ 37,330	$ 43,537
Salaried Pension Plan	29,717	8,541	8,813	3,196
Salaried Retirement Plan	-	-	-	7,191
Total	$ 279,156	$ 201,257	$ 46,143	$ 53,924

**The ATU 1001 Pension Plan deferred outflow of resources related to contributions made after the measurement date were $177,530. The Salaried Pension Plan deferred outflow of resources related to contributions made subsequent to the measurement were $8,400.*

A summary of pension-related financial items as of December 31, 2021, is presented below:

Plan	Net Pension Liability	Deferred Outflow of Resources*	Deferred Inflows of Resources	Pension Expense
ATU 1001 Pension Plan	$ 219,235	$ 20,212	$ 29,234	$ 5,752
Salaried Pension Plan	40,965	7,413	1,642	6,418
Salaried Retirement Plan	-	-	-	4,313
Total	$ 260,200	$ 27,625	$ 30,876	$ 16,483

**The ATU 1001 Pension Plan deferred outflow of resources related to contributions made subsequent to the measurement date were $19,286. The Salaried Pension Plan deferred outflow of resources related to contributions made after the measurement were $6,100.*

ATU 1001 Pension Plan – Defined Benefit (2022)

Plan Description

The Amalgamated Transit Union Local 1001 (ATU) Pension Plan was established pursuant to a collective bargaining agreement (CBA) between RTD and the ATU. This plan covers substantially all full-time union-represented employees in accordance with the CBA. The plan is a single employer defined benefit pension plan administered by Compusys, Inc.

Benefits Provided

All benefits are paid in the form of a 50% joint and survivor annuity unless this form is rejected by the participant and the spouse.

Normal retirement benefits under the ATU Plan are paid to participants who have attained age 65 and have been in the ATU Plan for 10 years. The benefit amount is based on final average earnings, years of employment and age at the date of retirement.

Effective January 1, 1992, any participant who has accumulated 20 or more years of credited service and terminated employment prior to attaining age 50 will be entitled to an early retirement benefit starting on the first day of any month after attaining age 50. The ATU Plan was subsequently amended effective January 1, 2011, for new employees in which the years of credited service needed to qualify for a normal retirement benefit was increased from five to 10 years and the benefit multiplier for both the normal and early retirement was revised.

Death benefits state if an employee who is not eligible for a vested benefit or not eligible to retire, should die, their beneficiary will be paid the accumulated employee contributions plus interest. Upon the death of a pensioner, a funeral benefit of $2 (two thousand dollars) will be paid in a lump sum to the pensioner's designated beneficiary.

An individual who becomes totally disabled prior to age 65 and retires from active employment with RTD as a direct result of being totally disabled is entitled to a disability retirement benefit provided, he or she has worked for at least 10 years for RTD in covered employment. An individual will be considered totally disabled upon receipt of a disability award from the Social Security Administration. Effective January 1, 2011, the years of credited service needed to qualify for a disability benefit was increased from five to 10 years and the benefit multiplier was revised.

An individual who terminated employment on or after January 1, 1993, for any reason other than retirement, will be entitled to a deferred vested benefit at age 65 provided they had worked for at least 10 years in covered employment for RTD. A participant is entitled to deferred, vested benefits as early as age 50 if they have worked for at least 20 years in covered employment and terminates active employment on or after attaining age 50. If an individual with 20 or more years of service terminated employment prior to age 50, benefits will be payable at any time after age 50. Effective January 1, 2011, the years of credited service needed to qualify for a deferred vested retirement benefit was increased from five to 10 years and the benefit multiplier was revised.

December 31, 2022 and 2021 (Dollars in Thousands)

The following changes are applicable for participants hired on or after January 1, 2011:

- The benefit multiplier was changed from 1.0% to 2.0% effective January 1, 2022 with the signing of the latest Collective Bargaining Agreement, retroactive to date of hire.
- The employer contribution was increased from 13% to 15% effective January 1, 2022.
- Regular retirement is changed from age 55 with 20 years of service to age 62 with 20 years of service
- Sick and vacation payouts are no longer included in the pension benefit calculation
- Vesting is changed from five years to 10 years
- Interest on employee contributions is changed from 5.0% to 3.0%
- The maximum service included in the benefit calculation is reduced from 30 to 25 years

A "Trigger Policy" has also been provided that will partially rescind the modified benefit structure above when certain ATU Plan funding benchmarks are achieved. If the total Actuarial Required Contribution (ARC) is less than 11.0% of payroll, pension benefits would be restored in a certain priority order.

Employees covered by the benefit terms for the Fiscal Year Ending December 31, 2022 (December 31, 2021, measurement date), pension plan membership consisted of the following:

Active plan members	1,595
Inactive plan members or beneficiaries currently receiving benefits	1,824
Inactive individuals entitled to but not yet receiving benefits	1,883
Total	5,302

Net Pension Liability

The components of the net pension liability of the plan for Fiscal Year Ending December 31, 2022, as follows:

Total pension liability	$	555,947
Plan fiduciary net position		306,507
Plan's net pension liability	$	249,439
Plan fiduciary net position as a percentage of total pension liability		55.13%

Actuarial Methods and Assumptions Used to Calculate Net Pension Liability:

Valuation date:	January 1, 2022
Notes	Actuarially determined contribution rates are calculated as of December 31 each year. Actual contributions are made pursuant to a collective bargaining agreement.
Actuarial cost method	Entry age normal
Amortization method	Level percentage of payroll
Remaining amortization period	20 years
Asset valuation method	5-year smoothed market
Inflation	2.25%

December 31, 2022 and 2021 (Dollars in Thousands)

Salary increases	3.00% to 10% including inflation
Investment return	6.50%
Retirement age	Age-based rates starting at age 50 with 100% retirement at age 70
Healthy mortality	RP-2014 combined mortality table, generational projected with MP-2020
Disabled mortality	RP-2014 combined mortality table, generational projected with MP-2020
Other information:	Following signing of new Collective Bargaining Agreement, employer contributions were increased to 15% of pay effective January 1,2022. A one-time $160 million contribution was made in 2022 to support an increased benefit multiplier from 1% to 2% for participants hired between January 1, 2011 and December 31, 2022 retroactive to their hire date and to increase the funding level of the plan to 85%. The plan closed to new hires effective January 1, 2023.

Single Discount Rate

Projected benefit payments are required to be discounted to their actuarial present values using a single discount rate that reflects (1) a long-term expected rate of return on pension plan investments (to the extent that the plan's fiduciary net position is projected to be sufficient to pay benefits) and (2) tax-exempt municipal bond rate based on an index of 20-year general obligation bonds with an average AA credit rating as of the measurement date (to the extent that the plan's projected fiduciary net position is not sufficient to pay benefits).

For the purpose of this valuation, the expected rate of return on pension plan investments is 6.50%, the municipal bond rate is 1.84% (based on fixed income municipal bonds with 20 years to maturity that include only federally tax-exempt municipal bonds as reported in Fidelity Index's "20-Year Municipal GO AA Index" as of December 31, 2021 and the resulting single discount rate is 6.50%.

Development of the Single Discount Rate

Single discount rate is 6.50%
Long-term expected rate of investment return is 6.50%
Long-term municipal bond rate is 1.84%
Inflation assumption 2.25%
Actuarial return assumption 6.50%

Asset Class	30 Year Long-term Expected Real Rate of Return	Target Asset Allocation
Domestic equity	3%	30%
International equity	3%	25%
Real estate	4%	5%
Public fixed income	3%	15%
Private fixed income	4%	10%
Commodities	5%	5%
Private equity	9%	10%

Changes in the Net Pension Liability

Changes in the Net Pension Liability (in thousands)	Increase (Decrease) Total Pension Liability (a)	Plan Fiduciary Net Position (b)	Net Pension Liability (a)-(b)
Balance at December 31, 2020	$ 495,786	$ 276,551	$ 219,235
Changes for the year:			
Service cost	7,788		7,788
Interest	34,117		34,117
Differences between expected and actual experience	(3,771)		(3,771)
Changes to Benefit Terms	28,067		28,067
Assumption changes	26,347		26,347
Contributions-employer		19,498	(19,498)
Contributions-employee		4,020	(4,020)
Net investment income		39,268	(39,268)
Benefit payments and refunds of employee contributions	(32,386)	(32,386)	0
Administrative expense	-	(448)	448
Other changes	-	4	(4)
Net changes	60,161	29,957	30,204
Balance at December 31, 2021	$ 555,947	$ 306,507	$ 249,439

Sensitivity of the Net Pension Liability to the Single Discount Rate Assumption

Regarding the sensitivity of the net pension liability to changes in the single discount rate, the following presents the plans' net pension liability, calculated using a single discount rate of 7.00% as well as what the net pension liability would be if it were calculated using a single discount rate that is one percentage point lower or one percentage point higher:

	1% Decrease (5.5%)	Current Discount Rate (6.5%)	1% Increase (7.5%)
Net pension liability	$ 309,265	$ 249,439	$ 198,800

Changes to Assumptions and Benefits

The plan had a loss under Change in Benefit Terms due to a change in plan provisions which included an increase of employer contributions to 15% and a change in the benefit multiplier from 1% to 2%, retroactive to the date of hire . There was also an increase in the pension liability under Change in Assumptions due to a decrease in the assumed discount rate.

Contributions

Contributions are made in accordance with the collective bargaining agreement (CBA). RTD signed a new CBA in April 2022, retroactive to January 1, 2022. As part of the new agreement, RTD made a one-time lump sum contribution of $160,000 in May 2022, reported as a deferred outflow on the statement of net position to the plan. The plan also had contributions during the measurement year of $19,498. Employer contributions were increased to 15% as part of the new CBA from previous 13% contribution. Employee contributions remain at 5%. RTD has included the full amount of the actuarially determined net pension liability in accordance with financial reporting requirements. RTD is current in making all required contributions under the CBA.

December 31, 2022 and 2021 (Dollars in Thousands)

Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources

For the year ended 2022 the employer recognized a pension expense increase of $43,537. The employer reported deferred outflows and inflows of resources related from pensions from the following resources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences in experience		$ (2,587)
Differences in assumptions	15,187	(2,075)
Excess(deficit) investment returns		(32,668)
Contributions subsequent to measurement date	177,530	
Total	$ 192,717	$ (37,330)

Employer contributions subsequent to the measurement date of $177,530 reported as deferred outflows of resources will be recognized as a reduction of the net pension liability in the year ended December 31, 2023. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Year ended December 31,	
2023	$ (960)
2024	(9,441)
2025	(7,695)
2026	(4,047)
Total	$ (22,143)

ATU 1001 Pension Plan – Defined Benefit (2021)

Employees covered by the benefit terms for the fiscal year ending December 31, 2021 (December 31, 2020, measurement date), pension plan membership consisted of the following:

Active plan members	1,815
Inactive plan members or beneficiaries currently receiving benefits	1,762
Inactive individuals entitled to but not yet receiving benefits	1,640
Total	5,217

December 31, 2022 and 2021 (Dollars in Thousands)

Net Pension Liability

The components of the net pension liability of the plan for Fiscal Year Ending December 31, 2021 (December 31, 2020, measurement date), are as follows:

Total pension liability	$ 495,786
Plan fiduciary net position	276,551
Plan's net pension liability	$ 219,235
Plan fiduciary net position as a percentage of total pension liability	55.78%

Actuarial Methods and Assumptions Used to Calculate Net Pension Liability and the Basis for Determining Contributions to the Plan:

Valuation Date:	January 1, 2021
Notes	Actuarially determined contribution rates are calculated as of December 31 each year. Actual contributions are made pursuant to a collective bargaining agreement.
Actuarial cost method	Entry age normal
Amortization method	Level percentage of payroll
Remaining amortization period	20 years
Asset valuation method	5-year smoothed market
Inflation	3.00%
Salary increases	7.00% during first five years of service, 3.00% after five years of service
Investment return	7.00%
Retirement age	Experience-based table of rates that is specific to the type of eligibility condition last updated for the 2015 valuation pursuant to an experience study of the period 2012-2014
Healthy mortality	RP-2014 combined mortality table, generational projected with MP-2017
Disabled mortality	RP-2014 combined mortality table, generational projected with MP-2017
Other information	There were no benefit changes during the year

Single Discount Rate

Projected benefit payments are required to be discounted to their actuarial present values using a single discount rate that reflects (1) a long-term expected rate of return on pension plan investments (to the extent that the plan's fiduciary net position is projected to be sufficient to pay benefits) and (2) tax-exempt municipal bond rate based on an index of 20-year general obligation bonds with an average AA credit rating as of the measurement date (to the extent that the plan's projected fiduciary net position is not sufficient to pay benefits).

For the purpose of this valuation, the expected rate of return on pension plan investments is 7.00%, the municipal bond rate is 2.00% (based on the daily rate closest to but not later than the measurement date of the Fidelity "20-Year Municipal GO AA Index") and the resulting single discount rate is 7.00%.

Development of the Single Discount Rate

Single discount rate 7.00%
Long-term expected rate of investment returns 7.00%
Long-term municipal bond rate 2.75%
Inflation assumption 3.0%
Actuarial return assumption 7.0%

ATU Changes in the Net Pension Liability - 2021

	Increase (Decrease)		
Changes in the Net Pension Liability (in thousands)	Total Pension Liability (a)	Plan Fiduciary Net Position (b)	Net Pension Liability (a)-(b)
Balance at December 31, 2019	$ 493,321	$ 246,620	$ 246,701
Changes for the year:			
Service cost	8,998	-	8,998
Interest	34,057	-	34,057
Differences between expected and actual experience	(1,498)	-	(1,498)
Assumption changes	(7,519)	-	(7,519)
Contributions-employer	-	22,454	(22,454)
Contributions-employee	-	4,070	(4,070)
Net investment income	-	35,313	(35,313)
Benefit payments and refunds of employee contributions	(31,573)	(31,573)	-
Administrative expense	-	(333)	333
Other changes	-	-	-
Net changes	2,465	29,931	(27,466)
Balance at December 31, 2020	$ 495,786	$ 276,551	$ 219,235

Sensitivity of the Net Pension Liability to the Single Discount Rate Assumption

Regarding the sensitivity of the net pension liability to changes in the single discount rate, the following presents the net pension liability, calculated using a single discount rate of 7.00%, as well as what the Plan's net pension liability would be if it were calculated using a single discount rate that is one percentage point lower or one percentage point higher:

	1% Decrease (6.0%)	Current Discount Rate (7.0%)	1% Increase (8.0%)
Net pension liability	$ 269,324	$ 219,235	$ 176,509

December 31, 2022 and 2021 (Dollars in Thousands)

Contributions

Contributions to the Plan are made in accordance with the CBA. This agreement requires RTD to contribute 13% of wages for years March 1, 2018 through December 31, 2021 and the employee to contribute 5% of the employee's qualifying wages. RTD has included the full amount of the actuarially determined net pension liability for the represented pension plan, in accordance with financial reporting requirements. RTD is current in making all required contributions under the CBA.

Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources

For the year ended 2021 the employer recognized a pension expense reduction of $5,752. The employer reported deferred outflows and inflows of resources related from pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences in experience	$ 926	$ (956)
Differences in assumptions	-	(4,797)
Excess(deficit) investment returns		(23,481)
Contributions subsequent to measurement date	19,286	-
Total	$ 20,212	$ (29,234)

Employer contributions subsequent to the measurement date of $19,286 will be recognized as a reduction of the net pension liability in the year ended December 31, 2022. Other amounts reported as deferred outflow of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Year ended December 31,	
2022	$ (9,341)
2023	(6,476)
2024	(8,844)
2025	(3,647)
Total	$ (28,308)

Salaried Pension Plan - Defined Benefit (2022)

Plan Description

The Regional Transportation District Salaried Employees' Pension Plan provides coverage for all full-time salaried employees who were hired prior to January 1, 2008. The plan is a single employer defined benefit pension plan administered by Benesys.

Benefits Provided

Normal retirement eligibility age is 65 with five years of credited service; monthly benefit 2.5% of average final compensation times credited service. Early retirement age is 55 with five years of credited service, monthly benefit if retire or terminate from active status on or after age 55, the normal retirement benefit is reduced 1/30 for each year less than age 60. If the employee terminates from active status prior to age 55, the normal retirement benefit is reduced 1/15 for each year between ages 60 and 65 and 1/30 for each year less than age 60.

December 31, 2022 and 2021 (Dollars in Thousands)

The disability provisions apply to fully vested participants who are totally and permanently disabled and entitled to a Social Security disability award. The payout amount is the unreduced accrued normal pension retirement, payable upon approval for Social Security disability.

Termination eligibility is five years of credited service, otherwise a lump sum payment will be made equal to the present value of the age 65 accrued benefits payable in lieu of all other benefits.

Forms of annuity payments for normal retirement are 50% joint and survivor if married, otherwise a retirement benefits are for a single annuity with no survivor option. Optional forms of retirement benefits are 25%, 50%, 66-2/3% or 100% joint and survivor annuity with five year or 10 year certain and life annuity.

Credited service is one year for each calendar year of 1,000 hours of service (except years and completed months in the year of transfer). Credited service applies to vesting and service for retirement benefit eligibility. Average final compensation is the average of the participant's highest consecutive 36 months of compensation in the last 120 months of credited service immediately preceding the calendar month in which retirement occurs. Compensation excludes bonuses, severance pay, long-term disability pay and other extra compensation paid in the fiscal year. Compensation includes deferrals made to the RTD Deferred Compensation Plan and RTD Flexible Spending Account Plan, overtime, shift differentials, leave pay and salary reductions.

Employees covered by the benefit terms for the fiscal year ending December 31, 2022(December 31, 2021, measurement date), pension plan membership consisted of the following:

Date of Member Count January 1, 2021	
Active plan members	183
Inactive plan members or beneficiaries currently receiving benefits	314
Inactive individuals entitled to but not yet receiving benefits	112
Total	609

Net Pension Liability

The components of the net pension liability of the plan for Fiscal Year Ending December 31, 2022 (December 31, 2021, measurement date), are as follows:

Total pension liability	$ 184,609
Plan fiduciary net position	154,892
Plan's net pension liability	$ 29,717
Plan fiduciary net position as a percentage of total pension liability	83.90%

December 31, 2022 and 2021 (Dollars in Thousands)

Contributions

Employee contributions are a source of revenue for the Trust and prior to 2013 were based on a percentage of the Regional Transportation District's (RTD) salaried employees' base compensation. Due to the decreasing active population and resulting reduction in future expected payroll, the RTD Board approved a funding policy effective January 1, 2013, where the recommended dollar contribution up to a cap of $3.1 million is made to the Trust each year. This funding policy was established with the goal of achieving 100% funding by the end of 2032; however, due to net actuarial losses, the RTD Board adopted a new funding policy effective in 2016 to remove the $3.1 million maximum and allowed for an amount to be contributed to keep the Trust "actuarially sound" based on recommendations from the Trust's actuary and RTD's Chief Financial Officer. Note that the recommended contribution can fluctuate annually due to such factors as projected total base compensation, investment results, and retirement patterns of participants. RTD contributed $8.4 million in 2022 and $6.1 million in 2021.

Actuarial Assumptions

The total pension liability was determined by an actuarial valuation with date of January 1, 2021 using the following actuarial assumptions applied to all periods included in the measurement with a liability roll forward to the measurement date of December 31, 2021:

Inflation	2.75%
Salary increases	3.70% - 6.45%, based on age
Investment rate of return	7.00%

The long-term expected rates of return on pension plan investments were determined using a building-block method in which best estimate ranges of expected future real rates of return are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage including expected inflation.

The best estimates of arithmetic real rates of return for each major asset class included in the target asset allocation as of December 31, 2022 are summarized in the following data and reflect assumed long-term expected real rates of return over a 30-year horizon upon which the disclosure is based:

Asset Class	30 Year Long-term Expected Real Rate of Return	Target Asset Allocation
Domestic equity	7.1%	40.0%
International equity	7.4%	20.0%
Fixed income	2.5%	22.5%
Real estate	6.5%	15.0%
Cash	0.2%	2.5%

December 31, 2022 and 2021 (Dollars in Thousands)

Mortality Rates for Annuities (75% Election Assumption)

Healthy: RP-2014 Mortality Tables for healthy employees and annuitants (adjusted to 2006), and projected to 2022 using the MP-2017 mortality improvement scale.
Disabled: RP-2014 Disabled Retiree Tables

Mortality Rates for Lump Sums (25% Election Assumption)

RP-2014 Mortality tables for healthy employees and annuitants (adjusted to 2006) and projected to 2022 using the MP-2017 mortality improvement scale, blended 70% male/30% female for participants and 30% male/70% female for beneficiaries.

The actuarial assumptions used in the January 1, 2021, evaluation were based on the results of an actuarial experience study covering the period January 1, 2014 – December 31, 2017.

Single Discount Rate

The discount rate used to measure the total pension liability was 7.00%. The projection of cash flows used to determine the discount rate assumed that RTD contributions would be equal to the actuarially determined contribution rate for the applicable fiscal years. Based on those assumptions, the pension plan's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability. The discount rate does not incorporate nor require a 20-year tax-exempt general obligation municipal bond rate (with an average rating of AA/Aa or higher).

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability as of 12/31/22 calculated using the discount rate of 7.00%, as well as the net pension liability if it were calculated using a discount rate that is 1 percentage point lower or 1 percentage point higher than the current rate:

	1% Decrease (6.0%)	Current Discount Rate (7.0%)	1% Increase (8.0%)
Net pension liability	$ 46,939	$ 29,717	$ 14,803

Change in Net Pension Liability (in thousands)	Increase (Decrease) Total Pension	Plan Fiduciary	Net Pension
Balance at December 31, 2020	$ 186,625	$ 145,660	$ 40,965
Changes for the year:			
Service cost	2,394	-	2,394
Interest	12,674	-	12,674
Differences between expected and actual experience	(1,146)	-	(1,146)
Assumption changes	-	-	-
Contributions-employer	-	6,100	(6,100)
Net investment income	-	19,230	(19,230)
Benefit payments and refunds of employee contributions	(15,937)	(15,937)	-
Administrative expense	-	(160)	160
Other changes	-	-	-
Net changes	(2,016)	9,233	(11,248)
Balance at December 31, 2021	$ 184,609	$ 154,892	$ 29,717

Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources

For the year ended 2022 the employer recognized pension expense of $3,196. The employer reported deferred outflows and inflows of resources related from pensions from the following resources.

Deferred Outflows / Inflows

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences in experience	$ 141	$ (527)
Differences in assumptions		-
Excess(deficit) investment returns	-	(8,287)
Contributions subsequent to measurement date	8,400	-
Total	$ 8,541	$ (8,813)

Employer contributions after the measurement date of $8,400 will be recognized as a reduction of the net pension liability in the year ended December 31, 2022. Other amounts reported as deferred outflow of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Year ended December 31,	
2023	$ (962)
2024	(4,114)
2025	(1,719)
2026	(1,877)
Total	$ (8,673)

December 31, 2022 and 2021 (Dollars in Thousands)

Salaried Pension Plan - Defined Benefit (2021)

Employees covered by the benefit terms for the fiscal year ending December 31, 2021, (December 31, 2020 measurement date), pension plan membership consisted of the following:

Date of Member Count-January 1, 2020

Active plan members	209
Inactive plan members or beneficiaries currently receiving benefits	304
Inactive individuals entitled to but not yet receiving benefits	109
Total	622

Net Pension Liability

The components of the net pension liability of the plan for Fiscal Year Ending December 31, 2021 (December 31, 2020 measurement date), are as follows:

Total pension liability	$ 186,625
Plan fiduciary net position	145,660
Plan's net pension liability	$ 40,965
Plan fiduciary net position as a percentage of total pension liability	78.05%

Actuarial Assumptions

The total pension liability was determined by an actuarial valuation with date of January 1, 2020, using the following actuarial assumptions applied to all periods included in the measurement with a liability roll forward to December 31, 2020:

Inflation	2.75%
Salary increases	3.70% - 6.45%, based on age
Investment rate of return	7.00%

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best estimate ranges of expected future real rates of return are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage including expected inflation.

Best estimates of arithmetic real rates of return for each major asset class included in the target asset allocation as of the December 31, 2021, are summarized in the following data and reflect assumed long-term expected real rate of return over a 30-year horizon upon which the disclosure is based:

December 31, 2022 and 2021 (Dollars in Thousands)

Asset Class	30 Year Long-term Expected Real Rate of Return	Target Asset Allocation
Domestic equity	7.0%	40.0%
International equity	7.4%	20.0%
Fixed income	2.2%	22.5%
Real estate	5.6%	15.0%
Cash	0.1%	2.5%

Mortality Rates for Annuities (75% Election Assumption)

Healthy: RP-2014 blue collar mortality tables for healthy employees and annuitants
Disabled: RP-2014 disabled retiree mortality tables.

Mortality Rates for Lump Sums (25% Election Assumption)

Healthy: RP-2014 blue collar mortality tables, blended 70% male/30% female for participants and 30% male/70% female for beneficiaries.

Single Discount Rate

The discount rate used to measure the total pension liability was 7.00%. The projection of cash flows used to determine the discount rate assumed that RTD contributions would be equal to the actuarially determined contribution rate for the applicable fiscal years. Based on those assumptions, the fiduciary net position was projected to be available to make all projected future benefit payments for current plan members. Therefore, the long-term expected rate of return on investments was applied to all periods of projected benefit payments to determine the total pension liability. The discount rate does not incorporate nor require a 20-year tax-exempt general obligation municipal bond rate (with an average rating of AA/As or higher).

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability as of December 31, 2021, calculated using the discount rate of 7.00%, as well as what the Plan's net pension liability would be if it were calculated using a discount rate that is 1 percentage point lower or 1 percentage point higher than the current rate:

	1% Decrease (6.0%)	Current Discount Rate (7.0%)	1% Increase (8.0%)
Net pension liability	$ 58,390	$ 40,965	$ 25,889

December 31, 2022 and 2021 (Dollars in Thousands)

Salaried Changes in the Net Pension Liability - 2021

	Increase (Decrease)		
	Liability (a)	Net Position (b)	Liability (a)-(b)
Balance at December 31, 2019	$ 180,774	$ 142,684	$ 38,090
Changes for the year:			
Service cost	2,828	-	2,828
Interest	12,436	-	12,436
Differences between expected and actual experience	2,486	-	2,486
Assumption changes	-	-	-
Contributions-employer	-	6,100	(6,100)
Net investment income	-	8,991	(8,991)
Benefit payments and refunds of employee contributions	(11,899)	(11,899)	-
Administrative expense	-	(216)	216
Other changes	-	-	-
Net changes	5,851	2,976	2,875
Balance at December 31, 2020	$ 186,625	$ 145,660	$ 40,965

Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources

For the year ended 2021 the employer recognized pension expense of $6,418. The employer reported deferred outflows and inflows of resources related to pensions from the following resources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences in experience	$ 1,313	$ (425)
Differences in assumptions		-
Excess(deficit) investment returns		(1,217)
Contributions subsequent to measurement date	6,100	-
Total	$ 7,413	$ (1,642)

Employer contributions after the measurement date of $6,100 will be recognized as a reduction of the net pension liability in the year ended December 31, 2022. Other amounts reported as deferred outflow of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

December 31, 2022 and 2021 (Dollars in Thousands)

Year ended December 31,		
2022	$	311
2023		1,441
2024		(2,237)
2025		157
Total	$	(328)

RTD Plan – Defined Contribution

Plan Description

The RTD defined contribution plan is available for full-time salaried employees hired after January 1, 2008. The RTD Board adopted Amendment 8, effective January 1, 2008 for which RTD contributes 7-9% of the employee's qualifying wages. Contributions totaled $7,191 and $4,314 in 2022 and 2021, respectively. RTD employees cannot contribute to this plan. Membership was 710 and 681 active employees in 2022 and 2021, respectively.

Amalgamated Transit Union Division 1001 Health and Welfare Trust

The Amalgamated Transit Union Division 1001 Health and Welfare Trust (Trust) was formed pursuant to a Trust Agreement effective July 1, 1971 between Amalgamated Transit Union (ATU) Division 1001 and an agent of a transit enterprise owned by the City and County of Denver, through July 3, 1974 and RTD thereafter. In addition to the original Denver Metro Division, employees of other RTD divisions have been approved for participation in the Trust benefits. The Trust agreement shall continue in full force and effect in all its terms and provisions so long as there continues to be a collective bargaining agreement (CBA) between the ATU and RTD.

The Trust provides health benefits (hospital, medical, dental, vision, life and short-term disability) for represented employees of RTD and certain officers of the ATU and health care benefits for retired employees who actively worked 600 hours or more per quarter. The Trust is funded through contributions by the employer and employee in which the share of benefit plan contributions is set by the CBA. RTD's contribution was $21,061 and $22,780 for the years ended December 31, 2021 and 2020, respectively. The Trust also provides insurance coverage for felonious assault for each employee. The Trust self-insures part of its health, life insurance and short-term disability benefits. The Trust issues audited financial statements which include financial information for the plan. Those audited financial statements may be obtained from the Trust: RTD ATU 1001 Health and Welfare Trust, 2821 S. Parker Road, Suite 215 Aurora, Colorado 80014-2602.

Unearned Compensation Plan

RTD offers its employees an unearned compensation plan (Plan), created in accordance with Internal Revenue Code Section 457, which is available to substantially all employees and permits them to defer a portion of their compensation to future years. Under the terms of the Plan, the unearned compensation is available to participants upon termination, retirement, death or in the event of an unforeseeable emergency or other financial hardship.

December 31, 2022 and 2021 (Dollars in Thousands)

Compensated Absences

RTD considers all accrued compensated absences as due within one year. Employees accrue paid time off (PTO), vacation and sick leave based on years of service. Employees are not allowed to accumulate more than twice their annual PTO or vacation accrual and sick leave based on years of service. Employees are paid any outstanding compensated absence balances upon leaving RTD. RTD records these accrued compensated absences as current liabilities under the principle of conservatism by assuming these amounts are the most RTD would be obligated to pay. Compensated absences activity for the year ended December 31, 2022, was as follows:

	12/31/2021 Balance	Accruals	Payments	12/31/2022 Balance
Represented employees	$ 3,067	$ 2,294	$ 2,099	$ 3,262
Salaried employees	$ 11,189	8,814	7,326	12,677
Total compensated absences obligations	$ 14,256	$11,108	$ 9,425	$ 15,939

Compensated absences activity for the year ended December 31, 2021, was as follows:

	12/31/2020 Balance	Accruals	Payments	12/31/2021 Balance
Represented employees	$ 3,245	$ 2,099	$ 2,277	$ 3,067
Salaried employees	12,327	7,326	8,464	11,189
Total compensated absences obligations	$ 15,572	$ 9,425	$ 10,741	$ 14,256

The accrued compensation liabilities of $30,776 and $25,264 as of December 31, 2022 and 2021, respectively, include $14,837 and $11,008 of accrued wages, salaries and fringe benefits in addition to accrued compensated absences.

NOTE G– LEASES

RTD leases certain assets from various third parties. The assets leased include office space, land and equipment. Payments are generally fixed monthly.

RTD also leases office space that is subsequently subleased by RTD to a third party. The noncancelable terms of this leasing arrangement matures in 2054. The discount rate applicable to this leasing arrangement is 3%. Payments are fixed monthly.

RTD leases office space that is part of a lease-leaseback transaction. RTD leases office space, which is part of the Denver Union Station Building RTD leases to a third-party. As of 12/31/2022, RTD reported a net lease asset of $5,917 and Accumulated Amortization of $395 related to the lease-leaseback transaction.

Lease activity for RTD is reported under Note D.

December 31, 2022 and 2021 (Dollars in Thousands)

Future principal and interest payment requirements related to RTD's lease liability as of December 31, 2022 are as follows:

Year ended December 31,	Principal	Interest	Total
2023	1,196	1,057	2,253
2024	1,794	990	2,784
2025	1,822	918	2,740
2026	1,869	845	2,714
2027	2,009	769	2,778
2028-2032	2,143	3,378	5,521
2033-2037	2,497	3,003	5,500
2038-2042	3,783	2,422	6,205
2043-2047	1,659	1,889	3,548
2048-2052	2,357	1,569	3,926
2053-2057	1,663	1,187	2,850
2058-2062	1,036	980	2,016
2063-2067	1,379	741	2,120
2068-2072	1,803	425	2,228
2073-2077	1,168	66	1,234
Total	28,178	20,239	48,417

RTD leases certain assets to various third parties. The assets include buildings, land, office space, parking space and use of RTD physical resources for advertising space. Payments are generally fixed monthly with certain variable payments not included in the measurement of the lease receivable required based on total revenues and other receipts.

The government also subleases certain assets that it initially leases from a third party. The noncancellable terms of these leasing arrangements mature in December 2054. The discount rate applicable to this leasing arrangements is 3%. Payments are fixed monthly.
During the year ended December 31, 2022, RTD recognized the following related to its lessor agreements:

Lease Revenue	$5,796
Interest Revenue	$1,783
Revenue from variable payments not previously included in the measurement of the lease receivable	$290

NOTE H – COMMITMENTS AND CONTINGENCIES

Commitments

Operating Agreement – Purchased Transportation

RTD has entered into a number of transactions in which certain of its light rail vehicles have been leased to and subleased back from certain U.S. and foreign companies and has entered into a transaction in which its maintenance facilities have been leased to and subleased back. As part of these transactions, RTD irrevocably set aside certain monies (which were received from each counter party as payment for its leasing of light rail vehicles and real property) with a third-party trustee.

The monies held by such trustees will be utilized to make the lease payments owed by RTD under the transactions and are therefore considered fully funded and economically defeased.

Capital Projects

As of December 31, 2022, RTD has contracts for the construction of various capital projects and the purchase of buses and light rail vehicles. The costs to complete these projects and the purchase of buses and light rail vehicles total $150,266 and $151,213 in 2022 and 2021, respectively.

Grant Match Requirements

Under the provisions of current grants, RTD is obligated to satisfy certain matching requirements. At December 31, 2022, RTD had a commitment to provide $72,585 in matching funds in order to receive $172,344 in future federal and state grant funds.

Privatization Contracts

In response to the privatization legislation (Note A), RTD has awarded contracts for specific groups of routes not to exceed 58% as required by law for vehicular services. As of January 2022, 55.78% of RTD's non-rail transit services are delivered by private contractors operating under the auspices and direction of RTD.

ADA Paratransit Service

With the passage of the Americans with Disabilities Act (ADA) of 1990, RTD was mandated to provide paratransit service to persons with disabilities unable to use RTD's fixed route system. This service, branded Access-a-Ride, is a curb-to-curb transportation system offered to persons with disabilities who cannot functionally use RTD's regular fixed route system. Customers eligible for Access-a-Ride services must originate their trip within 3/4 of a mile of an RTD fixed route. Since September 1996, RTD has been in full compliance with the ADA requirement to provide paratransit service to persons with disabilities unable to use the fixed route system.

Future Commitments under Construction Contracts

In 2010, RTD entered a public-private partnership (P3) to design, build, finance and operate several of the transit improvements contemplated under the FasTracks program, including the Commuter Rail Maintenance Facility, the East Rail Corridor (A Line), the Gold Line Rail Corridor

December 31, 2022 and 2021 (Dollars in Thousands)

(G Line) and the electrified segment of the Northwest Rail Corridor (B Line), together, the "Eagle P3 Project." The Eagle P3 Project is being delivered and operated under a concession agreement that RTD has entered with a concessionaire that was selected through a competitive proposal process. The selected concessionaire, Denver Transit Partners (DTP), is a special purpose company owned by Fluor Enterprises, Uberior Investments and Laing Investments.

The Eagle P3 Project construction was completed in two phases with Phase I completed in 2016 and Phase II completed in 2019. Under the terms of the Eagle P3 Project agreement, RTD made scheduled construction payments to DTP from 2011 through 2017 for completed project elements. RTD began commuter rail services on the University of Colorado A Line and the B Line in 2016 and began services on the G Line in 2019. Under the terms of the concessionaire agreement, RTD will make scheduled secured principal and interest payments to DTP from 2017 through 2044 in addition to service payments for the provision of operations and maintenance services performed by DTP. The principal and interest payments are fixed amounts for the term of the agreement while the service payments are indexed each year according to certain inflation measurements. In addition, the service payments may also be adjusted for schedule changes, special services and certain availability factors.

In 2013, RTD entered a contract with Regional Rail Partners to construct the North Metro Rail Line (N Line). The N Line is an 18.5-mile electric commuter rail line that runs from Denver Union Station through Commerce City, Thornton and Northglenn to Highway 7 at 162nd Avenue in North Adams County. The N Line opened in September of 2020 with service extending to 124th Avenue.

In 2014, RTD entered a contract with Balfour Beatty Infrastructure, Inc. to design and construct the Southeast Rail Extension (SERE) Project. SERE includes 2.3 miles extending the existing Southeast Light rail Line from Lincoln Station through the City of Lone Tree to RidgeGate Parkway Station featuring a Park-n-Ride with a structure of 1,300 parking spaces. SERE opened in 2019.

Future Commitments under Service Contracts

The fixed commitments under the privatization contracts (bus) in the years subsequent to December 31, 2022 are as follows:

2023	$ 121,968
2024	38,013
2025	14,011
2026	
2027	
Total	$ 173,992

As of December 31, 2022, privatization contracts with vendors providing ADA services, (Flex Ride and Access-a-Ride), had not been finalized for future years. On Tuesday, March 28, 2023, RTD's Board of Directors authorized approval of these contracts. These contracts are for three years, with two one-year options, for a total of five years. The total five-year, not to exceed cost of these contracts is $323,439.

December 31, 2022 and 2021 (Dollars in Thousands)

Payment commitments to the Eagle P3 concessionaire, Denver Transit Partners, are as follows:

Year ending December 31,	TABOR Secured Payment	Service Availability Payment	Total
2023	$ 44,407	63,031	$ 107,438
2024	45,827	70,431	116,258
2025	48,429	75,844	124,273
2026	43,140	65,831	108,971
2027	44,092	69,650	113,742
2028-2032	254,064	439,247	693,311
2033-2037	335,969	614,736	950,705
2038-2042	296,938	605,866	902,803
2043-2044	37,458	101,135	138,593
Total	$ 1,150,323	$ 2,105,771	$ 3,256,094

The projected amounts include an estimation for certain future inflation indexes as required by the concessionaire agreement. These inflation indexes will be adjusted annually as projects are revised.

Diesel Fuel Contract

RTD contracts with Mansfield Oil Company, Inc. (Mansfield) for diesel fuel for buses. The contract is structured as a single year contract. RTD estimates 2023 usage of approximately 7 million gallons: 4.20 million gallons of RTD's usage and 2.8 million gallons of RTD's private contractors' usage.

The estimated locked-in price commitment under the Mansfield contract in 2023 is for 7 million gallons of diesel fuel for both RTD and private contractors at $2.9377 per gallon or $20,564.

December 31, 2022 and 2021 (Dollars in Thousands)

Contingencies

Federal Grants

RTD receives federal grants for capital projects and operating assistance, which are subject to reviews by the Federal Transit Administration (FTA). Although the outcome of any such review cannot be predicted, it is management's opinion these reviews will not result in liabilities to such an extent that they would materially affect RTD's financial position.

Self-Insurance

RTD is self-insured for general liability and Workers' Compensation claims. Liabilities are reported when it is probable that a loss has occurred, and the amount of the loss can be reasonably estimated. In addition, RTD offers a self-insured health benefit option as part of its employee benefits program in which costs are recognized as they are incurred.

RTD does not carry excess liability insurance for personal injury and property damage. Under the provisions of the Colorado Government Immunity Act, the maximum liability, with certain exceptions as defined in the Act, to RTD for claims involving personal injury and property damage is $387 per individual and $1,093 per incident for claims arising on or after January 1, 2018, and before January 1, 2022. For claims that arise on or after January 1, 2022, RTD's liability is limited to $424 per person and $1,195 per occurrence.

For worker's compensation, an excess coverage insurance policy covers individual claims more than $4,000. The number of settlements has not exceeded insurance coverage in any of the past three years.

RTD's liability for unpaid claims includes an amount for claims that have been incurred but not reported (IBNR). RTD's Risk Management Division determines incurred claims by investigating the accident and establishing a reserve. Reserves are established on the day of assignment, reviewed at 30 days and again at 90 days. Reserves are reviewed every 90 days thereafter and based on ultimate exposure. This amount is included in other accrued expenses in the statement of net assets. Changes in the balances of claims liabilities for both general liability and worker's compensation during the past year are as follows:

	Auto Liability	Workers' Compensation	Total
Unpaid claims, January 1, 2021	$ 4,683	$ 7,794	12,477
Incurred claims (including IBNR)	204	3,224	3,428
Claims payments	(506)	(4,642)	(5,148)
Unpaid claims, December 31, 2021	4,381	6,376	10,757
Incurred claims (including IBNR)	3,295	4,770	8,066
Claims payments	(2,463)	(4,423)	(6,886)
Unpaid claims, December 31, 2022*	$ 5,213	$ 6,724	$ 11,937

**All claim liabilities are considered current liabilities payable within one year.*

Contract Disputes and Legal Proceedings

RTD is party to several pending or threatened tort lawsuits, workers' compensation claims, or labor/employment claims under which it may be required to pay certain amounts upon final disposition of these matters. RTD also has certain contract disputes being considered in contractual dispute resolution proceedings. RTD's legal counsel estimates that the ultimate outcome of these matters is sufficiently covered by RTD's general liability or worker's compensation reserves, project contingencies, or insurance, or would not otherwise materially affect the financial statements of RTD.

The concessionaire for the Eagle Project, Denver Transit Partners, filed litigation in Denver District Court asserting claims against RTD based on an alleged change in law. DTP alleged damages for those claims more than $111,000 and RTD had filed a counterclaim of approximately $30,000.

On February 10, 2023, the Court hearing this case issued judgement, determining that the federal and state authorities applied existing regulations and enforcement policies when they undertook the regulatory review of the warning system, of which DTP had argued otherwise. The Court found that there was no change in law or force majeure event that entitled DTP to relief under the Concessionaire's Agreement. This action denied DTP's $111,000 claim against RTD. At the same time the Court denied RTD's $30,000 counterclaim against DTP.

On March 30, 2023, DTP submitted a notice of appeal to the Court in response to the decision. RTD will continue to vigorously defend its position through the appeal process with the belief RTD will prevail throughout.

December 31, 2022 and 2021 (Dollars in Thousands)

NOTE I – NET POSITION

	December 31, 2022	December 31, 2021
Net Investment in Capital Assets	$ 2,427,540	$ 2,551,814
Restricted net position		
Restricted debt service	89,868	126,822
Restricted TABOR	28,995	25,623
Restricted FasTracks	530,169	504,492
Restricted deposits	1,507	1,500
Total restricted net position	650,539	658,437
Unrestricted net position		
Unrestricted - represented net pension liability*	(94,053)	(228,257)
Unrestricted - salaried net pension liability	(29,990)	(35,193)
Unrestricted net position	604,448	515,616
Total unrestricted net position	480,405	252,166
Total net position	$ 3,558,484	$ 3,462,416

* Note: RTD has included the full amount of the actuarially determined net pension liability for the represented pension plan, in accordance with financial reporting requirements. RTD is current in making all required contributions under the collective bargaining agreement.

NOTE J – BUDGETARY DATA

RTD's annual budget is prepared on the same basis as that used for accounting except that the budget also includes proceeds of long-term debt and capital grants as revenue and expenditures include capital outlays and obligation principal payments and excludes TABOR rebates under Amendment 1 of the Colorado Constitution, extraordinary loss, and depreciation on, as well as gains and losses on disposition of property and equipment. The budget sets forth all proposed outlays for operations, planning, administration, development, debt service, and capital outlays for the fiscal year. Prior to October 15, the RTD General Manager and CEO submits to the Board of Directors a proposed operating and capital budget for the fiscal year commencing the following January 1, which is made available for public inspection and comment. On or before December 31, the budget is adopted in conjunction with an appropriation resolution by the Board of Directors, who must also approve subsequent amendments thereto. In the absence of such adoption, RTD has authority to begin making expenditures limited to 90% of the prior year's approved appropriation. RTD's policy on budget transfers authorizes the RTD General Manager and CEO to approve certain transfers within the budget.

December 31, 2022 and 2021 (Dollars in Thousands)

A reconciliation for the years ended December 31 of the annual budget, as amended, to actual revenue and expenses is as follows:

	2022	2021
Revenues and Proceeds		
Revenue, actual	$ 1,273,553	$ 1,153,143
Proceeds from debt/arbitrage relief	320,000	834,904
Federal capital grants and local contributions	15,646	17,169
Revenue, actual (budgetary basis)	1,609,199	2,005,216
Revenue, budget	1,126,692	1,157,480
Expenditures		
Expenses, actual	1,193,131	1,069,507
Capital outlays	17,786	30,259
Depreciation, amortization, other	(358,207)	(340,558)
Long-term debt principal payments	527,795	896,483
Expenditures, actual (budgetary basis)	1,380,505	1,655,691
Appropriations, budget	1,654,508	1,339,231
Unused/(Excess use of) appropriations	$ 274,004	$ (316,460)

Unused appropriations lapse at year-end, except the RTD Board of Directors has the authority, as stated in the adopted appropriation resolution, to carry over the unused portion of funds for capital projects not completed for a period not to exceed three years. As of December 31, 2022, there was approximately $567,961 of unused 2022 appropriations for capital outlays available for carryover to 2023.

In 2022, the RTD Board of Directors approved refinancing certain lease-purchase financing instruments for interest savings by separate resolution independent of the 2022 approved budget appropriations. The cost of extinguishment of this debt resulted in expenditures exceeding the initial approved appropriations in 2022.

NOTE K – TAX, SPENDING AND DEBT LIMITATIONS

In November 1992, Colorado voters passed an amendment (Amendment 1) to the State Constitution (Article X, Section 20) that limits the revenue raising and spending abilities of state and local governments known as the Taxpayer's Bill of Rights (TABOR). The limits on property taxes, revenue, and "fiscal year spending" include allowable annual increases tied to inflation and local growth in construction valuation. Fiscal year spending as defined by the amendment excludes spending from certain revenue and financing sources such as federal funds, gifts, property sales, fund transfers, damage awards, and fund reserves. Amendment 1 requires voter approval for any increase in mill levy tax rates, new taxes, or creation of multi-year debt. Revenue earned in excess of the "spending limit" must be refunded to the taxpayers unless voters approve retention of these revenues. In addition, Amendment 1 mandates that reserves equal to 3% of fiscal spending be established for declared emergencies.

On November 7, 1995, the voters of the District exempted RTD from the revenue and spending limitations concerning Amendment 1 through December 31, 2005. On November 2, 1999, the voters of the District further exempted RTD from the revenue and spending limitations outlined in Amendment 1 for the purpose of paying any debt incurred to finance the Southeast and Southwest Corridor light rail projects or to operate such projects for as long as any debt remains outstanding, but in no event beyond December 31, 2026.

On November 2, 2004, the voters of the District authorized an increase in RTD's sales and use tax rate from 0.6% to 1.0%, effective January 1, 2005, to finance the FasTracks transit improvement program. This authorization also exempted RTD from any revenue and spending limitations on the additional tax and on any investment, income generated by the increased tax revenue and allowed RTD to incur debt to finance the capital improvements included in the FasTracks program. At the time that all FasTracks debt is repaid, RTD's sales and use tax rate will be reduced to a rate sufficient to operate the transit system financed through FasTracks. RTD has $3.477 billion in authorized debt, subject to Amendment 1's limitations. This debt was authorized by the voters of the District in 2004 to pay for the FasTracks transit improvement program. Based on estimated fiscal year spending for 2021, $25,623 of year-end net position has been reserved for emergencies. Amendment 1 is complex and subject to judicial interpretation. RTD believes it follows the requirements of Amendment 1 based on the interpretations of the amendment's language available at year-end.

NOTE L – SUBSEQUENT EVENTS

On March 30, 2023, RTD's concessionaire, Denver Transit Partners (DTP), which operates and maintains certain elements of RTD's commuter rail services, filed an appeal with the Court regarding the February 10, 2023, judgement issued regarding litigation between RTD and DTP. See *Contract Disputes and Legal Proceedings.*

On January 9, 2023, RTD was awarded a federal grant under section 5307 Preventive Maintenance, totaling $99,650, of which $79,720 is the federal portion. The start date for eligible costs was 10/1/2021 ending 9/30/2023. The grant will assist RTD in covering costs for preventive maintenance and capital cost of contracting which helps RTD ensure its transit services are safe and reliable.

REQUIRED SUPPLEMENTARY INFORMATION

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REGIONAL TRANSPORTATION DISTRICT
PENSION PLANS SUMMARY
As of December 31,

Schedule of Contributions Multiyear
Last 10 Fiscal Years*
(in thousands)

ATU 1001 Pension Plan

Period ending December 31,	2022	2021	2020	2019	2018	2017	2016	2015
Actuarially determined contribution	$ 20,343	$ 22,670	$ 22,594	$ 18,109	$ 17,664	$ 17,170	$ 17,131	$ 18,752
Actual contribution	19,498	22,454	21,345	20,163	13,168	12,128	11,543	10,758
Contribution excess (deficiency)	(845)	(216)	(1,249)	2,054	(4,496)	(5,042)	(5,588)	(7,994)
Covered payroll	$ 99,609	$108,766	$107,888	$103,646	$103,729	$ 94,802	$ 82,994	$ 84,774
Contribution as a percentage of covered payroll	19.57%	20.64%	19.78%	19.45%	12.69%	12.79%	13.91%	12.69%

* Fiscal year 2015 was the first year of implementation

Actuarial methods and assumption used to calculate actuarially determined contributions:

Valuation date:	January 1, 2022 Actuarially determined contribution rates are calculated as of December 31st each year for implementation the following fiscal year. Actual contributions are made pursuant to a collective bargaining agreement
Actuarial cost method:	Entry age normal
Amortization method:	Level percentage of payroll
Remaining amortization period:	20 years
Asset valuation method:	5 year smoothed market
Inflation rate:	2.25%
Wage increases:	3.00% to 10.00% including inflation
Investment rate of return:	6.50%
Retirement age:	Age-based rates starting at age 50 with 100% retirement at age 70
Healthy mortality:	RP-2014 combined mortality table, generational projected with MP-2020
Disabled mortality:	RP-2014 combined mortality table, generational projected with MP-2020
Cost-ofLiving Adjustments	None
Other:	Employer contributions increased to 15% as of January 1, 2022. The benefit multiplier increased from 1% to 2% effective January 1, 2022, retroactive to date of hire.

REGIONAL TRANSPORTATION DISTRICT
PENSION PLANS SUMMARY
As of December 31,
Schedule of Changes in the Plan's Net Pension Liability and Related Ratios - Multiyear
Last 10 Fiscal Years*
(in thousands)
ATU 1001 Pension Plan

Period ending December 31,	2022	2021	2020	2019	2018	2017	2016	2015
Total Pension Liability								
Service cost	$ 7,788	$ 8,998	$ 9,007	$ 9,045	$ 14,387	$ 13,145	$ 13,074	$ 11,936
Interest	34,117	34,057	33,056	32,102	27,099	25,276	26,324	27,714
Changes to benefit terms	28,067		-	-	-	-	-	-
Differences between expected and actual experience	(3,771)	(1,498)	2,908	1,596	4,855	(3,164)	(4,711)	(6,476)
Assumption changes	26,347	(7,519)	-	-	(108,133)	(19,822)	28,095	28,879
Benefit payments, including lump sum distributions	(32,386)	(31,573)	(29,732)	(28,417)	(27,233)	(26,133)	(25,439)	(24,312)
Net change in total pension liability	60,161	2,465	15,239	14,326	(89,025)	(10,698)	37,343	37,742
Total pension liability - beginning	495,786	493,321	478,082	463,756	552,781	563,479	526,136	488,394
Total pension liability - ending	$ 555,947	$495,786	$ 493,321	$478,082	$463,756	$ 552,781	$ 563,479	$ 526,136
Plan Fiduciary Net Position								
Contributions - RTD	$ 19,498	$ 22,454	$ 21,345	$ 20,163	$ 13,168	$ 12,128	$ 11,542	$ 10,758
Contributions - employees	4,020	4,070	5,052	4,627	4,389	4,069	3,868	3,586
Net investment income	39,268	35,313	40,540	(8,837)	28,983	11,855	(1,829)	11,779
Benefit payments, including lump sum distributions	(32,386)	(31,573)	(29,731)	(28,417)	(27,233)	(26,133)	(25,439)	(24,312)
Administrative expenses	(444)	(333)	(397)	(391)	(411)	(364)	(391)	(355)
Net change in plan fiduciary net position	29,956	29,931	36,809	(12,855)	18,896	1,555	(12,249)	1,456
Plan fiduciary net position - beginning	276,551	246,620	209,811	222,666	203,770	202,215	214,464	213,008
Plan fiduciary net position - ending	$ 306,507	$276,551	$ 246,620	$209,811	$222,666	$ 203,770	$ 202,215	$ 214,464
Plan's net pension liability - ending	$ 249,439	$219,235	$ 246,701	$268,271	$241,090	$ 349,011	$ 361,264	$ 311,672
Plan fiduciary net position as a percentage of the total pension liability	55.13%	55.78%	49.99%	43.89%	48.01%	35.86%	35.89%	40.76%
Covered payroll	$ 99,609	$108,766	$ 107,888	$103,646	$103,729	$ 94,802	$ 82,994	$ 85
Net pension liability as a percentage of covered payroll	250.42%	201.56%	229.66%	258.83%	232.42%	368.58%	435.29%	367.65%

* Fiscal year 2015 was the first year of implementation

Notes to Schedule

Changes in Assumptions

valuation date): Assumption changes were the result of an increase in the Total Pension Liability due to the impact of the change in the Single Discount Rate from 5.68 percent to 5.00 percent as well as a change in the retirement rates first reflected in the January 1, 2015 funding valuation. This change in assumptions was measured at the end of the year.

Assumption changes for the Fiscal Year Ending December 31, 2016 (December 31, 2016 measurement date, January 1, 2016 actuarial valuation date): Assumption changes where a result of a change in the Single Discount Rate changing from 5.00 to 4.54, measured at the

Assumption changes for the Fiscal Year Ending December 31, 2017(December 31, 2016 measurement date, January 1, 2016 actuarial valuation date): Assumption changes were a result of the update of mortality assumptions to RP-2014 blue-colllar tables published by the

Assumption changes for the Fiscal Year Ending December 31, 2018 (December 31, 2017 measurement date, January 1, 2017 actuarial valuation date): Assumption changes were the result of the initiation of employer contributions of $6,200.

Assumption changes for the Fiscal Year Ending December 31, 2021 (December 31, 2020 measurement date, January 1, 2020 actuarial valuation date): Assumption changes were the result of the employer contribution amount to be determined during collective bargaining.

Assumption changes for the Fiscal Year Ending December 31, 2022 (December 31, 2021 measurement date, January 1, 2021 actuarial valuation date): Assumption changes were the result of the change in the Single Discount rate from 7.00 to 6.5%

REGIONAL TRANSPORTATION DISTRICT
PENSION PLANS SUMMARY
As of December 31,

Schedule of Contributions Multiyear
Last 10 Fiscal Years*
(in thousands)

RTD Salaried Pension Plan

Period ending December 31,	2022	2021	2020	2019	2018	2017	2016	2015
Actuarially determined contribution	$ 8,319	$ 8,643	$ 8,082	$ 7,954	$ 7,296	$ 7,632	$ 6,768	$ 5,682
Actual contribution	6,100	6,100	6,100	5,100	4,600	4,100	3,100	3,100
Contribution excess (deficiency)	(2,219)	(2,543)	(1,982)	(2,854)	(2,696)	(3,532)	(3,668)	(2,582)
Covered payroll	$ 19,450	$ 21,336	$ 23,631	$ 26,460	$ 27,619	$ 30,378	$ 31,257	$ 30,880
Contribution as a percentage of covered payroll	31.36%	28.59%	21.58%	19.27%	16.66%	13.50%	9.92%	10.04%

* Fiscal year 2015 was the first year of implementation

Actuarial methods and assumption used to calculate actuarially determined contributions:

Valuation date:	January 1, 2021
Notes:	Actuarially determined contribution rates are calculated as of January 1st, twelve months prior to end of the fiscal year in which contributions are reported.
Actuarial cost method:	Entry age normal
Amortization method:	Level dollar, fixed and declining 20 years
Remaining amortization period:	10 years
Asset valuation method:	Smoother over 5 yrs based on the Actuarial Vallue of Assets Expected return
Inflation rate:	2.75%
Wage increases:	3.70%-6.45%, based on age
Investment rate of return:	7.00%
Retirement age:	see below

Retirement age:

Age	Rate
55	5.00%
56-61	10.00%
62	25.00%
63-64	15.00%
65-69	40.00%
70 or older	100.00%

Vested inactive participants are assumed to retire at age 64

Mortality (annuities):	RP-2014 mortality tables for healthy employees and annuitants (adjusted to 2006) and projected to 2022 using the MP-2017 mortality improvement scale
Mortality (lump sums):	RP-2014 mortality tables for healthy employees and annuitants (adjusted to 2006) and projected to 2022 using the MP-2017 mortality improvement scale
Other:	401(a) compensation and 415 limits are assumed to increase with inflation
	Turnover: 0.00% - 9.93% based on age
	Disablement: 0.03% - 0.81% based on age
	Expenses: $175 per year payable monthly, with a 2% annual increase thereafter
	Marital Status: 60% Male/30% female, female spouses 3 years younger
	Form of Beneftit (active retirements): 25% Lump Sum, 75% Annuity

REGIONAL TRANSPORTATION DISTRICT
PENSION PLANS SUMMARY
As of December 31,

Schedule of Changes in the Plan's Net Pension Liability and Related Ratios - Multiyear
Last 10 Fiscal Years*
(in thousands)

RTD Salaried Pension Plan

Period ending December 31,	2022	2021	2020	2019	2018	2017	2016	2015
Total Pension Liability								
Service cost	$ 2,394	$ 2,828	$ 3,066	$ 3,000	$ 3,201	$ 3,587	$ 3,342	$ 2,673
Interest	12,674	12,436	12,412	12,624	12,351	11,371	10,388	9,366
Changes to benefit terms	-	-	-	-	-	-	-	-
Differences between expected and actual experience	(1,146)	2,486	(2,605)	(1,981)	(816)	6,716	3,869	2,228
Assumption changes	-	-	-	7,844	-	-	3,601	6,997
Benefit payments, including lump sum distributions	(15,937)	(11,899)	(12,671)	(12,465)	(9,339)	(7,092)	(9,582)	(7,034)
Net change in total pension liability	(2,015)	5,851	202	9,022	5,397	14,582	11,618	14,230
Total pension liability - beginning	186,625	180,774	180,572	171,550	166,153	151,571	139,953	125,723
Total pension liability - ending	$ 184,609	$ 186,625	$ 180,774	$ 180,572	$ 171,550	$ 166,153	$ 151,571	$139,953
Plan Fiduciary Net Position								
Contributions - RTD	$ 6,100	$ 6,100	$ 5,100	$ 5,100	$ 4,600	$ 4,100	$ 3,100	$ 3,100
Contributions - employees	-	-	-	-	-	-	-	-
Net investment income	19,230	8,991	20,778	(7,143)	18,322	11,337	(610)	9,078
Benefit payments, including lump sum distributions	(15,937)	(11,899)	(12,671)	(12,465)	(9,339)	(7,092)	(9,582)	(7,034)
Administrative expenses	(160)	(216)	(189)	(188)	(177)	(166)	(141)	(127)
Net change in plan fiduciary net position	9,232	2,976	13,018	(14,696)	13,406	8,179	(7,233)	5,017
Plan fiduciary net position - beginning	145,660	142,684	129,666	144,362	130,956	122,777	130,010	124,993
Plan fiduciary net position - ending	$ 154,892	$ 145,660	$ 142,684	$ 129,666	$ 144,362	$ 130,956	$ 122,777	$130,010
Plan's net pension liability - ending	$ 29,717	$ 40,965	$ 38,090	$ 50,906	$ 27,188	$ 35,197	$ 28,794	$ 9,943
Plan fiduciary net position as a percentage of the	83.90%	78.05%	78.93%	71.81%	84.15%	78.82%	81.00%	92.90%
Covered payroll	$ 19,450	$ 21,336	$ 23,631	$ 26,460	$ 27,619	$ 30,378	$ 31,257	$ 30,880
Net pension liability as a percentage of covered payroll	152.79%	191.99%	161.19%	192.39%	98.44%	115.86%	92.12%	32.20%

* Fiscal year 2015 was the first year of implementation

Note: In 2019, the assumed investment rate of return was reduced from 7.5% to 7.0%

Notes to schedule:

Measurement Periods: January 1,2019-December 31, 2019 for the Fiscal Year Ending December 31, 2020 (December 31, 2019 Measurement date) and January 1, 2020-December 31, 2020 for the Fiscal Year Ending December 31, 2021 (December 31, 2020 measurement date). RTD elected the one-year lookback for
Assumption changes for the Fiscal Year ending December 31, 2019 (December 31, 2018 measurement date, January 1, 2019 actuarial valuation date):
Effective with the January 1, 2019 valuation, the operating expense assumption was increased from $135,000 per year, payable monthly, to $140,000 per year
Assumption changes for the Fiscal year Ending December 31, 2016 (December 31, 2015 measurement date, January 1, 2016 actuarial valuation date): the
amount reported as Assumption Changes resulted from a change in the salary increase assumption (average weighted salary increase changed from 4.00% to
Assumption changes for the Fiscal year Ending December 31, 2015 (December 31, 2014 measurement date, January 1, 2015 actuarial valuation date): the
amount reported as Assumption Changes resulted from a change in the salary increase assumption (average weighted salary increase changed from 3.75% to
None.
None.
None.

Assumption changes for the Fiscal Year Ending Deceember 31, 2022 (December 31, 2021 measurement date, January 1 2021 valuation date): Effective with the January 1, 2021 valuation, the operating expense assumption was increased from $142,800 per year, payable monthly, with a 2% annual increase therafter to $175,000 per year, with a 2% annual increase thereafter.

SUPPLEMENTAL INFORMATION

REGIONAL TRANSPORTATION DISTRICT
SCHEDULE OF EXPENSE AND REVENUE
BUDGET AND ACTUAL - BUDGETARY BASIS
Year Ended December 31, 2022
(In Thousands)

	Adopted Budget (Unaudited)	Final Budget (Unaudited)	Actual	Variance
Operating revenue				
Passenger fares	$ 98,180	$ 98,180	$ 75,292	$ (22,888)
Other	8,353	8,353	2,707	(5,646)
Total operating revenue	106,533	106,533	77,999	(28,534)
Operating expenses				
Salaries and wages	231,791	233,252	227,799	5,453
Fringe benefits	87,010	87,372	104,740	(17,368)
Materials and supplies	57,932	55,562	43,820	11,742
Services	135,628	146,574	82,633	63,941
Utilities	19,425	17,482	18,434	(952)
Insurance	12,270	13,120	13,221	(101)
Purchased transportation	213,746	207,773	196,016	11,757
Leases and rentals	4,496	4,555	1,540	3,015
Miscellaneous	8,576	8,773	3,263	5,510
Total operating expenses	770,874	774,463	691,466	82,997
Operating loss	(664,341)	(667,930)	(613,467)	54,463
Nonoperating revenue (expenses)				
Sales and use tax	768,369	799,069	855,146	56,077
Grant operating assistance	209,494	209,494	307,042	97,548
Investment income			(1,004)	(1,004)
Other income			34,370	34,370
Gain/loss on capital assets	-	-	(5,121)	(5,121)
Interest expense	(147,378)	(153,844)	(138,337)	15,507
Total nonoperating revenue (expenses)	830,485	854,719	1,052,096	197,377
Proceeds from debt	-	-	320,000	320,000
Capital outlay				
Capital expenses	575,574	643,555	17,786	(625,769)
Less capital grants	-		(15,646)	(15,646)
	575,574	643,555	2,140	(641,415)
Long-term debt principal payment	(87,790)	(81,324)	(527,795)	(446,471)
Excess (deficiency) of revenue and nonoperating income over (under) expenses, capital outlays and debt principal payments	$ (497,220)	$ (538,090)	228,694	$ 766,784
Increases (decreases) to reconcile budget basis to GAAP basis				
Capital expenses			17,786	
Proceeds from debt			(320,000)	
Long-term debt principal payment			527,795	
Depreciation			(358,207)	
INCREASE IN NET POSITION			$ 96,068	

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REGIONAL TRANSPORTATION DISTRICT
STATEMENT OF NET POSITION - FIDUCIARY FUNDS
As of December 31,
(In Thousands)

	401(a) Retirement	Pension Plan	**2022**	401(a) Retirement	Pension Plan	**2021**
Assets						
Cash and cash equivalents	$ 50	$ 2,658	$ 2,709	$ 40	$ 5,548	$ 5,588
Investments						
Equities		13,099	13,099		14,594	14,594
Common Collective Trusts		86,816	86,816		105,916	105,916
Real Estate Investment Trusts		21,143	21,143		21,157	21,157
Mutual Funds	42,581	6,340	48,921	46,411	7,722	54,133
Total Investments	42,581	127,399	169,980	46,411	149,389	195,800
Receivables						
Accrued interest receivable		17	17		18	18
Other receivables					3	3
Total assets	42,631	130,074	172,705	46,451	154,958	201,409
Liabilities						
Accounts payable	-	49	49	-	66	66
Total liabilities	-	49	49	-	66	66
Net position - restricted for pensions	$ 42,631	$ 130,025	$ 172,656	$ 46,451	$ 154,892	$ 201,343

REGIONAL TRANSPORTATION DISTRICT
STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
Years ended December 31,
(In Thousands)

	Section 401(a) Retirement Plan	Salaried Pension Plan	**2022**	Section 401(a) Retirement Plan	Salaried Pension Plan	**2021**
Additions						
Contributions	$ 7,080	$ 8,400	$ 15,480	$ 5,573	$ 6,100	$ 11,673
Forfeitures	264	-	264	100	-	100
Investment income and change in value	(7,583)	(17,828)	(25,412)	5,330	19,602	24,932
Investment expenses	(122)	(427)	(549)		(342)	(342)
Total additions	(361)	(9,855)	(10,217)	11,003	25,360	36,363
Deductions						
Distributions and benefits paid	3,374	14,842	18,216	5,180	15,937	21,117
Administrative expenses	84	170	254	132	191	323
Total deductions	3,458	15,012	18,470	5,312	16,128	21,440
Increase in net position	(3,819)	(24,867)	(28,687)	5,691	9,232	14,923
Net position, beginning of year	46,451	154,892	201,343	40,760	145,660	186,420
Net position, end of year	$ 42,632	$ 130,025	$ 172,656	$ 46,451	$ 154,892	$ 201,343

``

STATISTICAL SECTION

This part of the RTD's Annual Comprehensive Financial Report presents detailed information as a context for understanding the information in the financial statements, note disclosure, and required supplementary information.

Contents **Page**

REGIONAL TRANSPORTATION DISTRICT
NET POSITION BY COMPONENT[1] (In Thousands)

	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013
Net Investment in Capital Assets (Note I)	$2,427,540	$2,551,814	$2,813,989	$2,987,538	$3,144,175	$3,135,186	$3,119,274	$2,936,397	$2,987,694	$2,788,100
Restricted (Note I)										
Emergencies	28,995	25,623	26,861	25,940	24,079	25,735	21,609	20,284	19,193	18,304
Debt and other	621,544	632,814	519,978	488,810	502,558	475,792	395,948	304,667	155,345	117,827
Total restricted net position[2]	650,539	658,437	546,839	514,750	526,637	501,527	417,557	324,951	174,538	136,131
Unrestricted net position (note H)	480,405	252,166	1,165	(165,410)	(207,306)	(223,204)	(214,479)	(84,409)	18,842	53,218
Total net position	$ 3,558,484	$ 3,462,416	$ 3,361,993	$ 3,336,878	$ 3,463,506	$ 3,413,509	$ 3,322,352	$ 3,176,938	$ 3,181,074	$ 2,977,449

[1] Data is taken from the financial records of RTD and is presented on the accrual basis.
[2] Retricted net position for 2016 and 2015 has been restated by category.

REGIONAL TRANSPORTATION DISTRICT
SUMMARY OF STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
(In Thousands)

	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013
Operating revenues:										
Passenger fares	$ 75,292	$ 78,923	$ 76,265	$ 154,390	$ 143,231	$ 140,217	$ 134,622	$ 120,497	$ 120,497	$ 117,841
Other	2,707	4,197	6,183	6,553	7,535	7,159	5,803	5,347	4,406	5,199
Total operating revenues	77,999	83,120	82,448	160,943	150,766	147,376	140,425	125,844	124,903	123,040
Operating expenses:										
Salaries, wages, fringe benefits	332,539	246,125	248,595	251,074	236,892	263,977	260,039	227,207	204,790	192,405
Materials and supplies	43,820	39,663	42,108	54,983	51,335	44,686	52,180	58,884	62,156	64,798
Services	82,633	74,500	84,673	96,085	81,189	77,323	58,560	79,749	108,920	112,479
Utilities	18,434	17,512	16,206	17,823	16,419	16,503	14,220	13,673	14,151	13,567
Insurance	13,221	10,104	10,186	10,833	9,941	13,319	10,382	8,102	5,273	5,568
Purchased transportation	196,016	174,747	203,964	203,559	176,416	159,051	156,605	113,216	114,942	113,006
Leases and rentals	1,540	3,202	3,397	3,204	1,996	2,829	3,288	3,462	3,264	3,210
Miscellaneous	3,263	2,213	2,546	5,053	4,317	4,213	4,183	4,531	6,561	6,448
Total operating expenses	691,466	568,066	611,675	642,614	578,505	581,901	559,457	508,824	520,057	511,481
Operating loss before depreciation	(613,467)	(484,946)	(529,227)	(481,671)	(427,739)	(434,525)	(419,032)	(382,947)	(395,154)	(388,441)
Depreciation	358,207	340,558	339,833	355,417	285,653	248,633	222,154	152,531	139,045	127,256
Operating loss	(971,674)	(825,504)	(869,060)	(837,088)	(713,392)	(683,158)	(641,186)	(535,478)	(534,199)	(515,697)
Nonoperating income (expense):										
Sales and use tax revenues	855,146	756,974	632,665	659,418	634,192	598,187	563,598	541,518	514,721	468,586
Grant operating assistance	307,042	299,052	316,848	86,263	86,403	80,412	77,335	73,383	75,544	88,243
Interest income	(1,004)	2,401	8,965	17,669	13,409	63,030	6,371	3,164	165	2,040
Other income	34,370	11,596	10,397	26,582	12,618	10,596	9,927	10,322	10,248	28,170
Gain/Loss on capital assets	(5,121)	(6,787)	(3,822)	(2,452)	(1,449)	4,022	5,664	1,085	6,613	(82)
Interest expense	(138,337)	(154,096)	(167,055)	(200,845)	(62,770)	(65,346)	(77,272)	(79,686)	(72,293)	(61,223)
Other expense/unrealized loss asse	-	-	-	(672)	(16)	(2,981)	(1,258)	(1,422)	(3,605)	(4,064)
Total nonoperating income	1,052,096	909,140	797,998	585,963	682,387	687,920	584,365	548,364	531,393	521,670
Net income before capital grants and local contribution:	80,422	83,636	(71,062)	(251,125)	(31,005)	4,762	(56,821)	12,886	(2,806)	5,973
Capital grants and local contributions	15,646	17,169	96,177	124,497	81,002	86,395	202,235	169,313	206,431	242,566
Increase in net position	96,068	100,805	25,115	(126,628)	49,997	91,157	145,414	182,199	203,625	248,539
Net position, beginning of year, (as previously reported)	3,462,416	3,361,993	3,336,878	3,463,506	3,413,509	3,322,352	3,176,938	3,181,074	2,977,449	2,728,910
Change in accounting principle, (note A)		(382)						(186,335)		
Net position, beginning of year, (as restated)								2,994,739		
Prior period adjustment										
Net position at end of year	$3,558,484	$3,462,416	$3,361,993	$ 3,336,878	$3,463,506	$3,413,509	$3,322,352	$3,176,938	$3,181,074	$2,977,449

REGIONAL TRANSPORTATION DISTRICT
OPERATING AND OTHER EXPENSES AND CAPITAL OUTLAYS[1]

Table 3

Ten Years (Unaudited)
(In Thousands)

Year	Operating Expenses	Depreciation	Interest Expense	Other Nonoperating Expenses	Capital Outlays[2]	Total
2013	$ 511,481	$ 127,256	61,223	$ 4,146	769,359	$ 1,473,465
2014	520,057	139,045	72,293	3,605	862,701	1,597,701
2015	508,824	152,531	79,686	1,422	870,055	1,612,518
2016	559,457	222,154	77,272	1,258	693,159	1,553,300
2017	581,901	248,633	65,346	2,981	451,245	1,350,106
2018	578,505	285,653	62,770	1,465	335,080	1,263,473
2019	641,614	355,417	200,845	672	350,221	1,548,769
2020	611,675	339,833	167,055			1,118,563
2021	566,241	343,167	154,096	-	30,259	1,093,763
2022	691,466	358,207	138,337	-	17,786	1,205,796

[1] Data is taken from the financial records of RTD and is presented on the accrual basis.
[2] Prior to 2020, RTD capitalized certain interest costs, which are included in capital outlays.

REGIONAL TRANSPORTATION DISTRICT
REVENUE BY SOURCE[1]
Ten Years (Unaudited)
(In Thousands)

Table 4

Year	Operating Revenues	Sales/Use Tax	Grant Operating Assistance	Interest Income	Other	Total Revenue	Capital Grants	Local Contributions	Total Revenue and Capital Grant & Contributions
2013	$ 123,040	$ 468,586	$ 88,243	$ 2,040	$ 28,170	$ 710,079	$159,783	$ 82,783	$ 952,645
2014	124,903	514,721	75,544	165	16,861	732,194	171,549	34,882	938,625
2015	125,877	541,518	73,383	3,164	11,407	755,349	157,616	11,697	924,662
2016	140,525	563,598	77,335	6,371	15,591	803,420	185,324	16,911	1,005,655
2017	147,376	598,187	80,412	63,030	14,618	903,623	75,500	10,895	990,018
2018	150,766	634,192	86,403	13,409	12,618	897,388	52,229	28,773	978,390
2019	160,943	659,418	86,263	17,669	26,582	950,875	116,303	8,194	1,075,372
2020	82,448	632,665	316,848	8,965	10,397	1,051,232	66,215	29,962	1,147,500
2021	83,120	756,974	299,052	2,401	11,998	1,153,545	15,739	1,430	1,170,714
2022	77,999	855,146	307,042	(1,004)	34,370	1,273,553	12,490	3,156	1,289,199

[1] Data is taken from the financial records of RTD and is presented on the accrual basis.

REGIONAL TRANSPORTATION DISTRICT
DEBT COVERAGE RATIOS[1]
(In Thousands)

Table 5

TEN YEARS

	Sales Tax Bond Debt Service Requirements			Sales Tax	Coverage
	Interest	Principal	Total	Collections	Ratio
2013	76,786	20,725	97,511	468,586	4.81
2014	84,821	25,712	110,533	514,721	4.66
2015	84,101	26,438	110,539	541,518	4.90
2016	83,490	27,043	110,533	563,598	5.10
2017	89,033	25,364	114,397	598,187	5.23
2018	86,542	26,235	112,777	634,192	5.62
2019	85,662	18,715	104,377	659,418	6.32
2020	83,292	19,475	102,767	632,665	6.16
2021	73,961	14,795	88,756	756,974	8.53
2022	82,920	16,195	99,115	855,146	8.63

	Certificate of Participation Debt Service Requirements		
	Interest	Principal	Total
2013	31,285	25,735	57,020
2014	43,502	31,290	74,792
2015	57,226	27,910	85,136
2016	62,373	34,655	97,028
2017	56,071	32,702	88,773
2018	53,669	38,465	92,134
2019	51,941	48,620	100,561
2020	47,953	58,653	106,606
2021	45,335	62,301	107,636
2022	32,525	60,873	93,398

REGIONAL TRANSPORTATION DISTRICT
DEBT SERVICE COVERAGE RATIOS (Continued)[1]
(In Thousands)

Table 5

	Total Debt Service Requirements			Total	Coverage
	Interest	Principal	Total	Revenue	Ratio
2013	108,071	46,460	154,531	952,645	6.16
2014	128,323	57,002	185,325	938,625	5.06
2015	141,327	54,348	195,675	924,662	4.73
2016	145,863	61,698	207,561	1,005,655	4.85
2017	145,104	58,066	203,170	990,018	4.87
2018	140,211	64,700	204,911	978,390	4.77
2019	137,603	67,335	204,938	1,075,372	5.25
2020	131,245	78,128	209,373	1,147,500	5.48
2021	119,296	77,096	196,392	1,170,714	5.96
2022	115,445	77,068	192,513	1,281,691	6.66

[1] Source: The financial records of RTD and the Offical Statements of the respective debt issues.

December 31, 2022 and 2021 (Dollars in Thousands)

REGIONAL TRANSPORTATION DISTRICT
DEMOGRAPHIC AND OPERATING DATA
Last Ten Years (Unaudited)

Table 6

	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013
January 1 population within RTD service area[1]	3,098,000	3,098,000	3,080,000	3,090,000	3,080,000	2,920,000	2,920,000	2,870,000	2,870,000	2,800,000
Cities and towns served	40	40	40	40	40	40	40	40	40	40
Square miles in service area	2,342	2,342	2,342	2,342	2,342	2,342	2,342	2,340	2,340	2,340
Total service miles	60,532,485	37,337,138	35,550,924	64,369,963	59,239,576	49,348,647	44,368,116	47,575,444	45,746,927	45,246,715
Passenger stops	9,720	9,720	9,750	9,800	9,800	9,077	9,077	9,566	9,751	9,509
Number of fixed routes	134	134	134	169	169	172	172	137	138	136
Local	86	78	72	107	107	115	115	69	65	65
Express		-	-	-	-	-	-	15	14	14
Regional	17	17	23	23	23	16	16	20	17	17
Skyride	3	2	3	3	3	3	3	5	5	5
Boulder City	17	17	13	13	13	13	13	13	13	13
Longmont City	4	4	4	4	4	4	4	4	4	4
Limited	10	10	14	14	14	16	16	18	11	11
Miscellaneous		6	5	5	5	5	5	8	9	7
Average weekday ridership	187,529	145,998	164,886	345,299	321,891	326,413	331,580	338,363	344,348	335,391
Total Annual Boardings	61,602,568	49,029,218	52,616,640	105,823,892	105,388,415	106,849,922	101,322,384	102,991,663	104,987,248	101,966,009
Total Revenue Boardings	57,802,831	45,604,684	48,877,655	93,982,340	94,033,303	87,822,890	82,019,742	88,973,903	90,955,825	87,510,626
Average weekday miles operated	115,142	117,620	135,495	176,356	141,621	142,489	136,677	131,221	119,706	118,385
Diesel fuel consumption, gallons[2]	3,374,838	3,376,453	4,032,532	5,178,712	5,238,000	5,550,000	5,550,000	5,550,000	5,550,000	5,600,000
Total active buses	1,035	1,034	1,026	1,030	1,026	1,023	1,023	1,021	1,011	992
Wheelchair lift equipped buses	1,035	1,034	1,026	1,030	1,026	1,023	1,023	1,021	1,011	992
Number of employees[2]										
Salaried	869	785	923	870	870	817	779	779	735	752
Represented (includes part-time)	1,739	1,722	2,063	2,018	2,018	1,962	2,034	1,955	1,929	1,901
Fleet requirements (peak hours)		-	-	841	841	834	834	834	821	785
Operating facilities[2]	8	8	8	7	7	7	7	7	7	6

[1] *Source: Population is based on estimates provided by the Denver Regional Council of Governments. All other data comes from the financial records of RTD.*

[2] *Excludes purchased transportation services.*

December 31, 2022 and 2021 (Dollars in Thousands)

Debt Disclosure Tables for 2022 ACFR

ACFR Table	Table Title
7	Mid-Term Financial Plan
8	RTD Statement of Debt
9	RTD Annual Ridership and Fare Revenue
10	RTD Advertising and Ancillary Revenues
11	RTD Federal Grant Receipts
12	Five-Year Summary of Revenue/Expense Statements
13	Five-Year Summary of Budget/Actuals
14	RTD 2022 and 2023 Budget
15	Trip Fares
16	RTD Net Retail Sales

REGIONAL TRANSPORTATION DISTRICT
2023-2028 MID-TERM FINANCIAL PLAN (In Thousands)

Table 7

Modified Accrual Basis	2023	2024	2025	2026	2027	2028	Total
Operating revenue	$ 89,516	$ 79,312	$ 82,228	$ 85,571	$ 87,283	$ 89,028	$ 512,938
Sales and use tax revenue	852,827	890,996	914,217	935,224	958,002	981,373	5,532,639
Grant revenue	151,704	152,327	151,351	150,165	149,829	152,346	907,722
Other Income	101,412	101,412	-	-	-	-	202,824
Total revenue	1,195,458	1,224,048	1,147,796	1,170,960	1,195,114	1,222,747	7,156,123
Operating expenses (excluding depreciation)	749,452	787,094	832,534	812,472	830,698	856,821	4,869,071
Capital expenditures and state of good repair	148,407	86,758	152,774	57,899	144,664	191,080	781,582
Debt service	225,760	226,938	232,710	255,439	275,397	254,668	1,470,912
Total expenditures	1,123,619	1,100,790	1,218,018	1,125,810	1,250,759	1,302,569	7,121,565
Net sources/(uses) of funds	71,839	123,258	(70,222)	45,150	(55,645)	(79,822)	34,558
Contributions to/(use) of reserves	177,844	92,000	42,000	88,000	13,000	(17,850)	394,994
Remaining funds	$ 516,369	$ 648,416	$ 587,203	$ 637,724	$ 587,612	$ 513,353	$ 513,353

December 31, 2022 and 2021 (Dollars in Thousands)

REGIONAL TRANSPORTATION DISTRICT
STATEMENT OF DEBT
as of December 31, 2022

Table 8

Direct Borrowings/Placements:		Outstanding[2]
2017A JPM Lease Puchase Agreement Refunding		93,369
RTD Sales FasTracks Tax Revenue Bonds, Series 2022AB		314,480
	$	407,849
Sales Tax Bonds		
RTD Sales Tax Revenue Refunding Bonds, Series 2007[1] - FasTracks	$	243,981
RTD Sales Tax Revenue Refunding Bonds, Series 2007[1]		18,785
RTD Sales FasTracks Tax Revenue Bonds, Series 2010B[1]		300,000
RTD Sales FasTracks Tax Revenue Bonds, Series 2013A[1]		231,833
RTD Sales FasTracks Tax Revenue Bonds, Series 2016A[1]		222,913
RTD Sales FasTracks Tax Revenue Bonds, Series 2017A[1]		80,602
RTD Sales FasTracks Tax Revenue Bonds, Series 2017B[1]		135,083
RTD Sales FasTracks Tax Revenue Bonds, Series 2019A[1]		82,740
RTD Sales FasTracks Tax Revenue Bonds, Series 2021AB		865,935
Total Sales Tax Revenue Debt	$	2,181,872
Lease Purchase Agreements		**Outstanding[2]**
Master Lease Purchase Agreement II Fixed Rate Certificates of Participation,		100,000
Master Lease Purchase Agreement II Fixed Rate Certificates of Participation,		101,819
Master Lease Purchase Agreement II Fixed Rate Certificates of Participation,		115,326
Master Lease Purchase Agreement II Fixed Rate Certificates of Participation,		74,524
Total Certificates of Participation Debt	$	391,669
Total Debt	$	2,981,390
RTD District Population[3]		3,098,000
Per Capita Debt Requirement	$	962

[1] The Bond Resolution pursuant to which the RTD Sales Tax Revenue Bonds are issued provides that pledged for the payment of such Bonds are the Sales Tax Revenues and "any additional revenues legally available to RTD which the Board in its discretion may hereafter by Supplemental Resolution pledge to the payment of the Bonds".

[2] RTD is current on its obligations under all such debt.

[3] Population is based on estimates provided by the Denver Regional Council of Governments.

ANNUAL RIDERSHIP AND FARE REVENUE - 2013-2022

Table 9

(In Thousands)

Year	Revenue Boardings[1]	Fare Revenue	Percent Change in Fare Revenue
2013	87,820	117,841	4.1%
2014	91,049	120,497	2.3%
2015	88,927	120,530	0.0%
2016	88,982	134,622	11.7%
2017	87,823	140,217	4.2%
2018	95,114	143,231	2.1%
2019	95,041	154,390	7.8%
2020	48,878	76,265	-50.6%
2021	48,172	78,923	3.5%
2022	57,803	75,292	-4.6%

[1] Totals include both access-a-Ride boardings and vanpool boardings.

ADVERTISING AND ANCILLARY REVENUES - 2013-2022

Table 10

(In Thousands)

Year	Advertising Revenue	Ancillary Revenues
2013	$ 2,924	$ 20,123
2014	4,324	2,085
2015	4,160	1,186
2016	3,722	2,081
2017	4,280	2,879
2018	4,433	3,102
2019	4,482	2,071
2020	4,484	1,699
2021	1,135	3,062
2022	86	2,621

GRANT RECEIPTS AND LOCAL CONTRIBUTIONS - 2013-

Table 11

(In Thousands)

Year	Grant Capital	Local Contributions	Grant Operating Assistance
2013	159,783	82,783	88,243
2014	171,549	34,882	75,544
2015	157,616	11,697	73,383
2016	185,324	16,911	77,335
2017	75,500	10,895	80,412
2018	52,229	28,773	86,403
2019	116,303	8,194	86,263
2020	66,215	29,962	316,848
2021	15,739	1,430	284,604
2022	12,490	3,156	307,042

FIVE-YEAR SUMMARY OF STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION (In Thousands)

Table 12

	Years Ended December 31,				
	2022	2021	2020	2019	2018
Operating revenues:					
Passenger fares	$ 75,292	$ 78,923	$ 76,265	$ 154,390	$ 143,231
Other	2,707	4,197	6,183	6,553	7,535
Total operating revenues	77,999	83,120	82,448	160,943	150,766
Operating expenses:					
Salaries, wages, fringe benefits	332,539	246,125	248,595	251,074	236,892
Materials and supplies	43,820	39,569	42,108	54,983	51,335
Services	82,633	74,328	84,673	96,085	81,189
Utilities	18,434	17,512	16,206	17,823	16,419
Insurance	13,221	10,104	10,186	10,833	9,941
Purchased transportation	196,016	174,747	203,964	203,559	176,416
Leases and rentals	1,540	1,643	3,397	3,204	1,996
Miscellaneous	3,263	2,213	2,546	5,053	4,317
Total operating expenses	691,466	566,241	611,675	642,614	578,505
Operating loss before depreciation	(613,467)	(483,121)	(529,227)	(481,671)	(427,739)
Depreciation	358,207	343,167	339,833	355,417	285,653
Operating loss	(971,674)	(826,288)	(869,060)	(837,088)	(713,392)
Nonoperating income (expense):					
Sales and use tax revenues	855,146	756,974	632,665	659,418	634,192
Grant operating assistance	307,042	299,052	316,848	86,263	86,403
Interest income	(1,004)	2,401	8,965	17,669	13,409
Other income	34,370	11,998	10,397	26,582	12,618
Gain/Loss on capital assets	(5,121)	(6,787)	(3,822)	(2,452)	(1,449)
Interest expense	(138,337)	(154,096)	(167,055)	(200,845)	(62,770)
Other expense/Unrealized Loss	-	-		(672)	(16)
Total nonoperating income	1,052,096	909,542	797,998	585,963	682,387
Net income before capital grants and local contributions	80,422	83,254	(71,062)	(251,125)	(31,005)
Federal capital grants and local contributions	15,646	17,169	96,177	124,497	81,002
Increase in net position	96,068	100,423	25,115	(126,628)	49,997
Net position, beginning of year (as previously reported, 2021 restated)	3,462,416	3,361,993	3,336,878	3,463,506	3,413,509
Net position at end of year	$ 3,558,484	$ 3,462,416	$ 3,361,993	$ 3,336,878	$ 3,463,506

FIVE-YEAR SCHEDULE OF EXPENSES AND REVENUES - BUDGET AND ACTUAL - BUDGETARY BASIS (In Thousands)*

	2022		2021		2020		2019		2018	
	Budget	Actual	Budget	Actual	Budget	Actual	Budget	Actual	Budget	Actual
Operating revenues:										
Passenger fares	$ 98,180	$ 75,292	$ 88,462	$ 78,923	$ 158,116	$ 76,265	$ 163,600	$ 154,390	$ 146,785	$ 143,231
Other	8,353	2,707	4,805	4,197	6,596	$ 6,183	5,616	6,553	5,666	7,535
Total operating revenues	106,533	77,999	93,267	83,120	164,712	82,448	169,216	160,943	152,451	150,766
Operating expenses:										
Salaries, wages, fringe benefits	318,801	332,539	258,338	246,125	286,691	248,595	279,004	251,074	258,452	236,892
Materials and supplies	57,932	43,820	55,562	39,569	59,563	42,108	63,563	54,983	60,853	51,335
Services	135,628	82,633	146,574	74,328	119,625	84,673	139,262	96,085	148,405	81,189
Utilities	19,425	18,434	17,482	17,512	19,685	16,206	19,926	17,823	18,149	16,419
Insurance	12,270	13,221	13,120	10,104	14,295	10,186	14,151	10,833	11,485	9,941
Purchased transportation	213,746	196,016	207,773	174,747	225,361	203,964	211,016	203,559	187,209	176,416
Leases and rentals	4,496	1,540	4,555	1,643	4,303	3,397	3,090	3,204	3,712	1,996
Miscellaneous	8,576	3,263	8,773	2,213	10,220	2,546	7,204	5,053	12,102	4,317
Total Operating Expenses	770,874	691,466	712,177	566,241	739,743	611,675	737,216	642,614	700,367	578,505
Operating loss	(664,341)	(613,467)	(618,910)	(483,121)	(575,031)	(529,227)	(568,000)	(481,671)	(547,916)	(427,739)
Nonoperating revenue (expense):										
Sales and use tax	768,369	855,146	799,069	756,974	659,417	632,665	662,376	659,418	622,834	634,192
Grant operating assistance	209,494	307,042	209,494	299,052	209,021	316,848	92,013	86,263	102,681	86,403
Interest income	-	(1,004)	-	2,401	7,496	8,965	15,695	17,669	11,732	13,409
Other income	-	34,370	-	11,998	12,969	10,397	12,871	26,582	13,246	12,618
Gain/Loss on capital assets	-	(5,121)	-	(6,787)	-	(3,822)		(2,452)	-	(1,449)
Interest expense	(147,378)	(138,337)	(153,844)	(154,096)	(170,834)	(167,055)	(152,155)	(200,845)	(153,248)	(62,770)
Other expense/Unlrealized loss	-	-	-	-	-	-	-	(672)	-	(16)
Total nonoperating revenue	830,485	1,052,096	854,719	909,542	718,069	797,998	630,800	585,963	597,245	682,387
Proceeds from issuance of long-term	-	320,000	-	834,904	-			(96,071)		(5,805)
Capital outlay										
Capital expenses	575,574	17,786	643,555	30,259	613,324	548,927	693,520	350,221	849,538	335,080
Less capital grants	-	(15,646)	-	(17,169)	(218,109)	(231,088)	(266,591)	(124,497)	(311,134)	(81,002)
	575,574	2,140	643,555	13,090	395,215	317,839	426,929	225,724	538,404	254,078
Long-term debt principal payment	87,790	(527,795)	81,324	(896,843)	88,174	88,174	76,771	146,475	58,065	64,700
Excess (deficit) of revenue and nonoperating income over (under) expenses, capital outlay and debt principal payments	$ (497,220)	228,694	$ (489,070)	377,572	$ (340,351)	(137,242)	$ (440,900)	(363,978)	$ (547,140)	(69,935)
Increases (decreases) to reconcile budget basis to GAAP basis										
Capital expenditures		17,786		30,259		548,927		350,221		335,080
Long-term debt proceeds		(320,000)		(834,904)		-		96,071		5,805
Long-term debt principal		527,795		896,843		88,174		146,475		64,700
Depreciation		(358,207)		(340,558)		(339,833)		(355,417)		(285,653)
Net income		$ 96,068		$ 129,212		$ 160,026		$(126,628)		$ 49,997

* RTD's annual budget is prepared on the same basis as that used for accounting except that the budget also includes proceeds of long-term debt and capital grants as revenues, and expenditures include capital outlays and bond principal

REGIONAL TRANSPORTATION DISTRICT
FISCAL YEAR 2022 AND 2023 BUDGET SUMMARY (in thousands)

Table 14

	2022 Adopted Budget	2022 Amended Budget	2023 Adopted Budget
Beginning net position	$ 3,463,335	$ 3,464,042	$ 3,657,615
Revenues:			
Operating	106,533	106,533	106,533
Sales & use taxes	768,369	799,069	768,369
Federal and local grants	209,494	209,494	209,494
Interest and other income	-		-
FasTracks - change in debt service reserve	-	-	
FasTracks - change in FISA	(18,988)		(20,614)
Change in capital acquisition reserve			
Financing proceeds	-	-	-
Contributed capital and other income	11,583	11,596	
Total Revenues	1,076,991	1,126,692	1,063,782
Expenditures:			
Operating	771,032	775,785	764,209
Interest expense	147,378	153,844	140,933
Debt payments	87,790	81,324	84,827
Current capital	146,934	152,871	75,868
Capital carryforward	428,640	490,684	-
Total expenditures	1,581,774	1,654,508	1,065,837
Adjustments[1]	1,519,388	1,823,044	396,210
Ending net position	$ 4,477,940	$ 4,759,270	$ 4,051,770
Net position summary:			
Net investment in capital assets	$ 3,052,214	$ 3,327,060	$ 2,999,358
Restricted debt service, project related and other[2]	112,822	112,822	112,822
Restricted TABOR fund	26,247	27,168	26,247
Restricted FasTracks[3]	823,742	823,741	652,147
Restricted Board appropriated and capital replacement	249,117	262,032	86,531
Unrestricted fund	213,798	206,447	174,665
Ending net position	$ 4,477,940	$ 4,759,270	$ 4,051,770

[1] Adjustments reflect cash activity from the Statement of Net Position.
[2] Funds restricted by bond covenants, other contracts and policy guidelines.
[3] Appropriated funds which are available to fund future year expenditures for the FasTracks program.
[4] Board appropriated funds per policy guidelines and funds designated for capital replacement.

December 31, 2022 and 2021 (Dollars in Thousands)

REGIONAL TRANSPORTATION DISTRICT
TRIP FARES

Table 15

Trip Fares		Full Fare		Discount Fare[1]		Youth Discount Fare[2]		LiVE Discount Fare[3]
Single trip fares (3 hour pass)								
Mall Shuttle and Free Mall Ride		Free		Free		Free		Free
Local	$	3.00	$	1.50	$	0.90	$	1.80
Regional		5.25		2.60		1.60		3.15
Airport		10.50		5.25		3.20		6.30
Multiple trip fares (10 Ride Ticket Book)								
Local	$	28.00	$	14.00	$	9.00	$	18.00 [4]
Regional		50.50		25.25		16.00		31.50 [4]
Multiple trip fares (Day Pass)								
Local	$	6.00	$	3.00	$	1.80	$	3.60
Regional/airport		10.50		5.25		3.20		6.30
Multiple trip fares (monthly pass)								
Local	$	114.00	$	57.00	$	34.20		N/A
Regional/Airport		200.00		99.00		60.00		N/A

[1] *Discount fares apply to seniors 65+, individuals with disabilities, and Medicare recipients*

[2] *Youth discount fares apply to youth ages 6-19 (up to three children ages 5 and younger ride free with a fare-paying adult)*

[3] *LiVE discount fares apply to individuals enrolled in LiVE, RTD's income-based fare discount program.*

[4] *LiVE 10 Ride Ticket Books are only available to government and nonprofit organizations through RTD's Nonprofit Program.*

REGIONAL TRANSPORTATION DISTRICT
RTD NET TAXABLE RETAIL SALES (In Millions)

Table 16

Year	Denver County	Boulder County	Jefferson County	Adams County[1]	Arapahoe County[1]	Douglas County[1]	Broomfield County[1]	Other	Total Taxable Transactions	Percent Annual Increase or Decrease
2013	12,861	4,033	6,538	5,731	8,456	3,108	1,004	-	41,731	2.2%
2014	14,254	4,359	7,013	6,436	9,211	3,318	1,045	-	45,636	9.4%
2015	14,629	4,547	7,505	6,932	9,887	3,575	1,077	1,399	49,551	8.6%
2016	15,251	4,798	7,718	7,301	10,144	3,786	1,055	1,359	51,412	3.8%
2017	16,125	4,924	7,986	8,117	10,481	4,036	1,144	1,886	54,699	6.4%
2018	16,777	5,148	8,585	9,031	10,840	4,191	1,225	1,181	56,978	4.2%
2019	17,901	5,821	9,222	9,542	11,809	4,572	1,409	203	60,479	6.1%
2020	15,075	5,948	9,615	9,783	12,111	4,607	1,447	296	58,882	-2.6%
2021	19,285	7,041	10,479	11,635	13,999	5,543	1,686	961	70,629	20.0%
2022	21,385	7,699	11,304	13,318	15,262	6,082	1,945	246	77,241	9.4%

[1] *Only a portion of each of these counties lies within the District*

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APPENDIX B

AN ECONOMIC AND DEMOGRAPHIC OVERVIEW OF THE DENVER METROPOLITAN AREA

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Introduction

Colorado and the Denver metropolitan area recovered from the COVID recession at a faster pace than the nation, as Colorado had restored all jobs lost by January 2022 and the Denver metropolitan area surpassed its pre-pandemic employment peak in December 2021, six months faster than it took the U.S. to restore employment. While that set a solid foundation for employment growth in 2022, the year was not without challenges. There were numerous global low points with the start of the Russia-Ukraine war, rapidly rising gasoline prices, improved but still persistent supply chain disruptions, and inflation that continued despite the interest rate hikes undertaken by several countries.

Employment in the Denver metropolitan area increased 4.4 percent with 76,100 jobs added in 2022, bringing total employment to 1.79 million. While all supersectors added jobs over-the-year, the fastest rates of job growth occurred in the leisure and hospitality, other services, and professional and business services supersectors. The Denver metropolitan area experienced net out-migration of 7,900 residents in 2021, which had last occurred at a more minor level in 2005. Population growth strengthened in 2022 but the number of new residents remained below historic averages. These residents spent their dollars at a brisk pace in 2021 and 2022, with retail trades sales increasing 16 percent and 10 percent, respectively. However, activity tempered in the latter half of 2022 as consumers responded to rising interest rates and navigated high inflation. The residential real estate market suffered the greatest challenges of the region's economic base as home sales declined by 20.8 percent in 2022 due to rapidly rising mortgage rates. Commercial real estate fundamentals were mixed in the Denver metropolitan area in 2022 as vacancy rates increased for industrial space but declined in office and retail.

The Denver metropolitan area is comprised of seven counties – Adams, Arapahoe, Boulder, Broomfield, Denver, Douglas, and Jefferson. The Denver metropolitan area economy strongly influences the economy statewide as the area accounts for 63 percent of Colorado's jobs and 56 percent of the state's total population.

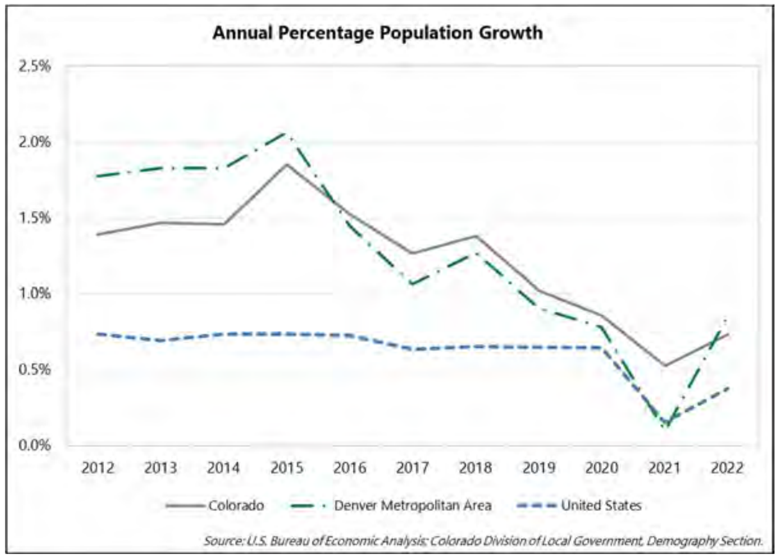
The Regional Transportation District (RTD) operates as a public transportation system whose 2,342-square-mile service area includes all or parts of eight counties, consisting of parts of the seven Denver metropolitan area counties plus a small part of Weld County. Specifically, RTD serves 40 municipalities in six counties and two city/county jurisdictions: the City and County of Denver, most of the City and County of Broomfield, the counties of Boulder and Jefferson, the western portions of Adams and Arapahoe Counties, the northern portion of Douglas County, and the southwestern portion of Weld County. As of December 31, 2022, RTD operated 1,059 fixed-route transit buses, 201 light rail vehicles, 373 Access-a-Ride paratransit vehicles and Flex Ride vehicles, and 66 commuter rail vehicles on 141 rail and bus routes. As the area of Weld County served by RTD is relatively small, this report describes economic activity in the seven-county Denver metropolitan region using mostly annual statistics.

Population

Colorado

The population in Colorado increased by 42,806 people from 2021 to 2022 to 5.86 million. According to data from the U.S. Census Bureau, Colorado ranked 19th for its population growth rate during the period. From 2012 to 2022, Colorado's population grew at an average annual rate of 1.2 percent, higher than the national average of 0.6 percent during the period. Population growth has remained consistently above the national growth rate since 1990.

Population growth is comprised of both natural increase and net migration. Natural increase is the difference between births and deaths, and typically changes only gradually as the population ages. Net migration reflects the number of people moving into the state minus the number leaving, and it tends to be more volatile as economic cycles, housing costs, and other less-predictable factors tend to influence population mobility. Natural increase accounted for 37.5 percent of Colorado's total population change between 2012 and 2022, and net migration accounted for 62.5 percent.

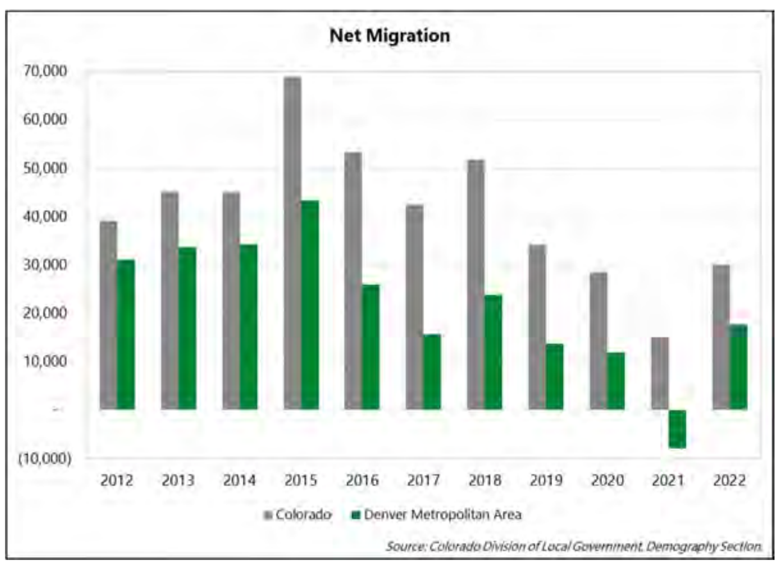


Like many of the fastest growing states, net migration contributed the most to Colorado's population growth. Demographers expect this trend to continue and will be the major contributing factor to Colorado's population growth over the next 10 years.

Colorado is experiencing two major demographic shifts in the state's population. First, in 2012, the largest generational group residing in the state became the millennials (born 1981-1996), surpassing the baby boomers (born 1946-1964). Second, Colorado's share of the population 65 years and older is increasing rapidly. Between 2012 and 2022, the 65 years and older population increased by nearly 324,000 or an annual average growth rate of 4.3 percent. In comparison, the population under 65 years increased by 0.7 percent per year over the same period. The State Demography Office projects that by 2032, Colorado's population 65 years and older will comprise 18.6 percent of the population, rising from about 935,000 in 2022 to over 1.2 million people.

Denver Metropolitan Area

The Denver metropolitan area is home to 3.27 million people. The area's population increased 0.9 percent from 2021 to 2022 and averaged 1.2 percent per year between 2012 and 2022, matching the average annual growth rate in Colorado (+1.2 percent) and double the national average annual growth rate (+0.6 percent).



Between 2012 and 2022, net migration represented about 57 percent of total Denver metropolitan area population growth, and natural increase represented 43 percent. However, migration patterns have varied over the last 10 years. After peaking at 69.8 percent in 2015, net migration accounted for just 47.5 percent of the area's population growth in 2020. From 2020 to 2021, the Denver metropolitan area's population increased just 0.1 percent as 7,900 more people moved out of the region than moved in, the first negative net migration for the area since 2005 and the largest net movement out of the area since 1990. Indeed, in the Denver metropolitan area, only Douglas and Broomfield counties posted positive net migration in 2021. While individuals moved to areas offering lower density in 2021, the situation changed in 2022 as 17,700 more people moved into the region than moved out and net migration once again accounted for 63.7 percent of the area's total population change.

Millennials are the largest generational group in the Denver metropolitan area, totaling 811,400 in 2022 and accounting for 25 percent of the area's population. The Denver metropolitan area is an attractive location for young professionals and working populations. CBRE ranked Denver as the third most concentrated millennial market in their "2022 Scoring Tech Talent" report, and SmartAsset ranked Denver the second-highest city where millennials were moving in 2022. Looking forward to the next generational group, ThinkAdvisor ranked Boulder as the 13th most popular destination out of 152 cities for Gen Z movers (born 1997-2012).

Individuals ages 16 to 64 years, which is considered the prime potential working age population, made up 67.2 percent of the population in the Denver metropolitan area in 2022, while those 65 years and over accounted for 14.6 percent of the population.

Denver Metropolitan Area Population by County

Area	2012	2017	2022	Avg. Annual Population Growth 2012-2017	Avg. Annual Population Growth 2017-2022
Adams	460,468	503,706	527,064	1.8%	0.9%
Arapahoe	596,228	642,976	659,120	1.5%	0.5%
Boulder	305,881	325,414	330,319	1.2%	0.3%
Broomfield	59,271	69,655	76,473	3.3%	1.9%
Denver	632,924	693,134	721,163	1.8%	0.8%
Douglas	298,733	335,933	377,015	2.4%	2.3%
Jefferson	546,631	575,923	580,774	1.0%	0.2%
Denver Metropolitan Area	2,900,136	3,146,741	3,271,928	1.6%	0.8%
Colorado	5,194,662	5,599,589	5,857,513	1.5%	0.9%

Source: Colorado Division of Local Government, Demography Section.

Of the seven Denver metropolitan area counties, the City and County of Broomfield and Douglas County reported the fastest population growth over the past five years. Three of the seven counties reported population growth rates that were either equal to or higher than the state, and five of the seven counties met or exceeded the national average growth rate of 0.5 percent between 2017 and 2022.

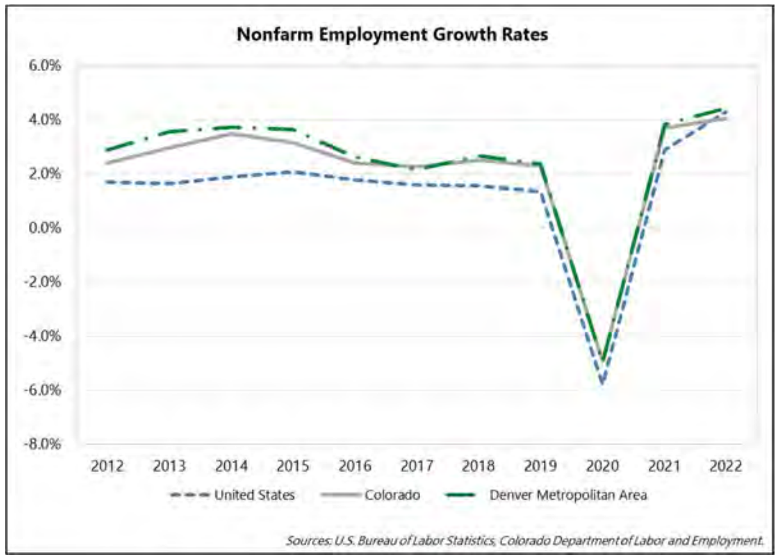
Employment

The U.S. Bureau of Labor Statistics releases employment data based on two different surveys. The household survey – also called the Current Population Survey (CPS) – reflects employment characteristics by place of residence and is the data source for statistics on labor force, employment and self-employment, and unemployment by county. This data is discussed in the Labor Force & Unemployment section of this report.

The "establishment" survey is the data source for the Current Employment Statistics (CES) series, which includes detailed information on employment, hours, and earnings by industry. Although the survey does not count the self-employed, the CES data are the most closely watched and widely used gauges of employment trends.

Industry employment data in the CES series are grouped according to North American Industry Classification System (NAICS) codes. This coding structure includes 20 detailed industry sectors that are combined to form 11 "supersectors."

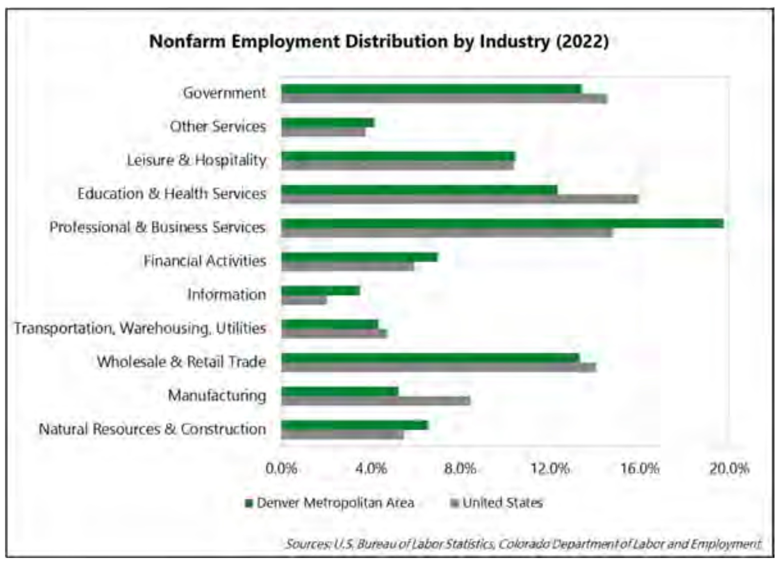
Colorado



Colorado employment increased 4 percent in 2022 compared with 2021, rising by 111,400 employees, to reach a total of 2.86 million. While this was the fastest rate of growth for the state since 1997, it was slower than the 4.3 percent national increase, which was the fastest growth rate for the nation since 1984. These results demonstrate how swift job losses resulting from pandemic-induced mass business closures in 2020 followed by rapid employment increases in 2021 and 2022 have distorted typical business trends.

Over 58 percent of the state's total employment is concentrated in four supersectors consisting of professional and business services, government, wholesale and retail trade, and education and health services. From 2012 through 2022, employment increased in transportation, warehousing, and utilities at an average annual rate of 4.4 percent, followed by natural resources and construction (+3.4 percent) and professional and business services (+3.1 percent). After employment increased in only one of the 11 supersectors in 2020, employment in 2022 increased in all supersectors, with the largest increases reported in leisure and hospitality (+10.8 percent, +33,000 jobs), transportation, warehousing, and utilities (+6.9 percent, +7,200 jobs), and professional and business services (+6.7 percent, +30,200 jobs). Despite swift gains, 2022 employment in government, leisure and hospitality, and natural resources and construction remains below the pre-pandemic levels recorded in 2019.

Denver Metropolitan Area



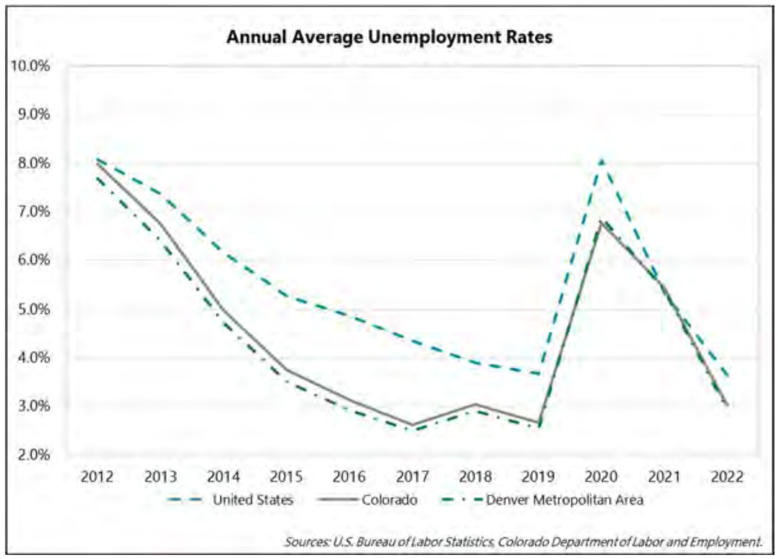
The U.S. Bureau of Labor Statistics compiles CES data for a number of Metropolitan Statistical Areas (MSAs), including the Denver-Aurora-Lakewood MSA (Denver MSA) and the Boulder MSA. The Denver MSA consists of 10 counties: Adams, Arapahoe, Broomfield, Clear Creek, Denver, Douglas, Elbert, Gilpin, Jefferson, and Park Counties. Because CES data are not available for the counties individually, data in this section of the report reflects the Denver MSA and Boulder MSA (Boulder County) combined.

This 11-county region has a nonfarm employment base of nearly 1.8 million workers, which accounted for 62.6 percent of the state's employment in 2022. Average annual employment increased 4.4 percent in 2022 compared with 2021, representing 76,100 more employees during the period. From 2012 through 2022, the region's employment growth averaged 2.4 percent per year, higher than the state average of 2.2 percent.

All 11 industry supersectors in the Denver metropolitan area reported increases in employment between 2021 and 2022. Similar to the state, leisure and hospitality reported the largest over-the-year increase of 12.8 percent, or the addition of 21,200 jobs, followed by other services (+9.2 percent, +6,300 jobs) and professional and business services (+7.2 percent, +23,900 jobs). Financial activities reported the slowest increase of 1.4 percent, or 1,800 jobs added. The same as Colorado, four supersectors represented nearly 60 percent of employment throughout the Denver metropolitan area: professional and business services, government, wholesale and retail trade, and education and health services. From 2012 through 2022, employment growth was driven by transportation, warehousing, and utilities as well as natural resources and construction, posting average annual increases of 4.8 percent and 4.2 percent, respectively.

Labor Force & Unemployment

The annual average U.S. unemployment rate rose to 8.1 percent in 2020, its highest point since 2012. The coronavirus pandemic upended business conditions as the unemployment rate skyrocketed to 14.4 percent in April 2020 as business restrictions introduced to combat COVID-19 resulted in company closures and severe job losses. As the economy recovered and businesses were able to reopen, national unemployment declined to an average of 3.6 percent in 2022, the lowest average annual rate since 1969. After a 1.7 percent decline in the labor force between 2019 and 2020, the number of people employed or looking for a job increased 1.9 percent from 2021 to 2022.



Colorado

Colorado's unemployment rate averaged 3 percent in 2022, a decrease of 2.4 percentage points from 2021 and a rate that is consistent with the pre-pandemic period from 2016 through 2019. The labor force throughout the state increased 2.2 percent in 2021 and 1.3 percent in 2022 after falling 0.5 percent in 2020. There were 95,000 more people employed or looking for work in 2022 compared with the state's pre-pandemic labor force in 2019. Colorado's unemployment rate fell below the national rate once again in 2022, after being 0.1 percentage points higher than the national level in 2021, the first time in 16 years that the state rate surpassed the national rate.

Denver Metropolitan Area

The unemployment rate spiked to 12 percent in May 2020, a record level in the Denver metropolitan area. The annual average rate increased to 6.9 percent in 2020 but fell to 5.4 percent in 2021 and 2.9 percent in 2022. Prior to the pandemic-induced recession, the unemployment rate reached a record low of 2.5 percent in 2019 in the Denver metropolitan area and had been below the statewide and nationwide rates since 2011.

Major Employers

Nearly all private businesses in Colorado, or 99.8 percent, are considered small businesses that employ fewer than 500 workers, according to data from the U.S. Census Bureau. In the Denver metropolitan area, data from the U.S. Census Bureau show that 99.8 percent of businesses employed fewer than 500 workers and 97.8 percent of businesses employed fewer than 100 workers. A significant share of Colorado's employment base is proprietors' employment, indicating a high level of entrepreneurial activity. In 2021, proprietors comprised 27 percent of the state's total employment, the sixth-highest share in the nation. Colorado has ranked among the top 10 for the share of sole proprietors since 2000.

Metro Denver Largest Private Sector Employers

Company	Product/Service	Employment
Amazon	Warehousing & Distribution Services, General Merchandise	15,490
King Soopers	Grocery	14,480
UCHealth	Healthcare, Research	13,190
HealthONE Corporation	Healthcare	12,160
Wal-Mart	General Merchandise	11,800
Centura Health	Healthcare	10,740
Intermountain Healthcare (formerly SCL Health System)	Healthcare	10,000
Lockheed Martin Corporation	Aerospace & Defense Related Systems	9,320
Comcast	Telecommunications	8,080
United Airlines	Airline	7,130
Kaiser Permanente	Healthcare	7,100
Children's Hospital Colorado	Healthcare	7,000
DISH Network	Satellite TV & Equipment	6,300
Safeway Inc.	Grocery	6,180
Ball Corporation	Aerospace, Containers	6,150
Lumen Technologies	Telecommunications	6,100
Target Corporation	General Merchandise	5,790
United Parcel Service	Logistics	5,640
Southwest Airlines	Airline	4,740
Charter Communications	Telecommunications	4,000

Source: Development Research Partners, May 2022.

While small businesses and the self-employed are vitally important to the Denver metropolitan area economy, larger firms are key providers of jobs and income. According to the most recent data from the U.S. Census Bureau, 75 firms with 1,000 or more employees were operating in the Denver metropolitan area in 2021 and 33.3 percent of these large businesses were located in the City and County of Denver.

Ten companies headquartered in Colorado were included on the June 2023 *Fortune 500* list. Arrow Electronics was the highest ranked Colorado company at #109 with $37.1 billion in revenue. The remaining nine companies on the list were Dish Network (#249), Ball (#269), DCP Midstream (#276), Ovintiv (#329), Liberty Media (#340), Qurate Retail (#342), Newmont (#348), VF (#349), and DaVita (#357).

International Trade

The Denver metropolitan area's central U.S. location just west of the nation's geographic center makes it a strategic choice for companies conducting international business. The area is one of the nation's premier transportation hubs located at the crossroads of major interstate highways that serve a critical function in supporting interstate and international commerce. Shipping businesses can access the Denver metropolitan area via all transportation modes except water, and the region's location midway between Canada and Mexico is another asset for trade-focused companies.

Colorado exports totaled $10.3 billion in 2022, a 13.4 percent increase from 2021, driven by rising inflation and increased activity. The top five export destinations accounted for 54 percent of the total value of export shipments from Colorado in 2022, with the top two, Canada and Mexico, accounting for 30.6 percent alone. Canada is the state's largest export market, accounting for 16.6 percent of Colorado's exports in 2022. Mexico was the second-largest recipient of exports from Colorado, accounting for 14 percent of output, followed by China (8.9 percent), South Korea (7.4 percent), and Switzerland (7.1 percent).

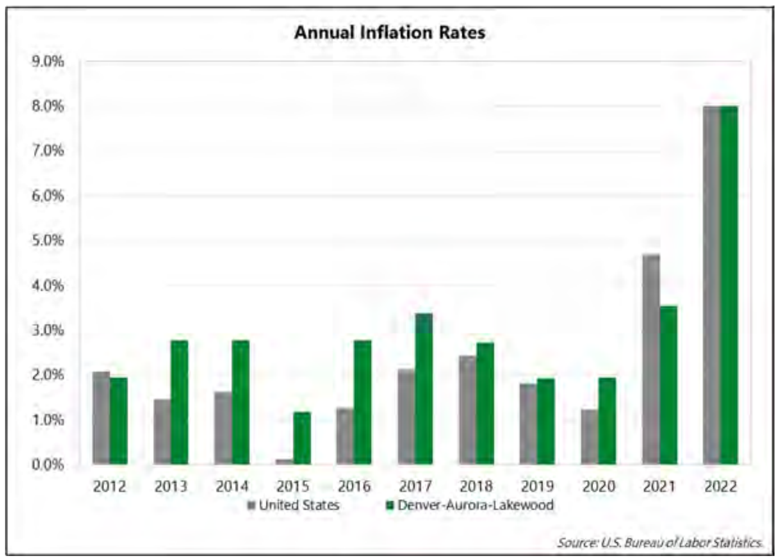
Four key products comprised 62.3 percent of exports from Colorado in 2022, including processed foods (22.6 percent), computer and electronic products (19.3 percent), machinery (11 percent), and chemicals (9.4 percent).

Among the top 15 export products, primary metal manufactures, which represented 4.4 percent of all exports, reported the largest over-the-year increase of 95.1 percent in 2022, followed by minerals and ores (+56.2 percent) and transportation equipment (+42.1 percent).

Inflation

The U.S. Bureau of Labor Statistics measures inflation – or deflation – as a change in the Consumer Price Index (CPI). The CPI is a compilation of price measures for items in eight broad categories, the most heavily weighted of which are housing, transportation, and food and beverages. Housing carries the most weight of these three categories.

Changes in the Denver-Aurora-Lakewood MSA CPI have often reflected changes in the national CPI. Since 2012, inflation in the Denver-Aurora-Lakewood MSA has outpaced the U.S. for all years except 2012 and 2021. The rapid increase in home prices in the Denver metropolitan area from 2013 to 2018 and rising medical care costs were major drivers of price increases in recent years. The housing component in the Denver-Aurora-Lakewood MSA increased at an average annual rate of 4.5 percent between 2013 and 2018, while housing costs across the U.S. rose 2.6 percent per year during the same period. Since 2012, prices rose a total of 35.6 percent in the Denver-Aurora-Lakewood MSA, compared with 27.5 percent across the U.S.



The nation entered a period of over-the-year price increases of 6 percent or more during the third quarter of 2021, reaching a peak increase of 9.1 percent in June 2022. While price increases have slowed consistently since that point, the national CPI increased an average of 8 percent in 2022, the highest annual increase since 1981. The Denver-Aurora-Lakewood CPI also increased 8 percent from 2021 to 2022, matching the national increase and representing the highest annual price increase in the region since 1982. Core inflation, which is all items except food and energy, rose 7.1 percent in the Denver metropolitan area compared with 6.2 percent nationally. Core inflation, which is a more stable indicator of price changes over time due to the volatility of food and energy prices, also revealed a challenging environment of rapidly rising prices in 2022.

The CPI is calculated based on price changes in eight main categories of goods and services. Between 2021 and 2022, prices increased in all eight categories at the national level and increased in all categories except education and communication at the local level. Inflation was fueled early in 2022 by high oil and gas prices as global tensions and sanctions in Europe due to the Russia-Ukraine war were introduced and supply chain issues continued. The rising energy prices then permeated all categories as transportation costs are a part of about every good and service sold. In 2022, the transportation category posted the fastest increase of the eight categories in Denver-Aurora-Lakewood (+12.7 percent), followed by food and beverage (+9.9 percent) and medical care (+9.7 percent). Nationally, the transportation index also rose the fastest (+15.5 percent), followed by food and beverage (+9.6 percent) and housing (+7.2 percent).

Income

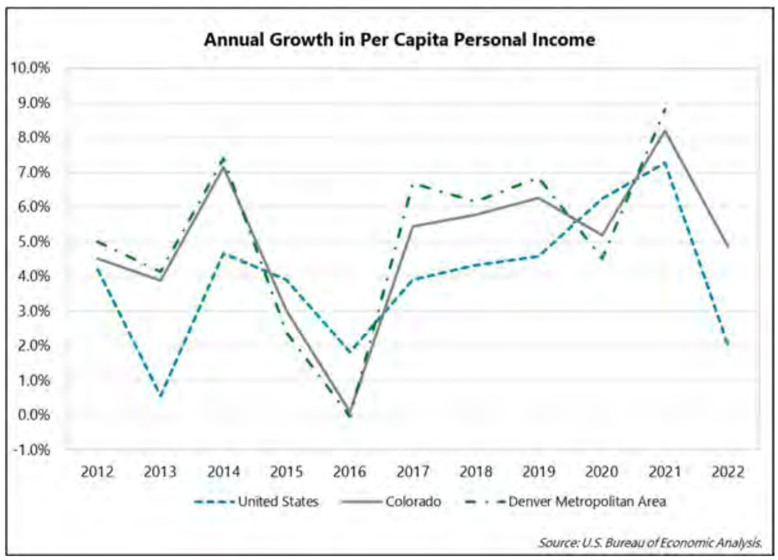
Colorado

The largest component of personal income is earnings from work, meaning personal income trends can be affected by the labor market and wage growth. Total personal income in Colorado increased 5.4 percent from 2021 to 2022, 3 percentage points faster than the national rate of growth. Between 2012 and 2022, total personal income increased at an average annual rate of 6.2 percent in Colorado, 1.7 percentage points above the national average rate of 4.5 percent during the period.

Per capita personal income – or total personal income divided by population – increased nationally each year since 2010, with the fastest over-the-year growth recorded in 2021 (+7.3 percent) as federal and state policy responses to the pandemic resulted in a large boost to personal income. Colorado's per capita personal income increased by 5.2 percent or more each year from 2017 to 2021 until slowing to a 4.9 percent increase in 2022. Colorado had the eighth-highest per capita personal income in the nation, averaging $74,167 in 2022, which was 13.4 percent higher than the national average of $65,423.

Denver Metropolitan Area

Personal income in the Denver metropolitan area grew rapidly over the past decade, generally exceeding statewide and U.S. growth rates. Total personal income increased an average of 6.5 percent per year in the Denver metropolitan area between 2012 and 2021, which was 0.2 percentage points above the statewide average growth rate and 1.7 percentage points higher than the U.S. average growth rate during the same period. From 2020 to 2021, personal income in the Denver metropolitan area rose 8.8 percent, which was slightly above the statewide growth rate of 8.7 percent and higher than the national growth rate of 7.5 percent. Data for 2022 is not available yet for counties and metropolitan statistical areas.



Higher wages and salaries in the Denver metropolitan area tend to keep per capita personal income above the national average. The Denver metropolitan area per capita personal income in 2021 ($79,517) was 24 percent higher than the U.S. average.

Retail Trade

National

Consumer spending accounts for about two-thirds of the nation's total economic output and is a useful indicator of overall consumer health. National retail trade sales declined significantly during the Great Recession, falling 1.1 percent in 2008 and decreasing 7.4 percent in 2009. In contrast, overall retail activity was impacted only slightly during the COVID-19 recession, increasing 0.9 percent from 2019 to 2020. Between 2020 and 2021, retail activity increased at a record 18.4 percent, bolstered by government stimulus checks, rising wages, and pent up demand after the lockdown period in 2020, although some of the growth in retail sales can be attributed to an increase in prices as opposed to an increase in the amount of goods purchased. The change in retail trade activity moderated in 2022 as sales increased 9.6 percent compared with the prior year, which was still significantly higher than the ten-year average growth rate of 5.3 percent.

Amid these increases in sales activity, there was a significant shift in spending by category. Comparing total retail trade sales in 2020 to 2021, all 13 retail trade categories reported increases, led by clothing and clothing accessories stores, gasoline stations, and food services and drinking places. These three trade categories also reported the largest declines between 2019 and 2020.

From 2021 to 2022, retail sales increased in 12 of the 13 categories. The largest increase of 30.5 percent was recorded in gasoline stations due to the increase in the price of gas and increased commuting activity. Sales activity at food/drinking places posted the second-highest increase of 15.7 percent as consumers faced higher prices as they returned to restaurants and bars. Non-store retailers, which includes businesses engaged in electronic shopping among other things, increased 12.8 percent over-the year and is consistent with the longer-term trend of consumers increasing their online purchasing patterns. On the down side, purchases of electronics and appliances declined by 1.6 percent while activity was relatively stagnant at sporting goods/hobby/books/music stores (+0.3 percent) and furniture and home furnishings stores (+0.5 percent).

Colorado

Despite the pandemic's influence, retail trade sales in Colorado increased 4.9 percent from 2019 to 2020, outpacing the national sales increase by 4 percentage points. Indeed, the annual increase in retail trade sales in Colorado surpassed that of the nation each year between 2012 and 2020 but lagged slightly behind the national increase in 2021 and 2022.

Similar to the national level, retail sales in Colorado increased sharply between 2020 and 2021, rising 17 percent as consumers used government stimulus payments to purchase more goods and less services. Sales activity moderated in 2022 to a 9.4 percent increase, which was still higher than the historic sales pace of 6.7 percent per year from 2012 to 2022.

Denver Metropolitan Area

Retail trade sales growth across the Denver metropolitan area outpaced national sales growth in seven of the past 10 years. The average annual growth rate from 2012 to 2022 in the area was 6.3 percent, below the state average of 6.7 percent but higher than the national average of 5.3 percent. Retail sales in 2021 increased 16 percent over-the-year, a slower rate of growth than the state by 1 percentage point. Similar to the U.S. and Colorado, sales activity moderated in 2022, but not by as much as the other areas. Retail trade sales increased 10 percent in the Denver metropolitan area in 2022.

The NAICS codes that are used to track employment activity are also used to classify retail activity by industry. The NAICS codes are revised every five years, and the latest revisions resulted in multiple changes to the retail sector such that the 2022 data by industry provided by the Colorado Department of Revenue is not comparable with prior years. The largest retail trade category in the Denver metropolitan area in 2022 was general merchandise (21.3 percent), followed by motor vehicle and parts dealers (18.8 percent) and food and beverage retailers (15.3 percent).

Denver Metropolitan Area
Retail Trade Sales ($millions)

Industry	2022	Share
Retail Trade:		
Motor Vehicle/Parts Dealers	$16,157	18.8%
Building Material/Garden Equip & Supplies	$5,791	6.7%
Food and Beverage Retailers	$13,147	15.3%
Furniture/Furnishings/Electronics/Appliances	$4,932	5.7%
General Merchandise Retailers	$18,330	21.3%
Health and Personal Care Retailers	$4,164	4.8%
Gasoline Stations and Fuel Dealers	$2,689	3.1%
Clothing/Accessories/Shoes/Jewelry	$3,490	4.1%
Sporting/Hobby/Music/Book/Misc.	$7,371	8.6%
Total Retail Trade	$76,070	88.4%
Food Services/Drinking Places	$10,025	11.6%
TOTAL	**$86,096**	**100.0%**

Note: Data are not adjusted for inflation. Sales by industry may not add to totals due to rounding. Source: Colorado Department of Revenue.

Residential Real Estate

Combined, all aspects of the housing market – from new home construction to money spent on mortgage and rental payments, furnishings, and home improvements – contribute significantly to the nation's economy. According to the U.S. Census Bureau, homeownership rates across the U.S. increased significantly from a recent annual low of 63.4 percent reported in 2016 to 66.6 percent in 2020, the highest annual rate since 2010. Low interest rates and the desire for more or different space due to the pandemic created strong home purchasing patterns in 2020 and 2021. A substantial retreat in home buying patterns occurred in 2022 due to rising mortgage rates, a continued lack of inventory, and high home prices, resulting in a decline in the home ownership rate to 65.8 percent.

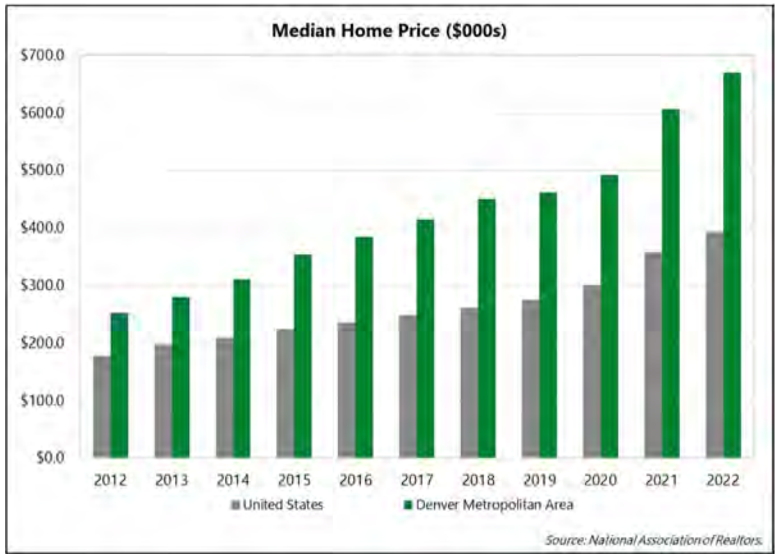
The homeownership rate in Colorado was below the national level in 2020 at 64.9 percent but surpassed the nation in 2021 (65.9 percent) and in 2022 (67.4 percent). However, homeownership in the Denver-Aurora-Lakewood MSA tends to track below the national and state rates. After reaching a recent peak of 63.5 percent in 2019, homeownership had declined to 62.8 percent in 2021 before rebounding to a new peak of 64.6 percent in 2022. This new peak for the region was still only high enough to rank the Denver-Aurora-Lakewood MSA No. 43 for homeownership out of the 75 largest MSAs.

Residential Home Prices

Home prices increased steadily from 2012 to 2020, and then posted double-digit growth throughout 2021 and most of 2022. According to the S&P/Case-Shiller Home Price Index, the national index posted over-the-year increases of 18 percent or higher from June 2021 through June 2022, peaking at 20.8 percent in March and April 2022. Price increases moderated by the end of the year, with the national index posting a 5.6 percent over-the-year increase in December 2022.

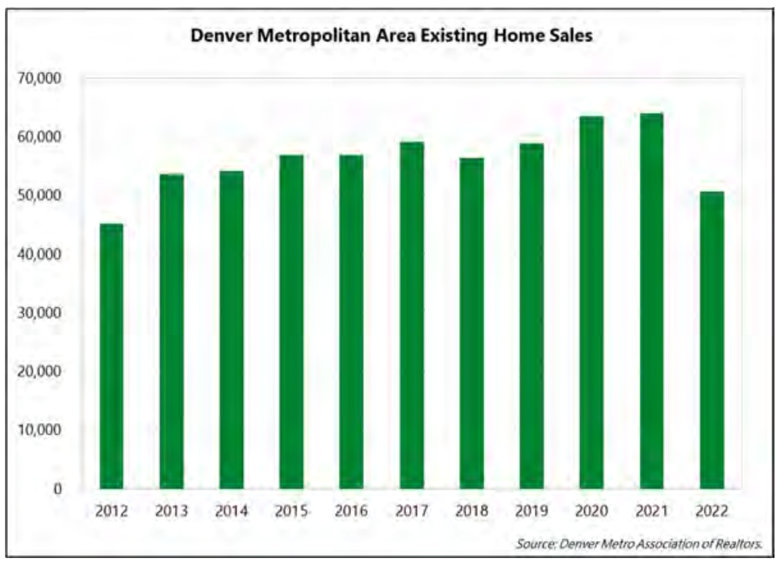
Among the metropolitan statistical areas included in the 20-City Composite Index, the Denver metropolitan area had the 13th-highest home price increase over-the-year, rising just 3.5 percent from December 2021 to December 2022. This represented a dramatic change from the situation earlier in the year as the region's annual home appreciation rate had reached 23.6 percent in March and April 2022.

The National Association of Realtors (NAR) provides a different measure of home price appreciation. The NAR tracks median home prices each month at the national level and quarterly for metropolitan statistical areas. According to the quarterly data series, home prices in the Denver MSA have increased every year since 2009, with the exception of 2011 when home prices fell 0.4 percent over-the-year after the Great Recession. The median home price in the Denver MSA increased at a faster pace than the nation from 2014 to 2018, and then slowed to below the national growth rate in 2019 and 2020. Home price appreciation rates accelerated in 2021 due to supply/demand mismatches and the Denver MSA's median home price reached $607,100, up 23.2 percent from 2020. This increase outpaced the national increase of 19 percent achieved during the same time. Home price increases started to moderate in the middle of 2022, but the national median home price still increased 10 percent from 2021 to 2022 to reach $392,800. The median home price increased 10.4 percent to $670,100 in the Denver MSA in 2022.



Residential Home Sales

After a brisk sales pace in 2020 during which time 63,516 homes traded hands, home sales in the Denver metropolitan area increased just 0.9 percent in 2021. The number of unsold homes on the market fell 42 percent from December 2020 to December 2021, suggesting a contraction in supply despite strong housing demand. Despite the slower sales pace in 2021, it was the second consecutive year that the Denver metropolitan area surpassed 60,000 home sales in a year.



Home sales were stymied by rapidly rising mortgage rates in 2022 with the 30-year fixed rate mortgage averaging 5.34 percent throughout the year, up from 2.96 percent in 2021. Denver metropolitan area home sales in the first quarter of 2022 were well below 2021 levels, and after a brief rally in May and June, home sales ended the year 20.8 percent lower than the 2021 sales level. Increasing material costs and increasing mortgage rates pushed both buyers and sellers out of the residential market in 2022.

Foreclosures

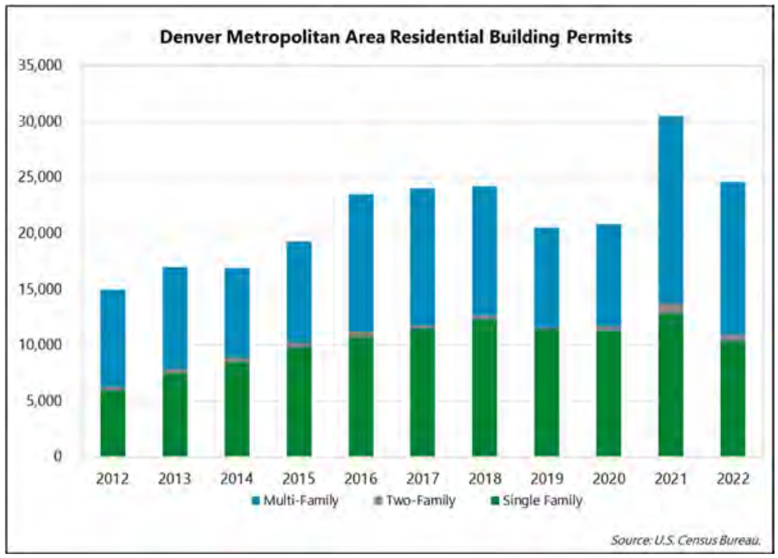
The government's foreclosure moratorium and mortgage forbearance programs kept foreclosures low for most of 2020 and 2021. When the foreclosure moratorium ended August 31, 2021, the Consumer Financial Protection

Bureau enacted guidelines that allowed foreclosures to resume under limited circumstances. In 2022, foreclosures in the Denver metropolitan area increased by 392 percent to 2,519 filings by year end, which was still 8.3 percent below the number of filings in 2019.

Residential Building Permits

Residential building permit activity in Colorado decreased 13.6 percent from 2021 to 2022 to an estimated 48,800 new residential units permitted in 2022. Data from the U.S. Census Bureau indicate that permits for all housing types decreased from 2021 to 2022, with single-family detached units declining 21.5 percent, single-family attached units declining 23.3 percent, and multi-family units falling 2.9 percent. Material shortages and ongoing production bottlenecks as well as inflation, worker shortages, and high interest rates were major concerns for builders in 2022.

The number of residential units permitted in the Denver metropolitan area had generally increased each year from 2012 through 2018. However, total units permitted fell 15.4 percent from 2018 to 2019 and were relatively flat from 2019 to 2020. In 2021, residential building permit activity reached a new high of more than 30,500 units.



Building permit activity in the Denver metropolitan area decreased 19.4 percent in 2022 compared with 2021, falling to 24,585 units. Multi-family development reported the smallest decrease, falling 18.4 percent, followed by single family detached units (-19.8 percent), and single family attached units (-32.9 percent). Fifty percent of total residential permitting activity in the state was in the Denver metropolitan area, whereas 58 percent of the multi-family units permitted were located in the area.

While residential building permits were down in 2022, permitting activity remained above prepandemic levels, and represented the second most permits issued since 2001. According to data from the U.S. Census Bureau, Boulder (+32.7 percent) and Broomfield (+7.4 percent) counties were the only counties in the Denver metropolitan area to report an increase in permitted units for the year as rebuilding began of the over 1,100 homes destroyed or damaged in the Marshall fire at the end of December 2021. Adams County reported the largest decline in permitting activity, with permits issued falling by 40 percent from 2021 to 2022.

Apartment Market

The apartment market in 2021 was defined by a dramatic rise in the cost of rent across the country as demand for rental units far outpaced supply. Soaring home purchase prices added to the problem as many first-time home buyers became priced out of homebuying options and were forced to remain in the rental market. According to rent data from the CoStar Group, the national market asking rent increased 10.8 percent from the fourth quarter of 2020 to the same period in 2021. Rental prices moderated throughout 2022 as consumer confidence fell, new household formation slowed, and individuals put off moves as they waited to get a clearer economic picture. As a result, the national market asking rent increased just 3.8 percent from the fourth quarter of 2021 to the same period in 2022.

The *Denver Metro Apartment Vacancy and Rent Survey* found that rental rates followed a similar trend in the Denver metropolitan area. Rental rates increased 15.8 percent from the fourth quarter of 2020 to the fourth quarter of 2021, rising to an average of $1,726 per month. Rental rate increases moderated in 2022 to a 6.5 percent pace from the fourth quarter of 2021 to the same period in 2022, averaging $1,838 per month. Douglas County reported the highest average rental rate during the fourth quarter of 2022 of $1,966 per month and Adams County reported the lowest rental rate of $1,679 per month. Jefferson County reported the largest over-the-year increase of 8.2 percent and Adams and Douglas counties reported the most modest increases of 5.9 percent.

The apartment vacancy rate in the Denver metropolitan area averaged 5.6 percent in the fourth quarter of 2022, up from 4.7 percent in the year prior. All counties in the Denver metropolitan area reported over-the-year increases in vacancies with vacancy rates ranging from 5.3 percent in Jefferson County to 6.1 percent in Douglas County.

Commercial Real Estate

Office Activity

The Denver metropolitan area direct office vacancy rate remained in the 9 to 10 percent range between 2014 and 2019. Data from the CoStar Group showed that direct vacancy for office space increased sharply in 2021 as businesses continued their remote and hybrid work arrangements that began at the start of the pandemic and more sublease space was listed as companies evaluated their current and future space needs. The direct vacancy rate averaged 12.3 percent in the Denver metropolitan area in the fourth quarter of 2021, up from 10.8 percent in the fourth quarter of 2020.

While remote work and the re-evaluation of space needs continued throughout 2022, the direct vacancy rate declined slightly to 12.2 percent by the end of the fourth quarter of 2022. However, the vacancy rate including sublease space increased 0.3 percentage points over-the-year, rising from 13.9 percent in the fourth quarter of 2021 to 14.2 percent in fourth quarter 2022. This included almost 4.2 million square feet of vacant sublease space, the largest amount of vacant sublease space since 2002.

Office lease rates have steadily increased since the fourth quarter of 2011. The average lease rate increased 5.2 percent between the fourth quarters of 2021 and 2022 to $30.99 per square foot.

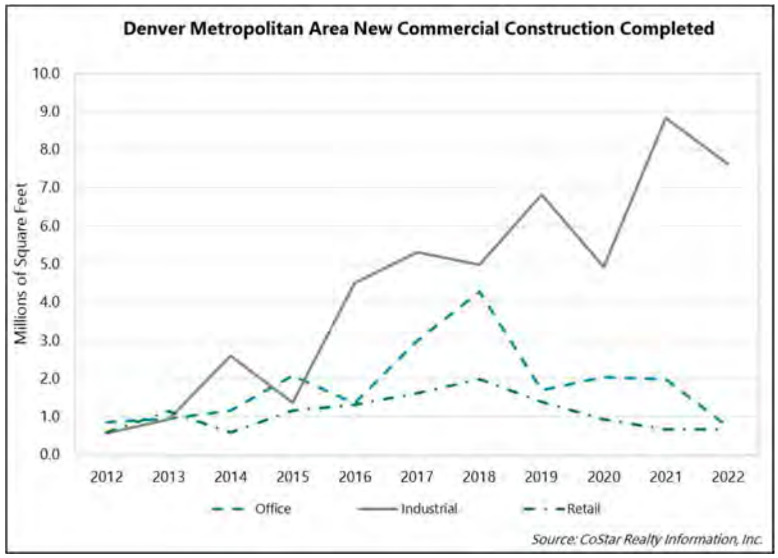
There were 14 office buildings completed in 2022, delivering 750,000 square feet to the Denver metropolitan area. This was the smallest amount of new office space added to the market since 2011. The largest building completed was the 250,402-square-foot One Platte office building located in downtown Denver. Despite construction continuing to taper off amid uncertainty related to future office demand, the Denver metropolitan area had 3.3 million square feet of office space in 24 buildings under construction as of the end of the fourth quarter of 2022. The largest buildings under construction were 1900 Lawrence (704,036 SF in downtown Denver) and the 351,222-

square-foot Westray Tower 1 in Centennial. As has been the trend in recent years, the largest share of office construction (59 percent in 2022) is found in the City and County of Denver.

Industrial Activity

The industrial market in the Denver metropolitan area has been the most active commercial real estate segment due to rapid growth in e-commerce requiring the expansion of distribution space and the general health of the manufacturing sector. CoStar Group data revealed that the direct vacancy rate for the industrial market in the Denver metropolitan area increased 0.4 percentage points between the fourth quarters of 2021 and 2022 to 5.3 percent. The average lease rate increased to $9.70 per square foot, a 5.2 percent increase over the same time last year.

Despite strong industrial space demand, the vacancy rate increased over-the-year due to the staggering amount of new space that has been added in the Denver metropolitan area over the last few years. Forty-two industrial buildings providing 7.63 million square feet of space were completed in 2022, the sixth consecutive year that 5 million square feet or more was added to the market. The largest building completed was the 1.3 million-square-foot Shamrock Food Regional HQ at 22000 East 38th Ave in Aurora. The next largest buildings were the 588,085-square-foot FACC Building E and the 541,840-square-foot HighPoint Building in Aurora.



The Denver metropolitan area's industrial construction pipeline remains robust with 7.8 million square feet of space under construction in 41 buildings as of the end of 2022. Over 72 percent of the industrial space under construction is located in Adams County, including the largest buildings under construction, the 919,000-square-foot Dollar General warehouse and the 625,000-square-foot DIA Logistics Park. Of the buildings under construction, 40 are slated to be completed in 2023.

Retail Activity

Retail activity struggled in 2020 due to mass store closures and bankruptcies from national and small retailers. Even with lingering effects of the health crisis and increased challenges due to supply chain bottlenecks and worker shortages, retail activity rebounded at record levels in 2021. Consumer confidence improved considerably between 2020 and 2021 both nationally and in the Mountain Region, which includes Colorado. In the Mountain Region, consumer confidence in 2021 increased an average of 10.2 percent over the 2020 level.

Retail activity continued at a strong clip throughout the first half of 2022, although headwinds prevailed in the latter half of the year due to rising interest rates and recession concerns that slowed consumer spending patterns. As a result, consumer confidence declined 7.3 percent nationally and 8.2 percent in the Mountain Region in 2022. Nonetheless, the retail real estate market was regarded as the most stable market and continued to trend toward equilibrium levels of vacancy, lease rates, and new construction.

Strong population and housing growth in the Denver metropolitan area supported the retail market throughout the past ten years. In addition, many retail sites diversified their tenant mix with more experiential, entertainment, fitness, grocery, and food and beverage options. These changes helped owners and investors mitigate disruption in the market from national closures and e-commerce. The direct vacancy rate for retail space in the Denver metropolitan area decreased 0.4 percentage points over-the-year to 4.1 percent in 4Q 2022 and the average lease rate increased 4.8 percent to $20.22 per square foot, according to CoStar.

New retail construction activity continues to be limited. As of the end of 2022, 80 retail buildings totaling 663,600 square feet were completed, roughly the same amount of new space as was added as of the end of 2021. An additional 58 buildings with more than 860,000 square feet of space were under construction at the end of 2022 and all are expected to be completed in 2023. Of the space under construction, Adams County has the most with 44 percent of the total while the City and County of Denver ranked second with 20 percent of the total.

Transportation

Highways

Colorado's public transportation network includes nearly 1,000 miles of Interstate highway, about 350 miles of other freeways and expressways, and about 87,900 miles of arterials, collectors, and local roads. The Denver-Aurora area is home to almost 1.4 million auto commuters who logged 23.9 million vehicle-miles of freeway travel and over 20 million arterial street daily vehicle-miles as of 2020, according to the Texas Transportation Institute's most recent mobility data. Commuters in the Denver-Aurora area also observe 26 hours of traffic congestion annually per commuter, ranking Denver as the 16th highest level of traffic congestion among the 32 large metropolitan areas.

As of February 2023, $3.1 billion in Bipartisan Infrastructure Law funding, as enacted in the Infrastructure Investment and Jobs Act of 2021, had been announced for Colorado with over 128 specific projects identified for funding. Colorado will receive approximately $2.1 billion for transportation to invest in roads, bridges, public transit, ports, and airports and roughly $198 million for clean water. According to Colorado Public Radio, the state had received over $1 billion of the funding as of April 2023.

Major transportation projects aimed at improving travel and accessibility throughout the Denver metropolitan area were either completed or underway in 2022. The Colorado Department of Transportation is tracking progress on 34 state projects in or near the Denver metropolitan area and six interstate projects. Two of the larger projects included the Interstate 25 South Gap project and the Central 70 Project. The $419 million Interstate 25 South Gap project was completed in November 2022. The project added a toll lane in each direction of an 18-mile stretch between Castle Rock and Monument. The Central 70 Project reconstructed a 10-mile stretch of I-70 between Brighton Boulevard and Chambers Road, added one new express lane in each direction, removed the aging 57-year-old viaduct, lowered the interstate between Brighton and Colorado boulevards, and placed a 4-acre park over a portion of the lowered interstate. Final punch-list items related to the $1.2 billion Central 70 Project are slated for completion in 2023.

Mass Transit

The Regional Transportation District (RTD), funded by a 1 percent sales tax, oversees the Denver metropolitan area's mass transit system. As of December 31, 2022, RTD operated 1,059 fixed-route transit buses, 201 light rail vehicles, 373 Access-a-Ride paratransit vehicles and Flex Ride vehicles, and 66 commuter rail vehicles on 141 rail and bus routes. The District operates 96 Park-n-Rides, 57 active rail stations on 12 rail lines (A, B, C, D, E, F, G, H, L, N, R and W), and 9,720 bus stops. In 2020, the District faced an approximate 60 percent decline in ridership as a result of the pandemic. RTD had 52.6 million boardings in 2020, compared with over 100 million in 2019. Boardings rebounded to 61.6 million in 2022.

RTD's FasTracks program is a multibillion-dollar comprehensive transit expansion plan to build 122 miles of new commuter rail and light rail, extend existing rail routes, and expand the regional bus network across the eight-county district. The first FasTracks rail line opened in 2013 (the W Line) and was followed in recent years by the A Line to Denver International Airport (DEN), the R Line in Aurora, the G Line to Arvada and Wheat Ridge, and the N Line to Thornton. In addition, the intermodal hub at Union Station in downtown Denver opened in 2014 and the Flatiron Flyer bus rapid transit service began operations in 2016. Future expansions of the rail lines depend upon funding options and include the L Line extension that will connect the existing downtown rail service to the A Line and act as a loop around downtown, the C and D Line extensions into Highlands Ranch, and the completion of the B Line to Longmont and the N Line in Thornton.

Air

Denver International Airport (DEN) is owned and operated by the City and County of Denver and is the primary airport serving the Denver metropolitan area and the state of Colorado. DEN's strategic location near the geographic center of the U.S. makes it a convenient transcontinental connecting point and is the only major hub airport within a 500-mile radius.

DEN has 25 airlines that offer nonstop service to 215 destinations, including 190 domestic airports in 46 states and 25 international destinations across 13 countries. Further, DEN was the largest hub in terms of seats for Frontier, Southwest, and United airlines. DEN has grown from serving 31 million passengers in 1995 to 69.3 million in 2022, surpassing the number served in 2019. DEN ranked as the third-busiest airport in the world in 2022 due to its strong domestic network and connections, according to the annual rankings issued by the Airports Council International trade group.

DEN is the largest airport site in North America and the second largest in the world with six non-intersecting runways and three concourses. DEN has the space to double its runways and facilities to serve 100 million passengers a year, with an additional 16,000 acres of land available for commercial development. To accommodate current and future passenger needs, the Gate Expansion Program completed in 2022 constructed 39 new gates across all three DEN concourses, increasing gate capacity by 30 percent. In addition, the continuing Great Hall Project is enhancing security and improving operational efficiency. The project includes ticketing/check-in space for some of the airlines, one new security checkpoint, and the development of critical infrastructure needs and expansion in Jeppesen Terminal. The entire Great Hall Project is on schedule to be completed in summer 2028 with segments opening along the way. DEN is also planning to build the Center of Equity and Excellence in Aviation to train workers in a variety of aviation-related roles and is planning the development of a consolidated rental car facility.

DEN is home to several world-class cargo movers and support facilities, including DHL, UPS, FedEx, and United Airlines cargo. Thirteen cargo airlines and 13 major and national carriers provide cargo service at DEN, handling nearly 723.9 million pounds of cargo in 2022, a 7.5 percent increase from 2021. There are no operation curfews, making DEN a 24-hour cargo operation. The layout of the airfield and a 39-acre cargo ramp make freight handling efficient.

Six regional airports complement DEN's operations. There are three reliever airports: Centennial Airport, which serves the southeast metropolitan area; Colorado Air and Space Port is located six miles southeast of DEN in Adams County and serves the northeast Denver metropolitan area; and Rocky Mountain Metropolitan Airport serves Jefferson, Broomfield, and Boulder Counties in the northwest area. Three general aviation airports – Boulder Municipal Airport, Erie Municipal Airport, and Vance Brand Municipal Airport in Longmont – also serve the Denver metropolitan area.

Rail

Rail infrastructure is the backbone of the Denver metropolitan area's intermodal network and serves as a critical component to help the region compete in global markets. Currently, 14 privately owned railroads operate in Colorado on 2,545 miles of track, according to the Association of American Railroads (AAR). The AAR estimated that 15.2 million tons of commodities originated on rail in Colorado and 27 million tons of commodities terminated on rail in Colorado in 2021. The Denver metropolitan area serves as a major hub for the Burlington Northern Santa Fe and Union Pacific railroads. Combined, these railroads operate more than 80 percent of freight track miles and carry most freight by volume and by value in the state. Coal is the predominant commodity by weight for trips originating and terminating in Colorado.

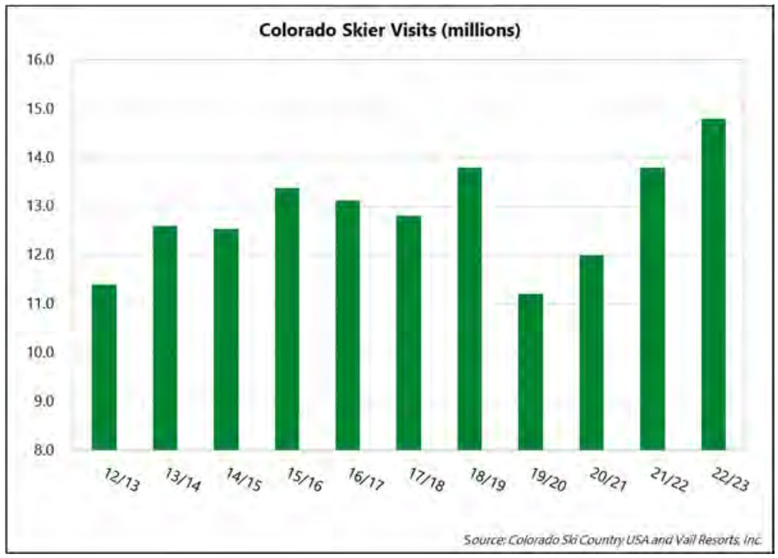
The primary passenger rail system in the Denver metropolitan area includes light rail, commuter rail, and intercity passenger rail. Amtrak's California Zephyr route offers area residents transportation through the Rocky Mountains west of Denver and connects Chicago to the Bay Area. The Southwest Chief route passes through Lamar, La Junta, and Trinidad, providing transportation between Chicago and Los Angeles. Amtrak also offers a seasonal transportation alternative between Denver and Winter Park Resort on the Amtrak Winter Park Express or "Ski Train." Plans are also underway for the proposed new passenger rail line connecting Fort Collins to Pueblo that could accommodate two dozen roundtrips each weekday with stops in Boulder, Denver, Castle Rock, Colorado Springs, and Fort Carson, serving a projected 6,900 riders by 2045.

Tourism

The travel and tourism industry was hit particularly hard in the Denver metropolitan area at the start of the pandemic but is recovering as businesses reopened or increased capacity as consumer demand increased. Despite these challenges, the Denver metropolitan area's vast recreational opportunities, entertainment and convention venues, and cultural attractions attract business and leisure travelers alike. With the nation's largest public parks system, 42 state parks, four national parks, and 11 world-class ski resorts in the Denver metropolitan area's backyard, prime recreation opportunities abound. The area is the cultural capital of the Rocky Mountain region and is home to the Denver Performing Arts Complex, the nation's largest arts complex under one roof. Visitors can attend symphony, ballet, opera, theatre, and touring productions throughout the area. Arts and cultural economic activity reached a peak in 2019, totaling a record $2.3 billion in 2019, but lost a decade of growth in 2020 due to the pandemic.

According to Longwoods International, Denver welcomed a record 36.3 million visitors in 2022 who spent $9.4 billion on such things as lodging, restaurant food and beverages, recreation and entertainment, transportation, and retail purchases. This represented a 15 percent increase in visitors and a 42.5 percent increase in spending compared with 2021, suggesting that visitor activity has returned from the pandemic's influence. Top Denver entertainment and shopping areas included the Lower Downtown Historic District, the 16th Street Mall, and the Cherry Creek area. The city's top visitor attractions included Red Rocks Park & Amphitheatre, the Denver Zoo, the Downtown Aquarium, the Denver Museum of Nature and Science, the Denver Botanic Gardens, Meow Wolf, and the Denver Art Museum.

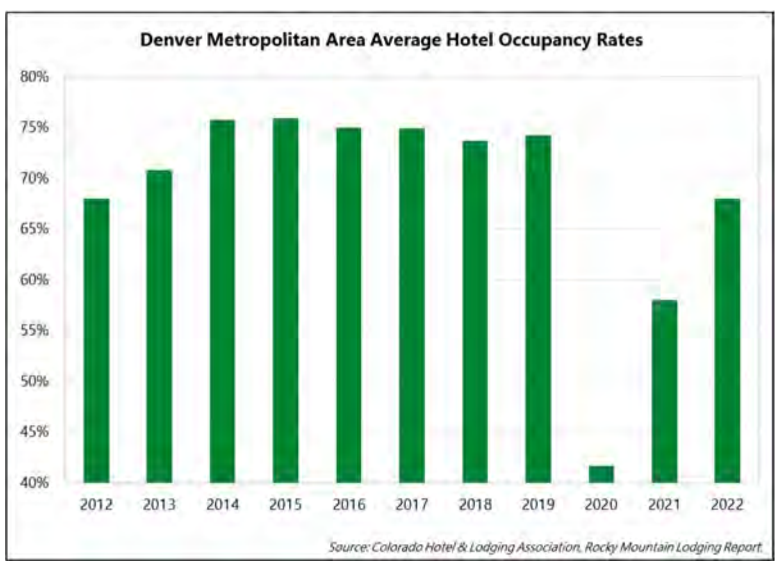
The Denver metropolitan area is world-renowned for its recreational opportunities including skiing, hiking, running, climbing, biking, and camping. The region's outdoor recreation industry contributes significantly to economic activity. In Colorado, outdoor recreation supported 125,200 workers and contributed $11.6 billion to the state's economy in 2021. Colorado ranked No. 10 among all states in outdoor recreation employment and ranked 12th among all states in outdoor recreation spending annually. According to the U.S. Bureau of Economic Analysis, winter sports was the largest contributor to total outdoor activity in Colorado, representing 10.9 percent of the total.



The Denver metropolitan area is within two hours or 100 miles of 11 Colorado ski resorts. The state's 31 ski areas recorded 14.8 million skier visits—or the count of persons skiing or snowboarding for any part of one day—in the 2022-2023 ski season, an 8 percent increase from the prior season and a new industry record, according to Colorado Ski Country USA. Colorado is home to some of the nation's best ski resorts and is among the top ski and snowboard states. *Ski Magazine* named three Colorado resorts among the "Best Ski Resorts in the U.S." in 2022. Further, a ranking by *USA Today* declared that Colorado was home to two of the top 10 ski towns in North America in 2022, with Telluride coming in at number eight and Aspen ranked number nine. Colorado was the only U.S. state to notch more than one space on the list.

Colorado and the Denver metropolitan area are popular destinations for business, leisure, and convention travel. Notable Broadway shows, concerts, cultural events, and other attractions lured significant visitors in 2022. Further, annual events such as the Great American Beer Festival, Fan Expo Denver, and the National Western Stock Show drive demand and support economic activity in the area. The National Western Stock Show annually attracts over 700,000 attendees from over 40 states and 30 countries, generating an economic impact of $120 million annually. The National Western Center redevelopment is making progress on the 246-acre site that will preserve the National Western Stock Show & Rodeo as Denver's largest event for the next 100 years and add state-of-the-art spaces for the site to be activated throughout the year.

The Colorado Convention Center, special event and sporting complexes, tourism, and major corporate office parks represent the primary sources of lodging demand in the Denver metropolitan area. The Colorado Convention Center is the third-most popular convention center in the U.S. based on visitor reviews and was the 12th largest in the U.S., according to a January 2023 ranking by Quality Logo Products. The Colorado Convention Center is currently undergoing a $233 million expansion that includes a new 80,000-square-foot ballroom, lobby renovations, 150,000 square feet of meeting space, 600,000 square feet of exhibit space, and a 5,000-seat theatre. When complete in late 2023, the expansion will generate an additional $85 million in annual economic impact, which was already generating an economic impact of $600 million to $700 million a year before the pandemic.



The pandemic significantly affected the Denver metropolitan area's lodging market. Most notably, the downtown Denver market experienced substantial losses in demand given the large presence of full-service hotels that rely heavily on meeting and group demand. However, capacity limits on meetings and events were lifted in June 2021 and the lodging market has since continued to recover. Furthermore, continued commercial development and ongoing renovation and expansion of the Colorado Convention Center will continue to positively impact the lodging market. Hotel occupancy throughout the Denver metropolitan area averaged 58 percent in 2021, up 16.3 percentage points from 41.7 percent occupancy in 2020, according to the *Rocky Mountain Lodging Report*. The market further normalized in 2022 as the hotel occupancy rate averaged 68 percent in 2022. Although occupancy is still lower than pre-pandemic levels, the hotel room rate rose from $125.87 per night in 2021 to $151.49 in 2022, a 20.4 percent over-the-year increase.

According to a *U.S. News & World Report* ranking released in February 2023, five Colorado hotels ranked among the top 100 luxury hotels and resorts in the nation. The Broadmoor in Colorado Springs was ranked at No. 19 in the U.S., followed by The Little Nell in Aspen (No. 49), the Four Seasons Resort and Residences in Vail (No. 58), the Hotel Jerome in Aspen (No. 64), and the Four Seasons Hotel Denver (No. 99).

Summary

While many had hoped that 2022 would be a year that was "back to normal," instead it was filled with imbalances and uncertainty due to the start of the Russia-Ukraine war, rapidly rising gasoline prices, improved but still persistent supply chain disruptions, and stubborn inflation.

On the plus side, employment in the Denver metropolitan area increased 4.4 percent with 76,100 jobs added in 2022, bringing total employment to 1.79 million. While all supersectors added jobs over-the-year, the fastest rates of job growth occurred in the leisure and hospitality, other services, and professional and business services supersectors. The unemployment rate fell from 5.4 percent in 2021 to 2.9 percent in 2022, with businesses struggling to find and retain the workers needed for efficient operations due to the tight labor market conditions.

The Denver metropolitan area experienced net out-migration of 7,900 residents in 2021, which had last occurred at a more minor level in 2005. While individuals moved to areas offering lower density in 2021, the situation changed in 2022 as 17,700 more people moved into the region than moved out, causing a 0.9 percent increase in the region's population to 3.27 million. These residents spent their dollars at a brisk pace in 2021 and 2022, with retail trade activity increasing 16 percent and 10.4 percent, respectively. Retail activity tempered in the latter half of the year as consumers responded to rising interest rates and dealt with high inflation.

The residential real estate market suffered the greatest challenges of the region's economic base as home sales declined by 20.8 percent in 2022 due to rapidly rising mortgage rates. Median home prices increased 10.4 percent in 2022 following the 23.2 percent increase that occurred in 2021. The median home price of $670,100 in the Denver MSA ranked as one of the top 15 most expensive metropolitan statistical areas in 2022.

Commercial real estate fundamentals were mixed in the Denver metropolitan area as the industrial vacancy rate increased and office and retail rates declined. There was 9 million square feet of new office, industrial, and retail space completed in 2022, a 21.2 percent decline in the amount of space completed compared with 2021. The industrial market remained active as 2022 marked the sixth consecutive year that 5 million square feet or more of new industrial space was added to the market.

Transportation options and improvements support the region's quality of life and the needs of businesses, workers, and residents. Strong job growth combined with vibrant natural, cultural, and historical assets contribute to the attractiveness of the Denver metropolitan area as a preferred business, resident, and visitor location.

Prepared By:
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Phone: 303-641-8841

	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022
POPULATION (July 1)											
United States (thousands)	313,878	316,060	318,386	320,739	323,072	325,122	327,252	329,382	331,512	332,032	333,288
Colorado	5,194,662	5,270,884	5,347,654	5,446,593	5,529,629	5,599,589	5,676,913	5,734,913	5,784,156	5,814,707	5,857,513
Denver Metropolitan Area	2,900,136	2,953,169	3,007,185	3,069,273	3,113,687	3,146,741	3,186,733	3,215,705	3,240,971	3,244,165	3,271,928
POPULATION GROWTH RATE											
United States	0.7%	0.7%	0.7%	0.7%	0.7%	0.6%	0.7%	0.7%	0.6%	0.2%	0.4%
Colorado	1.4%	1.5%	1.5%	1.9%	1.5%	1.3%	1.4%	1.0%	0.9%	0.5%	0.7%
Denver Metropolitan Area	1.8%	1.8%	1.8%	2.1%	1.4%	1.1%	1.3%	0.9%	0.8%	0.1%	0.9%
NET MIGRATION											
Colorado	39,143	45,109	45,062	68,844	53,295	42,395	51,761	34,161	28,583	15,074	30,006
Denver Metropolitan Area	31,158	33,675	34,280	43,316	25,942	15,646	23,921	13,797	11,997	(7,938)	17,683
NONAGRICULTURAL EMPLOYMENT											
United States (millions)	134.2	136.4	138.9	141.8	144.3	146.6	148.9	150.9	142.2	146.3	152.6
Colorado (thousands)	2,311.7	2,380.5	2,463.6	2,541.0	2,601.7	2,660.3	2,727.3	2,790.1	2,652.7	2,750.9	2,862.3
Denver Metropolitan Area (thousands)	1,417.6	1,468.2	1,522.8	1,578.2	1,619.3	1,654.1	1,698.2	1,738.4	1,651.8	1,715.0	1,791.1
NONAGRICULTURAL EMPLOYMENT GROWTH RATE											
United States	1.7%	1.6%	1.9%	2.1%	1.8%	1.6%	1.6%	1.3%	-5.8%	2.9%	4.3%
Colorado	2.4%	3.0%	3.5%	3.1%	2.4%	2.3%	2.5%	2.3%	-4.9%	3.7%	4.0%
Denver Metropolitan Area	2.9%	3.6%	3.7%	3.6%	2.6%	2.2%	2.7%	2.4%	-5.0%	3.8%	4.4%

NONFARM EMPLOYMENT DISTRIBUTION BY INDUSTRY (2022)

	United States	Colorado	Denver Metropolitan Area
Natural Resources & Construction	5.5%	7.1%	6.6%
Manufacturing	8.4%	5.4%	5.2%
Wholesale & Retail Trade	14.1%	13.6%	13.3%
Transportation, Warehousing, Utilities	4.7%	3.9%	4.4%
Information	2.0%	2.7%	3.5%
Financial Activities	5.9%	6.3%	7.0%
Professional & Business Services	14.8%	16.9%	19.7%
Education & Health Services	16.0%	12.3%	12.3%
Leisure & Hospitality	10.4%	11.8%	10.4%
Other Services	3.7%	4.3%	4.2%
Government	14.5%	15.7%	13.4%

	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022
UNEMPLOYMENT RATE											
United States	8.1%	7.4%	6.2%	5.3%	4.9%	4.4%	3.9%	3.7%	8.1%	5.3%	3.6%
Colorado	8.0%	6.7%	5.0%	3.7%	3.1%	2.6%	3.0%	2.7%	6.8%	5.4%	3.0%
Denver Metropolitan Area	7.7%	6.4%	4.7%	3.5%	2.9%	2.5%	2.9%	2.5%	6.9%	5.4%	2.9%
CONSUMER PRICE INDEX (CPI-U, 1982-84=100)											
United States	229.6	233.0	236.7	237.0	240.0	245.1	251.1	255.7	258.8	271.0	292.7
Denver-Aurora-Lakewood	224.6	230.8	237.2	240.0	246.6	255.0	262.0	267.0	272.2	281.8	304.4
INFLATION RATE											
United States	2.1%	1.5%	1.6%	0.1%	1.3%	2.1%	2.4%	1.8%	1.2%	4.7%	8.0%
Denver-Aurora-Lakewood	1.9%	2.8%	2.8%	1.2%	2.8%	3.4%	2.7%	1.9%	2.0%	3.5%	8.0%

	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022
TOTAL PERSONAL INCOME (millions, except as noted)											
United States (billions)	$14,003	$14,189	$14,970	$15,681	$16,093	$16,837	$17,671	$18,575	$19,812	$21,289	$21,805
Colorado	$236,759	$249,513	$271,410	$284,837	$289,673	$309,417	$331,851	$356,341	$378,051	$410,948	$433,128
Denver Metropolitan Area	$146,205	$155,054	$169,601	$177,268	$179,802	$193,880	$208,442	$224,750	$236,836	$257,788	N/A
TOTAL PERSONAL INCOME GROWTH RATE											
United States	5.0%	1.3%	5.5%	4.8%	2.6%	4.6%	5.0%	5.1%	6.7%	7.5%	2.4%
Colorado	5.9%	5.4%	8.8%	4.9%	1.7%	6.8%	7.3%	7.4%	6.1%	8.7%	5.4%
Denver Metropolitan Area	6.9%	6.1%	9.4%	4.5%	1.4%	7.8%	7.5%	7.8%	5.4%	8.8%	N/A
PER CAPITA PERSONAL INCOME											
United States	$44,548	$44,798	$46,887	$48,725	$49,613	$51,550	$53,786	$56,250	$59,763	$64,117	$65,423
Colorado	$45,630	$47,404	$50,797	$52,339	$52,390	$55,251	$58,453	$62,124	$65,352	$70,715	$74,167
Denver Metropolitan Area	$50,438	$52,524	$56,417	$57,769	$57,758	$61,620	$65,420	$69,906	$73,069	$79,517	N/A
PER CAPITA PERSONAL INCOME GROWTH RATE											
United States	4.2%	0.6%	4.7%	3.9%	1.8%	3.9%	4.3%	4.6%	6.2%	7.3%	2.0%
Colorado	4.5%	3.9%	7.2%	3.0%	0.1%	5.5%	5.8%	6.3%	5.2%	8.2%	4.9%
Denver Metropolitan Area	5.0%	4.1%	7.4%	2.4%	0.0%	6.7%	6.2%	6.9%	4.5%	8.8%	N/A
RETAIL TRADE SALES (millions, except as noted)											
United States (billions)	$4,826	$5,003	$5,218	$5,351	$5,506	$5,733	$5,983	$6,169	$6,223	$7,366	$8,071
Colorado	$80,073	$84,240	$90,507	$94,951	$98,568	$104,137	$109,154	$114,287	$119,916	$140,314	$153,514
Denver Metropolitan Area	$46,861	$49,299	$53,245	$56,200	$57,682	$60,352	$62,893	$65,433	$67,477	$78,274	$86,096

	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022
RETAIL TRADE SALES GROWTH RATE											
United States	5.0%	3.7%	4.3%	2.6%	2.9%	4.1%	4.4%	3.1%	0.9%	18.4%	9.6%
Colorado	6.0%	5.2%	7.4%	4.9%	3.8%	5.6%	4.8%	4.7%	4.9%	17.0%	9.4%
Denver Metropolitan Area	7.3%	5.2%	8.0%	5.5%	2.6%	4.6%	4.2%	4.0%	3.1%	16.0%	10.0%
MEDIAN HOME PRICE (thousands)											
United States	$177.2	$197.4	$208.9	$223.9	$235.5	$248.8	$261.6	$274.6	$300.2	$357.1	$392.8
Denver Metropolitan Area	$252.4	$280.6	$310.2	$353.6	$384.3	$414.7	$449.9	$462.1	$492.7	$607.1	$670.1
EXISTING HOME SALES											
Denver Metropolitan Area	45,210	53,711	54,183	56,900	56,936	59,253	56,509	58,902	63,516	64,105	50,743
NEW RESIDENTIAL UNITS											
DENVER METROPOLITAN AREA											
Single Family	5,947	7,396	8,396	9,786	10,663	11,419	12,248	11,401	11,307	12,807	10,272
Two-Family	299	399	440	422	532	384	400	192	451	987	662
Multi-Family	8,679	9,145	8,074	9,061	12,301	12,218	11,561	8,896	9,036	16,724	13,651
Total Units	14,925	16,940	16,910	19,269	23,496	24,021	24,209	20,489	20,794	30,518	24,585
OFFICE VACANCY RATE											
Denver Metropolitan Area	11.7%	10.7%	9.8%	9.2%	8.8%	9.2%	9.0%	8.9%	10.8%	12.3%	12.2%
HOTEL OCCUPANCY RATE											
Denver Metropolitan Area	68.0%	70.8%	75.8%	75.9%	75.0%	74.9%	73.7%	74.3%	41.7%	58.0%	68.0%
SKIER VISITS	**12/13**	**13/14**	**14/15**	**15/16**	**16/17**	**17/18**	**18/19**	**19/20**	**20/21**	**21/22**	**22/23**
Colorado (millions)	11.4	12.6	12.5	13.4	13.1	12.8	13.8	11.2	12.0	13.8	14.8

N/A: Not Available

Sources: U.S. Department of Commerce, Bureau of the Census; Colorado Division of Local Government, Demography Section; U.S. Department of Labor, Bureau of Labor Statistics; Colorado Department of Labor and Employment, Labor Market Information; U.S. Department of Commerce, Bureau of Economic Analysis; U.S. Department of Commerce, Bureau of the Census; Colorado Department of Revenue; National Association of REALTORS; Denver Metro Association of REALTORS; U.S. Department of Commerce, Bureau of the Census; CoStar Realty Information, Inc.; Rocky Mountain Lodging Report; Vail Resorts, Inc. and Colorado Ski Country USA.

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APPENDIX C

FORM OF THE INDENTURE

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REGIONAL TRANSPORTATION DISTRICT

and

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,

as Trustee

INDENTURE OF TRUST

Dated as of [Closing Date], 2023

INDENTURE OF TRUST

TABLE OF CONTENTS

(This Table of Contents is not a part of this Indenture of Trust
and is only for convenience of reference.)

INDENTURE OF TRUST

THIS INDENTURE OF TRUST dated as of [Closing Date], 2023 (the "Indenture") between the REGIONAL TRANSPORTATION DISTRICT, a public body corporate and politic and a political subdivision of the State of Colorado duly organized and existing under the laws of the State of Colorado, and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., a banking association organized and existing under and by virtue of the laws of the United States of America, as trustee (together with any successor trustee duly appointed under this Indenture, the "Trustee").

W I T N E S S E T H:

WHEREAS, the Regional Transportation District in the City and County of Broomfield, the City and County of Denver and the Counties of Adams, Arapahoe, Boulder, Douglas, Jefferson and Weld in the State of Colorado (the "District") was created by the General Assembly of the State of Colorado in 1969 by Chapter 231, Laws of Colorado 1969, which is currently codified as Sections 32-9-101 through 32-9-164, inclusive, of the Colorado Revised Statutes as from time to time amended and supplemented (the "Act") and the District's Board of Directors (the "Board") and officers from time to time, including the present incumbents, have been duly chosen and qualified; and

WHEREAS, Section 32-9-128 of the Act provides that the District may borrow money in anticipation of the revenues and the sales tax proceeds of the District, but not the proceeds of any general ad valorem property taxes, and issue special obligation bonds to evidence the amount so borrowed; and

WHEREAS, the District is authorized by law to impose a sales tax at a rate of six-tenths of one percent (the "0.6% Sales Tax") throughout the District and such tax is now being imposed and collected; and

WHEREAS, on April 22, 2004, the Board adopted a transit expansion plan known as FasTracks ("FasTracks"); and

WHEREAS, as required by Section 32-9-107.7 of the Act, the construction of FasTracks has been approved by the appropriate metropolitan planning organizations and by the affirmative vote of at least a two-thirds majority of the Board membership; and

WHEREAS, pursuant to Section 32-9-119.4 of the Act, the District has obtained voter approval at an election duly called and held within the District on November 2, 2004 (the "2004 Election") to increase the rate of sales tax levied by the District by four-tenths of one percent (the "0.4% Sales Tax Increase"), from six-tenths of one percent to one percent, commencing January 1, 2005, and to issue debt in the amount of $3.477 billion, with a maximum total repayment cost of $7.129 billion, and a maximum annual repayment cost of $309.738 million, with the proceeds of such debt and increased taxes to be used and spent for the construction and operation of FasTracks; and

WHEREAS, Resolution No. 007, Series of 2004, which called the 2004 Election, established a 7% maximum net effective interest rate on the aggregate indebtedness issued pursuant to the 2004 Election; and

WHEREAS, the ballot text submitted to the voters at the 2004 Election for approval of such tax increase and the issuance of such debt (the "2004 Election Question") was as follows:

> SHALL REGIONAL TRANSPORTATION DISTRICT TAXES BE INCREASED $158.34 MILLION ANNUALLY AND BY WHATEVER ADDITIONAL AMOUNTS ARE RAISED ANNUALLY THEREAFTER BY INCREASING THE RATE OF SALES TAX LEVIED BY THE DISTRICT BY FOUR-TENTHS OF ONE PERCENT, FROM THE CURRENT SIX-TENTHS OF ONE PERCENT TO ONE PERCENT COMMENCING JANUARY 1, 2005 AND, IN CONNECTION THEREWITH, SHALL REGIONAL TRANSPORTATION DISTRICT DEBT BE INCREASED $3.477 BILLION, WITH A REPAYMENT COST OF $7.129 BILLION WITH ALL PROCEEDS OF DEBT AND TAXES TO BE USED AND SPENT FOR THE CONSTRUCTION AND OPERATION OF A FIXED GUIDE WAY MASS TRANSIT SYSTEM, THE CONSTRUCTION OF ADDITIONAL PARK-N-RIDE LOTS, THE EXPANSION AND IMPROVEMENT OF EXISTING PARK-N-RIDE LOTS, AND INCREASED BUS SERVICE, INCLUDING THE USE OF SMALLER BUSES AND VANS AND ALTERNATIVE FUEL VEHICLES AS APPROPRIATE, AS SPECIFIED IN THE TRANSIT EXPANSION PLAN ADOPTED BY THE BOARD OF DIRECTORS OF THE DISTRICT ON OR BEFORE APRIL 22, 2004 AND SHALL DEBT BE EVIDENCED BY BONDS, NOTES, OR OTHER MULTIPLE-FISCAL YEAR OBLIGATIONS INCLUDING REFUNDING BONDS THAT MAY BE ISSUED AT A LOWER OR HIGHER RATE OF INTEREST AND INCLUDING DEBT THAT MAY HAVE A REDEMPTION PRIOR TO MATURITY WITH OR WITHOUT PAYMENT OF A PREMIUM, PAYABLE FROM ALL REVENUES GENERATED BY SAID TAX INCREASE, FEDERAL FUNDS, INVESTMENT INCOME, PUBLIC AND PRIVATE CONTRIBUTIONS, AND OTHER REVENUES AS THE BOARD MAY DETERMINE, AND WITH SUCH REVENUES RAISED BY THE SALES TAX RATE INCREASE AND THE PROCEEDS OF DEBT OBLIGATIONS AND ANY INVESTMENT INCOME ON SUCH REVENUES AND PROCEEDS BEING EXEMPT FROM THE REVENUE AND SPENDING RESTRICTIONS CONTAINED IN SECTION 20 OF ARTICLE X OF THE COLORADO CONSTITUTION UNTIL SUCH TIME AS ALL DEBT IS REPAID WHEN THE RATE OF

TAX WILL BE DECREASED TO THAT AMOUNT NECESSARY FOR THE CONTINUED OPERATION OF THE SYSTEM BUT NOT LESS THAN SIX-TENTHS OF ONE PERCENT?

and

WHEREAS, pursuant to the authority conferred at the 2004 Election and in order to finance a portion of the costs of the capital improvements, facilities and equipment described in FasTracks, the District previously issued its Sales Tax Revenue Bonds (FasTracks Project), Series 2006A in the aggregate principal amount of $600,000,000 (the "2006A Bonds") pursuant to the provisions of an Indenture of Trust, dated as of October 1, 2006, as amended, between the District and the Trustee (the "2006A Indenture"); and

WHEREAS, to refund a portion of the 2006A Bonds, the District previously issued its Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2007A in the aggregate principal amount of $363,725,000 (the "2007A Bonds") pursuant to the provisions of an Indenture of Trust, dated as of May 1, 2007, as amended, between the District and the Trustee (the "2007A Indenture"); and

WHEREAS, the District and the Trustee entered into a Second Supplemental Indenture of Trust, dated as of December 11, 2014 and the District, the Trustee and Citibank, N.A. entered into a Modification and Exchange Agreement, dated as of December 11, 2014 pursuant to which the 2007A Bonds held by Citibank, N.A. in the aggregate principal amount of $220,825,000 were exchanged for modified and amended 2007A Bonds that changed the first optional redemption date of such amended 2007A Bonds from November 1, 2017 to November 1, 2024; and

WHEREAS, the District and the Trustee entered into a Third Supplemental Indenture of Trust, dated as of May 25, 2017 and the District, the Trustee and Citibank, N.A. entered into a Second Modification and Exchange Agreement, dated as of May 25, 2017 pursuant to which the amended 2007A Bonds held by Citibank, N.A. in the aggregate principal amount of $220,825,000 were exchanged for further modified and amended 2007A Bonds in the aggregate principal amount of $220,480,000 that are not subject to optional redemption prior to their respective maturity dates; and

WHEREAS, pursuant to the authority conferred at the 2004 Election and in order to finance a portion of the costs of the capital improvements, facilities and equipment described in FasTracks, the District previously issued its Tax-Exempt Sales Tax Revenue Bonds (FasTracks Project), Series 2010A in the aggregate principal amount of $79,140,000 (the "2010A Bonds") and its Taxable Sales Tax Revenue Bonds (FasTracks Project) (Direct Pay Build America Bonds), Series 2010B, in the aggregate principal amount of $300,000,000 (the "2010B Bonds") pursuant to the provisions of an Indenture of Trust, dated as of November 23, 2010, between the District and the Trustee (the "2010 Indenture"); and

WHEREAS, pursuant to the authority conferred at the 2004 Election, in order to assist in the financing of major transit elements that are part of the FasTracks project, the District previously entered into the DUSPA/RTD Funding Agreement, dated February 1, 2010, with

Denver Union Station Project Authority pursuant to which the District issued its Subordinate Sales Tax Revenue Bond, Series 2010, in the aggregate principal amount of $167,954,114 (the "Subordinate DUSPA Bond"); and

WHEREAS, pursuant to the authority conferred at the 2004 Election and in order to assist in the financing of a portion of the costs related to a portion of FasTracks referred to as the "Eagle P3 Project," the District entered into the TIFIA Loan Agreement, dated December 1, 2011 (the "TIFIA Loan Agreement") with the United States Department of Transportation, an agency of the United States of America, acting by and through the Federal Highway Administrator (the "TIFIA Lender") pursuant to which the TIFIA Lender loaned money to the District in the original principal amount of $280,000,000, which loan was evidenced by the RTD TIFIA Bond (the "RTD TIFIA Bond"); and

WHEREAS, pursuant to the authority conferred at the 2004 Election and in order to finance a portion of the costs of the capital improvements, facilities and equipment described in FasTracks, the District previously issued its Sales Tax Revenue Bonds (FasTracks Project), Series 2012A in the aggregate principal amount of $474,935,000 (the "2012A Bonds") pursuant to the provisions of an Indenture of Trust, dated as of December 20, 2012, between the District and the Trustee (the "2012A Indenture"); and

WHEREAS, to refund the remaining portion of the outstanding 2006A Bonds, the District previously issued its Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2013A in the aggregate principal amount of $204,820,000 (the "2013A Bonds") pursuant to the provisions of an Indenture of Trust, dated as of May 16, 2013, between the District and the Trustee (the "2013A Indenture"); and

WHEREAS, pursuant to the authority conferred at the 2004 Election and in order to finance a portion of the costs of the capital improvements, facilities and equipment described in FasTracks, the District previously issued its Sales Tax Revenue Bonds (FasTracks Project), Series 2016A in the aggregate principal amount of $194,965,000 (the "2016A Bonds") pursuant to the provisions of an Indenture of Trust, dated as of November 17, 2016, between the District and the Trustee (the "2016A Indenture"); and

WHEREAS, the District previously issued its Sales Tax Revenue Bonds (FasTracks Project), Series 2017A in the aggregate principal amount of $82,895,000 (the "2017A Bonds") pursuant to the provisions of an Indenture of Trust, dated as of February 3, 2017, between the District and the Trustee (the "2017A Indenture") and applied the proceeds thereof, together with other available moneys, to automatically retire, discharge and cancel in full the outstanding Subordinate DUSPA Bond; and

WHEREAS, to refund the callable portion of the 2007A Bonds, the District previously issued its Sales Tax Revenue Bonds (FasTracks Project), Series 2017B in the aggregate principal amount of $119,465,000 (the "2017B Bonds") pursuant to the provisions of an Indenture of Trust, dated as of August 3, 2017, between the District and the Trustee (the "2017B Indenture"); and

WHEREAS, to refund the outstanding 2010A Bonds, the District previously issued its Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2019A in the aggregate principal amount of $82,740,000 (the "2019A Bonds") pursuant to an Indenture of Trust, dated as of December 18, 2019, between the District and the Trustee (the "2019A Indenture"); and

WHEREAS, to refund the outstanding 2012A Bonds that were not tendered for purchase pursuant to the tender offer made by the District dated January 27, 2021 (the "2021 Tender Offer"), the District previously issued its Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021A (Green Bonds - Climate Bond Certified) in the aggregate principal amount of $422,405,000 (the "2021A Bonds") pursuant to an Indenture of Trust, dated as of March 11, 2021, between the District and the Trustee (as amended and supplemented to date, the "2021 Indenture"); and

WHEREAS, to prepay the outstanding RTD TIFIA Bond and to pay the purchase price of the outstanding 2012A Bonds that were tendered for purchase pursuant to the 2021 Tender Offer, the District previously issued its Tax-Exempt Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021B (Green Bonds - Climate Bond Certified) in the aggregate principal amount of $411,630,000 (the "2021B Bonds") pursuant to the 2021 Indenture; and

WHEREAS, to refinance and redeem the outstanding Certificates of Participation, Series 2014A (the "2014A Certificates") and acquire the leased assets related thereto, the District previously issued its Taxable (Convertible to Tax-Exempt) Sales Tax Revenue Bonds (FasTracks Project), Series 2022A in the aggregate principal amount of $125,000,000 (the "2022A Bonds") and its Taxable (Convertible to Tax-Exempt) Sales Tax Revenue Bonds (FasTracks Project), Series 2022B in the aggregate principal amount of $195,000,000 (the "2022B Bonds" and together with the 2022A Bonds, the "Taxable 2022A/B Bonds") as Additional Parity Bonds (as defined in the 2007A Indenture, the 2010 Indenture, the 2013A Indenture, the 2016A Indenture, the 2017A Indenture, the 2017B Indenture, the 2019A Indenture, the 2021 Indenture and the Indenture of Trust dated August 26, 2022 (the "2022 Indenture" and, collectively, the "Outstanding Parity Bond Indentures"); and

WHEREAS, due to federal tax restrictions regarding the advance refunding of tax-exempt obligations, the Taxable 2022A/B Bonds were issued as taxable/convertible to tax-exempt bonds; and

WHEREAS, the Taxable 2022A/B Bonds were converted to tax-exempt bonds on March 3, 2023 pursuant to the 2022 Indenture and are now outstanding as the District's Tax-Exempt Sales Tax Revenue Bonds (FasTracks Project), Series 2022A and 2022B (the "2022A/B Bonds"); and

WHEREAS, Section 32-9-147 of the Act provides that the District may refund any bonds issued pursuant to the Act without an election; and

WHEREAS, Article X, Section 20 of the Colorado Constitution provides that the District may issue refunding bonds without an election if the refunding bonds are issued at a lower interest rate; and

WHEREAS, the District has determined to purchase outstanding 2019A Bonds and 2021A Bonds in the aggregate principal amount tendered by the holders thereof and accepted for tender by the District (the "Purchased 2019A/2021A Bonds") pursuant to a tender offer by the District to the holders of such 2019A Bonds and 2021A Bonds (the "2023 Tender Offer") and to refund and defease certain of the 2019A Bonds and 2021A Bonds that remain outstanding after such purchase of Purchased 2019A/2021A Bonds by the District in the aggregate principal amount of $______________ (as further described, the "Refunded 2019A/2021A Bonds"); and

WHEREAS, 2019A Bonds and 2021A Bonds not purchased as Purchased 2019A/2021A Bonds and not refunded as Refunded 2019A/2021A Bonds (respectively, the "Remaining 2019A Bonds" and the "Remaining 2021A Bonds") will remain outstanding as Outstanding Parity Bonds; and

WHEREAS, in order to achieve interest rate savings and effect other economies, the Board pursuant to this Indenture desires to authorize its "Regional Transportation District, Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A" in the aggregate principal amount of $________ (the "Bonds") as Additional Parity Bonds (as defined in the Outstanding Parity Bonds Indentures) for the purpose of: (a) refunding and defeasing the Refunded 2019A/2021A Bonds; (b) financing the purchase of the Purchased 2019A/2021A Bonds; and (c) paying the costs of issuance of the Bonds (collectively, the "2023 Refunding Project"); and

WHEREAS, after effectuating the 2023 Refunding Project, the 2007A Bonds, 2010B Bonds, 2013A Bonds, 2016A Bonds, 2017A Bonds, 2017B Bonds, Remaining 2019A Bonds, Remaining 2021A Bonds, 2021B Bonds, and 2022A/B Bonds (collectively, the "Outstanding Parity Bonds") and the Bonds will remain outstanding; and

WHEREAS, the Outstanding Parity Bonds are payable out of and constitute an irrevocable first lien (but not necessarily an exclusive first lien) on the revenues received from the 0.4% Sales Tax Increase and are payable out of and constitute an irrevocable lien on the 0.6% Sales Tax which is in all respects subordinate to the pledge and lien thereon of the Senior Debt (as hereinafter defined); and

WHEREAS, the District has heretofore pledged all of the proceeds from the imposition of the 0.6% Sales Tax to the payment of its outstanding Sales Tax Revenue Refunding Bonds, Series 2007A (the "Senior Bonds"), and any additional bonds issued pursuant to the resolution (the "Senior Bond Resolution") authorizing the Senior Bonds (collectively, the "Senior Debt"); and

WHEREAS, the 0.4% Sales Tax Increase has not been pledged to the payment of the Senior Debt; and

WHEREAS, subject to certain conditions specified in the Senior Bond Resolution, including but not limited to compliance with the provisions of Section 508 thereof, the District is authorized to issue subordinated indebtedness payable out of and which has a lien on the Pledged Income which is subordinate in all respects to the pledge and lien thereon of the Senior Debt; and

WHEREAS, the Board has determined that with respect to the Bonds, the conditions set forth in the Senior Bond Resolution for the issuance of subordinate indebtedness have been satisfied and accordingly, the Board has determined that the Bonds shall be issued with a lien on the Pledged Income (as defined in the Senior Bond Resolution) which is in all respects subordinate to the pledge and lien thereon of the Senior Debt; and

WHEREAS, subject to certain conditions set forth in the Outstanding Parity Bond Indentures, the District is authorized to issue Additional Parity Bonds (as defined in the Outstanding Parity Bond Indentures) which have a lien on all or a portion of the Pledged Revenues (as defined therein) that is on a parity with the lien thereon of the Outstanding Parity Bonds; and

WHEREAS, the Board has determined that with respect to the Bonds, the conditions set forth in the Outstanding Parity Bond Indentures for the issuance of Additional Parity Bonds have been satisfied (or will be satisfied on or prior to the delivery of the Bonds) and accordingly, the Board has determined that the Bonds will be issued with a first lien (but not necessarily an exclusive first lien) on the 0.4% Sales Tax Increase that is on a parity with the Outstanding Parity Bonds; and

WHEREAS, the District has previously entered into a Concession and Lease Agreement (the "Concession Agreement") with Denver Transit Partners LLC ("Denver Transit Partners"), pursuant to which the District has agreed to make monthly service payments to Denver Transit Partners upon the commencement of revenue service of the Eagle P3 Project, and pursuant to the authority conferred at the 2004 Election, the District has pledged the RTD Pledged Revenues (as defined in the Concession Agreement) to make a portion of such service payments (the "TABOR Portion") on a subordinate basis to the Senior Debt, the Outstanding Parity Bonds, and the Bonds; and

WHEREAS, subject to certain conditions set forth in the Concession Agreement, the District is authorized to issue bonds with a lien on the RTD Pledged Revenues which is senior and superior to the pledge and lien thereon of the TABOR Portion; and

WHEREAS, the Board has determined that with respect to the Bonds, the conditions set forth in the Concession Agreement for the issuance of the Bonds with a lien on the RTD Pledged Revenues which is senior and superior to the pledge and lien thereon of the TABOR Portion have been satisfied (or will be satisfied on or prior to the delivery of the Bonds) and accordingly, the Board has determined that the Bonds shall be issued with a lien on the RTD Pledged Revenues which is senior and superior to the pledge and lien thereon of the TABOR Portion; and

WHEREAS, accordingly, the Board has determined that the Bonds shall be issued with (a) a lien on the Pledged Income which is in all respects subordinate to the pledge and lien thereon of the Senior Debt, but which is on a parity with the pledge and lien thereon of the Outstanding Parity Bonds; (b) a first lien (but not necessarily an exclusive first lien) on the 0.4% Sales Tax Increase that is on a parity with the Outstanding Parity Bonds; and (c) a lien on the RTD Pledged Revenues (as defined in the Concession Agreement) which is senior and superior to the pledge and lien thereon of the TABOR Portion; and

WHEREAS, all things necessary to constitute this Indenture a valid assignment and pledge of the amounts pledged to the payment of the principal of, premium, if any, and interest on the Bonds have been done and performed, and the creation, execution and delivery of this Indenture, subject to the terms hereof, have in all respects been duly authorized.

NOW, THEREFORE, THIS INDENTURE OF TRUST WITNESSETH:

That the District, in consideration of the premises and the acceptance by the Trustee of the trusts hereby created and of the sum of $1.00, lawful money of the United States of America, to it duly paid by the Trustee at or before the execution and delivery of these presents, and for other good and valuable consideration, the receipt of which is hereby acknowledged, in order to secure the payment of the principal of, premium, if any, and interest on the Bonds at any time Outstanding under this Indenture according to their tenor and effect, and to secure the performance and observance by the District of all of the covenants expressed or implied herein and in the Bonds, and to secure all obligations of the District to any provider of a Financial Products Agreement related to the Bonds, does hereby pledge and assign to The Bank of New York Mellon Trust Company, N.A., and its successors in trust and assigns forever, in order to secure the performance of the obligations of the District hereinafter set forth;

GRANTING CLAUSE

The Pledged Revenues, as hereinafter defined and as provided herein;

TO HAVE AND TO HOLD all and singular the Pledged Revenues, whether now owned or hereafter acquired and conveyed (by supplemental indenture or otherwise), unto the Trustee and its successors and assigns in said trust forever;

IN TRUST NEVERTHELESS, upon the terms and trusts in this Indenture set forth for the equal and proportionate benefit, security and protection of all present and future Owners of the Bonds from time to time issued under and secured by this Indenture, without privilege, priority or distinction as to the lien or otherwise of any of the Bonds over any of the other Bonds, and for the benefit, security and protection of each provider of a Financial Products Agreement related to the Bonds;

PROVIDED, HOWEVER, that if the District, its successors or assigns shall well and truly pay, or cause to be paid, the principal of, premium, if any, and interest on the Bonds due or to become due thereon, at the times and in the manner set forth in the Bonds according to the true intent and meaning thereof, and shall cause the payments to be made on the Bonds as required under Article III hereof, or shall provide, as permitted hereby, for the payment thereof in accordance with Article IX hereof, and shall well and truly cause to be kept, performed and observed all of its covenants and conditions pursuant to the terms of this Indenture, including the payment of all amounts due or to become due to any provider of a Financial Products Agreement related to the Bonds, and shall pay or cause to be paid to the Trustee all sums of money due or to become due to the Trustee in accordance with the terms and provisions of this Indenture, then this Indenture and the rights hereby granted shall cease, terminate and be void; otherwise this Indenture shall remain in full force and effect.

THIS INDENTURE OF TRUST FURTHER WITNESSETH, and it is expressly declared, that all Bonds issued and secured hereunder are to be issued, authenticated and delivered and all said property, rights and interests, including, without limitation, the Pledged Revenues, are to be dealt with and disposed of under, upon and subject to the terms, conditions, stipulations, covenants, agreements, trusts, uses and purposes as in this Indenture expressed, and the District has agreed and covenanted and does hereby agree and covenant with the Trustee, for the benefit of the respective Owners from time to time of the Bonds and the providers of any Financial Products Agreements, as follows:

ARTICLE I

DEFINITIONS

Section 1.01 Definitions. As used in this Indenture, the following terms shall have the following meanings:

"2004 Election" has the meaning set forth in the recitals to this Indenture.

"2004 Election Question" has the meaning set forth in the recitals to this Indenture.

"2006A Bonds" means the Regional Transportation District's Sales Tax Revenue Bonds (FasTracks Project), Series 2006A issued pursuant to the provisions of the 2006A Indenture, which are no longer outstanding.

"2006A Indenture" means the Indenture of Trust, dated as of October 1, 2006, as amended, between the District and the Trustee.

"2007A Bonds" means the Regional Transportation District's Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2007A issued pursuant to the provisions of the 2007A Indenture.

"2007A Indenture" means the Indenture of Trust, dated as of May 1, 2007, as amended, between the District and the Trustee.

"2010 Indenture" means the Indenture of Trust, dated as of November 23, 2010, between the District and the Trustee.

"2010B Bonds" means the Regional Transportation District's Taxable Sales Tax Revenue Bonds (FasTracks Project) (Direct Pay Build America Bonds), Series 2010B issued pursuant to the provisions of the 2010 Indenture.

"2013A Bonds" means the Regional Transportation District's Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2013A issued pursuant to the provisions of the 2013A Indenture.

"2013A Indenture" means the Indenture of Trust, dated May 16, 2013, between the District and the Trustee.

"2016A Bonds" means the Regional Transportation District's Sales Tax Revenue Bonds (FasTracks Project), Series 2016A issued pursuant to the provisions of the 2016A Indenture.

"2016A Indenture" means the Indenture of Trust, dated November 17, 2016, between the District and the Trustee.

"2017A Bonds" means the Regional Transportation District's Sales Tax Revenue Bonds (FasTracks Project), Series 2017A issued pursuant to the provisions of the 2017A Indenture.

"2017A Indenture" means the Indenture of Trust, dated February 3, 2017, between the District and the Trustee.

"2017B Bonds" means the Regional Transportation District's Sales Tax Revenue Bonds (FasTracks Project), Series 2017B issued pursuant to the provisions of the 2017B Indenture.

"2017B Indenture" means the Indenture of Trust, dated August 3, 2017, between the District and the Trustee.

"2019A Bonds" means the Regional Transportation District's Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2019A issued pursuant to the provisions of the 2019A Indenture.

"2019A Indenture" means the Indenture of Trust, dated December 18, 2019, between the District and the Trustee.

"2021 Indenture" means the Indenture of Trust, dated March 11, 2021, between the District and the Trustee.

"2021A Bonds" means the Regional Transportation District's Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021A (Green Bonds – Climate Bond Certified) issued pursuant to the provisions of the 2021 Indenture.

"2021B Bonds" means the Regional Transportation District's Tax-Exempt Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021B (Green Bonds – Climate Bond Certified) issued pursuant to the provisions of the 2021 Indenture.

"2022 Indenture" means the Indenture of Trust, dated August 26, 2022, between the District and the Trustee.

"2022A/B Bonds" means the 2022A/B Bonds following conversion to tax-exempt bonds on March 3, 2023 pursuant to the 2022 Indenture, outstanding as the District's Tax-Exempt Sales Tax Revenue Bonds (FasTracks Project), Series 2022A and 2022B.

"2023 Escrow Account" means the escrow account established pursuant to the 2023 Escrow Agreement to effectuate the refunding of the Refunded 2019A/2021A Bonds.

"2023 Escrow Agreement" means the Escrow Agreement, dated as of [Closing Date], 2023, between the District and the Trustee, as escrow agent.

"2023 Refunding Project" means the application of the net proceeds of the Bonds for the purpose of (a) refunding and defeasing the Refunded 2019A/2021A Bonds, (b) financing the purchase of the Purchased 2019A/2021A Bonds, and (c) paying the costs relating to such refunding and purchase.

"2023 Tax Compliance Certificate" means the federal tax exemption certificate executed by the District in connection with the execution, issuance and delivery of the Bonds.

"2023 Tender Offer" means the tender offer by the District to the holders of the outstanding 2019A Bonds and 2021A Bonds dated as of ________ __, 2023.

"Act" means the Regional Transportation District Act, currently Sections 32-9-101 to 32-9-164, inclusive, Colorado Revised Statutes, as from time to time amended and supplemented.

"Additional Parity Bonds" means any Securities issued after the issuance of the Bonds and payable from all or a portion of the Pledged Revenues and having a lien on the Pledged Revenues which is equal to or on a parity with the Bonds, but does not include any Credit Facility Obligations or Financial Products Agreements relating to any such Securities.

"Authorized Denominations" means denominations of $5,000 or any integral multiple thereof.

"Average Annual Debt Service Requirements" means the aggregate of all Debt Service Requirements (excluding any redemption premiums) due on the Securities for which the computation is being made for all Bond Years beginning with the Bond Year in which Debt Service Requirements of such Securities or any portion thereof are first payable after the computation date and ending with the Bond Year in which the last of the Debt Service Requirements are payable, divided by the whole number of such years.

"Beneficial Owner" means the beneficial owner of Bonds registered in the name of the Depository or its nominee.

"Board" or "Board of Directors" means the governing body of the District.

"Bond Counsel" means an attorney or firm of attorneys of nationally recognized standing in the field of municipal finance, selected by the District.

"Bond Fund" means the account of the fund designated as the Regional Transportation District Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A Bond Fund created pursuant to Section 3.03(c) hereof that will be used to pay debt service on the Bonds.

"Bond Resolution" means the resolution of the District adopted on July 25, 2023, authorizing the issuance of the Bonds and related documents.

"Bond Year" means the twelve (12) months commencing on the second day of November of any calendar year and ending on the first day of November of the next succeeding calendar year.

"Bonds" means the "Regional Transportation District, Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A" in the aggregate principal amount of $____________ issued pursuant to this Indenture.

"Business Day" means any day other than a Saturday, Sunday, legal holiday, or other day on which banking institutions in the city in which the Trustee has its Principal Corporate Trust Office are authorized or required by law to close and other than a day on which the New York Stock Exchange is closed.

"Chair" means the duly elected or appointed Chair of the Board of Directors of the District or his or her successors in functions.

"Chief Financial Officer" means the Chief Financial Officer of the District or any successor to the functions that are being performed by the Chief Financial Officer as of the date of this Indenture.

"Closing Date" means _________ __, 2023.

"Combined Maximum Annual Debt Service Requirements" means the Maximum Annual Debt Service Requirements of all designated Securities for which such computation is being made, treated as a single issue.

"Commercial Paper Notes" means any bonds or notes payable from and having an irrevocable lien upon all or a portion of the Pledged Revenues (a) which have a stated maturity date which is not more than 270 days after the date of issuance thereof and (b) are designated as Commercial Paper Notes in the resolution authorizing their issuance, but does not include any Credit Facility Obligations relating to such bonds or notes.

"Continuing Disclosure Agreement" means the Continuing Disclosure Agreement, between the District and Digital Assurance Certification, L.L.C., as dissemination agent, executed in connection with the issuance of the Bonds which enables the Underwriters to comply with Rule 15c2-12 promulgated by the Securities and Exchange Commission.

"Costs of Issuance Fund" means the fund of that name created pursuant to Section 3.03(e) hereof.

"Credit Facility" means any letter or line of credit, policy of bond insurance, surety bond or guarantee or similar instrument (other than a reserve fund insurance policy) issued by a financial, insurance or other institution and which specifically provides security and/or liquidity in respect of Securities payable from all or a portion of the Pledged Revenues.

"Credit Facility Obligations" means repayment or other obligations incurred by the District in respect of draws or other payments or disbursements made under a Credit Facility.

"Debt Service Requirements" means, for any period, the amount required to pay the principal of and interest on any designated Outstanding Securities during such period; provided that the determination of the Debt Service Requirements of any Securities, including without limitation the Bonds, the Senior Debt, any Parity Bonds and any proposed Additional Parity Bonds, shall assume the redemption and payment of such Securities on any applicable mandatory Redemption Dates. In any computation relating to the issuance of Additional Parity Bonds required by Section 2.18 hereof, there shall be excluded from the computation of Debt Service Requirements any proceeds on deposit in a bond fund for such Securities constituting capitalized interest.

"Depository" means DTC or any other qualified securities depository as selected by the District.

"District" means the Regional Transportation District, a public body politic and corporate and a political subdivision of the State, formed under and governed by the Act and any public body politic and corporate succeeding to the rights of the District.

"District Representative" shall mean the Chair of the Board, the General Manager and Chief Executive Officer of the District, the Chief Financial Officer or any other person at the time designated to act on behalf of the District by written certificate furnished to the Trustee containing the specimen signature of such person and signed on behalf of the District by the Chair of the Board. Such certificate may designate an alternate or alternates.

"District Sales Tax Area" means the geographic area comprising the District as described in the Act as amended to the date of execution and delivery of this Indenture plus any other area within which the District is hereafter authorized by law to levy the Sales Tax.

"DTC" means The Depository Trust Company, New York, New York, and its successors and assigns.

"Electronic Means" shall mean the following communications methods: e-mail, facsimile transmission, secure electronic transmission containing applicable authorization codes, passwords and/or authentication keys issued by the Trustee, or another method or system specified by the Trustee as available for use in connection with its services hereunder.

"Escrow Fund" means any fund established with the Trustee or other depository in whole or in part with the proceeds of any refunding bonds or other moneys to provide for the timely payment of any Debt Service Requirements on the Bonds.

"Events of Default" means the events stated in Section 6.01 hereof.

"Executive Director of the Department of Revenue" means the Executive Director of the Department of Revenue of the State and any successor to the functions to be performed by said Executive Director under the Act.

"Federal Securities" means bills, certificates, notes, bonds or similar securities which are direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States (or ownership interests in any of the foregoing) and which are not callable prior to their scheduled maturities by the issuer thereof.

"Financial Products Agreement" means an interest rate swap, cap, collar, floor, other hedging agreement, arrangement or security, however denominated, entered into by the District with a Provider with respect to the Bonds or specific Securities or as otherwise permitted by State law and providing that any payments by the District thereunder are payable from a lien on all or a portion of the Pledged Revenues and for the purpose of (i) reducing or otherwise managing the District's risk of interest rate changes or (ii) effectively converting the District's interest rate exposure, in whole or in part, from a fixed rate exposure to a variable rate exposure, or from a variable rate exposure to a fixed rate exposure.

"Financial Products Payments" means payments periodically required to be paid to a Provider by the District pursuant to a Financial Products Agreement but specifically excluding Financial Products Termination Payments.

"Financial Products Receipts" means amounts periodically required to be paid to the District by a Provider pursuant to a Financial Products Agreement but specifically excluding any Financial Products Termination Payment.

"Financial Products Termination Payment" means any termination, settlement or similar payments required to be paid upon an early termination of the Financial Products Agreement as a result of any event of default or termination event thereunder.

"Fiscal Year" means the twelve months commencing on January 1 of any calendar year and ending on December 31 of such calendar year, or any other 12-month period which the District designates as its fiscal year.

"Fitch" means Fitch Ratings Inc., a corporation organized and existing under the laws of the State of Delaware, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "Fitch" shall be deemed to refer to any other nationally recognized securities rating agency designated by the District by notice to the Trustee, which rating agency then maintains a rating with respect to the Bonds.

"Funds" means, collectively, the 0.4% Sales Tax Increase Fund, the 0.6% Sales Tax Fund, the Bond Fund and the Costs of Issuance Fund. The term "Funds" does not include the Rebate Fund, the Escrow Fund, 2023 Escrow Account or the Tender Option Purchase Fund.

"Indenture" means this Indenture of Trust, as it may be amended from time to time.

"Interest Payment Date" means May 1 and November 1 in each year commencing November 1, 2023.

"Maximum Annual Debt Service Requirements" means the maximum aggregate amount of Debt Service Requirements (excluding redemption premiums) due on the Securities for which such computation is being made in any Bond Year beginning with the Bond Year in which Debt Service Requirements of such Securities are first payable after the computation date and ending with the Bond Year in which the last of the Debt Service Requirements are payable.

"Moody's" means Moody's Investors Service, a corporation organized and existing under the laws of the State of New York, its successors and assigns and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "Moody's" shall be deemed to refer to any other nationally recognized securities rating agency designated by the District by notice to the Trustee, which rating agency then maintains a rating with respect to the Bonds.

"Municipal Swap Index" means the Municipal Swap Index compiled by the Securities Industry and Financial Markets Association, or if such index is not published, then such other index selected by the Chief Financial Officer which reflects the yield of tax-exempt seven-day variable rate demand bonds.

"Opinion of Counsel" means an opinion in writing of an attorney or firm of attorneys (who may be the attorneys for the District) satisfactory to the Trustee.

"Outstanding" when used with reference to any Bonds and as of any particular date means all such Bonds in any manner theretofore executed, issued and delivered by the District, except:

(a) Any Bonds theretofore cancelled or paid by or on behalf of the District on or before such date or surrendered to the District, the Registrar or Paying Agent for cancellation;

(b) Any Bonds which are deemed to be paid within the meaning of Section 9.01 hereof; and

(c) Any Bonds in lieu of or in substitution for which other Bonds shall have been executed, issued and delivered by the District and authenticated by the Registrar unless proof satisfactory to the Registrar is presented that any such Bonds are duly held by the lawful Registered Owners thereof.

In determining whether the Owners of the requisite principal amount of Outstanding Bonds have given any request, demand, authorization, direction, notice, consent or waiver, Bonds owned by the District shall not be deemed to be Outstanding; except that in determining whether the Trustee shall be protected in relying upon any such approval or consent of an Owner, only Bonds which an officer of the Trustee responsible for the administration of this Indenture actually knows to be owned by the District shall not be deemed to be Outstanding. Notwithstanding the foregoing, in the event that all the Bonds are owned by the District, the District shall have the right to provide the required request, demand, authorization, direction, notice, consent or waiver hereunder and the Trustee shall be protected in relying upon any such approval or consent of the District, as the owner of all the Bonds.

"Outstanding" when used with reference to Securities other than the Bonds, means, as of any date of determination, all such obligations theretofore issued or incurred and not paid and discharged other than (i) obligations theretofore cancelled by a trustee or paying agent for such obligations or the holder of such obligations, (ii) obligations deemed paid and no longer Outstanding as provided in the document pursuant to which the obligations were issued, (iii) any obligations held by the District, and (iv) obligations in lieu of which other obligations have been authenticated and delivered pursuant to the provisions of the document pursuant to which it was issued regarding transfer or exchange of the obligations or regarding mutilated, destroyed, lost or stolen obligations unless proof satisfactory to the Trustee has been received that any such obligations are held by a bona fide purchaser.

"Owner" or "Registered Owner" means the Person shown on the registration records maintained by the Registrar as the registered owner of any Bond.

"Parity Bonds" means the outstanding 2007A Bonds, 2010B Bonds, 2013A Bonds, 2016A Bonds, 2017A Bonds, 2017B Bonds, Remaining 2019A Bonds, Remaining 2021A Bonds, 2021B Bonds, 2022A/B Bonds and any other Securities payable from all or a portion of the Pledged Revenues and having a lien on the Pledged Revenues which is equal to or on a parity with the Bonds, but does not include any Credit Facility Obligations or Financial Products Agreements relating to any such Securities.

"Parity Bond Indentures" means the 2007A Indenture, the 2010 Indenture, the 2013A Indenture, the 2016A Indenture, the 2017A Indenture, the 2017B Indenture, the 2019A Indenture, the 2021 Indenture, the 2022 Indenture and any indentures or other agreements hereafter executed and delivered by the District in connection with the issuance of Additional Parity Bonds.

"Parity Bond Resolutions" means, collectively, the resolutions authorizing the issuance of the 2007A Bonds, the 2010B Bonds, the 2013A Bonds, the 2016A Bonds, the 2017A Bonds, the 2017B Bonds, the 2019A Bonds, the 2021A Bonds, the 2021B Bonds, the 2022A Bonds, the 2022B Bonds and any resolutions hereafter adopted by the District authorizing the issuance of Additional Parity Bonds.

"Parity Credit Facility Obligations" means any Credit Facility Obligations payable from all or a portion of the Pledged Revenues on a parity with the Bonds.

"Parity Financial Products Agreement" means any Financial Products Agreement pursuant to which Financial Products Payments are payable from a lien on all or a portion of the Pledged Revenues on a parity with the Bonds.

"Participants" means participating underwriters, securities brokers or dealers, banks, trust companies, closing corporations, or other Persons for which the Depository holds Bonds.

"Paying Agent" means The Bank of New York Mellon Trust Company, N.A., and its successors and assigns, or such other entity appointed hereunder as agent for the District for the payment of the Bonds.

"Permitted Investments" any obligations that are at the time legal for investment of funds of the District under applicable State law (including, but not limited to, the Act).

"Person" means a corporation, firm, other body corporate (including without limitation the United States, the State, or any other body corporate and politic other than the District), limited liability company, partnership, association or individual, and also includes an executor, administrator, trustee, receiver or other representative appointed according to law.

"Pledged Income" means the Pledged Income, as defined in the Senior Bond Resolution, which includes the revenues received from the 0.6% Sales Tax which is pledged to the payment of the Senior Bonds pursuant to the Senior Bond Resolution.

"Pledged Revenues" means:

(d) The Sales Tax Revenues; and

(e) Any additional revenues legally available to the District which the Board in its discretion, without further consideration from any Owner, may hereafter pledge to the payment of the Bonds;

(f) Proceeds of the Bonds or other legally available moneys credited to or paid into and held in the 0.4% Sales Tax Increase Fund, the 0.6% Sales Tax Fund, the Bond Fund and the Costs of Issuance Fund, subject to the terms and provisions set forth herein; and

(g) Interest or investment income on the 0.4% Sales Tax Increase Fund, the 0.6% Sales Tax Fund, the Bond Fund and the Costs of Issuance Fund, all to the extent that such moneys are at any time required to be credited to or paid into and held in such Funds, subject to the terms and provisions set forth herein.

"Principal Corporate Trust Office" means (i) with respect to The Bank of New York Mellon Trust Company, N.A., as Trustee, Registrar and Paying Agent hereunder, San Francisco, California, or such other place as designated in writing to the Owners of the Outstanding Bonds, (ii) for purposes of the surrender of the Bonds for transfer or exchange, such other place as designated in writing to the Owners of the Outstanding Bonds, and (iii) with respect to any successor trustee, registrar or paying agent, the principal office of its corporate trust department or such other place as designated in writing to the Owners of the Outstanding Bonds.

"Provider" means any financial institution or insurance company which is a party to a Financial Products Agreement with the District.

"Purchased 2019A/2021A Bonds" means the 2019A Bonds and 2021A Bonds in the aggregate principal amount of $_______ that were tendered for purchase to the District by the holders thereof and accepted for tender by the District in response to the 2023 Tender Offer, and that will be purchased by the District with proceeds of the Bonds on the date of issuance of the Bonds.

"Rating Category" means one of the generic rating categories of Moody's, if the Bonds are rated by Moody's, or of S&P, if the Bonds are rated by S&P, or Fitch, if the Bonds are rated by Fitch, without regard to any refinement or gradation of such rating category by a numerical modifier or otherwise.

"Rebate Fund" means the fund designated as the "Regional Transportation District Sales Tax Revenue Refunding Bonds (FasTracks Project) Series 2023A Rebate Fund" created in Section 3.03 hereof.

"Redemption Date" means the date fixed by the District for the mandatory or optional redemption of any Bonds prior to their respective fixed maturity dates.

"Redemption Price" means, with respect to any Bond, the principal amount thereof plus the applicable premium, if any, payable upon the Redemption Date.

"Refunded 2019A/2021A Bond Requirements" means the principal of, premium, if any, and interest on the Refunded 2019A/2021A Bonds as the same become due prior to and at the maturity or prior redemption thereof.

"Refunded 2019A/2021A Bonds" means the outstanding 2019A Bonds and 2021A Bonds in the aggregate principal amount of $__________ that will be refunded and defeased with proceeds of the Bonds pursuant to the terms and provisions of the 2023 Escrow Agreement.

"Registrar" means The Bank of New York Mellon Trust Company, N.A., and its successors and assigns, or such other entity appointed hereunder as agent for the District for the registration, transfer and exchange of Bonds.

"Regular Record Date" means the date that is the 15th day of the calendar month (whether or not a Business Day) next preceding an Interest Payment Date for the Bonds (other than any special interest payment date hereafter fixed for the payment of defaulted interest).

"Remaining 2019A Bonds" means the 2019A Bonds not purchased as Purchased 2019A/2021A Bonds and not refunded as Refunded 2019A/2021A Bonds.

"Remaining 2021A Bonds" means the 2021A Bonds not purchased as Purchased 2019A/2021A Bonds and not refunded as Refunded 2019A/2021A Bonds

"Sales Tax" means, collectively, the 0.6% Sales Tax and the 0.4% Sales Tax Increase.

"0.6% Sales Tax" means the sales tax levied uniformly throughout the District Sales Tax Area at a rate of 0.6% upon every transaction or other incident with respect to which a sales tax is levied by the State pursuant to the provisions of Article 26 of Title 39, Colorado Revised Statutes, and pursuant to the Act.

"0.6% Sales Tax Fund" means the "Regional Transportation District 0.6% Sales Tax Fund" created in the 2006A Indenture and referred to in Section 3.03 hereof.

"0.4% Sales Tax Increase" means the sales tax increase approved at the 2004 Election which commenced on January 1, 2005, that is levied uniformly throughout the District Sales Tax Area at the rate of four-tenths of one percent upon every transaction or other incident with respect to which a sales tax is levied by the State pursuant to the provisions of Article 26 of Title 39, Colorado Revised Statutes, and pursuant to the Act.

"0.4% Sales Tax Increase Fund" means the "Regional Transportation District 0.4% Sales Tax Increase Fund" created in the 2006A Indenture and referred to in Section 3.03 hereof.

"Sales Tax Revenues" means the proceeds received by the District, or by the Trustee as assignee of the District, from the levy and collection of the Sales Tax and from the levy and collection of any additional sales tax the proceeds of which have been added to Pledged Revenues by resolution of the District.

"Secretary" means the duly elected or appointed Secretary of the Board of Directors of the District or his or her successor in functions.

"Securities" means bonds, notes, certificates, warrants, leases, contracts or other financial obligations or securities issued or executed by the District and payable in whole or in part from a lien on the Pledged Revenues.

"Senior Bond Resolution" means, collectively, Resolution No. 9, Series 1977 of the District, as supplemented by the following resolutions of the District: Resolution No. 13, Series 1985, Resolution No. 2, Series 1988, Resolution No. 6, Series 1990, Resolution No. 5, Series of 1992, Resolution No. 9, Series of 1993, Resolution No. 14, Series of 1997, Resolution No. 20, Series of 2000, Resolution No. 13, Series of 2001, Resolution No. 24, Series of 2001, Resolution No. 26, Series of 2002, Resolution No. 6, Series of 2003, Resolution No. 04, Series of 2004, Resolution No. 01, Series of 2005, Resolution No. 003, Series of 2007, Resolution No. 04, Series of 2008, Resolution No. 28, Series of 2009, Resolution No. 002, Series of 2013, and any resolutions hereafter adopted by the District authorizing the issuance of Securities to refund, in whole or in part, any Outstanding Senior Debt in accordance with the provisions of this Indenture or authorizing Senior Financial Products Agreements or Senior Credit Facility Agreements relating to the Senior Debt.

"Senior Bonds" means the District's outstanding Sales Tax Revenue Refunding Bonds, Series 2007A issued pursuant to the Senior Bond Resolution.

"Senior Credit Facility Obligations" means any Credit Facility Obligations incurred by the District in connection with a Credit Facility in respect of Senior Debt which is payable from a lien on the 0.6% Sales Tax that is senior or superior to the lien thereon of the Bonds.

"Senior Debt" means the Senior Bonds and any Securities hereafter issued to refund, in whole or in part, any Outstanding Senior Debt in accordance with the provisions of this Indenture, that have a lien on the 0.6% Sales Tax that is senior or superior to the lien thereon of the Bonds, but does not include any Credit Facility Obligations or Financial Products Agreements relating to any such Senior Debt.

"Senior Debt Trustee" means The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America (successor in interest to BNY Western Trust Company), and its successors and assigns, as trustee under the Senior Bond Resolution, or such other entity appointed thereunder in accordance therewith and in accordance with this Indenture. Any entity that serves as Senior

Debt Trustee shall also serve as Trustee under this Indenture and as trustee under any Parity Bond Resolutions and any Parity Bond Indentures.

"Senior Financial Products Agreement" means any Financial Products Agreement entered into by the District with respect to Senior Debt pursuant to which Financial Products Payments and/or the Financial Products Termination Payments required thereunder are payable from a lien on the 0.6% Sales Tax that is superior or senior to the lien thereon of the Bonds.

"Special Record Date" means a special date fixed by the Registrar for determining Bond ownership for purposes of paying defaulted interest, as such date may be determined pursuant to Section 2.09 hereof.

"Standard & Poor's" or "S&P" means S&P Global Ratings, a New York corporation organized and existing under the laws of the State of New York, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "Standard & Poor's" or "S&P" shall be deemed to refer to any other nationally recognized securities rating agency designated by the District by notice to the Trustee, which rating agency then maintains a rating with respect to the Bonds.

"State" means the State of Colorado.

"Subordinate Credit Facility Obligations" means any Credit Facility Obligations payable in whole or in part from the Pledged Revenues and having a lien on the Pledged Revenues which is subordinate to the lien thereon of the Bonds.

"Subordinate Financial Products Agreement" means any Financial Products Agreement pursuant to which Financial Products Payments are payable from a lien on the Pledged Revenues that is subordinate to the lien thereon of the Bonds. No Financial Products Termination Payment required under any Subordinate Financial Products Agreement shall have a lien on the Pledged Revenues that is senior to or on a parity with the lien thereon of the Bonds.

"Subordinate Lien Obligations" means the TABOR Portion and any additional Securities payable in whole or in part from the Pledged Revenues and having a lien on the Pledged Revenues which is subordinate to the lien thereon of the Bonds but does not include any Credit Facility Obligations or Financial Products Agreements relating to any such Subordinate Lien Obligations.

"Supplemental Act" means the Supplemental Public Securities Act, constituting Title 11, Article 57, Part 2, Colorado Revised Statutes, as amended.

"TABOR Portion" has the meaning set forth in the recitals to this Indenture.

"Tax Code" means the Internal Revenue Code of 1986, as amended to the date of delivery of the Bonds, and applicable regulations and rulings presently or hereafter promulgated or proposed thereunder or under any predecessor thereto.

"Taxable 2022A/B Bonds" means the Regional Transportation District's Taxable (Convertible to Tax-Exempt) Sales Tax Revenue Bonds (FasTracks Project), Series 2022A and

Taxable (Convertible to Tax-Exempt) Sales Tax Revenue Bonds (FasTracks Project), Series 2022B, issued pursuant to the provisions of the 2022 Indenture.

"Tender Bonds" means any Securities payable from all or a portion of the Pledged Revenues which by their terms may be required to be tendered for purchase, or which may be tendered by and at the option of the Owner thereof for purchase, prior to the stated maturity thereof.

"Tender Option Purchase Fund" means the fund of that name created pursuant to Section 3.03(f) hereof.

"Term Bonds" means any Bonds that are payable on or before their specified maturity dates from sinking fund payments established for the purpose and calculated to retire such Bonds on or before their specified maturity dates.

"Treasurer" means the individual chosen by the Board as the treasurer of the Board, or his or her successor in functions.

"Trustee" means The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America (successor in interest to BNY Western Trust Company), and its successors and assigns, or such other entity appointed as trustee hereunder. Any entity that serves as Trustee hereunder shall also serve as trustee under the Senior Bond Resolution, any Parity Bond Resolutions and any Parity Bond Indentures.

"Underwriters" means, collectively, Jeffries LLC, BofA Securities, Inc. and Harvestons Securities, Inc., as the underwriters of the Bonds.

"Variable Rate Bonds" means any Securities issued with a variable, adjustable, convertible or other similar interest rate which is not fixed in percentage for the entire term thereof at the date of issue.

ARTICLE II

THE BONDS

Section 2.01 Designation of Bonds; Supplemental Act. No Bonds may be issued under the provisions of this Indenture except in accordance with this Article. The Bonds shall be designated as the "Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A."

The Bonds shall be issued pursuant to the Act and the Supplemental Act. The District has elected in the Bond Resolution to apply all of the Supplemental Act to the Bonds (except that it shall not apply Section 11-57-211 thereof) and the Bonds shall recite that they are issued pursuant to the Supplemental Act. Pursuant to Section 11-57-210 of the Supplemental Act, such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds after their delivery for value.

Section 2.02 Pledge of Pledged Revenues; Equality of Bonds. The Pledged Revenues are hereby pledged to the punctual payment of the Debt Service Requirements of the Bonds in accordance with the provisions set forth in this Indenture. The Bonds shall be payable out of and shall constitute an irrevocable first lien (but not necessarily an exclusive first lien) on the revenues received from the 0.4% Sales Tax Increase and any other legally available moneys deposited into and held in the 0.4% Sales Tax Increase Fund. The Bonds shall further be payable out of and shall constitute an irrevocable lien on legally available moneys deposited into and held in the Bond Fund and the Costs of Issuance Fund pursuant to the provisions and requirements of this Indenture.

The Bonds shall also be payable out of and shall constitute an irrevocable lien on the Pledged Income and moneys deposited in the 0.6% Sales Tax Fund which is in all respects subordinate to the pledge and lien thereon of the Senior Debt at any time Outstanding.

Except as hereinafter provided, the Bonds, any Parity Bonds, any Additional Parity Bonds, any Parity Credit Facility Obligations and any Financial Products Payments pursuant to any Parity Financial Products Agreements are equitably and ratably secured by a lien on the Pledged Revenues and shall not be entitled to any priority one over the other in the application of the Pledged Revenues regardless of the time or times of the issuance of the Bonds, any Parity Bonds, any such Additional Parity Bonds or Parity Credit Facility Obligations or of the entering into of the Parity Financial Products Agreements, it being the intention of the Board that there shall be no priority among the Bonds, any Parity Bonds, any Additional Parity Bonds, any Parity Credit Facility Obligations and any Financial Products Payments pursuant to Parity Financial Products Agreements regardless of the fact that they may be actually issued, delivered or entered into at different times.

Notwithstanding the foregoing, however, that portion of the Pledged Revenues that consists of moneys in the Bond Fund and the Costs of Issuance Fund shall secure only the Bonds, any Parity Credit Facility Obligations relating to the Bonds, and any Financial Products Payments pursuant to Parity Financial Products Agreements relating to the Bonds.

Additional Parity Bonds may have a lien on the Sales Tax Revenues on a parity with the lien thereon of the Bonds even if no reserve fund is established for such Additional Parity Bonds or a reserve fund is established but with a different requirement as to the amount of moneys (or the value of a reserve fund insurance policy with respect to such Additional Parity Bonds) required to be on deposit therein or the manner in which such reserve fund is funded or the period of time over which such reserve fund is funded.

Moneys on deposit in the Rebate Fund, 2023 Escrow Account and Tender Option Purchase Fund are not pledged to the payment of the Bonds and do not constitute Pledged Revenues hereunder.

Section 2.03 Bond Details. The Bonds shall be issued in fully registered form in Authorized Denominations, provided that no Bond may be in a denomination which exceeds the principal coming due on any maturity date, and no individual Bond shall be issued for more than one maturity bearing interest at the same interest rate. The Bonds shall be dated the date of their delivery. Unless the District shall otherwise direct, the Bonds shall be lettered and numbered separately from 1 upward preceded by the letters "R" prefixed to the number.

(a) The aggregate principal amount of the Bonds shall be $___________. The Bonds shall mature on November 1 in the years and in the principal amounts, and shall bear interest at the interest rates per annum set forth below:

Maturity	Principal	Interest Rates

(b) Interest on the Bonds shall be calculated on the basis of a 360-day year of twelve 30-day months, payable semiannually on each May 1 and November 1, commencing on November 1, 2023.

Section 2.04 Optional Redemption of Bonds.

(a) The Bonds are subject to redemption prior to their respective maturity dates at the option of the District on November 1, 20__ and on any date thereafter, in whole or in part, in any order of maturity and by lot within a maturity (giving proportionate weight to Bonds in denominations larger than $5,000), at a redemption price equal to the principal amount of each Bond, or portion thereof, so redeemed, plus accrued interest thereon to the redemption date, without premium.

(b) If less than all Outstanding Bonds are to be redeemed, the Trustee, upon written instruction from the District, shall select the Bonds to be redeemed from the maturity dates selected by the District, and by lot within each such maturity in such manner as the Trustee shall determine; provided, that the portion of any Bond to be redeemed in part shall be in the principal amount of $5,000 or any integral multiple thereof.

(c) The District shall (unless waived by the Trustee) give written instructions concerning any optional redemption to the Trustee at least 45 days prior to such redemption date.

Section 2.05 Mandatory Redemption of Bonds.

(a) The Bonds maturing on November 1, 20__ are subject to mandatory sinking fund redemption at a price equal to the principal amount thereof plus accrued interest thereon to the redemption date. Such Bonds are to be selected by lot in such manner as the Trustee shall determine (giving proportionate weight to Bonds in denominations larger than $5,000).

As and for a sinking fund for the redemption of the Bonds maturing on November 1, 20__, the District shall deposit in the Bond Fund, on or before November 1 in each of the following years, moneys which are sufficient to redeem (after credit as provided below) the following principal amount of the Bonds:

Redemption Date	Principal Amount

The remaining $______ of the Bonds maturing on November 1, 20__ shall be paid upon presentation and surrender at maturity unless redeemed pursuant to optional redemption prior to maturity.

(b) On or before the thirtieth day prior to each sinking fund payment date, the Trustee shall proceed to call the Term Bonds (or any Term Bond or Term Bonds issued to replace such Term Bonds) for redemption from the sinking fund on the next November 1, and shall give notice of such call without other instruction or notice from the District.

At its option, to be exercised on or before the sixtieth day next preceding each such sinking fund redemption date, the District may (a) deliver to the Trustee for cancellation Term Bonds subject to mandatory sinking fund redemption on such date in an aggregate principal amount desired or (b) receive a credit in respect of its sinking fund redemption obligation for any Term Bonds of the same maturity subject to mandatory sinking fund redemption on such date, which prior to said date have been redeemed (otherwise than through the operation of the sinking fund) and cancelled by the Trustee and not theretofore applied as a credit against any sinking fund redemption obligation. Each Term Bond so delivered or previously redeemed will be credited by the Trustee at the principal amount thereof toward the obligation of the District on such sinking fund redemption date and the principal amount of Term Bonds to be redeemed by operation of such sinking fund on such date will be accordingly reduced. The District shall on or before the sixtieth day next preceding each sinking fund redemption date furnish the Trustee with its certificate indicating whether or not and to what extent the provisions of (a) and (b) of the preceding sentence are to be availed with respect to such sinking fund payment. Failure of the District to deliver such certificate shall not affect the Trustee's duty to give notice of sinking fund redemption as provided in this Section.

The District shall provide the Trustee with a revised sinking fund schedule with respect to any changes to the mandatory redemptions to the Term Bonds.

In the case of Bonds of a denomination larger than $5,000, a portion of such Bond ($5,000 or any integral multiple thereof) may be redeemed, in which case the Trustee shall, without charge to the Owner of such Bond, authenticate and issue a replacement Bond or Bonds for the unredeemed portion thereof.

Section 2.06 Notice of Redemption. Notice of the prior redemption of any Bonds shall be given by the Trustee in the name of the District by mailing a copy of the redemption notice by certified or first-class postage prepaid mail, not more than 60 nor less than 30 days prior to the Redemption Date to the Owners of the Bonds to be redeemed at their addresses as shown on the registration records kept by the Registrar, or in the event that the Bonds to be redeemed are registered in the name of the Depository, such notice may, in the alternative, be given by electronic means in accordance with the requirements of the Depository. Failure to give such notice as aforesaid or any defect therein shall not affect the validity of the proceedings for the redemption of any other Bonds as to which no such failure or defect exists.

Such notice shall specify the Bonds to be redeemed, the number or numbers of the Bonds to be so redeemed (if less than all are to be redeemed), the Redemption Price to be paid and the Redemption Date. Such notice shall further specify any condition to such redemption and shall state that, upon the satisfaction of any such condition, on the Redemption Date there will become and will be due and payable upon each Bond or portion thereof (in integral multiples of Authorized Denominations) so to be redeemed at the Principal Corporate Trust Office of the Paying Agent, the applicable Redemption Price and accrued interest to the Redemption Date, and that from and after such date, interest on the Bonds (or portions thereof) called for redemption will cease to accrue. Notice having been given in the manner hereinabove provided and upon satisfaction of any condition to such redemption, the Bond or Bonds so called for redemption shall become due and payable on the Redemption Date so designated and, upon presentation thereof at the Principal Corporate Trust Office of the Paying Agent, the District will pay the Bond or Bonds so called for redemption. No further interest shall accrue on the principal of any such Bond (or portion thereof) called for redemption from and after the Redemption Date, provided sufficient funds are on deposit at the place of payment on the Redemption Date. Upon surrender of any Bond redeemed in part only, the Trustee shall execute and deliver to the Owner thereof, at no expense to such Owner, a new Bond or Bonds of the same maturity and interest rate and of Authorized Denominations equal in aggregate principal amount to the unredeemed portion of the Bond surrendered.

Any notice of redemption may contain a statement that the redemption is conditioned upon the receipt by the Paying Agent of funds on or before the Redemption Date sufficient to pay the principal of, interest on and any redemption premium due on the Bonds so called for redemption, and that if such funds are not available, such redemption shall be cancelled by written notice to the Owners of the Bonds called for redemption in the same manner as the original redemption notice was mailed.

Section 2.07 Certification of Notice Given. A certificate by the Trustee that notice has been given as required by Section 2.06 hereof shall be conclusive against all parties and no Owner may object thereto or may object to the cessation of interest on the Redemption Date on the ground that such Owner failed to actually receive such notice.

Section 2.08 Uniform Commercial Code. The Owner or Owners of the Bonds shall possess all rights enjoyed by the owners or holders of investment securities under the provisions of the Uniform Commercial Code – Investment Securities.

Section 2.09 Payment of Principal and Interest on Bonds. The principal of, or Redemption Price and final interest payment, due in connection with the Bonds shall be payable to the Registered Owner thereof as shown on the registration records kept by the Registrar at the Principal Corporate Trust Office of the Paying Agent, upon presentation and surrender of the Bonds. If any Bond shall not be paid upon such presentation at or after maturity or at or after any applicable Redemption Date, such Bond shall continue to draw interest at the same interest rate borne by said Bond until the principal thereof is paid in full. Payment of interest on any Bond, other than the final interest payment thereon, shall be made to the Owner thereof by check or draft mailed by the Paying Agent on or before each Interest Payment Date (or, if such Interest Payment Date is not a Business Day, on or before the next succeeding Business Day) to the Owner at his or her address as it last appears on the registration records kept by the Registrar at the close of business on the Regular Record Date for such Interest Payment Date, but any such interest not so timely paid or duly provided for shall cease to be payable to the Person who is the Owner thereof at the close of business on a Regular Record Date and shall be payable to the Person who is the Owner thereof on a Special Record Date for the payment of any such defaulted interest. Such Special Record Date shall be fixed whenever moneys become available for payment of the defaulted interest and notice of the Special Record Date shall be given by first-class mail to the Owners of the Bonds as shown on the Registrar's registration records not less than ten days prior thereto, stating the date of the Special Record Date and the date fixed for the payment of such defaulted interest. The Paying Agent may make payments of interest on any Bond by such alternative means as may be mutually agreed to by the Paying Agent and the Owner (provided however, that the District shall not be required to make funds available to the Paying Agent prior to the Interest Payment Dates stated in this section). All such payments shall be made in lawful money of the United States of America without deduction for the services of the Paying Agent or Registrar.

Section 2.10 Registration, Transfer and Exchange of Bonds; Persons Treated as Owners. The Registrar shall maintain and keep, at its Principal Corporate Trust Office, records for the registration and transfer of the Bonds. Upon surrender for transfer of any Bond at the Principal Corporate Trust Office of the Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the Owner or his or her attorney duly authorized in writing, the Registrar shall enter such transfer on the registration records, and the District shall execute and the Trustee shall authenticate and deliver in the name of the transferee or transferees a new fully registered Bond or Bonds of the same principal amount, maturity and interest rate.

Bonds may be exchanged at the Principal Corporate Trust Office of the Registrar, for a like aggregate principal amount of fully registered Bonds of the same maturity and interest rate in Authorized Denominations. The District shall execute and the Trustee shall authenticate and deliver Bonds which the Owner making the exchange is entitled to receive, bearing numbers not contemporaneously Outstanding.

The Registrar may impose reasonable charges in connection with such exchanges and transfers of Bonds, which charges (as well as any tax or other governmental charge required to be paid with respect to such exchange or transfer) shall be paid by the Registered Owner requesting such exchange or transfer.

The Registrar shall not be required to transfer or exchange (1) any Bond or portion thereof during a period beginning at the opening of business 15 days before the day of mailing of notice of prior redemption as herein provided and ending at the close of business on the day of such mailing, or (2) any Bond or portion thereof after the mailing of notice calling such Bond or portion thereof for prior redemption, except for the unredeemed portion of the Bonds being redeemed in part.

The District, the Trustee, the Registrar and the Paying Agent may deem and treat the Person in whose name any Bond shall be registered upon the records of the Registrar as the absolute Owner thereof, whether the Bond shall be overdue or not, for the purpose of making payment thereof and for all other purposes whatsoever; and payment of, or on account of, the Debt Service Requirements of any Bond shall be made only to, or upon the order of, such Owner or his or her legal representative. All such payments shall be valid and effectual to satisfy and to discharge the liability upon the Bonds to the extent of the sum or sums so paid.

Prior to any transfer of the Bonds outside the book-entry system (including, but not limited to, the initial transfer outside the book-entry system) the transferor shall provide or cause to be provided to the Trustee all information necessary to allow the Trustee to comply with any applicable tax reporting obligations, including without limitation any cost basis reporting obligations under Internal Revenue Code Section 6045, as amended. The Trustee shall conclusively rely on the information provided to it and shall have no responsibility to verify or ensure the accuracy of such information.

Section 2.11 Execution of Bonds. The Bonds shall be signed and executed in the name and on the behalf of the District by the manual or facsimile signature of the Chair of the Board and shall be attested by the manual or facsimile signature of the Secretary of the Board and the corporate seal of the District (or a facsimile thereof) shall be impressed, imprinted, engraved or otherwise reproduced thereon or the Bonds shall be executed in such other manner as may be required or permitted by law. In case any one or more of the officers who shall have signed or sealed any of the Bonds shall cease to be such officer before the Bonds so signed and sealed shall have been authenticated and delivered by the Trustee, such Bonds may, nevertheless, be authenticated and delivered as herein provided, and may be issued as if the persons who signed or sealed such Bonds had not ceased to hold such offices.

Section 2.12 Use of Predecessor's Signature. The Bonds bearing the manual or facsimile signatures of the officers in office at the time of the execution thereof shall be the valid and binding obligations of the District, notwithstanding that before the delivery thereof and the payment therefor any or all of the individuals whose manual or facsimile signatures appear thereon shall have ceased to fill their respective offices. The Chair and the Secretary shall, by the execution of a signature certificate pertaining to the Bonds, adopt as and for their respective signatures any facsimile thereof appearing on the Bonds. At the time of the execution of the signature certificate, the Chair and the Secretary may each adopt as and for his or her facsimile signature the facsimile signature of his or her predecessor in the event that such facsimile signature appears upon any of the Bonds.

Section 2.13 Authentication of the Bonds. No Bond shall be secured hereby or entitled to the benefit hereof, nor shall any such Bond be valid or obligatory for any purpose, unless a certificate of authentication, substantially in such form as set forth in Exhibit A hereto, has been duly executed by the Trustee; and such certificate of the Trustee upon any such Bond shall be conclusive evidence and the only competent evidence that such Bond has been authenticated and delivered hereunder. The Trustee's certificate of authentication shall be deemed to have been duly executed by the Trustee if manually signed by an authorized officer or employee of the Trustee, but it shall not be necessary that the same officer or employee sign the certificate of authentication on all of the Bonds. By authenticating any of the Bonds delivered pursuant to this Indenture, the Trustee shall be deemed to have assented to the provisions of this Indenture.

Section 2.14 Incontestable Recital in Bonds. Pursuant to Section 32-9-135 of the Act, each Bond shall recite that it is issued under the authority of the Act. Such recital shall conclusively impart full compliance with all the provisions of the Act and all the Bonds issued containing such recital shall be incontestable for any cause whatsoever after their delivery for value. Each Bond shall also recite that it is issued under the authority of the Supplemental Act, which recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds after their delivery for value.

Section 2.15 Bond Delivery. After the execution and authentication of the Bonds pursuant to the terms hereof, the Chair, or a designee of the Chair, shall cause the Bonds to be duly delivered to the Underwriters, upon due payment being made therefor. The Registrar shall initially register the Bonds in the name of "Cede & Co.," as nominee of DTC.

Section 2.16 Bond Replacement. Upon receipt by the District and the Trustee of evidence satisfactory to them of the ownership of and the loss, theft, destruction or mutilation of any Bond and, in the case of a lost, stolen or destroyed Bond, of indemnity satisfactory to them, and in the case of a mutilated Bond upon surrender and cancellation of the Bond, (i) the District shall execute and the Trustee shall authenticate and deliver a new Bond of the same date, maturity, interest rate and denomination in lieu of such lost, stolen, destroyed or mutilated Bond or (ii) if such lost, stolen, destroyed or mutilated Bond shall have matured or have been called for redemption, in lieu of executing and delivering a new Bond as aforesaid, the District may pay such Bond. Any such new Bond shall bear a number not previously assigned. The applicant for any such new Bond may be required to pay all expenses and charges of the District and of the Trustee in connection with the issuance of such Bond. All Bonds shall be held and owned upon the express condition that, to the extent permitted by law, the foregoing conditions are exclusive with respect to the replacement and payment of mutilated, destroyed, lost or stolen Bonds, negotiable instruments or other securities.

Section 2.17 Bond Cancellation. Whenever any Bond shall be surrendered to the Paying Agent upon payment thereof, or to the Registrar for transfer, exchange or replacement as provided herein, such Bond shall be promptly cancelled and destroyed by the Paying Agent or Registrar, and a certificate of such cancellation and destruction shall be furnished by the Paying Agent or Registrar to the District.

Section 2.18 Additional Parity Bonds; Other Securities. The District may issue Additional Parity Bonds that are payable from and that have a lien on all or a portion of the Pledged Revenues that is on a parity with the lien thereon of the Bonds, if in accordance with the provisions of the Act and the Constitution and laws of the State, upon compliance with the following terms and conditions:

(a) The Trustee shall have received a certificate signed by the District Representative stating:

(1) The total amount of Sales Tax Revenues from the District Sales Tax Area and revenues received by the District or the Trustee from any Additional Tax from the District Sales Tax Area during twelve (12) consecutive calendar months of the eighteen (18) calendar months next preceding the authentication and delivery of the proposed Additional Parity Bonds. The term "Additional Tax" as used in this Section 2.18 shall mean any sales tax, other

than the Sales Tax, which shall have been (1) levied or imposed by the State, or by the District pursuant to State legislative authorization, and in effect at the time of authentication and delivery of the proposed Additional Parity Bonds, (2) received by the District or the Trustee for at least twelve (12) consecutive months immediately preceding the authentication and delivery of the Additional Parity Bonds and (3) included as part of Pledged Revenues prior to such certification.

(2) The estimated receipts, if any, for the twelve-month period of clause (a)(1), which would have been received by the District or the Trustee during said twelve-month period from any Additional Tax collected in the District Sales Tax Area had such Additional Tax been in effect throughout said period, but not including any receipts from such Additional Tax included within the amount set forth in clause (a)(1).

(3) The interest received on moneys or securities in the 0.4% Sales Tax Increase Fund and the 0.6% Sales Tax Fund during said twelve-month period.

(4) The sum of the amounts in clauses (a)(1), (a)(2) and (a)(3).

(5) The Combined Maximum Annual Debt Service Requirements for all Senior Debt, the Bonds, any Parity Bonds and the proposed Additional Parity Bonds which will be Outstanding immediately after the authentication and delivery of such proposed Additional Parity Bonds.

(6) The percentage derived by dividing the amount in clause (a)(4) by the amount in clause (a)(5).

(b) The percentage shown in clause (a)(6) of such certificate is not less than 200%.

(c) The Trustee shall have received a certificate from the District Representative stating that no Events of Default have occurred and are continuing under the Senior Bond Resolution, this Indenture, any Parity Bond Resolutions or any Parity Bond Indentures as of the date of issuance of the proposed Additional Parity Bonds.

(d) Such Additional Parity Bonds shall be duly authorized by a resolution of the District. All Additional Parity Bonds may be payable as to principal and interest on any date or dates as set forth in the Parity Bond Resolution or Parity Bond Indenture relating to such Additional Parity Bonds.

For the purposes of making the computation required in Section 2.18(a) above, it shall be assumed that (a) Variable Rate Bonds Outstanding at the time of such determination will bear interest during any period (i) if the interest rate such Variable Rate Bonds bear or shall bear during such period has not been determined, and such Variable Rate Bonds are in a daily or weekly interest rate mode, at an interest rate equal to the 10 year average of the Municipal Swap Index, or (ii) if the interest rate such Variable Rate Bonds bear or shall bear during such period has not been determined, and such Variable Rate Bonds are in an interest rate mode that is longer than a weekly interest rate mode, at an interest rate equal to the fixed interest rate estimated by the remarketing agent for such Variable Rate Bonds and approved by the Chief Financial Officer or, if there is no such remarketing agent, by the Chief Financial Officer that, having due regard for prevailing financial market conditions, is necessary, but does not exceed the interest rate necessary, to sell such Variable Rate Bonds at 100% of the principal amount thereof in an open market transaction, assuming the Variable Rate Bonds had a term equal to the then remaining term of the Variable Rate Bonds (taking into account any mandatory redemption for such Variable Rate Bonds) or (iii) if the interest rate such Variable Rate Bonds bear or shall bear during such period has been determined and is not subject to fluctuation, at such interest rate thus determined, and (b) any Tender Bonds Outstanding at the time of such determination shall mature on the stated maturity or mandatory Redemption Date or Dates thereof.

For purposes of this calculation, if a Financial Products Agreement has been entered into by the District with respect to any Securities listed in Section 2.18(a)(5) hereof, interest on such Securities shall be included in the calculation of such principal and interest by including for each Fiscal Year an amount equal to the amount of interest payable on such Securities in such Fiscal Year during such period determined as hereinabove provided plus any Financial Products Payments payable in any such Fiscal Year minus any Financial Products Receipts receivable in any such Fiscal Year; provided that in no event shall any calculation made pursuant to this sentence result in a number less than zero being included in the calculation of such interest.

In determining the amount of any Financial Products Payments or Financial Products Receipts on any interest rate swaps or other similar Financial Products Agreement which Financial Products Payments or Financial Products Receipts are based on interest rates which are not fixed in percentage for the entire term of the Financial Products Agreement, such amount shall be calculated by assuming such variable interest rate is a fixed interest rate equal to (i) if the Financial Products Agreement relates to Variable Rate Bonds, the fixed rate of interest estimated for such Variable Rate Bonds as hereinabove provided or (ii) if the Financial Products Agreement relates to the Securities which bear interest at a fixed interest rate, the average of the daily, weekly or monthly interest rate, as applicable, for such Financial Products Payments or Financial Products Receipts under such Financial Products Agreement during the twelve months preceding the calculation or during the time the Financial Products Agreement has been in effect if less than twelve months and if such Financial Products Agreement is not then in effect, the variable interest rate shall be deemed to be a fixed interest rate equal to the average daily, weekly or monthly interest rate, as applicable, for such Financial Products Payments or Financial Products Receipts which would have been applicable if such Financial Products Agreement had been in effect for the preceding twelve month period, which average daily, weekly or monthly interest rate, as applicable, shall be set forth in a certificate of the Chief Financial Officer.

In determining the amount of any Financial Products Payments or Financial Products Receipts on any interest rate swap, cap, floor, collar or other similar Financial Products Agreement with respect to Securities which are Variable Rate Bonds, such amount shall be calculated by assuming the interest rate on the related Variable Rate Bonds will be a fixed interest rate equal to the average of the daily, weekly or monthly interest rate, as applicable, on such Variable Rate Bonds during the twelve months preceding the calculation or during the time the Variable Rate Bonds are Outstanding if less than twelve months and if such Variable Rate Bonds are not at the time of calculation Outstanding, the variable interest rate shall be deemed to be a fixed interest rate equal to the average daily, weekly or monthly interest rate, as applicable, which such Variable Rate Bonds would have borne if they had been Outstanding for the preceding twelve month period as estimated by the Chief Financial Officer, all as set forth in a certificate of the Chief Financial Officer. In determining the amount of any Financial Products Payments or Financial Products Receipts on any interest rate swap, cap, floor, collar or other similar Financial Products Agreement with respect to Securities bearing interest at a fixed rate, such amount shall be the amount payable or receivable annually determined as of the date of issuance of the Securities as set forth in a certificate of the Chief Financial Officer.

For the purposes of this calculation, if Commercial Paper Notes are then Outstanding or are the Parity Bonds proposed to be issued, it shall be assumed that (a) the principal amount of any Commercial Paper Notes Outstanding is the maximum authorized principal amount of the Commercial Paper Notes, (b) the Commercial Paper Notes will mature in accordance with the amortization schedule established in connection with the issuance of the Commercial Paper Notes, and (c) the Commercial Paper Notes will bear interest on the unpaid principal amount thereof at the fixed rate of interest equal to the Bond Buyer 30 Year Revenue Index of 25 Revenue Bonds as published in the most recent issues of The Bond Buyer (or any successor thereto) preceding the date of such determination or if such Index is no longer published, of a comparable index selected by the Chief Financial Officer and will be payable on a level annual debt service basis, all as set forth in a certificate of the Chief Financial Officer.

In the case of Additional Parity Bonds issued for the purpose of refunding less than all of the Bonds and other Parity Bonds then Outstanding, compliance with Section 2.18(a) and (b) shall not be required (unless by the provisions of any resolution or indenture authorizing the issuance of other Outstanding Parity Bonds) so long as the debt service payable on all Bonds and other Parity Bonds Outstanding after the issuance of such Additional Parity Bonds in each Bond Year does not exceed the debt service payable on all Bonds and other Parity Bonds Outstanding prior to the issuance of such Additional Parity Bonds in each Bond Year.

The District may enter into Parity Credit Facility Obligations and Parity Financial Products Agreements relating to the Bonds, any Parity Bonds and any Additional Parity Bonds as is determined by the Board to be in the best interest of the District and in accordance with the provisions of the Act and the Constitution and laws of the State. Notwithstanding any other provision of this Indenture, no Financial Products Termination Payment required under any such Parity Financial Products Agreements shall be secured by a lien on the Pledged Revenues that is senior to or on a parity with the lien thereon of the Bonds.

The District shall not issue Securities payable from and having a lien on all or a portion of the Pledged Revenues that is superior or senior to the lien thereon of the Bonds, except as provided in Section 5.16 hereof. The District may enter into Senior Financial Products Agreements and Senior Credit Facility Obligations as provided in Section 5.16 hereof. The District may issue or enter into Subordinate Lien Obligations and enter into Subordinate Financial Products Agreements and Subordinate Credit Facility Obligations as provided in Section 5.17 hereof.

Section 2.19 Book Entry. Notwithstanding any other provision hereof, the Bonds shall initially be registered in the name of the Depository or a nominee therefor, and this Section 2.19 shall apply so long as the Bonds are registered in the name of the Depository or a nominee therefor. Purchases by Beneficial Owners of the Bonds shall be made in book-entry form in the principal amount of $5,000 or any integral multiple thereof. The Beneficial Owners shall not receive certificates evidencing their interests in the Bonds. No Bond shall be issued in a denomination larger than the aggregate principal amount maturing on the maturity date of such Bond, and no Bond shall be made payable on more than one maturity date. So long as any Bond is registered in the name of the Depository or a nominee therefor, the Depository shall disburse any payments received, through Participants or otherwise, to the Beneficial Owners. None of the District, the Trustee, the Registrar or the Paying Agent shall have any responsibility or obligation for the payment to any Participant, any Beneficial Owner or any other Person (except the Registered Owner in whose name any Bonds are registered) of the principal of, interest on or any premium due in connection with the Bonds. The Bonds shall be initially issued so that a single Bond for each series shall evidence the obligation of the District to pay all principal due on each of the maturity dates for each interest rate. Each such Bond shall be registered in the name of the Depository or a nominee therefor. Except as hereinafter provided, all of the Bonds shall continue to be registered in the name of the Depository or a nominee therefor. To the extent typewritten Bonds, rather than printed Bonds, are to be issued, such modification to the form of the Bond as may be necessary or desirable in such case are hereby authorized and approved.

The District, the Trustee, the Registrar and the Paying Agent shall have no responsibility or obligation with respect to the accuracy of the records of the Depository or a nominee therefor or any Participant with respect to any ownership interest in the Bonds or the delivery to any Participant, Beneficial Owner or any other Person (except the Registered Owner in whose name any Bonds are registered) of any notice with respect to the Bonds, including any notice of redemption.

The District may remove the Depository and the Depository may resign by giving sixty (60) days' notice to the other of such removal or resignation. Additionally, the Depository shall be removed sixty (60) days after receipt by the District of written notice from the Depository to the effect that the Depository has received written notice from Participants having interests, as shown in the records of the Depository, in an aggregate principal amount of not less than 50% of the aggregate principal amount of the then Outstanding Bonds to the effect that the Depository is unable or unwilling to discharge its responsibilities or a continuation of the requirement that all of the Outstanding Bonds be registered in the name of the Depository or a nominee therefor is not in the best interest of the Beneficial Owners. Upon the removal or resignation of the Depository, the Depository shall take such action as may be necessary to assure the orderly transfer of the computerized book-entry system with respect to the Bonds to a successor Depository or if no successor Depository is appointed as herein provided, the transfer of the Bonds in certificate form to the Beneficial Owners or their designees. Upon the giving of notice by the District of the removal of the Depository, the giving of notice by the Depository of its resignation or the receipt by the District of notice with respect to the written notice of Participants referred to herein, the District may within sixty (60) days after the giving or receipt of such notice, appoint a successor Depository upon such terms and conditions as the District shall impose. Any such successor Depository shall at all times be a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or other applicable statute or regulation, and in good standing thereunder. If the District fails to appoint a successor Depository within such time period, the Bonds shall no longer be restricted to being registered in the name of the Depository or a nominee therefor, but may be registered in whatever name or names Registered Owners transferring or exchanging the Bonds shall designate.

Notwithstanding any other provision of the Bond Resolution or this Indenture to the contrary, so long as any Bond is registered in the name of Cede & Co., as nominee for the Depository, all payments with respect to principal of, interest on and any premium due in connection with the redemption of such Bond and all notices with respect to such Bond shall be made or given, respectively, in the manner required by the Depository.

Section 2.20 Bond Form. The Bonds shall be in substantially the form set forth in Exhibit A to this Indenture, with such appropriate variations, omissions and insertions as may be required by the circumstances, or as may be required or permitted hereby or by the Bond Resolution or the sale certificate executed in accordance with the provisions of the Bond Resolution.

ARTICLE III

FUNDS

Section 3.01 Source of Payment; Special Obligations. The Bonds, any Parity Credit Facility Obligation related thereto, and any Financial Products Payments pursuant to any Parity Financial Product Agreement related thereto are and shall be special and limited obligations of the District equally secured by an irrevocable pledge of, and payable from, the Pledged Revenues.

The creation, perfection, enforcement, and priority of the pledge of revenues to secure or pay the Bonds and the Securities as provided herein shall be governed by Section 11-57-208 of the Supplemental Act, the Bond Resolution and this Indenture. The revenues pledged for the payment of the Bonds and the Securities, as received by or otherwise credited to the District, shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act. The lien of such pledge on the revenues pledged for payment of the Bonds and the obligation to perform the contractual provisions made herein and in the Bond Resolution shall have priority over any or all other obligations and liabilities of the District, except for the Outstanding Senior Debt and except as otherwise provided herein. The lien of such pledge shall be valid, binding, and enforceable as against all Persons having claims of any kind in tort, contract, or otherwise against the District irrespective of whether such Persons have notice of such liens.

The payment of the Bonds shall not be secured by any encumbrance, mortgage, or other pledge of property of the District, other than the Pledged Revenues. No property of the District, subject to such exception, shall be liable to be forfeited or taken in payment of the Bonds. The Bonds shall not in any way create or constitute any indebtedness, liability, or obligation of the State or of any political subdivision thereof, except the District, and nothing in this Indenture shall be construed to authorize the District to incur any indebtedness on behalf of or in any way to obligate the State or any political subdivision thereof, except the District. Neither the members of the Board of Directors nor any persons executing the Bonds shall be liable personally on the Bonds by reason of the issuance thereof.

Section 3.02 Sales Tax Revenues Remitted Directly to Trustee. The District, in accordance with the authority granted by Section 32-9-131 of the Act to pledge the Sales Tax Revenues to the payment of securities of the District, has heretofore assigned its rights to receive payment of the 0.6% Sales Tax to the Senior Debt Trustee for the benefit of the owners of the Senior Debt and the District hereby further assigns its rights to receive payment of the 0.6% Sales Tax to the Trustee for the benefit of the owners of the Bonds and any other Securities hereafter issued and payable from the 0.6% Sales Tax, to the extent and upon the terms herein provided. The District hereby assigns its rights to receive payment of the 0.4% Sales Tax Increase to the Trustee for the benefit of the Owners of the Bonds and any other Securities hereafter issued and payable from the 0.4% Sales Tax Increase. The District hereby directs the Executive Director of the Department of Revenue to pay, in accordance with law, the 0.6% Sales Tax collected by such Executive Director directly to the Senior Debt Trustee so long as any Senior Debt remains Outstanding and, upon payment or defeasance in full of all Outstanding Senior Debt, to pay, in accordance with law, the 0.6% Sales Tax collected by such Executive Director directly to the Trustee so long as any Bonds or other Securities payable from the 0.6% Sales Tax remain Outstanding, and to pay, in accordance with law, the 0.4% Sales Tax Increase collected by such Executive Director directly to the Trustee so long as any Bonds or other Securities payable from the 0.4% Sales Tax Increase remain Outstanding. Upon the payment or defeasance in full of all Securities payable in whole or in part from the Sales Tax Revenues, the Executive Director of the Department of Revenue shall remit all Sales Tax Revenues to the District. An authorized officer of the District has heretofore delivered notification of this assignment to the Executive Director of the Department of Revenue, has obtained the written consent of such Executive Director to such assignment and has furnished a copy of such consent to the Trustee.

If the Trustee has not received the 0.6% Sales Tax or the 0.4% Sales Tax Increase in accordance with the provisions of this Section by the 15th day of any month, the Trustee shall send written notice to the District and to the Executive Director of the Department of Revenue that it has not received such payment.

Section 3.03 Establishment of Funds and Accounts In connection with the issuance of the 2006A Bonds, the District established and created the following funds pursuant to the 2006A Indenture, which are hereby continued:

(a) Regional Transportation District 0.4% Sales Tax Increase Fund (the "0.4% Sales Tax Increase Fund"); and

(b) Regional Transportation District 0.6% Sales Tax Fund (the "0.6% Sales Tax Fund").

In connection with the issuance of the Bonds, the District hereby establishes and creates the following funds and accounts:

(c) Regional Transportation District Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A Bond Fund (the "Bond Fund");

(d) Regional Transportation District Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A Rebate Fund (the "Rebate Fund");

(e) Regional Transportation District Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A Costs of Issuance Fund (the "Costs of Issuance Fund"); and

(f) Regional Transportation District Tender Option Purchase Fund (the "Tender Option Purchase Fund").

In addition, the 2023 Escrow Account will be established and created pursuant to the 2023 Escrow Agreement, to be applied by the escrow agent in accordance with the 2023 Escrow Agreement.

Such funds and accounts created under the 2006A Indenture and this Indenture shall be held in the custody of the Trustee. The District authorizes and directs the Trustee to withdraw moneys from the Funds and the Rebate Fund for the purposes specified herein, which authorization and direction the Trustee hereby accepts. The Trustee shall advise the District in writing promptly after the end of each month of the respective transactions during such month relating to each fund and account held by it under the Indenture.

In the event that the District enters into a Financial Products Agreement after the date hereof with respect to Securities proposed to be issued by the District, the District shall provide the Trustee with written instructions concerning any payments to be made from any Funds hereunder pursuant to any such Financial Products Agreement, as permitted by the terms and provisions of this Indenture. The Trustee hereby agrees to comply with any such written instructions by the District.

All moneys required to be deposited with or paid to the Trustee under any provision of this Indenture for deposit in a Fund shall, while held by the Trustee, constitute a part of the Pledged Revenues for the Bonds and shall be subject to the lien hereof. All moneys held in the Rebate Fund, the Tender Option Purchase Fund, the 2023 Escrow Account and any other Escrow Fund shall not be subject to the lien and pledge of this Indenture.

The 0.4% Sales Tax Increase Fund shall be maintained by the Trustee as long as any Securities payable in whole or in part from the 0.4% Sales Tax Increase are Outstanding. The 0.6% Sales Tax Fund shall be maintained by the Trustee as long as any Securities payable in whole or in part from the 0.6% Sales Tax are Outstanding. When all Securities payable in whole or in part from the 0.6% Sales Tax Fund have been defeased or redeemed and are no longer Outstanding, the District may amend this Indenture pursuant to Section 8.01(f) hereof to combine the 0.4% Sales Tax Increase Fund and the 0.6% Sales Tax Fund into one Sales Tax Fund to be held by the Trustee and applied in accordance with the provisions hereof.

The Trustee may, in its discretion, establish temporary funds or accounts necessary to facilitate the foregoing deposits and any subsequent transfers.

Section 3.04 Disposition of Bond Proceeds and Other Funds of the District. The net proceeds of the Bonds and other available funds of the District shall be applied to effectuate the 2023 Refunding Project in the following manner:

(a) $_________ of net proceeds of the Bonds, together with other available funds of the District in the amount of $_________, shall be credited to and deposited in the Tender Option Purchase Fund and applied to the purchase of the Purchased 2019A/2021A Bonds;

(b) $___________ of net proceeds of the Bonds shall be credited to and deposited in the 2023 Escrow Account established pursuant to the 2023 Escrow Agreement to refund and defease the Refunded 2019A/2021A Bonds; and

(c) $_________ of net proceeds of the Bonds shall be credited and deposited to the Costs of Issuance Fund.

Section 3.05 0.4% Sales Tax Increase Fund. All amounts received by the Trustee from the 0.4% Sales Tax Increase shall be deposited to the 0.4% Sales Tax Increase Fund. Amounts deposited in the 0.4% Sales Tax Increase Fund shall be applied each month by the Trustee to the following purposes in the following order of priority:

(a) Bond Fund. First, from moneys on deposit in the 0.4% Sales Tax Increase Fund, there shall be credited to the Bond Fund on a pari passu basis with any payments required to be made pursuant to any Parity Credit Facility Obligations relating to the Bonds or any Financial Products Payments pursuant to any Parity Financial Products Agreements relating to the Bonds and pursuant to any Parity Bond Resolutions or Parity Bond Indentures with respect to the principal of or interest on any other Parity Bonds then Outstanding, any Parity Credit Facility Obligations or any Financial Products Payments pursuant to Parity Financial Products Agreements heretofore or hereafter entered into, the following amounts:

(1) Interest Payments. Commencing with the month immediately succeeding the delivery of the Bonds, to the Bond Fund an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next installment of interest due on the Bonds then Outstanding.

(2) Principal Payments. Commencing with the month immediately succeeding the delivery of the Bonds, or commencing one year next prior to the first principal payment date of the Bonds, whichever commencement date is later, to the Bond Fund, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next installment of principal (whether at maturity or on a Redemption Date) due on the Bonds then Outstanding.

(b) Parity Bond Reserve Funds. Second, from any moneys remaining in the 0.4% Sales Tax Increase Fund there shall be made any payments required to be made pursuant to any Parity Bond Resolutions or Parity Bond Indentures with respect to any reserve funds established thereby and concurrently with any repayment or similar obligations payable to any surety provider issuing any reserve fund insurance policy with respect to any Parity Bonds.

(c) Rebate Fund. Third, and concurrently with any payments required to be made pursuant to any Parity Bond Resolutions or Parity Bond Indentures with respect to any rebate funds established thereby, from any moneys remaining on deposit in the 0.4% Sales Tax Increase Fund, there shall be credited to the Rebate Fund the amount required, if any, until the amount on deposit in the Rebate Fund satisfies the requirements of Section 3.09 hereof.

(d) Interest on Reserve Fund Insurance Policy Draws on Parity Bonds. Fourth, from any moneys remaining on deposit in the 0.4% Sales Tax Increase Fund, there shall be paid to any surety provider issuing any reserve fund insurance policy with respect to any Parity Bonds, interest on any amounts drawn under any such reserve fund insurance policy until such interest has been paid in full.

(e) Payment of Subordinate Lien Obligations. Fifth, and subject to the provisions of this Indenture, any moneys remaining on deposit in the 0.4% Sales Tax Increase Fund after the foregoing payments have been made may be used by the District for the payment of any Subordinate Lien Obligations, including reasonable reserves for such Subordinate Lien Obligations and for rebate of amounts to the United States Treasury with respect to such Subordinate Lien Obligations, any Subordinate Credit Facility Obligations, and any payments on Financial Products Agreements or Financial Products Termination Payments which have a lien on Pledged Revenues subordinate and junior to the lien thereon of the Bonds. The District shall provide the Trustee with written instructions concerning any payments to be made pursuant to this subsection 3.05(e), as permitted by the terms and provisions of this Indenture. The Trustee hereby agrees to comply with any such written instructions by the District.

(f) Remaining Revenues. In each month, after making in full the deposits or payments required from moneys on deposit in the 0.4% Sales Tax Increase Fund, any amounts remaining on deposit in the 0.4% Sales Tax Increase Fund shall be remitted by the Trustee to the District free and clear of the lien of this Indenture, unless otherwise directed by the District in writing.

Section 3.06 0.6% Sales Tax Fund. All amounts received by the Senior Debt Trustee from the 0.6% Sales Tax shall be applied first as required by the Senior Bond Resolution so long as any Senior Debt remains Outstanding. In each month, after making in full all deposits or payments required by the Senior Bond Resolution, any remaining 0.6% Sales Tax revenues shall be remitted by the Senior Debt Trustee to the Trustee, free and clear of the lien of the Senior Bond Resolution, for deposit by the Trustee into the 0.6% Sales Tax Fund. Amounts on deposit in the 0.6% Sales Tax Fund shall be applied each month by the Trustee for the following purposes in the following order of priority:

(a) Insufficiency of Moneys on Deposit in 0.4% Sales Tax Increase Fund. First, to the extent that moneys on deposit in the 0.4% Sales Tax Increase Fund are insufficient in any month to make any of the deposits or payments required to be made as set forth in Section 3.05 above, any moneys on deposit in the 0.6% Sales Tax Fund shall be used in such month to make such deposits or payments in the order of priority set forth in Section 3.05 above.

(b) Remaining Revenues. In each month, after making in full the deposits or payments required by this Indenture from moneys on deposit in the 0.6% Sales Tax Fund, any amounts remaining on deposit in the 0.6% Sales Tax Fund shall be remitted by the Trustee to the District free and clear of the lien of this Indenture, unless otherwise directed by the District in writing.

Section 3.07 Bond Fund. Any moneys deposited into the Bond Fund shall be used to pay the principal of, prior redemption premium, if any, and interest on the Bonds as the same become due, except as provided in Sections 3.11 and 6.10 hereof. The Bond Fund shall be in the custody of the Trustee, but in the name of the District and the District authorizes and directs the Trustee to withdraw sufficient funds from the Bond Fund to pay the Debt Service Requirements of the Bonds as the same become due and payable.

Section 3.08 Costs of Issuance Fund Upon the delivery of the Bonds there shall be deposited into the Costs of Issuance Fund from the proceeds of the Bonds the amounts directed by Section 3.04(c) hereof. Payments from the Costs of Issuance Fund shall be made by the Trustee upon receipt of a statement or a bill for the provision of costs of issuance of the Bonds and costs relating to the 2023 Refunding Project approved in writing by the District Representative and (a) stating the payee, the amount to be paid and the purpose of the payment and (b) certifying that the amount to be paid is due and payable, has not been the subject of any previous requisition and is a proper charge against the Costs of Issuance Fund.

Any moneys held in the Costs of Issuance Fund shall be invested by the Trustee in accordance with Article IV hereof.

Upon the payment of all costs of issuance, as certified in writing by the District Representative, the Trustee shall transfer any moneys remaining in the Costs of Issuance Fund as directed in writing by the District Representative.

Notwithstanding any other provisions of this Indenture, to the extent that other monies are not available therefor, amounts on deposit in the Costs of Issuance Fund shall be applied to the payment of principal of and interest on the Bonds when due.

Section 3.09 Rebate Fund. There shall be credited to the Rebate Fund moneys in the amounts and at the times specified in the 2023 Tax Compliance Certificate so as to enable the District to comply with the covenants referred to in Section 5.15 hereof. Amounts credited to the Rebate Fund shall not be subject to the lien and pledge of this Indenture. The District shall cause amounts credited to the Rebate Fund to be forwarded to the United States Treasury (at the address provided in the 2023 Tax Compliance Certificate) at the times and in the amounts set forth in the 2023 Tax Compliance Certificate. The Trustee shall not be required to take any actions under the 2023 Tax Compliance Certificate in the absence of written instructions from the District, and the Trustee shall conclusively be deemed to have complied with the provisions of the 2023 Tax Compliance Certificate if it complies with such written instructions of the District.

Notwithstanding any other provision of this Indenture, the Trustee may, at the written direction of the District, transfer to the Rebate Fund any investment income or other gain attributable to the 0.4% Sales Tax Increase Fund, the 0.6% Sales Tax Fund and the Bond Fund if necessary to satisfy the amounts required to be on deposit therein. Upon receipt by the Trustee of a written opinion of Bond Counsel to the effect that the amount credited to the Rebate Fund is in excess of the amount required to be contained therein, such excess shall be transferred to the Bond Fund forthwith. The Trustee may conclusively rely on any written direction from the District with regard to the Rebate Fund and the District hereby agrees to hold harmless the Trustee for any loss, claim, liability or expense incurred by the District for any actions taken by the Trustee in accordance with such written direction.

Section 3.10 2023 Escrow Account. The 2023 Escrow Account is being created pursuant to the 2023 Escrow Agreement and shall be maintained in an amount at the time of the initial deposits therein and at all times subsequent at least sufficient, together with the known minimum yield to be derived from the initial investment and any temporary reinvestment of the deposits therein or any part thereof in Federal Securities, to pay the Refunded 2019A/2021A Bond Requirements. Moneys shall be withdrawn by the escrow agent from the 2023 Escrow Account in sufficient amounts and at such times to permit the payment without default of the Refunded 2019A/2021A Bond Requirements. The 2023 Escrow Account shall be held, maintained and invested as provided in the 2023 Escrow Agreement. Funds on deposit in the 2023 Escrow Account shall not be subject to the lien and pledge of this Indenture and shall not be available to pay the principal of or interest on the Bonds.

Section 3.11 Payments from Funds Upon Discharge of Lien. Upon discharge of the lien of this Indenture in accordance with Article IX hereof, any moneys remaining in the Funds and the Rebate Fund and not required for the discharge of the lien of this Indenture as provided in Article IX hereof shall be paid by the Trustee to the District; provided, however, that moneys shall be retained in the 0.4% Sales Tax Increase Fund as long as any Securities payable in whole or in part from the 0.4% Sales Tax Increase remain Outstanding, and moneys shall be retained in the 0.6% Sales Tax Fund as long as any Securities payable in whole or in part from the 0.6% Sales Tax remain Outstanding, and moneys shall be retained in the Rebate Fund if required by Section 3.09 hereof for payment to the United States. Moneys on deposit in the 2023 Escrow Account shall be disbursed solely in accordance with the provisions of the 2023 Escrow Agreement.

Section 3.12 Creation of Additional Accounts and Subaccounts. The Trustee shall, at the written request of the District, establish any accounts within any of the funds established under this Indenture, and any subaccounts within any of the accounts hereby or hereafter established, all as shall be specified in any such written request, for the purpose of identifying more precisely the sources of payments into and disbursements from such funds and accounts, but the establishment of any such accounts and subaccounts shall not alter or modify any of the requirements of this Indenture with respect to the deposit or use of money in any fund established hereunder.

Section 3.13 Revenues to Be Held for All Owners; Certain Exceptions. Amounts derived from the Pledged Revenues and any other amounts required to be used to pay the Debt Service Requirements of the Bonds shall, until applied as provided in this Indenture, be held by the Trustee for the benefit of the Owners of all Outstanding Bonds, subject to the terms and provisions of this Indenture, except that any portion of the revenues representing any Debt Service Requirements of any Bonds previously matured or called for redemption in accordance with Article II of this Indenture shall be held for the benefit of the Owners of such Bonds only.

Section 3.14 Nonpresentment of Bonds. In the event any Bonds, or portions thereof, shall not be presented for payment when the principal thereof becomes due, either at maturity, the date fixed for redemption thereof, or otherwise, if funds sufficient for the payment thereof, including accrued interest thereon, shall have been deposited into the Bond Fund or otherwise made available to the Trustee for deposit therein, then on and after the date said principal becomes due, all interest thereon shall cease to accrue and all liability of the District to the Owner or Owners thereof for the payment of such Bonds shall forthwith cease, terminate, and be completely discharged, and thereupon it shall be the duty of the Trustee to hold such fund or funds in a separate trust account for the benefit of the Owner or Owners of such Bonds, who shall thereafter be restricted exclusively to such fund or funds for any claim of whatever nature on his, her or their part under this Indenture with respect to said Bond or on, or with respect to, said Bond. Such moneys shall not be required to be invested during such period by the Trustee. If any Bond shall not be presented for payment within the period of three years (subject to applicable escheat law) following the date when such Bond becomes due, whether by maturity or otherwise, the Trustee shall return to the District the funds theretofore held by it for payment of such Bond and such Bond shall, subject to the defense of any applicable statute of limitation, thereafter be an unsecured obligation of the District.

ARTICLE IV

INVESTMENT OF MONEYS

Section 4.01 Investments. Any moneys held by the Trustee in the Funds or the Rebate Fund shall be invested by the Trustee, on written direction of the District Representative in accordance with the provisions of this Section. All such investments in the Funds and the Rebate Fund shall be held by or under the control of the Trustee. The Trustee shall sell and reduce to cash a sufficient amount of such investments whenever the cash balance in any Fund or the Rebate Fund is insufficient to make a required payment from such Fund or the Rebate Fund, or otherwise upon the direction of the District Representative. The Trustee may rely on the investment direction of the District as to both the suitability and legality of the directed investments.

All moneys held by the Trustee in the Funds or the Rebate Fund shall be invested by the Trustee, on written direction of the District, in Permitted Investments. Obligations purchased as an investment of moneys in any Fund or the Rebate Fund shall be deemed at all times to be a part of such Fund or the Rebate Fund, as the case may be. Any loss resulting from any such investment shall be charged to such Fund or the applicable account within such Fund or the Rebate Fund, as the case may be. Any interest or other gain realized as a result of any investment or reinvestment of moneys in any Fund, and each account within such Fund, and the Rebate Fund shall be credited to such Fund, and each account within such Fund, or the Rebate Fund, as the case may be. In computing the amount in any Fund or the Rebate Fund, Permitted Investments shall be valued at fair market value. In determining fair market value of Permitted Investments, the Trustee may use and rely upon any generally recognized pricing information service (including brokers and dealers in securities) available to it.

All directions from the District to the Trustee concerning the investment of funds shall be in writing. In the absence of written direction from the District, the Trustee shall hold such amounts uninvested. Such funds may include funds for which the Trustee, or its parent, affiliates, or subsidiaries provide investment advisory or other management services, or for which such entity or entities serve as administrator, shareholder servicing agent, and/or custodian or subcustodian, notwithstanding that (i) the Trustee or an affiliate of the Trustee receives fees from funds for services rendered, (ii) the Trustee collects fees for services rendered pursuant to this Indenture, which fees are separate from the fees received from such funds, and (iii) services performed for such funds and pursuant to this Indenture may at times duplicate those provided to such funds by the Trustee or an affiliate of the Trustee. The Trustee shall incur no liability for losses arising from any investments made pursuant to this Section 4.01.

The District acknowledges that regulations of the Comptroller of the Currency grant the District the right to receive brokerage confirmations of security transactions as they occur, at no additional cost. To the extent permitted by law, the District specifically waives compliance with 12 C.F.R. 12 and hereby notifies the Trustee that no brokerage confirmations need be sent relating to the security transactions as they occur.

ARTICLE V

GENERAL COVENANTS

Section 5.01 Indenture to Constitute Contract. In consideration of the purchase and acceptance of any or all of the Bonds by those who will own the same from time to time, the provisions of this Indenture shall be a part of the contract between the District and the Owners of the Bonds from time to time, to the effect and with the purpose set forth in this Indenture.

Section 5.02 Payment of Principal, Premium, if any, and Interest; Payment of Credit Facility Obligation and Financial Products Agreement. The District covenants that it shall promptly cause to be paid the Debt Service Requirements of each Bond under this Indenture at the place, on the dates and in the manner provided herein and in the Bonds according to the true intent and meaning thereof. The Debt Service Requirements of the Bonds are payable solely from the Pledged Revenues, and not from any other funds of the District. The District further covenants that it shall promptly cause to be made all payments required pursuant to any Credit Facility Obligation in accordance with the terms of any such Credit Facility Obligation and to make all Financial Products Payments and Financial Products Termination Payments, if any, in accordance with the terms of any Financial Products Agreement.

Section 5.03 Performance of Covenants; Authority. The District shall faithfully perform at all times any and all covenants, undertakings, stipulations and provisions set forth in this Indenture, in any and every Bond executed, authenticated and delivered hereunder and in all of its resolutions and proceedings pertaining hereto. The District is duly authorized under the Constitution and laws of the State, including particularly and without limitation the Act, to issue the Bonds authorized hereby and to execute this Indenture, and to pledge the receipts and amounts hereby pledged in the manner and to the extent set forth herein. All action taken by the District in connection with the execution and delivery of this Indenture has been duly and effectively taken, such that the Bonds in the hands of the Owners thereof when and as issued will be valid and enforceable obligations of the District according to the terms thereof and of this Indenture.

Section 5.04 Conditions Precedent. Upon the date of issuance of the Bonds, all conditions, acts and things required by the Constitution and laws of the State, including but not limited to the Act, and resolutions of the District to exist, to have happened and to have been performed precedent to or in the issuance of the Bonds shall exist, have happened, and have been performed; and the Bonds, together with all other obligations of the District, shall be within every debt and other limitation prescribed by the State Constitution or laws of the State, including, without limitation, the Act.

Section 5.05 Collection of Sales Tax. The District covenants and agrees that, so long as any of the Securities payable in whole or in part from the Sales Tax Revenues remain Outstanding, the District shall, in accordance with the provisions of the Act impose, administer and enforce, or shall cause to be imposed, administered or enforced, the Sales Tax, shall collect or cause to be collected the Sales Tax Revenues and shall not take any action or omit to take any action to materially reduce, impair, repeal or otherwise adversely impact the imposition, administration, enforceability and collectability of the Sales Tax and Sales Tax Revenues.

Section 5.06 Prompt Collections. The District will cause the Sales Tax Revenues to be collected promptly and to be accounted for in the Funds and the Rebate Fund as herein provided, subject to the provisions of the Act and the Constitution and laws of the State.

Section 5.07 Instruments of Further Assurance. The District covenants that it will do, execute, acknowledge and deliver, or cause to be done, executed, acknowledged and delivered, such indentures supplemental hereto, and such further acts, instruments and transfers as the Trustee may reasonably require for the better assuring, transferring, conveying, pledging, assigning and confirming unto the Trustee all and singular the District's interest in the property herein described and the Pledged Revenues, receipts and other amounts pledged hereby to the payment of the Debt Service Requirements of the Bonds. Any and all interest in property hereafter acquired which is of any kind or nature herein provided to be and become subject to the lien hereof shall and without any further conveyance, assignment or act on the part of the District or the Trustee become and be subject to the lien of this Indenture as fully and completely as though specifically described herein, but nothing in this sentence shall be deemed to modify or change the obligations of the District under this Section. The District covenants and agrees that it has not and will not, except as herein otherwise expressly provided, sell, convey, mortgage, encumber or otherwise dispose of any part of its interest in the Pledged Revenues other than as security for the payment of the Bonds and any other Securities. Nothing in this Section shall obligate or require the District to prepare, record or file any indentures, instruments or other transfers.

Section 5.08 Inspection of Records. All books and records in the possession of the District relating to the 2023 Refunding Project and the Pledged Revenues, shall at all reasonable times with reasonable notice, and subject to reasonable claims of privilege and confidentiality, be open to inspection by such accountants or other agents as the Trustee may from time to time designate.

Section 5.09 List of Owners. The Registrar shall keep the registration records of the District, together with the principal amounts and numbers of such Bonds. At reasonable times and under reasonable regulations established by the Registrar, the registration records may be inspected and copied by the District or by the Owners (or a designated representative thereof) of 15% or more in aggregate principal amount of Bonds then Outstanding, such ownership and the authority of such designated representative to be evidenced to the satisfaction of the Trustee.

Section 5.10 Use of Proceeds. The District covenants and agrees that the net proceeds of the sale of the Bonds will be deposited and used as provided in this Indenture and in the 2023 Escrow Agreement to effectuate the 2023 Refunding Project.

Section 5.11 Books and Accounts; Financial Statements. The District covenants and agrees that it shall at all times keep, or cause to be kept, proper and current books and accounts (separate from all other records and accounts) in which complete and accurate entries shall be made of all transactions relating to the 2023 Refunding Project, the Pledged Revenues, the Funds and the Rebate Fund. Unless required earlier by State law, the District shall prepare within 180 days after the close of each Fiscal Year, commencing with the Fiscal Year ending December 31, 2023, a complete financial statement or statements of the District for such year, together with a report of a certified public accountant or firm of certified public accountants selected by the District. The District shall furnish a copy of such statement or statements to the Trustee, and, upon the written request therefor, to any Owner. The Trustee shall have no duty to review, verify or analyze such financial statements and shall hold such financial statements solely as a repository for the benefit of the Owners. The Trustee shall not be deemed to have notice of any information contained therein or a default or Event of Default which may be disclosed therein in any manner.

Section 5.12 Protection of Security and Rights of Owners. The District covenants and agrees to preserve and protect the security of the Bonds and other Securities. The District, its officers, agents and employees, shall not take any action in such manner or to such extent as might materially impair or diminish the security for the payment of the Bonds or other Outstanding Securities, including without limitation, excluding any areas from the District Sales Tax Area.

Section 5.13 Maintenance of Existence. The District covenants and agrees to take no action to terminate its existence as a public body corporate and politic so long as any Bonds or other Securities remain Outstanding.

Section 5.14 Continuing Disclosure. The District covenants and agrees to comply with the Continuing Disclosure Agreement, provided that failure to do so shall not constitute an Event of Default.

Section 5.15 Tax Covenant. The District covenants for the benefit of the Owners of the Bonds that it will not take any action or omit to take any action with respect to the Bonds, the proceeds thereof, any other funds of the District or any project financed or refinanced by the proceeds of the Bonds if such action or omission (i) would cause the interest on the Bonds to lose its exclusion from gross income for federal income tax purposes under Section 103 of the Tax Code, (ii) would cause interest on the Bonds to lose its exclusion from alternative minimum taxable income as defined in Section 55(b)(1)(D) of the Tax Code, or (iii) would cause interest on the Bonds to lose its exclusion from Colorado taxable income or Colorado alternative minimum taxable income under present Colorado law.

In furtherance of this covenant, the District agrees to comply with the procedures set forth in the 2023 Tax Compliance Certificate. The foregoing covenant shall remain in full force and effect notwithstanding the payment in full or defeasance of the Bonds until the date on which all obligations of the District in fulfilling the above covenant under the Tax Code and Colorado law have been met.

Section 5.16 Superior Obligations The District covenants and agrees that it shall not issue Securities payable from and having a lien on all or a portion of the Pledged

Revenues that is superior or senior to the lien thereon of the Bonds except for Securities issued to refund, in whole or in part, Outstanding Senior Debt, provided that after the issuance of such refunding bonds, the debt service payable in each Bond Year on all Senior Debt Outstanding after the issuance of such refunding bonds shall not exceed the debt service payable in each Bond Year on all Senior Debt Outstanding prior to the issuance of such refunding bonds. Notwithstanding the foregoing, the District may enter into Senior Financial Products Agreements and Senior Credit Facility Agreements relating to the Senior Debt.

Section 5.17 Subordinate Obligations. The District may issue at any time Subordinate Lien Obligations and enter into Subordinate Financial Products Agreements and Subordinate Credit Facility Obligations, provided that no events of default have occurred and are continuing under the Senior Bond Resolution, this Indenture, any Parity Bond Resolutions, any Parity Bond Indentures, any Parity Financial Products Agreements or any Parity Credit Facility Obligations.

ARTICLE VI

EVENTS OF DEFAULT AND REMEDIES

Section 6.01 Events of Default. Each of the following shall be an "Event of Default" hereunder:

(a) If payment of the principal of any Bond is not made when it becomes due and payable at maturity or upon call for redemption;

(b) If payment of interest on any Bond is not made when it becomes due and payable;

(c) Default in the performance or observance of any other covenants, agreements or conditions on the part of the District set forth in this Indenture (other than Section 5.14 hereof relating to the Continuing Disclosure Agreement), or the Bonds and failure to remedy the same after notice thereof pursuant to Section 6.12 hereof; or

(d) The District shall file a petition or answer seeking reorganization or arrangement under the United States Bankruptcy Code or any other applicable law of the United States of America, or if a court of competent jurisdiction shall approve a petition, filed with or without the consent of the District, seeking reorganization of the District under the United States Bankruptcy Code or any other applicable law of the United States, or if, under the provisions of any other law for the relief or aid of debtors, any court of competent jurisdiction shall assume custody or control of the District, or of any of the Pledged Revenues and any such petition filed against the District or order or decree is not dismissed, stayed or otherwise nullified within sixty days after such action is taken.

Section 6.02 Remedies. If any Event of Default has occurred and is continuing, the Trustee in its discretion may, and upon the written request of the Owners of not less than 25% in aggregate principal amount of all Bonds then Outstanding and receipt of indemnity to its satisfaction shall, in its own name:

(a) By mandamus, or other suit, action or proceeding at law or in equity, enforce all rights of the Owners of the Bonds, including the right to require the District to carry out the provisions of this Indenture for the benefit of the Owners of the Bonds and to perform its duties under the Act;

(b) Bring suit upon the Bonds;

(c) By action or suit in equity require the District to account as if it were the trustee of an express trust for the Owners of the Bonds; or

(d) By action or suit in equity enjoin any acts or things which may be unlawful or in violation of the rights of the Owners of the Bonds.

All such proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all Owners of the Bonds and any other Parity Bonds and any Parity Credit Facility Obligation relating thereto and the Providers of any Parity Financial Products Agreements, subject to any superior rights of the owners of the Senior Debt then Outstanding and any outstanding Senior Financial Products Agreements and Senior Credit Facility Agreements relating to the Senior Debt.

This Indenture shall not be construed to permit the Trustee, the Owners of the Bonds or any other Person to declare the Debt Service Requirements of the Bonds to be due and payable prior to their scheduled payment dates upon the occurrence of an Event of Default or for any other reason.

Nothing herein shall be deemed to authorize the Trustee to authorize or consent to or accept or adopt on behalf of any Owner any plan of reorganization, arrangement, adjustment, or composition affecting the Bonds or the rights of any Owner thereof, or to authorize the Trustee to vote in respect of the claim of any Owner in any such proceeding without the approval of the Owners so affected.

Section 6.03 Appointment of Receivers. Upon the occurrence of an Event of Default, and upon the filing of a suit or other commencement of judicial proceedings to enforce the rights of the Trustee and of the Owners of the Bonds under this Indenture, the Trustee shall be entitled, as a matter of right, to the appointment of a receiver or receivers of the Pledged Revenues and of the revenues, earnings, income, products and profits thereof, pending a determination of such proceedings, with such powers as the court making such appointment shall confer.

Section 6.04 Discontinuance of Proceedings by Trustee. If any proceeding commenced by the Trustee on account of any Event of Default is discontinued or is determined adversely to the Trustee, the District, the Trustee and the Owners of the Bonds shall be restored to their former positions and rights hereunder as though no such proceedings had been commenced.

Section 6.05 Owners May Direct Proceedings. The Owners of a majority in aggregate principal amount of the Bonds Outstanding hereunder shall have the right, after furnishing indemnity satisfactory to the Trustee, to direct the method and place of conducting all remedial proceedings by the Trustee hereunder, provided that such direction shall not be in conflict with any rule of law or with this Indenture or unduly prejudice the rights of minority Owners.

Section 6.06 Limitations on Actions by Owners of Bonds. No Owner of a Bond shall have any right to pursue any remedy hereunder unless:

(a) the Trustee shall have been given written notice of an Event of Default;

(b) the Owners of at least 25% in aggregate principal amount of all Bonds then Outstanding shall have requested the Trustee, in writing, to exercise the powers hereinabove granted or to pursue such remedy in its or their name or names;

(c) the Trustee shall have been offered indemnity satisfactory to it against costs, expenses and liabilities; and

(d) the Trustee shall have failed to comply with such request within a reasonable time.

Notwithstanding the foregoing provisions of this Section or any other provision of this Indenture, the obligation of the District shall be absolute and unconditional to pay hereunder, but solely from the Pledged Revenues, the Debt Service Requirements of the Bonds to the respective Owners thereof on the respective due dates thereof, and nothing herein shall affect or impair the right of action, which is absolute and unconditional, of such Owners to enforce such payment.

Section 6.07 Trustee May Enforce Rights Without Possession of Bonds. All rights under this Indenture and the Bonds may be enforced by the Trustee without the possession of any Bonds or the production thereof at the trial or other proceedings relative thereto, and any proceeding instituted by the Trustee shall be brought in its name for the ratable benefit of the Owners of the Bonds.

Section 6.08 Remedies Not Exclusive. No remedy herein conferred is intended to be exclusive of any other remedy or remedies, and each remedy is in addition to every other remedy given hereunder or now or hereafter existing at law or in equity or by statute.

Section 6.09 Delays and Omissions Not to Impair Rights. No delays or omissions in respect of exercising any right or power accruing upon any Event of Default shall impair such right or power or be a waiver of such default, and every remedy given by this Article VI may be exercised from time to time and as often as may be deemed expedient.

Section 6.10 Application of Moneys in Event of Default. Except as provided in Section 6.13 hereof, any moneys received by the Trustee under this Article VI shall be deposited in the Bond Fund, and into bond funds or similar funds established for other Parity Bonds then Outstanding, pro rata based upon the aggregate principal amount of the Bonds and Parity Bonds then Outstanding. Except as hereinafter provided, amounts on deposit in the Bond Fund, and any amounts remaining on deposit in the Costs of Issuance Fund upon the occurrence and continuation of an Event of Default hereunder, shall be applied in the following order:

(a) To the payment of the reasonable fees and costs of the Trustee, the Paying Agent and the Registrar;

(b) Unless the principal of all the Bonds shall have become due, all such moneys shall be applied;

FIRST - To the payment to the Persons entitled thereto of all installments of interest then due on the Bonds, in the order of the maturity of the installments of such interest and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment ratably, according to the amounts due on such installment, to the Persons entitled thereto, without any discrimination or privilege; and

SECOND - To the payment to the Persons entitled thereto of the unpaid principal of and premium, if any, on any of the Bonds which shall have become due (other than Bonds matured or called for redemption for the payment of which moneys are held pursuant to the provisions of this Indenture), in the order of their due dates with interest on the unpaid principal and premium, if any, on such Bonds from the respective dates upon which they became due, to the extent permitted by law, at the rate of interest borne by the respective Bond and, if the amount available shall not be sufficient to pay in full Bonds due on any particular date, together with such interest, then to the payment ratably, according to the amount of principal due on such date, to the Persons entitled thereto without any discrimination or privilege; and

(c) If the principal of all the Bonds shall have become due, all such moneys shall be applied to the payment of the principal and interest then due and unpaid upon the Bonds without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due, respectively, for principal and interest to the Persons entitled thereto without any discrimination or privilege, with interest on overdue installments of interest and principal from the respective dates upon which they became due, to the extent permitted by law, at the rate of interest borne by the respective Bond.

Whenever moneys are to be applied pursuant to the provisions of this Section, such moneys shall be applied at such times, and from time to time, as the Trustee shall determine, having due regard to the amount of such moneys available for application and the likelihood of additional moneys becoming available for such application in the future. Whenever the Trustee shall apply such funds, it shall fix the date (which shall be an Interest Payment Date unless it shall deem another date more suitable) upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such dates shall cease to accrue. The Trustee shall give such notice as it may deem appropriate of the deposit with it of any such moneys and of the fixing of any such date, and shall not be required to make payment to the Owner of any Bond until such Bond shall be presented to the Trustee for appropriate endorsement or for cancellation if fully paid.

After the Debt Service Requirements of all Outstanding Bonds shall have been paid or provided for, and all payments required by any Credit Facility Obligations relating to the Bonds and all Financial Products Payments due and owing pursuant to any Financial Products Agreement relating to the Bonds have been paid or provided for, the surplus, if any, shall be paid to the District or the Persons lawfully entitled to receive the same as a court of competent jurisdiction may direct.

Section 6.11 Waivers of Events of Default. The Trustee may, at its discretion, waive any Event of Default hereunder and its consequences and, notwithstanding anything to the contrary in Section 6.02 hereof, shall do so upon the written request of the Owners of (i) not less than a majority in aggregate principal amount of all Outstanding Bonds in respect of which an Event of Default in the payment of any Debt Service Requirements of the Bonds exists, or (ii) not less than a majority in aggregate principal amount of all Outstanding Bonds in the case of any other Event of Default; provided, however, that there shall not be waived any Event of Default in the payment of the Debt Service Requirements of any Outstanding Bonds unless prior to such waiver or rescission, all arrears of principal and interest, and all fees and expenses of the Trustee in connection with such Event of Default or otherwise in connection with the performance of the Trustee's duties hereunder, shall have been paid or provided for. In case of any such waiver or rescission, the District, the Trustee and the Owners of the Bonds shall be restored to their former positions and rights hereunder, respectively, but no such waiver or rescission shall extend to any subsequent or other Event of Default or impair any right consequent thereon.

Section 6.12 Notice of Defaults Under Section 6.01(c); Opportunity of District to Cure Such Defaults. Anything herein to the contrary notwithstanding, no default under Section 6.01(c) hereof shall constitute an Event of Default until actual notice of such default by registered or certified mail shall be given to the District by the Trustee or by the Owners of not less than 25% in aggregate principal amount of all Outstanding Bonds, and the District shall have had 30 days after receipt of such notice to correct said default or cause said default to be corrected, and shall not have corrected said default or caused said default to be corrected within the applicable period; provided, however, if said default is such that it cannot be corrected within the applicable period, it shall not constitute an Event of Default if corrective action is instituted by the District within the applicable period and diligently pursued until the default is corrected.

Section 6.13 Priority of Senior Debt. Notwithstanding any provisions contained in this Article VI to the contrary, upon the occurrence of an Event of Default, the rights and remedies of the Owners of the Bonds shall be subject to the superior rights and priority of the owners of any Senior Debt then Outstanding with respect to the Sales Tax Revenues attributable to the 0.6% Sales Tax, if such Event of Default also constitutes an event of default under the Senior Bond Resolution.

ARTICLE VII

THE TRUSTEE

Section 7.01 Acceptance of Trusts. The Trustee hereby accepts the trusts imposed upon it by this Indenture, and agrees to perform said trusts, but only upon and subject to the following express terms and conditions:

(a) The Trustee, prior to the occurrence of an Event of Default and after the curing of all Events of Default which may have occurred, undertakes to perform such duties and only such duties as are specifically set forth in this Indenture. In case an Event of Default has occurred (which has not been cured or waived), the Trustee shall exercise such of the rights and powers vested in it by this Indenture, and use the same degree of care and skill in the exercise of such rights and powers, as a reasonable and prudent person would exercise or use under the circumstances in the conduct of his or her own affairs.

(b) The Trustee may execute any of the trusts or powers of this Indenture and perform any of its duties by or through attorneys, agents or receivers, and shall not be responsible for the conduct of any such attorney, agent or received selected by it with due care, and shall be entitled to advice of counsel concerning its duties hereunder, and may in all cases pay such reasonable compensation to all such attorneys, agents or receivers as may reasonably be employed in connection with the trusts hereof. The Trustee may act upon the opinion or advice of any attorney (who may be the attorney or attorneys for the District) approved by the Trustee in the exercise of reasonable care. The Trustee shall not be responsible for any loss or damage resulting from any action or inaction in good faith in reliance upon such opinion or advice.

(c) The Trustee shall not be responsible for any recital herein or in the Bonds (except with respect to the certificate of authentication of the Trustee endorsed on the Bonds), or for the validity of the execution by the District of this Indenture or instruments of further assurance, or for the sufficiency of the security for the Bonds issued hereunder or intended to be secured hereby, and the Trustee shall not be bound to ascertain or inquire as to the performance or observance of any covenants, conditions or agreements on the part of the District, except as hereinafter set forth; but the Trustee may require of the District full information and advice as to the performance of the covenants, conditions and agreements aforesaid. The Trustee shall have no obligation to perform any of the duties of the District hereunder.

(d) The Trustee shall not be accountable for the use of any Bonds authenticated or delivered hereunder or the use of the proceeds thereof by the District. The Trustee may become the Owner of Bonds secured hereby and may otherwise deal with the District with the same rights which it would have if it were not the Trustee.

(e) The Trustee shall be protected in acting upon any notice, request, consent, certificate, order, affidavit, letter, telegram or other paper or document believed to be genuine and correct and to have been signed or sent by the proper Person or Persons. Any action taken by the Trustee pursuant to this Indenture upon the request or authority or consent of any Person who at the time of making such request or giving such authority or consent is the Owner of any Bond shall be conclusive and binding upon all future Owners of the same Bond and upon Bonds issued in exchange therefor or in place thereof. The Trustee shall be entitled to written direction from the District for any action to be taken hereunder by the Trustee at the request of the District.

(f) As to the existence or nonexistence of any fact or as to the sufficiency or validity of any instrument, paper or proceeding, the Trustee shall be entitled to rely upon a certificate signed by the District Representative as sufficient evidence of the facts therein contained and prior to the occurrence of an Event of Default of which the Trustee has been notified as provided in Section 7.01(h) hereof, or of which by Section 7.01(h) hereof it shall be deemed to have notice, may also accept a similar certificate to the effect that any particular dealing, transaction or action under this Indenture is necessary or expedient, but may at its discretion secure such further evidence deemed by it to be necessary or advisable, but shall in no case be bound to secure the same. The Trustee may accept a certificate of any of the officials of the District who executed the Bonds (or their successors in office) under the seal of the District to the effect that a resolution in the form therein set forth has been adopted by the District as conclusive evidence that such resolution has been duly adopted and is in full force and effect.

(g) The permissive right of the Trustee to do things enumerated in this Indenture shall not be construed as a duty, and the Trustee shall not be answerable for other than its negligence or willful misconduct.

(h) The Trustee shall not be required to take notice or be deemed to have notice of any Event of Default hereunder (except an Event of Default under subsection (a) or (b) of Section 6.01 hereof or failure to file with the Trustee any document required by this Indenture to be so filed subsequent to the issuance of the Bonds, of which Events of Default the Trustee shall be deemed to have notice) unless the Trustee shall be specifically notified in writing of such Event of Default by the District or by the Owners of at least 25% in aggregate principal amount of Outstanding Bonds, and all notices or other instruments required by this Indenture to be delivered to the Trustee, must, in order to be effective, be delivered at the Principal Corporate Trust Office of the Trustee, and in the absence of such notice so delivered the Trustee, may conclusively assume there is no Event of Default except as aforesaid.

(i) At any and all reasonable times the Trustee and its duly authorized agents, attorneys, experts, engineers, accountants and representatives shall have the right fully to inspect any and all of the books and records of the District pertaining to the 2023 Refunding Project, the Pledged Revenues and the Bonds, and to make such copies and memoranda from and with regard thereto as may be desired.

(j) The Trustee shall not be required to give any bond or surety in respect of the execution of the said trusts and powers or otherwise in respect of the premises.

(k) Notwithstanding anything elsewhere in this Indenture with respect to the authentication of any Bonds, the withdrawal of any cash, the release of any property or any action whatsoever within the purview of this Indenture, the Trustee shall have the right, but shall not be required, to demand any showings, certificates, opinions, appraisals or other information, or corporate action or evidence thereof, in addition to that by the terms hereof required as a condition of such action, deemed desirable by the Trustee for the purpose of establishing the right of the District to the authentication of any Bonds, the withdrawal of any cash or the taking of any other action by the Trustee.

(l) Before taking any of the actions referred to in Sections 6.02, 6.03, 6.05, 6.06 or 7.03 hereof, the Trustee may require that a satisfactory instrument of indemnity be furnished for the reimbursement of all expenses which it may be caused to incur and to protect it against all liability, except liability which is adjudicated to have resulted from its negligence or misconduct in connection with any such action.

(m) All moneys received by the Trustee shall, until used or applied as provided herein, be held in trust for the purposes for which they were received.

(n) The Trustee shall have no responsibility or liability with respect to any information, statements or recitals in any offering memorandum or other disclosure material prepared or distributed with respect to the issuance of the Bonds.

(o) The Trustee shall have the right to accept and act upon instructions, including without limitation funds transfer instructions ("Instructions") given pursuant to this Indenture and delivered using Electronic Means; provided, however, that the District shall provide to the Trustee an incumbency certificate listing officers with the authority to provide such Instructions ("Authorized Officers") and containing specimen signatures of such Authorized Officers, which incumbency certificate shall be amended by the District, whenever a person is to be added or deleted from the listing. If the District elects to give the Trustee Instructions using Electronic Means, the Trustee's reasonable understanding of such Instructions shall be deemed controlling. The District understands and agrees that the Trustee cannot determine the identity of the actual sender of such Instructions and that the Trustee shall conclusively presume that directions that purport to have been sent by an Authorized Officer listed on the incumbency certificate provided to the Trustee have been sent by such Authorized Officer. The District shall be responsible for ensuring that only Authorized Officers transmit such Instructions to the Trustee and that the District and all Authorized Officers are solely responsible to safeguard the use and confidentiality of applicable user and authorization codes, passwords and/or authentication keys upon receipt by the District. The Trustee shall not be liable for any losses, costs or expenses arising directly or indirectly from the Trustee's reliance upon and compliance with such Instructions notwithstanding such directions conflict or are inconsistent with a subsequent written instructions, provided, however, that if the Trustee receives Instructions by Electronic Means, then subsequently receives inconsistent or conflicting Instructions, the Trustee shall rely and act on such subsequent written Instructions to the extent that it has not already acted upon the previously received Instructions. The District agrees: (i) to assume all risks arising out of the use of Electronic Means to submit Instructions to the Trustee, including without limitation the risk of the Trustee acting on unauthorized Instructions, and the risk of interception and misuse by third parties; (ii) that it is fully informed of the protections and risks associated with the various methods of transmitting Instructions to the Trustee and that there may be more secure methods of transmitting Instructions than the method(s) selected by the District; (iii) that the security procedures (if any) to be followed in connection with its transmission of Instructions provide to it a commercially reasonable degree of protection in light of its particular needs and circumstances; and (iv) to notify the Trustee immediately upon learning of any compromise or unauthorized use of the security procedures.

Section 7.02 Fees, Charges and Expenses of Trustee. The Trustee shall be entitled to payment and reimbursement for reasonable fees for its services rendered hereunder and all advances, reasonable counsel fees and expenses and other expenses reasonably and necessarily made or incurred by the Trustee in connection with such services. When the Trustee incurs expenses or renders services after the occurrence of an Event of Default, such expenses and the compensation for such services are intended to constitute expenses of administration under any federal or state bankruptcy, insolvency, arrangement, moratorium, reorganization or other debtor relief law.

Section 7.03 Intervention by Trustee. In any judicial proceeding which in the opinion of the Trustee and its counsel has a substantial bearing on the interests of the Owners of the Bonds, the Trustee may intervene on behalf of the Owners of the Bonds and shall do so if requested in writing by the Owners of at least 25% in aggregate principal amount of Outstanding Bonds and if indemnified as provided in Section 7.01(l) hereof.

Section 7.04 Successor Trustee. Any corporation or association into which the Trustee may be converted or merged, or with which it may be consolidated, or to which it may sell or transfer its corporate trust business and assets as a whole or substantially as a whole, or any corporation or association resulting from any such conversion, sale, merger, consolidation or transfer to which it is a party, shall be and become successor Trustee hereunder and vested with all the trusts, powers, discretions, immunities, privileges and all other matters as was its predecessor, without the execution or filing of any instrument or any further act, deed or conveyance on the part of any of the parties hereto.

Section 7.05 Resignation by Trustee. The Trustee may at any time resign from the trusts hereby created by giving 45 days' written notice by first class mail to the District and to the Owner of each Bond as shown by the registration records; provided that such resignation shall not take effect until the appointment of a successor trustee as provided in Section 7.07 hereof. Upon any such resignation, the Trustee shall be deemed to have resigned as trustee under the Senior Bond Resolution, any Parity Bond Resolutions and any Parity Bond Indentures.

Section 7.06 Removal of Trustee. So long as any Senior Debt remains Outstanding, the Trustee and the Senior Debt Trustee shall be the same entity. The Trustee may be removed at any time by the District for any reason upon 30 days prior written notice to the Trustee, but only upon the simultaneous removal of the Senior Debt Trustee in accordance with the provisions of the Senior Bond Resolution. The Trustee may also be removed at any time by an instrument or concurrent instruments in writing delivered to the Trustee and to the District and signed by the Owners (or by their attorneys in fact duly authorized) of at least a majority in aggregate principal amount of Outstanding Bonds, provided, however, that so long as any Senior Debt remains Outstanding, such removal shall not be effective unless the owners of at least a majority in aggregate principal amount of such outstanding Senior Debt consent to the simultaneous removal of the Senior Debt Trustee under the Senior Bond Resolution. If the owners of the Senior Debt remove the Senior Debt Trustee under the Senior Bond Resolution in accordance with the provisions therewith, the Trustee shall be deemed to have been removed hereunder. Upon any removal of the Trustee under this Indenture, the Trustee shall be deemed to be removed as trustee under the Senior Bond Resolution, any Parity Bond Resolutions and any Parity Bond Indentures. No removal of the Trustee shall be effective until the appointment of a successor Trustee as provided in Section 7.07 hereof.

Section 7.07 Appointment of Successor Trustee. In case the Trustee shall resign or be removed, a successor may be appointed by the District. If the District fails to make such appointment within 30 days after such resignation or removal, (a) the Trustee may petition a court of competent jurisdiction for the appointment of a successor or (b) the Owners of at least a majority in aggregate principal amount of Outstanding Bonds, by an instrument or concurrent instruments in writing signed by such Owners, or by their attorneys in fact duly authorized, a copy of which shall be delivered personally or sent by registered mail to the District, may make such appointment. Any successor Trustee appointed pursuant to the provisions of this Section shall also be appointed as trustee under the Senior Bond Resolution, any Parity Bond Resolutions and any Parity Bond Indentures. Any such successor Trustee shall be a trust company or bank organized and in good standing under the laws of the United States or one of the states thereof, duly authorized to exercise trust powers and subject to examination by federal or state authority and shall have a reported capital and surplus of not less than $75,000,000.

Section 7.08 Acceptance by Any Successor Trustee. Every successor Trustee appointed shall execute, acknowledge and deliver to its predecessor and also to the District an instrument in writing accepting such appointment, and thereupon such successor, without any further act, deed or conveyance, shall become fully vested with all the estates, properties, rights, powers, trusts, duties, and obligations of its predecessor; but such predecessor shall, nevertheless, on the written request of the District, or of its successor, execute and deliver an instrument transferring to such successor all the estates, properties, rights, powers and trusts of such predecessor hereunder; and every predecessor Trustee shall deliver all securities and moneys held by it as the Trustee hereunder to its successor. Should any instrument in writing from the District be required by any successor Trustee for more fully and certainly vesting in such successor the estates, rights, powers and duties hereby vested or intended to be vested in the predecessor, any and all such instruments in writing shall, on request, be executed, acknowledged and delivered by the District.

Section 7.09 Negative Pledge. The Trustee covenants that, except as specifically provided in this Indenture, it shall not create, assume or incur or suffer to be created, assumed or incurred any mortgage or pledge of, security interest in or lien or encumbrance on the Funds or the Rebate Fund or the Tender Option Purchase Fund.

Section 7.10 Indemnification; Limited Liability of Trustee. To the extent permitted by law, subject to appropriation by the District, and without waiving any provision of the Colorado Governmental Immunity Act, C.R.S. 24-10-101, et seq. the District covenants and agrees to indemnify and save the Trustee, and its officers, directors, employees, attorneys, agents and receivers, harmless against any loss, expense (including, without limitation, reasonable legal fees and expenses) and liabilities which it may incur arising out of or in connection with (i) the exercise and performance of its powers and duties hereunder, (ii) the sale of any Bonds and the carrying out of the transactions contemplated by the Bonds or related documents, or (iii) any untrue statement or alleged untrue statement of material fact or omission or alleged omission to state a material fact necessary to make the statement made, in light of the circumstances under which they were made, not misleading in any official statement or other disclosure document utilized in connection with the sale of the Bonds, including the reasonable costs and expenses of defending against any claim of liability, but excluding any and all losses, expenses and liabilities which are due to the negligence or willful misconduct of the Trustee, its officers, directors, employees or agents. No provision in this Indenture shall require the Trustee to risk or expend its own funds or otherwise incur any financial liability hereunder. The Trustee shall not be liable for any action taken or omitted to be taken by it in accordance with the direction of the Owners of the Bonds pursuant to the provisions of this Indenture relating to the time, method and place of conducting any proceeding or remedy available to the Trustee under this Indenture. This Section 7.10 shall survive the termination of this Indenture and the earlier removal or resignation of the Trustee.

Section 7.11 Force Majeure. The Trustee shall not be considered in breach of or in default hereunder or progress in respect thereto in the event of enforced delay in the performance of such obligations due to unforeseeable causes beyond its control and without its fault or negligence, including without limitation, acts of God, terrorism, war, riots, strikes, fire, floods, earthquakes, epidemics or other like occurrences beyond the control of the Trustee.

ARTICLE VIII

SUPPLEMENTAL INDENTURES

Section 8.01 Supplemental Indentures Not Requiring Consent of Owners of Bonds. The District and the Trustee may, without the consent of, or notice to, any of the Owners of the Bonds, enter into a Supplemental Indenture for any one or more of the following purposes:

(a) To cure any ambiguity or formal defect or omission in this Indenture;

(b) To grant to or confer upon the Trustee for the benefit of the Owners of the Bonds any additional rights, remedies, powers or authorities that may lawfully be granted to or conferred upon the Owners of the Bonds or the Trustee;

(c) To subject to this Indenture additional revenues, properties or collateral;

(d) To modify, amend or supplement this Indenture in such manner as to permit the qualification hereof under the Trust Indenture Act of 1939, as amended, or any similar federal statute hereafter in effect or to permit the qualification of the Bonds for sale under the securities laws of any of the states of the United States;

(e) In order to preserve or protect the excludability from gross income for federal income tax purposes of interest on the Bonds; or

(f) To make any other amendment to the terms and provisions of this Indenture if such amendment is necessary or desirable and is not materially adverse to the interests of the Owners of the Bonds.

Section 8.02 Supplemental Indentures Requiring Consent of Owners of Bonds. Subject to the terms and provisions set forth in this Section, the Owners of not less than a majority in aggregate principal amount of the Outstanding Bonds shall have the right, from time to time, to consent to and approve the execution by the District and the Trustee of such other Supplemental Indentures as shall be deemed necessary and desirable by the District for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions set forth in this Indenture; provided, however, that without the consent of the Owners of all the Bonds Outstanding affected thereby, nothing in this Indenture shall permit, or be construed as permitting:

(a) An extension of the maturity of the principal of, or the interest on, any Bond, or a reduction in the principal amount of or the rate of interest on, any Bond, or a privilege or priority of any Bond or Bonds over any other Bond or Bonds, or the deprivation of the Owner of any Bond of the lien hereby created on the Pledged Revenues; or

(b) A reduction in the aggregate principal amount of the Bonds required for consent to such Supplemental Indentures, or the creation of any lien on the Pledged Revenues or any part thereof, which is prior or superior to the lien of the Bonds, other than as created by this Indenture.

If at any time the District shall request the Trustee to enter into any such Supplemental Indenture for any of the purposes of this Section, the Trustee shall, upon being satisfactorily indemnified with respect to expenses, cause notice of the proposed execution of such Supplemental Indenture to be given by first class mail to the Owner of each Bond. Such notice shall briefly set forth the nature of the proposed Supplemental Indenture and shall state that copies thereof are on file at the Principal Corporate Trust Office of the Trustee for inspection by all Owners of the Bonds. If, within 60 days or such longer period as shall be prescribed by the District following such notice, the Owners of the requisite aggregate principal amount of the Bonds Outstanding at the time of the execution of any such Supplemental Indenture shall have consented to and approved the execution thereof as provided herein, no Owner of any Bond shall have any right to object to any of the terms and provisions contained therein, or the operation thereof, or in any manner to question the propriety of the execution thereof, or to enjoin or restrain the Trustee or the District from executing the same or from taking any action pursuant to the provisions thereof.

Section 8.03 Execution of Supplemental Indentures. The Trustee is authorized to join with the District in the execution of any such Supplemental Indenture and to make further agreements and stipulations which may be contained therein, but the Trustee shall not be obligated to enter into any such Supplemental Indenture which affects its rights, duties or immunities under this Indenture. Any Supplemental Indenture executed in accordance with the provisions of this Article shall thereafter form a part of this Indenture and all the terms and conditions contained in any such Supplemental Indenture as to any provision authorized to be contained therein shall be deemed to be part of this Indenture for any and all purposes. In case of the execution and delivery of any Supplemental Indenture, express reference may be made thereto in the text of the Bonds issued thereafter, if any, if deemed necessary or desirable by the Trustee.

Section 8.04 Trustee's Consents to Supplemental Indentures. In executing any Supplemental Indenture permitted by this Article, the Trustee shall be entitled to receive, and (subject to the provisions of Section 7.01 hereof) shall be fully protected in relying upon, an Opinion of Counsel stating that the execution and delivery of such Supplemental Indenture is authorized or permitted by this Indenture.

ARTICLE IX

DEFEASANCE

Section 9.01 Defeasance. If, when the Bonds shall become due and payable in accordance with their terms or otherwise as provided in this Indenture and the whole amount of the principal of, premium, if any, and interest due and payable upon all of the Bonds shall be paid, or provision shall have been made for the payment of the same, together with all other sums payable hereunder and all amounts due and owing to the Provider of any Credit Facility Obligation relating to the Bonds and all Financial Products Payments pursuant to Parity Financial Products Agreements relating to the Bonds shall have been paid or provided for, then all covenants, agreements and other obligations of the District to the Owners of Bonds and the providers of any such Credit Facility Obligation and Parity Financial Products Agreement shall thereupon cease, terminate and become void and be discharged and satisfied. In such event, subject to the provisions of Section 3.11 hereof, upon the request of the District, the Trustee shall assign and transfer to the District all property then held by it, shall execute such documents as may be reasonably required by the District, shall turn over to the District or to such Person as may be designated by the District Representative any surplus held by it in any Fund and the Rebate Fund. Upon such defeasance, all money held by or on behalf of the District hereunder may be used for any lawful purpose.

Any Bond shall, prior to the maturity or Redemption Date thereof, be deemed to have been paid within the meaning and with the effect expressed in this Section if: (i) in case such Bond is to be redeemed on any date prior to its maturity, the District shall have given to the Trustee irrevocable instructions to give notice of redemption of such Bond on said Redemption Date, such notice to be given in accordance with the provisions of Section 2.06 hereof; and (ii) there shall have been deposited in an Escrow Fund cash or Federal Securities, or both, in an amount sufficient (including the known minimum yield from Federal Securities in which such amount may be wholly or partially invested) to pay when due the Debt Service Requirements due and to become due on such Bond on and prior to the Redemption Date or maturity date thereof, as the case may be, as evidenced by a report of an independent firm of nationally recognized certified public accountants verifying the sufficiency of the Escrow Fund to pay the applicable Bonds in full on and prior to the Redemption Date or maturity date thereof, as the case may be. The Federal Securities shall not contain provisions permitting the redemption thereof at the option of the obligor and shall become due or be callable at the option of the holder at or prior to the respective times on which the proceeds thereof shall be needed to make such Debt Service Requirements. Neither such Federal Securities (or principal or interest payments received with respect thereto) nor moneys placed in such Escrow Fund shall be withdrawn or used for any purpose other than the payment of the Debt Service Requirements of such Bond and such Federal Securities or moneys shall be held in trust solely for the payment of such Debt Service Requirements of such Bond; provided, any cash received from the principal or interest payments on such Federal Securities if not then needed for such purpose shall, to the extent practicable, be reinvested in Federal Securities maturing at times and in amounts sufficient to pay when due the Debt Service Requirements to become due on such Bond on or prior to such Redemption Date or maturity date thereof, as the case may be. Any such Bond shall no longer be secured by or entitled to the benefits of this Indenture, except for the purpose of any payment from such moneys or Federal Securities placed in such Escrow Fund.

Upon compliance with the provisions of this Section with respect to all Bonds then Outstanding, this Indenture may be discharged in accordance with the provisions of this Section, but the liability of the District in respect of such Bonds shall continue provided that the Owners thereof shall thereafter be entitled to payment only out of such Escrow Fund.

In the event that there is a defeasance of only part of the Bonds, the Registrar shall, if requested by the District in writing, institute a system to preserve the identity of the individual Bonds or portions thereof so defeased, regardless of changes in Bond numbers attributable to transfers and exchanges of Bonds, and the Registrar shall be entitled to reasonable compensation and reimbursement of expenses from the District in connection with such system.

ARTICLE X

MISCELLANEOUS

Section 10.01 Consents of Owners of Bonds. Any consent, request, direction, approval, objection or other instrument required by this Indenture to be signed and executed by the Owners of any Bonds may be in any number of concurrent documents and may be executed by such Owner in person or by an agent appointed in writing. Proof of the execution of any such consent, request, direction, approval, objection or other instrument or of the written appointment of any such agent or the ownership of Bonds, if made in the following manner, shall be sufficient for any of the purposes of this Indenture, and shall be conclusive in favor of the Trustee with regard to any action taken by it under such request or other instrument, namely:

(a) The fact and date of the execution by any Person of any such writing may be proved by the certificate of any officer in any jurisdiction who by law has power to take acknowledgments within such jurisdiction that the Person signing such writing acknowledged before him or her the execution thereof, or by an affidavit of any witness to such execution; and

(b) The fact of ownership of Bonds and the amounts, numbers and other identification of such Bonds, and the dates of ownership of the same shall be proved by the registration records maintained by the Registrar.

Any consent or waiver by the Owner of any Bond shall be conclusive and binding upon such Owner and upon all future Owners of such Bond and of any Bond issued in replacement thereof, whether or not notation of such consent or waiver is made upon such Bond.

Section 10.02 District and Trustee Representatives. Whenever under the provisions hereof the approval of the District or the Trustee is required, or the District or the Trustee is required or authorized to take some action at the request or upon the approval of the other, unless otherwise provided, such approval or such request shall be given for the District by the District Representative and for the Trustee by any officer thereof, and the District, and the Trustee, as the case may be, shall be authorized to act on any such approval or request. The designation of the District Representative may be changed from time to time by furnishing a new certificate to the Trustee.

Section 10.03 Limitation of Rights. With the exception of any rights herein expressly conferred, nothing expressed or mentioned in or to be implied from this Indenture or the Bonds is intended or shall be construed to give to any Person other than the parties hereto, the Owners of the Bonds, and the providers of any Financial Products Agreement or Credit Facility any legal or equitable right, remedy or claim under or with respect to this Indenture or any covenants, conditions and provisions herein contained; this Indenture and all of the covenants, conditions and provisions hereof being intended to be and being for the sole and exclusive benefit of the parties hereto, the Owners of the Bonds, and the providers of any Financial Products Agreement or Credit Facility as provided herein.

Section 10.04 Severability. If any provision of this Indenture shall be held or deemed to be or shall, in fact, be invalid or unenforceable, the same shall not affect any other provision or provisions herein contained or render the same invalid or unenforceable to any extent whatever.

Section 10.05 Notices. Any notice, request, complaint, demand, or other communication shall be sufficiently given and shall be deemed given when delivered or mailed by first class mail, postage prepaid, addressed as follows: if to the District, to Regional Transportation District, 1660 Blake Street, Denver, Colorado 80202, Attention: Chief Financial Officer; and if to the Trustee, to The Bank of New York Mellon Trust Company, N.A., 102 2nd Street, Suite 2400, San Francisco, California 94105, Attention: Corporate Trust Administration. The District and the Trustee may designate by written notice given by each to the other any further means or communications or different addresses to which subsequent communications shall be sent.

Section 10.06 Payments Due on Holidays. If the date for making any payment or the last day for performance of any act or the exercise of any right, as provided in this Indenture, is not a Business Day, such payment may be made or act performed or right exercised on the next succeeding Business Day unless otherwise provided herein with the same force and effect as if done on the nominal date provided in this Indenture.

Section 10.07 Counterparts. This Indenture may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 10.08 Applicable Provisions of Law. This Indenture shall be governed by and construed in accordance with the laws of the State.

Section 10.09 Captions. The captions and headings in this Indenture are for convenience only and in no way define, limit or describe the scope or intent of any provisions or Sections of this Indenture.

Section 10.10 No Recourse. Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the Board, or any officer or agent of the District acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal, interest or prior redemption premiums, if any, on the Bonds. Such recourse shall not be available either directly or indirectly through the Board or the District, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Bonds and as a part of the consideration of their sale or purchase, any Person purchasing or selling such Bond specifically waives any such recourse.

Section 10.11 Electronic Signatures and Electronic Transactions. In the event that any individual who is authorized to execute this Indenture on behalf of the District or the Trustee is not able to be physically present to manually sign this Indenture, such individual is hereby authorized to execute this Indenture electronically via facsimile or email signature. The authorization to use electronic signatures is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act. Any electronic signature so affixed to this Indenture shall carry the full legal force and effect of any original, handwritten signature.

The transactions described herein may be conducted and related documents may be stored by electronic means. Copies, telecopies, facsimiles, electronic files and other reproductions of original executed documents shall be deemed to be authentic and valid counterparts of such original documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

Section 10.12 Recitals. The Recitals set forth in this Indenture are hereby incorporated by this reference and made a part of this Indenture.

IN WITNESS WHEREOF, the District has caused these presents to be executed in its name and attested by its duly authorized officials with its seal hereunto affixed; and to evidence its acceptance of the trusts hereby created, the Trustee has caused these presents to be executed in its corporate name, as of the date first above written.

REGIONAL TRANSPORTATION DISTRICT

By____

Chair, Board of Directors

[SEAL]

Attest:

____

Secretary, Board of Directors

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Trustee

By:____

Authorized Officer

[Signature page to Indenture of Trust]

EXHIBIT A

FORM OF BONDS

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the District or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

REGIONAL TRANSPORTATION DISTRICT
(COLORADO)

SALES TAX REVENUE REFUNDING BOND
(FASTRACKS PROJECT)
SERIES 2023A

R-__ $__________

Interest Rate	Maturity Date	Dated as of	CUSIP
_____%	November 1, 20___	[Closing Date], 2023	759136 ___

Registered Owner: Cede & Co.

Principal Amount:

Regional Transportation District (herein called the "District"), a public body politic and corporate and a political subdivision of the State of Colorado organized and existing under and by virtue of the laws of the State of Colorado, for value received hereby promises to pay to the Registered Owner specified above, or registered assigns, on the Maturity Date specified above (unless called for earlier redemption), but solely from the funds pledged therefor, the Principal Amount specified above and to pay to the Registered Owner hereof interest on such Principal Amount at the Interest Rate per annum specified above, payable on May 1 and November 1 in each year, beginning ___________ 1, 202__, until the District's obligation with respect to the payment of such Principal Amount shall be discharged.

This Bond is one of a duly authorized issue of bonds of the District designated as its "Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A" (the "Bonds") in the aggregate principal amount of $__________issued pursuant to the Regional Transportation District Act, being compiled as Article 9 of Title 32, Colorado Revised Statutes, as amended (herein called the "Act") and Title 11, Article 57, Part 2, Colorado Revised Statutes, as amended (the "Supplemental Act"), under and pursuant to a resolution of the District, adopted ___________ __, 2023 (the "Resolution"), a Sale Certificate executed in accordance with the Resolution, and an Indenture of Trust, dated as of [Closing Date], 2023 (the "Indenture") between the District and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee").

This Bond bears interest, matures, is payable, is subject to redemption prior to maturity, and is transferable as provided in the Indenture.

As provided in the Indenture, the Bonds are direct and special obligations of the District payable solely from and secured as to payment of the principal and redemption price thereof, and interest thereon, in accordance with their terms and the provisions of the Indenture solely from the Pledged Revenues, which include (i) the Sales Tax Revenues (as defined in the Indenture), (ii) moneys credited to or paid into and held in the 0.4% Sales Tax Increase Fund, the 0.6% Sales Tax Fund, the Bond Fund, and the Costs of Issuance Fund, (iii) all interest or investment income on such funds, to the extent that such moneys are at any time required to be deposited into and held in such funds, and (iv) any additional revenues legally available to the District which the Board of Directors of the District in its discretion may hereafter pledge to the payment of the Bonds.

Copies of the Resolution and the Indenture are on file at the office of the District and at the principal office of the Trustee or its successor as Trustee, and reference to the Resolution and the Indenture and any and all supplements thereto and modifications and amendments thereof and to the Act is made for a description of the pledge and assignment and covenants securing the Bonds, the nature, extent, priority, and manner of enforcement of such pledge and assignment, the rights and remedies of the registered owners of the Bonds with respect thereto, the limitations on such rights and remedies and the terms and conditions upon which the Bonds are issued thereunder.

As provided in the Indenture, the District may issue additional securities from time to time that are payable from and that have a lien on all or a portion of the Pledged Revenues that is on a parity with the lien thereon of the Bonds, subject to the provisions and limitations of the Indenture.

To the extent and in the manner permitted by the terms of the Indenture, the provisions of the Indenture, or any indenture amendatory thereof or supplemental thereto, may be modified or amended by the District, in certain circumstances without the consent of or notice to the owners of the Bonds, and in certain circumstances, only with the written consent of the owners of at least a majority in aggregate principal amount of the combined principal amount of the Bonds then outstanding under the Indenture.

The principal and interest on this Bond and the issue of which this Bond is one are payable solely from the Pledged Revenues under the Indenture and neither this Bond nor the issue of which it is part shall in any way create or constitute an indebtedness, liability or obligation of the State of Colorado or any political subdivision thereof except the District and no property of the District, except the Pledged Revenues, shall be liable to be forfeited or taken in payment of this Bond or the issue of which this Bond is one.

It is hereby certified and recited that all conditions, acts and things required by law, the Resolution and the Indenture to exist, to have happened and to have been performed precedent to and in the issuance of this Bond, exist, have happened and have been performed and that the issue of Bonds of which this is one, together with all other indebtedness of the District, complies in all respects with the applicable laws of the State of Colorado, including, particularly, the Act and the Supplemental Act. This Bond and the issue of which this Bond is one is issued under authority of the Act and, as provided in Section 32-9-135 of the Act, this recital shall conclusively impart full compliance with all the provisions of the Act, and this Bond and the issue of which this Bond is one shall be incontestable for any cause whatsoever after their delivery for value. This Bond and the issue of which this Bond is one is also issued pursuant to the Supplemental Act, and pursuant to Section 11-57-210 of the Supplemental Act, this recital shall be conclusive evidence of the validity and the regularity of the issuance of this Bond and the issue of which this Bond is one after their delivery for value.

The Act provides that neither the members of the Board of Directors of the District nor any person executing the securities of the District shall be liable personally on such securities by reason of the issuance thereof.

This Bond shall not be entitled to any benefit under the Indenture or be valid or become obligatory for any purpose until this Bond shall have been authenticated by the execution by the Trustee of the Trustee's Certificate of Authentication hereon.

IN WITNESS WHEREOF, REGIONAL TRANSPORTATION DISTRICT has caused this Bond to be signed and executed in the name and on behalf of the District, to be signed with the manual or facsimile signature of the Chair of the Board of Directors of the District and to be attested with the manual or facsimile signature of the Secretary of the Board of Directors of the District and has caused its corporate seal (or a facsimile thereof) to be hereunto affixed, imprinted, engraved or otherwise reproduced, all as of the date of delivery hereof.

REGIONAL TRANSPORTATION DISTRICT

By: ____
Chair
Board of Directors

[SEAL]

Attest:

By: ________________________________
Secretary
Board of Directors

[FORM OF CERTIFICATE OF AUTHENTICATION]

This Bond is one of the bonds delivered pursuant to the within-mentioned Indenture.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Trustee

Date: ______________________

By: ____
Authorized Signatory

[FORM OF ASSIGNMENT]

For value received, the undersigned hereby sells, assigns and transfers unto ____________________ the within bond and hereby irrevocably constitutes and appoints _______________ attorney, to transfer the same on the records of the Bond Registrar, with full power of substitution in the premises.

____

Dated: __________________

Signature Guaranteed by a member
of the Medallion Signature Program:

____

Address of transferee:
____
____
____

Social Security or other tax
identification number of transferee:

____

NOTE: The signature to this Assignment must correspond with the name as written on the face of the within bond in every particular, without alteration or enlargement or any change whatsoever.

EXCHANGE OR TRANSFER FEES MAY BE CHARGED

[END OF FORM OF BOND]

APPENDIX D

BOOK-ENTRY ONLY SYSTEM

DTC will act as securities depository for the 2023A Bonds. The 2023A Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the 2023A Bonds, in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of 2023A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the 2023A Bonds on DTC's records. The ownership interest of each actual purchaser of each 2023A Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the 2023A Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in 2023A Bonds, except in the event that use of the book-entry system for the 2023A Bonds is discontinued.

To facilitate subsequent transfers, all 2023A Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of 2023A Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the 2023A Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such 2023A Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of 2023A Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the 2023A Bonds, such as redemptions, tenders, defaults, and proposed amendments to the 2023A Bond documents. For example, Beneficial Owners of 2023A Bonds may wish to ascertain that the nominee holding the 2023A Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Registrar and request that copies of notices be provided directly to them.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the 2023A Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts 2023A Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, interest and redemption proceeds on the 2023A Bonds will be made to Cede& Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or the Paying Agent on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, interest or redemption proceeds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the 2023A Bonds at any time by giving reasonable notice to the District or the Registrar and Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, 2023A Bond certificates are required to be printed and delivered.

The District may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, 2023A Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy thereof.

APPENDIX E

FORM OF BOND COUNSEL OPINION

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FORM OF BOND COUNSEL OPINION

__________, 2023

Regional Transportation District
1660 Blake Street
Denver, Colorado 80202

$__________________
Regional Transportation District
(Colorado)
Sales Tax Revenue Refunding Bonds
(FasTracks Project)
Series 2023A

Ladies and Gentlemen:

We have acted as bond counsel to the Regional Transportation District (the "District"), in the State of Colorado, in connection with the District's issuance, of $____________ aggregate principal amount of the "Regional Transportation District (Colorado), Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A (the "Bonds"), pursuant to the Regional Transportation District Act, Section 32-9-101 et seq., Colorado Revised Statutes, as amended (the "Act"), an authorizing resolution (the "Bond Resolution") adopted by the Board of Directors of the District (the "Board") on July 25, 2023, and an Indenture of Trust, dated the date of issuance of the 2023A Bonds (the "Indenture" and, together with the Bond Resolution, the "Bond Documents"), between the District and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"). All capitalized terms used and not defined herein shall have the same meanings set forth in the Bond Documents.

The Bonds are being issued as fully registered bonds and are dated the date of issuance. The Bonds mature, bear interest, are payable and are subject to redemption, prior to maturity, in the manner and upon the terms set forth therein and in the Bond Documents.

We have examined the law and such certified proceedings and other instruments as we deem necessary to form an appropriate basis for us to render this opinion, including, without limitation, a certified transcript of the record of proceedings of the District taken preliminary to and in the authorization of the Bonds, the Bond Documents, the form of the Bonds, and certificates of officers of the District (specifically including a tax certificate) and of others delivered in connection with the issuance of the Bonds.

We have not been engaged and have not undertaken to review the accuracy, completeness or sufficiency of the Official Statement or other offering materials relating to the Bonds and we express no opinion herein relating to such matters. As to questions of fact material to our opinion, we have relied upon the representations of the District and other parties contained in the Bond Documents, certified proceedings, reports, certificates and other instruments (and have assumed the genuineness of signatures, the legal capacity of all natural persons, the accuracy, completeness and authenticity of original documents and the conformity with original documents of copies submitted to us) without undertaking to verify the same by independent investigation.

Based on the foregoing, it is our opinion that, as of the date hereof and under existing law:

1. The Bonds have been duly authorized, executed and delivered by the District, in accordance with law, including the Act, and in accordance with the Bond Documents, and are valid and binding special obligations of the District, payable solely from the sources provided therefor in the Bond Documents.

2. The Indenture has been duly authorized by the District and duly executed and delivered by authorized officials of the District and, assuming due authorization, execution and delivery by the Trustee, constitutes a valid and binding obligation of the District, enforceable in accordance with its terms.

3. The Sales Tax is a valid tax under Colorado law. The Indenture creates a valid pledge of the Pledged Revenues which include the moneys, securities and funds held or set aside under the Indenture for the benefit of the Bonds, subject to the terms and provisions set forth in the Indenture. The Indenture creates a valid lien on the Sales Tax Revenues for the security of the Bonds on a parity with the lien thereon of the Outstanding 2007A Bonds, 2010B Bonds, 2013A bonds, 2016A Bonds, 2017A Bonds, 2017B Bonds, 2019A Bonds, 2021A Bonds, 2021B Bonds, 2022A Bonds and 2022B Bonds and a valid lien on that portion of the Sales Tax Revenues derived from the 0.4% Sales Tax and, subordinate to the lien thereon of the Outstanding Senior Debt, on that portion of the Sales Tax Revenues derived from the 0.6% Sales Tax. Except as described in this paragraph, we express no opinion regarding the priority of the pledge of the Pledged Revenues or the lien on the Sales Tax Revenues securing the Bonds created pursuant to the Indenture.

5. The interest on the Bonds is excluded from gross income for federal income tax purposes, and is not a specific preference item for purposes of the federal alternative minimum tax. The foregoing opinion assumes compliance by the District with certain requirements of the Code that must be met subsequent to the issuance of the Bonds in order that the interest thereon be, or continue to be, excluded from gross income for federal income tax purposes. The District has covenanted to comply with such requirements of the Code. Failure to comply with such requirements could cause the interest on the Bonds to be includable in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. We express no opinion herein regarding other federal tax consequences arising with respect to the Bonds.

6. Interest on the Bonds is excluded from Colorado taxable income and Colorado alternative minimum taxable income under Colorado income tax laws. We express no opinion regarding other State or local tax consequences arising with respect to the Bonds, including whether interest on the Bonds is exempt from taxation under the laws of any jurisdiction other than the State.

It is to be understood that the rights of the owners of the Bonds and the enforceability of the Bonds and the Bond Documents may be subject to and limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted; and may also be subject to and limited by the exercise of judicial discretion, procedural and other defenses based on particular factual circumstances and equitable principles in appropriate cases, to the reasonable exercise by the State and its governmental bodies of the police power inherent in the sovereignty of the State, and to the exercise by the United States of powers delegated to it by the United States Constitution; and while certain remedies and other provisions of the Ordinance are subject to the aforesaid exceptions and limitations and, therefore, may not be enforceable in accordance with their respective terms, such unenforceability would not preclude the enforcement of the obligations of the District to pay the principal of, and premium, if any, and interest on, the Bonds from the Pledged Revenues.

We assume no obligation to advise you of any changes in the foregoing subsequent to the delivery of this opinion. This opinion has been prepared solely for your use and should not be quoted in whole or in part or otherwise be referred to, nor be filed with or furnished to any governmental agency or other person or entity, without the prior written consent of this firm; provided, however, that copies of this opinion may be included in the closing transcripts for the transactions relating to the Bonds.

Respectfully submitted,

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APPENDIX F

FORM OF CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (this "Disclosure Agreement"), dated as of [__], 2023, is executed and delivered by the Regional Transportation District (the "Issuer") and Digital Assurance Certification, L.L.C., as exclusive Disclosure Dissemination Agent (the "Disclosure Dissemination Agent" or "DAC") for the benefit of the Owners (hereinafter defined) of the Bonds (hereinafter defined) and in order to provide certain continuing disclosure with respect to the Bonds in accordance with Rule 15c2-12 of the United States Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time (the "Rule").

The services provided under this Disclosure Agreement solely relate to the execution of instructions received from the Issuer through use of the DAC system and do not constitute "advice" within the meaning of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Act"). DAC will not provide any advice or recommendation to the Issuer or anyone on the Issuer's behalf regarding the "issuance of municipal securities" or any "municipal financial product" as defined in the Act and nothing in this Disclosure Agreement shall be interpreted to the contrary. DAC is not a "Municipal Advisor" as such term is defined in Section 15B of the Securities Exchange Act of 1934, as amended, and related rules.

SECTION 1. Definitions. Capitalized terms not otherwise defined in this Disclosure Agreement shall have the meaning assigned in the Rule or, to the extent not in conflict with the Rule, in the Indenture (hereinafter defined). The capitalized terms shall have the following meanings:

"*Annual Filing Date*" means the date, set in Sections 2(a) and 2(f) hereof, by which the Annual Report is to be filed with the MSRB.

"*Annual Financial Information*" means annual financial information as such term is used in paragraph (b)(5)(i) of the Rule and specified in Section 3(a) of this Disclosure Agreement.

"*Annual Report*" means an Annual Report containing Annual Financial Information described in and consistent with Section 3 of this Disclosure Agreement.

"*Audited Financial Statements*" means the annual financial statements of the Issuer for the prior fiscal year, certified by an independent auditor as prepared in accordance with generally accepted accounting principles or otherwise, as such term is used in paragraph (b)(5)(i) of the Rule and specified in Section 3(b) of this Disclosure Agreement.

"*Board*" means the Board of Directors of the Issuer.

"*Bonds*" means the Issuer's Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A, issued pursuant to the Indenture, as listed on the attached Exhibit A, with the 9-digit CUSIP numbers relating thereto.

"*Certification*" means a written certification of compliance signed by the Disclosure Representative stating that the Annual Report, Audited Financial Statements, Notice Event notice, Failure to File Event notice, Voluntary Event Disclosure or Voluntary Financial Disclosure delivered to the Disclosure Dissemination Agent is the Annual Report, Audited Financial Statements, Notice Event notice, Failure to File Event notice, Voluntary Event Disclosure or Voluntary Financial Disclosure required to be submitted to the MSRB under this Disclosure Agreement. A Certification shall accompany each such document submitted to the Disclosure Dissemination Agent by the Issuer and include the full name of the Bonds and the 9-digit CUSIP numbers for all Bonds to which the document applies.

"*Disclosure Dissemination Agent*" means Digital Assurance Certification, L.L.C, acting in its capacity as Disclosure Dissemination Agent hereunder, or any successor Disclosure Dissemination Agent designated in writing by the Issuer pursuant to Section 9 hereof.

"*Disclosure Representative*" means the General Manager or Chief Financial Officer of the Issuer, or his or her designee, or such other person as the Issuer shall designate in writing to the Disclosure Dissemination Agent from time to time as the person responsible for providing Information to the Disclosure Dissemination Agent.

"*Failure to File Event*" means the Issuer's failure to file an Annual Report on or before the Annual Filing Date.

"*Financial Obligation*" as used in this Disclosure Agreement is defined in the Rule as (i) a debt obligation; (ii) derivative instrument entered into in connection with, or pledged as a security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term "Financial Obligation" shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

"*Force Majeure Event*" means: (i) acts of God, war, or terrorist action; (ii) failure or shut-down of the Electronic Municipal Market Access system maintained by the MSRB; or (iii) to the extent beyond the Disclosure Dissemination Agent's reasonable control, interruptions in telecommunications or utilities services, failure, malfunction or error of any telecommunications, computer or other electrical, mechanical or technological application, service or system, computer virus, interruptions in Internet service or telephone service (including due to a virus, electrical delivery problem or similar occurrence) that affect Internet users generally, or in the local area in which the Disclosure Dissemination Agent or the MSRB is located, or acts of any government, regulatory or any other competent authority the effect of which is to prohibit the Disclosure Dissemination Agent from performance of its obligations under this Disclosure Agreement.

"*Indenture*" means the Indenture of Trust, dated as of [CLOSING DATE], 2023, between the Issuer and the Trustee.

"*Information*" means, collectively, the Annual Reports, the Audited Financial Statements, the Notice Event notices, the Failure to File Event notices, the Voluntary Event Disclosures and the Voluntary Financial Disclosures.

"*MSRB*" means the Municipal Securities Rulemaking Board, or any successor thereto, established pursuant to Section 15B(b)(1) of the Securities Exchange Act of 1934. As of the date hereof, the MSRB's required method of filing is electronically via its Electronic Municipal Market Access (EMMA) system available on the Internet at http://emma.msrb.org.

"*Notice Event*" means any of the events enumerated in paragraph (b)(5)(i)(C) of the Rule and listed in Section 4(a) of this Disclosure Agreement.

"*Obligated Person*" means any person, including the Issuer, who is either generally or through an enterprise, fund, or account of such person committed by contract or other arrangement to support payment of all, or part of the obligations on the Bonds (other than providers of municipal bond insurance, letters of credit, or other liquidity facilities), as shown on Exhibit A.

"*Official Statement*" means the final Official Statement dated [__], 2023, together with any supplements thereto, delivered in connection with the original issuance and sale of the Bonds.

"*Owner*" means any person (a) having the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries) or (b) treated as the owner of any Bonds for federal income tax purposes.

"*Participating Underwriter*" means the original underwriters of the Bonds required to comply with the Rule in connection with an offering of the Bonds.

"*Rule*" means Rule 15c2-12(b)(5) adopted by the SEC under the Securities Exchange Act of 1934, as the same may be amended from time to time (17 C.F.R. Part 240 § 240.15c2-12).

"*SEC*" means the Securities and Exchange Commission.

"*Trustee*" means The Bank of New York Mellon Trust Company, N.A., and its successors and assigns, as trustee under the Indenture.

"*Voluntary Event Disclosure*" means information of the category specified in any of subsections (e)(vi)(1) through (e)(vi)(10) of Section 2 of this Disclosure Agreement that is accompanied by a Certification of the Disclosure Representative containing the information prescribed by Section 7(a) of this Disclosure Agreement.

"*Voluntary Financial Disclosure*" means information of the category specified in any of subsections (e)(vii)(1) through (e)(vii)(9) of Section 2 of this Disclosure Agreement that is accompanied by a Certification of the Disclosure Representative containing the information prescribed by Section 7(b) of this Disclosure Agreement.

SECTION 2. Provision of Annual Reports.

(a) The Issuer shall provide, annually, an electronic copy of the Annual Report and Certification to the Disclosure Dissemination Agent, together with a copy for the Trustee, not later than the Annual Filing Date. Promptly upon receipt of an electronic copy of the Annual Report and the Certification, the Disclosure Dissemination Agent shall provide an Annual Report to the MSRB not later than nine months after the end of each fiscal year of the Issuer, commencing with the fiscal year ending December 31, 2023. Such date and each anniversary thereof is the Annual Filing Date. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 3 of this Disclosure Agreement.

(b) If on the fifteenth (15th) day prior to the Annual Filing Date, the Disclosure Dissemination Agent has not received a copy of the Annual Report and Certification, the Disclosure Dissemination Agent shall contact the Disclosure Representative by telephone and in writing (which may be by e-mail) to remind the Issuer of its undertaking to provide the Annual Report pursuant to Section 2(a). Upon such reminder, the Disclosure Representative shall either (i) provide the Disclosure Dissemination Agent with an electronic copy of the Annual Report and the Certification no later than two (2) business days prior to the Annual Filing Date, or (ii) instruct the Disclosure Dissemination Agent in writing that the Issuer will not be able to file the Annual Report within the time required under this Disclosure Agreement, state the date by which the Annual Report for such year will be provided and instruct the Disclosure Dissemination Agent to immediately send a Failure to File Event notice to the MSRB in substantially the form attached as Exhibit

B, which may be accompanied by a cover sheet completed by the Disclosure Dissemination Agent in the form set forth in Exhibit C-1.

(c) If the Disclosure Dissemination Agent has not received an Annual Report and Certification by 6:00 p.m. Eastern time on the Annual Filing Date (or, if such Annual Filing Date falls on a Saturday, Sunday or holiday, then the first business day thereafter) for the Annual Report, a Failure to File Event shall have occurred and the Issuer irrevocably directs the Disclosure Dissemination Agent to immediately send a Failure to File Event notice to the MSRB in substantially the form attached as Exhibit B without reference to the anticipated filing date for the Annual Report, which may be accompanied by a cover sheet completed by the Disclosure Dissemination Agent in the form set forth in Exhibit C-1.

(d) If Audited Financial Statements of the Issuer are prepared but not available prior to the Annual Filing Date, the Issuer shall, when the Audited Financial Statements are available, provide at such time an electronic copy to the Disclosure Dissemination Agent, accompanied by a Certification, together with a copy for the Trustee, for filing with the MSRB.

(e) The Disclosure Dissemination Agent shall:

(i) verify the filing specifications of the MSRB each year prior to the Annual Filing Date;

(ii) upon receipt, promptly file each Annual Report received under Sections 2(a) and 2(b) hereof with the MSRB;

(iii) upon receipt, promptly file each Audited Financial Statement received under Section 2(d) hereof with the MSRB;

(iv) upon receipt, promptly file the text of each Notice Event received under Sections 4(a) and 4(b)(ii) hereof with the MSRB, identifying the Notice Event as instructed by the Issuer pursuant to Section 4(a) or 4(b)(ii) hereof (being any of the categories set forth below) when filing pursuant to Section 4(c) of this Disclosure Agreement:

1. "Principal and interest payment delinquencies;"

2. "Non-Payment related defaults, if material;"

3. "Unscheduled draws on debt service reserves reflecting financial difficulties;"

4. "Unscheduled draws on credit enhancements reflecting financial difficulties;"

5. "Substitution of credit or liquidity providers, or their failure to perform;"

6. "Adverse tax opinions, IRS notices or events affecting the tax status of the security;"

7. "Modifications to rights of securities holders, if material;"

8. "Bond calls, if material, and tender offers;"

9. "Defeasances;"

10. “Release, substitution, or sale of property securing repayment of the securities, if material;”

11. “Rating changes;”

12. “Bankruptcy, insolvency, receivership or similar event of the obligated person;”

13. “Merger, consolidation or acquisition of the obligated person, if material;”

14. “Appointment of a successor or additional trustee, or the change of name of a trustee, if material;”

15. “Incurrence of a Financial Obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the obligated person, any of which affect security holders, if material;” and

16. “Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the obligated person, any of which reflect financial difficulties.”

(v) upon receipt (or irrevocable direction pursuant to Section 2(c) of this Disclosure Agreement, as applicable), promptly file a completed copy of Exhibit B to this Disclosure Agreement with the MSRB, identifying the filing as “Failure to provide annual financial information as required” when filing pursuant to Section 2(b)(ii) or Section 2(c) of this Disclosure Agreement;

(vi) upon receipt, promptly file the text of each Voluntary Event Disclosure received under Section 7(a) hereof with the MSRB, identifying the Voluntary Event Disclosure as instructed by the Issuer pursuant to Section 7(a) (being any of the categories set forth below) when filing pursuant to Section 7(a) of this Disclosure Agreement:

1. “amendment to continuing disclosure undertaking;”

2. “change in obligated person;”

3. “notice to investors pursuant to bond documents;”

4. “certain communications from the Internal Revenue Service, other than those communications included in the Rule;”

5. “secondary market purchases;”

6. “bid for auction rate or other securities;”

7. “capital or other financing plan;”

8. “litigation/enforcement action;”

9. “change of tender agent, remarketing agent, or other on-going party;” and

10. “other event-based disclosures;”

(vii) upon receipt, promptly file the text of each Voluntary Financial Disclosure received under Section 7(b) hereof with the MSRB, identifying the Voluntary Financial Disclosure as instructed by the Issuer pursuant to Section 7(b) (being any of the categories set forth below) when filing pursuant to Section 7(b) of this Disclosure Agreement:

1. “quarterly/monthly financial information;”

2. “change in fiscal year/timing of annual disclosure;”

3. “change in accounting standard;”

4. “interim/additional financial information/operating data;”

5. “budget;”

6. “investment/debt/financial policy;”

7. “information provided to rating agency, credit/liquidity provider or other third party;”

8. “consultant reports;” and

9. “other financial/operating data.”

(viii) provide the Issuer evidence of the filings of each of the above when made, which shall be by means of the DAC system, for so long as DAC is the Disclosure Dissemination Agent under this Disclosure Agreement.

(f) The Issuer may adjust the Annual Filing Date upon change of its fiscal year by providing written notice of such change and the new Annual Filing Date to the Disclosure Dissemination Agent, Trustee and the MSRB, provided that the period between the existing Annual Filing Date and new Annual Filing Date shall not exceed one year.

(g) Anything in this Disclosure Agreement to the contrary notwithstanding, any Information received by the Disclosure Dissemination Agent before 6:00 p.m. Eastern time on any business day that it is required to file with the MSRB pursuant to the terms of this Disclosure Agreement and that is accompanied by a Certification and all other information required by the terms of this Disclosure Agreement will be filed by the Disclosure Dissemination Agent with the MSRB no later than 11:59 p.m. Eastern time on the same business day; provided, however, the Disclosure Dissemination Agent shall have no liability for any delay in filing with the MSRB if such delay is caused by a Force Majeure Event provided that the Disclosure Dissemination Agent uses reasonable efforts to make any such filing as soon as possible.

SECTION 3. Content of Annual Reports.

(a) Each Annual Report shall contain Annual Financial Information with respect to the Issuer, including updates of the type of information identified in Exhibit D hereto, which is contained in the indicated tables in the Official Statement.

(b) Audited Financial Statements will be included in the Annual Report. If audited financial statements are not available, then, unaudited financial statements, prepared in accordance with GAAP will be included in the Annual Report. In such event, Audited Financial Statements (if any) will be provided pursuant to Section 2(d).

Any or all of the items listed above may be included by specific reference from other documents, including official statements of debt issues with respect to which the Issuer is an "obligated person" (as defined by the Rule), which have been previously filed with the Securities and Exchange Commission or available on the MSRB Internet Website. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The Issuer will clearly identify each such document so incorporated by reference.

If the Annual Financial Information contains modified operating data or financial information different from the Annual Financial Information agreed to in the continuing disclosure undertaking related to the Bonds, the Issuer is required to explain, in narrative form, the reasons for the modification and the impact of the change in the type of operating data or financial information being provided.

SECTION 4. Reporting of Notice Events.

(a) The occurrence of any of the following events with respect to the Bonds constitutes a Notice Event:

1. Principal and interest payment delinquencies;

2. Non-payment related defaults, if material;

3. Unscheduled draws on debt service reserves reflecting financial difficulties;

4. Unscheduled draws on credit enhancements reflecting financial difficulties;

5. Substitution of credit or liquidity providers, or their failure to perform;

6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;

7. Modifications to rights of Bond holders, if material;

8. Bond calls, if material, and tender offers;

9. Defeasances;

10. Release, substitution, or sale of property securing repayment of the Bonds, if material;

11. Rating changes;

12. Bankruptcy, insolvency, receivership or similar event of the Obligated Person;

    Note to subsection (a)(12) of this Section 4: For the purposes of the event described in subsection (a)(12) of this Section 4, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an Obligated Person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Obligated Person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Obligated Person.

13. The consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

14. Appointment of a successor or additional trustee or the change of name of a trustee, if material;

15. Incurrence of a Financial Obligation of an Obligated Person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of an Obligated Person, any of which affect security holders, if material; and

16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of an Obligated Person, any of which reflect financial difficulties.

The Issuer shall, in a timely manner not later than nine (9) business days after its occurrence, notify the Disclosure Dissemination Agent in writing of the occurrence of a Notice Event. Such notice shall instruct the Disclosure Dissemination Agent to report the occurrence pursuant to subsection (c) and shall be accompanied by a Certification. Such notice or Certification shall identify the Notice Event that has occurred (which shall be any of the categories set forth in Section 2(e)(iv) of this Disclosure Agreement), include the text of the disclosure that the Issuer desires to make, contain the written authorization of the Issuer for the Disclosure Dissemination Agent to disseminate such information, and identify the date the Issuer desires for the Disclosure Dissemination Agent to disseminate the information (provided that such date is not later than the tenth business day after the occurrence of the Notice Event).

(b) The Disclosure Dissemination Agent is under no obligation to notify the Issuer or the Disclosure Representative of an event that may constitute a Notice Event. In the event the Disclosure Dissemination Agent so notifies the Disclosure Representative, the Disclosure Representative will within two business days of receipt of such notice (but in any event not later than the tenth business day after the occurrence of the Notice Event, if the Issuer determines that a Notice Event has occurred), instruct the Disclosure Dissemination Agent that either (i) a Notice Event has not occurred and no filing is to be made or (ii) a Notice Event has occurred and the Disclosure Dissemination Agent is to report the occurrence pursuant to subsection (c) of this Section 4, together with a Certification. Such Certification shall identify the Notice Event that has occurred (which shall be any of the categories set forth in Section 2(e)(iv) of this Disclosure Agreement), include the text of the disclosure that the Issuer desires to make, contain the written authorization of the Issuer for the Disclosure Dissemination Agent to disseminate such information, and identify the date the Issuer desires for the Disclosure Dissemination Agent to disseminate the information (provided that such date is not later than the tenth business day after the occurrence of the Notice Event).

(c) If the Disclosure Dissemination Agent has been instructed by the Issuer as prescribed in subsection (a) or (b)(ii) of this Section 4 to report the occurrence of a Notice Event, the Disclosure Dissemination Agent shall promptly file a notice of such occurrence with MSRB in accordance with Section 2 (e)(iv) hereof. This notice may be filed with a cover sheet completed by the Disclosure Dissemination Agent in the form set forth in Exhibit C-1.

SECTION 5. CUSIP Numbers. Whenever providing information to the Disclosure Dissemination Agent, including but not limited to Annual Reports, documents incorporated by reference to the Annual Reports, Audited Financial Statements, Notice Event notices, Failure to File Event notices, Voluntary Event Disclosures and Voluntary Financial Disclosures, the Issuer shall indicate the full name of the Bonds and the 9-digit CUSIP numbers for the Bonds as to which the provided information relates.

The Issuer will provide the Dissemination Agent with the CUSIP numbers for (i) new bonds at such time as they are issued or become subject to the Rule and (ii) any Bonds to which new CUSIP numbers are assigned in substitution for the CUSIP numbers previously assigned to such Bonds of which the Issuer has knowledge.

SECTION 6. Additional Disclosure Obligations. The Issuer acknowledges and understands that other state and federal laws, including but not limited to the Securities Act of 1933 and Rule 10b-5 promulgated under the Securities Exchange Act of 1934, may apply to the Issuer, and that the duties and responsibilities of the Disclosure Dissemination Agent under this Disclosure Agreement do not extend to providing legal advice regarding such laws. The Issuer acknowledges and understands that the duties of the Disclosure Dissemination Agent relate exclusively to execution of the mechanical tasks of disseminating information as described in this Disclosure Agreement.

SECTION 7. Voluntary Filing.

(a) The Issuer may instruct the Disclosure Dissemination Agent to file a Voluntary Event Disclosure with the MSRB from time to time pursuant to a Certification of the Disclosure Representative. Such Certification shall identify the Voluntary Event Disclosure (which shall be any of the categories set forth in Section 2(e)(vi) of this Disclosure Agreement), include the text of the disclosure that the Issuer desires to make, contain the written authorization of the Issuer for the Disclosure Dissemination Agent to disseminate such information, and identify the date the Issuer desires for the Disclosure Dissemination Agent to disseminate the information. If the Disclosure Dissemination Agent has been instructed by the Issuer as prescribed in this Section 7(a) to file a Voluntary Event Disclosure, the Disclosure Dissemination Agent shall promptly file such Voluntary Event Disclosure with the MSRB in accordance with Section 2(e)(vi) hereof. This notice may be filed with a cover sheet completed by the Disclosure Dissemination Agent in the form set forth in Exhibit C-2.

(b) The Issuer may instruct the Disclosure Dissemination Agent to file a Voluntary Financial Disclosure with the MSRB from time to time pursuant to a Certification of the Disclosure Representative. Such Certification shall identify the Voluntary Financial Disclosure (which shall be any of the categories set forth in Section 2(e)(vii) of this Disclosure Agreement), include the text of the disclosure that the Issuer desires to make, contain the written authorization of the Issuer for the Disclosure Dissemination Agent to disseminate such information, and identify the date the Issuer desires for the Disclosure Dissemination

Agent to disseminate the information. If the Disclosure Dissemination Agent has been instructed by the Issuer as prescribed in this Section 7(b) hereof to file a Voluntary Financial Disclosure, the Disclosure Dissemination Agent shall promptly file such Voluntary Financial Disclosure with the MSRB in accordance with Section 2(e)(vii) hereof. This notice may be filed with a cover sheet completed by the Disclosure Dissemination Agent in the form set forth in Exhibit C-3.

(c) The parties hereto acknowledge that the Issuer is not obligated pursuant to the terms of this Disclosure Agreement to file any Voluntary Event Disclosure pursuant to Section 7(a) hereof or any Voluntary Financial Disclosure pursuant to Section 7(b) hereof.

(d) Nothing in this Disclosure Agreement shall be deemed to prevent the Issuer from disseminating any other information through the Disclosure Dissemination Agent using the means of dissemination set forth in this Disclosure Agreement or including any other information in any Annual Report, Audited Financial Statements, Notice Event notice, Failure to File Event notice, Voluntary Event Disclosure or Voluntary Financial Disclosure, in addition to that required by this Disclosure Agreement. If the Issuer chooses to include any information in any Annual Report, Audited Financial Statements, Notice Event notice, Failure to File Event notice, Voluntary Event Disclosure or Voluntary Financial Disclosure in addition to that which is specifically required by this Disclosure Agreement, the Issuer shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report, Audited Financial Statements, Notice Event notice, Failure to File Event notice, Voluntary Event Disclosure or Voluntary Financial Disclosure.

SECTION 8. Termination of Reporting Obligation. The obligations of the Issuer and the Disclosure Dissemination Agent under this Disclosure Agreement shall terminate with respect to the Bonds upon the earliest of: (i) the legal defeasance, prior redemption or payment in full of all of the Bonds, (ii) the date when the Issuer is no longer an "obligated person" within the meaning of the Rule with respect to the Bonds, or (iii) upon delivery by the Disclosure Representative to the Disclosure Dissemination Agent of an opinion of counsel expert in federal securities laws to the effect that continuing disclosure is no longer required.

SECTION 9. Disclosure Dissemination Agent. The Issuer has appointed Digital Assurance Certification, L.L.C. as exclusive Disclosure Dissemination Agent under this Disclosure Agreement. The Issuer may, upon thirty days written notice to the Disclosure Dissemination Agent and the Trustee, replace or appoint a successor Disclosure Dissemination Agent. Upon termination of DAC's services as Disclosure Dissemination Agent, whether by notice of the Issuer or DAC, the Issuer agrees to appoint a successor Disclosure Dissemination Agent or, alternately, agrees to assume all responsibilities of Disclosure Dissemination Agent under this Disclosure Agreement for the benefit of the Owners of the Bonds. Notwithstanding any replacement or appointment of a successor, the Issuer shall remain liable to the Disclosure Dissemination Agent until payment in full for any and all sums owed and payable to the Disclosure Dissemination Agent. The Disclosure Dissemination Agent may resign at any time by providing thirty days' prior written notice to the Issuer. The new Disclosure Dissemination Agent or the Issuer, as the case may be, shall forthwith give notice thereof to the MSRB.

SECTION 10. Remedies in Event of Default. In the event of a failure of the Issuer or the Disclosure Dissemination Agent to comply with any provision of this Disclosure Agreement, the Owners' rights to enforce the provisions of this Agreement shall be limited solely to a right, by action in mandamus or for specific performance, to compel performance of the parties' obligation under this Disclosure Agreement. Any failure by a party to perform in accordance with this Disclosure Agreement shall not constitute a default on the Bonds or under the Indenture or any other document relating to the Bonds, and all rights and remedies shall be limited to those expressly stated herein.

SECTION 11. Duties, Immunities and Liabilities of Disclosure Dissemination Agent.

(a) The Disclosure Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Agreement. The Disclosure Dissemination Agent's obligation to deliver the information at the times and with the contents described herein shall be limited to the extent the Issuer has provided such information to the Disclosure Dissemination Agent as required by this Disclosure Agreement. The Disclosure Dissemination Agent shall have no duty with respect to the content of any disclosures or notice made pursuant to the terms hereof. The Disclosure Dissemination Agent shall have no duty or obligation to review or verify any Information or any other information, disclosures or notices provided to it by the Issuer and shall not be deemed to be acting in any fiduciary capacity for the Issuer, the Owners of the Bonds or any other party. The Disclosure Dissemination Agent shall have no responsibility for the Issuer's failure to report to the Disclosure Dissemination Agent a Notice Event or a duty to determine the materiality thereof. The Disclosure Dissemination Agent shall have no duty to determine, or liability for failing to determine, whether the Issuer has complied with this Disclosure Agreement. The Disclosure Dissemination Agent may conclusively rely upon Certifications of the Issuer at all times.

The obligations of the Issuer under this Section shall survive resignation or removal of the Disclosure Dissemination Agent and defeasance, redemption or payment of the Bonds.

(b) The Disclosure Dissemination Agent may, from time to time, consult with legal counsel (either in-house or external) of its own choosing in the event of any disagreement or controversy, or question or doubt as to the construction of any of the provisions hereof or its respective duties hereunder, and shall not incur any liability and shall be fully protected in acting in good faith upon the advice of such legal counsel. The reasonable fees and expenses of such counsel shall be payable by the Issuer, subject to annual appropriation by the Board of the Issuer.

(c) All documents, reports, notices, statements, information and other materials provided to the MSRB under this Agreement shall be provided in an electronic format and accompanied by identifying information as prescribed by the MSRB. As of the date of this Disclosure Agreement, all documents submitted to the MSRB must be in portable document format (PDF) files configured to permit documents to be saved, viewed, printed and retransmitted by electronic means. In addition, such PDF files must be word-searchable, provided that diagrams, images and other non-textual elements are not required to be word-searchable.

SECTION 12. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Agreement, the Issuer and the Disclosure Dissemination Agent may amend this Disclosure Agreement and any provision of this Disclosure Agreement may be waived, if such amendment or waiver is supported by an opinion of counsel expert in federal securities laws acceptable to both the Issuer and the Disclosure Dissemination Agent to the effect that such amendment or waiver does not materially impair the interests of Owners of the Bonds and would not, in and of itself, cause the undertakings herein (or action of any Participating Underwriter in reliance on the undertakings herein) to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule; provided neither the Issuer or the Disclosure Dissemination Agent shall be obligated to agree to any amendment modifying their respective duties or obligations without their consent thereto. The Disclosure Dissemination Agent shall provide notice of such amendment or waiver to the MSRB and the Participating Underwriter.

Notwithstanding the preceding paragraph, the Disclosure Dissemination Agent shall have the right to adopt amendments to this Disclosure Agreement necessary to comply with modifications to and interpretations of the provisions of the Rule as announced by the Securities and Exchange Commission from time to time by giving not less than 20 days written notice of the intent to do so together with a copy of the proposed amendment to the Issuer. No such amendment shall become effective if the Issuer shall, within 10 days following the giving of such notice, send a notice to the Disclosure Dissemination Agent in writing that it objects to such amendment.

SECTION 13. Beneficiaries. This Disclosure Agreement shall inure solely to the benefit of the Issuer, the Trustee of the Bonds, the Disclosure Dissemination Agent, the Participating Underwriter, and the Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

SECTION 14. Governing Law. This Disclosure Agreement shall be governed by the laws of the State of Colorado.

SECTION 15. Counterparts. This Disclosure Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

The Disclosure Dissemination Agent and the Issuer have caused this Continuing Disclosure Agreement to be executed, on the date first written above, by their respective officers duly authorized.

DIGITAL ASSURANCE CERTIFICATION, L.L.C.,
as Disclosure Dissemination Agent

By: ____
Name:_______________________________________
Title:_______________________________________

REGIONAL TRANSPORTATION DISTRICT

By: ____
Name:_______________________________________
Title: Chair, Board of Directors

[SEAL]

Attest:

____
Secretary, Board of Directors

EXHIBIT A

NAME AND CUSIP NUMBERS OF BONDS

Name of Issuer:	Regional Transportation District (the "Issuer")
Obligated Person:	Regional Transportation District
Name of Bond Issue:	Regional Transportation District's Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A, dated as of their date of delivery, in the aggregate principal amount of $[__] (collectively, the "Bonds").
Date of Issuance:	[__], 2023.
Date of Official Statement:	[__], 2023.

2023A Bonds
(CUSIP 6-digit issue number: [__])[1]

Maturity (November 1)	Principal Amount	Interest Rate	Price	Yield	CUSIP
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
2035					
2036					
2037					
2038					

(1) CUSIP is a registered trademark of the American Bankers Association. CUSIP Global Services is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. None of RTD, the Municipal Advisor or the Underwriters takes any responsibility for the accuracy of CUSIP numbers, which are included solely for the convenience of the owners of the Bonds. The CUSIP number for any maturity of the Bonds may be changed after the issuance of the Bonds as the result of various subsequent actions, including, without limitation, a refunding of all or a portion of such maturity or the procurement of secondary market insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Bonds.

EXHIBIT B

NOTICE TO MSRB OF FAILURE TO FILE ANNUAL REPORT

Issuer:	Regional Transportation District (the "Issuer")
Obligated Person:	Regional Transportation District
Name of Bond Issue:	Regional Transportation District's Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A, dated as of their date of delivery, in the aggregate principal amount of $[__] (collectively, the "Bonds").
Date of Issuance:	[__], 2023.
Date of Disclosure Agreement:	[__], 2023.
CUSIP Number:	[__] ___.

NOTICE IS HEREBY GIVEN that the Issuer has not provided an Annual Report with respect to the above-named Bonds as required by the Disclosure Agreement between the Issuer and Digital Assurance Certification, L.L.C., as Disclosure Dissemination Agent. The Issuer has notified the Disclosure Dissemination Agent that it anticipates that the Annual Report will be filed by ______________.

Dated: _____________________________

Digital Assurance Certification, L.L.C., as Disclosure Dissemination Agent, on behalf of the Issuer

____

cc:

EXHIBIT C-1
EVENT NOTICE COVER SHEET

This cover sheet and accompanying "event notice" will be sent to the MSRB, pursuant to Securities and Exchange Commission Rule 15c2-12(b)(5)(i)(C) and (D).

Issuer and/or Other Obligated Person's Name: Regional Transportation District (Colorado) (the "Issuer")

Issuer's Six-Digit CUSIP Number: [__]

or Nine-Digit CUSIP Number(s) of the bonds to which this event notice relates: [__] ___

Number of pages attached: _____

____ Description of Notice Events (Check One):

1._____"Principal and interest payment delinquencies;"
2._____"Non-Payment related defaults, if material;"
3._____"Unscheduled draws on debt service reserves reflecting financial difficulties;"
4._____"Unscheduled draws on credit enhancements reflecting financial difficulties;"
5._____"Substitution of credit or liquidity providers, or their failure to perform;"
6._____"Adverse tax opinions, IRS notices or events affecting the tax status of the security;"
7._____"Modifications to rights of securities holders, if material;"
8._____"Bond calls, if material;" Tender offers;
9._____"Defeasances;"
10.____"Release, substitution, or sale of property securing repayment of the securities, if material;"
11.____"Rating changes;"
12.____"Bankruptcy, insolvency, receivership or similar event of the obligated person;"
13.____"Merger, consolidation, or acquisition of the obligated person, if material;"
14.____"Appointment of a successor or additional trustee, or the change of name of a trustee, if material;"
15.____"Incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material;" and
16.____"Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties."

____ Failure to provide annual financial information as required.

I hereby represent that I am authorized by the Issuer or its agent to distribute this information publicly:

Signature:

____

Name: ________________________________Title: ______________________________________

Digital Assurance Certification, L.L.C.
315 E. Robinson Street
Suite 300
Orlando, FL 32801
407-515-1100

Date:

EXHIBIT C-2
VOLUNTARY EVENT DISCLOSURE COVER SHEET

This cover sheet and accompanying “voluntary event disclosure” will be sent to the MSRB, pursuant to the Continuing Disclosure Agreement dated as of [__], 2023 between the Issuer and DAC.

Issuer’s and/or Other Obligated Person’s Name: Regional Transportation District (Colorado) (the “Issuer”)

Issuer’s Six-Digit CUSIP Number: [__]

or Nine-Digit CUSIP Number(s) of the bonds to which this event notice relates: [__] ___

Number of pages attached: _____

____ Description of Voluntary Event Disclosure (Check One):

1._____“amendment to continuing disclosure undertaking;”
2._____“change in obligated person;”
3._____“notice to investors pursuant to bond documents;”
4._____“certain communications from the Internal Revenue Service;”
5._____“secondary market purchases;”
6._____“bid for auction rate or other securities;”
7._____“capital or other financing plan;”
8._____“litigation/enforcement action;”
9._____“change of tender agent, remarketing agent, or other on-going party;”
10.____“other event-based disclosures.”

I hereby represent that I am authorized by the Issuer or its agent to distribute this information publicly:

Signature:

____

Name: _________________________________Title: ____

Digital Assurance Certification, L.L.C.
315 E. Robinson Street
Suite 300
Orlando, FL 32801
407-515-1100

Date:

EXHIBIT C-3
VOLUNTARY FINANCIAL DISCLOSURE COVER SHEET

This cover sheet and accompanying "voluntary financial disclosure" will be sent to the MSRB, pursuant to the Continuing Disclosure Agreement dated as of [__], 2023 between the Issuer and DAC.

Issuer and/or Other Obligated Person's Name: Regional Transportation District (Colorado) (the "Issuer")

Issuer's Six-Digit CUSIP Number: [__]

or Nine-Digit CUSIP Number(s) of the bonds to which this event notice relates: [__] ___

Number of pages attached: _____

____ Description of Voluntary Financial Disclosure (Check One):

1._____"quarterly/monthly financial information;"
2._____"change in fiscal year/timing of annual disclosure;"
3._____"change in accounting standard;"
4._____"interim/additional financial information/operating data;"
5._____"budget;"
6._____"investment/debt/financial policy;"
7._____"information provided to rating agency, credit/liquidity provider or other third party;"
8._____"consultant reports;" and
9._____"other financial/operating data."

I hereby represent that I am authorized by the issuer or its agent to distribute this information publicly:

Signature:

____

Name: ______________________________ Title: ______________________________

Digital Assurance Certification, L.L.C.
315 E. Robinson Street
Suite 300
Orlando, FL 32801
407-515-1100

Date:

EXHIBIT D

INDEX OF OFFICIAL STATEMENT TABLES TO BE UPDATED

Table Title

- Historical and Pro Forma Debt Service Coverage and Available Pledged Revenues
- Historical Sales Tax Revenues
- Historical Operating Data
- Revenue and Capital Receipts by Source
- Summary of Statement of Revenue, and Expenses and Changes in Net Position
- Budget to Actual Comparison of Revenues and Expenses
- Statement of Obligations

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APPENDIX G

PURCHASED 2019A/2021A BONDS; REFUNDED 2019A/2021A BONDS

[Information to be provided in the final Official Statement]

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APPENDIX B

FORM OF PRICING NOTICE
RELATING TO THE
INVITATION TO TENDER BONDS DATED AUGUST 22, 2023
made by

REGIONAL TRANSPORTAION DISTRICT (COLORADO)

to the Holders described herein of all or any portion of the maturities of the

REGIONAL TRANSPORTATION DISTRICT (COLORADO)
Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2019A
and
Taxable Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2021A
(Green Bonds - Climate Bond Certified)

The purpose of this Pricing Notice dated August 31, 2023 (the "Pricing Notice"), is to either confirm or amend the Fixed Spreads for the Target Bonds. [Except as provided below with respect to the Benchmark Treasury Securities (as defined below), all] [All] other terms relating to the Tender Offer (hereinafter defined) remain unchanged.

Pursuant to the Invitation to Tender Bonds dated August 22, 2023 (as it may be amended or supplemented, the "Tender Offer"), the Regional Transportation District (Colorado) (the "District") invites Bondholders to tender Target Bonds for cash at the applicable purchase price (the "Offer Purchase Price") based on a fixed spread ("Fixed Spread") to be added to the yields on certain benchmark United States Treasury Securities ("Benchmark Treasury Securities") set forth in this Pricing Notice, plus Accrued Interest on the Target Bonds tendered for purchase to but not including the Settlement Date. All terms used herein and not otherwise defined are used as defined in the Tender Offer.

As set forth in the Tender Offer, the District retains the right to extend the Tender Offer, or amend the terms of the Tender Offer (including a waiver of any term) in any material respect, provided, that the District shall provide notice as described in the Tender Offer. In such event, any offers submitted with respect to the affected Target Bonds prior to such change in the Fixed Spreads for such Target Bonds pursuant to the Tender Offer will remain in full force and effect and any Bondholder of such affected Target Bonds, as applicable, wishing to revoke their offer to tender such Target Bonds for purchase must affirmatively withdraw such offer prior to the Expiration Date, as extended.

The Tender Offer, including the Preliminary Official Statement relating to the District's Sales Tax Revenue Refunding Bonds (FasTracks Project), Series 2023A, is available: (i) at the Municipal Securities Rulemaking Board through its EMMA website, currently located at http://emma.msrb.org, using the CUSIP numbers for the Target Bonds, and (ii) on the website of the Information Agent at. https://www.globic.com/rtd.

Any questions are to be directed to the Information Agent at (212) 227-9622.

TENDER OFFER – YIELD SPREADS

Pursuant to the Tender Offer, the Fixed Spreads for the Target Bonds are listed below. [There has been no change in the Indicative Fixed Spreads listed in Table 1 on page (i) of the Tender Offer.]

[INSERT TABLE]

The yields on the Benchmark Treasury Securities will be determined at approximately 10:00 a.m. on September 12, 2023.

Example based on the following closing yields for the Benchmark Treasury Securities as of August __, 2023 and the Fixed Spreads:

The tables below provide an example of the Offer Purchase Price realized by a Bondholder that submits an offer based on the following yields for the Benchmark Treasury Securities as of August __, 2023 and the Fixed Spreads. This example is being provided for convenience only and is not to be relied upon by a Bondholder as an indication of the Purchase Yield or Purchase Price that may be paid by the District.

Based on these Benchmark Treasury Security yields, the following Offer Purchase Prices would be derived:

[INSERT TABLE]

As a measure of the sensitivity of the Offer Purchase Price to changes in the yield on the Benchmark Treasury Security, the following table shows the impact on the Offer Purchase Price of a 0.10% (10 basis point) movement in the yield on the Benchmark Treasury Security

[INSERT TABLE]